



Non-Executive
Director Election 2025

CANDIDATE PACK





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Welcome

Board Election 2025

I am pleased to announce a call for a director to join Nominet's Board.

Our Board is responsible for the governance of Nominet. It sets the strategy, and monitors performance across the company's activities.

This year, there is one member-elected position open. The successful candidate will help oversee the delivery of the strategy agreed by the Board in 2024, ensure we meet our obligations to all stakeholders, provide valuable industry experience, and bring member perspectives to Board discussions.

Nominet remains focused on our important role as the .UK registry, and we continue to use our registry and DNS expertise to have a positive impact on the world around us. A committed, diverse and experienced board helps us achieve those goals.

If you are interested in standing, please get in touch with our Company Secretary, Victoria Burnett on elections@nominet.uk.

I do hope that you will lend your support so we can present Nominet's members with a strong field of candidates. You can help by reaching out to colleagues or contacts who you think could make a great contribution to Nominet and encouraging them to put themselves forward.



ANDY GREEN
Chair





Join the Nominet Board

ABOUT NOMINET

Nominet are proud guardians of the .UK registry. As a public benefit company, we run .UK and work with our members to bring the benefits of the internet to all.

In addition to running the .UK registry, we help to run the DNS that supports government services, including the NHS. As a trusted registry service provider, we ensure some of the biggest brands have their own home online.

Last year, our group revenue was just over £56m and we funded a range of good causes, including programmes to increase IT skills and prevent online harms.

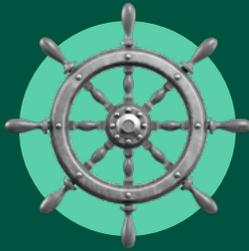
YOUR OPPORTUNITY TO MAKE A DIFFERENCE

We have four member-elected directors on our Board, each serving a three-year term. They play a key role in setting the strategic direction of the company and making the decisions that will drive our success in future.

One of our member-elected directors will complete their current term after this year's AGM. So this year members will be asked to nominate and elect, one director.

If the prospect of joining our Board appeals to you, please consider standing for election. This pack sets out what's involved, and how to take part.





**Excellent
stewardship
of .UK**



**Champion a
safe, secure and
resilient internet**



**Grow our
registry services
and DNS services**

WHY APPLY TO BE A NON-EXECUTIVE DIRECTOR AT NOMINET?

Joining the Nominet Board provides the unique opportunity to:

- Contribute to Nominet's overall business strategy
- Help make business-critical decisions
- Help shape policy and drive positive change

If you are excited to help Nominet drive its company vision and achieve its strategic objectives, this position could be for you.



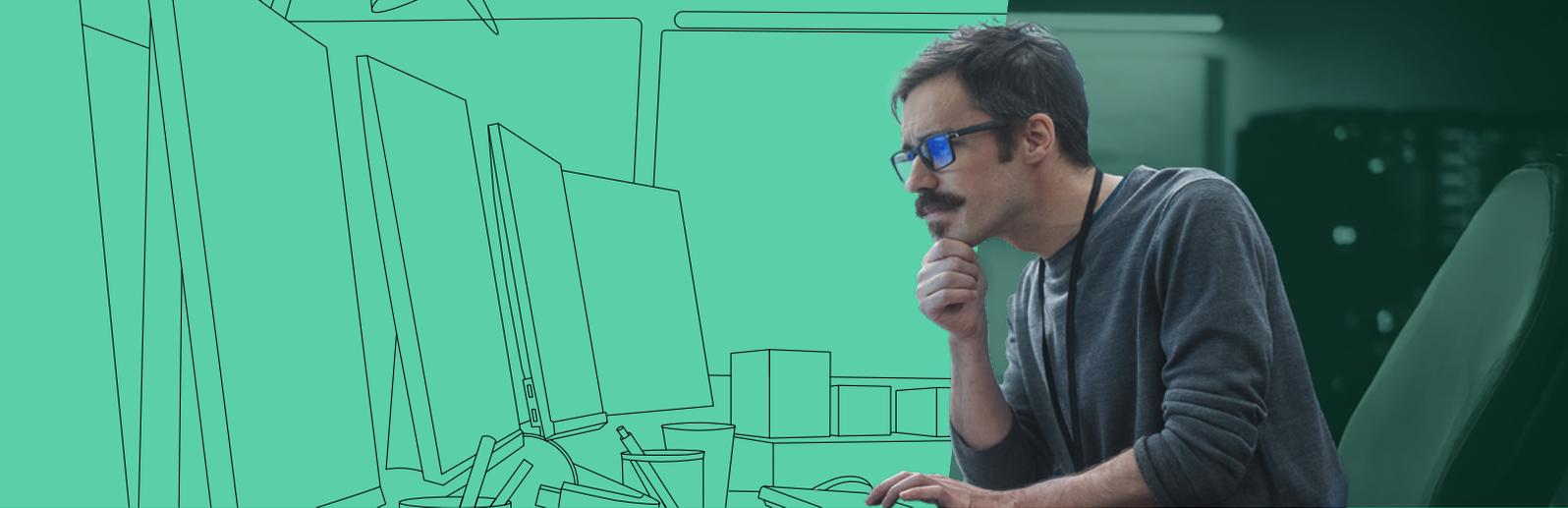
Members elected Steve Wright to the Board in 2023. Here's what he had to say about the experience:

"I stood for the Nominet board to give back to the internet sector. As a membership organisation, diversity in experience is crucial. Since my election, I've leveraged my expertise as a former Executive Director and Non-Executive Advisor to contribute effectively in the short time I've been on the Board so far."

The Deadline for Nominations is Noon (BST) on 7th July 2025

Please read this pack for more information and contact elections@nominet.uk if you have any questions.

Please register your interest as soon as possible by emailing our Company Secretary, Victoria Burnett at the above address in advance of submitting a full application.



The Role of Non-Executive Director

WHY IS IT IMPORTANT TO GET INVOLVED?

By joining the Nominet Board, you can play an important part in bringing the benefits of the internet to the millions who depend on our services.

Electing highly qualified candidates committed to Nominet's future success helps to ensure sound decision-making and maintain the highest corporate governance standards. We believe it's important that members can vote for a Board member from a strong field of candidates who will contribute to the organisation's effective leadership.

We encourage those who have the relevant skills and abilities, and who can commit the time, to consider standing. External training is also available to those who wish to deepen their knowledge and understanding across all aspects of the NED role.

THE ROLE: NON-EXECUTIVE DIRECTOR RESPONSIBILITIES

- Contributing to strategy – by providing an external perspective, skills and experience to strategy development.
- Contributing to effective decision-making – by constructive challenge and being team players.
- Oversight – by monitoring and reviewing the executive management's performance in achieving the company's vision and strategic objectives.
- Support – by contributing their external perspective, skills and experience to support Nominet's leadership and development moving forward.
- Committee membership – by serving on subcommittees and ad hoc committees as appropriate.
- .UK Registry Advisory Council (UKRAC) – as a member elected non-executive director you may be required to participate in, or chair, the UKRAC meetings.
- Engagement – by participating in Nominet member, customer and other stakeholder community events.



THE ROLE: LEGAL DUTIES OF DIRECTORS

All directors of Nominet will have statutory obligations under the Companies Act and other corporate legislation such as the Economic Crime and Transparency Act 2023. Therefore, you must be eligible to act as a company director. You should:

- Be 16 years of age or older;
- Be able to provide explicit consent to act as a director;
- Not be disqualified as being a company director (including being bankrupt and having unspent criminal convictions);
- Act in the best interests of the company and exercise independent judgement; and
- Fulfil directors' duties under Section 172 of the Companies Act including; acting within their powers; promoting the success of the company; exercising independent judgement; exercising reasonable care, skill and diligence; avoiding conflicts of interest; not accepting benefits from third parties and declaring interests in transactions or arrangements.

TIME COMMITMENT

Board meetings are typically held every two months and require a full day's commitment. The Board also has several Committees which you may be asked to join. Directors are expected to attend induction sessions, strategy away days and other official events.

The minimum time commitment is in the region of 25 to 30 days each year.

FEES

The non-executive fee is £40,700 per annum, which is reviewed annually in line with our overall remuneration policy.



Candidate Profile

The ideal candidate for this role would have most of the following qualifications:

QUALIFICATIONS AND EXPERIENCE

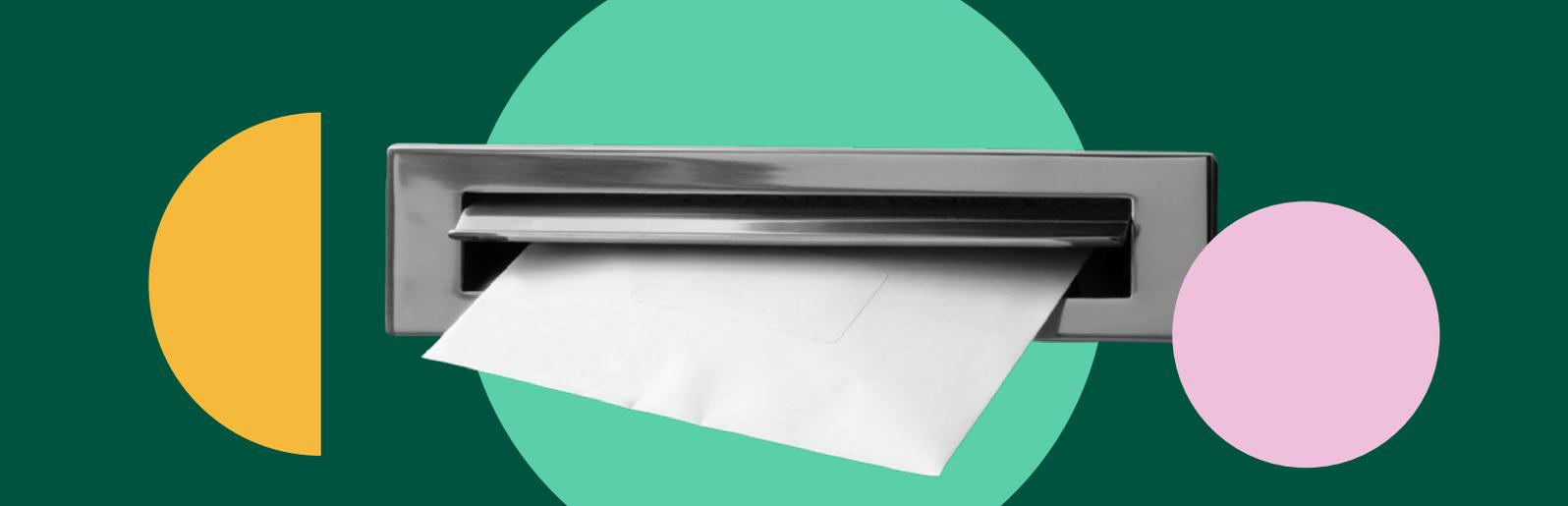
- Demonstrable senior leadership ability (and preferably boardroom experience) in an organisation with significant scale and substance.
- A successful track record of leading the formulation and delivery of successful corporate objectives, strategies and policies.
- Demonstrable experience in a high performing team.
- A track record that demonstrates a solid understanding of the efficient and effective management of an organisation's financial, human and other assets, and evidence of delivering improved performance and the better use of resources.
- Evidence of making an outstanding contribution within your industry or profession.
- Track record of making independent, well-balanced and sound judgements, particularly when under public scrutiny or subject to lobbying.
- Background in commercial and/or non-commercial environments.
- A track record of consensus building with stakeholders both within and outside your organisation.
- Experience of operating in dynamic strategic environments.

ABILITY, SKILLS AND KNOWLEDGE

- The resilience and integrity to reach well-balanced judgements in an impartial, objective and transparent manner.
- An ability to consider the wider issues rather than be involved in operational detail.
- Demonstrable depth and rigour in decision making.
- An understanding of the internet, including social media, as a user.
- An understanding of the internet security and resilience landscape.
- Knowledge of the broader technology sector.
- Effective and confident communication skills: listening, written and verbal.

PERSONAL STYLE AND BEHAVIOUR

- To act in a way that supports Nominet's values.
- To act for the Company with selflessness, integrity, objectivity, accountability, openness, leadership and honesty.
- Demonstrate clear thinking and a practical style.
- The ability to listen to and empathise with stakeholders at all levels.
- Be personally credible in a leadership role with stakeholders.
- Work constructively with the Nominet team and other Board members.



How to Apply

KEY DATES

Deadline for nominations	7th July 2025 (Noon, BST)
Candidate background checks	8th July - 1st August 2025
Board meeting to confirm voting calculation date	16th July 2025
Nominations Committee meets to review candidate applications	w/c 5th August 2025
Names and details of candidates announced to members	w/c 11th August 2025
Voting opens	26th September 2025
Voting closes	20th October 2025 (Noon, BST)
Results announced to members	21st October 2025

SUBMITTING YOUR APPLICATION

Please submit all documents to elections@nominet.uk by **no later than Noon (BST) Monday 7th July 2025**.

1. Nominees must be proposed and seconded by two different Nominet members. **The proposer and seconder should email their nominations to elections@nominet.uk**. Alongside their nomination, proposers and seconders are required to provide a brief statement, for publication, on their nominees' suitability for a position on Nominet's Board.
2. The Nominee must submit the following election documents (in Word document format unless otherwise stated):
 - Confirmation of willingness to stand and to accept the legal and fiduciary duties of a director and commit to the time needed to fulfil the role.
 - An up-to-date CV or LinkedIn profile.
 - An election statement of no more than 500 words demonstrating how your skills and experience meet the key requirements of the role to allow our members to make an informed choice when exercising their right to vote (to be provided as a Word or text document).

- A completed and signed proforma non-executive director contract, included at the end of this document (complete your name and address, then sign and date the proforma contract).
- A completed and signed form with a full and complete disclosure of your interests and any potential conflicts of interest, and an undertaking that the contents of your election documents are true, complete and not misleading.

THE PROCESS

This section outlines what happens after the nominations are received. If you have any questions during the process, or if you need our help to progress, please contact elections@nominet.uk

Candidate Background Checks

Candidates are required to participate in **a security screening process** carried out on our behalf by a third-party company. All directors of Nominet are required to do this and it is consistent with Nominet's role in operating critical national infrastructure. Background checking and onboarding verification is becoming standard and there will be additional checks required by Companies House when registering new directors in accordance with provisions under the Economic Crime and Corporate Transparency Act 2023. It is important that you comply with the requirements of the screening process and stated deadlines in order to be put forward for election by the membership.

The screening process will include: proof of identify; proof of address; qualification and employment checks and references; address history checks; credit checks; criminal record checks; directorship checks; company record searches; or other checks required by Nominet.

Candidates Announced

The Nominations Committee will review all the applications and confirm the candidates who are eligible to be put forward for inclusion in the Members' ballot. The Nominations Committee reserves the right not to progress applications which are incomplete or where in their opinion the applicant would be unable to perform their duties as a director.

Election materials (other than personal data) including your answers to the questions set out above will be published on our website. We reserve the right not to publish any materials which in our opinion are defamatory or offensive. You will also be asked for:

- a photograph for inclusion in the final candidate booklet and on the voting website.
- a video statement of up to five minutes in support of your candidacy for inclusion on the voting website and Member Hub.

Voting and Results

An independent election management company, Lumi Global, conducts the elections as per our constitutional rules by secret ballot using the Single Transferable Voting (STV) system. Weighted voting rights are applied to the board elections and resolutions, calculated as per our voting rights policy. All votes will be cast electronically via a secure voting website operated by Lumi Global.

APPLICATION CHECKLIST

We hope you are interested in this exciting opportunity. If you would like to apply, we have included a helpful checklist and copies of the relevant forms and contracts below.

NOMINATION CHECKLIST

Signed Non-Executive Director Contract

Signed Conflicts of Interest Declaration

Up-to-date CV or LinkedIn profile

Nominations from Two Members (proposer and seconder)

Election Statement (up to 500 words)



Proforma Non-Executive Director Contract

Name
Address

Contacting us

Phone: +44 (0)330 236 9480
Email: nominet@nominet.uk
Write to: Nominet UK,
Minerva House,
Edmund Halley Road,
Oxford Science Park,
Oxford,
OX4 4DQ
Web: www.nominet.uk

XX XXXX 2025

Appointment as non-executive director of Nominet UK (“the Company”)

Dear [Name]

This letter sets out the main terms of your appointment as a non-executive director of Nominet UK. It is agreed between us that this is a contract for services and is not a contract of employment.

1. APPOINTMENT

- 1.1. Subject to the remaining provisions of this letter, your appointment will commence on 22nd October 2025 and conclude at the third AGM following appointment (usually three years), unless earlier terminated by either party giving to the other three months’ prior written notice.
- 1.2. The first six months of your appointment shall be a probationary period and your appointment may be terminated during this period at any time. We may, at our discretion, extend this period for up to a further three months. During this probationary period, your performance and suitability for continued appointment will be monitored. At the end of your probationary period, you will be informed in writing if you have successfully completed your probationary period.
- 1.3. Your appointment is subject to the articles of association of the Company, as amended from time to time (**Articles**). Nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a director of the Company.
- 1.4. As a non-executive director of the Company you may have access to independent professional advice at Nominet’s expense. Prior authorisation from the Chair [or Company Secretary] will be required before incurring expense on the Company’s account.

2. DUTIES AND RESPONSIBILITIES

- 2.1. As a non-executive director, you shall have the same general legal responsibilities to the Company as any other director and shall be required to act at all times in the best interests of the Company. The Board as a whole is collectively responsible for the success of the Company. Given the nature, history and structure of the Company, 'success' is measured more widely than purely financial results (including, for example, stakeholder knowledge and satisfaction and public benefit) although financial stability is a key aim.
- 2.2. The Board's role is to:
 - 2.2.1. provide leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - 2.2.2. set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and
 - 2.2.3. set the Company's values and standards and ensure that its obligations to its members and others are understood and met.
- 2.3. In your role as a non-executive director, you shall also be required to:
 - 2.3.1. constructively challenge and contribute to the development of strategy;
 - 2.3.2. scrutinise the performance of management in meeting agreed goals and objectives, and monitor the reporting of performance;
 - 2.3.3. satisfy yourself that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
 - 2.3.4. be responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning;
 - 2.3.5. serve on committees of the Board as required from time to time and attend meetings of any such committees;
 - 2.3.6. at all times comply with the Articles and Memorandum of Association of the Company;
 - 2.3.7. abide by your fiduciary duties as a director of the Company;
 - 2.3.8. diligently perform your duties and use your best endeavours to promote, protect, develop and extend the business of the Company;
 - 2.3.9. immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or director of the Company of which you become aware to the Chair, for avoidance of doubt we would expect full disclosure of any legal actions that you are party to regardless of whether or not they are related to your appointment as a director of the Company; and
 - 2.3.10. comply with any codes of practice and terms of business issued or adopted by the Company from time to time.
- 2.4. You shall be entitled to request all relevant information about the Company's affairs as is reasonably necessary in order to enable you to discharge your duties.

3. TIME COMMITMENT

- 3.1. Overall, the Company anticipates a time commitment in the range of 25 to 30 days per year, including attendance at Board meetings, annual strategy meetings, the AGM/EGMs and some member events including UKRAC meetings. In addition, you will be expected to devote appropriate preparation time ahead of each meeting and be available if needed to deal with matters on the Board email list, and at other member or staff events. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role.
- 3.2. The agreement of the Chair should be sought before accepting any additional commitments that might affect the time you are able to devote to your role as non-executive director of the Company.
- 3.3. The Company will confirm the specific dates and times for Board meetings in due course. Generally, you will receive an agenda, together with relevant supporting papers, at least three days before each Board meeting. However, from time to time, it may be necessary to hold meetings at short notice.

4. FEES

- 4.1. Your fee for accepting the appointment is set out in the 2025 Candidate Election Pack and will be paid gross per annum, in equal monthly instalments in arrears, less appropriate PAYE deductions.
- 4.2. You will not participate in any bonus schemes or receive any pension from the Company.
- 4.3. The Company shall reimburse you for all reasonable and properly documented expenses that you incur in performing the duties of your office, in accordance with the Company's expenses policy from time to time.

5. REVIEW

You will be subject to a review process each year, conducted by the Chair. If there are any matters regarding your role which cause you concern in the interim, these should be discussed with the Chair.

6. CONFLICTS OF INTEREST

- 6.1. The Company has a neutral role in relation to the .UK domain name industry, and conflicts of interest can be particularly damaging to the Company. You must declare any relevant interests into a register, in accordance with the Company's conflict of interest policy. You agree that information from the register may appear in the Company's Annual Reports. You confirm that you have declared any conflicts that are apparent at present and that you will declare potential conflicts of interest as soon as apparent.
- 6.2. In the event that you make a new entry into the register of interests, you should pro-actively mention this to other members of the Board and report to the Company Secretary.
- 6.3. You must comply with any directions given by the Company Secretary or Chair relating to protection against conflicts of interest.

7. CONFIDENTIAL INFORMATION

- 7.1. During the course of your appointment, you are likely to obtain knowledge of trade secrets and other confidential information with regard to the business and financial affairs of the Company and its subsidiary undertakings (from time to time) and their respective customers and suppliers details of which are not in the public domain (**“Confidential Information”**) including, but not limited to, the register and information about registrars and accordingly you undertake to and covenant with the Company that:
- 7.1.1. 7.1.1. you shall not at any time after the date of this agreement (save by compulsion of law) use any Confidential Information (other than in the interests of the Company or of any of its subsidiary undertakings) or disclose or divulge any Confidential Information to any person (other than to officers or employees of the Company or of any of its subsidiary undertakings whose province it is to know the same) and that you shall use your best endeavours to prevent such use or publication or disclosure of any Confidential Information by any other person; and you shall not at any time after termination of your appointment (by whatever means) use or procure the use of the name of the Company or of any of its subsidiary undertakings whether or not in connection with your own or any other name in any way calculated to suggest that you continue to be connected with the business of the Company or of any of its subsidiary undertakings or in any way hold yourself out as having such connection.

8. RETIREMENT AND TERMINATION

- 8.1. During the course of your appointment, your performance will be subject to reviews, in which you agree to participate. Continuation of your appointment is contingent on your continued satisfactory performance and re-appointment by the members as required by the Articles. If the members do not re-appoint you as a director in accordance with the Articles your appointment shall terminate automatically and with immediate effect. You may resign from the Company at any time by giving written notice to the Chair.
- 8.2. The Company reserves the right to terminate your appointment with immediate effect and without payment of compensation by written notice if you accept a position with or acquire interests in another company, without prior Board approval, which, in the Board’s reasonable opinion, is likely to give rise to a material conflict of interest with your position as a director of the Company. If any conflict with your duties as a director does arise, you should consult the Board immediately.
- 8.3. The Company may terminate your appointment with immediate effect if you have:
- 8.3.1. committed any serious or repeated breach or non-observance of your obligations to the Company (which includes an obligation not to breach your fiduciary duties); or
- 8.3.2. been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Company, brings or is likely to bring you or the Company into disrepute or is materially adverse to the interests of the Company; or
- 8.3.3. been declared bankrupt or have made an arrangement with or for the benefit of your creditors, or if you have a county court administration order made against you under the County Court Act 1984 or equivalent legislation; or
- 8.3.4. been disqualified from acting as a director.
- 8.4. On termination of the appointment, you shall only be entitled to accrued fees as at the date of termination, together with the reimbursement of any expenses properly incurred prior to that date.

9. DATA PROTECTION

- 9.1. The Company will collect and process information relating to you in accordance with the Company's privacy notice for employees, workers and contractors which is available from the HR department.
- 9.2. When handling personal data in connection with your appointment by the Company on the terms of this letter, you shall comply with the Company's data protection policy.

10. THIRD PARTY RIGHTS

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you and the Company shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Company.

11. INSURANCE

The Company currently maintains directors' and officers' liability insurance and we will arrange for you to be included in such cover with immediate effect.

Subject to successful election by Nominet's members and the remaining provisions of this letter,
I agree to enter this agreement.

Name

Signature

Date

Conflicts of Interest Declaration

All directors, including those who are elected by members, have a duty to act in the best interests of Nominet and to avoid actual, potential or perceived conflicts of interest.

Situational Conflicts

The Companies Act 2006 states that a director of a company must avoid a situation in which he/she has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. Directors will need to declare any situations that might give rise to such a conflict. These may be permitted if the Board is able to authorise them. However, even if authorised, the Board may decide that it is appropriate for that director to be recused from decision making relating to the conflict.

Transactional Conflicts

Directors must always avoid any direct interest in a proposed transaction or arrangement with the company. A standing declaration of interests (as per this form) does not remove the requirement to declare an interest in relation to a specific item of business. At each meeting, directors are prompted to declare any potential conflict of interest which relates to the business of that meeting and will not be allowed to participate in decision making or to receive associated information.

Candidate Declaration of Interests

All candidates will need to submit a completed conflicts of interest declaration as part of their application. The Nominations Committee will review the declarations for each candidate.

In the event that declarations are not complete and accurate, or if a situational conflict cannot be authorised by the Board in accordance with the Companies Act 2006, then a candidate cannot take part in the elections process and will not be included on the ballot paper of candidates presented to the membership. If a candidate is precluded from standing in the election, the Nominations Committee will provide a written explanation regarding the decision to that person. The Nominations Committee decision will be final and binding.

Identifying Potential Conflicts

To identify situational conflicts, directors may find it helpful to ask themselves the following questions:

- Is your role/connection with “ABC” likely to prevent you, when acting as a director of Nominet, from giving sole consideration to the interests of Nominet?
- Is your role/connection with the other party likely to involve consideration of actions that could be adverse to Nominet’s interests or put you in a position where information that you know as a result of being a director of Nominet would be relevant to the decision being taken?
- Are you part of the decision-making process of the other party?
- Particularly in relation to any perceived conflict, what is the justification for Nominet to authorise it?
- Do the interests of the two companies compete, either in their product markets or in relation to strategic opportunities?
- Would the activities undertaken in one role be likely to have a material impact on the other?

By 'connected' we mean to include spouses and other close family members, corporate bodies in which you or your other connected persons hold shares, trustees of a trust whose beneficiaries include you or your connected person and partnership arrangements.

Please provide full details when answering the following questions.

1. Are you or is any person connected to you a director or a shareholder of a company that is:

- **A member of Nominet?**
- **In partnership with Nominet?**
- **In a joint venture with Nominet?**

2. Are you a member of Nominet in your own right?

3. Have you, or any person connected with you, been a Nominet registrar during the past five years? If so, please provide details

4. Does any person you are associated with have any of the following relationships with Nominet?

By 'associated', we mean to include any formal or informal contractual and/or advisory relationships. Examples include: supplier, customer (as registrant or registrar), competitor, banking, distribution and/or any other ongoing, but material relationship (such as a dispute) etc.

5. Are you associated with any adviser to Nominet?

By 'associated' we mean to include any formal or informal contractual and/or advisory relationships. Examples include: audit, tax, legal, investment banking, pensions or investments and/or management consultancy etc

6. Are you a member of a Committee or a Commission or do you have a material position with a Regulator, any department of Government, a Trade Body, a Professional Body or a Charitable Organisation?

Examples include where the relevant organisation: influences government policy, influences accounting standards and/or is preparing industry guidance etc.

7. Are you associated with an investment organisation of any nature?

By 'associated' we mean to include any formal or informal contractual and/or advisory relationships. Examples include: venture capital/private equity, hedge fund, investment trust/fund and/or an organisation taking material positions in shares or securities etc.

8. Are you in a position that you (or a company you are a director or material shareholder of) could make a profit as a result of your directorship of Nominet?

9. Do you know of any other circumstances that could give rise to a potential or actual conflict of interest or duties?

10. Do you know of any other circumstances, past or present, which may have a bearing on Nominet's reputation, e.g. a past directorship of a company which has gone into involuntary liquidation?

Name

Signature

Date

Candidate Statement

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Name

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Signature

[Input field for Signature]

Date

[Input field for Date]

