

Amendments to the PAB Rules

For information

1. Summary

The attached paper, with revised PAB rules, is for information only. The changes were approved at the December Board meeting.

It will be recalled that Willie Black presented the outcome of his review of the PAB at the October PAB meeting. In December, the issue of Board members' participation at PAB meetings was discussed again, and agreement reached. The draft reflects the PAB's resolution:

The PAB resolved to recommend to the executive that the PAB rules should be amended such that: (i) the existing two non-executive members of the Board should become non-voting PAB members but should continue to contribute to the quorum; (ii) all PAB members and other attendees should continue to participate fully in the discussion.

2. Revised Rules

The draft presented includes the following substantive changes:

- Participation of appointed board members (3B)
- Payment of the Chair (4A)

Resolution (ii) from December's PAB meeting is not fully reflected, since it does not also deal with participation by the Executive (whom the PAB did not wish to discourage from participation in meetings at the current level). This is a conscious omission, since attendance by the Executive is not covered at all in the current PAB Rules.

Policy Advisory Board Rules

1. Purpose

These Rules were established on 19 January 1999 and amended by the Board on 18 December 2002 following a recommendation to do so by the PAB. The PAB gave six months advance notice the members, and no objections were received. They were further amended in December 2004 by the Board after a recommendation to do so by the PAB.

2. Introduction

A. Role

a. The PAB represents the interests of the different stakeholders in the .uk Top Level Domain. Many of its members are likely to be (individuals) associated with the (corporate) members of Nominet UK.

b. The PAB will operate in addition to the existing executive staff, Board and Nominet Membership, but will replace any former sub-committees (of the Nominet Membership). A reference to any of these bodies in these Rules assumes that they are the bodies pertaining to Nominet UK.

c. The PAB will develop proposals for policies and rules, for consideration by the membership of Nominet UK and/or the Board.

B. Membership

a. The membership of the PAB comprises:

- * Two of Nominet's non-executive directors
- * Eight members elected by the Nominet Membership
- * Up to eight appointed organisations

3. Membership

A. Number of Members

a. Two of the members of the PAB are non-executive directors of Nominet UK. Their nomination and function is governed by paragraph 3B.

b. Eight of the members of the PAB are elected by the Nominet Membership. Their election is governed by paragraph 3C.

c. Up to eight of the members of the PAB are appointed organisations. Their appointment is governed by paragraph 3D.

B. Member from the Board

- a. Two of the members of the PAB are nominated by the Board.
- b. They shall not be entitled to vote, but shall be entitled to attend and speak at meetings, and shall continue to count for the purposes of the quorum.
- c. Such members will cease to be members of the PAB on:
 - * notice in writing to the Chair of the Board;
 - * notice in writing by the Chair of the Board on a resolution of the Board;
 - * ceasing for whatever reason to be a member of the Board.
- d. In any of these circumstances the Board shall nominate a replacement to the PAB from the remaining non-executive directors.

C. Elected Members

- a. Eight members of the PAB will be elected by a ballot of the members of Nominet UK:
 - * Elections will take place using the Single Transferable Vote system.
 - * Each member of Nominet UK will have one vote in the ballot.
 - * This process will apply to the initial and all subsequent elections.
- b. The eight elected members will retire by rotation on a biannual basis.
 - * 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.
- c. Should an elected PAB member resign from (or for whatever reason cease to be a member of) the PAB, (other than in the month of March) the remaining members of the PAB may appoint a person who is willing to act to fill the vacancy. (Provided that the appointment does not cause the number of elected members of the PAB to exceed eight.)
- d. If, however, any elected member ceases to be a member of the PAB in the month of March then the seat will remain vacant until the forthcoming election.
- e. A member of the PAB who has been appointed in accordance with paragraph 3Cc shall only hold office until the next election. If not elected at that election he or she shall vacate office at the end of the next meeting.
- f. The eight 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.
- g. The eight elected members of the PAB need not be (employees of) members of the Nominet Membership.

D. Appointed Member

- a. Each year, after 31 March, the whole PAB will invite up to eight organisations to join (or rejoin) the PAB.
- b. Should any organisation resign from the PAB (other than in March), the PAB should invite another organisation, which is willing to act, to fill the vacancy.
- c. In order to provide continuity, appointed member organisations are encouraged to ensure that they are represented at meetings by the same individual.

E. Dismissal

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

4. Chair

A. Existence and payment

The PAB will have a Chair, who will be paid by Nominet UK at the level set by Nominet UK's Board from time to time.

B. Election

At the first meeting following the annual elections of member appointments to the PAB, the PAB will elect a Chair by majority vote.

C. Resignation

- a. In each year the Chair will remain in position until the beginning of the first meeting after the following 31 March, 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 4D.
- b. 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 31 March.
- c. 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.
- d. If the resignation of a Chair takes immediate effect, then the Board will nominate an interim Chair to supervise the process of electing a replacement Chair.

D. Change

- a. The PAB may consider a motion to replace its Chair at any time.
- b. Such a motion must be considered at a properly convened meeting, and the motion must be detailed in the notice calling the meeting.
- c. Paragraph 3E 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 paragraph 3E.

C. Consensus

- a. The PAB will reach its recommendations by consensus wherever possible.
- b. In the event of a ballot, then each elected or appointed member (but not nominated members (3B)) will have one vote.
- c. In the case of an equality of votes on any question the Chair shall have a second or casting vote.

D. Reporting

The Chair of the PAB will nominate a member to prepare a note of each meeting which will be posted on the appropriate page on the Nominet UK web site.

E. Quorum

- a. The quorum necessary for a meeting of the PAB shall be eight members.
- b. 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 paragraphs 3Cc and 4Cc).

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

- a. At least fourteen days written notice of meetings, and the business to be transacted, must be given to members.

- b. 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.