

SPACE TELESCOPE INSTITUTE COUNCIL (STIC) CHARTER

Preamble: The STIC is Management Council of the AURA Board of Directors. It has specific authority to act for the Board as detailed herein. Major policy statements and actions, and proposals for new or revised AURA policy by STIC are subject to review by the Board. The Board may ratify or modify statements and actions. The Board has approval authority for AURA policies.

Mission: The STIC and each of its members are trustees and advocates for the mission of the Space Telescope Science Institute (STScI). The STIC 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 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 STIC.

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

At least one (1) of the additional members of the STIC will be elected by the council from a slate of candidates nominated by ESA through the senior ESA STScI representative and shall be considered to be jointly appointed. The STIC may, at its discretion, request additional nominees.

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

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

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

Meetings: The STIC shall meet at least two (2) times per year. The chair may call additional meetings, including teleconferences, if necessary.

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. Select and/or appoint such other committees as are appropriate, in particular, the Institute Visiting Committee (IVC).

3. Recommend to the Board of Directors the appointment of the STScI Director. In the event of a vacancy or projected vacancy in the position of STScI Director, the STIC chair and the Board chair will together appoint and charge a search committee. Members of this committee may include members of the STIC and the Board. The search committee will normally be expected to identify a short list of candidates to the STIC. The STIC will then make a recommendation to the Board of Directors through the AURA President.
4. Recommend the reappointment or termination of the STScI Director. At the time designated for review, the Council shall appoint, with the approval of the Board Chair, a special committee to evaluate the performance of the STScI Director and to make a recommendation regarding reappointment or termination to the STIC. The STIC will receive this report and make a recommendation to the Board through the AURA President.
5. Appoint the Deputy Director, in the event of a vacancy or projected vacancy, based on a recommendation by the Director and a special search committee appointed by the Director and the STIC Chair.
6. Oversee the management of STScI.
7. Periodically evaluate the effectiveness of the Institute.
8. Receive and respond to the IVC reports, considering the response and comments of the STScI Director. Recommend the AURA comments on the IVC report for adoption by the Board of Directors.
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 STScI Director for tenured appointments; recommend for or against approval by the Board of Directors. The STIC 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. Submit a report on STIC activities during the year to the Board of Directors for consideration and transmission by the Board to the Member Representatives at their Annual Meeting. From time to time, prepare and submit such other reports as may be required.

APPENDIX TO STIC CHARTER

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.