FOR APPROVAL
Voting Procedure – Simple Majority

COUNCIL

129th Meeting
Garching, 4 and 5 December 2013

Terms of Reference and Rules of Procedure for the STC and its Sub-Committees

Council is invited to approve the Terms of Reference and Rules of Procedure for the ESO Scientific Technical Committee and its Sub-committees as contained in Annexes 1 to 5 to this document.
1. **Background**

In accordance with Article V (10) of the ESO Convention: “*The Council may set up such auxiliary organs as may be necessary to accomplish the purposes of the Organisation. The Council shall define the mandate of such organs*”. This was re-confirmed by Council with the approval of doc. ESO/Cou-1261 rev. 2 “*Rules of Procedure for the ESO Council*” in December 2009 (see Rule 12.2).

Council approved the current Terms of Reference (i.e. terminology which is used at ESO as a synonym of “mandate”) and Rules of Procedure for the ESO Scientific Technical Committee (STC) in its 112th meeting in June 2008 (ESO/Cou-1176 rev).

The STC advises the Council and the Director General on policy matters of scientific and technical importance related to the planning and operation of ESO, and on scientific priorities for projects and programmes and the equipment, maintenance and upgrade of ESO facilities. It shall have expert Sub-Committees to advise the STC on scientific and technical matters related to specific areas.

According to Paragraph 2.7 of the current Terms of Reference and Rules of Procedure for the STC (Annex 3 to ESO/Cou-1176 rev.) “*The STC Chair or Director General can propose the setting up of expert Sub-Committees for approval by Council. The STC is responsible for proposing the members of such Sub-Committees for approval by the Director General*”.

There are currently three Sub-Committees to the STC: The La Silla Paranal Committee (LSP), the ALMA European Science Advisory Committee (ESAC) and the E-ELT Sub-Committee (ESC). The LSP focuses on the developments concerning the optical and infrared facilities on La Silla and Paranal. Currently, special emphasis is given to areas like interferometry, adaptive optics, surveys and future instrumentation. The ESAC concentrates on ALMA construction and transition to operations, European ALMA user support and the ALMA development programme. The ESC was established upon recommendation of the STC in the 128th Council Meeting in June 2013 (ESO/Cou-1491 conf.) and shall support the STC in its task to advise the Council and the Director General in matters regarding the E-ELT.

At the meeting of Council in December 2009 Council approved the “*Rules of Procedure for the ESO Council*” (ESO/Cou-1261 rev. 2) and the “*Rules of Procedure for the Finance Committee*” (ESO/Cou-1278 rev.).

In accordance with Rule 12.3 of the Rules of Procedure for the Council, the rules of procedure of auxiliary bodies set up by the Council shall correspond to the principles of the Council’s Rules, unless explicitly decided otherwise by Council. ESO Management, in its ongoing efforts to update ESO internal procedures and align the documents relating to ESO auxiliary organs, prepared the updated version of the Terms of Reference of the STC and the two Sub-Committees LSP and ESAC as well as the Rules of Procedure for the STC and all its Sub-Committees.

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

The Terms of Reference and Rules of Procedure for the STC have been split into two separate documents, in line with the practice for other auxiliary bodies of ESO. The
proposed Terms of Reference remain unchanged from the current Terms of Reference. All rules on the structure, membership and functioning of the STC are now contained in the Rules of Procedure for the STC, which have been updated and whose principles correspond to those of the Council’s Rules.

**Terms of Reference and Rules of Procedure for the STC Sub-Committees**

Annex 4 to ESO/Cou-1176 rev. contains the current generic Terms of Reference of STC Sub-Committees. For the ESC, new Terms of Reference were approved by Council in June 2013, which are consistent with the generic Terms of Reference of all STC Sub-Committees as laid down in Annex 4 to ESO/Cou-1176 rev., but with the special focus on the E-ELT. Annex 3 and 4 to this document contain proposed individual Terms of Reference for the two remaining Sub-Committees, LSP and ESAC, emphasizing the areas of expertise of these Sub-Committees, i.e. the optical/infrared and the radio astronomy domains, respectively. The proposed Terms of Reference for ESAC now explicitly also cover APEX.

According to Rule 12.2 of the proposed new Rules of Procedure for the STC, *the Rules of Procedure for the Sub-Committees shall be those set out in Annex II, unless explicitly decided otherwise by the Council on recommendation of the Director General.* ESO Management prepared updated Rules of Procedure for all Sub-Committees, as contained in Annex 5 to this document, which are aligned with the proposed new Rules of Procedure for the STC and will be made Annex II to the Rules of Procedure for the STC, if approved.

The proposed new Terms of Reference and Rules of Procedure were discussed by the STC in its 81st meeting on 21/22 Oct 2013.

With the approval of the Terms of Reference of the STC and the two Sub-Committees LSP and ESAC as well as the Rules of Procedure for the STC and all its Sub-Committees, the previous Terms of Reference and Rules of Procedure for the STC and its Sub-Committees as contained in ESO/Cou-1176 rev. would be repealed. Moreover, the STC and its Sub-Committees would have updated Rules of Procedure aligned with the Rules of Procedure for Council.

2. Council Action

a. Council is invited to approve Terms of Reference and Rules of Procedure of the STC as contained in Annexes 1 and 2 to this document, respectively.

b. Council is invited to approve Terms of Reference for the LSP and ESAC Sub-Committees of the STC as contained in Annexes 3 and 4 to this document, respectively.

c. Council is invited to approve Rules of Procedure of the STC Sub-Committees as contained in Annex 5 to this document.
Annex 1

Terms of Reference of the STC

The ESO Scientific Technical Committee (STC) is established as an advisory committee under the responsibility of the ESO Council, in accordance with Article V, paragraph 10 of the ESO Convention.

The STC shall:

1. Advise Council and the Director General on policy matters of scientific and technical importance related to the planning and operation of ESO;

2. Advise Council and the Director General on scientific priorities for projects and programmes, and the equipment, maintenance and upgrade of ESO facilities upon the request of Council or the Director General;

3. Assist ESO in informing the astronomical communities in Member States about the status, background, and motivation for ESO's scientific and technical planning.
Annex 2

Rules of Procedure for the STC

1 Composition

1.1 The ESO Scientific Technical Committee (STC) is composed of one (1) member from each Member State and one (1) member from Chile plus up to six members-at-large who may be from non-member states.

1.2 Members are appointed by Council following a proposal by the Director General. Council delegations shall, at the request of the Director General, provide a list of at least three candidates from their country with proven high scientific-technical competence.

1.3 Adequate coverage of the relevant astronomical disciplines and techniques should be aimed at in appointing the individual members. The Director General may, if necessary, advise the Council delegations of specific needs with regard to areas of expertise.

1.4 Members are appointed for a three-year term and may be re-appointed for one consecutive three-year term. The appointments shall be managed so that about an equal number of members retire each year.

2 Chair and Vice-Chair

2.1 Following a proposal from the Director General, the Council shall appoint a Chair of the STC, who shall hold office for one year and may be re-appointed twice.

2.2 The STC shall elect from among its members a Vice-Chair who shall hold office for one year and may be re-elected twice. If the Chair is temporarily unable to fulfil her/his functions, the Vice-Chair shall act in his/her stead.

2.3 In the event of resignation or permanent unavailability of the Chair, the Vice-Chair shall act as Chair until the end of the term of office of the original Chair, unless the Council decides to appoint a new Chair. A new Vice-Chair shall be elected, if required, in accordance with Rule 2.2.

3 Secretariat

3.1 ESO shall provide the Secretariat for the STC.

3.2 The Secretariat shall draft the minutes (Rule 11) and assist the Chair in organising the proceedings of the STC.

4 Meetings

4.1 The STC shall meet normally twice per year in advance of the regular meetings of Council.

4.2 Meetings of the STC shall be held in person. Exceptionally, by agreement between the Chair and the Director General, the STC may meet by alternative means (e.g. by
videoconference, teleconference or other means).

4.3 The Chair may, in consultation with the Director General or the President of Council, convene extraordinary meetings of the STC.

4.4 Meetings of the STC shall be open (Rule 5.2) unless the Chair, in consultation with the Director General, decides that the whole meeting or an individual item or items shall be discussed in restricted (Rule 5.3) or closed (Rule 5.4) session.

4.5 ESO shall assume the travel and subsistence expenses of the members of the STC attending its meetings.

5 Attendance

5.1 Meetings shall not be held in public unless otherwise decided by the STC.

5.2 An open meeting or session may be attended by the members of the STC, the Director General assisted by such members of personnel of the Organisation as (s)he deems necessary and, at the invitation of the Chair after consultation with the Director General, by other persons whose presence is required to assist in the proceedings. The Chair may, with the agreement of the STC, invite persons in attendance to present their views. Open meetings or sessions shall be recorded.

5.3 A restricted meeting or session may be attended only by members of the STC, the Director General assisted by such members of personnel of the Organisation whose presence (s)he deems necessary in relation to the relevant agenda item(s) and by any other person(s) invited by the Chair after consultation with the Director General.

5.4 To deal with matters of particular confidentiality the STC may meet in closed session. In this case only members of the STC shall be present. The Chair may, however, permit the attendance of other persons if it is deemed necessary and appropriate. Closed sessions shall not be recorded unless otherwise decided by the Chair. (S)he shall formulate the conclusions of closed sessions for the minutes (Rule 11), if appropriate.

5.5 Exceptionally, members or other persons participating in an STC meeting may, at the sole discretion of the Chair, attend via teleconference or videoconference subject to technical feasibility.

6 Agenda and Documents

6.1 The draft agenda shall be drawn up by the Chair in consultation with the Director General. It shall be made available to the members of the STC not less than three weeks before each meeting. The Director General and the Chair shall jointly determine whether any items for discussion should be treated as confidential (Rule 13), and shall clearly indicate the confidentiality on the draft agenda and on any documents relating to those agenda items.

6.2 Documents concerning matters on the draft agenda shall be made available to the members of the STC at least two weeks before each meeting.

6.3 Members may request the inclusion of any item on the agenda, either during a
previous meeting or by writing to the Director General not less than three weeks before the meeting.

6.4 The draft agenda with any proposed modifications shall be discussed and approved by the STC immediately after the opening of each meeting. Other items may, with the consent of the STC, be added to the draft agenda.

6.5 In the case of an extraordinary meeting, details of the items to be discussed shall accompany the notice convening the meeting.

6.6 Documents concerning an extraordinary meeting shall be made available at least ten days before the date of the meeting.

7 **Conflicts of interest**

7.1 The general definition and rules for dealing with conflicts of interest on ESO committees (Attachment I) apply to the STC.

7.2 The Principal Investigator (PI) or Co-PIs of an instrument or project in preparation, in study phase, or under construction in the ESO programme may not normally serve on the STC.

8 **Conduct of meetings**

8.1 The Chair shall, subject to the provisions of these Rules, control the proceedings of the STC and maintain order during its meetings.

8.2 Inter alia, (s)he shall declare the opening and closing of each meeting, direct the discussions and sum them up, ensure observance of these Rules, accord or withdraw the right to speak, adjourn or close a debate, or adjourn or suspend a meeting.

9 **Voting**

9.1 The STC shall reach its conclusions by consensus.

9.2 If, exceptionally, a formal vote is required, the appropriate rule and voting majorities set out in the Rules of Procedure for the ESO Council shall apply.

10 **Written Procedure**

10.1 The STC shall not require written procedures.

10.2 If, exceptionally, a written procedure is required, the Rules of Procedure for the ESO Council shall apply.

11 **Minutes**

11.1 Within one month after each STC meeting the Chair formulates the recommendations of the STC. They shall be made available to Council and the Director General.
11.2 The minutes are prepared by the Secretariat within two months of the meeting, and are submitted for approval to the next STC meeting.

12 Auxiliary Bodies

12.1 The Chair or the Director General may propose the setting up of expert Sub-Committees and their Terms of Reference for approval by Council.

12.2 The Rules of Procedure for the Sub-Committees shall be those set out in Attachment II, unless explicitly decided otherwise by the Council on recommendation of the Director General.

12.3 The STC Chair and the Director General shall jointly decide when a Sub-Committee has fulfilled its purpose and shall propose its dissolution to Council.

12.4 The STC may set up ad-hoc working groups in consultation and agreement with the Director General.

13 Confidentiality and Access to Information

Members of the STC and all other persons attending STC meetings shall maintain the confidentiality of proceedings, documents and any other information relating to all matters identified as confidential, regardless of the manner of their transmission (see Rule 14). In particular, contractual matters shall not be disclosed to the firms involved nor to anyone else.

14 Communications

14.1 The STC shall whenever possible make use of generally available electronic communications facilities, especially electronic mail (e-mail) and the internet. The Secretariat shall maintain a list of e-mail addresses relevant to the work of the STC, and shall provide such information to the members of the STC upon request.

14.2 Where documents and other communications subject to deadlines have to be transmitted, the relevant deadline shall be deemed to be met if within the time limit the documents or other communications are transmitted by e-mail or made available on the internet link provided by the Secretariat. The Secretariat shall notify the members of the STC by e-mail when such documents have been made available on the internet.

15 Press Releases

15.1 The STC does not issue press releases.

15.2 If exceptionally a press release concerning the proceedings of the STC is considered necessary, the case should be put to the Director General.

16 Interpretation of these Rules

The Council shall be the sole authority for the interpretation of these Rules. Where applicable and possible, interpretation of these Rules shall correspond to the principles laid down in the Rules of Procedure for the ESO Council.
17 **Entry into Force**

These Rules shall come into effect on the date of their approval by Council. As from the date of their entry into force, they shall supersede all previous Rules of Procedure for the ESO STC.
E. Rules for Dealing with Conflicts of Interest on ESO Committees

1. A conflict of interest arises when the Committee is called upon to make a decision or recommendation on a matter in which a member, or her/his institution, or a closely connected associate, or her/his immediate family has a professional, financial, or commercial interest.

2. It is the responsibility of all members of the Committee to recognize and report all their own actual or potential conflicts of interest. All members must declare any potential conflicts of interest to the Committee through ESO before accepting appointment, and ESO shall keep a record of such declarations.

3. Committee members shall declare to the Committee any actual or potential conflict of interest in any item on the Agenda immediately they become aware of it, and ESO shall update the record of declarations.

4. In any situation dealing with finite resources, some decisions have implications for all other decisions. If an actual or potential conflict of interest arises, the Committee Member may be requested by the Chair of the Committee either to withdraw from discussion of that item, or to participate in all or part of the discussion, but should a vote be called, the conflicted member shall not be present during the voting.

5. The request to withdraw may be challenged in which case it shall be put to a vote of the Committee, with the potentially conflicted member not participating; in the event of a tied vote, the decision of the Chair shall be final.

6. Should the Chair be required to withdraw from a discussion, the Committee members shall agree on one of their number to act as temporary Chair for the discussion of that item.

7. Should a conflict of interest be discovered after a vote or recommendation has been made, the Chair shall propose to the Committee that either

(a) the vote or recommendation should stand with the vote of the conflicted member converted to an abstention

or

(b) the vote or recommendation is declared null and void, and shall be revisited with the conflicted member withdrawn.

8. Any deliberate failure to report a conflict of interest shall be reported by ESO to the person or body appointing members to the Committee, and this person or body shall decide upon the action to be taken, and inform the Committee.

9. Any action under the rules above shall be recorded in the minutes of the Committee meeting.
Attachment II to Annex 2

Rules of Procedure for STC Sub-Committees

See Annex 5
Annex 3

Terms of reference for the LSP Sub-Committee to the STC

The La Silla Paranal Committee (LSP) shall:

1. Advise the STC on technical and scientific matters related to the ESO optical/infrared astronomical program, specifically focusing on the existing facilities on La Silla and Paranal;

2. Advise the STC on major items concerning operations of the optical/infrared facilities, and instrumentation and upgrades;

3. Advise the STC on scientific priorities for the development of the optical and infrared facilities, new instrumentation and upgrades;

4. Keep the STC informed of the long-term scientific priorities and plans of the astronomical communities in the ESO Member States in the context of world-wide astronomical endeavours.
Annex 4

Terms of reference for the ESAC Sub-Committee to the STC

The European Science Advisory Committee (ESAC) shall:

1. Advise the STC on technical and scientific matters related to the ESO radio astronomical programme, which currently comprises the ESO share in ALMA and the APEX Telescope;

2. Provide input to the discussions of the ALMA Science Advisory Committee;

3. Advise the STC on major items concerning ALMA and APEX operations, and instrumentation and upgrades;

4. Advise the STC on scientific priorities for ALMA and APEX development, new instrumentation and upgrades;

5. Keep the STC informed of the long-term scientific priorities and plans of the astronomical communities in the ESO Member States in the context of world-wide astronomical endeavours.
Annex 5

Rules of Procedure for STC Sub-Committees

1 Composition

1.1 The Sub-Committee shall consist of 7-9 members, of whom at least three shall be members of the STC. Members will be appointed by the Director General in consultation with the Chair of the STC. Members of the STC to serve on the Sub-Committee shall be nominated by the STC.

1.2 Members shall be selected by their expertise and scientific eminence in the relevant domain.

1.3 Members of the Sub-Committee are appointed for an initial term of up to three-years. Appointments may be renewed for one further term of up to three years, at the discretion of the Director General after consultation with the Chair of the STC.

2 Chair of the Subcommittee

2.1 The Chair of the Sub-Committee will be appointed by the Director General, in consultation with the Chair of the STC, from among the STC members appointed to the Sub-Committee.

2.2 The Chair shall be appointed annually for a term of one year.

3 Meetings

3.1 The Sub-Committee shall meet at the request of the STC, normally twice per year before the regular meetings of the STC, in such a way that the advice from Sub-Committee can be conveyed to the STC in a timely and efficient manner.

3.2 Exceptionally, the Sub-Committee may hold additional meetings, subject to the agreement of the Chair of the STC, who shall consult with the Director General.

3.3 ESO shall assume the travel and subsistence expenses of the members of the Sub-Committee attending its meetings.

4 Attendance

4.1 Meetings of the Sub-Committee shall normally be attended by the members of the Sub-Committee, the Director General (or his/her representative) and such members of personnel of the Organisation as may be considered necessary to enable the Sub-Committee to carry out its business.

4.2 Exceptionally, additional persons may be invited to attend for all or part of the meeting at the discretion of the Chair of the Sub-Committee.

5 Agenda and Documents

5.1 The draft Agenda is drawn up by the Chair or the Sub-Committee, in consultation
with the Director General and the Chair of the STC.

5.2 Any documents relating to matters on the Agenda shall be made available to the Sub-Committee not less than two weeks before the date of the meeting.

6 **Conflicts of interest**

The general definition and rules for dealing with conflicts of interest on ESO committees (Attachment I) apply to the Sub-Committee.

7 **Voting**

The Sub-Committee shall reach its conclusions by consensus.

8 **Recommendations**

8.1 Minutes are not produced for meetings of the Sub-Committee, but the outcome of the meeting shall be summarised in its Recommendations.

8.2 It is the responsibility of the Chair to formulate the Recommendations of the Sub-Committee and to present them to the STC at its next meeting.

8.3 The Recommendations shall be reached by consensus. Dissenting opinions may be reported, if deemed appropriate by the Chair and if clearly indicated as such.

8.4 The Recommendations of the Sub-Committee are not published, unless decided otherwise by the Chair of the Sub-Committee and the Chair of the STC in consultation with the Director General.

9 **Miscellaneous**

9.1 These Rules shall come into effect on the date of their approval by Council.

9.2 For matters not dealt with in these Rules, the Rules of Procedure for the STC shall apply.
Attachment I to Annex 5

Conflicts of Interest

See Attachment I of Annex 2