

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	December 19, 2019 (Thursday) 16:00 – 18:00
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Atsushi ENDO Edmon CHUNG Joel DISINI* Lianna GALSTYAN LIM Choon Sai Maureen HILYARD** Satish BABU Freda CHEUNG (DotAsia Team) Jenna FUNG (DotAsia Team) Rebecca CHAN (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok Tommy MATSUMOTO</p> <p>Absent: Alireza SALEH</p> <p>* Joined meeting during Discussion Item 4, Left after the completion of Discussion Item 12.2 ** Left meeting after the completion of Discussion Item 12.2</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 and Joel of DotPH indicating that he may no longer be willing to enter into Mediation.
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: met with one accounting firm will meet with some others and obtain proposal with quotation, more information to be provided when available.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	Legal Counsel appointed,

No.	Action Items:	Owner	Remarks
			awaiting advice.
2019.10.A07	Consult with RSM auditor on salary allocation to Namesphere and requirements of appropriate documentation for accounting.	Rebecca CHAN	In progress: an employee survey form is being developed with guidance from RSM for better audit purpose.
2019.10.A08	Prepare budget layout for 2020-2022.	Edmon CHUNG	Draft to be presented at next BFC meeting.
2019.11.A02	Prepare ICBC changing request documents and bring to IGF for signatures.	DotAsia Team	Signatures obtained from Lianna, Satish, Atsushi, Tommy, Choon Sai and Edmon, awaiting ICBC confirmation on completion.

No.	Resolutions / Decisions:
2019.12.001	<p>Board Meeting Minutes (Oct 16 - 17)</p> <ol style="list-style-type: none"> <li>1) Approval of Board meeting minutes of Oct 16 - 17, 2019.</li> <li>2) The draft presented had item 9.1.4 as, "It was discussed whether a Code of Conduct for Board Members should be developed"</li> <li>3) It was suggested and agreed to revert item 9.1.4 to an earlier draft version as "It was discussed that a Code of Conduct for Board Members should be developed".</li> </ol> <p>Approved unanimously with abstention from Joel DISINI.</p>
2019.12.002	<p>Board Meeting Minutes (Nov 21)</p> <ol style="list-style-type: none"> <li>1) Approval of Board meeting minutes of Nov 21, 2019.</li> </ol> <p>Approved unanimously with abstention from Joel DISINI.</p>
2019.12.003	<p>Appointment of Agnes Wong &amp; Co. in association with Dundons Solicitors as Legal Counsel for DotAsia Organisation.</p> <p>Resolved unanimously with abstention from Joel DISINI.</p>

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.)	Oct 24, 2019	Received. Awaiting legal advice for further actions.

## Discussions:

---

### 1. Roll Call

- 1.1. With no objection from board members present, Atsushi ENDO continued to chair the Board Meeting on Dec 19, 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. With no further comments received, the agenda was accepted.

### 3. Updates of SOI (Statement of Interest)

- 3.1. No further updates since last Board Meeting.

### 4. Approval of Last F2F Board Meeting Minutes (Oct 16 - 17)

- 4.1. Latest version of Draft 2.1 was presented and briefed to the Board.
- 4.2. Under item 9.1.4, it was suggested and agreed to keep "It was discussed that a Code of Conduct for Board Members should be developed".
- 4.3. The minutes were approved unanimously with abstention from Joel DISINI. (2019.12.001)

### 5. Approval of Last Board Meeting Minutes (Nov 21)

- 5.1. Latest version of Draft 1 was presented and briefed to the Board.
- 5.2. Joel initiated discussion on Namesphere, DotPH and .SPA. As a point of order, the discussion was deferred to Item 12 - Namesphere Updates.
- 5.3. Maureen reiterated the Board's position that the disagreements from DotPH be preferably addressed and resolved at the previously agreed mediation process.
- 5.4. The Nov 21, 2019 Board Meeting minutes were approved unanimously with abstention from Joel DISINI. (2019.12.002)

### 6. Review of Action Items

- 6.1. Action items from November minutes was briefed to the Board.
- 6.2. Concern was raised regarding the allocation of salary to Namesphere (2019.10.A07). Objection was raised from Joel as Namesphere is a separate company from DotAsia. Joel suggested to charge Namesphere after approval of shareholders and availability of a separate bank account.

- 7. Report of Appointment of Agnes Wong & Co. in association with Dundons Solicitors as Legal Counsel for DotAsia Organisation**
  - 7.1. Agnes Wong is the lawyer who helped draft the DotAsia M&A and setup DotAsia in 2006. Agnes also provided legal support on the response to the Objection case against the application for the .HOME new gTLD.
  - 7.2. Agnes Wong & Co. in association with Dundons Solicitors, was economically competitive among 3 quotations considered.
  - 7.3. It was suggested and with no objection to include some Board Members in the correspondence with Agnes Wong & Co. in association with Dundons Solicitors, besides Edmon. Atsushi ENDO has agreed to be included in the correspondence. Chairs of each Board Committee also suggested to be included into the communication.
  - 7.4. It was resolved unanimously that Agnes Wong & Co. in association with Dundons Solicitors be appointed as Legal Counsel for DotAsia Organisation with abstention from Joel DISINI (2019.12.003)
  
- 8. Face to Face Board Meeting and Annual General Meeting at APRICOT (Feb 16 - 17)**
  - 8.1. Draft agenda for the F2F Board meeting as well as the AGM was presented to the Board.
    - 8.1.1. There was agreement on the general structure of the Board meeting agenda, with more details to be drafted and confirmed.
    - 8.1.2. It was suggested to include more DotAsia governance activities in the AGM agenda. For example, to include Chair remarks, Board Committees activity updates, Board Meeting for Chair Election, etc.
  
- 9. Board Committees Updates**
  - 9.1. Board Executive Committee (Exco)
    - 9.1.1. There was an ad hoc meeting on Dec 17 regarding the comments and suggestions from Dr. Tham on the draft minutes of Oct 16-17 Board Meeting.
  - 9.2. Board Governance Committee (BGC)
    - 9.2.1. There was no BGC meeting since the last Board Meeting. Next meeting scheduled in Jan 2020.
  - 9.3. Board Finance Committee (BFC)
    - 9.3.1. There was no BFC meeting since the last Board Meeting.
    - 9.3.2. BFC is working on a process for Board Member to request for financial documents. It will be presented to the Board for endorsement after consideration at the BFC.
  - 9.4. Board Community Projects Committee (BCC)
    - 9.4.1. Last BCC meeting was held on Dec 9, 2019.

- 9.4.2. BCC reviewed a listing of Community Projects and its particulars. BCC is considering using other accessible platform for data consolidation and statuses of different projects.
- 9.4.3. BCC considered the Core Values and Core Competence framework developed by the DotAsia team previously.
- 9.4.4. BCC will examine and finalize framework for prioritizing and fading out of projects in the next meeting.

## **10. Next Board Meeting Schedule**

- 10.1. Tentative special meeting: Jan 9, 2020 to discuss Board Elections 2020 process if necessary.
- 10.2. Regular Monthly Board Meeting: Jan 23, 2020.
- 10.3. F2F meeting at APRICOT: Feb 16, 2020 (AGM: Feb 17, 2020).

## **11. Travel Schedule of CEO**

- 11.1. Edmon provided updates on Jan to Jun 2020 travel plans.

## **12. Namesphere Updates**

- 12.1. Lawsuit of Ontario Canada
  - 12.1.1. Edmon was in Canada for witness examination in Oct 30 and 31.
  - 12.1.2. Rebecca will also be called as witness, date to be determined.
  - 12.1.3. When examination transcript is finalized, it will be shared with the Board.
- 12.2. Cayman Island entity for .BOX Updates
  - 12.2.1. Shareholders' Meeting conducted on Dec 10 with 5-day notice of share subscription. Subscription was sent from DotAsia on Dec 15.
  - 12.2.2. However, our partners contend that the 5-day period include Dec 10, therefore the deadline should have been Dec 14.
  - 12.2.3. Legal advice is required on next steps.
- 12.3. Dispute with DotPH over Namesphere issues were discussed. Due to the mixed position presented by Joel speaking in his capacity as Representative of DotPH and his capacity as a DotAsia Board member, the discussions were considered not appropriate to be part of the DotAsia Board meeting.

## **13. Registry Operations Updates**

- 13.1. .Asia Registry Operations (Monthly Scorecard)
  - 13.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 13.2. .Asia Market & Community Development Updates

13.2.1. ASEAN Roadshow with P.A. Vietnam in Hanoi on Dec 11, 2019.

13.2.2. The training session for NetMission.Asia 2020 has started.

13.2.3. APriGF in progress to take place in May 2020 at Kathmandu.

**14. Financial Updates**

14.1. The latest Cash Flow Summary as of Nov 30, 2019 was sent to Board Members.

14.2. The major change from last projection was highlighted as deposit from GMO for domain renewals.

14.3. Legal fees for engagement with Agnes Wong & Co. in association with Dundons Solicitors was added to the projection and highlighted.