

DotAsia Board Meeting Minutes

Date(s) & Time:	September 06, 2023 (Wed) 2:00 PM – 3:38 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees	<p>Satish BABU Jordan CARTER Edmon CHUNG Joel DISINI^c Maureen HILYARD^b* Akinori MAEMURA Alireza SALEH^a</p> <p>Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Nicole CHAN</p> <p>^a* Joined during the discussion item 2.2 ^b* Joined during the discussion item 8.4 ^c* Left after the discussion item 9.2</p>

No.	Action Items:	Owner	Remarks
2023.09.A01	Sending SOI of Directors for their review.	BoardSec	Completed.
2023.09.A02	Legal advice on proposed DotAsia AA amendments.	Edmon CHUNG	Awaiting legal advice.
2023.09.A03	Set up meeting with auditors (Mazars) upon receiving draft audit report.	Rebecca CHAN	Awaiting draft audit report.

No.	Resolutions / Decisions:
2023.09.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of August 02, 2023. <p>Approved with one against from Joel DISINI.</p>

Discussions:

1. Roll Call

- 1.1. Jordan CARTER chaired the Board Meeting on September 06, 2023, as Board Chair.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Review of Agenda

- 2.1. The item on preparation for the F2F meeting was discussed first and then follow-up by other agenda items.
- 2.2. A walkthrough of the draft agenda for the F2F meeting planned for Sep 17-18 was presented. A comment was raised about the detailed timing for each session. It was noted that a final version will be circulated with adjusted times.

3. Updates of SOI (Statement of Interests)

- 3.1. Edmon CHUNG updated his SOI noting that he has been invited to join the board of EngageMedia, a digital rights organization in the Asia Pacific community.
- 3.2. A request was raised for the Board Secretariat to remind Directors of their current SOI. It was noted and further suggested that a copy of the SOI be printed for each Director's review at the F2F meeting. (2023.09.A01)

4. Consideration of Board Meeting Minutes (Aug 02, 2023)

- 4.1. The latest version (DRAFT1) of the August 02, 2023 Board meeting minutes were presented.
- 4.2. There was a question including Namesphere in a DotAsia Board resolution. It was explained that the resolution was taken in the last meeting as-is and should not be changed. It was further noted that the same resolution can be taken at a next Namesphere meeting given that all directors and stakeholders of Namesphere are also included in the DotAsia Board.
- 4.3. Board minutes were approved with one against from Joel DISINI. (2023.09.001)

5. Amendments to DotAsia Articles of Association (DotAsia AA)

- 5.1. Updates on the ongoing discussions regarding proposed amendments to the DotAsia AA, in particular each of the five areas of consideration previously identified were reported on.
- 5.2. A summary of the proposed amendments to the DotAsia AA was presented. It was highlighted that there are 5 substantive changes being proposed including: 1. term, rotation and term limits; 2. board composition; 3. candidate eligibility requirement, 4. formation of a nomination committee; and, 5. adjustments to the geographical diversity requirements.
- 5.3. It was noted that item 6 in the summary pertains transition considerations moving from the current term and rotation cycle to the proposed cycle. It was further

explained that the proposal anticipates that the consecutive term limitations to be introduced upon the completion of the transition and that terms served on the Board prior to such introduction will not be counted.

- 5.4. Item 7 includes minor clarifications to the DotAsia AA including the definition of “major majority” for Board decisions and the CEOs position on the Board as an ex officio.
- 5.5. A question raised about the candidate eligibility requirement. It was explained that the eligibility requirements do not target any specific person, and that similar process is being considered in the proposed APNIC by-law changes to strengthen institutional governance. It was further noted that the draft amendments to the DotAsia AA regarding this aspect closely referenced the APNIC proposal.
- 5.6. The timeline for communicating the proposed amendments to DotAsia Members, to get their feedback and comments, and to call for an EGM for Member adoption of the new DotAsia AA before the commencement of the Board Elections 2024 was presented.
- 5.7. It was noted and agreed that legal advice on the proposed amendments be obtained. (2023.09.A02)

6. Strategic Plan Development

- 6.1. Update on the discussions of the Strategic Plan at the BCC and the DotAsia team was briefly presented.
- 6.2. It was noted that both an online version as well as a word version of the documents prepared for the F2F meeting, including the strategic plan worksheet the draft amendments to the DotAsia AA, and the corresponding Board Paper, has been circulated to Board Directors.
- 6.3. It was reported that the DotAsia Team will be working on the Strategic Plan at a team meeting and a more extensive version will be prepared and circulated to the Board for discussion at the F2F meeting.

7. Update on Elections Committee Report

It was noted that the Board Continues to await the further report from the Elections Committee.

8. Operation and Financial Updates

- 8.1. It was noted that the quarterly financials will be presented at the F2F meeting in Sep and that the fieldwork for audit on FY2022 is complete, and Mazars is compiling the report. It was further reported that there are no further outstanding information request from KSHK for the Namesphere audit and that the team is awaiting the first draft of the report from the auditors.
- 8.2. It was suggested that a meeting between the Board and the auditors (for DotAsia) be organized before the adoption of the audit report. It was agreed that the meeting be setup after receiving the draft report. (2023.09.A03)

- 8.3. Edmon provided an update on the .Asia Registry market development and social media activities as well as community engagement activities.
- 8.4. It was reported that APriGF 2023 was successfully held. The DotAsia Team noted great thanks to auDA as the host for APriGF2023. It was further highlighted that this year was the first year where APriGF featured a parliamentary track, and that Pacific IGF and NetThing were also collocated with the APriGF.

9. AOB

- 9.1. The Monthly Board Meeting Dates were reviewed. It was noted that a call for convening an EGM is planned for adoption at the scheduled Nov 22 meeting, it, and that at the scheduled Dec 20 a finalized Board Elections Procedures (BEP / BGC-004) will be presented for adoption in time for Board Elections 2024 to proceed.
- 9.2. Edmon provided updates to team travel plans. It was reported that board travel request was received from Maureen and Satish for attending IGF 2023 in Kyoto. It was further noted that since IGF is already include in the current KACE list no further approval is required, and that the request had been reported at the BCC and now at the Board in accordance with BFC-003.
- 9.3. Legal Updates: It was reported that as per the DotAsia Board resolution (2023.07.003), the legal counsels are preparing to liaise with the legal counsels of the litigant against DotAsia in order to move forward towards mediation to resolve the disputes.