**Terms of Reference and Rules of Procedure for the OPC**

1. Terms of Reference

1.1 It is the function of the OPC to review, evaluate on scientific merit, and rank all proposals submitted in response to a call for the use of ESO observing facilities, and thereby advise the Director General on the distribution of observing time taking account of ESO’s duly formulated scientific policy.

2. Structure and Membership

2.1 Members of the OPC and its panels are selected on scientific excellence.

2.2 They are appointed by the Director General based on the recommendations of the Nominating Committee for the OPC.

2.3 An adequate number of discipline-oriented panels are appointed by the Director General to ensure a proper reviewing of the observing proposals submitted by the community. The number of subcommittees is adjusted to the needs.

2.4 The OPC consists of chairs and some of the co-chairs of the expert panels, in such a way that half of the OPC members are involved in panels devoted to extra galactic topics. The OPC chair is typically one of the panel co-chairs.

2.5 The Chair and vice-chair of the OPC are approved by Council.

2.6 The OPC members serve for at most two years. Panel members normally serve for one year. They will not serve again for at least another three years.

2.7 The names of the OPC members are made public every year in the ESO Annual Report. Those of panel members are made public after they leave the OPC. This will be once per year.

3. Conflicts of interest

3.1 The definition and rules for dealing with conflicts of interest on the OPC are detailed in a separate document.

3.2 OPC members cannot be PIs of Large Programs or Surveys proposed in the period they serve. In cases, where they are a Co-I on a Large Program, they will be replaced by a panel member for the discussion of the Large Programs.

3.3 Panelists cannot be PIs of Large Programs or Surveys proposed in the same year they serve.

4. Functioning

4.1 The OPC meets as required by the schedule for the award of observing time.

4.2 The OPC is convened by the Director General, in consultation with the ESO scientist responsible for the Visiting Astronomers Program.