

DotAsia Board Meeting Minutes

<p>Date(s) & Time:</p>	<p>February 24, 2024 (Sat) 9:00 AM – 5:30 PM (BKK Time)</p> <p>February 25, 2024 (Sun) 9:00 AM – 4:00 PM (BKK Time)</p>
<p>Location:</p>	<p>Zoom Meeting Room: https://aji.asia/zoomboard Venue: The Athenee Hotel, Bangkok, Thailand</p>
<p>Attendees (2024.02.24):</p>	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Jose LAY Akinori MAEMURA</p> <p>Pavan BUDHRANI (DotAsia Team) Rebecca CHAN (DotAsia Team) Clement CHAN (DotAsia Team) Leona CHEN BIRKNER (DotAsia Team) Jennifer CHUNG (DotAsia Team) Jenna FUNG (DotAsia Team) Timothy LI (DotAsia Team) Kelvin Truong (DotAsia Team) ^a</p> <p>Apologies: Alireza SALEH</p> <p>^a Joined meeting during Discussion Item 3.1</p>
<p>Attendees (2024.02.25):</p>	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Jose LAY Akinori MAEMURA</p> <p>Pavan BUDHRANI (DotAsia Team) Rebecca CHAN (DotAsia Team) Clement CHAN (DotAsia Team) Leona CHEN BIRKNER (DotAsia Team) Jennifer CHUNG (DotAsia Team) Timothy LI (DotAsia Team) Kelvin Truong (DotAsia Team) ^{bc}</p> <p>Apologies: Alireza SALEH</p> <p>^b Joined meeting during Discussion Item 9.1 ^c Left meeting during Discussion Item 9.2</p>

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.
2024.01.A01	Organize presentations from professional firms on responding to disinformation campaign.	Edmon CHUNG	Completed.
2024.01.A02	Identify potential providers for representing Namesphere.	Edmon CHUNG	Reaching out to potential providers.
2024.02.A01	Draft updated Code of Conduct to be posted on website.	Edmon CHUNG	Completed.
2024.02.A02	Draft brief statement of commitment on indemnification for EC members (and obtain legal advice on the matter)	Edmon CHUNG	EC seated and events have superseded.
2024.02.A03	Seating of the Nomination Committee by March 13.	Board Exco	Completed.
2024.02.A04	Draft a brief introduction on the roles and responsibilities of the DotAsia NomCom.	Edmon CHUNG	Completed, see 15.2.
2024.02.A05	Identify measures of success for overarching priorities.	Edmon CHUNG	To be presented at Apr 2024 Board Meeting.
2024.02.A06	Include review of BFC-001 as agenda item for next BFC meeting.	BoardSec	Completed.
2024.02.A07	Include synchronisation of budget cycle and fiscal year as agenda item for next BFC meeting.	BoardSec	Completed.
2024.02.A08	Obtain legal advice on Complaints Committee report and recommendations.	Edmon CHUNG	In progress.
2024.02.A09	Revise violation notice and table Complaints Committee report for Board adoption.	Edmon CHUNG	To be included in Apr 2024 Board meeting.
2024.02.A10	Draft reader friendly summary of revised Code of Conduct (BGC-002) for BGC consideration.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2024.02.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Approval of Board Meeting minutes of January 31, 2024. <p>Approved.</p>
2024.02.002	Seating of Election Chair and Election Committee 2024:

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> <input type="checkbox"/> Election Chair: Cheryl Langdon-Or <input type="checkbox"/> Election Committee Co-Sponsor Members community representative: to monitor election for seat(s) returned from the Sponsor Member category: Kuo Wei Wu (TWIGF) <input type="checkbox"/> Election Committee Sponsor Members community representative: to monitor election for seat(s) returned from the Co-Sponsor Member category: Mr. Andrew Molivurae (.vu) <p>The motion was moved by Jordan CARTER and seconded by Satish BABU as well as Akinori MAEMURA. Resolved unanimously.</p>
2024.02.003	<p>Resolution on Proceeding with Communications Plan:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Negotiate and finalize scope of work with shortlisted providers; <input type="checkbox"/> Proceed with implementation of plan with a goal to complete message strategy and crafting within two months; and, <input type="checkbox"/> Report back to the BFC at the scheduled meeting in March 2024. <p>The motion was moved by Edmon CHUNG and seconded by Satish BABU Resolved unanimously.</p>

Board Meeting Discussions (2024.02.24):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on February 24, 2024.
- 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)

Jordan CARTER and Akinori MAEMURA updated their SOI noting that they have been invited to serve on the NETmundial+10 high level executive committee.

3. Consideration of Board Meeting Minutes (January 31, 2024)

- 3.1. The latest version (DRAFT1) of the January 31, 2024 Board meeting minutes were presented.
- 3.2. Board minutes were approved. (2024.02.001)

4. Community Development Updates & SIA Reports

- 4.1. The Quarterly Scorecard on Community Projects was presented. It was noted that the Quarterly Scorecard had been reported at BCC meetings and that the BCC suggests that the same be reported to the full Board as well.
- 4.2. The Social Impact Assessment (SIA) Report 2023 on NetMission.Asia was presented. Staff highlighted that the updated goal for the next few years is to encourage and support NetMission Ambassadors to contribute substantive input into global Internet governance discussions, as well as to enhance the network of youth from Asia Pacific.

- 4.2.1. It was suggested that mentorship programs be included to foster connection between new and older alumni of the academy. It was noted that a buddy program is in place and that alumni are being engaged in working groups as well as in advisory role. It was agreed that the direction of engaging the alumni network is important.
- 4.2.2. A comment was raised that fostering substantive input from youth is a good direction for the NetMission program.
- 4.3. The SIA Report 2023 on APriGF was presented. It was noted that APriGF 2023 was hosted by auDA in Brisbane, and that due to visa and cost requirements, there was a slight drop in in-person attendance, but that a sizable increase in online participation was observed.
 - 4.3.1. A comment was raised on the role and responsibility of DotAsia as the Secretariat of APriGF, and that newer participants and leadership at APriGF may not be fully appreciative of the work DotAsia continues to commit to.
 - 4.3.2. It was discussed and agreed that better documentation of the role of the Secretariat, the host and the community should be developed such that DotAsia is not over stretched nor mistaken as dominating the APriGF event.
 - 4.3.3. There was agreement that DotAsia should reinforce its facilitator role serving as the APriGF Secretariat, and that care be taken in elevating DotAsia's own participation in the global Internet governance discussions.
- 4.4. The SIA Report 2023 on general Internet governance engagement was presented, including secretariat work at IGFSAs and DIPCC.
- 4.5. The DotAsia Position Paper was discussed. It was explained that the Position Paper is used by the DotAsia team in developing responses to public comments and draft community statements.
 - 4.5.1. It was commented that there will be instances where DotAsia advocates for its own position, while in other cases, it would be beneficial to advocate for and represent a community position.
 - 4.5.2. The DotAsia Position Paper is intended to be a living document and that the team and the Board works together on continuous improvements and adjustments. It was suggested that the paper identify whether particular positions were taken from the community versus perspectives that DotAsia is advocating for.

5. Board Governance Discussions

- 5.1. BGC-002 Code of Conduct Review – Draft of the DotAsia Code of Conduct (version 2) as updated based on discussions at the BGC, was circulated and presented.
 - 5.1.1. It was highlighted that the main change to the Code of Conduct is the inclusion of behaviours of Member representatives and other participants at DotAsia activities in-person as well as on digital spaces. It was also noted that a more reader-friendly summary will be drafted and presented to the BGC.
 - 5.1.2. Minor editorial errors and omissions were identified and corrected.
 - 5.1.3. On the matter of effective date of the updated Code of Conduct, it was noted that considerations have been included in the risk mitigation section of the

Board Paper. It was clarified that previously, for Board Policy documents, including the Code of Conduct, no public comment or member engagement period was held.

- 5.1.4. The timeline for Board adoption of the updated Code of Conduct was discussed. It was noted that the effective date should be sometime after the Board adoption but not too far in the future. It was suggested and agreed that a draft of the updated Code of Conduct be circulated to members through the Board Chair's Report shortly after the Board meeting, and that the adoption of the update be scheduled for the April 2024 Board meeting, with the effective date set to start on the date of the DotAsia AGM 2024 (May 23).
- 5.1.5. It was agreed also that the draft Code of Conduct will be posted on the DotAsia website and included in the Board Chair's Report. (2024.02.A01)
- 5.2. Board Elections 2024 – timeline and appointments in preparation for the Board Elections process were presented:
 - Administrative appointments:
 - Appointment of scrutineer
 - Appointment of election compliance administrator
 - Online voting platform
 - Seating of Election Committee
 - Seating of Nomination Committee
- 5.2.1. A question was raised on whether specific Board resolutions are required for the administrative appointments. It was clarified that previously no formal Board resolutions were taken, but the choices were presented to the Board and the procurement processed in accordance with the Finance and Payment SOP (BFC-001).
- 5.2.2. It was highlighted that for the online voting platform, it was chosen by the Election Committee previously, and that they may have a preference on which platform to use.
- 5.2.3. There was general agreement to proceed with the administrative appointments the same as for Board Elections 2023.
- 5.3. Seating of Election Committee (EC)
 - 5.3.1. A question was raised on the legal liabilities and exposure of EC members. It was noted that while the D&O insurance does not cover EC members, it is possible for DotAsia to provide assurance that it will indemnify and legally defend EC members, provided that there is no wilful misconduct or gross negligence on the part of the EC member.
 - 5.3.2. It was discussed and agreed that if requested by an EC member, a short statement describing DotAsia's commitment to indemnify EC members for their work in the DotAsia Board Elections should be drafted with legal advice. (2024.02.A02)
 - 5.3.3. On the individuals to serve as the EC 2024, it was discussed and agreed that given the substantive recommendations made by the EC 2023 in its Report on the Board Elections 2023, the same team should be appointed for the EC 2024 to ensure continuity and to see through the implementation of such recommendations.
 - 5.3.4. A resolution for the same line up of the EC for Board Elections 2024 was presented as follows:
 - Election Chair: Cheryl Langdon-Or

- Election Committee Co-Sponsor Members community representative: to monitor election for seat(s) returned from the Sponsor Member category: 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)

5.3.5. The motion was moved by Jordan CARTER and seconded by Satish BABU as well as Akinori MAEMURA. Resolved unanimously. (2024.02.002)

5.4. Seating of Nomination Committee (NomCom)

5.4.1. A question was raised on whether officers of DotAsia Members and persons serving on respective governance bodies could serve on the DotAsia NomCom. It was noted that whereas independence is required, to rule out all indirectly related persons may not be realistic.

5.4.2. The process for soliciting applications for NomCom consideration was discussed. It was highlighted that while there should potentially be a public call for self-nominations, the Board and the NomCom would practically need to recruit willing candidates.

5.4.3. The timeline and potential candidates for the NomCom was discussed. It was agreed that the Board Exco, on behalf of the Board, in accordance with the Board Governance Framework (BGC-001) proceed to finalize the seating of the NomCom by March 13, 2024 in alignment with the overall Board Elections 2024 schedule. (2024.02.A03)

5.4.4. It was suggested and agreed that a note on the responsibilities of the NomCom be drafted summarizing the tasks and powers as included in the proposed amendments to the DotAsia Articles. (2024.02.A04)

5.5. DotAsia Election Code of Conduct

5.5.1. A draft of the DotAsia Election Code of Conduct was circulated and presented. It was highlighted that much of it is based on the recently developed APNIC Code of Conduct for Nominees for the APNIC EC elections, and that the document is to be maintained and confirmed eventually by the NomCom (instead of the Board).

5.5.2. A question was raised on how much lead time may be required for the NomCom to finalize the Election Code of Conduct. It was understood that one-week's time should be tight but reasonable.

6. Communications Plan

6.1. It was highlighted that an open tender process as included in the SOP for Finance and Procurement (BFC-001) was not used in the shortlisting of the communications agency due to the nature of the services sought. It was acknowledged that even though exceptions are anticipated in the SOP, further discussion on revising the SOP in light of recent experiences should be had. (Further discussion in 11.2 below)

6.2. Two shortlisted specialist communications agencies were invited to present and discuss with the Board their proposed communications plan in response to disinformation against DotAsia.

6.3. The merits of the two firms and the respective plans were discussed (after the presentations).

- 6.3.1. The effectiveness of more forward looking narrative versus preparations in response to accusations and attacks was considered.
- 6.3.2. It was recognized that there had been some success dealing with the situation over the past year, however many DotAsia Members and members of the community may have been influenced by the bombardment of earlier disinformation, and that more should be done to mitigate against future attacks as well as reinforce the good works of DotAsia.
- 6.3.3. It was agreed to proceed with a specialist firm to develop better responses against the allegations and then to consider a broader approach to further build the narrative of DotAsia's community work.

7. Joint Dinner with THNIC

Joint Dinner with THNIC (host of APRICOT 2024) was held at KHAO Restaurant.

Board Meeting Discussions (2024.02.25):

8. Roll Call

- 8.1. Jordan CARTER chaired the Board meeting for the DotAsia Board Meeting on February 25, 2024.
- 8.2. Roll call. Those present for the whole meeting or a part thereof are included in the Attendees section.

9. Market Development Updates

- 9.1. Leona and Pavan presented market development updates for .Asia and .KiDS, covering new creates, renewal numbers and domains under management, as well as Registrar relationships and promotional programs, followed by plans for 2024.
 - 9.1.1. A question was raised on whether DotAsia keeps logs on suspended domains. It was explained that DotAsia maintains reports on domains suspended for DNS Abuse. It was further noted that due to prevalent use of proxy registrations, less demographical information is available.
 - 9.1.2. The challenge for getting Accredited Registrars to onboard new gTLDs was discussed in relation to the work on .KiDS.
 - 9.1.3. Question was raised on the precautions taken to ensure that content under the .KiDS domain is appropriate for kids. It was explained that similar mechanism for addressing DNS Abuse is used to identify and designate for "watch" or "suspend" of domain names violating the .KiDS registry policies, which include adult or restricted content.
 - 9.1.4. A further question was raised on the scalability of such mechanism. It was noted that the .KiDS zone is currently very small and the personnel and resource cost of maintaining the measures are reasonably contained. It is further noted that the scalability should improve as the registry and providers learn from the process, but the team will need to continue to monitor the cost effectiveness to ensure that it remains economically viable.
- 9.2. The main goals from the market development perspective were presented:
 - Continue to grow new create volume with competitive pricing;

- Increase collaboration with Registrars on market development and promotions to their existing customers;
- Expand branding efforts by highlighting .Asia usage, practical and business-related social media engagement, Asian culture and community highlights, etc.

10. Strategic Plan

- 10.1. The Strategic Plan for DotAsia was presented and discussed, focusing on measures of success and time horizon.
- 10.1.1. The scope and concept of Member engagement was discussed. It was noted that DotAsia is not setup as a Member benefit organization, and that Member rights and obligations are set out in the DotAsia Membership Briefing document which serves also as the membership form. It was recognized that Member expectations may need to be explored and clarified, and DotAsia's work in relation to Members be better presented.
- 10.1.2. It was suggested that a Member survey be explored to gauge the expectations from Members and to open up a conversation. (2024.02.A04)
- 10.1.3. It was noted that specific measures on the overarching priorities should be developed. (2024.02.A05)
- 10.2. Time horizon and reporting of measures
- 10.2.1. It was discussed and agreed that a three-year time frame be used for the strategic plan, which straddles over 4 years from 2024-2027.
- 10.2.2. It was suggested and agreed that measures be reported annually at the end of the calendar year to the Board in preparation for reporting to Members at APRICOT.
- 10.2.3. A question on the burdens on the team of reporting on the many measures of success was raised. It was noted that the team had spent considerable amount of time to identify reasonable and realistic measures, and that many of the items are already collected and presented in the SIA Reports.
- 10.3. CEO Goals – A brief discussion on the goals of the CEO and DotAsia team was held with DotAsia staff team, including the CEO recused. It was noted that further discussion on the matter should be had at the next F2F Board meeting and that a simple framework should be put in place.

11. Namesphere Next steps

- 11.1. Communications plan next steps:
- 11.1.1. In confirmation of the discussion regarding next steps on the communications plan on Feb 24, a brief resolution was put forth for consideration:
- Proceeding with Communications Plan:
- Negotiate and finalize scope of work with shortlisted providers;
 - Proceed with implementation of plan with a goal to complete message strategy and crafting within two months; and,
 - Report back to the BFC at the scheduled meeting in March 2024 with a full plan of action.
- 11.1.2. The motion was moved by Edmon CHUNG and seconded by Satish BABU. Resolved unanimously. (2024.02.003)

11.2. Consultants on Business Decisions for Namesphere:

11.2.1. The background of exploring the retention of business consultants to serve as independent representatives for Namesphere was briefed to the Board. It was updated that the search for potential firms is ongoing (as per report to the Board at the Jan 31, 2024 meeting).

11.2.2. A concern was raised about sensitive information that may need to be included in specifications if an open tender process is to be used as described by the SOP on Finance and Procurement (BFC-001). It was suggested that, similar to the selection of the communications agency, an exception should be noted given the nature of the scope of service sought as well as the limited interest from providers to justify an open tender process.

11.2.3. It was suggested and agreed that the current SOP model should be reviewed and revised. It was noted that such revision may be to include having an open tender as an exception rather than as a default.

11.2.4. Review of the SOP (BFC-001) to be included in the next BFC meeting agenda. (2024.02.A05)

11.3. Legal next steps:

11.3.1. It was reported that in accordance with the earlier Board resolution on the matter (2023.07.003), DotAsia is continuing to pursue mediation as well as preparations for progressing towards the conclusion of the litigations.

11.3.2. It was clarified that in Oct 2022, DotAsia, through our legal counsels have already responded to the mediation request from the litigant and suggested a mediator for consideration, but have not heard back.

12. Financial Reports

12.1. The overall financial position and major income and expenses for DotAsia Foundation for the fiscal year of 2023 were presented.

12.1.1. It was noted that accounting-wise, all the community projects are put into DotAsia Foundation so the resources allocated to them can be better accounted for.

12.1.2. A question was raised on the purpose for the expenditures report. It was explained that the report presents the difference between the budgeted expense amounts versus the actual expense amounts.

12.1.3. There was discussion about the budget cycle and financial reporting cycle being not in-sync (the budget cycle being from Apr-Mar and the financial year being Oct-Sep). The historical background on the fiscal year and budget cycle was explained. (Further discussion in 13.4)

12.2. An update on the ongoing audit by Mazars was provided. It was noted that a draft was expected by the end of January, but had not yet been received. It was further noted that the auditor has indicated that they may need more time to review the issues previously raised by the litigant.

13. DotAsia Budget 2024-2026

13.1. Draft DotAsia Budget 2024-2026 was circulated and presented.

- 13.2. It was noted that the financial projections are expected to be very stable and similar to previous years. It was highlighted that the main difference between 2024-2025 and 2025-2026 is the lower projection for the latter year in legal fees with the anticipation that the litigations could be settled or concluded. This contributes to the projected deficit for one year and returning to a balanced budget by the next.
- 13.3. A question was raised regarding the allocation of resources from DotAsia Organisation to DotAsia Foundation. It was clarified that personnel and office expenses are allocated from DotAsia to DotAsia Foundation which is accounted for as expense from DotAsia, being subsidies to DotAsia Foundation, and then cancelled out as income from DotAsia Foundation to DotAsia Organisation.
- 13.4. The time period for the budget was discussed. It was explained that the fiscal year was related to the formation of the company whereas the budget cycle was developed later, and was designed to allow the new Board being seated at the AGM during APRICOT (Feb) each year.
 - 13.4.1. There was discussion about whether or not the budget cycle and fiscal year needs to be synchronized. It was suggested that 6 more months can be added to the current draft and adopted for next year. It was further suggested that the 6 months can be added and a full 2-year budget be approved in October instead.
 - 13.4.2. Further discussion to be had at the BFC. (2024.02.A07)
- 13.5. The timeline on the adoption of the Budget was discussed. It was agreed that the Budget 2024-2026 be for the adoption to be included in the scheduled April 2024 Board meeting.

14. Preparation for EGM

The agenda for the EGM was presented and discussed.

15. AOB

- 15.1. Progress on the Complaints Committee consideration of the complaint received was reported (Resolution 2023.04.002).
 - 15.1.1. The draft report from the Complaints Committee along with the accompanying draft violation notices were circulated and presented.
 - 15.1.2. The remedial recommendations from the Complaints Committee were discussed. It was highlighted that escalation paths based on the current Code of Conduct remedies have been considered should violators refuse to take the suggested course of remediation.
 - 15.1.3. The timing of the issuance of the report and notice to violators was discussed. It was agreed that the matter should proceed forward through the process upon thorough consideration and not be delayed unnecessarily.
 - 15.1.4. It was discussed and agreed that legal advice be obtained for the report and approach as considered by the Complaints Committee. (2024.02.A08)
 - 15.1.5. Revise draft violation notice and table for board action at the scheduled April 2024 Board Meeting. (2024.02.A09)

- 15.2. A draft introduction of the DotAsia Nomination Committee (NomCom) Roles and Responsibilities based on discussions on Feb 24 (see 5.4.4) was presented, discussed and finalized.
- 15.3. Next steps on Code of Conduct Review (BGC-002) were discussed. It was confirmed that draft webpage content, i.e. reader friendly summary version, based on the discussion (2024.02.A10) will be drafted for review at the next scheduled BGC meeting, and that the adoption of the revised Code of Conduct be tabled for adoption at the scheduled April 2024 Board meeting with a target effective date of May 23 (on the day of AGM 2024).
- 15.4. Team travel plan from February to August 2024 and Board Meeting dates for 2024 were presented.

16. Joint Dinner with APNG Camp

Joint Dinner with APNG Camp was held at Kasetsart University.