

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	October 16, 2023 (Monday) 13:00 PM – 14:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Akinori MAEMURA Phyo Thiri LWIN (DotAsia Team) Absent: Joel DISINI

No.	Action Items:	Owner	Remarks
G2023.05.A01	Study practices of other organizations regarding remedies to violation of code of conduct.	Edmon CHUNG	To be presented to Complaints Committee.
G2023.10.A01	Update on feedback from Members regarding proposed AA Amendments	BoardSec	Completed (incorporated into draft Board Resolution).

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on October 16, 2023.
- 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 (September 05, 2023)

- 2.1. Draft 1 of BGC meeting minutes 2023.09.05 and action items were presented.
- 2.2. BGC meeting minutes 2023.09.05 adopted.

3. Proposed Amendments to Articles of Association

- 3.1. An updated Board Paper for the amendments to the DotAsia Articles was presented according to the feedback received through the public comments platform and feedback received during the community engagement session during IGF 2023 in Kyoto.
- 3.2. Question was raised on the responses received from Members to date. It was noted that staff team has been collecting the feedback and comments received and will provide a summary. (G2023.10.A01)
- 3.3. A comment was noted that a meeting with a .AM representative is being scheduled for during ICANN Hamburg to further discuss the membership termination request received previously. It was further noted that such request was not received from the primary contact for .AM on record.

4. Board Election Procedures

- 4.1. An updated version 2.0 of the Board Elections Procedures (BEP: BGC-004) was presented. It was noted that there are 3+1 main changes incorporated into this draft:
 1. Confirmation of Member operational email address (voting representative)
 2. Termination of Membership in the midst of a Board election process
 3. Details on drawing of lots in the case of an equality of votes
 4. Proposed amendments to the DotAsia Articles of Association
- 4.2. 3 additional discussion topics were raised, including: clarification on the Board Director involvement in the Election Committee (EC) as anticipated by the current BEP; the role of the Board Secretariat (staff team); and, the expanding the third-party scrutineer's scope to include oversight in the voting representative confirmation.
 - 4.2.1. It was noted that the current BEP stipulates that the Board Secretary (i.e. the BGC Chair) oversees the Board Secretariat (staff team) to serve the EC. This arrangement should be adjusted upon receiving the anticipated EC Report and its recommendations considered.
 - 4.2.2. It was explained that the Board Secretariat's role is primarily to support the EC's work and that currently an independent election administrator is engaged during the nomination and voting periods to carry out the administrative functions. It was suggested that the Board Secretariat's service be at the disposal of the EC and could recuse themselves upon the request of the Election Chair.
 - 4.2.3. It was explained that the scope of work of the scrutineer is described in the BEP and follows the standard identified therein. Further discussion with the scrutineer may be required to expand the scope.
- 4.3. The proposed timeline for the development of the BEP was presented. It was emphasized that the first draft of the updated BGC-004 is planned to be published on the DotAsia website and circulated to DotAsia members on Wed Oct 18, 2023. It was agreed that comments and suggestions received along with the EC Report will be considered in further developing the BEP.

- 4.4. A brief skeleton of an Election Code of Conduct of Election was put forward as follows:
 1. Candidacy Statement requirements
 2. Declarations that the candidate satisfies the requirements
 3. Campaigning etiquette
 4. Returning Directors interaction with the Elections Committee
 5. Contacting DotAsia Members during and after the Elections
- 4.5. It was noted also that it is anticipated that a similar framework will be developed at APNIC for the same purpose and that such discussion can inform the development for DotAsia.

5. **Members Engagement and Preparation for Adoption**

- 5.1. The planned timeline for Member engagement and preparation for adoption of the proposed amendments of the DotAsia Articles of Association was presented.
 - 5.1.1. A question was raised on setting a deadline for receiving comments from Members on the proposed amendments. It was discussed and agreed that a deadline of Oct 31, 2023 be set and communicated to Members.
 - 5.1.2. Questions were raised on receiving consent from Members and the identification of Member representatives in the approval process. It was noted that legal advice on the matter is outstanding and that specific procedures may need to be implemented upon the receipt of such advice.
- 5.2. The question of whether additional Community Engagement sessions should be organized. An observation was presented explaining that while 2 community consultation sessions were organized by APNIC in their recent by-laws amendment process, much of the matters raised in the 2nd session was simply a repeat of the 1st and that the 2nd session. It was suggested and agreed that a 2nd Community Engagement session for DotAsia may not be necessary at this time.

6. **AOB**

- 6.1. It was highlighted that the recording of the Community Engagement session held has been posted to the DotAsia webpage:
<https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/>
- 6.2. It was reported that bilateral meetings with DotAsia Members are being scheduled for during the ICANN Hamburg meeting to further solicit feedback on the proposed amendments.