

## Compensation Committee Activities Report - 1 July 2022 through 31 December 2022

### Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. President and CEO Progress on FY22 Goal	The President and CEO presented a written report to the Committee describing his progress toward the Board-approved FY22 goals. The Committee discussed with the President and CEO his report and agreed with his self-assessment.	5 July 2022	N/A
2. Officer Compensation	The Committee discussed the President and CEO's proposal for Officer compensation, which is based on independent compensation expert advice and comparable information. Following discussion, the Committee agreed with the President and CEO's proposal and recommended Board approval.	5 July 2022	The Committee recommended that the Board approve the President and CEO's proposal on Officer compensation, which the Board approved on 13 July 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.b">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.b</a> ).
3. President and CEO At-Risk Compensation for Second Half of FY22	The Committee discussed the President and CEO's At-Risk Compensation for the second half of FY22. Following discussion, the Committee recommended that the Board approve payment of the President and CEO's At-Risk compensation for the second half of FY22.	5 July 2022	The Committee recommended that the Board approve the President and CEO's At-Risk compensation for the second half of FY22, which the Board approved on 13 July 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.c">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.c</a> ).

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Item	Description	Committee Completion Date	Accomplishments/Outcome
4. President and CEO Annual Compensation	The Committee discussed the President and CEO's annual compensation, which is based on independent compensation expert advice and comparable information. Following discussion, the Committee recommended that the Board approve an increase to the President and CEO's annual compensation.	5 July 2022	The Committee recommended that the Board approve an increase of the President and CEO's annual compensation, which the Board approved on (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.d">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-13-07-2022-en#2.d</a> ).
5. President and CEO FY23 Goals	The Committee discussed and agreed with the President and CEO his proposed goals for FY23, as well as the goals the Committee suggested.	12 July 2022	The Committee recommended that the Board approve the President and CEO goals for FY23, which the Board approved on 21 July 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-27-07-2022-en#1.b">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-27-07-2022-en#1.b</a> ).
6. Ombuds At-Risk Compensation for FY22	The Ombuds reported to the Committee on his progress in completing his goals for FY22 to satisfy his At-Risk Compensation Component. Following discussion with the Ombuds, the Committee recommended that the Board approve payment to the Ombuds of his FY22 at-risk compensation.	12 July 2022	The Committee recommended that the Board approve payment to the Ombuds of his FY22 at-risk compensation, which the Board approved on 27 July 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-27-07-2022-en#1.b">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-27-07-2022-en#1.b</a> ).

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Item	Description	Committee Completion Date	Accomplishments/Outcome
			<a href="#">resolutions-special-meeting-of-the-icann-board-27-07-2022-en#1.a</a> ).
7. Ombuds FY23 Goals	The Ombuds presented his proposed goals for FY23. Following the discussion, the Committee agreed with the goals.	12 July 2022	The Committee agreed the Ombuds proposed FY23 goals.
8. President and CEO Progress on FY23 Goals	The President and CEO presented a written report to the Committee describing his progress toward the Board-approved FY23 goals. The Committee discussed the report with the President and CEO.	28 November 2022	N/A
9. Review of Annual Workplan	The Committee reviewed its annual workplan.	28 November 2022	The Committee agreed with the annual workplan.
10. President and CEO At-Risk Compensation for First Half of FY23	The Committee discussed the President and CEO's At-Risk Compensation for the first half of FY23. The Committee agreed to recommend that the Board approve payment of the President and CEO's At-Risk Compensation for the first half of FY23.	2 December 2022	The Committee recommended that the Board approve payment to the President and CEO of At-Risk compensation for the first half of FY23, which the Board approved on

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Item	Description	Committee Completion Date	Accomplishments/Outcome
11. President and CEO Resignation and Consulting Relationship	The President and CEO resigned effective 21 December 2022, and the Committee recommended that the Board approve a consulting agreement with him through 24 May 2024.	21 December 2022	The Committee recommended that the Board approve a consulting agreement with him through 24 May 2024, which the Board approved on 21 December 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-22-12-2022-en#section1.a">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-22-12-2022-en#section1.a</a> ).
12. Interim President and CEO	The Committee agreed to recommend Sally Costerton to serve as President and CEO and provide her with a monthly stipend as long as she serves in that role.	21 December 2022	The Committee recommended that the Board approve Sally Costerton to serve as Interim President and CEO and provide her with a monthly stipend as long as she serves in that role, which the Board approved on 21 December 2022 (see <a href="https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-22-12-2022-en#section1.b">https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-22-12-2022-en#section1.b</a> ).