

# Commercial Facilities Sector Coordinating Council Charter

## Article I – Official Designation

This organization shall be known as the Commercial Facilities Sector Coordinating Council, hereinafter referred to as “Council.”

## Article II – Mission and Purpose

The Council serves as the primary private sector policy coordination and planning entity to collaborate with the Commercial Facilities Sector-Specific Agency (SSA), Commercial Facilities Government Coordinating Council (GCC) and other government entities to address the entire range of critical infrastructure security and resilience activities and sector-specific issues.

The Council serves as a voice for the sector and represents a principal entry point to collaborate with government for critical infrastructure security and resilience activities. Wherever possible, the Council will participate in efforts to establish voluntary practices to ensure that sector perspectives are included in national efforts identified in *NIPP 2013: Partnering for Critical Infrastructure Security and Resilience*,<sup>1</sup> *Presidential Policy Directive/PPD-21 on “Critical Infrastructure Security and Resilience,”*<sup>2</sup> and other policy documents.

## Article III – Objectives and Scope of Activity

The Council is self-organized, self-run, and self-governed. Its objective is to establish and maintain a representational membership and mechanism enabling owners and operators, their trade associations, vendors, and others to interact on a wide range of sector-specific strategies, policies, activities, and issues related to critical infrastructure security and resilience.

The scope of activity of the Council includes:

- Serve as a strategic communication and coordination mechanism between owners, operators, and suppliers, and, as appropriate, with the government during emerging threats or response and recovery operations, as determined by the sector;
- Collaborate with Federal partners to promote continuous improvement of security and resilience efforts within the sector as national and sector goals and priorities are addressed;
- Collaborate with Federal, State and local partners during the planning, review, and/or implementation of efforts related to national-level policies such as the NIPP 2013 and Sector-Specific Plans (SSPs);

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<sup>1</sup> For the text of NIPP 2013, see

[http://www.dhs.gov/sites/default/files/publications/NIPP%202013\\_Partnering%20for%20Critical%20Infrastructure%20Security%20and%20Resilience\\_508\\_0.pdf](http://www.dhs.gov/sites/default/files/publications/NIPP%202013_Partnering%20for%20Critical%20Infrastructure%20Security%20and%20Resilience_508_0.pdf).

<sup>2</sup> For the text of PPD-21, released February 12, 2013, see <http://www.whitehouse.gov/the-press-office/2013/02/12/presidential-policy-directive-critical-infrastructure-security-and-resil>.

- Coordinate with the GCC to produce and share information in order to contribute to situational awareness and identify, implement, and support appropriate information-sharing capabilities and mechanisms, as appropriate;
- Identify, develop, and share information within and across the sectors, including both public and private sector members, concerning effective physical and cybersecurity risk detection, best practices, and innovative mitigation methods;
- Coordinate with the GCC to set joint priorities, identify risks, adopt and implement the Cybersecurity Framework and report on progress made toward their implementation; and
- Collaborate with the GCC to further develop processes for prioritizing and characterizing risk and incident management requirements within the sector.

## **Article IV – Membership and Member Representatives**

### ***Membership***

With the principle of diverse representation of the sector in mind, SCC members are organizational and defined as follows:

- The Council shall function as a consensus-driven body representing the collective interests of the subsector councils and owners and operators of U.S. Commercial Facilities. Each Subsector Council shall appoint two representatives to attend meetings and make decisions when the member representative is not available.
- The Council shall establish an Executive Committee consisting of 21 permanent, voting members.
- Permanent members of the Council shall include the Chair, Vice Chair, Secretary, and two representatives of each of the following subsectors:
  - Entertainment & Media (2)
  - Gaming (2)
  - Lodging (2)
  - Outdoor Events (2)
  - Public Assembly (2)
  - Real Estate (2)
  - Retail (4)
    - Shopping Center Subsector Council (2)
    - Council of Retailers (2)
  - Sports Leagues (2)
- Permanent members are voting members.
- The Council may also include ex-officio members, as necessary, to meet the objectives of the Council.
- The Council may also appoint (non-voting) ad-hoc members, as necessary, to meet the objectives of the Council.
- Both the Commercial Facilities SSA and the SCC Secretary shall maintain a current roster.

### ***Member Representatives***

Each Subsector Council determines its two primary representatives or points of contact (POCs) to represent the Subsector at SCC activities. In the event the Subsector does not have a council,

Council members may submit membership nominations to the Council Chairman. The appointment of new members shall be determined by a simple majority vote of the Council's Executive Committee. The Subsector Council's representatives will then be added to the Council's membership rosters and communication lists.

During meetings of the Council at which consensus agreement or votes are required, Executive Committee decisions will require a simple majority vote of the quorum.

For matters requiring consensus agreement or votes outside of a meeting, a simple majority of the Executive Committee is required.

## **Article V – Governance and Officers**

### ***Governance***

The Council shall function as a consensus-driven body representing the collective interests of the owners and operators of sector infrastructure.

A quorum of at least half of the representative subsectors (or one quarter of the Executive Committee) must be present, either in person or by teleconference, in order to formally consider Council business. Proxy voting may be accepted by prior submission to the Chairperson, but proxy participation will not be considered for quorum purposes.

### ***Officers***

The Council shall establish an Executive Committee consisting of 21 individuals, comprised of elected officers, immediate past chair, and at-large members. The following officers shall be chosen from and elected by a simple majority vote of the Executive Committee's membership and shall serve a term of two (2) years, to commence on January 1 of the year following appointment:

- Chair
- Vice Chair
- Secretary

Upon completion of the Chair's term, or should the Chair be unable to fulfill his or her term, the Vice Chair shall assume the position of the Chair for the remaining duration of the original Chair's term. The retiring Chair will serve as a Member of the Executive Committee for two (2) years as Immediate Past Chair.

If there are no volunteers for elected officer positions, elected officers will be selected from the representative subsectors on a rotational basis.

Should a member of the Executive Committee be unable to fulfill his or her term, the Chair shall appoint a replacement member, with the simple majority consent of the Council. Members of the Executive Committee shall serve no more than three consecutive terms; however, they are not prohibited from serving multiple terms over the course of their membership with the Council.

The Executive Committee shall have the following duties:

- Provide policy direction for the operation of the Council;
- Respond to urgent matters by initiating conference calls or meetings;
- Coordinate Council activities with DHS, other sectors within the NIPP partnership structure, CIPAC, and other entities;
- Prepare meeting agendas and minutes; and
- Establish and subsequently dissolve issue-specific working groups, as necessary.

It is the responsibility of the Chair to ensure that secretariat support is provided to the Council in the following areas:

- Agenda development;
- Monitoring and closure of issues and initiatives;
- Administrative and meeting support, including logistics and meeting minutes;
- Communications;
- Member and records management; and
- Maintenance of Council governance documents.

## **Article VI – Meetings**

The Council Executive Committee shall meet regularly, and as needed, either in person or by teleconference. A quorum of at least the representative subsectors (or one quarter of the Executive Committee membership) must be present, either in person or via phone, in order to conduct formal Executive Committee business. Executive Committee decisions will require a simple majority vote of the Executive Committee’s membership.

The Council shall meet as a body in person or by teleconference on a regular basis to consider policy issues, reports from the Executive Committee and working groups, and pressing security issues. At least one of these meetings shall be called an “Annual Meeting,” where Executive Committee nominations shall be discussed and reviewed by the Members of the Council.

The Council functions as a consensus-driven body representing the collective interests of the owners and operators of the sector. To formally consider Council business, a quorum of at least half of the representative subsectors (or one quarter of the Executive Committee membership) must be present, either in person or by teleconference. Proxy voting may be accepted by prior submission to the Chair, but proxy participation will not be considered for quorum purposes. The Chair shall generally follow Robert’s Rules of Order during the meeting and, on those issues requiring vote, decisions will be made based on a majority of Members present.

## **Article VII – Recordkeeping**

SCC records are defined as documents (including notes, presentations, etc.) prepared for (e.g., agenda) or derived from (e.g., notes) SCC business.

The procedures for the handling, sharing, and storage of Council records and other documentation are as follows:

- Council Member documents that are shared within the Council are presumed to be owned by the Member. All such documents should be clearly marked prior to distribution, by the owner, as proprietary materials.
- All Council draft, working, and/or final documents that are provided to, or produced by, Council members and, when not intended to be Federal records, should be stored on or distributed by using non-government owned or issued systems or equipment.
- Council documents shared with and/or in the possession of the Federal Government are subject to FOIA and will be properly marked prior to disseminating to government employees.
- Documents shared with and/or in the possession of SLTT government are open to the possessors' jurisdiction "State Sunshine" or "Open" laws and will be properly marked prior to dissemination.

### **Article VIII – Communications**

The Council may initiate outreach and communication efforts, designed to highlight the robust nature of security and emergency preparedness posture at member facilities within the scope of this Charter, and to educate industry, government, and the public on particular security and preparedness issues.

The Council relies on the Homeland Security Information Network (HSIN) as the principal operational tool to communicate threat information to the sector. The Council may develop or choose to rely on additional or alternative communications mechanisms as may be necessary.

### **Article IX – Working Groups and Special Committees**

The Executive Committee may establish Working Groups or other committees as necessary. Operating committees of the Council shall be known as "Working Groups."

- Working Groups may be made up of any combination of Council Member Representative(s) and subject matter experts.
- Council Members may join Working Groups without limit.
- Working Group meetings may be held at any time, depending on need.
- Working Groups and their meetings will be led by Working Group Chairs designated by the Executive Committee, who may appoint Vice Chairs and establish procedures consistent with this Charter for the operation of the Working Group.
- The Chair for each Working Group will take responsibility for coordinating the group and communicating with the full Council.
- Working Groups will develop and send reports and recommendations to the Executive Committee for approval by the full Council. These reports may be written or oral, depending on the nature of the work being reported.
- Reports and recommendations from Working Groups will be presented at Executive Committee meetings and/or full Council meetings for approval, as appropriate, unless special conditions warrant.
- The Executive Committee will approve the scope and responsibilities of Working Groups and ad hoc committees.
- Working Groups shall reach decisions by consensus.
- A Working Group may call upon non-Member SMEs to assist in its efforts.

- Working Groups will be inactivated by the Executive Committee upon completion of tasks or if there is no further need for the Working Group.
- At the first meeting of the Council membership in each calendar year, the Executive Committee or parent entity will vote on the extension or termination of each Working Group and will vote on the extension or replacement of each Working Group Chair, unless the Working Group is designated Permanent and not subject to annual reinstatement.
- The sector SCC and GCC may form joint Working Groups. These joint GCC/SCC Working Groups may be conducted under CIPAC when established in compliance with CIPAC requirements through the CIPAC Designated Officer (DFO) within the CIPAC Executive Secretariat.

## **Article X – CIPAC Membership and Representation**

### ***Council Participation in CIPAC***

As explained in the current CIPAC Charter, the Secretary of Homeland Security established the Critical Infrastructure Partnership Advisory Council (CIPAC) in March 2006, and exempted the CIPAC from the Federal Advisory Committee Act (FACA).

CIPAC facilitates interaction between government officials and representatives of the community of owners and/or operators for each of the 16 critical infrastructure sectors defined by PPD-21 and identified in NIPP 2013. When participating in CIPAC activities, the Council will comply with all requirements defined in the CIPAC Charter and guidance issued by the CIPAC DFO within the CIPAC Executive Secretariat.

### ***CIPAC Member and CIPAC Member Representative***

CIPAC membership is defined in the CIPAC Charter. SCC member organizations shall automatically be a CIPAC Member upon notification from the Council Chair, or via the Commercial Facilities SSA, to the CIPAC DFO via [CIPAC@hq.dhs.gov](mailto:CIPAC@hq.dhs.gov).

A CIPAC Member may have more than one CIPAC Member Representative. The Member Representative's name and contact information shall be added to the CIPAC Attendee Roster upon notification to the CIPAC DFO by the Council Chair via [CIPAC@hq.dhs.gov](mailto:CIPAC@hq.dhs.gov).

The procedures for maintaining a CIPAC Member Representative list within the Council are as follows:

- Council Members can inform the Chair of their Member Representatives to participate in CIPAC activities electronically, via teleconference, or at SCC meetings.
- The Council Chair, and Commercial Facilities SSA, will maintain the Council's CIPAC Member Representative Roster and will inform the CIPAC DFO of Member Representatives in order to maintain a compliant CIPAC Attendee Roster.

### ***Federally Registered Lobbyists***

Member representatives that are federally registered lobbyists may participate in CIPAC activities when in compliance with the current CIPAC Charter.

## **Article XI – Amendments**

The Council may at any time amend this Charter, either in person, by teleconference, or electronically, by a simple majority vote of the Executive Committee. The amended Charter shall be forwarded in a timely manner to the CIPAC DFO for posting on the public CIPAC Website.

## **Article XII – Bylaws**

Bylaws to the Charter may be adopted by a simple majority vote of the Executive Committee.

## **Article XIII – Duration**

This Charter shall be in effect from the date of signing. If amended, the Charter shall be in effect after the amendment is approved. The officers shall review annually and propose changes as necessary for consideration of the Executive Committee.

## **Article XIV – Approval**

The Council approved this Charter according to Council procedures (quorum) on January 16, 2015 attested to by the following authorities.

Pat Murphy  
Marriott International  
Commercial Facilities SCC Chair

Joe Donovan  
Beacon Capital Properties  
Commercial Facilities SCC Vice Chair