

DotAsia Annual General Meeting (AGM) Minutes	
Date & Time:	February 27, 2022 (Sunday) 14:34 – 16:26 HKT (UTC +8)
Location:	Zoom Meeting Room: https://agm.dot.asia/zoom
Member Representative Attendees:	Santanu ACHARYA (NIXI & DotAsia Board) ^{a.} Kashif ADEEL (APNG & DotAsia Board) ^{b.} Satish BABU (APRALO & DotAsia Board) Andi BUDIMANSYAH (PANDI & DotAsia Board) Nicole CHAN (TWNIC & DotAsia Board) ^{c.} Per DARNELL (IUSN) ^{d.} Joel DISINI (DotPH & DotAsia Board) Hiro HOTTA (JPRS) Ole JACOBSEN (APIA /APRICOT) Boyoung KIM (KRNIC) Duncan MACINTOSH (APNIC) ^{e.} Alireza SALEH (IRNIC & DotAsia Board) ^{f.} Ellen STRICKLAND (InternetNZ & DotAsia Board) ^{g.} Leonid TODOROV (APTLTD & incoming Board elect)
Other Attendees:	Other Representatives of Member Organizations & Board Members Onsite/Online: Arthur CHANG (incoming Board elect) ^{h.} YingChu CHEN (TWNIC) Atsushi ENDO (JPRS) Murad IBRAGIMOV (incoming Board elect) Maureen HILYARD (APRALO & DotAsia Board) Kenny HUANG (TWNIC) ^{i.} Anthony LEE (TWNIC) Akinori MAEMURA (JPNIC) ^{j.} Hong XUE (APRALO & DotAsia AC) ^{k.} Elections Committee: Cheryl LANGDON-ORR Kuo-Wei WU ^{l.} Financial Services Provider: Tony HON (Fusion FS) ^{m.} Backend Registry Services Provider: Joseph YEE (Afilias, Donuts) DotAsia Team: Pavan BUDHRANI (DotAsia Team) Clement CHAN (DotAsia Team) Rebecca CHAN (DotAsia Team) Leona CHEN-BIRKNER (DotAsia Team) Freda CHEUNG (DotAsia Team) Edmon CHUNG (DotAsia Team) Jenna FUNG (DotAsia Team) June LAU (DotAsia Team) Christine OR (DotAsia Team) Karry YU (DotAsia Team)

	<ul style="list-style-type: none">a. Left and rejoined meeting during Discussion Item 3.2.b. Left meeting during Discussion Item 6.2.3, and rejoined during Discussion Item 6.2.4.c. Left and rejoined meeting during Discussion Item 9.1.d. Joined meeting after completion of Discussion Item 4.3, and left during Discussion Item 11.2.e. Left meeting during Discussion Item 6.2.3.f. Joined and left during Discussion Item 1.1.g. Joined meeting during Discussion Item 7.3.h. Joined meeting during Discussion Item 11.3.i. Joined meeting during Discussion Item 1.5, and left during Discussion Item 9.1.j. Joined meeting during Discussion Item 1.1.k. Joined meeting during Discussion Item 1.5, and left during Discussion Item 6.6.2.l. Left meeting after completion of Discussion Item 10.6.2.m. Left meeting after completion of Discussion Item 12.4.
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Discussions:

1. Announcement on TWNIC-DotAsia Collaboration Against DNS Abuse

- 1.1. TWNIC and DotAsia announced that they have reached bilateral agreement on collaborating for expediting response against phishing through mutual recognition as trusted notifier to address DNS abuse issues. Targeted illegal and fraudulent activities including phishing and willful distribution of malware.
- 1.2. If the pilot proceeds well, there are plans for the organizations to expand this type of relationships with other ccTLDs around the region in the future.
- 1.3. This collaboration will also be announced at the APAC DNS Forum and ICANN APAC-TWNIC Engagement Forum.
- 1.4. Anthony from TWNIC commented that such collaboration would be a good start to address DNS abuse issue in the community through monitoring DNS abuse activities and dealing with the issue.
- 1.5. Anthony also added that the ICANN APAC-TWNIC Engagement Forum will be held in hybrid mode from May 12 to 13, 2022. One of the topics that the forum will explore are the best practices from the community in dealing with DNS abuse.

2. Member Representative Roll Call

- 2.1. As the Chair of the DotAsia Board, Maureen HILYARD chaired the DotAsia Annual General Meeting on Feb 27, 2022.
- 2.2. Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.
- 2.3. According to DotAsia M&A, the quorum of the Annual General Meeting is 10. A quorum of members was present and the meeting was duly convened.

3. Board Chair Opening Remarks

- 3.1. Maureen welcomed DotAsia Members to the AGM on behalf of the Board.
- 3.2. It was reported that DotAsia focused on enhancing Member Engagement through quarterly AC meeting, semi-annual bilateral Member Engagement Meetings and collaboration with Members in DotAsia works.
- 3.3. DotAsia also focused on continued enhancement of governance process and financial accountability, including development of the Board Elections Procedures and the establishment of the Elections Committee for Board Elections in governance processes, and engagement with Fusion and Mazars on financial accountability. Maureen expressed appreciation for former Board meeting Chair Atsushi Endo, who led the development of the governance process and the formation of Board Committees during his tenure on the DotAsia Board.
- 3.4. Meanwhile, DotAsia has been actively engaged with legal counsels who fully reviewed and understood DotAsia obligations and liabilities to respond to legal challenges. DotAsia also directed efforts towards addressing and overcoming banking challenges with a strong legal foundation.
- 3.5. Maureen thanked the Election Committee Members who helped in the Board Elections 2022, including Cheryl LANGDON-ORR as the independent Election Chair, Kuo-Wei WU and Andrew MOLIVURAE as the Election Committee members from the Co-Sponsor and Sponsor Member communities respectively.

4. Board Elections Chair Report

- 4.1. It was noted that Ellen STRICKLAND as the BCC Chair followed the Election Committee meetings and process to strengthen the accountability and transparency of the Elections Process.
- 4.2. There were 4 vacant seats from Sponsor Member Category and 1 vacant seat from Co-Sponsor Member Category.
- 4.3. The Geographical Diversity requirement as specified in the DotAsia M&A and implemented in the Board Elections Procedures 2022 was highlighted, at least 1 member from North and Northeast Asia, and 1 member from Middle East, Asia Minor and Eurasia is required.
- 4.4. Election Committee Chair provided updates on the Board Elections report.
 - 4.4.1. Nomination Results (for Board Elections 2022) was presented.
 - 4.4.1.1. The number of nominations received in the Co-Sponsor Member category was equal to the number of vacancies in that category, therefore no voting was required.
 - 4.4.1.2. There were 8 nominees in the Sponsor Member Category, where 2 candidates withdrew. Therefore, 6 nominees entered the Voting Period from Feb 3 to Feb 14, 2022.
 - 4.4.2. Third-Party Scrutineer Report was presented to Members.
 - 4.4.2.1. It was reported that 23 ballots were sent to each of the DotAsia Sponsor Members, 19 ballots were received. Key issues were highlighted:
 - 4.4.2.1.1. 1 voter requested for re-vote indicating that an incomplete ballot was submitted wrongly. EC agreed

to allow for re-vote in this case.

4.4.2.1.2. 1 voter did not confirm the casted ballot within 48 hours and EC agreed that vote should be treated as invalid.

4.4.2.1.3. There was reconsideration of the vote since the voter confirmed his vote with scrutineer during the dispute period, but after the voting period had closed. EC agreed that the vote stayed invalid.

4.4.3. As a result, a total of 50 valid votes from 18 voters were counted as valid.

4.5. Voting Results (for Board Elections 2022) were presented:

4.5.1. Elected candidates (to be serving until AGM 2024)

- Alireza SALEH – Middle East & Western Asia
- Arthur CHANG – North & Northeast Asia
- Leonid TODOROV – Not in Asia Pacific
- Murad IBRAGIMOV – Central & South East Asia
- Satish BABU – Co-Sponsor Member Seat

4.6. Thank you to retiring Board Members and Election Committee Members

4.6.1. The DotAsia Board thanks Maureen Hilyard for her tenure on the DotAsia Board, from Feb 2016 to Feb 2022, and her leadership as the first formally elected Board Chair of DotAsia.

4.6.2. The DotAsia Board thanks Nicole Chan for her tenure on the DotAsia Board, from Feb 2020 to Feb 2022.

4.6.3. The DotAsia Board thanks Billy Cheon for his tenure on the DotAsia Board, from Feb 2020 to Feb 2022.

4.6.4. It was proposed to record a formal appreciation to the Election Committee. Motioned by Leonid TODOROV, seconded by Satish BABU. DotAsia formally thanked the Election Chair and Election Committee Members for their contribution to the DotAsia Board Elections 2022.

5. Board Governance Committee (BGC) Report

5.1. Satish BABU presented the Board Governance Committee (BGC) Chair Report as the BGC Chair.

5.2. In 2021:

5.2.1. BGC reviewed the Board Governance Policy Documents including BGC-001: Board Governance Framework and BGC-002: Code of Conduct and continued work on improvements to the documents to address accountability and transparency commitments.

5.2.2. Based on the received comments from Board Elections 2021, BGC redeveloped the Board Elections Procedures for 2022 by splitting the BEP into a more stable document of BGC-004: Board Elections Procedure which is not expected to change annually, and a Notice of Board Elections which is expected to be refreshed each year.

- 5.2.3. BGC also worked on the amendments to DotAsia Articles of Association, including clarification on definition of Nomination Period stated in section 40(b), considerations for formally including Observer members on the Board, and updating the DotAsia M&A to DotAsia AA based on the updated Companies Ordinance in Hong Kong.
- 5.2.4. The roles and processes of the Observer status on the Board is currently under discussion at the BGC, output will be incorporated and updated appropriately into DotAsia AA, BGC-001 and BGC-002.
- 5.3. Other activities and milestones of BGC since AGM 2021 were presented and highlighted.

6. Board Finance Committee (BFC) Report

- 6.1. Santanu ACHARYA presented the Board Finance Committee (BFC) Chair Report as the BFC Chair.
- 6.2. In 2021:
 - 6.2.1. Mazars was appointed as the auditors for DotAsia Organisation in Jun 2021, and Abacus CPA was appointed as auditors for DotAsia Foundation in Oct 2021.
 - 6.2.2. BFC continued to enhance the financial governance of DotAsia, including reviewing Board Members fiduciary responsibilities, approving budgets & adjusted development targets, and approving a new accounting system.
 - 6.2.3. BFC-001: SOP on Finance & Procurement was updated with an adjustment on procurement thresholds and a requirement on the annual review of service providers. Adopted BFC-001 was presented and highlighted to Members.
 - 6.2.4. Since Sep 2021, Financial Services Provider, Fusion FS, has provided Monthly Financials Reports. It was highlighted that a certificate paragraph is included in the reports to confirm that the financial records are inspected to ensure proper bookkeeping of records, and any problematic financial instances would be reported to the BFC.
- 6.3. Other activities and milestones of BFC since AGM 2021 were presented and highlighted, along with the Budget Allocation for 2022 – 2024.
- 6.4. BFC discussed and recommended to reappoint Mazars as auditors for DotAsia Organisation based on their satisfactory professional services.
- 6.5. Question was raised on the reason for not publishing BFC-001 publicly for accountability and transparency.
 - 6.5.1. It was explained that the BFC agreed that the BFC-001 should be considered as an internal document within DotAsia during previous discussion on the matter.
 - 6.5.2. It was suggested to bring the discussion to the BFC to reconsider the public availability of the BFC-001.
- 6.6. Question was raised on the availability of monthly financial reports to Members.
 - 6.6.1. It was clarified that monthly financial reports are provided to the Board.

- 6.6.2. BFC will further discuss the appropriateness of circulating such reports beyond the Board.

7. Re-appointment of Mazars as Auditors for DotAsia Organisation

- 7.1. It was proposed to continue to appoint Mazars as Auditors for DotAsia Organisation. Motioned by Santanu ACHARYA, seconded by Satish BABU.
- 7.2. Concern was raised on requiring more time to examine the work with Mazars before making decision.
 - 7.2.1. It was explained that the resolution was moved by the BFC Chair, and BFC has been working with Mazars for the year.
 - 7.2.2. Further comment was received that some issues regarding the audit report was raised via email previously, and it was suggested to arrange a meeting for discussion before the re-appointment.
- 7.3. There was a question on whether a vote was needed on the issue. It was explained that although there were two objections, received from Joel and Leonid, the motioned was passed with majority consensus.

8. Board Community Projects Committee (BCC) Report

- 8.1. Ellen STRICKLAND presented the Board Community Projects Committee (BCC) Chair Report as the BCC Chair.
- 8.2. In 2021:
 - 8.2.1. In terms of SCP development, BCC reviewed historical allocations of SCP, updated BCC-002: SCP Process and developed BCC-003: SCP Report.
 - 8.2.2. BCC continued reviewing the Social Impact Assessment (SIA) framework implemented for NetMission and APriGF, where year-to-year comparisons of 2020 and 2021 are now available.
 - 8.2.3. DotAsia also outreached to Members for having bilateral meetings with interested Members semi-annually in order to explore collaborations on different DotAsia works.
 - 8.2.4. BCC also developed a Community Reserved Names Policy as a mechanism to protect .Asia domain names supporting community initiatives from falling into the available pool even if it expired and was deleted. The draft policy has entered the Public Comment process, and Members are welcome to provide comments or feedbacks.
- 8.3. Other activities and milestones of BCC since AGM 2021 were presented and highlighted.

9. .Asia Registry Backend Provider Report (Afilias)

- 9.1. .Asia Registry Technical Update was presented by Joseph YEE of Afilias.

10. DotAsia Highlights 2021 & Strategic Plan 2022

- 10.1. DotAsia continues to work closely with registrars around the world for promotion of the .Asia domain, especially on social media platforms.
- 10.2. In terms of social media, DotAsia highlighted the outstanding performances of Asian athletes during international sporting events including the Olympics, Paralympics, Winter Olympics and US Open Tennis, and continued to support the Asian Pacific American Heritage Month.
- 10.3. It was highlighted that APriGF recorded robust online participation, where there were over 400 signed in, including participants from Nepal and hybrid hubs.
- 10.4. It was highlighted that several DotAsia staff members have been elected to respectable positions, exemplifying their dedication and contribution to the Internet Governance community, including Edmon Chung who is serving on the ICANN Board, Jenna Fung elected to the YCIG Steering Committee, and Jennifer Chung who served on the IGF MAG.
- 10.5. It was highlighted that DotAsia has engaged with Members to collaborate in various initiatives of youth, IDN, social media and joint promotion. DotAsia will continue to engage with Members for further collaborations.
- 10.6. It was reported that DotAsia has developed the EcolInternet Index to study the Internet's impact on climate change.
 - 10.6.1. The pilot study included 6 jurisdictions around Asia, and it is targeted to expand to more Asian countries and economies in the coming year.
 - 10.6.2. Beyond the textual report, videos and social media engagement with the community will be launched as part of the initiative.
- 10.7. It was reported that after over 10 years of work, .Kids is planned to be launched in 2022.
- 10.8. The strategic direction for the DotAsia team in 2022 is set forward as Asia Pacific Collaboration & Solidarity: to expand Member engagement and foster collaboration between Members, and to enhance Asia Pacific solidarity within the community as a whole.

11. Financial Report (Fiscal Year: Oct 1, 2020 – Sep 30, 2021)

- 11.1. Financial Report for fiscal period Oct 1, 2020 – Sep 30, 2021 for DotAsia Organisation was presented by Tony HON of Fusion FS. It was highlighted that the presented financials are for the DotAsia Organisation Limited only, and not consolidated financials for the entire DotAsia Group.
- 11.2. Income & Expense for fiscal period Oct 1, 2020 – Sep 30, 2021 for DotAsia Foundation was presented by DotAsia team.
- 11.3. Question was raised on the discontinued membership from VNNIC since VNNIC is still listed on the map of Community Members. It was explained that a note was received from VNNIC to withdraw their Membership of DotAsia, however, there was no response from VNNIC when seeking confirmation. Therefore, VNNIC is still listed on the map, and the withdrawal has not been reported yet.
- 11.4. Concern was raised on the service fee to Afiliis being higher than market average. DotAsia appreciated the note and will continue work with Afiliis on the pricing.

- 11.5. Comment was also raised that although the progress of community projects with Members is recognised, DotAsia still needs to intensify its outreach to Members.

12. Closing Remarks

- 12.1. Maureen thanked everyone for their support during her 6-year service in DotAsia. It has been an interesting experience within the DotAsia community and especially in relation to the global community of At-Large and ICANN.
- 12.2. Maureen also thanked Nicole for her contributions and participation at the DotAsia Board and Board Committees.
- 12.3. Nicole remarked that it has been her pleasure to work with the Board and staff team at DotAsia. It is unfortunate that she could only meet the Board F2F once at AGM 2021 during her service, but she is looking forward to keep in touch and to meet on other occasions.
- 12.4. Comment was received from Member praising that the expertise and contribution to the whole community from DotAsia staff, as a team and as individuals, with strong support by the Board are respected. It is hoped that both incoming and remaining Board Members will maintain and further empower such nature and works of DotAsia, which is one of the important core values of the organization.
- 12.5. A proposal was raised to elect a new Board Chair with reference to article 25 of the DotAsia M&A, citing that with Maureen's retirement, there will be an absence of a Board Chair.
- 12.5.1. It was explained that the new Board will be seated and the first Board meeting will be held immediately after the AGM, where the discussion about the Board Chair will be continued there.
- 12.5.2. It was clarified that section 25 of DotAsia M&A refers to Chair for the AGM, and Maureen is the Chair of AGM 2022. If there was no Chair of the AGM appointed at the beginning of the meeting, article 25 shall be invoked, however, it did not apply in this case.
- 12.6. Maureen thanked the DotAsia team and guest speakers of Fusion and Afilias for their contributions and presentations.

13. Adjournment

- 13.1. The DotAsia AGM 2022 was duly adjourned at around 16:30 Hong Kong time.