

OD/PH Module 5 - Initial/Annual Agreement Meeting Checklist

Signatory Company Name: Address: CAGE: Date:	DCSA Representative: Field Office:
FOCI Mitigation Agreement: Security Control Agreement (SCA), Special Security Agreement (SSA), Proxy Agreement (PA), Voting Trust Agreement (VTA)	
Execution Date:	Expiration Date:
Outside Director (OD)/Proxy Holder (PH)/ Voting Trustee (VT)	Name and indicate Chairman of GSC and designated additional responsibilities (such as Approving Authority for Visits)
Confirm the number of ODs/PHs/VTs.	1. 2. 3.
If less than three, is there a letter of justification from the company and DCSA approval letter?	Date of Approval:
Inside Directors (IDs)	SCA/SSA only
Confirm the number of IDs.	1. 2.
Is the ID(s) formally excluded from access to classified information by resolution of the company’s board?	
If an SSA, does the number of ODs exceed the number of IDs?	
Government Security Committee (GSC)	
Was the GSC established?	Date established: GSC Chair: GSC Secretary: List the members:
Does the GSC meet quarterly?	
Include the minutes (check the attendees and the agenda).	
Any recommendations for the GSC meeting?	

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Compensation Committee (not applicable to PA)	
Has the Board established a Compensation Committee?	
List the members (at least one OD and one ID for SCA and SSA).	1.
	2.
Does the committee meet annually?	
Review the minutes.	
What decision did they make?	
Board Meetings	
Does the board meet annually?	
Review the minutes.	
Any issues?	
National Interest Determination (NID)	SSA only
Request an updated list of classified contracts with access to proscribed information.	
Any concerns?	
Financials	PA only
Has the format of the financial reports provided to their parent been approved by DCSA?	
Has the company deviated from the approved format?	
Has an independent auditor been appointed by the Proxy Holders?	
Visitation Policy	
Are there established visitation procedures for visit notifications and approvals between the company/controlled entities, and the Foreign Parent/Affiliates?	
Are all the non-routine business visits pre-approved by the designated OD/PH?	
How many non-routine business visits	

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were approved in the last inspection cycle?	
How many were denied? Reason?	
Any concerns?	
Are all the routine business visits approved by the FSO?	
How many were denied? Reason?	
Are the approved routine business visits consistent with the definitions of “business visits” as defined by the agreement?	
Any concerns?	
Do the submitted Visit Request Forms obtain enough detail sufficient to enable the ODs/PHs/FSOs to approve/deny the visit request?	
Have there been any social visits reported?	
Do these social contact reports have enough detail?	
Any concerns?	
Are there any Recurring Visits, Extended Visits or other type visit requests that the GSC or DCSA needs to approve?	
Does the GSC periodically review visit requests?	
Does the GSC maintain a chronological file of all documentation associated with meetings, visitations, and communication?	
(PA ONLY)	
Are visits between the Board and foreign shareholder being requested and approved in advance by DCSA?	
Are video teleconferences (VTCs) requested and approved as visits?	
Are there any violations of the visitation policies and/or procedures?	

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Have employees reported issues that have taken place as a result of visit?	
Electronic Communications Plan (ECP)	ECP Approval date:
Describe the components of the company’s ECP. Does the ECP meet the DCSA template? Review Section 17.	
What are the company’s procedures for reviewing emails between the company and Foreign Parent/Affiliates?	
Review emails for indications of influence or unauthorized disclosure of CUI/classified/export controlled information.	
Any concerns?	
Has the GSC certified that electronic communications with the Foreign Parent/Affiliates have not been used to cause undue influence or control, including email, phone, and fax communications?	
Review any communication logs for indications of influence or unauthorized disclosure of CUI/classified/export controlled information.	
Any concerns?	
What is the company’s policy for personal devices?	
Any concerns?	
Technology Control Plan (TCP)	TCP Approval Date:
Has the company appointed a Technology Control Officer (TCO)?	
Is the TCO also an Empowered Official?	
Describe his experience level.	
What are the access control procedures (badges, escort)?	

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Has there been a release of export controlled or classified material to a Foreign Parent/Affiliate? If yes, identify the license involved and particulars of the transfer.	
Have there been any export control violations at the company over the past year? Voluntary disclosures? Who did the investigations?	
Has the company had any export licenses or agreements for export of controlled information?	
Have all employees signed TCP acknowledgments?	
Facilities Location Plan (FLP) (if applicable)	FLP Approval Date:
Is this company co-located with a Foreign Parent/Affiliate?	
Describe this situation and success of the separation.	
Was co-location approved by DCSA?	
Are visits between the company and co-located Foreign Parent/Affiliates kept to a minimum?	
Affiliated Operations Plan (AOP)	AOP Approval Date:
Is the company implementing unapproved affiliated operations (shared services)?	
Assess company compliance with their DCSA approved AOP.	
If no AOP is in place, check the following for shared services:	
Human Resources:	
Insurance:	
Legal:	
Marketing:	

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Audit:	
Taxes:	
Financial Reports:	
Affiliate companies	
Does the company have a listing of those companies that are above or outside the agreement?	
Are the employees aware of which companies are Affiliates?	
FOCI Briefing	
Has the FSO/GSC established initial and annual security education and training for the implementation of the FOCI mitigation agreement, Visitation Policy, TCP, ECP, FLP (if applicable), and AOP (if applicable), at the company and controlled entities?	
Review the certificates of completion for all employees.	
Verify employees' knowledge on FOCI.	
Was additional education provided?	
Is the security education sufficient?	
Changes to the organization	
Have there been any changes to the corporation?	
Any changes to the Board or KMP?	
Any pending merger of acquisition?	