

Critical Infrastructure Cross Sector Council Charter

Approved: December 10, 2018

1. Purpose

This charter defines the structure and governance of the private sector's cooperative efforts to advance the critical infrastructure security, protection, and resiliency mission, considering physical, cyber, and human aspects.

2. Mission

Established at the impetus of the Partnership for Critical Infrastructure Security (PCIS), which is comprised of the leads and representatives of the critical infrastructure sectors and sub-sectors, the Critical Infrastructure Cross-Sector Council (CI Cross-Sector Council) is the private sector organized and managed representative critical infrastructure cross-sector council.

- As a representative forum for consultations and coordination with the Federal government, PCIS dates from 1999, formed by the private sector to address priorities defined in Presidential Decision Directive (PDD) 63, Critical Infrastructure Protection, issued by then President Bill Clinton on May 22, 1998, most notably partnering for reduction of vulnerabilities.
- Comprised of the Chairs, Co-Chairs, Vice Chairs, and Designated Representatives of the Sector Coordinating Councils at the sector and sub-sector levels, this adaptive structure maintained by the private sector has enabled the Council to meet the requisites of Presidential directives and of *NIPP 2013: Partnering for Critical Infrastructure Security and Resilience* (NIPP 2013) and the predecessor versions of the National Infrastructure Protection Plan.
- The CI Cross-Sector Council facilitates consultations, information sharing, and coordinated effort across the critical infrastructure sectors and sub-sectors and with the Federal government, as well as with the State, Local, Tribal, and Territorial Government Coordinating Council (SLTTGCC), the Regional Consortium Coordinating Council (RC3), and the National Council of Information Sharing and Analysis Centers (NCI).

3. Governance

The CI Cross-Sector Council is organized and managed by, and responsible to, the leaders and designated representatives of the Sector Coordinating Councils (SCCs) that comprise its membership.

The CI Cross-Sector Council provides the representative forum for consultations, coordination, and cooperative efforts on matters pertaining to critical infrastructure security, protection, and resilience for its members and with the Federal Senior Leadership Council (FSLC), Federal government departments and agencies, and the SLTTGCC, RC3, and the NCI.

To assure the opportunity to engage with Federal government officials for the purpose of achieving consensus on joint priorities and actions to advance critical infrastructure security, protection, and resilience, joint meetings between the CI Cross-Sector Council and representatives of Federal departments and agencies may be convened under the auspices of the Critical Infrastructure Partnership Advisory Council (CIPAC) framework, when in compliance with the CIPAC as established by the Secretary of Homeland Security pursuant to section 871 of the Homeland Security Act of 2002 (6 U.S.C. §451).

3.1 Membership

- The CI Cross-Sector Council consists of the following members:
 - Chairs, Co-Chairs, and Vice-Chairs of the Sector Coordinating Councils (SCC) for each critical infrastructure sector and sub-sector.
 - Designated Representatives of each of the SCCs:
 - The Chair, Co-Chair, or Vice-Chair of each SCC may designate, via written communication to the presiding CI Cross-Sector Council Chair, the members of that SCC to participate in the CI Cross-Sector Council as Designated Representatives of the sector or sub-sector.
 - The Designated Representative may serve as the lead for the respective sector or sub-sector in the absence of the Chair or Co-Chairs and Vice-Chair.
 - While no defined limitation pertains on the number of Designated Representatives that may be appointed, each SCC Chair, Co-Chair, or Vice-Chair exercises reasonable judgment, recognizing the role is to serve as an alternate to the sector leads.
 - No dues or member fees are assessed, charged, or collected for participation in the CI Cross-Sector Council.
 - In the event an initiative approved by the Council entails significant cost, the elected officers will consult and coordinate with the members to develop a reasonable and effective means to defray the expenses through collective contributions.

3.2 Elected Officers

- The elected officers of the CI Cross-Sector Council are as follows:
 - Chair;
 - Vice-Chair; and
 - Secretary.

- Elections for these positions are held annually. For the Chair position, Council members will select a Chair-Elect. The Chair-Elect can remain in this capacity for up to one year to gain familiarity with the responsibilities and duties of the Chair in preparation for assuming leadership of the Council.

- Elections occur during the meeting of the CI Cross-Sector Council held during the final quarter of each calendar year.

- The Secretary manages the election process, soliciting nominations from the Council members in advance of the annual election meeting, verifying the eligibility of prospective candidates, and conducting the balloting process at the election meeting. In summary, the election process functions as follows:
 - The Secretary solicits nominations through the respective SCCs' Chairs, Co-Chairs, and Vice-Chairs not less than 30 days before the election meeting.
 - Each nominee will confirm his or her acceptance to stand for an elected position to the Secretary, in writing, sent by email.
 - *Candidates for officer positions with the Council understand and accept the necessity to commit time and resources for travel to the Washington, DC, area, for periodic meetings with private sector and government representatives.*
 - *While no requirement pertains for an elected officer to reside or work in the Washington, DC, area, in voting for officers, members may consider the capability of the respective candidates to participate in meetings of the Council and with government officials.*
 - Not later than 10 days prior to the scheduled election meeting, nominees that have confirmed their acceptance of the nomination for an elected position in the Council will provide the Secretary with a professional biography and a description of experience in leading or managing coordinated activities within the SCC or across sectors.

- Each sector has one vote, unless the sector contains sub-sectors.
 - If the sector contains sub-sectors, each sub-sector has one vote instead of a sector level vote.

- The respective SCCs' votes may be cast in-person, via teleconference line, or electronically in writing by email.

- For each position, the candidate receiving a majority of the votes – that is, more than 50% of the ballots cast – is elected.
 - In the event no candidate for an elected position receives a majority vote on the first ballot, the two candidates that received the most votes stand for a second ballot. The candidate then receiving a majority of the ballots cast is elected to the position.
- Elected officers assume responsibilities in their respective positions as of the first business day in January following their election.
- Presiding and former officers are not precluded from nomination and standing for election to a position different from the one currently or previously held.
- All members of the CI Cross-Sector Council – SCC Chairs, Co-Chairs, Vice-Chairs, and properly appointed Designated Representatives – are eligible to serve as elected officers.
- Resignation of Officers: An elected officer may resign by notification to fellow officers and the full Council membership.
- Removal of Officers: An elected officer may be removed from service, for cause, with 3/4 vote of SCCs' representatives.
- There are no term limits for any elected position.

3.3 Operating Procedures

- **Quorum:** A quorum, defined as participation by representatives of not less than 60% of the sectors and sub-sectors, including those participating via teleconference or other remote communications means, is required for transaction of business, approval of measures, and related actions.
- **Meetings:**
 - The CI Cross-Sector Council convenes on a not less than quarterly basis, either by teleconference or in-person.
 - A teleconference line will be established to enable remote participation in all scheduled in-person meetings.
 - The Council will convene on additional occasions, such as for joint meetings with Federal government officials or for unplanned sessions as prevailing circumstances pertaining to critical infrastructure security, protection, and resilience may warrant.
 - The Council Secretary is responsible for ensuring the preparation of minutes for review, feedback, and use by the membership. Administrative support through the Department of Homeland Security may be used for this purpose, to the fullest extent available.
 - The minutes will reflect the discussions, deliberations, and

determinations held by and with the Council on cross-sector priorities and concerns in critical infrastructure security, protection, and resilience.

- Each sector and subsector should have the chair, vice chair, co-chair, or a designated representative participate in each meeting of the Council.
- *Each meeting agenda will include an “Open Discussion” segment to afford the participating representatives of each sector and subsector the opportunity to brief their colleagues on priorities, key initiatives, and issues of concern – whether within their respective sectors and subsectors or across multiple sectors. These concise reports will inform situational awareness and shared priorities of Council members.*

- **Decision-Making:**

- The CI Cross-Sector Council strives to attain consensus through its discussions and deliberations in order to produce decisions, actions, and outcome that represent the unified position of the private sector.
- Where there are unresolved differences or disagreement, a vote will be held to determine the majority position.
 - Votes are cast by SCC – one vote per sector or sub-sector.
- In all cases, the prerogative of one or more SCCs to maintain and pursue a differing position is respected.
- Any reporting of a determination by majority will reflect the bases of the dissenting positions.

- **Participation by Non-Members:**

- The Council may invite non-members to participate in discussions of and deliberations on specific issues or initiatives – where such engagement is determined to be advantageous to matters under consideration by the Council.
- The purpose of this expanded participation is to attain and apply necessary subject matter expertise and perspective on cross-sector concerns in critical infrastructure protection and resilience.
- For this purpose, the designated non-members may attend meetings and conference calls to which they have been invited – under express agreement to maintain the confidentiality of the matters discussed.

3.4 Task Groups

- The Council may establish Task Groups for issues and initiatives for which substantial investigation, research, or other effort is required that cannot be practicably conducted and achieved through the regular meetings and related interactions.

- Upon formation, a Task Group will be assigned a clearly defined mission, scope of effort, specific deliverable(s), and time period for completion.
- Each designated Task Group will consist of members of the Cross-Sector Council in any membership capacity – SCC Chair, Co-Chair, or Vice-Chair, or Designated Representative of a sector or subsector.
- To the extent practicable, members appointed to a Task Group should bring expertise, experience, or practical context most appropriate for the subject matter assigned.
- In pursuing their assigned purpose, Task Group members may consult with, and seek input from, other members of the Council, Federal government officials, and subject matter experts outside of the Council and government, as warranted.
- Status updates and progress reports will be provided by the Task Group during meetings of the CI Cross-Sector Council, whether in-person or by teleconference.
- All products of the Task Groups are produced to advise the Council on the relevant issues and concerns for the purpose of informing priorities for action and implementing initiatives.

3.5 Membership Status Review

- The Sector Coordinating Councils (SCCs) for the critical infrastructure sectors and sub-sectors maintain representation in the CI Cross-Sector Council.
- Each January, the incoming Chair, with the assistance of the Secretary, will affirm the members of the CI Cross-Sector Council and their status – as the respective SCCs’ Chairs, Co-Chairs, Vice-Chairs, and Designated Representatives; and provide an updated membership list to the DHS CIPAC Designated Federal Officer (DFO).
- An SCC may withdraw from participation in the CI Cross-Sector Council by written notification, made and executed from the SCC Chair or Co-Chairs, pursuant to that SCC’s Charter or By-Laws, to the CI Cross-Sector Council Chair.

4. Charter Review and Revision

Annual Review: This Charter will be reviewed annually, in conjunction with the meeting at which officers are elected, for consideration of revisions and updates that may be determined necessary to ensure its continued effectiveness in guiding the cooperative efforts of the SCCs on matters of critical infrastructure security, protection, and resilience.

Revision: Changes to the Charter require the approval by vote of three-quarters of the SCCs eligible to vote (see above), voting by sector and sub-sector.