Transparency & Consent Framework Steering Group & Working Groups Vademecum

Version: September 2025

Contents

What is the Transparency and Consent Framework (TCF)?

The TCF is an accountability tool that relies on standardisation to facilitate compliance with certain provisions of the ePrivacy Directive and the GDPR. It applies principles and requirements derived from these two legislative instruments to the specific context of the online industry, taking account of relevant EU-level guidance from the EDPB and national level guidance from Data Protection Authorities.

The TCF is a voluntary standard intended for use by three categories of stakeholders (and all such stakeholders are welcome to use the TCF - irrespective of whether they are members of IAB Europe)

- Publishers: owners or operators of online content or services where personal data is collected and used by third-party companies (vendors) for digital advertising, audience measurement, or content personalisation.
- Vendors: third-party companies that do not ordinarily have direct access to end-users of publishers. Vendors can be Ad servers, measurement providers, advertising agencies, DSPs, SSPs, and more.
- CMPs (Consent Management Platforms): software or solution providers that develop notices (e.g. cookie banners) to inform users and capture their preferences with respect to the processing of their personal data.

IAB Europe's role in the TCF

The General Data Protection Regulation (GDPR), which came into force on 25 May 2018, changed the data privacy landscape in Europe. GDPR was designed to harmonise data privacy laws across Europe, giving individuals greater control and transparency over their personal data while raising the bar for businesses to achieve lawful processing of personal information.

In anticipation of the entry into force of the GDPR, IAB Europe launched in February 2017 a collaborative effort by organising dedicated TCF Working Groups attended by more than 70 member companies and sectoral trade associations, supported by the IAB Europe staff, to deliver, maintain and iterate an industry standard, the TCF, in an attempt to meet the needs of users, industry and regulators.

IAB Europe is designated the Managing Organisation (MO) and is responsible for the administration and management of the TCF Instances including the TCF Steering Group ("TCF SG"), TCF Working Groups ("TCF WGs") and TCF Governance Board elections. The actual members of these instances are IAB Europe corporate and national federation members (see below).

The IAB Europe staff support the work of the TCF SG and TCF WGs by scheduling meetings, preparing and circulating meeting agendas, recording the minutes, drafting working documents and any other materials as appropriate in consultation with the relevant Chairs, and liaising with other IAB Europe instances.

The IAB Europe staff have no voting rights in the TCF SG or TCF WGs.

IAB Tech Lab's role in the TCF

IAB Europe and IAB Tech Lab collaborate on the TCF on the basis of a Memorandum of Understanding. IAB Europe Transparency and Consent Framework technical specifications are governed by the IAB Tech Lab. The IAB Tech Lab is tasked with the maintenance and iterations of these technical specifications within two working groups the Global Privacy Working Group and the Privacy & Rearc Commit Group that underpin the TCF, whereas IAB Europe, via its members, is responsible for defining the TCF policies and managing the Global Vendor and CMP list.

IAB Tech Lab participates in the TCF SG, TCF WGs and is an Observer of the TCF Governance Board. IAB Europe participates in the Tech Lab Working Groups that support or are relevant to TCF including:

- **Global Privacy Working Group**

The objective of the Global Privacy working group is to develop guidelines, standards, and tools to facilitate uniform encoding, communication and decoding of consumer privacy preference signals throughout the digital supply chain ([more info here](#))

- **Privacy & Rearc Commit Group**

The objective of the Commit group is to oversee the work streams, technology standards, and guidelines for the converging areas of global privacy, identity, and regulatory compliance ([more info here](#))

TCF Steering Group

Description

The TCF SG is the key decision-taking body having oversight of the TCF Policies that will adhere to EU regulatory requirements. It reports to the TCF Governance Board at regular intervals throughout the year in line with the meeting cadence of the Board (see most recent TCF Governance Vademecum [here](#)).

Decisions made by the TCF SG can be reviewed by the IAB Europe Board if they imperil the financial sustainability or image and reputation of the Association.

IAB Tech Lab has an observer seat on the TCF SG. External EU-level industry associations may be invited to participate as observers.

The TCF SG approves recommendations agreed and presented by the TCF WGs.

Participants

TCF SG membership is open to all IAB Europe member organisations (viz., IAB Europe corporate members and National IABs) but only corporate members have voting rights.

TCF SG members should have specific, relevant knowledge, whether legal, policy, technical or commercial about TCF.

TCF SG member organisations shall provide a main point of contact also known as "Appointed Representative" to vote on behalf of the organisation and provide information to the Managing organisation when needed.

The TCF SG should include a fair representation from the three TCF Stakeholder buckets (Advertisers or Media Buying Agent, Media Owner, Intermediary and technology company).

Designation of Chair and Vice Chairs

The TCF SG is composed of a Chair, two Vice Chairs, and ordinary members. The mandate of the Chair and the Vice Chairs of the TCF SG is 2 years, which is renewable for a maximum of three terms in total.

- ○ Chair of the TCF SG is **Thomas Mendrina (Microsoft)**
  - ■ **Current mandate:**
    - ● July 2024 - June 2026
  - ■ **Previous mandates:**
    - ● 2022 - 2024
    - ● 2020 - 2022
- Vice-Chairs are:
  - ○ **Benoit Oberlé (Sirdata)**
    - ■ **Current mandate:**
      - ● July 2024 - June 2026
    - ■ **Previous mandates:**
      - ● 2022 - 2024
      - ● 2020 - 2022
  - ○ **Tom Peruzzi (Virtual Minds)**
    - ■ **Current mandate:**
      - ● July 2024 - June 2026
    - ■ **Previous mandate:**

- 2022 - 2024

For noting: The TCF SG Chair & Vice Chair (s) term runs in sync with the TCF Governance Board Chair.

Elections of the TCF SG Chair and the Vice Chair shall be by simple majority. The positions of Chair and Vice Chairs are nominative and accrue to the specific individuals elected, rather than to their respective organisation. The duration of the term for both positions is two years, which is renewable for a maximum of three terms in total.

Nominations of candidates must be communicated to the IAB Europe staff within two weeks before the holding of an election.

Elections are conducted according to the IAB Europe Committee Election Rules[1]. By way of derogation from the Election Rules, elections need not be held during face-to-face meetings. Elections shall be by secret ballot where there is more than one nominee for the position for which the election is being held.

Should the Chair or Vice Chairs leave the Member Organisation, or should that Member Organisation cease to be a member of IAB Europe, a by-election for the open position shall be held. Pending the holding of the by-election, the duties of the discharged Chair or Vice Chair shall be temporarily carried out as appropriate by the remaining Chair or Vice Chair or a member of the IAB Europe staff. Should the TCF Steering Group members decide unanimously that the remaining term is too short to justify running a by-election, the remaining Chair or Vice Chairs may continue alone until expiry of the term.

Duties of Chair and Vice Chairs of the TCF Steering Group

The TCF Steering Group Chair chairs monthly meetings or calls with the support of the Vice Chairs and the IAB Europe staff.

The Chair shall:

I. Approve the meeting cadence;
II. Endorse the proposed agenda for each meeting;
III. Proactively drive the TCF Steering Group deliberations and ensure that decisions are taken in a timely and inclusive manner;
IV. Report regularly to the TCF Governance Board, providing details about the TCF Steering Group's ongoing and future work-tracks;
V. When needed and in exceptional circumstances, work with the TCF WG Chairs and/or

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[1] Guidance Document on the Conduct of the Elections of Chairs, Vice Chairs in Committees, Taskforces, as approved by IAB Europe Board of Directors on 9 September 2014

Vice Chairs when they seek guidance or respective TCF WGshave reached an impasse

The Vice Chairs support and replace the Chair in his/her functions when needed.

TCF SG Chairs or Vice Chairs may actively participate in other TCF WGs but no individual may act as Chair or Vice Chair in any of the TCF WGs at the same time.

TCF SG Chairs or Vice Chairs may not act in the name of IAB Europe unless specifically mandated to do so in writing by the TCF WGs.

Designation of Appointed Representatives

Each member organisation of the TCF SG appoints a person of contact otherwise named "Appointed Representative" who will vote on behalf of their organisation.

Access to Resources

TCF SG working documents and membership lists may be found on the TCF Steering Group Google Drive. This drive is confidential to TCF SG members.

TCF Working Groups

Description

TCF WGs are created by the TCF SG to enable a subset of its members with particularly relevant expertise to deliver specific projects, take leadership on particular work-tracks and develop recommendations for the consideration of the full TCF SG, or perform other tasks that are best carried out by a smaller group.

Once created, TCF WGs are accountable to the TCF SG, and must provide regular updates to it on their ongoing activities and achievements.

Participants

Each TCF WG is composed of a Chair, a Vice Chair, and ordinary members. TCF WG membership is open to all IAB Europe member organisations (viz., IAB Europe corporate members and National IABs). TCF WG members should have specific, relevant knowledge, whether legal, policy, technical or commercial, in the topic or work-track for which the TCF WG has been convened.

Each TCF WG's membership should include a fair representation from the three TCF Stakeholder buckets (Advertisers or Media Buying Agent, Media Owner, Intermediary and technology company). TCF SG members joining a TCF WG should be committed to investing adequate time in contributing to its deliberations and outputs.

Designation of Chair and Vice Chairs

Each TCF WG shall elect a Chair and Vice Chair. Elections of the Chair and Vice Chair shall be by simple majority. The duration of the term for both positions is two years, which is renewable indefinitely, subject to periodic TCF Governance Board oversight.

Nominations of candidates must be communicated to the IAB Europe staff <u>at least two weeks before the holding of an election.</u>

Elections are conducted according to the IAB Europe Committee Election Rules[2]. By way of derogation from the Election Rules, elections need not be held during face-to-face meetings. Elections shall be by secret ballot where there is more than one nominee for the position for which the election is being held.

Should the Chair or Vice Chair leave the Member Organisation that he/she represents, or should that Member Organisation cease to be a member of IAB Europe, a by-election for the open position shall be held. Pending the holding of the by-election, the duties of the discharged Chair or Vice Chair shall be temporarily carried out as appropriate by the remaining Chair or Vice Chair or a member of the IAB Europe staff. Should the Working Group members decide unanimously that the remaining term is too short to justify running a by-election, the remaining Chair or Vice Chair may continue alone until expiry of the term.

Should the Chair or Vice Chair have been Chair or Vice Chair of another TCF instance at some point the mandate it should not be accounted as one term for a Chair or Vice-Chair nomination for another TCF Instance*.

Duties of the Chair and Vice Chair

The Chair chairs meetings or calls of the appropriate TCF WGs with the support of the Vice Chair and the IAB Europe staff.

The Chair shall:

I.   Approve the meeting cadence

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[2] Guidance Document on the Conduct of the Elections of Chairs, Vice Chairs in Committees, Taskforces, as approved by IAB Europe Board of Directors on 9 September 2014

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II. Endorse the proposed agenda for each meeting;
III. Proactively drive the Working Group's deliberations and ensure that decisions are taken in a timely and inclusive manner;
IV. Report regularly to the Steering Group, providing details about the Working Group's ongoing and future work-tracks;
V. When needed and in exceptional circumstances, request the Steering Group to decide on a specific topic on which the WG seeks guidance or has reached an impasse.

The Vice Chair supports and replaces the Chair in his/her functions when needed.

TCF WGs Chairs or Vice Chairs may actively participate in other Working Groups but no individual may act as Chair or Vice Chair for more than one Working Group at the same time or act as Chair or Vice Chair of the Steering Group.

TCF WGs Chairs or Vice Chairs may not act in the name of IAB Europe unless specifically mandated to do so in writing by the Working Group.

To ensure that membership is focused on delivery the working group aims to limit membership to members who have a specialist knowledge connected to the mission of the WG.

Larger TCF WGs may be created by the Steering Group if deemed necessary to ensure greater market engagement.

TCF Working Groups reporting to TCF Steering Group

Each working group reports to the TCF Steering Group at the monthly meeting. There are currently three Working Groups reporting to the TCF Steering Group:
- **Policies Working Group** - focuses on developing and revising TCF Policies so that they remain compliant with the relevant legal provisions, case law, EU-level guidance and national level DPA guidance. The Policies WG strives to ensure that TCF Policies are crafted in a way that preserves the stability of the instrument and provides a sufficient degree of certainty to its implementers. At the same time, the Policies WG is – by the very nature of its work – responsible for ensuring that the TCF remains malleable and sufficiently able to adapt to the evolving legal and technical landscape so that it maintains its relevance to participants as an effective and up to date compliance tool.

    - **Chair**: Christoph Zippel (RTL Group)
        - **Current mandate:**
            - October 2023 - October 2025
        - **Previous mandates:**
            - 2019-2021

- 2021-2023
    - **Vice Chair**: Jan Winkler (ConsentManager)
        - **Current mandate:**
            - May 2024 - May 2026
        - **Previous mandate:**
            - March 2022 - March 2024
    - **MO Lead**: Ninon Vagner (IAB Europe)

    - **TCF Policies Working Group - Minutes: here**

- **Framework Signals Working Group (FSWG)** - mission is to provide a review of signal handling by participants in theTransparency & Consent Framework (Framework). In accordance with this mission, the FSWG will put in place processes that will clarify expectations for vendors and CMPs participating in the Framework that will grow its adoption and ensure its integrity. The FSWG will achieve these goals through the development of a program of education, policy and technology clarification, technical analysis and feedback, and recommendations that the community can leverage and will aid the managing organisation with enforcement where those measures fail to bring about Framework adherence.

    - **Chair**: Julien Delhommeau (Utiq SA)
        - **Current mandate:**
            - September 2025 - September 2026
        - **Previous mandate**
            - 2023 - 2025

    - **Vice-Chair**:
        - *N/A*
    - **MO Lead**: Heinz Baumann (IAB Europe)

    - **TCF Framework Signals Working Group - Minutes: here**

- **DPA Outreach Working Group** - is mandated to promote the TCF with national data protection authorities and to gather their input and feedback. The group strives to ensure that DPAs recognise the TCF as a valid pan-European tool for the digital advertising industry to comply with the ePrivacy and GDPR requirements that the TCF endeavours to cover. In order to do so, the group reaches out to data protection authorities and closely collaborates with national IABs to plan and execute meetings whereby an IAB Europe delegation can present, respond to questions and collect comments about the TCF.

Where such feedback or, alternatively, official DPA guidance materials indicate an evolution of the overall regulatory landscape, the DPA Outreach WG can submit suggestions or proposals for policy amendments for consideration by the TCF Policies WG.

- ○ **Chair:** Giulia Sala (IAB Italy)
    - ■ **Current mandate:**
        - ● January 2024 - January 2026
- ○ **Vice-Chair:** Naïma Conton (Sirdata)
    - ■ **Current mandate**:
        - ● September 2024 - September 2026

- ○ **MO Lead:** Gosia Kowalska (IAB Europe)

- ○ **TCF DPA Outreach Working Group - Minutes:** [here](#)

To get involved in a TCF WG, contact the Chair or MO Lead of the working group.

Decision-making and reporting of decisions to the TCF Steering Group

Decision-making in the TCF WGs should be on the basis of consensus, defined as general agreement. Use of voting rules should be the exception. Where a vote is required, weighted voting rules that distribute influence evenly across the three stakeholder buckets cited above must be used. Decisions must be communicated promptly to the Steering Group, either as part of the regular updates provided to the TCF SG calls, or in writing.

Termination of the mandate of a TCF Working Group

The TCF SG may decide to end the mandate of any Working Group in at least the following circumstances:

I. The final goal of the Working Group has been achieved.
II. The tasks for which the Working Group was originally set up cannot be achieved or are no longer relevant.
III. An insufficient number of Steering Group members are interested in participating in the Working Group.

Creation of a new TCF Working Group

Creating a new Working Group requires approval of the TCF SG. If you believe a Working Group is necessary for a particular work stream, please contact a member of IAB Europe (see below).

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TCF Steering Group Voting Buckets & Self-assignment process

TCF Stakeholder Buckets

Companies joining the TCF SG self-assign to one of the three voting "buckets" with reference to the described criteria for each bucket.

The "bucket" paradigm represents the advertising supply chain from the provision of advertising space by publishing websites to the buying of this space by advertisers and was introduced to ensure fair representation of the companies that support the advertising ecosystem.

Advertiser and/or media buying agent
- Advertisers and companies who purchase advertising inventory as a representative for an advertiser
- Companies that work directly with advertisers to plan media spend, negotiate best prices and allocate budgets accordingly across different channels (such as but not limited too programmatic, social, OTT, offline and digital)
- Company that provides strategic media planning, including research and advise on best placement for advertisers, across different channels (such as but not limited too programmatic, social, OTT, offline and digital) which is then executed by using different technologies available into which budgets are inserted as a variable and not independently spent by technology providers
- Companies that also have direct advertising media deals with media owners

Intermediary and technology company
- Companies that provide the technology services that facilitate the buying and selling and also measurement of advertising media for advertisers and publishers/website owners
- The company technologically can either provide a service for media buying or selling or can provide for both; examples of buying would be DSPs and selling would be SSPs
- The company can also provide a service that facilitates a distinct aspect of the media buying and selling process that is intermediary to the process such as DMPs or CMPS (consent management providers)

Media owner
- Companies who create advertising space on their property
- Companies who draw revenue from selling advertising inventory that they have created on their online or offline property

TCF Voting Principles

The TCF SG voting principles combine three simple concepts:
1) <u>Weighted voting,</u> with influence distributed evenly across the value chain, between three "buckets": "Advertiser or Media buying agent" / buy-side (one-third), "Media Owner" / sell-side (one-third) and "Intermediary or technology company" / intermediary (one-third)
2) <u>Simple majority voting</u> so that if more than half of the total, combined "pool" of all stakeholders support a motion, it is in principle adopted
3) <u>Safeguards</u> for the situation where the threshold of 50%+ might be reached by adding up the votes of two buckets, but the third bucket is strongly opposed (defined as opposition of more than two-thirds). In this case, no motion can be carried.

Self assignment Updates to the Stakeholder Bucket Criteria

In each instance the company must self-assign based on the division or organisation of the company that is implementing the TCF. Where there are multiple divisions of an organisation implementing the TCF then the division that generates the most revenue should dictate the choice of bucket.

Companies will be asked to provide supporting evidence that demonstrates the extent to which the TCF is implemented by the division.

Self-assignment Process

Self-assignment for New members

When a new company joins the TCF SG they are requested by the managing organisation (MO) to self-assign into one of the three voting "buckets". Self-assignments must be accompanied by a justification that demonstrates that the self-assignment meets the "bucket" criteria. The justification will follow a template, with guidance on how the justification should be completed. This justification is submitted to the MO and presented to the SG and includes the following items:

- **Date**
- **Company name and proposing person**
- **Is your company currently implementing the TCF?**
- **If so, in what capacity(ies) is your company implementing the TCF? (100 words max)**
- **Which division or organisations is (are) implementing the TCF?**

- **Please give details that describe the capacity that the area (s) of the business is implementing the TCF (200 words max).**
- **Where there are multiple divisions implementing the TCF, which division generates the most revenue?**
- **Which bucket are you self-assigning into?**
- **Please list the criteria that are the basis for your self-assigning into this bucket (with your predominant division)?**
- **Please provide any other information that you believe is relevant for your proposed self-assignment.**

Updating self-assignment (existing members)

TCF SG members can update their self-assignment following the process described as Self-assignment for New Members.

Challenging self-assignment

When a company self-assignment is first presented to the SG, the SG can either agree to the self-assignment by consensus or challenge the self-assignment.

If challenged - the challenge should be brought by one company (or group) and the challenged company presented with clear justification for the challenge. This should be reviewed and openly discussed by the TCF SG. If agreement is not reached between the challenging company and the TCF SG then vote using "weighted voting" will be used.

TCF Steering Group and Policies Working Group Voting Procedures

Types of voting procedures

According to the TCF Voting principles explained above there are three types of voting procedures:

Weighted voting

The "weighting" of the votes means allocating influence evenly amongst the three stakeholder groups (or "buckets") that are classically considered to constitute the digital advertising value chain:

1. **Advertiser and/or media buying agent**
2. **Intermediary or technology company**
3. **Media owner**

Each bucket will constitute one-third of the total. Companies will need to self-assign into only one bucket.

Weighting also means trying to compensate for the fact that the number of companies in each of the three buckets in the TCF SG is not identical. As a result the voting share of each bucket amongst the companies that sit in that bucket is split. Depending on whether there are a large number or a small number of companies in a particular bucket, individual companies within that bucket will yield more or less influence on outcomes both in that bucket and overall.

Simple majority

A simple majority is generally understood to mean more than more than 50% of the (in this case weighted) votes cast, disregarding abstentions. Intuitively, the idea is that if more than half of the whole community of stakeholders supports something, it should be adopted. A motion that is supported by a simple majority of all votes cast will be carried unless it is strongly opposed by one stakeholder group (see below).

Safeguards for each stakeholder bucket

Notwithstanding the simple majority rule, there is a built-in safeguard to ensure that no single stakeholder group can be forced to accept an outcome to which it is strongly opposed, even if the two other buckets were unanimous in their support and the threshold of more than 50% was reached. The safeguard is that if <u>more than two-thirds of the votes of any given bucket are opposed to a motion</u>, then even if that motion has garnered the required simple majority of <u>all</u> votes, it is not carried.

Voting Appointed Representative and Proxies

Appointed representatives

Each member organisation assigns a member of their staff participating in the TCF Steering Group as the main point of contact known as "*Appointed Representative*" to vote in the TCF Steering Group.

Before each vote, the Appointed Representative will be asked to confirm the following;
1. If they remain the Appointed Representative for the organisation or wish to assign a proxy
2. They wish to assign a proxy for the vote

Assigning a proxy

If the Assigned Representatives wishes to assign a Proxy for the next vote, they can either assign another staff member of their organisation or they can assign to an existing Appointed Representative of the TCF SG from a separate organisation to vote on their behalf.

Managing Organisation Points of Contact

- Ninon Vagner, Legal Director, IAB Europe - vagner@iabeurope.eu

- Gosia Kowalska, Legal & Compliance Manager **-** kowalska@iabeurope.eu

- Giuseppe Pappalardo, Legal & Compliance Officer - pappalardo@iabeurope.eu
- Hasan Siddaq, Administration & Compliance Manager, IAB Europe - framework@iabeurope.eu
- Helen Mussard, Chief Marketing Officer, IAB Europe - mussard@iabeurope.eu
- TCF Compliance Team - tcf.compliance@iabeurope.eu

Appendix

Appendix 1 - Steering Group Member Self-assignment Voting Bucket Justification

- *Please answer all questions using the list below and provide any supporting documents that you feel will support your justification.*
- *Once completed send to the TCF Managing Organisation (IAB Europe)*
- *NOTE: Your justification will be presented to the Steering group and considered by the members of the Steering Group at the next meeting*
    1. Date
    2. Company name and proposing person
    3. Is your company currently implementing the TCF?
    4. If so, in what capacity(ies) is your company implementing the TCF? (100

words max)

5. Which division or organisations is (are) implementing the TCF?
6. Please give details that describe the capacity that the area (s) of the business is implementing the TCF (200 words max).
7. Where there are multiple divisions implementing the TCF, which division generates the most revenue?
8. Which bucket are you self-assigning into?
9. Please list the criteria that are the basis for your self-assigning into this bucket (with your predominant division)?
10. Please provide any other information that you believe is relevant for your proposed self-assignment.

Appendix 2 - Guidance to TCF Steering Group Members seeking to challenge another company's self-assignment into a particular voting bucket

- *Challenges should be presented in writing with the name of the company and individual that is bringing the challenge to the TCF Steering Group*
- *Challenges should be addressed once completed to the TCF Steering Group chair and the Managing organisation (IAB Europe)*
- *Challenges should be presented constructively and with clarity*
- *Please consider the following points when presenting your challenge:*
  1. Highlight which "bucket" criteria the challenged self-assignment does not appear to meet.
  2. Explain which criteria the challenged self-assignment does not seem to meet, and why it does not.
  3. Indicate what additional information or justification, if any, would be required for the challenged self-assignment to satisfy the criteria. Clarify if this is either:
     a. More detail in relation to justification given or,
     b. Additional justification or,
     c. Both
  4. Any other points that you feel supports your challenge.