

# Academic Preservation Trust Governance Manual, Version 3.3

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## 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 or curate.

Specifically, APTrust seeks to:

- Build and manage a digital environment to preserve Sustaining Members' as well as their Associate Members' content
- Establish a broad range of reliable preservation services that ensure the integrity of content
- Explore and develop additional services that resonate with Sustaining Members
- Leverage the talents and abilities of its preservation community to chart future endeavors
- Foster and encourage engaged practitioners both among its members and the broader global digital preservation community

### Section 1 – Registration

APTrust's activities and operations are subject to the University of Virginia's rules and policies, as it is hosted by the University of Virginia.

### 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 or other entities designated by the APTrust Governing Board that play active roles in the development of APTrust, pay annual sustaining-member fees, and receive a 10 TB allowance for preservation storage space. The Board selects Sustaining Member organizations entitled to participate fully in APTrust activities. The amount of the annual membership fee and any specific access to APTrust services as a result of payment of the fee are proposed by the APTrust Executive Director. They are subject to the approval of the APTrust Governing Board. Sustaining Members are responsible for storage fees accrued by their Associate Members. Sustaining Members have significant responsibilities and may include such activities 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, interest, and working groups, among other manifestations of shared governance and consortial engagement.

### Section 2 – Selection of Sustaining Members

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

### Section 3 – Associate Membership

APTrust provides the means by which Sustaining Members can add additional depositors through Associate Membership. The consortium grants Sustaining Members the privilege, should they choose to do so, of providing access to APTrust's service offerings to other entities they select. For example, if a Sustaining Member has affiliated libraries (e.g., special-focus libraries such as Health Sciences or Law) not part of the main library (the Sustaining Member entity), the member may provide access to APTrust's services through its membership. This service extension may also be offered to community organizations and other entities (such as community archives, museums, and historical societies). This capability allows a Sustaining Member to strengthen its engagement with its designated community or strategic partners by bringing high-assurance digital preservation to entities that cannot access it for financial or other reasons.

APTrust does not directly manage the relationship between the Sustaining Member and Associate Member after initial setup. Training and ongoing management are the responsibility of the Sustaining Member. All billing for membership dues and service usage (with details of Associate activity) is directed to the Sustaining Member, who is accountable for compliance with operating policies and procedures. APTrust does not have prescriptive guidelines about the financial nature of that relationship. The Sustaining Member may choose, for example, to pass along part or all relevant costs to Associate Membership holders. Any Associate Membership proposal needs to be reviewed and approved by the APTrust Executive Director, subject to general guidance from the APTrust Governing Board. Associate Member staff are eligible for interest, user, and working group membership but not APTrust Advisory Committee or Governing Board membership.

The APTrust Board and staff will routinely review how a Sustaining Member uses the associate membership capability and may revoke the privilege if the usage is not consistent with the purposes outlined here.

## Section 4 – Other Members

The Board shall define other membership types.

## Section 5 – Termination and Suspension of Sustaining Membership

The Board may terminate or suspend/expel any member by a simple majority vote if that member becomes negligent. For example, a default in the payment of dues, fees, or charges fixed and levied per these operating procedures or other actions deemed counter to the express purpose of APTrust.

Any Sustaining Member may resign by submitting a written notice of resignation, signed by an authorized agent of the institution or entity, to the Executive Director. 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 6 – Reinstatement

Any former Sustaining Member may be reinstated to membership by a simple majority vote of the Board upon written request submitted to the Executive Director.

## Section 7 – Transfer of Sustaining Membership

Sustaining Membership in APTrust is not transferable or assignable.

# ARTICLE IV – Meeting of Members

## Section 1 – Annual Meeting

APTrust holds annual meetings with both the Board and Sustaining Members. To conduct any business, a simple majority of members, constituting a quorum, must be present.

## Section 2 – Special Meetings

Special meetings may be called by the Board Chair or any two Sustaining 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 at least thirty days before the date of such meeting.

## Section 4– Manner of Acting

At an approved meeting, 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 Executive Director.

# ARTICLE V: Governing Board

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

## Section 1 – General Powers and Responsibilities

- Approves and recommends strategic directions for APTrust in consultation with others (e.g., library directors, APTrust staff, etc.).
- Establishes a plan for the sustainability of APTrust.

- Provides oversight for the APTrust budget and finances, including the majority-vote approval of APTrust services and fees for membership and services.
- Demonstrates leadership among Sustaining Members.
- Recruit new Sustaining Members.
- Communicates the value, activities, plans, and strategic initiatives of APTrust to the broader academic community.
- Establishes operational working groups and may delegate this authority to the Advisory Committee.
- Accepts nominations for the Board from deans/heads of Sustaining Members or the Executive Director 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.
- Participates in the search for the Executive 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 Advisory Committee, and the APTrust Executive Director (ex officio and non-voting).

Additional members may be added to the Board according to procedures and criteria defined by the Board and shared with the Advisory Committee in advance.

## Section 3 – Board Terms, Vacancies and Meetings

- Board members who are Sustaining Member deans/heads serve two or three years and can be reappointed. Initial terms are varied to achieve continuity of membership.
- Liaisons from the Advisory Committee to the Board serve three-year terms staggered to ensure continuity between the liaisons. Initial terms are varied to achieve continuity of membership.
- When a vacancy for a Governing Board member or Advisory Committee Liaison occurs, the Board, through the Executive Director, will solicit interest in serving from the appropriate body. The Executive Director will organize a ballot and voting process that can occur either in person or online. All existing Board members will vote for new members for the Board. The candidate with the most votes will become the new Board member. Any ties will bring the vote to the remaining deans/heads of Sustaining Members.
- The Board will convene at least twice a year and additionally as necessary.

## Section 4 - Officer

The board's sole officer is a Chair selected by the majority of the existing Board.

## ARTICLE VI: Advisory Committee

The Advisory Committee comprises two representatives from each Sustaining Member, appointed by that member library's dean or director. They bring subject expertise, policy experience, and knowledge of APTrust priorities. The Committee keeps the broader community informed about and connected to the developing digital preservation infrastructure. The term of service for Advisory Committee members is one year with no limits on reappointment. The Advisory Committee can invite non-member experts to meetings as appropriate and have them approved by the Executive Director.

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

- To provide perspective and recommendations to the Governing Board and the APTrust staff on matters of significance related to future directions and ongoing operations of APTrust. Topics may emerge from discussions within the Advisory Committee or be identified by the Governing Board or the APTrust staff and referred to the Advisory Committee for analysis.
- To operationalize and refine strategic directions for APTrust to the Board in consultation with others
- To commission the establishment of working groups (including volunteers from member institutions and from other entities when appropriate) with clearly identified deliverables and deadlines/schedules for the benefit of 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 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 APTrust's mission and similar efforts in higher education.

The Governing Board approves the nomination of 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 three years with no limits on reappointment. Liaison terms will overlap to ensure continuity.

## ARTICLE VII: Executive Director

The Executive Director reports to the University Librarian and Dean of Libraries at the University of Virginia. Guided by the Board and the broader consortium membership, the Executive Director leads APTrust's evolving and ambitious agenda. They build on its status as a trusted and valued digital preservation solution.

Specifically, the Executive Director has responsibility in the following areas:

- Coordination with the Governing Board
  - Works with the Chair to set agendas for meetings and complete them efficiently.
  - Ensures the Board has the information needed for major decisions on policy, finance, and other strategically significant matters.
  - In coordination with the Board, recruits new consortium members and maintains high-value relationships with existing members.
- Consortium strategic vision
  - Articulates a big-picture vision for APTrust, conveying its value and impact to the scholarly community and beyond.
  - Works closely with the Governing Board, the Advisory Committee, and the APTrust community on goals and strategies to reach them.
  - Measures and evaluates outcomes.
  - Following UVA policies and procedures, develop and regularly assess strategies and processes to ensure APTrust's financial and operational health and long-term sustainability.
  - Develops and refines APTrust's membership models for review and approval by the Board, including using associate members to extend the reach of digital preservation programs.
- Consortium operations
  - Builds an effective core team, augmented by contributors from member institutions and consulting entities (the latter, when needed).
  - Manages projects and staff, delegating specific responsibilities as appropriate.
  - Plans and manages business operations and sources and uses of resources.
  - Evaluate proposals for services and design fee structures to support them.
  - Provides regular status and financial reports to the Board.
  - Ensures proper documentation for all APTrust-related meetings.
- Consortium outreach and communication
  - By representing the consortium at national and international levels on topics related to digital collections, strategic content partnerships, digital preservation, and similar themes, it contributes to sustaining APTrust's credibility as an expert organization in the digital preservation of cultural heritage content.
  - Actively promotes APTrust and the broader cause of digital preservation to the cultural heritage community and other key stakeholders.

- Develops effective communication mechanisms for continued engagement with Sustaining Members and other interested parties.
  - Seeks and engages in collaborations such as the Digital Preservation Coalition, the National Digital Stewardship Alliance, and the Digital Preservation Services Collaborative.
  - Develops consortium research agenda as appropriate.
  - In consultation with the APTrust Governing Board and Advisory Committee as appropriate, coordinates the consortium's activity in digital preservation research that aligns with APTrust's mission and is financially prudent.
- APTrust preservation-repository operations
  - Through collaboration with members, manages the development of plans and processes for the lifecycle of deposited content and the definition of content-related roles for staff and member personnel.
  - Leads efforts to ease the integration of digital preservation processes at existing and prospective APTrust members.
  - Directs efforts to build APTrust members' confidence in preserving their digital content and using the consortium's services.
  - Oversees the day-to-day operations of the consortium's preservation repositories, the entities that provide related services, and the APTrust staff who develop and support them.

## ARTICLE VIII: 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 evidence 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 APTrust funds shall be deposited from time to time to the credit of APTrust in such banks, trust companies, or other depositories as the Governing Board may elect, which conform to the University of Virginia practice.

## Section 3: Gifts

The Governing Board may accept, on behalf of APTrust, any contributions, gifts, or bequests for the general or special purposes 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 IX: Dissolution

If the Governing Board decides to dissolve APTrust, it will apply and distribute its assets, should any exist, according to the [APTrust Succession Policy](#).

## ARTICLE X: 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 to Board members is given of intention to alter, amend, repeal, or adopt new Articles.

## Related Policies

- [Expectations of Participation Policy](#)

## Review

Review frequency: Every 3 years.

Next review date: January 2028

## Version History

Previous versions were living documents, and changes were cumulative. With Version 3.0, this has become a versioned document with a DOI.

Version	Status	Date	Notes
1.1	Done	August 2020	Communications and Policy Group Approval
1.7	Done	September 2020	Advisory Board Approval / updated title
2.0	Done	October 2021	Board Approval and <a href="#">DOI</a> uploaded

2.5	Done	September 2022	Communications and Advisory final reviews
3.0	Done	January 2023	Board Approval and <a href="#">DOI</a> uploaded
3.1	Done	June 2024	The executive director reformatted, integrated associate members, and did light editing for clarity.
3.2	Done	October 2024	Advisory Committee edits and approval.
3.3	Done	January 2025	Board review for approval, <a href="#">DOI</a> obtained.