



NOIRLab Management Oversight Council (NMOC) Charter

Approved by the AURA Board of Directors, xx August 2020

Preamble

The NOIRLab Management Oversight Council, or NMOC (hereafter “the Council”) is a Management Council of the AURA Board of Directors (hereafter “the Board”). The NMOC has specific authority to act for the Board as detailed herein. Revisions and additions to AURA policies and procedures are reserved for decision by the Board.

NMOC Mission

The NMOC and each of its members are trustees and advocates to the Board for the mission of NSF’s National Optical-Infrared Astronomy Research Laboratory (NOIRLab). The NMOC provides stewardship and management oversight of NOIRLab and gives support and advice to AURA and to the NOIRLab Director on important policy and management matters.

NMOC Functions

1. Annually nominate its Chair and elect its Vice Chair. The Chair is elected to the Board by the Member Representatives at their 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 the appointment of the NOIRLab Director. In the event of a vacancy or projected vacancy in the position of NOIRLab Director, the NMOC Chair and the Board Chair will together appoint and charge a search committee. Members of this committee may include members of the NMOC and the Board. The search committee will normally be expected to identify a short list of candidates to the NMOC. The NMOC will then make a recommendation to the Board through the AURA President.
3. Recommend the reappointment or termination of the NOIRLab 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 NOIRLab Director and to make a recommendation regarding reappointment or termination to the NMOC. The NMOC will

receive this report and make a recommendation to the Board through the AURA President.

5. Appoint the NOIRLab Deputy Director(s) in the event of a vacancy or projected vacancy, based on a recommendation by the Director and, as appropriate, a special search committee appointed by the Director and the NMOC Chair.
6. Oversee the management of NOIRLab.
7. Periodically evaluate the effectiveness of NOIRLab, based on performance management criteria established by AURA in consultation with the National Science Foundation.
8. Regularly review the hiring, promotion, and tenure processes, including their appropriateness to support a diverse and inclusive workforce. 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 personnel decisions.
9. Review recommendations from the NOIRLab Director for tenured appointments; recommend for or against approval by the Board. The NMOC 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 Board approval as outlined in Section C-II of the AURA Policies and Procedures Manual, Corporate Commitment and Signature Authority.
11. Act in accordance with AURA Conflict of Interest policies for all responsibilities delegated by the Board.
12. Select and/or appoint such other committees as are appropriate to effect the Council's oversight functions. Receive and respond to these committee reports, considering the response and comments of the NOIRLab Director.
13. Submit to the Board a report on NMOC activities 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.

NMOC 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 AURA Member Institutions or the AURA Board of Directors or both.
- At least two (2) of the core members shall be from non-U.S. countries partnering with NOIRLab in international collaborations.
- At least one (1) of the core members shall be a representative from the Chilean

astronomical community.

In addition to the core members, the AURA President is an *ex officio* member of the NMOC; the President may designate an alternative representative from AURA.

Further, the Council may appoint up to three (3) additional members as it deems appropriate or necessary to: add particular expertise to its membership; include representation from key partner organizations; or otherwise expand the breadth of the Council to perform its functions as delegated by the Board. It is desirable that the terms of appointed members remain staggered to enable at least one potential appointment annually.

It is desirable that the Council membership provide diverse viewpoints and:

- i. include representation from the broad community served by NOIRLab programs, facilities and data systems; and
- ii. include relevant senior management experience to carry out the Council's oversight functions.

NMOC Logistics

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 Council shall be by majority vote.

MEETINGS. The Council shall meet at least two (2) times per year. As necessary to execute the Council's specific authority, the Chair may call additional meetings, including by remote participation.