

DotAsia Board Meeting Minutes

Date(s) & Time:	May 15, 2024 (Wed) 1:00 PM – 2:40 PM (HKT)
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>Mark STANLEY (DTA Team) * Brett STEWIEN (GPS Legal.Asia Team) *</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</p> <p>Apologies: Alireza SALEH</p> <p>* Joined and left the meeting during discussion item 8.4</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.
2024.02.A05	Identify measures of success for overarching priorities.	Edmon CHUNG	Completed.
2024.02.A08	Obtain legal advice on Complaints Committee report and recommendations.	Edmon CHUNG	Completed.
2024.02.A09	Revise violation notice and table Complaints Committee report for Board adoption.	Edmon CHUNG	Deferred in light of legal advice received.

No.	Resolutions / Decisions:
2024.05.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Adoption of Board Meeting minutes of Feb 24 & 25, 2024. <p>Adopted.</p>
2024.05.002	WHEREAS at the DotAsia AGM 2023, a brief statement on the organizational strategic directive for 2023-2025 was presented as: Broaden Collaboration, Shaping

No.	Resolutions / Decisions:
	<p>Narrative in Support of the Global Multistakeholder Internet Governance from Asia Pacific – Support the advancement of Multistakeholder Internet Governance Model as a leading voice from the Asia Pacific Internet Community;</p> <p>WHEREAS the DotAsia Team and Board, led by the BCC since Jun 2023, had been refining the operational implementation of and to expand the said directive into an organizational Strategic Plan;</p> <p>WHEREAS the DotAsia Board had in depth discussion of the strategic priorities along with corresponding measures of success for the organization at its face-to-face meetings in Sep 2023 and Feb 2024, finalizing a comprehensive Strategic Plan for DotAsia;</p> <p>WHEREAS a draft Strategic Plan was presented at the Community Engagement Session on Dec 12, 2023, circulated to DotAsia Members and posted publicly on the DotAsia website on Dec 28, 2023 (https://www.dot.asia/dotasia-strategic-plan-development/), discussed at the DotAsia EGM at APRICOT 2024 (https://www.dot.asia/dotasia-egm-2024-bangkok/); and,</p> <p>WHEREAS the DotAsia Board had considered all input on the matter from the consultations and through other channels, incorporated appropriate changes, and have determined a time horizon of three-years (over four calendar years) for the Strategic Plan;</p> <p>RESOLVED THAT, the Board adopts the DotAsia Strategic Plan 2024-2027, and directs that reports on the progress of implementation be presented to the Board and to Members (at the DotAsia AGM) on an annual basis.</p> <p>The motion was moved by Satish BABU and seconded by Maureen HILYARD. Resolved unanimously.</p>
2024.05.003	<p>Resolution on adopting DotAsia Budget 2024-2026:</p> <ul style="list-style-type: none"> <input type="checkbox"/> The Board adopts the Draft Budget 2024-2026 <input type="checkbox"/> The Board directs the BFC to further review the budget cycle and to look into synchronizing the time period with the fiscal year. <p>The motion was moved by Akinori MAEMURA and seconded by Satish BABU. Resolved unanimously.</p>
2024.05.004	<p>WHEREAS the DotAsia Code of Conduct (BGC-001) was first put in place in April 2020 (Resolution 2020.04.004) and updated in Oct 2021 (Resolution 2021.10.003), but pertained only behaviours of DotAsia Directors and Representatives;</p> <p>WHEREAS DotAsia Members and other participants at DotAsia activities and digital spaces are also reasonably expected to abide by certain standards of behaviours;</p> <p>WHEREAS the Nomination Committee has put in place the DotAsia Elections Code of Conduct (https://www.dot.asia/policies/NC-001-ElectionCodeOfConduct_v1-COMplete-20240320.pdf) for the Board Elections 2024 (https://www.dot.asia/board-elections-2024/) which is separate from but is correlated with the DotAsia Code of Conduct, and certain clarifications on how the DotAsia Code of Conduct applies to Board Elections is useful;</p>

No.	Resolutions / Decisions:
	<p>WHEREAS a draft update of the Code of Conduct (https://www.dot.asia/policies/BGC-002-DotAsiaCodeOfConduct-v-2-DRAFT-20240225.pdf) was circulated with the Chair's Report to Members in Feb 2024 and posted on the website (https://www.dot.asia/dotasia-organisation/policy-development/); and,</p> <p>WHEREAS the BGC and Board has considered all input for the update of the Code of Conduct, and notes that violations of the Code of Conduct prior to the effective date of this new (version 2.0) of the Code shall refer to the existing (version 1.1) of the Code;</p> <p>RESOLVED THAT, the Board adopts the updated DotAsia Code of Conduct which expands the scope to include all DotAsia Members, representatives and other participants participating at DotAsia activities and digital spaces, as well as clarifications on certain aspects related to DotAsia Board Elections; and, sets the effective date of this version 2.0 of the DotAsia Code of Conduct to be May 23, 2024 (the date set for the DotAsia AGM 2024).</p> <p>The motion was moved by Satish BABU and seconded by Akinori MAEMURA. Resolved unanimously.</p>

Discussions:

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on May 15, 2024.
- 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)

Edmon CHUNG noted that he had accepted an invitation to serve on the School Council of his primary school (Diocesan Preparatory School), and that his SOI posted on the DotAsia website has been updated.

3. Adoption of Board Meeting Minutes (Feb 24 and 25, 2024)

- 3.1. The latest version (DRAFT1) of the Feb 24 and 25, 2024 Board meeting minutes were presented.
- 3.2. The Board minutes of Feb 24 and 25, 2024 were adopted. (2024.05.001)

4. Board Elections 2024

- 4.1. Nomination Period Results for the Board Elections were presented.
 - 4.1.1. It was highlighted that the NomCom reviewed 5 members-nominated candidates and confirmed all 5 candidates as eligible.

- 4.1.2. It was also highlighted that the NomCom has developed a process for the Nominations Committee Appointed Candidate, identified potential candidates, and have finalized their discussions on recommending an individual to the DotAsia Board.
- 4.1.3. The name of the expected candidate was shared with the Board and Board Directors expressed general acceptance of the NomCom recommendation. It was noted that the final NomCom Report on the matter was expected to be circulated within the week with the announcement to the Members aimed for early next week.
- 4.2. A question was raised on whether and how the Board would formally accept the NomCom Report and recommendation.
 - 4.2.1. It was suggested that the BoardExco can formally accept the NomCom Report on behalf of the Board intersessional, or that the Board can formally adopt the NomCom Report at its next meeting.
 - 4.2.2. It was agreed that the Board would retroactively adopt the NomCom Report to complete the formalities.
 - 4.2.3. It was further noted that the particular candidate is to be considered seated upon the DotAsia AGM in accordance with the DotAsia Articles.
- 4.3. It was suggested that the NomCom and EC be invited to join the upcoming AGM and the following Board meeting to brief the Board with feedback or reflections on the Board Election 2024.

5. Strategic Plan 2024-2027

- 5.1. The Strategic Plan for DotAsia 2024-2027 was presented and discussed. It was highlighted that measures of success for the overarching priorities had been added as per the discussions at the F2F meeting in Bangkok.
 - 5.1.1. It was noted that the measures of success on the overarching priorities are a collection of the measures of success already presented previously.
 - 5.1.2. It was also explained that in addition to the one-page Strategic Plan, a more detailed worksheet version (which had also been circulated prior to the F2F meeting) will also be made available on the DotAsia website.
 - 5.1.3. The adopted Strategic Plan will be presented at the AGM on May 23.
- 5.2. A resolution on adopting the Strategic Plan for DotAsia 2024-2027 was presented and discussed.
- 5.3. The motion was moved by Satish BABU, seconded by Maureen HILYARD and resolved unanimously. (2024.05.002)

6. Budget 2024-2026

- 6.1. It was reported further to the Board discussions on the budget cycle at the F2F meeting, the BFC has discussed the matter and will plan for synchronizing the budget cycle with the financial reporting cycle by adding 6 more months to the budget later this year for Board consideration.
- 6.2. A resolution on adopting DotAsia Budget 2024-2026 was presented and discussed.

- 6.3. The motion was moved by Satish BABU, seconded by Maureen HILYARD and resolved unanimously. (2024.05.003)

7. DotAsia Code of Conduct (BGC-002) Version 2.0

- 7.1. The document of DotAsia Code of Conduct (BGC-002) version 2.0 was presented and discussed.
- 7.2. It was noted that the updated Code of Conduct expands the scope to include Members and participants at DotAsia activities as well as online spaces, and includes details of various types of harassment as well as more explicit duties of care against corruption, especially regarding the Board Elections processes.
- 7.3. A resolution on adopting DotAsia Code of Conduct (BGC-002) version 2.0 was presented and discussed.
- 7.4. The motion was moved by Satish BABU, seconded by Akinori MAEMURA and resolved unanimously. (2024.05.004)

8. Namesphere Matters

- 8.1. Three areas of updates for Namesphere matters were presented:
(i) Communications Plan implementation
(ii) Independent representative for Namesphere
(iii) Mediation and proceeding with litigations
- 8.2. It was reported that DotAsia is still awaiting approval from the insurer for the engagement with the firm identified at the F2F meeting.
- 8.2.1. It was noted that a response addressing the insurer considerations had been sent back and that further confirmation from the insurer will be awaited before moving forward on the work.
- 8.2.2. A question was raised on what the estimated time is for awaiting response from the insurer. It was noted that the response is estimated to be slow to come at this point because of the litigious situation.
- 8.3. It was noted that shortlisted providers were invited to present and discuss with the Board their proposed plan to serve as independent representative of Namesphere.
- 8.3.1. Shortlisted providers joined the Board meeting to make their presentations followed by Q&A with the Board.
- 8.3.2. The merits of the two firms and their respective plans and costs were discussed after the presentations. Some Board Directors commented that the CEO's view is crucial because he will be working most closely with the service provider.
- 8.3.3. A decision on the matter was deferred until the next meeting.

9. Chair's Report

- 9.1. The matter of the election of the Board Chair was raised. The current chair expressed that he is prepared to continue to serve as the Chair through to next year's AGM.

- 9.2. It was agreed that the process for electing the Board Chair should nevertheless be initiated at the next scheduled Board meeting after the seating of the new Directors at the AGM, with the nomination process to be completed at the scheduled July 31 Board meeting.

10. Operations & Financial Updates

It was reported that DotAsia team is now in the process of finalizing the engagement letter with the auditor to conduct a fraud risk assessment, and once the final letter is received, it will be sent to the full Board for execution so the assessment can proceed.

11. AOB

Upcoming Meeting dates were confirmed and presented as follows:

- The Advisory Council meeting: 4 UTC, May 16
- The Annual General Meeting (AGM): 8 UTC, May 23
- The upcoming Board meeting: 4 UTC, June 5