

# Healthcare Sector Coordinating Council Cybersecurity Working Group Charter

*(Revised October 2018)*

## 1. MISSION

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- a. **Statement.** The Healthcare and Public Health Sector Coordinating Council (HSCC) Cybersecurity Working Group (CWG) is a standing working group. The CWG was established by the HSCC with the recognition that cyber threats to the healthcare and public health sector (sector) are becoming more numerous, frequent, and severe, requiring coordinated mitigation, response, and resilience efforts across the Sector. The mission of the CWG is to develop and disseminate Sector-wide recommendations and guidance to help facilitate sector-wide mitigation, response, and resilience to cybersecurity threats.

## 2. AUTHORITY

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- a. **Foundation.** The HSCC is a private-sector organized and managed council created within the framework set forth in Executive Order 13636 (2013) and Presidential Policy Directive 21 (PPD-21). This framework establishes a process to coordinate improvements to the security of critical infrastructure, and requires the Secretary of the Department of Homeland Security (DHS) to "engage and consider the advice ... of the Critical Infrastructure Partnership Advisory Council; Sector Coordinating Councils; critical infrastructure owners and operators; Sector-Specific Agencies; other relevant agencies; independent regulatory agencies; state, local, territorial, and tribal governments; universities; and outside experts."
- b. **Protection of Information.** The Sector Specific Agency (SSA) for the sector is the Department of Health and Human Services (HHS). When the HSCC and the SSA engage for the purpose of planning, collaboration and decision-making, such engagement is designated by DHS as a Critical Infrastructure Partnership Advisory Council (CIPAC), which exempts information exchanged between sector coordinating councils (SCCs) and their SSAs from public disclosure requirements that otherwise would apply under the Federal Advisory Committee Act. In addition, the designation of CIPAC and the Protected Critical Infrastructure Information (PCII) exemptions under the Homeland Security Act of 2002 reduce risk of federal regulatory action when voluntary coordination and decision-making with the government concerns sensitive and protected critical infrastructure information.

- c. **HSCC CWG Authorities under the SSP and NIPP.** The sector’s Sector Specific Plan (SSP) – jointly developed and updated every 3-4 years by government and sector stakeholders - describes threats and vulnerabilities facing the sector and lays out strategies and objectives for strengthening the security and resiliency of the sector’s delivery of services and assets essential for the health of the nation’s citizens. Accordingly, the HSCC and its working groups are expected to align short- and longer-term objectives to those recommended in the SSP, as well as to any new or emerging priorities identified by the CWG. The SSP in turn is aligned with guidance provided in the National Infrastructure Protection Plan (NIPP), which outlines how government and private sector participants across the critical infrastructure community work together to manage risks and achieve security and resilience outcomes.
- d. **Voluntary Collaboration.** The HSCC CWG is a voluntary collaboration organization that does not charge dues or other financial costs on its members. CWG recommendations and work products that offer guidance for changes in policy or operations are non-binding on its members. As a condition for maintaining status as members in good standing, CWG Members agree only to abide by the operational, decision-making and ethics provisions in this charter.
- e. **Delegation of responsibility to CWG.** The SSP identifies cybersecurity as a sector-wide threat and lays out broad objectives to help facilitate sector-wide mitigation, response, and resilience against cybersecurity threats. Accordingly, the HSCC delegates responsibility to CWG to help facilitate sector-wide cyber threat mitigation, response, and resilience and, as appropriate, with other applicable critical infrastructure sectors.
- f. **CWG authorities under CSA.** The HSCC CWG’s responsibility to help facilitate Sector-wide cyber threat mitigation, response, and resilience was reinforced by the enactment of Section 405 of the Cybersecurity Act of 2015 (CSA). Section 405(c) of CSA established the Health Care Industry Cybersecurity Task Force, which issued recommendations for improving the sector’s cybersecurity risk management. Section 405(d) of CSA called for a consultative process to develop “voluntary, consensus-based and industry-led guidelines, best practices, methodologies, procedures and processes” for cybersecurity risk management across the Sector.

### 3. MEMBERSHIP

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- a. **Regular Membership.** HSCC CWG regular membership is open to the following subsector stakeholders who are covered entities and business associates and that meet the definition of critical infrastructure owners and operators under CIPAC<sup>1</sup>, and their representative professional associations: (1) direct patient care, including healthcare systems, medical facilities, public health agencies and entities, and emergency medical services, (2) owners, operators and manufacturers of health information technology, (3) government (state, local, tribal, territorial, and, federal) agencies and entities, (4) health plans and payers, including health insurance companies and plans, local and

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<sup>1</sup> Critical infrastructure owners and operators are those entities that own and invest in infrastructure assets, in the systems and processes to secure them, and that are held responsible by the public for their operations and response and recovery when their infrastructures or key resources are disrupted.

state health departments, and state emergency health organizations, (5) mass fatality management services, including coroners, medical examiners, forensic examiners, and psychological support personnel, (6) medical materials, including those involved in medical equipment and supply manufacturing and distribution, and (7) laboratories, blood, and pharmaceuticals, including pharmaceutical manufacturers, drug store chains, and blood banks (hereinafter, Regular Membership). In addition, any other entities that develop and manufacture healthcare equipment or technology that is regulated by the U.S. Food and Drug Administration are eligible for voting membership. Regular members are identified for CIPAC purposes as institutions, companies and associations - rather than named employees or affiliates – that meet the foregoing eligibility requirements. Regular Members have both voting rights for all business matters and leadership eligibility.

- b. **Voting Privileges.** Regular members are apportioned one vote per organization, whether the Member is a single company or institution, or industry association or professional society, or representing multiple companies or industry associations.
- c. **Advisors.** Vendors, consultants, and others who do not meet the CWG regular membership criteria (hereinafter, Advisors) as set forth in Section 3(a) (“Regular Membership”) may, at the sole discretion of CWG Leadership (defined in Section 4(h) (“CWG Operations and Management”)), serve in a non-voting advisory capacity to the CWG. Advisors will not have Regular Membership status in the CWG. Advisors shall be able to participate in one or more TGs (as set forth in Section 4(k) (“Eligible Members of TGs”)). However, only Regular Members (i.e., those with Regular Membership status in the CWG) will have voting rights and be eligible candidates for TG Leadership or CWG Leadership, as set forth in Section 4 (“Governance”).

#### 4. GOVERNANCE

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- a. **Chair and Vice Chair.** The Chair and Vice Chair shall be Regular Members and either a company executive representing any of the subsectors (as set forth in Section 3(a)) or an executive from a national-level association, desirably representing a different subsector, but shall not be both. As used herein, the term “executive” shall mean senior management of a company or national-level association. Notwithstanding the foregoing, the Chair and Vice Chair must have served at least one year as Regular Members of the CWG prior to any such election.
- b. **Election of Chair and Vice Chair.** The Chair and Vice Chair will be elected by majority vote of the Executive Committee, either by email or other reliable electronic means, or by majority vote of Executive Committee members in attendance at a specially-called or regularly scheduled in-person meeting of the CWG, provided that a quorum of the Executive Committee is in attendance at such meeting.
- c. **Terms of Chair and Vice Chair.** The Chair and Vice Chair will each hold their seats for a two-year term, renewable once for a 1-year term, staggered between them as practicable to maintain continuity through leadership transition. The Vice Chair upon commencement of his or her second term shall be in line for succession to Chair and carry out their term, unless the Executive Committee votes for a change of leadership.

- d. **Executive Committee.** An Executive Committee shall be slated by the Regular Members, as defined in Section 4(e). The Executive Committee shall consist of at least 7 and no more than 9 representatives of Regular Membership and must have served at least one year as Regular Members of the CWG prior to any such election.
- e. **Election of Executive Committee.** TGs may nominate at most 1 individual within their TG for the seat on the Executive Committee and, in considering TG nominees and other Regular-Member volunteers for an Executive Committee slate, the CWG Leadership shall endeavor to ensure a balanced representation across subsectors. An election will ensue with the Executive Committee membership to be elected by majority vote of Regular Membership, either by email or other reliable electronic means, or by majority vote of Regular Member organizations in attendance at a specially-called or regularly scheduled in-person meeting of the CWG, provided that a quorum of the entire CWG Regular Member organizations is in attendance at such meeting.
- f. **Term of Executive Committee.** Executive Committee members shall serve a three-year term. The inaugural Executive Committee terms will be staggered into three groups, a one-year term, two-year term and three-year term. This will be determined by dividing the number of seats up for election by 3 and equally dispersing into the corresponding groups. The terms will be determined by popular vote, whereby the nominee with most votes will serve a three-year term and the nominee with fewest votes will serve a one-year term.
- g. **Executive Director.** CWG Leadership shall appoint an executive director to support CWG Leadership and Membership to: 1) ensure repeatable and transparent business operations and governance processes; 2) provide strategic guidance for policy and operational effectiveness of the CWG; 3) manage day-to-day administration, operations, logistics and membership lists of the CWG; 4) track TG progress and project management; 5) document and archive proceedings and decisions; 6) ensure continuity through leadership transitions; and 7) as delegated by CWG Leadership, serve as spokesperson and liaison to stakeholder partners.
- h. **CWG Operations and Management.** The Chairs, Executive Committee and Executive Director (collectively, CWG Leadership) shall determine the meeting schedules, agendas, processes and procedures (including regular and special meetings) and make other strategic, administrative and logistical decisions relating to the CWG (collectively, Decisions). For joint HSCC and Government Coordinating Council (GCC) meetings, CWG Leadership shall work with the U.S. Department of Health and Human Services (HHS) on such Decisions, consistent with the rules of CIPAC.
- i. **TGs.** Notwithstanding the foregoing, CWG Leadership shall determine a process by which CWG objectives and priorities, and accordingly, new implementing task groups, are identified and approved by the Regular Membership. As appropriate, such approved CWG objectives and priorities shall be carried out by TGs appointed by the CWG. Any objectives and priorities of the TGs shall be consistent with the approved CWG objectives.
- j. **TG Leadership.** Each TG shall be led by up to two TG Co-Chairs (“TG Leadership”) who are Regular Members of the CWG. Each TG Co-Chair shall have equal responsibility and oversight over the TG. TG Leadership shall determine a process by which the TG shall carry out the objectives and priorities

identified and approved by CWG membership for that TG. TG Leadership will work with TG members on TG related initiatives and tasks, including deliverables, timing for completion, meeting schedules, development process and content of deliverables, approval process for deliverables, and other administrative and logistical items relating to the TG.

- k. **Eligible Members of TGs.** Regular Members of the CWG shall be eligible to participate in one or more TGs, provided that such individuals are in good standing with the CWG. Advisors may participate at the invitation of the TG leadership.
- l. **Voting within TGs.** TG leadership will determine work product approval procedures, to include consensus or voting as necessary. Voting members of TGs shall be those that have Regular Membership. Advisors will not have voting rights.
- m. **Election of TG Leadership.** Candidates for TG Co-Chairs shall be determined by self-nomination or third-party nomination and shall be appointed by the CWG Chair and Vice Chair.
- n. **Term of TG Leadership.** TG Leadership shall serve two-year, once-renewable terms, provided a TG remains in existence over such period. TGs may dissolve when their objectives are accomplished, unless it is determined by the CWG that another related priority is appropriate to pursue within that TG.
- o. **TG Deliverables.** A TG deliverable is one that has been approved for publication or release according to procedures determined by TG Leadership as set forth in Section 4(j). Once a TG deliverable has been approved, it is deemed to be a TG Work Product. Such TG Work Product shall be submitted to CWG Leadership for review, consideration, and approval by the Regular Member organizations of the entire CWG, according to procedures agreed to by CWG Chair and Vice Chair as set forth in Section 4(r)(“CWG Approval Procedures”).
- p. **Sector-wide Use.** TG deliverables are intended to serve the widest possible cross section of the healthcare sector and shall not be designed or promoted to confer commercial benefit to any one member or group of members.
- q. **Vote by Entire CWG Membership.** A vote by the entire CWG membership shall include Regular Members only. Advisors shall not have voting rights. Further, decisions that may come before the entire CWG membership may include: 1) the publication or release of TG Work Product by the CWG, 2) a Sector-wide statement or position or any other branded communication, inclusive of the CWG, TG, HSCC, as applicable, and 3) any other matter determined to be necessary to be voted on by CWG Leadership.
- r. **CWG Approval Procedures.** The CWG Chair and Vice Chair will determine approval procedures on a case by case basis as appropriate for any decision under consideration. Initial efforts shall be made to achieve consensus among the general membership. In the event the Chair and Vice Chair determine that a given decision attracts sufficient disagreement such that consensus approval is not achieved, or not likely to be achieved, the Chair and Vice Chair may call for a vote of the full Regular

Membership, either by electronic means or during a normally scheduled meeting of the full CWG membership, provided a quorum of the Regular Member organizations are present, or voting in proxy. The Chair and Vice Chair may determine whether a simple majority approval is sufficient or a super 2/3 majority is necessary.

- s. **Procedures for Dissension.** One or more Regular Member organizations that voted in the minority on a CWG-approved statement of position or recommendation may petition the CWG Leadership to include a dissenting opinion or other qualifying statement in the approved document for public or government consumption. The Leadership shall decide whether such qualification is warranted, but in general should make every effort to ensure transparency, clarity and reputation of CWG recommendations as sector-wide points of view. If leadership determine that such qualification is appropriate, they shall work with the dissenting Members and the leadership of the TG that produced the statement or recommendation to add appropriate qualifying language to the document. If the leadership determine that such qualifying language is not necessary or appropriate, they will inform the petitioning members as soon as possible.
- t. **CWG Recommendations for full HSCC Consideration.** In order for CWG decisions to be presented and promoted as full HSCC recommendations, decisions approved by the CWG may be submitted by CWG leadership to HSCC leadership for consideration and approval according to the procedures as set forth in the full HSCC charter.
- u. **Sanctions for Violating Ethics Guidelines.** A violation of the ethics guidelines (as set forth in Section 7 (“Ethics Guidelines”)) by any CWG participant may result in a warning, removal from participation in CWG, or another consequence as deemed to be appropriate by CWG Leadership. Violations of ethics guidelines shall be reviewed by CWG Leadership on a case-by-case-basis. The CWG Leadership has the right to revoke Regular Membership of both the individual, and the organization they represent, based on the severity of the violation.

## 5. CHARTER APPROVAL AND RENEWAL

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- a. **Approval of Charter.** At the discretion of the CWG Leadership, this charter will be approved either by consensus – there being no objection when put to the membership – or by majority vote of Regular Membership, either by email or other reliable electronic means, or by majority vote of Regular Members in attendance at a specially-called or regularly scheduled in-person meeting of the CWG. In the event of a vote, a quorum of the entire CWG membership must be in attendance at such meeting.
- b. **Effective Date of Charter.** This charter will be effective within thirty (30) days of the date of approval by Regular Membership. This charter will remain in effect until modification or termination, as set forth in Section 5(c) (“Modification or Termination of Charter”).
- c. **Modification or Termination of Charter.** Any Regular Member, who is in good standing with the CWG, or any member of the CWG Leadership, may propose that the charter be modified or

terminated. Notwithstanding the foregoing, any proposal to modify or terminate the charter shall be approved or rejected by CWG Leadership at its sole discretion.

If CWG Leadership approves the proposal to modify or terminate the charter, then such proposal may be put before Regular Membership for consensus ratification, or a vote. As applicable, if the majority of Regular Membership and CWG Leadership approves of the proposed modification or termination of the charter, then any such modification or termination shall go into effect within thirty (30) days of the date of said approval to modify or terminate said charter.

## 6. FUNDING

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- a. **Remuneration.** HSCC shall not charge nor accept dues or other payment by members for participation in the council. Notwithstanding the foregoing, HSCC may accept in-kind support, such as, but not limited to, financing meeting lunches, networking receptions, special projects, or member organization employees seconded to full or part-time support of HSCC activities (e.g., executive director and other managerial and administrative support).

## 7. ETHICS GUIDELINES

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- a. **General Statement about Conduct.** Commitment to doing business honestly, ethically, and with respect for each other is critical to the public-private partnership. This partnership depends on an environment of open communication, empowerment, inclusion, integrity, and trust. These values remain at the forefront of our culture and our business decisions. We must maintain our commitment to these values and continue building a culture that understands what is acceptable and what is not. We should never compromise on issues of integrity.

When we are faced with an ethical dilemma, we all have a responsibility to take appropriate action. Regardless of the situation, we must exercise total honesty and integrity in everything we do. As members of public-private partnership, we are responsible for complying with all applicable laws and regulations. Our commitment to doing the right thing will strengthen the partnership and its reputation as a model of public-private cooperation.

- b. **HSCC Ethics Guidelines.** In order to be deemed in good standing with the HSCC, Full CWG Membership and CWG Leadership shall comply with the following guidelines:
  - i. Participate in CWG activities and initiatives with honesty, good ethics, and with respect and integrity;
  - ii. Comply fully with all applicable statutes, laws, and regulations;
  - iii. Be familiar with the source of the information they maintain access to, to respect the sensitivities and potential harm associated with the compromise of that information;

- iv. Handle and distribute sensitive information only in the manner permitted by or otherwise consistent with federal policy, protocols, laws, regulations, and guidelines, as applicable (but, when in doubt, ask CWG Leadership for clarification and guidance);
  - v. Do not use the HSCC for personal or non-public gain, commercial benefit, and avoid the appearance of impropriety;
  - vi. Do not influence or seek to influence public decisions for non-public benefit or commercial gain;
  - vii. Do not induce or seek to induce any federal official to violate the law and shall avoid the appearance of inducing a federal official to violate the law;
  - viii. Comply with antitrust guidelines;
  - ix. Do not make commitments, obligations, or representations improperly binding the United States Government, the HSCC, or any associated individual or component;
  - x. Do not solicit other HSCC members for business development purposes; and
  - xi. Do not use any HSCC information in connection with any product or service offering or as confidential information, proprietary information, intellectual property, industrial property, or in any other intangible or tangible asset, unless specifically authorized in writing by CWG Leadership. Such HSCC information may not be used by any individual, company, or entity in a manner not authorized by CWG Leadership.
- c. **Recourse for complaints about conduct.** If, collectively, at least three Regular Members in good standing have reason to believe that another Regular Member or Advisor, either at the individual or institutional level, may have violated any HSCC Ethics Guidelines (as set forth in Section 7(b) or the general statement about conduct (as set forth in Section 7(a)), then a complaint may be filed with CWG Leadership (Complaint).

In its sole discretion, CWG Leadership may review the Complaint and determine if such Complaint has merit. If CWG Leadership decides to take further action on such Complaint, CWG Leadership may, in its sole discretion, do the following:

- i. in the case of an individual violating the HSCC Ethics Guidelines: issue a warning to said Regular Member or Advisor and/or to the management of said Regular Member or Advisor in an effort to remediate the violation, or
- ii. in the case of an institution violating the HSCC Ethics Guidelines or a second or subsequent violation of the HSCC Ethics Guidelines at the individual or institutional level: terminate the Regular Membership or Advisor status in the CWG and cease any and all affiliation with CWG, in regard to the Regular Member or Advisor, individually or institutionally, found to be in violation of said HSCC Ethics Guidelines.

## 8. Acronym Definitions

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**CIPAC** – Critical Infrastructure Protection Advisory Council

**CSA** – Cybersecurity Act of 2015

**CWG** – Cybersecurity Working Group

**DHS** – U.S. Department of Homeland Security

**GCC** – Government Coordinating Council

**HSCC** – Health Sector Coordinating Council

**HHS** – U.S. Department of Health and Human Services

**NIPP** – National Infrastructure Protection Plan

**PCII** – Protected Critical Infrastructure Information

**SSA** – Sector Specific Agency

**SSP** – Sector Specific Plan

**TG** – Task Group

**TGs** – Task Groups

## 9. DISCLAIMER

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- a. Nothing in this document may be construed as a contract obligating any individual, company, entity, association, or others, to specific performance. Additionally, individuals, companies, entities, associations, or others may unilaterally or with others act on their own accord on any issue or subject, including, but not limited to, communication with any Federal, State, or local agency or others. Moreover, nothing in this document or by virtue of participation in the CWG binds any individual, company, entity, association, or others in any manner, including, but not limited to, continued participation in the CWG.

*Approved October XX, 2018*