TCF GOVERNANCE BOARD

JUNE 30 2020

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