

TERMS OF REFERENCE

AfAS EXECUTIVE COMMITTEE

1. MANDATE

- 1.1 Provide Strategic Leadership and act as the Management Authority of AfAS through general oversight of the activities of AfAS in accordance with these Terms of Reference.
- 1.2 Provide independent and impartial high-level strategic advice/decision-making to the AfAS Secretariat and the Committee/Project Chairs on any matter relating to Astronomy and related disciplines to allow AfAS to realise its Vision and Mission as outlined in the AfAS Constitution.
- 1.3 This mandate is carried out in concert with key stakeholders of AfAS including the South African Department of Science, Technology, and Innovation (DSTI), which is currently the principal funder of the AfAS.

2. MEMBERSHIP

- 2.1 The elected members of the EXCO will mainly be senior astronomers with PhD degrees and at least 10 years post-qualifying experience, inclusive of holding a senior management or research positions; **or** senior managers involved in astronomy or related disciplines. Qualifying persons must be based in African institutions who have distinguished themselves in the field of astronomy and related disciplines and who possess qualifications, experience and/or skills in relation to advancing the work of AfAS in the field of astronomy and its related disciplines.
- 2.2 The EXCO will be composed of 7 (seven) members and the *ex-officio* members identified in 2.5 below.
- 2.3 The 7 (seven) members are appointed in their personal capacities and should:
 - a) broadly be representative of the African demographics in terms of regional representation, age, experience and gender;
 - b) broadly be representative of the higher education sector and /or astronomy facilities/agencies across Africa;
 - c) have expertise in any of the astronomy modalities and/or related disciplines;
 - d) have been involved in AfAS activities in the past.
- 2.4 The following guidelines will be used to select candidates for election be AfAS members:
 - a) Six (6) astronomers or scientists from related disciplines, with at least 4 (four) having senior university or facility/agency management experience or being senior scientists. Such persons must have demonstrated experience and expertise in research management, technical innovations, technology transfer and/or outreach & education.
 - b) An Early Career PhD astronomer who has had no more than 3 years post qualifying experience and is no older than 35 years.
- 2.5 Ex-officio Members:
 - a) Both the Executive Officer and the AfAS Project Manager will be *ex-officio* non-voting members of the Executive Committee, given that they are responsible for the daily operations and Governance/Financial systems of AfAS.
 - b) The other *ex-officio* member of the EXCO is a senior representative of the main funder of AfAS; who will have no voting rights;
 - c) The Directors of AfAS; the not for profit company if such Directors are not members of the EXCO; they will have voting rights.
 - d) The immediate past President of AfAS or another member of the previous Committee decided upon by the current Executive Committee if the immediate past President is unavailable to serve on the Committee throughout the Committee's term of office.

3. NOMINATIONS OF EXCO MEMBERS

3.1 The Secretariat, in consultation with the Executive Committee, will establish an independent Nominations Committee of at least three (3) persons who are all full members of AfAS, to oversee the call for nominations from the broad African Astronomy Community no later than THREE (3) months prior to the AfAS General Assembly.

3.2 The Nominations Committee members must be nominated by the Secretariat/Executive Committee for final approval by the Executive Committee.

3.3 The nominated individuals must be active members of AfAS.

3.4 The Secretariat will develop Terms of Reference for the Nominations Committee which will be included in the by-laws.

4. ELECTIONS & APPOINTMENT OF EXCO MEMBERS

4.1 The nominations process will run within three parallel streams, one for the election of the President and Deputy President of AfAS, one for the election of the Early Career Astronomer and the remaining stream for the 4 (four) general members of the Executive Committee.

4.2 The Nominations Committee will, after considering all nominations, propose a list of all suitable candidates for each of the streams.

4.3 All Active Full and Associated members of AfAS will be eligible to vote in the elections, which are held every 3 years at the General Assembly immediately after the AfAS Annual Conference.

4.4 The term of office for the EXCO is 3 years, and members, excluding the President and Deputy President, may not serve more than two (2) consecutive terms.

4.5 The President/Deputy President of AfAS may not serve more than ONE (1) term of office.

4.6 The EXCO may appoint a replacement to complete the term of any member who is unable, for any reason, to continue serving his/her term of office.

4.6 The Office of the Secretariat shall serve as the Secretariat of the EXCO and shall assist in the preparation of all documentation for EXCO meetings.

4.7 A member of the EXCO shall cease to be member if:

- a) He/she resigns from the EXCO; or
- b) if he/she is absent from TWO (2) ordinary meetings of the EXCO during the financial year, irrespective of the reason/s for their absence.

5. REMUNERATION

5.1 There is no remuneration associated with membership of or service to the EXCO.

5.2 Travel, accommodation and other incidental costs incurred by Committee members during the course of approved AfAS work, shall be reimbursed by AfAS in accordance with its applicable policies subject to activities giving rise to such costs being approved by EXCO.

6. MEETINGS

6.1 The EXCO shall have at least FOUR (4) ordinary meetings per financial year, the meeting dates of such meetings will be agreed by EXCO at the beginning of each financial year.

6.2 The President of AfAS shall preside over all EXCO meetings. In the absence of the President, the Deputy President of AfAS (or in his/her absence, another member nominated by all remaining members) shall preside over EXCO meetings.

- (i) 6.3 The President of AfAS or any two other members of the Executive Committee may call an extraordinary meeting at any time. They must notify other members of the Executive Committee of the date of the proposed meeting not less than 25 days before it is due to take place. They must draw up an agenda for the meeting and distribute it to other members of the Executive Committee. If, however, one of the matters to be discussed is to appoint a new Executive Committee member, then those calling the meeting must give the other Executive Committee members not less than 30 days' notice.

6.4 A minimum of 4 (four) elected, voting members shall constitute a quorum for any meeting of the EXCO.

6.5 Reminders for all EXCO meetings shall be issued by the Secretariat to all members and attendees of the EXCO no later than 2 (two) weeks prior to the meeting unless exceptional circumstances require a shorter notice period.

6.6 Meetings will be held virtually or in-person/hybrid where necessary.

6.7 The President may invite any non-EXCO member to attend any meeting or part thereof, to participate in discussions, or to seek a briefing/advice on a particular topic.

6.8 The Secretariat is to ensure that there is an agenda for each meeting and that all members have an opportunity to nominate items for inclusion on the agenda. The agenda and all documentation for the meeting, shall be issued no later than one week prior to the meeting.

6.9 The EXCO shall operate on the basis of consensus for all its deliberations, where there is no consensus, a simple vote will be taken by all the voting members.

6.10 As outlined in the Ethics Statement, all members are expected to declare any conflicts of interest to the Executive Committee before any discussion, decision/voting takes place as described in the AfAS Ethics document.

6.11 The President is responsible for ensuring that the advice and recommendations agreed by the EXCO are consistent with the mandate of AfAS which is collectively defined in Sections 1.2 to 1.5 of the Constitution.

6.12 Minutes of all meetings will be made available to the members of the Society on the AfAS website, within one week of the formal approval of such minutes by the Executive Committee at the next Committee meeting. All confidential information, as determined by the Executive Committee, will be redacted prior to the issue of such minutes. The Secretariat will keep copies of the original minutes on file as an essential historical record.

7. ROLES AND RESPONSIBILITIES

The role and responsibilities of the AfAS Executive Committee members are outlined in the Addendum to this Terms of Reference.

8. APPROVAL AND AMENDMENT OF TERMS OF REFERENCE

8.1 These Terms of Reference are approved by the AfAS Executive Committee.

8.2 The EXCO may effect amendments to these Terms of Reference at any time provided that such amendments are formally approved by EXCO at an ordinary meeting.

APPROVED:



Professor Amare Abebe

President: African Astronomical Society (AfAS)

Date: 2 June 2025

ADDENDUM

ROLE & RESPONSIBILITIES OF THE

AfAS EXECUTIVE COMMITTEE

1. INTRODUCTION

The AfAS Executive Committee is the Management Authority that is responsible for managing all of the organisation's operations as well as its finances. It is the decision-making body within the Society for the operations/activities of the organisation.

This document outlines the role and responsibilities of the Executive Committee to ensure that all members of the Executive Committee are fully aware of what is expected of them and that AfAS is managed effectively and efficiently, with the Secretariat, led by the Executive Officer, being responsible for the daily operations of AfAS.

2. ROLE & RESPONSIBILITIES

2.1 The Executive Committee will provide strategic leadership and management oversight in the daily running of the organisation through the Secretariat.

2.2 In fulfilling its mandate, the EXCO shall consider the AfAS Policies, and the Strategies as defined in the Business Plan as well as the AfAS Constitution and By-Laws.

2.3 The Committee will approve the Business Plan, the Annual Operating Plan as well as the annual budget.

2.4 The Committee will oversee the Society's policies e.g. ethics, internal controls, governance, risk management, and regulations. Oversight duties also include overseeing the committees appointed by the Executive Committee that work on policy development and implementation of operational plans.

2.5 The Executive Committee will also provide Management Oversight for the selected external projects assigned to AfAS by funders as appropriate.

2.6 The Committee is accountable to the General Assembly of AfAS and will provide reports of activities to the General Assembly.

2.7 To achieve the above, each member of the Executive will be expected to:

- Serve AfAS and its membership on a voluntary, part-time basis;
- Enhance the international standing of research in astronomy and related disciplines in Africa;
- Enhance and facilitate collaborations across different wavelength regimes and institutions operating in astronomy, and generally strengthening multi-wavelength capacity in Africa;
- Enhance networking and local and international linkages in astronomy;
- Support astronomy outreach and education initiatives;
- Strengthen collaboration and engagement with the broader astronomy community using the AfAS annual meetings ;
- Monitor the adherence to the scope and purpose of AfAS activities relative to its Strategy and associated Business and Annual Operating Plans;
- Attend all official meetings during the year;
- Review all documentation prior to a meeting to allow them to fully participate in all discussions;
- Contribute to the decisions made by the Committee;
- Provide suggestions for improving the operations/activities of AfAS;
- If appointed as a Director of AfAS in terms of the host country's laws, discharge their fiduciary responsibilities as and when required;
- Attend workshops/seminars and meetings, when requested to do so by the Executive Committee, as a representative of AfAS;

- Contribute and participate in workshops/seminars and meetings hosted by AfAS;
- Contribute to the various reports/proposals/newsletters and communications that will emanate from AfAS;
- Respond timeously to requests emanating from the Secretariat.

2.8 Should a member of the Executive Committee resign from the committee, and he/she is one of the Directors of the AfAS Not-for-Profit Company, he/she can elect to remain as a Director provided approval is received from the Executive Committee.