

Hi, Nominet

I am responding to the current governance consultation document so that my views can be understood ahead of the AGM. My response is offered as a small member.

Broadly I support most of the governance proposal questions and think that most of their aims are fairly non-contentious attempts to bring the Mem & Arts into line with company law and best practice.

Where I disagree is :

3. Board

Non-elected board members, selected on the basis of experience. I broadly support the desire to make the board more experienced, but I think Nominet should publish the list of skills which the board are lacking, (e.g. legal ? financial ?) and then the membership should propose and second candidates for these roles who would satisfy the skills shortages. The candidate board members need not be members themselves at the time they are put forward. I do not support a board composition whereby elected directors do not outnumber appointed directors. Nominet would be able to put forward a specialist director of their recommendation.

Importance of having non-execs that are independent of the industry
Independence from the internet industry may well lead to inexperienced board members who can not offer the specialist understanding of the internet and Nominet's role that all directors should have. I do not support any bid to broaden the board composition to a majority of non internet specialists.

3.1 Composition

Why 3 non-elected non-execs ? What will another person bring to the board that the two we have today do not ?

Why will directors serve for 'usually' six years ? Does this mean they should stand down ? Must ? Might ? We need to be less ambiguous.

Broadly support de-coupling of Chairman/MD role.

If board members will be back-ratified at the AGM, why not just elect whole board at AGM ?

5. Fees

Have been following heated debate on non-steer regarding fees. I do not think it is fair for the membership to ask what Nominet could mean when they talk about things that we do not yet understand causing pressure on cost and the pricing model - if we knew what every condition was, they could be explicitly listed in the consultation. I think that the board should have the ability to vary all prices in the upward direction, up to 100 % of the price as last ratified by the membership. The membership will have to ratify the decision at a following general meeting, with a simple majority. I think this compromise allows Nominet a great deal of flexibility, whilst retaining the membership's rights.

Looking forward to the AGM and happy to discuss this with you.