

I. AURA ORGANIZATION

AURA, as a consortium of research universities, is devoted to research, engineering and other activities benefiting astronomy, the astronomical community and the nation.

A. MISSION

To promote excellence in astronomical research by providing access to state-of-the-art facilities.

Primary corporate tasks in support of this mission are:

1. To establish policies governing the operation of the Corporation which are consistent with contractual requirements and in the best interest of science;
2. To exercise management oversight of its Centers so as to facilitate the conduct of their missions and supporting tasks;
3. To interact with funding agencies to insure mutual understanding of our respective needs so the Corporation and its Centers may operate most effectively for the use and benefit of the scientific community;
4. To establish an AURA-wide operational environment in which both AURA staff and external users of these Centers can function effectively; and,
5. To provide for internal and external evaluation of the performance of the Centers and the Corporation.

B. ROLE AND RESPONSIBILITIES OF THE MEMBER REPRESENTATIVES

1. Membership:

The body of the Member Representatives shall be composed of one representative designated by each member institution and one member representative designated by each international affiliate member.

2. Meetings of the Member Representatives

At each Annual Meeting the Member Representatives shall;

- a. Elect members of the Board of Directors;
- b. Elect the Chair of the Board of Directors/Member Representatives;
- c. Elect a Nominating Committee to serve for the ensuing year;
- d. Fix the date for the next Annual Meeting;
- e. Provide a slate of candidates to the Board of Directors for the members of Center Management Councils;

- f. Officially receive the report of the independent auditors for the past audit; and,
- g. Appoint the independent auditors for the next audit period.
- h. Elect a member representative or member of the AURA Board of Directors to serve as Chair of the AURA Committee on Workforce and Diversity.

C. ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Membership

The members of the Board of Directors are ultimately responsible for the operation of AURA and the astronomical research Centers that it manages. The Board of Directors has and may exercise all of the powers of AURA and shall have charge, management, and control of the business and affairs of AURA. They approve (or delegate authority for approval of) AURA program plans, budget, and long-range plans, including those of the astronomical research Centers. They act as trustees for the mission of AURA, the efficient operation of the astronomical research Centers and the advancement of the astronomical sciences. As trustees, they bring to bear the perspectives of the astronomical community in general and of the university community in particular the Board's oversight of the Centers. As individuals, the Board members work with the President and Corporate staff in dealing with the funding agencies and the AURA-managed Centers. As representatives of AURA at their home institutions, Board members gain understanding and support for the national centers among their colleagues and administrators.

2. Avoidance of Potential Conflicts of Interest

- a. The AURA Board declares that each Board Member is to act as a trustee for the mission of AURA, the effective operation of the national Centers under AURA's purview, and the advancement of the astronomical sciences. As such a trustee, each Board Member is to bring to the deliberations of the Board and its Committees the perspective of the astronomical community in general, and the university community in particular, rather than the perspective of any single member institution;
- b. The AURA Board recognizes the possibility that a specific matter coming before the Board or its Committees may be perceived as posing a conflict between the loyalties of a Board Member as a trustee for the advancement of the astronomical sciences through AURA and the loyalties of that Board Member to a specific institution of AURA or to the Member's own personal interests. To assure that confidence in AURA's decision-making is maintained it

is essential to avoid not only actual conflicts of this kind but also situations that may only appear to be conflicts;

c. Such potential conflicts may arise when the AURA Board or any of its Committees consider issues in which the immediate interests of a Member of the Board differ significantly from the immediate interests of a Center for which AURA is responsible. The appearance of a conflict of interest may develop for an AURA Member from the action or inaction by the Board of Directors or its Committees. To a Board Member, this conflict might appear to significantly affect that Member's personal interest, those of the Member's immediate family or business party, or those of an institution with which the Member is associated. The interests involved may be financial or programmatic/scientific in nature. However, to fall within this policy, the difference in the interests and the way they affect each other must be significant, not merely technical. The test for significance is how the issue would be seen by a reasonable, disinterested person in possession of the relevant facts. Thus, use of one of AURA's facilities by a Board Member for astronomical research would not by itself constitute a potential conflict of interest that is significant. To be significant in the context of AURA decision-making, a potential conflict would most likely arise in, for example, a competition for major project financing involving AURA and a member institution or a consideration by an AURA institution of entering into a joint program or project with a Board Member or with a Board Member's institution. However, even in such cases, if the fact of the potential conflict is disclosed, the AURA Board or its Committee may still wish to consider the views of the Member;

d. It is the responsibility of each Board Member to be alert to the possibility of the appearance of a potential conflict of interest with respect to a specific matter being considered by the Board or its Committees. If one is thought to exist, the Board Member concerned is responsible for exercising one of the following options:

- 1) Disclosing the interest in full to the other Members of the Board or the Committee and abiding by their judgment as to whether or not they wish the Member to participate in the deliberations or votes on that matter; or,
- 2) Recusing himself or herself from the deliberations or votes of the Board or Committee on that matter.

In either case, the Minutes of the Board or Committee shall record the exercise of either option and the response of the Board or Committee to that exercise; and,

e. The Chair of the Board, and the Chair of each Committee, are responsible for using reasonable diligence to identify whether or

not a specific matter may cause the appearance of a potential conflict and if they become aware of such an appearance, to encourage the Board Member concerned to exercise one of the options, and if the Member does not do so, to disclose the interest to the Board or its Committees and abide by its judgment as to the participation of the Member in that matter.

3. Relationship to the President and Center Directors

The President and the Directors of the Centers operate the business of the corporation and represent it to the public and the astronomical community as appropriate. The authority for operating the Centers is delegated to the Directors who are responsible for their effective management and are accountable to the Board through the President for their performance. This delegation is recognized in the contracts between AURA and the funding agencies and in the AURA Policies & Procedures Manual (P&PM).

4. Specific Roles and Responsibilities of the Board of Directors
(as specified in the Corporate By-laws)

The Directors shall:

- a. Elect one or more Directors, as vacancies occur between Annual Meetings of the Member Representatives;
- b. Elect a Chair and Vice Chair of the Board of Directors;
- c. Appoint a President and such other officers;
- d. Appoint such other committees of its members or otherwise as it may deem desirable in carrying on work of the Corporation;
- e. Appoint the Director for each of the Centers;
- f. Elect the Treasurer and Secretary of the Corporation and other officers as deemed necessary from time to time; and,
- g. Have and may exercise all of the powers of the Corporation and shall have charge, management and control of the business and affairs of the Corporation.

5. Specific authority held by the Board of Directors, as outlined in the AURA Policies & Procedures Manual is:

- a. To set AURA policy as set forth in the Policies & Procedures Manual;
- b. To commit or approve commitment of the Corporation for more than \$3M;

- c. To approve appointments to tenured positions;
- d. To approve salary increases for the President, Center Directors and their Senior Management Staff;
- e. To act as final authority on complaints of staff members appointed by authority of the Board of Directors; and,
- f. To approve or delegate authority for approval of Center program plans, budgets, and long range plans.

D. ROLE AND RESPONSIBILITIES OF THE MANAGEMENT COUNCILS

A significant part of the management structure of AURA includes the Management Councils charged by the Board of Directors with the oversight of Center management and of AURA's fulfillment of its contractual responsibilities. These responsibilities include Center specific technical and management issues, policy, benefit and salary administration etc. Community leaders are selected for membership of the Management Councils and in addition to scientists may include administrators, engineers or other specializations deemed relevant for accomplishing effective oversight. Charters for the Management Councils may be viewed on the AURA Corporate website.