ICANN BOARD PAPER NO. 2026.07.20.1a

TITLE: Board Risk Committee Charter Amendment

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." (BGC Charter, Sec. II.C.3.) In this role, following suggested revisions by the Risk Committee to its charter, the BGC has recommended that the Board approve revisions to the Risk Committee charter to align with current responsibilities of the Committee. The Board is now being asked to approve the BGC's recommendations.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION:

The BGC recommends that the Board approve the revisions to the Board Risk Committee charter, which is attached as Attachment A to the Reference Materials.

PROPOSED RESOLUTION:

Whereas, the Board Governance Committee (BGC) has reviewed suggested changes that the Board Risk Committee made to its charter.

Whereas, the BGC has recommended that the Board approve revisions to the Board Risk Committee charter to align with actual practices of the Committee.

Resolved (2026.07.20.XX), the Board hereby adopts the revised Board Risk Committee charter.

PROPOSED RATIONALE:

The Board is addressing this matter to ensure Board Committee charters are up-to-date and reflect the most current governance requirements and the actual practices of each Committee.

As part of its responsibilities, the BGC is responsible for "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." (BGC Charter, Sec. II.C.3.) Following the Board Risk Committee's (BRC) proposed revisions to its charter, the BGC has recommended that the Board approve the revisions to align the BRC charter with the Committee's current oversight responsibilities.

This action is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board Committees are properly tasked with responsibilities, and to ensure proper oversight over the organization.

This action is not expected to have a direct fiscal impact on ICANN or on the security, stability or resiliency of the domain name system.

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

Submitted By:	Amy A. Stathos, Deputy General Counsel
Date:	14 July 2026
Email:	amy.stathos@icann.org

Risk Committee Charter | As approved by the ICANN Board of Directors on ~~14 March 2025~~[date]

I. Purpose

The Risk Committee of the ICANN Board is responsible for the assessment and oversight of policies implemented by ICANN designed to manage ICANN's risk profile, including the establishment and implementation of standards, controls, limits and guidelines related to risk assessment and risk management, including but not limited to financial, technical, legal and operational risks and other risks concerning ICANN's reputation and ethical standards.

In addition, the Risk Committee assists the Board in fulfilling its oversight responsibilities as it relates to the quality and integrity of ICANN's system of internal controls, internal audit function and its process, compliance with laws and regulations.

II. Scope of Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes as may be assigned by the Board from time to time:

A. Oversight of ICANN's Risk Management function, including the following activities:

1. Reviewing and advising on the ICANN risk management framework and associated policies, plans, programs, and reporting relating to risk management;
2. Monitoring the effectiveness of the risk management framework;
3. Overseeing the identification, assessment, and prioritization of risks and their mitigation strategies;
4. Staying informed on conditions at ICANN in order to identify potential future risks and advise on plans for addressing these risks as appropriate;
5. Reviewing other areas of risk concentration as appropriate, including coordinating with other committees of the Board that review risk, as well risks identified arising from the work of the ICANN community;
6. Ensuring alignment and compliance of the Risk Appetite Statement with ICANN's risk profile and Strategic Plan;

7. Reviewing and making recommendations to the Board for approval on ICANN's overall risk appetite and tolerance levels, including the Risk Appetite Statement; and

8. Promoting and ensuring the continuous improvement of risk management practices.

B. Oversight of ICANN's Internal Audit function, including the following activities:

1. Providing input to the performance evaluation of ICANN's Head of Internal Audit, in coordination with the organizational supervisor of this role.

2. Reviewing and approving the proposed internal audit scope, plans, and associated budgets, in accordance with professional standards using a risk-based approach.

~~9.~~3. Reviewing and approving ~~Recommending~~ the selection or retention of outsourced internal audit service providers, based on recommendations by ICANN's Head of Internal Audit, and periodically reviewing their performance, qualifications, and independence. ~~internal auditors to the Board with respect to the internal audit function's resources in accordance with best practices, including:~~

a. ~~Providing input to the performance evaluation of ICANN's head of internal audit in coordination with this role's organization supervisor.~~

b. ~~If an outsourced engagement is considered, periodically reviewing the performance, qualifications and independence of the internal audit third party service provider(s), and recommending to the Board any decisions regarding their retention or dismissal.~~

~~10. Reviewing the independence and authority of the internal audit function's reporting obligations, the proposed internal audit scope, plans, and budgets for the upcoming year; and the coordination of such plans with ICANN's head of internal audit.~~

4. Receiving findings from completed internal audits and a progress report on the ~~proposed~~ internal audit plan, including ~~with~~ explanations of any significant deviations from the original plan.

~~11.~~5. Receiving reporting on significant risk exposures, control

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issues, governance concerns, and the status of management's corrections actions, as applicable.

~~12.~~6. Overseeing and ~~P~~promoting ~~and ensuring~~ the continuous monitoring and enhancement ~~improvement~~ of the internal audit function and ensuring that external assessments of the internal audit activities are conducted ~~at least once every five years~~ periodically, in accordance with professional standards.

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~~B.~~C. Informing and advising the Board on the outcomes of these oversight areas, the Committee recommendations and assessment of those outcomes, if any, as well as other reporting deemed appropriate by the Committee.

In addition, the Committee may perform other duties or responsibilities, if any, delegated to the Committee by the Board from time to time.

III. Composition

The Committee shall be comprised of at least three but not more than seven Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The voting Directors on the Committee shall be the voting members of the Committee, and the majority of the Committee members must be voting Directors. The members of the Committee shall serve at the discretion of the Board.

The Committee shall have a Chair and may have a co-Chair or vice-Chair. Unless a Committee Chair/co-Chair/vice-Chair is appointed by the full Board, the members of the Committee may designate its Chair/co-Chair/vice-Chair from among the members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

A. Regularly Scheduled Meetings

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting

1. Making a Motion:

The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee, and seconded by another voting member of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly scheduled Committee meeting and will be included in the minutes of that meeting.

2. Timing:

a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.

b. The period of voting on any motion for an action without a meeting will be seven days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven days.

V. Voting and Quorum

A majority of the voting members shall constitute a quorum. Voting on Committee matters shall be on a one vote per voting member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VI. Recording of Proceedings

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee. A report of the activities of the Committee shall be prepared and published semi- annually.

VII. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair.

VIII. Review

The Board Risk Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. The performance of the Committee shall be reviewed annually and informally by the Board Governance Committee. The Board Governance Committee shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Committee may also be reviewed as part of any independent review of the Board and its Committees.

Risk Committee Charter | As approved by the ICANN Board of Directors on 20 July 2026

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6. Overseeing and promoting the continuous monitoring and enhancement of the internal audit function and ensuring that external assessments of the internal audit activities are conducted ~~at least once every five years~~ periodically, in accordance with professional standards.

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REFERENCE MATERIALS – BOARD SUBMISSION NO. 2026.07.20.1a

TITLE: Revised Board Risk Committee Charter

Documents

The following attachments are relevant to the Board's consideration of the revisions to the Board Risk Committee charter.

Attachment A is the proposed revised charter of the Board Risk Committee in redlined format.

Attachment B is a clean copy of the proposed revised charter of the Board Risk Committee.

Submitted By:	Amy Stathos, Deputy General Counsel
Date Noted:	9 July 2026
Email:	amy.stathos@icann.org

ICANN BOARD PAPER NO. 2026-07-20-2a

TITLE: Transfer of the .IE (Ireland) top-level domain to IE Domain Registry CLG

PROPOSED ACTION: For Board Consideration and Approval

IANA REFERENCE:

EXECUTIVE SUMMARY:

As part of our responsibilities under the IANA Naming Function contract with ICANN, PTI has prepared a recommendation to authorize the transfer of the country-code top-level domain .IE (Ireland) to IE Domain Registry CLG (IEDR).

Key points of the investigation on the transfer request are:

- The string under consideration represents Ireland in the ISO 3166-1 standard and is eligible for transfer.
- The proposed manager is IEDR and has served as the administrative and technical operator of the .IE domain. It is headquartered in Dublin, Ireland.
- IEDR was incorporated under the Ireland Companies Acts 1963 to 1999. Under the Companies Act 2014, IEDR became an independent company limited by guarantee (CLG).
- The proposed administrative contact is a resident of Ireland.
- The incumbent manager University College Dublin ceased to operate the .IE top-level domain in July 2000.
- Government support for the application has been provided by the Minister for Culture, Communications and Sport.
- Additional statements of support or non-objection were provided by four significantly interested parties in Ireland. IANA has not received any letters of objection.

PROPOSED RESOLUTION:

Resolved (2026.07.20.xx), as part of the exercise of its responsibilities under the IANA Naming Function Contract with ICANN, PTI has reviewed and evaluated the request to transfer the .IE top-level domain to IE Domain Registry CLG. The documentation demonstrates that the proper procedures were followed in evaluating the request.

PROPOSED RATIONALE:

Why is the Board addressing the issue now?

In accordance with the IANA Naming Function Contract, IANA has evaluated a request for ccTLD transfer and presented its report to the Board for review. This review by the Board is intended to ensure that the proper procedures were followed.

What is the proposal being considered?

The proposal is to approve a request to transfer the .IE top-level domain and assign the role of manager to IE Domain Registry CLG.

Which stakeholders or others were consulted?

In the course of evaluating this transfer application, IANA consulted with the applicant and other significantly interested parties. As part of the application process, the applicant described consultations that were performed within the country concerning the ccTLD, and their applicability to their local Internet community.

What concerns or issues were raised by the community?

The Board is not aware of any significant issues or concerns raised by the community in relation to this request.

What significant materials did the Board review?

The Board reviewed the following evaluations:

- The domain is eligible for transfer, as the string under consideration represents Ireland in the ISO 3166-1 standard;
- The proposed manager and its contacts agree to their responsibilities for managing this domain;
- The proposal has demonstrated appropriate consultation with and support from significantly interested parties;
- The proposal does not contravene any known laws or regulations;
- The proposal ensures the domain is managed locally in the country, and are bound under local law;
- The proposed manager has confirmed they will manage the domain in a fair and equitable manner;

- The proposed manager has demonstrated appropriate operational and technical skills and plans to operate the domain;
- The proposed technical configuration meets the technical conformance requirements;
- No specific risks or concerns relating to Internet stability have been identified; and
- Staff have provided a recommendation that this request be implemented based on the factors considered.

These evaluations are responsive to the appropriate criteria and policy frameworks, such as "Domain Name System Structure and Delegation" (RFC 1591), "GAC Principles and Guidelines for the Delegation and Administration of Country Code Top Level Domains" and the ccNSO "Framework of Interpretation of current policies and guidelines pertaining to the delegation and redelegation of country-code Top Level Domain Names."

As part of the process, Delegation and Transfer reports are posted at http://www.iana.org/reports.

What factors the Board found to be significant?

The Board noted that IANA did not receive any objection or opposition to this application when evaluating for the support of significantly interested parties.

Are there positive or negative community impacts?

The timely approval of country-code domain name managers that meet the various public interest criteria is positive toward ICANN's overall mission, the local communities to which country-code top-level domains are designated to serve, and responsive to obligations under the IANA Naming Function Contract.

Are there financial impacts or ramifications on ICANN (strategic plan, operating plan, budget); the community; and/or the public?

The administration of country-code delegations in the DNS root zone is part of the IANA functions, and the delegation action should not cause any significant variance on pre-planned expenditure. It is not the role of ICANN to assess the financial impact of the internal operations of country-code top-level domains within a country.

Are there any security, stability or resiliency issues relating to the DNS?

ICANN has identified no specific risks or concerns relating to Internet security, stability, or resiliency in connection with this request. This is an Organizational Administrative Function not requiring public comment.

SIGNATURE BLOCK:

Submitted by:	Candice Montoya
Position:	IANA Services Sr Specialist
Date Noted:	09 July 2026
Email:	candice.montoya@iana.org

Report on the Transfer of the .IE (Ireland) top-level domain to IE Domain Registry CLG

11 June 2026

This report is a summary of the materials reviewed as part of the process for the transfer of the .IE (Ireland) top-level domain. It includes details regarding the proposed transfer, evaluation of the documentation pertinent to the request, and actions undertaken in connection with processing the transfer.

FACTUAL INFORMATION

Country

The “IE” ISO 3166-1 code from which the application’s eligibility derives, is designated for use to represent Ireland.

Chronology of events

The .IE top-level domain was introduced in 1988 and has been managed since by the University College Dublin (UCD). In July 2000, UCD passed some day-to-day responsibilities to IE Domain Registry Limited (IEDR). IEDR was incorporated in November 1999 under the Ireland Companies Acts 1963 to 1999 with registration number 315315.

In late 2001, the Internet Service Providers Association of Ireland (ISPAI) expressed direct interest in IANA's redelegation process for the .IE domain, voicing concerns about how it was being operated. Specifically, it noted the absence of industry participation in management, public financial reporting, public management reporting, agreed dispute arbitration mechanism, and the lack of an agreed public policy forum. Around the same time, IEDR requested formal recognition by ICANN to be the manager of the .IE domain. IEDR shared that it had already notified the Irish Government of its intention to seek a formal transfer of the .IE domain, and had been working to broaden its governance structure by adding board representation from the Irish business and Internet communities, establishing an advisory group, and putting a formal appeals process in place. IEDR also provided background on the domain's history, noting that a Deed of Assignment had been entered into between UCD and IEDR on 1 July 2000.

IEDR wrote to IANA to address ISPAI’s areas of concern, acknowledging the formal process required for transferring country code top-level domains (ccTLDs) and confirming it has notified its intention to seek formal transfer of the .IE domain from UCD in accordance with the requirements of IANA policies, with a formal proposal being prepared for submission.

In 2007, the Irish Government enacted an amendment to the Communications Regulation Act that allows for regulation of the .IE domain by the Commission for Communications Regulation (ComReg).

In September 2010, UCD wrote to IANA expressing support for the transfer of the .IE domain from UCD to IEDR. In doing so, it stated UCD had reassigned all relevant assets, liabilities, staff, and undertakings to IEDR via the Deed of Assignment. UCD recognized that seeking transfer of responsibility for the ccTLD did not occur, which had left it as the recognized ccTLD manager despite no longer having any operational role. UCD acknowledged that this outdated status was unsatisfactory and confirmed UCD's full support to transfer management of the ccTLD to IEDR.

Later in 2010, IANA received a request from the Department of Communications, Energy and Natural Resources (DCENR) to transfer the .IE domain from UCD to DCENR, however, this request was not pursued further.

In February 2011, IANA received a transfer request from IEDR. Both ComReg and DCENR stated they did not support the transfer, and IANA staff identified several matters that needed to be more fully addressed before the proposal could be decided. As those deficiencies were not resolved, the transfer request was administratively closed that May. DCENR explained that it viewed the request as essentially administrative in nature; as the day-to-day operations would remain largely unchanged, with continuity of staff, policies, and service levels. It stressed that "the Department has no issue with the continued operation of IEDR as the registry for the ccTLD and we would envisage the status quo being maintained with [UCD] to retain the delegation until such time as matters are resolved to the satisfaction of all parties."

ComReg had expressed the view that the department itself should hold the delegation, to reflect its empowerment to designate the domain registry authority in Ireland under the relevant legislation. ISPAI also wrote to IANA, stating that "ISPAI, after consultation with its members, supports the view that the sponsoring organization for .IE must be a public body and not a private company. Delegation to DCENR instead of IEDR would align most closely with the existing legislation."

In October 2012, the administrative and technical contacts for the .IE domain were updated in IANA's records to points of contacts at IEDR.

In 2023, representatives of IEDR, the Irish Government, and IANA met regarding a renewed attempt to transfer the .IE domain from UCD to IEDR.

In December 2024, the Department of the Environment, Climate and Communications (DECC) launched a public consultation on Ireland's .IE ccTLD management framework. In the following year, IEDR and IANA met to discuss the completion of the public consultation. IEDR adopted Terms of Endorsement which was awaiting the Minister's signature before the transfer process could proceed.

In April 2026, a summary of the public consultation was released. Based on feedback and input from relevant government departments, DECC established a set of core principles to form the basis of a Terms of Endorsement for Ireland's ccTLD manager. The terms will be reviewed every five years, with the Minister retaining discretion to update them as needed, and any future legislative changes in this area will also trigger a review to ensure alignment.

On 26 April 2026, IANA received a formal request to transfer the management of the .IE domain to IEDR.

Proposed Manager and Contacts

The proposed manager is IE Domain Registry CLG. Under the Companies Act 2014, IE Domain Registry is an independent company limited by guarantee (CLG).

The Chief Executive Officer and Chief Information Officer at IE Domain Registry CLG will continue to serve as the public administrative and technical contacts, respectively.

EVALUATION OF THE REQUEST

String Eligibility

The top-level domain is eligible for transfer as the string for Ireland is presently assigned in the ISO 3166-1 standard.

Incumbent Consent

University College Dublin, as the current .IE manager, consents to this transfer. IEDR, as the proposed new manager and already performing significant day-to-day management duties, also supports this transfer.

Public Interest

Government support for the transfer request has been submitted by Patrick O'Donovan, Minister for Culture, Communications and Sport.

Statements of support or non-objection were also provided by the following significantly interested parties:

- Stu Homan, Chief Operating Officer, Markmonitor
- Eileen Gallagher, Chief Executive Officer, Irish Neutral Exchange Association CLG (INEX)
- Michele Neylon, Managing Director, Blacknight Internet Solutions Ltd
- Fergal O'Byrne, supports the transfer request in a personal capacity

IANA has not received any letters of objection.

The application is consistent with known applicable laws in Ireland. The proposed manager undertakes the responsibility to operate the domain in a fair and equitable manner.

Based in country

The proposed manager is constituted in Dublin, Ireland.

The proposed administrative contact has represented that they are resident in Ireland.

Stability

At this time, the application is not known to be contested.

We have not identified any stability issues with this request.

Competency

No operational or technical changes are being pursued in association with this change. The application does not intend to change how the domain is operated, in which IEDR has been involved for a significant amount of time, and is limited to formal recognition of it as the ccTLD manager.

Proposed policies for management of the domain have also been tendered.

EVALUATION PROCEDURE

PTI is tasked with coordinating the Domain Name System root zone as part of a set of functions governed by a contract with ICANN. This includes accepting and evaluating requests for delegation and transfer of top-level domains.

A subset of top-level domains are designated for the significantly interested parties in countries to operate in a way that best suits their local needs. These are known as country-code top-level domains (ccTLDs), and are assigned to responsible managers that meet a number of public-interest criteria for eligibility. These criteria largely relate to the level of support the manager has from its local Internet community, its capacity to ensure stable operation of the domain, and its applicability under any relevant local laws.

Through the IANA functions performed by PTI, requests are received for delegating new ccTLDs, and transferring or revoking existing ccTLDs. An investigation is performed on the circumstances pertinent to those requests, and the requests are implemented where they are found to meet the criteria.

Purpose of evaluations

The evaluation of eligibility for ccTLDs, and of evaluating responsible managers charged with operating them, is guided by a number of principles. The objective of the assessment is that the action enhances the secure and stable operation of the Internet's unique identifier systems.
In considering requests to delegate or transfer ccTLDs, input is sought regarding the proposed new manager, as well as from persons and organizations that may be significantly affected by the change, particularly those within the nation or territory to which the ccTLD is designated.

The assessment is focused on the capacity for the proposed manager to meet the following criteria:

- The domain should be operated within the country, including having its manager and administrative contact based in the country.

- The domain should be operated in a way that is fair and equitable to all groups in the local Internet community.

- Significantly interested parties in the domain should agree that the prospective manager is the appropriate party to be responsible for the domain, with the desires of the national government taken very seriously.

- The domain must be operated competently, both technically and operationally. Management of the domain should adhere to relevant technical standards and community best practices.

- Risks to the stability of the Internet addressing system must be adequately considered and addressed, particularly with regard to how existing identifiers will continue to function.

Method of evaluation

To assess these criteria, information is requested from the applicant regarding the proposed manager and method of operation. In summary, a request template is sought specifying the exact details of the delegation being sought in the root zone. In addition, various documentation is sought describing: the views of the local internet community on the application; the competencies and skills of the manager to operate the domain; the legal authenticity, status and character of the proposed manager; and the nature of government support for the proposal.

After receiving this documentation and input, it is analyzed in relation to existing root zone management procedures, seeking input from parties both related to as well as independent of the proposed manager should the information provided in the original application be deficient. The applicant is given the opportunity to cure any deficiencies before a final assessment is made.

Once all the documentation has been received, various technical checks are performed on the proposed manager's DNS infrastructure to ensure name servers are properly configured and are able to respond to queries correctly. Should any anomalies be detected, PTI will work with the applicant to address the issues.

Assuming all issues are resolved, an assessment is compiled providing all relevant details regarding the proposed manager and its suitability to operate the relevant top-level domain.

ICANN BOARD SUBMISSION NO. 2026.07.20.3a

TITLE: Officer Compensation

PROPOSED ACTION: For Board Approval

Confidential Employment Matter

PROPOSED RESOLUTION:

Whereas, it is essential to ICANN's operations that ICANN offer competitive compensation packages for its personnel.

Confidential Employment Matter

Whereas, both the President and CEO and the Compensation Committee recommended that the Board approve the proposed Board resolutions set out below.

Whereas, each Board member has confirmed that they are not conflicted with respect to compensation packages for any of the relevant ICANN Officers.

Resolved (2026.xx.xx.Cxx), the Board authorizes the President and CEO to adjust the compensation for FY27, effective 1 July 2026, of: (i) Theresa Swinehart, SVP, Global Domains and Strategy; (ii) John Jeffrey, General Counsel and Secretary; (iii) Xavier Calvez, SVP, Planning and CFO, and (iv) John Crain, SVP and CTO, subject to a limitation that their annual base salaries shall not increase by more than 3.5% per annum from their current rates.

Resolved (2026.xx.xx.Cxx), this resolution, or specific items within this resolution, shall remain confidential as related to personnel matters pursuant to Article 3, section 3.5(b) of the ICANN Bylaws until the President and CEO determines that the confidential information may be released.

PROPOSED RATIONALE:

Given the FY26-30 Strategic Plan and all the programs, projects and activities set out in the FY27 Operating Plan and Budget, and the Five-Year Operating and Financial Plan, ICANN must ensure that its key executives are retained at a competitive level to support ICANN's mission. Accordingly, a review of the Officers compensation, drawing on a market analysis of comparable positions, was conducted by independent expert compensation consultants to evaluate an increase in base salary for Officers for FY27. (See Attachment A for Reference Materials).

Each of the above Officers at issue in this resolution resides in the United States, all in the greater Los Angeles area. As of June 2025, the U.S. inflation rate was reported as 4.2%, while the Consumer Price Index (CPI), the commonly accepted metric for costof-living increases, increased in the greater Los Angeles area by 3.6%.

Compensation survey data[1] indicated that the general market 50th percentile of merit budget increases for 2026 is 3.5%. ICANN's FY27 (1 July 2026 to 30 June 2027) budget for all ICANN personnel Annual Compensation Merit Review is 3.5%. In addition, actual merit and salary increase results data shows that in general, companies and organizations provided a 3.4% merit increases to personnel and overall 4% salary increases (including promotions and other adjustments) in 2025.

The goal ICANN's compensation program is to provide a competitive compensation package. ICANN's general compensation philosophy is to pay base salaries within a range of the 50th – 75th percentile of the market for a particular position. That said, ICANN's remuneration practices documentation, which is posted on ICANN's website, indicates that the "Board also recognized that considering the potential future exigencies facing the organization, some flexibility to the principles might be necessary in certain circumstances. Further, it is recognized that the organization might have to pay outside of the target levels in circumstances where the specialized nature of the role, the risk to the organization, the driving market forces or other supportable logic present significant issues to ICANN's on-going performance." (See https://www.icann.org/en/system/files/files/remuneration-practices-fy26-30oct25-en.pdf)

The Board has considered the economic and compensation data, the quality performances of ICANN's Officers, all of the activities and initiatives set out in the Five-Year Operating and Financial Plan, which supports the Five-Year Strategic Plan, as well as other external pressures on ICANN that require continued quality senior leadership. Having considered all of the above, it is prudent for the Board to consider the President and CEO and Compensation Committee recommendations re: Officers' compensation to ensure that it is aligned with and competitive in the comparable market.

Specifically, ICANN's President and CEO requested that he be granted the discretion to increase the FY27 base salaries of: (i) Theresa Swinehart, SVP, Global Domains and Strategy; (ii) John Jeffrey, General Counsel and Secretary; and (iii) Xavier Calvez, SVP, Planning and Chief Financial Officer (CFO), and (iv) John Crain, SVP and Chief

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[1] Data source: Aon 2026 Salary Increase and Turnover Study- Global

Technology Officer by up to 3.5% of their current base salaries, which is consistent with the budget for the rest of ICANN staff. The Board agrees with the President and CEO's Recommendations.

Confidential Employment Matter

The salary adjustments provided under this resolution are in the public interest in that it will help ensure that ICANN Officers are retained and are competitively compensated while fulfilling ICANN's mission.

There will be some fiscal impact to the organization, but that impact has been anticipated within the FY27 budget. This resolution will not have any direct impact on the security, stability and resiliency of the domain name system.

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

Submitted by:	Amy Stathos, Deputy General Counsel; Gino Marliani, SVP, Global Human Resources
Dated:	8 July 2026
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Pages 29/48 – 35/48 Removed – Confidential Employment Information.

ICANN BOARD PAPER NO. 2026.07.20.3b

TITLE: **Ombuds Office Objectives for FY27**

PROPOSED ACTION: **For Board Approval**

Confidential Employment Matter

PROPOSED RESOLUTION:

Whereas, the Ombuds has developed the Ombuds Office Objectives for Fiscal Year 2027 (FY27).

Whereas, the Compensation Committee has discussed the Ombuds Office Objectives for FY27 with the Ombuds and recommended that the Board approve them.

Resolved (2026.07.20.xx), the Board hereby approves the Ombuds Office Objectives for FY27.

PROPOSED RATIONALE:

The Ombuds, who reports to the Board, is to be evaluated by the Board against specific objectives. The Ombuds prepared a set of Ombuds Office Objectives for FY27 and initially presented them to the Compensation Committee for review and discussion.

Following discussion with the Ombuds, the Compensation Committee agreed with the Ombuds Office Objectives for FY27 and has recommended that the Board approve those objectives. The Board has evaluated the recommended objectives and agrees that they are appropriate and consistent with ICANN's Strategic Plan.

Taking this decision is in furtherance of ICANN's Mission and is in the public interest in that the Ombuds Objectives for FY27 are fully consistent with ICANN's Strategic Plan.

The decision to adopt The Ombuds Office Objectives for FY27 will not have a fiscal impact on ICANN. Further, 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.

Submitted By:	Amy A. Stathos, Deputy General Counsel
Date Noted:	8 July 2026
Email:	amy.stathos@icann.org

Pages 38/48 – 48/48 Removed – Confidential Employment Information.