

DotAsia Board Meeting Minutes

Date(s) & Time:	Feb 27, 2021 (Saturday) 14:02 – 17:15 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD LIM Choon Sai Tommy MATSUMOTO Alireza SALEH * Santanu ACHARYA (observer as incoming Director elect) ** Kashif ADEEL (observer as incoming Director elect) Andi BUDIMANSYAH (observer as incoming Director elect) Joel DISINI (observer as incoming Director elect) Ellen STRICKLAND (observer as incoming Director elect) Pavan BUDHRANI (DotAsia Team) Leona CHEN-BIRKNER (DotAsia Team) Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Christine OR (DotAsia Team) Ananya SINGH (NetMission Ambassador) *** Felicia YUNIKE (NetMission Ambassador) ***</p> <p>Absent: Billy CHEON THAM Yiu Kwok</p> <p>* Joined meeting during Discussion Item 6.2.1. ** Joined meeting during Discussion Item 2. *** Joined meeting for Discussion Item 7.1 only.</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.
2020.09.A01	Draft updates of Code of Conduct to BGC for discussion and seek legal advice to prevent similar cases in the future.	Edmon CHUNG	Updates to be included in BGC-001 instead.
2021.02.A01	Introduce DotAsia M&A amendment on Article 40(b) at AGM 2021.	Edmon CHUNG	Completed.
2021.02.A02	Have a Members Resolution for the appointment of Baker Tilly (HK) CPA as auditors at the AGM 2021.	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
2021.02.A03	Proceed upgrading of accounting software with Tectura.	Rebecca CHAN	Completing TVP application.

No.	Resolutions / Decisions:
2021.02.002	Board Meeting Minutes (Feb 4, 2021) <ul style="list-style-type: none"> Approval of Board Meeting minutes of Feb 4, 2021. <p>Approved.</p>
2021.02.003	RESOLVED THAT, the Board accepts the legal advice on Directors' Right of Inspection of Company Information. <p>Resolved unanimously.</p>
2021.02.004	SCP Applications of .TH and .PH <ul style="list-style-type: none"> Approval of SCP applications of .TH and .PH. <p>Approved.</p>
2021.02.005	BGC-001: Board Governance Framework <ul style="list-style-type: none"> Updating BGC-001: Board Governance Framework. <p>Adopted.</p>
2021.02.006	BFC-002: Company Documents Director Request Process <ul style="list-style-type: none"> Updating BFC-002: Company Documents Director Request Process. <p>Adopted.</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.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Feb 27, 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. New agenda item added for consideration of upgrading accounting software.

3. Updates of SOI (Statement of Interest)

- 3.1. No further updates since last Board Meeting.

4. Approval of Board Meeting Minutes (Feb 4, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Feb 4, 2021 Board Meeting minutes were approved. (2021.02.002)

5. Correspondences updates

- 5.1. New correspondence received from So Lung, legal counsel of DotPH. DotAsia is pending legal counsel advice on response.

6. Registry Operations & Market Development

- 6.1. .Asia Monthly Scorecard
 - 6.1.1. Edmon provided updates on the .Asia Registry Operations (Monthly Scorecard).
- 6.2. Market Development & Plans for 2021
 - 6.2.1. Leona provided updates and review of the .Asia registration numbers and .Asia sales & marketing plan of 2021.
 - 6.2.2. The revenue development results for 2019/20 was reported and plans for 2021 discussed. There was comment on considering setting market development goals also on number of registrations. It was explained that such approach has been used before but would have different market development cost implications and sometimes go counter to a revenue approach which has been more effective in recent years.
 - 6.2.3. It was highlighted that a “premium” domains mechanism was implemented for registrars to transact via EPP in Nov 2020 replacing the previous mechanism of placing the domains at auction sites.
 - 6.2.4. Pavan provided updates on .Asia Market Development in the ASEAN market.
 - 6.2.5. Question was raised on the market development plan on countries with large numbers of internet users but with few numbers of registrations, such as Pakistan and Sri Lanka. It was remarked that the team will try to work with registrars focused on those geographical regions.

7. Community Development

- 7.1. NetMission.Asia updates

- 7.1.1. NetMission Ambassadors Ananya and Felicia joined the meeting and provided updates on NetMission Academy 2021.
- 7.1.2. It was reported that the NetMission Academy participated in the ProjectLockdown.Asia initiative, Global Youth Summit and is also actively exploring working with DotAsia Members.
- 7.1.3. Question was raised on promoting .Asia in Youth IGF and APriGF. It was explained that one of the aspects is that through social media engagement on raising the awareness of Internet issues, a positive .Asia brand is promoted among younger generations.
- 7.2. APriGF.Asia updates
 - 7.2.1. Christine provided updates on APriGF.
 - 7.2.2. APriGF2020 Virtual was successfully held during Sep 27 - 30, 2020.
 - 7.2.3. It was reported that MSG has developed and published an APriGF Operations Manual.
 - 7.2.4. It was reported that the Event Committee and Stakeholder Engagement Committee were formed to oversee the event management process, outreach to stakeholders, promote MSG works, and attract public audience to APriGF.
 - 7.2.5. It was discussed whether APriGF 2021 will be fully virtual or conducted in a hybrid model.

8. Legal updates

- 8.1. Legal advice on Directors' Right of Inspection of Company Information was received on Feb 25, 2021 from legal counsel, and presented to the Board.
- 8.2. It was discussed and agreed to accept the received legal advice. (2021.02.003)

9. Consideration of SCP Applications

- 9.1. It was noted that the SCP application and evaluation process have been reviewed and updated as BCC-002: SCP Process to align with BCC-001: DotAsia Core Values & Core Competency Framework.
- 9.2. Updated applications of .TH and .PH were presented and briefed to the Board for consideration.
- 9.3. It was noted that while the applications are updated to fit the new BCC-002 format, certain parts of the proposal, including the promotion of Asian identity to support the .Asia domain, as well as the development of relationship with DotAsia is relatively weak. Nevertheless, since the applications were submitted prior to the SCP process review, the DotAsia team recommends accepting the proposals as-is, however future SCP applications should be held to a higher standard in alignment with BCC-001.
- 9.4. It was reported that the applications have been reviewed by BCC and BFC, as well as circulated to AC for feedback. BCC recommends to the Board to approve the .TH and .PH SCP applications.

- 9.5. The Board discussed and agreed to approve the .TH and .PH SCP applications. (2021.02.004)

10. Amendment of DotAsia M&A

- 10.1. Received legal advice suggested to amend Article 40(b) in the DotAsia M&A to avoid confusion.
- 10.2. Legal advice confirmed that implementation of the Board Elections Procedures (BEP) complies with the DotAsia M&A.
- 10.3. Proposed updates to the DotAsia M&A based on the legal advice was briefed to the Board.
- 10.4. It is planned to introduce the amendment at AGM 2021, to be further developed through 2021, and then table for member resolution at AGM 2022. (2021.02.A01)

11. Updating BGC-001: Board Governance Framework

- 11.1. Based on legal advice received, comments from AC and further BGC discussion, 3 main updates were highlighted:
- 11.1.1. Preparation and distribution of Board minutes. Board meeting minutes will be drafted under Board Chair's instructions and then circulated to all Board members and presented by the Board Chair at the next meeting. Also, since Board meeting minutes are publicly posted, not all discussion details are included to ensure the quality of decision making.
 - 11.1.2. Formation of Board Committees: it was clarified that Board Members should identify to the Board Chair which Board Committee(s) they wish to join, and Board Committee Members appointed by the Board.
 - 11.1.3. Clarifying that the Board Chair Election process is developed by the Board and will be administered by the CEO of DotAsia.
- 11.2. The Board discussed and agreed to adopt the changes unanimously. (2021.02.005)

12. Updating BFC-002: Company Documents Director Request Process

- 12.1. Draft 1.1 of BFC-002 was presented and briefed to the Board for consideration.
- 12.2. It was highlighted that received legal advice was incorporated.
- 12.3. It was discussed and agreed to adopt draft 1.1 BFC-002: Company Documents Director Request Process. (2021.02.006)

13. Updating BFC-001: SOP on Finance & Procurement

- 13.1. It was reported that comment was received from an AC member to consider publishing BFC-001 and BFC-002 publicly.

- 13.2. It was noted that for BFC-001, it may be important to remove specific dollar amounts of the Expected Procurement Value (EPV) thresholds to mitigate against potential collusion and price fixing by suppliers. A draft of an updated BFC-001 with such information removed was presented to the Board.
- 13.3. There was discussion on whether the BFC documents should be publicly posted.
 - 13.3.1. Question was raised on the purpose of publishing BFC-001 and BFC-002 publicly. It was explained that the comment received from the AC is that publishing the documents would further demonstrate transparency of DotAsia. It was commented that the BFC documents appear to be internal documents for the Board.
 - 13.3.2. It was suggested to defer the decision for further discussion by the BFC.

14. Board Committee Updates

- 14.1. Board Executive Committee (Exco)
 - 14.1.1. Board Exco discussed the legal matters and Board Elections.
- 14.2. Board Finance & Procurement Committee (BFC)
 - 14.2.1. Last BFC meeting was held on Feb 18, 2021.
 - 14.2.2. BFC discussed and endorsed BFC-001 and BFC-002 as covered in previous discussion.
 - 14.2.3. BFC discussed the appointment of auditors.
- 14.3. Board Governance Committee (BGC)
 - 14.3.1. Updates deferred to next Board Meeting.
- 14.4. Board Community Projects Committee (BCC)
 - 14.4.1. Updates deferred to next Board Meeting.

15. Preparations for AGM 2021

- 15.1. Agenda and draft slides were presented and briefed to the Board.
- 15.2. Election Committee and Board Committee Reports
 - 15.2.1. Draft slides of the Election Committee report on the Board Elections 2021 were presented and briefed to the Board. It was noted that the draft has been reviewed by the Election Committee.
 - 15.2.2. Draft slides of Board Committee Reports were presented and briefed to the Board. It was noted that the drafts have been reviewed by the respective Board Committees.
- 15.3. DotAsia Highlights 2020 & Strategic Plan 2021
 - 15.3.1. Some highlights of 2020 and how the DotAsia operations are reprioritized in alignment with the vision and mission were presented.

- 15.3.2. The strategic direction for the DotAsia team in 2021 was presented as Engage & Advance: to deepen collaboration with Members through youth engagement, Internet governance, social media collaborations, i.e. DotAsia works.
- 15.4. Appointment of Baker Tilly as auditor
 - 15.4.1. New auditors are to be appointed for fiscal year ended Sep 30, 2020 and onwards.
 - 15.4.2. It was reported that 12 CPA firms were approached, 5 responded and 3 final quotations were received. Background and comparison of auditor quotations were briefed to the Board for reference.
 - 15.4.3. It was reported that the quotation of Crowe Global did not include the expected consolidation work, and Fusion CPA commented that Baker Tilly has a better reputation in Hong Kong.
 - 15.4.4. BFC has discussed the matter and recommends Baker Tilly (HK) CPA as DotAsia's financial auditor for Board consideration.
 - 15.4.5. The Board discussed and agreed to proceed with recommending Baker Tilly (HK) CPA for Members Resolution and appointment as the auditors for DotAsia at AGM 2021. (2021.02.A02)
- 15.5. Financial Report
 - 15.5.1. Draft Income Statement for the financial year Oct 1, 2019 - Sep 30, 2020 (in USD) was presented to Board Members. It was explained that the consolidated report will be prepared by the new auditor. It was highlighted that there would have been profit from operations if the legal fee is excluded.
 - 15.5.2. Draft Balance Sheet in USD as of Sep 30, 2020 was presented to Board Members. It was highlighted that due to the conditions of the real-estate market in Hong Kong, the office valuation has dropped notably this year, further contributing to a negative total comprehensive income for the year. Nevertheless, it was clarified that the current value of the property is still well above the purchased value.
 - 15.5.3. Expenditures of Apr 2020 – Sep 20 was presented to Board Members. It was highlighted that expenses are slightly over the budget, mainly attributed to legal fees.
 - 15.5.4. The latest Cash Flow Summary as of Jan 31, 2021 was presented to the Board.

16. Updates on upgrading of accounting software

- 16.1. Since the existing version of accounting system has been in use for over 10 years, an upgrade has been planned and discussed at the BFC.
- 16.2. DotAsia is planning to apply for the Technology Voucher Programme (TVP) to purchase the software, which is a programme to support the upgrading of IT systems by IT providers in HK offered by the HKSAR Government.

- 16.3. It was reported that 3 final quotations for on-cloud solution of Microsoft Dynamics 365 Business Central were received.
- 16.4. Question was raised on whether there was a negotiation period for quotations. It was explained that there were no negotiation period and providers were requested to provide their best price. Comment was raised on the fairness to consider a quotation submitted after the due date. Question was further raised on the relative capacity of the firms.
- 16.5. It was discussed and agreed to proceed with Tectura. (2021.02.A03)

17. Upcoming Board Meeting dates

- 17.1. Upcoming Regular Board Meetings were proposed for Wednesdays at UTC 06:00 (HKT 14:00) on:
- Mar 31 (ICANN70 on Mar 22 – 25)
 - Apr 28
 - May 26
 - Jun 23 (ICANN 71 on Jun 14 – 17)
 - Jul 21
 - Aug 25
 - Sep 29
 - Oct 20 (ICANN 72 on Oct 23 – 28)

18. Thank you to retiring Board Members

- 18.1. The DotAsia Board thanks Lim Choon-Sai for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021. His steady and knowledgeable guidance Chairing the Board Finance Committee has been instrumental in enhancing the accountability and financial governance of the Organisation.
- 18.2. The DotAsia Board thanks Tommy Matsumoto for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021. His contributions throughout the years in bringing in opportunities and collaborations from around Asia has been invaluable to the development of the Organisation and its works.
- 18.3. The DotAsia Board thanks Dr. Tham Yiu Kwok for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021.