



# CODE OF CONDUCT COMMITTEE TERMS OF REFERENCE

## 1. ESTABLISHMENT AND DURATION

1.1 The Code of Conduct Committee (also referred to as the Member Code of Conduct Committee) ("the Committee") was established, by the Board in accordance with Article 42 of Nominet UK's ("the Company") Articles of Association.

## 2. SCOPE AND REMIT

2.1 The primary function of the Committee is to consider complaints submitted under the Member's Code.

## 3. MEMBERSHIP

3.1 Membership of the Committee is comprised of the appointed non-executive directors (excluding the Chair of the Board) and an appointed member representative.

3.2 The member representative is not involved in the decision making on complaints made under the Code, but plays an oversight role, ensuring proper and fair implementation of the Code.

3.3 The Committee will be chaired by the Senior Independent Director (SID).

3.4 Appointments to the Committee shall be for a period of up to three years and may be renewed.

3.5 A person shall cease to be a member of the Committee:

- i. at the end of their period of appointment (subject to reappointment);
- ii. on ceasing to be a director;
- iii. through a resolution of the Board terminating their appointment;
- iv. on written notice of resignation from the appointment to the Company Secretary.

## 4. SECRETARY

4.1 The Company Secretary (or their nominee) will act as Secretary to the Committee, and will be responsible for ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## 5. QUORUM

5.1 The quorum for business of the Committee to be undertaken shall be **three** and will include at least two appointed non-executives, and one appointed member representative.

5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

## 6. MEETINGS

6.1 The Committee shall meet as required and as directed by the Board, or when otherwise summoned by the Committee chair in their discretion in response to a complaint about member conduct.



- 6.2 Each Committee member shall provide an e-mail address which shall be the principal communication address for written notices and communications relevant to the Committee.
- 6.3 All those entitled to attend may participate in a meeting of the Committee by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 6.4 Decisions requiring to be made between meetings may be by email exchange provided a simple majority of the Committee supports the decision proposed.

## **7. NOTICE OF MEETINGS**

- 7.1 Meetings shall generally be summoned by the Committee secretary at the request of the Committee Chair or the Board.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no fewer than five working days before the date of the meeting, unless agreed otherwise with the Committee Chair. Supporting papers, and remote access arrangements if required, shall be sent to Committee members and to other attendees at the same time.

## **8. MINUTES OF MEETINGS**

- 8.1 The Secretary shall produce minutes of the Committee and shall include names of all those present and in attendance at Committee meetings, all decisions made and a record of key deliberations.
- 8.2 Draft minutes of a Committee meeting shall be circulated promptly to all Committee members with a reasonable period for comments to be made.

## **9. ANNUAL GENERAL MEETING**

- 9.1 The Chair of the Committee or, by agreement of the Committee, their nominee shall attend the Annual General Meeting prepared to respond to any member questions on the Committee's activities.

## **10. DUTIES**

- 10.1 The Committee shall, in its sole discretion, regulate its own proceedings and determine whether or not a member has breached the Code having considered the information presented to it.
- 10.2 Where the Committee decides that a Member has breached the Code, it may, having taken all relevant circumstances into account:
- i. require the Member to remedy the breach; and/or
  - ii. require an assurance from the Member, or any associated individual, relating to future behaviour, in terms determined by the committee; and/or
  - iii. suspend the Member's voting rights without any reimbursement of membership fees in whole or in part.
- 10.3 The Committee, will, except in exceptional circumstances publish its decision in full.
- 10.4 Where a member has been found by the Committee to have breached the Code, they shall be entitled to refer the committee's decision to an independent third party retained by Nominet.

## 11. OTHER MATTERS

- 11.1 The Member Code of Conduct Committee shall have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.
- 11.2 The Committee shall review its terms of reference as required to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## 12. AUTHORITY

- 12.1 The Committee is authorised by the Board to obtain, in connection with its duties, and at the Company's expense, any outside legal or other independent professional advice it considers to be necessary.
- 12.2 The Committee is authorised by the Board to obtain appropriate and timely training, both in the form of an induction programme for new Committee members and on an ongoing basis.

<b><i>Code of Conduct Committee Terms of Reference – Document Control</i></b>		
18/03/2026	<i>Conduct Committee</i>	<i>Approved</i>
25/03/2026	<i>Board</i>	<i>Approved</i>