

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 advocate, crash-survivor advocate, Safety Consultant, or Expert Witness.
- 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.

- Each voting Council seat carries a three-year term beginning on its recorded effective appointment date and ending the day before the third anniversary. The founding Council may assign an initial one-year or two-year term to particular seats so approximately one-third expire each year; later full terms are three years.
- The Council records the term start and end dates in its appointment record and publishes them on each occupied seat profile. An application date, preliminary approval, or announcement does not by itself establish the term start date.
- A member appointed to a vacancy completes the unexpired seat term. A shorter initial or replacement term of less than eighteen months does not count as a full term for the two-term limit.
- Normally no more than two consecutive full terms.
- 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. Internal Program Positions

The Council elects a Chair and Vice Chair from eligible voting members. Each leadership position has a one-year term, renewable by a recorded Council vote. The leadership term is separate from the member's seat term and ends if the member leaves the Council. A Secretary or governance officer maintains the official record and has no vote unless separately appointed to a voting seat.

- During formation, the founders may convene meetings, but interim convening does not create additional votes, a veto, or a permanent leadership appointment. The seated Council elects its officers under this section.

The interim Chair (Dale Prax) and interim Co-Chair (Marcus Coleman) formation appointments run October 3, 2026 through October 2, 2027, unless the seated Council elects formal leadership sooner. Any extension requires a recorded Council decision. Interim leadership creates no additional seat or vote; Dale retains only the vote attached to Seat 11, and Marcus has no voting seat by virtue of the interim title.

- Nonvoting subject-matter advisers may be appointed for a defined one-year period, renewable by the Council when their expertise is still needed. They do not occupy a Council seat, vote, or acquire a leadership position by virtue of that appointment.
- 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 periodically and before any material governance change.

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.

A16. Unpaid advisory and program review role

Council service is unpaid. Members serve as advisers and voting reviewers for The Dalilah Standard private pledge, recognition, and registry program. Their responsibilities are limited to program standards, evidence review, documented membership decisions, and the governance matters reserved by this charter.

Appointment to this Council is not appointment as a director or officer of FreightValidate, meshVI, a sponsor, a member's employer, or any existing or future nonprofit or corporation. It is not intended to confer a fiduciary board seat, authority over another entity's business, or authority to bind an employer. Chair, Vice Chair, Secretary, and other Council titles describe internal program positions only. This scope statement does not waive duties imposed by applicable law.

If the program later becomes part of a formal nonprofit or corporate board structure, each member must receive a separate written explanation of the proposed role, responsibilities, time commitment, protections, and terms. Fresh written consent and a separate lawful appointment are required. Council service does not automatically convert into directorship, officership, employment, or a fiduciary board appointment.

A17. How membership reviews and votes work

Administrative intake checks completeness and assembles evidence for the applicable role.

Reviewers compare the application with published pledge or recognition criteria and record whether the requirements are supported, further evidence or correction is needed, or a specific requirement is not met. The review concerns eligibility for this private program; it is not a general judgment that a company is safe, insurable, or suitable for every transaction.

Routine applications that satisfy published requirements may be processed by an authorized reviewer under a documented Council delegation. A full Council vote is required for Council appointments and other matters reserved by the charter. Contested decisions, conflicts, exceptions,

sanctions, and appeals follow the applicable charter and Appendix B procedures. There is no requirement for every member to personally investigate or vote on every routine pledge application.

A decline must identify the published requirement and evidence supporting it, with applicable notice, correction opportunities, and appeal rights. Members may approve, decline, abstain, or recuse when a matter is assigned for a vote. Personal preference, competition, sponsorship, an employer's commercial interests, or lawful nonparticipation is not a valid basis to deny program membership.

A18. Expected time and workload

The initial planning estimate is two to four hours per month on average, including preparation, assigned application or standards review, and recorded votes. Regular Council meetings are expected at least quarterly, ordinarily 60 to 90 minutes each. Voting invitations ordinarily allow seven days for a response under the published voting policy.

Actual workload depends on application volume and assigned matters. Committee leadership, complex investigations, urgent special meetings, travel, and substantial additional assignments are not included in that estimate. Additional responsibilities and availability must be discussed with the member before assignment; there is no on-call obligation or guaranteed monthly case volume.

A19. Insurance expertise without an endorsement

The insurance stakeholder seat helps develop and review standards for insurance documentation, verification practices, and evidence appropriate to that role. Council participation by an individual or a company, including meshVI, does not make that individual or company an insurance seal of approval for any applicant, participant, carrier, broker, platform, or transaction.

A pledge, registry listing, recognition mark, Council vote, biography, or member affiliation must not be presented as an insurer's coverage determination, underwriting acceptance, guarantee of coverage or claim payment, or a personal or employer endorsement of a participant. Coverage and underwriting decisions remain with the responsible insurer and authorized professionals.

A member's name, employer, logo, affiliation, or statements may not be used as a participant endorsement or testimonial without separate written permission for that specific use. A public Council profile identifies program service and relevant experience only. Members must disclose and recuse from matters involving an employer, client, insured, or other material conflict.

A19A. Candidate materials and administrative access

A Council candidate submits a résumé or curriculum vitae with the application and personally certifies the accuracy of the application and conflict disclosures. A professional biography and JPEG headshot may be requested after preliminary review, before final appointment and authorized public-profile publication. A requested biography should cover relevant work and the candidate's reason for supporting the Standard. Family or personal details are voluntary and should be included in a public profile only with the member's permission.

A successful FreightValidate and AU10TIX government-ID and facial verification result, or a documented lawful equivalent where applicable, is confirmed and recorded with a provider reference before final appointment. Completion of identity verification is one review element and is not an appointment, endorsement, or approval of the applicant's employer.

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 personally accept this unpaid Council service role and the requirements of Sections A16 through A19. I acknowledge that this is a program advisory and review appointment, does not appoint me as a corporate director or officer, does not authorize me to bind my employer, and requires fresh written consent before any separate formal board appointment.

Member Name: _____

Council Seat: _____

Employer or Affiliation for disclosure only: _____

Contact Email: _____

Council Service Terms Version: October 2, 2026

Signature: _____ Date: _____

A21. Individual Council access and recorded votes

Upon appointment, an approved member receives a personal, single-use account setup link at the application email address. Each member uses a distinct Council admin login. The initial setup invitation expires after seven days; a new link may be issued when needed. Account access is tied to an approved appointment, and access ends when that appointment is no longer approved.

A member must use their own authenticated account to record an assigned Council vote. The vote record identifies the member, seat, decision, explanation where supplied, and time. A copied voting invitation does not authorize someone else to vote. Conflicts are disclosed and recusals recorded under this charter and the published voting policy. An individual appointment, checklist, or identity result does not itself substitute for a vote or an authorized final Council decision.



The Dalilah Standard

Council Seat Selection and Founding Waiver

Proposed Appendix A20 | Revision F1 | October 14, 2026

Pending a recorded Council adoption vote. Not yet in force.

This resolution expressly proposes both the seat-selection amendment and a temporary founding waiver of the five-category quorum requirement for its adoption. With four filled voting seats, three affirmative votes are required. Existing appointments and terms remain unchanged.

A20.1. Application cutoff and equal consideration

Before voting, publish a future application cutoff for the vacant seat. All applications received by that cutoff are reviewed for completeness when the ballot opens. Every applicant with a complete application, professional biography, headshot, résumé, signed individual Council pledge, and successful identity verification appears together on one ballot. Administrative preference, shortlisting, or a prior "not proceeding" intake label cannot exclude a complete applicant. The Council evaluates seat qualifications and conflicts from the evidence. Late applications remain on file for a future vacancy.

A20.2. One member, one vote

The roster of currently seated voting members is frozen when the election opens. Each eligible member may select one candidate or abstain in each round. A member cannot submit a second or replacement vote in that round. Founding titles, sponsorships and administrative access create no additional vote. All candidates' biographies, experience, résumés, verification status and conflict disclosures are available to eligible voters before voting.

A20.3. Conflicts and confidentiality

A conflicted member must recuse from the entire seat election and give a recorded reason. Recusals carry into every runoff and repeat round. Known self-candidacy conflicts are recorded automatically. Recused members are excluded from eligibility and quorum and cannot access private ballot materials. A conflict discovered after a vote invalidates that round and requires a new election record; the original vote is retained.

A20.4. Quorum and majority

Quorum is a majority of the filled, eligible voting seats, excluding recusals. At least five stakeholder categories must participate, except that the published founding appointment exception continues for seat appointments while fewer than five voting seats are filled. Abstentions count toward quorum but not candidate-selection votes. A candidate wins only with more than 50% of valid candidate-selection votes and quorum. No candidate-selection votes means no winner.

A20.5. Seven-day rounds and automatic runoffs

Every round remains open for seven full days. At its deadline the system records the tally. If quorum is absent or no candidate-selection votes were cast, the matter is deferred without a winner; a fresh election requires a recorded restart. Otherwise, if no candidate has a majority, the two highest vote-getters advance to a seven-day runoff. A tie at the advancement boundary requires a repeat vote among the current candidates before advancement; a final tie requires another runoff. Tied candidates are never selected by the Chair or administrator. A repeat round is a continuation of the same unresolved election, not reconsideration of a final appointment.

A20.6. Certification and separate publication

A majority result is not an appointment. An authorized reviewer must certify the recorded result, quorum, voter eligibility, recusals and unchanged candidate evidence. Final appointment additionally requires all existing appointment checks and the applicant's publication consent. A separate, named publication authorization then appoints and publishes the winner. No existing appointment or term changes under this amendment. Unsuccessful candidates and late applications remain on file for future vacancies.

A20.7. Record integrity and changes

Preserve the cutoff, candidate evidence snapshots, roster, all ballots, abstentions, recusals, tallies, runoff links, notices, certification and publication actions in an append-only audit trail. Evidence, seat assignments, or voting membership changing after opening makes the election stale and blocks certification and publication. It must be voided with a reason and reopened without deleting prior records. No administrator may edit the frozen candidate list or pick which qualified applicants advance.

A20.8. Formal adoption and temporary founding waiver

This amendment is proposed until the Council formally approves and publishes its adoption. While fewer than five voting seats are filled, the adoption resolution expressly includes a temporary waiver of the five-stakeholder-category quorum requirement for this founding adoption vote only. Approval requires affirmative votes from at least 75% of all filled voting seats, rounded up, and no fewer than three affirmative votes. Vacant seats are not in the denominator. Recusals and abstentions do not lower this approval threshold. Quorum remains a majority of filled, eligible voting seats, excluding mandatory recusals. The temporary waiver ends for new votes once five voting seats are filled. With five or more filled seats, the normal amendment requirements apply: at least five participating stakeholder categories and affirmative votes from two-thirds of filled, eligible members. No waiver applies to identity verification, candidate qualification review, conflicts, recusals, audit records, other reserved matters, certification, or separate publication authorization. Adoption requires a seven-day recorded vote that explicitly approves the amendment and applicable founding waiver, followed by certification and separately authorized publication. Only then may a seat election open under these rules.

Current adoption status: <https://dalilahstandard.com/governance/contested-seats>