

DotAsia Board Meeting Minutes

Date(s) & Time:	Mar 31, 2021 (Wednesday) 14:02 – 15:48 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA *</p> <p>Kashif ADEEL</p> <p>Satish BABU</p> <p>Andi BUDIMANSYAH **</p> <p>Nicole CHAN</p> <p>Edmon CHUNG</p> <p>Joel DISINI ***</p> <p>Maureen HILYARD</p> <p>Alireza SALEH **</p> <p>Ellen STRICKLAND *</p> <p>Rebecca CHAN (DotAsia Team)</p> <p>Freda CHEUNG (DotAsia Team)</p> <p>Absent:</p> <p>Billy CHEON</p> <p>* left meeting during Discussion Item 16.2. ** Joined meeting during Discussion Item 4.1. *** Joined meeting during Discussion Item 2.1 and was recused after Discussion Item 15.1.</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.
2021.02.A03	Proceed upgrading of accounting software with Tectura.	Rebecca CHAN	Completing TVP application.
2021.03.A01	Further discuss the Appointment of Financial Auditor at Apr BFC meeting.	Edmon CHUNG	

No.	Resolutions / Decisions:
2021.03.001	<p>Board Meeting Minutes before AGM (Feb 27, 2021)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Feb 27, 2021. <p>Approved.</p>
2021.03.002	Board Meeting Minutes after AGM (Feb 28, 2021)

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> • Approval of Board Meeting minutes of Feb 28, 2021. <p>Approved.</p>
2021.03.003	<p>Confirmation of Board Committee Chairs</p> <ul style="list-style-type: none"> • BGC Chair: Satish BABU • BFC Chair: Santanu ACHARYA • BCC Chair: Ellen STRICKLAND <p>Resolved unanimously.</p>
2021.03.004	<p>DotAsia Sponsor Community Projects (SCP) Process</p> <ul style="list-style-type: none"> • BCC-002: DotAsia Sponsor Community Projects (SCP) Process (Draft 1.1) <p>Adopted with no objections.</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 Mar 31, 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 before AGM (Feb 27, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. There was discussion on the matter of Board Directors of Namesphere. It was clarified that no changes to the Board Directors of Namesphere has been implemented.
- 4.3. It was commented that discussions should be within the approved agenda.

4.4. The Feb 27, 2021 Board Meeting minutes were approved. (2021.03.001)

5. Approval of Board Meeting Minutes after AGM (Feb 28, 2021)

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

5.2. The Feb 28, 2021 Board Meeting minutes were approved. (2021.03.002)

6. Board Chair Election

6.1. Edmon CHUNG administered the Board Chair Election as CEO of DotAsia in accordance with the process developed by the Board.

6.2. Board Chair Elections Procedures was briefed to the Board.

6.3. Nominations received:

6.3.1. One nomination for Maureen HILYARD. Nominated by Nicole Chan, seconded by Ellen STRICKLAND. Candidacy accepted by Maureen.

6.3.2. Self-nomination from Alireza SALEH, seconded by Joel DISINI. Candidacy accepted by Alireza.

6.3.3. One nomination for Santanu ACHARYA. Nominated by Andi BUDIMANSYAH, seconded by Joel DISINI. Candidacy accepted by Santanu.

6.4. Three candidates gave a brief speech on their vision for DotAsia.

6.5. Voting will be carried out on Apr 28 UTC 06:00 Board meeting. Proxy vote via email is acceptable for Board Member who is unable to join the Apr 28 meeting.

7. Confirmation of Board Committee Chairs

7.1. Board Committees discussed and proposed to confirm the Committee Chairs as follows:

- BGC Chair: Satish BABU
- BFC Chair: Santanu ACHARYA
- BCC Chair: Ellen STRICKLAND

7.2. Resolved unanimously. (2021.03.003)

8. BCC-002: SCP Process Update

8.1. Proposed amendment of Evaluation Process in draft 1.1 was highlighted to the Board for consideration.

8.2. Adopted with no objections. (2021.03.004)

9. Draft Budget 2021-2022

9.1. Draft budget was presented and briefed to the Board for consideration.

- 9.2. It is planned to further review the budget at Apr BFC meeting and table for adoption at Apr Board meeting.

10. Timeline for Amendment of DotAsia M&A at AGM2022

- 10.1. Detailed timeline for amendment of DotAsia M&A was presented and briefed to the Board.

11. Board Committees Updates

- 11.1. Board Executive Committee (Exco)
 - 11.1.1. Board Exco discussed and will continue to coordinate with legal counsels on legal matters that DotAsia is involved in, refer to Discussion Item 16.
- 11.2. Board Governance Committee (BGC)
 - 11.2.1. Last BGC meeting was held on Mar 17, 2021.
 - 11.2.2. BGC discussed Accountability & Transparency Framework and Amendment of DotAsia M&A.
- 11.3. Board Finance & Procurement Committee (BFC)
 - 11.3.1. Last BFC meeting was held on Mar 12, 2021.
 - 11.3.2. BFC discussed the appointment of financial auditor and invited Baker Tilly to join the Mar BFC meeting for clarifications.
 - 11.3.3. BFC will discuss Roles and Responsibilities of Directors at next BFC meeting.
- 11.4. Board Community Projects Committee (BCC)
 - 11.4.1. Last BCC meeting was held on Mar 15, 2021.
 - 11.4.2. BCC discussed the evaluation process of SCP funds and updates of engagement with AC and Members.
 - 11.4.3. BCC also reviewed the SIA framework.

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), summary circulated via email, and .Asia Market Development activities.
 - 12.1.2. It was highlighted that Chinese registrars (e.g. Tencent/ DNSPod and Alibaba/HiChina) are becoming more active for .Asia.
- 12.2. .Asia Market & Community Development Updates
 - 12.2.1. It was reported that NetMission Academy 2021 has been completed. NetMission Ambassadors are working on youth engagement programmes with JPRS, Youth IGF and APIGA

- 12.2.2. It was reported that DotAsia is working with APNIC Foundation and pitching potential funders for climate change project building on the Ajitora and APriGF work.

13. Updates on Appointment of Financial Auditor

- 13.1. It was reported that Baker Tilly has turned down the potential engagement due to their unavailability.
- 13.2. A new comparison of auditor quotations was presented and briefed to the Board for discussion.
- 13.3. It was highlighted that no disciplinary issue was filed against the 3 shortlisted firms by HKICPA.
- 13.4. Mazars HK is recommended due to their international integration, experience in the industry and responsiveness. Advice received from Fusion CPA also suggested that Mazars HK has the best reputation among the 3 firms.
- 13.5. Further discussion will be continued at Apr BFC meeting. (2021.03.A01)

14. Financial Updates

- 14.1. The latest Cash Flow Summary as of Feb 28, 2021 was presented to the Board.
- 14.2. It was raised that a separate financial report for Namesphere should be produced. It was clarified that income and financial information of DotAsia Organisation, DotAsia Foundation, and Namesphere are separately produced and presented.

15. Next Board Meeting Schedule

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

16. Legal Updates

- 16.1. Background of legal cases were briefed to the Board for reference.
- 16.2. Updates on legal proceedings were briefed to the Board.