



# BOARD REPORT

This is the report from the 22<sup>nd</sup> May 2025 Board meeting.

## Standing Items

There were no declarations of interest in respect of the business of the meeting.

The minutes of the Board meeting of the 27th March 2025 were approved.

## Operational Items

**CEO Report** – Paul Fletcher (CEO) reported to the Board on key operational matters facing the organisation, including those relating to the Registry, Technical Operations, Membership Engagement and People.

The Board was pleased to hear that the first managed partner event for some time had taken place in April. It had been well attended and had received positive feedback.

A new dashboard based on a number of KPIs on member engagement was appended to the CEO report and was welcomed by the Board members.

**Performance** – Carolyn Bedford (CFO) reported on financial performance for the period ending 31st March 2025. FY25 had been a successful year overall despite the challenges of the restructure and losing the UK PDNS contract. The financial results would be reported to members as part of the Annual Report and Accounts communication towards the end of July after approval by the Board.

## Strategic Items

**Public Benefit Programme** – Elaine Quinn (Director of Corporate Affairs) – provided the Board with an update on the Public Benefit Programme and ambitions for FY26 and beyond based on the strategic framework agreed by the Board last year. She also set out the approach to setting up a fund to support the resilience of the DNS.

## Governance Items

**Committee updates** – the Board received updates on the recent activities of the Remuneration Committee which had met on 9th May to review senior executive pay for FY26. The Board was reminded that decisions on pay were made in accordance with the Remuneration Policy which was available on the Nominet website.

## Legal matters

The Board was updated on the status of two legal cases, both of which have been struck out for procedural reasons rather than going to trial.

**Case 1** – It was claimed by a member that, as no bylaw was in place in respect of subscription fees as stated in Article 19 of the Articles of Association, Nominet was not legally entitled to charge a membership fee. The claim was struck out by the Court on 28th April 2025 and the two-day hearing planned for the end of May did not go ahead. A costs order in favour of Nominet was made but the level was not determined by the court at that time. That claimant has since made an application to the Court to set aside the strike out decision. This

application will now be considered at a hearing on 4th August 2025. The Board remains confident that the fees are lawfully charged and expressed disappointment that the company is in a dispute with a member.

**Case 2** – This was filed with the Central London County Court making a claim in respect of various elements relating to Nominet’s voting rights formula, elections of non-executive directors and Nominet’s Dispute Resolution Service. Nominet applied to have the claims struck out for not disclosing a legal cause of action. The Court made an order dismissing the case in February 2025.

## **Schedule of Court documents**

### **Case 1**

1) **Dated 12th Feb 2025** - That, based on a hearing of the Defendant's application and witness statements, the Default Judgment be set aside and the Claimant is ordered to pay costs of £10,000 to the Defendant.

2) **Dated 26th February 2025** - Unless the Claimant serves a list of documents by 4 pm on 27th February 2025 the claim will be automatically struck out.

3) **Dated 9th April 2025** - Claim will be automatically struck out and judgement entered for the defendant with costs being awarded in favour of defendant unless documents provided.

4) **Dated 28th April 2025** - Based on requirements of order of 9th April not being met, the Claim is struck out.

### **Case 2**

5) **Dated 20th February 2025** – The Court dismisses the case.

**Constitutional matters** – the Board considered whether changes to the Articles should be presented to the Members at the AGM in October for approval to bring Nominet’s constitutional documents up to date and provide a clearer governance ‘operating manual’. After some discussion it was concluded that more time was required to allow for development of the proposal and subsequent consultation. It was suggested that the topic be raised at a future UKRAC meeting to get input from member representatives.

**UKRAC** – Kieren McCarthy as NED liaison for UKRAC provided the Board with a summary report of UKRAC’s activities. The Board was pleased to note that all the positions on the Council would be filled from September and congratulated the new members on their appointments. The Board also thanked the outgoing members for contributions made during their tenures.

**Governance report** – the Board ratified the schedule of changes to the Register of Members. It also noted that, following a procurement process, Lumi Global had been appointed as election scrutineers on a three-year contract starting in 2025. They would replace Civica – who was thanked by the Board for its work on previous elections.

**Next Meeting** – the next scheduled meeting of the Board is 16th July 2025.

## **New & Cancelled Memberships**

The Board ratified the following membership changes for the period 15th March to 9th May 2025. The total number of members currently stands at 2256.

Members	Status
<p>Avoira Ltd</p> <p>Lamplight Database Systems</p> <p>James Wittams-Smith</p> <p>Tracey Olaleye</p> <p>Haiden Harley James Harris</p> <p>Matthew Horrocks</p> <p>Aubergine 262 Ltd</p> <p>Max Graystone-Lee</p> <p>Lumora Digital Limited</p> <p>Manuna Design S.A.</p> <p>Twice Nice Ltd</p> <p>Maddy Johnson</p> <p>Orbit Flow Digital Ltd</p> <p>Warden Technology Services</p> <p>Tim Lodge</p> <p>Beverley Dean</p> <p>UmbHost Limited</p> <p>Svetlana Kuprienko (Re-instated)</p>	<p>New Members/Reinstated (18)</p>
<p>Konnex Networks Ltd</p>	<p>Cancelled Members (11)</p>

Okotoks Limited	
System Day Ltd	
Yellowbus Solutions Ltd	
OGL Computer Support Ltd	
Graham and Liz Street	
PF Media Ltd	
Voyager Digital Ltd	
ZD Websites Ltd	
HOSTING SERVICE LTD	
Green Duck Ltd	

### Membership Engagement Opportunities

Date	Event
24 March	Members' Call with the CEO
27 March	Members' GiveHub Panel Meeting
8 April	Managed Partners Meeting
24 April	DRS Webinar
13 May	Abuse Mitigation Webinar
<b>Upcoming Events</b>	
7 & 8 July	Nominet co-Sponsoring NetUK2 Conference
10 July	Members' Call with the CEO
15 July	Members' Summer Drinks (Oxford)
17 September	Members' Conference (London)
13 November	Members' Call with the CEO