

Viewable Impressions Commercial Working Group – Terms of Reference

The Objective:

- The Viewable Impressions Commercial Group (VICG) is an entity acting under the auspices of the Joint Industry Committee for Web Standards (JICWEBS) for the UK industry, to develop good practice guidelines and guidance to promote transparency within the digital trading ecosystem.

The Scope:

- The VICG will agree, publish and keep under review industry-wide good practice to deliver transparency of viewable impression measurement, including compliance. The VICG may choose to broaden its scope if necessary but this can only be agreed using the procedure outlined below.

Membership & Voting Rights:

- The VICG structure will reflect the nature of the ad trading market. The following groups will be represented:
 - Advertisers (as represented by ISBA + named advertiser representative)
 - Agencies (as represented by the IPA + named agency representative)
 - Publishers (as represented by the AOP + named publisher representative)
 - Agency Trading Desks (ATDs)
 - Demand Side Platforms (DSPs)
 - Advertising Exchanges
 - Advertising Networks
 - Sales Houses
 - Supply Side Platforms (SSPs)
- All participating companies of the VICG must be current JICWEBS subscribers.
- Each member of the VICG may appoint a nominated alternate who can attend meetings and vote on their behalf. In the event that neither the member or their nominated alternate can attend the meeting, the member may request of the Chair, at least 12 hours prior to the meeting, that a temporary alternate be allowed to attend and vote.
- As the trade body for digital advertising, as well as representing all of the business models within the VICG, the IAB (+ named IAB representative) will also be represented.
- The VICG aims to agree decisions by consensus. However, in the absence of consensus the following voting rights will apply:

Advertisers (as represented by ISBA)	Three Votes
Agencies (as represented by the IPA)	Three Votes
ATDs	One Vote (IPA proxy)
DSPs	One Vote (IAB proxy)
Advertising Exchanges	One Vote (IAB proxy)
Advertising Networks	One Vote (IAB proxy)
Sales Houses	One Vote (IAB proxy)
SSPs	One Vote (IAB proxy)
Publishers (as represented by the AOP)	One Vote
Internet Advertising Bureau (IAB)	One Vote

A majority of 11/14 is required to carry the vote. A meeting will be quorate for decisions if a minimum of 11 votes are in attendance.

- The VICG Chair shall be the Executive Chairman of JICWEBS or as otherwise appointed by the JICWEBS Executive Board. Should the appointed Chair be absent at a particular meeting the Group may elect one of its number as Chair for that meeting
- JICWEBS shall be allowed to invite in advance of any meeting a (non-voting) advisor or advisors to impart specific knowledge to the Group on an ad hoc or ongoing basis

Exclusions:

- For the avoidance of doubt, participants will not discuss or share any commercially confidential information about their businesses or organisations.
- This includes the following:
 - Pricing and other sales information;
 - Customer / subscriber details;
 - Company strategy (eg details of products and services to be launched or the timing of the launch);
 - Planned campaigns or other marketing strategies;
 - Costs or details of investment plans; and
 - Any other information which could directly or indirectly result in the adoption of a co-ordinated commercial approach to buyers, suppliers, distributors and customers.

Appendix One: The Role of JICWEBS as VICG Facilitator

Background:

JICWEBS will provide a Facilitator to the VICG to carry out the role as defined in the Scope below.

The IPA, ISBA and IAB have worked together to establish a clear scope for the VICG Facilitator role. This will ensure that whomever will carry out or wishes to review that role can do so effectively, using the scope of the role as set out below.

The Scope of the Facilitator:

The VICG is to be facilitated by a JICWEBS Facilitator, that is independent of any Signatory business or trade body.

The role of the Facilitator is as follows:

- To plan, organise and set the agenda for VICG meetings in liaison with VICG representatives itself [NB meetings can be held at the premises of a VICG trade body or company].
- To chair the VICG meetings to ensure that group consensus is achieved in reaching its overall goal.
- To provide guidance on issues facing the VICG when requested.
- To take and circulate the notes of the meeting, outlining and following up where relevant actions are required.
- To make recommendations to the VICG on membership, such as new positions to reflect the evolving ad trading market.
- To report back to JICWEBS on the progress of the VICG.
- To remain impartial and independent of any business or trade body interests.

The VICG Facilitator will not:

- Use the VICG meetings or associated website within JICWEBS to advance or promote its own commercial interests* unless otherwise agreed by the VICG via its agreed Terms of Reference.
- Speak to the media, policy audiences or issue statements on behalf of the VICG without its prior agreement.
- Approach individual businesses within VICG membership to request payment for its role as facilitator.

** The Facilitator may supply compliance or other services to VICG members. However, it will not use its role as Facilitator to promote these services.*