

DEFENSE INDUSTRIAL BASE SECTOR COORDINATING COUNCIL CHARTER

Ratified January 23, 2019

BACKGROUND

Throughout history, industrial performance has been one of the most important aspects in assuring national security. Private industry facilities manufacture, conduct research, development and design that delivers and maintains most of the equipment, materials, services and weapons for the US Armed Forces. The capabilities of the defense industry are critical to the U.S. National Security Strategy.

The President of the United States views the Defense Industrial Base (DIB) as a critical infrastructure sector. Consequently, the President, in Presidential Policy Directive 21 (PPD-21) designated the Department of Defense (DoD) as the Sector-Specific Agency (SSA) for the DIB and assigned DoD with the responsibility of coordinating and facilitating national unity of effort to strengthen and maintain secure, functioning and resilient critical infrastructure. Within DoD, the Assistant Secretary of Defense for Homeland Defense and Global Security is designated, by DoD Directive, as the lead for DoD in the DIB SSA Government Coordinating Council and government partner to the SCC.

The National Infrastructure Protection Plan (NIPP) and the Defense Industrial Base Sector Specific Plan (SSP) encourage owners and operators to create or identify a Sector Coordinating Council (SCC) as the principal point of entry for developing and coordinating with the government on a wide range of strategic infrastructure protection activities and issues.

The National Incident Management System (NIMS), updated in October 2017 by the Federal Emergency Management Agency (FEMA), promotes flexibility, standardization, and unity of effort in the planning for as well as coordination of prevention, protection, mitigation, response and recovery efforts. This contemplates effective coordination among SCCs, GCCs, ISACs, the Department of Homeland Security (DHS), FEMA, and National operational activities such as the National Infrastructure Coordination Center and the National Response Coordination Center.

U.S. DEFENSE INDUSTRY DEFINED

The DoD, the U.S. Government, and the private sector worldwide industrial complex of prime contractors, their suppliers, and the entities with whom they are interdependent who maintain capabilities to perform research and development, design, produce, and maintain military weapon systems, subsystems, components or parts to meet military requirements for the defense of the Nation.

AUTHORITY

The DIB SCC operates under the auspices of the DHS Critical Infrastructure Partnership Advisory Council (CIPAC) framework, established by the Secretary of Homeland Security pursuant to the authority of section 871 of the Homeland Security Act of 2002 (6 U.S.C. §451). In that role, the DIB SCC is the DIB industry-organized, industry-run, and industry-governed collaborative framework for security and critical infrastructure coordination with government and other security partners.

SCOPE OF MEMBERSHIP

The DIB SCC includes owners and/or operators with a significant business focus in, responsibility for, and/or control over the critical infrastructure of the U.S. defense industry; who are dedicated and committed to actively advancing the security of the industry. U.S. Defense Industry trade associations who are representative of U.S. defense industry owners and/or operators may also be DIB SCC members upon demonstration of their representation of the interests of particular owners and/or operators of the U.S. defense industry. Consultants, representatives, attorneys or others who are not employees of owners and/or operators of the sector or their representative trade associations cannot serve as DIB SCC members. The DIB SCC Executive Committee or a Standing Membership Committee that they may appoint shall review and approve nominations for SCC Membership.

ARTICLE I - MISSION AND ROLES

1.1. Mission. The mission of the DIB SCC is to sustain the security, resilience, and critical infrastructure protection advances of the U.S. Defense Industry, both as an industry coordinating body within the DIB sector, and in partnership with the DIB SSA and the DIB Government Coordinating Council (DIB GCC). The DIB SCC shall also maintain relevant coordination with operational activities of the Federal government and other operational organizations via the National Defense Information Sharing and Analysis Center (National Defense ISAC) supporting the DIB SCC as the sector's information sharing, analysis, and operational mechanism.

1.2. Roles. The DIB SCC:

- 1.2.1. Is the industry policy-level interface with the Department of Homeland Security and other federal and state agencies on homeland security matters associated with the DIB;
- 1.2.2. Communicates DIB sector requirements and interests to the U.S. Government;
- 1.2.3. Facilitates intra-sector communications, coordinates processes for information;
- 1.2.4. Facilitates DIB sector strategy, prioritization, planning, policies and procedures;
- 1.2.5. Fosters the development and sharing of security and critical infrastructure protection best practices relevant to the U.S. Defense Industry;

- 1.2.6. Supports threat communication and analysis, as well as sector protection, response and recovery planning and activities via the National Defense ISAC as the sector's operational mechanism;
- 1.2.7. Facilitates communications, plans, and activities with other relevant infrastructure sectors, government entities, and relevant entities necessary to further the interests of the security and resilience of the DIB;
- 1.2.8. Ensures that all segments and components of the defense industry's critical infrastructure interests are represented in its scope and activities.
- 1.2.9. The DIB SCC facilitates the communication of relevant and timely security information and guidance from government entities to private sector stakeholders. With respect to this partnership function, the DIB SCC can be expected to:
 - 1.2.9.1. Work with and oversee the Sector ISAC's effectiveness in the creation and maintenance of tools, mechanisms, and opportunities that will:
 - meet the communication and information needs of the SCCs constituent members;
 - maximize the preparation, response, and recovery capability of the SCC's constituent members;
 - provide sector owners/operators with emergency response support and advice in preparation for, during and following a disaster.
 - 1.2.9.2. Identify and communicate best practices and standards which enable effective preparation, emergency response and infrastructure protection.

ARTICLE II – GOVERNANCE

- 2.1. Officers.** The DIB SCC will have a Chair, a Vice-Chair, and a Chair Emeritus, with each serving two-year terms beginning as of the first meeting of the DIB SCC in the calendar year. In those capacities, each such person will represent the DIB SCC and not any individual member company or association. Two or more offices may not be held by the same person/organization.
- 2.2. Elections.** The DIB SCC Membership will annually elect a member company official with sufficient knowledge, experience, and ability to serve as the DIB SCC Vice Chair for a two-year term. At the conclusion of the Vice Chair's term, that person will become the Chair. The previous Chair will then serve for a two-year period as the Chair Emeritus.

- 2.3. Succession.** The Chair and Vice Chair shall be filled by vote of the members. The Vice Chair shall become the Chair upon the absence, removal, or incapacitation of the Chair. The Chair Emeritus may be temporarily reinstated as the DIB SCC Chair or the DIB SCC Vice Chair upon the absence, removal, incapacitation or unwillingness to serve of either.
- 2.4. Executive Committee.** The Executive Committee is the leadership body of the DIB SCC. It oversees the DIB SCC strategic objectives and serves as a direct liaison with the GCC and other government agencies. The Executive Committee addresses cross-cutting issues with other sectors. The Executive Committee is made up of a Chair, Vice-Chair, and a Chair Emeritus selected from within the DIB SCC membership. Between meetings, the Executive Committee shall manage the administrative business of the DIB SCC and each member of whom will be eligible to vote on administrative decisions that need to be made. Each may appoint a designated representative for meeting purposes for such administrative business, and their designated representative may convey their vote on administrative matters in their absence. Any member of the Executive Committee (personally, not via their designated representative) may sign or otherwise transmit a document on behalf of the Council after obtaining authorization from the Chair.
- 2.5. Terms.** All terms of office referenced above shall begin as of the beginning of the calendar year and shall be in effect at the first meeting of the calendar year.
- 2.6. Modifying the Charter.** The Executive Committee will be responsible for drafting and proposing modifications to this DIB SCC charter to ensure its continued relevance and ability to meet the needs of DIB owners and operators. Proposed amendments to this document shall be ratified upon majority vote of the SCC Membership at their next scheduled meeting, or by electronic vote of the executive representatives of the SCC membership.

ARTICLE III - MEETINGS AND DECISION-MAKING

- 3.1. Schedule.** The DIB SCC shall have meetings as scheduled and published by the Chair. The DIB SCC must meet at least twice annually but may meet more frequently as required by the Chair or in response to a request for a Joint DIB SCC-GCC meeting by the DIB GCC or the DIB SSA. One DIB SCC meeting per year must be designated as the “Annual Meeting” where the annual election for any vacant leadership position will be held.
- 3.2. Presiding Official.** DIB SCC meetings must be presided over by either the Chair, the Vice Chair or the Chair Emeritus in that order of succession. The Chair and Vice Chair may appoint a designated representative from their organization who may represent them in their absence at a DIB SCC meeting, but in no case shall a designated representative preside over a DIB SCC meeting.
- 3.3. Active Participation.** DIB SCC Members must actively participate in the Council either in the form of the executive contact, or his/her designated representative. If an SCC Member misses two consecutive meetings, the executive contact for that SCC Member will be notified of the lack of attendance. SCC Members missing three consecutive meetings will be removed from the DIB SCC without any further action being required by the DIB SCC.

- 3.4. Quorum.** DIB SCC votes and decisions require a quorum unless otherwise designated in this Charter. A Quorum is defined as one-half of the currently registered and active DIB SCC membership and the presence of either the Chair, the Vice Chair, or the Chair Emeritus.
- 3.5. Quorum Decision-making.** The DIB SCC will make all policy decisions and conduct all votes by a vote of those participating in the decision, which must at a minimum be a quorum as defined above. Where a quorum is not possible on a policy matter, no decision may be adopted by the DIB SCC. With adequate notice, the DIB SCC may make policy decisions by email. Such decisions will require a consensus of those responding, which must represent a quorum.
- 3.6. Super-Majority Decision-making.** The DIB SCC will make all decisions to add or remove an organization from Council membership with a two-thirds vote of all Council members. The decision to remove a member pursuant to Article 3.3 may be made by vote of the Executive Council and does not require a super-majority vote.
- 3.7. Anti-Trust Compliance.** The DIB SCC and all DIB SCC Committees will ensure that all members and participants are placed on notice of duties and responsibilities associated with compliance with antitrust laws in DIB SCC meetings and activities and shall maintain a record of acknowledgement of DIB SCC members and participants in DIB SCC and committee meeting activities.

ARTICLE IV - COMMITTEES

Standing committees are organized by the Executive Committee and center on issues considered of long-term relevance to the sector. Standing committees should be composed of DIB SCC members appropriate to its task. They may also invite Subject Matter Experts (SMEs) and other government representatives to serve on an as-needed or on an ongoing basis by invitation of the SCC.

- 4.1. Roles and Responsibilities.** Standing committees are tasked with addressing sector-wide needs of critical infrastructure protection activities and issues considered to be of strategic relevance. They undertake long-term projects that produce concrete deliverables which help to inform and advise the DIB SCC, the DIB, the DIB SSA and DIB GCC and others relevant to DIB security interests.

ARTICLE V – ETHICS GUIDELINES

The DIB SCC Ethics Guidelines are as follows:

- 5.1.** DIB SCC members shall comply fully with all applicable statutes, laws, and regulations;
- 5.2.** DIB SCC members shall be familiar with the source of the information they maintain access to, to respect the sensitivities and potential harm associated with the compromise of that information;

- 5.3. DIB SCC members shall handle and distribute sensitive information only in manners permitted by or in keeping with federal policy;
- 5.4. DIB SCC members shall not use the DIB SCC organization for personal or non-public gain and shall avoid the appearance of using the DIB SCC organization for personal or non-public gain;
- 5.5. DIB SCC members shall not influence and shall avoid the appearance of influencing or seeking to influence public decisions for non-public benefit;
- 5.6. DIB SCC members shall not induce any federal official to violate the law and shall avoid the appearance of inducing a federal official to violate the law; and
- 5.7. DIB SCC members shall not make or give the appearance to make commitments, obligations, or representations improperly binding the United States Government, or the DIB SCC.

ARTICLE VI – GENERAL PROVISIONS, DURATION, AND RATIFICATION

- 6.1. **Release.** Member of the DIB SCC individually and collectively agree to release the DIB SCC, the Chair, Vice Chair, Chair Emeritus, and their Assistants from any claims, liabilities, damages or expenses that any of them might incur in the course of acting on behalf of the DIB SCC.
- 6.2. **Confidentiality.** DIB SCC members agree to respect all confidentiality requirements that the DIB SCC may agree upon in connection with any communication or discussion and will ensure that any individuals present on their behalf in Council meetings will abide by this agreement.
- 6.3. **Duration.** SCC Membership assembled on January 23, 2019 ratified this charter by unanimous consent. Upon ratification, this charter shall remain in effect indefinitely, and the DIB SCC shall review and assess the adequacy of the Charter at least once every five years.