



Board of Directors Election Rules

Interactive Advertising Bureau

Prepared by
IAB GCC

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Inline with the IAB GCC MOA and AOA and the Governance Framework

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General Election Rules

- According to the IAB GCC Articles of Association, member companies are categorized within three organization types:
 - Publishers | Media Houses
 - Tech | Research
 - Agencies
- The seats on the 2022-2024 Board of Directors will be a maximum of 15, up to 5 per organization type.
- Nomination and voting will be done per member company not individuals via completing the [Board Member and Board Representative Nomination Form](#).
- Every voter shall cast as many votes as the number of available seats (15) for each organization type, i.e. 5 votes for each organization type.
- Member companies will nominate to the IAB GCC a Board Representative to sit on the board in compliance with the criteria for Ideal Board Member Profile as outlined in the [Board Member Nomination Pack](#).
- In the event that the current Board does not believe the nomination complies with the criteria of the Ideal Board Member Profile, the Chair of the Board or the IAB GCC Executive Director will contact the member to discuss this as per point 5.6 of the [IAB GCC Governance Framework](#).

Nomination Rules

- A member company wishing to stand for election must nominate itself (company).
- Only companies/organizations can be nominated not individuals.
- Only member companies with valid Premium Membership as outlined in point 4.2 of the [IAB GCC Governance Framework](#) have the right to stand for elections.
- The member shall complete online the [Board Member and Board Representative Nomination Form](#) within the established deadline, i.e. March 22, 2022 for current members and Mar 5, 2022 for new members that have joined on or after Feb 22, 2022.
- The member nomination is recorded under the organization type indicated in the Membership Application form when applying for the IAB GCC membership and as approved by the board and in line with point 4.3 of the [IAB GCC Governance Framework](#).
- [Board Member and Board Representative Nomination Forms](#) submitted after the established deadlines will not be accepted and will not be considered during the establishment of the nomination list.
- Groups are only entitled to one nomination per group (Groups are defined as more than one company under the same ownership legally or affiliated with a group).
- Companies or affiliates within groups are entitled to vote separately, providing they hold valid separate Premium or General Memberships.
- Members of the same group should coordinate among themselves which company nomination to put forward before completing the [Board Member and Board Representative Nomination Form](#).
- The board shall approve the nomination and inform the member of the decision at least 3 days before the election's day.
- In the event there are less than 5 nominations per organization type, when the nominations close, the nominated members of the organization type are automatically elected. The election will take place for the remaining organization types.

- The remaining seat of the organization type without enough nominations will be filled in by the members from the other organization types depending on the results of the election and in accordance with Governance Framework and the scrutiny and counting rules.
- In the event there are less than 15 nominations for the entire board, the nominated members are automatically elected. The IAB GCC Executive Director, with the Board's approval, will act to remedy the under-representation in compliance with point 4.5 of the **IAB GCC Governance Framework**. In the event where action has been taken to correct the under-representation and there is still under-representation, empty seat(s) will remain empty till the next elections or will be offered to the first new Premium member at the Board's discretion.

Voting Rules

- Voting will take place during the General Assembly.
- Voting will be for the member company and not for an individual/ representative of the member company.
- Only members with valid Premium and General Memberships have the right to vote.
- Voting electronically is the only way of voting for the 2022-2024 elections. The voting window will be announced just before the voting takes place. Make sure that the person attending the General Assembly has the right to vote. A voting link and instructions on the voting process will be provided on the day of election.
- Voting will be conducted per organization types.
- Each member will vote for each seat for each organization types.
- In the event the Lead | Head | CEO of the member or the authorized representative as indicated on the Membership Application form cannot attend the General Assembly, the Lead | Head | CEO shall appoint a representative to represent the member and vote on its behalf by completing the online [Nomination of Authorized Representative Form](#) on or before 12:00pm, Apr 4, 2022.
- In the event the Lead | Head | CEO of the member or the authorized representative as indicated on the Membership Application form cannot attend the General Assembly and no representative has been appointed within the established deadline, the member will not have the right to vote.

Scrutiny and Counting Rules

- In the event there is a tied vote (members from the same organization type who received equal number of votes while exceeding the available seats) a second round of election will be conducted for the candidates with a tied vote.
- The second round of election will be conducted at the day of the election after performing the vote counting.
- In the event that there are not enough votes for the seats of one organization type, then the highest voted company will fill in the empty seat.
- If there is a technology glitch, the online vote will be restarted during the General Assembly.
- It is the responsibility of the voter to ensure device restrictions do not prevent voting. In this event the vote will be considered spoiled.
- Spoiled/informal votes will not be counted.
- Electronic ballot containing less votes than the available seats will be considered valid.

Board of Directors Composition

- Member companies shall put forward their candidates that will represent them on the Board prior to election while completing the [Board Member and Board Representative Nomination Form](#).
- The IAB GCC is endorsing diversity and as such adopted 5 D, E & I principles presented in the [IAB GCC Governance Framework](#). In this regard the IAB GCC is encouraging member companies to put forward female candidates to represent them on the Board.
- The current Board or the Executive Director may suggest a change to the nomination if it believes this to be in the interests of the IAB GCC for diversity or any other considerations.
- While nominating the candidates, the member company should take into consideration the following criteria:
 - Comply with the criteria presented in point 3.3 “Ideal Board Member Profile” of the [IAB GCC Governance Framework](#).
 - Being available to provide at least the minimum estimated level of effort per month of 5 hours
 - Being available to participate in board meetings for at least of two hours per meeting, every 6-8 weeks, and not less than 5 times in a calendar year. The purpose of these meetings is to steer the strategy of IAB GCC and provide guidance on industry issues.
 - A Board Representative that fails to attend 3 consecutive meetings, forfeits their seat on the board and the Board Member organization he/she represents will have to nominate someone else.
 - Being of enough seniority to commit the member company to IAB GCC involvement such as allocating resources and representing the view of the company.