



## **Private Sector Advisory Council (PSAC)**

### **Governance Principles and Operating Procedures**

#### **Mission and Purpose**

During the 79<sup>th</sup> Legislative Session, the Legislature passed House Bill 3115, in support of a Private Sector Advisory Council (PSAC or Council) to advise the Governor or Governor's designee on homeland security issues relevant to the private sector.

The Council provides a forum for effective coordination of private sector security strategies and activities, policy, and communication across the entire sector to support the state's homeland security mission. The Council provides a venue to mutually plan, implement and execute sufficient and necessary sector-wide security programs, procedures and processes, exchange information and assess accomplishments and progress for protecting the state's private sector critical infrastructure. It is also the central forum for introducing new security-related initiatives for engagement, evaluation and implementation, resolving issues, and education.

Specific Council initiatives include:

- advise the governor on the development and coordination of a statewide critical infrastructure protection strategy;
- the implementation of the governor's homeland security strategy by state and local agencies and provide specific suggestions for helping those agencies implement the strategy;
- specific priorities related to the governor's homeland security strategy that the committee determines to be of significant importance to the statewide security of critical infrastructure; and
- other matters related to the planning, development, coordination, and implementation of initiatives to promote the governor's homeland security strategy.

#### **Composition**

The Council is comprised of one representative of a private organization or entity for each of the following sectors of the state, each appointed by the Governor or the Governor's designee:

Agriculture and Food  
Banking and Finance

Chemicals and Hazardous Materials  
Commercial Facilities  
Critical Manufacturing  
Dams  
The Defense Industry  
Energy  
Emergency Services  
Information Technology  
Telecommunications  
Postal and Shipping  
Public Health  
Transportation  
Water  
National Monuments and Icons  
Nuclear Reactors, Materials, and Waste  
Other Members, as determined by the Governor or the Governor's designee

## **Roles & Responsibilities**

### **Member**

Each member is appointed by the Governor or the Governor's designee. To be eligible for appointment as a member the Council, a person must demonstrate experience in the sector that the person is under consideration to represent and be directly involved in related policies, programs, or funding activities that are relevant to homeland security or infrastructure protections.

Each member of the Council serves at the will of the Governor.

### **Leadership**

The Council shall select a Chairman and Vice Chairman from the Regular members of the Council by means of a majority vote from the Council members. All Regular council members are eligible for consideration for leadership positions. The Chairman shall serve for a one year term and be followed by the Vice Chair ascending to the role of Chairman. Vice Chair is a two year commitment as he/she ascends to chair the following year. The Council will nominate, second and vote on the new Vice Chairman from the Regular council members. In the event either the Chairman or Vice Chairman is unable to fulfill their terms, the Council will seek a replacement nominee and submit the name(s) for a majority vote.

The Chairman will provide overall leadership for the Council meetings, working with the PSAC to set the agenda and providing meeting management. He/she will monitor and assure initiatives or issues are brought to closure, working with all Council members.

The Chairman and Vice Chairman are authorized to speak on behalf of the PSAC to convey the general sense of the Council's considerations, including recognizing differences of opinion among members on issues when appropriate. Public or private

statements from the Chair and Vice Chair are considered non-binding on the larger PSAC. The Chair and Vice Chair will provide feedback to the Council on meetings attended or communications made in their capacity as officers of the council.

### **Proxies**

Each PSAC member has the flexibility to have other representation at meetings. If the PSAC member decides to designate the proxy for decision making, the PSAC member must clearly designate who holds the representative's decision-making authority prior to the meeting. Such designation may be made by telephone or email the Chairman, Vice Chairman or Secretariat.

### **Secretariat**

The Secretariat, agreed to by the Council membership, will provide meeting and organizational support to include: coordination for agenda development, support on monitoring and closure of issues and initiatives, administrative support, and logistics (travel, meeting room facility, etc.). The Council may utilize outside facilitation services.

### **Subject Matter Experts**

Subject matter experts are non-voting participants drawn from any organization from which the council needs expertise, on an ad hoc basis, and to participate in specific working groups.

### **Workgroups**

Workgroups will be established when substantial investigation, research or development of issues or process is required, which cannot be achieved at a regular Council meeting. All workgroup products are expressly for the purpose of advising and informing council members on various issues, directions and processes.

### **Principles of Participation**

- All members must be working towards the same goal and purpose of improving the state's critical infrastructure security.
- All members should make best efforts to participate in PSAC meetings and appropriate working groups.
- Discussion and deliberations must recognize and take advantage of each members/organization's strengths, skills, and perspective.
- Result of Council discussions and deliberations must be a coherent voice made up of each member's contributions.
- Each discussion shall be honest and forthright.

### **Decision Making**

#### **Quorum**

A quorum for the meeting is defined as consisting of representatives from a majority of PSAC membership, and may consist of duly held proxies. If a quorum is not present, voting is not permissible at the meeting, but may be deferred to electronic balloting.

## **Process**

The PSAC will make decisions through a consultative process, encouraging the exchange of information and points of view. Decisions will generally be made on a consensus basis. If a consensus view cannot be reached, a vote will be taken in which each PSAC member shall have one vote. If one or more of the voting PSAC members cannot live with the decision proposed, they are obliged to clarify the reasons underlying their refusal and to propose an alternative solution that can satisfy their interests as well as those of the other voting members. Members will strive to understand and to close the gaps creating disagreements. When there is dissension, the members will make every effort to find solutions all members can live with and that enable members to fulfill their obligations. The council will strive to meet timelines and deliverables. However, ultimately, a majority vote, inclusive of proxies, shall govern. Voting will primarily occur at meetings via in-person or telephonic attendance. If a quorum is not present, or if an issue arises between face to face meetings, every effort shall be made to provide electronic balloting via email. If possible, each matter presented for vote will normally include a 15-day vote return period. It is understood certain issues may not allow for such a voting time period. Dissenting members and/or Sub-Councils may file an official dissenting document for inclusion in any report or position paper.

## **Number and Frequency of Meetings**

Council meetings will occur periodically, with additionally scheduled meetings and/or conference calls as needed. Telephonic meetings are permissible. Electronic balloting, via email, is encouraged to allow for broad participation in any matter or issue requiring a vote by the PSAC.

## **Meeting Support**

The Secretariat will:

- 1) Maintain the calendar for Council meetings;
- 2) Canvass the council prior to scheduling a meeting for available dates, priorities and agenda topics;
- 3) Provide to all members a clear and set agenda with documents and preparatory materials before the meeting, and if possible, no later than one week before the meeting;
- 4) Compile the minutes of each meeting, including a roster of attendees and absentees, and send to meeting participants within a week of the meeting, if possible;
- 5) Develop processes to identify and develop issues to support the Council meetings;
- 6) Maintain and follow up on catalogue of Council meeting topics/issues and work products and their status;
- 7) Provide other support as needed.

## **Meeting Governance**

Discussion and deliberations must recognize and take advantage of each member's organization's strengths, skills, and perspective.

- 1) The council will hold discussions for set amount of time or upon agreement/closure, bringing in subject matter experts, as needed;

- 2) The meeting lead will ask for joint agreement for continuation/completion/reconsideration for each agenda topic;
- 3) If substantial work effort is required through workgroups, the Council will appoint a Council member to lead the workgroup.

### **Sub-Councils**

The PSAC will strive at all times to represent the interests of the entire sector; however, the Council recognizes the need to balance its role as a single forum to coordinate across the private sector and the need to address specific interests and coordination requirements of individual Council members. The Council may thus establish Sub-Councils to address issues that are unique to certain segments of the private sector. Sub-Councils will report their activities and progress to the full council on a regular basis.

### **Establishment and Governance of Sub-Councils**

The PSAC may establish Sub-Councils by consensus or a majority vote of PSAC members pursuant to the above described voting process. Each duly established Sub-Council shall elect a Chair who is a PSAC member, and who shall serve for a term of a minimum of one year. The Sub-Council Chair will report out on all Sub-Council activities during PSAC meetings.

Each Sub-Council will strive to achieve consensus through their membership as well as through the PSAC as a whole.

Membership in a segment specific Sub-Council is limited to PSAC members that have focused responsibility for operational activities that fall under the scope of the Sub-Council. Trade association delegates may join a Sub-Council provided their charter includes operations that fall under the operational scope of the Sub-Council.

Certain trade associations have responsibility for more than one segment activities. In this instance, representation on more than one Sub-Council is encouraged. However, the voting delegate representing any such trade association(s) must elect a Sub-Council they wish to vote in to avoid an association having multiple votes. Sub-Councils shall adhere to all of the governance requirements contained in this document.

### **Establishing Work Groups**

The Council may establish work groups:

- 1) To conduct substantial investigation, research and or development when required, which cannot be achieved by a regular session of the council;
- 2) With specific and clear charge, timeline, and deliverable as part of initiating the work group;
- 3) Which provide periodic updates to the council;
- 4) By identifying a work group chairman who is a PSAC member; and
- 5) Supported by the Secretariat as desired.

### **Disclaimer**

Nothing in this PSAC Governance Document may be construed as a contract obligating a Regular member, Associate member, alternate, or trade association to specific performance. Additionally, members, alternates, or trade associations may unilaterally or with others act on their own accord as regards any issue or subject, including but not limited to communication with any Federal, State or Local agency or other entity. Moreover, nothing in this document or by virtue of participation in the PSAC binds any person or trade association in any manner, including but not limited to continued participation in the PSAC.

### **Confidentiality Agreement**

Confidential information is any data, documents and/or information received pursuant to its participation during sessions of the PSAC: (1) marked confidential; (2) commercially sensitive or proprietary information; or, (3) considered confidential information pursuant to Texas law (“Confidential Information”). In some cases, it may not be marked with any designation. Members of PSAC are expected to know and protect information that is confidential regardless of whether it is marked as such. Any unauthorized dissemination of this information to the general public, or unauthorized personnel is a violation of Texas Penal Code, Sec. 39.02 (“Abuse of Official Capacity”) and Sec. 39.06 (“Misuse of Official Information”). All members of the PSAC will sign a Confidentiality Agreement for Members of the Private Sector Advisory Council.

### **Amendments**

Amendment(s) to this document may be made to fit the needs of this council at any given time. An explanation why a specific section(s) should be amended must be given. The members will then vote on the change(s).