

GEMINI BOARD FINANCE COMMITTEE

Terms of Reference

May 2010

The **Finance Committee** is a subsidiary body established by the Gemini Board under Article 10.1(f) of the International Gemini Agreement (hereinafter, IGA) with members appointed by the Board. Its Terms of Reference are set by the Board and its Rules of Procedure follow those of the Board.

The primary purpose of the **Finance Committee** is to assist the Gemini Board in discharging its obligations under the IGA, particularly the duties listed in Article 10.2. The **Finance Committee** shall:

1. Review the annual Budget and multi-year budget plans produced annually by the Observatory and provide recommendations or approval by the Board [Article 10.2 (a)];
2. Review subawards to be made by the Managing Organization with a value exceeding \$1 million [Article 10.2 (b) and additional material in Article 13.19 through 13.22];
3. Review plans and budgets for the development of Gemini Instrumentation beyond that which would part of the basic IDF [Article 10.2(h); see also discussion in Article 17].
4. Advise and assist the Director and the responsible Observatory staff in deciding on the format and content of the budget submissions to the Board;
5. Receive and review the annual accounts and auditor's reports of the Managing Organization and Executive Agency [Article 10.2e];
6. Carry out such other tasks as may be requested by the Board.

Notes:

1. The budget presentation will normally include all expenditures related to Operations and Maintenance, facilities development, including the base facilities in Hawaii and Chile as well as the summit facilities, including the telescope. Expenditures for development activities, as envisioned under Article 17, shall be reported within the overall budget presentation. A review of the multi-year development plan is a distinct activity.
2. The overall budget presentation is subject to the general provisions in Article 13
3. The development functions described in Article 17 are intended to differentiate development from repairs and minor upgrades to existing instruments, which are termed "Basic IDF" expenditures.
4. We envision the formation of an Audit Committee, consisting of designated financial officers within the Agencies that are party to the IAG. The intent is that this committee will receive the reports envisioned in IAG Article 10.2e and provide the Board, through the GFC, with comments, if any, arising from their review. The intent is to ensure that Agency and national government requirements pertaining to the transfer of funds to the Executive Agency for redistribution to the Managing Agency are satisfied. However, pending action on this matter, the GFC may receive and comment on such reports and recommend action to the Board.

The Membership of the Finance Committee:

1. All Agencies represented on the Gemini Board shall designate one member to the GFC. Normally, this person will be a member of the Gemini Board but need not be.
2. The Chair of the Gemini Board shall be an ex-officio member of the GFC
3. The Chair of the GFC shall be appointed by the Board for a term of term of two years.

Meetings and Attendance at Meetings

1. The GFC shall normally meet annually in advance of the last meeting of the Gemini Board in a calendar year (November or December). The Board may refer matters to the GFC for consideration on an *ad hoc* basis. In this event, the Chair, in consultation with the members, shall determine whether additional meetings are required.
2. The meetings are intended to be open to all members of the Gemini Board and others as noted below. The Chair may call for a closed meeting of GFC members if deemed necessary in view of the matters under consideration.
3. Representatives of the Observatory, the Executive Agency and the Management Agency may attend meeting as observers. The Chair will normally recognize Observers who wish to participate in discussion.
4. The GFC normally shall reach its decisions and prepare its recommendations to the Board through consensus. Only GFC members may vote on matters called to question. Quorum for vote will be 50%+1 member, including the Chair. Votes will pass by simple majority.
5. The Secretary to the Gemini Board will attend to record the meeting activities and to assist the GFC Chair in preparing a Report, with recommendations, to the Gemini Board.