

DotAsia Board Meeting Minutes

Date(s) & Time:	Oct 29, 2020 (Thursday) 14:00 – 15:38 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN Edmon CHUNG Lianna GALSTYAN Maureen HILYARD LIM Choon Sai Tommy MATSUMOTO* Alireza SALEH ** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok Billy CHEON</p> <p>* Left meeting during Discussion Item 6.3.3.1. ** Joined meeting during Discussion Item 4.</p>

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up through virtual meeting.
2020.07.A02	Continue to obtain legal advice as agreements with ASWPC are drafted.	Edmon CHUNG	Ongoing.
2020.07.A05	Bring discussion of Nov F2F Board Meeting to BGC for further consideration.	Edmon CHUNG	Completed.
2020.09.A01	Draft updates of Code of Conduct to BGC for discussion and seek legal advice to prevent similar cases in the future.	Edmon CHUNG	
2020.09.A02	Clarify the mechanism of issuing shares of Namesphere with legal counsel.	Edmon CHUNG	Ongoing.
2020.10.A01	Send message to AC explaining current situation.	Board Chair	Completed.
2020.10.A02	Send previous Board Meeting minutes to legal counsel for advice on preparing future meeting minutes.	Edmon CHUNG	Awaiting advice.

No.	Action Items:	Owner	Remarks
2020.10.A03	Confirm with legal counsel if BFC-002 is applicable on meeting records.	Edmon CHUNG	Awaiting advice.
2020.10.A04	Seek legal advice on the maintenance and archival of Board meeting records.	Edmon CHUNG	Awaiting advice.
2020.10.A05	Post Draft BEP 2021 for public comments and circulate to Members by Nov 4, 2020.	DotAsia Team	Completed.
2020.10.A06	Send letter to Namesphere Limited to request for appointing Maureen HILYARD to be an additional director of Namesphere Limited.	Board Chair	Completed.

No.	Resolutions / Decisions:
2020.10.001	<p>Endorsement of Draft Letter to Namesphere Limited</p> <ul style="list-style-type: none"> Formally request for appointing Maureen HILYARD to be an additional director of Namesphere Limited <p>Approved unanimously.</p>
2020.10.002	<p>Reapproval of DotAsia Organisation Audit Report 2019</p> <p>WHEREAS no changes to the DotAsia Organisation Limited audit report (financial year ended 30 September 2019) is introduced as resolved by the Board on Aug 27, 2020 (Resolution: 2020.08.004), except for the update of the date of approval as required by our auditors RSM for report execution,</p> <p>RESOLVED that the audit report of DotAsia Organisation Limited is accepted with the approval date as: Oct 29, 2020.</p> <p>Resolved 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.
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 and on June 10, 2020, response from ASWPC received verbally. Further response issued from Dundons Solicitors on Sep 15, 2020.
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Pending legal advice for further actions.

Correspondence Items:	Receipt Date	Response Actions
Letter from So Lung regarding DotAsia having Shareholders' Meeting of Namesphere.	Sep 23, 2020	Response issued from Dundons Solicitors on Sep 24, 2020.
Draft note from So Lung to several individual Board Members regarding the interest of DotAsia in .SPA.	Sep 21, 2020	Pending legal advice and confirmation from Directors and Officers (D&O) insurer for further actions.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Oct 29, 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. Moved the Legal & Namesphere Updates from AOB to Discussion session.

3. Updates of SOI (Statement of Interest)

- 3.1. It was reported that Edmon was invited to join the Management Committee of The Incorporated Owners of Daily House, on behalf of DotAsia to participate in management affairs for the office building.

4. Approval of Board Meeting Minutes (Sep 24, 2020)

- 4.1. Latest version of Draft 1.1 was presented and action items were briefed to the Board.
- 4.2. It was highlighted that a minor typo was revised in the Draft 1.1.
- 4.3. It was suggested to seek legal advice as per Discussion Item 6.3.

5. Correspondences Update

- 5.1. Correspondence with ASWPC – Progress on discussions with ASWPC was reported.
- 5.2. Correspondence from So Lung and Associates – Update on legal proceedings and other matters regarding .SPA was discussed.
 - 5.2.1. It was reported that a Writ of Summons regarding the interest of DotAsia in .SPA was received through the legal counsel on Oct 20, 2020, indicating that a new lawsuit has been filed against DotAsia by Joel/DotPH.
 - 5.2.2. DotAsia will work with legal counsel to prepare the defense.

6. Legal & Namesphere Updates

- 6.1. Updates on legal proceedings were briefed to the Board for discussion.
- 6.2. Legal advice was received from legal counsel explaining director duties and emphasizing the importance of maintaining confidentiality of Board information. There was discussion and agreement on safeguarding the confidentiality of materials especially regarding legal matters.
- 6.3. There was discussion on the preparation and publishing of Board and Board Committee meeting minutes and other materials.
 - 6.3.1. Comment was raised that the posting of approved meeting minutes publicly is important to demonstrate the transparency and enhancements of DotAsia governance.
 - 6.3.2. It was suggested and agreed to send previous minutes to legal counsel for advice on preparing future meeting minutes. (2020.10.A02)
 - 6.3.3. There was discussion on the maintenance and archival of Board meeting materials and records.
 - 6.3.3.1. It was discussed and agreed to limit the purpose of recordings for preparation of meeting minutes and archive for legal purpose.
 - 6.3.3.2. It was suggested to confirm with legal counsel if BFC-002 is applicable on meeting records. (2020.10.A03)
 - 6.3.3.3. It was discussed and suggested to seek legal advice on the archives of Board meeting materials and records. (2020.10.A04)
- 6.4. It was agreed that the additional retainer (dated Oct 28, 2020) for the new lawsuit be authorized by the Board Exco.

7. DotAsia Board Elections Procedures (BEP) 2021

- 7.1. Draft 0.4 of BEP 2021 was presented and briefed to the Board for consideration, comments from AC and BGC were incorporated and 6 changes highlighted:
 - 7.1.1. A note added explaining that the BEP will remain as one document in 2021 and will be planned to be split into 2 documents in BEP 2022: one for general election procedures; and another for specific information, such as dates and listing of Directors with term expiring, etc.
 - 7.1.2. An additional consideration that in the case where a member is considered unreachable, such situation be documented and reported to the Board.
 - 7.1.3. The description of DotAsia Organisation and DotAsia Foundation was refined for better clarity.
 - 7.1.4. Weekly updates to members during nominations specified, with an additional clarification that a web link be provided to members showing updates on nominations and seconds as they are received.

- 7.1.5. Wording added to specify that the CEO as the ex officio on the Board shall not serve on the Election Committee.
- 7.1.6. Placeholder added to indicate that more details of the Audit and Reporting will be included in Draft 2 for the 2nd public comment period.
- 7.2. It is planned to post Draft BEP 2021 for public comments and circulate to Members by Nov 4, 2020. (2020.10.A05)

8. Invitation to Subscribe for Shares in Namesphere Limited

- 8.1. It was reported that DotAsia is following up with legal counsel on increasing the capital of Namesphere and authorizing Namesphere to invite subscribers and to issue shares.
- 8.2. Draft letter to Namesphere Limited was presented and briefed to the Board for consideration to formally request for appointing Maureen HILYARD to be an additional director of Namesphere Limited. It is planned that Maureen, as the DotAsia Board Chair, will send the letter to the Namesphere Board, currently comprising of Dr. Tham and Edmon.
- 8.3. It was discussed and agreed to endorse and proceed with the draft letter. (2020.10.001) (2020.10.A06)

9. Reapproval of DotAsia Organisation Audit Report 2019 (2020.08.004)

- 9.1. DotAsia team has instructed RSM to print the hardcopy of the audit report for signature after the Board approval in the Aug Board Meeting. However, since RSM has adopted a new system with more stringent and enhanced internal procedures, the report could not be backdated for printing. Therefore, RSM is asking if DotAsia can allow the report to be dated with a future date.
- 9.2. It was highlighted that there are no changes in the audit report except for the approval date.
- 9.3. It was discussed and agreed to accept the new approval date of DotAsia Organisation Audit Report 2019 as Oct 29, 2020. (2020.10.002)

10. Nov 2020 Board Meeting

- 10.1. It was discussed and agreed to have DotAsia Board meeting over 2 days on Nov 24 and 25, at 06:00-07:30 UTC, in lieu of a face-to-face meeting.
- 10.2. It was explained that other members of the DotAsia Team will join the meetings to provide updates on DotAsia works.

11. Board Committees Updates

- 11.1. Board Executive Committee (Exco)
 - 11.1.1. Legal matters considered by the Board Exco were explained.
 - 11.1.2. A message to the AC in explaining the current situation has been drafted and legal advice is being sought. Upon receipt of the advice, the message will be finalized and sent by the Board Exco to the AC. (2020.10.A01)

- 11.2. Board Governance Committee (BGC)
 - 11.2.1. Last BGC meeting was held on Oct 28, 2020.
 - 11.2.2. BGC discussed the BEP 2021.
 - 11.2.3. BGC discussed the matter of Board Member duties for confidentiality of Board materials.
- 11.3. Board Finance & Procurement Committee (BFC)
 - 11.3.1. Last BFC meeting was held on Oct 27, 2020.
 - 11.3.2. BFC discussed and endorsed the engagement letter from Fusion CPA.
 - 11.3.3. BFC also discussed the SCP Proposal Process, and agreed that the discussion on the process be held at the BCC.
- 11.4. Board Community Projects Committee (BCC)
 - 11.4.1. Last BCC meeting was held on Oct 28, 2020.
 - 11.4.2. BCC discussed and agreed to update the SCP form and framework. DotAsia team will assist .TH and .PH to go through their applications during the updating process.
 - 11.4.3. BCC also discussed the SIA framework for NetMission and APriGF, and note that the APriGF event report is still under preparation.
 - 11.4.4. An update on a collaboration project in Japan was provided to BCC. The BCC will consider the project further once more details on the collaboration is received.

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 DotAsia is working with registrants who are being affected by Net4.

13. Financial Updates

- 13.1. The latest Cash Flow Summary as of Sep 30, 2020 was presented to the Board.
- 13.2. It was highlighted that reimbursement from D&O Insurance claims for the .BOX case was included in the Income.
- 13.3. It was also highlighted that extra considerations for monthly legal expenses was included in the projection from Nov 2020 to Mar 2021 given the new legal proceedings against DotAsia.

14. Next Board Meeting Schedule

- 14.1. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
 - 14.1.1. Nov 24 & 25
 - 14.1.2. Dec 17
 - 14.1.3. Jan 21
 - 14.1.4. Feb 4, Tentative Special Board Meeting (End of Nomination Process)
 - 14.1.5. Feb 27 (Sat), Board Meeting during APRICOT
 - 14.1.6. Feb 28 (Sun), DotAsia AGM