

DotAsia Board Meeting Minutes

<p>Date(s) & Time:</p>	<p>September 17, 2023 (Fri) 9:00 AM – 5:30 PM (HK Time)</p> <p>September 18, 2023 (Sat) 9:00 AM – 3:20 PM (HK Time)</p>
<p>Location:</p>	<p>Zoom Meeting Room: https://aji.asia/zoomboard Venue: Hotel President, Seoul, South Korea</p>
<p>Attendees (2023.09.17):</p>	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Akinori MAEMURA</p> <p>Pavan BUDHRANI (DotAsia Team) ^{*e*f} Rebecca CHAN (DotAsia Team) Clement CHAN (DotAsia Team) ^{*c*d} Leona CHEN BIRKNER (DotAsia Team) ^{*g} June LAU (DotAsia Team) ^{*a} Jennifer CHUNG (DotAsia Team) ^{*b} Jenna FUNG (DotAsia Team) ^{*e*f} Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Joel DISINI</p> <p>Absent: Alireza SALEH</p> <p>^{*a} Left from the room during the discussion 4.13 ^{*b} Left during the discussion item 6.3 ^{*c} Joined during the discussion item 4.11 ^{*d} Left during the discussion item 8.3 ^{*e} Joined during the discussion item 4.1 ^{*f} Left during the discussion item 7.2 ^{*g} Left during the discussion item 8.1</p>
<p>Attendees (2023.09.18):</p>	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Akinori MAEMURA</p> <p>Bertha Keung (SW Legal Counsel) ^{*b*c} Dominic Lau (SW Legal Counsel) ^{*b*c} Mable Lam (Fusion Financial Services) ^{*d*e}</p> <p>Pavan BUDHRANI (DotAsia Team) ^{*a}</p>

	<p>Rebecca CHAN (DotAsia Team) ^{*d} Clement CHAN (DotAsia Team) ^{*a} Leona CHEN BIRKNER (DotAsia Team) ^{*a} Jasmine KO (DotAsia Team) ^{*b*c} Phyo Thiri LWIN (DotAsia Team) Karry YU (DotAsia Team) ^{*a}</p> <p>Apologies: Joel DISINI</p> <p>Absent: Alireza SALEH</p> <p>^{*a} Left from the room during the discussion item 10.3 ^{*b} Joined during the discussion item 10.3 ^{*c} Left during the discussion item 12.3 ^{*d} Joined during the discussion item 13.1 ^{*e} Left during the discussion item 13.2</p>
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No.	Action Items:	Owner	Remarks
2023.09.A01	Sending SOI of Directors for their review.	BoardSec	Completed.
2023.09.A02	Legal advice on proposed DotAsia AA amendments.	Edmon CHUNG	Preliminary advice received.
2023.09.A03	Set up meeting with auditors (Mazars) upon receiving draft audit report.	Rebecca CHAN	Awaiting draft audit report.
2023.09.A04	Updating SOI of Directors for their review.	BoardSec	Completed.
2023.09.A05	Collecting the feedback on AA amendments using the survey form.	Edmon CHUNG & BoardSec	Completed.
2023.09.A06	Circulate proposed AA amendments to Members and setup webpage on DotAsia website.	BoardSec	Completed.
2023.09.A07	Circulate draft survey for Board Directors on IG activities.	Jennifer CHUNG	To be drafted and circulated in Nov.
2023.09.A08	Update and circulate a simplified Strategic Plan for consideration.	Edmon CHUNG	To be circulated for BCC & Board discussion.
2023.09.A09	Draft Memorandum of Understanding with Namesphere regarding financial arrangements.	Edmon CHUNG	To be drafted for BFC consideration.

No.	Resolutions / Decisions:
2023.09.002	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none">Approval of Board Meeting minutes of September 06, 2023. <p>Approved.</p>
2023.09.003	<p>Amendments of DotAsia AA – a Draft proposal to members:</p> <p>WHEREAS DotAsia’s Board Elections Procedures have continued to evolve, but the Memorandum and Articles of DotAsia had not been updated since 2009, and is out of date and in some parts not compatible with current Hong Kong best practice;</p> <p>WHEREAS challenges to good governance have been seen at DotAsia and other Internet institutions (such as AFRINIC and APNIC) in recent years;</p> <p>WHEREAS the Board attaches significant importance to strengthening the governance of DotAsia to withstand capture by persons with inherent and unmanageable conflict of interests;</p> <p>RESOLVED THAT,</p> <ol style="list-style-type: none">The Board endorses the package of reform to be circulated to DotAsia Members and the AC, and posted on the DotAsia website for comments and feedback;The Board invites constructive feedback from Members and will incorporate appropriate changes thereof informed by that feedback; and,It is the Board’s intention to call for an Extraordinary General Meeting (EGM) and take measures in accordance with the current DotAsia M&A and the laws of Hong Kong to seek the approval of the amendments such that the new Articles will be in place before the next Board election to ensure that the reforms strengthening the governance of DotAsia will be in place to better protect the organization. <p>Jordan CARTER moved and Satish BABU seconded to this resolution and the rest of the directors are in favour. Thus, it was resolved unanimously.</p>

Discussions (2023.09.17):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on September 17, 2023.

- 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)

- 2.1. Edmon CHUNG updated his SOI noting that he has been invited to join the board of EngageMedia, a digital rights organization in the Asia Pacific community.
- 2.2. It was noted that the directors will revise or update their SOI to BoardSec. (2023.09.A03)

3. Consideration of Board Meeting Minutes (September 06, 2023)

- 3.1. The latest version (DRAFT1) of the September 06, 2023 Board meeting minutes were presented.
- 3.2. Board minutes were approved. (2023.09.002)

4. Board & Governance Restructure

- 4.1. Election and Governance Structure Reform paper was presented along with the updates on the ongoing discussions regarding proposed amendments to the DotAsia AA, in particular each of the five areas of consideration previously identified were reported on.
- 4.2. The Companies Ordinance mandated changes were highlighted:
 - 4.2.1. The Companies Registry "Sample D" template for limited-by-guarantee companies was used. A clean copy was produced based on the transplantation of the current DotAsia M&A to the DotAsia Articles of Association (AA) on to the template. A detailed mapping between the M&A and the AA was presented.
 - 4.2.2. The substantive changes mandated by the updated Companies Ordinance was highlighted. These include the mandatory availability of proxy arrangements for Member meetings (Articles 51-55), that despite specifying a special resolution, only ordinary resolution is required for removal of Director (Article 25(1)(i)), and the explicit explanation that there is no right to inspect accounts and other records by Member (Article 60).
 - 4.2.3. It was emphasized that a minimal changes approach was taken in the transplantation of the DotAsia M&A to AA, however, due to the significant number of minor changes in the Companies Registry template, the DotAsia AA may look very different from the current M&A.
- 4.3. Amendments to articles 4 (1) and 4 (2) describing the transition term of Board Directors from 2 years to 3 years and the eligibility of directors for re-election were highlighted along with preliminary legal advice received. The timeline of the transition was also presented. A comment was raised in including the date of the completion of the transition explicitly in the Articles.
- 4.4. Wording for the end of terms for Board Directors was discussed in response to legal advice received. It was agreed that the current wording should be retained as no contention was raised previously.
- 4.5. There was discussion about communication plan to DotAsia Members with emphasis of the role of Members in the election and the rationale for rebalancing of the Board

composition in alignment of DotAsia as an independent regional organization for public interest beyond national and local considerations.

- 4.6. Amendments to the eligibility criteria were discussed. It was agreed that amendments and summary should explicitly describe an Election Code of Conduct to be established and enforced by the Nomination Committee.
- 4.7. In Article 3: Eligibility criteria, it was reported that director appointments in the corporation have been simplified and aligned with the concept of a code of conduct established by the nominations committee, rather than specifying detailed requirements in the articles or bylaws.
- 4.8. Adjustments to the geographical diversity requirements were discussed. It was pointed out that logistics for implementation and board election processes need to be taken into consideration. It was agreed that expanding the geographical diversity requirements to cover all elected board directors is suitable and that the experience from previous elections support the requirement for maintaining board directors from 3 out of 4 sub-regions.
- 4.9. Draft of BGC004 (Board Elections Procedures – BEP) version 2 was presented and the changes in response to challenges identified from the Board Elections 2023 were highlighted: confirming voting representatives' operational email addresses, addressing membership terminations during the process, and managing issues related to the drawing of lots.
- 4.10. The matter of membership termination and/or changes was discussed.
 - 4.10.1. It was noted that the ability for DotAsia, as a regional organization, to verify personnel changes at Members is limited and that it is reasonable to rely on the IANA database as well as member provided information for the primary contact and voting representative.
 - 4.10.2. Previous experience and processes for handling membership termination was presented.
 - 4.10.3. Membership termination during Board elections was discussed. It was highlighted that logistical considerations need to be taken into account. The proposal to suspend processing of membership termination during Board elections was considered.
- 4.11. The implementation of a confirmation process for voting representative emails and the establishment of a cutoff date for confirmation followed by a quiet period was discussed. It was noted that a simple and clear-cut process may be less accommodating but can better avoid challenges.
- 4.12. It was explained that besides the adjustments in response to challenges from the Board Elections 2023, other changes to the wording of the BEP is to align it with the proposed amendments to the Articles, which is contingent upon Member approval.
- 4.13. Further discussions on the BEP are to be had at the BGC.

5. Member Adoption and Communications Plan

- 5.1. The received preliminary legal advice on the proposed amendments of Articles was discussed. The matter of class rights was considered and it was proposed that the approach for obtaining written consent from Members be taken.
- 5.2. It was further discussed that nevertheless an EGM should be called. The proposed timeline for calling an EGM on Nov 22 and having the EGM on Dec 12, 2023 was presented.
- 5.3. It was suggested and agreed that a survey be circulated for Members input on the proposed amendments. (2023.09.A05)
- 5.4. Email to Members on First Draft of Proposed DotAsia AA Amendments 2023 was reviewed. It was agreed that the email be sent to Members along with the draft amendments, summary, and background paper. It was further agreed that a dedicated webpage be setup on the DotAsia website for the proposed amendments, which will be referenced by the Board Elections 2024 page. (2023.09.A06)

6. Board Operations

- 6.1. Various Board operational processes were discussed, including the preparation of meeting minutes, agenda, as well as additional notes and materials.
 - 6.1.1. It was reported that in the past draft agenda was circulated 5-7 days before the meeting, while additional notes and materials are further circulated 3-5 days before the meeting. It was suggested that the draft agenda be circulated a bit earlier and that additional notes and materials be circulated at least on the Friday the week before.
 - 6.1.2. There was agreement that the format and level of details of the meeting minutes were fine.
 - 6.1.3. It was agreed that draft meeting minutes be circulated within 2 weeks after the meeting.
- 6.2. Repository for Board documents were discussed.
- 6.3. A draft DotAsia Board calendar for 2024 including Board and Board Committee meetings was presented and discussed.

7. Community Development Update & Discussions

- 7.1. Jenna presented the NetMission.Asia project along with the Social Impact Assessment (SIA) report 2023, and the future plan to enhance participation by NetMission Ambassadors.
- 7.2. Jasmine presented the APriGF secretariat work at APriGF 2023, which was hosted by auDA in Brisbane.
- 7.3. Jennifer presented the new SIA report on other Internet Governance (IG) engagements. It was noted that this new report was initiated in 2022 as a pilot. The highlights of DotAsia team members and secretariat works were mentioned. It was proposed that Board Director IG engagements be included in future reports and that a

survey for such will be circulated to obtain input. Board Directors welcomed the approach. (2023.09.A07)

- 7.4. The EcoInternet Index (EII) 2023 report along with the videos produced were presented. It was highlighted that a launch event for the EII is scheduled for Day 0 at IGF 2023 in Kyoto and that it is now included in the official IGF schedule.
- 7.5. The Strategic Position Paper developed by the DotAsia team and discussed at the BCC was presented and reviewed. It was noted that various IG issues were included in the paper along with relevant DotAsia works on the topic and talking points to be advocated by DotAsia. It is intended that this be put to use at IGF 2023 as a pilot and be reviewed afterwards. Board Directors are encouraged to utilize the position paper.

8. Strategic Directive

- 8.1. The Strategic Plan worksheet developed at the BCC and discussed at previous Board meetings was presented and reviewed. It was noted that the current form of the Strategic Plan includes many details that should be condensed and consolidated for a final version that would be more concise to be presented to Members.
- 8.2. A comment was raised that the Strategic Plan should be a living document and that there should be periodic review on the progress and to consider whether adjustments to overarching key priorities may be needed.
- 8.3. There was emphasis on the development of meaningful measures of success for elements included in the Strategic Plan. There was discussion about the development of a risk management approach and business continuity plan.
- 8.4. A set of higher level priorities were set out (during the wrap up discussion on Day 2) as follows:
 - Expanding DotAsia's income base.
 - Enhancing measurement on the effectiveness of allocation of financial resources.
 - Resolving towards the future of Namesphere.
 - Enhancing DotAsia's contribution and voice to reinforce the global multistakeholder Internet governance ecosystem.
 - Strengthening DotAsia's governance arrangements to reduce the risk of capture.
- 8.5. It was further commented that the Strategic Plan should be simplified. It was agreed that a simplified version (incorporating the market development plan discussed on Day 2) will be prepared for Board consideration. (2023.09.A08)

Discussions (2023.09.18):

9. Roll Call

- 9.1. Jordan CARTER chaired the Board meeting for the DotAsia Board Meeting on September 18, 2023.
- 9.2. Roll call. Those present for the whole meeting or a part thereof are included in the Attendees section.

10. Market Development

- 10.1. Leona and Pavan presented a report on market development of the .Asia registry. An updated benchmarking study between other gTLDs, geoTLDs and ccTLDs, along with overall market trends was presented.
- 10.2. A question was raised about the utilization data of .Asia domain names presented. It was explained that while the data provides an indication of the utilization of .Asia domain names, the sample size was small and the scope was limited to domains under management by only one accredited registrar.
- 10.3. The background of .KiDS work was briefly explained and progress of the .KiDS registry operations was reported. A question was raised about the adoption of premium .KiDS domains. Sales of one and two character .KiDS domain was reported.
- 10.4. Clement provided update on social media engagement and activities along with statistics benchmarked against other gTLDs and ccTLDs. The social media plan was presented and a recently produced video featuring HKRSA.Asia was shown.
- 10.5. Board Directors applauded the results of the video produced. A question was raised about the cost of the production. It was explained that production of the video and graphic designs for most DotAsia materials are done in-house and out of pocket expenses were minimal.
- 10.6. A market development plan incorporating the use of social media engagement was presented and discussed. It was noted that the market development plan will be incorporated into the Strategic Plan.

11. Resolution on Amendment of the DotAsia Articles

- 11.1. According to the discussion on Day 1 for Articles of Association Amendments, the resolution below has been proposed:

WHEREAS DotAsia's Board Elections Procedures have continued to evolve, but the Memorandum and Articles of DotAsia had not been updated since 2009, and is out of date and in some parts not compatible with current Hong Kong best practice;

WHEREAS challenges to good governance have been seen at DotAsia and other Internet institutions (such as AFRINIC and APNIC) in recent years;

WHEREAS the Board attaches significant importance to strengthening the governance of DotAsia to withstand capture by persons with inherent and unmanageable conflict of interests;

RESOLVED THAT,

1. The Board endorses the package of reform to be circulated to DotAsia Members and the AC, and posted on the DotAsia website for comments and feedback;
2. The Board invites constructive feedback from Members and will incorporate appropriate changes thereof informed by that feedback; and,
3. It is the Board's intention to call for an Extraordinary General Meeting (EGM) and take measures in accordance with the current DotAsia M&A and the laws of Hong Kong to seek the approval of the amendments such that the new Articles will be

in place before the next Board election to ensure that the reforms strengthening the governance of DotAsia will be in place to better protect the organization.

- 11.2. Jordan CARTER moved, and Satish BABU seconded to this resolution and the rest of the directors are in favour. Thus, it was resolved unanimously. (2023.09.002)

12. Namesphere Matters

- 12.1. The overall financial position and major income and expenses over the history of Namesphere was presented and explained. It was highlighted that the legal disputes caused significant cost and is the major barrier for Namesphere to become profitable.
- 12.2. It was suggested and agreed that a document be drafted and established between DotAsia and Namesphere to memorialize the financial and personnel arrangements that had been put in place and for the future. (2023.09.A09) It was further noted that the document should be reviewed by legal counsel before being finalized and executed.
- 12.3. Legal counsels joined the meeting to discuss next steps on pursuing mediation and with progressing towards the conclusion of the litigations (Resolution 2023.07.003).

13. DotAsia Organisation Quarterly Financial Report

- 13.1. Fusion joined the meeting to present the quarterly financial report for October 2022 to September 2023.
- 13.2. A comment was raised that comparing the unaudited gross profit and revenue figures for the past nine months, that despite a decrease in gross profit, the revenue has remained stable, suggesting a healthy operational business.
- 13.3. Rebecca presented the management notes, domain income report as well as the budget to actual expenses report. A comment was noted commending the management's effort in containing costs in the face of unforeseen legal costs.

14. AOB

- 14.1. The Monthly Board Meeting Dates were reviewed. It was noted that the Nov 22 and Dec 20 Board meetings scheduled align with the proposed schedule for Member adoption of the amendments to the DotAsia Articles, as well as the commencement of the Board Elections 2024.
- 14.2. The Board Election 2024 timeline was presented as follows:
- | | | |
|------------------------|-----------------------------|---------|
| • Nomination Period | Dec 22 (Fri) - Jan 19 (Fri) | 4 weeks |
| • Nomination Report | Jan 28, 2024 (Sun) | 9 days |
| • Voting Period | Jan 29 (Mon) - Feb 12 (Mon) | 2 weeks |
| • Call AGM | Feb 2, 2024 (Fri) | 21 days |
| • DotAsia AGM @APRICOT | Feb 25, 2024 (Sun) | |
- 14.3. Edmon provided updates to team travel plans.