

### DotAsia Board Meeting Minutes

Date(s) & Time:	July 13, 2023 (Thu) 2:00 PM – 3:38 PM (HK Time)
Location:	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
Attendees	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Joel DISINI<sup>*a</sup> Maureen HILYARD Akinori MAEMURA</p> <p>Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent: Alireza SALEH</p> <p><sup>*a</sup>Left during the discussion item: 10.2</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.
2023.04.A08	Completion of process with HSBC to update bank signatories.	Rebecca CHAN	Update completed at HSBC, in process of applying for internet banking access for new signatories.
2023.05.A02	Develop Board Paper on valuation of .WEBinChinese.	Edmon CHUNG	Completed.
2023.07.A01	Recommend to Namesphere board adoption of release of settlement funds.	Board Chair	To be brought to Namesphere board meeting.
2023.07.A02	Circulate report on Namesphere bank account opening.	Rebecca CHAN	Completed.
2023.07.A03	Recommend to Namesphere board to proceed with .WEBinChinese negotiations.	Board Chair	To be brought to Namesphere board meeting.
2023.07.A04	Schedule meeting with auditors.	BoardSec	Scheduling in progress.

No.	Resolutions / Decisions:
2023.07.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"><li>Approval of Board Meeting minutes of May 31, 2023.</li></ul> <p>Approved with one abstention.</p>
2023.07.002	<p>Consideration and admission of .PG membership application to be a Sponsor Member of DotAsia Organisation:</p> <ul style="list-style-type: none"><li>Application for DotAsia Membership received from The Papua New Guinea University of Technology (PNGUOT).</li><li>It was confirmed that PNGUOT is the ccTLD manager for .PG (Papua New Guinea) in the IANA Database.</li></ul> <p>Approved.</p>
2023.07.003	<p>WHEREAS, the litigant against DotAsia had expressed willingness to enter into mediation, and in Oct 2022, DotAsia had filed our Mediation Response and Notice via legal counsels to express our continued interest to enter into mediation for the two litigations brought against DotAsia by the litigant; and,</p> <p>WHEREAS, no further progress has been observed;</p> <p>RESOLVED, to proceed, as advised by legal counsel, both with pursuing mediation and with progressing towards the conclusion of the litigations through our legal counsels.</p>

## Discussions:

### 1. Roll Call

- 1.1. Jordan CARTER chaired the Board Meeting on July 13, 2023, as Board Chair.
- 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 (May 31, 2023 and June 22, 2023)

- 2.1. The latest versions (DRAFT1.1) of the May 31, 2023 and (Draft 1) of the June 22, 2023 Board meeting minutes were presented.
- 2.2. Board minutes of May 31, 2023 approved with one abstention from Joel DISINI. (2023.07.001)

### 3. Membership Application

- 3.1. It was reported that an application of membership was received from .PG (Papua New Guinea). It was further reported that particulars of the .PG application from the Papua New Guinea University of Technology (PNGUOT) aligns with the data in the IANA database.

- 3.2. A question was raised about the welcoming process of new members, and their ability to participate in the governance processes upon acceptance of membership.
  - 3.2.1. It was explained that upon acceptance of membership application, the team will work with the new member for their information to be included on the DotAsia website, complete contact information and delegated representatives, etc. Also, the team initiates bilateral meetings to provide them with information about DotAsia works and to explore collaboration.
  - 3.2.2. Regarding participation in governance processes, it was clarified that currently, once the member is posted on the DotAsia website, they can participate in DotAsia governance processes, except during the annual Board nominations and voting periods, the member must already be posted on the DotAsia website before the beginning of the respective nomination or voting period.
- 3.3. The membership application of .PG was approved by the Board. (2023.07.002)

#### **4. DotAsia Audited Financials for Financial Year Ending Sep 2021**

- 4.1. The audited consolidated financial report of DotAsia for the fiscal year ended in Sep 2021 as prepared by Mazars in accordance with the auditing standards of Hong Kong was presented. It was also noted that the same and detailed discussion was had at the previous BFC meeting.
- 4.2. Question was raised on the practice of Board Director assigned to sign the audited financials. It was explained that in the past, it was usually either signed by the Board Chair or by convenience of which Director was available physically to sign the reports. It was suggested and there was general agreement that Akinori and Edmon will sign the report and letters for the audit report FY2020-2021.
- 4.3. A question was raised about material uncertainty on the group's ability to continue as a going concern. It was noted that a substantive part of the liabilities are due to legal provisions in response to lawsuits against the organization and that the general operations of .Asia had been stable and operationally viable.
- 4.4. It was proposed and agreed that Board Directors further review the report and raise any questions, and that the Board adopt the financial report at the next scheduled full Board meeting unless any substantive problem is raised.

#### **5. Namesphere Related Matters**

- 5.1. A briefing of the proceedings at the Namesphere AGM held on Jun 26, 2023 was provided. It was highlighted that a vote of thanks was given to the outgoing Namesphere board directors, that all offices held by them are concluded, and the remaining Namesphere directors are DotAsia and Edmon at this time.
- 5.2. It was further reported that KSHK had been reappointed as auditors for Namesphere at the AGM.
- 5.3. On the release of .BOX settlement funds, it was noted that DotAsia had completed its formal resolution at the May 31 meeting. It was suggested and agreed that DotAsia recommend to the Namesphere board to take the same action. (2023.07.A01)

- 5.3.1. A complaint was voiced by a director of being excluded from Namesphere board meetings. It was clarified that Namesphere board meetings are for Namesphere board members and Namesphere members meetings are for Namesphere shareholders.
- 5.3.2. It was further clarified that DotAsia Board members, including the particular director did participate in previous Namesphere board meetings.
- 5.4. The background and previous efforts to open a Namesphere bank account was presented, explaining the difficulties and the reasons why at the time a bank account was not successfully opened.
  - 5.4.1. It was further highlighted that the Board had previously discussed and agreed that given the ongoing litigations and expressed willingness to enter into mediation, that the opening of a Namesphere bank account should be considered after the completion of mediation and a clearer direction is understood.
  - 5.4.2. A suggestion for opening a Namesphere bank account was raised. It was noted that it would be inappropriate for a litigant against the company to open the bank account.
  - 5.4.3. It was suggested and agreed that the presented report be circulated to the Board. (2023.07.A02)
- 5.5. Board paper with analysis on valuation of .WEBinChinese was presented. It was highlighted that the paper had been circulated prior to the previous Board meeting in June and presented at the time also.
  - 5.5.1. Question was raised on the utilization of the IDN TLD and the variation in valuation. It was explained that the TLD is marketed as a usual gTLD through accredited registrars, and that the different valuation methodologies take into account the potential value, benchmarked value and net present value of earnings respectively.
  - 5.5.2. It was noted that the decision on proceeding should be made at a Namesphere board meeting. There was agreement that DotAsia recommend to the Namesphere board proceeding with the offer. (2023.07.A03)
  - 5.5.3. It was discussed and agreed that a Namesphere board meeting be convened immediately after the next DotAsia Board meeting with the following 2 agenda items:
    - Release of the .BOX settlement funds
    - Proceeding with .WEBinChinese negotiations

## **6. Meeting with Auditors**

- 6.1. It was suggested and agreed that a meeting between the Board and the auditors be arranged. (2023.07.A03)
- 6.2. It was further suggested that Board Directors prepare questions for auditors ahead of time so that auditors can be prepared for the meeting.

## **7. Strategic Directive and Preparations for F2F Meeting in Sep 2023**

- 7.1. A draft block schedule for the planned F2F meeting was presented as follows:
- Day 0 (Sep 16): arrival
  - Day 1 (Sep 17):
    - AM1: Governance reform
    - AM2: Board operations
    - PM1: Community Development updates & discussion
    - PM2: Strategic Directive
  - Day 2 (Sep 18):
    - AM1: Market Development updates & discussion
    - AM2: [placeholder for further legal/Namesphere/governance/Election Committee matters]
    - PM1: Financial Report & Wrap up
    - Joint meeting with KISA & APTLD
- 7.2. The Strategic Directive put forward during DotAsia AGM 2023 was presented, and further development to operationalize the directive was discussed.
- 7.3. A suggestion was raised that for the F2F meeting, a more encompassing strategy for the organization should be developed and discussed, including not only directive on Internet governance matters, but also in the registry operations, market development for .Asia and on measurements against progress.

## **8. Update on Elections Committee Report**

- 8.1. The Chair shared updates from the Election Committee noting that a specific timeline for completion of the report has not been identified at this time. It was nevertheless noted that the EC has done analysis and is finalizing their recommendations to the Board.

## **9. DotAsia Financial and Operation Updates**

- 9.1. Rebecca presented the quarterly financial report for period ending March 2023 prepared by Fusion Financial Service.
- 9.2. Edmon provided an update on the .Asia Registry, market development and social media activities as well as community engagement updates.
- 9.3. The Board congratulates Jennifer CHUNG from the DotAsia team for her election onto the ICANN GNSO Council through the Registry Stakeholder Group.

## **10. AOB**

- 10.1. For the planned Board meeting schedule, the dates originally scheduled for Jul 28, Aug 30 and Oct 25 were suggested and agreed to be shifted to Aug 2, Sep 6 and Nov 1 due to the intervening activities at APiGA, APriGF and ICANN respectively.
- 10.2. Legal updates: moving forward with mediation on litigations.
- 10.2.1. The litigant against the organization was asked to recuse himself from the discussion and accepted to leave the meeting.

10.2.2. The background and current status of litigations and mediation efforts, along with the advice and recommendations from the legal counsels were briefed to the Board.

10.2.3. The following draft resolution was presented for discussion:

WHEREAS, the litigant against DotAsia had expressed willingness to enter into mediation, and in Oct 2022, DotAsia had filed our Mediation Response and Notice via legal counsels to express our continued interest to enter into mediation for the two litigations brought against DotAsia by the litigant; and,

WHEREAS, no further progress has been observed;

RESOLVED, to proceed, as advised by legal counsel, both with pursuing mediation and with progressing towards the conclusion of the litigations through our legal counsels.

10.2.4. Resolved. (2023.007.04)