



OMB No. 0705-0005  
Expires December 31, 2022

## NOMINATING OFFICIAL PACKAGE

### AGENCY DISCLOSURE NOTICE

The public reporting burden for this collection of information, OMB Control No. 0705-0005, is estimated to average 45 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or burden reduction suggestions to the Department of Defense, Washington Headquarters Services, at [whs.mc-alex.esd.mbx.dd-dod-information-collections@mail.mil](mailto:whs.mc-alex.esd.mbx.dd-dod-information-collections@mail.mil). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.

Dear Sir or Madam,

You have been identified as the nominating official of the below named Outside Director/Proxy Holder (OD/PH) candidate as part of a Foreign Ownership, Control or Influence (FOCI) Mitigation Agreement (Agreement) between \_\_\_\_\_, hereinafter "the Company," and its ultimate foreign parent company/foreign shareholder, \_\_\_\_\_ a/an \_\_\_\_\_ company.

The OD/PH is responsible for fulfilling his/her fiduciary responsibilities at the Company and ensuring that the provisions of the Agreement are appropriately implemented. He/she is expected to maintain a proactive posture to ensure that Company complies with the terms of the Agreement. The purpose of the Agreement is to effectively exclude the ultimate foreign parent company/foreign shareholder (and any entities and affiliates that the ultimate foreign parent company/foreign shareholder company controls) from unauthorized access to classified and export controlled information; and influence over the Company's business or management in a manner that could adversely affect classified contract performance.

An individual appointed to fulfill an OD/PH position must meet certain criteria pursuant to the National Industrial Security Operating Manual Rule (NISPOM Rule) 32 CFR §117.11(f):

- Be a U.S. citizen residing in the United States;
- Be capable of exercising management prerogatives relating to the OD/PH position in a way that ensures the foreign owner can be effectively insulated from the Company;
- Be eligible for, agree to be processed for, and maintain a personnel security clearance equivalent to the level of the Company's facility security clearance; and
- Be a completely "disinterested" individual capable of exercising judgment independent of any influence(s) that may prejudice his or her decision-making capability. (Note: "Disinterested" is defined as having no prior contractual, financial, or employment relationship with the Company, its ultimate parent/foreign shareholder, or any of its affiliates. The term extends to members of the nominee's immediate family.)

The Defense Counterintelligence and Security Agency (DCSA) must review and approve a nominee's qualifications prior to his or her appointment and DCSA requests that you provide detailed responses to the attached questionnaire and execute the attached certificate. Responses should be of sufficient detail to enable DCSA to determine the nominee's eligibility to function in the position as an independent and disinterested individual.

Please direct questions and return the questionnaire and certificate to the Risk Mitigation Officer identified below.

Risk Mitigation Officer:

Phone:

Email:





# CERTIFICATE

I certify that the entries made herein by me, and on any attachments, are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

DATE: \_\_\_\_\_

PRINT NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

COMPANY AFFILIATION: \_\_\_\_\_

POSITION TITLE: \_\_\_\_\_

MAILING ADDRESS: \_\_\_\_\_

PHONE NUMBER: \_\_\_\_\_

E-MAIL ADDRESS: \_\_\_\_\_