

Governance Review PAB Issues

Resolutions and outstanding issues

Contents

| | | |
|-----|--|---|
| 1. | Introduction | 2 |
| 2. | Issues resolved | 2 |
| 2.1 | The Policy Development Process..... | 2 |
| 2.2 | The Work Programme..... | 2 |
| 2.3 | The Register of Interests | 3 |
| 2.4 | The PAB Chair | 3 |
| 3. | Issues not yet resolved | 3 |
| 3.1 | The PAB Title | 3 |
| 3.2 | Code of Conduct | 3 |
| 3.3 | Payment for PAB Members | 3 |
| 3.4 | Definition of Policy/Role of the PAB | 3 |
| 3.5 | Matters Reserved for the PAB..... | 4 |
| | Appendix 1:..... | 4 |
| | Schedule of Matters Reserved for the PAB | 4 |

1. Introduction

As a result of the Board's Governance Review, a number of issues relating to the Policy Advisory Board were identified. These issues were first raised at the January 2006 meeting of the PAB, and have been discussed at each subsequent meeting. The May, July and September meetings have focused on the issues in detail.

This paper presents a summary of the issues resolved, and then reviews the issues which remain to be discussed or agreed.

The PAB is asked to conclude its debate on these issues at the September meeting.

In summary, our recommendations are:

- that the PAB be asked to confirm its earlier decision that all consultations will be Nominet consultations.
- that the PAB title be changed to 'Policy Advisory Council'
- that the PAB introduce a Code of Conduct.
- that no further action be taken on the issue of payment for PAB members at this time
- that the Definition of Policy/PAB role be adopted as "To provide non-binding advice to the Board on the non-operational guiding principles regarding the oversight of the .uk domain name registry."
- that the PAB approve the schedule of Matters Reserved for the PAB paper, attached at Appendix 1.

2. Issues resolved

2.1 The Policy Development Process

The PAB resolved to adopt the Policy Development Process in section 7 of the Governance Review PAB issues paper at its May meeting. Following agreement of this recommendation by the Board, the revised Policy Development Process was published on Nominet's website.

Part of the Policy Development Process agreed by the PAB is that all consultations will be Nominet consultations. We made this suggestion to maximise the effectiveness of consultations, and to help consider how a consultation fits with the wider process. At the July meeting, one member requested that this element of the decision be reopened.

We believe that consultations should be Nominet run, to ensure a consistency of approach, and that financial and human resources can be deployed effectively to draft the papers, plan and undertake outreach, collate and report on responses. We also believe that in the interests of closure and moving forward, reopening decisions of the full PAB at the following meeting should be avoided if possible.

We therefore ask the PAB to confirm its earlier decision that all consultations will be Nominet consultations.

2.2 The Work Programme

The PAB resolved to adopt the work programme proposed to their July meeting, but requested the Executive to bring forward the Dispute Resolution Service review consultation in order that the PAB might consider its response to the consultation at the November meeting if possible.

We will endeavour to bring forward the Dispute Resolution Service consultation, so that it can come to the November PAB meeting for comment.

2.3 The Register of Interests

The PAB resolved to adopt the Register of Interests proposed to their July meeting and resolved that the Register should be maintained by the Company Secretary, reviewed as part of the annual audit, and a report included in the Annual Report.

2.4 The PAB Chair

The PAB resolved to adopt the proposals submitted to their July meeting in respect of the PAB chair.

3. Issues not yet resolved

3.1 The PAB Title

This issue was discussed at length at both the May and June meetings, but no agreement was reached..

The Executive recommendation that the name be changed to 'Policy Advisory Council' remains unchanged. Feedback from the membership suggests that there is real confusion about the role of the PAB. Many members assume incorrectly that PAB members are directors of Nominet. This also gives rise to potential legal issues, since external people may assume that PAB members have the authority to bind the company, which of course is untrue.

3.2 Code of Conduct

The Executive has proposed a code of conduct for PAB members
In PAB discussions to date, although some questioned whether a Code of Conduct necessary, the majority favoured the introduction of a Code. A sub-committee meeting was held on 17 August and a report will be made at the September PAB meeting.

We recommend that the PAB introduce a Code of Conduct.

3.3 Payment for PAB Members

It was suggested that PAB members should be paid, and the Executive requested feedback on this issue. Six responses were received, three in favour of payment and three against. Given the lack of responses from other PAB members, which is given to indicate that this issue is not of major interest to them, and the divergence of views indicated from those who did respond, the Executive propose to take no further action on this issue at this time.

3.4 Definition of Policy/Role of the PAB

The Governance Review PAB Issues paper presented to the May .PAB meeting proposed a definition of policy for the PAB's consideration.

When the issue was discussed at the May PAB meeting, there was consensus that the PAB should focus on key policy issues but should also be free to discuss other matters that might have some policy implications.

We recommend the following:

“To provide non-binding advice to the Board on the non-operational guiding principles regarding the oversight of the .uk domain name registry.”

3.5 Matters Reserved for the PAB

When this issue was first discussed at the May PAB meeting, it was agreed to defer detailed consideration until the PAB work programme had been considered. The PAB work programme has now been agreed.

We recommend that the PAB approve the Matters Reserved for the PAB paper, attached at Appendix 1.

Appendix 1: Schedule of Matters Reserved for the PAB

Role of the PAB

To provide non-binding advice to the Board on the non-operational guiding principles regarding the oversight of the .uk domain name registry. This includes:

Giving policy advice to Nominet's Board of directors. This advice is not binding but carries strong influence and the Board is obliged to take any such advice into consideration when making decisions.

Providing policy advice which:

- Is sufficiently clear to be acted upon and flexible enough to apply as a general theme/rule/idea.
- Assists in advising on the policy direction Nominet should be moving towards, but not how to get there.
- Considering and bringing to the attention of the Board any policy issues that may be of future importance or affect the .uk namespace.
- The periodic review of current policies.
- Periodic review of the performance of the PAB and PAB members

Structure and Controls

The PAB is governed by the PAB rules. The PAB can propose changes to the PAB rules, taking into account input from the Executive or others where appropriate, for approval by the Board.

PAB controls include a code of conduct and processes for:

- The declaration of potential conflicts of interests
- The removal of PAB members for gross misconduct.
- The maintenance of a PAB register of interests.

PAB and Member Communication

The PAB should:

- Be prepared to occasionally represent the PAB at member events such as member lunches and tag holder workshops.
- Educate members about the work of the PAB and the effect that policy changes have had.
- Communicate with members via a PAB session at relevant meetings of the company
- Report to members as part of the Nominet annual report.
- Communicate with members generally on matters of policy.
- Pass on any relevant communications, feedback and comments made by members to the Company.
- Approve and publish the PAB meeting report.
- Get members views on nom-steer and contribute to the open public debate of Nominet's policies.

PAB and Stakeholder Communication

The PAB should:

- Field people to represent the PAB stakeholder events.
- Assist Nominet in educating stakeholders about the work of the PAB and the effect that policy changes have had.
- Report to stakeholders as part of the Nominet annual report.
- Assist Nominet in communicating with stakeholders generally on matters of policy.
- Pass on any relevant communications, feedback and comments made by stakeholders to the Company.

Consultations

The PAB should agree, communicate to Nominet and publish a PAB response to Nominet consultations. This may include the setting up working groups and/or sub committees as appropriate. (The terms of reference for these committees will specify the relevant responsibilities).