

Compensation Committee Activities Report - 1 July 2021 through 31 December 2021

Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. Officer Compensation	The President and CEO presented a proposal and rationale, supported by independent compensation expert analysis, for increases for officers' base salaries for FY22. After discussion, the Committee recommended that the Board approve the President and CEO's proposal	9 July 2021	The Committee recommended that the Board authorize the President and CEO to increase the Officer's base salaries in accordance with the President and CEO's, effective 1 July 2021, which the Board approved on 22 July 2021 (see https://www.icann.org/resources/board-material/resolutions-2021-07-22-en#3.a).
2. President and CEO Compensation	The committee reviewed the most recent comparables and benchmarking from the independent expert consultants' report regarding the President and CEO's compensation. Following a robust discussion, the Committee agreed on a recommendation that the Board approve a 3% increase to the President and CEO's base salary, effective 1 July 2021.	9 July 2021	The Committee recommended that the Board approve a 3% increase of the President and CEO's base salary, which the Board approved on 29 July 2021 (see https://www.icann.org/resources/board-material/resolutions-2021-07-29-en#1.b).
3. Board Compensation process	The Committee received a report from independent compensation expert firm about the process the experts follow in developing benchmarking and comparables for Board member compensation. Following the presentation the Committee agreed with	21 July 2021	The Committee asked the independent compensation expert firm to prepare a report re: Board member compensation for discussion at a future Committee meeting.

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	the process the experts use and saw no need for any revisions to be considered.		
4. Ombuds At-Risk Compensation for FY21	The Ombuds reported to the Committee on his progress in completing his goals for FY21 to satisfy his At-Risk Compensation Component. Following discussion with the Ombuds, the Committee agreed to recommend that the Board approve payment to the Ombuds of his FY21 at-risk compensation.	21 July 2021	The Committee recommended that the Board approve payment to the Ombuds of his FY21 at-risk compensation, which the Board approved on 12 September 2021 (see https://www.icann.org/resources/board-material/resolutions-2021-09-12-en#2.a).
5. Ombuds FY 22 goals	The Ombuds presented his proposed goals for FY22. Following the discussion, the Committee agreed with the goals.	21 July 2021	The Committee agreed the Ombuds proposed FY22 goals.
6. President and CEO FY22 Goals	In July 2021, the President and CEO presented his initial thoughts on his goals for FY22, which should be aligned with the Board priorities. The Committee agreed to revisit a final set of goals for the President and CEO after the Board has finalized its FY22 priorities. The Committee did so in September 2021 and agreed on a recommendation that the Board approve the President and CEO goals for FY22, some of which were proposed by the President and CEO	9 September 2021	The Committee recommended that the Board approve the President and CEO goals for FY22, which the Board approved on 12 September 2021 (see https://www.icann.org/resources/board-material/resolutions-2021-09-12-en#2.c).

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	and some were proposed by the Committee.		
7. Review of Committee Charter	The Committee conducted its annual review of the Committee Charter.	1 December 2021	The Committee agreed that no changes to the Committee charter are necessary.
8. Review of Annual Workplan	The Committee reviewed its annual workplan.	1 December 2021	The Committee agreed with the annual workplan.
9. President and CEO report on progress toward FY22 goals	The President and CEO presented a written report to the Committee describing his progress toward the Board-approved FY22 goals.	1 December 2021	The Committee discussed and agreed with the President and CEO's self-assessment.
10. President and CEO At-Risk Compensation for first Half of FY22	The Committee discussed the President and CEO's At-Risk Compensation for the first half of FY22.	1 December 2021	The committee recommended that the Board approve the President and CEO's At-Risk Compensation for the first half of FY22, which the Board approved on 16 December 2021 (see https://www.icann.org/resources/board-material/resolutions-2021-12-16-en#2.a).

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Item	Description	Committee Completion Date	Accomplishments/Outcome
11. Board Compensation	The Committee received a report from an independent compensation expert firm on the most recent comparables and benchmarking regarding Board member compensation. The Committee agreed on a recommendation to the Board re: Board member compensation levels.	1 December 2021	The Committee made a recommendation to the Board re Board member compensation levels, which the Board has deferred to a later date.