

DotAsia Board Meeting Minutes

Date(s) & Time:	July 27, 2022 (Wednesday) 14:01 – 15:40 (HKT)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA^{*c} Kashif ADEEL Satish BABU^{*d} Arthur CHANG Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH^{*b} Ellen STRICKLAND^{*a*d} Leonid TODOROV Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Andi BUDIMANSYAH</p> <p>^{*a} Joined meeting during Discussion Item 1.1. ^{*b} Joined meeting during Discussion Item 5.1. ^{*c} Left meeting during Discussion Item 7.4. ^{*d} Left meeting during Discussion Item 11.2.</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 when received from CTT.
2022.05.A01	Bring the discussion of IDN Label Generation Ruleset in Tibetan script to the BCC.	Edmon CHUNG	In progress.
2022.07.A01	Coordinating meeting with DotAsia legal counsel and then with Joel/DotPH regarding mediation.	Edmon CHUNG and BoardSec	Meeting with legal counsels scheduled for Aug 12.

No.	Resolutions / Decisions:
2022.07.001	<p>Board Meeting Minutes (June 29, 2022)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of June 29, 2022. <p>Approved, with one abstention from Joel DISINI.</p>

No.	Resolutions / Decisions:
2022.07.002	<p>Appointment of banking signatory</p> <ul style="list-style-type: none">Approval of appointing Arthur CHANG (CHANG, Che Hang) to be a new banking signatory. <p>Approved unanimously.</p>

Discussions:

1. Roll Call

- 1.1. Leonid chaired the Board meeting on July 27.
- 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 one suggestion, agenda item 2.3 is to move as the first discussion item and the agenda was accepted.

3. Updates of SOI (Statement of Interest)

- 3.1. Edmon updated that he had received and accepted an invitation to join the advisory board of the Malaysia-based Security Matters (www.securitymatters.asia) NG initiative. The Board unanimously endorsed the nomination and congratulated Edmon on it.

4. Approval of Board Meeting Minutes (June 29, 2022)

- 4.1. Latest version of Draft 1.1 was presented and action items were briefed to the Board.
- 4.2. The June 29, 2022 Board Meeting minutes were approved with one abstention from Joel DISINI. (2022.07.001)

5. Preparations for Entering into Mediation (Namesphere)

- 5.1. It was clarified that DotAsia has expressed its intent and interest to proceed towards meditation. It was noted that DotAsia should seek legal advice on details of how the mediation should proceed in the best interest of DotAsia. DotAsia may or may not agree with the suggestions proposed by Joel/DotPH as the litigant against DotAsia including the scope, format, etc, but will seek legal advice to negotiate in good faith parameters for DotAsia to engage in the mediation.
- 5.2. It was suggested as the next step that the Board should meet with the current legal counsels to understand the situation and consider the strategic approach.
- 5.3. A question was raised as to whether there has been a formal decision to move forward the mediation. It was commented that there was no formal agreement for the endorsement of the direction.

- 5.4. Joel/DotPH raised the issue of staying in the litigation. It was noted that neither the litigant nor DotAsia is pushing to proceed forward with the litigation and have agreed in the direction towards mediation.
 - 5.4.1. It was pointed out that most of the Board members are not lawyers but they should understand the ramification of a formal “stay” of the case and should not take advice from the litigant.
 - 5.4.2. It was generally agreed that the litigation should be paused to allow the anticipated mediation but that legal advice should be sought before making decision upon any court actions for a formal “stay” of the case.
- 5.5. The issue of changing legal counsels was raised and it was noted that the issue is being considered by the BGC and discussions would be deferred to the next BGC meeting.
 - 5.5.1. A question was raised if Edmon has a conflict of interest with DotAsia having a common legal counsel. It was pointed out that this matter was discussed in the past meetings and no conflict of interest has been established to date. If indeed a separate legal council is required, an option is for Edmon to obtain one.
 - 5.5.2. There were comments that it would be important to investigate whether there is a conflict of interest with Edmon and DotAsia having the same legal counselor and it should be discussed at the next BGC meeting if an independent lawyer should be hired to review the matter.
 - 5.5.3. It was noted that if DotAsia were to change legal counsel, it would consume a lot of time and involve additional legal fees for the new lawyers to catch up with the current status.
 - 5.5.4. It was also noted that the litigant is advocating before the Board to replace the current lawyers and that the Board should consider if DotAsia’s current legal strategy actually works, hence such a request from the plaintiff to remove the current lawyers.
 - 5.5.5. There was a suggestion to consider if there are potential impacts on DotAsia’s insurance if the lawyers are changed in the midst of litigation.
 - 5.5.6. The discussion regarding changing the lawyers to be resumed at the F2F Board meeting in September.
- 5.6. A question was raised asking if DotAsia rejected mediation and a request was made to provide supporting evidence for authorization of such an instruction. It was clarified that the documents filed to the court were circulated amongst board members, except for Joel. It is confirmed that DotAsia accepted and intends to go into mediation.
- 5.7. There was a suggestion for arbitration as an alternative to mediation and litigation. It was noted that arbitration is a procedure different from mediation and that the DotAsia Board is not to play a role of a judge on the litigation.
- 5.8. Most of the Board members agreed on hearing the current legal counsels’ perspective on the conflict of interest and on the strategic approach to the mediation before making further decisions.
- 5.9. It was noted that a meeting with the current legal counsels of DotAsia will not include Joel as the litigant against DotAsia. It was proposed that the meeting with legal counsels should be scheduled prior to the F2F meeting in September.

- 5.10. Joel/DotPH suggested that the DotAsia Board should also hear from the lawyers representing the litigant against DotAsia. There was a consensus on a separate meeting with DotPH's lawyer after the Board (excluding Joel) has met with DotAsia's current lawyers.
 - 5.10.1. It was noted that the meeting should be held without prejudice.
 - 5.10.2. It was suggested that the Board should consider if the DotAsia lawyers should be present for the meeting with Joel/DotPH's lawyers.
 - 5.10.3. It should be noted that the meeting should be informational and that the Board should be cautious of legal advice given by the opposing party's lawyer.
- 5.11. It was concluded that the DotAsia team will coordinate with the current legal counsels of DotAsia for a meeting in the next week or later with the target date being Friday Aug 5, and a meeting with Joel/DotPH be organized after that. (2022.07.A01)

6. Strategic development reporting

- 6.1. It was commented that the purpose of reviewing the reports provided by the CEO at the monthly meetings is to oversee the objectives and goals of the CEO's performance.
- 6.2. Edmon explained the contents of the regular report given to the Board at the monthly Board Meeting, which included the following components:
 - 6.2.1. On .Asia Registry Operations: Summary of key statistics (DUM, domainCreates, top registrars, etc.) with special highlights on renewal (and year to date total renewals +/-%) and incoming deposits (along with 6-mth and 12-mth moving averages).
 - 6.2.2. On DotAsia Operations: Market and registrar relations highlights; Social media themes and engagement; and, Community project progress and highlights.
- 6.3. It was requested that the current report be recirculated as is across the Board for review and further consideration thereof can be proposed at a later time.
- 6.4. Edmon further presented on the strategic direction that has been set in the previous years prior to the DotAsia AGM and presented to members at the AGM.
 - 6.4.1. The strategic directive set out for 2022 is: Asia Pacific Collaboration & Solidarity – Expand Member Engagement, Foster Collaborations between Members & Enhance Asia Pacific Solidarity.
 - 6.4.2. It was reported that progress has been made with the joint event of APNIC, APriGF and APSIG being held together for the first time in Singapore this year, as well as the mutual trusted notifier on DNS abuse with TWNIC, which is a model that will be extended to collaborations across different Sponsor (ccTLD) members.

7. Registry Operations Updates

- 7.1. Edmon provided a report on the .Asia Registry Operations, and a briefing on .Asia Market Development activities. It was highlighted that there is seasonality in

renewals and that both renewals and incoming deposits remain at a steady and healthy rate.

- 7.2. It was reported that a low-cost promotion of .COM registrations creates some market pressure and that .Asia responds thereto with price promotions as well.
- 7.3. In terms of social media, it was presented that DotAsia continues following sports and other activities that take place in Asia.
- 7.4. It was noted that .KIDS Trademark Clearinghouse (TMCH)- based sunrise will begin on Aug 11, 2022 with further launch stages scheduled through the remainder of the year, and the general availability phase starting Nov 29, 2022.
- 7.5. It was reported that APIGA is going to be held in Seoul (Aug 16-20), DotAsia and the Netmission team will be there supporting the activities. For APriGF while it is going to happen in Singapore in September, as it will include an important online component, it was noted that the entire team at DotAsia will gradually be involved in supporting the activities during the week of the event.

8. Financial Updates

- 8.1. Monthly financial report for Oct 2021 – Apr 2022 prepared by Fusion was presented and briefed to the Board.
- 8.2. It was noted that there was a decrease in the cost of services and gross profit vis-a-vis last year. It was also noted that there is profit from operations.
- 8.3. The breakdown of the major expenses was also shared.
- 8.4. The issue of banking signatory was raised, and it was suggested that since it will take more time to have Kashif be added as a new banking signatory, DotAsia should appoint another banking signatory as an interim solution. It was resolved to appoint Arthur as another banking signatory. (Resolution No. 2022.07.002)

9. Board Community Engagement Support (BFC 003) Policy

Discussion deferred to next meeting.

10. Board Committees Updates

Discussion deferred to next meeting.

11. AOB

- 11.1. Board and Board committees' meeting schedule
 - 11.1.1. Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were proposed as follows:
 - Sep (F2F) 7-8 APriGF Singapore (APNIC & APSIG Sep 8-16)
 - Oct 26 ICANN Sep 17-22 KL
 - Nov 23 IGF Nov 28-Dec 2 (Abbis Ababa)
 - Dec 21
 - 11.1.2. Based on the discussion from the Jul 2022 Board meeting, the upcoming Board Committees' meeting schedule were proposed as follows:
 - Aug 2022:

- BCC Week of Aug 15
- BGC Week of Aug 22
- BFC Week of Aug 29
- Sep 2022:
 - No Board Committee meetings after F2F meeting (APrIGF and ICANN)
- Oct 2022 (new rotation):
 - BFC Week 1
 - BGC Week 2
 - BCC Week 3

11.2. F2F Board Meeting Sep 2022

11.2.1. A rough block schedule is drafted as follows:

- Sep 6 (Tue) – Day 0
 - Arrival
- Sep 7 (Wed) – Day 1
 - 0900-0930: Administrative
 - 0930-1100: Market Development
 - 1100-1230: Strategic Dev & Ops
 - 1230-1400: LUNCH
 - 1400-1530: Financial Reports Workshop
 - 1530-1700: Namesphere Related Matters
 - 1700-1830: Legal Related Matters
 - 1900 DINNER
- Sep 8 (Thu) – Day 2
 - 0900-1000: Community Projects
 - 1000-1130: Gov Outreach Workshop
 - 1130-1230: Other DotAsia works
 - 1230-1400: LUNCH
 - 1400-1500: Financial Updates
 - 1500-1600: Wrap-up and Next Steps

11.2.2. It was confirmed that the F2F meeting in Singapore will be held in York Hotel, which is 10 min's walk away from the APrIGF/APNIC/APSIG venue.

12. Legal updates

Updates to be provided over email separately to Board members, excluding Joel.