

DotAsia Board Meeting Minutes

Date(s) & Time:	December 22, 2021 (Wednesday) 14:31 – 15:59 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Andi BUDIMANSYAH * Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Ellen STRICKLAND ** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Santanu ACHARYA Kashif ADEEL Alireza SALEH</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 4.1, and left meeting during Discussion Item 9.1. ** Left meeting during Discussion Item 12.2.2.</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	More information to be provided after completion of re-tendering process.
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	Completed. Refer to Discussion Item 7.5
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	In progress.
2021.11.A02	Continue the discussion of the Special Advisory at Dec BGC meeting.	BGC	Completed.
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.

No.	Action Items:	Owner	Remarks
2021.11.A04	Share the finalized audit report for year ending Sep 2020 for DotAsia Organisation to the Board.	Rebecca CHAN	In progress. Refer to Discussion Item 9.
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	In progress. Refer to Discussion Item 10.
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	Completed. Refer to Discussion Item 5.
2021.12.A01	Seek confirmation from legal counsel on the resolution of confirming that DotAsia will be supporting the costs for litigation against DotAsia Directors and Officers.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2021.12.001	<p>Board Meeting Minutes (Nov 24 & 25, 2021)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Nov 24 & 25, 2021. Approval of Board-AC Joint Meeting minutes of Nov 25, 2021. <p>Approved, with one abstention from Joel.</p>
2021.12.002	<p>Special Advisory Advice</p> <ul style="list-style-type: none"> Adoption of Special Advisory Advice prepared by legal counsel. <p>Adopted, with two objections from Joel and Andi.</p>
2021.12.003	<p>BGC-004: Board Elections Procedures</p> <ul style="list-style-type: none"> Adoption of BGC-004: Board Elections Procedures (draft 3) <p>Adopted, with two objections from Joel and Andi.</p>
2021.12.004	<p>Seating of Elections Chair & Elections Committee for Board Elections 2022</p> <ul style="list-style-type: none"> Elections Chair: Ms. Cheryl LANGDON-ORR Elections Committee Co-Sponsor Members Community Representative: Mr. Kuo-Wei WU Elections Committee Sponsor Members Community Representative: Mr. Andrew MOLIVURAE <p>Appointment of Third-party Scrutineer for Board Elections 2022</p> <ul style="list-style-type: none"> Appointment of Abacus CPA as the third-party scrutineer

No.	Resolutions / Decisions:
	<p>Appointment of Elections Compliance Administrator for Board Elections 2022</p> <ul style="list-style-type: none"> • Appointment of Janne VILLAREAL as Elections Compliance Administrator <p>Approved unanimously.</p>
2021.12.005	<p>Subject to the DotAsia M&A,</p> <p>RESOLVED THAT, the Board confirms to relevant parties including but not limited to auditors and legal counsels, that DotAsia (i.e. DotAsia Organisation and any of its subsidiaries/associates/controlling companies) has been and will continue to bear all costs of defending current and former directors and officers of DotAsia who are acting for and in alignment with DotAsia's best interests, and will continue to draw on and claim from the Directors & Officers (D&O) Insurance the organization has been maintaining, for lawsuits brought against DotAsia and its directors and officers.</p> <p>Resolved unanimously.</p>
2021.12.006	<p>Audited Financials: DotAsia Foundation (2019-2020)</p> <p>Acting as the Board of DotAsia Foundation duly convened,</p> <p>RESOLVED THAT, the Board of DotAsia Foundation Limited approves the audit report prepared by Abacus CPA Limited for the fiscal year ending Sep 30, 2020, and appoints HILYARD, Maureen Moari Marama and CHUNG, Edmon Wang On to sign the report.</p> <p>Resolved unanimously.</p>
2021.12.007	<p>Appointment of Auditors for DotKids Foundation</p> <p>RESOLVED THAT, the DotAsia Board, with DotAsia Organisation as the sole member of the DotKids Foundation Limited currently, appoints Abacus CPA Limited as the auditors for DotKids Foundation.</p> <p>Resolved unanimously.</p>

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting on Dec 22, 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 (Nov 24 & 25, 2021)

- 4.1. Latest version of draft 1 of Board meeting minutes (Nov 24 & 25, 2021) and Board-AC joint meeting minutes (Nov 25, 2021) were presented and action items were briefed to the Board.
- 4.2. Confusion was raised on the consideration and endorsement of legal advice at BGC. It was clarified that the role of Board Committees is to make recommendations to the full Board for consideration and approval.
- 4.3. The Nov 24 & 25, 2021 Board meeting minutes and Nov 25, 2021 Board-AC joint meeting minutes were approved, with one abstention from Joel. (2021.12.001)

5. Consideration of Special Advisory

- 5.1. Based on the discussion at the Nov Board meeting, revised Special Advisory was presented and briefed to the Board for discussion.
- 5.2. The wordings were revised to be more general without listing specific countries.
- 5.3. The revised draft was reviewed and accepted by legal counsel.
- 5.4. It is planned to include the Special Advisory in order to explain to DotAsia Members on what has happened in 2018 and 2020, and the background for including the consideration of observer members to the DotAsia Board in the amendments to the DotAsia Articles of Association.
- 5.5. Discussion was raised on the inclusion of US sanctioned countries as well as UN sanctioned countries in the consideration. It was explained that the inclusion of US sanctioned countries aligns with information received from banks, is consistent with the specialist legal advice received and accepted (2021.10.002), and that DotAsia operates on the US dollar with Accredited Registrars as well as ICANN.
- 5.6. The Special Advisory was adopted, with two objections from Joel and Andi. (2021.12.002)

6. BGC-004: Board Elections Procedures

- 6.1. Proposed edit to draft 3 of BGC-004 regarding the Observer status for elected candidate whose nationality is from a sanctioned country was presented and briefed to the Board for consideration. It was highlighted that the elected candidate will serve as an Observer who will be invited to participate, but will not be listed in the Companies Registry and other official documents, and for banking purposes.
- 6.2. Comment was raised that the issue should be discussed by Members instead of a Board decision. It was explained that the Members are involved in the adoption of any amendment to the DotAsia Articles of Association (AA) where further details of the Observer member concept will be included.
- 6.3. Question was raised on the limitations in Board activities for Observer Members, such as being a Chair or in a signatory role, since the Observer Members are not listed as official Board Directors in the Companies Registry.
 - 6.3.1. It was explained that the roles and responsibilities of Observer Members are still under development, and will be included in the updated DotAsia AA and the updated BGC-001.

- 6.3.2. It is targeted to finalize the AA and BGC-001 by Feb 2022.
- 6.3.3. It was discussed and agreed to refine words in the final BGC-004 to avoid confusion. Finalized wording was presented.
- 6.4. The BGC-004: Board Elections Procedures was adopted, with two objections from Joel and Andi. (2021.12.003)

7. Seating of Elections Chair & Elections Committee

- 7.1. It was reported that the BGC discussed and recommends to confirm the seating of the Elections Committee and Elections Chair. It was highlighted that the members of Elections Committee are the same as Board Elections 2021 with a rotation of the Elections Chair.
- 7.2. The DotAsia team is working on completing the agreement with Abacus CPA as the third-party scrutineer. The agreement was presented and briefed to the Board.
 - 7.2.1. Question was raised on the details of the work to be performed by the third-party scrutineer.
 - 7.2.2. The third-party scrutineer will perform agreed-upon procedures, including (a) a report on the third-party voting platform, (b) obtaining the voting results, and (c) verifying the votes by obtaining email confirmation from voters.
- 7.3. Janne VILLAREAL, an individual risk and compliance specialist, is proposed to be the Elections Compliance Administrator to handle administrative works and to report to the Elections Committee during the Board Elections 2022.
- 7.4. The Board discussed and agreed to approve the seating of the Elections Committee and Elections Chair, the appointment of Abacus CPA as the third-party scrutineer, and the appointment of Janne as Elections Compliance Administrator for Board Elections 2022. (2021.12.004)
- 7.5. The final draft of Notice of Board Elections 2022 was presented and briefed to the Board for reference. The names of the Elections Committee member and the emails for Board Elections were updated.

8. DotAsia Articles of Association Update

- 8.1. The first draft of DotAsia AA prepared by legal counsel was presented and briefed to the Board.
- 8.2. DotAsia is working with legal counsel on another version to make it clearer in highlighting the updated sections.
- 8.3. It is anticipated to include the definition of Observer Member and the roles and responsibilities in DotAsia AA.
- 8.4. It is planned to circulate draft DotAsia AA to BGC by early Jan 2022 for further discussion at the BGC and then at the Board.

9. Update on Audited Financials: DotAsia Organisation (2019-2020)

- 9.1. It was reported that Mazars is still working on the legal provision and they have inquired about a resolution to confirm that DotAsia will be supporting the costs for litigation against DotAsia Directors and Officers. DotAsia has provided the details of the D&O insurance policy for their reference.
- 9.2. It is targeted to have the final report ready by the end of December and to circulate it to the BFC and the Board for their consideration, and then to potentially schedule an extra Board meeting in early Jan 2022 for approval.
- 9.3. Resolution was presented to the Board for their consideration. It was highlighted that the draft resolution had been reviewed and accepted by Mazars.
- 9.4. It was discussed and agreed to approve the draft resolution upon confirmation from legal counsel to confirm that DotAsia will be supporting the costs for litigation against DotAsia Directors and Officers. (2021.12.005)
- 9.5. It was discussed and agreed to seek confirmation from legal counsel on the resolution. (2021.12.A01)

10. Audited Financials: DotAsia Foundation (2019-2020)

- 10.1. With the DotAsia Board members being the same as the DotAsia Foundation Board members, the Board of DotAsia duly convened as the Board of DotAsia Foundation.
- 10.2. In addition to the DotAsia Board Resolution (2021.11.002) of accepting the audit report of DotAsia Foundation, Abacus CPA is asking for a formal resolution as the Board of DotAsia Foundation Limited, specifying the signers for the audit report.
- 10.3. The DotAsia BFC recommends the acceptance of the audit report for year ending Sep 2020 for DotAsia Foundation, and to appoint Maureen and Edmon to sign the audit report. Resolution was presented to the Board for consideration.
- 10.4. It was discussed and agreed to approve the resolution unanimously. (2021.12.006)

11. Appointment of Auditors for DotKids Foundation

- 11.1. The DotKids Foundation Limited is a new limited-by-guarantee company incorporated to be the Registry Operator for the .kids community gTLD on May 12, 2020.
- 11.2. DotKids has received a notice from Inland Revenue Department of Hong Kong to file a tax return by early Mar 2022, therefore, the appointment of an auditor is required.
- 11.3. A quotation has been received from Abacus CPA for producing an audit report for the period from May 12, 2020 to Sep 30, 2021. Abacus CPA is already the auditors for DotAsia Foundation and their received quotation for DotKids Foundation is the same price.
- 11.4. It was recommended to appoint Abacus CPA based on their efficiency and professional services during the audit for DotAsia Foundation.
- 11.5. It was clarified that DotAsia is currently the sole member of DotKids Foundation, and DotKids is anticipated to become an independent children's rights and welfare community organization in the future. The current arrangement is expected to be transitory.

- 11.6. It was discussed and agreed to appoint Abacus CPA as the auditor for DotKids Foundation unanimously. (2021.12.007)

12. Board Committees Updates

- 12.1. Board Executive Committee (Exco)
- 12.1.1. Board Exco has discussed and will continue to coordinate with legal counsels on legal matters that DotAsia is involved in.
- 12.2. Board Governance Committee (BGC)
- 12.2.1. Last BGC meeting was held on Dec 20, 2021.
- 12.2.2. BGC discussed the updates of DotAsia AA, the Special Advisory, and the definition and roles of the Observer Member. Refer to Discussion Items 8 and 5 respectively.
- 12.2.3. With less than 6 Board Member present, the meeting continued as an informal meeting.
- 12.2.4. BGC also discussed and endorsed the BGC-004 Board Elections Procedures, seating of Elections Committee, appointment of third-party scrutineer and appointment of Elections Compliance Administrator. Refer to Discussion Items 6 and 7 respectively.
- 12.3. Board Finance & Procurement Committee (BFC)
- 12.3.1. Last BFC meeting was held on Dec 21, 2021.
- 12.3.2. BFC discussed the audit reports for DotAsia Organisation and Foundation. Refer to Discussion Item 9 and 10 respectively.
- 12.3.3. BFC discussed the appointment of auditor for DotKids Foundation. Refer to Discussion Item 11.
- 12.3.4. BFC also discussed the update of the banking signatories and the engagement letter for financial services of Fusion.
- 12.3.5. Fusion has established a new company called Fusion Financial Services Limited, and the wording of the engagement letter is exactly the same as the previous engagement letter with Fusion Accounting Service Limited.
- 12.3.6. The Fusion team joined the Dec BFC meeting to present the financial report of period from Oct 2020 to Sep 2021.
- 12.4. Board Community Projects Committee (BCC)
- 12.4.1. Last BCC meeting was held on Dec 14, 2021.
- 12.4.2. BCC discussed the report from IGF 2021 provided by DotAsia team.
- 12.4.3. BCC also discussed updates of Internet Carbon Footprint project (Eco-Internet Index) and Member engagement
- 12.4.4. DotAsia has started the collaboration process with .ID to explore potential collaborations on local initiative, global IGF and APriGF.

13. Registry Operations Updates

- 13.1. .Asia Registry Operations (Monthly Scorecard), .Asia Market & Community Development Updates
- 13.1.1. Edmon provided a report on the .Asia Registry Operations Monthly Scorecard (summary circulated via email), and a briefing on .Asia Market Development activities.
- 13.1.2. DotAsia continues to work closely with registrars on promotions.
- 13.1.3. It was highlighted that DotAsia recorded an increase of 2.8% in revenue, which exceeded the market development target of 1.5% to 2% set in early 2021. It was explained that the increase in revenue was due to the decreased cost of service with less price promotions.
- 13.1.4. It was also highlighted that DotAsia has exceeded the target of 4,000 creates in terms of average monthly new creates.
- 13.1.5. NetMission Academy 2022 has recruited 40 participants and the training program will run through to Mar 2022.
- 13.1.6. Updates of the Eco-Internet Index on the Internet Carbon Footprint project were reported to the Board. It is targeted to expand the work to other Asian countries and economies in 2022 for better comparison.

14. Financial Updates

- 14.1. Cash Flow Updates
- 14.1.1. The latest Cash Flow Summary as of Nov 30, 2021 was presented to the Board.
- 14.1.2. It was highlighted that the sponsorship for APriGF 2021 from United Nation to DotAsia Foundation was received.
- 14.1.3. The projection for DotAsia Organisation and Foundation have extended to Sep 2022, whereas there is no major change to the previous projection for Namesphere.
- 14.2. Monthly Financial Reporting
- 14.2.1. Monthly financial report for Oct 2020 – Sep 2021 prepared by Fusion was presented and briefed to the Board.

15. Next Board Meeting Schedule

- 15.1. Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were proposed as follows:
- Jan 26 (in between Nomination Period and Voting Period)
 - Feb 26 (tentatively 2 – 2.5 hours meeting; APRICOT on Feb 21 – Mar 3)
 - Feb 27 (AGM & Board Meeting after AGM)
 - Mar 30 (ICANN on Mar 7 – 10)

- Apr 27
- May 25
- Jun 29 (ICANN on Jun13 – 16)

16. Legal Updates

- 16.1. Updates and clarifications on legal proceedings were briefed to the Board.
- 16.2. It was reported that DotAsia is looking to either go into mediation or is proposing to go into negotiation and mediation for all cases.