

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	November 24, 2021 (Wednesday) 13:01 – 15:01 (UTC+8) November 25, 2021 (Thursday) 13:51 – 14:52 (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  Satish BABU <sup>*b</sup>  Andi BUDIMANSYAH  Nicole CHAN <sup>*c</sup>  Edmon CHUNG  Joel DISINI <sup>*d</sup>  Maureen HILYARD <sup>*e</sup>  Alireza SALEH <sup>*f</sup>  Ellen STRICKLAND  Reyaz BEIGH (DotAsia Team) <sup>*g</sup>  Pavan BUDHRANI (DotAsia Team)  Clement CHAN (DotAsia Team)  Rebecca CHAN (DotAsia Team) <sup>*h</sup>  Leona CHEN-BIRKNER (DotAsia Team)  Freda CHEUNG (DotAsia Team)  Jennifer CHUNG (DotAsia Team)  Jenna FUNG (DotAsia Team)  June LAU (DotAsia Team)  Christine OR (DotAsia Team)  Aaron SP (DotAsia Team)  Kelvin TRUONG (DotAsia Team) <sup>*g</sup>  Karry YU (DotAsia Team)</p> <p>Guest:  Silas CHAN (Mazars Team) <sup>*i</sup></p> <p>Absent:  Billy CHEON</p> <p><sup>*a</sup> Nov 24, 2021 Joined meeting after Discussion Item 4.2.  Nov 25, 2021 Apology received.  <sup>*b</sup> Nov 24, 2021 Joined meeting during Discussion Item 4.1.  Nov 25, 2021 Apology received.  <sup>*c</sup> Nov 25, 2021 Left meeting during Discussion Item 8.3.  <sup>*d</sup> Nov 24, 2021 Joined meeting after Discussion Item 4.2.  Nov 25, 2021 Left meeting after Discussion Item 9.5.  <sup>*e</sup> Nov 25, 2021 Left meeting after Discussion Item 9.2.3, rejoined meeting during Discussion Item 9.2.4.  <sup>*f</sup> Nov 24, 2021 Joined meeting during Discussion Item 5.1.1.  Nov 25, 2021 Joined meeting during Discussion Item 8.4.  <sup>*g</sup> Nov 25, 2021 Joined Discussion Item 8 only.  <sup>*h</sup> Joined Nov 25, 2021 meeting only.  <sup>*i</sup> Nov 25, 2021 Joined Discussion Item 9.1 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	More information to be provided until completion of re-tendering process in Jan 2022.
2021.10.A01	Include the names of the Chair and members of the Elections Committee in the final version of the Notice of Board Elections 2022.	Board Exco	
2021.10.A02	Raise discussion at BGC regarding the expected timeframe of putting recommended measures in place and communicating with DotAsia Members on the matter.	Edmon CHUNG	Completed.
2021.10.A04	Prepare draft slides of Board Activities Updates for Joint Board & AC meeting for discussion at Nov Committee meetings.	Edmon CHUNG	Completed.
2021.10.A05	Schedule an extra BFC meeting in Nov to go over the audit report and invite Mazars to join for presentation.	Board Secretariat	Completed. Meeting postponed and completed at regular BFC meeting on Nov 23.
2021.11.A01	Follow up the investigation of a drop in renewal of long registered domains at one of the registrars and report back to the Board.	DotAsia Team	
2021.11.A02	Continue the discussion of the Special Advisory at Dec BGC meeting.	BGC	To be discussed at the Dec BGC meeting.
2021.11.A03	Schedule a short demo session on the intro of MSRS and how it works.	DotAsia Team	To be scheduled at the Feb 2022 Board meetings before the AGM.
2021.11.A04	Share the finalized audit report for year ending Sep 2020 for DotAsia Organisation to the Board.	Rebecca CHAN	
2021.11.A05	Follow up with Abacus on the electronic certified version of the audit report for year ending Sep 2020 for DotAsia Foundation and coordinate with individual Board Members for signature.	Rebecca CHAN	
2021.11.A06	Revise the Special Advisory based on the discussion on Nov 24, 2021 Board meeting and circulate to BGC and the Board for consideration.	Edmon CHUNG	To be discussed at the Dec BGC meeting.

No.	Action Items:	Owner	Remarks
2021.11.A07	Put out the second draft of BGC-004 and Notice of Board Elections 2022 for second round of public comment on Dec 1, 2021.	Board Secretariat	Completed on Dec 3, 2021.

No.	Resolutions / Decisions:
2021.11.001	Board Meeting Minutes (Oct 20, 2021) <ul style="list-style-type: none"><li>Approval of Board Meeting minutes of Oct 20, 2021.</li></ul> Approved.
2021.11.002	Audited Financials: DotAsia Foundation (2019-2020) <ul style="list-style-type: none"><li>Acceptance of draft audit report for year ending Sep 2020 for DotAsia Foundation</li></ul> Accepted, with one objection from Joel.

### Discussions on Nov 24, 2021:

#### 1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting on Nov 24, 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 (Oct 20, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Oct 20, 2021 Board Meeting minutes were approved. (2021.11.001)

#### 5. Market Development & Social Media Activities

- 5.1. Market Development Team presentation & Discussions

- 5.1.1. Leona and Pavan provided updates on the Review of .Asia Market Development 2021 and .Asia Market Development Goals of 2022.
  - 5.1.2. Question was raised on the market feedback on the price set. It was reported that .Asia tried to set the price at different levels, however, feedback was received from registrars that price sensitivity is high and there are requests for further lowering the prices.
  - 5.1.3. Question was raised on whether DotAsia monitors the abuse of .Asia domains purchased in bulk sales. It was explained that DotAsia is diligent in handling DNS abuse and works closely with the backend registry services provider to suspend abusive domains.
  - 5.1.4. It was reported that DotAsia achieved its new creates' monthly goal of 4,000 domains from Jun 2021.
  - 5.1.5. It was highlighted that there was a significant drop of long registered domains in one registrar between Jul to Sep 2021. DotAsia will investigate the case and report back to the Board. (2021.11.A01)
  - 5.1.6. It was highlighted that China, US and Vietnam remain top economies with most new creates of .Asia domains in 2021. It was reported that China remains one of the focus markets and that DotAsia has been doing regular posts on Chinese social media platforms and collaborating with registrars in China (including social selling, etc.).
  - 5.1.7. Question was raised about the effect on the number of DUM of not having a marketing campaign. It was explained that not having marketing campaigns would mean that .Asia will be losing exposure, relationships, and support from registrars. It was also noted that based on past experience, total DUM will dwindle over time due to reduced interest in new registrations.
  - 5.1.8. There was a suggestion to put more marketing resources on the development of new markets apart from China. It was explained that DotAsia is placing its efforts in ASEAN, Asian American as well as other Asian markets by working with registrars to feature .Asia promotions through different promotion channels.
- 5.2. Social Media Activities
- 5.2.1. Clement provided updates on DotAsia social media activities in 2021.
  - 5.2.2. It was reported that DotAsia has been doing regular social media posts featuring the .Asia domain and has started to explore collaboration with different DotAsia members.

## 6. Governance Discussions

- 6.1. Communications regarding Specialist Legal Advice
  - 6.1.1. Based on the received specialist legal advice, a Special Advisory was prepared by legal counsel on the next steps. The Advisory was presented and briefed to the Board for consideration. It had been discussed and endorsed at the BGC and it is planned that the adopted Special Advisory will be posted publicly on DotAsia's website.
  - 6.1.2. It was reported that Alireza acknowledged and understood the situation for what happened in 2018 and 2020.

- 6.1.3. Question was raised on the definition of the Observer status. It was clarified that the Special Advisory was initially drafted based on the specialist legal advice on the banking issue. The Board and BGC will further discuss the detailed definition upon the publishing of the Advisory.
- 6.1.4. Question was raised on the reason of changing the composition of DotAsia Board. It was explained no change in the composition is sought, and that the specialist legal advice recommended the Board to recognize the Observer status based on DotAsia's situation.
- 6.1.5. It was highlighted that the Board accepted the specialist legal advice in their Oct Board meeting. The Special Advisory was written in a formal way to present to the Board and to the community that the advice had been received and the suggested next step.
- 6.1.6. It was commented that since DotAsia did not receive specificity from banks identifying particular sanctioned countries or individuals, the Special Advisory should also not include specific countries or individuals. It was suggested to reword the paragraphs for further consideration.
- 6.1.7. Further discussion to be continued at Dec BGC meeting. (2021.11.A02)

## 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 Nov 17, 2021.
  - 7.2.2. BGC discussed and endorsed the Special Advisory. Refer to Discussion Item 6.1.
  - 7.2.3. BGC also discussed the draft BEP2022 and updates of DotAsia Articles of Association (AA).
  - 7.2.4. Question was raised on the changes in Hong Kong Law in updating DotAsia Articles of Association. It was explained that the Hong Kong Companies Ordinance was updated in 2014 and DotAsia's M&A was last updated in 2009.
- 7.3. Board Finance & Procurement Committee (BFC)
  - 7.3.1. Last BFC meeting was held on Nov 23, 2021.
  - 7.3.2. BFC discussed the draft audit reports for year ending Sep 2020 for DotAsia Organisation and Foundation.
  - 7.3.3. Detailed discussion on the audit reports to be continued at the Nov 25 Board meeting.
- 7.4. Board Community Projects Committee (BCC)
  - 7.4.1. Last BCC meeting was held on Nov 16, 2021.

- 7.4.2. It was reported that BCC received SCP report from KISA.
- 7.4.3. BCC discussed updates on Social Impact Assessment (SIA) 2021 reports of NetMission and APriGF.

## **Discussions on Nov 25, 2021:**

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### **8. Tech Team Updates**

- 8.1. Kelvin provided updates on the works of the technical team, including: the maintenance and updating of the infrastructure for the DotAsia systems; work with Give.Asia; the MSRS system deployed for ANC in Timor Leste; and, support for the IGFSa website, membership and elections.
- 8.2. Question was raised on whether reports of service level agreement, the registry system and DNS are available. It was explained that the registry system is outsourced at our backend registry services provider, and that monthly and quarterly reports are received and sent to ICANN and also publicly accessible at the ICANN website.
- 8.3. Question was raised on whether any revenue was made from those tech services. It was clarified that service fee for the MSRS project is billed from DotAsia Organisation, whereas secretarial support for IGFSa is billed from DotAsia Foundation.
- 8.4. It was suggested and agreed to schedule a short demo session on the intro of MSRS and how it works. (2021.11.A03)

### **9. Financial Reports**

- 9.1. Audited Financials: DotAsia Organisation (2019-2020)
  - 9.1.1. Silas from Mazars joined the meeting to provide updates on the audit report for year ending Sep 2020 for DotAsia Organisation.
  - 9.1.2. It was reported that Mazars is still working on updating the legal fees provision figures. It was reported that Mazars requires more time to study the legal cases more thoroughly to estimate the legal provisions.
  - 9.1.3. It is targeted to finalize the legal provision by the end of Nov or early Dec. The finalized audit report will be shared to the Board once available. (2021.11.A04)
- 9.2. Audited Financials: DotAsia Foundation (2019-2020)
  - 9.2.1. Draft audit report for year ending Sep 2020 for DotAsia Foundation prepared by Abacus CPA was presented and briefed to the Board.
  - 9.2.2. It was highlighted that in the auditor's report, it is stated that in their opinion, the financial statements are prepared in accordance with the financial standard issued by the HKIPCA, and that the paragraphs are standard wordings from HKICPA.
  - 9.2.3. It was highlighted that DotAsia injects just enough money into DotAsia Foundation to carry out its projects, therefore, there is no surplus or deficit for the year.

- 9.2.4. It was highlighted that DotAsia Foundation is exempted from profits tax because of its section 88 status issued by the Inland Revenue Department, indicating that it is a charity organization, and therefore, exempted from tax.
- 9.2.5. It is planned to have Abacus prepare an electronic certified version of the accepted audit report first for the submission to Companies Registry by December, and have 2 Board Directors to sign the hardcopy.
- 9.3. Concern was raised on changing the list of directors in the audit report. It was clarified that no changes to arrangements are sought that are not already included in audit reports and Companies Registry since 2018 with the Board's agreement, other than rotation of Board members annually at the AGM. It was explained that received legal advice was based on the Board decisions made in 2018 and 2020 and all the official records of Companies Registry, the banks and other authorities.
- 9.4. Question was raised on whether the concern on the director list affects the endorsement of the audit report. It was explained that the discussion was started in 2021 and for future arrangements and the audit report is for the year ended Sep 30, 2020 based on current and then existing arrangements, therefore, the discussion on how to deal with future arrangements should not be conflicting with the endorsement of the audit report.
- 9.5. The draft audit report for year ending Sep 2020 for DotAsia Foundation was accepted with one objection from Joel. (2021.11.002)
- 9.6. DotAsia team will follow up with Abacus on the electronic certified version and coordinate with individual Board Members for signature. (2021.11.A05)

## **10. Financial Updates**

- 10.1. Cash Flow Updates
  - 10.1.1. The latest Cash Flow Summary as of Oct 31, 2021 was presented to the Board.
  - 10.1.2. It was highlighted that the final balance of grant reimbursement from Hong Kong government for BUD ASEAN Program 2019 was received, which concludes the project.
  - 10.1.3. It was highlighted that there are no major changes from the previous projection.

## **11. Next Steps on Board Elections, M&A and AGM**

- 11.1. It was reported that the Special Advisory will be revised based on the discussion at the Nov 24, 2021 Board meeting and further circulated to the BGC and the Board for consideration, and then to be finalized at Dec Board meeting. (2021.11.A06)
- 11.2. The second draft of BGC-004 was presented and briefed to the Board, with included changes highlighted.
- 11.3. It is planned that the second draft of BGC-004 and Notice of Board Elections 2022 for a second round of public comment will be put out on Dec 1, 2021. (2021.11.A07)
- 11.4. It was reported that the update of the Articles of Association will depend on the Special Advisory being published.

- 11.4.1. It was commented that since there were several misinformation email threads on the issue outside of the Board list, the clarifications are valuable for newly joined Board Members to understand the situation.
- 11.4.2. It was also commented that the DotAsia Board should focus on what is in the best interests of DotAsia.

**12. Legal updates**

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