DotAsia Board Governance Committee (BGC) Meeting Minutes	
Date(s) & Time:	May 27, 2026 (Wed) 12:00PM – 13:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Thomas BARRETT Maureen HILYARD Akinori MAEMURA Edmon CHUNG Jo-Fan YU Evin Ashley ERDOĞDU (DotAsia Team) Amina MEIRASBEK (DotAsia Team) Apologies: Kevin MEYNELL Try THY

No.	Action Items:	Owner	Remarks
G2026.03.A01	Prepare a proposal to the full Board to formally deprecate BGC-005.	Edmon CHUNG	Completed
G2026.03.A02	Bring discussion of review of BGC-001 and establishment of separate charter documents to respective Board Committees.	BoardSec	Completed.
G2026.04.A01	Circulate documents for discussion of Board Committee charters in Google Docs for further review and comments.	BoardSec	Completed.
G2026.04.A02	Review and revise the BGC-001 document, including the BGC section according to the given comments, and prepare a revised draft for the next meeting.	Edmon CHUNG	Completed.
G2026.05.A01	Bring the discussion of Board Committee Structure to the full Board.	Edmon CHUNG	Completed.
G2026.05.A02	Consolidate working BGC-001 documents and circulate updated draft for further BGC discussions.	Edmon CHUNG	In progress. To be circulated before next BGC meeting.

Discussions:

1. Roll Call

Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (Apr 22, 2026)

2.1. Draft 1 of BGC meeting minutes Apr 22, 2026, and action items were presented.

2.2. BGC meeting minutes Apr 22, 2026, were adopted.

3. Board Audit Committee & General Committees Structure

3.1. The Board Audit Committee (BAC) and Board Committees structure more generally were discussed. The discussions at BFC along with references to comparable committee structures used by community organizations including APNIC, ICANN, and ISOC, and their respective features, were highlighted.

3.2. The discussion focused on two general approaches: 1. replacing the BFC with a BAC, or 2. adding a BAC and dividing responsibilities between them.

3.2.1. The rationale for keeping both the BFC and BAC was explained, with the BFC focused on budgeting and income, while the BAC would focus on auditing and risks.

3.2.2. A question was raised on the anticipated meeting cycle for the BAC. It was explained that the basic responsibilities of the BAC would include quarterly financials, annual audit, and the appointment of auditors, while the BFC work could be reduced and focused on budget review and monitoring, plus oversight of the investment portfolio.

3.2.3. A concern was raised that, given the limited number of Directors, the Board should consider how many committees it could comfortably sustain and whether there should be a cap on overlap between the BFC and BAC. It was responded that DotAsia has 11 Directors, and if each member served on two committees, this would allow about five to six per committee, which was considered workable.

3.2.4. A question was raised on how quorum would be defined for the meetings, including whether the CEO and Chair as ex-officios would count. It was noted that ex-officios on Board Committees normally count for quorum, however the CEO and Chair expected to be not on the BAC to reinforce its independence.

3.2.5. The number of Directors forming quorum was discussed. It was agreed to update the current requirement of two Directors to three.

3.3. It was agreed that the discussion of whether to replace the BFC or ad a BAC be brought to the full Board meeting for consideration in the following week. (G2026.05.A01)

4. Board Governance Framework (BGC-001) Review

4.1. An updated BGC-001 working draft was circulated and presented. It was highlighted that this version included suggestions from BGC members in a different document which would be merged going forward. (G2026.05.A02)

4.2. A question was raised on the terminology “chairman,” and it was noted that previously BGC-001 adopted the terminology because of its usage in the DotAsia Articles, however, the wording had already been updated to “chairperson” in the previous amendment to the Articles and are in line with the updated Companies Ordinance.

4.3. It was noted that the revised draft proposed for the BGC to maintain a Board's skills matrix to help inform DotAsia Members and NomCom in electing or appointing Board Directors, as well as the suggestion of annual evaluation of the Board, Board Committees and the CEO.

4.3.1. A question was raised on whether there had been any precedence on these processes. It was noted that these suggestions had been included from the earlier draft, but had not yet been formally discussed, and that no formal evaluations had been conducted in the past.

4.3.2. The question of who and how evaluations could be conducted was discussed. There was agreement that engaging third-party consultants may not be necessary, that a more informal approach should be taken, and that the results be maintained internally.

4.3.3. It was suggested and agreed that such evaluations may not need to be conducted annually, and that the wording in the document should be updated to provide more flexibility for conducting such evaluations.

4.3.4. It was further noted that the issue of evaluations would require a broader framework and more thought beyond the current BGC document.

4.4. The matter of CEO evaluation and compensation-related responsibilities were raised. It was suggested and there was agreement that the BoardExco could be tasked with the role rather than setting up a separate compensation committee.

4.5. It was agreed that the draft would continue to be refined and discussed at the BGC.

5. AOB - Response to Next Round of New gTLDs

An update was provided on DotAsia's activities in response to the next round of new gTLDs. It was reported that ICANN has still not confirmed any of the applications submitted or supported by DotAsia, but that several clarification questions have been received and answered. It was noted that some of the questions received appear to be repetitive.