

## **PAB, our purpose and future – June 2002**

Report from sub committee meeting held on 25 April 2002.

Those present:

James Cronin,	Elected PAB member
Lesley Cowley,	Nominet Executive
Gordon Dick,	Elected PAB member and sub-committee chair
Michael Duggan,	PAB-appointed PAB member
Steve Dyer,	CoM-appointed PAB member
Clive Feather,	Elected PAB member
Peter Gradwell,	Elected PAB member and PAB chair
Felicity Hoad,	Nominet Management and PAB Secretariat
Sue White,	PAB-appointed PAB member

### **PAB Definition**

#### **What was the rationale behind the formation of the PAB?**

The PAB was created as a channel between the UK Internet Community and the Council of Management; it was devised to represent the views of the key stakeholders in the UK DNS.

Back in 1996, there were 100 Nominet members who represented the UK Internet Community. It was a relatively easy task to take soundings from this community and devise policies that were in its best interests. The UK Internet Community has grown to include 2,700 members of Nominet, as well as 3 million plus domain name registrants. This is now a much broader community of interest that Nominet has to serve, and hence the PAB.

#### **What is the PAB there to do?**

It was agreed that the PAB is a think-tank (the definition of think-tank is: consultative committee: a committee of experts that gives advice or undertakes research or gives advice).

The sub committee agreed that the PAB is not the sole method for consultation with the UK Internet Community. For example, there were instances such as the DRS Review that would require public consultation in addition to seeking the views of the PAB.

It was agreed that the PAB was just one channel of communication between the membership and Nominet. Other methods might include contacting the MD directly, lobbying a CoM member, contacting a member of staff. It needed to be communicated to members that the PAB is not a catch-all.

#### **What is Policy?**

The sub committee was reminded that the PAB exists to give advice to Nominet: it is the Nominet PAB.

Although it was agreed that the PAB was originally formulated to look at policy, it is difficult to demarcate between policy and strategy. However, it was pointed out that the PAB members were not shadow directors of the company.

The PAB needed to be clearer during meetings that it should only make Policy recommendations. For example, it could suggest Nominet undertakes more research

into its membership, but it could not recommend Nominet employ 2 people and spend £10K to achieve this except by way of an example. It was agreed that policy is everything that is not operational. PAB members therefore have a relatively free hand as to the types of issues that they can raise at meetings. (If it affects any of the stakeholders, it counts!)

## **PAB Composition**

### **What is the role of PAB Members?**

It was agreed that the PAB members should be looking out for issues to bring to meetings, as well as reacting to issues that were raised amongst the broader community.

PAB members are not intended to represent any particular interest; they are individuals who are supposed to consider and weigh up the advantages to all stakeholders. It was pointed out that many come to meetings wearing multiple hats. It was clear that the appointed members are not there to act only in the interest of the particular organisation or group they represent. (For example, a representative of the DTI is not necessarily speaking as the DTI would).

### **What is the role of the CoM Members on the PAB?**

The CoM members were valued as they informed discussions with the knowledge they had from CoM information. They were seen as the "wise men" but again specifically are there as individuals not speaking on behalf of Nominet or the CoM.

### **Do the appointed members have enough representation?**

Nominet had received criticism for the PAB being too weighted in favour of the Internet Industry (ie 10 industry versus 5 non-industry members). Some argued that it was appropriate to have industry insiders debate what are often specialist issues. The Executive did have concerns that this criticism of the PAB structure places strains upon how and in what way Nominet can rely on the PAB as the means of planning policy and as such it was agreed that we should address this.

The sub-committee recommends that an additional three places should be made available on the PAB for appointed members.

### **PAB Elections**

It was recommended that, assuming current meeting schedules remain unchanged, the PAB chair should call for nominations for election to the PAB at the start of January with voting starting in February and the ballot closing in the first week of March. This allows for any new PAB members to familiarise themselves with the workings prior to the April meeting.

It was recommended that the PAB rules should be amended in order that a PAB member should take up their position officially upon the announcement of election results to help with the familiarisation process.

## **Nominet Attendance**

The Nominet staff who should be present at meetings at PAB Meetings are:

1. The PAB Secretariat.

The sub-committee recommends that the PAB should generalise its previous request to Nominet with regards to the composition of the secretariat. In doing so that we should ask Nominet to provide the secretariat and ensure that whoever provides that function is able to advise on correct process and procedure. The PAB could however request the composition of the secretariat remains reasonably consistent.

2. Project Managers who are called in to discuss a particular issue that has been tabled. They will be invited by the Chair.
3. At least one of the Executive Directors, to inform the discussions and to ensure the Executive understands the reasoning for PAB recommendations.

### **PAB approach to work**

#### **Agenda**

It is recommended that regular items for the agenda should include:

1. Adoption of minutes of previous meeting
2. A report from the CoM on what it has been doing and current issues
3. A report from the Executive on what it has been doing and current issues
4. Topics that have been covered on nom-steer (titled individually as sub-sections of this item).
5. Urgent Business (specifically not to be used as a method of A.O.B. due to time constraints on meetings.)

The sub-committee recommends that agenda should be published on the public web site two weeks in advance of the meetings. It is recommended that papers tabled should also be published publicly where there is no legitimate reason not to do so. It was specifically noted that where there are issues of data protection or legal implications or particular sensitivities then these are considered legitimate reasons not to publish publicly.

It is recommended that it should be made clear that the publication of the agenda is final and not an invitation for additional items and that the deadline for submissions for the agenda should be made clear in advance. Nominet should also make sure it publishes the information regarding how to get items onto the PAB agenda.

It is recommended that items on the agenda should state the origin of agenda items (for example pab-suggest or PAB member or Executive or CoM).

#### **Minutes of Meetings**

The minutes should include the decision that the PAB reached, as well as the rationale for how it got to that decision.

#### **Meeting location**

The sub-committee recommends that the PAB should hold some (it was suggested approximately half) of their meetings in Oxford and for those meetings to be combined with the option of PAB members to spend a portion of the day meeting with staff and looking further at the workings of Nominet to ensure PAB members remain up to date in their understanding. This would also serve to reduce the pressure on Nominet with regards to project managers attendance at meetings.

#### **PRE/POST-PAB Meeting interaction**

The sub-committee recommends that the PAB should publish an annual report of its activities. It was suggested this could be published at the AGM.

PAB communiques should be published monthly - up to a couple of weeks after a meeting with a report of the meeting and a couple of weeks before a meeting with the publication of the agenda.

## **PAB Rules alterations**

The sub-committee accepted that there were issues from the outcome of their meeting to be tidied up in the current PAB rules.

The sub-committee chair undertook to flag up some specific areas of the rules that should be looked at and the PAB should ask the lawyers to re-draft the rules accordingly and for them to be presented to the PAB for acceptance or alteration.

The PAB chair requested the sub-committee chair provide a draft of the new PAB rules taking the following into account, this has been provided as an appendix.

Section regarding membership of the PAB should be updated from saying "Up to five appointed organisations" to "up to eight appointed organisations". The PAB may want to consider if the definition of a quorum should be altered or not.

Section regarding elected members, remove the word "postal" from the phrase "postal ballot" to give flexibility to use electronic ballots in the future.

Section regarding elected members, ensure that the wording of the scheduling of the elections is consistent with the intention for election scheduling.

Section regarding elected members, correct the typo regarding members retiring from biannual to biennial.

Section regarding elected members, update to take account of the fact that PAB members should now join the PAB on announcement of the election results rather than 1st April.

Sections regarding the start-up phase of the PAB can now be removed in order to clean up the rules and make them clearer.

Section regarding appointing a replacement of an elected member that resigns should be tidied up.

Section regarding when the PAB reviews appointed organisations participation could be clarified - is that intended to be the first meeting of the new PAB?

Section regarding reporting this should be updated to take account of the creation of a secretariat provided by Nominet.

## **RECOMMENDATIONS**

The following is a summary of recommendations from the sub-committee:

1. The PAB should not be seen by Nominet as an alternative to consultation with the internet community.
2. That it should be made clear to members what routes they have for bringing up issues and for getting items placed upon agendas of PAB or CoM meetings as relevant.
3. The PAB should ensure it only makes policy recommendations.
4. That Policy should be classed as anything that is not operational.
5. That PAB members should not be considered to be representing particular groups of interest but should be seen as a think tank bringing many views together. Members of the PAB are giving views as individuals with experience and not necessarily representing the organisation or employer that lead to them being on the PAB.
6. That an additional 3 places, taking the total to 8, should be made available on the PAB for PAB-appointed members.

7. The PAB may wish to consider if the quorum of 8 should remain given the recommendation to increase the number of PAB members.
8. The PAB may wish to consider if the issue of proxy votes at PAB meetings should be included in the PAB rules.
9. The Chair should call for nominations for elections at the start of January, voting should start during February and the ballot should close in the first week of March.
10. That PAB members should take up their position on the PAB on announcement of election results rather than on April 1st.
11. That the PAB should generalise its previous request to Nominet regarding the composition of the PAB secretariat and ask that Nominet provides secretariat rather than specifying particular members of staff.
12. That project managers should be called to meetings by the PAB Chair to discuss issues that have been tabled.
13. Whenever possible at least one Executive director should attend PAB meetings.
14. That regular items should appear on the PAB agenda (as detailed in "PAB approach to work" section).
15. That the agenda is published publicly.
16. That PAB papers should be published publicly except where there is reason to remain private.
17. The publication of the agenda should be taken as final and only urgent business should be dealt with over and above the agenda items at the discretion of the chair.
18. Agenda items should state where they originated from (e.g. pab-suggest, PAB member, Executive, CoM).
19. Meeting reports should include rationale as well as the decision.
20. That the PAB holds approximately half of its meetings at Nominet offices currently in Oxford.
21. That the PAB should publish an annual report on its activities.
22. PAB communiques should be published monthly - prior to a meeting with an agenda and after a meeting with a report.
23. That the PAB rules should be updated to reflect recommendations and to make them clearer. The PAB should request that the lawyers work with these recommendations and appendix A to finalise the rules for approval by the PAB.

## **APPENDIX A - Updated PAB Rules**

This is an appendix to the report from the sub-committee supplied by the sub-committee chair on request from the PAB chair but does not form part of the sub-committee report nor has it been approved by the sub-committee.

The following is a first redrafting of the PAB rules. It is intended that the PAB consider, amend and approve them prior to Nominet asking the lawyers to ensure they are correctly worded for final approval by the PAB and then adoption by the CoM.

## 1. Status

[DRAFT Section to be updated appropriately at the time of adoption - These Rules were established as a bye-law of Nominet UK, under Article 51 of its Articles of Association by the Council of Management, at its meeting on 19 January 1999. ]

## 2. Role

- A. The PAB is a think tank, a consultative committee of experts, that gives advice to Nominet UK.
- B. The PAB considers the interests of the different stakeholders in the .uk Top Level Domain.
- C. Many of its members are likely to be (individuals) associated with the (corporate) members of Nominet UK. Members of the PAB do not necessarily represent the views of a particular group or organisation but are there as experienced individuals to consider the issues.
- D. The PAB operates in addition to the Executive staff, Council of Management and Steering Committee, but replaces any former sub-committees (of the Steering Committee). A reference to any of these bodies in these Rules assumes that they are the bodies pertaining to Nominet UK.
- E. The PAB develops proposals for policies and rules, for consideration by the membership of Nominet UK and/or the Council of Management.
- F. Policy is considered to be everything that is not operational.

## 3. Membership

### A. Number of Members

- 1. Two of the members of the PAB are non-executive directors of Nominet UK. They shall be referred to as CoM-appointed PAB members. Their nomination is governed by paragraph 3B.
- 2. Eight of the members of the PAB are elected by the Steering Committee. They shall be referred to as Elected PAB members. Their election is governed by paragraph 3C.
- 3. Up to Eight of the members of the PAB are appointed organisations. They shall be referred to as PAB-appointed PAB members. Their appointment is governed by paragraph

3D.

B. Council of Management appointed members

1. These members of the PAB are nominated by the Council of Management. The numbers of which are determined by paragraph 3A1.
2. Such a member will cease to be a member of the PAB on:
  - A. notice in writing to the Chair of the Council of Management;
  - B. notice in writing by the Chair of the Council of Management on a resolution of the Council of Management;
  - C. ceasing for whatever reason to be a member of the Council of Management.
3. In any of these circumstances the Council of Management shall nominate a replacement to the PAB from the remaining non-executive directors.

C. Elected Members

1. These members of the PAB will be elected by a ballot of the members of Nominet UK:
  - A. The numbers of which are determined by paragraph 3A2.
  - B. Elections will take place using the Single Transferable Vote system.
  - C. Each member of Nominet UK will have one vote in the ballot.
  - D. This process will apply to all elections.
2. The elected members retire by rotation on a biennial basis:
  - A. Half of the elected members retire each year.
  - B. Elected members serve on the PAB for a period of approximately two years beginning immediately upon announcement of PAB election results and finishing on the day the election results are announced in the year they retire.
  - C. Elections will be held once a year. Nominations for election will normally be sought by the chair of the PAB in January and will be voted on in March.

3. Ceasing to be an elected member of the PAB:
  - A. Should an elected PAB member resign from (or for whatever reason cease to be a member of) the PAB, (other than in the month prior to the PAB election) the remaining members of the PAB may appoint a person who is willing to act to fill the vacancy. Such a member will be referred to as a Nominated PAB member. Nominated members will be regarded as elected members for the purpose of these rules. (Provided that the appointment does not cause the number of elected to exceed the number of positions set for elected members.)
  - B. If, however, any elected member ceases to be a member of the PAB in the month of prior to an election then the seat will remain vacant until the forthcoming election.
4. A member of the PAB who has been appointed in accordance with paragraph 3C3 shall only hold office until the next election. If not elected at that election he or she shall vacate office.
5. The elected PAB members are elected as individuals, and accordingly they will not be required to leave the PAB on a change in their employment, or on ceasing to hold any particular office.
6. The elected members of the PAB need not be (employees of) members of the Steering Committee.

#### D. PAB Appointed Members

1. In each year, at the first PAB meeting after an election, the whole PAB will invite organisations to join (or rejoin) the PAB. The numbers of which are determined by paragraph 3A3.
2. Should any organisation resign from the PAB the PAB should invite another organisation, which is willing to act, to fill the vacancy.
3. In order to provide continuity, appointed member organisations are encouraged to ensure that they are represented at meetings by the same individual.

#### E. Dismissal

1. Any member of the PAB shall be deemed to have resigned on the unanimous vote of all the other PAB members.
2. In this instance absentees and abstentions shall count as votes against the motion to dismiss the PAB member.

#### 4. Chair

##### A. Election

Following the elections for members of the PAB each year the PAB will elect a Chair by majority vote at their next meeting.

##### B. Resignation

1. The Chair will remain in position until the beginning of the first meeting after the election of PAB members, unless prior to that date the person resigns from the Chair, or the PAB, or, ceases to be a member of the PAB or is removed under paragraph 3E or 4C.
2. In any of these cases the PAB will as soon as practicable elect a Chair by majority vote either at a specially convened meeting or by a ballot in writing. This person will then remain the Chair until the beginning of the first meeting after the following the election of PAB members.
3. If the resignation of a Chair only takes effect from the election of a replacement, then the resigning Chair will supervise the meeting or ballot to elect the replacement Chair.
4. If the resignation of a Chair takes immediate effect, then the Council of Management will nominate an interim Chair to supervise the process of electing a replacement Chair.

##### C. Change

1. The PAB may consider a motion to replace its Chair at any time.
2. Such a motion must be considered at a properly convened meeting, and the motion must be detailed in the notice calling the meeting.
3. Paragraph 5C is to be noted in considering such a motion.

#### 5. Meetings

##### A. Number

"The PAB will hold at least two meetings a year.

##### B. Conduct

"The PAB may regulate its meetings and its decision making as it shall think fit, subject only to paragraphs 5A and 5C.

##### C. Consensus

1. The PAB will reach its recommendations by consensus wherever possible.
2. In the event of a ballot, then each member (whether elected or appointed) will have one vote.
3. In the case of an equality of votes on any question the Chair shall have a second or casting vote.

#### D. Reporting

1. Agendas of PAB meetings will be published on the public web site in advance of meetings.
2. Nominet UK will provide a secretariat for the PAB in order to draft meeting notes of each meeting to be approved by the PAB and then posted to the appropriate page on the Nominet UK web site.

#### E. Quorum

1. The quorum necessary for a meeting of the PAB shall be eight members.
2. However, if for any reason the PAB has less than eight members, the whole PAB shall be considered to constitute a quorum, but only for the purpose of filling the necessary vacancies by appointment (in the same manner as in paragraph 3).

#### F. Telephone Conference

A member entitled to attend a physical meeting of the PAB may participate by means of a telephone conference or other facility whereby all people participating in the meeting can hear each other.

#### G. Additional Meetings

The Chair of the PAB may (and at the request of any five members of the PAB shall) summon a meeting of the PAB at any time, subject to the notice requirements set out in paragraph 5H.

#### H. Notice

1. At least fourteen days written notice of meetings, and the business to be transacted, must be given to members.
2. The Chair (or if there is no Chair, the Managing Director of Nominet UK) may give notice to a member of the PAB by hand delivery, pre-paid post, fax or e-mail at the member's last known postal or e-mail address or fax number.