

Governance Review PAB Issues

Resolutions and outstanding issues

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1. Introduction

As a result of the Board’s Governance Review, a number of issues relating to the Policy Advisory Board were identified by both PAB and Board members. These issues were first raised at the January 2006 meeting of the PAB, and have been discussed at each subsequent meeting. The May and July PAB meetings focused on the issues in detail. Unfortunately, we did not have sufficient time to complete discussions at the September meeting.

This paper sets out the outstanding issues with the aim that the PAB conclude its discussions at the November 2006 meeting.

In summary, the outstanding issues are:

- PAB title
- PAB Code of Conduct
- Payment for PAB members
- The Role of the PAB attached at Appendix 1.

At the September meeting, it was reported that the Code of Conduct sub-committee would be preparing a draft for presentation at this meeting. As agreed at the September meeting, the Chief Executive circulated an e-mail asking for PAB members’ individual responses on the three other outstanding issues. Four elected PAB members responded to this e-mail.

2. Where we are on the issues

2.1 The PAB Title

This issue was discussed at length at both the May and June meetings, but no agreement was reached. At the September meeting, the Executive requested that individual PAB members make their views known by e-mail.

So far, we have received feedback from 4 elected PAB members on this issue. Their views can be summarised as:

- 2 objected to changing the name at all, saying that any confusion was a wider communications issue.

- 1 drew attention to several other Advisory Boards (eg the DTI’s Sustainable Energy Policy Advisory Board), and said that the issue of legal liability was “not a name issue”.
- 1 saw no reason to change or potential for confusion, but could live with “Policy Advisory Council”.
- 1 would accept Policy Advisory Council but would prefer Policy Advisory Body (so the PAB acronym would remain the same)

The lack of responses from other PAB members is given to indicate that this issue is not of major interest to them. Moreover, there is a divergence of views amongst those who did respond.

In previous papers, the Executive has reported that feedback from the membership suggests that there is confusion about the role of the PAB. A number of members and others 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.

The Executive recommendation that the name be changed to ‘Policy Advisory Council’ remains unchanged.

2.2 Code of Conduct

The Code of Conduct sub-committee met on 12 October to consider a draft Code, which has since been amended and circulated to members of the sub-committee.

We recommend that the PAB adopt a code of conduct, wording to be agreed by the PAB and approved by the Board in the usual way.

2.3 Payment for PAB Members

At the September PAB meeting, the Executive requested that all members of the PAB make their views known about payment for PAB members. Since then, responses from 12 PAB members have been received. Thanks to all those who took the time to make their views known.

In total, 5 were in favour of payment, 3 were against, and 4 either had no current view or did not mind. We did not have responses from two PAB members. The comments received are summarised below:

In favour of payment	Against payment	No view/ don’t mind
Would be compensation for effort	Would undermine independence, strongly against payment	No benefit to the employer
Would require careful management and evaluation	The PAB is a voluntary role, could lead to people with different motives standing	Would decline payment
Payment should be offered to the PAB member’s employer	Not necessary, Could compromise transparency and neutrality.	
Would help make proper contributions. Feel strongly that payment should be made.		

Having reviewed the responses, and given consideration to the comments made both within meetings and in private responses, it seems that this is an issue on which PAB members’ views diverge significantly. It is currently hard to see a way through which would satisfy all parties.

Another key stakeholder in the payment discussion is Nominet’s Board (as the potential paymaster). The Executive will therefore share the above information with the Board.

2.4 The Role of the PAB [previously called Matters Reserved for the PAB]

Individual PAB members were asked for their views on the Role of the PAB (at Appendix 1). We received 2 responses on this issue:

- Generally happy with appendix 1 as “the role of the PAB”, but there are some grammatical issues that will need cleaning up at some point.
- Needs a redraft. “It seems designed to restrict and limit the PAB and make the PAB members beholden to Nominet”.

We have changed the title in response to one suggestion. Otherwise, given the lack of responses, we again recommend that “the Role of the PAB” as set out in Appendix 1 be adopted by the PAB.

Appendix 1: The Role of 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 setting up working groups and/or sub committees as appropriate. (The terms of reference for these committees will specify the relevant responsibilities).