

TCF STEERING GROUP

VOTING “BUCKETS” & SELF ASSIGNMENT

PROCESS REVIEW

1. OVERVIEW OF TCF STEERING GROUP (SG) VOTING RULES

The TCF Steering Group (SG) voting rules combine three simple concepts:

- a) Weighted voting, with influence distributed evenly across the value chain, between three “buckets”: buy-side (one-third), sell-side (one-third) and intermediaries (one-third)
- b) Simple majority voting so that if more than half of the total, combined “pool” of all stakeholders support a motion, it is in principle adopted
- c) Safeguards 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.

Advertisers and companies joining the TCF Steering Group (SG) self-assign to one of the three voting “buckets” with reference to the described criteria for each bucket.

Self-assignment has historically been accepted on good faith.

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.

2. SELF ASSIGNMENT UPDATES TO THE “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.

“BUCKETS”

Advertisers and/or their media buying agents

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 companies

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 draw revenue from selling advertising inventory that they have created on their online or offline property

3. PROPOSED UPDATES TO THE SELF-ASSIGNMENT PROCESS

Self-assignment (new members)

1. *Original process* - 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”.

Amendment - 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.

Challenging self-assignment

2. *Original process* - self-assignment is accepted by the MO there is no SG mechanism that facilitates a constructive challenge of the self-assignment

Amendment – when a company self-assignment is presented to the SG then two courses of action need to be considered by 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 SG. If agreement is not reached between company and the SG then vote using “weighted voting” described above is taken

Updating self-assignment (existing members)

3. *Original process* - when a vote is imminent the SG members are asked to review their bucket allocation to confirm their assignment.

Amendment – self-assignment takes place when joining the TCF SG and can be re-visited, and if necessary updated, only at the commencement of the SG Chair 2 year term of office. In this instance the SG member updates self-assignment following the process describe for new members.

For noting: The SG Chair term runs from July 2020 – July 2022 in sync with the TCF Governance Board Chair.

One-off event

Following agreement of the updated self-assignment “bucket” criteria all SG members will be asked to re-confirm self-assignment. If a SG member wishes to update self-assignment they must follow the process describe for new members. Their request and justification must be submitted to the MO no later than 28th September so the MO can distribute to the SG Monday 28th September to allow SG time to prepare for SG meeting 30th September.

APPENDIX 1

SELF-ASSIGNMENT CRITERIA (PRE 14/09/20)

Criteria for self-assigning into stakeholder buckets (buy-side, intermediary, sell-side) for the purpose of voting in the IAB Europe TCF Steering Group and Working Groups

Buy-side

Companies who purchase media directly or as a representative for an advertiser

1. *Does the company independently or in cooperation with advertisers strategize and plan media spend and allocate budgets accordingly?*
2. *Does the company manage buying across all media?*
3. *Does the company have direct media deals with media owners?*

Intermediary

Companies who buy inventory on behalf of a brand or agency

Companies that primarily facilitate the buying and selling of inventory but do not own inventory or represent specific sites

Companies primarily involved in the selling of inventory on sites they do not own or operate

1. *Does the company technologically enable media buying or selling?*
2. *Does the company manage only one portion of a campaign which is technologically enabled?*

Sell-side

Companies primarily involved in the selling of owned and operated inventory.

1. *Does the company primarily draw profit from selling media inventory?*
2. *Does the company sell their owned inventory?*