

ICANN BOARD PAPER NO. 2019.01.16.C3a

**TITLE: PRESIDENT AND CEO AT-RISK COMPENSATION
FOR FIRST HALF OF FY19**

PROPOSED ACTION: For Board Consideration and Approval

Confidential Employment Matter

Whereas, each Board member has confirmed that he/she does not have a conflict of interest with respect to establishing the amount of payment to the President and CEO's for the first half of his FY19 at-risk compensation.

Whereas, the Compensation Committee recommended that the Board approve payment to the President and CEO for the first half of his FY19 at-risk compensation.

Resolved (2018.07.xx.xx), the Board hereby approves a payment to the President and CEO for the first half of his FY19 at-risk compensation component.

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

The President and CEO provided to the Compensation Committee his self-assessment of his mid-way achievements towards his FY19 goals. After reviewing, the Compensation Committee discussed and agreed with the President's self-assessment. Following discussion, the Compensation Committee recommended that the Board approve payment to the President and CEO for his at-risk compensation for the first half of FY19. 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 President and CEO is sufficiently compensated in line with his performance in furtherance of the Mission, and which reflects that his goals are consistent with ICANN's Strategic and Operating plans.

While the decision to pay the President and CEO his at risk compensation for the first half of FY19 will have a fiscal impact on ICANN, it is an impact that was contemplated in the FY19 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:	21 December 2018
Email:	amy.stathos@icann.org

Pages 4 through 20 Removed - Confidential Employment Matter