

Governing Board Teleconference

Schedule	Monday 10 December 2018, 7:00 PM — 8:30 PM GMT
Venue	GoToMeeting (admin account)
Notes for Participants	Governing Board Teleconference Mon, 10 Dec 2018 19:00 - 20:30 GMT
Organiser	Veronica Bonfigli

Agenda

1. Welcome, Apologies, Declarations of Interest	1
2. Approval of the Minutes of the 2018 Meeting in Edinburgh [RESTRICTED ACCESS SUPPORTING DOCUMENT]	2
3. Future Governance Meetings [Consent Agenda Item from Edinburgh Sept. 2018 now submitted for Approval - OPEN ACCESS]	3
4. Board elections results [VERBAL REPORT]	4
4.1. Board Election: Correspondence, Report and Matter Arising [RESTRICTED ACCESS SUPPORTING DOCUMENT]	5
5. Council matters	6
5.1. Report from Council [RESTRICTED ACCESS SUPPORTING DOCUMENT]	7
5.2. Board response [RESTRICTED ACCESS SUPPORTING DOCUMENT]	8
5.3. Joint Board/Council proposal [RESTRICTED ACCESS SUPPORTING DOCUMENT]	9
6. Data Protection brief update	10
6.1. Review of recent data breach report and Cochrane's response by auditors or lawyers [OPEN ACCESS SUPPORTING DOCUMENTS]	11

7. Report on SMT Strategy days [VERBAL REPORT]	12
8. Proposals for Board Meeting 19th and 20th January 2019 and "Induction Day" for new Trustees 18th January 2019	13
9. Board Correspondence [RESTRICTED ACCESS SUPPORTING DOCUMENT]	14
10. Other Matters Arising not otherwise covered by the Agenda	15
10.1. September 2018 Board Meeting Agenda item 8.1 Appointment of members of Sub-Committees and Working Groups	16
10.2. September 2018 Board Meeting Agenda item 8.2.1 Report from the Governance Committee:	17
10.3. September 2018 Board Meeting Agenda item 16 Review of Articles of Association.	18
11. Editor-in-Chief Recruitment [VERBAL REPORT FROM MJB & SW]	19
12. Closed Session [TRUSTEES ONLY]	20
13. Matters arising from previous meeting	21

Governing Board Paper

Agenda number:	12.2 [2018-EDIN-12.2 Consent Agenda Item]
Agenda item:	Future Governance Meetings
Submitted for Governing Board meeting:	Edinburgh 2018
Submitted by:	Holly Millward, hmillward@cochrane.org Jo Anthony, janthony@cochrane.org
Sponsored by:	Mark Wilson, Chief Executive Officer
Access:	Open
Decision or information:	Decision
Resolution for the minutes:	<p>The Governing Board approves:</p> <ol style="list-style-type: none"> 1. The 2020 and 2021 Governance Meetings will be held in: <ol style="list-style-type: none"> a. 2020: Manchester, UK b. 2021: USA, city to be confirmed at the Santiago Governing Board meetings in 2019 2. The recommended dates for future Governing Board meetings in 2020 to 2025
Executive summary:	The paper provides location recommendations for the 2020 and 2021 Governance Meetings, as well as recommended dates for the 2020-2025 Governing Board meetings, held alongside the Governance Meetings.
Consultation with Cochrane Council:	-
Financial request:	n/a

1 Background:

1. Cochrane's Governance Meetings have in recent years taken place annually in the first week of April (or earlier or later if Easter falls in that week). They are a chance for the Governing Board, Council, Executives and other Committees to meet face-to-face with the Central Executive Team and discuss the organization's strategic and operational plans.

The Governance Meetings are hosted in a different location each year. They are usually held in Europe or within a two-hour distance of an international airport.

Cochrane Groups submit proposals to host the event, based on the 'Governance Meetings Standard Operating Procedures'. Cochrane Poland will be hosting the 2019 Governance Meetings in Krakow between 1-5 April.

Following a call made earlier this year for prospective hosts for Cochrane's 2020 and 2021 Governance Meetings, unfortunately by the deadline of 30 July 2018 no applications had been received.

The Central Executive Team has therefore worked on prospective location recommendations for 2020 and 2021 for the Governing Board to consider.

2. The Governing Board meets twice a year at the Governance Meetings and at the annual Cochrane Colloquium. Initial dates for the Governing Board meetings from 2016-2020 were agreed back in 2015. The Central Executive Team is therefore proposing recommended dates for the period 2020-2025 for Board meetings that happen alongside the Governance Meetings.

The dates for the Governing Board meetings that happen alongside Colloquia are dependent on the Colloquia hosts and venue availability. Colloquia dates have only been confirmed until 2020.

2 Proposal: Summary of options

1. Proposed Governance Meeting locations:

Location	Cochrane Groups based in that location	Detail
London, UK	Central Executive Team Cochrane Airways Cochrane Eyes and Vision Cochrane Heart Cochrane IBD Cochrane Injuries Cochrane IPD Meta-Analysis Methods Group Cochrane Neuromuscular	Suitable venues that can hold up to 200 delegates? Yes, large selection of venue options. Within 2 hours of an international airport? <ul style="list-style-type: none"> • Heathrow • Gatwick • London City • Southend • Luton
Manchester, UK <i>2020 Governance meeting location suggestion</i>	Cochrane Bone, Joint and Muscle Trauma Cochrane Oral Health Cochrane Wounds	Suitable venues that can hold up to 200 delegates? Yes, multiple locations. Manchester was the venue for a UK & Ireland Symposium held at the University of Manchester.

		<ul style="list-style-type: none"> • Friends Meeting House • The Midland Hotel • Town Hall Manchester • Renold Building, University of Manchester (available during holidays only) • Manchester United Football Club • Emirates Old Trafford • Pendulum Hotel and Manchester Conference Centre • Etc.venues Manchester <p>Within 2 hours of an international airport?</p> <ul style="list-style-type: none"> • Manchester Airport • Also, 2.5 hours by train from London
Dublin, Ireland <i>2020 Governance meeting location suggestion</i>	None	<p>Suitable venues that can hold up to 200 delegates?</p> <p>Dublin was the venue for a UK & Ireland Symposium held at the Convention Centre Dublin.</p> <ul style="list-style-type: none"> • Helix & DCU Conference Centre • Aviva Stadium • CityNorth Hotel & Conference Centre • Citywest Hotel, Conference & Event Centre • Clayton Hotel Burlington Road • Convention Centre Dublin • Croke Park Meetings & Events • RDS • Ballsbridge Hotel <p>Within 2 hours of an international airport?</p> <ul style="list-style-type: none"> • Dublin Airport is international with services to multiple European and American cities. • There are also 4 other international airports in Ireland. Find out more.
Birmingham, UK	None	<p>Suitable venues that can hold up to 200 delegates?</p> <p>Birmingham was the venue for a UK & Ireland Symposium held at the thestudiobirmingham.</p> <ul style="list-style-type: none"> • Park Regis • Edgbaston Stadium • Hilton Birmingham Metropole • Jurys Inn • thestudiobirmingham • Conference Aston & Hotel <p>Within 2 hours of an international airport?</p> <ul style="list-style-type: none"> • Birmingham Airport serves national and international routes to Europe, Dubai, Islamabad, Toronto and New York. • Birmingham has some of the busiest railway stations in the UK. Birmingham New Street is the busiest interchange in the UK outside London. Other stations include Birmingham Snow Hill and Birmingham Moor Street. • You can get to Birmingham from Heathrow or Gatwick in under 3 hours by train.

<p>USA</p> <p><i>2021 Governance Meeting location suggestion</i></p> <p><i>Setting up the new Cochrane US Network is key priority for the organization going forward. 2021 is also the start of a new organizational Strategy.</i></p>	<p>Cochrane US West, <i>Portland</i></p> <p>Cochrane Complimentary Medicine, <i>Baltimore</i></p> <p>Cochrane Comparing Multiple Interventions Methods Group, <i>Baltimore</i></p> <p>Cochrane Fertility Regulation, <i>Portland</i></p> <p>Cochrane Neonatal, <i>Burlington</i></p> <p>Cochrane Patient Reported Outcomes Methods Group, <i>Seattle</i></p> <p>Cochrane Eyes and Vision, US Satellite, <i>Baltimore</i></p> <p>Cochrane Urology, <i>Minneapolis</i></p> <p>Cochrane Musculoskeletal, US Satellite</p>	<p>Suggested cities with suitable venues:</p> <p>Online venue finding services suggest the following cities as top locations for conferences:</p> <ul style="list-style-type: none"> • San Antonio • San Diego • Orlando • Chicago • Atlanta • Dallas • New York • Phoenix • Austin • San Francisco • Houston • Seattle • Portland <p>Online venue finding services:</p> <ul style="list-style-type: none"> • https://www.cvent.com/en/marketing/top-50/2017-top-destinations-us.php • https://smartasset.com/mortgage/the-best-cities-for-conferences-2017-edition
<p>France</p>	<p>Cochrane France, <i>Paris</i></p> <p>Cochrane Pre-hospital and Emergency Care, <i>Paris</i></p> <p>Cochrane Lung Cancer, <i>Besancon</i></p>	<p>Suggested cities with suitable venues:</p> <p>Online venue finding services suggest the following cities as top locations for conferences:</p> <ul style="list-style-type: none"> • Paris • Bordeaux • Cannes • Lyon • Marseille • Nantes • Nice
<p>Spain</p>	<p>Cochrane Iberoamerica, <i>Barcelona</i></p> <p>Cochrane Basque Country, <i>Leioa</i></p> <p>Cochrane Madrid, <i>Madrid</i></p> <p>Cochrane Navarra, <i>Navarra</i></p>	<p>Suggested cities with suitable venues:</p> <p>Online venue finding services suggest the following cities as top locations for conferences:</p> <ul style="list-style-type: none"> • Barcelona • Madrid • Mallorca • Marbella • Seville • Valencia

Cochrane's Central Executive is responsible for the organisation and financial management of the annual Governance Meetings. The content programme follows a standard format led by the Central Executive and key community representatives. Due to no registration fees or scientific content submission requirements, the meetings - in contrast with Cochrane Colloquia - are straightforward and far simpler to arrange. Cochrane's Knowledge Translation Department (KTD) lead the organizing of the event usually with the support and engagement of a Cochrane Group based in that particular location. However, this is not essential.

Considering all the options set out above, Cochrane's Central Executive makes the following recommendations for the locations of the 2020 and 2021 Governance Meetings:

- **2020:** Manchester, UK
- **2021:** USA – precise city to be confirmed at the Santiago Governing Board meetings in 2019 following consultations with the members of the ne Cochrane US Network.

2. Recommended dates for the 2020-2025 for the Governing Board meetings that happen alongside the Governance Meetings

These dates have been recommended as they avoid any conflict with major religious holidays including Easter. Finance and Core Services Department request that April is considered as a preferred month to enable Cochrane's statutory accounts to be approved at these meetings; however, this will prove problematic in 2021 and 2022.

Year	Recommended dates for Governing Board meetings
2020 <i>Dates already approved in 2015</i>	<ul style="list-style-type: none"> • 30th March - Governing Board development day • 2nd April - Governing Board meeting • 3rd April - Governing Board meeting
2021	<ul style="list-style-type: none"> • 22nd March - Governing Board development day • 25th March - Governing Board meeting • 26th March - Governing Board meeting
2022	<ul style="list-style-type: none"> • 28th March - Governing Board development day • 31st March - Governing Board meeting • 1st April - Governing Board meeting
2023	<ul style="list-style-type: none"> • 24th April - Governing Board development day • 27th April - Governing Board meeting • 28th April - Governing Board meeting
2024	<ul style="list-style-type: none"> • 15th April - Governing Board development day • 18th April - Governing Board meeting • 19th April - Governing Board meeting
2025	<ul style="list-style-type: none"> • 7th April - Governing Board development day • 10th April - Governing Board meeting • 11th April - Governing Board meeting

NB: It is acknowledged that the Governing Board had previously approved a policy that annual Governance Meetings are held in the first week of April. However, the proposed March dates in 2021 and later dates in 2023 and 2024 are recommended to avoid the dates of Ramadan, Passover and Easter public holidays.
<https://www.timeanddate.com/calendar/?year=2021>

3 Recommendations:

The Governing Board approves:

1. The 2020 and 2021 Governance Meetings will be held in:
 - a. 2020: Manchester, UK
 - b. 2021: USA, city to be confirmed at the Santiago Governing Board meetings in 2019
2. The recommended dates for future Governing Board meetings in 2020 to 2025

Report a personal data breach

This form is for organisations that have experienced a personal data breach and need to report it to the ICO. Please do not include any of the personal data involved in the breach when completing this form. For example, do not provide the names of data subjects affected by the breach. If we need this information, we will ask for it later.

If you have already spoken to a member of ICO staff about this breach, please give their name:

Report type

- ☒ Initial report
- ☐ Follow-up report

(Follow-up reports only) ICO case reference:

About the breach

What has happened?

Tell us as much as you can about what happened, what went wrong and how it happened.

We have been made aware that a former Trustee of the organization has published information online which includes the personal data of an employee of Cochrane. It would appear at this stage that the information had been copied by the former Trustee from Cochrane's systems and retained by them after their expulsion from the organization on 25 September 2018.

The information that has been published online is limited to the employee's CV and extracts from his performance appraisal. We are also aware that the former Trustee has submitted a report to the Charity Commission which includes the same information, in addition to the employee's full performance review document.

The employee has been notified and we are in ongoing consultations with them.

We have instigated an investigation to establish the circumstances under which the former Trustee obtained the data, whether the former Trustee may have any other personal data in their possession and if so, the nature and volume of personal data, and who it belongs to.

As a Trustee of Cochrane, the individual responsible for the data breach would lawfully have had access to information including confidential Board materials and accompanying papers. They would not have had access to the HR systems. However, the scope of the investigation we are carrying out also includes an examination of whether the former Trustee may have accessed any information to which they were not entitled.

Was the breach caused by a cyber incident?

- ☐ Yes
- ☒ No
- ☐ Don't know

How did you find out about the breach?

The senior leadership of Cochrane were notified by an email sent by the former Trustee on 9 October 2018 which alerted them to the publications online and to the Charity Commission. We are not aware whether there were any other recipients of the email as this information was hidden..

When did you discover the breach?

Date: 9 October 2018

Time: 10:33

When did the breach happen?

Date: Some time prior to the expulsion of the Trustee from the organization on 25 September 2018, at which point his access to our systems was cut off.

Time:

Categories of personal data included in the breach (tick all that apply)

- ☐ Data revealing racial or ethnic origin
- ☐ Political opinions
- ☐ Religious or philosophical beliefs

- ☐ Trade union membership
- ☐ Sex life data
- ☐ Sexual orientation data
- ☐ Gender reassignment data
- ☐ Health data

X Basic personal identifiers, eg name, contact details

- ☐ Identification data, eg usernames, passwords
- ☐ Economic and financial data, eg credit card numbers, bank details
- ☐ Official documents, eg driving licences
- ☐ Location data
- ☐ Genetic or biometric data
- ☐ Criminal convictions, offences
- ☒ Not yet known

X Other (please give details below)

We are aware that the former Trustee has obtained the employee's CV and details of an performance appraisal. We are investigating whether they may have obtained any additional personal data relating to the employee or any other individuals.

Number of personal data records concerned?

One at present, although until the results of the investigation are known, we are not able to confirm that others are not affected.

How many data subjects could be affected?

One at present, although until the results of the investigation are known, we are not able to confirm that others are not affected.

Categories of data subjects affected (tick all that apply)

X Employees

- ☐ Users
- ☐ Subscribers
- ☐ Students

- ☐ Customers or prospective customers
- ☐ Patients
- ☐ Children
- ☐ Vulnerable adults
- ☒ Not yet known
- ☐ Other (please give details below)

Until the results of the investigation are known, we are not able to confirm whether any other data subjects are affected.

Potential consequences of the breach

Please describe the possible impact on data subjects, as a result of the breach. Please state if there has been any actual harm to data subjects

As a result of the breach, confidential information from the employee's CV and confidential extracts from their 360 degree performance appraisal have been published online and provided to the Charity Commission. The potential harm caused is to the individual's privacy rights and reputation. We are in consultation with the individual affected.

What is the likelihood that data subjects will experience significant consequences as a result of the breach?

- ☐ Very likely
- ☐ Likely
- ☐ Neutral - neither likely nor unlikely
- ☒ Unlikely
- ☐ Very unlikely
- ☐ Not yet known

Please give details

We anticipate that the harm caused will be limited as the website where the information has been published is not prominent and we are considering with the employee what steps can be taken to mitigate against any potential harm caused to their reputation.

(Cyber incidents only) Has the confidentiality, integrity and/or availability of your information systems been affected?

- ☐ Yes
- ☐ No
- ☐ Don't know

(Cyber incidents only) If you answered yes, please specify (tick all that apply)

- ☐ Confidentiality
- ☐ Integrity
- ☐ Availability

(Cyber incidents only) Impact on your organisation

- ☐ High - you have lost the ability to provide all critical services to all users
- ☐ Medium - you have lost the ability to provide a critical service to some users
- ☐ Low - there is no loss of efficiency, or a low loss of efficiency, and you can still provide all critical services to all users
- ☐ Not yet known

(Cyber incidents only) Recovery time

- ☐ Regular - you can predict your recovery time, with existing resources
- ☐ Supplemented - you can predict your recovery time with additional resources
- ☐ Extended - you cannot predict your recovery time, and need extra resources
- ☐ Not recoverable - recovery from the incident is not possible, eg backups can't be restored
- ☐ Complete - recovery is complete
- ☐ Not yet known

Had the staff member involved in this breach received data protection training in the last two years?

- ☐ Yes

- ☒ No
- ☐ Don't know

(Initial reports only) If there has been a delay in reporting this breach, please explain why

N/A

(Follow-up reports only) Describe any measures you had in place before the breach with the aim of preventing a breach of this nature*

Taking action

Describe the actions you have taken, or propose to take, as a result of the breach

Include, where appropriate, actions you have taken to fix the problem, and to mitigate any adverse effects, eg confirmed data sent in error has been destroyed, updated passwords, planning information security training.

We understand that the data breach is the result of a former Trustee publishing the information rather than as a result of any breach of cyber security or integrity of our systems. Nevertheless we are undertaking a full investigation to establish whether, and if so how, the former Trustee may have been able to access information to which he was not entitled, and we will act accordingly in relation to the results of the investigation.

We are also undertaking an audit and review of our processes around sharing of Board-related documents and retention policy limits of any sensitive information and personal data in these systems.

(Follow-up reports only) Outline any steps you are taking to prevent a recurrence, and when you expect they will be completed*

Have you told data subjects about the breach?

- ☒ Yes, we've told affected data subjects
- ☐ We're about to, or are in the process of telling data subjects
- ☐ No, they're already aware

- ☐ No, but we're planning to
- ☐ No, we've decided not to
- ☐ We haven't decided yet if we will tell them or not
- ☐ Something else (please give details below)

Have you told, or are you planning to tell any other organisations about the breach?

eg the police, other regulators or supervisory authorities. In case we need to make contact with other agencies

- ☐ Yes
- ☒ No
- ☐ Don't know

If you answered yes, please specify

About you

Organisation (data controller) name

The Cochrane Collaboration

Registered organisation address

St Albans House
57-59 Haymarket
London SW1Y 4QX
UK

Person making this report

In case we need to contact you about this report

Name: Chris Mavergames

Email: cmavergames@cochrane.org

Phone: 00442071837503

Data protection officer

Or the senior person responsible for data protection in your organisation

X Same details as above

Name:

Email:

Phone:

Sending this form

Initial report

If this is your initial report, please send your completed form to casework@ico.org.uk, with 'Personal data breach notification' in the subject field.

Follow up report

If this is a follow up report, please *reply to the email we sent you*, attaching this completed form to it. (Make sure you leave the subject line as it is – this will ensure your follow-up gets added to your case).

OR, send by post to:

The Information Commissioner's Office
Wycliffe House
Water Lane
Wilmslow
Cheshire
SK9 5AF

Please note that we cannot guarantee security of forms or any attachments sent by email.

What happens next?

You should read our guidance to determine what steps you should take.

Based on the information you have provided, we will contact you within seven calendar days to provide information about our next steps. If this is your initial report, we'll give you a case reference number.

If your correspondence relates to an existing case, we'll add it to your case for your case officer to consider.

If you need any help in completing this form, please contact our helpline on 0303 123 1113 (operates 9am to 5pm Monday to Friday).

For information about what we do with personal data see our [privacy notice](#).

Date: Tuesday, 6. November 2018 at 12:31
To: Chris Mavergames <CMavergames@cochrane.org>
Subject: Response from the ICO[Ref. COM0793558]

6 November 2018

Case Reference Number COM0793558

Dear C Mavergames

I am writing further to your personal data breach report regarding the disclosure of personal data affecting an unknown number of people.

Thank you for the information you have provided.

Data security requirements

You are required to have appropriate technical and organisational measures in place to ensure the security of personal data.

Our Decision

We have considered the information you have provided and we have decided that no further action by the ICO is necessary on this occasion. This decision is based on the information we have recorded about the breach.

The reasons for our decision are as follows:

- ? The incident is at this point believed to have affected one person only
- ? The data was limited to basic identifiers and employment information. No special category data has been affected
- ? You have advised that whilst the information has been published online
- ? You believe that the individual affected is unlikely to be at risk as a result of this incident
- ? At this time, we consider that there is insufficient evidence to substantiate a criminal offence, however we understand that your investigations are ongoing. Should further evidence become available following the conclusion of your investigation and you would like the case to be reviewed, please forward the outcome of your investigation quoting the above case reference

However, we recommend that you investigate the causes of this incident to ensure that you understand how and why it occurred, and what steps you need

to take to prevent it from happening again.

In particular, we recommend that you consider:

- ? Review the content of your mandatory induction data protection training and also the frequency of your refresher training to ensure that sufficient practical guidance is given to staff in how to comply with the GDPR. You should also consider your methods of control, delivery and monitoring of such training and of ensuring staff who deal with personal data complete this. This training should also be tailored to specific roles
- ? The ICO recommends, as good practice, that refresher training is carried out annually. However, the ICO also recognises that some organisations may be restricted by available resources but would recommend that, in such cases, refresher training does not exceed two years

Please note that we may make additional enquiries if we become aware of new information which affects the circumstances of this case.

Thank you for reporting the incident. Further information and guidance relating to data security is available on our website at: <https://ico.org.uk/for-organisations/guide-to-the-general-data-protection-regulation-gdpr/security/>

We now consider the matter to be closed.

Yours sincerely

Isabel Jude
Lead Case Officer
0330 313 1812

For information about what we do with personal data see our [privacy notice](#)



Report on data breach incident

Submitted by: Chris Mavergames, Head of Informatics and Technology Services/Chief Information Officer

Teleconference, 10 December 2018

For information

Attachment: Data Breach Report form submitted to the Information Commissioner's Office (ICO) in October.

Summary

On 9 October 2018, we became aware the a former Board member, Peter Gøtzsche, had breached personal data and information about Cochrane's CEO, Mark Wilson. Please see the attached Personal Data Breach Report form which was submitted to the ICO via their form at <https://ico.org.uk/for-organisations/guide-to-the-general-data-protection-regulation-gdpr/personal-data-breaches/>. On advice from Cochrane's lawyers, we acted quickly (within the 72-hour time window the GDPR mandates) and reported the breach and started the process of evaluating what this individual had access to, what could he have downloaded, and how can we shut down all future access.

Actions taken

Whilst this was a genuine data breach according to the GDPR rules, it was of the kind that are very hard, if not impossible, to prevent as it involved a single individual who was trusted with documents and information and decided to act maliciously and release this information. However, we have taken some actions that can at least help control Board members' access to sensitive, personal information.

- We have removed Board documents folder from Dropbox and are looking at supplying documents via Convene or other system where control and access can be time-limited.
- We have updated our data protection policies, both for the broader Cochrane membership, but also for the Central Executive Team's HR policies.
- The individual marked inactive in Archie, blocking all access to Cochrane systems.
- We removed the individual from all email lists that we provide and support (that at @lists.cochrane.org).
- We started planning for how future workflows might work for handling of personal information by Board members and other members of Cochrane.
- As part of our overall data protection and compliance with GDPR efforts, we will continue to monitor and improve as per the law and guidance.