

CHARTER, POLICIES, AND PROCEDURES FOR THE OPERATION OF USRA SCIENCE COUNCILS

APPROVED BY BOT 5/31/2005

Each major USRA activity has associated with it an independent board that is established by, and reports to, the USRA board of trustees. These boards are generically called “science councils,” but they may have particular names that directly reflect their interests and activities, e.g., technology council or education council. Science councils provide a means by which USRA’s corporate management and, in particular, the board of trustees receives an independent appraisal of each major USRA activity. These appraisals are normally shared with the director of the program being overseen and with senior management of agencies that support the USRA activity. The science councils also provide advice to USRA on specific programs of interest.

Science councils:

- ∞ Review and assess the technical performance of the USRA activity and its impact on the research, development, and educational communities that it serves, as well as its impact on the agencies that provide funding support for the activity.
- ∞ Assess the effectiveness of the management of the USRA activity.
- ∞ Provide scientific and technical advice and recommend programmatic or policy changes when appropriate, both to the program director and staff and to USRA management, and through its report, to the USRA board of trustees.

The search committee for a director of a USRA program/Institute shall be headed by the council chair for that program/Institute and normally include a subset of the council in its membership.

POLICIES

1. Membership: Members of a science council are selected on the basis of their expertise and standing within the research, educational, or technical community. Council membership will also be guided by diversity considerations. No two council members may be from the same institution. There will normally be nine members on a science council. When a new science council is established, its chair and all of its members are selected and appointed by the USRA board of trustees. Terms will be assigned so that one-third of the members will have terms that end in a given year. The term of the chair will be three years. Terms will be on a calendar year basis.

For an existing science council, one-third of the membership will have terms that end in a given year. Terms are for three years, once renewable. The chair of the science council will coordinate the nomination process for new members. All nominees for membership must receive approval by a majority of the members of the existing science council. An individual may not serve on a science council if he or she is on the staff of the USRA institute, center, program, etc., being overseen by the science council.

In addition to the above-mentioned members of the science council, the board may appoint one of its members to serve as a liaison. The liaison will participate in all activities of the science council but will have no vote. The liaison will serve at the pleasure of the board.

2. Selection of the Chair: As noted above, the initial chair of the science council is selected by the board of trustees and serves as chair for a three-year term. The existing science council selects subsequent chairs by majority vote, also to serve three-year terms. The regular term of a council member that becomes chair may be extended beyond the second term in order to complete the full three-year period as chair.
3. Confirmation by the USRA Board of Trustees: The USRA board of trustees shall confirm the selection of the chair and all new members of science councils.
4. Meetings: Meetings are held at the discretion of the chair of the science council. Science council members are reimbursed for their travel expenses and offered an honorarium for their services. The chair will receive a larger honorarium than the other members. A budget for two meetings per year is included as a part of the USRA headquarters operating budget, and every effort will be made to accommodate additional meetings if circumstances warrant. At least one meeting of each science council is held each year and designated as a "review" meeting. A report from the science council for this meeting is required. Other meetings may be held during the year, at the discretion of the chair, for the purposes of information gathering, and reports from the science council for these meetings are not required. Science council meetings are usually no more than two days in duration.

The chair sets the agenda for the science council meeting and is responsible for providing reports of the review meetings to the president and board of trustees.

5. Conflict of Interest
 - a. A conflict of interest may arise when a USRA Science Council Member ("Member") is involved in personal or other professional activities that might directly or indirectly place the Member in a real or apparent conflict with the activities of USRA or the Member's responsibilities to USRA. Any such conflict of interest will be disclosed by the Member to the other Members of the Council and to the Director of the USRA activity that is overseen by the Council. The disclosure will be reported in the minutes of the Council meeting in which the disclosure was made or in the first meeting following the disclosure, if made outside of a meeting.
 - b. A Member will disclose any proposal for funding from USRA or any award of funding from USRA in which the Member is associated.
 - c. The other Members will decide how to handle the identified conflict. This decision may include, but is not necessarily limited to; barring the Member with the conflict from participating in any discussion of the matter in which the Member has identified the conflict. The Member may be required to leave the room while the matter is discussed; excluded from voting on any related issue; or may be requested to resign from the Council.
 - d. The Director will inform the USRA Ethics and Compliance Officer ("Officer") of the identified conflict at the request of any Council Member or as he or she deems necessary. The Officer will consult with USRA Corporate Counsel and the USRA Board of Trustees, as he or she deems necessary.

- e. Peer reviews of proposals undertaken by USRA must be conducted with the customary independence that is expected. Members are prohibited from participating in any peer review process undertaken by a USRA activity that is overseen by the Council on which they serve, including refraining from communication with peer reviewers regarding proposals being reviewed.
6. Proprietary Information
- a. All information and materials of USRA, whether in written, electronic, computer, or oral form, are, and at all times must remain, the proprietary and confidential assets of USRA.
 - b. Members agree at all times during and after the term as a Member to treat all information and materials of USRA as proprietary and confidential assets of USRA and that the members will not disclose or use such proprietary and confidential assets except for the exclusive purposes of USRA.

PROCEDURES

1. Coordinator - For each science council, the president of USRA will appoint a representative of USRA's corporate management to work with the chair. This individual might be a University Relations Director, for example.
2. Meetings - The following activities should occur for each meeting:
 - a. Establishing the Date of the Meeting - If requested by the chair, and at his or her direction, staff at USRA headquarters will poll science council members, the director of the USRA activity under review, the sponsoring agency's technical monitor (hereinafter "the Technical Monitor") of the USRA activity, and other individuals recommended by the chair for their availability dates. When this poll is concluded, staff at USRA headquarters will notify the chair, who will then decide upon dates for the meeting. Dates should be selected that will give reasonable assurance that at least two-thirds of the members will be present at the meeting.
 - b. Establishing the Site of the Meeting - The site of the meeting will usually be the site of the USRA activity under review, but the chair may specify from time to time an alternate site as circumstances warrant and as agreed upon by a majority of science council members.
 - c. Setting the Agenda - The chair sets the agenda for the meeting in consultation with the director of the USRA activity under review; the cognizant Technical Monitor, as appropriate; and the USRA coordinator.
 - d. Sending out the Meeting Notice and Invitations - Under the direction of the chair, staff at USRA headquarters may be asked to send out the agenda for the meeting, the most recent annual or semi-annual report for the activity under review, minutes from the previous meeting of the science council, and such other background material as may be requested by the chair. This package should be sent to members of the science council, the director of the USRA activity under review, the USRA coordinator, and other individuals recommended by the chair two weeks prior to the date of the meeting. For review meetings, an invitation to

attend and participate in the meeting should be sent to the Technical Monitor and to other key individuals of the sponsoring agency as deemed appropriate by the chair.

- e. Activities During the Meeting - The following activities should occur during the review meeting of the science council. The activities listed below may occur in separate sessions of the meeting, or elements may be combined, at the discretion of the chair. Sessions may be closed or open, at the discretion of the chair. Only science council members and others, at the specific invitation of the chair, shall attend closed sessions. In whatever format, setting, or chronological order decided upon by the chair, the science council shall:
 - i) Meet with the director of the activity and review the overall performance of the activity and its future plans.
 - ii) Meet with the scientific staff of the activity and review their work and future plans.
 - iii) Meet with the Technical Monitor and/or scientists and managers of the government sponsor for the activity, as determined by the Technical Monitor.
 - iv) Review candidates for nomination to membership on the science council with the goal of maintaining diversity and a balance of disciplines in the activity under review.
 - v) Meet privately with the director of the activity under review, and, at the discretion of the chair, meet with other senior staff members of the activity.
 - vi) Meet with the Center Director, or other key officials of the sponsoring agency.
 - vii) Review the findings of the meeting, discuss the general outline of the report to be generated, make writing assignments, and as time permits, begin drafting the report.
- f. Preparation of the Report: - The chair shall be responsible for coordinating the writing and review by the science council of a report for each review meeting. Within two months of the review meeting, the report shall be provided to the USRA president, the director of the program being reviewed, and to the executive director, who will promptly submit it to the board of trustees.

3. New Members and the Chair

- a. Solicitation of Recommendations for New Members to a Science Council: In the first quarter of each calendar year, the coordinator will solicit from the council of institutions and board of trustees recommendations, accompanied by resumes, of individuals to serve in science council positions that will be open in the next year. Other recommendations will be solicited by the coordinator from the institute, division, or program director and from other groups and individuals as deemed appropriate by the chair of the science council.

The results of the solicitation will be forwarded to the chair of the science council, who will solicit additional recommendations from the members of the science council. The full set of recommendations will be distributed to the science council for deliberation.

- b. Preparation of the Slate of Nominees: Prior to the fall meeting of the board of trustees (usually held in October), the science council will determine the slate of nominees to be presented to the USRA board of trustees. A tentative slate, usually containing alternates, will then be reviewed with the director of the activities that are under the purview of the science council to obtain their comments. After this review and adjustment, if any, the candidates will be called by a the science council coordinator to determine if the individuals are willing to serve if confirmed by the USRA board of trustees. Candidates so willing will be asked to submit to the coordinator a curriculum vita, if one has not previously been submitted.

It may be necessary to have a telephone conference of the science council for further consideration of the slate before it is in final form. The final slate of nominees presented to the USRA board of trustees for confirmation will contain at least one name for each open position. Each nominee must be approved by a majority of the science council. If needed, the slate will also contain the nominee for the chair of the science council, who will be approved by majority vote of the science council.

- c. Confirmation by the USRA Board of Trustees: The coordinator will be responsible for providing to USRA headquarters the slate of nominees, along with a curriculum vitae for each nominee, in time for it to be included in the background information for the fall board meeting. At the fall meeting, the coordinator will present the slate to the board for confirmation, and the board will consider the slate of nominees and take action on each nominee. The coordinator will report the board's action to the chair of the science council, who will notify the confirmed nominees of the board's action.
4. Director Search - When necessary, and at the request of the USRA president, a search committee shall be established to find a new USRA director for the activity the science council reviews. The chair of the science council serves as chair of the search committee. Up to four other members of the science council may serve on the search committee; as determined by the chair. Additional persons outside the council may serve on the search committee, as determined by the USRA president. Expenses for members of the search committee (except the expenses for any government employees who might be on the science council) are borne by USRA headquarters. The normal course of events for a search is as follows:

- a. Advertising - The search committee prepares an advertisement that will be submitted normally to two journals, as specified by the search committee. The staff at USRA headquarters handles the submission of the advertisement to the journals, and to other agencies that may be particularly suited or mandated by law to giving the announcement wide exposure. The cost of the journal advertisements is borne by the contract or contracts that sponsor the activity for which the director search is being conducted.

In addition to the formal advertisement, the search committee usually prepares a list of individuals who might be interested in the directorship or who might know of individuals who would be appropriate candidates. Members of the search committee contact individuals on the list to ascertain their interest in the directorship and, if appropriate, encourage them to apply or suggest others that might be contacted. The search committee may also take other steps to widen the search, such as sending an announcement of the search to heads of academic departments at universities.

- b. Handling Applications - Applications will be sent to the executive director of USRA. Staff members at USRA headquarters coordinate with the chair of the search committee in collecting all applications and distributing those applications that pass an initial screening to the search

committee. This initial screening is done solely on the basis of applicants meeting minimal requirements (e.g., documented expertise, relevant experience, etc.).

- c. **Screening Applications** - Individuals whose applications pass the initial screening described above will be asked to submit letters of recommendation. Normally three letters are requested for each person. The chair of the search committee is responsible for requesting the letters of recommendation. Each member of the science council will review the applications, including letters of recommendation, and provide their personal ranking of the candidates to the chair. Those candidates that rank highest in the overall ranking will be invited to an interview process with the search committee (not the science council as a whole). These candidates will be informed of their invitation by the chair of the search committee.
 - d. **Interviews** - The travel costs for the candidates who are interviewed are borne by the contract or contracts that sponsor the activity for which the director search is being conducted. The search committee will be expected to have developed a common set of questions, lines of inquiry that will be used with all interviewees.
 - e. **Recommendations to the USRA Board of Trustees** - After the interviews are conducted, the search committee evaluates the relative merits of each of the interviewed candidates. The search committee will identify and prioritize the top three candidates for the position. They will provide a listing of the strengths and weaknesses of the three as well as a rationale for their final ranking. The search committee chair will communicate the committee's findings to the Executive Committee of the Board of Trustees. Following review of the findings, the Executive Committee will meet (teleconference) with the search committee chair to discuss the finalists, to clarify any issues that arise during their review of the committee findings, and to allow the search committee chair to expand on issues as needed. The search committee chair will then be excused and the Executive Committee will determine which of the candidates, if any, will be offered the position. Normally, USRA's agreement with its sponsoring agency requires that the agency concur on the selection of a director. Therefore, the USRA president, who will conduct the negotiations with the potential new director, will contact the appropriate official of the sponsoring agency to seek the required concurrence.
5. **Other Tasks:** From time to time the USRA board of trustees may request the science council perform tasks that are not directly related to the overview of a USRA activity but nevertheless draw upon the expertise of the council in particular disciplines. Examples are studies and "white papers" that evaluate future directions of a discipline. Expenses for these studies are normally borne by USRA Headquarters.