

# PAB Rules review

## 1. Introduction

In the 2008 work programme, the PAB agreed to include a review of its rules on the July agenda. The last revision of the rules was in March 2007: since then the Board has decided to appoint a single non-executive director to the PAB. At its May meeting, the PAB agreed to ask the Board to consider whether it should re-draft the PAB rules to make it clear that the Board could appoint a single representative. Earlier discussions in the PAB have accepted that the rules allow a single representative, but considered that the wording could be made clearer.

The PAB has carried out its review of performance (May 2008): it is appropriate to re-examine the PAB rules in the light of decisions made at that meeting.

In the Annex, the Executive proposes modifications to the PAB rules to clarify the reference to the number of directors (paragraphs 4.1.1 and 4.2). In addition, the draft proposes a consequential amendment (paragraph 1) and a number of minor drafting corrections (paragraphs 3.1 and 4.5). The PAB is invited to approve these proposed changes.

PAB members are invited:

- To consider the amendments to the current text identified in the annex; and
- To consider whether the current rules need further amendment, in the light of the discussion on PAB working methods.

## PAB rules: Proposed Draft Amendments

### 1. History

This is version ~~65~~ of the PAB Rules, adopted by the Board with effect from ~~1 March 2007~~~~dd month yyyy~~. The PAB Rules were first established on 19 January 1999 and subsequently amended by the Board in December 2002, December 2004, March 2005, ~~and~~ March 2007 ~~and [month] 2008~~ following recommendations by the PAB.

### 2. Definitions

- 2.1. In this document the following words shall have the following meanings unless the context requires otherwise:
- 2.1.1. "PAB", "Board", "membership", "executive", "staff" or "director" mean the relevant body or person(s) pertaining to Nominet UK;
  - 2.1.2. "clear days" shall exclude both the events delimiting them; and
  - 2.1.3. unless qualified by "calendar", the term "year" shall refer to the "PAB Year", which runs from one "PAB New Year" to the day before the next. "PAB New Year" is the later of (a) 1st April or (b) the day after the results of the elections for the elected PAB Members (see section 4.7) are published. The "Closed Period" runs from 1st March until the end of the "PAB Year".
  - 2.1.4. "Dismissal" shall have the meaning as set out in paragraph 4.17 below.

### 3. Role

- 3.1. 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.
- 3.2. The PAB will operate in addition to the existing executive staff, Board and membership.
- 3.3. The PAB will develop proposals for policies and rules (as opposed to operational matters), for consideration by stakeholders and/or the Board, and consult with interested parties where appropriate. The PAB may discuss matters of its own motion, or matters suggested to it by the Board, membership or public.
- 3.4. The decisions of the PAB are not binding on the Board, but the Board will seriously consider them.

### 4. Membership

#### *Types of Membership*

- 4.1. There are three types of PAB Membership:
- 4.1.1. Nominated: ~~up to~~ two non-executive directors of Nominet (see paragraphs 4.2 to 4.4);
  - 4.1.2. Elected: eight members elected by the membership (see paragraphs 4.5 to 4.11); and
  - 4.1.3. Appointed: up to eight appointed organisations (see paragraph 4.12 to 4.15).

#### *Nominated Board Members*

- 4.2. ~~Up to~~ two of the PAB Members shall be non-executive directors, nominated by the Board from time to time.
- 4.3. They shall not be entitled to vote, but shall be entitled to attend and speak at meetings, and shall count for the purposes of the quorum.
- 4.4. They will cease to be PAB Members on:
  - 4.4.1. notice in writing to the Board Chair;
  - 4.4.2. notice in writing by the Board Chair acting on a resolution of the Board;
  - 4.4.3. ceasing for whatever reason to be a member of the Board; or
  - 4.4.4. in accordance with paragraph 4.17.

#### *Elected Members*

- 4.5. Eight PAB Members ~~shall will~~ be elected by a ballot of the members.
- 4.6. These PAB Members shall be entitled to vote, to attend and speak at meetings and shall count for the purposes of the quorum.

4.7. Elections of the elected PAB Members shall be held once per year. Nominations for election will be sought by the PAB Chair, normally in February, and the vote shall take place during the Closed Period, and at least 28 days after the first call for nominations. Elections shall use the "single transferable vote" system, and each member will have one vote.

4.8. The term of office for each elected PAB Member shall be two years.

4.9. If an elected PAB Member ceases to be a member of the PAB for any reason, the PAB may appoint a person who is willing to act to fill the vacancy provided that the appointment is made before the start of the Closed Period. The term of appointment only lasts until the end of the year, but in all other respects this replacement shall be treated as a normal elected PAB Member.

4.10. The elected PAB Members will cease to be PAB Members on:

4.10.1. expiration of their term of election;

4.10.2. notice in writing to the PAB Chair; or

4.10.3. in accordance with paragraph 4.17.

4.11. The elected PAB Members are elected as individuals, and accordingly they:

4.11.1. need not be members, or employees of members;

4.11.2. are not required to leave the PAB on a change in their employment, or on ceasing to hold any particular office; and

4.11.3. may stand for election as often as they wish.

#### *Appointed Members*

4.12. Up to eight organisations shall be members of the PAB. Each shall be entitled to send one representative to each PAB meeting. The representative shall be entitled to vote and speak at meetings, and shall count for the purposes of the quorum.

4.13. In order to provide continuity, appointed member organisations are encouraged to ensure that the same individual represents them at all meetings.

4.14. At the first meeting of each year, the PAB shall decide which organisations shall be invited to be the appointed (or reappointed) PAB Members for the year. Any change of PAB Membership takes effect at the end of the meeting.

4.15. An appointed PAB Member will cease to be a PAB Member on:

4.15.1. replacement in accordance with paragraph 4.14;

4.15.2. notice in writing to the PAB Chair; or

4.15.3. in accordance with paragraph 4.17.

4.16. If paragraphs 4.15.2 or 4.15.3 apply, and it is outside the Closed Period, the PAB should invite another organisation to replace them at its next meeting.

#### *Dismissal of a PAB Member*

4.17. The PAB may dismiss any PAB Member, or instruct an appointed PAB Member not to send a specific representative (either of which event shall be termed a "Dismissal"), upon a vote to this effect of at least 75 % of all PAB Members entitled to vote (excluding the PAB member under consideration for Dismissal). Such a motion shall only be considered at a duly convened meeting, and the pre-circulated agenda for such meeting must include the motion for Dismissal, together with full details as to how PAB Members may vote. It shall not be necessary for all PAB Members to attend such meeting. Voting may take place by attendance at the meeting in person, by telephone under paragraph 6.10, by post addressed to the PAB Chair or by proxy (duly completed in the form which is circulated prior to the meeting) and lodged in person, by post or delivered electronically to the PAB Chair. The PAB Chair must receive postal votes and duly completed proxy forms by the time of the commencement of the meeting. A Dismissal is not a bar to re-election of the same PAB Member at any time in the future.

## **5. The PAB Chair**

### *Appointment of PAB Chair*

5.1. The PAB shall appoint its own Chair from among the PAB Members (or, in the case of Appointed Members, their representatives from time to time) in accordance with paragraphs 5.3 and 5.4.

5.2. The PAB Chair will be paid by Nominet UK at the level set by the Board from time to time, but shall not be an employee.

#### *Election of the PAB Chair*

5.3. At the first meeting in each year, and at any subsequent meeting at which the PAB Chair is (or becomes) vacant, the PAB shall elect a PAB Chair from their number. Having held the position of PAB Chair previously is not a bar to selection.

5.4. The election for PAB Chair shall be the first item of substantive business (unless paragraph 5.6 applies). The PAB Chair shall be deemed vacant for this item and a PAB Chair Pro Tem (paragraph 5.8) appointed who shall not be a candidate for the PAB Chair. The new PAB Chair shall take office immediately that the result is known.

#### *Resignation of the PAB Chair*

5.5. The term of office of the PAB Chair shall end only if the PAB Chair:

5.5.1. ceases to be a PAB Member;

5.5.2. resigns by notice to the Board Chair;

5.5.3. is removed in accordance with paragraph 5.6; or

5.5.4. is not re-elected at the first meeting of the year.

#### *Dismissal of the PAB Chair*

5.6. The PAB may consider a motion to dismiss the PAB Chair. Such a motion shall only be considered at a duly convened meeting and the notice of this meeting must include the motion to dismiss.

5.7. Discussion of the motion shall be the first substantive business of the meeting: the PAB Chair may retain his or her position (or may excuse him/herself from the debate) but shall not unreasonably restrict debate on the motion. The vote requires an absolute majority (see 6.14) and the PAB Chair is not entitled to their normal vote (but can vote to break a tie, as per paragraph 6.15). If the motion passes, the PAB Chair is immediately vacant and paragraph 5.3 shall apply.

#### *Pro Tem PAB Chair*

5.8. If the PAB Chair is absent or the position is vacant during any part of any PAB Meeting, the PAB Members present shall appoint a PAB Chair Pro Tem from among their number who shall carry out all the duties of PAB Chair until a formally appointed PAB Chair is present, or the end of the meeting, whichever comes first.

## **6. Meetings and Procedures**

### *General*

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

6.2. The PAB may regulate its meetings and its decision making as it shall think fit, subject only to these Rules.

6.3. The PAB Chair will arrange for minutes of each meeting to be prepared and, after agreement, to be posted on the Nominet UK website.

### *Calling Meetings*

6.4. The PAB Chair may summon a meeting of the PAB at any time.

6.5. If any five members of the PAB so request, the PAB Chair (or if the post is vacant, the Nominet Chair) shall summon a meeting of the PAB to be held no later than twenty eight clear days after receiving the request.

6.6. At least seven clear days notice of the date, time and place of PAB meetings, and the business to be transacted, must be given to PAB Members.

### *Quorum*

6.7. The quorum necessary for a meeting of the PAB shall be eight members.

6.8. If for any reason the PAB has less than eight members, then the quorum shall equal the number of PAB Members, but only for the purpose of filling the necessary vacancies by appointment (see paragraph 4.9 and 4.16).

6.9. If a meeting becomes inquorate during proceedings, then the PAB Chair shall formally note that it has become inquorate, and then decide whether to suspend or close the meeting, or allow it to continue and discuss the matters before it. If the meeting continues, it may only make preliminary decisions or recommendations which must be brought before the next quorate PAB meeting to be confirmed or rejected.

6.10. A PAB Member entitled to attend a PAB meeting may participate by means of a telephone conference or other facility whereby all people participating in the meeting can hear each other, and shall be counted in the quorum while so participating.

### *Voting and decision making*

6.11. The PAB should aim to reach its recommendations by consensus wherever possible.

6.12. If a matter should come to a vote, then each voting member will have one vote.

6.13. Unless a specific paragraph of these rules requires otherwise for a particular situation, the decision shall be by "simple majority" of the votes cast for or against, ignoring abstentions, vacancies and absentees.

6.14. Some paragraphs may require a "unanimous" vote or an "absolute majority". In these cases, any abstaining, non-voting or absent PAB Member (excluding nominated PAB Members and vacant posts) counts as a vote against the motion.

6.15. In the event of a tied vote, the PAB Chair (whether or not a voting member) shall decide.

### **7. Action without meeting**

7.1. A majority of the PAB, may, without holding a PAB meeting, agree any resolution except those under paragraphs 4.17 or 5.6.

7.2. Any such resolution must be sent to all PAB Members and must be approved by an absolute majority (see 6.14).

7.3. Any such resolution may take immediate effect, but shall be confirmed or annulled at the next PAB meeting by simple majority (see 6.13).

### **8. Notices**

8.1. Notices under these Rules may be given by Nominet and PAB Members by hand delivery, pre-paid post, fax or e-mail to the last known postal or e-mail address or fax number of the intended recipient.

8.2. Unless acknowledged as received earlier, notices shall be deemed to have been received on the second working day after they were sent.

8.3. An accidental failure to receive a notice shall not make a meeting or action invalid.

8.4. If the Board Chair position is vacant, notices which are to be given by or to the Board Chair may be given by or to the Chief Executive.