

## ALMA BOARD

### Terms of Reference

The ALMA Board (hereinafter the “Board”) is established by ESO and NSF, the Parties to the “Agreement concerning the joint Construction and Operation of the Atacama Large Millimeter Array (ALMA)” (hereinafter the “Bilateral Agreement”), as the supervisory and regulatory body for ALMA. It is the primary forum for interactions among, and for the decisions of, ESO and NSF concerning ALMA. The Board is not a legal entity.

**The Board shall at all times work within the provisions of the Bilateral Agreement, and all Board decisions shall be consistent with the Bilateral Agreement and with the governing laws, regulations and contractual obligations of ESO, NSF, and AUI.**

NSF and ESO shall each appoint four members to the Board. One member appointed by NSF represents the North American Executive, and one ESO Board member represents the European Executive. ESO shall designate one of its appointees to speak on behalf of ESO and NSF shall designate one of its appointees to speak on behalf of NSF.

The Board shall meet not less than two times per year.

The Board shall:

1. ensure that Construction, Commissioning, Early Operations, and Operations are carried out jointly by the Executives in accordance with the terms and provisions of the Bilateral Agreement.
2. exercise budgetary oversight and policy control over ALMA.
3. determine the dates of completion of Construction and of Commissioning , the date of the start of Early Operations, and any reapportionment of Value between Construction and Commissioning and Early Operations where those periods may overlap;
4. approve a Budget and Program Plan for the following year and endorse a Long Range Plan;
5. approve the award of contracts, the use of contingency, and the re-apportionment of Value, as provided for in the Bilateral Agreement;
6. report at least once per year in writing to ESO and NSF on the status of ALMA, including the financial situation, progress on Construction and Commissioning, and projected timescales, estimated cost to completion, and the status of Early Operations and Operations;
7. approve the appointment of Joint ALMA Office (JAO) Key Personnel;

8. review annually the job performance of all Key Personnel in consultation with the Director and the Executives;
9. approve, upon recommendation of the Executives, extensions to the appointment of all Key Personnel;
10. determine the policy and manner in which Early Operations and Operations will be carried out;
11. determine the policy and procedures for the allocation of Observing Time;
12. determine the policy and procedures for data rights and the proprietary period;
13. undertake such other duties and responsibilities as may from time to time be requested by ESO and NSF.