

Compensation Committee Activities Report – 1 July 2024 through 30 December 2024

Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. Ombuds Engagement	The Committee was asked to approve online the final terms for Ombuds engagement and discussed via email the process for engaging the new Ombuds.	16 July 2024	The Committee unanimously approved online the final terms for the Ombuds engagement, and authorized a Committee representative to negotiate with the selected Ombuds candidate. Following the negotiation, the Board unanimously approved online the engagement of a new Ombuds subject to completion of a long form agreement (see https://itp.cdn.icann.org/en/files/secretarys-notice/general-notice/secretarys-notice-2-27-08-2024-en.pdf).
2. Organization Culture	The Committee reviewed the Interim President and CEO's recommendations about the culture of the organization.	19 July 2024	N/A
3. Interim President and CEO Progress report on FY24 goals	The Committee reviewed the progress report from the Interim President and CEO regarding her FY24 goals.	19 July 2024	N/A
4. Interim President and CEO's At-Risk Compensation for	The Committee was asked to review and approve a recommendation that the Board	19 July 2024	The Committee approved a recommendation that the Board approve the Interim President and CEO's At-Risk Compensation for the second half of FY24,

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the second half of FY24	approve the Interim President and CEO's At-Risk Compensation for the second half of FY24.		which the Board approved on 29 July 2025 (see https://itp.cdn.icann.org/en/files/board-meetings/briefing-materials/briefing-materials-2-29-07-2024-en.pdf).
5. Interim President and CEO FY25 goals	Following several discussions at the Committee and Board levels, the Committee was presented with and asked to approve online a recommendation that the Board approve the final set of the Interim President and CEO's goals for FY25.	21 October 2024	The Committee unanimously approved online a recommendation that the Board approve the Interim President and CEO's goals for FY25, which the Board approved on 11 November 2024 (see https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-regular-meeting-of-the-icann-board-10-11-2024-en#section2.a)
6. Former Interim President and CEO At-Risk Compensation for first half of FY25	The Committee was asked to approve online a recommendation that the Board approve the At-Risk Compensation for the former Interim President and CEO for the first half of FY25.	23 December 2023	The Committee unanimously approved online a recommendation that the Board approve the Former Interim President and CEO At-Risk Compensation for the second half of FY24, which the Board approved on 29 January 2025 (see https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-regular-meeting-of-the-icann-board-26-01-2025-en#section3.a)