

## Compensation Committee Activities Report - 1 January 2020 through 30 June 2020

### Completed Activities:

Item	Description	Committee Completion Date	Accomplishments/Outcome
1. President and CEO At-Risk compensation for Second Half of FY20	Following discussion with the President and CEO and internal committee discussion, the Committee recommended that the Board approve the President and CEO's At-Risk Compensation for the second half of FY20.	12 June 2020	The Committee recommended that the Board approve the President and CEO At-Risk Compensation for second half of FY20, which the Board approved on 18 June 2020 (see <a href="https://www.icann.org/resources/board-material/resolutions-2020-06-18-en#3.a">https://www.icann.org/resources/board-material/resolutions-2020-06-18-en#3.a</a> ).
2. Officer Compensation	The President and CEO proposed base salary increases for three ICANN Officers (the General Counsel and Secretary, the SVP, Planning and Chief Financial Officer, and the SVP, Global Domains Division (GDD) and Strategy) in light of additional responsibilities they had been assigned given the recent departure of the SVP, GDD and the SVP, Chief Operating Officer. The Committee discussed and agreed with the proposal and recommended that the Board approve the President and CEO's proposal.	12 June 2020	The Committee recommended that the Board approve the President and CEO's proposal re: certain Officer compensation increases, which the Board approved on 18 June 2020 (see <a href="https://www.icann.org/resources/board-material/resolutions-2020-06-18-en#3.b">https://www.icann.org/resources/board-material/resolutions-2020-06-18-en#3.b</a> ).

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Item	Description	Committee Completion Date	Accomplishments/Outcome
3. Ombuds FY20 At-Risk Compensation	The Committee received a report from the Ombuds regarding his performance of his goals agreed for his FY20 at-risk compensation. The Committee discussed the report with the Ombuds and then amongst themselves, and agreed to recommend that the Board approve payment to the Ombudsman for his FY20 At-Risk compensation.	1 July 2020 <sup>1</sup>	The Committee recommended that the Ombuds be paid his FY20 At-Risk Compensation, which the Board approved on 9 July 2020 (see <a href="https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.a">https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.a</a> ).
4. Ombuds FY21 Goals	The Committee received a report from the Ombuds regarding his proposed goals for FY21.	1 July 2020	Committee agreed on Ombuds' FY21 goals as updated.
5. Ombuds Contract Extension	The Committee discussed the need to extend the Ombuds contract, which expired on 30 June 2020. The Committee agreed to recommend that the Board approve a five-year extension to the Ombudsman contract, but with a caveat that the contract be terminable at-will and without cause to the extent the Board selects another Ombuds	1 July 2020	The Committee recommended that the Ombuds contract be extended, which the Board approved on 9 July 2020 (see <a href="https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.b">https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#2.b</a> ).
6. President and CEO FY21 Performance Goals	Following discussion with the President and CEO at the prior meeting, the Committee discussed and agreed to recommend that the Board approve FY21 performance goals for the President	1 July 2020	The Committee recommended that the Board approve FY21 Performance Goals for the President and CEO, which the Board approved on 9 July

<sup>1</sup> Although the items approved by the Committee on 1 July 2020 are technically outside of the dates covered by this report, because the Committee action was taken just one day after the end of the report period, it made sense to include them in this report.

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	and CEO goals.		2020 (see <a href="https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#1.a">https://www.icann.org/resources/board-material/resolutions-2020-07-09-en#1.a</a> ).