



Board Report

This is the report from the 18th July 2022 Board meeting.

Board matters

Apologies were received from Eva Lindqvist who was unable to attend. Soon to be formally appointed Non-Executive Directors Sally Tilleray and Patsy Wilkinson attended the meeting in an observer capacity.

Declarations of interest: 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. Simon Blackler declared an interest in the DNS Research Federation agenda item. The Elected NEDs also declared an interest in the .UK Pricing Review agenda item.

The minutes from the Board meeting on the 31st May 2022 were approved.

As this was his final meeting as a Non-Executive Director, the Board acknowledged and thanked Rob Binns for his contributions and dedication during his time in the role.

Operational Items

CEO Report – Paul Fletcher (CEO) reported to the Board on key operational matters facing the organisation.

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

Annual Report – subject to minor amendments, the Board approved the FY22 annual report and accounts and delegated authority to the Chair to sign once finalized.

Strategic Items

.UK Pricing Review – for information purposes, Eleanor Bradley (MD of Registry & Public Benefit) provided the Board with a summary of market and economic factors that are impacting the **registry's cost base**. The Board acknowledged that currently the broader economic conditions were challenging and reiterated its commitment to freeze the .UK wholesale fee until 2024.

Resourcing & Change Programmes Prioritisation – Paul Fletcher (CEO) updated the Board on the challenges facing the organisation in implementing large scale strategic projects and the need to carefully balance resource commitments. The Board recognised the challenging operational environment and requested a further discussion at the September meeting.

Critical National Infrastructure Designation – the Board received an update from Elaine Quinn (Director of Corporate Affairs) on the obligations facing Nominet as an operator of essential services and discussed the likelihood of increasing regulatory oversight given Nominet's role

running vital internet infrastructure. The executive will continue to make the case for any future compliance requirements to be low impact, proportionate and fair.

Cyber Pipeline – David Carroll (MD of Cyber) presented an updated pipeline of the opportunities the Executive is pursuing to deliver upon the Board's commitment that the protective DNS (PDNS) service achieves profitability in FY24.

DNS Research Federation - the Board reviewed a partnership opportunity to pursue greater understanding of the DNS among wider stakeholders, including academia. It was decided that a strategic partnership was not appropriate, but the board asked for advice to be sought regarding committing funding to such requests from members generally and, if allowable, would review specific research opportunities recommended by the executive in future.

Governance Items

AGM 2022 – the Board formally approved the notice and resolutions for the Annual General Meeting taking place on the 6th October 2022. The Board approved the voting rights for the 2022 AGM and NED Elections will be calculated at midday (BST) on 1st September 2022.

UKRAC – at the request of the UKRAC the Board reviewed and approved a series of proposed changes to the UKRAC Terms of Reference.

Modern Slavery Statement – the Board approved the company's Modern Slavery Statement for the period ending 31st March 2022. The new statement will be uploaded to the company's website soon.

Committee Membership – the Board formally approved the appointment of Sally Tilleray as the Chair of the Audit & Risk Committee from the 1st August 2022.

Group Subsidiaries – with Rob Binns departing at the end of July, the Board approved the appointment of Rory Kelly as his replacement as a company director for the group's subsidiary entities to ensure their ongoing legal compliance.

Board committees – the Nominations Committee met earlier in the day, as Committee Chair Stephen Page provided an update regarding the ongoing recruitment process for the CFO role as well as a review of executive succession planning. The Committee also received an update on the NED 2022 Elections process.

A Code of Conduct Committee update was also provided. At the last meeting on the 31st May 2022 the Committee considered the issues arising out of its recent decision against a member. Since that meeting, the Respondent was informed of the Committee's decision that the outcome was procedurally sound and that no appeal would be considered on the basis that the required appeal notice had not been received by the specified deadlines. The Committee have asked the Executive to look into producing guidance materials that will provide further assistance to the parties subject to a complaint under the Member Code.

Away Day Resolution – Following discussion at the recent awayday about the possibility of changing existing voting relationships, the board:

- acknowledged that the current voting arrangement was complex and could be more transparent.

- acknowledged the interest of some members in moving to one member one vote.
- agreed that the current system reduced the possibility of a small number of large members taking control of the company.
- agreed that it also reduced the possibility of a flood of new members with little long-term engagement being able to take control as had happened in some other organisations.
- Noted that constitutionally the voting system is required to reflect the Member's relative commercial involvement in the .UK domain name service.

The Board therefore resolved to maintain the existing voting rights structure for the foreseeable future subject to a more fundamental review of the company's articles and constitution in the mid-term.

CEO Probation Review – the Board reviewed the performance of the CEO during the six month period since he joined the company and agreed that he had successfully passed the probation period.

Next Meeting – the next scheduled meeting of the Board is the 26th September 2022.

New & Cancelled Memberships

For the period 21st May 2022 to 7th July 2022 the following applicants were admitted as new members of Nominet UK:

ACCOUNT NAME
Sinorrah IT Solutions Limited
Ahmed Benlahreche
Novak Novakov
GCI Network Solutions Ltd

The following memberships have been deleted during the reporting period:

ACCOUNT NAME
Nasstar Group Ltd
Nasstar (UK) Limited
Eclipse Networking Ltd
Edge Telecom Ltd
Awnet Ltd
Maria Dobcheva
Captive Broadcast Limited
Mr Tony Mackenzie
Network EQ Ltd.
ATS Marketing Ltd
Demys Limited

Membership Engagement Opportunities

Member Engagement events update

Date	Event
24 th June	UK Registry Advisory Council meeting
28 th June	GiveHub Panel meeting
7 th July	Tech Collaboration Group
13 th July	Members' Call with CEO
22 nd July	GiveHub Panel meeting
Upcoming events	
26 th August	GiveHub Panel meeting
September TBC	NED Candidate webinar

Member GiveHub update

In June the panel received only one application and awarded £2000 to the Rotary Club of Battersea Park Trust fund to cover the cost of their IT support involved in delivering their Christmas lunch for the elderly. The charity was proposed by TwentyTwentyMedia Ltd.

In July the panel received one application which will be considered at its meeting at the end of the month.

Total GiveHub donations for the financial year total £3,870. The panel are discussing how to involve members in any potential allocation of unspent funds. They have also provided useful ideas for promoting GiveHub further to members.