

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	18 Sep, 2019 (Wednesday) 16:00 – 17:30
<b>Location:</b>	Zoom Meeting Room ( <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a> )
<b>Attendees:</b>	<p>Alireza SALEH*                  Atsushi ENDO                  Edmon CHUNG                  Lianna GALSTYAN                  LIM Choon Sai**                  Maureen HILYARD                  Satish BABU***                  Rebecca CHAN (DotAsia Team)                  Freda CHEUNG (DotAsia Team)</p> <p>Apology:                  Tommy MATSUMOTO</p> <p>Absent:                  Joel DISINI                  THAM Yiu Kwok</p> <p>* Joined meeting during Discussion Item 5.6                  ** Left meeting after the completion of Discussion Item 7.3                  *** Left meeting after the completion of Discussion Item 7.4</p>

No.	Action Items:	Owner	Remarks
2019.05.A03	Develop analysis and report on investment in Namesphere (including exploring options of divesting) as well as pathway towards becoming a self-sustaining and operationally separate entity (from DotAsia)	Mr. Edmon CHUNG	Complete
2019.05.A04	Set timeline and scope of exchange of documents for the Mediation	Namesphere Stakeholders	Ongoing
2019.05.A05	Collect and post Statements of Interests (SOIs) from Board Members on DotAsia website	Board Sec	Ongoing
2019.06.A05	Proceed with continuing support for the development of the .KIDS community gTLD application	Mr. Edmon CHUNG	Complete
2019.09.A01	Confirm Face to Face meeting venue and logistics in Hong Kong and draft agenda based on more detailed	DotAsia Team	Complete

No.	Action Items:	Owner	Remarks
	schedule of availability from Choon Sai		
2019.09.A02	Prepare other BGC discussion topics before next F2F meeting	Ms. Maureen HILYARD	Complete
2019.09.A03	Prepare report to Board regarding BFC status before next F2F meeting	Mr. LIM Choon Sai	Complete
2019.09.A04	Notice to all Board members calling for Board Chair elections on Oct 16/17 during the Face to Face Board meeting in Hong Kong	Mr. Edmon CHUNG	Complete

#	Resolutions / Decisions:
2019.09.001	<p>Board Meeting Minutes (July 31)</p> <p>1) Approval of Board meeting minutes of Jul 31, 2019.</p> <p>Resolved unanimously.</p>
2019.09.002	<p>Ratification of actions about the letter to Mr. Peter DENGATE THRUSH and DotPH</p> <p>WHEREAS, since early 2019 Joel DISINI has been raising certain inquiries about Namesphere and Namesphere related works supported by DotAsia, and the DotAsia Board and Joel DISINI has come to the understanding that such disagreements would best be considered through a mediation process,</p> <p>WHEREAS, on May 11, 2019 a letter was received from Mr. Peter DENGATE THRUSH regarding “Investment by DotPH in Namesphere TLDs” (via Joel DISINI) listing certain inquiries while acknowledging the anticipated mediation,</p> <p>WHEREAS, a response was prepared by the DotAsia CEO Edmon CHUNG and returned to Mr. Peter DENGATE THRUSH and DotPH on June 11, 2019, addressing those inquiries and indicating that any disagreements be addressed through the anticipated mediation,</p>

#	<b>Resolutions / Decisions:</b>
	<p>WHEREAS, a further response from Mr. Peter DENGATE THRUSH was received on July 23, 2019, listing certain matters,</p> <p>WHEREAS, the Board Executive Committee considered the matter and understood that the matters listed are integral with the scope of the anticipated mediation, and therefore recommends that a response calling for moving forward with the execution of the mediation agreement and corresponding confidentiality agreements would best help progress the process towards mediation,</p> <p>WHEREAS, the recommendations of the Board Executive Committee were further circulated to other Board members (not including Joel DISINI for conflict of interest consideration) for their feedback,</p> <p>WHEREAS, such feedback has been considered and incorporated, and no further concerns were received, and as time is of the essence, Atsushi ENDO as a representative of the DotAsia Board sent the response to Mr. Peter DENGATE THRUSH on Sep 10, 2019,</p> <p>NOW THEREFORE, it is RATIFIED unanimously (with recusal by Edmon CHUNG) that the letter was sent by Atsushi ENDO represents the position of the DotAsia Board as a whole.</p>
2019.09.003	<p>Ratification of recommendations to ASWPC</p> <p>WHEREAS, DotAsia engaged the Asia Spa and Wellness Promotion Council (ASWPC) a spa community organization in the development of the .SPA community gTLD proposal for the ICANN new gTLD program in 2012,</p> <p>WHEREAS, DotAsia and ASWPC agreed to discuss about the formulation of a separate structure which would include Namesphere for the operation of the .SPA community gTLD should the application be successful,</p> <p>WHEREAS, with the support of DotAsia and Namesphere, ASWPC successfully completed the Community Priority Evaluation (CPE) process at ICANN and eventually</p>

#	<b>Resolutions / Decisions:</b>
	<p>received a draft Registry Agreement from ICANN for operating the .SPA community gTLD,</p> <p>WHEREAS, DotAsia promptly engaged Namesphere stakeholders including DotPH and ASWPC in the discussion of formulating a structure for operating the .SPA community gTLD jointly since Sep 2018, including especially facilitating meetings in Manila in Dec 2018 on the matter, and drafting several versions of agreements encapsulating the discussions,</p> <p>WHEREAS, until Sep 2019, due to several reasons such agreements have not been successfully executed by the parties,</p> <p>WHEREAS, the negotiations with ICANN for adjustments of the Registry Agreement to appropriately including the proposed community gTLD aspects is complete, and ICANN has indicated that no further extensions on the execution may be granted to ASWPC after Sep 17, 2019,</p> <p>WHEREAS, ASWPC has expressed concerns with the delays on coming to agreement with Namesphere,</p> <p>WHEREAS, the Board Executive Committee has considered the matter, and considering that time is of the essence given the ICANN deadline, came to the following conclusions:</p> <ol style="list-style-type: none"><li>1) ASWPC owns the sole rights as an applicant of the .SPA TLD and has the authority to sign the RA whether the negotiations between its partners has been completed or not.</li><li>2) DotAsia Organisation needs to concentrate more on ".asia".</li><li>3) Namesphere should cease negotiations with ASWPC following the conclusion of Registry Agreement of the TLD and seek the way to allow ASWPC to be free to find another partner.</li></ol> <p>WHEREAS, the recommendations of the Board Executive Committee were further circulated to the whole Board for feedback and consideration,</p>

#	<b>Resolutions / Decisions:</b>
	<p>WHEREAS the Board Executive Committee upon receiving the feedback from the whole DotAsia Board and has considered that no distinct objection has been received besides Joel DISINI who has a conflict of interest for DotPH's stake as a Namesphere stakeholder and Dr. THAM Yiu Kwok indicating his objection in view of Joel DISINI's response, has instructed the CEO to proceed to inform ASWPC of the recommendations as directed above</p> <p>NOW THEREFORE, it is RATIFIED unanimously (with recusal by Edmon CHUNG as the ex officio) that the direction and recommendation to ASWPC represents the position of the DotAsia Board as a whole.</p>
2019.09.004	<p>Venue city for the DotAsia Face to Face Meeting:</p> <ol style="list-style-type: none"> <li>1) Considering the current situation in Hong Kong, noting that Mr. LIM Choon Sai from Singapore will not be able to join the Face to Face meeting in Hong Kong, balancing VISA requirements of Board members for other locations, Hong Kong and Singapore was narrowed down for consideration;</li> <li>2) DotAsia team presented viable options for holding the meeting in Hong Kong as well as in Singapore;</li> <li>3) Given that Mr. LIM Choon Sai reconfirmed that even if the meeting were to be held in Singapore, he may not be able to join all the sessions, and that Mr. Satish BABU expressed that due to VISA logistics challenge given his need to procure a Canadian VISA in time for the Montreal ICANN meetings, he may not be able to obtain a Singaporean VISA in time; and,</li> <li>4) With the aim to maximize the likely participation rate at the Face to Face meeting,</li> </ol> <p>Resolved to hold the DotAsia Oct 2019 Face to Face Meeting in Hong Kong.</p>
2019.09.005	<p>Adding new member to BFC</p> <ol style="list-style-type: none"> <li>1) Ms. Maureen HILYARD joining the BFC</li> </ol> <p>Resolved unanimously with Mr. Edmon CHUNG abstaining as ex officio.</p>

**Discussions:**

1. Roll Call
  - 1.1. Mr. Atsushi ENDO continues to be appointed to be Chair of Board meeting until chair election on Oct 16- 17.
  - 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.

2. Review / Amend Agenda
  - 2.1. With no further comments received, agenda was accepted.
3. Updates of SOI (Statement of Interest)
  - 3.1. Still pending reply from Joel and Dr. THAM as of Sep 18, 2019.
4. Approval of last Board Meeting Minutes (July 31)
  - 4.1. Board meeting in August did not meet quorum.
  - 4.2. Comments were received from Board mailing list and incorporated.
5. Confirmation of Board Members online discussions after last Board Meeting
  - 5.1. Mediation and related correspondence.
  - 5.2. Atsushi reported that:
    - 5.2.1. The matters were discussed at the Board Exco and actions recommended to other members of the DotAsia Board.
    - 5.2.2. Board members who responded on the email list agreed with the letter; Except Dr. THAM opposed requesting execution of a confidentiality agreement for releasing financial report.
    - 5.2.3. Given that this letter is addressed to Joel in response to his dispute, he should be abstained from this decision since he has conflict of interest.
  - 5.3. There was agreement to have a formal resolution of the Board to ratify the actions on the matters.
  - 5.4. Edmon raised the concern of whether he should recuse from this resolution.
    - 5.4.1. Maureen and Atsushi expressed that they do not feel there is a conflict of interest or need for Edmon to be recused, but accepted the recusal from Edmon on the particular resolution.
  - 5.5. Clarifications on the 2 sets of discussions to be ratified were presented:
    - 5.5.1. Response to Mr. Peter DENGATE THRUSH and DotPH, stating that DotAsia the matters raised relates directly to the anticipated mediation and therefore requesting them to sign the relevant agreements, including corresponding confidentiality agreements to proceed.
    - 5.5.2. Response to ASWPC and recommendation for them to proceed with signing the registry agreement with ICANN and moving forward with .SPA.
  - 5.6. Ratification of the letter to Mr. Peter DENGATE THRUSH (and DotPH).
    - 5.6.1. Content of the letter was shown and a summary provided:

- 5.6.1.1. Matters and demands raised were within the scope of the anticipated mediation and therefore should be addressed upon the completion of the mediation;
      - 5.6.1.2. Request for execution of the Mediation Agreement and corresponding confidentiality agreement to move forward with mediation; and,
      - 5.6.1.3. Request for execution of a confidentiality agreement on the RT&Co. report as it relates to the mediation.
    - 5.6.2. There is agreement for Atsushi to send the letter to Mr. Peter DENGATE THRUSH and DotPH (Joel) on behalf of the DotAsia Board as a whole.
  - 5.7. Ratification on the recommendation to ASWPC
    - 5.7.1. Atsushi explained that the Board Exco discussed the matter and further made recommendations to the whole DotAsia Board regarding the matter.
    - 5.7.2. Content of the recommendation was shown and presented:
      - 5.7.2.1. ASWPC owns the sole rights as an applicant of the .SPA TLD and has the authority to sign the RA whether the negotiations between its partners has been completed or not.
      - 5.7.2.2. DotAsia Organisation needs to concentrate more on ".Asia".
      - 5.7.2.3. Namesphere should cease negotiations with ASWPC following the conclusion of Registry Agreement of the TLD and seek the way to allow ASWPC to be free to find another partner.
    - 5.7.3. There is agreement to ratify the recommendation to ASWPC.
6. Face to face Board meeting venue and agenda (Oct 16-17)
  - 6.1. The DotAsia Team researched both Hong Kong and Singapore options for holding the DotAsia Board face-to-face meeting in Oct 2019.
    - 6.1.1. Edmon shared and briefed the options from Hong Kong and Singapore.
    - 6.1.2. Choon Sai explained that he will only be able to partially join the face-to-face Board meeting even if the meeting is in Singapore.
    - 6.1.3. Choon Sai expressed that he will share more details of his schedule to the Board for agenda arrangement.
  - 6.2. Satish expressed the difficulties in getting a Singaporean visa.
    - 6.2.1.1. VISA processing time clash with VISA processing necessary for Montreal ICANN meetings.
    - 6.2.1.2. Hong Kong does not require a VISA.

- 6.3. There was agreement that priority for choosing the venue should be to maximize the number of Board members face-to-face time at a face-to-face meeting.
  - 6.3.1. Decision was made to hold the Oct 2019 DotAsia Face to Face (F2F) Board meeting in Hong Kong.
  
- 6.4. Meeting Agenda on Oct 16-17
  - 6.4.1. A draft framework of for the meeting agenda/schedule was discussed:
  - 6.4.2. Day 1 Morning
    - 6.4.2.1. Board Officers Election
    - 6.4.2.2. BGC, BFC Meeting
  - 6.4.3. Day1 Afternoon
    - 6.4.3.1. Board Governance and Processes
    - 6.4.3.2. DotAsia Discussion on Namesphere & Related Matters
    - 6.4.3.3. DotAsia Review of Namesphere Finances Review
  - 6.4.4. Day 2 Morning
    - 6.4.4.1. BCC Meeting, Community Project Updates
    - 6.4.4.2. .Asia Market Development Update & Discussions
  - 6.4.5. Day 2 PM
    - 6.4.5.1. DotAsia Mid-Year Financials
    - 6.4.5.2. Cash Status Updates
    - 6.4.5.3. DotAsia Budget Developments 2020-2022
  - 6.4.5.4. Board is fine with this direction of draft agenda; the order may be further adjusted based on Choon Sai's schedule.
  
- 7. Board Committees Updates
  - 7.1. Board Executive Committee (Exco)
    - 7.1.1. Discussion regarding .SPA, discussed in previous part.
  
  - 7.2. Board Governance Committee (BGC)
    - 7.2.1. Last BGC meeting was held on Sep 17, 2019.
    - 7.2.2. The timeframe of formal election of Board chair.
      - 7.2.2.1. For this first Board chair election, Board members will be given 28 days' formal notice.
      - 7.2.2.2. Notice to be sent to Board mailing list upon the completion of this meeting (Sep 18, 2019) for the Board chair election to be held on Oct 16 at our F2F meeting.
      - 7.2.2.3. Future notice periods will be further discussed in Oct F2F meeting.



- 7.2.2.4. Election processes, including nomination and voting if necessary can be made on the day of the meeting.
- 7.2.3. Board Executive Committee (Board Exco)
  - 7.2.3.1. Chairs are to be elected within each subcommittees and endorsed by the DotAsia Board as a whole.
  - 7.2.3.2. The Chairs of the subcommittees will constitute the membership of DotAsia Board Exco, and serve as Vice Chairs without additional Vice Chairs selected.
- 7.2.4. Discussion of the duties of subcommittees and duties of Board chair will be discussed further within BGC and at the upcoming F2F meeting.
- 7.2.5. Specific discussion on how Board members would make requests to obtain finance documents was discussed and suggested to be further discussed at the BFC.
- 7.2.6. As a related matter, duties and powers of subcommittee chairs need to be further discussed and formalize by the Board.
  
- 7.3. Board Finance & Procurement Committee (BFC)
  - 7.3.1. Last BFC meeting was held on Sep 12, 2019.
  - 7.3.2. A Draft Standard Operating Procedures (SOP) on Finance and Procurement has been submitted to and discussed by BFC
  - 7.3.3. The DotAsia team has also provided comments on it and the BFC is further considering incorporating the comments.
  - 7.3.4. An emphasis was made that the SOP should largely fit in with the current practice at DotAsia which has been operationally sound, so as not to disrupt existing operations, but add better formalization to enhance governance oversight.
  - 7.3.5. Discussion of certain exemptions from calling quotations, e.g. Service providers of DotAsia registry system was highlighted.
  - 7.3.6. Choon Sai will further provide a report to the Board regarding BFC status at the F2F Board meeting.
  - 7.3.7. Maureen expressed her willingness in joining BFC.
    - 7.3.7.1. BFC members welcome Maureen's participation.
    - 7.3.7.2. There was agreement to add Maureen to the BFC.
  
- 7.4. Board Community Projects Committee (BCC)
  - 7.4.1. Last BCC meeting was held on Aug 19, 2019.
  - 7.4.2. Discussion on finalizing the dash Board and prioritizing Community Projects.

- 7.4.3. The role of the DotAsia Advisory Committee and how to revitalize their participation was raised.
  - 7.4.4. A request for an F2F BCC meeting to be held at the Oct 2019 F2F Board meeting was raised and there was agreement to incorporate such meeting in the overall agenda for the Board. All Board members are welcome to also join.
8. Registry Operations, Market Development & Community Development Updates
- 8.1. .Asia Registry Operations (Monthly Scorecard)
    - 8.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
    - 8.1.2. Edmon highlighted the branding difference between market development intended events, such as the pervasive .Asia branding seen at the roadshow collaboration with EIMS in Kuala Lumpur, versus the DotAsia branding presence at APriGF.
  - 8.2. China Internet Enterprise Alliance
    - 8.2.1. Edmon presented the work DotAsia has been doing in supporting the formation of a group of large Internet companies in China.
    - 8.2.2. An initial meeting was held in Beijing in Aug 2019, with the support from DotAsia.
    - 8.2.3. The potential for appointing DotAsia to serve as the secretariat for the initiative was explained.
  - 8.3. Other Community Development work
    - 8.3.1. ICANN event in Hong Kong, in collaboration with HKIRC (.HK), CSC Global and ISOC HK tentatively set for Dec 5-6, 2019.
    - 8.3.2. APIGA 2019 successfully held in Seoul.
    - 8.3.3. Recruitment of NetMission.Asia 2020 launched.
9. Financial Updates
- 9.1. Rebecca presented the updated cash flow statement and projections as of Aug 31, 2019 which had been sent to the Board via email.
    - 9.1.1. No major changes were reported from previous projections.
    - 9.1.2. Questions were raised regarding dividends for Namesphere, engagement of legal services from Ogier, and UN IGF Secretariat sponsorship for APriGF.
      - 9.1.2.1. On the matter of dividends, the DotAsia team clarified that because no net profit has been realized from Namesphere yet, therefore no dividend has been discussed or issued.

- 9.1.2.2. On the matter of legal services rendered by Ogier, DotAsia team clarified that the engagement of Ogier (from Hong Kong) and BLG (in Toronto) are interrelated and pertains the .BOX lawsuit in Toronto.
  - 9.1.2.3. On the matter of UN IGF Secretariat funding support to APriGF, DotAsia team explained that this is the first time APriGF have received funding from the UN IGF Secretariat, and the funds are managed by DotAsia serving as the APriGF secretariat.
  - 9.1.3. There was acceptance that the response from DotAsia team appropriately addressed the questions.
10. AOB
- 10.1. Travel Schedule of CEO
    - 10.1.1. Edmon provided updates to recent changes in travel plans.
    - 10.1.2. Edmon clarified that the ASEAN events are the market roadshow supported by BUD, a Dedicated Fund on Branding, Upgrading and Domestic Sales, for Hong Kong organizations' branding activities in the ASEAN market. Given the nature of the grant, the BUD project will need to have a separate audit at the end of the project and the Hong Kong Government may review the financial documents as well.
  - 10.2. Next Board Meeting Schedule
    - 10.2.1. F2F meeting in Oct 16-17 in Hong Kong.