

Election Infrastructure Subsector Coordinating Council Charter

Version 1.2

Approved 2/15/2018

Updated 2/1/2019

Updated 2/9/2020

SECTION 1 – Official Designation

This charter has been developed as a dynamic document intended to clarify and inform the organizational structures, function, and operating procedures for the organization to be known as the Election Infrastructure Subsector Coordinating Council, abbreviated as the “EISCC.”

SECTION 2 – Mission and Purpose

The mission of the Council is to advance the physical security, cyber security, and emergency preparedness of the nation’s election infrastructure, in accordance with existing U.S. law. 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.

The EISCC will serve as the principal asset owner interface with other private critical infrastructure sectors as well as with the Department of Homeland Security (DHS), the U.S. Election Assistance Commission (EAC), the state, local and tribal governments (SLTTs), and the Election Infrastructure Subsector Government Coordinating Council (GCC).

SECTION 3 – Objectives and Scope of Activity

The key objectives of the EISCC are to:

- Serve as the primary liaison between the election subsector and federal, state, and local agencies, including the Department of Homeland Security (DHS), concerning private election subsector security and emergency preparedness issues;
- Facilitate sharing of information and intelligence about physical and cyber threats, vulnerabilities, incidents, and potential protective measures;

- Coordinate with DHS and the EIS GCC to develop, recommend, and review sector-wide plans, procedures, and effective practices in support of infrastructure protection, including training, education, and implementation;
- Represent the election subsector in discussions with other infrastructure sectors, as well as with the EIS GCC, on matters of threat, security, risk analysis, emergency preparedness and response, and other related matters;
- Identify and communicate priorities, obstacles or impediments to effective critical infrastructure security and resilience protection programs and develop/recommend to appropriate authorities actions to mitigate them;
- Provide a mechanism to ensure that the specialized knowledge and expertise of sector operators, owners, and other pertinent representatives is available as a resource.

The EISCC is not designed to create the terms of any solicitation or contract vehicle, and any appearance of its use or actual use to this end could bar an entity involved therein from competition in the contract.

SECTION 4 – Membership

Membership in the Council is available to any owner or operator¹ with significant business or operating interests in U.S. election infrastructure systems or services, as defined by the January 2017 Department of Homeland Security Critical Infrastructure Declaration:

“By ‘election infrastructure,’ we mean storage facilities, polling places, and centralized vote tabulations locations used to support the election process, and information and communications technology to include voter registration databases, voting machines, and other systems to manage the election process and report and display results on behalf of state and local governments.”

Each member entity shall appoint a member representative to the EISCC in accordance with that entity’s guidelines for such appointments.

The Council represents the owners and operators of the election subsector as defined.

¹ “Critical infrastructure owners and operators are those entities that own and invest in infrastructure assets, in the systems and processes to secure them, and that are held responsible by the public for their operations and response and recovery when their infrastructures or key resources are disrupted.” Charter of the Critical Infrastructure Partnership Advisory Council, November 30, 2016.

1. Member Affiliations

Members of the EISCC include entities (companies, organizations, or components thereof) whose services, systems, products or technology are used by (or on behalf of) State or Local government in administering the U.S. election process.

Such entities should have demonstrable working relationships with federal, state, or local election officials, which may include verifiable registration/accreditation with the U.S. Election Assistance Commission, and/or relevant contractual relationships with SLTT government election offices. Entities whose primary assets are elections-related may be considered for membership.

Each Member representative shall serve until the end of their tenure with their appointing entity, or until the entity self-reports a change in its representation.

The Members of the EISCC can remove a member on two thirds vote of the full membership.

Organizing Members of the EISCC include:

Associated Press (AP) Elections	PCC Technology Inc.
BPro, Inc.	Pro V&V
Clear Ballot Group	Runbeck Election Services
Crosscheck	SCYTL
Democracy Live	SLI Compliance
Democracy Works	Smartmatic
Demtech Voting Solutions	Tenex Software Solutions
Dominion Voting Systems	Unisyn Voting Solutions
ELECTEC Election Services Inc.	VOTEC
Election Systems & Software	Votem
Electronic Registration Information Center	VR Systems
Everyone Counts	
Hart InterCivic	
MicroVote General Corp.	

Ex-Officio (Non-Voting) Members of the EISCC include:

IT-ISAC Election Industry Special Interest Group (EI-SIG)

2. Evaluation of Eligibility for Membership

A prospective Member may petition for membership (or reinstatement) by e-mailing a request to the Chair/Vice Chair for Council consideration. Entities whose main purpose of business or operation is not primarily elections must submit a Statement of Interest to clearly outline their reasons for seeking participation, their ability to meet Council membership criteria, and any current or contemplated election projects. The Council's voting members will vote on the request and acceptance is based on a simple majority.

Membership application votes will occur at in-person meetings, which must be held at least twice per year, according to this Charter. The casting of such votes should ideally be conducted in a manner to allow for privacy and anonymity. A completed application shall be placed on the agenda of the next occurring in-person Council meeting. If no in-person meetings are scheduled within ninety (90) days of receipt, the Chair/Vice Chair shall call a special in-person meeting for the purpose of evaluating the application(s), or arrange for an electronic balloting process that allows for votes to be conducted in an appropriate manner, according to this Section.

If the Council declines to recommend approval of a prospective member, the application shall be returned to the applicant with an explanation of the basis for the Council's decision.

3. Reporting Changes in Ownership/Business Function

Member organizations are responsible for reporting any material changes in ownership and business function which materially impact their ability to meet SCC membership/participation requirements. Failure to do so may be cause for review or expulsion by the Council.

Section 5 – Governance

The EISCC operates under 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).

EISCC decisions can be made only when there is a quorum--defined as the majority of the members being virtually or physically present. In the event that the Council cannot reach consensus on an issue, it will represent the range of views to all external audiences.

The EISCC shall operate and support in its efforts the implementation of pertinent Presidential Executive Orders and Directives, National Infrastructure Protection Plans, and Sector and

Subsector Specific Critical Infrastructure Protection Plans to ensure critical infrastructure identification, prioritization and protection.

1. Officers

Council Members shall select a five-member Executive Committee, including a Chair, a Vice Chair, the Immediate Past Chair, and two Members at Large. In the event that there is not an Immediate Past Chair, the seat will be filled by a Member at Large. Executive Committee members will serve a one-year term, during which they will organize EISCC meetings and represent the body to outside organizations. Each Member may hold no more than one seat on the Executive Committee at a time. Executive Committee Members will represent the Council, and not any individual Member perspective or position. The Chair may not succeed himself/herself; however, the Vice Chair may succeed the Chair. If a vacancy occurs on the Executive Committee, the Council will vote on a replacement to serve the remainder of the term.

The EISCC Executive Leadership shall follow Standard Operating Procedures as outlined here:

- The Chair and Vice Chair will preside over all meetings of the EISCC.
- 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.
- The terms of the Chair and Vice Chair will begin at the conclusion of the Annual Meeting of the EISCC.
- The Chair and Vice Chair will be the points of contact and designated spokespersons for the EISCC, with support from the Executive Committee, as necessary.
- The Executive Committee shall have the authority to establish Working Groups. Voting Members of the EISCC shall have final authority on any questions or disputes regarding membership and participation in such groups.
- The Chair and Vice Chair, or their designee(s) from the Executive Committee, will represent the EISCC at Cross-Sector Meetings and other events outside of regular EISCC collaborations.
- Upon the election of a new Chair, the new Chair (or his/her appointee) shall query each Council Member as to the continuing service of its representative, or if a new appointee is to be made.

- Upon the resignation of any EISCC representative, the Chair shall inform the Member entity of the vacancy and ask for a replacement member representative to the EISCC, followed by a notification to the full SCC of the new member representative.

With adequate notice, EISCC members may make decisions by electronic means (e-mail, conference call, webinar, etcetera), in which case decisions will require a simple majority of those members who are participating/responding within the allotted time period specified. If one or more of the EISCC Members is not in agreement with the proposed decision, clarification of the underlying reasons can be provided.

2. Voting Participation

Each Member of the EISCC is entitled to a single vote in a meeting of the EISCC or a Working Group, without regard to the number of representatives of the entity attending. Members are entitled to vote in person or by electronic means. If requested by the Members, a record of decisions made and vote outcomes will be maintained by the Secretariat. The majority outcome of the vote will determine the EISCC position.

3. Working Groups

The EISCC membership body may form Working Groups, each of which will represent a significant sub-group of the Elections Subsector with common shared business or operating interests. Initiatives that are unique to specific industries or business objectives may be voluntarily addressed by Working Groups with common operating interests and constituent needs, as well as similar risk or threat profiles. Participation by one Member entity in multiple Working Groups is appropriate, as long as legitimate business or operating interests are served.

EISCC Working Groups shall set their own priorities regarding how to best identify and address constituent concerns. Thus, the nature of the Working Group roles and activities are up to each group's discretion, provided they are in support of the EISCC mission and the EISCC strategic partnership role. Working Groups also serve as a source of expertise for government to access specific information from owner/operators within each area of business or operating interest.

Working Groups may choose to elect leaders within their group. The number of leaders and the term-lengths are up to each Working Group. Consecutive or non-consecutive subsequent terms are permitted and each Working Group is free to establish its own rotation system for leaders.

The frequency of Working Group meetings is also up to each group's discretion. The level of activity may vary significantly among Working Groups and may change over time, depending on the election cycle.

Working Group decisions can be made only when there is a quorum, defined as a simple majority of the Members being physically or virtually present. All discussions and deliberations on decisions should be aimed at producing a coherent voice reflecting the common views of the Working Group and its Members. In the event that a Working Group cannot reach consensus on an issue, it will represent the range of views to the Council.

Such entities shall not be authorized to make decisions on behalf of the Council, but instead shall forward information and recommendations to the Council's Executive Committee.

4. Proxies

Absent members may cast votes using a proxy in attendance (physically or virtually.) A designation of a proxy must be made via email to the Chair & Vice Chair prior to the meeting. Action required or permitted to be taken at a Members' meeting may be carried out without a meeting and without action by the Executive Committee, if the action is taken by all members entitled to vote on the action. In such instances, members may confirm their consent by U.S. mail or electronic means.

5. Notice of Absence & Membership Expulsion/Reinstatement

Any Member who is not present (physically or virtually) at two successive Council meetings shall be notified in writing by the Chair/Vice Chair of the fact. Upon a third successive absence from a meeting, the Member will be expelled from the EISCC, upon motion to that effect made by the Chair and voted on by the full membership. This provision extends to EISCC Executive Committee meetings as well.

Any Member who is expelled from Council membership may petition for reinstatement by addressing a letter to the EISCC Executive Committee, within thirty (30) days of the vote of expulsion, requesting a hearing before the Executive Committee. Upon completion of the hearing, at which the expelled Member shall be heard, the Executive Committee shall make a recommendation on reinstatement to the EISCC.

A vote of the EISCC on the recommendation shall be taken at the next membership meeting, or by electronic canvass of all eligible Members, at the discretion of the Chair and Vice Chair.

SECTION 6 – Meetings & Recordkeeping

To the extent practical, the EISCC shall meet at least two times a year. These meetings may be in-person, or via webinar or teleconference. The election of the Executive Committee, including the Chair and Vice Chair, will be held during the first full membership meeting in the calendar year. Meetings shall be run in accordance with the guideline of this Charter, which shall be periodically updated to reflect the evolving nature of this body.

Any matter before a meeting of the Council for decision must be the subject of an advance written/electronic notice prior to the meeting. For non-urgent matters, it shall be at least one week (7 days) prior to the meeting. For urgent matters, the Executive Committee should be consulted to promptly advise on a reasonable notice period for members.

1. Recordkeeping

Meeting minutes may be prepared by EISCC Secretariat, which may be the U.S. Department of Homeland Security (DHS).

Draft minutes will be distributed to the Chair and Vice Chair for comment and revision. Revised draft minutes will then be circulated to the entire EISCC for comment and feedback, with further editing. At the next meeting of the EISCC, Members will vote to approve the minutes.

The Secretariat will prepare and circulate draft agendas before meetings to solicit input.

Minutes, including records of votes, may be secured and electronically stored by the Secretariat. Access to the records of the EISCC shall be limited to current EISCC membership.

SECTION 7 – CIPAC Membership and Representation

1. Council Participation in CIPAC

When participating in Critical Infrastructure Partnership Advisory Council (CIPAC) activities, Council representatives will comply with all requirements established by the CIPAC Charter and guidance issued by the CIPAC Designated Federal Officer (DFO).

Entities shall automatically become CIPAC Members upon notification by the Council Chair to the CIPAC 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. 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.

2. Representation of an Entity

When participating in covered CIPAC activities (i.e. decision making, formulating recommendations, and other deliberations leading to consensus advice), Council representatives (including federally-registered lobbyists) shall represent the interests of the Election Infrastructure Subsector, and shall not participate in an individual capacity. Council representatives may participate as subject matter experts, when invited to do so by the Council.

3. Federal Government

In accordance with PPD-21, the U.S. Department of Homeland Security (DHS) has been sub-delegated as the Sector-Specific Agency (SSA) for the Election Infrastructure Subsector. DHS provides guidance and support to the subsector principally through the Sector Outreach and Partnership Division (SOPD) of the DHS Infrastructure Protection Division. SOPD will appoint a staff member as the primary liaison between DHS and the Council. DHS coordinates closely with the U.S. Election Assistance Commission (EAC) in Sector-Specific Agency activities.

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.

Participation in the Council does not restrict member entities from developing independent relationships or partnerships with DHS on specific security-related topics, nor does it preclude such entities from taking independent policy positions or conducting independent advocacy.

SECTION 8 – 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. If approved for

participation by a majority vote of the Executive Committee in advance of a meeting or a call, SMEs may participate in Subsector discussions to which they have been invited and will agree to maintain the confidentiality of issues and material discussed.

SECTION 9 – Amendments

The Council may, at any time, amend this charter by an 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 two thirds of all Members.

SECTION 10 – Approval & Duration

The present Charter was approved by the Council at the date indicated below, as witnessed by the Chair and Vice Chair. It shall remain in effect indefinitely. The Council will review and assess the adequacy of the Charter on an annual basis.

Signature of Chair:



Signature of Vice Chair:

Date:

February 15, 2018