

Chemical Sector Coordinating Council Charter

Article I – Official Designation

This organization shall be known as the Chemical Sector Coordinating Council (“Council”)

Article II – Mission and Purpose

The mission of the Council is to advance the physical and cyber security and emergency preparedness of the nation’s chemical sector infrastructure. This mission will be accomplished through voluntary actions of the infrastructure owners and operators represented in the Council, as set forth in Presidential Policy Directive/PPD-21 and related authorities.

Article III – Objectives and Scope of Activity

The objectives of the Council are to:

- Serve as the primary liaison between the chemical sector and federal agencies, including the Department of Homeland Security (DHS), concerning chemical facility security and emergency preparedness issues;
- Facilitate sharing of information about physical and cyber threats, vulnerabilities, incidents, and potential protective measures;
- Coordinate with DHS and the Government Coordinating Council (GCC) to establish a system, outside of regulatory frameworks, to address potential threats and emergency response; and
- Represent the chemical sector in discussions with other infrastructure sectors as well as with the GCC on matters of threat, security, risk analysis, emergency preparedness and response, and other related matters.

To accomplish these goals, the Council may prepare and present testimony or comments, or interact through its representatives with government, other sector groups or the news media.

Article IV – Membership

A. Sector Scope

The chemical sector is made up of entities engaged in the production of chemicals (i.e., “upstream”), as well as those engaged in the storage, distribution and use of chemicals (i.e., “downstream”) not adequately addressed by other critical infrastructure sectors. The Council represents the majority of the owners and operators of the chemical sector as defined.

B. Members

Membership in the Council is available to any trade association predominantly representing chemical sector businesses. Each association will advise the Council whether it regards itself as predominantly representing businesses from the “upstream” or “downstream” communities. The current members of the Council, and their affiliations in that regard, are:

Member	Affiliation
Agricultural Retailers Association	Downstream
American Chemistry Council	Upstream
American Coatings Association	Downstream
American Fuel & Petrochemical Manufacturers	Upstream
Council of Producers & Distributors of Agrotechnology	Upstream
Compressed Gas Association	Upstream
CropLife America	Upstream
Institute of Makers of Explosives	Downstream
International Institute of Ammonia Refrigeration	Downstream
International Liquid Terminals Association	Downstream
Louisiana Chemical Association	Upstream
National Association of Chemical Distributors	Downstream
Society of Chemical Manufacturers and Affiliates	Upstream
The Chlorine Institute	Upstream
The Fertilizer Institute	Upstream

A trade association may petition for membership (or reinstatement) by submitting a written request to the Council.

C. Costs

Membership in the Council is free of charge. However, the Council may agree to undertake projects using project-specific funds. These funds may be sought from external sources or may be raised by voluntary contributions from the membership. The Executive Committee may be authorized to retain and supervise contracts on behalf of the Council.

Article V - Governance

A. Officers

The Council will have a Chair, Vice-Chair and Immediate Past Chair, with each serving one-year terms beginning as of the Council's Annual Meeting as defined in § D.2. In those capacities, each such person will represent the Council and not any individual member association.

The Council will annually elect a member company security official, from a company that belongs to one, and ideally several, Council associations, to be the Council's Vice Chair. Vice-Chairs will be drawn on an alternating basis from the upstream and downstream communities, so long as at least one nominee is available from the relevant community. (If the relevant community cannot produce an eligible nominee in a given year, the Council should be given adequate notice to seek out an additional candidate.) At the conclusion of the Vice Chair's term, that person will become the Chair. The previous Chair will then serve for a year as the Immediate Past Chair.

The Sector Council will also annually elect two Assistant Chairs, drawn from staff of the member associations. One Assistant Chair will be drawn from an upstream association and the other Assistant Chair will be drawn from a downstream association, so long as at least one nominee is available from each community. (If the relevant community cannot produce an eligible nominee in a given year, the Council should be given adequate notice to seek out an additional candidate.)

Either Assistant Chair may preside over meetings of the Council in the absence of the Chair, Vice Chair and Immediate Past Chair.

Between meetings of the Council, the administrative business of the Council will be managed by an Executive Committee consisting of the Chair, the Vice Chair, the Immediate Past Chair, and the two Assistant Chairs, each of whom will be eligible to vote in those decisions.

Any member of the Executive Committee may sign or otherwise transmit a document on behalf of the Council after obtaining authorization from the Council.

All terms of office referenced above shall begin as of the beginning of the Council's Annual Meeting.

B. Meetings

The Council will meet quarterly, but may meet more frequently. The fourth quarter meeting (or one of them, if there are more than one) shall be deemed the “Annual Meeting.” A quorum will consist of one half of the member associations. The Council may meet by conference call.

Members should actively participate in the Council, preferably in person. If a member misses two consecutive meetings, the executive contact for that member will be notified by the Chair of the lack of attendance. Members missing three consecutive meetings will be removed from the Council without any further action being required by the Council.

Ordinarily, Council members will be represented at meetings by association staff. The Executive Committee may agree that, for one or more meetings, a Council member may be represented by a non-employee.

Subject to the capacity of the meeting room, employees of companies that belong to a Council member association may observe Council meetings.

C. Decision-making

The Council will make all policy decisions by a consensus of those participating in the decision, which must at a minimum be a quorum as defined above. Where consensus is not possible on a policy matter, no decision will be adopted by the Council. With adequate notice, the Council may make policy decisions by email. Such decisions will require a consensus of those responding, which must at a minimum be a quorum. Decisions to add or remove an association from Council membership will require approval by two-thirds of all Council members, except as provided in Arts. IV.C and V.B.

Participation in the Council does not restrict member associations or their member companies from developing independent relationships or partnerships with DHS on specific security-related topics. Nor does participation in the Council preclude such associations or companies from taking independent policy positions or conducting independent advocacy.

Article VI – Recordkeeping

The records of the Council, and formally and informally established working groups and committees, shall be prepared and maintained by the administrative Secretariat for the Council.

Subject to DHS funding, a DHS contractor will serve as the Secretariat, although the Council may make other arrangements. In the former case, DHS’s contract with the contractor must provide that the contractor will not, without the consent of the Council, disclose to DHS information that the contractor receives in the course of that work.

The Secretariat will prepare and circulate draft agendas before meetings to solicit input, and will prepare, and circulate for approval, minutes of all Council meetings. Council representatives participating in significant meetings or other developments should prepare a short report for dissemination by the secretariat to the membership.

Article VII – Communications

The Sector relies on the Homeland Security Information Sharing Network—Chemical Sector (HSIN-CS) 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. These mechanisms may provide additional amounts or types of information for a fee.

Prospective participants in HSIN-CS or any successor communications tool must be employed by a company that belongs to a Council member association, and must be sponsored by that association. Responsibility for confirming the employment status of a prospective HSIN-CS participant, and any additional ‘vetting’ a Council member association wishes to conduct regarding the bona fides of such an individual, belongs to the Council member association sponsoring him or her. To the extent participation in Council communications efforts is by companies rather than individuals, the same requirements for sponsorship and vetting apply.

Article VIII – Working Groups and Committees

Working groups and committees may be formed by the Council. Such entities may include representatives from member associations or their member companies, additional sector organizations, and cross-sector representatives, as determined by the Council. All such entities shall continue to operate consistently with this Charter. Such entities shall not be authorized to make decisions on behalf of the Council, but instead shall forward information and recommendations to the Council.

Article IX – CIPAC Membership and Representation

A. Council Participation in CIPAC

Every member association of the Council is entitled to serve on the Critical Infrastructure Protection Advisory Council and any committees, task forces or similar subsidiary bodies that it may establish that address issues relevant to the chemical sector. The companies employing the Chair, Vice Chair and Immediate Past Chair shall also be entitled to be members of CIPAC and relevant subsidiary bodies.

When participating in CIPAC activities, Council representatives will comply with all requirements established by the CIPAC Charter and guidance issued by the CIPAC DFO.

Member associations and companies shall automatically become CIPAC members upon notification by the Council Chair to the CIPAC Designated Federal Officer (DFO) via CIPAC@hq.dhs.gov. Such notification shall include the member representative's name and contact information.

The Secretariat will maintain the Council's CIPAC membership roster. A Council member may have more than one CIPAC representative. The roster shall identify CIPAC member representatives sufficiently to describe each representative's chief anticipated contributions to the CIPAC mission. The Secretariat shall notify the CIPAC DFO by email of any roster updates and a description of the changes. An electronic copy of the updated roster shall be attached to the email.

B. Federally Registered Lobbyists

[This provision shall be effective only so long as the President of the United States restricts the ability of federally registered lobbyists to serve on federal advisory committees.]

When participating in covered CIPAC activities (i.e. decision making, formulating recommendations, and other deliberations leading to consensus advice), Council representatives shall represent the interests of the chemical sector, their trade association, or their company, and shall not participate in an "individual capacity." Council representatives may also participate as subject matter experts when invited to do so by the Council.

C. U.S. Department of Homeland Security

Under PPD-21, DHS is the Sector-Specific Agency for the chemical sector. DHS provides guidance and support to the sector principally through the Sector Outreach and Partnership Division (SOPD) of the DHS Office of Infrastructure Protection. SOPD will appoint a staff member as the primary liaison between DHS and the Council.

DHS recognizes that each organization participating in the Council does so on a voluntary basis, and will continue to have organization-specific action items, concerns and input not related to matters addressed in this Charter or to critical infrastructure protection more broadly. Participation in Council activities does not prevent or hinder organization-specific relationships with DHS or any other federal department or agency.

Article X - Release

Member associations and members of the Executive Committee individually and collectively agree to release the Council, the members of the Executive Committee, any

other officers or employees of the member associations, or their member companies, and each other, from any claims, liabilities, damages or expenses that any of them might incur in the course of acting on behalf of the Council.

Article XI - Confidentiality

Council members agree to respect any confidentiality requirements that the Council may agree upon in connection with any communication or discussion, and will ensure that any non-employees who represent them in Council meetings will abide by this agreement.

Article XII - Amendments

The Council may at any time amend this charter by a vote of two-thirds of the membership.

Article XIII – Duration

This charter shall remain in effect indefinitely. The Council will review and assess the adequacy of the Charter periodically.

Article XIV – Approval

The present Charter was approved by the Council at the date indicated below, as witness by the Chair and Vice Chair.



Matt Fridley, Chair



Scott Whelchel, Vice Chair

3/21/2019

Date