DotAsia Board Governance Committee (BGC) Meeting Minutes	
Date(s) & Time:	Dec 4, 2024 (Wed) 13:01 PM – 13:58 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Tom BARRETT Edmon CHUNG Maureen HILYARD Jo-Fan YU Timothy LI (DotAsia Team) Apologies: Jordan CARTER Nicole CHAN

No.	Action Items:	Owner	Remarks
G2024.10.A01	Explore approach to update Member voting representative and primary contact on a regular basis.	Edmon CHUNG	Completed.
G2024.10.A02	Check for consistent definition of "Nomination Period" across relevant documents.	Edmon CHUNG	Completed.
G2024.10.A03	Review Roles and Responsibilities description for EC and NomCom	BGC members	Completed.
G2024.10.A06	Present further development of the DotAsia Code of Conduct for BGC review.	Edmon CHUNG	Completed.
G2024.12.A01	Consult with Jordan to confirm EC and NomCom slate for full Board consideration.	Edmon CHUNG	Completed.
G2024.12.A02	Update draft Code of Conduct based on discussions for further review.	Edmon CHUNG	To be presented at next BGC meeting
G2024.12.A03	Bring discussion regarding support services for ccTLDs to full Board.	Edmon CHUNG	Completed.

Discussions:

1. **Roll Call**

    1.1.   Satish BABU chaired the BGC meeting on Dec 4, 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 (Oct 15, 2024)**

2.1. Draft 1 of BGC meeting minutes Oct 15, 2024 and action items were presented.

2.2. BGC meeting minutes Oct 15, 2024 were adopted.

3. **Update on Board Elections 2025**

3.1. It was reported that no further comments have been received regarding the first draft of the Board Elections Procedures (BEP: BGC-004) or the timeline; consequently, no second draft will be posted.

3.2. On the question of more frequent outreach to Members regarding primary contact / voting representative updates, it was noted that overly frequent emails may create confusion and impact the annual confirmation done for the Board Elections, and suggested that a mid-year informal correspondence, including meeting up at ICANN and community events, should suffice.

3.2.1. It was further suggested that Member updates on their ongoing activities may be useful. The possibility of introducing such sessions during the DotAsia AGM or at community events such as the AP* Retreat could be explored.

3.2.2. There was agreement that the annual formal confirmation in preparation for the Board Elections plus a mid-year informal correspondence is sufficient.

3.3. On the terminology of "Nomination Period", it was reported that for both the BEP and the Articles of Association, the definition and usage are consistent, and no further changes at this time should be needed. It was further noted that there are some instances where the term is not capitalized, but that can be corrected in the revision next year.

3.4. The seating of the EC and NomCom was discussed. It was noted that the CEO should work with Jordan as the Chair to confirm with all candidates. (G2024.12.A01)

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

4.1. A first draft of an updated Code of Conduct (BGC-002) was circulated and presented. It was highlighted that additions were included mainly to sections 7.2 and 7.3 based on the BGC discussions to further clarify the intake and assessment processes for complaints.

4.1.1. It was noted that the Hong Kong Law Society's Guidelines on Discrimination and Sexual Harassment was included as an additional reference.

4.1.2. The edits suggests that in addition the BGC chair, any Board Director may receive complaints to better allow for complaints directed at particular Directors.

4.1.3. There was discussion about whether a complainant should be allowed to remain anonymous. Allowing anonymity is a common practice to protect the victim and encourage reporting by reducing the fear for retaliation. Concerns were raised however that abuse of the complaint process and requirements for establishing evidence may require identity of complainant to be known.

4.1.4. It was suggested that legal obligations in accordance with the laws of Hong Kong and practices of other similar guidelines be obtained to better inform further consideration on the matter.

4.2. The process for forming a Complaint Resolution Committee (CRC) was discussed.

4.2.1. The emphasis of it being called a "resolution" committee was welcomed, and there was agreement that CRCs should be formed as needed upon the receipt of complaints rather than having a standing committee.

4.2.2. There was agreement that the composition of a CRC should be flexible depending on the nature of the complaint received and that members may be Board Directors or comprised of independent consultants or volunteers based on the requirements of a case.

4.2.3. There was discussion about the appointment of the Chair of a CRC. The pros and cons of the Board appointing the CRC chair versus the CRC self-organizing were considered.

4.2.4. Further discussion on the draft will be needed. Revision of the draft along with a Board Paper on the matters should be prepared and circulated before the next BGC meeting. (G2024.12.A02)

5. Update on plan on supporting gTLDs and ccTLDs

5.1. The possibility of "packaging" an offering to support ccTLDs in policy, market development and community engagement was briefly presented. There was reservation on whether there is demand for such services, and that additional input from the full Board should be sought. (G2024.12.A03)

5.2. Updates on DotAsia's exploration on the response to the next round of new gTLDs was briefly reported. It was noted that DotAsia will look into submitting one or a few applications into the Applicant Support Program (ASP) to learn more about the details of the process.