

DotAsia Board Meeting Minutes

Date(s) & Time:	Jan 20, 2021 (Wednesday) 14:00 – 15:33 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU * Nicole CHAN Edmon CHUNG Maureen HILYARD LIM Choon Sai Alireza SALEH ** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team)</p> <p>Apologies: Tommy MATSUMOTO</p> <p>Absent: THAM Yiu Kwok Billy CHEON</p> <p>* left meeting during Discussion Item 8.2.4. ** Joined meeting during Discussion Item 4.1.</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	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	To be discussed with legal counsel at upcoming meeting.
2021.01.A01	Provide updates to Election Committee on BEP2021 amendments, appointment of Third-Party Scrutineer and adoption of voting platform.	Board Secretariat	Completed.
2021.01.A02	Revise description of DotAsia mailing lists circulate to Board and post to DotAsia website.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2021.01.001	<p>Board Meeting Minutes (Dec 16, 2020)</p> <ul style="list-style-type: none"> • Approval of Board Meeting minutes of Dec 16, 2020. <p>Approved.</p>
2021.01.002	<p>RESOLVED THAT, the Board accepts the legal advice on Recent Issues and Disputes as to Governance.</p> <p>Resolved unanimously.</p>
2021.01.003	<p>Resolution on DotAsia Board Elections Procedures (BEP) 2021</p> <p>WHEREAS BEP2021 was adopted by the Board at its Dec 2020 meeting (Resolution 2020.12.002), announced to Members and posted on the DotAsia website on Dec 21, 2020 (https://www.dot.asia/board-elections-2021/);</p> <p>WHEREAS additional legal advice was sought, received and extracted for a Special Advisory announced to Members and posted on the DotAsia website on Jan 11, 2021 (https://www.dot.asia/policies/DotAsia-SA-onDisinformation-2021-01-11.pdf);</p> <p>WHEREAS legal advice received confirmed that the BEP2021 do not conflict with DotAsia's Articles of Association, and advice also recommended certain changes to the BEP; and,</p> <p>WHEREAS the Board has considered the legal advice and the ongoing Board Elections Process and found that the suggested changes do not affect the already ongoing Nominations Period, and therefore such changes can appropriately be implemented for BEP 2021;</p> <p>NOW THEREFORE RESOLVED that the Board adopts the Amendments to the BEP2021 in accordance with the legal advice received.</p>
2021.01.004	<p>RESOLVED THAT, in accordance with BEP2021, where voting is required, the third-party online voting platform BigPulse will be used for the DotAsia Board Elections 2021.</p> <p>Resolved unanimously.</p>
2021.01.005	<p>Resolution on Appointment of Third-Party Scrutineer</p> <p>WHEREAS BEP2021 is being amended based on legal advice received;</p> <p>WHEREAS such legal advice confirmed that the BEP2021 do not conflict with DotAsia's Articles of Association, and recommended that DotAsia may consider appointing a separate third-party scrutineer for the Board Elections 2021; and,</p> <p>WHEREAS quotes from multiple providers have been sought and considered by the Board;</p> <p>NOW THEREFORE RESOLVED that the Board appoints Abacus CPA as the third-party scrutineer for the DotAsia Board Elections 2021.</p>

No.	Resolutions / Decisions:
2021.01.006	<p>DotAsia Sponsor Community Projects (SCP) Process</p> <ul style="list-style-type: none"> BCC-002: DotAsia Sponsor Community Projects (SCP) Process <p>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.
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)	Dundons Solicitors and legal representatives of ASWPC in correspondence.
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Superseded by litigation in progress
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	Superseded by litigation in progress.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Jan 20, 2021.
- 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 (Dec 16, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Dec 16, 2020 Board Meeting minutes were approved. (2021.01.001)

5. Legal & Namesphere Updates

- 5.1. Updates on legal proceedings were briefed to the Board for discussion.
- 5.2. It was reported that the defence by ASWPC for the .SPA lawsuit was received.

6. Consideration of Legal Advice Received

- 6.1. Clarifications and action items from received legal advice were highlighted and explained to the Board.
 - 6.1.1. It was highlighted that the Board is entitled to perform the Board Elections Procedure (BEP), and that the implementation of the Nominations Period in the BEP 2021 does not conflict with Article 40(b) of the DotAsia M&A.
 - 6.1.2. It was highlighted that Board Meetings are being held legitimately as per Article 51, and that Article 54 applies only to exceptional instances where a Board Member takes it upon himself to convene a particular Board meeting.
 - 6.1.3. It was advised that the ratification of the election results is unnecessary and suggested to cancel the practice.
 - 6.1.4. Legal advice suggested that other accounting firms may be considered for serving as third-party scrutineer in the Board Elections 2021.
 - 6.1.5. It was suggested to amend BFC-002: Company Documents Director Request Process.
 - 6.1.6. Legal advice included a suggestion to adopt a new practice to circulate draft meeting minutes to the Board Chair for review first and thereupon circulated to the full Board. It was reported that such practice has been implemented in the preparations of the Dec 2020 Board meeting minutes.
 - 6.1.7. Suggestions were provided to update Article 40(b) in the DotAsia M&A, with plans to table that for Member consideration at AGM 2022 to eliminate the confusion of interpretation.
- 6.2. The Board discussed and agreed to accept the legal advice received on DotAsia Governance. (2021.01.002)

7. DotAsia Board Elections Procedures (BEP) 2021

- 7.1. It was reported that the Election Committee for Board Elections 2021 was seated. Thank you expressed to Nicole, Alireza and Maureen for the seating of the Election Committee.
- 7.2. Amended BEP 2021 was presented and briefed to the Board for consideration.
 - 7.2.1. Changes highlighted:
 - 7.2.1.1. Deleted "Amendment of AGM Resolution" and "ratification of election results" in the timelines.

- 7.2.1.2. Changed ratification to reporting of Board election results at the AGM.
 - 7.2.1.3. Revised the appointment of scrutineer and corresponding description of work into more generic statements to allow for appointment of other accounting firms for the role.
 - 7.2.1.4. Added Appendix C, with a summary of the amendments.
 - 7.2.2. Draft resolution on Amended Final BEP2021 was presented to the Board for consideration.
 - 7.2.3. The Board discussed and agreed to adopt Amended Final BEP2021. (2021.01.003)
- 7.3. Consideration of Voting Platform
 - 7.3.1. Comparison between online voting platforms of Election Buddy and BigPulse was presented and briefed to the Board for consideration.
 - 7.3.2. It was reported that the Election Committee discussed the matter and recommended BigPulse based on the versatility and that it has been used by other large organizations. It was commented that BigPulse is a robust voting platform that well known organizations (including ICANN) are using, which could avoid questions or concerns from members.
 - 7.3.3. It was highlighted that BigPulse is more expensive than Election Buddy, however, it supports different log-in privilege that one master account can assign different log-in privileges for both categories for votes.
 - 7.3.4. It was clarified that the pricing for BigPulse is a one-time deal that is only for Board Elections 2021.
 - 7.3.5. The Board discussed and agreed to use BigPulse as online voting platform for Board Elections 2021. (2021.01.004)
- 7.4. Consideration of Third-Party Scrutineer
 - 7.4.1. Comparison between CPA firms for third-party scrutineers was presented and briefed to the Board for consideration.
 - 7.4.2. It was reported that Abacus CPA provided the best price and 2 firms declined to quote, with one explaining that it was due to the shortage of time and available internal resources.
 - 7.4.3. It was highlighted that Abacus CPA is aware of the legal situation and challenges facing DotAsia and that the DotAsia team has shared the Special Advisory on Disinformation Against DotAsia for their reference.
 - 7.4.4. The Board discussed and agreed to appoint Abacus CPA as the Third-Party Scrutineer for Board Elections 2021. (2021.01.005)
- 7.5. Updates on Board Elections and Election Committee
 - 7.5.1. There is weekly Election Committee Meeting for information updates.
 - 7.5.2. It was reported that Fusion CPA has been handling administrative matters on behalf of the Board Secretariat during the Nominations Period.

- 7.5.3. It was reported that EC discussed and understood that the BEP does not conflict with the DotAsia M&A Article 40(b), and supported the cancellation of the ratification process and other amendments to BEP 2021.
- 7.5.4. Updates on appointment for Third-Party Scrutineer and adoption voting platform will be provided to EC. (2021.01.A01)
- 7.5.5. Updates on nominations status was provided to the Board for reference.

8. Membership Engagement

- 8.1. Outreach update
 - 8.1.1. Outreach to Sponsor Members was initiated and bilateral meetings scheduled. Outreach team is following up with discussed items.
 - 8.1.2. Next AC meeting is scheduled on Feb 19, 2021 at UTC05:00 (HKT 13:00), all Board Members are welcomed to join.
- 8.2. Mailing list considerations
 - 8.2.1. Discussions on the Members mailing list was brought to the attention of the Board, and plans to set up a DotAsia Mailing Lists page with descriptions on DotAsia website for better transparency was suggested by member and discussed at the BGC meeting.
 - 8.2.2. Draft description was presented and briefed to the Board for consideration. It was reported that the BGC discussed and agreed that it is not appropriate to allow all DotAsia members or anyone to send email to Board & Governance mailing lists, the Board agreed as well. It was discussed and agreed that Members and governance Mailing Lists should continue to be private and accept posts from corresponding subscribed members only.
 - 8.2.3. It was reported that currently moderation notice is turned on and is generated automatically by Mailman, which could be triggered by non-member posting, large size of email, implicit destination or too many recipients. It was discussed and agreed that moderation notices should remain turned on.
 - 8.2.4. It was suggested to add additional text to the default reply of Mailman to provide better explanation and information for reaching DotAsia.
 - 8.2.5. It was suggested to refine the description of the Mailing List webpage draft to avoid confusion between DotAsia Member and member of a particular mailing list.
 - 8.2.6. Revised version will be circulated to the Board and posted to website. (2021.01.A02)
- 8.3. Update of Sponsor Community Project (SCP) Process
 - 8.3.1. It was reported that the BCC discussed and agreed to fast-track the transition of current applications from .TH and .PH into new form.
 - 8.3.2. It is planned to circulate the updated proposals to BCC for consideration before Feb BCC meeting and circulate to AC for feedback before Feb AC

meeting. The final proposal will be tabled for consideration for adoption at the Feb 27 Board meeting.

8.3.3. Draft 0.3 of BCC-002: DotAsia Sponsor Community Projects (SCP) Process was presented and briefed to the Board for consideration.

8.3.3.1. It was highlighted that BCC-001: DotAsia Core Values & Core Competence Framework was incorporated into BCC-002.

8.3.3.2. It was reported that BCC has discussed and agreed to endorsed the draft 0.3 of BCC-002.

8.3.4. The Board discussed and agreed to adopt BCC-002: DotAsia Sponsor Community Projects (SCP) Process. (2021.01.006)

9. **Adjusted Budget 2021-2022**

9.1. Draft 1.1 of Budget 2021-2022 was presented and briefed to the Board for consideration.

9.2. Detail discussion to be continued in Mar Board meeting after the on boarding of new Board Members.

10. **Board Committees Updates**

10.1. Board Executive Committee (Exco)

10.1.1. Board Exco discussed the legal matters and Board elections, which were covered in previous discussions.

10.2. Board Governance Committee (BGC)

10.2.1. Last BGC meeting was held on Jan 13, 2021.

10.2.2. BGC discussed the legal advice received and mailing list policies.

10.3. Board Finance & Procurement Committee (BFC)

10.3.1. Last BFC meeting was held on Jan 15, 2021.

10.3.2. BFC discussed and made suggestion on presentation of Budget 2021-2022.

10.3.3. BFC considered the amendment of BFC-002 suggested from the legal advice, and is seeking further legal advice on specific clauses.

10.3.4. BFC also discussed the appointment of the third-party scrutineer for BEP2021 and appointment of Fusion CPA for conducting Board Elections on behalf of Board Secretariat.

10.4. Board Community Projects Committee (BCC)

10.4.1. Last BCC meeting was held on Jan 13, 2021.

10.4.2. BCC discussed the SCP Evaluation Process and agreed to fast-track the applications from .TH and .PH.

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), summary circulated via email, and .Asia Market Development activities.
- 11.2. .Asia Market & Community Development Updates
 - 11.2.1. Updates deferred to next Board meeting.

12. Financial Updates

- 12.1. The latest Cash Flow Summary as of Dec 31, 2020 was presented to the Board.
- 12.2. It was reported that the legal fees to Dundons and BLG were the major expenses in Dec 2020.
- 12.3. It was highlighted that the major change from previous projection was the legal fees paid in Jan 2021.

13. Next Board Meeting Schedule

- 13.1. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
 - 13.1.1. Feb 4 (Thu), Special Board Meeting (End of Nomination Process)
 - 13.1.2. Feb 26 (Fri), Onboarding presentations for new Board Members
 - 13.1.3. Feb 27 (Sat) UTC 06:00 – 09:00, Board Meeting during APRICOT
 - 13.1.4. Feb 28 (Sun) UTC 06:30 – 08:30, DotAsia AGM and Board meeting after AGM
 - 13.1.5. Note: AC meeting on Feb 19 (Fri) UTC 05:00 (HKT 13:00)