



Board Report

This is the report from the 26th September 2022 Board meeting and 6th October Annual General Meeting (AGM).

Board matters

Soon to be formally appointed Non-Executive Director Patsy Wilkinson attended both meetings 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.

The minutes from the Board meeting on the 18th July 2022 were approved.

Operational Items

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

Performance and Finance – Eleanor Bradley (MD-Registry & Public Benefit) presented the regular finance and performance reports for the period ending in August 2022.

Strategic Items

Resourcing & Change Programmes Prioritisation – following a report to the Board at the July meeting, Paul Fletcher (CEO) and David Carroll (MD of Cyber) outlined a planned approach in how to manage the large scale strategic projects, including TTP, moving forward. The Board approved the planned approach and acknowledged the important role the new incoming Chief Technology Officer, Oliver Tweedie, will play in its implementation.

Cyber Profitability – following discussion at the July meeting, David Carroll (MD of Cyber) again presented an updated pipeline of the opportunities and options the Executive is considering to deliver upon the Board's commitment that the protective DNS (PDNS) service achieves profitability in FY24.

Principles Underpinning Membership Engagement – Eleanor Bradley (MD-Registry & Public Benefit) and Elaine Quinn (Director of Corporate Affairs) led a discussion regarding the current forms of membership engagement and how they could be improved, including opportunities for Board members to engage directly with members.

ICANN Update – Phil Buckingham (Non-Executive Director) provided the Board with an update on recent developments at ICANN.

Health & Safety Update – the Executive tabled its annual health and safety report to the Board for information.

Governance Items

Non-Executive Director Elections – voting in the elections closed on the 30th September. Members elected Kieren McCarthy to serve as a NED for a term of three years. Kieren formally joined the Board at the conclusion of the 2022 AGM.

AGM 2022 – the Annual General Meeting took place on the 6th October 2022. Members approved all three resolutions, the [full results](#) are available. At the conclusion of the AGM Anne Taylor and Stephen Page stepped down from the Board, and Patsy Wilkinson was formally appointed as a Non-Executive Director for a term of three years. A video of the meeting is available in the Member Hub.

Committee Memberships – with changes in board composition, the following committee appointments were made:

- Eva Lindqvist was appointed as Chair of the Investment Committee, and stepped down from the Public Benefit Committee.
- Sally Tilleray was appointed to the Investment Committee and Public Benefit Committee.
- Patsy Wilkinson was appointed to the Remuneration Committee, Audit & Risk Committee, and Nominations Committee
- Kieren McCarthy was appointed to the Nominations Committee and the Public Benefit Committee.
- Andy Green was appointed as Chair of the Nominations Committee

UKRAC – at the UKRAC meeting on the 22nd September Anne Taylor stepped down from the council as her term as a Non-Executive Director was coming to an end. Ashley La Bolle was selected by the Council to be its new Chair. Ashley provided the Board with a summary of recent discussions and what was on the agenda for the meeting scheduled for the 30th September.

Board committees – Eva Lindqvist as Chair of the Remuneration Committee provided an update on discussions that had taken place at a meeting earlier in the day on the 26th September. Topics included a mid-year review of the company's remuneration position and KPIs for FY23, as well as a review of employee benefits including measures to help staff in light of the cost of living challenges facing the UK at present.

The Company Secretary informed the Board of formal complaints received regarding campaign materials sent by one of the candidates standing for election to the Board. The Board agreed that referring the matter to the Code of Conduct Committee whilst also writing to the candidate instructing him not to use any Nominet trademarks in future without express consent was the correct course of action.

Legal Issues – on behalf of a member, the company recently received the opinion of a Kings Counsel regarding the legal validity of the company's Memorandum and Articles of Association.

Nick Wenban-Smith (General Legal Counsel) summarised the issues raised in the opinion, following discussion the Board unanimously agreed that proceeding with the AGM as planned was appropriate whilst recognising that the fundamental review of the company's articles and constitution the Board had previously discussed at an away day would need to be brought forward.

Next Meeting – the next scheduled meeting of the Board is the 23rd November 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
Link, For Technology & General Trading Ltd.
DataLords Ltd
Cranberry Consulting LLC
Sally Tilleray*
Kieren McCarthy
Sav.com LLC
Gaye Urquhart
Steery Consulting Limited
Witine Limited
Charles Briscoe-Smith

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

The following memberships have been deleted during the reporting period:

ACCOUNT NAME
New Media Development Ltd.
Academy Internet Solutions Ltd
E-mpower.IT Ltd
Igeek Ltd
V8Media Ltd
Topsec Technology Ltd
Hansraj Pankhania
International Software Technologies Ltd.
Larsen Data ApS
Andrew Stubbs
Huma Adrian Constantin PFA
AdWeb Limited
Lovell Fuller
Robert Hugh Binns*
Netlink Solutions Limited

Glen Wheeler-Kingshott
DL Web Hosting Ltd
NTT Europe Ltd
Mr David Seymour-King
Usportel Ltd
Zellis Dormco Ltd
Toolsonline Ltd
Europacom.net Limited

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

Membership Engagement Opportunities

Member Engagement events update

Date	Event
26 th August	GiveHub Panel meeting
6 th September	NED Candidate webinar
22 nd September	UK Registry Advisory Council meeting
27 th September	GiveHub Panel meeting
30 th September	UK Registry Advisory Council meeting
6 th October	AGM
Upcoming events	
31 st October	GiveHub Panel meeting
31 st October	UK Registry Advisory Council meeting
17 th November	Members' call with the CEO
24 th November	Nominet Conference

Member GiveHub update

During the August application window three applications were received from Cloud Artisans on behalf of three separate organisations. The panel requested additional information and will review again at their next meeting. Funding of £2,167 was approved for The Shallowford Trust who were put forward by TwentyTwentyMedia Ltd which will be used to increase digital connectivity and purchase devices to increase access.

Following an outreach email sent to members on behalf of the panel we received four applications. The panel considered these at their September meeting and approved funding of £2,000 for the Battersea Crime Prevention Panel, which was nominated by TwentyTwentyMedia Ltd and will pay for wifi at one of their fundraising events. The panel requested further information from two other applications and one application was withdrawn by the member as it did not meet the application criteria.

The panel also approved funding of £10,000 for the Western Beacons Mountain Rescue Team to deliver a project to create a digital network which would extend and improve the communications for the rescue team.

Chris Ashworth, Head of Social Impact joined for part of the meeting to discuss with the panel possible channels we could use to increase applications from charities directly.