

DotAsia Board Meeting Minutes

Date(s) & Time:	Dec 11, 2024 (Wed) 14:01 AM – 15:31 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	Satish BABU Thomas BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)

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.
2024.09.A06	Conduct study on DotAsia's support to ccTLDs and new gTLDs.	Edmon CHUNG	Completed and to be further followed up as 2024.12.A01.
2024.12.A01	Prepare a concept paper outlining DotAsia's approach for supporting new gTLD applications.	Edmon CHUNG	To be presented at next Board meeting.
2024.12.A02	Analysis of DotAsia Member Engagement Survey 2024.	Edmon CHUNG	To be presented at next Board meeting.

No.	Resolutions / Decisions:
2024.12.001	Board Meeting Minutes: <ul style="list-style-type: none"> <input type="checkbox"/> Approval of Board Meeting minutes of Oct 30, 2024. <p>Approved.</p>
2024.12.002	Adoption of Board Elections Procedures:

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> <input type="checkbox"/> BGC-004: Board Elections Procedures (Version 2.1) <p>The resolution was motioned by Satish BABU, seconded by Maureen HILYARD, and resolved unanimously.</p>
2024.12.003	<p>Seating of Election Chair and Election Committee 2025:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Election Chair: Ellen STRICKLAND <input type="checkbox"/> Election Committee Co-Sponsor Members community representative: to monitor election for seat(s) returned from the Sponsor Member category: Cheryl LANGDON-ORR <input type="checkbox"/> Election Committee Sponsor Members community representative: to monitor election for seat(s) returned from the Co-Sponsor Member category: Andrew MOLIVURAE <p>Seating of Nomination Committee (NomCom) 2025</p> <ul style="list-style-type: none"> <input type="checkbox"/> NomCom Chair: Craig NG <input type="checkbox"/> NomCom Members: <ul style="list-style-type: none"> o Bertrand CHERRIER o Pua HUNTER o Yuri TAKAMATSU <p>The resolution was motioned by Tom BARRETT, seconded by Jordan CARTER and resolved by a majority, with abstentions from other outgoing Board Directors (Nicole CHAN, Maureen HILYARD, Jose LAY and Akinori MAEMURA).</p>

Board Meeting Discussions (2024.12.11):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on Dec 11, 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)

There were no SOI updates from Board Directors.

3. Consideration of Board Meeting Minutes (Oct 30, 2024)

- 3.1. The latest version (DRAFT1) of the Oct 30, 2024 Board meeting minutes were presented.
- 3.2. Board minutes were approved. (2024.12.001)

4. Board Elections 2025 update (Seating of EC & NomCom)

- 4.1. An update on Members' confirmation of voting representative was reported. It was noted that the deadline for confirmation set for this year is Dec 23, 2024 and Nomination Period begins on Dec 27, 2024.
 - 4.1.1. A question was raised on how the confirmation statistics compare with that last year. It was reported that the number of unconfirmed Members were more compared to last year, however that there is still sometime before the deadline and that there had been correspondence with some of those who have not yet confirmed.
 - 4.1.2. Another question was raised on whether Members who did not confirm will receive the voting ballot. It was clarified that Members who have not confirmed by the deadline will not receive nomination template and voting ballot, and will need to appeal to the EC who will decide on the matter.
- 4.2. It was noted that the first draft of the updated Board Elections Procedures (BEP: BGC-004) has been circulated to Members and posted on the DotAsia website since Oct 4, 2024, and had been stable with no objections received or further edits included.
 - 4.2.1. The two main changes to the BEP this year was highlighted:
 - Clearer delegation of authority and addition of the Known Aligned Community Events (KACEs) list from BFC-003 as guidance to the NomCom; and,
 - Description of the practice of consulting the IANA database contact for Sponsor Member (ccTLDs) should any conflicts or ambiguity arise.
 - 4.2.2. A simple resolution for the adoption of Board Elections Procedures version 2 was presented. The resolution was motioned by Satish BABU, seconded by Maureen HILYARD and resolved unanimously. (2024.12.002)
- 4.3. It was noted that minor changes to the Notice of Board Elections 2025 have been included:
 - Adding back Jo-Fan YU to the remaining Board Directors' list
 - Crossing out the posting of 2nd Draft of the BEP as it was not needed
 - Adding the members of the EC and NomCom
 - Correction of an error on the day of week in the timeline
- 4.4. The slate for the EC and NomCom based on previous Board and BGC discussions was presented for consideration.
 - 4.4.1. A question was raised on whether it may be appropriate for Board Directors seeking re-election to abstain for the resolution.
 - 4.4.2. Jordan explained that he was pleased to have overseen the progress made in stabilizing the organization, addressing financial audits, and strengthened governance structure from challenging times earlier, and that he will not seek re-election after the current term. Other Directors expressed their

acknowledgement to Jordan's significant contribution and lamentation for his departure.

- 4.4.3. There was agreement that other Directors whose term is ending and may be seeking re-election to abstain from the resolution.
- 4.4.4. The resolution for the seating of the EC & NomCom 2025 was motioned by Tom BARRETT, seconded by Jordan CARTER, and resolved by a majority, with abstentions from other outgoing Board Directors. (2024.12.003)

5. DotAsia Member Engagement Survey 2024 update

- 5.1. It was reported that 7 responses from Members had been received to date and that there is general indication of approval regarding DotAsia's work.
- 5.2. It was also noted that the closing date for the Member Engagement Survey had been extended (for 1 week) to Dec 13, and that further extension is not planned to avoid confusion with the voting representative confirmation emails.
- 5.3. Additional comments and suggestions were also included in the survey responses which will be analysed and reported to the Board along with final results after the closing of the survey. (2024.12.A02)

6. Strategic Plan Progress Report

A preliminary report on the progress and measures of the Strategic Plan 2024-2027 was presented. It was noted that the first full draft is expected to be circulated for consideration before the scheduled Board meeting in Jan 2024, with the target of a finalized report at the Feb 2025 F2F Board meeting and presentation to Members at the AGM 2025.

7. Namesphere updates

- 7.1. It was reported that the meeting with legal counsel was held with interested Board Directors joining.
 - 7.1.1. Legal counsel provided suggestions to include more robust legal language and to structure the agreement more in the format of an arm's-length commercial contract.
 - 7.1.2. An updated draft has been circulated to legal counsel for advice. It is expected that the draft can be finalized in Jan 2025.
- 7.2. On progress with the litigations, it was reported that the litigant had been dormant for a period of time, and that preparations are underway to reinstate efforts towards mediation to progress towards resolution of the disputes.
- 7.3. Discussions regarding .WEBInChinese was reported. It was suggested and agreed that DotAsia move forward with the execution of the service agreement with Namesphere once the draft is finalized. It was noted that although not necessary, based on previous legal counsel suggestion, a shareholders meeting should be held

to present the service agreement and allow for feedback before the Namesphere Board resolves to execute the agreement.

8. Update on strategic directives on new gTLDs and support for ccTLDs

- 8.1. An update on the strategic response to the next round of new gTLDs was presented, highlighting DotAsia's continued value to provide knowledge and experience in the development of gTLDs.
 - 8.1.1. It was highlighted that the strategic approach would focus on working with NGOs and the utilization of ICANN's Applicant Support Program (ASP).
 - 8.1.2. There was agreement with the general direction. DotAsia team will prepare a concept paper for further discussion at the next Board meeting. (2024.12.A01)
- 8.2. The potential to develop a package to support ccTLDs in the APAC region was discussed.
 - 8.2.1. It was noted that DotAsia can potentially provide support and services to ccTLDs on policy, market development, technical operations, and community engagement, however, there may not be strong demand.
 - 8.2.2. It was suggested and agreed that DotAsia should stand ready to provide ad-hoc support to ccTLDs as needed and as opportunity arise, such as in the case of .MO, without developing a formal plan to "market" such services.

9. Chair's Report

An updated employment agreement with the CEO is being reviewed with legal counsel and will be circulated to the Board soon.

10. Operations & Financial Updates

- 10.1. Quarterly financials ending September 30, 2024 along with management notes and supplementary reports were circulated and presented.
 - 10.1.1. It was highlighted that an Actual vs Budget report (as replacement to the old Expenditures report) was implemented to provide a closer comparison with the actual numbers and the budget.
 - 10.1.2. It was further noted that gross revenue numbers were used instead of recognized revenues so that the actual amounts can be directly compared to the budget.
- 10.2. It was noted that the first draft of the audit report for DotAsia Organisation is delayed. The draft reports for DotAsia Foundation and DotKids Foundation are being discussed with the auditors and adjustments are being addressed. An update on the Namesphere group audits are now expected from KSHK before December 20.

- 10.3. Operations updates were presented alongside social media engagement.
 - 10.3.1. It was reported that incoming deposits have been steady, and that as anticipated coming out of a series of price promotion efforts in the past year, the total DUM for .Asia is declining, and that steady growth is experienced at .KiDS.
 - 10.3.2. It was highlighted that messages on domains and tech are added alongside Asian cultural topics in social media engagement.
 - 10.3.3. Development at NetMission and the Asia Pacific YIGF, as well as progress with the preparations for APNG Camp and AP* Retreat were reported, and it was noted that the Synthesis Document for APriGF 2025 has been completed.
 - 10.3.4. DotAsia's participation at IGF 2024 in Riyadh will span across 14 sessions as speakers or moderators.

11. AOB

In replacement of the team travel plans, a DotAsia Participation Calendar detailing DotAsia team's engagement in various events and activities had been created and will be maintained for the team's own coordination and for the Board's reference.