

21.05.2021

Registry Advisory Council Design Group

Meeting 5

10th May 2021, 15:00-16:00 UTC via Zoom

Attendance

- James Bladel, GoDaddy (Chair)
- Ashley La Bolle, Tucows
- Rieke Poppe, One.com
- James Tuplin, domain investor
- Paul Woodland, sole trader
- Nominet representatives to assist with actions: Rowena Schoo, Nominet and Nick Wenban-Smith, Nominet

Notes

Timeline

- The Design Group ("Group") discussed timelines and agreed to meet in one week with the aim of enabling the Registry Advisory Council ("Council") to be up and running in June taking into account the time needed for election process.

Evaluation

- The group also agreed that the Council should have the ability to review its own Terms of Reference and working practices. They should be able to make adjustments once Council members are appointed.

Election logistics

- The group discussed some of the possibilities that could prove problematic for getting the Council up and running.
 - **Nominations:** If there are no nominations in a particular category, Nominet could consider leaving the application process open and operate on a smaller number.



There may be a need to reconsider the Council as a method of engagement if this happened continuously. If only one nomination is put forward in one category, do the membership still need to vote? This may be unnecessary, or it could still provide a valuable sense check on whether that candidate should be standing in the nominated category. Previous discussions of the Group indicated that members should "police" the self selection of categories by not voting for disingenuous candidates.

- **Quorum:** The Quorum could be 5 out of the 7 to account for the potential that some elections may have one or no candidates in particular segments.
- **Removal:** It should be possible for members to be removed from the Council, for example with a super majority (with the relevant member abstaining).

NED Representative

- There was a discussion of why a Non Elected Director (NED) should participate in the Council. The NED would need to be a member elected NED. The NEDs could decide between them who this should be.
- It may also be worthwhile having the ability to remove the nominated NED from the Council with votes from the other Council members. In which case the NED would remain on the Board but a new NED would be placed on the Council.
- While the NED would be present at Board meetings that discuss Council advice, the Council would not rely on the NED to verbally communicate the advice. The group envisaged a formal written document that communicates to the Board, and to all Nominet members what the advice is. Hopefully advice could be agreed between all members, but in some cases it may require a vote of Council members. The written advice could include the voting pattern and also include any minority opinions from those who did not agree with the majority view.
- There was a discussion about whether Nominet members would be interested in standing for the Council or would prefer to stand for the NED positions, and whether there would be any skew of demographics of members who put themselves forward for each role. The group noted that the roles are very different in regards to types of skills required, breadth of issues covered, time commitments and legal responsibilities. The election process was also likely to be different. It was agreed that there should be a side by side comparison table produced to communicate this clearly.
- **ACTION:** Nominet to produce NED v Council role comparison table as part of communications on the Council.

Voting



- There was a detailed discussion about the voting logistics, pros and cons.
- Generally, the group agreed that a simple solution would be best. Something that is easy to put into practice and for members to understand. While NED elections are required to be linked to commercial involvement in the registry, the election for Council members is open to any system. The Council elections could be more in line with one member, one vote – in a format that works considering the proposal for segments.
- The working proposal discussed last meeting is:
 - Members
 - Two members from a large registrar (top 25, by number of domains under management)
 - Two from a smaller registrar serving third party registrants
 - Two from domain investor community (someone who does not serve a third party but has their own portfolio)
 - Terms: 2 years, staggered election – half the Council refreshes each year
 - Meetings: four-six meetings a year
 - Nominet attendees: Managing Director of Registry (non voting), Member Elected NED (voting)
- The working assumption is that all members will vote for all segments. It was hoped this would save time trying to allocate members into particular groups and avoids having to manage where to put members who fit into more than one group.

Terms

- To stagger the terms, some of the initially elected Council members would need to serve longer terms. The group felt that the person in each category with the most votes should serve the longer term. In the event of a tie a coin could be flipped.

Diversity of Council members:

- There were concerns raised that this format may still not represent small registrars/sole traders. Registrars who are not in the top 25, but are not domain investors could be a large group and it is likely larger businesses who are well known are more likely to be elected than smaller businesses.
- Some members felt that even larger registrars were small once and they should have a broad picture in mind of who they represent, they can speak on behalf of more people than their own interests so this shouldn't be a problem. Others felt this could still be problematic



because the breadth of experience of a smaller business is likely to be quite different, and we can only expect members to speak from areas for which they have experience.

- While it was agreed this was a potential pitfall, it was challenging to find a solution that still involved member elections.
- The group also discussed other methods of segmentation, for example, could we use the three TAG categories – Accredited Chanel Partner, Chanel Partner and Self Managed? The difficulty with this is that some registrars have more than one TAG and could fall into any of these.
- The group contemplated the pros and cons of elections and wondered whether Nominet should just appoint people to the Council. They also considered whether segmentation was even necessary.
- Overall, the group felt it was important for the membership to have a say in the appointment of Council members and that segmentation would help bring diversity into the Council.

Council liability

- There was a discussion of whether there would be any legal liability created for Council members and whether there was a need to have service contracts.
- It was noted that some form of service contract would probably be helpful to clarify responsibilities but that this would not create legal liability for Board decisions.
- The decisions of the company would still be made by the Nominet Board and the corresponding legal liability and fiduciary duties would still rest with the Board members. The advice of the Council would be one piece of information in their decision making process.
- **ACTION:** Nominet to look at examples of how other registry advisory bodies work in practice, and to circulate an updated Terms of Reference for review.

Conflicts

- The group discussed the possibility that Council members may seek to pursue their own personal/professional interests. While they hoped individuals would join the Council for the good of the industry and in the best interests of the community, members should declare any conflicts of interest as part of the nomination process as part of their commitment to transparency and to prevent any wrongdoing.

Actions



21.05.2021

1. Nominet to produce NED v Council role comparison table as part of communications on the Council.
2. Nominet to develop draft Service Contracts and an updated Terms of Reference for review.

