

Academic Preservation Trust Governance Manual

Version 2

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 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

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 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 Executive Director and are subject to the approval of the APTrust Board. Sustaining Members are responsible for any subaccount 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, 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 Sustaining Members and 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 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. (see [appendix](#))

Section 4 – Termination of Sustaining Membership

The Board may terminate, by simple majority vote, any Sustaining Membership if that member becomes negligent, 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 Executive 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 Executive 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 simple 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 Executive 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

- approves 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 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 APTrust Advisory Committee to the Board, 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.

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 Executive Director, will solicit interest in serving from all deans/heads of Sustaining Members. The Executive 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 will convene quarterly or as necessary.

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 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 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 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 operationalize and refine strategic directions for APTrust to the Board in consultation with others
- 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: Executive Director

The Executive Director reports to the University Librarian and Dean of Libraries at APTrust's host institution, the University of Virginia. Guided by the Board and the broader consortium membership, the Executive Director leads APTrust's evolving and ambitious agenda, and builds 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 to complete them efficiently
 - Ensures the Board has 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 consortium's Advisory Committee, and the APTrust community on goals and strategies to reach them
- Measures and evaluates outcomes
- Develops and regularly assesses strategies and processes to assure APTrust's financial and operational health and long-term sustainability, in accord with UVA policies and procedures
- Develops and refines APTrust's membership models for review and approval by the Board, including the use of subaccounts 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
 - Evaluates proposals for services and designs fee structures to support them
 - Provides regular status and financial reports to the Board
- Consortium outreach and communication
 - Contributes to APTrust's growing credibility as an expert organization on digital preservation of the scholarly and cultural record by representing the consortium at national and international levels when topics are related to digital collections, strategic content partnerships, digital preservation, and similar themes
 - Actively promotes APTrust and the wider cause of digital preservation to the scholarly community and other key stakeholders
 - Develops effective communication mechanisms for continued engagement with Sustaining Members and other interested parties
 - Seeks out and engages in collaborations such as the Digital Preservation Coalition, the National Digital Stewardship Alliance, and the Digital Preservation Services Collaborative (a group of non-profit distributed digital-preservation service providers)
- Consortium research agenda
 - Consulting with the APTrust 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 roles related to content for staff and for 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 about the preservation of their digital content in their use of the consortium's services

- Oversees the day-to-day operations of the consortium's preservation repositories, the entities that provide services related to them, and the APTrust staff who develop and support them

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 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 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.

Version History

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

Version	Status	Date	Notes
1.1	Done	August 2020	Communications and Policy Group Approve
1.7	Done	September 2020	Advisory Board Approve / updated title
2.0	Done	October 2021	Board Approval and DOI uploaded

Appendix: Subaccounts

APTrust provides the means by which Sustaining Members can add additional depositors through our “subaccount” model. 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 of an organization has affiliated libraries (e.g., special-focus libraries such as Health Sciences or Law) that are not part of the main library (the Sustaining Member entity), the member may provide access to APTrust’s services through its membership. This extension of service may also be offered to community organizations and other entities (such as community archives, museums, historical societies). This capability allows a Sustaining Member to strengthen its engagement with its own designated community or strategic partners by bringing high-assurance digital preservation to entities that are not otherwise able to access it for financial or other reasons.

APTrust does not directly manage the relationship between the Sustaining Member and subaccount after initial setup. Training and ongoing management becomes the responsibility of the Sustaining Member. All billing for membership dues and service-usage (with details of subaccount activity) is directed to the Sustaining Member, which is accountable for compliance with operating policies and procedures. APTrust also 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 subaccount holders. Any subaccount proposal needs to be reviewed and approved by APTrust staff, subject to general guidance from the APTrust Governing Board. Subaccount entity representatives are eligible for working group membership but not APTrust Advisory or Governing Board membership.

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