Instrument	Board Charter
Organization	American Board of First Responder Behavioral Healthcare Corp. (FRBH)
Status	Approved
Adopted	July 2026
Adopting action	Resolution 5 (Adoption of Governance Instruments)
Custodian	Secretary of the Corporation

> This instrument is subordinate to the Articles of Incorporation and the Bylaws, which govern in the event of any conflict. Nothing in it creates any power, office, committee, quorum requirement or voting requirement that the Bylaws do not establish.

1. PURPOSE

This Charter describes how the Board of Directors of FRBH is composed, how it meets, what it decides, and what it does not delegate. It is a description of the governance structure the Bylaws establish, written so that a director, a funder, a member of the public or a reviewing agency can understand how the organization is governed without reading the Bylaws in full.

The Charter confers no authority. Where it describes a power, that power comes from the Articles or the Bylaws.

2. ROLE OF THE BOARD

The Board is the governing body of FRBH and holds all corporate authority not reserved to it by law or the Articles. Its central responsibilities are:

(a) to hold and protect the purposes stated in the Articles;

(b) to approve the National Standard and any revision of it, and to approve the publications that support it;

(c) to elect officers and to oversee the chief executive;

(d) to determine the independence of its own members and to manage conflicts of interest;

(e) to oversee the financial affairs of the organization, including the annual return and the use of any restricted funds;

(f) to adopt, amend and enforce the governance instruments; and

(g) to ensure that the commitments FRBH has made publicly — in particular that the Standard is free and that conformity may be claimed without charge, license or permission — are kept.

3. COMPOSITION

The Board consists of not fewer than five and not more than fifteen directors. Directors serve two-year terms.

A majority of directors must be independent as the Bylaws define independence. The Board is deliberately small. A small voting Board paired with a larger non-voting executive team is a design choice, not a shortfall, and the size of the Board should not be read as a gap in governance capacity.

The consequence of the design, which directors should understand plainly, is that the arithmetic is tight. A two-thirds vote of a five-member Board rounds up to four. A three-fourths vote under Article XII of the Articles is also four. An independence majority is three. At five directors an absence combined with an abstention can defeat a measure that everyone present supports, so attendance matters more here than it would on a larger board.

4. INDEPENDENCE

Independence is determined by the Board itself. No committee performs this function, because none exists. Each director abstains from the determination as to himself or herself; the remaining directors determine that director's status.

Determinations are made before any matter requiring an independence majority is voted on, and again whenever a director's circumstances change. Each determination is recorded by the Secretary in a form that can be produced on its own, without disclosing the rest of the minute book.

A director who is not independent is not thereby disqualified from service. The consequence is confined to matters where the Bylaws require an independence majority or where the director has an interest requiring recusal.

5. COMMITTEES

FRBH has no committees. The Board performs the governance and the audit and finance functions itself, sitting as a whole.

This is stated plainly rather than left to inference because the alternative invites a reader to assume committees exist that do not. Two rules apply when committees are established:

- A committee that exercises Board authority may consist only of directors. Those functions cannot be delegated to a person who is not a director, including a member of the executive team or of the National Advisory Council.
- Until a committee is seated with enough members to act, the function returns to the Board as a whole rather than to any individual.

6. THE NATIONAL ADVISORY COUNCIL

The National Advisory Council is not a committee of the Board and does not govern. Its members are volunteers who contribute subject-matter expertise to the development and review of the Standard. Participation is elective; there is no minimum commitment.

Council members are not directors, officers, employees or agents of FRBH. They do not act on FRBH's behalf, hold no governing authority, and are not covered by FRBH's directors and officers insurance. That statement is reproduced in the written acceptance each member signs, so that no member assumes a protection that does not exist.

The Council's role in standards development is technical review. It does not approve the Standard. The Board does.

7. OFFICERS

The officers are the Chair, the Vice Chair, the Secretary and the Treasurer. They are elected by the Board and serve at its pleasure. Officer titles used in practice and officer titles used in the governing documents are the same titles; where earlier documents named a President and Vice President, those references are superseded.

8. THE CHIEF EXECUTIVE

The chief executive of FRBH holds the office of Executive Director. The Executive Director is not a director, is not an officer, does not preside, does not vote and is not counted toward a quorum. The Executive Director attends meetings to present and to answer questions, and withdraws when the Board deliberates on any matter in which he or she is interested, including the Executive Director's own evaluation and compensation.

The Executive Director acts for the Board in the ordinary conduct of business operations, stakeholder relations and federal award applications, and serves as Authorized Representative for that purpose. That authority is subject to express limits in the Bylaws, including thresholds on the value and duration of commitments, a list of matters reserved to the Board, and a duty to report in writing at each meeting.

Those limits are load-bearing. A broad grant of operating authority sitting alongside a permanent honorary office could otherwise be read as reconstituting, through operations, powers that were relinquished. The limits and the reporting duty are what keep the two apart, and they should not be softened.

9. CHAIR EMERITUS

The office of Chair Emeritus is honorary and permanent. The holder is not a director, does not vote and is not counted toward a quorum.

Before the Board votes to change the purpose clause, to charge for the Standard, or to withdraw or narrow the Standard, the Chair Emeritus receives not less than thirty days' notice, may submit a written statement to be read into the record and entered in the minutes, and may require the matter to be held over to one further meeting.

These are rights of delay, not of veto. The Board may proceed after the delay has run.

The founder also receives notice of any standard under development or revision, may be heard, and may have written comment entered in the record. This carries no vote, no seat on any body, no quorum count and no authority over content, and does not prevent the Board from deliberating in his absence.

10. MEETINGS

The Board meets remotely. Directors are geographically dispersed and a wholly remote meeting is permitted under Florida law; a director participating remotely is present for all purposes. The Board meets at least as often as the Bylaws require and in practice about once a quarter.

Notice of a regular meeting is given not less than seven days in advance and notice of a special meeting not less than three days in advance. Any document proposed for action is delivered with the notice.

A quorum is a majority of the directors then in office. This differs from the earlier formulation, which counted a majority of those present and was satisfied by any number of directors at all.

Action without a meeting requires the signature of every director. It is not available for related-party matters, compensation, approval of a standard, elections or removals, amendments, or any matter on which a director must recuse. The reason is practical: there is no way to leave an email thread, so a recusal cannot be evidenced. Urgent business goes to a special meeting rather than to written consent.

11. RECUSAL IN A REMOTE MEETING

Where a director or other participant must recuse, the mechanism is removal from the session, not silence within it. The interested person is removed from the meeting and from the meeting chat, is not merely muted, and does not host the session; host controls pass to the Chair or the Secretary before the first affected item and return after the last.

The Secretary records the time the person left, the time the person returned, and the quorum among the directors eligible to vote.

12. STANDARDS APPROVAL

There is no standards committee of the Board. The National Advisory Council conducts technical review and the Board approves the final text.

Where the governance instruments call for a certification that conformity to the Standard can be achieved without licensing proprietary material owned by the founder, a director, an officer or an entity connected to any of them, that certification is given by the Board, with any interested person absent for the deliberation and the vote.

13. MATTERS THE BOARD DOES NOT DELEGATE

The following are decided by the Board and by no one else:

- adoption or amendment of the Articles or the Bylaws;
- approval of the National Standard or any revision;
- election or removal of officers, and the appointment or removal of directors;
- any related-party transaction, and any determination of independence;
- compensation of any officer, of the chief executive, or of any person connected to a director;
- acceptance or disposition of a material gift of property, and any transaction involving the name, seal, marks or the Standard;
- any charge for access to the Standard, any change to the terms on which conformity may be claimed, and any grant of a license, status or authorization under an FRBH scheme; and
- merger, dissolution, or the sale of substantially all assets.

14. CONDUCT OF DIRECTORS

Directors owe duties of care, loyalty and obedience to FRBH in every capacity in which they act. No person holds a governance role in FRBH without owing those duties; any earlier provision purporting to hold otherwise is superseded.

Directors keep the deliberations of the Board confidential, speak for the Board only when the Board has authorized it, and disclose interests as the Conflict of Interest Policy requires.

15. RECORDS

The Secretary maintains the minutes, the resolutions, the record of independence determinations, the disclosure statements, the register of intellectual property, and the corporate seal. The governance instruments FRBH publishes are listed in the Governance Policy.

16. REVIEW

The Board reviews this Charter when it reviews the Bylaws, and at any time on the motion of a director. The Charter is amended by the same vote required to adopt it.