

DotAsia Board Meeting Minutes

Date(s) & Time:	May 28, 2020 (Thursday) 16:00 – 17:55 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN Billy CHEON Edmon CHUNG Atsushi ENDO Lianna GALSTYAN* Maureen HILYARD LIM Choon Sai** Alireza SALEH Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Tommy MATSUMOTO THAM Yiu Kwok</p> <p>* Joined meeting during Discussion Item 6.1. ** Left meeting after completion of Discussion Item 11.1.5.</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	Completed. Further discussed in Item 11.1.2 and proceeding as Action Item: 2020.05.A02.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	To be replaced with a new action item upon receiving legal advice.
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	To be replaced with new action item upon decisions on next step.

No.	Action Items:	Owner	Remarks
2020.04.A01	Prepare bank documents and execute on adding new signatories and removing signatories who are no longer Directors of DotAsia.	Rebecca CHAN	In progress. Updated as per discussions in Item 7.
2020.04.A02	Announce the adoption of documents to DotAsia Members after the adoption of Apr 30, 2020 meeting minutes on May Board meeting.	DotAsia Team	Completed.
2020.05.A01	Announcement of the Election of Board Chairman on or before May 30, 2020.	DotAsia Team	Announcement issued on June 3 for Election to take place at a special Board meeting on June 30, 2020.
2020.05.A02	Send the adopted RFQ to potential service providers for quotation.	DotAsia Team	Sent. Awaiting quotation.
2020.05.A03	Consider and adopt BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding in June Board Meeting.	Board Members	To be included in BFC and BCC meetings.

No.	Resolutions / Decisions:
2020.05.001	<p>Board Meeting Minutes (Apr 30, 2020)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Apr 30, 2020. <p>Approved unanimously.</p>
2020.05.002	<p>Election of the Board Chairman</p> <ul style="list-style-type: none"> Proceed to announce and conduct Board Chairman election at the June 2020 Board meeting. <p>Motioned by Atsushi ENDO, seconded by Satish BABU and Maureen HILYARD. Approved unanimously.</p>
2020.05.003	<p>Notify HSBC to Update Record of Directors and Authorized Signatories</p> <ul style="list-style-type: none"> Notify HSBC to Update Record of Directors <p>IT IS RESOLVED THAT, the company will notify HSBC, the company's banker, to update its record to reflect the company's current list of directors, specifically the following:</p> <ul style="list-style-type: none"> CHAN, Ting-I CHELLIKATTUVELI SIVANANDAN, Sathees Babu CHEON, Mooho CHUNG, Edmon Wang On ENDO, Atsushi

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> • GALSTYAN, Lianna • HILYARD, Maureen Moari Marama • LIM, Choon Sai • MATSUMOTO, Toshifumi • THAM, Yiu Kwok <p>And HSBC should remove from its record any directors that are not listed above.</p> <ul style="list-style-type: none"> • Notify HSBC to Update Authorized Signatories <p>IT IS RESOLVED THAT, the company will notify HSBC, the company's banker, to:</p> <ol style="list-style-type: none"> 1) Add the following directors to be authorized signatories for all banking transactions: <ul style="list-style-type: none"> • CHELLIKATTUVELI SIVANANDAN, Sathees Babu • HILYARD, Maureen Moari Marama 2) Keep the following directors as authorized signatories <ul style="list-style-type: none"> • CHUNG, Edmon Wang On • ENDO, Atsushi • LIM, Choon Sai • THAM, Yiu Kwok 3) Remove any other authorized signatories that are not listed in (1) or (2) above. <p>HSBC should also note that:</p> <ul style="list-style-type: none"> • The signing instruction and thresholds remain the same. • This update on authorized signatories applies to all HSBC accounts held by the company. <p>Motioned by Atsushi ENDO, seconded by Maureen HILYARD. Resolved unanimously.</p>
2020.05.004	<p>Notify ICBC to Activate Online Banking Service</p> <p>IT IS RESOLVED THAT, the company will notify ICBC, the company's banker, to:</p> <ol style="list-style-type: none"> 1) Activate Online Banking Service for the new HKD savings account dedicated for the funds from the BUD ASEAN program 2020. 2) Complete the Commercial Internet Banking Service Amendment Form (Appendix A). <p>Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Resolved unanimously.</p>
2020.05.005	<p>DotAsia Onboarding Program</p> <ul style="list-style-type: none"> • Adoption of DotAsia Onboarding Program <p>Motioned by Maureen HILYARD, seconded by Lianna GALSTYAN. Adopted unanimously.</p>

No.	Resolutions / Decisions:
2020.05.006	<p>Request for Quotation (RFQ) for Financial Services</p> <ul style="list-style-type: none"> Request for Quotation (RFQ) for financial services and send to potential service providers for quotation <p>Motion by LIM Choon Sai, seconded by Satish BABU. Adopted unanimously.</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.
Letters from DotPH (through So, Lung and Associates)	Dec 19, 2019 and Feb 14, 2020	Writ of Summons received on May 11 and Acknowledgement of Service filed to court on May 25. Defense to be prepared and filed.
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019). Further response received on May 12, 2020.	Mar 23, 2020 (May 12, 2020)	Response issued from Dundons Solicitors on Mar 27, 2020, awaiting response from ASWPC.

Discussions:

1. Roll Call

- 1.1. With no objection from board members present, Atsushi ENDO continued to chair the Board Meeting on May 28, 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. With no further comments received, the agenda was accepted.

3. Updates of SOI (Statement of Interest)

- 3.1. Edmon reported that he has been invited to serve on the Advisory Committee or Board for Humans.Asia, details to be confirmed.

4. Approval of Board Meeting Minutes (Apr 30, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. Minor typo was identified in the minutes, there were no further comments from Board Members.

- 4.3. The Apr 30, 2020 Board Meeting minutes were approved unanimously. (2020.05.001)

5. Announcement to Members regarding enhancement of DotAsia Corporate Structure & Governance

- 5.1. As agreed in the April Board Meeting, DotAsia Team will announce the adoption of the 5 governance documents publicly on the DotAsia website along with the approved minutes of the April 2020 Board Meeting.
- 5.2. Draft announcement on DotAsia website was presented to the Board. Same announcement will also be sent to DotAsia Members and Advisory Council mailing lists. A short note will be posted on DotAsia social media page. (2020.04.A02)

6. Election of the Board Chairman

- 6.1. Recognizing that BGC-001: Board Governance Framework has been officially adopted, it was suggested and agreed to move forward with a formal election of the Board Chairman.
- 6.2. Announcement of the election shall be issued 28 days before the election according to BGC-001.
- 6.2.1. It was proposed to conduct election of the Board Chairman at the June Board Meeting on Jun 26, 2020, with the announcement for the election issued on or before May 30, 2020. (2020.05.A01)
- 6.2.2. Atsushi ENDO reiterated that, as he mentioned at the February F2F Board Meeting, he will retire from DotAsia Board after the June Board meeting.
- 6.2.3. It was confirmed that in accordance with BGC-001, the Election process will be supervised by the CEO of DotAsia.
- 6.3. Motioned by Atsushi ENDO, seconded by Satish BABU and Maureen HILYARD. Approved unanimously. (2020.05.002)

7. Banking Resolution for HSBC

- 7.1. As discussed at the April 2020 Board Meeting, it was agreed to add Satish BABU and Maureen HILYARD to be authorized signatories, and to remove any authorized signer(s) on record that are no longer Director(s) of DotAsia.
- 7.2. It was explained that new advice received from HSBC required that Satish and Maureen complete the offline signatory process before they can authorize payments online.
- 7.3. It was noted, and acknowledged by Alireza, that in accordance with prior Board agreement he is not included in the banking resolution.
- 7.4. A full draft Board Resolution was presented and briefed to the Board.
- 7.5. The banking resolution will be signed by Atsushi ENDO as the Chair of the meeting and Edmon CHUNG as a Director.

- 7.6. Motioned by Atsushi ENDO, seconded by Maureen HILYARD. Resolved unanimously. (2020.05.003)

8. Banking Resolution for ICBC

- 8.1. DotAsia Team explained that the new bank account at ICBC for BUD ASEAN program 2020 has been successfully opened, and that we need to submit a “Commercial Internet Banking Service Amendment Form” to add the account to the internet banking system for managing the account online.
- 8.2. The required Commercial Internet Banking Service Amendment Form (Appendix A) was presented and briefed to the Board for consideration.
- 8.3. Question was raised on whether the resolution is required to record the lengthy wording from the application form.
- 8.3.1. It was explained that the form is a standard form required by the bank, but the resolution registered in the minutes could be more simple as appropriate for our governance purposes.
- 8.3.2. It was suggested and agreed to record a simple version of the bank resolution in the meeting minutes and to include the full application form as an appendix to the minutes for reference (Appendix A).
- 8.4. As advised by the bank, the application form will need signatures from 3 authorized signers, including Chairman of the meeting. It was explained that the plan is to obtain signatures from Atsushi ENDO, LIM Choon Sai and Edmon CHUNG.
- 8.5. Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Approved unanimously. (2020.05.004)

9. DotAsia Onboarding Program next steps

- 9.1. Onboarding Program pilot session was completed on May 8.
- 9.2. It was suggested to officially adopt the Onboarding Program and to further develop abridged version(s) suitable for engaging the Advisory Council (AC), DotAsia Members and the general public.
- 9.3. Motioned by Maureen HILYARD, seconded by Lianna GALSTYAN. Adopted unanimously. (2020.05.005)

10. Board Elections Procedures 2021 Development Timeline

- 10.1. The planned Board Election Procedures development timeline was presented and briefed to the Board.
- 10.2. It was highlighted that the draft of Procedures will be modified based on the comments and experience of past elections.
- 10.2.1. Internal discussion will commence in Aug 2020 to allow for engagement and input from AC in Sep - Oct 2020.
- 10.2.2. Member and public comment processes will take place from November onwards (through nomination and voting periods, if necessary).

10.2.3. Results will be ratified at the DotAsia AGM 2021.

11. Board Committees Updates

11.1. Board Finance & Procurement Committee (BFC)

11.1.1. Last BFC meeting was held on May 19.

11.1.2. It was explained that BFC has discussed and reviewed the Request for Quotation (RFQ) for financial services and makes the recommendation to the Board for consideration and adoption.

11.1.3. DotAsia Team briefed the Board on the RFQ. (2020.05.A02)

11.1.4. It was proposed to adopt the RFQ and send to potential service providers for quotation.

11.1.5. Motioned by LIM Choon Sai, seconded by Satish BABU. Adopted unanimously. (2020.05.006)

11.2. Board Executive Committee (Exco)

11.2.1. There was no Exco meeting since last Board meeting.

11.2.2. Exco in communication with legal counsel on legal issues, refer to Discussion Item 14.

11.3. Board Governance Committee (BGC)

11.3.1. Last BGC meeting was held on May 21.

11.3.2. BGC discussed the Onboarding Program (included above in Discussion Item 9). BGC also discussed the engagement with Advisory Council by organizing a separate program section with AC.

11.3.3. BGC discussed the Board Election Process 2021 as Discussion Item 10.

11.3.4. BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding

11.3.4.1. Draft guidelines was discussed within BGC and presented to the Board for consideration.

11.3.4.2. It was agreed to review the document and proposed to be adopted at the June 2020 Board Meeting. (2020.05.A03)

11.3.5. It was reported that Tommy MATSUMOTO has resigned from BGC. The BGC expresses its thank you to Tommy for his service at the BGC and commends his continued service at the BCC.

11.4. Board Community Projects Committee (BCC)

11.4.1. Last BCC meeting was held on May 19.

11.4.2. BCC continued the discussion on the Social Impact Assessment (SIA) framework for DotAsia community projects.

11.4.3. There was discussion on adding a column from "from DotAsia Chair" in the This.is.Asia newsletter within BGC.

11.4.3.1. Atsushi was invited and expressed his acceptance to write the column for the first issue in Jun 2020.

11.4.3.2. The new Board Chair will be responsible for next issue in August.

12. Registry Operations Updates

12.1. .Asia Registry Operations (Monthly Scorecard)

12.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.

12.2. .Asia Market & Community Development Updates

12.2.1. It was highlighted that in May 2020, DotAsia supported the Asian Pacific American Heritage Month.

12.2.2. The progress of ProjectLockdown.Asia was presented to the Board.

12.2.3. APriGF2020 will be virtualized and APriGF 2021 will be hosted in Nepal.

12.2.4. DotAsia will apply for the relief funds and grants offered by Hong Kong Government for all businesses in response to COVID-19.

13. Financial Updates

13.1. The latest Cash Flow Summary as of Apr 30, 2020 was presented to Board Members.

14. Legal Updates

14.1. Updates on the Ontario Lawsuit, the Cayman Island entity situation as well as the legal advice on Namesphere was briefed to the Board.

15. Namesphere Moving Forward

15.1. Correspondence on .SPA received from William ASWPC and invited DotAsia to propose how to proceed. DotAsia will await further legal advice to proceed.

15.2. Notice of termination of Front-End Registry Services Provider for .WorldIDN and .HealthIDN was received. It was noted that our partner expressed their thanks to our support over the years. Termination will be effective as of Aug 22, 2020.

16. Next Board Meeting Schedule

16.1. June Board meeting rescheduled to be held on Jun 26 (Fri) at UTC 06:00 (HKT 14:00).