

OBSERVATORIES COUNCIL (OC) CHARTER

Preamble: The OC is a Management Council of the AURA Board of Directors, which will provide independent management oversight and advocacy for NOAO. It has specific authority to act for the Board in all matters pertaining to the mission of NOAO except as specifically reserved for the AURA Board. Revisions and additions to AURA policies and procedures are reserved for decision by the Board.

Mission: The OC and each of its members are trustees and advocates for the mission of NOAO. The OC provides stewardship and oversight, and gives support and advice to the Director on important policy and management matters.

Membership:

The Council shall consist of nine (9) core members that are elected by the AURA Board and shall be comprised as follows:

- At least four (4) of the core members shall be from the Member Representatives (MRs) or the Board of Directors, or in combination therefrom.
- At least four (4) of the core members shall be from outside the MRs and the Board of Directors.

In addition to the core members, the AURA President is an *ex officio* member of the OC.

Further, the Council may elect up to three (3) additional members to add particular expertise to its membership as it deems appropriate or necessary.

It is desirable that the OC composition:

- (i) have adequate representation from the community and users of NOAO facilities; and
- (ii) include at least some members with recent administrative experience.

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

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

Voting: All actions taken by the OC shall be by majority vote.

Meetings: The OC holds two (2) regular meetings during the year. Between meetings, the Chair provides liaison with management. Urgent matters are handled by mail ballot or conference calls at the option of the Chair.

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. Recommend to the Board of Directors the appointment of the NOAO Director. In the event of a vacancy or projected vacancy in the position of NOAO Director, the OC Chair and the Board Chair will together appoint and charge a Search Committee. Members of this committee may include members of the OC and the Board. The search committee will normally be expected to identify a short list of candidates to the OC.
3. Recommend the reappointment or termination of the NOAO Director. At the time designated for review, the OC shall appoint, with the approval of the Board Chair, a Special Committee to evaluate the performance of the NOAO Director and to make a recommendation regarding reappointment or termination to the OC. The OC will receive this report and make a recommendation to the Board, via the President of AURA.
4. Based on recommendations by a search committee and the NOAO Director, approve the appointments of the NOAO Deputy and Associate Directors for the Kitt Peak National Observatory and the Cerro Tololo Interamerican Observatory.
5. Oversee the management of NOAO.
 - (i) Approve the NOAO program and long-range plans, including budgets and proposals; recommends modifications to the NOAO Director. Following notification to the Board of Directors, the OC's approval of plans and budgets will constitute approval by the Board unless its Chair deems that Board consideration is required.
 - (ii) Exercise independent evaluation of the scientific productivity and management of NOAO Observatories. From time to time conduct site visits to review the factors affecting the functioning of the Observatory and the productivity of the scientific staff.
 - (ii) 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.
 - (iii) Review recommendations from the NOAO Director for tenured appointments; recommends for or against approval by the Board of Directors. This is the final review of the merits of the case. The Board's action is intended to ensure that due process was followed.
 - (iv) 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*.
6. Prepare a report on OC 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 Board of Directors 4/30/03

Responsibility and Authority:

- The Board has final authority and responsibility for all activities of AURA management and staff. It, and each of its members, are trustees and advocates for the missions of AURA and its Centers. The Board delegates executive authority to the President and Center Directors whom the Board hires, evaluates, and replaces as it deems appropriate. Working primarily through committees, the Board holds management responsible and accountable for its actions.

- The President is the Chief Executive Officer of AURA, has line authority over its Centers, and reports to the Board. All direction from the Board to Center Directors flows through the President. The President serves, ex officio, on the Board and its major committees.

- Directors of Centers have the responsibility and broad authority to manage the programs and other activities of their Centers. They report to the Board, and its committees, through the President. The Directors determine the organization of their Centers in operating units and recruit personnel who report to them. They act, in all their activities, with broad authority under AURA policies and are subject to oversight by the President and the Board.