



Rob Binns  
Acting Chairman  
Nominet UK

**By email only**

16 June 2021

Dear Rob,

Thank you for your email. I cannot say that I am surprised by your decision to say "**no**" again. This is becoming a pattern at Nominet lately as the membership have sought to improve its governance; "**Vote no**", "**no**" to Sir Michael and Axel and now "**no**" to my board transition proposal.

3 points of clarification. Firstly, at no point did I request an "immediate transition". In fact, I said that we would do whatever promoted **maximum stability** and that a phased transition would likely be essential due to the limits on types of board seats.

Secondly, it is irrelevant whether a Director is voted or appointed, they are in law a Director. They can therefore quit or be fired. Frankly, that none of the board have had the grace to stand down after unanimously opposing the EGM and losing is staggering.

Thirdly, we agreed that any candidates would need to be vetted and I promised to provide you with names *AFTER* you'd gauged interest with the rest of the board. Having been silent for 3 weeks it's highly disingenuous to cite a lack of candidates as a reason to decline.

Nominet has a chequered past when it comes to putting pressure on individuals it believes are acting against the company's interests, so you can appreciate why I wanted to keep board candidates' names **CONFIDENTIAL**.

On the subject of "**confidential**" I believe a short education is in order. Confidential means "**intended to be kept secret**". It was used repeatedly during the EGM campaign by ex-Chair Mark Wood in the often suffocating and one-sided communications that you bombarded members with. Not only was **how members voted shared in real-time (!)** between Civica Election Services (CES) and Nominet but that information was then used to contact said members **AS THEY VOTED in an attempt to get them to change their vote!!**

Why bother with an "independent" 3<sup>rd</sup> party scrutineer if they're just going to feed info back to the very board members who are the target of the action?! CES's slogan is "Making democracy happen" but this is not democratic, its autocratic! **This has massively eroded trust.**

Remarkably, it gets worse, and on your watch. Having gained this sensitive information (that no member would have believed you had because of all the "confidential" messaging) it was then **shared without permission with Savanta**, to help conduct a "deep listening exercise"!

In doing so you've violated at least 3 of the key principles set out in Article 5 of the GDPR; lawfulness, fairness and transparency; purpose limitation; and confidentiality. The membership want to restore Nominet's tarnished reputation, but you continue to damage it.

The membership have patiently watched for signs that Nominet is truly changing in the 3 months since the EGM. Little has been evident. As Acting Chair you **refused to listen** to Sir Michael's advice to focus on regaining the trust of the membership ahead of re-stacking your board. Instead, you promoted two directors who were **unanimously opposed** to the Public Benefit campaign, **making Eleanor Bradley a de facto director** by promoting her to CEO immediately after her office was terminated by the membership! **This did not engender trust.**

Despite apparently wanting to be more transparent there is still no information on how much the membership paid for ex-CEO Russell Haworth to quit the day before he was fired, or exactly how much was spent fighting the EGM (an unofficial board source says £500k not including staff). There's also been no announcement on curbing exec pay: **Eleanor Bradley and Ben Hill** have cost Nominet nearly £200k in the 3 months since the EGM. And you've ruled out a price reduction, despite stockpiling over £91M in the investment fund. This is an excessive "contingency fund".

It seems I need to remind you that **jacking prices 56% and slashing public benefit donations 65%** in the last 5 years to make more money flies in the face of Nominet's "not-for-profit" purpose and has been executed very literally at the expense of members.

So far your board has so far **squandered a golden opportunity** to press the reset button and reconnect with its membership. The RAC isn't a legitimate membership body that'll improve engagement and if you'd been truly listening you'd have binned it by now.

Please take this email in the spirit it's intended: **a final warning to heed the will of the members.** As a group we have been ignored and belittled for years as a smokescreen to mask self-serving behaviour and poor governance. **That time is over.**

All of the above is to say that if there should be a second EGM, it will be because you have given the membership no other choice.

Kind regards

Simon Blackler