Meeting: TCF Governance Board

Date and Time: Tuesday 27 October 2020 at 12:00 (CET)

Venue: Conference call

Present: Constantine Kamaras (Temporary 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)

Apologies:

Grant Nelson (Xandr)

In attendance:

Townsend Feehan (CEO, IAB Europe, Managing Organisation)
Thomas Mendrina (Chair, TCF Steering Group)
Bethan Crockett (Vice-Chair IAB Europe Board) for agenda item Board
Composition - Observer seats – National IABs

Anne Goodman – Secretariat (IAB Europe)

The temporary Chair opened the Board meeting with a reminder of the Mission
of the TCF Governance Board. Attention was drawn to the importance of
referring to this when considering the Steering Group (SG) and Managing
Organisation (MO) updates.

Board Composition
Observer seats – National IABs – Vice Chair IAB Europe Board
It was highlighted that there had been significant interest from National IABs to
take up the observer seats offered by the board. Respecting the core mission of
the Governance framework for transparency and accountability and the key role
played by the National IABs in support of the TCF, the IAB Europe Board
concluded that opportunity for broader inclusion was appropriate.
National IABs would need to notify the Governance Board if they wished to
attend and the Governance Board were asked to describe the process that
National IABs would need to follow.

The Board were supportive of the inclusion of a greater number of National IAB observers but raised two points for consideration:
- that the process defined by the board must be followed for attendance and that those attending needed to clearly understand and respect the role of observer seats to ensure the business of the Board meeting was not hindered;
- that the Board would re-visit the process if it was felt it was not working

Action: Board to indicate process that National IABs needed to follow and advise IAB Europe Board

Observers seats – EU level organisations – MO update
The MO had progressed a number of informal conversations with EACA, EGTA, MMA and ACT / The App Association. These conversations were taking place in advance of a broad call for interest. The MO advised it would have a list of European organisations for the board to review at the Q1 2021 board meeting.

Steering Group Update
The SG Chair Thomas Mendrina presented the update from the SG and its working groups (WG) on recent TCF developments that the SG oversaw. The update was circulated to the Board prior to the meeting and is a kept as record with these minutes. Thomas highlighted the recent updates to the TCF Policies and the transition to TCF v2.0 and ongoing exchanges of information within the DPA Outreach Working Group. He also noted the successful conclusion of the update to the SG self-assignment process.

The meeting questioned the apparent cessation of meetings/communication with the CNIL since the last GB meeting. The MO responded that this was ongoing but that the rhythm of interactions with CNIL had been impacted by the litigation between the Interpro and the CNIL during the winter and spring, and then by the need for CNIL to issue revised implementation recommendations following the Conseil d'Etat ruling. There have been a number of detailed, productive exchanges via email and calls between IAB France, IAB Europe and the CNIL since August.

Point of reference: the SG update included an update on TCF CMP Compliance, which it was pointed out should have been an update on the progress of TCF CMP *validation* for v2.0. Monitoring and enforcing TCF CMP Compliance is the responsibility of the MO and therefore included in the MO update.

Managing Organisation update
The CEO of the MO, Towney Feehan, introduced the update from the MO on TCF operations. The update was circulated to the Board prior to the meeting and is kept as record with these minutes. Towney reminded the board of the responsibilities of the MO that shaped the update.

The report included an update on vendor compliance and the meeting questioned the companies that would be approached to support this. The meeting was reminded that vendor compliance was being supported by the Framework Signals WG and that this would be a key workstream for this WG over the coming months. There had recently been a call to the SG for publishers in particular to join the WG to help move this project forward.

TCF Judiciary – next steps
The CEO of the MO presented a comprehensive update on the process by which a dispute resolution panel would be formed. This update was given as a series of slides, which are kept with the record of the meeting This included a recommendation of possible candidates for the panel (*note slides that indicate proposed candidates should be confidential as not all candidates have been approached and therefore will not be included in the record*), timelines as well as key points to consider and an update on the TCF v2.0 policy checks.

Key points that the board raised in relation to the convening of the panel were as follows:

-   the final list of candidates should include a fair representation of geographies
-   if the panel was to be drawn from a pool of candidates then a lottery process could be employed – it was subsequently noted that employment of this approach could undermine fair representation
-   the operation of the panel, such as voting mechanic, was not clear and therefore need to be clarified
-   clarification on the convening of the panel and its relation to and impact on the 14day suspension warning notice process described in the May 2020 CMP notification
-   remuneration of the panel
-   process for selecting the panel

The MO responded to the points as follows:

-   the proposal included reference to the importance of fair representation of geographies
-   voting process had not been described in the Governance Framework so this needed to be considered, but the panel was described as 5 members so a majority vote would be logical, if a vote was needed
-   if there was a request to convene the panel then the suspension process would be delayed whilst the appeal was heard
-   it was not the intention to remunerate the panel
-   the Board were required to select from the list of panel candidates presented by the MO Board and also to propose other candidates

The following timelines were discussed and agreed:

- Deadline for TCF Governance Board to respond to proposed list of panel candidates and propose others was extended from November 6th to November 13th – **Action: MO to distribute list of candidates**
- The panel would be operational by November 30th

Under this agenda item points were also raised in relation to the CMP compliance process specifically with regard to transparency between CMPs and the publisher community of suspension warnings. It was discussed if the issuing of the suspension warnings could be made public so they would be visible to the publisher community. The impact on reputation of the CMP was also discussed if this course was followed. Specific members called out the need for this level of visibility to ensure that the publishers were aware of a possible suspension and the importance of transparency.

As a counter to this approach it was also discussed if the CMP community should be responsible for communicating such warnings to their publishers as they are the "gate keeper" of communication with their clients.

Possible solution suggested by the Board was the publication of a "health list" of the CMP community in relation to suspension warnings. The MO confirmed that it had the mechanics to do this.

The MO advised the Board that it would continue to follow the process of suspension warnings as detailed in the notification to CMPs May 2020. It also drew the Boards attention to the TCF Policy that references that MO may, at its discretion, make the communication public.

Election of the TCF Governance Board Chair
The meeting then turned its attention to the important matter of the Chair. The temporary Chair advised the meeting that one candidate nomination had been received from Grant Nelson. Details had been circulated with the meeting papers.

There were no objections to this nomination.

The temporary Chair therefore announced that going forward the TCF Governance Board Chair would be Grant Nelson.

Other business
There was no other business.

Next meeting

The next meeting of the Board would be Q1 2021 and in line with the current cadence this would be in the first month of Q1.

A 'doodle poll' will be distributed to determine the best date.

<u>Close</u>
The temporary Chair thanked the Board for the opportunity to Chair the first two meetings of the Board and wished the Board well with its future endeavours. The meeting extended its thanks to the temporary Chair for not only supporting the TCF Governance Board but also Chairing the working group that established the governance framework.

<u>The meeting closed at 14:00 CET</u>