

<b>DotAsia Board / Governance / Policy Document:</b>		<b>Doc ID:</b>	BGC-001
<b>DotAsia Board Governance Framework</b>			
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		<b>Version:</b>	1.1

This document should be read in conjunction with, and is subject to, the Articles of Association of DotAsia (the “Articles”)

1.	DotAsia Vision and Mission .....	1
2.	DotAsia Board Governance Structure .....	2
3.	Responsibilities of the Chairman.....	2
4.	Responsibilities of the Board of Directors.....	3
5.	Responsibilities of the Board Committees .....	5
6.	Responsibilities of the Board Executive Committee (Board Exco) .....	5
7.	Responsibilities of the Board Governance Committee (BGC) .....	6
8.	Responsibilities of the Board Finance Committee (BFC).....	7
9.	Responsibilities of Board Community Projects Committee (BCC).....	8
10.	Election of the Chairman and any other Officers.....	9
11.	Updates of the DotAsia Board Governance Framework .....	10

## 1. DotAsia Vision and Mission

1.1. The Board affirms the current DotAsia Vision & Mission statements in that they retain the principle values and objectives of the current Board, and more specifically a genuine focus on the development and widespread promotion of the domain .Asia as being of top priority.

### 1.1.1. Vision:

The vision of DotAsia is to create a globally visible domain that embodies the successful, cooperative atmosphere established within the Pan-Asia and Asia-Pacific Internet community to accelerate the overall growth of the region.

### 1.1.2. Mission:

- To sponsor, establish and operate a regional Internet namespace with global recognition and regional significance, dedicated to the needs of the Pan-Asia and Asia-Pacific Internet community.
- To reinvest surpluses in socio-technological advancement initiatives relevant to the Pan-Asia and Asia-Pacific Internet community; and,

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- To operate a viable not-for-profit initiative that is a technically advanced, world-class TLD registry for the Pan-Asia and Asia-Pacific community.

1.2. Enhancing visibility and strengthening the engagement of DotAsia Members with our Vision & Mission is of importance.

## 2. DotAsia Board Governance Structure

2.1. Board Committees:

2.1.1. Board Executive Committee (Board Exco): seated by the Chairman and Board Committee Chairs.

2.1.2. Board Governance Committee (BGC)

2.1.3. Board Finance Committee (BFC)

2.1.4. Board Community Projects Committee (BCC)

2.2. Board Officers:

2.2.1. Chairman

2.2.2. Board Secretary seated by BGC Chair

2.2.3. Board Treasurer seated by BFC Chair

2.3. Alternate Chairman:

If the Chairman is unable to chair a particular meeting, a Chair of any Board Committee (BGC/BFC/BCC) could serve as the Chairman. If any Director objects to the Chairmanship thus arranged, in accordance with Article 56, the Directors present shall choose one of their number to be Chairman of the meeting.

## 3. Responsibilities of the Chairman

3.1. In addition to the Chairman's responsibilities and duties under the Articles, the Chairman shall preside over and manage the Board Meetings, setting the tone and keeping discussions on track and on time to enable the meeting to flow while covering the required agenda.

3.2. Keeping the Board focused on DotAsia's Vision & Mission with strategic direction.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 3.3. Maintaining a relationship with the CEO and other Board Members built on mutual trust and respect, and clearly defined understanding of each other's roles and responsibilities, and of Board policies.
- 3.4. Working collaboratively with the CEO and Board Secretariat (DotAsia Staff team) to establish meeting agendas and other tasks in readiness for Board Meetings.
- 3.5. Serving as a leader and facilitator, actively engaging Board Directors and encouraging them to participate and contribute their views and opinions to decision making discussions.
- 3.6. Setting a high standard of leadership and respect for individual views and opinions, as well as general conduct at Board Meetings, based on DotAsia's Code of Conduct.
- 3.7. Ensuring that new Board Members are provided with an onboarding programme about their role as Directors of the Board of DotAsia (supported by the Board Secretariat).
- 3.8. Being a representative of the DotAsia Board of Directors and advocating its mission to internal and external stakeholders, the Chairman will report to the members of DotAsia at the Annual General Meeting.
- 3.9. Being the lead of the Board Exco and a signatory of Board documents on behalf of the DotAsia Board of Directors.
- 3.10. Coordinating the annual performance appraisal of the CEO in consistent with Board policy, the Chair will appoint a committee and set the parameters for the evaluation and performance review.
- 3.11. Preparing the Board meeting minutes. The Board meeting minutes will be drafted by the Board Secretariat at the Chairman's instructions and then circulated to all Board members and presented by the Board chair at the next meeting.

#### **4. Responsibilities of the Board of Directors**

While the Directors share some of the duties already stated for the Chairman, the Board of Directors are subject to the Articles and in accordance with the same, responsible for the following matters including but not limited to:

- 4.1. Electing the Chairman (Article 48).
- 4.2. Governing the organization by establishing Board policies and setting out strategic objectives.
- 4.3. Working together with DotAsia management and staff on organizational goals and policies in line with DotAsia's Vision & Mission.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 4.4. Setting strategy and structure by reviewing present and future opportunities, threats and weaknesses – determine strategic options, business strategies and DotAsia’s organizational structure and capability.
- 4.5. Discussing issues or potential problems emerging from the Board’s environment of responsibility and working together to resolve issues based on shared and common understandings of DotAsia policies and objectives.
- 4.6. Approving annual budgets and salaries, hiring and firing of the senior management, including the CEO of DotAsia, as well as participating in the annual performance appraisal of the CEO.
- 4.7. Encouraging more engagement of the Sponsor Members (ccTLDs) and Co-Sponsor Members (Asia Pacific Internet Organizations) of DotAsia in the promotion of its regional and global activities.
- 4.8. Delegating day to day responsibility of the management of the company to the management while at the same time ensuring that internal controls are effective and that there is a regular evaluation of policies, objectives and strategies.
- 4.9. Governing the organization by establishing Board policies and setting out strategic objectives.
- 4.10. Setting a high standard for DotAsia’s Code of Conduct that addresses issues regarding confidentiality, conflict of interest and other pertinent Board policies.
- 4.11. Discussing emerging issues or potential problems based on shared and common understandings of DotAsia’s goals and strategies, and work together to achieve company goals.
- 4.12. Ensuring that succession planning takes place to maintain Board continuity and a smooth transition towards future Board leadership.
- 4.13. Serving as Ambassadors of the organization and advocating its mission to internal and external stakeholders.
- 4.14. Establishing Vision, Mission and Values – determine company goals and policies.
- 4.15. Delegating day to day responsibility to the management of the company and evaluating the implementation of policies, strategies and business plan – determine the monitoring criteria. Ensure that internal controls are effective.
- 4.16. Adopting the Board meeting minutes. Board meeting minutes are publicly posted and contain records of decisions taken, along with any materially relevant facts presented and discussed. Board Members understand that not every particular view expressed is included to ensure that Board Members can frankly express their views without inhibiting discussion and hurting the quality of decision making.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

## 5. Responsibilities of the Board Committees

- 5.1. In accordance with Article 45, the Board has decided that it will delegate certain of its governance and financial responsibilities and therefore has created three Committees (the “Board Committee(s)”) to take charge of the key overall tasks of the Board – Governance, Finance and Community Projects.
- 5.2. Board Members should identify to the Board Chair which Board Committee(s) they wish to join and Board Committee Members must first be appointed by the Board to the particular Board Committee. The Annual appointment of each Board Committee Member will take place at the first meeting of the new Board following the AGM. Additional appointments may take place at every Board Meeting, when it is needed.
- 5.3. The Chair of each of the Board Committees will be selected annually or when necessary by the respective Board Committee Members, and confirmed by the Board at its next meeting. The Annual selection of each Board Committee Chair will take place at the first meeting of each respective new Board Committee meeting following the AGM.
- 5.4. Each of the Chairs of the Board Committees will constitute the Board Exco together with and chaired by the Chairman of the Board.
- 5.5. Ensuring the internal controls of all areas within their responsibility are efficient and effective and that there is a regular evaluation of all policies, objectives and strategies.
- 5.6. Discuss matters that may eventuate in recommendations for decisions by the full Board.

## 6. Responsibilities of the Board Executive Committee (Board Exco)

- 6.1. Subject to Article 45, the Board Exco shall exercise all the powers of the Board in the oversight of the management of the business and affairs of the Company, including, without limitation, financial matters so that the Board retains the ability to act through the Board Exco between formal Board meetings if deemed necessary.
- 6.2. Providing organizational overall oversight.
- 6.3. Overseeing the implementation of Board policies and ensuring that the Board is establishing and maintaining good governance practices.
- 6.4. Developing and enforcing strong internal controls and financial management policies.
- 6.5. The Board Exco will not have regularly scheduled meetings. Meetings may be called upon no less than forty-eight (48) hours’ notice by the Board Chair or by any two

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

members of the Board Exco. The quorum of a Board Exco meeting shall be 3. When a quorum is present, the vote of a majority of the Board Exco members present shall constitute the action or decision of the Board Exco.

- 6.6. Meeting minutes shall be produced and posted to the DotAsia website following approval by the Board Exco.
- 6.7. The Board Exco may take an action without a meeting for an individual item by using electronic means such as email. All voting members of the Committee must vote electronically in favour of the motion or no objection is expressed within the time established by the Chair, which shall not be less than 48 hours, as the item is put out for the action for it to be considered approved. The action without a meeting and its results will be noted in the next Board Exco meeting or full Board meeting and will be included in the minutes of that meeting.
- 6.8. After each Board Exco meeting where action has been taken, the Board Exco shall provide notice to the full Board via email of the actions taken by the Board Exco immediately after the meeting and shall provide a report to the full Board of Directors with a report of actions taken, for Board receipt and acknowledgment at the next regularly-scheduled meeting of the full Board.

## 7. Responsibilities of the Board Governance Committee (BGC)

- 7.1. Providing oversight recommendations on the governance of DotAsia.
- 7.2. Identifying and recommending suitable governance structures and processes to improve the efficiency of DotAsia.
- 7.3. Evaluating proposals from CEO on the operation of DotAsia, and providing recommendations, which may impact on governance structure and processes of DotAsia.
- 7.4. Recommend to the Board any measures for ensuring the objects of the organization are carried through, including but not limited to:
  - 7.4.1. Operating a viable not-for-profit initiative that is a technically advanced, world-class top level domain ("TLD") registry for the Pan-Asia and Asia Pacific community.
  - 7.4.2. Developing and administering a registration system for Internet domain names under the top level domain ".Asia" and its other equivalents and to establish and develop a self-regulatory framework in respect of such registration system; to provide services for registration of domain names under the . Asia TLD and its other equivalents including but not limited to registry services and other services ancillary thereto.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 7.4.3. Developing and establishing a policy framework for the development and administration of Internet domain names under the .Asia TLD and its other equivalents.
- 7.4.4. Establishing appropriate charter eligibility dispute resolution policy to ensure charter qualified registrations of Internet domain names under the .Asia TLD and its other equivalents and dispute resolution policy to curb abusive registrations of Internet domain names under the .Asia TLD and its other equivalents.
- 7.5. The BGC will schedule meetings at monthly, bi-monthly or quarterly intervals as it sees fit. Special/Extraordinary meetings may be called upon no less than forty-eight (48) hours' notice by the Chair of the BGC or by any two members of the BGC. The quorum of a BGC meeting shall be 2. When a quorum is present, the vote of a majority of the voting BGC members present shall constitute the action or decision of the BGC.
- 7.6. Meeting minutes shall be produced and posted to the DotAsia website following approval by the BGC. After each BGC meeting, the BGC shall report to the full Board of Directors its recommendations, for Board consideration at the next appropriate regularly-scheduled meeting of the full Board.
- 7.7. The BGC provides recommendation to the DotAsia Board as a whole, and does not exercise any of the Board's powers in its absence.
- 8. Responsibilities of the Board Finance Committee (BFC)**
- 8.1. Developing and recommending strong internal controls and financial management policies to ensure that DotAsia has adequate financial resources to operate efficiently and effectively.
- 8.2. Providing strategic oversight recommendations on DotAsia's financial matters.
- 8.3. Facilitating and reviewing the preparation of annual budgets for essential allocation areas.
- 8.4. Recommend to the Board any measures for ensuring that the Financial Officer and the Finance Manager provide clear, accurate and complete financial reporting records and information.
- 8.5. Recommend to the Board any measures for ensuring that the DotAsia financials are audited annually.
- 8.6. Reporting on the progress of budgets and financial activities at the Board's monthly meeting.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 8.7. Recommend to the Board any measures for ensuring the objects of the organization are carried through, including but not limited to:
- 8.7.1. Establishing and operating a regional Internet namespace with global recognition and regional significance, dedicated to the needs of the Pan-Asia and Asia Pacific Internet community.
  - 8.7.2. Operating a viable not-for-profit initiative that is a technically advanced, world-class top level domain ("TLD") registry for the Pan-Asia and Asia Pacific community.
  - 8.7.3. Developing and administering a registration system for Internet domain names under the top level domain ".Asia" and its other equivalents and to establish and develop a self-regulatory framework in respect of such registration system; to provide services for registration of domain names under the . Asia TLD and its other equivalents including but not limited to registry services and other services ancillary thereto.
- 8.8. The BFC will schedule meetings at monthly, bi-monthly or quarterly intervals as it sees fit. Special/Extraordinary meetings may be called upon no less than forty-eight (48) hours' notice by the Chair of the BFC or by any two members of the BFC. The quorum of a BFC meeting shall be 2. When a quorum is present, the vote of a majority of the voting BFC members present shall constitute the action or decision of the BFC.
- 8.9. Meeting minutes shall be produced and posted to the DotAsia website following approval by the BFC. After each BFC meeting, the BFC shall report to the full Board of Directors its recommendations, for Board consideration at the next appropriate regularly-scheduled meeting of the full Board.
- 8.10. The BFC provides recommendation to the DotAsia Board as a whole, and does not exercise any of the Board's powers in its absence.

## 9. Responsibilities of Board Community Projects Committee (BCC)

- 9.1. Providing strategic oversight recommendations on Community Projects which contributes to promote Internet development and adoption for the global Asia Pacific community.
- 9.2. Reviewing community project proposals.
- 9.3. Liaising with the Advisory Council, review community projects proposals from Sponsor Members and Co-Sponsor Members of DotAsia.
- 9.4. Reviewing proposal from the Board to engage themselves in community projects including funding for travel and/or other activities.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 9.5. Recommend to the Board any measures for ensuring the objects of the organization are carried through, including but not limited to:
- 9.5.1. i) Creating a globally visible domain that embodies the successful, co-operative atmosphere established within the Pan-Asia and Asia Pacific Internet community to accelerate the overall growth of the region.
  - 9.5.2. ii) Liaising with operators of Pan-Asia and Asia Pacific country code top level domains ("ccTLDs") and international bodies on issues relating to the development and administration of .Asia domain name systems.
  - 9.5.3. iii) Reinvesting portions of revenues and/or surpluses in socio technological advancement initiatives or other related initiatives relevant to the Pan Asia and Asia Pacific Internet community.
- 9.6. The BCC will schedule meetings at monthly, bi-monthly or quarterly intervals as it sees fit. Special/Extraordinary meetings may be called upon no less than forty-eight (48) hours' notice by the Chair of the BCC or by any two members of the BCC. The quorum of a BCC meeting shall be 2. When a quorum is present, the vote of a majority of the voting BCC members present shall constitute the action or decision of the BCC.
- 9.7. Meeting minutes shall be produced and posted to the DotAsia website following approval by the BCC. After each BCC meeting, the BCC shall report to the full Board of Directors its recommendations, for Board consideration at the next appropriate regularly-scheduled meeting of the full Board.
- 9.8. The BCC provides recommendation to the DotAsia Board as a whole, and does not exercise any of the Board's in its absence.

## **10. Election of the Chairman and any other Officers**

- 10.1. Board Members shall be given 28 days' notice of the election of the Chairman.
- 10.2. The election process is developed by the Board and will be administered by the CEO of DotAsia as the only person on the Board not participating in the Election of the Chairman.
- 10.2.1. The administrative process for nominating, seconding, accepting and balloting in accordance with this Board Governance Framework will be confirmed by the Board, including mechanisms for proxy, if any.
  - 10.2.2. The nomination, seconding and acceptance process will be conducted in person (physically or virtually) at a Board meeting. The balloting process will also be conducted in person (physically or virtually) at a Board meeting utilizing electronic tools.

<b>Title:</b>	DotAsia Board Governance Framework	<b>Doc ID:</b>	BGC-001
<b>Status:</b>	COMPLETE	<b>Effective Date:</b>	2021.02.27
		<b>Version:</b>	1.1

- 10.3. The Annual election of the Chairman will take place at the first meeting of the new Board following the AGM. If any Director objects to conducting the election, in accordance with Article 48 the then existing Chairman shall continue to serve as the Chairman until an election is agreed upon.
- 10.4. Every voting member of the Board is able to nominate the Board Chair and any other Officers of the Board.
- 10.5. Nominations for the Chairman can be called at the start of the meeting on the election date as advertised.
- 10.6. If there is only one nomination, the sole nominee may be declared the Chairman by acclamation.
- 10.7. If there is more than one nomination, the election of the Chairman will take place by secret ballot at the next Board Meeting.
- 10.8. The election of Chairs for Board Committees and voting on any personnel issues, if voting is required, will be done by secret ballot.
- 10.9. The CEO or Board Secretariat will tally, record and announce the result of the election directly to the Board and then to DotAsia Members by email.

## 11. Updates of the DotAsia Board Governance Framework

This document may be updated from time to time to improve the processes and address issues as they arise. Updates to the document should be considered and reviewed by the Board Governance Committee (BGC) and recommendations made to the whole DotAsia Board for consideration and adoption.