

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	March 13, 2024 (Wednesday) 1:00 PM – 1:58 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Jose LAY Akinori MAEMURA Timothy LI (DotAsia Team)

No.	Action Items:	Owner	Remarks
G2024.02.A01	Set up a webinar for updated Board Elections Procedures.	Edmon CHUNG	Completed.
G2024.02.A02	Draft a summary version of Code of Conduct.	Edmon CHUNG	Completed.
G2024.03.A01	Draft a document to describe general ethos of Board interactions.	Edmon CHUNG	To be presented at next BGC meeting.
G2024.03.A02	Setup and complete a Board Skills Matrix Survey.	Edmon CHUNG and Board	Completed.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on March 13, 2024.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (February 14, 2024)

- 2.1. Draft 1 of BGC meeting minutes 2024.02.14 and action items were presented.
- 2.2. BGC meeting minutes 2024.02.14 were adopted.

3. Review of BGC-002: DotAsia Code of Conduct

- 3.1. It was noted that there were no further edits since the last board meeting. A reader friendly summary version of the Code of Conduct was circulated and presented.
- 3.2. A comment was raised on numbering the summary document. It was explained that the summary is intended to be on the website only with link to the Code of Conduct itself.
- 3.3. It was agreed to table the updated Code of Conduct for Board adoption at the scheduled April meeting, with the effective date set for the AGM on May 23.

4. Update on Board Elections 2024

- 4.1. It was noted that the only change to the Notice of Board Elections 2024 is the addition of the seating of Nomination Committee now that the amended Articles are approved.
- 4.2. It was reported that the NomCom has requested for the development of a Board Skills Matrix, which would provide information on whether there are any skill gaps that may be complemented.
 - 4.2.1. Samples of skills matrices were presented for reference.
 - 4.2.2. It was proposed that two parts be incorporated into the Board Skills Matrix:
 - Community & Domain Industry Knowledge
 - Internet governance experience
 - ICANN policy experience
 - Asia Pacific Internet community experience
 - Domain Industry experience
 - General Knowledge
 - Financial expertise
 - Legal expertise
 - Marketing & PR Communications expertise
 - Human Resource & Operations expertise
 - Internet & Information Technology expertise
 - Risk Management expertise
 - Strategic Planning expertise
 - Not-for-Profit Management expertise
- 4.3. A comment was raised about the norms and values of the DotAsia Board that is not written down anywhere but directors generally subscribe to that makes the board function well.
 - 4.3.1. It was further commented that for the purposes of the NomCom, there is already specific guidance that the Board is looking for

people who want to support the organization in a way that is consistent with its mission and vision.

4.3.2. It was suggested that a separate document describing the general ethos of the Board in looking for consensus development, rather than antagonistic voting be developed. (G2024.03.A01)

4.4. It was noted that an online Board Skills Survey based on the discussed aspects will be setup and circulated to the Board for completing. (G2024.03.A02)

5. Next Steps on Amendments to Articles

5.1. Several open items raised by Members during the Member Engagement process for the amendments to the DotAsia Articles but deferred for a future iteration of the Articles were brought up for further discussion.

5.2. A comment was raised suggesting that these items be taken up after the completion of the Board Elections 2024 when a new board is seated with the amended Articles. It was also noted that continuity and institutional memory of the context of the suggestions are important to be kept.

5.3. It was suggested and agreed that further discussion of the outstanding suggestions be deferred to the next F2F Board meeting.