

DotAsia Board Meeting Minutes

Date(s) & Time:	January 31, 2024 (Wed) 2:00 PM - 3:30 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Jordan CARTER* Nicole CHAN Edmon CHUNG Maureen HILYARD* Jose LAY Akinori MAEMURA</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</p> <p>Apologies: Alireza SALEH</p> <p>*Joined during the discussion item 3.1 *Left during the discussion item 8.1</p>

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.
2024.01.A01	Organize presentations from professional firms on responding to disinformation campaign.	Edmon CHUNG	To be arranged for F2F meeting at APRICOT.
2024.01.A02	Identify potential providers for representing Namesphere.	Edmon CHUNG	Reaching out to potential providers.

No.	Resolutions / Decisions:
2024.01.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> ▪ Approval of Board Meeting minutes of December 20, 2023. <p>The minutes was approved.</p>
2024.01.002	<p>Proposed Amendments to the DotAsia Articles of Association:</p> <ul style="list-style-type: none"> ▪ Proceed to circulate and post package of Final Proposed Amendments to DotAsia Articles of Association to the DotAsia website; ▪ Obtain legal advice on Amendments DotAsia Articles of Association;

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"> ▪ Call for a General Meeting of Sponsor Members and a General Meeting of Co-Sponsor Members respectively for considering and consenting to the Proposed Amendments to the DotAsia Articles of Association before the DotAsia EGM; ▪ Call for DotAsia EGM to be convened in conjunction with APRICOT 2024; and, ▪ Duly present special resolutions based on legal advice for Member consideration in accordance with the current Memorandum & Articles of Association (M&A); <p>The motion was moved by Maureen HILYARD and seconded by Jose LAY. Resolved unanimously.</p>
2024.01.003	<p>Final Draft of Board Elections Procedures (BEP: BGC-004) for Board Elections 2024:</p> <ul style="list-style-type: none"> ▪ Proceed with posting the Final Draft of the updated BEP and the Draft Notice of Board Elections 2024. <p>Resolved unanimously.</p>

Discussions:

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on January 31, 2024.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of Board Meeting Minutes: December 20, 2023

- 2.1. The latest version (DRAFT1) of the December 20, 2023 Board meeting minutes was presented.
- 2.2. The Board minutes of December 20, 2023 was approved. (2024.01.001)

3. Proposed Amendments to DotAsia Articles

- 3.1. Two main changes added to the Amended Articles were presented:
 - Article 35. Termination of membership (on violation of Code of Conduct)
 - Article 33. Categories of membership (future amendments require 75% approval irrespective of Membership category)
- 3.1.1. A question was raised on the time schedule for the approval of amended Articles. It was noted that there is a 21-day requirement for calling of an EGM, and that to call the EGM on Feb 26 means that the call for the EGM should be issued by Feb 4.

- 3.1.2. It was further noted that based on legal counsel's clarifications, for amendments of the articles, three general meetings are being called:
 - i. Sponsor Member General Meeting (Sponsor Members only);
 - ii. Co-Sponsor Member General Meeting (Co-Sponsor Members only); and,
 - iii. Extraordinary General Meeting (all Members)
- 3.1.3. It was proposed and agreed to hold the Sponsor and Co-Sponsor General Meetings (i. and ii. above) on Feb 24 instead of Feb 23 in consideration of potential travel schedules conflict with APTLD and APRICOT.
- 3.2. Draft resolution on Proposed Amendments to the DotAsia Articles of Association was presented.
- 3.3. The motion was moved by Maureen HILYARD and seconded by Jose LAY. Resolved unanimously. (2024.01.002)
- 3.4. It was highlighted that, regarding the voting process at the general meetings, the current M&A provides for the Chair to call for a vote and to determine the results, and a general call for those against, abstaining and in favour should suffice. In the case that Members representing at least 10% of the voting rights present requests for a ballot, a more formal voting needs to take place.
 - 3.4.1. It was noted that the team has looked into various approach for such balloting and recommended that the Election Buddy platform be used for this purpose.
 - 3.4.2. It was further noted that a test will be conducted to ensure that Member voting can be done smoothly, and the process will be further briefed to the Board meeting.

4. Board Elections 2024

- 4.1. It was highlighted that two main changes to the previous draft were incorporated in the Final Draft of the BEP (BGC-004):
 - Membership "quiet period" during Board Elections
 - Not providing Nomination forms and Voting ballots to Members if they have not confirmed their voting representative
 - 4.1.1. It was noted that due to the HK Companies Ordinance requirements, it is recommended that the "quiet period" (i.e. closing of register of members) be applied only to the Nomination and Voting Periods, and that the length of the periods be reduced to 20 days and 10 days respectively.
 - 4.1.2. It was further noted that Members' right to vote is not taken away in the case that they have not confirmed their voting representative, and that the Election Committee will determine the appropriate action on a case-by-case basis.
- 4.2. Regarding transparency of the nominations process, it was reported that maintaining a public archive could increase substantively the risk that personal data which Members specifically requested to remain private could be exposed inadvertently.

- 4.2.1. It was highlighted that in the reply of an email to confirm a nomination, the header of the original email may expose the personal email address of the voter representative.
- 4.2.2. It was suggested and agreed that instead of making the nominations email a publicly archived mailing list, a redacted version of the Nominations Report, including all received nominations be published to ensure transparency of the process.
- 4.3. Draft resolution on Board Elections Procedures was presented.
- 4.4. Resolved unanimously. (2024.01.003)

5. Fact Check FAQ

- 5.1. Board Directors are reminded to review the comprehensive draft response to disinformation against DotAsia.
- 5.2. DotAsia is in the process of identifying and shortlisting potential professional firms for supporting the response.
 - 5.2.1. It was noted that the target is to organize more detailed presentations at the F2F meeting in Bangkok. (2024.01.A01)
 - 5.2.2. It was further noted that the applicability of claims on the D&O insurance to support the work is being investigated.

6. Namesphere matters & legal updates

- 6.1. Further to suggestion from legal counsel, DotAsia is investigating the approach for including an individual or consultancy firm to represent Namesphere in its arrangement with DotAsia.
 - 6.1.1. It was noted that since DotAsia is not a publicly listed company, the requirements for independent directors are not as strict, however it may be more useful to engage business consultants for the role.
 - 6.1.2. The next step would be to obtain preliminary proposals from potential providers for further consideration by the Board.
- 6.2. A question was raised on the assets held by Namesphere. It was explained that Namesphere has commercial interests in new gTLDs as well as commercial contracts to support other new gTLDs.
- 6.3. A question was raised on whether the retaining of a consultancy firm would be sufficiently independent for the purpose. It was suggested that in the process of discussion with and the identification of potential providers, they may be able to make secondment or appointment to Namesphere, including the Namesphere Board, for the purpose. It was further noted that legal advice on the matter should be sought

once further information is available after engaging with potential providers.
(2024.01.A02)

7. Chair's Report

The chair explained that a chair's report covering the December and January Board meetings will be drafted and sent after the circulation of the Final Draft of the Proposed Amendment to the DotAsia Articles and call for the respective member general meetings are complete.

8. Operations & Financial Updates

- 8.1. It was reported that the financial audits are in progress. A requisition list of documents was recently received for the Namesphere audit and response is being prepared.
- 8.2. Operations updates on the .Asia registry as well as community work were presented.
 - 8.2.1. It was highlighted that the APNG camp will take place in Bangkok during APRICOT, and a joint session between the Board and the APNG camp is being coordinated.
 - 8.2.2. It was updated that DotAsia has started providing financial secretariat support to APNG.

9. AOB

- 9.1. Upcoming Board meeting schedule was reviewed. It was noted that since dates for the Board Elections 2024 are shifted, the new Board is expected to be seated in May. It was proposed and agreed that a Board meeting should be held not too long after the new Board is seated.
- 9.2. Team travel plan from February to August 2024 was presented.