

NERC

NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

Critical Infrastructure Protection Committee Charter

Board Approved: February 8, 2018

RELIABILITY | ACCOUNTABILITY



**3353 Peachtree Road NE
Suite 600, North Tower
Atlanta, GA 30326
404-446-2560 | www.nerc.com**

Table of Contents

Chapter 1: General Functions of the CIPC.....	iv
Advisory Panel to the NERC Board	iv
Coordination and Communications.....	iv
Information Sharing.....	iv
Security Guidelines	iv
NERC Reliability Standards	iv
Chapter 2: Membership	v
Owners and Operators	v
Expectations and Requirements.....	v
Terms	v
Selection	v
Alternates	vi
Partner Members	vi
Executive Committee Review	vi
Chapter 3: Officers	vii
Officer Positions	vii
Terms.....	vii
Timing of Elections	vii
Selection Process.....	vii
Vacancies.....	vii
Chapter 4: Executive Committee	1
Members	1
Non-Voting Executive Committee Members	1
Terms.....	1
Duties.....	1
Open Meetings	1
Chapter 5: Meetings.....	2
Quorum	2
Voting	2
Proxies	2
Agenda.....	2
Action without a Meeting.....	2
Regular Meetings.....	2

Table of Contents

Open Meetings 2

Antitrust Guidelines..... 2

Confidential Sessions..... 3

Confidential Matters 3

Parliamentary Procedures..... 3

Non-Voting Members..... 3

Chapter 6: Subgroups..... 4

 Appointing Subgroups 4

 Nominating Subcommittee 4

Appendix A: Security Guidelines Approval Process 5

 Guidelines..... 5

 Approval of Guidelines..... 5

Chapter 1: General Functions of the CIPC

Advisory Panel to the NERC Board

The Critical Infrastructure Protection Committee (CIPC) will support the objectives of the North American Electric Reliability Corporation (NERC) Board of Trustees (Board) and standing committees by serving as an expert advisory panel on physical and cyber security, focusing on operations, compliance, and policy matters. The CIPC will advance the reliability of the critical bulk electricity infrastructure of North America by addressing the technical and organizational dimensions of security through collaboration and sharing of best practices and by identifying and quantifying emerging risks.

Coordination and Communications

1. Coordinate and communicate with those organizations responsible for both physical and cyber security in all electric industry segments, including, but not limited to, the Electricity Information Sharing and Analysis Center (E-ISAC), American Public Power Association (APPA), Canadian Electricity Association (CEA), Edison Electric Institute (EEI), Electric Power Research Institute (EPRI), Electric Power Supply Association (EPSA), ISO/RTO Council (IRC), National Rural Electric Cooperative Association (NRECA), North American Energy Standards Board (NAESB), the Nuclear Energy Institute (NEI), the Institute of Electrical and Electronic Engineers (IEEE), and the NERC Regional Entities (REs).
2. Coordinate and communicate with the other critical infrastructure sectors as appropriate.
3. Liaise with government agencies on critical infrastructure protection matters.
4. Coordinate with the other NERC committees and working groups to assure the highest degree of collaboration possible.

Information Sharing

Facilitate and advocate information sharing for critical infrastructure protection among industry segments and with governments.

CIPC actions, documents, and recommendations will be distributed to the NERC committees and working groups and posted for industry comments (assuming sensitivity permits), at the discretion of the CIPC. NERC committees, working groups, and industry comments will be considered by the CIPC prior to forwarding actions or documents to the NERC Board for approval, if required.

Security Guidelines

Develop, periodically review, and revise security guidelines and implementation guidance. CIPC shall issue documents in accordance with the process described in Appendix 1.

NERC Reliability Standards

Assist in the development and implementation of NERC Reliability Standards by:

1. Assisting the standards process by providing expert resources in support of the development of NERC Reliability Standard Authorization Requests and Reliability Standards;
2. Providing a forum for education, sharing of views, and informed debate of NERC Reliability Standards; and
3. Facilitating the implementation of NERC Reliability Standards by developing guidance documents, hosting workshops, and performing other activities.

Chapter 2: Membership

Owners and Operators

The majority of the members of CIPC will be representatives of the registered entities that own and/or operate the Bulk Electric System (BES) infrastructure of North America.

Expectations and Requirements

Voting members of the CIPC are expected to:

1. Bring subject matter expertise to the CIPC;
2. Be knowledgeable about physical and cyber security practices and challenges in the electricity sector;
3. Attend and participate in all CIPC meetings;
4. Express their own opinions at committee meetings, but also represent the interests of their Regions;
5. Discuss and debate interests rather than positions;
6. Voting members must chair or co-chair a CIPC Work Group or Task Force at least once within a two-year term;
7. Complete assigned Committee, Task Force, and Working Group assignments; and
8. Maintain, at a minimum, a Secret Clearance, or to the extent not already obtained, apply for a Secret Clearance.

Terms

Terms are expected to be a minimum of two years.

Selection

1. There will be a minimum total of thirty voting members. The maximum will be thirty-two, as described below.
2. A minimum of twenty-four voting members shall be representatives from NERC registered entities. There shall be at least three such members from each of the eight NERC REs selected by the registered entities from that NERC RE. The three members from each NERC RE must collectively have expertise in three technical areas – physical security, cyber security, and operations, as defined below:
 - a. Physical Security – Members are primarily focused on the physical protection of electricity sector facilities. Members should have a background in corporate or physical security at an asset owner utility, ISO or RTO.
 - b. Cyber Security – Members are technical experts in one or more areas of control systems security, enterprise information security, or systems architecture and design that affect the reliable operation of the BES.
 - c. Operations – Members are primarily focused on system operations. Members should have a background in supervisory control and data acquisition (SCADA), Energy Management System (EMS), substation or generating plant control equipment operation and administration.
3. A minimum of two voting members (more if required as stated later in this paragraph) selected by CEA. The CIPC shall contain the number of Canadian voting representatives equal to the percentage of the Net Energy for Load (NEL) of Canada to the total NEL of the United States and Canada, times the total number of voting members on the CIPC, rounded up to the next whole number. The representatives from paragraph two, above, can fulfill this requirement. If the Canadian representatives from paragraph two are not in sufficient numbers, then NERC will ask the CEA to select sufficient Canadian representatives to meet the requirement.

4. A minimum of four voting members that are policy experts. A policy expert is defined as having had regulatory review responsibility, strategic planning or legislative development, review or advocacy experience positions in a NERC registered entity, or an industry trade association.
 - a. Two selected by APPA.
 - b. Two selected by NRECA.

Alternates

Appointing organizations may appoint non-voting alternates who will have a voice at meetings and can be named as proxies.

Partner Members

The committee values collaboration with cross-sector organizations who can contribute to the stated purpose of the CIPC. The following organizations are invited to participate in face-to-face meetings and join workgroups and task forces, subject to the Expectations and Requirements stated above. The following seats are considered non-voting:

1. Federal Energy Regulatory Commission
2. US Department of Homeland Security
3. US Department of Energy
4. US Department of Energy Laboratories
5. Public Safety Canada
6. Natural Resources Canada
7. Oil & Natural Gas subsector
8. Telecomm sector
9. Financial Services sector
10. Critical Manufacturing sector
11. Water sector

Executive Committee Review

The Executive Committee (EC) will annually review the membership to ensure sufficient expertise is represented on the CIPC and that the members are meeting the expectations and requirements listed above. The chair will contact any member who has missed two consecutive meetings (even if the member has sent a proxy) to seek a commitment to actively participate, or ask the member to resign from the committee. The chair may remove any member who has missed two consecutive meetings (even with a proxy).

Chapter 3: Officers

Officer Positions

The Committee shall have a chair and two vice-chairs as selected from the voting membership.

Terms

The terms of all officer positions are for two years and shall begin on January 1 following their election and continue through December 31 of the second year following.

Timing of Elections

Elections for the chair and vice-chairs shall take place at the September meeting in odd-numbered years.

Selection Process

The Committee selects officers using the following process:

1. The nominating subcommittee will present its recommended candidate (or candidates if filling the vice chair positions).
2. The secretary will open the floor for nominations.
3. After hearing no further nominations, or upon approval of a motion to close nominations, the secretary will close the nominating process.
4. The committee will then vote on the slate of candidates recommended by the nominating subcommittee. If the slate is approved by a two-thirds majority, the slate shall be deemed elected and the election shall close.
5. If the slate fails, the secretary will distribute paper ballots containing the names of all of the candidates, listed in the order in which they were nominated, on which the committee members shall mark their preference(s).
6. The secretary shall collect and tabulate the ballots. Any ballot containing more votes than the number of open positions shall be deemed invalid. Any candidate(s) to garner a two-thirds majority of the Committee's votes will be deemed elected.
7. If open positions remain at the conclusion of the balloting process, the chair may, at his/her discretion, open the floor for additional nominations. The secretary shall prepare new ballots listing the names of the remaining and any newly nominated candidates in the order the nominations were made, and the balloting process shall be repeated until all positions have been filled.
8. The elected leadership will be submitted to the NERC Board for approval.

Vacancies

If an officer is unable to complete their term, that person's replacement will be selected by the EC to serve the remainder of that term.

Chapter 4: Executive Committee

Members

1. The CIPC shall have an EC with the following membership:
 - a. Chair
 - b. Two vice-chairs
 - c. Secretary (non-voting, NERC staff member)
 - d. Four additional members elected by the CIPC, who are subject matter experts (SMEs) in one of the following areas: Physical Security, Cyber Security, Operations, and Policy.
 - i. The SME members are selected at the December meeting in odd-numbered years, using the selection process defined in the Officers section above.
 - ii. The terms of the SME member positions are for two years and shall begin on January 1 following their election and continue through December 31 of the second year following.
 - iii. If an SME member is unable to complete their term, a replacement will be selected by the EC to serve the remainder of that term.

Non-Voting Executive Committee Members

In addition, the EC includes, as non-voting participants, the immediate past CIPC Chair who may serve one year, and named representatives from APPA, CEA, EEI, EPSA, IRC and NRECA. Other recognized and well-established trade associations from the electricity sector that are involved in critical infrastructure protection issues will be considered for non-voting membership if they are not already represented. Representatives from NERC are encouraged to participate in and contribute to EC activities.

Additional non-voting members must be approved by the voting members of the EC.

Terms

Terms shall be for two years commencing on January 1 of the year following appointment.

Duties

1. Provide policy direction for the operation of the CIPC and manage task force and working group workload.
2. Review CIPC member candidates for expertise qualifications.
3. Respond to urgent matters by calling conference calls or special meetings.
4. Prepare meeting agendas.
5. Coordinate CIPC activities with other NERC standing committees and other entities.
6. Report to the NERC Board.

Open Meetings

EC meetings are open to CIPC members, alternates, proxies, and invited guests except as noted below under Chapter 5 - Confidential Sessions. Although meetings are open, only voting members may offer and act on motions.

Chapter 5: Meetings

Quorum

A CIPC quorum requires two-thirds of the Committee voting members.

Voting

Voting may take place during regularly scheduled in-person meetings, web meetings, or may take place via email or conference call. All actions by the committee shall be approved upon receipt of the affirmative vote of two-thirds of the members present and voting at a meeting at which quorum is present.

Proxies

A member of the committee is authorized to designate a proxy. Proxy representatives may attend and vote at committee meetings provided the absent committee member notifies in writing (letter or email) the committee chair, vice chair or secretary along with the reason(s) for the proxy. The member shall name the proxy representative and their affiliation in the correspondence. No member of the committee can serve as a proxy for another member of the committee. It is expected that the proxy will adhere to the Voting Members' Expectations and Requirements as described in Section 3 of this document.

Agenda

1. Agendas with materials to be voted on will be posted two weeks prior to the meeting.
2. Only a voting member can put forth a motion.

Action without a Meeting

The Committee may act by mail or email ballot without a regularly scheduled meeting. Two-thirds of the members present and voting is required to approve any action. A quorum for actions without a meeting is two-thirds of the Committee members. The committee chair or a majority of the EC may initiate the request for such action without a meeting. The secretary shall post a notice on the NERC website and shall provide committee members with a written notice (letter or email) of the subject matter for action not less than three business days prior to the date on which the action is to be voted. The secretary shall distribute a written notice to the Committee (letter or email) of the results of such action within five business days following the vote and also post the notice on the NERC website. The secretary shall keep a record of all responses from the committee members with the committee minutes.

Regular Meetings

CIPC meetings will be conducted at the discretion of the chair, generally once every three months.

Open Meetings

NERC committee meetings are open to the public, except as noted below under Confidential Sessions. Although meetings are open, only voting members may offer and act on motions.

Antitrust Guidelines

All persons attending or otherwise participating in the committee meeting shall act in accordance with NERC's Antitrust Compliance Guidelines at all times during the meeting. A copy of the NERC antitrust statement shall be included with each meeting agenda.

Confidential Sessions

The chair of a committee may limit attendance at a meeting or portion of a meeting, based on confidentiality of the information to be disclosed at the meeting. Such limitations should be applied sparingly and on a non-discriminatory basis as needed to protect information that is sensitive to one or more parties. A preference, where possible, is to avoid the disclosure of sensitive or confidential information so that meetings may remain open at all times. Confidentiality agreements may also be applied as necessary to protect sensitive information. (See also the following paragraph on Confidential Matters.)

Confidential Matters

On occasion, the CIPC may be called upon to provide information or support in relation to a matter that requires confidentiality. Upon such an occasion and with the approval of the NERC President/CEO, the chair of the CIPC may convene a working group to provide such information or support without notice or approval of any other member or group. The existence of such a working group, its mission and results, will be shared with the members only to the degree and at the time deemed appropriate by the NERC President/CEO. Information labeled under Traffic Light Protocol (TLP) shall be handled according to published conventions of that protocol.

Parliamentary Procedures

In the absence of specific provisions in this scope document, the Committee shall conduct its meetings guided by the most recent edition of Robert's Rules of Order, Newly Revised.

Non-Voting Members.

Non-voting members will have a voice at all open meetings

Chapter 6: Subgroups

Appointing Subgroups

The EC may appoint technical subgroups to address security-related issues as it deems fit or may assign such issues to its subcommittees, working groups and task forces. Working groups and task forces will take assignments from the EC and all work products will be presented to the CIPC for any further action. Subgroups will be reviewed annually by the EC to ensure that work plans are being accomplished, workload is equitably distributed, and the subgroup is still adding value to the Committee function.

Nominating Subcommittee

1. At the last regular meeting (normally the June meeting) before the selection of a new committee chair (normally the September meeting), the incumbent chair will nominate, for the committee's approval, a chair of the nominating subcommittee. The subcommittee will recommend candidates for the committee's chair, two vice-chairs, and four SME EC members. The nominating subcommittee may be formed upon the vacancies.
2. The subcommittee chair will then assemble five committee members which shall include the subcommittee chair and four additional members drawn from the larger committee.
3. The subcommittee will solicit nominations for the Officer and SME EC positions from the voting members of the committee.
4. The subcommittee will review the nominations received and develop a slate of seven candidates: one for the committee chair, two for the committee vice-chairs, and four SME members of the EC.
5. The subcommittee will present its slate of officers at the committee's September meeting and SME EC members at the committee's December meeting.

Appendix A: Security Guidelines Approval Process

Guidelines

Guidelines are documents that suggest approaches or behavior in a given technical area for the purpose of improving security and reliability. Security guidelines are not binding norms or mandatory requirements. Security guidelines may be adopted by a responsible entity in accordance with its own facts and circumstances.

Approval of Guidelines

Because guidelines contain suggestions that may result in actions by responsible entities, those suggestions must be thoroughly vetted before a new or updated guideline receives approval by a technical committee.

The process described below will be followed by the CIPC:

1. New/updated draft guideline approved for comment by the committee. The workgroup Chair approves for comment request the release of a new or updated draft guideline developed by its groups. Alternately, the EC reserves the right to waive such posting.
2. Post draft guideline for comment if required. The draft guideline is posted for comment for forty-five (45) days (or a period specified by the EC). If the draft guideline is an update, a redline version against the previous version must also be posted.
3. Post comments and responses. After the comment period, the CIPC will post the comments received as well as its responses to the comments. The committee may delegate the preparation of responses to a committee subgroup.
4. New/updated guideline approval and posting. A new or updated guideline, which considers the comments, received, is approved by the CIPC and posted as “Approved” on the NERC website. Updates must include a revision history and a redline version against the previous version.
5. Guideline updates. After posting a new or updated guideline, the CIPC will periodically assign a workgroup task to review the library of guidelines.
6. Standards Committee authorization is required for a security guideline to become a supporting document that is posted with or referenced from a NERC Reliability Standard. See Appendix 3A in the NERC’s Rules of Procedure under “Supporting Document.”
7. In order to receive ERO endorsement, the CIPC must follow the NERC approved process for development and publication of implementation guidance for documents that support a NERC Reliability Standard.