

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Jan 15, 2025 (Wed) 12:31 PM – 13:23 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
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
G2024.12.A02	Update draft Code of Conduct based on discussions for further review.	Edmon CHUNG	Completed.
G2025.01.A01	Present Election Committee feedback on process for handling geographical diversity requirement in the Board Elections Procedures to the full Board.	Edmon CHUNG	Completed.
G2025.01.A02	Update the draft Code of Conduct based on discussion for presentation to full Board at the upcoming F2F meeting.	Edmon CHUNG	Draft to be circulated for F2F meeting.
G2025.01.A03	Circulate complete draft on DotAsia's response to the next round of new gTLDs for full Board discussion.	Edmon CHUNG	Completed.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on Jan 15, 2025.
- 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 (Dec 4, 2024)

- 2.1. Draft 1 of BGC meeting minutes Dec 4, 2024 and action items were presented.

2.2. BGC meeting minutes Dec 4, 2024 were adopted.

3. Update on Board Elections 2025

- 3.1. It was reported that one nomination from the Co-Sponsor Members and two nominations from the Sponsor Members were received to date. The nomination period will remain open until January 16, 2025 in accordance with the published timeline.
- 3.2. Feedback from the Election Committee (EC) regarding the mechanism for handling the Articles requirement incorporated into the Board Elections Procedures (BEP) for geographical diversity was briefly presented.
- 3.2.1. It was highlighted that the EC identified the issue and had prepared to utilize a percentage of total eligible voters as a basis for determining the candidate to be filled to satisfy the requirements, and that such mechanism should perhaps be included in the BEP in the future.
- 3.2.2. A question was raised on the difference between this year's process and previous years. It was explained that previously, the geographical diversity requirement was applied only to Sponsor Member seats, whereas in the new DotAsia Articles, amended at the EGM last year, the requirement may be satisfied by any Board Director, including those serving on the Co-Sponsor Member seats.
- 3.2.3. It was suggested that the matter be further presented to the full Board. (G2025.01.A01)

4. Review of Code of Conduct (BGC-002)

- 4.1. An updated Board Paper and draft of BGC-002 (version 3) was circulated and presented. It was highlighted that the two main changes from the previous draft include provisions for allowing anonymous complaints and the appointment of the leadership in the formation of Complaint Resolution Committees (CRCs).
- 4.2. It was reported that while there does not seem to be any requirement by laws in Hong Kong to provide for anonymous complaints, most complaint mechanisms studied do include such provisions to lower the barrier of submission by a complainant. A summary of the pros and cons of allowing anonymous complaints was presented.
- 4.2.1. It was explained that based on the discussion from the last BGC meeting and the further studies on the matter, the current draft included clearer indication that should a complainant wish to remain completely anonymous, the ability to verify the claims put forward may not be possible.

- 4.2.2. Concerns were raised regarding the problem of anonymous complaints filed by random persons neither associated with DotAsia or the community. There was acknowledgement for the balance to allow legitimate anonymous complaints while preventing abuse of the system by unrelated parties.
- 4.2.3. It was suggested that a complainant must provide a reasonable channel for correspondence. There was agreement on the requirement and it was further suggested that such correspondence may be through an anonymous email which does not necessarily identify the complainant's personal identity.
- 4.3. On the appointment of the chair or representative of a CRC, it was reported that the current draft suggests for the Board to include in its resolution or action taken to form a CRC the appointment of the leadership, or indicate a mechanism for such appointment by the CRC. It was noted and agreed that given the rarity of complaints, a more flexible approach should be appropriate.
- 4.4. It was suggested and agreed that the next version of the draft be taken to the F2F Board meeting for further discussion. (G2025.01.A02)

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

- 5.1. A draft Board Paper, including different options and financial projections, on DotAsia's response to the next round of new gTLDs was presented.
- 5.2. The proposal follows the discussion at the Board started at the F2F meeting in Da Nang and is focused on support for not-for-profit initiatives with priority given to Asia Pacific Internet community organizations, including ccTLDs. It was noted that the proposed strategy includes utilization of the ICANN Applicant Support Program (ASP) and a rough estimate of DotAsia's capacity to support 8 to 10 new gTLD initiatives.
- 5.3. It was highlighted that the draft is being completed and should be circulated for full Board discussion at the scheduled Board meeting in Jan 2025 with more detailed consideration at the F2F meeting in Feb. (G2025.01.A03)

6. AOB

- 6.1. In preparation for the BGC report at the DotAsia AGM, the following highlight items from BGC work in the last year were identified:
 - Amendment of DotAsia Articles
 - Review of Code of Conduct (BGC-002)
 - Complaints & Remedial Process
 - Updated BGC-006 to Board Code & Consensus Process
 - Board Elections Procedures Update (BGC-004)

- 6.2. A block agenda for the Board F2F meeting was presented and discussed:
- Day 0 (Feb 19, Wed): Arrival
 - Day 1 (Feb 20, Thu):
 - AM1: Administrative Meeting
 - AM2: Board Governance (Risk Management Plan & Code of Conduct)
 - PM1: Community Updates
 - PM2: Namesphere matters
 - Day 2 (Feb 21, Fri):
 - AM1: Market Development
 - AM2: Next Round of New gTLDs
 - PM1: Financial Updates
 - PM2: Preparations for AGM
- 6.3. It was proposed that board chair election be included in the upcoming full-board meeting, and that board-only time for CEO goals and discussion with auditors be built into the agenda of the Board F2F meeting. (G2025.01.A04)