

ICANN BOARD PAPER NO. 2022.12.14.Cxx

**TITLE: PRESIDENT AND CEO AT-RISK COMPENSATION FOR
FIRST HALF OF FY23**

PROPOSED ACTION: For Board Approval

EXECUTIVE SUMMARY:

Per its charter, the Compensation Committee undertook an evaluation to determine whether to recommend payment of the President and CEO's at-risk compensation component for the first half of FY23. During its evaluation, the Compensation Committee reviewed the President and CEO's self-evaluation (see Attachment A to the Reference Materials) and discussed the same, and agreed that the President and CEO should be awarded his at-risk compensation component for the first half of FY23.

The Board is being asked to approve the Compensation Committee's recommendation as set forth below regarding the President and CEO's at-risk compensation component for the first half of FY23.

COMPENSATION COMMITTEE RECOMMENDATION:

The Compensation Committee recommends that the Board approve payment to the President and CEO in an amount equal ^{Confidential Employment Matt} his annual at-risk compensation component for the first half of FY23.

Confidential Employment Matter

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Whereas, each Board member has confirmed that he/she does not have a conflict of interest with respect to establishing the amount of payment to the President and CEO for the first half of FY23 at-risk compensation component.

Whereas, the Compensation Committee recommended that the Board approve payment to the President and CEO for the first half of his FY23 at-risk compensation.

Resolved (2022.12.14.xx), the Board hereby approves a payment to the President and CEO for his annual at-risk compensation component for the first half of FY23.

Resolved (2022.12.14.xx), specific items within this resolution shall remain confidential as an action "relating to personnel or employment matters", pursuant to Article 3, section 3.5.b of the ICANN Bylaws.

PROPOSED RATIONALE:

When the President and CEO was hired, he was offered a base salary, plus an at-risk component of his compensation package. This same structure exists today. Consistent with all personnel with the ICANN organization, the President and CEO is to be evaluated against specific goals, which the President and CEO sets in coordination with the Compensation Committee, which are approved by the Board.

The President and CEO provided to the Compensation Committee his self-assessment of his mid-way achievements towards his FY23 goals. After reviewing, the Compensation Committee discussed and agreed that the President and CEO should be awarded his at-risk compensation for the first half of FY23 and recommended that the Board approve payment to the President and CEO for his at-risk compensation for the first half of FY23. The Board agrees with the Compensation Committee's recommendation.

Taking this decision is in furtherance of ICANN's Mission and is in the public interest in that it helps ensure that President and CEO is sufficiently compensated in line with his performance in furtherance of the Mission, and which reflects that his goals are consistent with ICANN's Strategic and Operating plans.

While the decision to pay the President and CEO his at-risk compensation for the first half of FY23 will have a fiscal impact on ICANN, it is an impact that was contemplated in the FY23 budget. This decision will not have an impact on the security, stability or resiliency of the domain name system.

This is an Organizational Administrative Function that does not require public comment.

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