

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	February 14, 2024 (Wednesday) 1:30 PM – 2:30 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER Edmon CHUNG Maureen HILYARD Akinori MAEMURA Timothy LI (DotAsia Team) Apologies: Nicole CHAN Jose LAY

No.	Action Items:	Owner	Remarks
G2024.02.A01	Set up a webinar for updated Board Elections Procedures.	Edmon	In progress
G2024.02.A02	Draft a summary version of Election Code of Conduct to make it reader-friendly	Edmon	To be presented at next BGC meeting.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on February 14, 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 (January 24, 2024)

- 2.1. Draft 1 of BGC meeting minutes 2024.01.24 and action items were presented.
- 2.2. BGC meeting minutes 2024.01.24 was adopted.

3. Update on Proposed Amendments & Board Elections Procedures

- 3.1. Two changes to the Proposed Amendments were noted:
 - Inclusion of a definition for the Board Elections Procedures in the "Interpretation" section
 - Further edit to the new Article 33(3) as follows:
The Company may by special resolution of members, irrespective of categories of membership, amend these Articles, including to vary the class rights of any Class of members.
- 3.2. It was suggested and agreed that a webinar for Members be organized to explain the new Board Elections Procedures. (G2024.02.A01)

4. Code of Conduct Review

- 4.1. A review of the DotAsia Code of Conduct (BGC-002) was introduced, and a draft of the proposed updates along with a Board Paper on the matter was circulated and discussed.
- 4.2. It was highlighted that the current version of the Code of Conduct focused on Board Directors and DotAsia Representatives behaviour and that given recent experiences at general meeting and community engagement sessions, there should be need to broaden the scope to include Member and other participant behaviours at DotAsia activities as well.
- 4.3. It was further proposed that more explicit explanation be included based on the anti-corruption laws in Hong Kong on avoiding unduly influence of Member election decisions such as soliciting personal gains or return of favours.
- 4.4. It was suggested and agreed that "DotAsia Activities" should be better defined.
- 4.5. It was emphasized that the current version of the Code of Conduct as well as the newly added portions had been consolidated from similar expected standards of behaviour, such as those maintained by ICANN, APNIC, APriGF and ISOC, and that they include a comprehensive but non-exhaustive listing of inappropriate behaviour such as sexual harassment, harassment in terms of intimidation, etc.
- 4.6. It was explained that the proposed updates to the Code of Conduct for broader participants included two subsections with one focused on meetings which includes physical and digital activities in a hybrid setting, as well as another subsection focused on digital spaces including on social media, blogs, DotAsia website, etc., which explains DotAsia's ability but not obligation to moderate discussions on such digital spaces.
- 4.7. Comments were raised regarding the length and legal nature of the Code of Conduct, and that a reader-friendly version for lay persons may be desired. It was suggested and agreed that a summary of the Code of Conduct to be

included in the webpage introducing the Code of Conduct be drafted.
(G2024.02.A02)

- 4.8. It was noted that a risk was identified in that any near future enforcement should make sure which version of the Code of Conduct is relied upon to ensure it is not applied in a retroactive manner. Mitigation approach is included in the Board Paper and should be further discussed.

5. Preparations for Election Code of Conduct

- 5.1. A draft Election Code of Conduct was circulated and presented. It was highlighted that the Election Code of Conduct is to be finalized by the Nomination Committee.
- 5.2. It was further noted that much of the draft referenced the APNIC Code of Conduct for Nominees (<https://conference.apnic.net/57/images/Code-of-Conduct-2024-APNIC-EC-Elections.pdf>), which was developed for a very similar purpose. It was highlighted that additional aspects were included to remind Members not to unduly influence other Members in their election decisions, including the conducting of “exit polls”.
- 5.3. A comment was raised on the additional aspects whether the wording appears to be too moderate for the purpose of a code of conduct. It was explained that the wording was taken from the FAQ and should be updated for the purpose.
- 5.4. It was noted that if the Articles are amended, there would be two separate committees that the Board will need to seat, including the Election Committee which had been in place before, and a separate Nomination Committee. The Board should start to consider potential candidates for both given the Board Election timeline shortly after the EGM at APRICOT.

6. Proposed Agenda for Board F2F Meeting (Feb 24-25)

- 6.1. Proposed Agenda for Board F2F Meeting (Feb 24-25) was presented and discussed.
- 6.2. It was noted that the schedule was designed taking into consideration the two respective general meetings to be held on Feb 24.

7. AOB

The draft slides used for BGC updates was presented and discussed.