

DotAsia Board Meeting Minutes

Date(s) & Time:	November 22, 2023 (Wed) 2:00 PM - 3:30 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees (2023.11.22):	Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Akinori MAEMURA Alireza SALEH Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team) Phyo Thiri LWIN (DotAsia Team) Apologies: Jose LAY

No.	Action Items:	Owner	Remarks
2023.09.A03	Set up meeting with auditors (Mazars) upon receiving draft audit report.	Rebecca CHAN	Awaiting draft audit report.
2023.09.A07	Circulate draft survey for Board Directors on IG activities.	Jennifer CHUNG	To be drafted and circulated in Nov.
2023.09.A08	Update and circulate a simplified Strategic Plan for consideration.	Edmon CHUNG	Completed.
2023.11.A04	Draft resolution for deferring the filling of causal vacancies of the Board.	Edmon CHUNG	Before next BGC meeting.
2023.11.A05	Redraft of timeline for Board Election 2024.	Edmon CHUNG	Before next BGC meeting.
2023.11.A06	Draft webpage for presenting summary of Strategic Plan for Members' feedback.	Edmon CHUNG/ BoardSec	Before next Board meeting.
2023.11.A07	Compilation of a consolidated listing of and response to inaccurate accusations against the integrity of DotAsia's works.	BoardSec	To be presented at next BFC meeting.
2023.11.A08	Schedule Complaints Committee Meeting.	BoardSec	In progress.

No.	Resolutions / Decisions:
2023.11.006	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none">▪ Approval of Board Meeting minutes of November 1,3 & 6, 2023. <p>Approved, motioned by Maureen HILYARD and seconded by Jordan CARTER.</p>
2023.11.007	<p>WHEREAS in Feb 2023, the Board Elections 2023 results were announced and then reported by the Election Chair at the DotAsia AGM 2023;</p> <p>WHEREAS at and shortly prior to the DotAsia AGM 2023, challenges were raised regarding the conduct of the Board Elections 2023, that the Election Chair indicated at the DotAsia AGM 2023 that the Election Committee will investigate the disputes raised, and further provide to the Board and Membership its report on any findings;</p> <p>WHEREAS it was confirmed that outgoing Directors will step down and incoming Directors will be seated with effect from the AGM on Feb 26, 2023, with the understanding that if when the investigation and considerations are complete, and the Election Committee concludes that there were problems, then the Directors for any implicated seats for which the problem pertains would be subject to re-election;</p> <p>WHEREAS on Nov 1, 2023 the Election Committee (EC) issued its Report to DotAsia Members Regarding the 2023 Board Elections (EC Report), confirming that the conduct of the Board Elections 2023 was not compromised, but in light of the uncertainty of the membership status of one of the Sponsor Member voters at the time of the vote, a by-election for Sponsor Member seats should be conducted, with the 4 Directors returned by the Sponsor Members considered not to have been duly appointed (Affected Directors);</p> <p>WHEREAS between Nov 1 and 6, 2023, the Board accepted the EC Report and proceeded with a by-election of the 4 Sponsor Member seats vacated, and subsequently upon the completion of the nominations period on Nov 14, 2023 (Day 8 of the by-election process) only 4 candidates (including the Board Chair and BCC Chair who were previously appointed between Mar and May 2023) fulfilling the requirements of the Board Elections Procedures and DotAsia M&A, including the geographical diversity requirements set forth, were duly nominated, and therefore were deemed elected (in accordance with Article 40(d) of the DotAsia M&A) without requiring voting;</p> <p>WHEREAS consistent legal advice was received, including as incorporated in the EC Report, that all actions of the Board during the period between Feb and Nov 2023 are not to be considered invalid; and,</p> <p>WHEREAS in the abundance of caution, the EC nevertheless recommends that the Board seated upon the completion of the by-election review and ratify the actions taken by the Board during the period between Feb and Nov 2023;</p> <p>RESOLVED that all actions taken by the Board and Board Executive Committee from Feb 26 - Nov 14, 2023 are ratified, including the appointment of Board</p>

No.	Resolutions / Decisions:
	<p>Committee members, Board Committee Chairs, and the Board Chair, whom shall reassume their positions.</p> <p>Motioned by Maureen HILYARD and seconded by Jordan CARTER.</p>

Discussions (2023.11.22):

1. Roll Call

- 1.1. Satish BABU chaired the Board meeting as the BGC Chair serving as the Alternate Chair, at the start of the meeting on November 22, 2023.
- 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 Interests)

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

3. Consideration of Board Meeting Minutes (Nov 1, 3 & 6, 2023)

- 3.1. The latest version (DRAFT1) of the November 1, 3 & 6, 2023 Board meeting minutes were presented.
- 3.2. Board minutes were approved with motioning by Maureen and seconding by Jordan. (2023.11.006)

4. Ratification of Board Actions (Feb - Nov 2023)

- 4.1. Draft resolution for ratifying Board Actions between Feb to Nov 2023 was presented as follows:

WHEREAS in Feb 2023, the Board Elections 2023 results were announced and then reported by the Election Chair at the DotAsia AGM 2023;

WHEREAS at and shortly prior to the DotAsia AGM 2023, challenges were raised regarding the conduct of the Board Elections 2023, that the Election Chair indicated at the DotAsia AGM 2023 that the Election Committee will investigate the disputes raised, and further provide to the Board and Membership its report on any findings;

WHEREAS it was confirmed that outgoing Directors will step down and incoming Directors will be seated with effect from the AGM on Feb 26, 2023, with the understanding that if when the investigation and considerations are complete, and the Election Committee concludes that there were problems, then the Directors for any implicated seats for which the problem pertains would be subject to re-election;

WHEREAS on Nov 1, 2023 the Election Committee (EC) issued its Report to DotAsia Members Regarding the 2023 Board Elections (EC Report), confirming that the conduct of the Board Elections 2023 was not compromised, but in light of the uncertainty of the membership status of one of the Sponsor Member voters at the time of the vote, a by-election for Sponsor Member seats should be conducted, with the 4 Directors returned by the Sponsor Members considered not to have been duly appointed (Affected Directors);

WHEREAS between Nov 1 and 6, 2023, the Board accepted the EC Report and proceeded with a by-election of the 4 Sponsor Member seats vacated, and subsequently upon the completion of the nominations period on Nov 14, 2023 (Day 8 of the by-election process) only 4 candidates (including the Board Chair and BCC Chair who were previously appointed between Mar and May 2023) fulfilling the requirements of the Board Elections Procedures and DotAsia M&A, including the geographical diversity requirements set forth, were duly nominated, and therefore were deemed elected (in accordance with Article 40(d) of the DotAsia M&A) without requiring voting;

WHEREAS consistent legal advice was received, including as incorporated in the EC Report, that all actions of the Board during the period between Feb and Nov 2023 are not to be considered invalid; and,

WHEREAS in the abundance of caution, the EC nevertheless recommends that the Board seated upon the completion of the by-election review and ratify the actions taken by the Board during the period between Feb and Nov 2023;

- 4.2. The motion was moved by Maureen HILYARD and seconded by Jordan CARTER. Resolved unanimously. (2023.11.007)
- 4.3. Afterwards, the Alternate Chair, Satish passed to Jordan who resumed his position as the Board Chair, and chaired the remainder of the Board Meeting.

5. Update on Elections Committee (EC) Report

- 5.1. Two additional matters arising from the EC Report was noted:
 - Extraordinary General Meeting (EGM)
 - Filling of casual vacancies resulting from earlier director resignations
- 5.2. It was noted that an EGM had been tentatively called and scheduled for Dec 6 at 19:00 UTC-12, if deemed necessary. The information is included on the By-Election webpage (<https://www.dot.asia/board-by-election-2023/>) and marked as "if necessary."
 - 5.2.1. It was further noted that in the correspondence to Members and in the Special Advisory posted (<https://www.dot.asia/special-advisory-on-election-committee-report-and-next-steps-towards-a-by-election-for-board-elections-2023/>), it was mentioned that the planned meeting "will also be an open opportunity for Members to talk about the Report and its findings, as well as to share their thoughts about the implications for DotAsia in future Board Elections."

- 5.2.2. It was discussed whether the EGM should be cancelled in light of the fact that no voting is necessary in the by-election and the nominated candidates are already deemed elected and seated.
- 5.2.3. It was agreed that the tentatively scheduled EGM be cancelled, and another Community Engagement session be organized for discussing the EC Report and future governance development.
- 5.2.4. It was further agreed to hold the Community Engagement session on Dec 12 or 14 at 05:00 UTC pending availability from Cheryl as the Election Chair.
- 5.3. The background and precedence from previous casual vacancies on the DotAsia Board arising from director resignations was presented.
 - 5.3.1. It was noted that the Election Committee (EC) report included recommendations for filling the vacated Board seats as a result of director resignations. It was also highlighted that previous actions of the Board to defer filling of casual vacancies to the next election cycle referenced legal advice obtained at the time.
 - 5.3.2. It was discussed and agreed that given the ongoing process of updating the DotAsia Articles of Association and to incorporate recommended changes to the Board Elections Procedures from the EC Report, it is more prudent for the Board to follow prior precedence in deferring the filling of the vacancies.
 - 5.3.3. It was further discussed whether a simple resolution for the Board to defer the filling of the vacancies was sufficient. Comments were raised identifying that previous Board resolutions on the same was adopted shortly after the director resignations, and that the longer time period on this occasion is a result of the Board awaiting the EC Report to consider further actions.
 - 5.3.4. It was agreed that given the context a more complete resolution be drafted and considered by the Board at its next meeting. (2023.11.A04)

6. Amendments to DotAsia Articles of Association

- 6.1. It was noted that due to the by-election there will be delay in the consideration and decisions by Members of Amendments to DotAsia Articles of Association.
- 6.2. Feedback received from DotAsia Members to date was reported. It was highlighted that 12 members had expressed general support, 2 expressed concern and do not support, and 2 others provided comments without indicating whether they supported the proposed amendments or not.
- 6.3. Comment was raised that more time for substantive discussions will be required to finalize the proposed amendments, and that the process and schedule for Member adoption will need to be further considered.
 - 6.3.1. It was noted that based on further clarifications from legal counsel, the written consent approach discussed during the Seoul F2F meeting may not be

sufficient. Further legal advice is being sought to determine if another course of action - calling an EGM - should be undertaken instead.

6.3.2. It was further suggested that the timeline for presenting the amendments for Member adoption be targeted for the Members' meeting during APRICOT, and that the schedule for the Board Elections 2024 be considered alongside.

6.4. A comment was raised identifying that some of the feedback received may require fundamental changes of the DotAsia membership concept, such as combining the member categories, and that it may be better to focus on moving through the already discussed adjustments first and then considering further restructuring at subsequent amendments of the Articles.

7. Board Elections Procedures (BGC-004) & Board Elections 2024

7.1. It was highlighted that in previous correspondences with Members regarding the proposed amendments to the DotAsia Articles, the Board expressed its inclination for the new Articles to be in place before the next Board election to ensure that the reforms strengthening the governance of DotAsia will be in place to better protect the organization.

7.1.1. It was noted that should the timeline for the Member adoption of the amendments be moved to the Members' meeting at APRICOT, the Board Elections 2024 schedule, along with the AGM would need to be shifted.

7.1.2. It was further presented that based on legal advice received previously, in accordance with HK laws and the DotAsia M&A, the DotAsia AGM 2024 must be held no later than May 26, 2024.

7.1.3. It was discussed and agreed that a new timeline for Board Elections 2024 be drafted and discussed at the BGC based on the new target of holding the DotAsia AGM 2024 no later than May 26, 2024. (2023.11.A05)

7.2. It was further noted that a draft Board Elections Procedures that would be used in the event that proposed amendments to the Articles are not adopted by the Members, be prepared for BGC consideration.

8. Strategic Plan Next Steps

8.1. A summarized version of the detailed Strategic Plan worksheet discussed in the Seoul F2F meeting was presented.

8.2. It was suggested and agreed that feedback from Members regarding the Strategic Plan be sought. DotAsia staff team will prepare a webpage for publishing the draft summary of the Strategic Plan along with brief background of its development for consideration at the next Board meeting. (2023.11.A06)

8.3. It was discussed that the Strategic Plan be finalized based on Members' input, ideally by the end of the year or early 2024, and formally adopted at the Board meeting in Feb 2024, in time to be announced at the Members' meeting during APRICOT 2024.

9. Board Chair Report

- 9.1. The Board Chair explained his approach to provide a Board Chair report to Members.
- 9.2. A comment was raised on how DotAsia should respond to repeated inaccurate accusations raised. It was explained that the DotAsia staff team is compiling a list of the accusations and drafting corresponding responses and will present it to the Board for further consideration and publishing to the DotAsia website.
- 9.3. It was discussed and agreed that the matter, though not day-to-day operations directly related to finance, be taken up by the BFC to consider further recommendations to the full Board. (2023.11.A07)

10. Financial & Operations Updates

- 10.1. Rebecca provided financial updates indicating that the next quarterly financials will be presented in Dec 2023, and that the 2022 audit is ongoing and an ETA for completion is not available at the moment since additional information and documents are still being requested by the auditors.
- 10.2. Operations updates on the .Asia registry as well as community work was presented by Edmon.
 - 10.2.1. It was highlighted that the Domains Under Management (DUM) for .Asia has reached beyond 300,000 riding on price promotions and is expected to recede as renewals kick in. It was reported that the .KiDS community gTLD has been developing steadily since its launch a year ago with the aim to reach financial sustainability in 3-5 years.
 - 10.2.2. Developments on preparations for APriGF 2024 was reported. It was noted that NetMission recruitment process this year is complete and training sessions are scheduled for Jan-Mar 2024. The planned expansion of APIGA to local events in 2024 and 2025 was also reported.
 - 10.2.3. It was further reported that DotAsia staff team was engaged with active roles in 19 sessions at the IGF 2023 in Kyoto, including the launch of the EcolInternet Index (EII) rankings.

11. AOB

- 11.1. Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were confirmed as follows:
 - Dec 20, 2023
 - Jan 24, 2024
- 11.2. It was noted that the F2F Board meeting is scheduled on Feb 24 (Sat) and 25 (Sun), with the Members Meeting on Feb 26 (Mon) due to the shift in the APRICOT schedule. It was further noted that engagement with APNG is being planned as the APNG Camp is being held at the same time of the Board meetings in Bangkok.

- 11.3. Update on the progress to move forward with mediation for the remaining lawsuits in HK was provided.
- 11.4. A question was raised on whether the complaints committee should continue its work in processing the formal complaints received and provide its recommendations for remediation. It was discussed and agreed that the complaints committee should continue its work to complete its recommendations. (2023.11.A08)