

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 9 and 9 inclusive.

What do you think the purpose of Nominet should be?

Essentially to remain as it is today in so much as it remains the ultimate keeper of the .uk namespace - perhaps extending to other related (but equally non-profit) activities such as enum and even other domain types.

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

To remain non-profit

To treat all members (registrars) equally, irrespective of size, domain holding or individual status

To remain independent from Government, from being any sort of Commercial (Profit/Shareholder driven) company.

To uphold standards just as is done today.

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

No significant view, the Board should be able to decide this within the constraints of the companies articles and key remit.

Perhaps the question should be "does Nominet need to "develop" anything?"

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

Yes. No other model makes sense without radical change, and likely threatening the impartial stance of Nominet, or worse, threatening the business model of many small companies who are members, and whom rely upon domain names in the .uk space as controlled by Nominet as a critical base for the business it conducts.

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

This would be harmful. Harmful to smaller registrars (members) who already face significant disadvantage from the larger players because they have natural benefit of scale.

One of the key reasons I support Nominet is that all are treated equally. Providing discounts to larger players benefits them only - it wouldn't benefit registrants as these companies already provide domains at low costs (sometimes lower than the cost from Nominet) - so they'd simply profit more.

It would harm the smaller registrars who at least have equality with domain names - which ultimately are the underlying fabric of most internet based services.

A recession as we're in now perhaps makes it more obvious that small businesses need everything possible to survive, and giving larger members discounts at the cost of smaller players will harm them.

It isn't Nominet's job to operate solely on the basis of the commercial benefit of members (registrars) but I would struggle to support Nominet if it changed the current arrangement.

The "same cost" model also makes it easier for registrants to understand the relative value of what they buy, because they know the base cost.

What do you think should be done about broadening membership?

I don't believe we need to significantly broaden membership for the current activities - if Nominet expands into other areas (enum, other domains etc) then perhaps this will resolve itself as more companies would need/want/desire to be members.

I suspect the issue of "broadening membership" is a red herring - and in fact the real issue is the imbalance of voting as it currently stands (see below!)

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

Yes! While no change will suddenly cause the majority of members to vote, I certainly feel, and know that others too, feel somewhat reluctant to vote when the effective weight we have is fractional compared to just a few members who hold significant voting power.

It is this same issue that means the smaller member (registrar) could be squeezed out.

I would prefer a voting model of "one member, one vote" although the issue of interlinked companies would need to be considered.

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

I'm not so sure Nominet's Board structure is broken currently as long as the current purpose of Nominet remains as-is (or at least within the same arena).

The issue of membership is more difficult - ultimately most members (perhaps even myself) are members because of the registration discounts, more than genuine interest in Nominet.

I know there are examples of those who feel differently. Perhaps the board should have some form of "user" group formed of member representatives who do wish to actively participate in debate, ensuring Nominet understands more about the wider stakeholder need.

I am not convinced that Nominet needs significant change to the ownership structure.

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

If the voting system worked on a more equal basis (e.g. your relative size/domain holding/power) has no bearing on your vote capacity then perhaps the majority required (and related issues) could be looked at.

It would always be important to ensure that change to this didn't happen in such a way that it means the Board could effectively "force" a action through default.

Minimum voting participation levels perhaps should be established to ensure sufficient data is available for a meaningful response.

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

Comments

This naturally makes sense, and would be wise at any time. It is relatively common in any circumstance, and I would expect all Board Members to recognise this practice.

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

Some basic rules would need to exist - to ensure those non-exec's act in Nominet's best interests - hopefully this would already be adequately covered in normal contracts for such roles.

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

Comments

Yes - this is good practice and would help ensure responsibility within Nominet (and also for outsiders looking at Nominet)

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

Comments

Transparency is important - perhaps now more than ever. AS Nominet is effective not-for-profit, clear detail on all spending is crucial to retain 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

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 have a more active role - perhaps extending to my earlier suggestion that the Board should have more member representation (ideally through a broad range of different member types to ensure balanced view of all stakeholder needs).

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

For many, I suspect nothing. Right now, being a Nominet member feels a little worthless because of the voting weighting, and because in certain discussion areas such as nom-steer, too few people create too many distractions from providing genuine advice and steering to assist nominet.

If the voting structure was more balanced and Nominet was seen to more actively seek views of a cross section of members it would be more valuable, and I suspect the Nominet Board would gain from this - as would stakeholders ultimately!

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?

To remain impartial and without favour at all times.

Please give us your contact details

Name

Vincent Paul Wilton

Company name

VPW Systems (UK) Ltd