

GLOBAL INSTITUTE OF BEHAVIOR

Governance & Structural Documents

Formal Nonprofit Governance Documentation

CONTENTS OF THIS PACKET	
Docu ment 1	Board of Governors Charter
Docu ment 2	Conflict of Interest Policy
Docu ment 3	Structural Separation and Independence Agreement
Docu ment 4	Scientific Advisory Council Charter
Docu ment 5	Standards and Assessment Committee Charter
Docu ment 6	Ethics and Review Panel Charter
Docu ment 7	Finance and Audit Committee Charter

Prepared for: *Internal governance record and 501(c)(3) submission support*

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DOCUMENT 1

Board of Governors Charter

BOARD OF GOVERNORS CHARTER

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

ARTICLE I — AUTHORITY AND PURPOSE

The Board of Governors ("the Board") constitutes the ultimate governing authority of the Global Institute of Behavior ("the Institute"), a nonprofit corporation organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Board is charged with safeguarding the Institute's mission, independence, structural integrity, and public trust. In discharging this responsibility, the Board shall exercise fiduciary oversight in accordance with the duty of care and the duty of loyalty as recognized under applicable nonprofit corporation law.

Operational management of the Institute is delegated to the Executive Director under authority granted by the Board. The Board shall not involve itself in day-to-day administrative functions, individual certification decisions, or examination processes, except as required by formal governance procedures.

ARTICLE II — POWERS AND RESPONSIBILITIES

Section 2.1 Affirmative Duties

The Board shall exercise the following authorities and discharge the following responsibilities:

- Preserve and protect the charitable mission of the Institute and ensure that all institutional activity is consistent with that mission.
- Establish and approve the strategic direction and long-term priorities of the Institute.
- Ratify the Institute's certification standards, competency frameworks, and major revisions thereto, upon recommendation of the Standards and Assessment Committee.
- Appoint, evaluate, set the compensation of, and, where necessary, remove the Executive Director.

- Approve the annual operating budget and any material amendments thereto.
- Provide oversight of the Institute's financial practices and ensure compliance with applicable legal, regulatory, and tax requirements.
- Maintain structural independence from commercial training interests in accordance with Article III of this Charter and the Institute's Conflict of Interest Policy.
- Adopt, amend, and repeal governance policies, bylaws, and constitutional documents of the Institute.
- Serve as the final appellate authority in matters of credential revocation, acting upon recommendation of the Ethics and Review Panel.
- Ensure that independent audit or financial review procedures are conducted in accordance with applicable requirements.

Section 2.2 Reserved Prohibitions

To protect the integrity of the Institute's certification processes, the Board shall not:

- Direct, influence, or override individual candidate assessment outcomes.
- Participate in examination scoring or moderation.
- Reverse or modify a determination of the Standards and Assessment Committee except through the formal appeals procedure established by that Committee's Charter.
- Take any action that would constitute a private benefit to any individual Governor, officer, or related party inconsistent with the Institute's tax-exempt status.

ARTICLE III — COMPOSITION AND INDEPENDENCE

Section 3.1 Size

The Board shall consist of not fewer than seven (7) and not more than eleven (11) voting Governors. This range may be amended by a two-thirds vote of the full Board.

Section 3.2 Independence Requirement

A majority of voting Governors shall, at all times, be persons who are Independent Governors as defined herein. For the purposes of this Charter, an "Independent Governor" is a person who:

- Does not hold a controlling ownership interest in any commercial training organization that offers programs aligned to GIB certification standards;

- Does not receive, directly or indirectly, material compensation from any such training organization; and
- Has disclosed all relevant relationships to the Board and has been determined to be independent by affirmative vote of disinterested Governors.

Section 3.3 Representation Requirements

In constituting and maintaining the Board, the following areas of expertise shall be represented among the voting Governors:

- At least one individual with academic expertise in behavioral science or a related discipline.
- At least one qualified legal professional with experience in nonprofit governance, regulatory compliance, or employment law.
- At least one professional with demonstrated expertise in ethics, compliance, or institutional governance.
- At least one member representing the broader public interest, without material professional ties to the Institute's field of activity.

Section 3.4 Executive Director

The Executive Director shall attend Board meetings in a non-voting capacity and shall not be counted for purposes of determining quorum. The Executive Director shall not serve as Chair of the Board.

ARTICLE IV — TERMS AND MEETINGS

Section 4.1 Terms of Service

Governors shall serve staggered three-year terms. No Governor may serve more than two consecutive full terms. Following a minimum absence of one full term, a former Governor may be considered for reappointment.

Section 4.2 Quorum and Voting

A quorum shall consist of a majority of voting Governors then in office. All votes shall require the affirmative vote of a majority of Governors present and constituting quorum, unless a higher threshold is specified in this Charter, the Bylaws, or applicable law.

Section 4.3 Meetings

The Board shall meet not fewer than twice per calendar year. The Chair may convene additional meetings as required. Meetings may be conducted in person or by any means of communication that permits all participants to hear one

another simultaneously. Action may be taken by written consent of all voting Governors in lieu of a meeting, as permitted by applicable law.

ARTICLE V — OFFICERS OF THE BOARD

The Board shall elect from among its voting Governors the following officers: Chair, Vice Chair, Treasurer, and Secretary. Officers shall serve two-year terms and may serve one consecutive re-election to the same office. Officer responsibilities are defined in the Institute's Bylaws. The Executive Director may not serve in any officer capacity of the Board.

DOCUMENT 2

Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

SECTION 1 — PURPOSE

This Policy is adopted to protect the Global Institute of Behavior (the "Institute") when the Institute contemplates entering into a transaction or arrangement that might benefit the private interest of a Director, officer, or key employee of the Institute, or might otherwise result in a possible excess benefit transaction. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

SECTION 2 — DEFINITIONS**"Interested Person"**

Any Director, officer, member of a committee with Board-delegated authority, or key employee who has a direct or indirect Financial Interest, as defined below.

"Financial Interest"

A person has a Financial Interest if such person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Institute has or is considering a transaction or arrangement; (b) a compensation arrangement with the Institute or with any entity or individual with which the Institute has or is considering a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Institute is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

SECTION 3 — DISCLOSURE OBLIGATIONS

An Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members

of committees with Board-delegated authority who are considering the proposed transaction or arrangement. Disclosure must occur prior to any deliberation on the matter and shall be recorded in the minutes of the relevant meeting.

Each Director, officer, and key employee shall complete and execute an annual written disclosure statement identifying any known Financial Interests and any relationships with commercial training organizations that may give rise to a conflict. Completed statements shall be retained by the Secretary and made available to the Board.

SECTION 4 — PROCEDURES FOR DETERMINING AND MANAGING CONFLICTS

After disclosure by the Interested Person:

1. The Interested Person shall leave the meeting during discussion of the transaction or arrangement and shall not participate in the final vote.
2. The Chair shall appoint a disinterested reviewing committee or the disinterested members of the Board shall determine whether a conflict of interest exists.
3. If a conflict is determined to exist, the disinterested Governors shall determine whether the Institute can obtain, with reasonable effort, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible, the disinterested Governors shall determine by majority vote whether the transaction or arrangement is in the Institute's best interest, is fair and reasonable, and shall make its decision as to whether to enter into the transaction accordingly.

All proceedings, determinations, and votes taken under this Section shall be recorded in the minutes of the meeting.

SECTION 5 — COMPENSATION SAFEGUARDS

Any compensation arrangement with a Director, officer, or key employee shall be approved by disinterested Governors who have no conflict with respect to such arrangement. All approved compensation shall be: (a) reasonable in amount as documented by reference to comparable compensation data; (b) fully documented in the Board minutes; and (c) not contingent upon, indexed to, or otherwise tied to certification pass rates, examination volume, or training revenue.

The Institute shall not enter into any compensation arrangement that would constitute an excess benefit transaction within the meaning of Section 4958 of the Internal Revenue Code.

SECTION 6 — INDEPENDENCE FROM TRAINING PROVIDERS

The following structural safeguards are established to preserve the Institute's certification independence:

- Commercial training providers that offer programs aligned to GIB certification standards may not, directly or indirectly, direct, influence, or otherwise interfere with the Institute's certification decisions, examination standards, or credential awards.
- Individuals holding a controlling ownership interest in such training providers may not, collectively, constitute a majority of the Board of Governors.
- Certification outcomes, examination results, and credential awards shall remain fully insulated from training revenue and enrollment considerations.
- Any transaction or arrangement between the Institute and a related training provider shall be subject to the full disclosure and disinterested review requirements of this Policy.

SECTION 7 — ENFORCEMENT AND VIOLATIONS

If the Board has reasonable cause to believe that an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from office.

DOCUMENT 3

Structural Separation and Independence Agreement

STRUCTURAL SEPARATION AND INDEPENDENCE AGREEMENT

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

This Structural Separation and Independence Agreement ("Agreement") is entered into between the **Global Institute of Behavior** ("GIB" or "the Institute"), a nonprofit corporation, and **Decode Behavior** ("Decode Behavior"), a commercial training provider, for the purpose of establishing and maintaining the legal, financial, and operational separation between the two entities as required by applicable law and nonprofit governance standards.

SECTION 1 — LEGAL SEPARATION

GIB and Decode Behavior are separate and distinct legal entities. Each entity shall at all times maintain:

- Separate bank accounts and financial accounts bearing solely its own name.
- Separate accounting records, financial statements, and internal controls.
- Separate contracts, agreements, and legal obligations entered into solely in its own name.
- Separate tax identification numbers and shall file separate federal and state tax returns.
- Separate organizational documents, governance structures, and decision-making authority.

No commingling of funds, assets, liabilities, or obligations between the entities shall be permitted. Each entity bears sole responsibility for its own debts and obligations.

SECTION 2 — CERTIFICATION INDEPENDENCE

Section 2.1 GIB's Exclusive Authority

GIB shall retain exclusive authority and responsibility for:

- Developing, maintaining, and revising all certification frameworks, competency standards, and examination content.

- Administering all certification examinations through independent processes free from training-provider influence.
- Making all pass/fail determinations and credential award decisions without input from Decode Behavior or any other training provider.
- Maintaining and administering the practitioner registry.

Section 2.2 Limitations on Decode Behavior

Decode Behavior:

- May offer educational and training programs aligned to GIB certification standards and competency frameworks.
- Shall not, directly or indirectly, influence, direct, or interfere with any certification determination, examination scoring, or credential award by GIB.
- Shall not represent to any candidate, employer, or third party that completion of a Decode Behavior training program is equivalent to, or constitutes, GIB certification.
- Shall not use the GIB name, credential marks, or seal except as authorized in a separate written licensing agreement with GIB and consistent with the terms of this Agreement.

SECTION 3 — FINANCIAL SEPARATION AND RELATED-PARTY TRANSACTIONS

Section 3.1 Revenue Separation

Certification fees, examination fees, and registry fees collected in connection with GIB credentialing activity shall be received by and accounted for solely as GIB revenue. Training fees, enrollment fees, and program fees collected in connection with Decode Behavior's commercial activity shall be received by and accounted for solely as Decode Behavior revenue.

Section 3.2 Related-Party Transaction Requirements

Any transaction, agreement, or arrangement between GIB and Decode Behavior (a "Related-Party Transaction") shall be subject to the following requirements:

- The transaction shall be documented in a written agreement executed by authorized representatives of both entities.
- Consideration exchanged shall reflect fair market value as determined by reference to comparable arm's-length transactions.
- The transaction shall be reviewed and approved by the disinterested members of the GIB Board of Governors in accordance with GIB's Conflict of Interest Policy.

- All Related-Party Transactions and the determinations made with respect thereto shall be recorded in the minutes of the GIB Board meeting at which they are approved.

GIB shall not enter into any Related-Party Transaction that would constitute an excess benefit transaction, private benefit, or impermissible private inurement under applicable federal tax law.

SECTION 4 — INTELLECTUAL PROPERTY

All certification frameworks, competency standards, examination instruments, credential designations, credential marks, and the GIB seal (collectively, "GIB Intellectual Property") are the exclusive property of GIB. Nothing in this Agreement grants Decode Behavior any ownership interest in GIB Intellectual Property. Any license to use GIB Intellectual Property granted to Decode Behavior shall be established in a separate written licensing agreement, shall be revocable by GIB, and shall terminate upon any material breach of this Agreement.

SECTION 5 — GOVERNANCE FIREWALL

No individual who serves in a governing, executive, or senior management capacity at Decode Behavior may simultaneously serve as a voting Governor of GIB, except where such arrangement has been reviewed and affirmatively approved by independent legal counsel and the full disinterested membership of the GIB Board, and subject to the independence requirements of the Board of Governors Charter.

GIB shall ensure that no governance decision, policy determination, or certification standard is made under circumstances in which Decode Behavior's commercial interests may improperly influence the outcome.

SECTION 6 — EFFECTIVE DATE AND AMENDMENT

This Agreement shall be effective upon signature by the authorized representatives of both entities and adoption by the GIB Board of Governors. This Agreement may be amended only by the written consent of both parties and the affirmative vote of the GIB Board. GIB may terminate this Agreement upon material breach by Decode Behavior, subject to thirty days' prior written notice.

AGREED AND ADOPTED

For Global Institute of Behavior:

For Decode Behavior:

Chair, Board of Governors

Date: _____

Authorized Representative

Date: _____

DOCUMENT 4

Scientific Advisory Council Charter

SCIENTIFIC ADVISORY COUNCIL CHARTER

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

ARTICLE I — PURPOSE AND ESTABLISHMENT

The Scientific Advisory Council ("the Council" or "SAC") is established by the Board of Governors of the Global Institute of Behavior to provide independent academic and scientific oversight of the Institute's competency frameworks, certification standards, and assessment methodologies. The Council ensures that the scientific foundation of the Institute's credentialing activity reflects current, peer-reviewed research and maintains the Institute's standing as a credible standards body in applied behavioral science.

ARTICLE II — AUTHORITY AND SCOPE

Section 2.1 Responsibilities

The Council shall:

- Review, evaluate, and provide recommendations on the Institute's competency frameworks and certification standards.
- Monitor and evaluate emerging research in behavioral science, cognitive science, forensic psychology, and related disciplines for relevance to Institute standards.
- Recommend revisions to competency frameworks and standards where scientific developments warrant.
- Provide advisory input on the scientific validity, reliability, and defensibility of assessment instruments and methodologies.
- Review Institute publications, position papers, and publicly issued standards documents to ensure accuracy and scientific integrity.
- Liaise with academic institutions, research bodies, and relevant professional organizations to advance the Institute's research engagement.

Section 2.2 Limitations on Authority

The Council is advisory in function. The Council shall not:

- Make binding determinations on individual certification outcomes.
- Vote on credential awards, revocations, or suspensions.
- Direct operational or administrative activities of the Institute.

Recommendations of the Council are submitted to the Standards and Assessment Committee or the Board of Governors, as appropriate, for formal consideration and adoption.

ARTICLE III — COMPOSITION

The Council shall consist of not fewer than five (5) and not more than twelve (12) members. Members shall be selected on the basis of recognized expertise in one or more of the following areas:

- Behavioral science, including nonverbal communication, emotion recognition, and behavioral analysis.
- Cognitive science, neuroscience, or psychophysiology.
- Forensic science, forensic psychology, or investigative methodology.
- Organizational behavior, industrial-organizational psychology, or leadership science.
- Applied communication research, linguistics, or social cognition.
- Ethics, research methodology, or professional standards in a relevant discipline.

Not fewer than two (2) members shall hold current academic appointments at accredited universities or research institutions.

ARTICLE IV — TERMS AND MEETINGS

Council members shall serve three-year terms. No member may serve more than two consecutive full terms. Following a minimum absence of one full term, a former member may be considered for reappointment. The Council shall meet not fewer than twice per calendar year, with additional meetings convened at the request of the Chair or the Standards and Assessment Committee. Meetings may be conducted remotely.

ARTICLE V — CONFLICT OF INTEREST

Council members are subject to the Institute's Conflict of Interest Policy. Each member shall, upon appointment and annually thereafter, complete a written disclosure identifying:

- Financial relationships with commercial training providers offering programs aligned to GIB standards.

- Research funding arrangements that may create a reasonable appearance of partiality with respect to the scientific validity of specific methodologies under evaluation.
- Any other material relationship that may affect the member's independence in advising the Institute.

Members with a disclosed conflict in respect of a specific agenda item shall recuse themselves from deliberation and recommendation on that item.

DOCUMENT 5

Standards and Assessment Committee Charter

STANDARDS AND ASSESSMENT COMMITTEE CHARTER

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

ARTICLE I — PURPOSE AND ESTABLISHMENT

The Standards and Assessment Committee ("the Committee") is established by the Board of Governors to administer the Institute's examination and assessment functions with independence, consistency, and integrity. The Committee is responsible for the development, administration, moderation, and review of all formal assessments conducted under Institute authority, and for maintaining the standards that underpin the Institute's credentialing activity.

ARTICLE II — AUTHORITY AND RESPONSIBILITIES**Section 2.1 Core Responsibilities**

The Committee shall:

- Develop, maintain, and periodically revise examination content and assessment instruments across all certification divisions and competency levels.
- Establish, document, and maintain minimum pass standards, moderation procedures, and marking criteria for all assessments.
- Oversee the authorization, training, and periodic review of Institute-approved assessors.
- Administer or oversee the administration of examinations through approved assessment centers or authorized remote delivery mechanisms.
- Review and adjudicate candidate appeals relating to examination administration or scoring, in accordance with the Institute's Assessment Appeals Procedure.
- Ensure the quality and consistency of practical, scenario-based, and panel-based assessment instruments.
- Conduct periodic quality assurance reviews of approved assessment centers and delivery processes.

- Review aggregated examination data annually to identify systematic error, item performance issues, or bias.

Section 2.2 Limitations

The Committee shall not:

- Disclose examination content to candidates or training providers prior to administration.
- Modify pass standards in response to commercial or enrollment considerations.
- Award or revoke credentials except through the documented procedures established in this Charter.

ARTICLE III — COMPOSITION

The Committee shall consist of not fewer than three (3) and not more than nine (9) members. Members shall be selected on the basis of subject matter expertise in the disciplines assessed. All members must hold, or have held, professional certification or recognized qualification in a relevant area. The Committee shall include at least one member with formal expertise in psychometrics, assessment design, or educational measurement. Committee members shall be independent of commercial training providers in accordance with the Institute's Conflict of Interest Policy.

ARTICLE IV — ASSESSMENT STANDARDS INTEGRITY

The Committee shall maintain the following procedural standards:

- All examination instruments shall be reviewed for content validity, cultural fairness, and psychometric soundness prior to use.
- Examinations shall be updated on a minimum three-year review cycle, or sooner where material developments in the relevant field require revision.
- Independent double-marking shall be applied to case analysis and written assessment submissions at Level II and above.
- Discrepant assessments shall be referred to a third independent assessor for final determination.
- Assessment conditions shall be standardized and documented to minimize assessor variability.
- All scoring, moderation, and appeals decisions shall be documented and retained in the Institute's records.

ARTICLE V — TERMS AND GOVERNANCE

Committee members shall serve three-year terms, renewable once. The Committee shall meet not fewer than three times per calendar year. A quorum shall consist of a majority of members. The Committee Chair shall report to the Board of Governors not less than annually on examination outcomes, appeals, and quality assurance findings.

DOCUMENT 6

Ethics and Review Panel Charter

ETHICS AND REVIEW PANEL CHARTER

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

ARTICLE I — PURPOSE AND ESTABLISHMENT

The Ethics and Review Panel ("the Panel") is established by the Board of Governors as an independent body within the Institute's governance structure. The Panel is charged with receiving, investigating, and adjudicating complaints relating to the professional conduct of credentialed practitioners, the misuse of Institute designations, and alleged breaches of the Code of Professional Conduct. The Panel's independence from operational management and from the certification process is essential to the integrity of its function.

ARTICLE II — JURISDICTION AND AUTHORITY

Section 2.1 Subject Matter Jurisdiction

The Panel has jurisdiction to receive and investigate complaints concerning:

- Alleged violations of the Institute's Code of Professional Conduct by registered practitioners.
- Misuse, misrepresentation, or unauthorized use of Institute credential designations or marks.
- Material misrepresentation in a certification application.
- Conduct that would, if substantiated, render a practitioner unfit to hold an Institute credential.

Section 2.2 Sanctions Authority

Upon completion of an investigation, the Panel may recommend to the Board of Governors one or more of the following outcomes:

- Dismissal of the complaint as unsubstantiated.
- Issuance of a formal written caution or censure.
- Imposition of conditions on the continued exercise of the credential.
- Suspension of the credential for a defined period.
- Revocation of the credential and removal from the public registry.

Final decisions on suspension or revocation require ratification by the Board of Governors.

ARTICLE III — COMPOSITION AND INDEPENDENCE

The Panel shall consist of not fewer than three (3) and not more than seven (7) members. The Panel shall include at least one member with legal or quasi-judicial experience and at least one member with professional expertise in the relevant behavioral science discipline. Panel members shall be independent of the Standards and Assessment Committee and shall not hold concurrent membership on any other standing committee of the Institute. Members shall be appointed by the Board of Governors for three-year terms, renewable once.

ARTICLE IV — COMPLAINT PROCEDURES

The following procedural sequence shall apply to all complaints received by the Panel:

5. Receipt and registration of the formal complaint by the Administrative Secretariat.
6. Preliminary review by the Panel Chair to assess whether the complaint falls within the Panel's jurisdiction and discloses a prima facie case.
7. Formal notification to the subject practitioner, together with a copy of the complaint and an invitation to submit a written response within thirty (30) days.
8. Investigation, which may include document review, witness statements, and expert consultation.
9. Production of a written Panel Report setting out findings of fact and recommendations.
10. Submission of the Panel Report and recommendations to the Board of Governors.
11. Board determination, communicated in writing to both the complainant and the subject practitioner.
12. Registration of the outcome in the practitioner's record; where revocation is ordered, removal from the public practitioner registry.

ARTICLE V — PROCEDURAL SAFEGUARDS

The following safeguards shall apply to all Panel proceedings:

- The subject practitioner shall retain their credential status throughout the investigation unless the Panel determines, with the concurrence of the Board Chair, that interim suspension is necessary to protect the public interest.

- No Panel member with a conflict of interest in respect of a specific matter shall participate in deliberation or recommendation on that matter.
- All Panel proceedings shall be conducted in a manner consistent with principles of natural justice, including adequate notice and an opportunity to be heard.
- Panel deliberations shall be confidential. Records shall be maintained in secure storage accessible only to authorized governance personnel.

The Panel shall publish, on an annual basis, aggregate statistical information regarding the number and disposition of complaints received, without identifying individuals.

DOCUMENT 7

Finance and Audit Committee Charter

FINANCE AND AUDIT COMMITTEE CHARTER

Global Institute of Behavior | Arlington, Virginia

Adopted by the Board of Governors | Effective: _____

ARTICLE I — PURPOSE AND ESTABLISHMENT

The Finance and Audit Committee ("the Committee") is established by the Board of Governors to provide oversight of the financial affairs, internal controls, and audit processes of the Global Institute of Behavior. The Committee assists the Board in fulfilling its fiduciary responsibilities with respect to financial reporting, budget oversight, and compliance with applicable financial regulations and reporting requirements.

ARTICLE II — AUTHORITY AND RESPONSIBILITIES**Section 2.1 Financial Oversight**

The Committee shall:

- Review the Institute's annual operating budget prior to submission to the Board for approval, and monitor performance against budget throughout the year.
- Review and approve the scope of the annual audit or financial review and receive the resulting report.
- Oversee the selection, engagement, and, where necessary, replacement of the independent auditor or financial reviewer.
- Review the Institute's annual financial statements and Form 990 prior to filing.
- Monitor compliance with the Institute's financial policies, internal controls, and expenditure authorizations.
- Review any material financial transactions with related parties in accordance with the Conflict of Interest Policy.
- Report to the Board of Governors on financial matters at each regular Board meeting.

Section 2.2 Separation of Finances

The Committee shall maintain ongoing oversight of the financial separation between GIB and any related commercial entities, including Decode Behavior, in accordance with the Structural Separation and Independence Agreement. The Committee shall:

- Verify, on an annual basis, that GIB and Decode Behavior maintain separate accounts, records, and financial statements.
- Review any inter-entity transactions for compliance with fair market value and disinterested Board approval requirements.
- Report to the Board any indication of financial commingling or non-compliance with the Structural Separation Agreement.

ARTICLE III — COMPOSITION

The Committee shall consist of not fewer than three (3) voting members of the Board of Governors, the majority of whom shall qualify as Independent Governors as defined in the Board Charter. The Treasurer of the Board shall serve as a member of the Committee. The Executive Director and the Institute's financial officer may attend Committee meetings in a non-voting advisory capacity. No member of the Committee may simultaneously serve as the Institute's auditor, financial reviewer, or bookkeeper.

ARTICLE IV — MEETINGS AND REPORTING

The Committee shall meet not fewer than three (3) times per calendar year, including once in conjunction with the annual audit or financial review process. A quorum shall consist of a majority of Committee members. The Committee Chair shall report to the full Board of Governors at each regular Board meeting and shall present the annual audit or financial review report to the full Board for acceptance.

ARTICLE V — INDEPENDENT AUDITOR

The Committee shall annually evaluate the performance and independence of the Institute's independent auditor. The independent auditor shall report directly to the Committee, and not to management. The Committee may, with Board approval, engage a different auditing firm as it deems appropriate to ensure independence and objectivity in the audit function.

END OF GOVERNANCE PACKET

Global Institute of Behavior | Arlington, Virginia | Draft v2.0
Documents 1 through 7 constitute the complete initial governance packet.