

## Have your say!

This consultation covers a broad range of questions. If there are certain questions that you don't have an opinion on please feel free to leave them blank.

This document contains respondents between 3 and 3 inclusive.

### What do you think the purpose of Nominet should be?

To provide a stable and secure system for .uk domain names.

To be a trusted and innovative registry.

### What do you think the Vision and Values of Nominet should be?

To ensure that the .uk is well known and trusted and that the UK Internet Industry is well respected.

Share best practice so that we continually improve services and products and also help others to do the same.

To provide an excellent standard of customer service.

To be a centre of technical excellence which can be held up as a model for other organisations to aspire to.

### What do you think the development strategy of Nominet should be?

It should be to ensure that .uk keeps running efficiently.

Develop innovative technologies.

Play a leading role in internet governance.

Work together with stakeholders.

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

I don't see anything wrong with the not-for-profit set up however there may be other corporate structures that would be more appropriate for Nominet of 2009 and onwards. I think we should look carefully at whether not-for-profit is the best fit for Nominet. NOTE: by saying this I am not suggesting Nominet should be turned into an Ltd or Plc.

### What do you think should be done about the commercial discount arrangements?

I think it is evident that the motivation for many to become members is the discounted registration fees rather than an interest in the wider issues facing .uk. The association with membership and cheap registration fees means that those stakeholders who do not register domain names may not see the benefits of becoming a member of Nominet. The result of this is that their voices are not heard or they feel that they do not have the opportunity to have their say.

I think Nominet should consider ways in which it can separate membership from discounted registration fees.

### What do you think should be done about broadening membership?

I think broadening membership can only be a good thing but I would not like to see the membership structure become too complicated. I think Nominet and the members have to take on board Professor Garratt's recommendations.

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

I would like to see more productive input and member engagement on issues that affect them. I don't know if this can be achieved by reforming voting procedures.

### What do you think should be done about the membership and ownership structure?

I don't know enough about this and would not like to suggest one model over another. I think it is important that Nominet gives each one careful consideration.

### What do you think should be done about the entrenched provisions?

I think there are some entrenched positions which are clearly outdated and unworkable given the current size of Nominet's membership. There needs to be a balance and it will depend on the corporate structure.

### 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

### 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

### 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

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 know enough to make up my mind

### Comments

For the Board to be able to function effectively and develop the strategic vision that Nominet needs it is vital that there are a balanced set of skills and experience around the table.

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

### 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

### 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

### 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

### 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

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

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

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

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

Membership means different things to different people. To some it is about cheap registration fees, to others it is about passionately representing different stakeholders views. I think it should be about looking at the bigger picture, supporting Nominet to achieve its goals and communicating with Nominet on issues that are important to them or their customers. In my opinion being a member should not be seen as a 'right' to comment on the internal workings of Nominet or staff. I would like to see it focused on encompassing all stakeholders who have an interest in the UK internet industry.

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 has an obligation to ensure that every stakeholder has the opportunity to input their contribution and be heard. There is also the obligation to act on the recommendations in the governance review in order to make sure that the UK internet industry remains self regulated. To not do so, in my opinion will have a major impact on the majority of our members.

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

It means that we should be open minded to the concept of changing the governance system and recognise the threat of regulation and the impact that will have on the industry. We should be supportive of Nominet's efforts to address the balance of the Board and their goal towards ensuring Nominet works in the best interests of all .uk stakeholders.

Please give us your contact details

**Name**

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**Company name**

Nominet