

ICANN BOARD PAPER NO. 2024.11.10.2a

TITLE: Interim President and CEO Goals for FY25

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

Per its charter, the Compensation Committee has worked with the Interim President and CEO to establish a set of performance goals for FY24 (see Reference Materials). The Interim President and CEO worked with the Compensation Committee to identify several goals, against which the Interim President and CEO's progress will be evaluated. An evaluation will take place at the half-way point of FY24 and again at the end of the fiscal year.

The Board is being asked to approve the Compensation Committee's recommendation regarding the Interim President and CEO's goals for FY24.

COMPENSATION COMMITTEE RECOMMENDATION:

The Compensation Committee recommends that the Board approve the Interim President and CEO's goals for FY25 as reflected in Reference Materials.

PROPOSED RESOLUTION:

Whereas, the Compensation Committee has worked with the Interim President and CEO to develop a set of performance goals for FY25.

Resolved (2024.11.10.xx), the Board hereby approves performance goals for the Interim President and CEO for FY25.

PROPOSED RATIONALE:

Consistent with all personnel with the ICANN organization, the Interim President and CEO is to be evaluated against specific performance goals, which the Interim President and CEO sets in coordination with the Compensation Committee and the Board.

The Compensation Committee discussed and agreed with the Interim President and CEO on a set of performance goals for the Interim President and CEO for FY25. The Board has evaluated these goals and agrees that they are appropriate and consistent with ICANN's Strategic and Operating plans.

Taking this decision is in furtherance of ICANN's Mission and is in the public interest in that the Interim and President and CEO's performance goals are fully consistent with ICANN's Strategic and Operating plans.

The decision to adopt FY25 performance goals for the Interim President and CEO will not have a direct fiscal impact on ICANN. 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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