

ICANN BOARD PAPER NO. 2023.06.11.C3a

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

PROPOSED ACTION: For Board Consideration and Approval

Confidential Employment Matter

Whereas, all Board members have confirmed that they do not have a conflict of interest with respect to establishing the amount of payment to the Interim President and CEO for the second half of FY23 at-risk compensation component.

Whereas, the Compensation Committee recommended that the Board approve payment to the Interim President and CEO her annual at-risk compensation component for the second half of FY23.

Resolved (2023.06.11.xx), the Board hereby approves a payment to the Interim President and CEO for her annual at-risk compensation component for the first half of FY23.

Resolved (2023.06.11.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 Interim President and CEO was engaged, both as in her role as Special Advisor to the President and SVP Global Stakeholder Engagement, and again as Interim President and CEO, she was offered a base salary, plus an at-risk component of her compensation package. Consistent with all personnel with the ICANN organization, the Interim President and CEO is to be evaluated against specific goals, which the President and CEO set and the Interim President and CEO confirmed in coordination with the Compensation Committee, which were previously approved by the Board.

The Interim President and CEO provided to the Compensation Committee her assessment of the progress toward the FY23 goals. The Compensation Committee discussed and agreed that the Interim President and CEO should be awarded her at-risk compensation for the second half of FY23 and recommended that the Board approve

payment to the Interim President and CEO for her at-risk compensation for the second 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 Interim President and CEO is sufficiently compensated in line with her performance in furtherance of the Mission, and which reflects that her goals are consistent with ICANN's Strategic and Operating plans.

While the decision to pay the Interim President and CEO her at-risk compensation for the second 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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