

PAB Sub-Committee Meeting:
Code of Conduct

Held at Westbury Hotel, London

Present:

Hazel Pegg (Chair)
Andy Clarey
James Conaghan
Gordon Dick
Alex Kells
Emily Taylor (by invitation)

Apologies were received from Sebastien Lahtinen and Sue Daley

1. Chairing the meeting

Gordon Dick agreed to chair the meeting at Hazel Pegg's request, as she was unwell.

2. Summary of decisions

The sub-committee recommends that a code of conduct for PAB members be introduced.

The code should deal with conduct inside PAB meetings, and give guidance for PAB members in their communications with the public and media. The code should articulate a set of desirable behaviours, and a structure for dealing with complaints.

The code would work alongside the PAB's register of interests.

Discussions centred around the agenda circulated by Hazel Pegg.

3. Other codes of conduct

We reviewed various codes of conduct, and drew elements from many of them.

4. Why do we need a Code of Conduct for PAB members?

The members of the subcommittee supported the following statement

"The PAB is an integral and key part of Nominet, it supports Nominet in the development of Policy to deliver a service to the public. Members of the PAB have a responsible and important role. They are publicly accountable to those who elected or appointed them, to Nominet and to all .uk stakeholders.

"A code of conduct can bring benefits in guidance to PAB members as to what may be considered acceptable by their colleagues and others. It is important for the integrity of the PAB and ultimately Nominet that PAB members conduct themselves in an appropriate manner and in support of common values."

5. Who are the relevant stakeholders?

It was agreed that the PAB's stakeholders included:

- Members of Nominet UK
- .uk domain name registrants
- Internet users
- The PAB members' employers
- Nominet
- Fellow PAB members
- Civil society
- Industry
- Government

and that a code of conduct would seek to balance the interests of those stakeholders.

6. What should a code of conduct cover?

- **Register of interests**
 - Adherence to the PAB's register of interests. The sub-committee had no further suggestions for items to include in the register of interests. It clarified that PAB members were expected to declare interests, but not to withdraw from discussions unless the rest of the PAB felt it appropriate (or the individual concerned preferred to do so).
- **False or fraudulent PAB expense claims.**
 - Members of the sub-committee asked for guidance from the Executive as to what level of expense claims were acceptable to the company. ET offered to come back with some proposals.
- **What conduct do stakeholders expect of PAB members?**
 - **Active participation.** There would be an expectation that PAB members would attend PAB meetings and that they would contribute to the meetings. AC pointed out that for appointed members, the level of detail discussed at PAB meetings, particularly with regard to the more technical aspects of Nominet's registration systems, were hard to engage with.
 - **Respect** in communicating with others, both inside and outside meetings
- **What common values should the PAB uphold?**
 - Respect/consideration for others
 - Integrity and honesty
 - Openness and accountability
 - Selflessness
 - Objectivity
 - Judgement
 - Discretion
 - Common sense
- **When is it appropriate for PAB members to be directly involved with stakeholders and when might it be inappropriate?**
 - The PAB members are independent, and should be free to criticise Nominet if they feel it's appropriate. The key concepts here are respect and professionalism. If you have a criticism to make, do it in a respectful, professional way.
 - Many stakeholders do not understand the difference between a board director and a member of the Policy Advisory Board of Nominet. PAB members should bear in mind that external stakeholders may view a communication from a PAB member as a communication from Nominet.

- Care should be taken in communications with external stakeholders. PAB members should exercise judgement, discretion and common sense.
 - The tone and content of a PAB member's communication should not harm the reputation of the PAB, or of Nominet. Personal attacks, libellous and insulting comments should be avoided.
 - Don't attack Nominet staff – they can't answer back. If you've got a problem with the way things are being done, raise it with the management direct.
 - It is inappropriate for PAB members to enter into dialogue with people who are threatening or engaged in ongoing litigation or DRS cases with Nominet. An exception would be if the PAB member's day-to-day work involved them in a DRS case, but care should be taken to avoid conflicts of interest where possible.
 - If legal action against Nominet is threatened, then any correspondence on behalf of the PAB (if necessary at all) should be channelled through the PAB chair, with the support of the PAB secretariat.
- **Should the code contain any obligations of confidence?**
 - The default position is that communications between Nominet and the PAB will be public, to promote openness and transparency, and to keep members informed.
 - There should be some obligations of confidence or secrecy, but confidential communications should be the exception, not the rule.
 - Where a PAB member or Nominet's executive wishes a communication to be confidential, then this should be clearly flagged up in advance (prior to disclosure), and documents marked "in confidence". In these circumstances, PAB members will respect confidentiality.
- **How should PAB members deal with any media enquiries?**
 - The sub-committee felt that there is a difference between responding to media enquiries and proactively seeking out media attention.
 - **Responding to enquiries.** PAB members are not required to respond to any media enquiries. All media enquiries for Nominet should be reported to the Director of Communications; any media enquiries for a comment from the PAB should be referred to the PAB Chair. One member of the sub-committee suggested "don't say anything at all, or put it in writing and keep a copy".
 - **Proactively seeking media attention.** PAB members are expected to exercise judgement, discretion and common sense. PAB members should make it clear that they are speaking as individuals and not on behalf of the PAB, but should also be aware that this distinction may not be reported accurately. PAB members should consider the likely impact of their comments on the reputation of the PAB, and of Nominet.
- **How are breaches of the code dealt with and by whom?**
 - The subcommittee agreed that the overall aim is for the PAB to regulate its own behaviour, and for formal references under the Code of Conduct to be extremely rare.
 - The reporting point is the PAB Chair. If the PAB Chair is the subject of a complaint, this should be raised with the Chair of Nominet.

- There would be a scale of sanctions – reprimand, severe reprimand, suspension for one or more meetings and immediate removal from office for gross misconduct.
 - The PAB Chair would investigate the allegation.
 - The PAB Chair can issue a reprimand.
 - If the PAB Chair felt a more serious sanction was deserved, then the matter would be referred to a PAB Disciplinary Committee consisting of the PAB Chair, one elected member, one appointed member. [The PAB Chair would select the Disciplinary Committee]. There would be an option to invite a senior member of Nominet staff if it was felt appropriate, but there would be no obligation or expectation that this would happen.
 - If a matter was referred to the Committee, then the PAB Chair would inform the Nominet Executive, and at the PAB Chair's sole discretion may inform the PAB member's employer.
 - The Committee could call on the PAB Secretariat for legal advice.
 - If the Committee recommended removal from office, this would be put to a vote of the PAB (simple majority).
 - There would be an appeal to the Board of Nominet, whose decision would be final.
- **How would decisions be publicised?**
 - A reprimand would not be made public
 - Any more serious sanction would be reported back to a PAB meeting, and recorded in the meeting notes.
- 7. What should the Code not cover?**
- It should not interfere with legitimate criticism, or expression of opinion.
 - Any criticism should be done with respect.
- **What about those already bound by a code?**
 - The subcommittee did not expect that there would be conflicts between the PAB code and existing codes.
 - If a conflict should arise, then the PAB member should seek advice from the PAB chair.
- 8. What other things should be considered?**
- **How often should the Code be reviewed, and by whom?**
 - The subcommittee preferred not to set a time period for review. The code could be reviewed by the PAB Chair in consultation with the PAB Secretariat on request. The PAB would decide when it would be reviewed.
 - **How should the code of conduct be announced?**
 - If a code was adopted, this would be recorded in the PAB meeting notes, and the code itself published on Nominet's website.
 - Nominet could also consider a formal announcement or mention in a newsletter.
- 9. Next steps**
- It was agreed that ET would circulate a note of the meeting for agreement by the sub-committee
 - Hazel Pegg as sub-committee chair would present the sub-committee's recommendations to the September PAB meeting

- If the full PAB was in agreement with the sub-committee's thinking, the sub-committee would produce a draft code of conduct for presentation at the November meeting.