



.UK REGISTRY ADVISORY COUNCIL

PURPOSE AND TERMS OF REFERENCE 1 JUNE 2021

1. Establishment

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

2. Scope and remit

The role of the UKRAC is to foster the long-term sustainable success of the .UK namespace ensuring it remains safe, secure and competitive.

The 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 Nominet 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 Nominet Members
 - This could include prioritising and cataloguing issues, responding to the Nominet 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. However, the UKRAC-DG encourages the Board to consult the RAC for feedback prior to making any final pricing decisions
- 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 UKRAC shall comprise of no fewer than **seven** Nominet members.

The recommended structure of voting UKRAC members is:

- **Two** Nominet members from the large registrars (Top 25 by .UK Domains Under Management);
- **Two** Nominet members from the mid/smaller registrars
- **Two** Nominet 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

UKRAC 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 Nominet member one vote. Candidates will need to have a proposer and a seconder from Nominet membership.

Expressions of interest should be formally submitted either by email to UKRAC@nominet.uk or by using the form which can be found on [the UKRAC webpage](#).

To allow Nominet 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 Nominet 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 Nominet member/associated group of Nominet members may stand for election.

UKRAC 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 UKRAC 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.

UKRAC 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 UKRAC members can be removed before the end of their term if they are removed through super majority (two thirds) vote of the other voting UKRAC members. The UKRAC 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 UKRAC with a super majority (two thirds) vote of the elected UKRAC 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 Nominet member to serve on the UKRAC from the relevant segment to complete the term of the vacant UKRAC 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 Nominet member hub. Upcoming topics for discussion and UKRAC advice to the Board will be published in the Nominet members hub.

8. Duties

The UKRAC 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 Nominet member questions on the UKRAC'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 UKRAC 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 organise 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.

NEXT REVIEW DATE: no later than July 2022