Registry Advisory Council Design Group

Meeting 6

17th 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

Actions

1. The NED v Council role comparison table is to be completed as part of communications on the Council.

2. Nominet circulated a draft of the expected Terms of Reference for review. This will also be amended after the final call.

Initiations of issues

- The Design Group ("Group") discussed how issues would move through a lifecycle in the Registry Advisory Council ("Council"). They noted we had expected issues could be raised from several places:

    o The Council members themselves could propose issues for discussion

    o The Nominet Board could propose issues

    o The Nominet Members could propose issues

- There was detailed discussion about how the Members could best propose issues. The group noted that the Council should not replace membership engagement with Nominet but should complement it.

- The Group discussed options for topics submission, e.g. through a template form which could provide a transparent funnel of issues for consideration. The Council could then discuss and prioritise these issues.

- The Group discussed whether part of the Monthly member calls with Nominet could be used for topics to be submitted or discussed. There was support in the Design Group for using the meetings with members in this way. It could provide a helpful forum for discussion of issues of interest to the members, which could then be prioritised and fed into the Council. They considered whether online voting to prioritise issues could also help further prioritise the work of the Council.

- Several members of the Group emphasised that the process needed to be transparent and there should be clear opportunities for members to contribute to the discussion, e.g. X issues will be discussed on Y date, so members have a clear understanding of when to contribute their ideas. There should not be a surprise ad hoc discussion in the Council and there should certainly not be a decision on any items that happen to arise unplanned in one meeting.

- The intention is that the Council would make decisions with dialogue and engagement with the members. The format of that dialogue may vary depending on the issue complexity.

- There was a discussion on the potential for asking the whole membership to vote on decisions but ultimately this type of referendum voting was considered difficult in practice and problematic for nuanced and complex issues.

- It was generally agreed that a template could be a helpful addition for members to raise issues to the Council for discussion. This could include: a) what is the issue/problem? b) what do you think the solution is? c) do we need additional information to inform a solution? If so, what questions need answering?

Possible issues

- The Group considered what might go wrong in the Council and how they might try to protect against it.

- It was raised that the Council may be faced with many different and conflicting issues which could require some prioritisation. The template could help with this process.

- It was raised that one particular segment could try to use the Council for their own gain. The group noted the conflict elements of the Terms of Reference. They also noted the need to have the option of removing Council members.

Public benefit

- While the group had previously removed public benefit from the scope of the Council, there was a discussion about whether this was the right course of action. The point was made that public benefit spending is very important to members and there should be some way to raise concerns.

- Other members noted that while these issues are very important, the normal avenues of general meetings and membership engagement should be used. The Council cannot solve every single issue that is of concern and should stay focused on the running of the .UK registry to make the workload manageable and focused.

- There was a discussion about how the recent EGM focused on quantity of spending, but that members may also be interested in the direction of the spending. Perhaps if this could not be done via the Council, it could be considered how Nominet can provide a meaningful engagement for members on the public benefit spending decisions. For example, having some say over which pre selected recipients received the most funding.

Close votes on controversial issues

- It was raised that if the Council cannot reach a unanimous decision, the majority vote could be very small. In this case the Group wondered if it would be sensible for the Board to ask additional questions or have an expectation that large or controversial decisions should have more than a small majority and may require additional engagement with wider stakeholders than smaller decisions.

- There was a discussion on how members could input into these decisions. A comment period on advice in principle from the Council which is published ahead of being discussed at the Nominet Board could provide a useful way to engage with the membership.

- It was noted that the Council should seek to avoid any kind of "decision whiplash" with the wider membership, where the non Council members seek to actively reverse their decisions through other means e.g. EGMs. It could become problematic to be facing constant instability and reversing advice and decisions that are not agreed upon across the membership.

Diversity of candidates

- It was proposed that Terms of Reference should be clear that the Group should not have more than one Council member from the same or related companies (e.g. subsidiaries). This proposal was unanimously agreed. For example, it would be inappropriate to have the two larger registrar Council members from the same company, or from subsidiary and parent companies.

Timing

- The Group reviewed timing and the desire to have the Council running in June. They noted there were different ways to interpret this (e.g. elections underway vs first meeting taking place). They wondered if the membership may be dissatisfied if the first meeting did not take place in June, but also discussed the importance of having a sufficiently generous time for nominations and elections – especially in the summer holiday period.

- The Group unanimously felt it was more important to allow ample time for the nomination and election process than it was to rush in order to have a meeting taking place in June because of an arbitrary commitment that was made several months ago.

- The Group also agreed that they should attend the first meeting to explain the decisions they made in the design process and hand over what they thought were the first decisions and agenda items for the Council to consider should be. This list should include the decision on whether Nominet provides the secretariat or funds an external secretariat. Nominet staff could attend the first meeting to help get the Council off the ground and then action the decision either way.

Actions

1. Nominet to update Terms of Reference and collate the Group's decisions into a proposal for the Nominet Board.

Appendix A – Draft Terms of Reference

.UK REGISTRY ADVISORY COUNCIL
DRAFT: PURPOSE AND TERMS OF REFERENCE
MAY [ ] 2021

1. Establishment

On 24 May 2021 the Board of Nominet UK supported the establishment of the .UK Registry Advisory Council.

2. Scope and remit

The .UK Registry Advisory Council (UKRAC) shall undertake the following activities in order to promote the reputation and success of the .UK ccTLD:
- Contribute industry insight, expertise and perspective to the Board through written advice on issues in scope and meet with the Board as appropriate.
- Survey members or other stakeholders as required to inform their discussions and advice.

Issues in scope include providing advice on:
- Policies and processes that support domain registration including the domain lifecycle, the Dispute Resolution Service, how technical abuse (e.g. phishing, malware) is dealt with.
- The functionality of registrar systems, including eligibility, transfers, tag changes, system functionality, web portal allocation rules.
- Any issues referred to the UKRAC by the Board
- Any issues referred to the UKRAC by Members
    - This could include prioritising and cataloguing issues, responding to the member, and identifying reoccurring trends/complaints to share with the Nominet Board along with advice. This is not a substitution for the Nominet complaints process and the UKRAC will not address individual complaints.
- The process and communications around pricing decisions made by the Board.
    - For example, the UKRAC may recommend a pricing review, outline triggering circumstances for pricing reviews, or ask for a justification or rationale for price changes. They may also decide to commission information to provide to the Board to inform pricing decisions, for example a competitive analysis of .UK prices compared to other TLDs.

Issues out of scope include:
- Decisions on price setting, specific amounts, or setting/limiting future rates of increase
- Legal compliance with local regulations, for example, privacy legislation
- Deciding the outcome of a dispute in the Dispute Resolution Service
- Making decisions on content of a website associated with a .UK domain
- Matters relating to non .UK business activities undertaken by Nominet
- Matters relating to governance of Nominet, NED appointments or elections, or other issues more appropriate for an AGM/EGM or NED election.

3. Membership

The .UK Registry Advisory Council shall comprise of no fewer than seven members.

The recommended structure of voting members is:
- Two members from the large registrars (Top 25 by .UK Domains Under Management);
- Two members from the mid/smaller registrars;
- Two members from the secondary market (ie participate in .UK as a registrar solely to register domain names for themselves); and
- One elected non-executive director from the Nominet UK Board (as Chair)

Non voting attendees will include:
- The Nominet Managing Director of Registry; and
- Other attendees by invitation of the UKRAC.

Council members are elected through an open process. Nominet will call for nominations for the election of representatives and elections shall be conducted on the basis of one member one vote. Candidates will need to have a proposer and a seconder from Nominet membership.

Expressions of interest should be formally submitted to the Nominet Company Secretary.

To allow members to make an informed choice when casting their vote each candidate should:
- submit a written election statement (250 word limit);
- declare which segment of membership they represent;
- note the names of their nominator and seconder;
- if relevant, state the company/organisation they are affiliated with.

To ensure diversity, only one candidate per member/associated group of members may stand for election.

Council members will serve a two-year term and may be re-elected. One half of the initial UKRAC members will retire after one year so that we move into an annual cycle of three elected UKRAC members each year. The members stepping down will be those initially elected with the fewer votes in each of the three categories (Large, Small, Independent). They are eligible to stand immediately for a full 2-year term.

Council members are limited to two consecutive 2-year terms. After which, they must stand down from the UKRAC for a minimum of two years before standing for election again.

Elected council members can be removed before the end of their term if they are removed through super majority (two thirds) vote of the other voting Council members. The Council member in question must abstain from voting.

The elected non-executive director from the Nominet UK Board (Chair) can be replaced with another non-executive director on request from the Council with a super majority (two thirds) vote of the elected Council members. For the avoidance of doubt, the non-executive director's Board appointment would be unaffected by such a vote.

If there is a vacancy on the UKRAC for any reason, the Board may appoint a member to serve on the Council from the relevant segment to complete the term of the vacant Council seat.

4. Quorum

The quorum necessary for the transaction of business shall be five.

5. Meetings

The UKRAC shall meet at least four times a year and at such other times as the Chair shall require.

Meetings are anticipated to last half a day with the location of the meetings in London, Oxford or via video conferencing.

6. Notice of meetings

Meetings shall be called by the secretariat at the request of the Chair, or by request of any member of the UKRAC and unless otherwise agreed, notice of the meeting together with an agenda and supporting papers will be forwarded no fewer than five working days before the meeting date.

7. Transparency

Draft minutes of the meetings shall be circulated promptly to all members of the UKRAC and published in the member hub. Upcoming topics for discussion and UKRAC advice to the Board will be published in the members hub.

8. Duties

The Advisory Council shall advise on the key aspects of Nominet's .UK registry activities.

9. Reporting responsibilities

The Chair of the UKRAC shall give periodic updates to the Nominet Board, or do so when requested to.

The Chair shall attend the AGM to answer any member questions on the Council's activities.

10. Remuneration

Members of the UKRAC shall not be remunerated for attendance at meetings.

All reasonable travel expenses will be paid by Nominet in accordance with travel to and from meetings. These should be agreed in advance.

11. Conflict of Interests

Any member of the UKRAC who has a direct material interest relating to any discussion or decision of the Council must declare that interest before the item is discussed. The other UKRAC members will decide how best to handle the conflict, with the Chair having the final decision.

12. Other matters

The UKRAC shall have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.

The UKRAC will, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness.

The UKRAC may determine to engage an independent secretariat to organize meetings and materials, record and publish minutes, and report decisions to the Board.

13. Authority

The UKRAC is established as an advisory body only and does not have executive powers.

REVIEW DATE: July 2021

Appendix B – Draft Indicative Election Timetable

w/c	Monday	Tuesday	Wednesday	Thursday	Friday
24th May	Board Meeting – approval of proposal.		Communicate UKRAC ToR, election timetable, agenda of first meeting to members. Announce dates (including first meeting)		
31st May	*Bank Holiday*	Nominations open (TBC)			
7th June	Remind members of nominations as required				
14th June	Remind members of nominations as required			Nominations close (14 working days)	
21st June	Voting preparations made				
28th June	List of those standing and their supporting statements published.		Member Webinar with Nominees? Voting opens		
5th July	Reminders				
12th July	Reminders				
19th July	Reminders			Voting Closes (17 working days)	Tell candidates
26th July	Council Members Announced			First RAC Meeting	

Appendix C - Draft agenda for the first UKRAC Meeting

Mtg	Date	Additional attendees	Agenda
1	29th July 2021	Design Group members, including Nominet secretariat assistance.	1. Welcome & introductions 2. Overview of the Design Group's work and decisions required 3. Administration a. Frequency and format of meetings b. Standing items e.g. refreshing/reviewing existing policies c. Independent secretariat (decision required) d. Transparency – how best to ensure? 4. Process for raising issues a. Members, Board, UKRAC Members b. Template (problem, solution) c. Coordination with Member Calls, Board Meetings, etc 5. Deliberation expectations a. Discussion of options: External advisors, Surveys/consultations from members, light touch impact assessments (e.g. on particular groups of members, wider stakeholders, etc.) b. Comment periods for members on decisions in principle. 6. Output a. Deliberation notes and advice to the board – template? 7. AOB
2			
3			
4			
5			
6			• Review ToR – including the membership segments for elections.