

## Board Matters

This is the report from May 2021 Board meeting.

### Strategic Items

**Performance and finance** – In addition to reviewing the regular finance and performance reports for the period ending March 2021, the Board reviewed the budget for FY22 in the context of the organisation currently operating in a transitional period pending conclusion of strategy review and the arrival of a new Chair and CEO. Commitments to public benefit spend as well as the need for continued investment in the infrastructure underpinning the .UK namespace were emphasised. The Board agreed the outline of the budget for the year noting that it required close scrutiny and regular periodic reviews allowing for adjustments as the Board focuses on key strategic considerations.

**UK Registry Advisory Council (UKRAC)** – Elected Non-Executive Director James Bladel reported on the themes and key questions discussed by the Design Group in recent weeks. The Board approved the recommended Terms of Reference presented by the UKRAC Design Group. The elections shall be conducted on the basis of one member one vote via the single transferable vote process. The Board accepted the Design Group’s recommendation that the RAC members would not be remunerated for attendance at meetings, but all reasonable travel expenses will be paid. The call for nominations will launch the week commencing the 31<sup>st</sup> May 2021.

**.UK Promotions** – the Interim CEO presented to the Board a proposal for various .UK promotional activities for FY22. Acknowledging the conflict of interests, the Acting Chair invited the views of the Elected Non-Executive Directors to help determine if all registrar business models within the channel would welcome the proposed promotions. Taking into account this feedback, the non-conflicted directors approved the recommendation. Further details will be announced in due course.

**CyGlass** – Ben Hill (CFO) and Ed Jackowiak (MD CyGlass) reported on the performance of the subsidiary in the year to date. The Board examined its projected long-term profile as well as reviewed its business and strategic considerations. The Board requested the Executive to provide further information regarding the competitive landscape and financial projections for further consideration.

### Governance Items

**Members** – the Acting Chair and Interim CEO reported to the Board on the themes and discussions raised by Members, including those on the meeting held on the 6<sup>th</sup> May 2021. These calls are now taking place on a monthly basis with the next call scheduled for the 24<sup>th</sup> June. The Board will receive an update on the progress of the Listening Process the week commencing 31<sup>st</sup> May.

**Public Interest Test** – the Board approved a recommendation from the Executive that moving forward all its decisions should be subject to a public interest test.

**Mergers & Acquisition Committee** – the Board agreed to a proposal to dissolve the M&A Committee in recognition that this type of activity is unlikely to form a central component in the corporate strategy moving forward. The Nominet Cyber Advisory Panel, introduced in 2018 to advise the Executive on commercial cyber opportunities, was also dissolved earlier in the month.

**Committee updates** – the Board received updates from recent Remuneration Committee meetings which had examined the benchmarking of executive pay. Further details will be announced in due course.

The Chair of the Nominations Committee also provided an [update](#) on the progress of the recruitment process for a new Chair, CEO, and Appointed Non-Executive Director who will become the new permanent Chair of the Remuneration Committee.

## Membership Engagement Opportunities

**Members Hub** – the new Members Hub launched on the 13<sup>th</sup> May providing a platform to manage registration for events and a centralised place for members to access a wide range of Nominet information and content.

### Recent Membership Engagement Events:

28<sup>th</sup> April: Leanne Kenny and Rowena Schoo were joined by Detective Constable Weizmann Jacobs of the City of London Police's Intellectual Property Crime Unit (PIPCU). The webinar discussed the work PIPCU undertake to address Intellectual Property crime, including their relationship with Nominet to suspend and redirect domain names.

6<sup>th</sup> May: Rob Binns, Acting Chair and Eleanor Bradley, Interim CEO hosted the monthly Members' call and were joined by Adam Leach CIO. Rob presented on our previous work in the Research and Development area and we covered members' questions on a range of topics including the Chair and CEO recruitment, progress of the listening process, promotions and future work including the Technology Transformation Project

20<sup>th</sup> May: Brett Carr, Manager DNS Engineering, explained the lifecycle of a newly registered .UK domain name, including how it is configured, secured and monitored.

25<sup>th</sup> May: Samantha Sweetland, Head of Marketing & B2C and Sarah Lilley, Marketing Programmes Lead discussed our registrar comparison tool (aka "the spinner"); an impartial tool built to help both our channel of registrars and the field of prospects that are searching for a domain name provider to connect. The session explained how the spinner works including ranking and our algorithm. We looked at the process and criteria needed to apply for inclusion on the spinner and how we are looking forward by evolving and refreshing the comparison tool.

### Upcoming Membership Engagement Events:

7<sup>th</sup> June: Listening Process update with Savanta. We will be joined by our partner Savanta as they discuss their progress after completion of the first phase research of the listening process and next steps.

10<sup>th</sup> June: Public Benefit Quarterly catch up with the Public Benefit Team who will give an update on current work with our public benefit partners.

17<sup>th</sup> June: Liz Behsudi, Director of Domains and Jurisdiction Programme at Internet & Jurisdictions Policy Network will be joining us to discuss their new toolkit on the topic of DNS abuse which includes practical advice for registrars and registries.

24<sup>th</sup> June: Monthly Members' call with Acting Chair Rob Binns and Interim CEO, Eleanor Bradley. This online session provides an important opportunity for members to discuss topics of interest with Nominet's senior leaders.

7<sup>th</sup> July: ICANN 71 Policy update with Nick Wenban-Smith, General Counsel and Head of Stakeholder Relations.