

## Have your say!

This document contains respondents between 5 and 5 inclusive.

What does being a member of Nominet mean in this changing world?

Having an influence on how the internet develops and ensuring that stable infrastructures are in place to support that development.

What are Nominet's obligations to the wider range of stakeholders who are now affected by, or have potential or actual regulatory powers over its actions?

Nominet should have an obligation to all uk internet users, this includes members registrars/registrants but also end users. Opinions and input need to be sought from these users regarding national and international internet governance issues.

What do the answers to these questions mean to redesigning the governance system of Nominet?

More public consultation within the UK and more representation on an international Internet Governance forums (IGF, ICANN etc)

What is the purpose of Nominet?

Currently, To register and maintain a registry of .uk based domain names and provide a stable infrastructure for these services.

Currently Nominet do have some involvement in International Internet Governance but input from general internet users is limited and should be expanded.

Do you want Nominet to continue as a not-for-profit organisation?

Yes, I think this works well currently.

Do you want Nominet to reform the voting procedures to allow members to feel enfranchised?

Yes

What is the development strategy of Nominet?

Diversification into multiple areas.

Split the present Chairman and Managing Director role

The combined role is built into Nominet's constitution. The splitting of these roles has been mandatory for listed companies since 1992. It seems very unwise that Nominet continues what is seen as bad practice here. It reflects badly on Nominet as it does not allow for either role to be developed fully nor for effective Board oversight of each role.

- I agree with the recommendation
- I don't agree with the recommendation
- I don't know enough to make up my mind

Comments

Nominet should of course be following best practice

Create a separate role of Managing Director who is a full Board member

This is good corporate governance practice and mandatory under the 2006 Combined Code. If the Chairman is 'the boss of the Board of Nominet' then the Managing Director is 'the boss of the day-to-day operations of Nominet' and is held fully accountable for them. This suggestion would require that the Managing Director becomes a statutory Board member, and that the current role of Chief Executive is absorbed into the MD role.

- I agree with the recommendation
- I don't agree with the recommendation
- I don't know enough to make up my mind

Comments

Nominet should be following any Mandatory requirement.

Revise Nominet's system of voting for directors

This is designed to clarify the present position in Nominet where a conflict can be acknowledged but the Board has currently no power to do anything about it. I am suggesting, for example, the keeping of a register of interests of Board members, the updating of these at each Board meeting and having a clear process for deciding if a conflicted Board member may speak to a topic, whether they can vote on a specific issue, and that these decisions are recorded in the Board minutes.

- I agree with the recommendation
- I don't agree with the recommendation
- I don't know enough to make up my mind

Comments

This provides for a fairer system and greater transparency so can only be a good thing.

Give the Board the power to appoint at least two experienced and independent non-executive directors to the Board in addition to the present NED composition.

There are four reasons for making this proposal:

First, to add wider diversity to the industry-specific experience of Directors elected from the membership. This is always an issue in membership-based organisations as many elected Directors do not have any previous directorial experience.

Second, to allow Nominet to be seen to be acknowledging their wider role in creating the 'public good' by bringing in some externally-orientated Directors with their critical, independent oversight to balance the Board's risk assessment and decision making processes.

Third, to give the Board flexibility in bringing specific functional experience onto it where there is an obvious need.

Fourth, to allow the appointment of a Senior Independent Director who can act as a point of contact for members wishing to discuss issues such as the performance of the Chairman.

I suggest that good practice for these independent NEDs is that they are part of the Board's annual evaluation, and that they have a maximum term of three three-year contracts subject to satisfactory performance.

- I agree with the recommendation
- I disagree with the recommendation
- I don't enough to make up my mind

#### Comments

Adding diversity is of course a good thing. This proposal also gets my support because it shows a commitment to a wider stakeholder group.

Ensure that the Board has on it three Executives who are also statutory Directors

This is a further step in achieving better balance on the Board by having the Managing Director and other supporting roles as Board members as part of their employment contract. This would allow broader regular Board oversight mechanisms of the business and the development of Nominet.

- I agree with this statement
- I disagree with this statement
- I don't know enough to make up my mind

#### Comments

Better balance on the board will provide good strategy decisions and good perception from the At Large Internet community to Nominets commitments.

### Appoint a professionally-trained Company Secretary as an Officer of the Board

This role has proved crucial in many Boards, especially those onto which many members may be appointed without previous directorial experience. The Company Secretary is expected to ensure good practice and legal compliance around the boardroom table and to act as 'the conscience of the Board' when necessary.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

This just seems like common sense to me, a level headed secretary with lots of experience will keep things on the straight and narrow.

### Create a clear job description for each director

This is to go beyond the existing job description that is contained currently within the call for members' nominations to the Board. It needs to state their corporate legal duties and responsibilities, time commitments and the personal liabilities to which they will be committed. Such job descriptions must apply equally to the Chairman, the Managing Director and any other executives who are statutory directors.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

Clear and open job descriptions are a good thing, ensures that people know what their responsibilities are.

### Create annual evaluation and development plans for the Board itself, each committee and each individual director

This is standard practice and is contained in, for example, the Combined Code, the NHS Monitor Code, and, please note DBERR's Building Better Boards recommendations. They, and others, advocate using the Learning Board Model in which I declare an interest.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

Evaluation and development processes are important at all levels of any organisation.

Ensure that the Board nomination, selection, induction, competence building, evaluation, renewal and de-selection processes are reviewed regularly

This can be started immediately without the need for constitutional change.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

Common sense to ensure the processes you have in place are reviewed periodically

Publish in the Annual Report the reasons for, and cost of, the legal fees for directors seeking independent advice concerning their directorial roles

This is to make these costs transparent and, given the recent experiences, to demonstrate the future effectiveness of the induction and competence building processes. Hopefully, it will reduce the tendency to litigation amongst future directors.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

As much openness and transparency as possible is a very good thing, this breeds trust and confidence.

Review and publish the remit and membership criteria of the Audit, Remuneration and Nominations Committees

In March 2009, I realise that a start has been made on the Audit Committee. In many businesses it has been found wise to combine the Nominations and Remuneration Committees.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

#### Comments

Transparency in this area is very important.

Reconsider the role and processes of the Policy Advisory Body so that it becomes more an 'outward facing' part of the membership's connection and sensitivity to the external stakeholders and the public good.

- I agree with the recommendation
- I disagree with the recommendation
- I don't know enough to make up my mind

### Comments

The PAB should be expanded and publicised to reflect a wider stakeholder group including all uk internet users.

### Please give us your contact details

#### Name

Brett Carr

#### Company name

Nominet