



# NOMINET

## Board Report

This is the report from the 21<sup>st</sup> March 2022 Board meeting.

### Board matters

There were no apologies for absence.

Declarations of interest: the Board received an updated version of the Register of Directors' Interests. In relation to the business of the meeting, Ashley La Bolle declared an ongoing interest in Registry Services Provisions matters which may arise in performance updates from the executive team.

The minutes from the Board meeting on the 10<sup>th</sup> February 2022 were approved.

### Operational Items

**CEO Report** – Paul Fletcher (CEO) reported to the Board on key operational matters facing the organisation. The Board discussed the appropriateness of the Company's recent actions in response to the humanitarian crisis currently taking place in Ukraine and collectively supported the decisions taken in the circumstances. The Board accepted that this decision did not set a precedent in how future crises must be handled, recognising that each set of circumstances is unique requiring careful consideration as and when they arise.

**Performance and Finance** – Ben Hill (CFO) presented the regular finance and performance reports for the period ending in February 2022.

### Strategic Items

**Strategic Priorities & Draft Budget** – taking its lead from the Chair's Strategic Review in Autumn 2021 and incorporating feedback from the February board meeting, the CEO with support from Eleanor Bradley (MD Registry & Public Benefit) and Ben Hill (CFO) presented a revised set of key strategic priorities and a draft budget for the financial year 2023. The Board approved the strategic priorities and budget, reiterating the importance of improving operational efficiencies and the need to successfully deliver the key registry technology programmes.

**CyGlass** – Ben Hill (CFO) provided a verbal update regarding the ongoing sale process for CyGlass. As this is a commercially sensitive matter further information will be made available when appropriate.

**Risk Appetite Statement** – the Board approved a revised risk appetite statement which will be adopted moving forward and included in the next set of annual report and accounts.

**Cyber** – David Carroll (MD of Nominet Cyber) presented a deep dive report into the Company's cyber offerings including the status of existing projects and potential new opportunities which would help to deliver on the board commitment to make this part of the business profitable in FY24 as set out in the Chair's statement to members in October 2021.

## Governance Items

**Membership Engagement** – Eleanor Bradley (MD Registry & Public Benefit) and David Buckle (Head of Membership Engagement) provided the Board with an overview of ongoing efforts to improve engagement with the wider membership.

**UKRAC** – on behalf of the UKRAC, Anne Taylor (NED & UKRAC Chair) and Eleanor Bradley (MD Registry & Public Benefit), presented a recommendation regarding the implementation of a drop list for .UK expired domains. The Board approved the recommendation that drop lists be adopted moving forward. Further details will be shared with members in due course.

**Board committees** – the Chair provided a short update on the activity of the Public Benefit Committee which had met earlier that day. The Committee provided feedback to help further refine the strategic approach for a number of proposed public benefit programmes.

As Chair of the Nominations Committee, Stephen Page provided a brief update regarding the ongoing recruitment process for the two appointed Non-Executive Directors roles.

The Board discussed the recruitment of a CFO who would join the Nominet board as an Executive Director. Ben Hill is leaving the business but has agreed to stay on until the end of September to help ensure a smooth transition.

The Audit & Risk Committee also met on the 21<sup>st</sup> March to review the strategic risk register and receive an audit plan from Grant Thornton. The Remuneration Committee met to discuss the budget in support of the FY23 annual pay review process and the proposed design of the FY23 bonus scheme for the Executive Leadership Team.

**Code of Conduct Committee** – the committee met on the 3<sup>rd</sup> March to review a formal complaint against a member under the Nominet Member Code. A copy of the committee's decision will be published in the Member Hub in the near future.

**Next Meeting** – the next scheduled meeting of the Board is the 31<sup>st</sup> May 2022.

## New & Cancelled Memberships

For the period 2<sup>nd</sup> February to 10<sup>th</sup> March 2022 the following applicants were admitted as new members of Nominet UK:

ACCOUNT NAME
Neil Khagram
Reality Solutions Ltd
Regal Stationery (UK) Ltd
British Library
DNS Africa Ltd

The following memberships have been deleted during the reporting period:

ACCOUNT NAME
WizeDrop LTD
Enigma Technology Services Ltd
RMLH CONSULTING LIMITED
Raju Khagram
BGC International
Rory Kelly*
Adam Leach*

\*Memberships issued to board members as per our articles of association.

## Membership Engagement Opportunities

### Member Engagement events update

Date	Event
25 <sup>th</sup> February	UK Registry Advisory Council meeting
28 <sup>th</sup> February	GiveHub panel meeting
16 <sup>th</sup> March	Members' call with the CEO
30 <sup>th</sup> March	GiveHub Panel meeting
<b>Upcoming events</b>	
7 <sup>th</sup> April	Members call with CEO
26 <sup>th</sup> April	Quarterly Tech Collaboration Group
29 <sup>th</sup> April	UK Registry Advisory Council meeting
Additional events for 2022 will be published in due course	

## Member GiveHub update

There were no funding applications received during the February window and one application was received in March.

With the help of members, GiveHub has supported some very worthy charities since its launch in August but only £88,004 has been donated to date leaving a surplus of £311,996. In order to meet our committed GiveHub spend for this financial year we discussed with the GiveHub panel and the Public Benefit Committee what action we could take regarding these unspent funds.

Chris Ashworth (Head of Social Impact) facilitated an exercise to help the GiveHub panel identify areas of preferred focus which was then used to identify organisations delivering work in these areas. The panel were not unanimous about whether to spend the funds in this financial year. They considered whether to include opensource/internet infrastructure organisations on the shortlist, preferring to focus on charities instead. Based on the answers of panel members, a list of organisations was compiled.

The final shortlist put to members was as follows:

- Age UK
- Mind
- Citizens Advice
- Citizens Online
- Scope

47 members participated of which 38 supported one or more of the five charities. Those that chose the 'none of the above' option suggested donating to Ukraine-related initiatives; other charities; wanted more member involvement in shortlisting charities; or didn't think Nominet should be making charitable donations of this type.

The charities will receive between c£40k and c£87k based on an algorithm that took into account each member's preference (members could select between one and five preferences). Each charity received at least four first preference votes. The charities will be asked to allocate the donations to activities that align with the public benefit pillars of connected, inclusive and secure and produce a short report in the next financial year. Thank you to those members who took part in the survey.