

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 Company.

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 adheres to laws and regulations and maintains internal entity policies and procedures to safeguard classified information entrusted to it. The GSC ensures 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.
- Abide by and enforce the Mitigation Agreement in place;
- Ensure the Company's officers, directors, and employees comply with the provisions of the Company's Mitigation Agreement;
- Emplace a Technology Control Plan (TCP), Electronic Communications Plan (ECP), and Visitation Plan;
- Ensure there are no Affiliated Services being provided between the FOCI Company and the Foreign Parent/Affiliates that have not been approved in advance by the GSC and DCSA in an Affiliated Operations Plan (AOP);
- For instances with potential FOCI Collocation, develop and submit a Facilities Location Plan (FLP) for DCSA 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 DCSA);
- Support the Security Review conducted by DCSA and review the results;
- Ensure that DCSA is advised of any known attempts to violate any provision of the Company's Mitigation Agreement or relevant U.S. Government contract provisions related to security, U.S. export control laws, or the National Industrial Security Program (NISP);
- Communicate any material changes to the assigned Industrial Security Representative (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 FOCI 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.