

DotAsia Board Meeting Minutes

Date(s) & Time:	February 26, 2022 (Saturday) 12:07 – 15:07 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA ^{*a} Kashif ADEEL ^{*b} Satish BABU Andi BUDIMANSYAH ^{*c} Nicole CHAN Edmon CHUNG ^{*d} Joel DISINI Maureen HILYARD Alireza SALEH ^{*e} Ellen STRICKLAND^{*f} Murad IBRAGIMOV (incoming Director elect) Reyaz BEIGH (DotAsia Team) Pavan BUDHRANI (DotAsia Team) Clement CHAN (DotAsia Team) Rebecca CHAN (DotAsia Team) Leona CHEN-BIRKNER (DotAsia Team) Freda CHEUNG (DotAsia Team) Jennifer CHUNG (DotAsia Team) Jenna FUNG (DotAsia Team) Christine OR (DotAsia Team) Kelvin TRUONG (DotAsia Team) Karry YU (DotAsia Team)</p> <p>Absent: Billy CHEON</p> <p>^{*a} Left meeting after Discussion Item 6.2, rejoined during Discussion Item 10.4.3; left after Discussion Item 11.4.2 and rejoined during Discussion Item 12.1. ^{*b} Joined meeting during Discussion Item 6.3; left and rejoined during Discussion Item 7.4.1; left during Discussion Item 8.6.1, rejoined after Discussion Item 8.6.2; left after Discussion Item 11.3.4 and rejoined during Discussion Item 11.3.5. ^{*c} Joined meeting during Discussion Item 7.3. ^{*d} Left and rejoined meeting during Discussion Item 9.2. ^{*e} Joined meeting after Discussion Item 8.8.3, left during Discussion Item 8.8.4. ^{*f} Left meeting after discussion Item 10.5.</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.
2021.11.A03	Schedule a short demo session on the intro of MSRS and how it works.	DotAsia Team	Completed. Refer to Discussion Item 9.

No.	Action Items:	Owner	Remarks
2022.01.A01	Re-confirm with the Dec Board and BGC meeting recordings to clarify whether amendment to meeting minutes is needed.	Board Sec	Completed. Refer to Discussion Item 4.2.
2022.01.A02	Follow up with legal counsel on the remuneration for Board Members and report back to the BFC for further discussion.	Edmon CHUNG	Completed.
2022.01.A03	Board members to review the Dec Board meeting minutes again to propose suggested edits, and then table for adoption at Feb Board meeting.	Board	Completed. Refer to Discussion Item 4.
2022.02.A01	Move forward to put out the draft Community Reserved Names Policy for public comment.	DotAsia Team	Completed.

No.	Resolutions / Decisions:
2022.02.001	Board Meeting Minutes (Dec 22, 2021) <ul style="list-style-type: none"> Approval of Board Meeting minutes of Dec 22, 2021. <p>Approved, with one objection from Joel.</p>
2022.02.002	Board Meeting Minutes (Jan 26, 2022) <ul style="list-style-type: none"> Approval of Board Meeting minutes of Jan 26, 2022. <p>Approved, with one abstention from Joel.</p>

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting on Feb 26, 2022.
- 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 (Dec 22, 2021)

- 4.1. Draft 1 was presented and action items were briefed to the Board.
- 4.2. Referring to the issue raised regarding the adoption of the Special Advisory in Dec Board meeting minutes, the meeting recording was reviewed and it was confirmed that the draft minutes reflected what was discussed at the meeting, and that certain discussions were had in BGC meetings with proper records in the minutes of respective Board Committee meetings.
 - 4.2.1. It was highlighted that previous legal advice confirmed that the minutes should record the discussions that happened in the particular Board meeting only. Perspectives that were being put forward in BGC meetings would be recorded in the BGC meeting minutes. Therefore, the minutes of Dec Board meeting was recorded accurately.
 - 4.2.2. It was also reported that no further edit suggestions were received from the Board.
- 4.3. Comment was raised that the Observer status in Special Advisory would change DotAsia M&A, and should require a major majority vote.
 - 4.3.1. It was clarified that the Special Advisory explains what happened between 2018 and 2020 only, and the Advisory does not change the DotAsia M&A.
 - 4.3.2. It was highlighted that there were two objections received during the adoption of the Special Advisory, and they were properly recorded in the minutes.
- 4.4. The Dec 22, 2021 Board Meeting minutes were approved, with one objection from Joel. (2022.02.001)

5. Approval of Board Meeting Minutes (Jan 26, 2022)

- 5.1. Draft 1 was presented and action items were briefed to the Board.
- 5.2. The Jan 26, 2022 Board Meeting minutes were approved, with one abstention from Joel. (2022.02.002)

6. Market Development & Plan

- 6.1. Leona presented on a Review of .Asia Market Development 2021 and .Asia Market Development Goals of 2022.
- 6.2. It was highlighted that DotAsia focused marketing efforts around Asian celebrations and festivities and through cross-posting with registrars on social media platforms, as well as featuring .Asia on their storefront tiles for higher visibility. Short films and testimonials from several .Asia users were also produced.
- 6.3. Pavan provided updates on .Asia Market Development in the ASEAN market.
- 6.4. Updates on .Asia Market Development Goals of 2022 was presented and briefed to the Board.
- 6.5. DotAsia is targeted to increase the monthly average new create by 3%, and increase net domain income by 1% in 2022.

- 6.5.1. In order to reach the targets, DotAsia is planning to refocus on increasing DotAsia's online presence in 2022 by completing the revamp of the DotAsia website and continue promoting .Asia via social media channels.
- 6.5.2. DotAsia is also planning to proactively outreach to .Asia users and registrants for feedback and testimonies to establish a relationship with them.

7. Community Reserved Names Policy

- 7.1. The background of Community Reserved Names Policy was briefed to the Board for reference.
 - 7.1.1. Community Reserved Names Policy was developed based on the feedback from AC members that there are some .Asia names (e.g. apsig.asia) used as mission critical domains for initiatives that align with DotAsia's mission and vision. Concern was raised on the risk that such initiative may forget to renew their domain name causing it to be dropped and picked up by others.
 - 7.1.2. The Community Reserved Names Policy is developed as a mechanism to prevent such situation for eligible .Asia domain names. By placing the .Asia domain name into the Reserved Names list, the domain would not fall into the available pool even if it expired and was deleted.
- 7.2. Draft Community Reserved Names Policy was presented and briefed to the Board for consideration. It was highlighted that the Community Reserved Names Policy has been reviewed and endorsed by BCC.
- 7.3. Regarding the adoption process, the draft was circulated and presented to AC at the Feb AC meeting for feedback. Once the Board accepts the draft, it is planned to be posted on the DotAsia website with announcement to DotAsia Members and accredited registrars for public comments. Received feedback will be incorporated into a further draft and returned to the BCC for finalization and recommendation to the Board for adoption.
- 7.4. Question was raised on the timing of applying for being added to the Reserved list.
 - 7.4.1. Since the Reserved list policy is completely outside of the registration process of domain name, it is envisioned that DotAsia team proactively outreach to the community to invite qualified community domain names for application.
 - 7.4.2. Also, the domain name should be actively used before being considered as a community reserved name, for example, an active running website or email activities.
 - 7.4.3. It was further explained although renewal notice would be issued for multiple times before expiration, there were cases that the person in charge left the initiative and domain handling works may change to different hands that renewal notifications were no longer seen and the renewal of domain is forgotten, which lead to the dropping of a domain.
- 7.5. It was discussed and agreed with no objections to move forward to put the draft Community Reserved Names Policy out for public comments. (2022.02.A01)
- 7.6. It is also planned to announce at the AGM 2022 to invite Member's input on the policy.

8. BGC-001: DotAsia Board Governance Framework & BGC-002: Code of Conduct Review

- 8.1. It was reported that the amendments of Observer status to the BGC-001, BGC-002 and DotAsia AA are still under discussion at the BGC.
- 8.2. Given the nature of the issue, DotAsia team has sought input from Alireza and it was confirmed that the edits are in the direction that he feels comfortable with, while further adjustments are still required.
 - 8.2.1. Suggested edits based on feedback from Alireza were incorporated in draft 2 of BGC-001, and is being reviewed by Alireza and IRNIC team for further comment.
- 8.3. Draft 2 of BGC-001 was presented and briefed to the Board.
 - 8.3.1. It was highlighted that BGC has reviewed and discussed the draft 2 of BGC-001 at its Feb meeting, and that this presented draft 2 does not include the received comments from BGC yet. Received feedback from BGC and Alireza will be incorporated into a revised draft for further discussion at upcoming BGC meetings.
 - 8.3.2. It was explained that the amendment to BGC-001 is to address the banking situations that certain Board Members from sanctioned countries who are not officially listed as Board Directors in the Companies Registry, the banks and other authorities. However, DotAsia would hope to include them as best as possible in all other processes that they could fully participate in the Board.
- 8.4. Major edits were highlighted:
 - 8.4.1. A subsection of Honorary Chair was added.
 - 8.4.2. An additional part for Observers was added to emphasize that other than for the listing in the Companies Registry, banking purposes and other official documents for relevant authorities, Observers serve on the Board as other Board Members.
 - 8.4.3. An additional part for consensus basis was added to include cases where determining the direction of the Board is needed.
- 8.5. It was reported that comments were received from BGC that the designation and terminologies for Honorary Chair and Observers may need to be further revised. Further legal advice is also required on the amendments to ensure the legality and appropriateness.
- 8.6. With reference to the concept of consensus basis in BGC-001, draft edits to BGC-002 on consensus process and collective responsibility were presented and briefed to the Board.
 - 8.6.1. It was highlighted that the concept is that in the cases where determining the direction of the Board is needed, and an informal poll is taken, Board Directors as well as Observers are equally to take part in such polls.
 - 8.6.2. Thereupon the consensus position is established based the results of such polls and recorded as appropriate with the reference to section 7.2 (e.g., full consensus, consensus, strong support with significant opposition, etc.).

- 8.7. It was highlighted that draft amendment to DotAsia AA is subjected to change based on the adopted BGC-001 and BGC-002.
- 8.8. Question was raised on the consensus basis as the minority.
 - 8.8.1. It was explained that minority views could be included while the majority views would be considered as general consensus, which follows the conceptual definition of consensus that is common in Internet governance discussions such as ICANN and IETF.
 - 8.8.2. In case the Board's direction is to be determined, the concept is that informal polls can be conducted whereby Board Directors and Observers can equally take part. Based on the poll result, different kinds of consensus could be designated to move forward and record the decision of the Board appropriately, such as (a) full consensus, (b) consensus, (c) strong support but significant opposition, (d) divergence (also refer to as no consensus), and (e) minority statement.
 - 8.8.3. It was clarified that in the cases the consensus is designated as (a) full consensus, (b) consensus or (c) strong support but significant opposition, the decision would essentially be considered as adopted with majority of the Board.
 - 8.8.4. It was commented that with the experience of Directorship in other organizations, when a decision is taken by the Board, even if certain Directors abstained or objected, the abstained or objected Directors are also responsible for the decision and must work together with the Board as a whole.
 - 8.8.4.1. It was also commented that the consensus basis could show transparency to Members on how discussions were made.
 - 8.8.4.2. It was further commented that discussions on this specific issue from other organizations concluded that listing who voted for and against a certain motion might give a wrong implication for not taking responsibility as they are not part of the decision making, and undermine the collective and joint responsibility of the Board.
 - 8.8.4.3. It was highlighted that the Board as a whole should take the responsibility and own all the decisions made.
 - 8.8.5. Concern was raised on the effect of Honorary Chair to have an Observer serve as the Chair.
 - 8.8.6. Concern was also raised on the received opposition from certain Board Director on officially clarifying the uncertain status similar to an observer as it was adopted by previous Board and has been in place for years.
- 8.9. Further discussions on BGC-001 and BGC-002 to be continued at BGC.

9. MSRS.TL Demo

- 9.1. With reference to the tech team updates in Nov 2021 Board meeting, a suggestion was put forward on having a demo session for the Board of the MSRS.TL system.
- 9.2. Background of the MSRS.TL system deployed for ANC in Timor Leste was presented to the Board, and demonstration of the functionalities was conducted.

10. Community Updates

10.1. NetMission.Asia

10.1.1. It was reported that 40 ambassadors were selected, where 29 of them achieved full attendance of all training sessions. Training session of NetMission Academy 2022 was concluded, and an additional closing ceremony will be held on Feb 27, 2022.

10.1.2. In addition to collaborations within Asia Pacific, it is expected to have more global collaborations since the Global IGF will be back to Asia in 2023. NetMission and AP yIGF would take this opportunity to collaborate more with the youth community in different regions.

10.2. APriIGF

10.2.1. APriIGF 2022 is planning to be held in hybrid model in collaboration with APNIC in Sep 2022.

10.2.2. Working groups at APriIGF are discussing program design and measures to ensure both onsite and online participants could participate equally.

10.2.3. APriIGF is also targeted to strengthen the connection and engagement with Japan to prepare for IGF 2023.

10.3. EcoInternet.Asia

10.3.1. It is planned to post a short animation of EcoInternet.Asia. Updates will also be provided to Members at the AGM 2022.

10.4. General IG Updates

10.4.1. In addition to APriIGF and NetMission, DotAsia also participates in broader global Internet Governance discussions including the global IGF and through the National and Regional IGF initiatives (NRIs) network.

10.4.2. IGF 2022 is planned to be held in Ethiopia during Nov 20 – Dec 2, and NRI activities are being planned.

10.4.3. It was reported Jennifer was nominated through the NRIs network to participate in an expert group meeting (EGM) at the UN level. This particular group will discuss a wider strategy and the future of the IGF beyond 2022, including aligning the IGF towards the common agenda as published by the UN Secretary General.

10.5. Maureen expressed appreciation for the works from the DotAsia team in the community within the Asia Pacific region.

11. Financial Updates

11.1. Monthly Financial Reporting

11.1.1. Financial report for Oct 2021 – Nov 2021 prepared by Fusion was presented and briefed to the Board.

11.1.2. It was highlighted that a new fiscal year has started from Oct 1, 2021, and the annual figures for the fiscal year ending Sep 2021 are unaudited.

- 11.1.3. It was also highlighted that the annual projection for the fiscal year ending Sep 2022 is based on the 2 months actual projected linearly to a full year, as such, the projection does not take into consideration seasonality and becomes more accurate as the year progresses.
- 11.1.4. It was highlighted that the salary allocations to DotAsia Foundation and Namesphere are based on the work-time allocation in 2021, which will be updated at the year end when actual worksheets are submitted for work-time allocation.
- 11.2. Updates on DotAsia Foundation Financials
 - 11.2.1. P&L statement of DotAsia Foundation for Oct 1, 2020 – Sep 30, 2021 was circulated via email, presented and briefed to the Board.
 - 11.2.2. It was highlighted that income of DotAsia Foundation includes fees for IGFSa Secretariat, sponsorship for APriGF, EcolInternet Initiative grant from HBS, and subsidy from DotAsia for the community works.
 - 11.2.3. The amount of subsidy from DotAsia is calculated based on the income and expenses incurred to balance the profit and lost to zero, therefore, there is no profit or lost for DotAsia Foundation.
- 11.3. Audit Report for DotKids Foundation Ltd
 - 11.3.1. The audit report for May 12, 2020 – Sep 30, 2021 for DotKids Foundation Ltd prepared by Abacus CPA was presented and briefed to the Board. It was highlighted that the audit report had been presented and briefed to BFC for reference at Feb BFC meeting.
 - 11.3.2. DotKids Foundation was incorporated in May 2020 to be the registry operator entity that signs the contract with ICANN for .Kids TLD.
 - 11.3.3. The audit report is similar to the audit report of DotAsia Foundation Limited with standard paragraphs.
 - 11.3.4. It was highlighted that the Directors are temporarily Edmon CHUNG and Rebecca CHAN, which will be updated once the new governing body is established. Based on the received comment from BFC and consultation with auditor, an additional paragraph of clarification was added, stating that directors are staff representatives from the sole member DotAsia Organisation Limited, and will be replaced within 36 months of the execution of the Registry Agreement with ICANN.
 - 11.3.5. The account receivable was clarified as the deposit for the bank to issue a letter of credit to fulfil the COI requirement from ICANN in order to sign the Registry Agreement with ICANN. Since the amount was offered by DotAsia Organisation at this point, the current liability was accounted as due to the sole member.
 - 11.3.6. Question was raised on account receivable from ER3 Limited.
 - 11.3.6.1. It was clarified that the account receivable from ER3 was incurred because the letter of credit was issued in the name of ER3 Ltd, which is the same arrangement for .BOX and .SPA, given the difficulties of maintaining such instrument by Namesphere or DotAsia due to the banking issues.
 - 11.3.6.2. It was clarified that the money for deposit comes from DotAsia and being held by the bank to issue the letter of credit, where

ER3 acts purely as an agent to facilitate the issuance of the letter of credit. When the letter of credit is done, or the COI requirement is no longer required by ICANN, the fund will be released by the bank through ER3 and returned to DotAsia. Therefore, the current liabilities was accounted as due to the sole member.

11.4. Financial Reporting at the AGM 2022

11.4.1. It was reported that Fusion FS will be joining the AGM 2022 to present the year end financials for the period of Oct 2020 – Sep 2021 for DotAsia Organisation.

11.4.2. The presentation will be on the DotAsia Organisation company level only since the consolidation version is still pending from Mazars.

12. Preparations for AGM 2022

12.1. Draft slides for AGM 2022 were presented and briefed to the Board.

12.2. It was noted that draft slides of the Election Committee report on the Board Elections 2022 were reviewed by the Elections Committee, and draft slides of Board Committee Reports were reviewed by the respective Board Committees.

12.3. It is planned to have a Member Resolution to continue to appoint Mazars as auditors for DotAsia.

12.4. It was highlighted that DotAsia anticipates a deficit budget in 2022 – 2023 due to legal provisions, and will aim for a balanced budget in 2023 – 2024.

12.5. It was suggested to limit the Elections Report and Board Committees Reports to 5 minutes each to spare time for answering questions from Members.

12.6. The strategic direction for the DotAsia team in 2022 was presented as Asia Pacific Collaboration & Solidarity: to expand Member engagement to Co-Sponsor Members, to foster collaborations between Members, and to enhance Asia Pacific solidarity through expanding Asia Pacific regional IG work.

12.7. In terms of operational preview in 2022, DotAsia will be working on DNS abuse collaborations & engagement, launching of .Kids, and proactively seeking resolution of lawsuits and disputes.

12.8. It is planned to announce the collaboration with TWNIC to tackle Anti-phishing and DNS abuse issues before the start of AGM 2022.

12.9. There was suggestion on setting a growth target in the strategic direction. It was explained that the growth target of registrations will be included as presented in the Market Development & Plan (see section 6 above). It was highlighted that DotAsia set several targets of growth in early 2021 and DotAsia had exceeded those targets.

12.10. The first Board meeting with the new Board will be held immediately after the AGM 2022.

12.10.1. Proposed agenda was briefed to the Board for reference.

12.10.2. Since Maureen will be retiring from the Board, the BGC Chair will chair the first Board meeting instead.

13. Thank You to Retiring Board Members

- 13.1. The DotAsia Board thanks Maureen Hilyard for her tenure on the DotAsia Board, from 2016 to Feb 2022. Maureen served as the BGC Chair overseeing the development of BGC-001: Board Governance Framework and BGC-002: Code of Conduct, which defined formal processes for the DotAsia board, and thereupon became the first duly elected DotAsia Board Chair. It was remarked that Maureen played an important role in enhancing board policies, and her contributions and patience had been instrumental in ensuring DotAsia's processes continue to be improved, effectively executed, and that her steady leadership on the Board, especially as the Organisation is facing various attacks, is greatly appreciated.
- 13.2. The DotAsia Board thanks Nicole Chan for her tenure on the DotAsia Board, from 2020 to Feb 2022, and her active participation in the BGC and BCC.
- 13.3. The DotAsia Board thanks Billy Cheon for his tenure on the DotAsia Board, from 2020 to Feb 2022.

14. Next Board Meeting Schedule

- 14.1. Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were proposed as follows:
 - Feb 27 (AGM, HKT 16:30 – 18:00; Board Meeting after AGM, HKT 18:00 – 18:30)
 - Mar 30 (ICANN on Mar 7 – 10)
 - Apr 27
 - May 25
 - Jun 29 (ICANN on Jun13 – 16)