

ICANN BOARD PAPER NO. 2022-07-27-C1a

TITLE: OMBUDSMAN FY22 AT-RISK COMPENSATION

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

In accordance with its charter, the Compensation Committee is responsible for evaluating and recommending payment of the Ombudsman's annual at-risk compensation component to the Board for approval. The Compensation Committee has discussed with the Ombudsman his progress on his FY22 goals (see Reference Materials), and after separate discussion without the Ombudsman present, has agreed to recommend payment to the Ombudsman for his FY22 at-risk component. The Board is now being asked to approve the Compensation Committee's recommendation.

COMPENSATION COMMITTEE RECOMMENDATION:

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PROPOSED PUBLIC RESOLUTION:

Whereas, the Compensation Committee recommended that the Board approve payment to the Ombudsman of his FY22 at-risk compensation.

Resolved (2022.07.27.xx), the Board hereby approves a payment to the Ombudsman of his FY22 at-risk compensation component.

PROPOSED RATIONALE:

Annually the Ombudsman has an opportunity to earn a portion of his compensation based on specific performance goals set by the Board, through the Compensation Committee. This not only provides incentive for the Ombudsman to perform above and beyond his regular duties, but also leads to regular touch points between the Ombudsman and Board members during the year to help ensure that the Ombudsman is achieving his goals and serving the needs of the ICANN community.

Evaluation of the Ombudsman’s objectives results from both the Ombudsman self-assessment as well as review by the Compensation Committee, leading to a recommendation to the Board with which the Board agrees.

Evaluating the Ombudsman’s annual performance objectives is in furtherance of the goals and mission of ICANN and helps increase the Ombudsman’s service to the ICANN community, which is in the public interest.

While there is a fiscal impact from the results of the scoring, that impact was already accounted for in the FY22 budget. This action will have no 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: 15 July 2022
Email: amy.stathos@icann.org

Confidential Employment Matter

Confidential Employment Matter

Confidential Employment Matter

ICANN BOARD PAPER NO. 2022.07.27.C1b

TITLE: PRESIDENT AND CEO GOALS FOR FY23

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

Per its charter, the Compensation Committee has worked with the President and CEO to establish a set of performance goals for FY23 (see Reference Materials). The President and CEO has identified some annual goals, and the Compensation Committee has identified a few additional goals, against which the President and CEO's progress will be evaluated. The evaluation will take place at the half-way point of FY23 and again at the end of the fiscal year for purposes of paying out the at-risk compensation component of the President and CEO's compensation package twice a year.

The Board is being asked to approve the Compensation Committee's recommendation regarding the President and CEO's goals for FY23.

COMPENSATION COMMITTEE RECOMMENDATION:

The Compensation Committee recommends that the Board approve the President and CEO's goals for FY23 as reflected in the Reference Materials.

PROPOSED RESOLUTION:

Whereas, the Compensation Committee has worked with the President and CEO to develop a set of performance goals for FY23.

Resolved (2022.07.27.Cxx), the Board hereby approves performance goals for the President and CEO for FY23.

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 performance goals, which the President and CEO sets in coordination with the Compensation Committee and the Board.

The Compensation Committee discussed a set of performance goals for the President and CEO for FY23, some of which were proposed by the President and CEO and some were proposed by the Compensation Committee. 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 President and CEO's performance goals are fully consistent with ICANN's Strategic and Operating plans.

The decision to adopt FY23 performance goals for the President and CEO will not have a direct fiscal impact on ICANN that is not already 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.

Submitted By: Amy A. Stathos, Deputy General Counsel
Date Noted: 19 July 2022
Email: amy.stathos@icann.org

Confidential Employment Matter

Confidential Employment Matter

Confidential Employment Matter

