

DotAsia Board Meeting Minutes

Date(s) & Time:	<p>Dec 21, 2022 (Tue) 1:00 PM – 3:04 PM (HK Time)</p> <p>Dec 23, 2022 (Fri) 5:00 PM – 5:41 PM (HK Time)</p>
Location:	<p>Zoom Meeting Room: https://aji.asia/zoomboard</p>
Attendees (2022.12.21):	<p>Santanu ACHARYA^{*b} Kashif ADEEL^{*c} Satish BABU Andi BUDIMANSYAH^{*a} Arthur CHANG^{*d} Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH^{*e} Leonid TODOROV</p> <p>Nick CHAN (SPB legal counsel) Bryan CHAN (SPB legal counsel) Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies Ellen STRICKLAND</p> <p>^{*a} Joined during discussion item 3.2 ^{*b} Joined during discussion item 3.3 ^{*c} Left during discussion item 6.2 ^{*d} Left during discussion item 9.5 ^{*e} Left during discussion item 10.6</p>
Attendees (2022.12.23):	<p>Santanu ACHARYA Kashif ADEEL Satish BABU^{*b} Andi BUDIMANSYAH Edmon CHUNG Murad IBRAGIMOV^{*a} Leonid TODOROV</p> <p>Nick CHAN (SPB legal counsel) Bryan CHAN (SPB legal counsel) Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent Arthur CHANG Joel DISINI Alireza SALEH Ellen STRICKLAND</p> <p>^{*a} Joined during discussion item 12.7 ^{*b} Left during discussion item 12.8</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.
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.
2022.12.A01	Coordinating the special board meeting for Board Election 2023.	Edmon CHUNG, BoardSec	Completed.
2022.12.A02	Scheduling first new Namesphere Board onboarding meeting.	Edmon CHUNG, BoardSec	Originally confirmed for Dec 28 but requested to be rescheduled at the last minute by Directors.
2022.12.A03	Obtaining auditor's confirmation on receiving Namesphere's internal financial data.	Rebecca CHAN	Completed.
2022.12.A04	Refer .TJ situation to Election Committee for consideration.	BoardSec	Completed.

No.	Resolutions / Decisions:
2022.12.001	<p>Board Meeting Minutes (Nov 2, 2022)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Nov 2, 2022. <p>Approved, with one abstention from Joel DISINI.</p>
2022.12.002	<p>Board Meeting Minutes (Nov 29, 2022)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Nov 29, 2022. <p>Approved, with one abstention from Joel DISINI.</p>
2022.12.003	<p>Adoption of Board Governance Policy Document:</p> <ul style="list-style-type: none"> BGC-004: Board Elections Procedures (Version 1.5) <p>Resolved.</p>
2022.12.004	<p>Seating of Election Chair and Election Committee 2023</p> <ul style="list-style-type: none"> Election Chair: Ms. Cheryl Langdon-Orr Election Committee Co-Sponsor Members community representative: to monitor election for seat(s) returned from the Sponsor Member category: Mr. Kuo-Wei Wu (TWIGF)

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> • Election Committee Sponsor Members community representative: to monitor election for seat(s) returned from the Co-Sponsor Member category: Mr. Andrew Molivurae (.vu) <p>Resolved.</p>
2022.12.005	<p>Timeline for Board Elections 2023 and AGM</p> <ul style="list-style-type: none"> • December 22, 2022 (Thu) – Seating of the Board Election Committee • December 23, 2022 (Fri) – Nomination Period Begins (4 weeks) • January 20, 2023 (Fri) – Nomination Period Ends • January 29, 2023 (Sun) – Nominations Report sent to the Board • January 30, 2023 (Mon) – Voting Period Begins (2 weeks) (if necessary) • February 3, 2023 (Fri) – Call for Annual General Meeting (AGM) • February 13, 2023 (Mon) – Voting Period Ends • February 26, 2023 (Sun) – Annual General Meeting • February 26, 2023 (Sun) – New elected Board members assume office <p>Resolved.</p>

Discussions (2022.12.21):

1. Roll Call

- 1.1. Leonid chaired the Board meeting on Dec 21, 2022.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Updates of SOI (Statement of Interest)

- 2.1. There are no SOI updates from Board Directors.

3. Approval of Board Meeting Minutes (Nov 2, 2022 & Nov 29, 2022)

- 3.1. The latest version of Draft 1 of the Nov 2, 2022 meeting minutes was presented and the action items were shared with the Board.
- 3.2. A question was raised about the status of the settlement of the Namesphere litigation in Ontario. It was reported that the Board Exco met with the Canadian and Cayman legal counsels, and it was clarified that based on in their opinion, there was no indication that CEO has any conflict of interests.
- 3.3. A question was raised about sharing the settlement information with the Namesphere board. It was commented that once the date of the new Namesphere board meeting is confirmed, the information will be provided to the Namesphere board members. It was also clarified that shareholders of Namesphere will be provided with the information as well.
- 3.4. The DotAsia Board meeting minutes for the meeting on 2022.11.02 was approved with one objection from Joel DISINI. (2022.12.001)

- 3.5. The latest version of Draft 1 of the Nov 29, 2022 meeting minutes was presented and the action items were shared with the Board.
- 3.6. A question was raised regarding the appointment of new Namesphere directors. It was clarified that the decision at the DotAsia Board level is an instruction to Namesphere and that the Namesphere Board makes the actual appointment of the individuals, which was completed during the DotAsia Board meeting on Nov 29.
- 3.7. A question was raised about progress in the work on Tibetan script IDN and respective authorities' consent thereto. It was noted that the issue is being handled with care and no work will be pursued without such consent.
- 3.8. Legal counsel (SPB) suggested minor wording adjustments to items 5.2, 5.6 and 6.1 of the draft minutes.
- 3.9. The Board meeting minutes on 2022.11.29 were approved with the suggested minor adjustments with one objection from Joel DISINI. (2022.12.002)

4. Board Elections 2023

- 4.1. It was reported that draft updates to the Board Elections Procedures (BGC-004) have been discussed at the previous BGC meeting. It was highlighted that based on feedback received, the BGC agreed to adopt Option A in regard to withdrawal of candidates. It was also noted that the Board Paper has been updated to reflect the BGC's opinion.
- 4.2. The Board Election Procedures (BGC-004) was adopted as updated. (2022.12.003)
- 4.3. An updated Notice of Board Election was presented. It was noted that the only change in the Notice is the addition of the remaining Board Director from the Co-Sponsor member category in the list of remaining Directors.
- 4.4. There was an exchange of opinions on the elections timelines. Some Directors proposed to postpone the election. It was noted that postponing the AGM and Board Elections may require changes to the DotAsia M&A.
- 4.5. There was a suggestion to seek legal advice from SPB on the issue. The Legal Counsel commented that they will need to study specific dates in order to provide a proper guidance on the matter.
- 4.6. It was further pointed out that for the past 10-15 years, DotAsia had the annual Board Election prior to the AGM, and the AGM was held in conjunction with the APRICOT meeting. While the latter's dates could vary from year to year, but generally remained in the same period of time.
- 4.7. It was noted that should the current Board arbitrarily opt for delaying the Board Elections, it would not contribute towards good corporate governance. It was also noted that in deciding on the matter, the Board should act in the best interests of the organization. It was highlighted that DotAsia has an onboarding program that allows newly elected Board members to effectively exercise their duties.
- 4.8. It was concluded that the decision on the Board Elections timeline is deferred until proper legal advice is received.
- 4.9. Implementation of Board Elections processes, including the appointment of scrutineer in accordance with BGC-004, retaining of a compliance administrator for during the election months, and the use of online voting platform were reported to the Board and agreed on.

- 4.10. The Elections Committee was seated as per the BGC's recommendation:
 - Election Chair: Ms. Cheryl Langdon-Orr
 - Election Committee Co-Sponsor Members community representative: to monitor election for seat(s) returned from the Sponsor Member category: Mr. Kuo-Wei Wu (TWIGF)
 - Election Committee Sponsor Members community representative: to monitor election for seat(s) returned from the Co-Sponsor Member category: Mr. Andrew Molivurae (.vu) (2022.12.004)
- 4.11. A question was raised regarding applications received for Membership under the co-Sponsor category. It was explained that in the last Board meeting, the Board deferred acceptance of the applications and suggested the DotAsia team engage with the applicants in collaborative initiatives related to DotAsia's activities. A further comment was raised that the DotAsia M&A did not specify that Co-Sponsors must be an AP* organization. It was noted that the matter should be further discussed at the BGC and future meetings.

5. CEO position updates

- 5.1. It was reported that the post for the CEO position has been setup on the DotAsia website and there were uncertainties regarding the engagement of HR companies. It was agreed that the post should be released as is.
- 5.2. It was further discussed that organizational performance and succession planning should be considered as a part of the process. It was noted that in terms of organizational, leadership and board performance, two sets of self-assessment surveys have been proposed and remained outstanding since the Singapore F2F meeting.
- 5.3. A question was raised as to though the Board survey is defined as a "self"-evaluation, some of its questions are about the Board's collective performance. It was clarified that the survey is intended for the Board's self-evaluation.
- 5.4. It was suggested that Board elections is the best and only means to review the Board's performance. It was concluded that Board directors can take the self-assessment test at their discretion as a pilot project.

6. Updates of Budget 2022 - 2024

- 6.1. The updated DotAsia budget for 2022-2024 was presented. It was noted that the same had been discussed in the October BFC meeting as per the Board directive in May 2022, and that the BFC recommends the updated budget for Board's confirmation. It was highlighted that the key update is the increase of DUM of 3%.
- 6.2. A question was raised about the potential market size of .Asia and how .Asia is benchmarked against similar TLDs. It was noted that the question is not directly related to the budget. It was further explained that DotAsia generally benchmarks itself against new gTLDs, and that the performance of .Asia is comparable to the overall statistics of new gTLDs as reported by ICANN.
- 6.3. Further comments were raised in considering benchmarking against .EU and .Africa. It was suggested that further discussions on the matter should be held at future F2F meetings.
- 6.4. With no further questions or objections, the Board made a notice of the updated budget statement.

7. Board Community Engagement Support (BFC-003) Implementation

- 7.1. It was reported that the Board Community Engagement Support Policy (BFC-004) was adopted in September and that an online form has been set up and link provided in the materials to Board Directors.
- 7.2. An implementation update of the Board Community Engagement Support was reported with a note that Satish BABU and Kashif ADEEL have utilized the support for IGF 2022 and they were comfortable with the process.

8. DotAsia Operation Updates

- 8.1. Updates on the .Asia registry operations, market development and social media activities were delivered. There was also shared a Report on the completion of the launch for .KIDS.
- 8.2. It was also highlighted that Phyto has been featured at the closing plenary at the United Nations IGF 2022.

9. Financial Updates

- 9.1. It was noted that the monthly financial report has been circulated and discussed at the BFC meeting.
- 9.2. A question was asked as to whether the newly added banking signatories have any concerns given that they now have access to DotAsia's bank accounts. It was commented that a Board Director should not intervene with operations unless specific concerns were raised.
- 9.3. A question was raised regarding Namesphere financial reports from 2019 to 2021. It was explained that the financials have been circulated and reported at respective AGMs for Namesphere shareholders.
- 9.4. A question was raised on whether KSHK received financial data to proceed with the audit. It was reported that information has been provided and the auditor is in the process of producing the report. It was suggested that a confirmation is sought from the auditor.
- 9.5. It was noted that related matters should be deferred to the first meeting of the new Namesphere board whose date is yet to be scheduled.

10. AOB

- 10.1. It was noted that once legal advice is received from SPB, a Special Board Meeting is to be held on the 23 or 24 December 2022 to consider the Board Elections, (Section 4.8).
- 10.2. The next in-person Board Meeting is proposed to be scheduled on February 24th and 25th, 2023 in Manila, Philippines, during the APRICOT meeting just before the AGM, that is scheduled for February 26th, 2023 (Sunday) at the AP* retreat meeting.
- 10.3. A question was asked about a remote participation in AGM for DotAsia sponsor members. It was explained that remote participation is possible and was provided in the past.
- 10.4. Upcoming staff and team travel plan was reported.

- 10.5. It was noted that the government outreach brainstorming session is to be organized during the face-to-face meeting in February.
- 10.6. Update on the Board's legal directives were provided.
 - 10.6.1 It was noted that DotAsia Board had resolved in its Nov 2 meeting to proceed with the settlement of the .BOX litigation as recommended by the Ontario and Cayman legal counsels. It was also noted that the settlement is pending on the meeting of the new Namesphere board and its approval.
 - 10.6.2 Regarding the litigation in Hong Kong, it was reported that a mediation response was forwarded to DotPH through the legal counsel, and DotAsia received further correspondence from the DotPH's legal counsel and will be proceeding to further respond.
- 10.7. It was suggested that all information about the litigation be shared with the Board. It was confirmed that information had already been circulated to the Board Directors.
- 10.8. A question was raised on the conflicting correspondences the staff are received from .TJ and how it should be handled in the upcoming Board Election. Further discussion on the topic was deferred to the next meeting (Section 10.1).

Discussions (2022.12.23):

11. Roll Call

- 11.1. Leonid chaired the Board meeting for the Board Elections process 2023 on Dec 23, 2022.
- 11.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

12. Timeline for Board Elections 2023

- 12.1. It was reported the legal counsel provided their comments regarding the Board Elections 2023 timelines for. Whereas from the legal perspective there is some flexibility in terms of shifting the AGM date, it was emphasized that the AGM should not be delayed unless there are very compelling reasons.
- 12.2. It was noted that the proposed timeline for Board Elections 2023 was made publicly available in November, as follows:
 - December 22, 2022 (Thu) – Seating of the Board Election Committee
 - December 23, 2022 (Fri) – Nomination Period Begins (4 weeks)
 - January 20, 2023 (Fri) – Nomination Period Ends
 - January 29, 2023 (Sun) – Nominations Report sent to the Board
 - January 30, 2023 (Mon) – Voting Period Begins (2 weeks) (if necessary)
 - February 3, 2023 (Fri) – Call for Annual General Meeting (AGM)
 - February 13, 2023 (Mon) – Voting Period Ends
 - February 26, 2023 (Sun) – Annual General Meeting
 - February 26, 2023 (Sun) – New elected Board members assume office
- 12.3. A question was raised about shifting the AGM dates in the past. It was explained that in the past years, the Board Election was held within similar timelines and the new Board was seated at the AGM.
- 12.4. It was noted that the Election Committee has been seated and the election process is ready to begin.

- 12.5. A question was raised regarding new potential Co-Sponsor members' applications. It was explained that two potential member applications were deferred as per the discussions at the Nov 29 Board meeting. It was also noted that the Board Election Procedures include provisions specifying that it is the Members adopted by the Board before the voting process that can participate in the voting. A suggestion was made that DotAsia should welcome members with good reputation.
- 12.6. A comment was raised in support of following the legal advice for not postponing the Election Timeline and AGM.
- 12.7. A question was raised regarding qualifications and requirements to DotAsia membership. It was suggested that a clearly defined process be posted on the DotAsia website. It was agreed that this should be deferred to further discussion at the BGC.
- 12.8. A question was raised on when the elected Board Directors are seated. It was explained that newly elected Board Directors are seated at the conclusion of the AGM. It was also noted that the current Board will meet at APRICOT in Feb 2023 before the AGM.
- 12.9. It was noted that while the DotAsia M&A do not specify that the DotAsia AGM must be held at APRICOT, based on the commitments to the community and the past consistent practice, the community expects that the DotAsia AGM to be held at APRICOT, where many community members will be present in person.
- 12.10. A question was also asked whether DotAsia Members can join the AGM remotely. It was explained that they can join remotely as usual.
- 12.11. It was resolved to proceed with the Board Elections 2023 and AGM according with the original schedule. (2022.12.005)

13. AOB

- 13.1. An issue was raised regarding the voting eligibility for .TJ where there appears to be internal conflicts based on the correspondences received in the past, and that there is difficulty in reaching them. A recommendation was made not to try to further engage with .TJ and to accept the update that the past representative had left the organization 11 years ago. It was suggested and agreed on to defer the decision on the matter to the Election Committee. (2022.12.A04)