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Foreword

From the Chair, Mark Wood

24th May 2019

Dear Member

Nominet Non-Executive Director Election 2019

Nominet works at the heart of the internet infrastructure, running a world class registry, deploying sophisticated analytics to tackle cyber threats and finding new ways to connect people and devices. As a profit with a purpose company our goal is improve one million lives a year through various tech-for-good projects.

Nominet's Board comprises executive directors, independent appointed non-executive directors and member-elected non-executive directors. This year, members will vote for one member-elected director and we are now seeking nominations from members for prospective candidates.

Nominet members can propose candidates for this post. The candidate does not have to be a Nominet member, but only members can propose, second and vote. We require proposers and seconders to provide a brief statement on their nominees' suitability for a position on Nominet's Board. A specification for the ideal nominee is set out in the candidate pack.

Being a Board director of Nominet is a serious commitment in terms of time, legal responsibilities and fiduciary duties. Candidates should ensure that they can and will make this commitment.

Prospective candidates should contact the Company Secretary, Rory Kelly, via elections@nominet.uk to register their interest ahead of the nominations process closing at noon on Friday 7th June 2019. Rory will then arrange for an informal discussion with myself for those candidates who would like to discuss the role further.

Yours sincerely



Mark Wood
Chair

The Company

Nominet is a private company limited by guarantee. As part of the Board's commitment to ensuring high standards of corporate governance, we follow the principles of the UK Corporate Governance Code as far as is practicable, relevant and appropriate for a company of this size.

The Board is responsible for setting the company's vision and strategic aims, ensuring that the necessary financial and other resources are in place and holding the Executive to account for delivering the strategy.

Nominet has two wholly-owned subsidiaries; Nominet Registrar Services Limited (NRS) and Nominet US, Inc. NRS is a non-trading, ICANN-accredited registrar formed as a legally distinct company to comply with ICANN rules on the formal separation of registry and registrar, and Nominet US Inc. is a corporation formed as an employment vehicle for our US-based staff.

Why is it important for people to get involved?

The election of highly-qualified candidates committed to the future of the organisation helps to ensure sound decision-making and maintain the highest standard of corporate governance. We believe it is important that members are able to contribute to the effective leadership of the organisation by voting for a Board member from a strong field of candidates.

We encourage those who have the relevant skills and abilities, and who can commit the time, to consider standing. We believe our member-elected non-executive directors all find that they have benefited from their experience on the Nominet Board.

The Role

Nominet's Board is responsible for making strategic and policy decisions and for the oversight and good governance of the Company. A director's duty is to act in the best interests of the Company at all times.

Board meetings are currently held every two months and require a full day's commitment. In line with best practice, the Board also has several subcommittees. Directors are expected to attend committee meetings, induction sessions, strategy away days and other official events.

The minimum time commitment is 20 days each year. The non-executive fee is £37k per annum and is reviewed annually in line with our overall remuneration policy.

Non-executive director responsibilities

- *Contributing to strategy* - by bringing an external perspective and their skills and experience to strategy development.
- *Contributing to effective decision-making* - by constructive challenge and being team players.
- *Oversight* - by monitoring and reviewing the performance of executive management in achieving the company's vision and strategic objectives.
- *Support* - by contributing their external perspective, skills and experience to support the leadership and development of Nominet moving forward.

- *Networking* - by making connections with their own networks of contacts to enhance the company's public standing and reputation.
- *Committee membership* – by serving on subcommittees and ad hoc committees as appropriate.
- *Other participation* – by participating in Nominet member, customer and other stakeholder community events. This may include participation in the policy development process for .uk.
- *Avoiding conflicts of interest* – to ensure that you do not allow yourself to be compromised by any interests other than those of Nominet.

The Nominee

The ideal candidate for this role meets the criteria below:

Qualifications and experience

- Demonstrable ability (and preferably experience) of being a non-executive director.
- A successful track record of leading the formulation and delivery of successful corporate objectives, strategies and policies.
- Demonstrable experience in a high performing team at Board level.
- A track record that demonstrates a solid understanding of the efficient and effective management of an organisation's financial, human and other assets, and evidence of delivering improved performance and the better use of resources.
- Evidence of making an outstanding contribution within your industry or profession.
- Track record of making independent, well-balanced and sound judgements, particularly when under public scrutiny or subject to lobbying.
- Background in both commercial and non-commercial environments.
- Effective and confident communication skills: listening, written and verbal.
- A track record of consensus building with stakeholders both within and outside your organisation.
- Experience of operating in dynamic strategic environments.

Ability, skills and knowledge

- The resilience and integrity to reach well-balanced judgements in an impartial, objective and transparent manner.
- An ability to consider the wider issues rather than be involved in operational detail.
- Demonstrable depth and rigour in decision making.
- An understanding of the cultural differences between private and public sector stakeholders.
- An understanding of the internet, including social media, as a user.
- Knowledge of the broader technology sector.

Personal style and behaviour

- To act for the Company with selflessness, integrity, objectivity, accountability, openness and honesty.
- Demonstrate clear thinking and a practical style.
- Good communication skills and a clear speaking style.
- The ability to listen to and empathise with stakeholders at all levels.
- Be personally credible in a leadership role with stakeholders.
- Work constructively with Nominet's staff and other Board members.

Nomination Process

Timetable

Closing date for nominations	Friday 7 th June 2019 at 12.00 noon (BST)
Date for recording video statements (optional)	Wednesday 12 th June 2019
'Meet the NED Candidates' Q&A live streamed webinar (optional)	Thursday 20 th June 2019
'Meet the NED Candidates' event (optional)	Thursday 20 th June 2019
Voting opens	Thursday 27 th June 2019
Voting closes	Tuesday 16 th July 2019 at 15:00 (BST)

Anyone standing must be proposed and seconded by Nominet members, but need not be a member of Nominet themselves. If you are interested in standing for election, please carefully read the candidate pack and nomination requirements.

For more information contact elections@nominet.uk

Nomination requirements - how to apply

Nominees must be proposed and seconded by different Nominet members. The proposer and seconder must email their nominations to nominations@nominet.uk. Alongside their nomination, proposers and seconders are required to provide a brief statement, for publication, on their nominees' suitability for a position on Nominet's Board.

Nominees must confirm their willingness to stand, accept the legal and fiduciary duties of a director, and commit the time needed to fulfil the role.

The Nominee must submit seven election documents (in Word document format unless otherwise stated) to nominations@nominet.uk to arrive no later than 12:00 noon on Friday 7th June 2019:

1. An up to date CV.
2. An election statement of no more than 500 words demonstrating how your skills and experience meet the key requirements of the role to allow our members to make an informed choice when exercising their right to vote (to be provided as a Word or text document).
3. Your answers to the following questions (300 words maximum per question):
 - Nominet's constitution stipulates that its activities are to be carried out for the public benefit. In the context of a domain name registry and technology company, what does this mean to you?
 - The Nominet Board places a high degree of importance on each director being able to exercise independent judgement, free from any conflicts of interest. Please describe how you would be able to fulfil your duties in the light of your involvement in the domain name industry or other commercial interests.

- As a non-executive director you will be given access to confidential information about Nominet's business and the commercial dealings which Nominet has with each of its members. Recognising that Nominet is a company limited by guarantee, and in light of any member relationships that you may have, please describe how you will comply with your confidentiality obligations, and avoid the perception that one or more members may gain an unfair commercial advantage as the result of your election.
 - Joining the Nominet Board is a serious commitment both in terms of preparation time and attending meetings. We estimate a minimum commitment of 20 days per year. In the light of your other employment, business and personal commitments, please describe how you are able to meet this commitment.
4. A completed and signed pro-forma non-executive director contract, included at the end of this document (complete your name and address, then sign and date the pro-forma contract).
 5. A completed and signed form with a full and complete disclosure of your interests and any potential conflicts of interest, and an undertaking that the contents of your election documents are true, complete and not misleading.
 6. A signed Declaration of Good Character. All Nominet Board directors, appointed, elected and executive, are now required to complete this form.
 7. [Form AP 01](#) for filing at Companies House in the event that you are elected.

In line with guidance for companies operating Critical National Infrastructure, nominees may be subject to screening. This could include qualification and employment checks and references, verification of identity, or criminal record checks.

Nominees are encouraged to provide a photograph for inclusion in the final candidate booklet and on the voting website.

Nominees will have the option to record a two-minute video statement to support their candidacy. These will be recorded on Wednesday 12th June 2019 at Nominet's offices in Oxford. Candidates who cannot make this date can submit a video statement for inclusion on the voting website.

Nominees who are members can attend a 'Meet the Candidates' event on Thursday 20th June 2019 in central London, which will also provide an opportunity to meet other members.

All election materials will be published on our website. We reserve the right not to publish any materials which in our opinion are defamatory, offensive or unintelligible. Nominet may issue a disclaimer if we feel that a statement is not a fair representation of events.

Voting

An independent election management company, Electoral Reform Services (ERS), conducts the elections by secret ballot using the Single Transferable Voting (STV) system. Weighted voting rights are applied to the Board elections, calculated on the basis of the

number of domain names registered or renewed during the previous financial year, and subject to a cap as defined in our [voting rights policy](#).

Following the closure of the nomination period, voting papers (including instructions for e-voting) will be sent electronically to those who have opted in to electronic communications, and by post to those who have not. We encourage those not already signed up to electronic communications to do so.

All votes will be cast electronically via a secure voting website operated by the scrutineer.



Name
Address

Contacting us

Appointment as non-executive director of Nominet UK ("the Company")

Dear [Name]

This letter sets out the main terms of your appointment as a non-executive director of Nominet UK. It is agreed between us that this is a contract for services and is not a contract of employment.

1. APPOINTMENT

- 1.1. Subject to the remaining provisions of this letter, your appointment will commence on 19th July 2019 and conclude at the third AGM following appointment (usually three years), unless earlier terminated by either party giving to the other three months' prior written notice.
- 1.2. The first three months of your appointment shall be a probationary period and your appointment may be terminated during this period at any time. We may, at our discretion, extend this period for up to a further three months. During this probationary period, your performance and suitability for continued appointment will be monitored. At the end of your probationary period you will be informed in writing if you have successfully completed your probationary period.
- 1.3. Your appointment is subject to the articles of association of the Company, as amended from time to time (**Articles**). Nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a director of the Company.

2. DUTIES AND RESPONSIBILITIES

- 2.1. As a non-executive director you shall have the same general legal responsibilities to the Company as any other director and shall be required to take decisions in the best interests of the Company. The Board as a whole is collectively responsible for the success of the Company. Given the nature, history and structure of the Company, 'success' is measured more widely than purely financial results (including, for example, stakeholder knowledge and satisfaction and public benefit) although financial stability is a key aim.
- 2.2. The Board's role is to:
 - 2.2.1. provide leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;

- 2.2.2. set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and
 - 2.2.3. set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.
- 2.3. In your role as a non-executive director, you shall also be required to:
- 2.3.1. constructively challenge and contribute to the development of strategy;
 - 2.3.2. scrutinise the performance of management in meeting agreed goals and objectives, and monitor the reporting of performance;
 - 2.3.3. satisfy yourself that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
 - 2.3.4. be responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning;
 - 2.3.5. serve on committees of the Board as required from time to time and attend meetings of any such committees;
 - 2.3.6. at all times comply with the Articles and Memorandum of Association of the Company;
 - 2.3.7. abide by your fiduciary duties as a director of the Company;
 - 2.3.8. diligently perform your duties and use your best endeavours to promote, protect, develop and extend the business of the Company;
 - 2.3.9. immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or director of the Company of which you become aware to the Chair; and
 - 2.3.10. comply with any codes of practice and terms of business issued or adopted by the Company from time to time.
- 2.4. You shall be entitled to request all relevant information about the Company's affairs as is reasonably necessary in order to enable you to discharge your duties.

3. TIME COMMITMENT

- 3.1. Overall, the Company anticipates a time commitment of 20 days per year, including attendance at Board meetings, annual strategy meetings, the AGM/EGMs and some member events. In addition, you will be expected to devote appropriate preparation time ahead of each meeting and be available if needed to deal with matters on the Board email list, and at other member or staff events. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Chair should be sought before accepting any additional commitments that might affect the time you are able to devote to your role as non-executive director of the Company.

- 3.2. The agreement of the Chair should be sought before accepting any additional commitments that might affect the time you are able to devote to your role as non-executive director of the Company.
- 3.3. The Company will confirm the specific dates and times for Board meetings in due course. Generally, you will receive an agenda, together with relevant supporting papers, at least three days before each Board meeting. However, from time to time, it may be necessary to hold meetings at short notice.

4. FEES

- 4.1. Your fee for accepting the appointment is set out in the covering letter and will be paid gross per annum, in equal monthly instalments in arrears, less appropriate PAYE deductions.
- 4.2. You will not participate in any bonus schemes or receive any pension from the Company.
- 4.3. The Company shall reimburse you for all reasonable and properly documented expenses that you incur in performing the duties of your office, in accordance with the Company's expenses policy from time to time.

5. REVIEW

You will be subject to a review process each year, conducted by the Chair. If there are any matters regarding your role which cause you concern in the interim, these should be discussed with the Chair.

6. CONFLICTS OF INTEREST

- 6.1. The Company has a neutral role in relation to the .uk domain name industry, and conflicts of interest can be particularly damaging to the Company. You must declare any relevant interests into a register, in accordance with the Company's conflict of interest policy. You agree that information from the register may appear in the Company's Annual Reports. You confirm that you have declared any conflicts that are apparent at present and that you will declare potential conflicts of interest as soon as apparent.
- 6.2. In the event that you make a new entry into the register of interests, you should proactively mention this to other members of the Board and report to the Company Secretary.

7. CONFIDENTIAL INFORMATION

- 7.1. During the course of your appointment, you are likely to obtain knowledge of trade secrets and other confidential information with regard to the business and financial affairs of the Company and its subsidiary undertakings (from time to time) and their respective customers and suppliers details of which are not in the public domain ("**Confidential Information**") including, but not limited to, the register and information about registrars and accordingly you undertake to and covenant with the Company that:

- 7.1.1. you shall not at any time after the date of this agreement (save by compulsion of law) use any Confidential Information (other than in the interests of the Company or of any of its subsidiary undertakings) or disclose or divulge any Confidential Information to any person (other than to officers or employees of the Company or of any of its subsidiary undertakings whose province it is to know the same) and that you shall use your best endeavours to prevent such use or publication or disclosure of any Confidential Information by any other person; and
- 7.1.2. you shall not at any time after termination of your appointment (by whatever means) use or procure the use of the name of the Company or of any of its subsidiary undertakings whether or not in connection with your own or any other name in any way calculated to suggest that you continue to be connected with the business of the Company or of any of its subsidiary undertakings or in any way hold yourself out as having such connection.

8. RETIREMENT AND TERMINATION

- 8.1. During the course of your appointment, your performance will be subject to reviews, in which you agree to participate. Continuation of your appointment is contingent on your continued satisfactory performance and re-appointment by the members as required by the Articles. If the members do not re-appoint you as a director in accordance with the Articles your appointment shall terminate automatically and with immediate effect.
- 8.2. You may resign from the Company at any time by giving written notice to the Chair.
- 8.3. The Company reserves the right to terminate your appointment with immediate effect and without payment of compensation by written notice if you accept a position with or acquire interests in another company, without prior Board approval, which, in the Board's reasonable opinion, is likely to give rise to a material conflict of interest with your position as a director of the Company. If any conflict with your duties as a director does arise, you should consult the Board immediately.
- 8.4. The Company may terminate your appointment with immediate effect if you have:
 - 8.4.1. committed any serious or repeated breach or non-observance of your obligations to the Company (which includes an obligation not to breach your fiduciary duties); or
 - 8.4.2. been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Company, brings or is likely to bring you or the Company into disrepute or is materially adverse to the interests of the Company; or
 - 8.4.3. been declared bankrupt or have made an arrangement with or for the benefit of your creditors, or if you have a county court administration order made against you under the County Court Act 1984 or equivalent legislation; or
 - 8.4.4. been disqualified from acting as a director.

8.5. On termination of the appointment, you shall only be entitled to accrued fees as at the date of termination, together with the reimbursement of any expenses properly incurred prior to that date.

9. DATA PROTECTION

9.1 The Company will collect and process information relating to you in accordance with the Company's privacy notice for employees, workers and contractors which is available from the HR department.

9.2 When handling personal data in connection with your appointment by the Company on the terms of this letter, you shall comply with the Company's data protection policy.

10. THIRD PARTY RIGHTS

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you and the Company shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Company.

11. INSURANCE

The Company currently maintains directors' and officers' liability insurance and we will arrange for you to be included in such cover with immediate effect.

I enclose a copy of this letter, and would be grateful if you could sign and return the copy where indicated to confirm your acceptance of these terms of appointment.

Yours sincerely,



Mark Wood
Chair

Accepted by:
Date:



Conflicts of Interest Declaration: **First and Last Name** (updated January 2017)

Completing the Declaration:

The Companies Act 2006 states that a director of a company **must avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.**

There is no breach of duty when a situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

There is also an additional duty to declare **the nature and extent of any direct or indirect interest in a proposed transaction or arrangement with the company.**

A standing declaration of interests (as per this form) does not remove the requirement to declare an interest in relation to a specific item of business.

To identify situational conflicts, directors may find it helpful to ask themselves the following questions:

- Is your role/connection with "ABC" likely to prevent you, when acting as a director of Nominet, from giving sole consideration to the interests of Nominet?
- Is your role/connection with the other party likely to involve consideration of actions that could be adverse to Nominet's interests or to put you in a position where information that you know as a result of being a director of Nominet would be relevant to the decision to be taken?
- Are you part of the decision making process of the other party?
- Particularly in relation to any perceived conflict, what is the justification for Nominet to authorise it?
- Do the interests of the two companies compete, either in their product markets or in relation to strategic opportunities?
- Would the activities undertaken in one role be likely to have a material impact on the other?

By 'connected' we mean to include spouses and other close family members, corporate bodies in which you or your other connected persons hold shares, trustees of a trust whose beneficiaries include you or your connected person and partnership arrangements.

If you have any doubts or require any assistance for a full definition, please consult the Company Secretary.

Please provide full details when answering the following questions.

1. Are you or is any person connected to you a Director or a shareholder of a company which is: <ul style="list-style-type: none">• A member of Nominet?• In partnership with Nominet?• In a joint venture with Nominet?
2. Are you a member of Nominet in your own right?
3. Have you, or any person connected with you, been a registrant of any .uk domains over the past five years? If so, please provide full details.
4. Have you, or any person connected with you, been a Nominet registrar during the past five years. If so, please provide details of all relevant tags, together with the number of domains registered under each tag.

5. Does any person you are associated with have any of the following relationships with Nominet? By 'associated', we mean to include any formal or informal contractual and/or advisory relationships. Examples include: supplier, customer (as registrant or registrar), competitor, banking, distribution and/or any other ongoing, but material relationship (such as a dispute) etc.
6. Are you associated with any adviser to Nominet? By 'associated' we mean to include any formal or informal contractual and/or advisory relationships. Examples include: audit, tax, legal, investment banking, pensions or investments and/or management consultancy etc.
7. Are you a member of a Committee or a Commission or do you have a material position with a Regulator, any department of Government, a Trade Body, a Professional Body or a Charitable Organisation? Examples include where the relevant organisation: influences government policy, influences accounting standards and/or is preparing industry guidance etc.
8. Are you associated with an investment organisation of any nature? By 'associated' we mean to include any formal or informal contractual and/or advisory relationships. Examples include: venture capital/private equity, hedge fund, investment trust/fund and/or an organisation taking material positions in shares or securities etc.
9. Are you in a position that you (or a company you are a director or material shareholder of) could make a profit as a result of your directorship of Nominet?
10. Do you know of any other circumstances that could give rise to a potential or actual conflict of interest or duties?

Name:	

Signature:	
Date:	



Declaration of Good Character (Non-Executive Director)

General

- 1.1 In order to mitigate present and future risks arising from the appointment of an individual as a Non-Executive Director (NED) of Nominet UK, candidates are asked to complete a 'Declaration of Good Character'.
- 1.2 A Declaration of Good Character is made taking into consideration a person's conduct, behaviour and attitude, as well as any convictions and cautions that are not considered compatible with the role of a Company Director.
- 1.3 By signing the declaration below you are confirming that you do not fall within the definition of an "unfit person" and that you are not aware of any pending proceedings or matters which may call such a declaration into question.

Self-Declaration of Good Character

Please complete.

I can confirm that I do not fall within the definition of an "unfit person" as listed below and that there are no other grounds under which I should not become a Non-Executive

Director of Nominet UK; and I undertake to notify the Company Secretary immediately of any changes in my circumstances that may impact on my role as a Non-Executive Director of Nominet UK.

Name (print):

Signature:

Date:

Definition of an Unfit Person

For the purpose of this declaration an 'unfit person' is defined as an individual who:

- 2.1 Has been disqualified from acting as a Company Director by virtue of any provision in the Companies Act 2006 or any prohibition in law;
- 2.2 Is subject to an unexpired Disqualification Order made under the Company Directors Disqualification Act 1986, or any subsequent enactment thereof;
- 2.3 Has been adjudged to be bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 2.4 Has made a composition or arrangement with, or granted a trust deed for his/her creditors and has not been discharged in respect of it;
- 2.5 Is a person to whom a moratorium period under a Debt Relief Order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986, the Enterprise Act 2002, the Tribunals, Courts and Enforcement Act 2007 or any subsequent enactments thereof;
- 2.6 Is the subject of a written opinion, by a registered medical practitioner, stating the individual is physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 2.7 Is incapable by reason of illness or injury of managing and administering his or her own affairs;
- 2.8 Has within the last five years been convicted of any offence:
 - 2.8.1 requiring a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine);
 - 2.8.2 (in the capacity of an officer of a commercial organisation) under the Bribery Act 2010;
 - 2.8.3 involving theft, fraud or obtaining a pecuniary advantage by deception;
- 2.9 Is included in the children's barred list or the adults' barred list maintained under Section 2 of the Safeguarding Vulnerable Groups Act 2006, or is included in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland; and
- 2.10 Has been a Director of a company which has:

2.10.1 been placed under a receiver;

2.10.2 been wound up without paying its creditors in full; or

2.10.3 entered into a compromise scheme or arrangement with creditors.

Guidance notes

If you are unable to sign the declaration you should notify the Company Secretary.

The following factors will be taken into consideration in determining your suitability for appointment to the Board of Nominet UK:

1. If the offence committed or the conviction or caution received may impact on your good character;
2. Whether the conviction or caution was disclosed contemporaneously and the length of time since offence;
3. Whether there is a pattern of re-offending;
4. Your explanation of the offence;
5. How the situation has changed since the offence was committed;
6. The circumstances surrounding the offence;
7. Any evidence you submit in relation to the offence, conviction or caution;
8. Any reference of good character you may provide; and
9. The degree of risk posed to Nominet UK.

If necessary, the situation of your appointment may be referred to the Chair, who will follow the appropriate channels of consultation to determine an individual Director's suitability for the role.

Similarly, verification of good character may be required through other means, for example further references.