

Compensation Committee Activities Report – 1 July 2023 through 31 December 2023

Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. Interim President and CEO FY24 Goals	The Interim President and CEO presented the final draft of her FY24 goals, which have been discussed with the Committee as well as the full Board.	22 August 2023	The Committee recommended that the Board approve the Interim President and CEO FY24 goals, which the Board approved on 10 September 2024 (see Resolution 2023.09.10.27).
2. Officer Compensation – Except Special Advisor to President and SVP, Global Stakeholder Engagement	The Interim President and CEO presented a proposal that the Board authorize her to increase Officer compensation effective 1 July 2023 in an amount consistent with the organization’s overall budget for pay increases for FY24.	10 October 2023	The Committee recommended that the Board approve the Interim President and CEO’s proposal, which the Board approved on 22 October 2023 (see Resolution 2023.10.22.02).
3. Officer Compensation for Special Advisor to President and SVP, Global Stakeholder Engagement	The Committee discussed the base salary for the Special Advisor to President and SVP, Global Stakeholder Engagement and agreed to recommend that the Board increase compensation for this role, effective 1 July 2023, in an amount consistent with the organization’s overall budget for pay increases for FY24.	10 October 2023	The Committee recommended that the Board approve a salary increase for the Special Advisor to President and SVP, Global Stakeholder Engagement, which the Board approved on 22 October 2023 (see Resolution 2023.10.22.01).

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Item	Description	Committee Completion Date	Accomplishments/Outcome
4. Interim Ombuds Compensation	The Committee discussed providing some additional compensation to ICANN's Interim Ombuds, pending the Board's selection of a new full-time Ombuds.	10 October 2023	The Committee agreed on a monthly stipend for the Interim Ombuds, for as long as an Interim Ombuds remains in the position.

In-Progress Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. Ombuds Search	The Committee discussed the Ombuds resignation and the steps that are being taken to identify ICANN's next Ombuds. The Committee discussed the proposed search timeline, the need to appoint an Ombuds Search Committee, and the need to engage an Interim Ombuds until the next full time Ombuds is appointed, and the steps taken to date on the search.	TBD	TBD
2. President and CEO Compensation Analysis	The Committee discussed options for conducting a study for the President and CEO compensation for the to-be-named new ICANN President and CEO. The Committee then met with potential compensation experts and selected one to conduct the analysis, which is ongoing.	TBD	TBD

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Item	Description	Committee Completion Date	Accomplishments/Outcome
3. Board Compensation Analysis	<p>The Committee discussed the history of the evaluations of Board compensation. The Committee noted that Board compensation was last revised 2014, in 2019 the Committee did not recommend any changes to the Board, and in 2021 the Board determined not to approve any change in Board compensation. The Committee discussed waiting until the President and CEO analysis has been completed, before undertaking another Board Compensation analysis.</p>	TBD	TBD