DotAsia Board Meeting Minutes

Date(s) & Time:	Dec 16, 2020 (Wednesday) 14:08 – 15:33 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD LIM Choon Sai Alireza SALEH * Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Apologies: Tommy MATSUMOTO Absent: THAM Yiu Kwok Billy CHEON * Joined meeting during Discussion Item 4.1.

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	CTT considering next steps.
2020.07.A02	Continue to obtain legal advice as agreements with ASWPC are drafted.	Edmon CHUNG	Ongoing.
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	
2020.12.A01	Work with Alireza and Nicole to get the nomination from AC and ask for nomination suggestion on Election Committee from the Board.	Board Secretariat	Completed.
2020.12.A02	Circulate the proposed seating of Election Committee to the Board and seek confirmation from the Board Exco.	Board Secretariat	Completed.

No.	Resolutions / Decisions:
2020.12.001	**Board Meeting Minutes (Nov 24 & 25, 2020)** • Approval of Board Meeting minutes of Nov 24 & 25, 2020. Approved.
2020.12.002	**Resolution on Board Elections Procedures (BEP) 2021** WHEREAS a preliminary draft of the BEP 2021 based on the BEP 2020 and feedback received from the DotAsia AGM 2020 was discussed by the Board and circulated for feedback from the AC in Aug 2020; WHEREAS a first draft of the BEP 2021 was posted for public comments and announced to DotAsia Members on Nov 4, 2020 (https://www.dot.asia/policies/DotAsia-BoardElections2021_DRAFT%202.0_redlineFROMv1.1.pdf); WHEREAS comments received were incorporated and considered by the Board and further feedback from the AC received thereupon; WHEREAS a revised draft of the BEP 2021 posted for public comments and announced to DotAsia Members on Dec 2, 2020 (https://www.dot.asia/policies/DotAsia-BoardElections2021_DRAFT%202.0_clean.pdf); WHEREAS additional comments, legal advice, expert opinion and feedback have been fully considered by the Board; NOW THEREFORE RESOLVED that the Board adopts the BEP 2021 and instructs the Board Secretariat to proceed to implement the procedures.
2020.12.003	**Resolution on appointment of Third-Party Scrutineer** WHEREAS the DotAsia Members confirmed the appointment of RSM as DotAsia's auditors at the DotAsia AGM2020; WHEREAS considering that the Board Election is a Member activity; RESOLVED to appoint RSM as the third-party scrutineer for the Board Elections 2021 in accordance with the BEP2021.

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.

Correspondence Items:	Receipt Date	Response Actions
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Pending legal advice for further 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 Dec 16, 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.   No further updates since last Board Meeting.

4.   Approval of Board Meeting Minutes (Nov 24 & 25, 2020)

4.1.   Latest version of Draft 1 was presented and action items were briefed to the Board.

4.2.   The Nov 24 & 25, 2020 Board Meeting minutes were approved. (2020.12.001)

5.   Legal & Namesphere Updates

5.1.   Updates on legal proceedings were briefed to the Board for discussion.

5.2.   It was reported that defense for .SPA case was filed for DotAsia on Dec 7, 2020, which was presented and briefed to the Board.

5.3.   Updates on legal proceedings in Ontario and in the Cayman Islands were briefed to the Board and discussed.

6.   DotAsia Board Elections Procedures (BEP) 2021

6.1.   Draft 2.4 was presented and briefed to the Board for consideration. It was highlighted that comments from AC and BGC were incorporated:

6.1.1.   Updated that auditors appointed annually by members at AGM to be appointed as third-party scrutineer.

6.1.2.   Updated that the detailed specifications of scrutineer engagement and reporting included via links in footnote rather than paraphrased into the BEP.

6.1.3.   Added clarification on purpose of Dispute Resolution process, which is for complaints on election process but not on election results.

6.1.4.   Updated the seating of Elections Committee

6.2.   There was discussion on the detailed specifications of scrutineer engagement and reporting.

6.2.1.   It was discussed and agreed to remove paragraph of "Engagements to Perform Agreed-upon Procedures" in the BEP and provide link in the footnote to the details of the third-party scrutineer process.

6.3.   There was discussion on having a Non-Executive Committee from the Board to consider the seating of Elections Committee.

6.3.1.   The Election Committee will be composed of three individuals, an independent Election Chair from the general Internet community, along with one from the Sponsor Members community to be nominated (or self-nominated) by the Board, and another from the Co-Sponsor Members community to be nominated (or self-nominated) from the AC and appointed by the Board.

6.3.2.   It was suggested that the member of the non-executive committee should be a non-member of Board Exco to avoid making decisions based on the discussion within Board Exco.

6.3.3.   It was suggested and agreed to have Nicole and Alireza to join the non-executive committee to consider the seating of Elections Committee.

6.3.4.   Board Secretariat will work with Nicole and Alireza to support the seating of the Election Committee. (2020.12.A01)

6.3.5.   Proposed seating of Election Committee will be circulated to the Board and confirmed by the Board Exco. (2020.12.A02)

6.4.   Adoption of BEP 2021

6.4.1.   It was suggested to adopt the BEP 2021 and instruct the Board Secretariat to proceed to implement the procedures.

6.4.2.   Draft resolution on BEP 2021 was proposed, considered and resolved. (2020.12.002)

6.5.   Appointment of Third-Party Scrutineers

6.5.1.   It was suggested, based on feedback from AC, to formally appoint RSM as the third-party scrutineer for the Board Elections 2021 in accordance with the BEP 2021.

6.5.2.   Draft resolution on appointment of Third-Party Scrutineer was proposed, considered and resolved. (2020.12.003)

7.   Membership Engagement

7.1.   Outreach approach

7.1.1.   It is planned to engage with Co-Sponsor Members by revitalization of AC and formation of AC Community Collaboration Committee.

7.1.2.   It was reported that engagement with Sponsor Members was initiated and ccTLD members has expressed their interest in having bilateral meetings with DotAsia in exploring ongoing collaboration (e.g. youth engagement in IG, IDN/ DNSSEC/ DNS Abuse, etc.).

7.1.2.1.   It was suggested, especially for post-COVID when travelling to physical meetings resume, to organize meetings in conjunction with other existing conference to maximize the turnout from DotAsia Members.

7.1.2.2.   It was commented that different Members might be interested in different topics, the current strategy is to engage with single Member at a time.

7.1.2.3.   It was discussed and anticipated that when physical meetings resume, it would be a good opportunity to have gatherings among multiple members during such meetings.

7.1.3.   It is planned to reach out to APNIC, ICANN APAC Hub, APTLD and other relevant organizations to forge a membership network in order to better maintain contact with Members in cases of changes in personnel, or otherwise changes in contact points.

7.2.   Update of Sponsor Community Project (SCP) Process

7.2.1.   Draft 0.2 of SCP Evaluation Process (BGC-002) was presented and briefed to the Board for consideration. It was reported that the BGC-002 is still under discussion at BCC.

7.2.2.   It was highlighted that DotAsia Core Values & Core Competence Framework (BGC-001) and DotAsia Vision & Mission considerations were incorporated in the BGC-002.

7.2.3.   It was reported that the DotAsia team is helping .TH and .PH to transition their applications into the new requirements. The amended applications were sent back to .TH and .PH with explanation on the new evaluation approach.

8.   Namesphere matters

8.1.   It was reported that Namesphere Board is currently functional and Board Meetings were held on Dec 4 and 11, 2020. Resolved matters were reported:

8.1.1.   Approved the allotment of shares,

8.1.2.   Appointed legal counsel,

8.1.3.   Resolved to open bank account, and

8.1.4.   Considered defense on .SPA lawsuit.

8.2.   Question was raised on the future of Namesphere.

8.2.1.   It was explained that Namesphere currently has business in supporting several gTLDs as the Front-End Registry Services Provider, as well as interest in .WEBinChinese, .SPA and .BOX. There are plans to work with ASPWC in proceeding with .SPA once there is better clarity with the legal situation.

8.2.2.   It was further explained that in accordance with the Board's directive in Oct 2019, it is planned that in the long term, DotAsia will be completing its work on the Namesphere business. Such process must, in its course, take into consideration the best interests of Namesphere's business.

9.   Board Committees Updates

9.1.   Board Executive Committee (Exco)

9.1.1.   Board Exco discussed the BEP2021 and legal matters, which were covered in previous discussion.

9.2.   Board Governance Committee (BGC)

9.2.1.   Last BGC meeting was held on Dec 10, 2020.

9.2.2.   Discussion on BEP 2021 was incorporated into Draft 2.4 BEP 2021.

9.2.3.   BGC will discuss Accountability & Transparency Framework and AC Confidentiality Guidelines at next BGC meeting.

9.3.   Board Finance & Procurement Committee (BFC)

9.3.1.   Last BFC meeting was held on Dec 8, 2020.

9.3.2.   BFC discussed the Budget 2021 – 2022 and suggested some improvement on the presentation, in particular separating Marketing and Travel allocations.

9.3.3.   BFC discussed and endorsed the RSM representation letter with the clarifications on Unadjusted Audit Differences from RSM.

9.4.   Board Community Projects Committee (BCC)

9.4.1.   Last BCC meeting was held on Dec 9, 2020.

9.4.2.   BCC discussed the SCP Evaluation Process and AC engagement in BEP 2021 and Community Collaboration Committee.

10.   Registry Operations Updates

10.1.   .Asia Registry Operations (Monthly Scorecard)

10.1.1.   Updates deferred to next Board meeting, summary circulated via email.

10.2.   .Asia Market & Community Development Updates

10.2.1.   It was highlighted that NetMission received over 180 applications for

NetMission Academy 2021.

11.   Financial Updates

11.1.   The latest Cash Flow Summary as of Nov 30, 2020 was presented to the Board.

11.2.   It was reported that the income of salary subsidy for COVID-19 from HKSAR Government was received.

11.3.   It was highlighted that the legal fee estimation has increased and SCP funding for .TH and .PH were included into the projection.

12.   Next Board Meeting Schedule

12.1.   Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)

12.1.1.   Jan 21 (Thu)

12.1.2.   Feb 4 (Thu), Special Board Meeting (End of Nomination Process)

12.1.3.   Feb 26 (Fri), Onboarding presentations for new Board Members

12.1.4.   Feb 27 (Sat), Board Meeting during APRICOT (3 hours)

12.1.5.   Feb 28 (Sun) UTC 06:30 – 08:30, DotAsia AGM and tentative Board meeting after AGM