

Governance Protocol of the Alliance of Digital Humanities Organisations (ADHO)

Version: Approved by the COB on November 17, 2022

Preamble: The Alliance of Digital Humanities Organisations

The Alliance of Digital Humanities Organizations (ADHO) is a formal alliance and umbrella organization of independent Digital Humanities (DH) organisations that operate in diverse scholarly, cultural, and legal circumstances.

ADHO's principal purposes are: to further, support, and promote digital humanities research and education; to serve as a community-based advisory force for the digital humanities; and to encourage excellence in digital humanities research, publication, partnership, and education.

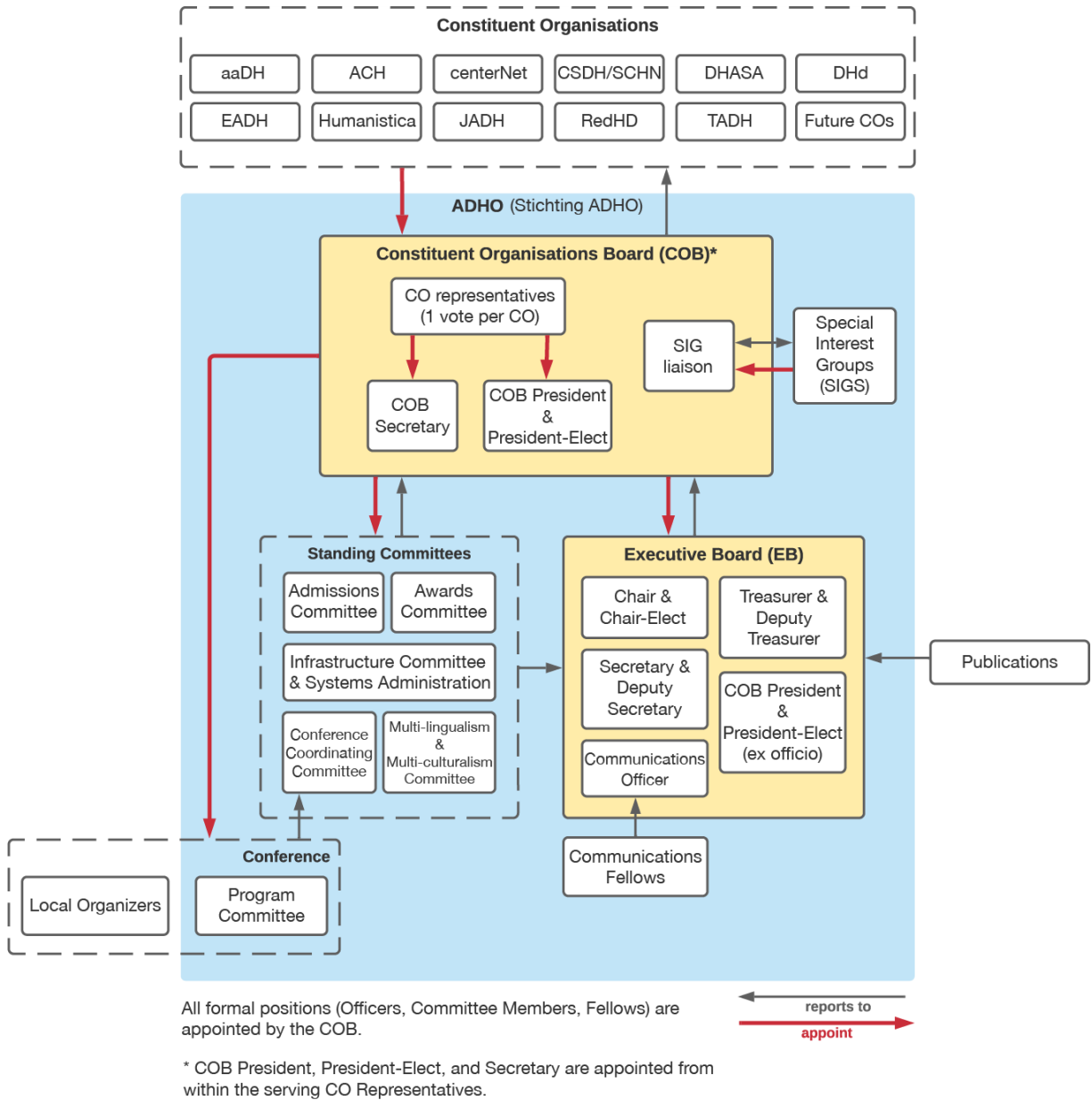
Information about ADHO and the list of current Constituent Organizations can be found on the ADHO website (<https://adho.org/about/>).

ADHO's governance is composed of the following bodies:

- The Constituent Organisations Board (COB) is composed of one representative from each of the Constituent Organisations (COs) and a liaison to the Special Interest Groups (SIGs). Its role is to establish and develop vision, strategy, and policy for ADHO.
- The Executive Board (EB) is appointed by the COB, and its role is to enact the decisions made by the COB, to administer the day-to-day running of the organization, and to ensure that ADHO abides by all applicable laws.
- The Stichting ADHO Foundation (established in the Netherlands in 2013) serves as the legal entity for ADHO.
- Standing committees include Admissions, Awards, Conference Coordinating, Infrastructure, and Multi-Lingualism & Multi-Culturalism. Chairs are appointed by the COB with members coming from the different COs.

- ADHO officers, committee chairs, and members of its COB and EB are all volunteers affiliated with a CO (in addition to their ADHO duties).

The relationship between these bodies is indicated in the diagram below.



ADHO Governance Structure. (Version 2, updated July 2022.)

1. Governing Rules

- a. In the event of a conflict between this protocol and the bylaws of a CO, the conflict will be resolved by the Executive Board of the CO in consultation with the ADHO Constituent Organisations Board and the ADHO Executive Board.
- b. Any changes to the substance of this protocol or to the agreed ADHO joint activities need to be approved by a $\frac{2}{3}$ majority of the COB.

2. Governance Roles and Responsibilities

- a. The ADHO Constituent Organisations Board will be responsible for:
 - i. establishing and developing vision, strategy and policy for ADHO;
 - ii. consulting with the executive committees, councils, or boards of COs on important strategic planning issues;
 - iii. presenting the executive committees, councils, or boards of COs with resolutions for approval.
- b. The ADHO Executive Board will be responsible for:
 - i. managing ADHO activities, including but not limited to awards, communications, and ADHO conferences, in compliance with its constitution, and in the best interest of all COs of ADHO; and
 - ii. supporting allied activities such as scholarly publications and SIGs that are of benefit to the broader DH community; and
 - iii. coordinating the distribution of the shared income to ADHO COs, in compliance with the decisions of the COB and in the best interests of ADHO COs.
 - iv. The EB Chair, Secretary, and Treasurer also act as Trustees and Officers of *Stichting ADHO Foundation*.
- c. All ADHO offices are unremunerated positions appointed by the COB. With the exception of the EB Chair, Officers serve renewable terms ranging between 2-4 years depending on the nature of the post. Officers of the two ADHO Boards are as follows:
 - i. COB President (and President-Elect): This is a two-year position, with the first year in the role of President-Elect followed by a second year as President. The President and President-Elect are chosen from among current representatives on the COB, are voting members of the COB, and continue to represent their CO while in office. Duties include: representing ADHO in public contexts including the ADHO conference; ensuring timely decision-making on policies, appointments, and other matters of import by the COB; liaising with the EB regarding decisions and implementation matters beyond the normal routine; ensuring

the COB is informed of EB activity, and apprised of significant developments or challenges facing ADHO; leading COB-only meetings; establish goals for each year and provide an annual report of COB activities. The COB President and President-Elect meet regularly with the EB, and serve as liaisons between the two bodies.

- ii. COB Secretary: This is a one-year position, chosen from among current representatives on the COB; is a voting member of the COB, and continues to represent their CO while in office. Duties include: setting meeting times and organizing agendas (including polling for dates, circulating announcements, running online meetings) for COB-only meetings; taking minutes at COB-only meetings, revising, and disseminating them; tracking CO representatives, running and tallying online voting; meeting regularly with the President and President-Elect in connection with these responsibilities.
- iii. EB Chair (and Chair-Elect): This is a four-year position, with the first two years in the role of Chair-Elect followed by a further two-year period as Chair. It is non-renewable. The role of EB Chair is to facilitate the executive and administrative functions of ADHO and has ultimate responsibility for the day-to-day running of the organization. The EB Chair-Elect advises and assists the EB Chair as needed and may act on behalf of the EB Chair when they are unavailable.
- iv. EB Secretary (and Deputy): This is a three-year position. The role of the Secretary is to organize, record, and communicate EB meetings and joint meetings of the EB and COB, documents, decisions, and action items. They also serve as record keepers, holders of institutional memory, and reference sources for ADHO policy, decisions, and custom. In the first year an incumbent acts as ADHO EB Deputy Secretary, working in coordination with the current EB Secretary. In the following two years they take on the full responsibilities of the role with a new Deputy Secretary appointed in the third year.
- v. ADHO Treasurer (and Deputies) : The Treasurer is the financial manager for both ADHO and the Stichting ADHO Foundation (ADHO's legal entity, based in the Netherlands). The Treasurer keeps track of and reports on the budget and advises the EB and COB about financial decisions. The Deputy Treasurer advises and assists the Treasurer as needed and may act on behalf of the Treasurer when they are unavailable. The Treasurer and Deputy Treasurer manage the financial assets of ADHO. They

are members of the ADHO EB and advise them on any financial implications of their decisions. This is a three-year term with the first year as Incoming Deputy Treasurer the second year as Deputy Treasurer and the final year as Treasurer. A new officer is elected every year.

- vi. ADHO Communications Officer (and Deputy): The Communications Officer manages ADHO's various public communication platforms and initiatives and is responsible for facilitating the development and effectiveness of ADHO's public presence. They coordinate ADHO's Communications Fellowship program and collaborate with the Communications Fellows to create and deliver content regarding ADHO business and the annual Digital Humanities conference. They also facilitate ADHO's participation in public communications via social media, newsletter and email lists, the ADHO website, and other means as deemed appropriate. The Communications Officer term is three years and may be renewed: in the first year they serve as Deputy and subsequent two years as Communications Officer, with terms being staggered such that a Deputy is appointed during a Communications Officer's final year.
 - vii. ADHO Special Interest Group (SIG) Liaison: The SIG liaison coordinates the ADHO sponsored "global SIGs" that are admitted by the COB. The SIG liaison is a member of the SIG conveners committee and is nominated by that group; the COB will appoint a SIG liaison in the absence of a nomination. The SIG liaison is a non-voting member of the COB. This is a three-year, renewable position.
 - viii. In all cases when an officer is unable to complete their duties (either temporarily or permanently) the person with deputy or -elect status for that office will step in and take on those responsibilities or complete their term of office.
- d. Committees: The following standing committees will be coordinated by the EB; committee chairs will be appointed by the COB; each committee maintains its own protocol:
- i. Admissions Committee is responsible for facilitating the admission of new organizations into ADHO as either (a) a Constituent Organization or (b) an Affiliated Organization. Roles and responsibilities are further defined in the Admissions Committee Protocol.
 - ii. Awards Committee is responsible for the awards ADHO gives to recognize and encourage outstanding contributions to the Digital

Humanities. Roles and responsibilities are further defined in the Awards Committee Protocol.

- iii. Conference Coordinating Committee is responsible for developing, improving and maintaining the ADHO conference protocol and accompanying guidelines, and coordinating the annual conference. Roles and responsibilities are further defined in the Conference Coordinating Committee Protocol.
- iv. Infrastructure Committee is responsible for the creation and maintenance of a web infrastructure that can be shared by all ADHO COs, with a particular focus on stability, affordability, and sustainability across shared as well as distributed services. Roles and responsibilities are further defined in the Infrastructure Committee Protocol.
- v. Multilingualism and Multiculturalism Committee (MLMC) is responsible for developing and promoting policies in ADHO and its COs that will help them to become more linguistically and culturally inclusive in general terms, and especially in the areas where linguistic and cultural matters play a role. Roles and responsibilities are further defined in the MLMC Protocol.
- vi. Publications Liaison: This officer will facilitate communications between the editors of ADHO-sponsored publications and the EB, soliciting annual reports from those editors, and reporting on the state of ADHO publications generally.
- vii. New standing committees created by the COB will be incorporated into this Governance Protocol.
- viii. Ad Hoc committees, subcommittees, and working groups may also be appointed by the COB to address specific needs and/or activities.

3. Constituent Organisations

- a. ADHO is an association governed by its Constituent Organisations.
- b. New COs will be admitted by $\frac{3}{4}$ vote of the ADHO Constituent Organisations Board following an admissions procedure outlined in the *Admissions Protocol*.
- c. ADHO COs are focused on digital scholarship in the humanities.
- d. ADHO COs may be based on individual membership or on appropriately defined institutional membership.
- e. ADHO COs may include Associate Organisations, whose members are indirectly affiliated with ADHO via the Associate Organisation's parent CO.
- f. Special Interest Groups may be affiliated either with ADHO or with a particular CO, as appropriate and as negotiated at the time of each

SIG's approval. SIGs are represented by a non-voting liaison to the COB.

- g. Affiliated Organisations and activities may be designated on terms to be agreed by the COB. Affiliated Organisations do not have representation on the COB.

4. Membership

- a. Individuals primarily join the ADHO community by way of membership in one or more COs, and each CO determines conditions for membership in the Organisation and the mechanism(s) for joining. A CO's members may be composed of other organisations or institutions rather than individuals. Organisations may have associations with one another independent of ADHO.
- b. Admission of a CO to ADHO grants the CO voting rights and other benefits of belonging to ADHO. Members of COs are entitled to ADHO member benefits, e.g., a discounted rate for conference fees, eligibility to participate in ADHO activities, join committees, etc.
- c. Individuals not affiliated with a CO or AO may join the ADHO community as Sustaining Members. Sustaining Members are entitled to ADHO member benefits, such as discounted conference fees, but do not have voting rights or representation on the COB.

5. Confidentiality

- a. CO representatives are encouraged to consult with their Organisation's executive on matters coming before the COB, including upcoming votes. Therefore, general information shared with CO representatives to inform COB discussion and voting may be shared with their CO's executives, unless otherwise specified.
- b. Documents related to matters for consideration are regularly shared with the COB, but should be understood to be in progress and not for public circulation. Unless otherwise specified, CO representatives are free to share such documents with members of their CO's executive. However, CO executive members should be made aware that such documents are not to circulate beyond the executive without the explicit permission of the COB. The President will clarify as needed whether particular matters or documents need to be considered confidential to the COB, and if there are differences of opinion they can be decided by vote.
- c. To promote the free and open discussion of complex and sensitive matters, the views, opinions, positions, and email contents of COB representatives, EB members, ADHO officers, fellows, other volunteers, or employees shall be considered confidential and not

circulated beyond the COB and EB without the express permission of or publication by the individual or CO involved. The votes of specific CO representatives on particular matters will be considered confidential and not recorded in the minutes unless a request to record votes is passed by $\frac{3}{4}$ majority of the COB.

- d. Separate minutes of confidential matters, if required, will be recorded by the EB Secretary, or if in COB-only meetings by the COB secretary, and circulated to those involved, but not published/shared with the main minutes of meetings and stored in the EB-only or COB-only sections of ADHO records, as appropriate. Motions and the outcomes of votes that result in action will always be recorded in the main minutes, even if confidential discussion or interim voting (for instance on the wording of main motions) was required.

6. Voting

- a. Representation: The principle of one CO, one vote, governs the COB.
- b. Appointments: Voting representatives on the ADHO COB are appointed at the pleasure of the executive body of the organization they represent. They do not need to be members of those executive bodies in order to serve. Each CO is responsible for ensuring that the COB Secretary and President are informed of its current representative on the COB.
- c. Calling for votes: Votes by the COB may be called by any voting member, but will normally be called by the President. Under normal circumstances, no vote will be called without at least one week for online discussion and a further week for the actual vote. Most email and in-person voting is conducted publicly through messages or a show of hands; however, the President may choose or any COB representative may request non-public voting.
- d. Voting mechanisms:
 - i. In person: Voting at in-person meetings requires the attendance of the CO representative or a designated proxy, who may step in on behalf of the representative for some or all of a meeting.
 - ii. Online: Votes online are typically registered by email to the full COB list. If specified by the COB President or requested by a COB member, they may be registered by email to the COB Secretary alone, or via an anonymous online voting platform to be set up and administered by the COB Secretary.
 - iii. Lazy consensus: For routine matters that do not seem likely to require discussion, lazy consensus can be used: a proposal will be circulated to the COB by the President, clearly flagged as a

lazy consensus motion in the subject line, for response within a week. Lazy consensus motions will be shifted to a regular discussion and vote at the request of any CO.

- e. Requirements for passing votes: A simple majority of the total number of voting representatives of the COB will be required to decide votes on routine matters. A $\frac{3}{4}$ majority of the voting representatives is required for changes to financial or governance policies and decisions, or to remove the COB President, President-Elect, or an EB officer. A $\frac{3}{4}$ majority of the voting representatives is required for the admission of a new CO, and to remove an existing CO. If insufficient members are in attendance at a given meeting to meet the requisite threshold, outstanding votes may be solicited by the COB Secretary or President via email.
- f. If there is a conflict between the COB and the EB, effort will be made to arrive at a consensus; in the event of an unresolvable disagreement a decision will be made by a $\frac{3}{4}$ majority vote of the COB voting representatives.
- g. Observers: At the discretion of the COB President, non-voting observers may be invited to attend COB meetings, in part or in whole. Observers may be invited in order to address or inform particular agenda items (e.g., members of the EB or committee chairs), to speak to particular perspectives that cut across COs (e.g., the SIG liaison), to familiarize themselves with current COB business and procedures prior to becoming representatives themselves (e.g., an incoming COB member or a representative of an applicant CO), or for other reasons.

7. Finances

- a. ADHO is sustained through two principal forms of income: subscriptions to and profits from the common publication activities and service fees collected annually from COs. Other income sources may include sponsorships, conference profit, sustaining membership fees, etc.
- b. A proportion of the income arising from *Digital Scholarship in the Humanities* will be assigned to support an agreed programme of centrally managed activities of the publications in general, as agreed by the boards of the constituent organizations. This includes costs associated with:
 - i. The Editor of the DSH journal
 - ii. Regular subventions of other ADHO-sponsored journals
 - iii. General publication expenditures.
- c. Income from individual membership dues in COs flows directly to the COs, whether received directly by those COs or collected by OUP

through its subscription portal. Sustaining member fees become part of the general ADHO income pool.

- d. A CO service fee is payable by each CO annually, and is determined as a percentage of CO membership income, as reported along with membership numbers to the Treasurer annually. The percentage will be proposed by the Treasurer and approved annually by the COB. For predictability, a minimum fee will be established and approved. Funds will be utilized for centrally managed activities or special projects as determined by the COB. Payments can be made directly to ADHO or can be subtracted prior to transfers of dues to COs.
- e. Other ADHO-managed activities (for example, awards, web infrastructure, management and governance costs, committee support and conference costs) will be presented in an annual budget and in occasional ad-hoc requests presented to the COB by the EB or others.
- f. The EB has a modest discretionary fund on which it provides a detailed expense report to the COB annually.
- g. The budgeted balance after budgeted expenses have been provided for will be distributed to the constituent organizations evenly.
- h. To receive a share of ADHO surpluses, a Constituent Organization should maintain a minimum average of 30 individual or 10 institutional members over the preceding 3-year period. ADHO will attempt to assist an organization that is dropping below the minimum numbers to raise its membership level.
- i. In the event that any Constituent Organization leaves ADHO, the departing organization will retain or contribute any funds due for the current approved budget year.
- j. Financial arrangements can be modified by a $\frac{2}{3}$ vote of the COB.

Version information:

- Approved July 4, 2006 by the ADHO Steering Committee and recommended for final approval by the ACH and ALLC executives; approved by the ACH and ALLC executives July 5, 2006.
- Revisions (proposed by Harold upon admission of centerNet) approved by ADHO SC June 16, 2011.
- Revisions occasioned by passage of first set of Governance reforms approved by SC on December 15, 2014 and March 8, 2015, and updated to reflect all six 2015 Constituent Organizations; version of June 2015.

- Major revisions based on ADHO reorganization and establishment of COB/EB, approved June 2019
- Major revisions based on ADHO reorganization and establishment of COB/EB in June 2019; version draft approved in principle July 2022
- Further revisions for details related to July 2022 decisions made in October-November 2022.
- Approved by the COB on November 17, 2022