

Compensation Committee Activities Report - 1 July 2020 through 30 December 2020

Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. Ombudsman At-Risk Compensation for FY20 and goals for FY21	The Committee received a report from the Ombuds regarding his performance of his goals agreed for his FY20 at-risk compensation. The Committee discussed the report with the Ombuds and then amongst themselves, and agreed to recommend that the Board approve payment to the Ombudsman for his FY20 At-Risk compensation. The Committee also discussed and agreed on goals for FY21 for the Ombuds.	1 July 2020	The Committee recommended that the Board approve the Ombuds At-Risk Compensation for FY20, which the Board approved on 9 July 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.a).
2. Ombudsman Contract Extension	The Committee discussed the need to extend the Ombuds contract, which expired on 30 June 2020. The Committee agreed to recommend that the Board approve a five-year extension to the Ombudsman contract, but with a caveat that the contract be terminable at-will and without cause to the extent the Board selects another Ombuds.	1 July 2020	The Committee recommended that the Board approve the Ombuds contract extension, which the Board approved on 9 July 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.b).
3. President and CEO FY21 goals	Following discussion with the President and CEO at the prior meeting, the Committee discussed and agreed to recommend that the Board approve FY21 performance goals for the President and CEO.	1 July 2020	The Committee recommended that the Board approve the proposed President and CEO's goals for FY21, which the Board did on 9 July 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#1.a).

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4. President and CEO Contract Extension	The Committee began discussing possible extension of the President and CEO contract and then agreed that the discussion be moved to the full Board.	1 July 2020	The Committee passed discussion of possible extension of the President and CEO contract to the Board. The Board approved a two-year extension on 76 October 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-10-07-en#1.a).
5. Officer Compensation	Following discussion with the President and CEO the Committee agreed to recommend that the Board authorize the President and CEO to increase the base salary for two Officers of the organization.	5 October 2020	The Committee recommended that the Board approve the President and CEO's proposal re: certain Officer compensation increases, which the Board approved on 22 October 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-10-22-en#1.b).
6. President and CEO At-Risk Compensation for First Half of FY21	Following discussion with the President and CEO and internal committee discussion, the Committee recommended that the Board approve the President and CEO's At-Risk Compensation for the second half of FY20.	10 December 2020	The Committee recommended that the Board approve the President and CEO's At-Risk Compensation for the first half of FY21, which the Board approved on 17 December 2020 (see https://www.icann.org/resources/board-material/resolutions-2020-12-17-en#3.a).