

Academic Preservation Trust Governance Manual

CURRENT ADOPTED VERSION
October 2015, corrections October 2019

ARTICLE I - Purposes

The Academic Preservation Trust (APTrust) is a consortium of academic institutions and others dedicated to creating and managing a sustainable digital preservation infrastructure and services for content that member institutions own, choose, or curate.

Specifically, APTrust seeks to:

- Build and manage a digital environment to preserve Sustaining Members' valued content that documents scholarship, human achievements, and cultural history
- Establish a broad range of reliable preservation services that ensure the integrity of content
- Explore access and other services that resonate with Sustaining Members
- Leverage the talents and abilities of Sustaining Members to chart future endeavors

Section 1 – Registration

Hosted by the University of Virginia, the activities and operations of the APTrust are subject to the rules and policies of the University of Virginia, and any contracts are between individual Sustaining Members and the University of Virginia. In the case of conflicts between APTrust Operating Guidelines and Sustaining Member contracts, contracts take precedence.

Section 2 – Powers and Authorities

APTrust may exercise all power or authority granted to it, including, but not limited to, the power to accept donations of money, property, or any interest therein, or any other thing of value, and to own or lease property, whether real or personal, subject to the authority of and contracts with the University of Virginia.

ARTICLE II – Offices

The general administrative offices will be located at the University of Virginia.

ARTICLE III – Membership

Section 1 -- Sustaining Membership

APTrust Sustaining Members are institutions of higher education or other entities designated by the APTrust Governing Board that play active roles in the development of the APTrust, pay annual sustaining-member fees, and receive initial allocations of preservation storage space at no additional charge. Sustaining Member organizations are selected by the Board and shall be entitled to participate fully in the programs of the organization. The amount of the annual fee and any specific access to APTrust services as a result of payment of the fee are proposed by the APTrust Program Director and are subject to the approval of the APTrust Board. Sustaining Members are responsible for any Subscriber fees associated with services beyond those included with this class of membership. Sustaining members have significant responsibilities such as educating each other about best practices, providing feedback to APTrust about what is working and what is not, training new staff across institutions, providing documentation, contributing to the APTrust technical and service roadmap, contributing code, and forming and participating in advisory and working groups, among other manifestations of shared governance and consortial engagement.

Section 2 -- Selection of Sustaining Members

The Board will establish a number goal for Sustaining Members and will pre-authorize specific offers for that status to be extended by the APTrust Program Director and/or the University of Virginia Dean of Libraries, upon verification by the director of each candidate-entity's interest and capability of meeting the responsibilities of such membership.

Section 3 – Other Members

Other membership types shall be defined by the Board.

Section 4 – Termination of Sustaining Membership

The Board may terminate by simple majority vote any Sustaining Membership if that member becomes ineligible, or suspend/expel any member that shall be in default in the payment of dues, fees, or charges fixed and levied in accordance with these operating procedures.

Any Sustaining Member may resign by filing with the Program Director a written notice of resignation signed by an authorized agent of the institution or entity.

Either path to termination shall not relieve such institution or entity of the obligations to pay any dues, fees, or other charges accrued and unpaid before the date on which membership is terminated.

Section 5 – Reinstatement

Upon written request filed with the Program Director, any former Sustaining Member may be reinstated to membership by a simple majority vote of the Board.

Section 6 – Transfer of Sustaining Membership

Sustaining Membership in APTrust is not transferable or assignable.

ARTICLE IV – Meeting of Members

Section 1– Annual Meeting

APTrust holds an annual meeting of the Board and Sustaining Members. To conduct any business, a majority of members, which constitutes a quorum, must be present.

Section 2 – Special Meetings

Special meetings may be called by the Board Chair or any two members. Special meetings also require a quorum of a majority of Sustaining Members.

Section 3 – Notice

Written notice stating the place, day, and hour of the Annual Meeting or any Special Meeting of the members shall be delivered electronically to each member not less than thirty days before the date of such meeting.

Section 4– Manner of Acting

At a meeting at which a quorum is present, the act of a simple majority of the members present shall be understood to be the act of the members. The members may take action on matters submitted to the members electronically, such action to become effective upon receipt by the Program Director.

Section 5 - Quorum

A simple majority of the members shall constitute a quorum at any meeting of the members. If a quorum is not present at any meeting, a majority of members present may adjourn the meeting from time to time, and no further notice of the time and place of re-convening is required.

ARTICLE V: Governing Board

The Governing Board (Board) is the primary governing body for APTrust, but Sustaining Member representatives contribute actively to governance through input gathered by the Board.

Section 1 – General Powers and Responsibilities

- defines and recommends strategic directions for APTrust in consultation with others
- establishes a plan for the sustainability of the APTrust
- provides oversight for the APTrust budget and finances, including the majority-vote approval of APTrust services and of membership and services fees
- demonstrates leadership among APTrust Sustaining Members
- recruits new members

- communicates the value, activities, plans, and strategic initiatives of APTrust to the broader academic community
- establishes operational working groups and may delegate authority to do so to the APTrust Advisory Committee
- accepts nominations for the Board from deans/heads of Sustaining Members as vacancies occur
- elects new Board members by a majority vote of deans/heads of Sustaining Members
- elects the chair of the Board from existing Board members
- appoints APTrust Advisory Committee Board liaisons as vacancies occur
- participates in the search for the Program Director as vacancies occur

Section 2 – Number and Additional Members

The Board comprises the University of Virginia dean of libraries (ex officio and voting), four Sustaining Member deans/heads, two liaisons from the APTrust Advisory Committee to the Board, and the APTrust Program Director (ex officio and non-voting).

Additional members may be added to the Board according to procedures and criteria defined by the Board.

Section 3 – Board Terms, Vacancies and Meetings

- Board members who are Sustaining Member deans/heads serve either two or three years and can be reappointed. Initial terms were varied to achieve continuity of membership.
- When a vacancy for a dean/head member occurs, the Board through the Program Director will solicit interest in serving from all deans/heads of Sustaining Members. The Program Director will organize a ballot and voting process that can occur either in-person or via email. All dean/head members will vote upon new dean/head members for the Board. The dean/head with the most votes will become the new Board member.
- The Board meets quarterly in person or by phone, if needed.

ARTICLE VI: Officer

The sole officer of the Board is a Chair who is selected by the majority of the existing Board.

ARTICLE VII: The APTrust Advisory Committee

The APTrust Advisory Committee comprises two representatives from each Sustaining Member, appointed by that member-library's dean or director. They bring expertise in their respective fields and also in policy matters and priorities to the APTrust. The group keeps the broader technical and content communities informed about and connected to the developing digital

preservation infrastructure. The term of service for advisory group members is one year with no limits on reappointment.

The charge from the Governing Board to the Advisory Committee includes:

- to provide perspective and recommendations to the Governing Board and to the APTrust staff on matters of significance related to future directions and ongoing operations of the APTrust. Topics may emerge from discussions within the Advisory Committee or may be identified by the Governing Board or the APTrust staff and referred to the Advisory Committee for analysis.
- to commission the establishment of working groups (including volunteers from members institutions and from other entities when appropriate) with clearly identified deliverables and deadlines/schedules for the benefit of the APTrust and its constituencies.
- to create an environment that encourages the spontaneous development and the appropriate retirement of interest groups comprising membership from institutions or from the broader public audience of interested parties for timely, topic-focused discussion of matters of potential relevance.
- to serve as ambassadors (and encourage other institutional representatives to act in such roles) communicating the importance of the mission of the APTrust and similar efforts in higher education.

The Governing Board selects two members of the Advisory Committee to serve as liaisons to, and voting members of the Board. The term of service for Advisory Committee Board Liaisons is one year with no limits on reappointment.

ARTICLE VIII: Program Director

The Program Director reports to UVa's University Librarian and works closely with the Board to communicate and facilitate APTrust direction and progress. The Program Director has responsibility in the following areas:

- Liaison role to the Board
 - Works with the Chair to set agendas for meetings
 - Engage the Board in policy and other significant decisions
 - Assist the Board in progressing through its agendas at its meetings
- Strategic vision
 - Articulate a big-picture vision for APTrust, conveying its value and impact to the scholarly community and beyond
 - Work closely with the APTrust community on goals
 - Measure and evaluate outcomes
 - Develop business model
- Successful operations
 - Build an effective core team, augmented by contributors from member institutions and consulting agencies (the latter, when needed)
 - Manage projects and staff

- Plan and manage budgets, fund-raising, and business operations
- Evaluate member-proposals for services and design fee structures to support them
- Provide regular status and financial reports to the Board
- Outreach and communication
 - Actively promote APTrust and the wider cause of digital preservation to the scholarly community and other key stakeholders
 - Develop effective communication mechanisms for continued engagement with Sustaining Members and other interested persons
 - Seek out and engage in collaborations

ARTICLE IX: Budget and Finance

The budget of APTrust is a separately maintained budget held within the University of Virginia Library and university systems. The University Library's financial procedures are subject to audits by the University of Virginia's auditors.

Section 1: Checks, drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of APTrust shall be handled consistent with the financial policies and practices of the University of Virginia.

Section 2: Deposits of Funds

All funds of APTrust shall be deposited from time to time to the credit of APTrust in such banks, trust companies, or other depositories as the Board may elect and that conform to the University of Virginia practice.

Section 3: Gifts

The Board may accept, on behalf of APTrust, any contributions, gifts, or bequests for the general purposes or for any special purpose of APTrust.

Section 4: Fiscal Year

The fiscal year for APTrust shall begin on the first day of July of each year and end on the thirtieth day of June next succeeding.

ARTICLE X: Dissolution

If the Governing Board decides to dissolve the APTrust, the board will apply and distribute the APTrust's assets, should any exist, as follows. The term "assets" in this section does not include the digital content deposited with APTrust, because disposition of that content is determined by relevant deposit agreements.

1. The Board will pay, satisfy and discharge, or make adequate provision for all liabilities and obligations.

2. The Board will return, transfer or convey any remaining assets held by APTrust that require such actions if the consortium dissolves.
3. The Board will apply and distribute assets held by APTrust with restrictions on their use consistent with those restrictions.
4. The Board will apply and distribute any remaining assets in such manner as in its judgment will best accomplish the purposes for which APTrust was organized.

ARTICLE XI: Amendments to the Governance Manual

These Governance Manual Articles may be altered, amended, or repealed and new Articles may be adopted by a simple majority vote of the Governing Board, provided that at least fifteen days prior written notice is given of intention to alter, amend, or repeal, or adopt new Articles.