

DotAsia Board Meeting Minutes

Date(s) & Time:	December 20, 2023 (Wed) 12:00 PM - 1:36 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) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Alireza SALEH</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.
2023.09.A07	Circulate draft survey for Board Directors on IG activities.	Jennifer CHUNG	Completed.
2023.11.A04	Draft resolution for deferring the filling of casual vacancies of the Board.	Edmon CHUNG	Completed.
2023.11.A05	Redraft of timeline for Board Election 2024.	Edmon CHUNG	Completed.
2023.11.A06	Draft webpage for presenting summary of Strategic Plan for Members' feedback.	Edmon CHUNG/ BoardSec	Completed.
2023.11.A07	Compilation of a consolidated listing of and response to inaccurate accusations against the integrity of DotAsia's works.	BoardSec	Completed.
2023.11.A08	Schedule Complaints Committee Meeting.	BoardSec	Completed.
2023.12.A01	Add note on Board Elections Procedures (BEP) DRAFT A&B to better explain the purpose.	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
2023.12.A02	Further discussion on balanced approach in responding to excessive allegations on Members mailing-list.	Edmon CHUNG	Completed. Discussion on engaging professional communications help proceeding at BFC.

No.	Resolutions / Decisions:
2023.12.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Approval of Board Meeting minutes of November 22, 2023. <p>The minutes was approved.</p>
2023.12.002	<p>Appointment to Board Committees:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Adding Jose LAY as a committee member to BGC, BFC and BCC. <p>Resolved.</p>
2023.12.003	<p>WHEREAS the resignations of three Board Directors were recorded in the Board meetings on Apr 5 (Resolution 2023.04.002 – https://www.dot.asia/dotasia-files/board/meeting-minutes/board/DotAsia-BoardMinutes-20230405_FINAL.pdf) and Apr 26, 2023 (Paragraph 4.1 -- https://www.dot.asia/dotasia-files/board/meeting-minutes/board/DotAsia-BoardMinutes-20230426_FINAL.pdf) respectively, and it was noted that the Board had been awaiting the Election Committee (EC) Report on the Board Elections 2023 to further consider its action on the matter;</p> <p>WHEREAS on Nov 1, 2023 the EC Report was received and its recommendation for proceeding with a by-election was accepted and completed, and that the report also called on the Board to consider by-elections for the casual vacancies arising from Director resignations aforementioned;</p> <p>WHEREAS legal advice received on the matter consistently identified that in accordance with Article 64 of the DotAsia M&A, filling of such casual vacancies is an option and not an obligation, that Articles 52 and 55 further provides that the Board can continue to act, and to carry out all the functions of the Board notwithstanding any vacancy, and that at each previous occasion when a casual vacancy arose, the DotAsia Board had opted to defer the filling of the seat to the immediate next election cycle; and,</p> <p>WHEREAS considering the short time before the next election cycle, the importance of the proposed amendments to the DotAsia Articles of Association (https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/) in strengthening the governance structure and protecting the organization against capture from bad faith actors before the next election, and the need to</p>

No.	Resolutions / Decisions:
	<p>further enhance the Board Elections Procedures (BGC-004) in light of the EC Report recommendations;</p> <p>RESOLVED that the Board acknowledges the resignation of Murad IBRAGIMOV (on Apr 3, 2023), Leonid TODOROV (on Apr 3, 2023) and Arthur CHANG (on Apr 5, 2023), that the seats be left vacant until the next election cycle prior to the DotAsia AGM, with the aim to work towards introducing the proposed amendments to the DotAsia Articles through Membership resolution, and to implement the recommended improvements to the BEP received from the EC Report before the next Board Election.</p> <p>The motion was moved by Satish BABU and seconded by Akinori MAEMURA. Resolved with one abstention from Jose LAY.</p>
2023.12.004	<p>WHEREAS it is a tradition that DotAsia hold its AGM at APRICOT in conjunction with the AP* Retreat;</p> <p>WHEREAS in response to the Election Committee (EC) Report (https://www.dot.asia/special-advisory-on-election-committee-report-and-next-steps-towards-a-by-election-for-board-elections-2023/) on the Board Elections 2023, a by-election was held in Nov 2023, interrupting the annual development timeline of the Board Elections Procedures (BEP) for the Board Elections 2024 (https://www.dot.asia/board-elections-2024/), as well as the the progress of the proposed amendments to the DotAsia Articles of Association (https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/);</p> <p>WHEREAS legal advice received indicated that in accordance with the DotAsia M&A (Articles and the relevant Hong Kong Companies Ordinance, the DotAsia AGM 2024 should be held on or before May 26, 2024;</p> <p>WHEREAS the EC Report included recommendations for improvements on the BEP, and that it is important that the recommendations be properly considered and incorporated into the BEP for the Board Elections 2024, including adequate time for Member and AC input and Board deliberations, to ensure that the robustness of the BEP is enhanced based on the experience and learning from the formal legal investigations presented in the EC Report; and,</p> <p>WHEREAS it continues to be the Board's intention to seek Member approval of the proposed amendments to the DotAsia Articles of Association 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> <p>RESOLVED:</p> <p>1. To continue the DotAsia tradition of holding a General Members Meeting at APRICOT in conjunction with the AP* Retreat, with the intention to table for Member</p>

No.	Resolutions / Decisions:
	<p>Resolution to adopt the proposed amendments to the DotAsia Articles of Association as an Extraordinary General Meeting (EGM); and,</p> <p>2. To make preparations for holding the DotAsia AGM 2024 before May 26, 2024, and for the Board Elections 2024 process to commence shortly after the EGM at APRICOT 2024 so that new elected Board Directors can be seated at the AGM 2024.</p> <p>The motion was moved by Maureen HILYARD and seconded by Satish BABU. Resolved unanimously.</p>
2023.12.005	<p>WHEREAS on Sep 19, 2023, a draft Proposed Amendments to the DotAsia Articles of Association was circulated to DotAsia Members and posted on the DotAsia website (https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/);</p> <p>WHEREAS on Oct 7, 2023, a further survey was circulated to DotAsia Members for their feedback, and on Oct 9, 2023, a DotAsia Community Engagement session on the proposed amendments was held online and in conjunction with the Internet Governance Forum (IGF) in Kyoto;</p> <p>WHEREAS the call for Member input concluded on Oct 31, 2023, and that among feedback received, 12 members have indicated their general support for the draft proposal, 2 have raised concerns, and 2 others provided additional suggestions without indicating whether they support the proposed amendments or not; and,</p> <p>WHEREAS the DotAsia Board has considered the input from DotAsia Members and have made adjustments to the proposal based on the feedback received;</p> <p>RESOLVED THAT, a 2nd Draft of the Proposed Amendments to the DotAsia Articles of Association be circulated to Members and posted on the DotAsia website for further comments and feedback until Jan 26, 2024, at which time the Board will consider input received to finalize a proposal for Member adoption in time for a General Members meeting to be scheduled on Feb 26, 2024 (Mon) at APRICOT in conjunction with the AP* Retreat.</p> <p>The motion was moved by Akinori MAEMURA and seconded by Nicole CHAN. Resolved unanimously.</p>
2023.12.006	<p>2nd Draft of Board Elections Procedures (BEP: BGC-004) for Board Elections 2024:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Proceed with posting the 2nd Draft of the updated BEP and the Draft Notice of Board Elections 2024 for comments and feedback <p>The motion was moved by Jordan CARTER and seconded by Maureen HILYARD. Resolved unanimously.</p>
2023.12.007	<p>DotAsia Strategic Plan 2023:</p>

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"><input type="checkbox"/> Proceed with posting the draft Strategic Plan (Executive Summary) on the DotAsia website for comments and feedback; and,<input type="checkbox"/> Ask the BCC to review and finalize the background description to accompany the draft plan; <p>The motion was moved by Maureen HILYARD and seconded by Satish BABU. Resolved unanimously.</p>

Discussions (2023.12.20):

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on December 20, 2023.
- 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: Nov 22, 2023

- 2.1. The latest version (DRAFT1) of the November 22, 2023 Board meeting minutes was presented.
- 2.2. The Board minutes of November 22, 2023 was approved. (2023.12.001)

3. Appointment to Board Committees

- 3.1. Adding Jose LAY as a committee member to BGC, BFC and BCC.
- 3.2. Resolved. (2023.12.002)

4. Articles Amendment and Board Elections 2024 Timeline

- 4.1. An updated proposed timeline for the adoption of the proposed amendments to the DotAsia Articles and Board Elections 2024 was presented as follows:

Adoption of Amendments to DotAsia Articles:

- Dec 20 (Wed) Board Meeting
- Dec 28 (Thu) 2nd Draft of Proposed Amendments package
- Jan 31 (Wed) Board Meeting
- Feb 1 (Thu) Final Proposed Amendments package
- Feb 5 (Mon) Call for EGM (21 days before EGM)
- Feb 26 (Mon) DotAsia EGM @APRICOT (Approval of Articles Amendments)

Board Elections 2024:

- Dec 28 (Thu) 2nd Draft of BEP 2024 (Plan A/B drafts)
- Jan 3 (Wed) Start confirmation of voting representative email
- Feb 1 (Thu) Final Draft of BEP 2024 (Plan A/B drafts)

- Feb 26 (Mon) DotAsia EGM @APRICOT (Approval of Articles Amendments)
 - Feb 27 (Tue) Final BEP 2024 (Draft A/B depending on approval of Articles)
 - Mar 8 (Fri) Seating of Election Committee (and Nomination Committee)
 - Mar 12 (Tue) Deadline for confirmation of voting representative email
 - Mar 13 (Wed) Nomination Period Begins
 - Apr 10 (Wed) Nomination Period Ends (4 weeks)
 - Apr 25 (Thu) Nomination Report sent to Board (15 days)
 - Apr 26 (Fri) Voting Period Begins (if necessary)
 - May 2 (Thu) Call for AGM (21 days before AGM)
 - May 10 (Fri) Voting Period Ends (2 weeks)
 - May 23 (Thu) AGM (virtual)
- 4.1.1. It was highlighted that the updated draft timeline would mean that the DotAsia AGM 2024 will not be held at APRICOT, but rather, an EGM would be held at APRICOT for Member consideration of the proposed amendments to the Articles, and then the DotAsia AGM 2024 held later in May.
- 4.1.2. It was further noted that the above proposed schedule is compliant with both the current DotAsia Articles as well as the proposed amended Articles.
- 4.1.3. It was noted that, if the 2nd Draft of the proposed Articles Amendments as well as the BEP could be published on December 28, the updated draft schedule would allow time to finalize both in Jan 2024, and have the final proposal to Members published by early Feb 2024 in time for EGM consideration at APRICOT.
- 4.2. Draft resolution on deferring the casual vacancies arising from resignations of Directors was presented.
- 4.2.1. It was highlighted that the draft resolution recited the resignations of Directors in April 2023, the Election Committee (EC) Report suggestion to consider filling of the casual vacancies, along with legal advice received on the matter, and explained the rationale for the Board's deferral of the matter because the incorporation of the EC Report recommendations as well as proposed amendments to the DotAsia articles should be completed before any further Board Elections take place.
- 4.2.2. The motion was moved by Satish BABU and seconded by Akinori MAEMURA. Resolved with one abstention from Jose LAY. (2023.12.003)
- 4.3. Draft resolution on adopting the proposed timeline for EGM at APRICOT 2024 and subsequent AGM 2024 in May was presented.
- 4.3.1. It was explained that the draft resolution noted that it is a tradition for DotAsia to hold its AGM at APRICOT, however, an EGM is to be held instead due to the intervening by-elections and the need for time to properly incorporate the EC Report recommendations
- 4.3.2. The motion was moved by Maureen HILYARD and seconded by Satish BABU. Resolved unanimously. (2023.12.004)

5. Proposed Amendments to DotAsia Articles

- 5.1. An updated set of documents based on feedback received, including a draft amended Articles, a Background Paper explaining the amendments and a summary document was presented.
- 5.1.1. It was highlighted the main updates to the documents include the following:
- reporting on feedback received from Member engagement
 - specifications of Nomination Committee members' independence, successive terms and not from same organization
 - clarification on process for acknowledgement of receipt and confirmation by primary contact of a member
 - adding article to allow for member resolution to terminate membership of a member
- 5.1.2. A question was raised on the size of the anticipated Nominations Committee (NomCom). It was explained that the current draft documents provide for the NomCom to be 3-5, and no more than 5 persons, and that they will be independent from the Board.
- 5.1.3. Another question was raised on the process for Members' approval, whether the whole document will be tabled for resolution at one go or would the different parts be presented separately. It was explained that based on previous discussions, the suggestion is to present the entire amended Articles as a package, however, details can be further considered at the Jan 2024 Board meeting.
- 5.2. A friendly amendment to the draft resolution text was suggested and agreed.
- 5.3. The motion was moved by Akinori MAEMURA and seconded by Nicole CHAN. Resolved unanimously. (2023.12.005)

6. Board Elections Procedures (BEP) 2024 (BGC-004 v.2)

- 6.1. An updated 2nd Draft of the BEP for Board Elections 2024, as well as a Draft Notice of Board Elections 2024 were presented.
- 6.2. The following main changes (from Draft 1) were highlighted:
- Implementation of improvement recommendations from EC Report
 - Addition of a new "voter qualification" section
 - Split into 2 simultaneous DRAFTs for A&B
 - DRAFTA – DotAsia Articles amendments approved by Members
 - DRAFTB – backup plan in the case amendments not approved
- 6.3. A question was raised on the differences between DRAFTA and DRAFTB. It was explained that the main differences are the references to the different articles within the DotAsia Articles, depending on whether the current Articles or the amended Articles are in place, as well as additional measures such as the NomCom processes included in the proposed Articles amendments.

- 6.4. It was suggested and agreed that a note be included in the DRAFTs to make it clearer for readers why two versions were drafted for consideration.
- 6.5. A resolution to proceed with posting the 2nd Draft of the updated BEP and the Draft Notice of Board Elections 2024 for comments and feedback was proposed.
- 6.6. The motion was moved by Jordan CARTER and seconded by Maureen HILYARD. Resolved unanimously. (2023.12.006)

7. Draft Strategic Plan for Member Feedback

- 7.1. Draft content to present the background and process of the Draft DotAsia Strategic Plan on the DotAsia website for Member feedback was presented.
- 7.2. It was noted that the BCC is scheduled to review the draft content at the upcoming BCC meeting on Dec 21.
- 7.3. A resolution was proposed:
 - Proceed with posting the draft Strategic Plan (Executive Summary) on the DotAsia website for comments and feedback; and,
 - Ask the BCC to review and finalize the background description to accompany the draft plan.
- 7.4. The motion was moved by Maureen HILYARD and seconded by Satish BABU. Resolved unanimously. (2023.12.007)

8. Chair's Report

- 8.1. It was highlighted that in the face of disinformation campaigns undermining the good reputation of the organization, DotAsia should consider engaging professional communications support to better sharpen the response against accusations.
- 8.2. Several priorities of the Board were raised. It was affirmed that the DotAsia Team stands ready to support the Board in proceeding with all of the priority items, and that some of the matters are already being addressed by ongoing work.
- 8.3. A comment was raised about the information overload caused by excessive multiple allegations on the Members mailing-list, and that measured response should take into consideration not stressing out Members' capacity for attention. It was noted that balance is important and that the pros and cons of the comprehensiveness of response should be discussed further. (2023.12.A02)

9. Operations & Financial Updates

- 9.1. Brief financial updates were provided. A suggestion was raised on reorganizing the presentation of registrar rebates and not including them as admin expenses. It was noted that this will be discussed with Fusion to look into a better approach to improve this.

- 9.2. Operations updates on the .Asia registry as well as community work was presented.
 - 9.2.1. It was highlighted the renewal numbers and vital registry statistics remain steady overall.
 - 9.2.2. It was noted that .KiDS registration has also been growing steadily and has exceeded the projections included in the ICANN application.
 - 9.2.3. Brief updates on the progress in NetMission Academy, APIGA and EcolInternet were reported.
 - 9.2.4. A question was raised on whether the current funders for the EcolInternet Index are being approached for further funding support. It was explained that the current funders are being approached, and that new proposals for 2024 will be prepared in Jan-Feb.

10. AOB

- 10.1. It was noted that board meeting dates are updated, aimed at having meetings spaced out so as to schedule events better, based on discussions in Seoul this year.
- 10.2. Regarding legal updates, it was updated that DotAsia is moving towards mediation, still getting legal support for the process for the amendment of the articles, and reviewing some relationships between DotAsia and Namesphere.