DotAsia

DotAsia Board Meeting Minutes

Date(s) & Time:	May 25, 2022 (Wednesday) 14:01 – 15:33 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	Santanu ACHARYA [a] Kashif ADEEL Satish BABU Andi BUDIMANSYAH Arthur CHANG [b] Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH [c] Ellen STRICKLAND [d] Leonid TODOROV Freda CHEUNG (DotAsia Team) [a] Joined meeting during Discussion Item 3.1. [b] Joined meeting during Discussion Item 4.1, left meeting during Discussion Item 7.2. [c] Joined meeting during Discussion Item 4.1, left meeting after Discussion Item 9.1. [d] Left meeting during Discussion Item 10.2.2.

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 when received from CTT.
2022.02.A02	Provide updates on hybrid APrIGF in Sep 2022 and options for F2F Board Meeting to the Board.	Edmon CHUNG	To be updated as APrIGF venue arrangements are updated.
2022.05.A01	Bring the discussion of IDN Label Generation Ruleset in Tibetan script to the BCC.	Edmon CHUNG	In progress.
2022.05.A02	Bring the issue of budget adjustment and preparations of financials to BFC for further discussion.	Edmon CHUNG	

No.	Resolutions / Decisions:
2022.05.004	Board Meeting Minutes (May 18, 2022) • Approval of Board Meeting minutes of May 18, 2022.

No.	Resolutions / Decisions:
	Approved, with no objections.
2022.05.005	**Budget 2022-2024** RESOLVED that the Board adopts the Budget 2022-2024 provisionally, with the understanding that the BFC continues to work on considerations for further containing costs, along with a plan for income expansion, and that the budget be revised for further adoption in 6 month's time. Resolved.
2022.05.006	**.ASIA Community Reserved Names Policy** • Adoption of .ASIA Community Reserved Names Policy (draft 2) Adopted unanimously.

Discussions:

1.   Roll Call

1.1.   With no objection from Board Members present, Murad IBRAGIMOV chaired the Board Meeting on May 25, 2022 as the BGC Chair until a new Board Chair is elected.

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 (May 18, 2022)

4.1.   Latest version of Draft 1.1 was presented and action items were briefed to the Board.

4.2.   The May 18, 2022 Board Meeting minutes were approved with no objections. (2022.05.004)

5.   Board Chair Election

5.1.   Board Chair Election Process

5.1.1.   It was recited that nomination process was completed at the Special Board Meeting on May 18, 2022. There were 2 candidates from the nomination, Leonid TODOROV and Satish BABU.

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5.1.2. Voting procedures were briefed to the Board. Edmon administered the Board Chair Elections.

5.1.3. There was a discussion on considering a Co-Chairs model to utilize the expertise and experiences of both candidates.

5.1.3.1. It was noted that the former Board discussed the issue during the Board Chair Election 2021, and sought legal advice on this particular issue. Received legal advice suggested that it is acceptable for DotAsia Board to appoint Co-Chairs if the Board sees fit.

5.1.3.2. It was commented that the role of DotAsia Board Chair and Committee Chair is more like a moderator to facilitate participants to speak up, it is not too important to have a Co-Chair. Also, since DotAsia does not have experience with Co-Chairs, it was suggested to stick to the existing structure.

5.1.3.3. It was commented that implementation of Co-Chairs may require policy amendment, which is an important matter that requires time for thorough discussions. It was suggested to continue with the Board Chair Elections as planned, and the Board could resume the discussion on Co-Chairs later.

5.1.3.4. Question was raised as to whether the DotAsia M&A allows a Co-Chairs model. It was clarified that received legal advice suggested that it is acceptable for DotAsia to appoint Co-Chairs.

5.1.3.5. It was commented that a Co-Chairs model would be a progressive and effective way of increasing Board efficiency and effectiveness. Although there was a disagreement on the Co-Chairs model, a robust discussion among Board Members is well appreciated.

5.2. Board Chair Election Voting

5.2.1. There was a total of 10 votes from 10 Board Members being counted.

5.2.2. Voting Results (for Board Chair Elections 2022) were presented:
- Leonid TODOROV: 8 votes
- Satish BABU: 2 votes

5.2.3. Leonid TODOROV was elected the Board Chair.

5.2.4. Leonid expressed appreciation for the support from the Board, and it was an honor to have Satish as a contender.

5.3. Leonid chaired the remainder of the meeting as the new Board Chair.

6.   Budget 2022-2024 (2022-2023)

6.1. The 2022 – 2024 draft budget was presented to the Board. It was noted that the same document was presented to the BFC and the Board over the past few months.

6.2.   It was explained that a deficit budget is expected for 2022-2023, and that it is anticipated that once the lawsuits are settled, DotAsia will return to a surplus budget in 2023-2024.

6.3.   Based on discussions at the BFC, it was recommended to provisionally accept the budget 2022-2024 and follow through the cost optimization scheme on a few highlighted items, and then further adjust the budget in the coming months. A draft resolution was presented and briefed to the Board for consideration.

6.4.   It was highlighted that the budget should be a living document, which could be updated when needed.

6.5.   It was suggested to include the number of domains under management as a target in the budget in addition to cash-based indicators.

    6.5.1.   It was explained that the suggestion was noted and implemented last year with a target of monthly new creates set and exceeded in 2021.

    6.5.2.   As mentioned in the BFC meeting, it is planned to invite the market development team to join the next BFC meeting to present and discuss a detailed plan, and incorporate such considerations into the budget where appropriate.

6.6.   It was suggested that more time is needed to review the budget and that information of previous budgets be presented for comparison.

    6.6.1.   It was noted that the proposed budget and previous data were shared several times at the BFC as well as to the Board.

    6.6.2.   It was also noted that the current plan is to provisionally adopt the budget with a possible subsequent revision thereof within the next 6 months.

6.7.   There was a suggestion to separate the budget of Namesphere as a DotAsia's subsidiary from the budget of DotAsia.

    6.7.1.   It was explained that regardless of whether Namesphere would operate its own budget, the proposed budget reflects allocations for the work and projects that DotAsia is currently doing. Meanwhile, it would be an accounting process with Namesphere on how the allocations are reconciled.

    6.7.2.   Question was raised on whether it is aligned with global practice and whether it is a good practice to bookkeep a subsidiary's costs on a parent company's balance sheet. It was noted that the global practice is that each company should have their own financials, and consolidated financials should also be prepared for the companies under the same parent company.

    6.7.3.   It was suggested to bring the issue to BFC for further discussion. (2022.05.A02)

6.8.   The Board discussed and agreed to adopt the Budget 2022 – 2024 provisionally, with the understanding that the BFC continues to work on considerations for further containing costs, along with a plan for income expansion, and that the budget be revised for further adoption in the 6 months' time. Resolved with 3 objections and 1 did not vote. (2022.05.005)

7.   Community Reserved Names Policy

7.1.   BOARD-Draft 2 of Community Reserved Names Policy was presented to the Board. Comments received from BCC and the Board were incorporated.

7.2.   Concern was raised that wording of some clauses may affect legitimate interests of domain name holders.

    7.2.1.   It was clarified that the policy does not affect any DNS, WHOIS or EPP processes. The reserved name list would only add a safety net to protect registrants in case renewal had been forgotten. The reserved domain will not return to the general available domain pool for other registrant.

    7.2.2.   It was also highlighted that the approval process would include considerations from AC, BCC, as well as the full Board.

7.3.   It was commented that the policy has gone through several rounds of community consultation and their results were incorporated therein as a part of a good and robust process.

7.4.   Draft 2 of the Community Reserved Names Policy was adopted unanimously. (2022.05.006)

8.   Board Paper on Board Observers: Roles, Responsibilities and Processes

8.1.   A draft template and a strawman Board Paper was presented and briefed to the Board. It was noted that both documents were presented and briefed to BGC as well at previous BGC meeting.

8.2.   It was discussed and agreed to have BGC further review, and then bring back to the Board for consideration when appropriate.

9.   Board Committees Updates

9.1.   It was proposed and agreed to defer the updates to the next Board Meeting.

10.   Operations & Financial Updates

10.1.   .Asia Registry Operations (Monthly Scorecard), .Asia Market & Community Development Updates

    10.1.1.   Edmon provided a report on the .Asia Registry Operations Monthly Scorecard (summary circulated via email), and a briefing on .Asia Market Development activities.

    10.1.2.   It was highlighted that DotAsia worked with a number of registrars to highlight their works during the Asian American Pacific Islander Heritage Month in May.

    10.1.3.   It was reported that as a co-organiser of the ICANN APAC-TWNIC Engagement Forum during May 12-13, 2022, DotAsia staff contributed to 5 sessions as speakers and moderators.

    10.1.4.   It was reported that the EcoInternet Index was fully launched and a press release was published, concluding all of the work deliverables for the pilot study in 2021. It was highlighted that HBS, the funder of EcoInternet Index, expressed willingness to continue to support DotAsia and expand the work in 2022.

10.1.5.   APrIGF 2022 is confirmed to be held with a F2F component in Singapore on Sep 12-14, and will be co-located with APSIG and APNIC 54.

10.1.6.   It is planned to have a F2F Board Meeting on Sep 7 & 8, 2022, which is shortly before the start of APSIG, APrIGF and other Internet Governance events.

10.2.   Monthly Financial Reporting

10.2.1.   The monthly financial report for Oct 2021 – Feb 2022 including a profit & lost statement and balance sheet prepared by Fusion was presented and briefed to the Board, where were included.

10.2.2.   It was reported that BFC discussed and agreed to schedule a meeting for interested Board members to go through the structure and details of the monthly financial reporting.

11.   Next Board Meeting Schedule

11.1.   Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were proposed as follows:

- Jun 29   (ICANN on Jun13 – 16)
- Jul 27
- Sep 7 & 8   (F2F meeting in Singapore; APSIG 9 – 11, APrIGF Sep 12 – 14, APNIC Sep 12 – 15, ICANN Sep 17 - 22)

12.   Closing Remark

12.1.   The Board expressed appreciation to Satish and Murad for helping to chair Board Meetings before a new Chair is elected.