

Meeting: TCF Governance Board

Date and Time: Thursday 30th July 2020 at 17:00am (CET)

Venue: Conference call

Present: Constantine Kamaras (Acting Chair)

Ben Barokas (Sourcepoint)	Thomas Peruzzi (Virtual Minds)
Robert Blank (Media Impact Axel Springer)	Christian Potthoff (RTL Group Smart Clip)
Simen Breen (Schibsted)	Dominik Rabiej (Google)
Romain Gauthier (Didomi)	Stevan Randjelovic (GroupM)
Jaakko Kuivalainen (Sanoma)	Markus Rhul (Publicis Groupe)
Matthias Matthiesen (Quantcast)	Kate Teh (The Telegraph)
Grant Nelson (Xandr)	

In attendance:

Townsend Feehan (CEO, IAB Europe)
Thomas Mendrina (Chair, TCF Steering Group)

Anne Goodman – Secretariat (IAB Europe)

The Acting Chair welcomed the newly appointed board members to the first meeting of the TCF Governance Board and particularly thanked those who had joined the meeting whilst on holiday.

Introduction

The Acting Chair presented the first three agenda items – TCF Governance Board Mission; Ground Rules of Board Membership, and; Indicators of Good Governance - as an introduction to this inaugural meeting of the board. The meeting agreed that these laid out a sound understanding for the Board to follow (details of these three items as presented are appended to the minutes).

Following the presentation of these items the board members were asked to introduce themselves. It was also noted at this juncture that there were two vacant seats on the board, to be nominated by the 'buy-side' TCF Steering Group (SG) voting 'bucket'. The Acting Chair proposed that as the SG had agreed at its last meeting (post the closure of the board nomination process) to review the 'bucket' process that the filling of the two vacant board seats should be held over to the next meeting. The meeting agreed, adding that this would also give the board time to gain a better understanding of the tasks and responsibilities of the board and therefore accept the nominations with more informed consideration.

The board was reminded that the current nominations fulfilled the quorum and although the nominations were drawn in equal numbers from the three SG voting buckets (buy-side, sell-side and intermediary) the voting by the board member must transcend one's bucket origins.

Election of the TCF Governance Board Chair and Vice-Chair

The Acting Chair noted that no nominations for either position had been received by the Managing Organisation (MO) and therefore proposed that the election be held over until next meeting when the group had further time to consider.

Consideration of observer seats

The MO was asked to present a summary of the MoU which the MO had been asked to prepare capturing candidate European organisations' rights and obligations that would govern their participation in the Governance Board (see Governance Framework). The MO agreed that MoU would be circulated for board members comment.

The meeting asked the MO to advise whom they had reached out to with respect to the MoU and the MO confirmed that they had reached out to WFA and EACA.

The process for considering who should take up the four seats allocated to European Organisations as observers was debated. The meeting proposed that the market representation (such as geographic reach of the organisation) should be an important consideration, along with member numbers that the meeting noted should be a reasonable scale. The Acting Chair noted that the TCF was operating in a fast-changing ecosystem, so it was appropriate to widen the representation of the organisations. It was also noted that not all European organisations may wish to be considered for the observer seats.

The meeting asked that the MO put forward, using appropriate criteria, a list of possible European organisations that the board could consider for selection.

Alongside this process the Acting Chair advised that the IAB Europe Board would consider a list of national IABs who would take up the four observers positions allocated to national IABs and present these to the board.

Other business

The meeting returned to an earlier discussion, the consideration of the filling of the two vacant board seats.

The meeting asked if the process and rules for electing the board members, as laid down in the Governance Framework, had been correctly followed. The Secretariat confirmed that the process and rules that had been announced prior to the election had been correctly followed and the process had closed when membership quorum had been established. This did leave two vacant seats, for which nominations had not been received. The meeting was reminded as

previously noted that the SG was responsible for electing delegates from within its ranks to sit on the Governance Board following the requirements for selection as described in the Governance Framework. These requirements included using the SG three-bucket self-assignment paradigm.

As previously advised by the SG Chair the meeting was reminded that the SG was reviewing the three-bucket paradigm and this review would take place over the next few weeks. The board speculated that the review may involve an update to the criteria relating to the three-bucket paradigm. The board proposed that in this instance it may need to consider if a Governance Board comprising some members who had been elected on the basis of one set of criteria and some who had been elected on the basis of a different set of criteria is unacceptable.

The meeting agreed that they would like the time to debate this point further at the next meeting of the board.

Next meeting

It was agreed that as the board was expected to convene three-four times/year an appropriate timescale for the next meeting would be October and a 'doodle poll' would be distributed to determine the best date.

It was also noted that although this first meeting had been scheduled for a hour subsequent meetings would be scheduled for two hours.

The meeting closed at 18:00 CET

Appendix

Governance not management

- The TCF governance Framework is arranged across the TCF Steering Group (SG), IAB Europe the Management Organisation (MO), TCF Governance Board and the Dispute Resolution Panel
- The TCF Governance Board is responsible for holding all TCF instances to account and ensuring that the correct process (s) are followed by the SG and MO, through independent oversight and constructive challenge
- Management delivered by the MO involves the responsibility for the effective operation of the TCF and the achievement of its goals within the policies and processes approved by the SG

GROUND RULES OF BOARD MEMBERSHIP

- **Integrity:** board members should not place themselves under any financial or external obligation that might influence the performance of their board members duties
- **Objectivity:** in carrying out their duties board members should make choices on merit
- **Accountability:** board members are accountable for their decisions and actions and must submit to appropriate scrutiny
- **Openness:** board members should be as open as possible in their contributions and respect the importance of transparency. All proceedings will be made available to the community.
- **Selflessness:** board members should take decisions in the interests of all TCF stakeholders and should not do so for the commercial advancement of their own companies
- **Honesty:** board members should declare any interests relating to their board duties that might engender a conflict of interests and either resolve any conflicts arising or recuse themselves from decision-taking on the relevant points
- **Leadership:** board members should promote and support these principles by leadership and example including adherence to the TCF Policy and Terms & Conditions at all times

Forming the basis of a Board Member Code of Conduct

INDICATORS OF GOOD GOVERNANCE

- Recruitment of board members that can demonstrate that they have a comprehensive understanding of the features and functionality of the TCF and a good knowledge of EU privacy and data protection law and regulatory enforcement
- Board meetings that stay within the designated scope of matters relating to holding all instances of the TCF to account and ensuring that the correct process (s) are followed by the MO and SG and its WGs based on reporting by both these bodies. An agenda structure that reflects time devoted to strategy, risk and improved quality presented to the Board by these bodies with constructive board member feedback
- Significant evidence, as recorded in the minutes, of high-quality debate, deliberation and value add made by the Board members with appropriate attention to policy and regulatory matters
- High level of attendance by Board members (80% plus attendance by the majority)
- A positive culture of transparency and openness that sets aside personal representation and commercial interests
- Evidence of respect and esteem for TCF Governance within the community of stakeholders and influencers
- No Board member to bring the TCF into disrepute through infringement of the TCF Policy and Terms & Conditions

Draft for discussion and debate