

APPENDIX A**Governance Charter and Dalilah Standard Governing Council**

This Charter establishes the governing body, independence safeguards, voting rules, committees, ethics, financial independence and accountability of the private recognition program.

A1. Organization and Governing Body

The Dalilah Standard Council (the “Organization”) is the private organization responsible for establishing, administering, maintaining, developing and protecting The Dalilah Standard and the integrity of its Recognition Program. The Dalilah Standard Governing Council is the independent fourteen-member voting body within the Organization that adopts and amends the Standard, oversees recognition integrity and enforcement policy, appoints committees, and decides matters reserved to it.

- Administrative staff may perform delegated functions but may not override a properly constituted Governing Council decision.
- A founder, sponsor, administrator, vendor or technology provider has no veto merely because it provides funding, technology, staff or intellectual property.
- Council members owe their program duty to the integrity of the Standard rather than to the commercial interests of the stakeholder category from which they were selected.

A2. Fourteen Voting Seats

The Council is intentionally cross-functional so no single sector controls the Standard.

- 1. Established motor carrier representative.
- 2. Owner-operator or small-fleet motor carrier representative.
- 3. Licensed property freight broker representative.
- 4. Freight forwarder representative.
- 5. Shipper, manufacturer, retailer or beneficial cargo owner representative.
- 6. Factoring, transportation-finance or commercial-credit representative.
- 7. Transportation insurance, underwriting, claims or risk-management representative.
- 8. Attorney with substantial transportation, regulatory, insurance, employment or commercial-law experience.
- 9. Commercial driver, driver-safety or professional driver-training representative.
- 10. Current or former law-enforcement, cargo-theft, highway-safety enforcement or transportation-investigations representative.
- 11. Fraud, cybersecurity, identity-verification or organized-crime prevention specialist.
- 12. Transportation compliance, credentialing, licensing, regulatory, data, telematics, TMS or verification specialist.
- 13. Public/highway-safety or crash-survivor advocate.
- 14. Family Member Representative - a family member of a person killed or seriously injured in a commercial-motor-vehicle crash.

A3. Family Member Representative

The Family Member Representative is a full voting member. The purpose of the seat is to ensure that the human consequences of commercial-vehicle safety decisions remain present in governance.

- Industry employment is not required.
- Selection should consider lived experience, judgment, willingness to review evidence, confidentiality and commitment to constructive safety improvement.
- The seat is not controlled by an industry sponsor, plaintiff or defense interest, advocacy organization or administrator.
- The representative is subject to the same conflict, recusal, confidentiality and ethics rules as every other member.

A4. Eligibility and Vetting

Before appointment, each candidate should complete a governance application and disclosure sufficient to assess qualifications, independence and conflicts.

- Identity and professional background verification appropriate to the seat.
- Disclosure of current employers, material transportation clients, board memberships and financial interests relevant to the Standard.
- Disclosure of pending litigation or enforcement matters that reasonably create a program conflict.
- Agreement to ethics, confidentiality, competition and recusal policies.
- No person should be appointed solely because the person or employer is a major sponsor or customer.

A5. Terms and Rotation

Council continuity should be balanced against the need to prevent permanent control.

- Three-year terms, staggered so approximately one-third of seats expire each year.
- Normally no more than two consecutive full terms.
- A partial term of less than eighteen months does not count as a full term for term-limit purposes.
- A former member may become eligible again after at least one full year off the Council unless the Governance and Ethics Committee recommends a longer period.

A6. Officers

The Council elects a Chair and Vice Chair from eligible voting members. A Secretary or governance officer maintains the official record.

- Chair and Vice Chair should not come from the same stakeholder category.
- The Chair facilitates meetings and has one vote only.
- The Chair has no second vote and no tie-breaking vote.
- The Vice Chair acts when the Chair is absent or recused.

A7. Meetings and Notice

The Council should meet at least quarterly and may conduct special meetings for urgent matters.

- Ordinary meeting materials should be distributed sufficiently in advance for meaningful review.
- Emergency meetings may use shortened notice when delay would threaten safety, evidence, recognition integrity or program operations.
- Minutes record attendance, recusals, motions, vote results and resolutions without unnecessarily disclosing protected case information.

A8. Quorum

Quorum is a majority of filled, eligible voting seats and must include at least five distinct stakeholder categories. Recused members are not counted as eligible for the affected matter.

- If recusals destroy quorum, the matter is deferred or handled under a published alternate-panel procedure.
- Staff and nonvoting advisers do not count toward quorum.

A9. Voting and Tie Votes

Ordinary motions require a majority of eligible votes cast unless a higher threshold is specified.

- Each eligible voting member has one vote.
- A tie vote means the motion fails.
- A 7-7 vote does not become approval, recognition, revocation or another action through unilateral intervention by the Chair, Administrator, founder, sponsor or staff.
- A failed motion may be reconsidered only under a published reconsideration procedure or after material new information.
- Changes to non-negotiable requirements, Council composition, permanent-disqualification policy or core due-process protections require at least two-thirds of the full eligible Council.

A10. Conflicts and Recusal

Independence requires both disclosure and action when a conflict exists.

- Annual written conflict and independence disclosure.
- Immediate supplemental disclosure when circumstances change.
- Mandatory recusal for the member's employer, client, insured, vendor, material financial interest, close family relationship or another relationship reasonably capable of affecting impartiality.
- A recused member does not deliberate, vote, lobby decision-makers or receive nonpublic deliberative materials for that matter.
- Recusals are documented in the official record.

A11. Standing Committees

The Council may create committees but may not delegate away protections that the Standard reserves to the full Council.

- Compliance and Enforcement Committee.
- Dalilah Standard Appeals Panel.
- Standards and Technical Committee.
- Governance and Ethics Committee.
- Family and Public Safety Advisory Committee.
- Finance/Audit Committee if program scale warrants.

A12. Competition Safeguards

Because competitors may participate in governance, meetings must remain focused on objective recognition administration.

- No discussion or coordination of freight rates, pricing strategy, customers, bids, capacity allocation, wages, market division or competitively sensitive plans unrelated to the Standard.
- Recognition decisions are individual conformity decisions under published criteria, not collective agreements to boycott lawful nonparticipants.
- Counsel should review meeting protocols and competition safeguards before launch and periodically thereafter.

A13. Funding and Independence

The organization may be funded by recognition fees, administration fees, education, sponsorships, grants, donations and other lawful sources approved by policy.

- No funder receives a guaranteed seat, recognition outcome, waiver, confidential case access or enforcement preference.
- Fees should follow published or objectively governed schedules where practicable.
- Material financial relationships are disclosed and managed.

A14. Member Removal

A Council member may be removed for serious governance misconduct.

- Grounds include undisclosed material conflict, corruption, misuse of office, interference with an investigation, repeated nonparticipation, confidentiality breach, retaliation, material dishonesty or conduct seriously damaging program integrity.
- The member receives written notice and an opportunity to respond.
- Removal requires a two-thirds vote of eligible members not involved in the alleged misconduct.

A15. Transparency and Annual Review

The Council should publish enough information to make governance credible without exposing protected case data.

- Current Standard and amendment history.
- Council composition and stakeholder seats.
- Governance, conflict and enforcement framework.
- Aggregate annual statistics for applications, recognitions, complaints, suspensions, revocations, appeals and reinstatements.
- Annual review of stakeholder balance, funding independence and program risks.

A20. Governing Council Member Oath and Pledge

Every voting Governing Council member shall execute this pledge before participating in Council business and renew it as required by Council policy.

- I will place the integrity of the Dalilah Standard, highway safety, lawful commerce, and fair administration above the commercial interests of my employer, sector, sponsor, customer, or personal relationships.
- I will disclose conflicts promptly, recuse when required, protect confidential information, and never seek or accept preferential recognition or enforcement treatment.

- I will not interfere with an investigation, pressure an investigator or decision-maker, retaliate against a good-faith reporter, or use Council service to obtain competitive intelligence.
- I will apply published requirements consistently and will support strict enforcement when reliable evidence establishes a material, serious, egregious, or intentional violation.

Program Administrator: The Dalilah Standard Council

By signing below, I attest that I am authorized to bind the organization identified below, that the representations made for this recognition are truthful and materially complete, and that the organization voluntarily accepts the Dalilah Standard requirements applicable to this role, including monitoring, self-reporting, investigation, corrective action, suspension, revocation, permanent disqualification where authorized, Registry publication, and cessation of mark use when required.

Organization / Participant Legal Name: _____

DBA (if applicable): _____

USDOT / MC / Other Identifier (if applicable): _____

Authorized Representative: _____

Title: _____

Signature: _____ Date: _____