

The Internet Society: Compensation Committee Report 2021-2022

Committee Membership

- Ted Hardie, Chair
- Richard Barnes
- Brian Haberman
- Muhammad Shabbir

Committee Objectives

Per its charter, the Compensation Committee is primarily tasked with the following:

- (1) To review and approve the ISOC President's annual performance objectives; evaluate the President's performance against these objectives; and review and approve the President's total compensation (annual salary and benefits) based on the performance evaluation, the President's employment contract, and comparable market data.
- (2) To review the ISOC President's performance evaluation of other senior executive members of ISOC (*i.e.*, those who constitute "Disqualified Persons" under Section 4958 of the Internal Revenue Code); review and approve the Disqualified Persons' total compensation (annual salary and benefits) based on the performance evaluations and comparable market data; and review and approve the ISOC President's proposed performance objectives for the Disqualified Persons.
- (3) To perform other ongoing tasks such as to review ISOC's compensation philosophy and strategy and compensation and benefit plans.

Committee Accomplishments and Activity

The Compensation Committee's accomplishments and activity during 2021-2022 in carrying out its objectives includes the following:

- (1) The Committee evaluated the ISOC President/CEO's (Andrew Sullivan's) performance during 2021 (both through the CEO's self-assessment and the Committee's own assessment), and it reviewed and approved the CEO's total compensation (including variable compensation) based on the performance evaluation.
- (2) The Committee also reviewed the ISOC CEO's performance evaluations of the Disqualified Persons: Sally Wentworth, Rinalia Abdul Rahim, Sae Park, and Ilona Levine. The committee also made its own assessments of their performance. It then reviewed and approved the total compensation for all Disqualified Persons (including variable compensation) based on the evaluations and comparable market data from an independent compensation consultant. Finally, it approved the proposed 2022 performance objectives for the Disqualified Persons.