

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	March 26, 2020 (Thursday) 16:00 – 17:30 (UTC+8)
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Satish BABU Nicole CHAN Billy CHEON* Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD LIM Choon Sai Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Tommy MATSUMOTO THAM Yiu Kwok</p> <p>Absent: Alireza SALEH</p> <p>* Joined meeting during Discussion Item 5.1.</p>

No.	Action Items:	Owner	Remarks
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: requirements for RFP to be finalized by BFC.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	Preliminary advices received, proceeding as advised.
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up when meetings resume after COVID-19 situation.
2020.02.A02	Clarify the legal status of Cayman Island lawsuit with Ogier.	Edmon CHUNG	Awaiting advice from Ogier.
2020.02.A05	Share Sponsor Community Projects (SCP) allocations (up to Sep 30, 2019) with Sponsor Members.	DotAsia Team	In progress. Waiting for reports from Afiliias.
2020.02.A06	Prepare to conduct a pilot of the DotAsia Onboarding Program with Board members in April 2020	Edmon CHUNG	In progress. Pilot of Onboarding Program on Apr 23.

No.	Action Items:	Owner	Remarks
2020.02.A07	Send Doodle request to the Board to confirm the date of F2F Board Meeting.	DotAsia Team	Completed. Dates identified: Sep 12&13 / 26&27 / Nov 14&15 / 21&22
2020.03.A01	Develop versioning control and company document repository for Board Governance and Policy documents.	DotAsia Team	Proposed framework circulated to BGC.

No.	Resolutions / Decisions:
2020.03.001	<p>Board Meeting Minutes (Feb 16, 2020)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Feb 16, 2020.</li> </ul> <p>Approved unanimously.</p>
2020.03.002	<p>Board Workshop Minutes (Feb 16, 2020)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Feb 16, 2020.</li> </ul> <p>Approved unanimously among Board Directors present, with one vote against recorded from Dr. THAM Yiu Kwok via email.</p>
2020.03.003	<p>Board Meeting Minutes (Feb 17, 2020)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Feb 17, 2020.</li> </ul> <p>Approved unanimously among Board Directors present, with abstention recorded from Dr. THAM Yiu Kwok via email.</p>
2020.03.004	<p>Adoption of the DotAsia Budget 2020 – 2021</p> <ul style="list-style-type: none"> <li>Motioned by Satish BABU, seconded by LIM Choon Sai.</li> </ul> <p>Approved unanimously.</p>
2020.03.005	<p>Welcoming new members of Board Governance Committee</p> <ol style="list-style-type: none"> <li>Ms. Nicole CHAN</li> <li>Mr. Billy CHEON</li> </ol> <p>Motioned by Maureen HILYARD, seconded by Satish BABU.</p> <p>Resolved with no objections.</p>
2020.03.006	<p>Welcoming new members of Board Community Project Committee</p> <ol style="list-style-type: none"> <li>Ms. Nicole CHAN</li> <li>Mr. Billy CHEON</li> </ol> <p>Motioned by Satish BABU, seconded by Maureen HILYARD.</p> <p>Resolved with no objections.</p>

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.).	Oct 24, 2019	Received. Awaiting legal advice for whether further actions are required.
Letter from DotPH (through So, Lung and Associates) dated Dec 18, 2019	Dec 19, 2019	Preliminary response issued from Dundons Solicitors on Jan 2, 2020 followed by a full response issued on Jan 17, 2020.
Letter from DotPH (through So, Lung and Associates) dated Dec 19, 2019.	Dec 19, 2019	Preliminary response issued from Dundons Solicitors on Jan 2, 2020 followed by a full response issued on Jan 17, 2020.
Letter from DotPH (from So, Lung and Associates) via Dundons Solicitors dated Feb 14, 2020.	Feb 14, 2020	Preliminary Response issued from Dundons Solicitors on Feb 21, 2020
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019).	Mar 23, 2020	Response issued from Dundons Solicitors on Mar 27, 2020

## Discussions:

### 1. Roll Call

- 1.1. With no objection from board members present, Atsushi ENDO continued to chair the Board Meeting on Mar 26, 2020.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

### 2. Review / Amend Agenda

- 2.1. New agenda item added for Board Member joining Board Committees.

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

- 3.1. Nicole and Billy's SOI were received.
- 3.2. No further updates since last Board Meeting.

### 4. Approval of F2F Board Administrative Meeting Minutes (Feb 16, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board. There were no further comments from Board Members.
- 4.2. The Feb 16, 2020 Board Meeting minutes was approved unanimously. (2020.03.001)

**5. Approval of F2F Board Workshop Minutes (Feb 16, 2020)**

- 5.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 5.2. It was clarified that SCP refers to Sponsor Community Projects.
- 5.3. One vote against the adoption of the minutes was received from Dr. THAM Yiu Kwok via email on Mar 26, 2020.
- 5.4. Feb 16, 2020 Board Workshop minutes were approved unanimously by Board Directors present, with one vote against recorded from Dr. THAM Yiu Kwok via email. (2020.03.002)

**6. Approval of F2F Board Meeting Minutes (Feb 17, 2020)**

- 6.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 6.2. One abstention on adopting the minutes was received from Dr. THAM Yiu Kwok through email on Mar 26, 2020.
- 6.3. Feb 17, 2020 Board Meeting minutes were approved unanimously by Board Directors present, with one abstention recorded from Dr. THAM Yiu Kwok via email. (2020.03.003)

**7. DotAsia Budget 2020**

- 7.1. Budget Allocations, Budget Comparison and Budget Income Projections were presented to the Board.
- 7.2. It was highlighted it is the first year that the Promotion Rebates is included in the Section for Market Development & Travel. Additionally, the Service Providers and ICANN Fees are added to the budget projections as a separate section to increase transparency. Previously, these items were incorporated in the income projection and considered cost-of-goods-sold.
- 7.3. It was noted that the budget allocation and income projection for 2020-2022 is similar to the actual expenses and income of 2018-2019. It was further noted that the Budget is prepared for 2020-2022, but as discussed previously, will be adopted for 2020-2021 and revised annually.
- 7.4. It was noted that the BFC has discussed the DotAsia Budget 2020 – 2022 at the BFC meeting, and recommend to the Board for adoption.
- 7.5. It was suggested to separate the bank accounts of DotAsia Organisation and Foundation.
  - 7.5.1. There were discussions on the degree of separation required between the Foundation and the Organisation in BCC and BFC meeting.
  - 7.5.2. Application for creating new bank account for DotAsia Foundation has been submitted to ICBC, processing time takes approximately 6 months.
- 7.6. Adoption of the DotAsia Budget 2020 – 2021.

- 7.6.1. Motioned by Satish BABU, Seconded by LIM Choon Sai. The DotAsia Budget 2020 – 2021 was approved unanimously. (2020.03.004)

## 8. DotAsia Governance & Policy Documents

- 8.1. Updates on document development was provided, detailed discussion is included in Board Committee Updates section. The documents were presented in the Feb 2020 F2F Board meeting. The content is the same with an additional section for document amendment and adoption.
  - 8.1.1. Governance Framework (BGC development since Jul 2019)
  - 8.1.2. Code of Conduct (BGC development since Jan 2020)
  - 8.1.3. SOP for Finance & Procurement (BFC update, adopted in Oct 2019, updated in Mar 2020)
  - 8.1.4. Company Documents Director Request Process (BFC development since Nov 2019)
  - 8.1.5. DotAsia Core Values & Core Competence (BCC reviewed since Dec 2019)

## 9. DotAsia Onboarding Presentations

- 9.1. Presentation materials are under preparation.
- 9.2. The framework was presented in Feb F2F meeting. First draft will be presented in Apr BGC meeting.
- 9.3. It was agreed to pilot the onboarding program on Apr 23 and postpone the regular Board Meeting to Apr 30.

## 10. Board Committees Updates

- 10.1. Resolution of accepting new Members to Board Committees
  - 10.1.1. Nicole CHAN and Billy CHEON expressed their willingness to serve on the BGC and BCC.
  - 10.1.2. Resolution of welcoming new Members Nicole CHAN and Billy CHEON to the Board Governance Committee (BGC).
    - 10.1.2.1. Motioned by Maureen HILYARD, Seconded by Satish BABU. Resolved with no objections. (2020.03.005)
  - 10.1.3. Resolution of welcoming new Members Nicole CHAN and Billy CHEON to the Board Community Projects Committee (BCC).
    - 10.1.3.1. Motioned by Satish BABU, Seconded by Maureen HILYARD. Resolved with no objections. (2020.03.006)
- 10.2. Board Executive Committee (Exco)
  - 10.2.1. Exco in communication with legal counsel on legal issues, refer to Discussion Item 15.

- 10.3. Board Finance & Procurement Committee (BFC)
  - 10.3.1. Document of SOP for Finance & Procurement (update) and Company Documents Directors Request Process were opened for comments.
    - 10.3.1.1. The documents had been endorsed by the BFC and recommended for Board adoption.
    - 10.3.1.2. There were no further comments from the Board.
  - 10.3.2. BFC discussed adding signatory for HSBC, DotAsia team to further coordinate with BFC upon clarification with HSBC.
  - 10.3.3. BFC also discussed the roles and working scope required for quotations from accounting firms (refer to Action Item 2019.10.A02).
- 10.4. Board Community Projects Committee (BCC)
  - 10.4.1. The Core Values and Core Competence framework have been official adopted by BCC and recommended for Board adoption.
  - 10.4.2. BCC also discussed potential social impact frameworks and measurements for community projects.
- 10.5. Board Governance Committee (BGC)
  - 10.5.1. Document of DotAsia Board Governance Framework and DotAsia Code of Conduct were opened for comments.
    - 10.5.1.1. The documents had been endorsed by the BGC and recommended for Board adoption.
    - 10.5.1.2. There were no further comments from the Board.
  - 10.5.2. There was discussion on the Board Election Procedures. It was agreed to review the Board Election Procedures in detail and seek comments from the Advisory Council (AC) prior to finalizing Election Procedures 2021.
  - 10.5.3. It was highlighted that the current AC should be confirmed and DotAsia should reengage AC.
  - 10.5.4. Application on grants and funding from Government and Organizations was discussed in the last BGC meeting and will further review.
  - 10.5.5. In the last BGC meeting, it was reported that certain Microsoft email services blocked DotAsia server emails for unknown reason. DotAsia team reported that the issue has been resolved as of Mar 26, 2020.
- 10.6. It was suggested and agreed to have version control and repository of company documents. DotAsia team to propose a more robust version control and repository of company documents. (2020.03.A01)
- 10.7. It was noted that all drafted documents have been reviewed by legal counsel.
- 10.8. It was suggested and agreed to officially adopt the documents in the Apr Board meeting to give new Board Members more time to review the documents.

## **11. Registry Operations Updates**

- 11.1. .Asia Registry Operations (Monthly Scorecard)
  - 11.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 11.2. .Asia Market & Community Development Updates
  - 11.2.1. It was highlighted that there are delays on the BUD ASEAN roadshows in Vietnam and Indonesia due to the COVID-19 outbreak.
  - 11.2.2. Works to support Asian-Pacific American Heritage month in May 2020 being planned.
  - 11.2.3. Training session for NetMission.Asia 2020 has been completed. Other NetMission.Asia activities are to be determined due to the COVID-19 situation.
  - 11.2.4. APriGF is postponed due to COVID-19 to Sep 27 – 30, 2020.

## **12. Financial Updates**

- 12.1. The latest Cash Flow Summary as of Feb 29, 2020 was presented to Board Members.
- 12.2. It was highlighted that extra projection on legal fees has been included.

## **13. Travel Schedule of CEO**

- 13.1. Substantial change and uncertainty of the schedule due to COVID-19 situation was presented.

## **14. Next Board Meeting Schedule**

- 14.1. Apr 23 special meeting for Onboarding Program pilot.
- 14.2. Regular monthly Board meeting rescheduled to Apr 30.
- 14.3. If ICANN KL is cancelled or held virtually, there was suggestion and acceptance to reschedule the Board meeting from Jun 26 (Fri) to Jun 25 (Thu).

## **15. Legal Updates**

- 15.1. DotAsia continuing to work with legal counsel on dispute with Joel DISINI (DotPH).
- 15.2. Upon receipt of legal advice (2019.10.A03) DotAsia is sending letter to William NG (ASWPC) to clarify DotAsia's position (via Dundons Solicitors).