

## CHARTER

### AURA Management Council for LSST

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

**Introduction:** The LSST Council oversees the activities of the LSST Project Office and advocates the mission of the LSST. NSF has entered into such an agreement with AURA for the construction phase of the LSST. AURA has established the LSST Council as the primary governance element and interface for oversight in carrying out the terms of the cooperative agreement.

**Membership:** The Council shall consist of 13 members, all of whom shall have the right to vote, and shall be comprised as follows:

- Four members shall be selected by AURA. At least two (2) of these members shall be from AURA Member Institutions or the Board of Directors, or in combination there from.
- Four members shall be **selected by LSST** Corporation and be drawn from LSST Institutional Members listed in the Appendix to this Charter or otherwise chosen for desired expertise.
- Two members will be self-elected by the Council and drawn from institutions in common to AURA and to LSST
- There will be three designated or ex officio members: a representative of the Chilean astronomical community; and the Directors of NOAO and SLAC or their designees.

**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 Council shall be by majority vote.

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

**Responsibility:** This Council is responsible for overseeing the management of the LSST Construction project carried out by the LSST Project Office.

**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. Act in accordance with AURA Conflict of Interest policies (sec. A1) for all responsibilities delegated by the AURA Board, and establish any such additional conflict of interest policies appropriate to the special oversight needs of the LSST Project.
3. Evaluate the performance of the Project, with particular attention being paid to the effectiveness of Project staff in meeting cost, technical, and schedule goals.
4. Provide for an independent periodic review the LSST Construction Project to ensure that the Project meets the scope and other scientific and technical requirements within cost and schedule. Such an independent review can be undertaken by an ad hoc committee chosen for its relevant expertise and established and chartered by the Council.
5. Recommend the appointment, reappointment, or termination of the LSST 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 Director and to make a recommendation regarding reappointment or termination to the Council. The Council will receive this report and make a recommendation to the AURA Board through the AURA President.
6. Based on recommendations by a search committee and the Director, approve the appointments of the Project Manager and the Project Scientist.
7. Regularly review and oversee the hiring and promotion 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
8. Approve the award of major work packages and review the performance of work package lead organizations.
9. Review and approve proposals requiring AURA Board of Directors approval as outlined in Policy C-II of the AURA Policies and Procedures Manual, Corporate Commitment and Signature Authority.

10. Submit a report on its activities during the preceding year to the Board of Directors for consideration and transmission by the Board of Directors to the Member Representatives at their Annual Meeting.

*Approved by the AURA Board of Directors September 30, 2011*