

DotAsia Board Meeting Minutes

Date(s) & Time:	<p>November 1, 2023 (Wed) 2:00 PM - 2:38 PM (HK Time)</p> <p>November 3, 2023 (Fri) 3:00 PM – 4:02 PM (HK Time)</p> <p>November 6, 2023 (Mon) 3:00 PM – 4:00 PM (HK Time)</p>
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees (2023.11.01):	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Akinori MAEMURA Alireza SALEH</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p>
Attendees (2023.11.03):	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Akinori MAEMURA</p> <p>Cheryl LANGDON-ORR (Election Committee Chair)</p> <p>Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent: Alireza SALEH</p>
Attendees (2023.11.06):	<p>Satish BABU Edmon CHUNG Akinori MAEMURA Alireza SALEH</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</p>

	Phyo Thiri LWIN (DotAsia Team)
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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.
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	Draft completed.
2023.11.A01	Scheduling Special Board Meeting on Nov 3, 2023.	BoardSec	Completed.
2023.11.A02	Inviting EC Chair for joining the Special Board Meeting on Nov 3, 2023.	BoardSec	Completed.
2023.11.A03	Send background materials and past precedence on casual vacancies to EC.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2023.11.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Approval of Board Meeting minutes of September 17 & 18, 2023. <p>Moved by Akinori MAEMURA and seconded by Satish BABU. Approved with one abstention from Alireza SALEH and one against from Joel DISINI.</p>
2023.11.002	<p>Acceptance of Election Committee Report:</p> <p>Whereas the Election Committee review of the 2023 Board Election has concluded, and the Report and associated advice was circulated to members of DotAsia on November 1, 2023;</p> <p>Whereas this intensive and thorough review found no evidence of non-compliance with existing DotAsia procedures or Corporate documentation in the conduct of the election, and no merit in the complaints received;</p>

No.	Resolutions / Decisions:
	<p>Whereas the Report states that "[a]s a result of this independent review, the 2023 Elections Committee can assure the DotAsia Membership and the Board that the conduct of this election was not 'compromised' and was in keeping with the current Board Elections Procedures (BEP) and, where applicable the DotAsia Memorandum and Articles (M&A) further that the actions of the Election Committee were appropriate in the addressing of issues and concerns raised at the time they were raised.";</p> <p>Whereas, among other matters, the Election Committee's view (backed by legal advice) is that an irregularity in the election generated by uncertainty about the membership of one Sponsor Member means that the four Directors elected by Sponsor Members in February 2023 should be treated as not duly appointed, such that there are four vacancies in the Board; and</p> <p>Whereas the Board wishes to uphold the highest standards of transparency and good conduct in respect of DotAsia elections in order to maintain and improve trust and confidence in the integrity of the election process;</p> <p>Now therefore the Board resolves:</p> <ol style="list-style-type: none"> 1. To thank the Election Committee and their advisors for a thorough and rigorous investigation of the issues raised with them, and their clear and credible advice on next steps. 2. To welcome the Election Committee's primary findings, that the complaints raised about the 2023 Board Elections were without merit. 3. To accept the advice regarding the Sponsor Member 2023 Board election, acknowledge the vacancies arising and proceed with a by-election of the 4 Sponsor Member category seats in accordance with the Board Elections Procedures currently in place. <p>Motioned by Satish BABU and Seconded by Akinori MAEMURA. Resolved with one against from Joel DISINI.</p>
2023.11.003	<p>Ratification of Board Action on Nov 3, 2023:</p> <p>WHEREAS the DotAsia Board at a then quorate meeting on Nov 3, 2023 has taken a resolution to accept the Election Committee Report recommending that the 4 Directors elected from the Sponsor Member category in the Board Elections 2023 as reported in Feb 2023 be considered not duly appointed and a by-election for such vacancies be held; and,</p> <p>WHEREAS there was uncertainty in whether the DotAsia Board was to be considered quorate at the said Nov 3, 2023 meeting, and in accordance with Article 52 of the DotAsia Memorandum & Articles of Association, the DotAsia Board is holding this adjourned meeting on Nov 6, 2023 and is quorate with not less than two Directors present;</p> <p>RESOLVED that the resolution as put forward on Nov 3, 2023 is ratified.</p>

No.	Resolutions / Decisions:
2023.11.004	<p>Special Advisory on Election Committee Report and Next Steps Towards a By-Election for Board Elections 2023:</p> <ul style="list-style-type: none"><li data-bbox="443 353 1038 421">□ https://www.dot.asia/policies/SpecialAdvisory-ByElection2023_20231106.pdf <p>RESOLVED to circulate Special Advisory to Members and publish on DotAsia's website.</p>
2023.11.005	<p>Proceeding with By-Election 2023:</p> <p>WHEREAS the Election Committee (EC) Report suggested the DotAsia Board to consider the filling of the vacated seats due to earlier resignations of Board Directors (Resolution 2023.04.002) as well as the 4 Sponsor Member seats in the Board Elections 2023;</p> <p>WHEREAS the EC Report referenced Article 64 of the DotAsia M&A which stipulated that such casual vacancies "may" and not "must" be filled; and,</p> <p>WHEREAS the current DotAsia Board had assumed a caretaker role as per its resolution to accept the EC Report, and that it is uncertain whether the current Board Elections Procedures, which had been developed for implementing Article 37 (and Article 33) of the DotAsia M&A, would readily apply to the implementation of Article 64, or that additional policies and procedures should be developed for such purpose;</p> <p>RESOLVED, the Board proceeds with the initiation of a by-election for the 4 Sponsor Member category seats in accordance with the Board Elections Procedures as well as the Election Committee, third party scrutineer, voting platform and providers currently in place for the Board Elections 2023, and defer the consideration of filling other casual vacancies after the by-election.</p>

Discussions (2023.11.01):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on November 1, 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. There were no SOI updates from Board Directors.

3. Consideration of Board Meeting Minutes (September 17 & 18, 2023)

- 3.1. The latest version (DRAFT1) of the September 17 & 18, 2023 Board meeting minutes were presented.

- 3.2. Motion to approve the Board minutes was moved by Akinori MAEMURA and seconded by Satish BABU. Approved with one abstention from Alireza SALEH and one against from Joel DISINI. (2023.11.001)

4. Updates on Elections Committee Report

- 4.1. It was noted that the Elections Committee (EC) report was received shortly before the scheduled meeting on Nov 1, 2023. The EC recommendations along with the legal advice referenced by the EC were presented and reviewed by the Board.
- 4.2. It was highlighted that the EC investigations “resulted in an outcome showing no evidence of non-compliance with existing DotAsia procedures or Corporate documentation being found”, and that “As a result of this independent review, the 2023 Elections Committee can assure the DotAsia Membership and the Board that the conduct of this election was not ‘compromised’ and was in keeping with the current Board Election Procedures (BEP) and, where applicable, the DotAsia Memorandum and Articles (M&A) further that the actions of the Election Committee were appropriate in the addressing of issues and concerns raised at the time they were raised.”
- 4.3. It was further noted that, nevertheless, due to the uncertainty of the membership status of one of the Sponsor Member voters at the time of the vote, the Directors elected by the Sponsor Members in the Board Elections 2023 should be considered not to have been duly appointed and a by-election for such vacancies should be conducted.
- 4.4. Legal advice taken by the EC and incorporated into the EC Report also indicated that “all Board decisions made prior to the discovery that the Affected Directors were not duly appointed would not be considered invalid”, and that, “the remaining directors (including the two directors appointed by the Co-Sponsor Members) can continue to exercise the powers granted to the Board notwithstanding that there are four vacancies in place of the Affected Directors.”
- 4.5. It was suggested and agreed that all matters at the Board be deferred and that Board members should study the EC Report and reconvene at a later time to discuss next steps. It was agreed that a Special Board meeting be convened on Nov 3, 2023 at 0700 UTC. (2023.11.A01)
- 4.6. It was further suggested and agreed to invite Cheryl LANGDON-ORR as the Election Chair to join the Special Board meeting. (2023.11.A02)

Discussions (Special Board Meeting 2023.11.03):

5. Roll Call

- 5.1. Jordan CARTER chaired the Special Board meeting on November 3, 2023.
- 5.2. Roll call. Those present for the whole meeting or a part thereof are included in the Attendees section.

6. Discussion of Election Committee (EC) Report with Cheryl LANGDON-ORR

- 6.1. A Q&A session of the Board with Cheryl as the Election Chair on the EC Report was conducted.
 - 6.1.1. A question was raised regarding the required quorum for the Board to act. It was explained that Article 52 of the DotAsia M&A provides a mechanism for the Board to legitimately act in the case that the regular quorum cannot be met for whatever reason.
 - 6.1.2. The Election Chair added that in the legal advice incorporated into the EC Report, it was explained that in accordance with Article 55 of the DotAsia M&A, “The continuing Directors may continue to act, and to carry out all the functions of the Board notwithstanding any vacancy.”
 - 6.1.3. It was suggested that nevertheless, the reconstituted Board after the By-Election is complete ratify any decisions made by the caretaker Board. It was further suggested that the caretaker Board at its adjourned meeting ratify the decision made at this meeting to accept the EC Report and proceed with the By-Election.
- 6.2. Another suggestion was raised regarding the vacancies of the Board left by the resignations of Board Directors earlier in the year.
 - 6.2.1. The Election Chair noted that the suggestion for filling the vacancies from the earlier resignations does not mean that they are to be filled within the By-Election for the Affected Directors based on the EC Report.
 - 6.2.2. It was noted that the terms for the resigned Directors will end at the upcoming AGM shortly after the By-Election, and that further effort subsequently to fill them may not provide a meaningful term length.
 - 6.2.3. It was further explained that the by-elections procedures included in the current Board Elections Procedures (BGC-004) was developed for vacancies resulting from a particular Board Elections as anticipated in Article 40(d) and may or may not be fit-for-purpose for casual vacancies arising as described in Article 64. It was agreed that staff team provide more detailed information and past precedence on the matter of casual vacancies resulting from resignation of Directors for reference to the EC. (2023.11.A03)
 - 6.2.4. It was also noted that the caretaker Board will need to consider whether or not the By-Election for the Board Elections 2023 should include the casual vacancies resulting from earlier Director resignations.
- 6.3. A question was raised noting that time would not permit for a complete reconfirmation of voter representatives for the By-Election, and given that it is a continuation of the Board Elections 2023, the member register as confirmed for such will remain the reference.
 - 6.3.1. It was noted that any additions, changes and terminations completed since the AGM will nevertheless need to be incorporated.

- 6.3.2. The membership status of .AM was raised. It was requested that the confirmation of termination of the .AM membership be completed. It was explained that request had been sent to .AM asking for confirmation from the primary contact on record.
- 6.3.3. There was general agreement that in the case confirmation is not forthcoming, ballot and nomination forms should not be sent to .AM who has expressed wish to terminate its membership.
- 6.4. It was concluded that no evidence of non-compliance with existing DotAsia procedures or corporate documentation in the conduct of the election was found, and that there are no merits in the complaints received. Nevertheless, the EC's recommendation, backed by legal advice was that an irregularity in the election generated by uncertainty about the membership of one sponsor member means that the four directors elected by Sponsor Members in February 2023 should be treated as not duly appointed.

7. Resolution to EC Report

- 7.1. Draft resolution to accept the EC Report was presented:

Whereas the Election Committee review of the 2023 Board Election has concluded, and the Report and associated advice was circulated to members of DotAsia on November 1, 2023;

Whereas this intensive and thorough review found no evidence of non-compliance with existing DotAsia procedures or Corporate documentation in the conduct of the election, and no merit in the complaints received;

Whereas the Report states that "[a]s a result of this independent review, the 2023 Elections Committee can assure the DotAsia Membership and the Board that the conduct of this election was not 'compromised' and was in keeping with the current Board Elections Procedures (BEP) and, where applicable the DotAsia Memorandum and Articles (M&A) further that the actions of the Election Committee were appropriate in the addressing of issues and concerns raised at the time they were raised.";

Whereas, among other matters, the Election Committee's view (backed by legal advice) is that an irregularity in the election generated by uncertainty about the membership of one Sponsor Member means that the four Directors elected by Sponsor Members in February 2023 should be treated as not duly appointed, such that there are four vacancies in the Board; and

Whereas the Board wishes to uphold the highest standards of transparency and good conduct in respect of DotAsia elections in order to maintain and improve trust and confidence in the integrity of the election process;

Now therefore the Board resolves:

- 1. To thank the Election Committee and their advisors for a thorough and rigorous investigation of the issues raised with them, and their clear and credible advice on next steps.

2. To welcome the Election Committee's primary findings, that the complaints raised about the 2023 Board Elections were without merit.

3. To accept the advice regarding the Sponsor Member 2023 Board election, acknowledge the vacancies arising and proceed with a by-election of the 4 Sponsor Member category seats in accordance with the Board Elections Procedures currently in place.

7.2. The resolution was motioned by Satish BABU and seconded by Akinori MAEMURA and resolved with one against by Joel DISINI. (2023.11.002)

8. Board Meeting Adjourned to Monday Nov 6, 2023

8.1. Upon the acceptance of the EC Report, it is noted that the 4 persons elected by the Sponsor Members, including Jordan CARTER, Nicole CHAN, Joel DISINI and Maureen HILYARD are no longer considered duly seated Directors, as such the Board meeting is no longer quorate.

8.2. It was noted that the remaining Board & Board Committee members are as follows:

Board Directors

- Satish BABU (Alternate Chair as BGC Chair)
- Edmon CHUNG (ex officio)
- Akinori MAEMURA
- Alireza SALEH

Board Governance Committee (BGC)

- Satish BABU (Chair)
- Edmon CHUNG (ex officio)
- Akinori MAEMURA

Board Finance Committee (BFC)

- Satish BABU
- Edmon CHUNG (ex officio)
- Akinori MAEMURA (Chair)

Board Community Projects Committee (BCC)

- Edmon CHUNG (ex officio)
- Akinori MAEMURA

Board Executive Committee

- Satish BABU (Alternate Chair as BGC Chair)
- Edmon CHUNG (ex officio)
- Akinori MAEMURA (BFC Chair)

8.3. There being no quorum for the time being, and in accordance with Article 52 of the DotAsia M&A, "the meeting shall be adjourned to such other day, time and place as those present may determine". It was agreed that the adjourned meeting be held on the next business day, Monday Nov 6, 2023 at 0700 UTC.

Discussions (Adjourned Meeting 2023.11.06):

9. Roll Call

- 9.1. Satish BABU chaired the Board meeting for the DotAsia Board Meeting on November 6, 2023 as an alternative Board Chair.
- 9.2. Roll call. Those present for the whole meeting or a part thereof are included in the Attendees section.
- 9.3. It was noted that in accordance with Article 52 of the DotAsia M&A, at this adjourned meeting, since “a quorum is not present within half an hour from the time appointed for the meeting the Directors present, provided there are not less than two such Directors present, shall be a quorum.”

10. Ratification of DotAsia Board Resolution on Nov 3

- 10.1. Draft resolution for the ratification of the DotAsia Board Resolution on Nov 3 was presented:

WHEREAS the DotAsia Board at a then quorate meeting on Nov 3, 2023 has taken a resolution to accept the Election Committee Report (Resolution 2023.11.002) recommending that the 4 Directors elected from the Sponsor Member category in the Board Elections 2023 as reported in Feb 2023 be considered not duly appointed and a by-election for such vacancies be held; and,

WHEREAS there was uncertainty in whether the DotAsia Board was to be considered quorate at the said Nov 3, 2023 meeting, and in accordance with Article 52 of the DotAsia Memorandum & Articles of Association, the DotAsia Board is holding this adjourned meeting on Nov 6, 2023 and is quorate with not less than two Directors present;

RESOLVED that the resolution as put forward on Nov 3, 2023 is ratified.

- 10.2. Question was raised on whether this Board should be considered quorate given that the first part of Article 52 states that “The quorum for a meeting of the Board shall be not less than six (6) of the Directors”.
 - 10.2.1. It was explained that Article 52 of the DotAsia M&A continues within the same sentence to specify that, if “a quorum is not present, the meeting shall be adjourned to such other day... and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the Directors present, provided there are not less than two such Directors present, shall be a quorum.
 - 10.2.2. It was further explained that at the Nov 3 meeting, the Election Chair explained that together with Article 52, Articles 55 and 58 provides clear guidance that the remaining Directors can properly act notwithstanding any vacancies, providing the means for this Board to act.
- 10.3. The resolution is adopted by the Board. (2023.11.103)

11. Issuance of Special Advisory

11.1. The draft of a Special Advisory on Election Committee Report and Next Steps Towards a By-Election for Board Elections 2023 (<https://www.dot.asia/special-advisory-on-election-committee-report-and-next-steps-towards-a-by-election-for-board-elections-2023/>) was presented.

11.1.1. Question was raised on whether the Board Election Procedures (BEP) needs to be updated before the by-election takes place. It was explained that, as put forward in the Special Advisory, process improvement recommendations from the EC for which no changes to the BEP is required is already implemented, and that because the by-election is a continuation of the Board Elections 2023, it is inappropriate to change the BEP in mid course.

11.1.2. A comment was raised questioning whether the process of the Board Elections 2023 was compromised. It was explained that the EC Report concluded that the conduct of the Board Elections 2023 was not compromised and that given the long standing reputation of the Election Chair, it would be mistaken to question the integrity of the EC Report.

11.2. The Board resolved to publish the Special Advisory. (2023.11.104)

12. Proceeding with DotAsia Board By-Election 2023

12.1. Particulars of the process for the by-election were presented and explained:

- a. By-Election Timeline
- b. Election Committee & Providers
- c. Members Register
- d. Scope of By-Election

12.1.1. It was highlighted that given the specified schedule of the by-election as included in the BEP (BGC-004), and the 96-hour dispute resolution period requirement, the exact date, time and time-zone is included in the timeline.

12.1.2. It was noted that given that the by-election is a continuation of the Board Elections 2023, the third-party scrutineer, election compliance administrator, the online voting platform should voting be needed, and the Election Committee are the same.

12.1.3. An update about the status of .AM and .TJ was presented. It was noted that the membership termination request was not received from the primary contact of .AM, and that hence a confirmation request had been sent but no further response have been received from .AM. It was further noted that a confirmation of the .TJ contact based on the IANA database had been conducted. Both information will be conveyed to the EC for their decision on whether or not nomination forms and ballots should be provided.

12.1.4. It was reported that further to the meeting on Nov 3, additional background materials and past precedence regarding casual vacancies resulted from Director resignations had been provided to the EC (Action item: 2023.11.A03). It was proposed that the scope of this by-election be limited to the 4 Sponsor Member seats in the Board Elections 2023.

12.2. A question was raised on whether the list of voting representatives of Members will be published. It was explained that the consent from Members for publishing such

information for this purpose was obtained and that for Members who have provided consent, such personally identifiable information will be published, and for those who have not provided consent it will not be disclosed.

12.3. Draft resolution for proceeding with the by-election was presented:

WHEREAS the Election Committee (EC) Report suggested the DotAsia Board to consider the filling of the vacated seats due to earlier resignations of Board Directors (Resolution 2023.04.002) as well as the 4 Sponsor Member seats in the Board Elections 2023;

WHEREAS the EC Report referenced Article 64 of the DotAsia M&A which stipulated that such casual vacancies “may” and not “must” be filled; and,

WHEREAS the current DotAsia Board had assumed a caretaker role as per its resolution to accept the EC Report, and that it is uncertain whether the current Board Elections Procedures, which had been developed for implementing Article 37 (and Article 33) of the DotAsia M&A, would readily apply to the implementation of Article 64, or that additional policies and procedures should be developed for such purpose;

RESOLVED, the Board proceeds with the initiation of a by-election for the 4 Sponsor Member category seats in accordance with the Board Elections Procedures as well as the Election Committee, third party scrutineer, voting platform and providers currently in place for the Board Elections 2023, and defer the consideration of filling other casual vacancies after the by-election.

12.4. Resolved. (2023.11.004)

13. AOB

13.1. The proposed agenda of BGC, BFC, AC and Board Meeting was presented.

13.2. It was noted that the BCC meeting is to be cancelled, but to keep the BGC and BFC meetings based on the received EC report.

13.3. It was noted that the AC meeting was scheduled for Nov 20, in which updates on the by-election should be provided.

13.4. It was suggested that the nomination report be sent to the board before the board meeting on Nov 20 and preparations for EGM be sent to the board on Nov 30.