

DotAsia Board Meeting Minutes

Date(s) & Time:	Sep 19, 2025 (Fri) 10:30 AM – 12:04 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	Satish BABU Thomas BARRETT Edmon CHUNG Maureen HILYARD Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU Rebecca CHAN (DotAsia Team) Evin Ashley ERDOĞDU (DotAsia Team) Amina MEIRASBEK (DotAsia Team)

No.	Action Items:	Owner	Remarks
2025.08.A03	Arrange the upcoming F2F Board meeting.	BoardSec	Completed.
2025.09.A01	Update Draft Board Elections Procedures (BEP: BGC-004) and circulate to Members for feedback.	Edmon CHUNG	Completed.
2025.09.A02	Add Directors' term expiration dates to Notice of Board Elections and relevant pages on the DotAsia website.	Edmon CHUNG	Completed.
2025.09.A03	Rearrange Board Committee meetings schedule.	BoardSec	Completed.

No.	Resolutions / Decisions:
2025.09.001	Board Meeting Minutes: Approval of Board Meeting minutes of Aug 1, 2025. Approved.

Board Meeting Discussions (2025.09.19):

1. Roll Call

- 1.1. Akinori MAEMURA chaired the Board meeting on Sep 19, 2025.
- 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 (Aug 1, 2025)

- 3.1. The latest version (DRAFT1.1) of the Aug 1, 2025 Board meeting minutes was presented.
- 3.2. Board minutes were approved. (2025.09.001)

4. Board Election Procedures (BEP: BGC-004)

- 4.1. An updated draft (Draft1) of the Board Election Procedures (BEP: BGC-004) was presented. Key changes from the previous version included:
 - Shifting of the suggestion of a candidate to fulfil geographical diversity requirements from the Board to the Nomination Committee (NomCom).
 - Adding the Board Code & Consensus Process (BGC-006) policy to the list of documents to be explicitly accepted by candidates.
 - Adding back provision for addressing candidates with nationality from a sanctioned country.
- 4.2. The Board discussed the definition of “observer” and the need for it to be finalized. It was proposed and agreed to circulate the first draft of the updated BEP by September without the definition, and to include it in the second draft.
 - 4.2.1. A question was raised on the estimated time to complete the definition. It was clarified that based on the discussion at the BGC, the definition will be included in a separate document (BGC-006) and not the BEP. It was noted that one to two BGC meetings are expected to finalize the definition, after which it is planned to be tabled for full Board consideration at the Face-to-Face (F2F) Board Meeting.
 - 4.2.2. It was noted that the current draft of the BEP includes a lightweight description of the “observer”.
 - 4.2.3. It was proposed and agreed that the lightweight description be removed, and a direct note, pointing to the definition to be included in the Board

Code & Consensus Process (BGC-006) be added to the draft BEP to be circulated for Members comment and feedback. (2025.09.A01)

- 4.3. The Articles of Association requirements and the BEP mechanisms to satisfy the geographical diversity requirements were explained.
 - 4.3.1. It was noted that due to unequal number of votes between Sponsored and Co-sponsored Member categories, the Election Committee (EC) 2025 developed a process of utilizing a percentile system to resolve any vacancy required to be seated to satisfy geographical diversity requirements, and that the changes included in the draft BEP formalizes the process developed by the EC 2025.
 - 4.3.2. A question was raised recalling previous discussions about changing the geographical diversity requirement. It was clarified that in the 2023-24 discussions on the amendment of the DotAsia Articles, the geographical diversity requirement was relaxed from requiring at least 1 Director from each of the 4 sub-regions to requiring at least 1 Director from at least 3 of the 4 sub-regions, while expanding the satisfying of geographical diversity on the Board to include both Co-Sponsor Members as well as Sponsor Member seats, instead of previously where the geographical diversity requirement must be satisfied within Sponsor Member seats.
- 4.4. A general timeline for Board Elections 2026 as included in the draft Notice for Board Elections was presented.
 - 4.4.1. It was highlighted that due to APRICOT being scheduled earlier in Feb 2026, the timeline for elections needed to be shifted earlier. It was also noted that only one Director's term expires this year, as a result of the transition arrangements anticipated by the amended DotAsia Articles, and that at the completion of Board Elections 2026 a full 11-person Board should be seated.
 - 4.4.2. A comment was raised observing that the Directors' term expiration dates were not included in the Notice. It was agreed to add the information in the next version. (2025.09.A02)

5. Seating of Election Committee (EC) & Nomination Committee (NomCom)

- 5.1. According to the discussion at the last BGC meeting, it was proposed that the current members of both the EC and NomCom be invited to continue their roles. It was noted that since the DotAsia governance structure is still in transition from the Articles amendments, continuity and knowledge in the committees is important.
- 5.2. It was agreed that the Board Chair would reach out to the EC and NomCom members to seek their willingness and interest to continue to serve in their roles.

6. Update on DotAsia Response to Next Round of New gTLDs

- 6.1. An inquiry was received from ICANN regarding DotAsia's Applicant Support Program (ASP) application.
 - 6.1.1. The impact on partner NGOs for which DotAsia is supporting through the ASP was discussed. It was noted that the level of support DotAsia will be able to provide may be affected, but plans are being put in place to ensure continued support to partner NGOs.
 - 6.1.2. The interpretation of a particular clause in the ASP Handbook was discussed. Comments were raised identifying different interpretations of the sentence. It was noted that the DotAsia team is reviewing the discussions of the particular part during the policy development as well as implementation review on the particular matter, and so far had not identified any discussions countering DotAsia's interpretation of the ASP Handbook.
 - 6.1.3. A question was raised whether ICANN might revise the definitions in the ASP Handbook. Experiences from the 2012 round ASP and CPE processes where ICANN appears to have reinterpreted requirements after implementation were discussed. It was suggested that DotAsia be vocal about the issue at ICANN where appropriate.
- 6.2. It was reported that DotAsia has executed MOUs with more prospective partner organizations, and is continuing to engage with new partners. It was further noted that partner NGO applications are waiting on the experience from DotAsia's own application before proceeding further.
- 6.3. A question was raised about potential liability under the MoUs in a worst-case scenario. It was clarified that the MOU already stipulates that in the case DotAsia is not in a position to provide additional support the project could be cancelled without any financial liability.

7. Namesphere Matters

- 7.1. Updates on Namesphere's business operations, including progress on .WEBInChinese and PCCW, were provided.
- 7.2. An update on the response to the ongoing litigations was shared. It was noted that the next phase would be to return to engaging the litigant towards mediation.

8. Board Face-to-Face (F2F) Meeting

- 8.1. It was reported that due to recent events in Kathmandu, the APriGF meeting will be held virtually. There was discussion about whether the Board should still proceed with its F2F meeting in Nepal, and several alternative options were considered.

- 8.2. It was agreed to have the next F2F meeting immediately after ICANN84 in Dublin, Oct 31 – Nov 1.
- 8.3. An updated Board Face-to-Face (F2F) Meeting agenda was shared and circulated. Main topics for discussion were highlighted.

9. Operations & Financial Updates

- 9.1. The quarterly financial statements as of June 30, 2025, along with management notes, domain income reports, and analysis of actual versus budgeted figures, were circulated and presented.
- 9.2. A notable reduction in legal fees was observed, contributing to a good improvement in the profit and loss statement compared to the previous year.
- 9.3. A substantial profit variance between actual and budget was identified and explained. It was noted that the discrepancy is partially a result of seasonality of promotions and the timing of the reporting where certain promotional registrations auto-renewed but may be deleted later, which would report as a negative profit at a later quarter. It was further remarked that the approach for projecting income and its relation with the actual vs. budgeted comparison be reconsidered.
- 9.4. Updates regarding ongoing audits were presented. The audit report for 2022 with the management notes was circulated and presented. It was noted that the audit report and management notes will be discussed in greater detail during the Board F2F meeting.

10. Any Other Business (AOB)

It was proposed and agreed that the next BFC and BCC meetings be cancelled and 2 additional BGC meetings be scheduled before the F2F Board meeting. The Board Secretariat team will reach out to Board Directors to confirm their availability and determine new suitable times for the BGC meeting. (2025.09.A03)