

DotAsia Board Meeting Minutes

Date(s) & Time:	<p>Sep 15, 2024 (Sun) 9:30 AM – 5:57 PM (DAD Time)</p> <p>Sep 16, 2024 (Mon) 9:30 AM – 6:16 PM (DAD Time)</p>
Location:	<p>Zoom Meeting Room: https://aji.asia/zoomboard Venue: Novotel Danang Premier Han River, Da Nang, Vietnam</p>
Attendees (2024.09.15):	<p>Satish BABU Thomas BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU</p> <p>Pavan BUDHRANI (DotAsia Team)^{ab} Rebecca CHAN (DotAsia Team) Jennifer CHUNG (DotAsia Team)^c Jenna FUNG (DotAsia Team)^d Jasmine KO (DotAsia Team)^e Timothy LI (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)^f</p> <p>^a Joined meeting during Discussion Item 1.1 ^b Left meeting during Discussion Item 4.1 ^c Joined meeting during Discussion Item 10.3 ^d Joined meeting during Discussion Item 10.1 ^e Joined meeting during Discussion Item 10.2 ^f Joined meeting during Discussion Item 10.4</p>
Attendees (2024.09.16):	<p>Satish BABU Thomas BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU</p> <p>Mark WINSTANLEY (Design-Thinking.Asia)^{ab}</p> <p>Pavan BUDHRANI (DotAsia Team)^{cd} Rebecca CHAN (DotAsia Team) Leona CHEN BIRKNER (DotAsia Team)^{ef} Jasmine KO (DotAsia Team)^g Timothy LI (DotAsia Team)</p>

	<p>Aaron SP (DotAsia Team) ^{hi}</p> <p>^a Joined meeting during Discussion Item 14</p> <p>^b Left meeting during Discussion Item 15</p> <p>^c Joined meeting during Discussion Item 11.1</p> <p>^d Left meeting during Discussion Item 13</p> <p>^e Joined meeting during Discussion Item 11.1</p> <p>^f Left meeting during Discussion Item 13</p> <p>^g Joined meeting during Discussion 11.1</p> <p>^h Joined meeting during Discussion 11.1</p> <p>ⁱ Left meeting during Discussion Item 13</p>
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No.	Action Items:	Owner	Remarks
2023.09.A03	Set up meeting with auditors (Mazars) upon receiving draft audit report.	Rebecca CHAN	Awaiting draft audit report.
2024.07.A01	Report further to Board on observed registration and renewal trends.	Edmon CHUNG	Completed.
2024.09.A01	Circulate and post first draft of updated Board Elections Procedures to Members for feedback.	Edmon CHUNG	To be posted Oct 4, 2024.
2024.09.A02	Draft document describing roles and responsibilities of the Election Committee.	Edmon CHUNG	To be presented at next BGC meeting.
2024.09.A02	Bring draft of Risk Management Plan to BFC for further discussion.	Edmon CHUNG & Rebecca CHAN	To be presented at next BFC meeting.
2024.09.A03	Draft resolution on bringing closure to received complaints and further update Code of Conduct through the BGC.	Edmon CHUNG	To be presented at next BGC meeting.
2024.09.A04	Bring discussion of further amendments to the DotAsia Code of Conduct to the BGC.	Edmon CHUNG	To be discussed at next BGC meeting.
2024.09.A05	Conduct study on DotAsia's support to ccTLDs and new gTLDs.	Edmon CHUNG	To be presented at next Board Meeting.
2024.09.A06	Draft Member Survey for Board consideration.	Edmon CHUNG	To be presented at next Board Meeting.
2024.09.A07	Seek legal advice on proceeding with Namesphere business.	Edmon CHUNG	In progress.

No.	Resolutions / Decisions:
2024.09.001	Board Meeting Minutes:

No.	Resolutions / Decisions:
	<p><input type="checkbox"/> Approval of Board Meeting minutes of Jul 31, 2024.</p> <p>Approved.</p>
2024.09.002	<p>HSBC Banking resolution:</p> <p>(1) IT IS RESOLVED THAT, DotAsia will notify HSBC to update its record to reflect the company's current list of directors;</p> <p>(2) IT IS RESOLVED THAT, DotAsia will submit the applicable Business Information Update Form to HSBC to effect the changes in (1), and such form shall be signed by Jordan CARTER as the Board Chair and Edmon CHUNG as a Director. The submission of such form signifies the Board's certification that the completed form, and in particular, the declarations and resolutions set out in the "Declaration and Certificate of Due Authorisation" section, have been tabled, confirmed and approved.</p> <p>The motion was moved by Akinori MAEMURA and seconded by Satish BABU. Resolved unanimously.</p>
2024.09.003	<p>IT IS RESOLVED THAT, the company will notify ICBC, the company's banker, to:</p> <p>(1) Add the following directors to be authorized signatories for all banking transactions:</p> <ul style="list-style-type: none"> <input type="checkbox"/> CARTER, Jordan Tracy <input type="checkbox"/> CHELLIKATTUVELI SIVANANDAN, Sathees Babu <input type="checkbox"/> MAEMURA, Akinori <p>(2) Keep the following director as an authorized signatory:</p> <ul style="list-style-type: none"> <input type="checkbox"/> CHUNG, Edmon Wang On <p>(3) Remove any other authorized signatories that are not listed in (1) or (2) above.</p> <p>The motion was moved by Akinori MAEMURA and seconded by Maureen HILYARD. Resolved unanimously.</p>
2024.09.004	<p>Budget 2024-2026:</p> <p>WHEREAS the Budget 2024-2026 was adopted in May 2024 (2024.05.003);</p> <p>WHEREAS the resolution requested the BFC to further review the budget cycle and to look into synchronizing the time period with the fiscal year; and,</p> <p>WHEREAS the BFC has updated the Budget 2024-2026 adding 6 months to the previously adopted budget to extend it to Sep 2026, thereby synchronizing the budget cycle with the fiscal year (Oct – Sep);</p> <p>RESOLVED, the updated DotAsia Budget 2024-2026 is adopted.</p> <p>The motion was moved by Rupesh SHRESTHA and seconded by Akinori MAEMURA. Resolved unanimously.</p>

Board Meeting Discussions (2024.09.15):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on Sep 15, 2024.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Updates of SOI (Statement of Interests)

There were no SOI updates from Board Directors.

3. Consideration of Board Meeting Minutes (Jul 31, 2024)

- 3.1. The latest version (DRAFT1) of the Jul 31, 2024 Board meeting minutes were presented.
- 3.2. Board minutes were approved. (2024.09.001)

4. Board Elections Procedures (Updating BGC-004) & Timeline for Board Elections 2025

- 4.1. It was reported that updates to the Board Elections Procedures (BEP: BGC-004) were proposed and deliberated by the BGC based on the feedback received from the Election Committee (EC) and Nomination Committee (NomCom) 2024.
 - 4.1.1. It was highlighted that 2 main changes were included: 1. Including explicit clarification on the process for confirming voting representatives using the IANA database as a last resort; and, 2. Providing more concrete guidance on “demonstrable participation in community events” by pointing to the existing Known Aligned Community Events (KACEs) list as included in accordance with the Board Community Engagement Support policy (BFC-003).
 - 4.1.2. It was noted that the DotAsia Board Secretariat will use reasonable efforts to verify the legitimacy of any voting representative confirmation or update, such as correspondence with other known staff from the ccTLD (Sponsor Member), and that the IANA database is used as a last resort should conflicting information persists. It was further noted and accepted that no specific authoritative list or mechanism is defined for Co-Sponsor Members due to the nature of that membership category.
 - 4.1.3. It was suggested and agreed that it be clarified in the BEP that the KACEs list is non-exhaustive.
- 4.2. The draft timeline for Board Elections 2025 was presented and discussed.
 - 4.2.1. A question was raised regarding when the voting representative confirmation process begins. It was explained that in accordance with the BEP, the process begins in the 2 months leading up to the Nominations Period, which should be in Oct 2024 this time.
 - 4.2.2. It was discussed and agreed that the end date of the confirmation be set for Dec 23 to avoid the deadline being set on a holiday.
- 4.3. It was discussed and agreed that the draft BEP and the Notice for Board Elections 2025 will be circulated for Member feedback in early Oct 2024 to allow sufficient time for feedback and finalization before the election process begins. (2024.09.A01)

5. Seating of EC & NomCom

- 5.1. It was reported that feedback from the NomCom 2024 included the suggestion of increasing the number of NomCom members. It was noted that the DotAsia Articles provide for the NomCom to be seated annually with 3-5 persons, and that for Board Elections 2024, 4 individuals were seated.
- 5.2. Considerations for rotation, diversity, willingness of volunteers, community knowledge, independence and experience were discussed. A comment was raised on the lack of recognition for volunteers. It was suggested that some form of official token of appreciation be given out at special occasions to outstanding volunteers for supporting the governance of DotAsia.
- 5.3. A question was raised on whether an open call for interested volunteers to serve on the 2 committees should be made. It was discussed and agreed that the email notice out to Members circulating the updated draft BEP should include a note asking for any nominations for independent community individuals to serve. It was further commented that a process that provides confidentiality would be beneficial in helping to attract a wider pool of knowledgeable and independent candidates.
- 5.4. Continuity and institutional memory were highlighted as important considerations for the seating of the EC and the NomCom. Besides hands-on experience, training and document explaining the scope of work of each of the committees may be useful.
- 5.5. It was noted that a document describing the roles and responsibilities of the NomCom was developed for Board Elections 2024 (when the first time the NomCom was seated). It was discussed and agreed that a document outlining the roles and responsibilities of the EC should be developed. (2024.09.A02)

6. DotAsia Articles Review

- 6.1. It is noted that several items were raised by Members in the call for feedback during the Membership consultation on the amendments to the DotAsia Articles last year, which were deferred by the Board for future consideration, including:
 - Smaller Board / Larger Board (currently 11)
 - Longer terms (such that Board Elections do not happen every year)
 - More Board Directors appointed through the NomCom
 - Reconsider membership “categories”
- 6.2. The merits of the suggestions were discussed. It was noted that clearer understanding of the purpose and motivations for the changes may need to be developed before further consideration on the items.
- 6.3. It was further noted that the timing of introducing further amendments to the Articles is an important consideration to ensure that any changes made to the articles are well thought out and not rushed, and that they align with the organization's overall strategy and goals. It was agreed that the matter be deferred until after the current transition period upon the adoption of the newly amended Articles in Feb 2024 to Jan 2027 in accordance with Article 4. Rotation of Directors (to effect the change from a 2-year term to 3-year term and a rotation of about 1/3 of the Board each year).
- 6.4. It was suggested that a smaller board size could provide more efficient decision-making and a more streamlined governance process, but it was also highlighted that it could lead to a lack of diverse perspectives and expertise.

7. Risk Management Plan

- 7.1. It was reported that pursuant to the adoption of the DotAsia Strategic Plan 2024-2027, a risk management framework to enhance the organization's ability to identify, assess, and mitigate potential risks had been discussed at the BGC. A work-in-progress of the Risk Management Plan including the following components were presented:
- Risk Register
 - Risk Matrix
 - Risk Profile
 - Risk Mitigation Plan
- 7.2. Items identified on the Risk Register were explained and discussed. It was explained that the current draft organizes the register into 5 categories:
- Financial Environment
 - Geopolitical Environment
 - Industry Environment
 - Organizational Challenges
 - Litigation Challenges
- 7.3. It was emphasized that cybersecurity should be treated as a separate risk item in the register, given its growing significance in Internet governance and to protect the organization's digital infrastructure.
- 7.4. It was suggested and agreed that the Risk Management Plan should focus primarily on strategic-level risks requiring board-level oversight, rather than becoming too concerned with operational or low-impact risks that should be managed directly by the DotAsia team.
- 7.5. It was noted that items on the Risk Register is expected to come and go (e.g. an item could be addressed by a mitigation plan and no longer be at a risk level relevant for Board monitoring) and some items may recur.
- 7.6. There was agreement that the Risk Management Plan should be further discussed and completed at the BFC, and brought back to the full Board for consideration, with a target to have a plan tabled by the next F2F meeting during APRICOT. (2024.09.A03)

8. Board discussion on CEO goals

A discussion on the performance framework and goals of the CEO and DotAsia team was held (with the CEO and DotAsia staff team recused). The Board Chair noted after the discussion that a few items for CEO priority are being identified and that the Board's view is that the CEO's employment agreement should be updated.

9. Complaints & Remedy Processes for Code of Conduct

- 9.1. Background of the formal complaint received against two former Directors in April 2023 along with the process and work of the Complaints Committee thereupon, including legal advice sought, were presented.
- 9.2. The timing and considerations of taking next steps to pursue remedies in response to the complaints were also explained. The Complaints Committee highlighted the potential externalities and the concerns in the reopening of disputes during the process of remedy.

- 9.3. A question was raised about the legal considerations given the current context with the litigations. It was clarified that the DotAsia Code of Conduct was in place at the time of the reported incidents and therefore should apply, albeit based on the older version which was in place since Oct 2021. The complaints have no direct relation with the litigations.
- 9.4. It was suggested that given that the alleged violators are no longer DotAsia Board Directors, and if the staff team accepts, the Board should bring closure to the complaints without further pursuing remedies.
- 9.5. It was proposed and agreed that a formal resolution on the issue be drafted, including an affirmation from the Board on its commitment against harassment and behaviours that violate the Code of Conduct. (2024.09.A03)
- 9.6. Mechanisms, e.g. complaints officer, ombuds, independent third-party interventions, to enhance future enforcement of the Code of Conduct were discussed. It was agreed that the matter be further discussed at the BGC. (2024.09.A04)

10. Community Projects updates

- 10.1. NetMission update was presented by Jenna.
 - 10.1.1. It was highlighted that the significant participation from NetMission ambassadors in various Internet governance activities, even without direct support, was a notable achievement, and the successful events at APIGA in Busan, Korea and YIGF in Taipei (along with collaboration with DRAPAC and the Stanford Deliberative Democracy Lab), with high attendance (including expansion to multiple local hubs), were also highlighted.
 - 10.1.2. It was noted that preparations for NetMission Academy 2025 are underway and recruitment opened.
 - 10.1.3. The strategic direction in expanding the NetMission+ network to enhance regional and global collaboration was emphasized.
- 10.2. APriGF Secretariat update was presented by Jasmine.
 - 10.2.1. It was reported that the increase in submitted proposals by 7% was recorded, with the introduction of new formats like pitch sessions and open mics.
 - 10.2.2. The inclusion of 9+ side events alongside APriGF was highlighted.
 - 10.2.3. The challenges in managing the high volume of fellowship applications, which exceeded 600 were highlighted. Additional screening processes which do not require volunteers to read through all applications may need to be put in place.
- 10.3. Internet Governance & ICANN Engagement updates were presented by Jennifer.
 - 10.3.1. The expanded engagement by the DotAsia team and the NetMission Ambassadors at ICANN, including the APRALO study group, increased policy development input, IDN related policies, etc., was highlighted.
 - 10.3.2. Increased speaking and leadership roles at ICANN organized events, UA Day, TWNIC-ICANN APAC Engagement Forum, CP Summit, APAC DNS Forum, etc., and collaborations were reported.

- 10.3.3. Extended secretariat support to the IGFSA and DIPCC was noted. Joint secretariat role at the newly formed Technical Community Coalition on Multistakeholderism (TCCM) was also reported.
- 10.3.4. A question was raised regarding whether DotAsia has a conscious balance between working on ICANN policies versus working on how ICANN governance (i.e. how ICANN works), and if DotAsia has a position on supporting ICANN works. It was explained that there had not been a conscious strategy on how the efforts on ICANN participation is split between policy development work and ICANN governance enhancements. Further discussion in relation to SIA (section 10.6.2) below.
- 10.4. AP* Retreat update was presented by Phyo.
 - 10.4.1. It was noted that the AP* Retreat was successfully held in Wellington, New Zealand, and that there were 28 on-site participants and significant engagement from various stakeholders.
 - 10.4.2. It was reported that DotAsia and APNIC is working together with Professor Kanchana and her team on the transitioning of the AP* Retreat secretariat functions.
 - 10.4.3. It was noted that plans were discussed to foster greater collaboration and youth involvement at the AP* Retreat, and that there are intentions to expand the reach and impact of the AP* Retreat in the future.
- 10.5. EcoInternet Index (EII) update was presented by Jasmine.
 - 10.5.1. It was reported that DotAsia is actively seeking grants funding to support the continuation and expansion of the EII research, as well as the development of case studies.
 - 10.5.2. It was emphasized that the goal of the EII is to engage more stakeholders, extract insights that can inform community work and policy advocacy, and ultimately impact the sustainability and environmental considerations in Internet infrastructure development.
 - 10.5.3. A question was raised on whether there may be potential funding opportunities from and collaboration with APNIC research beyond APNIC Foundation. The suggestion to approach APNIC research was noted.
- 10.6. The Social Impact Assessment (SIA) reports for NetMission, APriGF and Other IG Engagements were reviewed, with focus on the overarching community and .Asia registry goals, as well as the Theory of Change (ToC) supporting the direction.
 - 10.6.1. It was reported that the Board review of the SIA goals and ToC began in the Feb 2024 F2F Board meeting at APRICOT, through BCC meetings and are being finalized in alignment with the DotAsia Strategic Plan both in terms of the direction and the time horizon of 2024-2027.
 - 10.6.2. A follow on discussion on the topic raised in section 10.3.4 above continued. It was noted that even though no specific allocation of effort in ICANN participation was developed, in the past DotAsia had built upon knowledge around particular subject matters such as IDN and UA, while supported the evolution of ICANN's governance process through thought leadership engaging also in the broader IG community. It was further noted that it may be good to further align DotAsia's efforts with the Strategic Plan.
 - 10.6.3. A comment was raised on engaging the NetMission network to discuss and brainstorm about new use cases for domain names. It was suggested that

understanding the narratives and stories that young people have about domain names could be valuable.

- 10.6.4. It was suggested that a concise highlights document summarizing the goals, ToC and achievements of each of the projects would provide a more accessible and digestible overview. It was noted that a highlights document in presentation (ppt) form had been published alongside the full SIA report, however it generally only includes highlights of statistical changes. Adding the overarching goals and theories of changes to each year's Highlights document should be a good idea.

Board Meeting Discussions (2024.09.16):

11. Market Development updates

- 11.1. Leona, Pavan and Aaron from the team joined the meeting to provide update on Market development activities. It was noted that this will be Leona's last report to the Board and her long tenure and presence on the team, since before DotAsia was formally established, had been instrumental and will be greatly missed. The transition to Pavan who has also been on the team since the launch of .Asia is well underway, and Leona will continue to support the team informally to ensure a smooth handover.
- 11.2. It was reported that domains under management (DUM) for .Asia reached approximately 375,000, representing a 30% year-over-year increase, with 150,000 new domain registrations recorded thus far for this year.
 - 11.2.1. It was highlighted that bulk registrations accounted for a significant portion of the growth, though these registrations typically had low renewal rates, and that domain usage and renewal rates will be prioritized, with an emphasis on more targeted market strategies and registrar collaborations.
 - 11.2.2. A question was raised regarding the balance between bulk and organic domain registration growth. It was explained that a range of different promotion programs cater to different registrars, some of which are more price sensitive and some respond better to collaborative market efforts, and that the team should continue to monitor renewal rates as an important indicator of long term sustainability.
 - 11.2.3. A question was raised regarding the surge in domain registrations in May and June. It was noted that the increase is linked to promotions around Asian Pacific Islanders Heritage Month celebrated in North America.
 - 11.2.4. A question was raised regarding overall renewal rates and whether specific patterns related to domain longevity could be identified. It was explained that first-year renewal rates for discounted domains are generally low, and that based on previous studies, age of domain (i.e. previous renewals) represents the best predictor of renewal rate, over and above usage. In general domains renewed for multiple years have higher retention rates.
 - 11.2.5. It was highlighted that niche marketing campaigns targeting specific sectors, such as Asian food and travel, had yielded better results compared to broader campaigns, and it was noted that future marketing efforts would continue to focus on these niche markets (in alignment with customer personas) to improve engagement and conversions.
 - 11.2.6. Regarding geographic market focus, it was noted that China remained a key market for bulk domain registrations, while Southeast Asia showed more organic growth. A question was raised on DotAsia's efforts in the South

Asian market. It was reported that China, ASEAN and Asian American / European markets were identified as the key market areas, correspondingly the presentation, and that DotAsia works with ICANN Accredited Registrars around the world, including in India and others. It was discussed and agreed to explore the market in one or two smaller countries in South and West Asia.

- 11.2.7. It was reported that for social media, DotAsia has retained Buzz PR (www.buzzpr.asia) to manage general maintenance and content development, which is focused on cultural, business, and domain usage content. It was highlighted that there was significant engagement seen in posts related to Internet security.
- 11.3. The market development activities for .KiDS was reported. It was noted that the number of Accredited Registrars for the .KiDS registry had grown to over 90 and the total DUM is reaching 5,000, showing steady progress since its launch in late 2022.
 - 11.3.1. Income from GlobalBlock participation was also reported along with the structure of premium domains.
 - 11.3.2. It was highlighted that market development efforts will focus on targeted campaigns, such as back-to-school promotions, to increase visibility and drive new registrations, while also maintaining the initiative's emphasis on child-safe content through active content monitoring.
 - 11.3.3. A suggestion was made to continue exploring growth opportunities for .KiDS, particularly through partnerships with educational institutions, advocacy groups, and brands focused on children, in order to drive organic growth and provide a safe digital space for younger audiences.
- 11.4. Progress in accordance with the Strategic Plan was reported. The tracking and progress on the measures of success in accordance as included in the plan was presented.
 - 11.4.1. A suggestion was made to implement more detailed analysis for co-marketing campaigns to allow for a more comprehensive understanding of the return on investment (ROI).
 - 11.4.2. It was highlighted that a key area of the strategic plan involves fostering new collaborations with registrars. Success cases contribute to ongoing growth and brand visibility, and will be included in the report.

12. Support for Other TLDs & Member Engagement

- 12.1. Strategic Plan 2024-2027 calls on DotAsia to “continue to and expand support to new gTLDs as well as ccTLDs in APAC”.
 - 12.1.1. Brief background of DotAsia's motivation for engaging in the 2012 new gTLD round was presented, noting the goal of contributing knowledge and experience to support new gTLD entrants. It was highlighted that DotAsia continues to present itself as a pro-bono provider to support new gTLD applicants on the ICANN website for Applicant Support.
 - 12.1.2. DotAsia's support to .MO and other ccTLDs in Asia was briefly presented also. The model of .MO wherein the operations of HNET Asia (a joint venture with a conglomerate in Macau which serves as the operating entity of MONIC) is housed within the government offices of Macau was highlighted.
 - 12.1.3. The merits of engaging in new gTLD applications and projects, given the litigious experience was discussed. Different models and levels of

engagement and support to gTLD applicants were explored. It was noted that services to ccTLDs, including supporting the extension of the ccTLD reach globally, as well as geo- and/or community-based gTLD initiatives may be of interest to support.

- 12.1.4. It was agreed that the DotAsia team should develop a more detailed strategy that is in keeping with the mission and values of DotAsia as a not-for-profit, community oriented organization for further discussion. (2024.09.A05)
- 12.2. Strategic Plan 2024-2027 calls on DotAsia to “Evolve DotAsia Member engagement”.
- 12.2.1. Current Member engagement activities, including the quarterly newsletter as well as collaborations, such as the Mutual Trusted Notifier arrangement with TWNIC and APIGA with KISA were briefly presented. Some ideas from staff team, including organizing joint webinars, social media collaboration, etc. were also highlighted.
- 12.2.2. A Member survey to understand the expectations and interests of Members is being planned. A question was raised regarding the timing of the Member survey. It was discussed that running the Member survey along the same timeline of the Board Elections 2025 may potentially cause confusion. There was agreement to have the Member survey circulated in November.
- 12.2.3. A draft of the Member Survey should be presented for consideration at the next Board meeting. (2024.09.A06)

13. Organizational Finance

- 13.1. The overall financial position and major income and expenses for DotAsia Organisation for the 9 months ending Jun 2024 were presented.
- 13.1.1. A question was raised regarding the Secure Plus service. It was responded that it is a service for addressing DNS abuse.
- 13.1.2. A suggestion was made to set financial goals and create a medium-term financial strategy, and it was highlighted that there is a need to address legal provisions and their potential impact on financials, including the provision for legal proceedings, which includes legal fees and potential liability for damages. It was noted to be included in the Risk Management Plan discussions.
- 13.1.3. It was reported that the audit process, including the risk assessment project is ongoing, where NDA for involved individuals is being finalized. The Board emphasised the importance of completing the audits, and ensuring that future audits are conducted in good time.
- 13.1.4. A question was raised regarding the difference between the allocation to DotAsia Foundation and the DotAsia contributions to the DotAsia Foundation. It was explained that the contribution to the DotAsia Foundation is a balancing item, as the Foundation receives sponsorship and grant money, so the net contribution from DotAsia varies depending on the sponsorships and grants received.
- 13.1.5. There was discussion about the budgeted and actual numbers. It was explained that the budget is based on forecasts and the expenditure report provides information on key areas for which management can take action on addressing any shortfalls given litigation and other fluctuations.

- 13.1.6. It was further noted that the goal is to try to align the budget and the financial reporting more closely, but there are aspects between the two that may not be easily reconcilable, in particular that projected income is based on domain income, whereas financial reports are based on recognized revenues where income for a domain registration is recognized monthly over the course of the domain lifecycle.
- 13.2. Two banking related motions including the updating of records with HSBC and ICBC, and adding signatories to the ICBC account were discussed.
 - 13.2.1. There is a need to update bank records with new list of directors at HSBC. Resolutions to notify HSBC of the updates including submission of the required banking form were presented. The motion was moved by Akinori MAEMURA and seconded by Satish BABU. Resolved unanimously. (2024.09.002)
 - 13.2.2. There is a need to update bank records with new list of directors and new signatories at ICBC. Resolutions regarding such updates were presented. The motion was moved by Akinori MAEMURA and seconded by Maureen HILYARD. Resolved unanimously. (2024.09.003)
- 13.3. An updated Budget 2024-2026 was presented. It was noted that the Budget had been approved by the Board previously and that this update is to synchronize the budget cycle (previously being from April to March) with the fiscal year (which runs from October to September).
 - 13.3.1. It was highlighted that the BFC had completed its discussions and make the recommendation for the full Board to adopt the updated Budget.
 - 13.3.2. It was noted that an updated version of the budgeted vs. actual expenses report will be developed taking into consideration previous discussions upon the implementation of the updated budget.
 - 13.3.3. It was highlighted that the domain registration income is the majority of the organization's revenue, comprising 86% of the total. The budget also includes some grants and sponsorship income, but the focus remains on growing and maintaining the core domain business.
 - 13.3.4. A resolution on adoption of the updated 2024-2026 budget was presented. The motion was moved by Rupesh SHRESTHA and seconded by Akinori MAEMURA. Resolved unanimously. (2024.09.004)

14. Namesphere Matters

- 14.1. Mark from Design-Thinking.Asia serving as an independent representative of Namesphere presented his assessment on the Namesphere business, highlighting the ongoing litigation as hindering business operations, and that operating independently without DotAsia's support poses significant challenges.
- 14.2. Various path forward options for Namesphere were discussed. The potential sale of Namesphere's stake in the .WEBinChinese IDN gTLD was discussed. There was agreement that proceeding with the opportunity appears to be in the interest of Namesphere.
- 14.3. It was noted that DotAsia has been allocating staff resources to Namesphere since 2015 without a formal written contract. An agreement accounting for services rendered at a reasonable cost should be finalized with Mark as the independent representative of Namesphere.

- 14.4. It was agreed that legal advice be obtained on moving forward with the Namesphere business in line with the recommendations from Mark and in consideration of the ongoing litigations. (2024.09.A07)

15. Board Calendar 2025

- 15.1. A proposed 2025 calendar for Board and Board Committee meetings was presented, noting the aim to reduce meetings from 2024.
 - 15.1.1. It was highlighted that 7 BGC, 7 BFC, 6 BCC meetings along with 7 board meetings and 4 (quarterly) AC meetings are scheduled, based on the anticipated quarterly financial reports, quarterly community projects scorecard, election cycles, etc.
 - 15.1.2. It was further noted that the known dates of main events, such as ICANN, IETF, APRICOT, etc., have been included in the calendar, however the dates for some events such as IGF and APriGF are still to be finalized and may affect the Board calendar.
- 15.2. It was noted that APNIC Sep meeting for 2025 is scheduled for Sep 3-11.
- 15.3. It was noted that the APRICOT 2025 venue and location is yet to be advised, and the Board will re-consider the timing of its face to face meeting in February 2025 once that is known.
- 15.4. There was general acceptance of the proposed Board meetings schedule and no objections were raised.

16. Joint Dinner with APTLD participants

Joint Dinner with APTLD participants was held at Luk Lak Restaurant.