



Conflict of Interest Policy

American Board of First Responder Behavioral Healthcare

Instrument	Conflict of Interest Policy
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

FRBH is a charitable organization. Its assets and its decisions must serve its exempt purposes and not the private interest of any individual. This Policy sets out how an interest is disclosed, how the Board decides whether it is a conflict, and what happens when it is.

The Policy is written on the assumption that conflicts arise in any organization and are managed rather than avoided. Having an interest is not misconduct. Failing to disclose it is.

2. WHO IS COVERED

This Policy applies to every director, every officer, the chief executive, the Chair Emeritus, every member of the executive team, every member of the National Advisory Council, and any volunteer or contractor who participates in a decision on FRBH's behalf.

3. WHAT COUNTS AS AN INTEREST

A covered person has an interest if that person, a member of that person's family, or an entity in which that person holds an ownership, investment, governance or compensation interest:

- (a) is a party to, or stands to benefit from, a transaction or arrangement with FRBH;
- (b) holds rights in intellectual property that FRBH uses, publishes, references or might be expected to license;
- (c) provides or intends to provide services in a market that the Standard affects, including consulting, implementation support, training, credentialing or assessment;
- (d) would be affected by the content of the Standard in a way that differs from the effect on the field generally; or
- (e) has any other relationship that could reasonably be seen as impairing that person's independence of judgment.

An interest exists whether or not the person believes it will influence them, and whether or not any money is involved. The test is what a reasonable outside observer would think, not what the interested person intends.

4. DUTY TO DISCLOSE

A covered person discloses an interest in writing to the Secretary on becoming a covered person, whenever a new interest arises, and in any event before the Board takes up a matter the interest touches.

Each covered person completes an annual disclosure statement. Directors complete the disclosure as part of the certification they return before each meeting; other covered persons use the standalone statement.



Conflict of Interest Policy

American Board of First Responder Behavioral Healthcare

A covered person who is unsure whether an interest must be disclosed discloses it. The cost of an unnecessary disclosure is nothing; the cost of a missed one is the credibility of the decision.

5. DETERMINING WHETHER A CONFLICT EXISTS

The Board determines whether an interest is a conflict. No committee performs this function, because none exists.

The interested person presents the facts, answers questions, and then leaves. The remaining directors deliberate and decide in that person's absence. The interested person does not vote on the determination and is not counted toward the quorum for it.

6. RECUSAL

Where a conflict is found, the interested person takes no part in the deliberation or the vote.

In a remote meeting, recusal means removal from the session and from the meeting chat. Muting is not sufficient and the interested person does not hold host controls; controls pass to the Chair or the Secretary before the first affected item and return after the last. Where more than one matter requires the same person's recusal, those matters are taken consecutively so that the person leaves once and returns once.

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

Because a recusal cannot be evidenced in an email thread, no matter requiring recusal is decided by written consent. It goes to a meeting.

7. RELATED-PARTY TRANSACTIONS

A transaction between FRBH and a covered person, or an entity connected to one, follows the Related-Party Transaction Policy in addition to this Policy. That procedure requires approval by disinterested directors in advance, reliance on appropriate comparability data, and contemporaneous documentation of the basis for the decision.

A gift of property to FRBH from a covered person is a related-party matter for disclosure and recusal purposes even though the benefit runs to FRBH. The Board still deliberates and votes with the donor absent, and the Secretary records it.

8. STANDING INTERESTS PRESENTLY DISCLOSED

The following are on the record and are managed under this Policy rather than resolved by it. They are stated here because a policy that manages conflicts in the abstract while leaving the actual ones unnamed does not reassure anyone.

- The founder of FRBH holds an interest in Wigfall Holdings, LLC, which owns the Sustained Functional Resilience framework and its associated instruments, measurement systems and commercial materials. That material is separately owned, is not owned by FRBH, and is not required in order to conform to the Standard.
- The founder serves as Executive Director and holds the honorary office of Chair Emeritus. Neither role carries a vote or counts toward a quorum, and both are subject to this Policy.
- The founder is permanently barred from any role in assessing, certifying or determining the conformity of any organization, and from any body that makes such determinations.
- Whether an entity in which the founder, a director or an officer holds an interest may ever hold a license, status or authorization under an FRBH scheme is governed by section 7.3 of the Revenue, Licensing and Mark Use Policy. That question is decided there and is not decided in this Policy.

The Board maintains a standing disclosure for the founder and reviews it whenever the underlying facts change.



Conflict of Interest Policy

American Board of First Responder Behavioral Healthcare

9. COMPENSATION AND ENGAGEMENTS

No compensation is presently payable to any person. No director may be engaged as a contractor of FRBH in any capacity.

A member of the National Advisory Council may be invited to support a special project or a funded federal award in a paid capacity. Service on the Council creates no entitlement to that work and confers no preference in selection; selection is made on merit and the basis is recorded; and a member so engaged takes no part in reviewing anything on which that member is paid.

Compensation of any person is set by the Board with that person absent, following the Executive Compensation Policy.

10. GIFTS AND OUTSIDE INFLUENCE

No covered person accepts a gift, payment, favor or hospitality from a person or organization with an interest in the content of the Standard, or in any determination FRBH makes, where acceptance could reasonably be seen as influencing that person. Contributions to FRBH are governed by the Gift Acceptance Policy and confer no influence over the content of the Standard, no role in its development and no bearing on any determination.

11. RECORDS

The Secretary maintains the disclosure statements, the record of determinations, and the record of each recusal. Individual disclosure statements are not published. The fact that a determination was made, and the outcome, appear in the resolutions and in the summary of Board actions that FRBH publishes.

12. FAILURE TO DISCLOSE

If the Board has reason to believe that a covered person has failed to disclose an interest, it informs the person of the basis for that belief and gives the person an opportunity to explain. If the Board concludes that a failure occurred, it takes the action it considers appropriate, which may include reconsidering the decision affected, removing the person from a role, or terminating an engagement.

13. REVIEW

The Board reviews this Policy when it reviews the Bylaws and at any time on the motion of a director.