

### DotAsia Board Meeting Minutes

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|-----------------|---|
| Date(s) & Time: | May 31, 2023 (Wed)<br>2:00 PM – 3:35 PM (HK Time)   |
| Location:       | Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>  |
| Attendees       | <p>Satish BABU<br/>Jordan CARTER<br/>Nicole CHAN<br/>Edmon CHUNG<br/>Joel DISINI<br/>Akinori MAEMURA</p> <p>Rebecca CHAN (DotAsia Team)<br/>Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies:<br/>Maureen HILYARD</p> <p>Absent:<br/>Alireza SALEH</p> |

| 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          | Completed.   |
| 2023.02.A03 | Follow up with Board Directors on outstanding forms for completion of DotAsia Foundation audit report. | Rebecca CHAN | Audit report completed while Abacus continues to await outstanding forms. Action item can be considered completed. |
| 2023.04.A08 | Completion of process with HSBC to update bank signatories.  | Rebecca CHAN | Signatures completed. Awaiting HSBC confirmation.  |
| 2023.05.A01 | Circulate links to and previous financial reports of Namesphere.                                       | Edmon CHUNG  | Completed.   |
| 2023.05.A02 | Develop Board Paper on valuation of .WEBinChinese.   | Edmon CHUNG  | To be presented at the next meeting  |

| No.         | Resolutions / Decisions:   |
|-------------|--|
| 2023.05.001 | <p>Board Meeting Minutes:</p> <ul style="list-style-type: none"><li>Approval of Board Meeting minutes of Apr 26, 2023.</li></ul> <p>Approved unanimously.</p>  |
| 2023.05.002 | <p>DotAsia Board Chair Election:</p> <ul style="list-style-type: none"><li>Akinori MAEMURA nominated Jordan CARTER as the Board Chair.</li><li>Satish BABU and Nicole CHAN seconded.</li><li>Jordan CARTER accepted the nomination.</li><li>No further nominations were received.</li></ul> <p>There being only one candidate, Jordan CARTER is elected Board Chair.</p> |
| 2023.05.003 | <p>Approval of SCP application through .TW:</p> <ul style="list-style-type: none"><li>Application for Cyber Defense Network Project from Taiwan Digital Diplomacy Association (TDDA) received through .TW.</li></ul> <p>Approved with one abstention from Nicole CHAN.</p>   |
| 2023.05.004 | <p>Directors Request for documents:</p> <ul style="list-style-type: none"><li>Proceed with responding to the request for company documents by a Director through legal counsel.</li></ul> <p>Resolved.</p>   |
| 2023.05.005 | <p>Release of Trust Funds for settlement of .BOX Lawsuit:</p> <ul style="list-style-type: none"><li>The resolution as drafted by legal counsels (BLG): "DotAsia – Trust Release Authorization Resolution", is adopted.</li></ul> <p>Resolved with one against from Joel DISINI.</p>  |

## Discussions:

### 1. Roll Call

- 1.1. The Board Chair, Jordan CARTER chaired the Board Meeting on May 31, 2023.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

### 2. Consideration of Board Meeting Minutes (April 26, 2023)

- 2.1. The latest version of (DRAFT1) of the April 26, 2023 Board meeting minutes was presented.

- 2.2. A minor edit to paragraph 6.1.2 was suggested and accepted.
- 2.3. Board minutes approved unanimously. (2023.05.001)

### **3. Board Chair Elections**

- 3.1. Edmon administered the Board Chair Elections.
- 3.2. Nomination procedures were briefed to the Board.
- 3.3. Nominations:
  - 3.3.1. Akinori MAUMERA nominated Jordan CARTER as the Board Chair.
  - 3.3.2. Satish BABU and Nicole CHAN seconded.
  - 3.3.3. Jordan CARTER accepted the nomination.
  - 3.3.4. No further nominations were received.
- 3.4. Since there was only one candidate, Jordan CARTER is deemed to be elected as the Board Chair, no voting is needed. (2023.05.002)

### **4. Approval of SCP Application through .TW**

- 4.1. It was reported that an SCP application through .TW for the Cyber Defense Network Project by Taiwan Digital Diplomacy Association (TDDA) was received.
- 4.2. It was further reported that the BCC has reviewed and recommends the Board to approve the SCP application. The SCP application was also circulated and presented to the BFC and AC and no concerns had been raised.
- 4.3. Nicole indicated that she serves on the board of TDDA and will abstain from the decision.
- 4.4. Resolved to approve the SCP application received through .TW with one abstention from Nicole CHAN. (2023.05.003)

### **5. Response to a Director's Request for Company Documents (BFC-002)**

- 5.1. The Chair suggested that given the nature of the discussion and its correlation to the litigations brought against the organization, that the Director making the request, who is also the litigant, consider recusing himself on the matter. The Director refused to recuse himself.
- 5.2. It was reported that the request was received via the requestor's lawyers, and that it pertains to the process as laid out in BFC-002. It was further reported that legal advice had been received from DotAsia legal counsels regarding the matter, and that it is recommended that DotAsia respond to the request through our legal counsels.
- 5.3. It was agreed and approved to proceed with responding to the request for company documents by a Director through legal counsels. (2023.05.004)

### **6. Namesphere Related Matters**

6.1. Completion of .BOX Settlement

- 6.1.1. Following up with the discussion at the April Board meeting on the matter, recordings evidencing the agreement to proceed with releasing the settlement funds was circulated. No further objections were received.
- 6.1.2. A formal draft resolution (Trust Release Authorizing Resolution) drafted by legal counsel (BLG) in Canada was circulated and presented.
- 6.1.3. It was noted that legal counsels recommends that a formal signed resolution be procured.
- 6.1.4. The Board resolved to approve the Trust Release Authorizing Resolution with one against from Joel DISINI.

6.2. Namesphere AGM and Board Composition

- 6.2.1. The current composition of the Namesphere board was discussed. The concerns identified in the previous Board resolution (2023.04.003) on the matter was further discussed.
- 6.2.2. Noting that, since the recently appointed Namesphere board members were not appointed by fully following the established policy, it was suggested that they be retired from their positions at the upcoming Namesphere AGM.
- 6.2.3. A question was raised about the financial records of Namesphere. It was reiterated that annual audited financials for Namesphere is posted on the DotAsia website and that financial reports of Namesphere had been circulated in the past.
- 6.2.4. It was agreed that links to the financial reports, and previously circulated financials be sent again to the Board for reference. (2023.05.A01)
- 6.2.5. A question was raised on financial information being provided to Namesphere auditors for their audit. It was confirmed that information requested by auditors have been provided. It was further noted that a draft audit report for DotAsia Organisation is expected in June.

6.3. .WEBinChinese

- 6.3.1. It was reported that an offer to purchase Namesphere's share in the .WEBinChinese IDN gTLD was received.
- 6.3.2. Background on the project was presented.
- 6.3.3. It was discussed and agreed that a Board Paper analysing the valuation of .WEBinChinese be developed and circulated for further consideration on the matter. (2023.05.A02)

**7. Board Chair Report**

- 7.1. The Chair shared updates from the Election Committee noting that they are working with the appointed legal counsel and will be proceeding towards drafting a report back to the Board.
- 7.2. It was also mentioned that the Chair will update the members noting that a Face-to-Face meeting of the Board is being scheduled for September 2023.