

2011-10-22 - Officer Compensation

- **Category:** Administration and Budget
- **Topic:** Officer Compensation
- **Board meeting date:** 22 October 2011
- **Resolution number:** 2011.10.22.02, 2011.10.22.03
- **URL for Board minutes/resolution:** <http://www.icann.org/en/minutes/resolutions-22oct11-en.htm#2>
- **Status:** Completed

Summary

Board authorizes the CEO to make compensation adjustments for the COO and the General Counsel and Secretary.

Text

Whereas, the retention of high calibre staff is essential to ICANN's operations and ICANN desires to ensure competitive compensation for staff.

Whereas, Akram Atallah, as the COO, and John Jeffrey, as the General Counsel and Secretary, are each considered critical to the successful continuity of the organization, including key projects that are currently underway.

Whereas, independent market data provided by outside compensation consultants indicates that current compensation for both Akram Atallah and John Jeffrey is below ICANN's target of the 50th to 75th percentile of relevant comparable organizations.

Whereas, the Compensation Committee has reviewed the independent market data and has recommended that the Board pass these resolutions.

Resolved (2011.10.22.02), the Board authorizes the CEO to make compensation adjustments (effective 1 September 2011) for Akram Atallah, Chief Operating Officer in accordance with the independent study on comparable compensation received, subject to a limitation that his annual base salary shall not increase by more than 15% per annum from its current rate.

Resolved (2011.10.22.03), the Board authorizes the CEO to make compensation adjustments (effective 1 September 2011) for John Jeffrey, General Counsel and Secretary in accordance with the independent study on comparable compensation received, subject to a limitation that his annual base salary shall not increase by more than 15% per annum from its current rate.

The Board also conducted a confidential portion of the meeting during which it passed other resolutions (2011.10.22.C1 and 2011.10.22.C2) that shall remain confidential as an "action relating to personnel or employment matters", pursuant to Article III, section 5.2 of the ICANN Bylaws.

Implementation Actions

- Make compensation adjustments for Akram Atallah.
 - Responsible entity: ICANN CEO
 - Due date: None provided
 - Completion date: 2011
- Make compensation adjustments for John Jeffrey.
 - Responsible entity: ICANN CEO
 - Due date: None provided
 - Completion date: 2011

Rationale

Attracting and retaining high calibre staff by providing a competitive compensation package is crucial to the organization. An improving job market will make more opportunities available for high calibre performers outside of ICANN. ICANN has consulted with independent compensation experts to obtain comparable market data, which indicates that some current officers are earning less than market rates, i.e. what they could earn at another employer.

ICANN is in a critical transition phase that calls for continuity of certain skill and expertise, particularly with ongoing key projects including new gTLDs, Affirmation of Commitments reviews, expanding compliance, and globalization, among many others. Each of these projects requires knowledgeable and skilled executives to ensure ICANN's operational goals and objectives are met while ensuring that risk is mitigated to the greatest extent possible. Adhering to ICANN's employment philosophy and providing competitive compensation will help ensure these goals are achieved.

Continuity and retention of key personnel during key organization transition phases is beneficial to all aspects of the organization. Thus, the salary adjustments called for in these resolutions likely will have a positive impact on the organization and its effort to serve the public interest, as well as on the transparency and accountability of the organization. There will be some fiscal impact to the organization, but that impact will not have an effect on the overall current fiscal year budget. These resolutions will not have any direct impact on the security, stability and resiliency of the domain name system.

Other Related Resolutions

- Other resolutions TBD.

Additional Information

- Additional information on ICANN officer compensation is available at ICANN Compensation -- July 2011 <http://www.icann.org/en/financials/compensation-practices-01mar11-en.pdf>.
- The resolution does not address funding for the items identified therein.

Explanatory text does not modify or override Resolutions. See [Board Resolutions Page](#) for more information.

Note: The "Add Comment" box below is for sharing information about implementation of this resolution. Off-topic comments will be removed.