



Proposed Board Resolutions
18 May 2013
Executive Session of the ICANN Board

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1. Main Agenda:

a. Approval of CEO's T2 At-Risk Compensation

Confidential Employment Matter

PROPOSED PUBLIC RESOLUTION:

Whereas, each Board member has confirmed that he/she does not have a conflict of interest with respect to establishing the amount of payment for the President and CEO's FY13 T2 at-risk compensation payment.

Whereas, the Compensation Committee recommended that the Board approve payment to the President and CEO for his FY13 T2 at-risk compensation.

Resolved (2013.05.18.xx), the Board hereby approves a payment to the President and CEO for his FY13 T2 at-risk compensation component.

Resolved (2013.05.18.xx), specific items within this resolution shall remain confidential as an "action relating to personnel or employment matters", pursuant to Article III, section 5.2 of the ICANN Bylaws.

Rationale for Resolutions 2013.05.18.xx -2013.05.18.xx

When the President and CEO was hired, he was offered a based salary, plus an at-risk component of his compensation package. Consistent with all ICANN staff, the President and CEO is evaluated against specific goals that he sets in coordination with the Compensation Committee.

In Beijing, the Compensation Committee recommended that the Board approve the President and CEO's at-risk Compensation for the second trimester of FY13 and the Board agrees with that recommendation.

While this will have a fiscal impact on ICANN, it is an impact that was contemplated in the FY13 budget. This decision will not have an impact on the security, stability or resiliency of the domain name system.

This in an Organizational Administrative Function that does not require public comment.

- b.** Confidential Employment Matter

Confidential Employment Matter

Resolved (2013.05.18.Cxx), specific items of this resolution shall remain confidential as an "action relating to personnel or employment matters", pursuant to Article III, section 5.2 of the ICANN Bylaws, and the entire resolution shall remain confidential pursuant to this same Bylaws provision pending determination by the President and CEO that the non-confidential portion can be made public.

Rationale for Resolutions 2013.05.18.xx – 2013.05.18.xx

Confidential Employment Matter

**2013-05-18-03a-Confidential Board Overview-CEO FY13
T2 At-Risk Compensation.docx**

<p>What is the Issue?</p> <p>Payment of the President and CEO’s FY13 T2 At-Risk Compensation amount.</p>	<p>Why Is It Important?</p> <p>The Board has a contractual commitment to evaluate and pay the approved amount of the President and CEO’s At-Risk Compensation each trimester.</p>
<p>Who is the Decision-maker? Who is the Shepherd?</p> <p>The Compensation has recommended that the Board approve the payment. George Sadowsky, as Chair of the Compensation Committee, is the shepherd.</p>	<p>Next Steps?</p> <p>If approved by the Board, the payment will be made to the President and CEO.</p>

**2013-05-18-03a-Confidential Board Paper-CEO FY13 T2
At-Risk Compensation.doc**

ICANN BOARD SUBMISSION NO. 2013-05-18-C01 (CONFIDENTIAL)

TITLE: APPROVAL OF PRESIDENT AND CEO FY13 T2 AT-RISK COMPENSATION

PROPOSED ACTION: For Board Action

Confidential Employment Matter

Confidential Employment Matter

PROPOSED PUBLIC RESOLUTION:

Whereas, each Board member has confirmed that he/she does not have a conflict of interest with respect to establishing the amount of payment for the President and CEO's FY13 T2 at-risk compensation payment.

Whereas, the Compensation Committee recommended that the Board approve payment to the President and CEO for his FY13 T2 at-risk compensation.

Resolved (2013.05.18.C01), the Board hereby approves a payment to the President and CEO for his FY13 T2 at-risk compensation component.

Resolved (2013.05.18.C02), specific items within this resolution shall remain confidential as an "action relating to personnel or employment matters", pursuant to Article III, section 5.2 of the ICANN Bylaws.

PROPOSED RATIONALE:

When the President and CEO was hired, he was offered a based salary, plus an at-risk component of his compensation package. Consistent with all ICANN staff, the President and CEO is evaluated against specific goals that he sets in coordination with the Compensation Committee.

In Beijing, the Compensation Committee recommended that the Board approve the President and CEO's at-risk Compensation for the second trimester of FY13 and the Board agrees with that recommendation.

While this will have a fiscal impact on ICANN, it is an impact that was contemplated in the FY13 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
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**Pages 12/29 through 29/29 were
intentionally omitted as
Confidential Employment
Information**