



Financial Services Sector Coordinating Council
for Critical Infrastructure Protection and Homeland Security

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CHARTER

Article I – Official Designation

This organization shall be known as the Financial Services Sector Coordinating Council, hereinafter referred to as “Council” or “FSSCC”.

Article II – Mission and Purpose

The Council serves as the primary private sector policy coordination and planning entity to collaborate with the United States Department of Treasury, Financial Services 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*,¹ *Presidential Policy Directive/PPD-21 on “Critical Infrastructure Security and Resilience,”*² 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, strategic partners, vendors and others to interact on a wide range of sector-specific and cross-sector 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 strategic partners, and, as appropriate, with the government during emerging threats or response and recovery operations, as determined by the sector;

¹ 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.

² 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>.

- 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 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);
- 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 other critical infrastructure risk management practices 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

Membership in the Financial Services Sector Coordinating Council for Critical Infrastructure Protection and Homeland Security, (“FSSCC”) is open to non-governmental organizations that represent a broad segment of financial services sector members; provide critical financial services affecting the U.S economy, markets, payments, clearing, and settlement; perform or coordinate risk management operations; or are organizations that are systemically significant or broadly affect financial services infrastructure or operations.

Members shall be predominately U.S. organizations and organizations subject to U.S regulatory requirements and oversight; or international organizations that can have a significant effect on U.S. financial and global operations; especially those providing functions used broadly within the financial services sector.

Members shall commit to fostering and facilitating the coordination of financial services sector-wide voluntary activities and initiatives designed to improve Critical Infrastructure Protection and Homeland Security by advancing secure and resilient coordination, collaboration and operations by becoming a signatory to the FSSCC.

Those seeking membership in the FSSCC shall make an application in writing to the Chairperson of the FSSCC and the application shall include sufficient information describing why the organization qualifies for membership.

Membership is granted upon a recommendation of the Chairperson to the Members and a majority vote of the Members. If an application is not approved, an organization may reapply after one year has elapsed from the date the vote was completed.

The following criteria shall be considered in determining if the applicant qualifies for membership.

- A financial services trade association representing the interest of their members, who are predominantly U.S. financial service entities; such as, banks, bank holding companies, credit unions, savings institutions, insurance companies, securities and brokerage firms. Additionally, organizations comprised predominately of financial service sector members that specifically focus on the coordination, planning, information sharing and response to security, resilience and business continuity efforts for the financial services sector. Such associations and organizations shall have an established history representing a broad representation of Members and is in good standing among the financial services sector and applicable legal authority.
- An entity that provides a common utility financial services function or processing function to broad and critical segments of the U.S. financial services sector, businesses or consumers; such as, clearing, settlement, payments or have a significant role in those functions for financial instruments.
- Organizations that are systemically significant and provide facilities for transactions of financial products for their members (e.g. markets) or broadly affect the policy and practices implemented in the sector either domestically or globally.
- Financial firms that play significant roles in financial markets or can affect, due to their potential broad impact, the confidence in financial services provided by the sector or the U.S. economy.
- International organizations whose mission or operations have a broad impact on the U.S. financial services functions and operations or are ones whose operations, security, and resiliency create critical financial services infrastructure dependencies or interdependencies.
- Organizations whose services or functions have significant and broad implications affecting the security, resilience, operations or confidence in the services or products provided by the financial services sector.

In addition, a class of non-financial entities called *Strategic Partners* consist of such entities as foreign institutions, third-party providers, representatives of other sectors, and subject matter experts, and:

- serve as needed and for as long as deemed appropriate by the Chair;
- are permitted to attend FSSCC meetings at the invitation of the Chair; and
- are not eligible to vote on FSSCC matters.

Member Representatives

Board of Managers. The management, control, and operation of the FSSCC shall be vested in the Board of Managers (the “Board”). The Board consists of all voting member organizations.

Each member shall designate one person to serve on the Board as the primary point of contact (POC), and any member may designate an alternate to its representative on the Board for the purpose of participating in any meeting or actions taken by the Board.

Member organizations, through their Board POC, may designate as many representatives as they require to participate in the activities of the FSSCC.

All member organizations and their representatives are listed in a master membership list maintained by Council staff. Member representatives are listed according to their organizational affiliation and Council task group membership. Member organizations are listed on the FSSCC public website: www.fsscc.org.

The Board shall have full and complete authority, power and discretion to manage and control the business and affairs of the Council, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the FSSCC's business and affairs (see Article VI *Meetings* section below).

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 Council membership must be present, either in person or by teleconference, in order to formally consider Council business.

Officers

The officers of the Council shall include the Chairperson, a Vice-Chairperson, a Secretary, an Executive Director, and such other officers as may be appointed, from time to time, by the Board.

The outgoing Chairperson shall appoint the incoming Chairperson, which appointment shall be ratified by a majority vote of the Board unless such appointment shall be made by an agent or representative of the Department of the Treasury upon the written waiver of right to appoint the incoming Chairperson by the outgoing Chairperson at the time of such appointment.

The Chairperson shall appoint the Vice-Chairperson, which appointment shall be ratified by a majority vote of the Board.

The Secretary shall be selected by the Chairperson.

The Chairperson and the Vice-Chairperson shall both serve for a period of two years, where their terms are staggered by one year.

The Secretary shall serve for a term of two years to coincide with the two-year term of the Chairperson.

The Chairperson shall appoint 16 At-Large Members to the Executive Committee, including the Chairperson and an official designated from the Department of Treasury.

Should a member of the Executive Committee be unable to fulfill his or her term, the Chairperson shall appoint a replacement member. Executive Committee Members serve at the discretion of the Chairperson.

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 the Department of Treasury, 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 Chairperson 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

Full Board meetings shall be held in person jointly with government partners three times per year and shall be scheduled by the Chairperson. Additional meetings may be held by conference call. Members shall volunteer and rotate the hosting of the "in person" meetings or may use other available meeting venues. Persons other than members of the Board may be invited to attend Board meetings as observers or contributors at the discretion of the Chairperson or the Board. Members remain in good standing by participation in at least one meeting held during a calendar year.

Voting. A majority of the number of members of the Board shall constitute a quorum for the transaction of business at any meeting, and all actions taken by the Board may be by a simple majority vote of those members of the Board in attendance.

Minutes of each meeting will be distributed to the Members of the Board by the Secretary within two weeks after each meeting.

Article VII – Recordkeeping

FSSCC records include membership lists, summaries of meetings of the full membership, Executive Committee and Task Groups, and any official or supporting documentation and

correspondence related to the Council's activities and charter. Archival documents are stored on a password protected, Members-only site.

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

- Council Members understand that the work of FSSCC is a collaborative process in which Members may participate jointly to develop FSSCC work items in the context of FSSCC activities.
- Council Members shall not disclose confidential or proprietary information or trade secrets at or in connection with any FSSCC activity, and any information disclosed by a Member at or in connection with a FSSCC activity shall be deemed to be non-confidential, and Council Members and participants shall have no obligation to keep such information confidential, and shall be free to use such information without accounting.
- Council Members shall not disclose or discuss with any other organization or FSSCC any competitive information, including, but not limited to, product pricing, costs, sales, marketing or profit margins, non-public product development plans or delivery schedules. The discussion or disclosure of any such information by the Member shall be grounds for immediate termination of a Member's participation in all FSSCC Activities.
- 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, are stored on or distributed by using non-government owned or issued systems or equipment maintained by the Council.

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 FSSCC relies on a variety of sources of tactical and strategic communications to inform its collaborative work, including the FS-ISAC and its participation in the National Cyber and Communications Integration Center (NCCIC), the Treasury Department and other government agencies, the National Council of ISACs and the Partnership for Critical Infrastructure Protection.

The Council maintains numerous task group email listserves and a members-only site for communications about Council workstreams and sensitive matters.

The FSSCC develops regular newsletters to the membership and the general public and produces an annual report to recap accomplishments toward meeting its mission objectives.

Article IX – Working Groups and Special Committees

Committees. The performance of such duties as the Board deems appropriate may be assigned to one or more committees, and each committee shall have such authority as may be determined by the Board. Members of any committee shall be drawn from the membership of the Board, and a Chairperson of the committee shall be chosen by the membership of the committee. Reports of any committee activity shall be presented at each Board meeting.

Task Groups. The Board may establish task groups to accomplish specific goals. Task groups may be made up of any combination of Board members, or Member representatives or other persons not members of the Board. A Chairperson of the task group shall be chosen by the membership of the task group. Reports of any task group activity shall be presented at each Board meeting.

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 Chairperson to the CIPAC DFO via 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 Chairperson via CIPAC@hq.dhs.gov.

The procedures for maintaining a CIPAC Member Representative list within the Council are aligned with the FSSCC membership criteria and onboarding process (see ***Member Representatives*** under **Article IV – Membership and Member Representatives**).

The CIPAC member roster is maintained as part of the FSSCC's master member list and is provided to CIPAC DFO upon request 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 by a majority vote of the Executive Committee and two-thirds vote by the general Membership (Board). The amended Charter shall be forwarded in a timely manner to the CIPAC DFO for posting on the public CIPAC Website.

Article XII – Duration

The FSSCC shall have perpetual existence unless dissolved upon the occurrence the withdrawal, resignation, bankruptcy or dissolution of the last remaining Member; or upon a resolution therefor passed by the Board.

Article XIII – Approval

The FSSCC Executive Committee approved this Charter on March 20, 2015 according to Council procedures, as attested to by the following signature authorities:

Greg Garcia
Executive Director
Financial Services Sector Coordinating Council

March 20, 2015