

CIPAC Dams Sector Coordinating Council (DSCC) Charter

1. Official Designation

The official designation of this organization is the Dams Sector Coordinating Council abbreviated as the “DSCC”.

2. Mission and Purpose

The Dams Sector Coordinating Council (DSCC) serves as the private sector interface with the federal government on issues related to the security of dams, locks, and levees. The DSCC also serves as the principle asset owner interface with other private critical infrastructure sectors as well as with the Department of Homeland Security (DHS), the Federal Energy Regulatory Commission (FERC), other government agencies, and the Government Coordinating Council (GCC) established to address issues related to the security of dams, locks, and levees.

Its primary purposes are to determine the nature of risks posed against dams and related structures so that appropriate and timely information as well as protection, response, mitigation, and recovery strategies can be provided to the entities responsible for the operation and protection of those assets and to foster and facilitate the coordination of sector-wide policy related activities and initiatives designed to improve the security (physical and cyber) and resilience of the sector.

3. Governance

The Dams Sector Coordinating Council (DSCC) operates under the auspice of the Critical Infrastructure Partnership Advisory Council (CIPAC) framework established by the Secretary of Homeland Security pursuant to section 871 of the Homeland Security Act of 2002 (6 U.S.C. §451).

The DSCC shall operate and support in its efforts the implementation of pertinent Presidential Executive Orders and Directives, National Infrastructure Protection Plans, and Sector Specific Critical Infrastructure Protection Plans to ensure critical infrastructure identification, prioritization, and protection.

3.1 Governance Principles

- The elected leadership structure includes: a Chair; Vice-Chair; and a Secretary.
- Each shall serve a one year term starting on July 1 and ending on June 30. There are no term limits for the leadership positions.
- The Chair is automatically a member of the Cross Sector Coordinating Council (PCIS) the private sector cross-sector council. Each sector can

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send up to two representatives to the meetings; however, each sector has only one vote.

- The Chair may delegate his voting authority to the Vice-Chair or Secretary of the Council for matters requiring a cross sector council vote .
- The Chair or other DSCC members may also be asked to represent the dam sector on cross sector council Task Groups or other industry-government forums.
- Nominations for leadership positions should be solicited by the Secretary prior to June 1, and elections, either in person, or via email should occur prior to June 30.
- An elected officer may resign by notification to the full membership.
- An elected officer may be removed from service, for cause, with 3/4 vote of DSCCs' membership.
- Voting members of the Council will be nonfederal dam owners and operators, the Chairman and Vice Chairman of the Levees Sub-Sector Coordinating Council, plus one representative each from the relevant associations which may include the National Hydropower Association (NHA), the Association of State Dam Safety Officials (ASDSO), and the U.S. Society on Dams (USSD), etc.
- Voting members will not exceed 30 in number, unless an increase in voting membership is specifically approved by the Council.
- An alternate may be designated to represent the council member during his/her absence. The DSCC alternate will have decision-making authority as designated by the DSCC member as the member deems appropriate for the issues to be presented at a meeting
- Each DSCC member has the flexibility to have other representation at meetings other than the official DSCC member or alternate. If the DSCC member decides to designate someone other than the primary or alternate delegate as the proxy for decision making, the DSCC member must clearly designate who holds the representative's decision-making authority prior to the meeting. Such designation may be made by telephone or email contact to both the Chairman and Vice Chairman.
- Each council member entity will have one vote.
- The Council may elect to have ex officio members participate in the Council, but they will not have voting authority.
- Meetings will be open to all owners and operators of non-federally owned dams.
- Consultants, vendors, and federal agencies are excluded from meetings unless specifically invited.

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- Decisions will be decided by a simple majority, except for changes to the governance elements which will require approval of three quarters of the voting members.
- Roberts Rules of Order will generally be followed
- A quorum, defined as 50 % of voting members plus one, will be required for all official business, including electronic participation.
- No provisions for special meetings are required.
- Reporting of the decisions and activities of the Council will be as follows:
 - The Council Leadership will decide who will draft position statements.
 - The position statement will be consistent with the minutes.
 - Urgent statements will be released by the Chair as soon as drafted.
 - All other statements will be circulated to the Council for comment before release, but final content will be determined by the Chair.
- Representation of the DSCC will be as follows:
 - The Council Leadership will be the point of contact and spokespersons with DHS and the press.
 - The Leadership will decide who will represent the DSCC at Cross-Sector Coordinating Council Meetings when the Chair is not available.
 - In the absence of the Chair, the Vice Chair will assume the role of Acting Chair with all the rights and responsibilities of the Chair
- Minutes of DSCC meetings will be developed as follows:
 - Minutes will be drafted by the Secretary.
 - Minutes will be sent to the leadership for review and approval, and then to the council.
 - Draft minutes will be approved at the next meeting of the DSCC.
 - Minutes will not be distributed outside the DSCC membership.
- The council will meet as frequently as quarterly either in person or by teleconference. Meeting locations will vary and be decided by the council members.
- The Governance Rules corresponding to the CIPAC framework provide authority for the DSCC to form workgroups to address specific issues or initiatives. The council may decide from time to time to form working groups to address specific issues or initiatives. These working groups may also coordinate with similar efforts within the GCC or may operate independently if the council so directs.

3.2 Operating Procedures

- Council members are expected to actively participate.
- Discussions shall be honest, forthright, and respectful of divergent opinions. Actions should be reflective of the best interests of the industry and national security.

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- Whenever possible, results of Council discussions, deliberations, and products will reflect a single voice. In instances when this is not possible, there will be an agreement to respectfully disagree.
- The Council recognizes that each member represents an organization with inherent legal authorities and parameters within which they must operate. At times, these authorities may restrict a member's ability to provide agreement on a decision or preclude the dissemination of information to certain members due to classification restrictions and/or inadequate security clearances of member representatives. These inherent legal authorities must be clearly articulated and understood by the Council when they are the basis for dissent and the inability to enter into consensus.
- Council members recognize that representatives may lack legal authority to act on behalf of their organizations. Therefore, the actions of the Council or of its individual members may not be binding on their corresponding organizations.
- Council members will make decisions through a consultative process, encourage the exchange of information and points of view, and strive for consensus. Although any member may disagree with a decision, other members will strive to understand and close the gaps creating the disagreement. Dissension will be recognized and reasons clearly understood by all other members when a member absolutely cannot agree. When there is dissension, the Council may move forward and take action, nevertheless, to fulfill the obligations of the Council. Council members will strive to meet timelines and deliverables even when there is less than full agreement.
- The Council will generally meet as frequently as quarterly in Washington, DC and/or in an alternative destination, as determined by the Dams Sector Coordinating Council members, with additionally scheduled meetings and/or conference calls as needed.

4. Membership

Participation in the DSCC will be limited to nonfederal dam owners and operators, the Chairman and Vice-Chairman of the Levees Sub-Sector Council, plus one representative each from relevant association which may include the National Hydropower Association (NHA), the Association of State Dam Safety Officials (ASDSO), the U.S. Society on Dams (USSD), etc.

DSCC members, alternates, and designated representatives shall automatically be a CIPAC Member upon notification from the Council Chairperson to the

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CIPAC DFO via CIPAC@hq.dhs.gov. CIPAC rosters will be sent to the Chair quarterly for update by the CIPAC DFO.

Entities desiring to fill council vacancies will submit a request for membership to the council. The council membership will vote on the request and acceptance is based on a simple majority.

Voting members will not exceed 30 in number, unless an increase in voting membership is specifically approved by the Council.

4.1 Permanent DSCC Members

The membership of the council is composed of individual participants representing the public and private sector entities in the Dams Sector as well as in the Levee Sub-Sector (Chairman and Vice-Chairman). Permanent membership resides with the organization/agency rather than the individual representatives. A given organization/agency may designate more than one individual representative to the council however the organization/entity will have only one vote. The council membership list will be maintained by the Secretary.

Any council member who fails to participate (either in person or via the phone) in at least two scheduled council meetings within one year may be considered for ex officio status. A quorum vote by council members is required to place a DSCC member in ex officio status.”

4.2 Alternates for DSCC

An alternate may be designated to represent the council member during his/her absence. The DSCC alternate will have decision-making authority as designated by the DSCC member as the member deems appropriate for the issues to be presented at a meeting.

Each DSCC member has the flexibility to have other representation at meetings other than the official DSCC member or alternate. If the DSCC member decides to designate someone other than the primary or alternate delegate as the proxy for decision making, the DSCC member must clearly designate who holds the representative’s decision-making authority prior to the meeting. Such designation may be made by telephone or email contact to both the Chairman and Vice Chairman.

5. Work Groups

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The Governance Rules corresponding to the CIPAC framework provide authority for the DSCC to form workgroups to address specific issues or initiatives. Work Groups may be established when substantial investigation, research or other tasks are required which cannot be practicably achieved as part of the regular Council interactions. All products of the Work Groups are meant to advise the Council on various issues and processes. These work groups may also coordinate with similar efforts within the GCC or may operate independently if the council so directs.

Each member company/agency may designate one or more individuals to serve on a Work Group or act as Work Group Chair or Co-Chair. If a Work Group is established by the council it shall:

- Consist of individual representatives of the council member entities, based on the issue under study and its scope;
- Include those representatives that are most appropriate for the effective discussion of the corresponding topics;
- Provide periodic updates to the entire council.
- Have a specific and clearly defined mission and scope, time limit (with the exception of the Information Sharing Workgroup), and deliverable(s);
- Select a Work Group Chair who will also be the Joint SCC/GCC Work group Co-Chair charged with ensuring that the Work Group achieves its mission and stays within scope.

Overall support and coordination for Work Group activities will be provided by the Dams SSA..

6. Task Groups

The Governance Rules corresponding to the CIPAC framework provide authority for the Work Groups to form Task Groups to address specific issues or initiatives. Task Groups may be established when substantial investigation, research or other tasks are required which cannot be practicably achieved as part of the regular Work Group interactions. All products of the Task Group are meant to advise the Work Group on various issues and processes which in-turn will advise the council. These task groups may also coordinate with similar efforts within the GCC or may operate independently if the work group so directs.

Each member company/agency may designate one or more individuals to serve on a Task Group or act as the Task Group Team Lead. If a Task Group is established within the Work Group, it shall:

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- Consist of individual representatives of the Work Group member entities, based on the issue under study and its scope;
- Include those representatives that are most appropriate for the effective discussion of the corresponding topics;
- Provide periodic updates to the entire Work Group, which includes both public and private sector members;
- Have a specific and clearly defined mission and scope, time limit, and deliverable(s);
- Select a Task Group lead charged with ensuring that the Task Group achieves its mission and stays within scope.

Overall support and coordination for Task Group activities will be provided by the Dams SSA..

7. Subject Matter Experts

Subject Matter Experts (SMEs) are defined as non-voting, invited participants whose presence is deemed advantageous to address issues identified by the council. The purpose of their attendance is to provide subject matter expertise and project/product support. SMEs may attend meetings and conference calls to which they have been invited and will agree to maintain the confidentiality of issues and material discussed.

8. Work Group Roles and Responsibilities

Workgroup leadership rests with two Co-Chairs, one of them representing the DSCC where the other one represents the GCC. The Work Group leadership will monitor and assure that initiatives or issues are brought to closure.

In the absence of a Co-Chair, the absent Co-Chair will designate a replacement to act in his/her place.

The Co-Chairs will collaborate to schedule meetings, establish the agenda, and monitor and assure products, initiatives, and issues are brought to closure.

A maximum number of Work Group members may be determined by the Co-Chairs in order to maximize efficiency of activities and interactions.

Overall support and coordination for Work Group activities will be provided by the Dams SSA. DHS/IP/POD will provide executive secretariat support, including: coordination for agenda development, recording and distribution of meeting

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minutes, tracking status of issues, initiatives, and products, administrative support, subject matter experts as required, and meeting logistics.

9. Task Group Roles and Responsibilities

Task Group leadership rests with two Co-Team Leads, one of them representing the DSCC where the other one represents the GCC. The Task Group leadership will monitor and assure that initiatives or issues are brought to closure.

In the absence of a Task Team Lead, the absent Team Lead will designate a replacement to act in his/her place.

The Team Leads will collaborate to schedule meetings, establish the agenda, and monitor and assure products, initiatives, and issues are brought to closure.

A maximum number of Work Team members may be determined by the Co-Work Team Leads in order to maximize efficiency of activities and interactions.

Overall support and coordination for Work Team activities will be provided by the Dams SSA. DHS/IP/POD will provide executive secretariat support, including: coordination for agenda development, recording and distribution of meeting minutes, tracking status of issues, initiatives, and products, administrative support, subject matter experts as required, and meeting logistics.

10. Number and Frequency of Meetings

The Council, Work Groups, and Task Groups will generally meet as frequently as quarterly in Washington, DC and/or in an alternate location if decided by a majority of the council, work group, or task group members, with additionally scheduled meetings and/or conference calls as needed.

11. Charter Modification

The charter may be modified by affirmative vote which must consist of a quorum of the voting council members. Changes to the governance elements of this document will require approval of three quarters of the voting members.

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Charter**

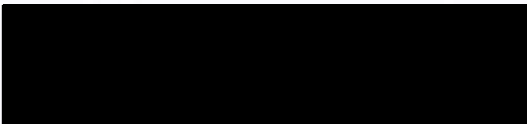
12. Charter Review

This document was approved by the DSCC members and supersedes all previous DSCC governance and operating procedure documents with an effective date of January 1, 2020. This document will be reviewed by the DSCC Annually.

For the DSCC:



Randall White
Southern California Edison
Chairman
CIPAC DSCC



Alfred J. Hancock
Xcel Energy
Vice Chairman
CIPAC DSCC

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ANNEX A

1. Dams Sector Councils

The Dams Sector operates under the Critical Infrastructure Partnership Advisory Council (CIPAC) framework, which facilitates effective coordination between Federal infrastructure protection programs and infrastructure protection activities of State, tribal, and territorial governments, and the private sector. CIPAC provides a forum in which government and private sector partners can engage in a broad spectrum of activities to support and coordinate critical infrastructure and key resources protection.

The Office of Infrastructure Protection (IP) within U.S. Department of Homeland Security (DHS) serves as the Sector-Specific Agency for the Dams Sector. Within IP, the Sector-Specific Agency Executive Management Office maintains responsibility for the critical infrastructure protection of the Dams Sector through ongoing coordination with the Dams Sector Coordinating Council (DSCC) and the Dams Sector Government Coordinating Council (GCC).

The DSCC was established in May 2005 and comprises private owners, representatives from major utility companies, non-Federal dam owners, and representatives from major industry associations. It serves as the private sector interface with the Federal Government on issues related to the security of dams, locks, and levees.

The GCC was established in January 2005 and acts as the government counterpart and partner to the DSCC to plan, implement, and execute sector-wide security programs for the sector's assets. It is comprised of representatives from across various levels of government (Federal, State, local, and tribal), including Federal owners and operators, and State and Federal regulators of sector assets.

In addition, a Levee Sector Coordinating Council (LDSCC), a component of the DSCC, was established in February 2008 to provide a forum in which levee owners and associations representing owners can collaborate with DHS and other Federal entities on matters related to the security and protection of levees. The LDSCC is comprised of levee owners and representatives from professional organizations.

Serving as the counterpart to the LDSCC is the Levee Government Coordinating Council, a component of the GCC, which provides a forum for effective

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coordination of protection activities related to levees and flood risk reduction infrastructure systems among Federal and State agencies.

These councils provide a structure through which representatives from the government and the private sector can effectively collaborate and engage in a broad spectrum of activities to support and coordinate critical infrastructure and key resources protection.

2. Council Work Groups

The Governance Rules of both the Critical Infrastructure Protection Advisory Council (CIPAC) Dams Government Coordinating Council (GCC) and the Private Sector Coordinating Council (DSCC) provide authority for the GCC and DSCC to form Work Groups to address specific issues or initiatives and the authority for the two groups to operate independently or to work together.

At the end of 2005 both the GCC and DSCC identified specific sector issues and initiatives and each council established Work Groups to address them.

Both the GCC and DSCC provided extreme latitude to the Work Groups in that the Work Groups for which a need has been identified are self-formed by volunteers from their councils and they establish governance principles and operating procedures applicable to the group but consistent with those of their councils. The Work Groups are provided issues, initiatives, direction, and guidance by the councils and are required to provide periodic status updates and finished products to their councils (GCC and DSCC) and the Joint GCC/DSCC.