DotAsia Board Meeting Minutes

Date(s) & Time:	March 22, 2023 (Wed) 2:00 PM – 3:47 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees	Satish BABU [*a] Jordan CARTER Nicole T.I. CHAN Arthur CHANG [*a] Edmon CHUNG [*d*e] Joel DISINI [*c] Maureen HILYARD [*a] Murad IBRAGIMOV Akinori MAEMURA Alireza SALEH [*b] Leonid TODOROV Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team) [*a] Joined during the discussion item 2.1 [*b] Joined during the discussion item 4.2 [*c] Joined during the discussion item 7.2 [*d] Left during the discussion item 8 [*e] Joined during the discussion item 10

No.	Action Items:	Owner	Remarks
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.
2022.02.A01	Review and consider shortening BGC-006 in future versions.	BGC	To be brought up at BGC meeting.
2023.02.A03	Follow up with Board Directors on outstanding forms for completion of DotAsia Foundation audit report.	Rebecca CHAN	In progress.
2023.03.A01	Review recording and update Board Meeting Minutes (Feb 24, 25 & 26).	BoardSec	Completed.
2023.03.A02	Send email to the EC for update on their deliberations.	Board Chair	Completed.
2023.03.A03	Send email to the SPB Legal Counsel regarding instructions.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2023.03.001	Consideration and admission of Asia Pacific School on Internet Governance (APSIG) membership application to be a Co-Sponsor Member of DotAsia Organisation: • Application for DotAsia Membership received from APSIG • It was noted that APSIG is an active participant at AP* Approved.
2023.03.002	WHEREAS, in accordance with the Board Governance Framework (BGC-001), "The Annual appointment of each Board Committee Member will take place at the first meeting of the new Board following the AGM", and, "The Chair of each of the Board Committees will be selected annually or when necessary by the respective Board Committee Members, and confirmed by the Board at its next meeting"; and, WHEREAS, the Board at its first meeting after the AGM 2023 did not have the Board Committees seated and therefore the Board Committees had not met in March 2023 to consider the appointment of respective Board Committee chairs. RESOLVED, the Board at its March 2023 meeting considered and seated the Board Committees along with the respective Board Committee chairs as follows: **Board Governance Committee (BGC)** • Satish BABU (Chair) • Jordan CARTER • Nicole T. I. CHAN • Arthur CHANG • Edmon CHUNG (ex officio) • Joel DISINI • Maureen HILYARD • Murad IBRAGIMOV • Akinori MAEMURA • Leonid TODOROV **Board Finance Committee (BFC)** • Satish BABU • Jordan CARTER • Nicole T. I. CHAN • Arthur CHANG • Edmon CHUNG (ex officio) • Joel DISINI • Maureen HILYARD • Murad IBRAGIMOV • Akinori MAEMURA (Chair) • Leonid TODOROV **Board Community Projects Committee (BCC)** • Satish BABU • Jordan CARTER • Nicole T. I. CHAN • Edmon CHUNG (ex officio) • Joel DISINI • Maureen HILYARD (Chair)

No.	Resolutions / Decisions:
	• Akinori MAEMURA • Leonid TODOROV

Discussions (2023.03.22):

1. Roll Call

1.1. Leonid chaired the Board meeting on March 22, 2023.

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. There was a suggestion to discuss the Board Elections updates first, and a question was raised on whether the new Board members are seated at the AGM. It was clarified that the Election Chair has reported the election results at the AGM and the new Board members are properly seated with a confirmation from legal counsel on the matter.

2.2. Another suggestion was made to discuss the legal counsel's considerations first. It was agreed to let the legal counsel (SPB) know that their services at this Board meeting will not be needed.

3. Updates of SOI (Statement of Interest)

3.1. There were no SOI updates from Board Directors.

4. Consideration of Board Meeting Minutes (Feb 24, 25 and 26, 2023)

4.1. The latest version of Draft 1 of the Feb 24, 25 and 26, 2023 meeting minutes were presented and the action items were shared with the Board.

4.2. Comments were raised on items 12.7, 14.3 and 18.3. It was noted that staff will review recording regarding item 12.7. Updates of the wording were suggested for items 14.3 and 18.3. (2023.03.A01)

4.3. The adoption of the Board Meeting Minutes were deferred for adoption until the next meeting.

5. Membership Application (APSIG)

5.1. The Board reviewed a membership application from the Asia Pacific School on Internet Governance (APSIG). It was highlighted that information received is complete and that APSIG actively participates in the AP* community.

5.2. A question was raised about APSIG's relationship with DotAsia. It was clarified that APSIG is an independently organized community initiative.

5.3. APSIG's membership application approved with majority votes. (2023.03.001)

5.4. Discussion digressed into membership status of another DotAsia member. It was agreed that such discussion be deferred until after the Election Committee (EC) has completed their consideration of disputes raised. It was further noted that the Board Chair will draft and send a note to the EC. (2023.03.A02)

6. Seating of Board Committees and Board Committee Chairs

6.1. It was noted that at the Board meeting immediately following the DotAsia AGM 2023, Board Committees were not seated, therefore Board Committee meetings were not scheduled for March 2023. The Board Committees did not discuss election of the respective Board Committee chairs either. It was suggested to seat the Board Committees and the Board Committee Chairs at this meeting.

6.2. The staff presented slates of Board Committee members, based on remaining members from the prior year, and new members who had expressed interest to join, along with the draft board resolution on the matter

6.3. Maureen nominated and Jordan seconded Satish for BGC Chair; and, Leonid nominated and Arthur seconded Murad for BGC Chair. Satish was elected by majority vote with an abstention from Leonid. Nicole nominated and Maureen seconded Akinori for BFC Chair; and, Satish nominated and Nicole seconded Maureen for BCC Chair.

6.4. The Board Committees and Board Committee Chairs are seated as follows (2023.03.002):

- **Board Governance Committee (BGC)**
  - Satish BABU (Chair)
  - Jordan CARTER
  - Nicole T. I. CHAN
  - Arthur CHANG
  - Edmon CHUNG (ex officio)
  - Joel DISINI
  - Maureen HILYARD
  - Murad IBRAGIMOV
  - Akinori MAEMURA
  - Leonid TODOROV

- **Board Finance Committee (BFC)**
  - Satish BABU
  - Jordan CARTER
  - Nicole T. I. CHAN
  - Arthur CHANG
  - Edmon CHUNG (ex officio)
  - Joel DISINI
  - Maureen HILYARD
  - Murad IBRAGIMOV
  - Akinori MAEMURA (Chair)
  - Leonid TODOROV

- **Board Community Projects Committee (BCC)**
  - Satish BABU
  - Jordan CARTER
  - Nicole T. I. CHAN
  - Edmon CHUNG (ex officio)
  - Joel DISINI
  - Maureen HILYARD (Chair)
  - Akinori MAEMURA
  - Leonid TODOROV

7.   Legal Counsel Considerations

7.1.   Concerns were raised that the legal counsel's (SPB) work extended significantly beyond the scope and cost vis-a-vis original expectations

7.2.   A comment was made that the Board should use the legal counsel's support more eficiently. Another comment noted that SPB provided good legal support to the Board, and that their presence at Board meetings was very constructive. A further comment noted concerns with the invoiced items from SPB. It was agreed that SPB's presence at Board and Board Committee meetings be halted, and if needed, legal counsels can refer to recordings for any advice needed.

7.3.   It was further agreed that the CEO look into the matter to draft and circulate a note to be sent to SPB. (2023.03.A03)

8.   CEO position updates

8.1.   The CEO recused himself during this CEO position updates.

8.2.   The Chair noted that the Board did not make any further decisions and that the matter should be deferred in anticipation of an EC's update.

9.   Namesphere Next Steps / EC Update / DotAsia Articles of Association Update / Calling of EGM

9.1.   Discussions deferred to the next meeting.

10.   AOB

10.1.   A comment was raised regarding the circulation of draft Board meeting minutes within seven business days. It was noted that the DotAsia team will be participating in the Universal Acceptance (UA) Day activities in the coming week and will be occupied.

10.2.   It was suggested that Board meeting time should not be spent on considering Board minutes. It was also suggested that the wording of Board minutes can be further simplified, circulated earlier, and Board Directors can consider them before the meeting.