



.UK REGISTRY ADVISORY COUNCIL

PURPOSE AND TERMS OF REFERENCE **31st October 2022**

1. Establishment

On 24 May 2021 the Board of Nominet UK supported the establishment of the .UK Registry Advisory Council (UKRAC).

2. Scope and remit

The role of the UKRAC is to foster the long-term sustainable success of the .UK namespace ensuring it remains safe, secure and competitive.

The UKRAC shall undertake the following activities in order to promote the reputation and success of the .UK ccTLD:

- Contribute industry insight, expertise and perspective to the Board through written advice on issues in scope and meet with the Board as appropriate
- Survey Nominet members or other stakeholders as required to inform their discussions and advice

Issues in scope include providing advice on:

- Policies and processes that support domain registration including the domain lifecycle, the Dispute Resolution Service, how technical abuse (e.g. phishing, malware) is dealt with
- The functionality of registrar systems, including eligibility, transfers, tag changes, system functionality, web portal allocation rules
- Any issues referred to the UKRAC by the Board
- Any issues referred to the UKRAC by Nominet Members
 - This could include prioritising and cataloguing issues, responding to the Nominet member, and identifying reoccurring trends/complaints to share with the Nominet Board along with advice. This is not a substitution for the Nominet complaints process and the UKRAC will not address individual complaints.
- The process and communications around pricing decisions made by the Board
 - For example, the UKRAC may recommend a pricing review, outline triggering circumstances for pricing reviews, or ask for a justification or rationale for price changes. They may also decide to commission information to provide to the Board to inform pricing decisions, for example a competitive analysis of .UK prices compared to other TLDs.

Issues out of scope include:

- Decisions on price setting, specific amounts, or setting/limiting future rates of increase. However, the UKRAC-DG encourages the Board to consult the RAC for feedback prior to making any final pricing decisions
- Legal compliance with local regulations, for example, privacy legislation
- Deciding the outcome of a dispute in the Dispute Resolution Service

- Making decisions on content of a website associated with a .UK domain
- Matters relating to non .UK business activities undertaken by Nominet
- Matters relating to governance of Nominet, NED appointments or elections, or other issues more appropriate for an AGM/EGM or NED election.

3. Membership

The UKRAC shall comprise of no fewer than **seven** Nominet members, or corporate representatives of Nominet members. The recommended structure of voting UKRAC members is:

- **Two** Nominet members from the large registrars (Top 25 by .UK Domains Under Management);
- **Two** Nominet members from the mid/smaller registrars
- **Two** Nominet members from the secondary market (ie participate in .UK as a registrar solely to register domain names for themselves); and
- **One** elected non-executive director from the Nominet UK Board

Non voting attendees should include:

- The Nominet Managing Director of Registry or an alternative representative; and
- Other attendees by invitation of the UKRAC

Elected UKRAC members are elected through an open process. Nominet will call for nominations for the election of representatives and elections shall be conducted on the basis of one Nominet member one vote. Candidates will need to have a proposer and a seconder from Nominet membership.

Expressions of interest should be formally submitted either by email to UKRAC@nominet.uk or by using the form which can be found on [the UKRAC webpage](#).

To allow Nominet members to make an informed choice when casting their vote each candidate should:

- submit a written election statement (250 word limit)
- declare which segment of Nominet membership they represent
- note the names of their nominator and seconder
- if relevant, state the company/organisation they are affiliated with

To ensure diversity, only one candidate per Nominet member/associated group of Nominet members may stand for election.

Elected UKRAC members will serve a two-year term and may be re-elected. One half of the initial UKRAC members will retire after one year so that we move into an annual cycle of three elected UKRAC members each year. The elected UKRAC members stepping down will be those initially elected with the fewer votes in each of the three categories (Large, Small, Independent). They are eligible to stand immediately for a full 2-year term.

Elected UKRAC members are limited to two consecutive 2-year terms. After which, they must stand down from the UKRAC for a minimum of two years before standing for election again.

Any UKRAC member may be removed from the UKRAC in the event of a two thirds supermajority vote of the other voting UKRAC members. The UKRAC member in question must abstain from voting.

At the first meeting following each annual election cycle the UKRAC shall elect a Chair to hold office until the conclusion of the next election cycle.

The Chair shall be elected with a simple majority (over half) of the elected UKRAC members and may be removed by a super majority (two thirds) of elected UKRAC members in each case with the Chair abstaining from voting. For the avoidance of doubt, the Chair's role on the Council as a member of the Council would be unaffected by such a vote.

If there is a vacancy on the UKRAC for any reason the UKRAC shall discuss the situation and may make a recommendation to the Nominet Board as to how best to fill the vacancy, which may include co-opting an individual to fill the vacancy, or holding a fresh election.

3. Quorum

The quorum necessary for the transaction of business shall be **five** or in the event that there be one or more vacancies on the council, the quorum shall be reduced to the total number of sitting members less two, with an absolute minimum of three elected members required.

4. Meetings

The UKRAC shall meet at least **four** times a year and at such other times as the Chair shall require.

Meetings are anticipated to last half a day with the location of the meetings in London, Oxford or via video conferencing.

5. Notice of meetings

Meetings shall be called by the secretariat at the request of the Chair, or by request of any member of the UKRAC and unless otherwise agreed, notice of the meeting together with an agenda and supporting papers will be forwarded no fewer than **five** working days before the meeting date.

6. Transparency

Draft minutes of the meetings shall be circulated promptly to all members of the UKRAC and published in the Nominet member hub. Upcoming topics for discussion and UKRAC advice to the Board will be published in the Nominet members hub.

7. Duties

The UKRAC shall advise on the key aspects of Nominet's .UK registry activities.

8. Reporting responsibilities

The elected non-executive director from the Nominet UK Board shall give periodic updates to the Nominet Board or do so when requested to.

The Chair shall attend the AGM to answer any Nominet member questions on the UKRAC's activities.

9. Remuneration

Members of the UKRAC shall receive a per diem payment of £500 for participation at each formal UKRAC meeting.

Reasonable travel expenses will be paid by Nominet in accordance with travel to and from meetings. These should be agreed in advance.

A per diem payment will not be made for participation in working groups or meetings thereof.

10. Conflict of Interests

Any member of the UKRAC who has a direct material interest relating to any discussion or decision of the UKRAC must declare that interest before the item is discussed. The other UKRAC members will decide how best to handle the conflict, with the Chair having the final decision.

11. Other matters

The UKRAC shall have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.

The UKRAC will, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness.

The UKRAC may determine to engage an independent secretariat to organise meetings and materials, record and publish minutes, and report decisions to the Board.

12. Authority

The UKRAC is established as an advisory body only and does not have executive powers.

NEXT REVIEW DATE: no later than 31st October 2023