

Meeting: TCF Governance Board

Date and Time: Friday 22nd January 2021 at 14:00 (CET)

Venue: Conference call

Present: Grant Nelson (Xandr) (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)

Board Observer:

Magda Bublewicz (IAB Poland)	Tim Geenan (IAB Netherlands)
Jan Decorte (IAB Belgium)	Petri Kokkonen (IAB Finland)
Christie Dennehy-Neil (IAB UK)	Luc Vignon (IAB France)
Christian Dürschmied (BVDW)	Alex Cone (IAB Tech Lab)

In attendance:

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

Anne Goodman – Secretariat (IAB Europe)

The Chair opened the Board meeting with a reminder of the Mission of the TCF Governance Board, specifically its oversight of the TCF Managing Organisation (MO) and the Steering Group (SG), holding all TCF instances accountable for adherence to the agreed scope and procedures. The Chair also expressed appreciation for the time that Board members devoted to this duty in ensuring that the goal of the Governance Board was met.

Introduction to the Observer seats

Observer seats – National IABs and IAB Tech Lab - Chair

The Chair welcomed the observers who were joining the Board meeting and described their participation in the meeting (see slide appendix 1).

Action: Secretariat to update *TCF Principles of Good Governance* [here](#) to include this detail

Observers seats – European regional-level advertising industry associations –
CEO MO Townsend Feehan

The MO issued a call for expression of interest for the 4 observer seats in a blog posted on the IAB Europe website January 6th. The MO also reached out directly to a number of associations who had previously expressed interest.

The MO advised that 3 associations have since put forward a formal expression of interest:

- EGTA
- EACA
- NAI

Candidate presentation for the 2 vacant Board seats (PAPER2 22-01-21) –
Chair SG Thomas Mendrina

The SG presented 2 candidates from the ‘Advertising and/or their media buying agents’ SG voting bucket (formerly buy-side)

- Ben Humphry (Huawei)
- Benoit Oberlé (Sirdata)

Taking each candidate in turn.

The Board welcomed the prospect of a candidate from significant advertiser and also emphasised the importance of greater participation of advertisers in the Board. The MO responded that they were actively seeking out and encouraging advertiser participation in the SG (noting that SG membership is a precondition for Board membership). A number of positive conversations had taken place. The Board also noted that the technical nature of the Framework sometimes hindered conversations with advertisers and was a barrier to encouraging their direct participation in TCF governance.

The Board questioned the possible short-term/limited contract nature of employment that Ben Humphry had with Huawei and also the fact that it was as a consultant. The MO responded that it understood that Ben was working for Huawei full time.

The Board questioned the process by which Benoit Oberlé had been presented to the Board through Sirdata’s inclusion in the ‘Advertising and/or their media buying agents’ bucket. The Board, exercising its role in ensuring that correct process(s) was followed in all TCF instances, asked the Chair of the SG to re-visit with the SG members Sirdata’s inclusion in the ‘Advertising and/or their media buying agents’ bucket.

The Board agreed that both candidates would personally be sound contributors to the Board and that Ben Humphry would take up a Board seat. But the second seat would not be filled until a review of the process, which saw the inclusion of Sirdata in the ‘Advertising and/or their media buying agents’ SG voting bucket, had been undertaken by the SG

Action: Chair of the SG, Thomas Mendrina

Steering Group Update (PAPER3 22-01-21) – Chair of SG Thomas Mendrina
Thomas 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.

Specific attention was drawn to the TCF DPA outreach Working Group and in particular the interactions with the French DPA, the CNIL, in reference to a possible application for approval of all or part of the TCF as a GDPR trans-national Code of Conduct (Co). In response to a question from the Board about decision-making in relation to such an application and who had been consulted, the MO provided some background on the process up to now. IAB Europe's 2019 and 2020 work plans both called out the aspiration to get approval of the TCF as a GDPR CoC. Each of these work plans was reviewed and approved by the General Assembly (*Note* - entire IAB Europe membership). Per a decision taken by the IAB Europe Board at its Q2 2020 meeting, the IAB Europe team reports directly to the Board on the application process. The MO further clarified that no decision has been taken to designate the CNIL as lead DPA. Indeed, such a decision would depend in part on the CNIL's confirming their interest in taking on that role (they have provisionally expressed interest already). The DPA Outreach WG has been regularly briefed on preliminary contacts held between the team and the CNIL. The MO proposed at the SG meeting January 21st that it would arrange a briefing on the CoC concept and process for SG members (including all members of the Governance Board), which the Board supported.

Managing Organisation update (PAPER4 22-01-21) – CEO of the MO
Townsend Feehan

Introducing the update from the MO on TCF operations Townsend reminded the board of the responsibilities of the MO that shaped the update. The update was circulated to the Board prior to the meeting.

The Board's attention was drawn specifically to the GVL and CMP registration process and the consideration that the annual fees should be updated to take account of the increased expenses associated with legal challenges to the TCF. The MO is convening a small WG to consider this and invited the Board members to join this WG or provide comment.

The Board thanked the MO for their work and comprehensive update.

Action: Board to contribute, via the MO, to the debate on fee increases for TCF vendors and CMPs.

TCF Dispute resolution panel candidate update – CEO of the MO Townsend
Feehan

The following candidates had agreed to participate:

- [Leonie Power](#), Partner, FieldFisher LLP
- [Phil Lee](#), Partner, FieldFisher LLP
- [Gabriel Voisin](#), Bird & Bird

Another candidate was believed to be close to confirming availability, and a further 8 candidates were being approached with the objective of arriving at a pool of 12 -15 candidates.

The Board asked what process was used to select candidates and if any candidates had not been included. Reference the latter point the MO noted that a small number of candidates had been removed due to potential conflict of interest. The selection of candidates are proposed by the MO with additional proposals from the Board - the MO thanked the Board members who had proposed these additional candidates.

Although it had not been the intention to remunerate the panel (as recorded in the minutes of the TCF Governance Board Q4 meeting) the MO noted that the candidates had requested payment to perform panel duties. The candidates also wanted better understanding of time commitment. Overall, the candidates were generally very positive about the initiative and also the opportunity to be involved.

The Board emphasised the importance of ensuring that the final list of candidates should include a fair representation of geographies (as agreed in the Q4 meeting).

The Board also asked if the MO was confident that it would reach the required pool, which the MO replied it was.

Finally, the MO advised the Board that as candidates had requested payment it would be the intention of the MO that in the instance of the case being upheld against a CMP or Vendor then the CMP or vendor would bear the costs. If not upheld, then the MO would bear the costs.

Other business

There was no other business.

Next meeting

The next meeting of the Board would be Q2 2021 and in line with the current cadence this would be in April the first month of Q2. A 'doodle poll' will be distributed to determine the best date.

Close

The Chair thanked the Board for a constructive and engaging meeting.

The meeting closed at 15:30 CET

APPENDIX 1

Ground rules for observer seat participation

Board observers include National IABs, IAB Tech Lab and European-level advertising ecosystem associations

- Board only
 - each agenda item will begin with board-only discussion;
 - Open discussion
 - after board discussion the Chair will invite comments and questions from the board observers, marking a transition to an open discussion period;
 - Board only discussion
 - if necessary or in the interests of time, the Chair may propose that board the reverts to board-only discussion.
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