

Primary Responsibilities Quick Look

Outside Director (OD), Proxy Holder (PH), and Voting Trustee (VT)

Individuals who serve as an OD, PH, or VT must be a US citizen, reside within the US, and be eligible for a personnel security clearance to the level of the facility.

Primary Responsibilities include, but are not limited to:

- Serve on the Government Security Committee (GSC). The role of the GSC is to ensure that the Company maintains policies and procedures to safeguard classified information and export controlled information in the possession of the Company and that violations of those policies and procedures are promptly investigated and reported to the appropriate authority when it has been determined that a violation has occurred. The GSC should also ensure that the company complies with US export control laws and regulations and does not take action deemed adverse to performance on classified contracts (NISPO paragraph 2-306);
- Abide by and enforce the mitigation agreement in place;
- Ensure the Facility's officers, directors, and employees comply with the provisions of the Facility's mitigation agreement;
- Emplace a Technology Control Plan (TCP), Electronic Communications Plan (ECP), and Visitation Plan (see [FOCI Implementation Procedures](#));
- Ensure there are no [Affiliated Services](#) being provided between the FOCI Company and the Affiliates that have not been approved in advance by the GSC and DSS;
- For instances with potential [FOCI Collocation](#), develop and submit a Facilities Location Plan (FLP) for DSS review and approval;
- Maintain oversight to ensure all Affiliated Services, FLPs, TCPs, ECPs, and Visitation Plan are fully implemented and effectively mitigate the FOCI;
- Attend Quarterly Board and Government Security Committee (GSC) meetings;
- Attend the Initial Meeting and Annual Compliance Meetings (conducted by DSS);
- Support the annual Security Vulnerability Assessment (SVA) conducted by DSS and review the results;
- Ensure that DSS (through the IS Rep) is advised of any known attempts to violate any provision of the Facility's mitigation agreement or relevant U.S. government contract provisions related to security, U.S. export control laws, or the NISP;
- Communicate any material changes to the IS Rep;

- Proxy Holder/Voting Trustee- must be capable of assuming full responsibility for voting the stock and exercising management prerogatives relating to the company in a way that ensures that the foreign shareholder can be effectively insulated from the cleared company. The Proxy Holders or Trustees are required to be appointed to the company's Board of Directors and they have the same fiduciary responsibilities as any other Board member.