

# Board Report

This is the report from the 27<sup>th</sup> November 2024 Board meeting. (The Board also met to discuss strategy the following day.)

## Board matters

There were no declarations of interest in respect of the business of the meeting.

The minutes of the Board meeting of the 25<sup>th</sup> September 2024 were approved.

The minutes of the AGM held on 16<sup>th</sup> October were also approved, a copy of which is attached to this report.

## Operational Items

**CEO Report** – Paul Fletcher (CEO) reported to the Board on key operational matters facing the organisation, including those relating to the Registry, Technical Operations, Membership Engagement and People.

As previously requested by the Board, the Director of HR provided an overview of resourcing following the restructure earlier in the year. It was noted that plans were in place to identify where capacity could be evolved to ensure Nominet is best equipped to support further evolution of services.

**Performance and Finance** – Carolyn Bedford (CFO) presented the regular finance and performance reports for the period ending in October 2024.

It was noted that work was continuing to consolidate expenditure to reduce overall costs.

**Intercity Contract Renewal** – the Board approved a recommendation to renew an operational contract with Intercity. The contract provides key 24/7 support and monitoring to Nominet via a Network Operations Centre.

## Strategic Items

Board members participated in a Strategy Day on the 28<sup>th</sup> November, which focussed on discussions around the strategic direction, objectives and priorities of the company. The outputs from the discussions would feed into the Three-Year Plan which will be presented for approval by the Board in February 2025.

During the course of discussion, it was noted that there was no intention of raising pricing before the end of March 2026 at the earliest.

## Governance Items

**Committee updates** – the Board received updates on the recent activities of the Audit & Risk Committee meeting held earlier in November.

**Risk Appetite Statement** – the Board reviewed and approved the updated Risk Appetite Statement, as recommended by the Audit & Risk Committee. The document had been improved to provide a clearer guidance tool for decision making.

**Scheme of Delegation** – the Board approved the updated Scheme of Delegation, which had been simplified and updated but not changed substantially.

**Membership Year Change Project** – the Board agreed, in principle, to change the dates of the Membership Year (currently 1<sup>st</sup> August to 31<sup>st</sup> July) to align to the Financial Year (1<sup>st</sup> April to 31<sup>st</sup> March). A key benefit would be to provide better clarity around voting rights as invoices would be settled well ahead of the voting rights calculation date, (usually 1<sup>st</sup> September).

It was noted that the Subscription Bye Laws contained a reference to the Membership Year which would need to be amended, following the required consultation with Members.

The Board looked forward to reviewing a more detailed timetable and plan from the Executive in due course.

**Transparency** – the Board discussed how organisational transparency might be improved with our Members and other stakeholders. It was noted that Members already received a number of communications, including this Board Report, Half Year and Full Year Financial Results, regular newsletters, calls with the CEO and ad hoc announcements. The Board requested that a communications plan be developed under the leadership of the new Head of Member Engagement and presented in March 2025.

**Legal matters** – the Board received an update regarding ongoing legal and regulatory matters.

**Governance report** – the Board approved the revised [Audit & Risk Committee Terms of Reference](#) and the changes to [Committee Memberships](#).

**Next Meeting** – the next scheduled meeting of the Board is the 5<sup>th</sup> February 2025.

### New & Cancelled Memberships

The Board ratified the following membership changes for the period 14<sup>th</sup> September to 15<sup>th</sup> November 2024. The total number of members currently stands at 2231. (The large number of cancelled members relates to the timing of this report as it co-incides with the member renewal period. This time last year there were 48 cancelled memberships.)

Members	Status
Blackbird Solutions Limited Kinetic ICT Solutions Ltd WJP Software Limited Hoasted B.V. Fifteen Design Ltd Preview Visual Communications Group Ltd Chojin Ltd	New Members (8)

Ergos Technologies Ltd	
Wiggle Limited	
ECSC Group Plc	
Christian Sieberer EDV	
27Fibre Ltd	
The London Law Agency Limited	
MA Business Limited	
Page Hosting Limited	
Secure Web Services Ltd	
Hitachi Capital Vehicle Solutions Ltd	
10X Technology Holdings Ltd	
Network IT Systems Ltd	
Ben Broadhurst	
Mr John Farrell	
Google LLC	
Mr Joel Cohen	
Mr Neil Sedley	
Marion Goonetilleke	
S Fekete	
Lucas Software Solutions Limited	
Melbourne IT	
Teledata UK Ltd	
Databet (UK) Ltd	
Preview Graphics Limited	
Aeternum Software Ltd	
Binary Star Ltd	
CharterDigital Ltd	
Miss Christina Louise Warne	
Europress Data Ltd	
Dennis Nind	
Adam Brown	
Adam Kara	
ADSIS IT Limited	
Algoro, LLC	
Bark Bark Ltd	
Bontag Ltd	
Ciaran Clarke	
Contiem Holdings UK Limited	
DomCollect International GmbH	
Envy Websites Ltd	
ESCRIVO LIMITED	
Fat Beehive Ltd	
ICT London Limited	
In Focus SEO Ltd	
ITVET	
Linux Ltd	
Mr Christopher Bowler	
Mr M Chiprut	
	Cancelled Members (58)

Mr Peter Allen Mr Stephen Hill Nanjing Imperiosus Technology Co. Ltd Open by Nature Limited Paulies Media Ltd Preview Graphics Limited Svetlana Kuprienko TaskForce Systems Ltd Titan Hancocks Lomax Tudor Lodge Digital Limited Zonat Sarl	
---	--

### Membership Engagement Opportunities

Date	Event
7 <sup>th</sup> November 2024	Members' Call with the CEO
<b>Upcoming Events</b>	
11 <sup>th</sup> December 2024	Members' Seasonal Dinner in London
16 <sup>th</sup> January 2025	Members' Call with the CEO

**Nominet UK (the “Company”)  
Company Number 03203859**

**Minutes of the Annual General Meeting of the Company  
Held at Minerva House and online via CESJoinIN  
on Wednesday 16<sup>th</sup> October 2024 at 12:00 (noon) BST**

<b>Presenters:</b>	Andrew Green CBE	Company Chair
	Paul Fletcher	CEO
	Carolyn Bedford	CFO
	Victoria Burnett	Company Secretary
	Elaine Quinn	Director of Corporate Affairs (Q&A)
<i><b>A list of attendees is attached as Appendix 1</b></i>		

**1. Chair, Notice and Quorum**

It was confirmed that satisfactory notice of the meeting had been given and that a quorum was present. Accordingly, the Chair declared the meeting open at 12:00 (noon).

Congratulations were passed to Rex Wickham, who the members had elected to the Board as Non-Executive Director, and Ashley La Bolle, who the members had re-elected to the Board. The independent scrutineer’s report of voting is available [here](#). The Chair thanked all candidates who participated in the election process.

**2. Resolutions & Opening of Voting**

The Company Secretary presented the company resolutions, as set out in the notice of the meeting. The following were proposed as ordinary resolutions:

- 1) That the annual report and financial statements of the company for the financial year ended 31<sup>st</sup> March 2024 be received.
- 2) That Haysmacintyre LLP, Chartered Accountants and Statutory Auditor, 10 Queen Street Place, London EC4R 1AG be re-appointed as the auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid, at a remuneration fixed by the directors.
- 3) That Andrew Green is re-appointed as an Appointed Director (and Nominet Chair) for a term of three years.
- 4) That Eva Lindqvist is re-appointed as an Appointed Director for a term of three years.

Voting was then opened on the above resolutions.

**3. Chair’s Statement**

The Chair provided an update on progress made since the 2023 AGM, noting the focus on alignment to the Company's core business/expertise. An overview of priorities for FY25 was also provided.

**4. CEO's Statement**

The CEO provided an update on the operational position of the Company and highlights in FY24.

**5. Financial Statement**

The CFO presented the financial position of the Company for FY24 and outlined the key priorities for FY25 and beyond.

**6. Q&A Session (start time: 12:25)**

A brief question and answer session was held.

**7. Break for Voting**

The meeting was paused at 12:39 for a voting break.

**8. Close of Voting**

Following the main business of the meeting, voting closed at 12:46. It was noted that the results of the voting would be announced after the meeting.

**Post Meeting Note**

The independent scrutineer confirmed that all four ordinary resolutions, numbered 1 to 4, were passed by the Members of the Company.

A copy of the Report of Voting from the independent scrutineer is available [here](#).

**9. Close**

There being no further business, the Chair thanked everyone for joining and declared the meeting closed at 12:46.

**Signed (Chair):**

**Date:**

***A full recording of the AGM is available on the Member Hub.***

**Appendix 1 – Attendee list**

<b>In-person:</b>	Andrew Green CBE Sally Tilleray Victoria Burnett Patsy Wilkinson Simon Blackler Kieren McCarthy Steven Wright Paul Fletcher Carolyn Bedford Andrew Bennett Denesh Bhabuta Robert Golding	Chair Senior Independent Director Company Secretary Appointed Independent Director Elected Non-Executive Director Elected Non-Executive Director Elected Non-Executive Director CEO CFO Member Member Member
<b>Virtual:</b>	Eva Lindqvist Ashley La Bolle Shakeel Mughal Neil Batchelor Christopher Simpson David Thornton Thomas Mangin Representative of Freethought Internet Limited Graeme Wingate Karl Beaney Leslie Bunder Michael Derringer Curon Davies Gordon Dick Martyn Ford Paul Woodland Betina Balle Rieke Poppe David Forster Yuliya Kharsane Alan Barnett Dan Rodgers	Appointed Independent Director Elected Non-Executive Director Member
<b>In attendance:</b>	Elaine Quinn Nick Wenban-Smith	Director of Corporate Affairs General Counsel

“Member” (name of Member or Member representative)