

## Critical Manufacturing Sector Coordinating Council

# CHARTER

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- Work with DHS to develop a Sector Specific Plan for the Critical Manufacturing Sector, per the guidelines in the National Infrastructure Protection Plan (NIPP).
- Work with state, local and Federal government agencies to properly integrate emergency preparedness activities and security responses for all hazard events at member facilities.
- Develop and implement an information sharing process amongst members for communicating threats to, or incidents at member facilities, including unsuccessful attacks.
- Develop sector specific protective measures to be implemented in accordance with the National Threat Advisory System (NTAS). The Council should attempt to tailor protective measures based on geographical, regional and specific facility intelligence.
- Work with DHS, other sectors within CIPAC to evaluate interdependencies between critical infrastructure sectors.
- Assess best practices of other sector councils and incorporate them, as appropriate, into a Critical Manufacturing Sector best practices inventory to be shared amongst members.
- Develop organizational resiliency guidance, tools and resources to assist members and the nation as a whole.
- Identify the Federal, state, or local resources that may be available to assist the Critical Manufacturing Sector members in achieving the maximum level of security enhancements that can be expected from a private entity.

### **Membership**

Members will be representative of private sector heavy manufacturing companies and manufacturing firms of any size which operate U.S. critical infrastructure and/or provide key resources, or that are considered iconic representatives of the U.S. economy. Specifically, the Council will be comprised of the Chief Security Officer (or equivalent) or a designated representative of the member companies, consistent with the Scope of this Charter.

Council members and DHS may submit membership nominations to the Council Chairman. The appointment of new members shall be determined by a simple majority vote of the Council's Executive Committee.

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## **CHARTER**

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The Council shall function as a consensus-driven body representing the collective interests of the owners and operators of critical U.S. manufacturing infrastructure.

Members shall be expected to participate with a degree of frequency such that the organization continues to grow and prosper. The following set forth minimum levels of participation for member companies.

- 50 % participation in council meetings, either in person or by phone.
- Participate on at least one working group or sub-committee.

### **Governance Structure**

Each Council company member shall appoint a representative and an alternate to attend meetings and make decisions when the member representative is not available. The Council may also include *ex officio* members, as necessary, to meet the objectives of the Council.

The Council shall establish an Executive Committee consisting of nine (9) individuals. The following officers shall be chosen from and elected by a simple majority vote of the

Council's membership and shall serve a term of two years, commencing on January 1 of the year following appointment:

- Chairman
- Vice Chairman
- Secretary

Upon the completion of the Chairman's term, or should the Chairman be unable to fill his or her term, the Vice Chairman shall assume the position of Chairman.

The Chairman will then serve as a Member of the Executive Committee for two years as Immediate Past Chairman.

Additionally, the Chairman shall appoint five (5) At-large members, and upon receiving simple majority consent from the Council, these At-large members shall serve a two-year term, commencing on January 1 of the year following appointment.

Should a member of the Executive Committee be unable to fulfill his or her term, the Chairman shall appoint a replacement member, with the simple majority consent of the Council.

# Critical Manufacturing Sector Coordinating Council

## **CHARTER**

---

Members of the Executive Committee shall serve no more than three consecutive terms; however they are not prohibited from serving multiple terms over the course of their membership with the Council.

The Executive Committee shall meet monthly, either in person or by teleconference. A quorum of at least half of the Executive Committee membership (5/9) must be present, either in person or via phone, in order to conduct formal Executive Committee business.

Executive Committee decisions will require a simple majority vote of the Committee's membership.

The Executive Committee shall have the following duties:

- Provide policy direction for the operation of the Council
- Respond to urgent matters by initiating conference calls or meetings
- Coordinate Council activities with DHS, other sectors within the CIPAC and other entities
- Prepare meeting agendas and minutes
- Establish and subsequently dissolve issue-specific working groups, as necessary. Such working groups shall be composed of Council members and led by a Chairman who has been identified by the working group members. Working group Chairmen will serve as *ex officio* members of the Executive Committee and shall provide a monthly report to the Executive Committee and a quarterly report to the Council.

The Executive Committee must approve participation in any cross sector working group by a member company acting on behalf of or representing the sector.

### **Council Meeting Schedule, Quorum Guidelines and Amendment to the Business Rules**

The Council shall meet in person or by teleconference at least quarterly to consider policy issues, reports from working groups, or pressing security issues, with one of these meetings being an "Annual meeting" where Executive Committee nominations shall be discussed and reviewed by the members of the Council.

A quorum of at least half of the Council membership must be present, either in person or by teleconference, in order to formally consider Council business. Proxy voting may be accepted by prior written submission to the Chairman, but proxy participation will not be considered for quorum purposes.

# Critical Manufacturing Sector Coordinating Council

## **CHARTER**

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The Council may at any time amend the rules of this charter, either in person, by teleconference, or electronically, by a simple majority of the Council membership. The aforementioned quorum rule will apply. Proxy voting may be accepted by prior written submission to the Chairman, but proxy participation will not be considered for quorum purposes.

### **Key Functions**

The Council shall maintain a "Critical Issues List," describing the most pressing security concerns related to the protection of critical manufacturing industry and operations. Members may bring relevant issues for discussion to the Council meetings and may request that issues be added to the list.

Task forces or working groups may be established to deal with specific security issues requiring research, development, project planning, or other needs of the Council. Joint working groups with the CIPAC shall be utilized whenever possible. Status reports and final work products will be presented to the Council for approval and/or further action.

The Council may initiate outreach and communication efforts, designed to highlight the robust nature of security and emergency preparedness posture at member facilities within the scope of this Charter, and to educate industry, government, and the public on particular security and preparedness issues.

### **Background**

The private sector owns and operates approximately 85 percent of America's critical infrastructure. As operators of critical infrastructure, producers of key resources and representatives of the U.S. economy, the Critical Manufacturing Sector is a potential target for attack by our country's enemies. Recognizing the 21st Century threats that accompany these facts, the members of the Council embrace their responsibility to partner with government, and they are fully committed to providing the necessary security and emergency preparedness capabilities at their facilities.

In order to effectively utilize industry and government resources devoted to security, the Council has been established to develop better integration between America's Critical Manufacturing Sector and the United States Government, including the Department of Homeland Security and other Federal agencies and sector councils as outlined in HSPD-7. In this way, resources can be effectively targeted to enhance the overall security posture of the Nation's critical infrastructure and protection of key resources.

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### **Approval**

The Critical Manufacturing Sector Coordinating Council approves this revised charter. Originally approved on March 7, 2008, revised on August 31, 2011, and updated and approved on January 8, 2013.