

AURA OVERSIGHT COUNCIL FOR GEMINI (AOC-G) CHARTER

Preamble: The AOC-G, henceforth Council, is a Management Council of the AURA Board of Directors, henceforth Board. It has specific authority as detailed herein.

Introduction: As provided in the Record of Agreements among the Gemini Partners, NSF as Executive Agency for the Gemini Board arranges for management of the project under a cooperative agreement. NSF has entered into such an agreement with AURA. The principles under which AURA will function in regard to Gemini are reflected in the attached document of February 14, 1994, entitled "Record of Agreements". In accordance with those agreements, AURA has established the AOC-G to provide managerial oversight of the Project to optimize the scientific and technical capabilities of the telescopes. As stated in the Record of Agreements, AURA recognizes the role of the Gemini Science Committee in providing advice on scientific issues and will not provide independent scientific direction to the Project. (Reference Agreements Among The Representatives, Item 5 in the attached document.)

Membership: The Council shall consist of seven (7) core members and shall be comprised as follows:

- At least two (2) of the core members shall be from Member Representatives (MRs) or the Board of Directors, or in combination therefrom.
- At least two (2) of the core member shall be from outside the MRs and the Board
- At least three (3) of the core members shall be from separate non-U.S. Gemini partner countries.

In addition to the core members, the AURA President is an ex officio member of the AOC-G.

Further, the Council may elect up to two (2) additional members to add particular expertise to its membership as it deems appropriate or necessary.

Terms: Members shall serve for staggered terms of (3) years, and may serve no more than two (2) consecutive terms.

Quorum: A majority of the council members shall constitute a quorum for the transaction of business.

Voting: All actions taken by the AOC-G shall be by majority vote.

Meetings: The AOC-G may meet two (2) to four (4) times per year. The chair may call additional meetings, including teleconferences, if necessary. The Gemini Observatory Director, a representative of the University of Hawaii, and a representative of CONICYT shall be invited to all meetings upon request.

Responsibility: This Council is responsible for overseeing the management of the Gemini Observatory and AURA's responsibilities as the Managing Organization for the international project.

Non-Committee Member Attendance: Attendance at meetings by other than AOC-G members and "regular participants" (see Membership) shall be at the discretion of the chair. The AURA Corporate Office provides administrative support including preparation of agendas, background materials, recommendation on issues, and minutes.

Specific Functions:

1. Annually nominate its Chair and elect its Vice Chair. The Chair is elected to the AURA Board by the Member Representatives at its Annual Meeting for a one-year term, effective July 1 of that year. The Chair attends each meeting of the AURA Board of Directors, ex officio, with voting privileges. The Vice Chair may attend the meetings of the AURA Board, but without voting privileges.
2. Periodically review the Gemini Program to ensure that the Gemini Observatory meets scope and other scientific and technical requirements within cost and schedule.
3. Evaluate the performance of the Observatory, with particular attention being paid to the effectiveness of science data acquisition, and the safe, efficient, and on-time performance of observatory operations.
4. Review the ability of the Observatory Director and staff to create an environment that encourages innovation within the staff and the Gemini community while providing effective operations of the observatory.
5. Review the stewardship of the instrument and facilities development programs.
6. Review the performance and quality of the staff, including its responsiveness to the Gemini community, AURA management, and the Gemini Board.
7. Recommend the appointment, reappointment, or termination of the Gemini Director. At the time designated for review, the Committee shall appoint, with the approval of the AURA Board Chair, a special committee to evaluate the performance of the Gemini Director and to make a recommendation regarding reappointment or termination to the AOC-G. The AOC-G will receive this report and make a recommendation to the AURA Board through the AURA President.

8. Regularly review and oversee the hiring, promotion, and tenure processes, and ensure gender and ethnic diversity and equity. The council should play an active role in ensuring the soundness of the selection criteria and the consistency of the management, scientific, and technical factors affecting these personnel decisions
9. Review recommendations from the Gemini Director for tenured appointments and recommend for or against approval by the AURA Board of Directors. The AOC-G review is the final examination of the merits of the case. The Board's action is intended to ensure that due process was followed.
10. Review and approve proposals requiring AURA Board of Directors approval as outlined in Policy C-III of the AURA Policies and Procedures Manual, Corporate Commitment and Signature Authority.
11. Respond to special requests from the AURA Board.
12. Report regularly to the AURA Board. The reports may be transmitted to the Gemini Board at the discretion of the AURA President.
13. Submit a report on AOC-G activities during the year to the Board of Directors for consideration and transmission by the Board to the Member Representatives at their Annual Meeting.

(Approved by the AURA Board of Directors - 09/18/14)

RECORD OF AGREEMENTS

Mutual Accepted by Representatives of AURA and of the Gemini Board
in a Meeting at NSF on February 8, 1994

February 14, 1994

BASIS OF RELATIONSHIPS

The Agreement among the Partners establishes the Gemini Board of Directors as the governing body for the Gemini 8-Meter Telescopes Project, responsible to the partner agencies in each of the participating countries for the successful conduct of this Project. The Agreement further establishes the National Science Foundation as the Executive Agency for the Project. NSF is to select a Managing Organization for the Project whose responsibilities and authority are to be governed by the Agreement and by the actions of the Gemini Board. The selection of that Managing Organization and the terms of the arrangement between it and NSF are subject to the approval of the Gemini Board. NSF has tentatively selected AURA to be the Managing Organization. This selection is recognized in the Gemini Agreement.

The Gemini Board has expressed its desire to have AURA be the Managing Organization and to engage AURA in this capacity in such a way that both AURA and the Gemini Board are comfortable with AURA's unique dual role, that of Managing Organization for an international undertaking as well as that of a representative for the astronomical community of a major partner. The Gemini Board feels that the successful realization of this dual role can do nothing but strengthen the Gemini Project and, in doing so, benefit in a major way the astronomical futures of the partner communities.

AURA accepts that many challenges are inherent in an undertaking of this magnitude and complexity. The opportunities for leadership, initiative, and innovation are recognized by the entire AURA corporate structure.

The purpose of this document is to set forth the principles, agreed to by representatives of AURA and of the Gemini Board, under which AURA will function in this dual role. These principles will be embodied in the Cooperative Agreement between NSF and AURA for the management of the Gemini Project and in the Management Plan required of the Managing Organization by the Gemini Agreement. Both of these must be approved by the Gemini Board of Directors.

AGREEMENTS AMONG THE REPRESENTATIVES

1. The Gemini Project is governed by the Gemini Board as provided in the Gemini Agreement. AURA as Managing Organization recognizes this fact and is bound by the provisions of the Gemini Agreement and by the Gemini Board's direction as communicated to it by the Executive Agency. AURA will ensure that its policies and practices in the Gemini Project do not conflict with the policies of the Gemini Board.
2. AURA recognizes that the Gemini Project has an intrinsically international character which makes it unlike any other AURA Center or activity. AURA had developed management structures and practices appropriate to this task. AURA provided the first Gemini director and assembled the technical team that is producing the two Gemini telescopes.
3. Through the Executive Agency, the Gemini Board holds AURA accountable for the performance of the project team ultimately for the success of the project. The Gemini Board, through the Executive Agency, will evaluate the performance of AURA and will participate in the evaluation of the Gemini Director. AURA will evaluate the Gemini Director's performance against the job description approved by the Gemini Board and will seek the Gemini Board's input in this evaluation. The Project Director, Project Manager, and Project Scientist will be declared "Key Personnel" as defined in the Cooperative Agreement.
4. All parties recognize the importance of minimizing the number of reviews to avoid undue strain on the resources of the Project. AURA and the Gemini Board will maintain close communication through the Executive Agency in arranging the scheduling of necessary reviews. To the maximum extent possible, AURA will avail itself of scheduled project reviews.
5. AURA will establish and describe in its Management Plan a structure to provide managerial oversight of the Project to optimize the scientific and technical capabilities of the telescopes. AURA recognizes the role of the Gemini Science Committee in providing advice on scientific issues and will not provide independent scientific direction to the Project.
6. AURA will provide, as appropriate and necessary, liaison with other U.S. institutions, with the U.S. Congress, with the Government of Chile, and with other bodies or activities it identifies as important to the successful realization of the international aspects of the Project. Such liaison must be congruent with the policies and direction of the Gemini Board. AURA is expected to report on such activities at each meeting of the Gemini Board and to bring important developments to the attention of the Gemini Board through the Executive Agency.
7. AURA will use its good offices to assist the Executive Agency with matters such as U.S. Customs, immigration law, etc., in support of the Gemini Project.

**Gemini Board – AURA Board Meeting
February 8, 1994
Attendees**

Gemini Board Representatives

Dr. Malcolm S. Longair
Dr. Jan F. Corbett
Dr. Gordon A. H. Walker
Dr. Andrew W. Woodsworth (for Dr. Donald C. Morton)
Dr. G. Wayne van Citters
Dr. Robert C. Bless

AURA Representatives

Dr. Goetz K. Oertel
Mr. Harry W. Feinstein
Dr. Paul L. Schechter
Dr. Richard A. Zdanis
Ambassador Harry G. Barnes
Mr. Tenny R. Johnson

NSF Representatives

Dr. Hugh M. Van Horn
Mr. Aaron R. Asrael
Mr. Jesse E. Lasken

Secretary

Ms. Maria L. Renninger

ORGANIZATION CHART
FOR
GEMINI PROJECT

Gemini Board
NSF, SERC, NRC
Argentina, Brazil,

NSF
Executive

AURA
Presiden

Gemini
Project

Gemini
Project

Gemini
Project

