

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Aug 7, 2024 (Wed) 12:00 PM – 12:52 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Satish BABU Tom BARRETT Jordan CARTER Edmon CHUNG Maureen HILYARD Jo-Fan YU  Timothy LI (DotAsia Team)  Apologies: Nicole CHAN

No.	Action Items:	Owner	Remarks
G2024.06.A01	Draft update to Board Resolution Process (BGC-006).	Edmon CHUNG	Completed (moved to G2024.08.A01).
G2024.06.A02	Finalize adjusted Board and Board Committee meeting schedule.	BoardSec	Completed.
G2024.06.A03	Further study on risk management approach and options.	Edmon CHUNG	Completed (moved to G2024.08.A02).
G2024.08.A01	Draft updated Board Elections Procedures (BGC-004).	Edmon CHUNG	To be circulated before next BGC meeting.
G2024.08.A02	Amend draft for Board Code & Consensus Process (BGC-006)	Edmon CHUNG	To be circulated before next BGC meeting.
G2024.08.A03	Develop an initial risk register and draft risk management plan for discussion at F2F Board meeting.	Edmon CHUNG	To be presented at F2F Board meeting.
G2024.08.A04	Circulate draft face-to-face board meeting agenda.	Boardsec	Completed.

**Discussions:**

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**1. Roll Call**

- 1.1. Satish BABU chaired the BGC meeting on Aug 7, 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 (Jun 26, 2024)**

- 2.1. Draft 1 of BGC meeting minutes Jun 26, 2024 and action items were presented.
- 2.2. BGC meeting minutes Jun 26, 2024 were adopted.

**3. Review of Board Elections Procedures (BEP: BGC-004)**

- 3.1. Based on feedback from the Elections Committee (EC) and Nomination Committee (NomCom) three areas requiring consideration were identified and discussed:
  - i. Member voting rep. confirmation process (and corresponding nomination and voting period considerations)
  - ii. Appointment of 5 members to the NomCom (and corresponding roles and decision processes)
  - iii. Definition of demonstrable participation in DotAsia activities
- 3.2. On confirmation of Member voting representative, it was suggested that the existing process of deferring to the IANA database as the authoritative resource, particularly for sponsor members (i.e. ccTLDs), where any dispute or discrepancy for contact update requests arise be documented.
- 3.3. Concerns were expressed about the difficulty of recruiting 5 NomCom members.
- 3.4. On more concrete definition of “demonstrable participation,” it was suggested that examples be included, but to leave the NomCom with their discretion to consider reasonable evidence and declarations from candidates.
- 3.5. It was suggested that the next step in the policy revision process be to draft an updated BEP. (G2024.08.A01)
- 3.6. It was noted that considerations for potential candidates for both the EC and the NomCom for Board Elections 2025 be started early.

#### **4. Board Code & Consensus Process (BGC-006)**

- 4.1. Further from the discussion at the last BGC meeting, it was proposed that BGC-006 be renamed as “Board Code & Consensus Process”, to emphasize the ethos in the DotAsia Board.
- 4.2. A question was raised over how the Board would determine and address potential violations of the policy. It was agreed that further consideration of enforcement processes both for this and the DotAsia Code of Conduct (BGC-002) should be discussed at the F2F Board meeting with both the procedural aspects of enforcement, and potential community perception and responses to any sanctions, be taken into account.
- 4.3. It was discussed and agreed that for the purposes of DotAsia, detailed levels of consensus may not be necessary.
- 4.4. It was highlighted that the Board should speak with one voice and the policy be written with the aim to encourage more civic discussions and consensus building. (G2024.08.A02)

#### **5. Risk Management Plan**

- 5.1. General research on development of a corporate Risk Management Plan was presented. It was proposed that DotAsia implement a Risk Management Plan which includes a Risk Register, a Risk Matrix, and develop Risk Mitigation strategies accordingly.
- 5.2. It was discussed that the Risk Management Plan should remain at a high-level for board-level risks that impact DotAsia’s strategic purpose rather than include operational risks. The plan should maintain a small number of identified risks instead of a lengthy compliance-driven approach.
- 5.3. It was noted that the risk register should be a living document, with risks added to and removed from the Risk Register as needed.
- 5.4. A first draft of a Risk Management Plan including the 3 components identified should be prepared for discussion at the F2F Board meeting. (G2024.08.A03)
- 5.5. A question was raised on whether or not internal audits are conducted at DotAsia. It was noted that while DotAsia does not currently conduct internal audits, the backend provider should. It was further noted that it may be a good idea to conduct periodic (e.g. every 2 years) audits.

#### **6. Preparations for F2F Board Meeting**

An updated agenda for the F2F Board Meeting was circulated and presented:

- Day 0 (Sat, Sep 14):** Arrival

- **Day 1 (Sun, Sep 15):**
- 0930-0945: 1. Administrative (SOI/Minutes/etc.)
- 0945-1230: 2. Organizational Governance
  - 0945-1015: 2.1 Board Elections Procedures 2025
  - 1015-1045: 2.2 Seating of EC & NomCom
- 1045-1100: *Coffee Break*
  - 1100-1130: 2.3 DotAsia Articles Review
  - 1130-1230: 2.4 Risk Management Plan
- 1230-1430: Lunch
  - 1430-1500: 2.5 Board discussion on CEO goals
  - 1500-1545: 2.6 Complaints & remedies for Code of Conduct
- 1545-1600: *Coffee Break*
- 1600-1715: 3. Community Projects updates (further details to follow)
  - 1715-1800: 3.x Social Impact Assessment (SIA) Reporting
- 1830: *Board Dinner*
  
- **Day 2 (Mon, Sep 16):**
- 0930-1045 4. Market Development updates (further details to follow)
- 1045-1100 *Coffee Break*
  - 1100-1130 4.x Market Development plan
- 1130-1230 5. Strategic Plan
  - 1130-1210 5.1 Alignment of Market & Community Dev. strategies
  - 1210-1230 5.2 Further discussion on CEO goals
- 1230-1430 *Lunch*
- 1430-1600 6. Organizational Finance
  - 1430-1530 6.1 Financial Reporting
  - 1530-1600 6.2 Budget 2024-2026
- 1600-1615 *Coffee Break*
- 1615-1800 9. Namesphere Matters
  - 1615-1715 9.1 Meeting with Namesphere Consultant
  - 1715-1800 9.2 Namesphere way forward
- 1800-1830 10. Wrap-up
  - 1800-1815 10.1 Board Calendar 2025
  - 1815-1830 10.2 Action Items