Board Governance Framework

Interactive Advertising Bureau (IAB MENA)

Prepared on

January 2022

Updated on

November 2025

Approved by the Board of Directors at an Ordinary Board Meeting on Feb 9, 2022
Amendments and updates approved by the Board on 24 November 2025

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1.Board of Directors

1.1. The members of the IAB MENA Board of Directors are the organization's fiduciaries, whose primary responsibility is to act on behalf of the organization in good faith and trust, to steer the organization towards a sustainable future. The members of the Board of Directors are responsible, individually and collectively, to adopt ethical, financial, and legal governance policies, as well as hold the executive team accountable to advance the organization's mission

1.2. The organization has an Executive Director, as such, the members of the Board operate in an oversight capacity

1.3. In line with the Board resolution to endorse the D, E & I principles of the organization, the Board will be mandated to have a minimum of 30% women representation on the Board

1.4. The Board has 15 seats, distributed equally across 3 member categories:

1.4.1. Publishers and digital advertising sales organizations

1.4.2. Technology and Research companies

1.4.3. Media Agencies, Agency holding networks and specialist agencies.

2.Board Key Role and Responsibilities

2.1. In accordance with the AoA (for detailed list please refer to AoA):

2.1.1. Exercise strong Fiduciary oversight and financial management
2.1.2. Lead fundraising, membership and resource attraction
2.1.3. Establishing, approving, funding and monitoring initiatives
2.1.4. Enhancing IAB MENA's reputation, such as through quality control
2.1.5. Monitoring its own effectiveness and taking remedial action
2.1.6. Establishing and monitoring workgroups
2.1.7. Representing the interests of the IAB MENA
2.1.8. Preparation, management and monitoring of the annual budget
2.1.9. Delegating its powers to Committees
2.1.10. Employing and empowering an Executive Director

2.2. Expectations of Individual Board Members

2.2.1. Actively support the Vision, Mission, priorities and activities
2.2.2. Read and understand financial reports and financial status
2.2.3. Identify and secure resources, whether financial or otherwise
2.2.4. Leverage connections to retain and attract members
2.2.5. Prepare for, attend, and positively participate in Board meetings
2.2.6. Demonstrate commitment through active participation in initiatives
2.2.7. Engage personally with practical and proactive feedback
2.2.8. Represent the best interests of the IAB MENA
2.2.9. Uphold bylaws, policies and procedures
2.2.10. Dedicate at least 5 hours per month

2.3. Ideal Board Member Profile

2.3.1. A senior member of the organization with the ability to direct or allocate company resources and speak on behalf of the company
2.3.2. A high degree of industry knowledge and some specialization in matters relating to the activities of the organization, including but not limited to governance, managerial, technical, financial or marketing
2.3.3. Preferably C-level or head of division, with demonstrated integrity and good standing, passionate about collective action and committed to advancing the MENA digital economy.

3.Board Member Term Limitations

3.1. Board members (company and individuals) may serve an unlimited number of terms

3.2. Limitations on Terms for Chair and ViceChair

3.2.1. The Chair and Vice Chair (individual and company) terms are limited to 2 consecutive terms in their entirety and separately. Eg: Serving one term as Vice-Chair followed by one as Chair counts as two consecutive terms

3.2.2. An individual or company may serve an additional term after a 'cooling off' period of 1 term (typically 2 years) during which they may serve as a Board member and may lead a committee

3.2.3. There is no limit on the number of terms an individual or company can serve, subject to the consecutive restriction and cooling off period

3.2.4. In the event the Chair/Vice Chair are appointed during a term, a simple majority of the term will apply - ie: if appointed when there is more than half a term remaining, they will be deemed to have served the term, if appointed with less than half left, the term will be deemed to only start at the beginning of the following term.

4.Meetings of the Board

4.1. Frequency and Purpose

4.1.1. The Board will convene at least five times per calendar year, with additional meetings scheduled as needed

4.1.2. Meetings serve to:

4.1.2.1. Review organizational progress and financial performance

4.1.2.2. Approve strategic initiatives and recommendations

4.2. Meeting Preparation

4.2.1. The ED, in consultation with the Chair, will circulate:

4.2.1.1. A detailed agenda and summary of action items

4.2.1.2. Financial updates and any supporting documentation

4.3. Attendance

4.3.1. Any Board representative who fails to attend three consecutive meetings without sending a proxy will forfeit their seat

4.3.2. The member organization may nominate a replacement representative in line with the requirements for the "Ideal Board Member"

4.3.3. A Board member may designate a proxy:

4.3.3.1. From their own organisation

4.3.3.2. Another Board member or the ED

4.4. Quorum and Voting

4.4.1. A quorum will consist of a simple majority of Board members (or their proxies) being present

4.4.2. For online voting, a non-response within the deadline is counted as abstain and counts towards quorum

4.4.3. The Chair presides over meetings. In their absence, the Vice-Chair or another designated Board Member or ED

5. Board Elections

5.1. Election Notice and Timing

5.1.1. Board elections will be held two months prior to the end of the incumbent's 2 year Board's term (Typically Jan or Feb)

5.1.2. The Executive Director (ED) will formally notify all IAB MENA member companies of the election date, process and mechanism, such as required document

5.2. Nominations

5.2.1. Nominations for election to the Board are open to member companies in the Premium membership tier

5.2.2. The company must have been an active member for at least two months before the election date.

5.2.3. The full membership fee due must be paid in full

5.2.4. Nominations will be classified under one of the three member categories, based on the organization's business nature as defined in its membership application:

5.2.4.1. Publishers and Digital Advertising Sales Organizations

5.2.4.2. Technology and Research Companies

5.2.4.3. Media Agencies, Agency Holding Networks, and Specialist Agencies

5.2.5. The ED will provide a summary report to the Board indicating:

5.2.5.1. The number of nominations received in each category

5.2.5.2. Any instances where fewer nominations than seats exist

5.2.6. The Board will review and agree any corrective measures, such as:

5.2.6.1. Members within the under-represented category will be invited to upgrade to Premium and submit nominations within 7 working days. Confirmation of upgrade must be received at least 2 working days before the election.

5.2.6.2. If no new nominations arise and only one seat remains unfilled, that seat will be reassigned to the Publishers category. The ED will notify Premium-tier members of that category and invite nominations. If no Premium members apply, other tier members may be offered the chance to upgrade and nominate.

5.2.6.3. If two or more seats remain unfilled, they will be distributed equally between the other two categories. The ED will then follow the same outreach and upgrade invitation process

5.2.6.4. A full list of all nominated companies will be circulated to all members before the election

This process ensures a fully functional and balanced Board, maintaining equitable participation across all categories.

5.3. Communication and Transparency

5.3.1. IAB MENA will circulate to all members the ideal Board member profile and the duties and accountabilities expected

5.3.2. All election results will be documented, verified by the ED, and confirmed in the minutes of the first Board meeting following the election.

5.4. Nominating Board Representative

5.4.1. On election to the Board, the Member must nominate a representative within 15 days

5.4.2. The candidate should comply with the requirements as laid by the section on the 'Ideal Board Member'

5.4.3. The nomination will include a biography highlighting domain expertise and unique value-add to the IAB MENA

6. Voting of the Board Chair and Vice-Chair

6.1. The Executive Director (ED) will convene the first Board meeting within 15 days to elect the Chair and Vice-Chair. The election process will be organized and chaired by the ED, who will communicate:

- 6.1.1.1. The election date
- 6.1.1.2. The nomination opening and closing dates
- 6.1.1.3. Any required statements or presentations from candidates

6.1.2. Eligibility

- 6.1.2.1. All elected Board members are eligible to nominate themselves for either the Chair or Vice-Chair position
- 6.1.2.2. To ensure broad representation the Vice-Chair must, where possible, belong to a different membership category from the Chair
- 6.1.2.3. Candidates must confirm that they do not concurrently hold equivalent leadership roles in other industry organizations (e.g., ABG, IAA, MMA), to avoid any conflict of interest and ensure impartial advocacy.

6.1.3. Procedure

- 6.1.3.1. Candidates submit written nominations and a brief statement outlining their vision and approach to Board leadership.
- 6.1.3.2. Candidates may present their statement to the Board either prior to or during the election meeting
- 6.1.3.3. Voting will be conducted by secret ballot
- 6.1.3.4. Each Board member, including the candidates, casts one vote for the Chair position
- 6.1.3.5. Once the Chair is elected, the remaining candidates are considered for the Vice-Chair role
- 6.1.3.6. Voting for the Vice-Chair follows the same procedure.

6.1.4. Announcement and Term

- 6.1.4.1. The ED will count and announce the results immediately following each vote
- 6.1.4.2. Both positions will serve for the duration of the Board term in accordance with the term limits defined under Section 4 ("Board Member Term Limitation")
- 6.1.4.3. Should either role become vacant mid-term, the ED will conduct a special election within 30 days to fill the vacancy.

7.Chair and Vice-Chair Key Roles and Responsibilities

7.1. The Chair and Vice-Chair play critical leadership roles in ensuring the Board functions effectively and advances the mission of IAB MENA

7.2. The Chair serves as the primary leader of the Board, setting direction, maintaining objectivity, and ensuring governance

7.3. The Vice-Chair supports the Chair, deputizes in their absence, and shares in strategic and operational oversight

7.4. Both roles require integrity, neutrality, strong communication, and a demonstrated commitment to the values and goals.

7.5. Leadership

- 7.5.1. Lead the Board with professionalism, fairness, and inclusivity
- 7.5.2. Remain approachable, impartial, and respectful, fostering constructive dialogue among members
- 7.5.3. Demonstrate deep knowledge of IAB MENA's strategy, governance framework, and industry context
- 7.5.4. Act as a respected ambassador for IAB MENA

7.6. Board Management

- 7.6.1. Set goals and objectives for the Board
- 7.6.2. Ensure all Board members are engaged and contribute
- 7.6.3. Foster a culture of accountability
- 7.6.4. Plan and run effective Board meetings by:
  - 7.6.4.1. Collaborating with the ED on the agenda and key decision items
  - 7.6.4.2. Ensuring meetings are productive
  - 7.6.4.3. Delegating to the Vice-Chair or ED as appropriate

7.7. Leadership Collaboration:

- 7.7.1.1. The Chair, Vice-Chair, and ED must work in close partnership to ensure clarity of roles and effective governance.
- 7.7.1.2. The Chair/Vice Chair leads the Board and its committees
- 7.7.1.3. The ED manages the day-to-day operations
- 7.7.1.4. All share responsibility for advancing the mission of IAB MENA. They are expected to:
- 7.7.1.5. Communicate openly and regularly, providing mutual support and feedback
- 7.7.1.6. Ensure alignment between strategic direction, committee outputs, and operational execution.

8.Executive Director Key Role and Responsibilities

The Executive Director is accountable to the Board for the overall management and performance of the organization. The ED's core responsibilities include:

8.1. Strategic and Operational Leadership

- 8.1.1. Develop and execute the annual strategic plan and budget
- 8.1.2. Ensure effective implementation of Board decisions and policy directives.
- 8.1.3. Oversee all operational, financial, and administrative activities, ensuring compliance with legal, financial, and ethical standards
- 8.1.4. Governance and Board Support
- 8.1.5. Prepare and distribute Board and committee meeting materials (agenda, reports, and documentation)with support of Admin & Finance team
- 8.1.6. Maintain accurate records with support of Admin & Finance team
- 8.1.7. Serve as the primary liaison between the Board and the operational committees, ensuring efficient flow of information and action items.

8.2. Financial and Organizational Management

- 8.2.1. Manage the organization's financial health through transparent budgeting, expense tracking, and periodic reporting
- 8.2.2. Present quarterly financial updates to the Board
- 8.2.3. Ensure compliance with all statutory and audit requirements.

8.3. Industry and Stakeholder Engagement

- 8.3.1. Act as official spokesperson in all professional and public forums
- 8.3.2. Maintain strong relationships with industry partners, regulators, regional and international IABs, and other relevant stakeholders
- 8.3.3. Promote IAB MENA's role as a credible and collaborative thought leader across the digital advertising ecosystem.

8.4. Authority and Decision Making

- 8.4.1. Day-to-day management authority over staff, contractors, and operational matters, within approved budget and Board directives
- 8.4.2. The ED may sign agreements and authorizations up to the limits specified by the Board's financial and governance policies ($1000)
- 8.4.3. Anything outside the approved plan must be referred to the Board for prior approval.

9.Board Committees

9.1. To ensure the IAB is on the right path to fulfill its mission, the organization should continue to have a number of standing committees that overlook and carry out a set of tasks and activities in support of specific strategic activities.

9.2. The Committees lead on the majority of the Board's responsibilities delegating responsibility to smaller working groups.

9.3. The Chair/Vice Chair, ED and Board should consider the need and role for Board committees for the duration of their term to implement the Board's strategy for more effective delivery of Board strategy. For example, these could include amongst others:

- 9.3.1. Association Development and Member Growth
- 9.3.2. Finance and Governance
- 9.3.3. Outputs and Resource development.

9.4. Committees are for Board members and matters only and should not be confused with Councils and Taskforces which are operational and for members as described below:

- 9.4.1. TaskForces: They bring together subject matter experts from members to collaborate on and execute projects and initiatives, producing most of the resources created by IAB MENA
- 9.4.2. Councils: These are set up by the Board to represent specific interest groups within the membership where it is believed there are unique issues that need to be addressed at a senior level or where there is a need for cross industry connections unrelated to a specific output (as would be the case in Task Forces).

10.Vision and Mission Statements

10.1. Our Vision

10.1.1. Be the catalyst for growing the MENA digital advertising economy by nurturing the community, accelerating knowledge sharing and establishing accountability standards that cultivate trust and credibility.

10.2. Our Mission

10.2.1. Positively influence corporate leaders & policymakers to value diversity & inclusion as a key currency for the growth of the digital economy in the MENA through awareness initiatives and enabling thought-starting conversations between our members and partners

10.2.2. Collaborate with the industry on the development of unbiased digital learning and development programs to expand the market's understanding of how digital best practices drive their business success

10.2.3. Become the authority in setting up the standards of measurement, research & attribution for the industry for the benefit of industry growth, trust and sustainability

10.2.4. Inspire innovation and partnerships to support the development of a world-class, contemporary ecosystem of marketing solutions and services in MENA.

11.Diversity Principles

11.1. Nurturing our community is a key part of the IAB's vision to be the catalyst for growing the MENA digital advertising economy. As part of this aim we are committed to building an inclusive organization that values diversity.

11.2. Our objective is to positively influence corporate leaders & policymakers to value diversity & inclusion and to do this we need to ensure our approach as an organization sets the right tone. There are many different aspects to diversity and inclusion, all important and all valuable. It's all too easy to get delayed by debate and discussion with the scale of the challenge, too big to tackle all at once. We have decided to start somewhere. Gender diversity and more specifically gender representation.

11.3. To this end, we have set out a series of 5 principles and guidelines on gender representation for the workings of the IAB MENA. This is only a small step in the journey, but we are committed to making a start and encourage our members and industry partners to do the same:

- 11.3.1. Representative Decision Making: The Board should comprise a minimum of 30% female representation
- 11.3.2. Visible Influence: All Board communications, such as PR releases should aim to include a minimum of 30% female representation
- 11.3.3. Funding: A minimum (equivalency) of 5% of annual expenditure should be allocated to Diversity initiatives
- 11.3.4. Women and Work: All IAB MENA taskforces should actively aim to have a minimum of 30% female representation
- 11.3.5. See It To Be It: All marketing materials, videos, podcasts etc should include a minimum of 30% female representation over any 6-month period.