

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	June 30, 2021 (Wednesday) 14:02 – 16:07 (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 <sup>*a</sup>                      Kashif ADEEL <sup>*b</sup>                      Satish BABU <sup>*a</sup>                      Andi BUDIMANSYAH                      Nicole CHAN <sup>*c</sup>                      Edmon CHUNG                      Joel DISINI <sup>*d</sup>                      Maureen HILYARD                      Alireza SALEH <sup>*b</sup>                      Ellen STRICKLAND                      Rebecca CHAN (DotAsia Team)                      Freda CHEUNG (DotAsia Team)</p> <p>Absent:                      Billy CHEON</p> <p><sup>*a</sup> Left meeting during Discussion Item 14.2.  <sup>*b</sup> Joined meeting during Discussion Item 3.2.  <sup>*c</sup> Joined meeting during Discussion Item 8.3.  <sup>*d</sup> Left meeting after Discussion Item 13.2</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.
2021.05.A01	Provide materials submitted to Companies Registry as requested.	Rebecca CHAN	Completed.
2021.06.A01	Share previous audit reports to Namesphere shareholders for reference.	Rebecca CHAN	Completed.
2021.06.A02	Bring the discussion of listing positions of DotAsia subsidiaries on SOI to BGC.	Edmon CHUNG	To be discussed at BGC meeting.
2021.06.A03	Share the letters or documents submitted to banks regarding banking issue to the Board for reference.	Rebecca CHAN	Completed.

No.	Resolutions / Decisions:
2021.06.002	Board Meeting Minutes (May 26, 2021) <ul style="list-style-type: none"> <li>• Approval of Board Meeting minutes of May 26, 2021.</li> </ul> Approved.
2021.06.003	Engagement of Mazars as DotAsia's Auditors <ul style="list-style-type: none"> <li>• Approval of Engagement letter of Mazars as DotAsia's Auditors.</li> </ul> Approved with no objections.
2021.06.004	BCC-003: DotAsia Sponsor Community Project (SCP) Report <ul style="list-style-type: none"> <li>• BCC-003: DotAsia Sponsor Community Project (SCP) Report (Draft 1)</li> </ul> Adopted 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 Jun 30, 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. Edmon reported that he has accepted the invitation of joining the Advisory Board of Tech For Good Asia, and the Board for the Alumni Association of his high school, serving both positions on a voluntary basis.
- 3.2. It was suggested to include the serving timeframe of activities in the SOI for reference.
- 3.3. Question was raised on whether positions of DotAsia subsidiaries should be included on the SOI. It was suggested and agreed to bring the discussion to BGC. (2021.06.A02)

**4. Approval of Board Meeting Minutes (May 26, 2021)**

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The May 26, 2021 Board Meeting minutes were approved. (2021.06.002)

**5. Engagement of Mazars as DotAsia's Auditors**

- 5.1. Signed engagement letter of Mazars was shared and presented to the Board for consideration. It was highlighted that this has been presented by Mazars to the BFC and has been discussed and endorsed by BFC.
- 5.2. There is no further comment from the Board. It was agreed to proceed to sign back to Mazars. (2021.06.003)

**6. Banking Situation Consideration**

- 6.1. Background and updates of banking situation with list of contacted banks was presented and explained to the Board for discussion.
- 6.2. It was reported that several banks in the past and in the recent outreach have already indicated the difficulty of opening a bank account for companies that have a director from sanctioned countries. DotAsia is waiting for response of remaining banks for further discussion at BGC.
- 6.3. Question was raised on the bank account of JP Morgan. It was explained that the account for DotAsia Organisation Limited was shut down in 2015, and DotAsia switched to another account that is under DotAsia Foundation.
- 6.4. It was clarified that the costs for engaging in a legal specialist on the banking issue is separate from the costs for mediation.
- 6.5. It was suggested to share the letters or documents submitted to the banks to the Board for reference. (2021.06.A03)
- 6.6. The importance of obtaining advices from a legal specialist was highlighted, the banking issue may affect the future banking situation of DotAsia rather than just opening an account.
- 6.7. There was discussion on the process for selecting the legal specialist to provide advice on the banking situation.
  - 6.7.1. It was explained that DotAsia's legal counsel has more knowledge on such matters regarding the banking arrangements and their legal implications and would be suitable to provide advice and recommendation to the Board.
  - 6.7.2. It was clarified that the Board would consider such advice and make its decision.
  - 6.7.3. It was clarified that the estimated costs of engaging a legal specialist is for reference only, DotAsia will further negotiate the price once the Board has made the decision.

## 7. Board Chair Elections Process Update

- 7.1. Draft timeline and roadmap for the continuation of the Board Chair Elections based on receiving the anticipated legal advice were presented and briefed to the Board for consideration.
- 7.2. It was reported that BGC discussed the potential options and planned to continue with the deliberations for updating BGC-001 to include consideration for tie situation by July. Then upon receiving the legal advice and making any required adjustments based on such advice, the Board would proceed to schedule a re-vote and make a decision based on the updated BGC-001.

## 8. BCC-003: SCP Report Template

- 8.1. Based on the discussion and development at BCC, draft 1 of BCC-003: DotAsia Sponsor Community Project (SCP) Report was presented and briefed to the Board for consideration.
- 8.2. It is planned to create a SCP reports section on DotAsia's webpage, where the reporting format would be similar to a hybrid of ISIF.Asia (which is very detailed), and the Impact Incubator (more summarized) approach.
- 8.3. It was suggested to include financial information of granted amount and expenses for reference. It was clarified that detailed information will be maintained but not provided publicly, and the posted reports will include the total amount of grant provided.
- 8.4. The Board discussed and agreed to adopt BCC-003: DotAsia Sponsor Community Project (SCP) Report. (2021.06.004)

## 9. Namesphere AGM Follow Up

- 9.1. It was reported that Namesphere AGM was held on Jun 29, 2021. The AGM was adjourned sine die, and will be reconvened once the financial audit is completed.
- 9.2. During the AGM, there was discussion on the consideration of the Namesphere Board composition. There was suggestion for the retirement of Dr. THAM Yiu Kwok and Edmon CHUNG from the Namesphere Board and appointing another person from DotAsia to Namesphere Board.
- 9.3. It was recommended to appoint Satish BABU as BGC Chair of Namesphere, which will be discussed further at the DotAsia Board and also at the reconvened Namesphere AGM.
- 9.4. It was clarified that Edmon's retirement is planned to become effective when an additional person is nominated and seated appropriately to ensure that the Namesphere Board can continue to be functional.
- 9.5. Question was raised on Namesphere's financial situation and whether there is any measure to be taken to boost profitability of Namesphere. It was explained that the main obstacle towards profitability is the matter of litigation against the new gTLDs .BOX and .SPA, and that once they are settled, Namesphere should be able to better realize its potential.
- 9.6. There was no further comment from the Board. Further discussion on the finances of Namesphere is to be continued at the reconvened Namesphere AGM.

## 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.
  - 10.1.2. It was reported that DotAsia joined the AGM of Namesphere and AGM of Global Website on Jun 29, 2021, and both AGMs were adjourned sine die and will be reconvened when the audited financials are ready.
- 10.2. Board Governance Committee (BGC)
  - 10.2.1. Last BGC meeting was held on Jun 24, 2021.
  - 10.2.2. BGC discussed updates on DotAsia's banking situation and Board Chair Election process, referring to Discussion Item 6 & 7.
  - 10.2.3. BGC discussed and reviewed the proposed amendment of BGC-001: Board Governance Framework.
  - 10.2.4. BGC raised the question of accepted practice in Hong Kong regarding the rotation of appointment of professional service, such as legal consultants or auditors.
  - 10.2.5. BGC also raised the issue of attendance of Board Members in different Board or Committee meetings and how that can be accounted for in the future.
- 10.3. Board Finance & Procurement Committee (BFC)
  - 10.3.1. Last BFC meeting was held on Jun 15, 2021.
  - 10.3.2. BFC discussed and endorsed the engagement letter from Mazars HK, referring to Discussion Item 5.
  - 10.3.3. BFC discussed and will continue to review BFC:001 Standard Operating Procedures (SOP) on Finance & Procurement.
  - 10.3.4. It was reported that BFC is requesting Fusion to provide a sort of compliance certificate and/or reporting to DotAsia. DotAsia is working with Fusion and will report back to BFC.
  - 10.3.5. BFC also considered that estimation of costs for additional legal proceedings and compensations for Board Members.
- 10.4. Board Community Projects Committee (BCC)
  - 10.4.1. Last BCC meeting was held on Jun 15, 2021.
  - 10.4.2. BCC discussed and endorsed the BCC-003: SCP Report, and discussed the presentation on DotAsia website, referring to Discussion Item 8.
  - 10.4.3. Updates of DotAsia collaborations with Members were provided to BCC.

## 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. It was reported that DotAsia is planning to update the DotAsia website for the SCP Funds expansion and search engine optimization (SEO) work.
  - 11.1.3. It was reported that IGF 2023 will be held in Japan. In order to boost youth engagement in internet governance in Japan, DotAsia is working with JPRS and JPNIC on youth engagement programs in the next couple of years. A first pilot program is planned for Aug 2021.

## 12. Financial Updates

- 12.1. The latest Cash Flow Summary as of May 31, 2021 was presented to the Board.
- 12.2. Question was raised on the expenses to Afiliis. It was explained that the usual practice is to wait for the credit issued for promo rebates before the invoice and payment is procured, therefore the payment would sometimes be for 2-3 months.
- 12.3. It is targeted to produce previous and on-going monthly financial report by September after full transition to the new accounting system and process.
- 12.4. Question was raised on the expenses to ICANN for .WEBinChinese. It was clarified that the expense is a quarterly fee and is shared by Afiliis in half as Afiliis owns half of the liability of .WEBinChinese.

## 13. Next Board Meeting Schedule

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

## 14. Legal Updates

- 14.1. Updates and clarifications on legal proceedings were briefed to the Board.