

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 one (1) of the core members shall be from Member Representatives (MRs) or the Board of Directors, or in combination there from.
- At least two (2) of the core member shall be from outside the MRs and the Board
- The Council may elect up to two (2) additional members to add particular expertise to its membership as it deems appropriate or necessary.
- At least three (3) 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.

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 shall 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.

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. Based on recommendations by a search committee and the Gemini Director, approve the appointments of the Gemini Deputy Director.
9. 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

10. 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.
11. 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.
12. Respond to special requests from the AURA Board.
13. Report regularly to the AURA Board. The reports may be transmitted to the Gemini Board at the discretion of the AURA President.
14. 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 April 22, 2009