

DNI Fund

Rules of Governance

1. Introduction

- 1.1. The aim of the DNI Fund (DNI Fund) (as part of the Google News Initiative) is to support projects that demonstrate new thinking in the practice of digital journalism, and that support the development of new business models that impact the broad news ecosystem (the "**DNI Fund Aim**").
- 1.2. Google Ireland Limited (**Google**) plans to make available up to €150m for such projects over the next 3 years. This amount will also cover operational costs of the Fund e.g. expenses related to necessary accounting and financial audits.
- 1.3. Google shall take account of the recommendations of both the Project Team and the Council (as each is defined below) in awarding funds but shall be under no obligation to accept any minimum number of projects for funding.
- 1.4. Funding is conditional on successful Applicants entering into a funding agreement with Google that governs how funding will be made available and the rights and obligations of the parties.
- 1.5. The procedure by which successful projects will be selected will be based on the eligibility requirements and selection requirements (**Criteria**) described in the Application terms and conditions and in accordance with these rules of governance (**Rules**).

2. Definitions

- 2.1. The following definitions shall apply in these Rules:

Applicant: an individual or entity that submits an Application.

Application: an application for DNI Fund funding.

Council: composed of both external members and of Google employees, the DNI Fund Council is determined by Google from time to time. The members shall be responsible for the integrity of the DNI Fund to ensure it meets, so far as possible, the DNI Fund Aim.

Fast track for Prototype Project: a Project where the funds applied for are EUR 50,000 or less.

Google Team: shall consist of Google Group representatives based in EMEA including a representative from Google Ireland Limited.

Large Project: a Project where the funds applied for are in excess of EUR 300,000.

Medium Project: a Project where the funds applied for are in excess of EUR 50,000 but below or equal to EUR 300,000.

Project: a project set out in an Application and submitted for consideration for DNI Fund funding through the DNI Fund application process.

Project Team: the DNI Fund project team determined by Google from time to time, the members of which shall provide initial evaluation and assessment of Projects for review, evaluation and final approval by the Council.

3. Project Team

3.1. The Project Team shall be comprised of individuals appointed by Google in its absolute discretion. The individuals may include employees or representatives of Google, or of Google's affiliates and partners, and other (experts in the fields of journalism and technology; industry experts etc)

The Project Team will typically be comprised of eight individuals. Google may increase or decrease the size of the Project Team from time to time, in its absolute discretion.

3.2. The role of the Project Team shall be to:

3.2.1. review all Applications to ensure they meet the eligibility requirements set out in the Application terms and conditions. Applications that meet the eligibility requirements are referred to as "Eligible Applications";

3.2.2. interview Applicants to request further information about Eligible Applications where necessary;

3.2.3. allocate each Eligible Application into one of the following categories: fast track for Prototype Project, Medium Project or Large Project;

3.2.4. review each Eligible Application and produce a scorecard for each relevant Project which assesses it against the eligibility requirements and selection requirements described in the Application terms and conditions;

3.2.5. select Applicants to attend the interview stage for fast track for Prototype and Medium Projects;

3.2.6. interview Applicants that are selected to attend the interview stage for fast track for Prototype and Medium Projects;

3.2.7. select which Prototype Projects should be recommended for a fixed 100% funding of Prototype Project's overall costs;

3.2.8. select which Medium Projects should be recommended for funding, and the level of funding which should be awarded, up to a maximum of 70% of a Medium Project's overall costs;

- 3.2.9. select a shortlist of Large Projects which best meet the selection criteria in the Application terms and conditions and meet the stated aim of the DNI Fund (the **Shortlisted Applications**);
- 3.2.10. select Applicants to attend the interview stage for Large Projects; and
- 3.2.11. interview Applicants that are selected to attend the interview stage for Large Projects.
- 3.2.12. share the following deliverables with the Council:
 - (a) the Shortlisted Applications of Large Projects, together with a scorecard for each relevant Project which assesses it against the eligibility requirements and selection requirements described in the Application terms and conditions and an executive summary of the Project with a description of the Project and amount of funding sought;
 - (b) an overview of all selected Prototype Projects and Medium Projects (including the amount of funding recommended);
 - (c) a list of "parked" Projects which may be considered in a second round of Application following feedback to the Applicant and/or additional information gathering by the Project Team.

4. The Council

4.1. The Council will consist of up to thirteen individual members appointed by Google in its absolute discretion from time to time, as follows:

4.1.1. three Google Group employees;

4.1.2. up to ten individuals from outside of the Google group of companies

each a "**Council Member**".

The list of Council members is available at <https://digitalnewsinitiative.com/dni-fund/governance/>.

Google shall appoint a Chairperson for the Council, who will be chosen at Google's absolute discretion.

The Council members are appointed for an initial period of one year, which may be extended or renewed at Google's discretion. Council members are required to declare any potential conflict of interest in relation to Council matters and are prohibited from voting for Projects with which they have any kind of direct or indirect connection.

4.2. Individuals connected with DNI founding members will not be appointed to the Council. Detail on the Google News Initiative and the founding members can be found on www.digitalnewsinitiative.com.

4.3. The role of the Council shall be to:

4.3.1. be responsible for the integrity of the DNI Fund to ensure it meets, so far as possible, the DNI Fund Aim;

- 4.3.2. receive an overview of Prototype Projects and Medium Projects from the Project Team in order to understand the progress of the Fund in these categories.;
- 4.3.3. to review the Shortlisted Applications and materials provided by the Project Team for each Large Project;
- 4.3.4. vote for or against each Large Project to determine which will be recommended for DNI Fund funding; and
- 4.3.5. approve the DNI Fund's annual report and yearly financial statements.

5. Council Meetings and Voting

- 5.1. The Council shall:
 - 5.1.1. hold board meetings at least 2 times per year to review Applications submitted to the DNI Fund. Additional meetings may be called by the Google Team or the Chairperson as and when they deem necessary.
 - 5.1.2. meetings will be held in venues within Europe, as proposed by the Chairperson and approved by a vote of the other Council members. Arrangements for venue hire and related matters shall be directly paid by Google and deducted from the €150m .
 - 5.1.3. outsource any accounting and auditing tasks to an external accounting and auditing firm that will be chosen by Google.
- 5.2. Unless a quorum is participating in a Council meeting, no proposal is to be voted on, except a proposal to call another meeting.
- 5.3. The quorum for Council meetings may be fixed from time to time by a decision of the Council members, but it must never be fewer than 5 and, unless otherwise fixed, shall be 8. If a quorum is not met, the meeting shall be adjourned.
- 5.4. If a proposed decision of the Council is concerned with a Project or other matter in which a Council member has a conflict of interest, that member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 5.5. The Chairperson may delegate his/her duties as Chairperson to another Council member on a meeting by meeting basis. If the Chairperson (or the Chairperson's delegate) is not participating in the Council meeting at the time at which it was scheduled to start, the participating Council members must appoint one of themselves to chair it until such time as the Chairperson becomes available.
- 5.6. Upon voting at Council meetings, the Council will adhere to the following voting rules:
 - 5.6.1. any decision of the Council must be a simple majority decision of the Council members present or represented at a meeting of the Council and eligible to vote;

- 5.6.2. each Council Member has one vote;
- 5.6.3. if the numbers of votes for and against a proposal are equal, the Chairperson (or other Council member chairing the meeting) has a casting vote ;
- 5.6.4. absent members may ask another Council member to act as an alternate for that member and to vote on that member's behalf (except that this shall not apply where the absent member is not eligible to vote, e.g. in the event of a conflict of interest). In order to do so, the absent member has to notify the Chairman of the alternate member through written designation before the meeting;
- 5.6.5. the Council Members will be required to demonstrate commitment to their role and participate, whenever possible, in all meetings of the Council;
- 5.6.6. Council members must declare any potential conflict of interest publicly prior to a vote and a Council Member may not vote in respect of a Project with which he/she has any kind of direct or indirect relationship.

5.7. Each Council Member shall be:

- 5.7.1. subject to strict confidentiality obligations with respect to information and documentation shared during the meeting; and
- 5.7.2. subject to a duty of impartiality in accordance with the guiding principles of DNI Fund.

6. Final decision on project funding

- 6.1. All Projects recommended by the Project Team and the Council shall be submitted for final approval by the Google Team. The Google Team must approve all project funding and the Google Team's decision of whether to award funds (and the amount of funds to award) shall be final. The Google Team shall take account of the views and recommendations of the Project Team and the Council when awarding funds.
- 6.2. Google will prepare an annual report for the DNI Fund that will summarise all funding provided in the previous year and a progress status of all previously funded projects.