

**RELIABILITY FIRST**

## CRITICAL INFRASTRUCTURE PROTECTION COMMITTEE CHARTER

### 1. PURPOSE

The mission of the ReliabilityFirst Corporation (“RF”) Critical Infrastructure Protection Committee (“Committee”) is to promote the physical and cyber security of the critical electricity infrastructure in accordance with the NERC Critical Infrastructure Protection (“CIP”) Standards throughout the RF footprint.

The Committee reports to the RF Board of Directors (“Board”) and its objectives are to:

- provide a forum for discussion among Committee members responsible for physical and cyber security at RF Entities on issues that promote stakeholder understanding and consensus;
- provide guidance and recommendations on all related activities pertaining to CIP Standards;
- serve as an expert advisory group to the RF Board pertaining to critical infrastructure security; and
- serve as the designated Pre-Qualified Organization pursuant to the NERC Compliance Guidance Policy.

### 2. MEMBERSHIP

The Committee is open to regular employees off NERC Registered Entities in the RF Region (RF Entities). RF Entities may have multiple members on the Committee. Members should contact the RF staff liaison, who will coordinate with the Secretary to ensure members are added to the Roster.

Members must be regular employees of their respective entity. Individuals working under a consulting or contractual arrangement are not eligible to participate as a member but may attend and participate in the regular open portions of meetings as guests, with approval.

Members should have expertise in:

- Physical Security of electricity sector facilities;
- Cyber Security of operational systems; and/or,
- Supply Chain Management security.

### 3. LEADERSHIP

RF Staff liaisons facilitate the Committee. The Committee is led by three-member officer positions: Chair, Vice Chair and Secretary.

The Chair oversees the committee, runs meetings, holds the power to call meetings, and serves as a point of contact on behalf of the Committee. The Chair may also be asked to represent RF at other proceedings. In the absence of the Chair, the Vice Chair will preside at meetings and perform the duties of the Chair.

The Secretary maintains the membership roster and records the minutes of each meeting.

Officers are elected by the Committee to serve two-year terms and may serve successive terms. The chair role may be filled without election by the Vice Chair upon the conclusion of the Vice Chair’s term. The Committee

shall hold elections annually, at or before the third quarter meeting of any active officers' final year for terms to start in January of the following year.

Committee leadership shall request nominations at least two weeks prior to the election date. Candidates can self-nominate by informing an RF staff liaison at any time preceding and up to the point of balloting by Voting.

Leadership may hold elections to fill vacancies at any time throughout the year, and officers elected off cycle will serve through the departing officer's term.

## 4. MEETINGS

The Committee shall meet at least quarterly, with no less than three meetings a year. Meetings may be held in person, via web conferencing or other hybrid or virtual means.

Committee leadership shall plan and post agendas with staff liaison support. The Secretary shall take or appoint someone to take minutes, that at minimum include the roster of attendees (in person and virtual) a summary of the discussions from the meetings, and any Committee action taken and the results of any votes. The Secretary shall ensure minutes are distributed to members following the Meeting.

The Chair shall call a meeting upon the request of three or more Committee members. Robert's Rules of Order shall be used to conduct all meetings.

## 5. CONFIDENTIALITY, ANTITRUST, CLOSED SESSIONS

All Committee Representatives are subject to the NERC Rules of Procedure, including Section 1502 covering confidentiality. Further, the [RF Code of Conduct and Business Ethics](#) applies to all Representatives of RF. This includes safeguarding confidential information, anti-trust compliance, and avoiding conflicts of interest. The liaison shall remind members at each meeting of the confidentiality provisions and provide secure platforms for discussions.

FERC Orders 888, 889, and 717 for Transmission Providers applies to all proceedings of this Committee and any subcommittees or task forces.

Members are expected to regularly attend meetings. Committee meetings are open to all members. Members may request additional individuals from their organization attend and the Committee may have guest attendees and/or speakers from industry or the ERO where relevant for Committee issues and objectives. All guests require Chair and RF staff liaison approval prior to the meeting.

Each Meeting has a closed session portion of the agenda which is limited to members. Minutes and notes are not taken in closed session and Leadership will ensure attendance is limited to members.

## 6. GOVERNANCE

### QUORUM

At any meeting, attendance in person or by advance proxy composed of at least five members shall constitute a quorum.

## NOTICE

Whenever practical, members shall be provided thirty calendar days' notice. Ten business days' notice should accompany any nomination period or vote.

## VOTING

The Committee takes action with an affirmative vote of a simple majority during the presence of a quorum. Voting may also be done electronically and with written ballots. For a vote to be taken electronically, a quorum shall be represented by the votes cast electronically. Such electronic balloting shall be conducted during the time frame for such action as established by the Committee Chair and/or RF staff liaison.

## SUBCOMMITTEES AND TASK FORCES

The Committee may form subcommittees and task forces. The Committee shall review the charter and scope of each subcommittee, including duration and governance.

Subcommittees and task forces will be formed with members with the necessary technical experience and qualifications. They may be recommended by Leadership or volunteer.

Meeting minutes shall be recorded by a designated member of the subcommittee or task force and shall include, at a minimum, a roster of attendees (both in-person and remote), and a summary of the discussions from the meetings.

## 7. REVISIONS AND REQUIREMENTS

No less than annually, the Committee shall:

- Review the Charter and vote on any necessary updates;
- Review the roster to ensure active and engaged members; and
- Provide a summary of activities to the RF Board for oversight through the Risk and Compliance Committee.

This document shall be revised on an as-needed basis. For substantive Charter changes, the Committee shall obtain the Board's approval prior to taking any action.

Version	Reason for Change	Date	Approved by
1.0	Initial Version	1/9/08	Board of Directors
2.0	Subcommittee promoted to a full Committee reporting to RF Board of Directors	2/26/09	
2.1	Added sections to address departure of Chair, Vice-Chair, or Secretary prior to the end of their term.	3/3/11	
2.2	Revised to open Committee meetings to participation beyond identified CIPC members and to allow for electronic balloting for election of CIPC leadership.	6/5/12	
3.0	Revised to allow membership on CIPC by representatives of Registered Entities that are not Corporate (Regular/Associate) Members of ReliabilityFirst and to	2/19/16	

	expand membership to permit representation by individuals involved in Supply Chain activities.		
3.1	Revised to include development of CIP Guidance Documents as a Committee Responsibility.	1/25/17	
4.0	Full document review. Revised to remove references to NERC CIPC and corresponding voting as it is disbanded. Revised voting process for entities and corresponding representatives.	3/7/24	
5.0	Refreshed format and condensed and shorted language. Simplified and clarified membership for all members, leadership roles, lowered quorum, streamlined subcommittee and working group language, updated to allow more flexibility with meetings.	8/24/2024	Board of Directors

**As adopted by the Critical Infrastructure Protection Committee on July 16, 2024, and approved by the Board on August 24, 2024.**