

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	Apr 28, 2021 (Wednesday) 14:00 – 15:44 (UTC+8)
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Andi BUDIMANSYAH * Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Alireza SALEH Ellen STRICKLAND ** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Billy CHEON</p> <p>* Joined meeting during Discussion Item 2.1. ** Left meeting during Discussion Item 9.4.</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	CTT considering next steps.
2021.02.A03	Proceed upgrading of accounting software with Tectura.	Rebecca CHAN	Completed.
2021.03.A01	Further discuss the Appointment of Financial Auditor at Apr BFC meeting.	Edmon CHUNG	Completed. Refer to Discussion Item 6.
2021.04.A01	Bring the discussion of development of Board Chair Voting Process in dealing with the tie situation to BGC.	Edmon CHUNG	To be discussed at May BGC meeting.
2021.04.A02	Call for Extraordinary General Meeting (EGM) for Members Resolution on the appointment of auditors.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2021.04.001	Board Meeting Minutes (Mar 31, 2021) <ul style="list-style-type: none"> <li>• Approval of Board Meeting minutes of Mar 31, 2021.</li> </ul> Approved.
2021.04.002	Budget 2021 - 2022 <ul style="list-style-type: none"> <li>• Approval of Budget 2021-2022 (Draft 1.3)</li> </ul> Approved with no objections.
2021.04.003	DotAsia Accountability & Transparency <ul style="list-style-type: none"> <li>• Approval of DotAsia Accountability &amp; Transparency Commitments (BOARD DRAFT1)</li> </ul> Approved with no objections.

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 Apr 28, 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 (Mar 31, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Mar 31, 2021 Board Meeting minutes were approved. (2021.04.001)

## 5. Board Chair Election (Voting)

- 5.1. Edmon CHUNG administered the Board Chair Election as CEO of DotAsia in accordance with the process developed by the Board. It was highlighted that the CEO, as administrator, will not participate in voting process.
- 5.2. There were three candidates, Maureen HILYARD, Alireza SALEH, and Santanu ACHARYA, nominated in the Mar 2021 Board meeting.
- 5.3. It was reported that Santanu ACHARYA has indicated his withdrawal as a candidate via email on Apr 20, 2021. Santanu confirmed the withdrawal.
- 5.4. It was reported that one proxy instruction from Billy CHEON to Maureen HILYARD was received via email on Apr 27, 2021.
- 5.5. Voting was carried out anonymously with the polling function of Zoom, where the result was generated automatically when the vote was closed. Polling function was tested by the Board.
- 5.6. There was discussion on whether the live count of votes should be shown. Concern was raised on whether this practice may compromise the anonymous spirit of the voting process. It was agreed that voting progress be shown.
- 5.7. It was tested that Zoom does not allow sharing the live count window to participants, therefore, screen capture of the pertinent information will be provided to the Board for reference during the vote.
- 5.8. Voting Result:
  - 5.8.1. Total of 10 votes were counted,
    - Maureen HILYARD 5 votes
    - Alireza SALEH 5 votes
  - 5.8.2. Since there was no process developed for breaking a tie, it was suggested and agreed to by both candidates for a revote to be administered. The revote produced the same result.
- 5.9. It was suggested and agreed to bring the discussion of developing a tie-breaker process for the Board Chair Election to the BGC. (2021.04.A01)
- 5.10. There was discussion on having co-chair instead of one chair.
  - 5.10.1. Concern was raised on whether there are provisions in the DotAsia M&A on having co-chairs. It was clarified that there seems to be no provision prohibiting the Board from appointing co-chairs.
  - 5.10.2. Concern was raised on how to resolve issues if disagreement arises between co-chairs. It was discussed that the role of the co-chairs would be to facilitate Board discussions and disagreements, if any, should be resolved between the co-chairs. There was also sharing of positive experience working under a board with a co-chair structure.
  - 5.10.3. It was discussed and agreed to defer the discussion of the matter to the BGC.

- 5.11. It was decided that Maureen Hilyard would chair the rest of the meeting, with a final decision about the Chair/co-Chair role to be recommended by the BGC at the next Board meeting.

## **6. Appointment of Auditors**

- 6.1. As reported at Mar 2021 Board meeting, Baker Tilly has turned down the potential engagement due to their unavailability.
- 6.2. BFC discussed the new comparison of auditor quotations and proposed to ask Mazars HK to consider lowering their price. The updated comparison was presented to the Board for consideration.
- 6.3. BFC discussed and agreed to recommend Mazars HK as auditor to the Board due to their international integration, experience in the IT industry and responsiveness.
- 6.4. The Board discussed and agreed to proceed with recommending Mazars HK for Members Resolution and appointment as the auditors for DotAsia. (2021.04.A02)

## **7. Calling of DotAsia Extraordinary General Meeting (EGM)**

- 7.1. 21-day notice is required for calling of DotAsia EGM for member appointment of auditors.
- 7.2. It is discussed and agreed to schedule the EGM on May 25, 2021 (Tue).

## **8. Budget 2021-2022**

- 8.1. Draft 1.3 of Budget 2021-2022 and updated Budget Allocation were presented and briefed to the Board.
- 8.2. Comment received from BFC suggested to set a stronger target of income revenue which has been incorporated in draft 1.3 of Budget 2021-2022.
- 8.3. It was reported that BFC discussed and agreed to endorse the draft 1.3 of Budget 2021-2022.
- 8.4. Approved with no objections. (2021.04.002)

## **9. DotAsia Accountability & Transparency Commitments**

- 9.1. Draft 1 of DotAsia Accountability & Transparency Commitments was presented to the Board for consideration.
- 9.2. It was explained that the adopted Accountability & Transparency Commitments will be setup as a webpage on DotAsia website to summarize DotAsia policies and link to adopted governance documents as a live document.
- 9.3. It was commented that a specific Board Member was collecting feedback from Members on matters of Board Member representation. It was agreed that further discussion should take place with the BGC.
- 9.4. It was discussed and agreed to proceed to setup the webpage of Accountability & Transparency Commitments.

- 9.5. Approved with no objections. (2021.04.003)

## 10. Board Committees Updates

- 10.1. Board Executive Committee (Exco)
- 10.1.1. Board Exco discussed and will continue to coordinate with legal counsels on legal matters that DotAsia is involved in.
- 10.2. Board Governance Committee (BGC)
- 10.2.1. Last BGC meeting was held on Apr 20, 2021.
- 10.2.2. BGC discussed Accountability & Transparency Commitments and the timeline on amendment of DotAsia M&A.
- 10.2.3. BGC discussed Roles & Responsibilities of DotAsia Board that Board members shall serve in their personal capacity on a voluntary basis and shall act in the best interest of the DotAsia Organisation and not as a representative of any subset of Members or in the interests of the Member organization to which that individual belongs.
- 10.2.4. BGC also discussed and agreed to continue the existing practice of not having renewal mechanism for DotAsia membership and AC membership for now.
- 10.3. Board Finance & Procurement Committee (BFC)
- 10.3.1. Last BFC meeting was held on Apr 23, 2021.
- 10.3.2. BFC discussed the appointment of auditor and Budget 2021-2022, refer to Discussion Item 6 and 8 respectively.
- 10.3.3. BFC also discussed the Roles and Responsibilities of DotAsia Board and posting of BFC documents, which was agreed to keep BFC-001 and BFC-002 as internal documents.
- 10.4. Board Community Projects Committee (BCC)
- 10.4.1. Last BCC meeting was held on Apr 14, 2021.
- 10.4.2. Updates deferred to next Board Meeting.

## 11. Registry Operations Updates

- 11.1. .Asia Registry Operations (Monthly Scorecard), .Asia Market & Community Development Updates
- 11.1.1. Edmon provided a report on the .Asia Registry Operations Monthly Scorecard (summary circulated via email), and a briefing on .Asia Market Development activities.
- 11.1.2. APriGF 2021 is planned to be held in a hybrid model with Nepal as the host during Sep 27 – 30, 2021.

- 11.1.3. It was reported that DotAsia is getting funding from Heinrich Böll Stiftung (hbs), a German Green Party foundation working in Asia, on a pilot and research project exploring the impact of the Internet on climate change. The project is a collaboration with APNIC Foundation and builds on DotAsia's work in Ajitora and APriGF.

## 12. Financial Updates

- 12.1. The latest Cash Flow Summary as of Mar 31, 2021 was presented to the Board.
- 12.2. It was reported that DotAsia has started to proceed with software provider Tectura on initiating the accounting platform and working on data migration. It is planned to have training session with Fusion in early May.
- 12.3. It was also reported that Fusion has proposed to re-organize the arrangement, which may involve re-executing the agreement with DotAsia. DotAsia team will follow through with Fusion to ensure they continue their service as agreed.

## 13. Next Board Meeting Schedule

- 13.1. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
- May 26
  - Jun 23 (ICANN 71 on Jun 14 – 17)
  - Jul 21
  - Aug 25
  - Sep 29
  - Oct 20 (ICANN 72 on Oct 23 – 28)

## 14. Legal Updates

- 14.1. Updates on legal proceedings were briefed to the Board.
- 14.2. It was noted that DotAsia will share the legal advice received earlier to auditing firms to help their work in understanding some of the challenges that DotAsia has been facing.