

URAI INSTITUTIONAL GOVERNANCE & TRUST CHARTER

Version 1.0

Adopted by Board Resolution

Effective Date: _____

I. BOARD GOVERNANCE CHARTER

Article 1 — Purpose

The Board of Directors ("Board") exists to preserve the Mission Lock, protect institutional continuity, oversee capital discipline, ensure regulatory compliance, and maintain structural resilience across market cycles.

Article 2 — Authority & Duties

The Board shall approve strategic direction, capital allocation plans, entropy risk monitoring, AI governance safeguards, and institutional continuity planning.

Article 3 — Structural Safeguards

No individual officer, founder, or investor may unilaterally amend the Mission Lock, override the Capital Covenant, or alter entity structure without two-thirds Board approval and independent director concurrence.

Article 4 — Capital Covenant Enforcement

The Board shall enforce a minimum operating reserve ratio, leverage ceiling, acquisition discipline review, and counter-cyclical capital strategy. Violations trigger automatic review.

Article 5 — Entropy Monitoring

Quarterly review of Governance Drift, Capital Risk, Regulatory Exposure, Cultural Integrity, and Technology Dependency indices is required. Red-level thresholds require corrective action plans.

Article 6 — AI Autonomy Restrictions

AI systems may provide analysis and forecasting but may not amend governance, alter capital structure, modify Mission Lock, or override human quorum decisions.

Article 7 — Emergency Governance Failsafe

If triggered by capital breach, governance deadlock, mission deviation, or regulatory crisis, expansion initiatives shall be frozen and an Emergency Governance Council activated.

Article 8 — Succession & Continuity

The Board shall maintain executive succession planning, emergency incapacity protocols, institutional knowledge preservation systems, and a five-year renewal review cycle.

II. INTERNAL OPERATING MANUAL

Decision Approval Matrix

Decision Type	Approval Required
Routine Operational	Executive Lead
Capital Above Threshold	CFO + CEO
Strategic Pivot	Board Majority
Structural Change	2/3 Board + Independent Director
Mission Amendment	Supermajority + Independent Oversight

Capital Allocation Rubric

All major capital allocations must evaluate reserve compliance, fragility exposure, downturn resilience, reversibility, and Mission Lock alignment.

Crisis Mode Playbook

Upon existential stress: freeze expansion, preserve reserves, reduce complexity, communicate transparently, and rebuild deliberately.

III. ENTERPRISE TRUST CENTER SUMMARY

URAI operates under a formal governance charter ensuring long-term durability, capital discipline, AI oversight, and regulatory compliance.

We maintain defined operating reserves, structured oversight, and enforceable governance boundaries.

IV. INVESTOR NARRATIVE SUMMARY

Governance architecture reduces downside risk and enhances valuation stability.

Capital discipline supports counter-cyclical growth and acquisition flexibility.

Enterprise trust architecture accelerates procurement and long-term contracts.

V. FORMAL ENTITY STRUCTURE

URAI IP Holdings LLC

Holds core intellectual property, Mission Lock, and constitutional governance framework.

URAI Labs LLC

Operates product development, revenue generation, and enterprise contracts subject to Capital Covenant.

Asset Factory Division

Operates under deterministic output guarantees and AI autonomy restrictions.

Foundation Layer (Optional)

Supports ethical oversight and public trust positioning without operational control.