

DotAsia Board Meeting Minutes

Date(s) & Time:	November 21, 2019 (Thursday) 16:00 – 17:30
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Atsushi ENDO Edmon CHUNG Lianna GALSTYAN LIM Choon Sai Maureen HILYARD Satish BABU Freda CHEUNG (DotAsia Team) Rebecca CHAN (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok Tommy MATSUMOTO</p> <p>Absent: Alireza SALEH Joel DISINI</p>

No.	Action Items:	Owner	Remarks
2019.05.A04	Set timeline and scope of exchange of documents for the Mediation.	Namesphere Stakeholders	Ongoing with uncertainty as Namesphere transactions audit suspended.
2019.10.A02	Explore options to minimize perceived potential conflicts, including but not limited to hiring a part-time staff or accounting firm to oversee certain financial matters.	Edmon CHUNG	In progress, exploring costs and possible structures, more information to be provided when available.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	In progress, completed legal advice quotations.
2019.10.A05	Collect historical information on domain abuse in .Asia for Board discussion on the matter.	DotAsia Team	Completed.
2019.10.A07	Consult with RSM auditor on salary allocation to Namesphere and requirements of appropriate documentation for accounting.	Rebecca CHAN	Aim to present further information in Dec Board Meeting.

No.	Action Items:	Owner	Remarks
2019.10.A08	Prepare budget layout for 2020-2022.	Edmon CHUNG	Draft to be presented at Dec BFC meeting.
2019.11.A01	Record a list of correspondence in meeting minutes and follow up action for reference.	DotAsia Team	Completed.
2019.11.A02	Prepare ICBC change request documents and bring to IGF for signatures.	DotAsia Team	In progress, document circulated physically for execution by Board Members.

No.	Resolutions / Decisions:
2019.11.001	<p>Amendment of Sep 18, 2019 Board Meeting minutes.</p> <p>Resolved unanimously that the following shall be considered amended to the Sep 18, 2019 Board Meeting minutes (https://www.dot.asia/dotasia-files/board/meeting-minutes/board/DotAsia-BoardMinutes-20190918_FINAL.pdf) under Resolution 2019.09.002:</p> <p>Dr. Tham disagreed with withholding an investigative audit report to Joel Disini on the grounds that,</p> <p>Article 66 of the Article of Association of DotAsia Organisation mandates proper books of account to be kept. An investigative audit is under the scope of Article 66 (d): all other matters necessary to show a true and fair view of the financial state and condition of the Company. Article 67 stipulates that the books of account shall always be open to the inspection of Directors.</p>
2019.11.002	<p>Consideration of ISOC-APAC membership application to be a Co-Sponsor Member of DotAsia Organisation.</p> <p>Resolved unanimously to welcome ISOC-APAC as a Co-Sponsor Member.</p>
2019.11.003	<p>Request to update ICBC signing instructions to match current HSBC signing instruction.</p> <ul style="list-style-type: none"> Adding LIM Choon Sai and Atsushi ENDO as authorized signatories for banking transactions for ICBC. <p>Resolved unanimously.</p> <p>Formal Resolution for Bank:</p> <p>We hereby certify that the following resolution has been duly adopted, in accordance with the constitutional requirements of the Company, and are in full force and effect.</p> <p>IT IS RESOLVED THAT, the company will notify ICBC, the company's banker, to:</p> <p>(1) Add the following directors to be authorized signatory(ies) for all banking transactions:</p>

No.	Resolutions / Decisions:
	<p style="text-align: center;">ENDO, Atsushi LIM, Choon Sai</p> <p>(2) Keep the following directors as authorized signatory(ies):</p> <p style="text-align: center;">Chung, Edmon Wang On Tham, Yiu Kwok</p> <p>(3) Change the signing instruction to:</p> <p>(i) Less than HKD78,000, any one of the authorized signatories to sign.</p> <p>(ii) Between HKD78,000 and HKD195,000, any two of the authorized signatories to sign.</p> <p>(iii) Above HKD195,000, three authorized signatories to sign.</p>

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.)	Oct 24, 2019	Received.

Discussions:

1. Roll Call

- 1.1. Mr. Atsushi ENDO continues to be appointed as Chair of Board meeting on Nov 21, 2019.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.

2. Review / Amend Agenda

- 2.1. Nov 21, 2019 Agenda was accepted with the addition of discussion on a request for amendment to Sep 18, 2019 Board Minutes.

3. Updates of SOI (Statement of Interest)

- 3.1. No further updates since last F2F meeting.
- 3.2. It was suggested and agreed that the status of Action Item 2019.05.A05 should be considered to be Completed.

4. Consideration of last Board Meeting Minutes (Oct 16 & 17, 2019)

- 4.1. Dr. Tham has indicated via email that additional time is required for the consideration of the draft minutes for the Board face-to-face meeting in October.

- 4.2. It was suggested and agreed to provide additional time for Board Members to review the draft face-to-face meeting minutes from on Oct 16 and 17. Discussion and adoption of October's Board meeting minutes will be deferred to the next meeting scheduled for Dec 19, 2019.

5. Review of Action Items

- 5.1. It was suggested and agreed that additional information could be included in the remarks on Action Items to provide better clarity and to track the progress of the status for items remaining on the Action Items list for a longer time.

6. Request for Amendment to Sep 18, 2019 Board Minutes

- 6.1. Dr. Tham expressed his dissenting views in relations to Resolution 2019.09.002 through email on Nov 21, 2019 and requested that the following be included in the Sep 18, 2019 Board Meeting Minutes relating to Resolution 2019.09.002 for Letter to Mr. Peter DENGATE THRUSH and DotPH:

- 6.1.1. Dr. Tham disagreed with withholding an investigative audit report to Joel Disini on the grounds that,

Article 66 of the Article of Association of DotAsia Organisation mandates proper books of account to be kept. An investigative audit is under the scope of Article 66 (d): all other matters necessary to show a true and fair view of the financial state and condition of the Company. Article 67 stipulates that the books of account shall always be open to the inspection of Directors.

- 6.2. There was discussion on how to present Dr. Tham's view and where to document his comments.

- 6.2.1. The Board recognized the view of Dr. Tham and agreed to include them as amendments to the Board meeting minutes.

- 6.2.2. It was discussed that some of the wordings of the requested amendment may be inconsistent with the resolution and the matter as discussed. It was nevertheless agreed that Dr. Tham's comments be included as-is.

- 6.2.3. It was also discussed that since the Sep 18, 2019 Board Meeting minutes have been adopted and posted, the posted document will not be revised. However, the amendment sought will be included in the Nov 21, 2019 Board Meeting minutes and considered to be amending the Sep 18, 2019 Board Meeting minutes previously approved. (2019.11.001)

7. Consideration of ISOC-APAC Membership Application as Co-Sponsor of DotAsia

- 7.1. Internet Society Asia Limited (ISOC-APAC) is part of Internet Society (ISOC). ISOC-APAC is itself a non-profit organization registered in Singapore serving Internet policy and technical communities in Asia-Pacific.

- 7.2. The current contact listed for ISOC-APAC is Rajnesh Singh, Managing Director. Upon finalization of membership, ISOC-APAC will assign a representative to be included in various members' mailing list including announcements as well as for nominations and voting.

- 7.3. There were no objections from Board Members for the acceptance of ISOC-APAC as a DotAsia Co-Sponsor Member. (2019.11.002)

8. Consideration of RT&Co. Letter

- 8.1. The Board acknowledges the receipt of letter from Mildred R. Ramos (RT&Co.) on Oct 24, 2019.
- 8.2. In considering the RT&Co letter, it was suggested to formalize acknowledgement of receipt of key communications to DotAsia in general. It was further suggested and agreed that a list of correspondence be recorded in meeting minutes and be followed up with response. (2019.11.A01)

9. ICBC Banking and Signatory Arrangements

- 9.1. Discussions were held at the BFC earlier and recommendations brought forth to the Board for consideration:
- 9.2. Request to update ICBC signing instructions to match current HSBC signing instruction, to add additional authorized signatories for banking transactions and to update ICBC signing instructions to match existing HSBC instructions
 - 9.2.1. LIM Choon Sai and Atsushi ENDO are current signatories of the HSBC account and have expressed their willingness to be added to the ICBC account as signatories as well.
 - 9.2.2. There were no objections from Board Members. (2019.11.003)
- 9.3. DotAsia team explained that the banking process requires the following documents to be executed for the change request:
 - (1) Board Resolution;
 - (2) Notification of Change of Signing Instruction;
 - (3) Signatories Card,
 - (4) Customer Information Supplementary Sheet, and
 - (5) Commercial Internet Banking Service Amendment Form.
- 9.4. DotAsia team will follow up with the required signatures for the execution of the documents. (2019.11.A02)

10. Board Committees Updates

- 10.1. Board Executive Committee (Exco)
 - 10.1.1. There was no Board Exco meeting since October Board Meeting. Email discussions were exchanged regarding amendment of Sep 18 board meeting minutes. Refer to Item 6.
- 10.2. Board Governance Committee (BGC)
 - 10.2.1. November's BGC meeting discussed the Roles and Responsibilities of Board Chair, Board Directors and Sub-Committees.
 - 10.2.2. There were discussions on developing an onboarding program for new and incoming Board Directors. Further discussions to be had at the BGC and shared at future Board Meetings.
 - 10.2.3. It was confirmed that there will be a short Board Meeting after the Feb 2020 AGM for the confirmation and selection of the Board Chair.
- 10.3. Board Finance Committee (BFC)
 - 10.3.1. Last BFC meeting was held on Nov 14, 2019.

- 10.3.2. There were discussions and agreement on ICBC signatory matters. Refer to Item 9.
- 10.3.3. Draft procedure of Board of Director Financial Documents Request Process was received
- 10.3.4. Discussion is ongoing, including editorial amendments suggested to improve the clarity of procedure with reference to DotAsia Article of Association 66 and 67. Further discussion to continue at the next BFC Meeting.
- 10.4. Board Community Projects Committee (BCC)
 - 10.4.1. There was no BCC meeting since Oct's Board Meeting. Next meeting to be scheduled in early Dec 2019.

11. Registry Operations & Community Development Updates

- 11.1. Edmon provided update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 11.2. .Asia Market & Community Development Updates
 - 11.2.1. ASEAN Roadshow in Hanoi confirmed for Dec 11, 2019.
 - 11.2.2. Afilias registrar event took place China on Nov 21. At the event, Leona Chen-Birkner (VP, Registrar Relations) promoted .Asia and jointly worked with Afilias on the announcement of a "relaunch" of the .WEBinChinese as the MIIT license has been received.
 - 11.2.3. It was clarified that .WEBinChinese is part of Namesphere works and was done in conjunction of DotAsia's work in China with Afilias.
- 11.3. ICANN Event in Hong Kong originally scheduled for Dec 5 – 6 is postponed and targeting to be rescheduled for Q2 2020.
- 11.4. Recruitment and selection of NetMission.Asia Ambassadors 2020 completed. Over 120 applications received, and 40 Ambassadors were selected from 19 economies for NetMission.Asia 2020.

12. Financial Updates

- 12.1. Rebecca presented the updated Cash Flow Summary as of Oct 31, 2019 which had been sent to the Board via email.
- 12.2. Key changes from previous projections were highlighted.

13. Namesphere Updates

- 13.1. Following from the discussions on Namesphere works during the Oct F2F board meeting. DotAsia is following the SOP for Finance & Procurement process and is in the process of obtaining three quotations for legal advice before proceeding further.
- 13.2. Updates on ongoing litigation in Ontario Canada were provided. Related matters on .BOX shareholding and recent actions taken by our partners were also discussed.

14. Travel Schedule of CEO

- 14.1. Edmon provided updates to recent changes in travel plans.
- 14.2. It was suggested that the horizon of travel plans be updated to keep a longer horizon rather than end with the calendar year.

15. Next Board Meeting Schedule

- 15.1. Dec 19, 2019 (Thursday) at 8:00 (UTC) in DotAsia Zoom Meeting Room
- 15.2. Jan 9, 2020 (to be scheduled if needed) depending on Board Elections nomination results (nomination period ends on Jan 8, 2020).