

DotAsia Board Meeting Minutes

Date(s) & Time:	May 26, 2021 (Wednesday) 14:01 – 15:47 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA Kashif ADEEL * Satish BABU Edmon CHUNG Joel DISINI ** Maureen HILYARD Alireza SALEH *** Ellen STRICKLAND Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Andi BUDIMANSYAH Nicole CHAN Billy CHEON</p> <p>* Left meeting during Discussion Item 7.4.2. ** Left meeting after Discussion Item 10.2. *** Joined meeting during Discussion Item 2.1.</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.
2021.04.A01	Bring the discussion of development of Board Chair Voting Process in dealing with the tie situation to BGC.	Edmon CHUNG	Completed. Refer to Discussion Item 5.
2021.05.A01	Provide materials submitted to Companies Registry as requested.	Rebecca CHAN	To be completed.

No.	Resolutions / Decisions:
2021.05.001	<p>Board Meeting Minutes (Apr 28, 2021)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Apr 28, 2021. <p>Approved.</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 May 26, 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 (Apr 28, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Apr 28, 2021 Board Meeting minutes were approved. (2021.05.001)

5. Board Chair Election Process Update

- 5.1. Legal advice received on the Election of Chairman was presented and briefed to the Board for consideration, which was also shared to the Board via email.
 - 5.1.1. It was highlighted that in terms of DotAsia's Articles of Association, the concept of Co-Chairs is acceptable with no conflicts with the articles, where the appointment of two individuals is a single appointment whereby these individuals collaborate and work together in the function and duties of the chair.
 - 5.1.2. It was also highlighted that both tie-breaking mechanism and the concept of Co-Chairs are workable for DotAsia with its nature of a not-for-profit organization.
- 5.2. The background and considerations of actions taken in 2015, 2018 and 2020 in response to banking arrangements were briefed to the Board for discussion. It was clarified that Alireza has acknowledged, understands and agrees with the current arrangements.
 - 5.2.1. It was understood that there are no restrictions under HK laws for including a person from sanctioned countries on the Board of a HK

company. It was also noted that there are banking codes to prevent banks from discrimination behaviour. Nevertheless, it was highlighted that banks retain a wide discretion when it comes to refusing to provide their service.

- 5.3. It was reported that BGC discussed and agreed to reorganize previous materials and seek opinion from several banks on the banking issue and document their responses for further consideration at Jun BGC meeting.
- 5.4. Questions were raised on the information submitted to the HK Companies Registry, the legal position of the arrangements, and correspondences with banks and auditors.
 - 5.4.1. It was clarified that materials provided to banks and auditors represents the official information maintained at the Companies Registry, and that the arrangements as discussed in 2018 was a result of the discussions with the banks and our auditors were provided with the background and accurate information regarding the matter.
 - 5.4.2. It was requested that submitted materials to the Companies Registry from 2018 to 2021 be circulated. (2021.05.A01)
 - 5.4.3. Question was raised on the register of members maintained by DotAsia. It was confirmed that the register is maintained internally and that the integrity of membership rights were maintained accordingly.
- 5.5. Concern was raised on information to be provided to members on the current banking arrangement. It was explained that the Board discussed the issue in 2018 and agreed at that time to defer the matter until a longer term solution is found. It was further explained that the DotAsia Team explored alternative options in 2018 and then further legal matters arose since 2019 which priority superseded the banking arrangement matters until now.
- 5.6. The Board discussed and agreed to obtain further advice from specialist counsel for DotAsia on the legal position for the current banking arrangements and to provide recommendations for way forward. It was suggested to have a small team as a conduit to liaise between the Board and the counsel.
- 5.7. A suggestion was raised on conducting an audit on DotAsia's corporate affairs to ensure compliance with HK corporate laws.

6. DotAsia EGM Follow Up

- 6.1. It was reported that the appointment of Mazars HK as DotAsia's auditor was completed at the EGM on May 25, 2021.
- 6.2. Mazars is preparing the engagement letter for execution, and has started working with RSM on handover.

7. Board Committees Updates

- 7.1. Board Executive Committee (Exco)
 - 7.1.1. Board Exco discussed and will continue to coordinate with legal counsels on legal matters that DotAsia is involved in.
- 7.2. Board Governance Committee (BGC)

- 7.2.1. Last BGC meeting was held on May 18, 2021.
- 7.2.2. BGC discussed the Board Chair Elections and directors from sanctioned countries, referring to Discussion Item 5.
- 7.2.3. BGC also discussed the timeline of amendment of M&A and preparations for EGM.
- 7.3. Board Finance & Procurement Committee (BFC)
 - 7.3.1. Last BFC meeting was held on May 21, 2021.
 - 7.3.2. BFC discussed appointment of auditor, .Asia market development targets and updates on updating accounting software.
 - 7.3.3. BFC discussed and agreed to ask Fusion to provide monthly financial report and provide quarterly updates.
 - 7.3.4. There was discussion on compensation for DotAsia Directors at BFC, where further discussions are to be continued at upcoming BFC meetings.
- 7.4. Board Community Projects Committee (BCC)
 - 7.4.1. Last BCC meeting was held on May 20, 2021.
 - 7.4.2. BCC discussed the reporting requirements of SCP funds and updates of community projects.
 - 7.4.3. BCC also discussed the exploration of DNS Abuse initiative, and it was noted that Maureen is a current member of the DNS Abuse Institute Advisory Council.

8. Registry Operations Updates

- 8.1. .Asia Registry Operations (Monthly Scorecard), .Asia Market & Community Development Updates
 - 8.1.1. Edmon provided a report on the .Asia Registry Operations Monthly Scorecard (summary circulated via email), and a briefing on .Asia Market Development activities, including the activities supporting the Asian Pacific American Heritage Month (each May) with registrars in US and Canada.
 - 8.1.2. APriGF 2021 is still planned to be held in a hybrid model with Nepal as the host during Sep 27 – 30, 2021.
 - 8.1.3. Ajitora-APNIC-APriGF project on Internet Impact on Climate Change has started and is expected to be completed by Dec 31, 2021.
 - 8.1.4. DotAsia is exploring potential working relationships with other relevant initiatives and organizations in contributing further to the discussions on DNS abuse, which will be reported back to BCC.

9. Financial Updates

- 9.1. The latest Cash Flow Summary as of Apr 30, 2021 was presented to the Board.

- 9.2. Financial reports will be generated by Fusion regularly on a monthly basis after full transition to the new accounting system and process.
- 9.3. Question was raised on payment from registrars to DotAsia. It was clarified that incoming deposits from registrars are sent directly to DotAsia's bank account.

10. Next Board Meeting Schedule

- 10.1. It was proposed and agreed to reschedule June Board Meeting to Jun 30, 2021 (Wed).
- 10.2. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
 - Jun 30 (ICANN 71 on Jun 14 – 17)
 - Jul 21
 - Aug 25
 - Sep 29
 - Oct 20 (ICANN 72 on Oct 23 – 28)

11. Legal Updates

- 11.1. Updates on legal proceedings were briefed to the Board.