

Annual General Meeting: Minutes

Seoul, South Korea, 25 October 2016

## Steering Group (Trustees) members present:

**Lisa Bero:** Co-Chair of the Steering Group

**Cindy Farquhar:** Co-Chair of the Steering Group

**Mona Nasser:** Representing Authors

**Joerg Meerpohl:** Representing Centre Staff

**Anne Lyddiatt:** Representing the Consumer Network

**Mingming Zhang:** Representing the Consumer Network

**Martin Burton:** Representing Co-ordinating Editors

**Denise Thomson:** Representing Fields

**Karin Dearness:** Representing Managing Editors

**Elizabeth Stovold:** Representing Information Specialists

**Marguerite Koster**: Appointed member

**Catherine Marshall**: Appointed member

## Senior Management Team present:

**Mark Wilson:** Chief Executive Officer

**David Tovey:** Editor in Chief

**Sarah Watson:** Head of Finance & Core Services, Company Secretary

**Lucie Binder:** Senior Advisor to the CEO

**Miranda Cumpston:** Head of Learning & Support

**Chris Mavergames:** Head of Informatics & Knowledge Management

**Charlotte Pestridge:** CEO, Cochrane Innovations

**Julie Wood:** Head of Communications & External Affairs

## Members (Cochrane Groups) present:

See Appendix 1

## Apologies:

**Michael Makanga,** appointed member of the Steering Group

**Holger Schünemann,** representing Methods Groups, resigned from the Steering Group in August 2016

**Alvaro Atallah,** representing Centre Directors, resigned from the Steering Group in October 2016

**Cochrane China**

**Epilepsy Group**

**HIV/AIDS Group**

**IBD Group**

**Infectious Diseases Group**

**Vascular Group**

**(Other Cochrane Groups that did not send apologies but were not represented at the meeting are listed in Appendix 1)**

## Meeting format:

In 2016 the organization trialled a new approach to informing the community about the latest news related to its strategic plan, *Strategy to 2020*. Preceding the formal Annual General Meeting there were a series of presentations highlighting the key developments, led by the CEO, Editor in Chief, and members of the Cochrane community. The video recording of the full meeting (community section and formal AGM) can be seen at: <https://www.youtube.com/watch?v=1mn068UhHg0>. All presentations can be downloaded from:

<http://community.cochrane.org/organizational-info/people/governing-board/annual-general-meetings>. Only the formal AGM has been minuted, below, and the first item is therefore Agenda Item 7.

## Meeting chaired by:

Lisa Bero, Steering Group Co-Chair

## 7. Welcome, Apologies and Introduction of new members

Lisa Bero welcomed everyone to the meeting, noting the apologies given. She presented the members of the Steering Group, noting that Karin Dearness, Anne Lyddiatt, Elizabeth Stovold, and MingmIng Zhang were stepping down after the meeting as part of governance reforms that would see the Steering Group replaced by a Governing Board. Alvaro Atallah and Holger Schünemann had previously resigned. She thanked all outgoing members for their service.

She welcomed the new external members appointed to the Steering Group as part of its transition to the Governing Board and following an open application process: Marguerite Koster, Michael Makanga, and Catherine Marshall.

She reminded members of the nature of the meeting: a joint annual meeting of Cochrane (the charity) and the Collaboration Trading Company Limited (the charity’s trading subsidiary). She introduced the Trading Company Directors: Mark Davies, Ian Shrier and Donna Gillies.

## 8. Approval of Minutes of 2015 AGM in Vienna

No changes to the Minutes were requested. Joerg Meerpohl proposed that they be approved by the members; the resolution was seconded by Karin Dearness. The members unanimously approved the resolution.

APPROVED RESOLUTION: The members approved the Minutes of the 2015 Annual General Meeting.

## 9. Trustees’ Report & Financial Statements

## *9.i. Co-Chairs’ report*

Cindy Farquhar introduced the Co-Chairs report on behalf of Lisa Bero and herself. She began by outlining Cochrane’s Vision and Mission statements, summarized the main issues with which the Steering Group was concerned, and spoke to how they were being addressed. She outlined the need to deliver high-quality, timely Cochrane Reviews; keep Cochrane at the forefront of technological and methodological changes in healthcare delivery; preserve organizational culture; and ensure financial sustainability.

She spoke to the other key issues currently under consideration by the Steering Group, including ongoing governance reforms, bridge-funding to Cochrane Groups in Canada, a strategy for Knowledge Translation, the development of a Cochrane Africa Network, and the establishment of a Scientific Advisory Committee. She acknowledged the contributions that people from all over the world had made to Cochrane.

## *9.ii****.*** *Treasurer’s report*

Martin Burton presented the financial statements for the year ended 31 December 2015, informing members about the healthy state of Cochrane’s financial position, with core income of £5.4 million and expenditure of £6.2 million (excluding Group income and expenditure). He reminded members that the Steering Group had approved a deficit budget in order to invest reserves in achieving the goals of *Strategy to 2020*; £6.8 million in reserves had been carried forward to 2016.

He drew members’ attention to the 2016 income projections: with income from publishing, trusts and foundations increasing. The Steering Group had approved another deficit budget for 2016, with a predicted level of reserves at the end of 2016 of £4.8 million. He anticipated that expenditure would be reduced by 2020 following this period of major investment in delivering the Strategy.

He thanked Sarah Watson, Head of Finance & Core Services, for her guidance in putting together the report.

No questions were received.

The members noted the Trustees’ Report and Financial Statements to 31st December 2015.

## 10. Appointment of auditors

Martin Burton explained that it was good practice to undertake periodic reviews of appointed auditors. A competitive tender process had therefore been undertaken in September 2016. Four firms had been shortlisted and [Sayer Vincent](http://www.sayervincent.co.uk/) chosen as the preferred candidate. He explained that Sayer Vincent was a firm that worked exclusively with charities and not-for-profit organizations, and specialized in providing Board members’ training and induction.

No questions were received.

Martin Burton proposed that Sayer Vincent be appointed as Cochrane’s auditors; the resolution was seconded by Mona Nasser. The members unanimously approved the resolution.

**APPROVED RESOLUTION: The members approved the appointment of Sayer Vincent as Cochrane’s auditors from October 2016.**

## 11. Confirmation of Trustees from October 2016

Lisa Bero explained that the Steering Group’s members were the Charity’s Trustees. She proposed:

* The re-appointment of Cindy Farquhar as Co-Chair for a period of two years;
* The appointment of Marguerite Koster, Michael Makanga and Catherine Marshall as members for a period of three years.

The resolution was seconded by Anne Lyddiatt. The members unanimously approved the resolution.

**APPROVED RESOLUTION: The members approved the re-appointment of Cindy Farquhar as Co-Chair for a period of two years; and the appointment of Marguerite Koster, Michael Makanga and Catherine Marshall as members for a period of three years.**

## 12. Adoption of new Articles of Association

Lisa Bero explained that Alison Talbot, legal council from Penningtons Manches LLP, UK, had joined the meeting remotely for this item to answer members’ questions.

She reviewed the rational for adopting new Articles of Association, including the desire to bring external perspectives onto the Steering Group, and the opening up of voting rights to individual Cochrane members.

She reported the new name of the Steering Group would be the Cochrane Governing Board; and a new Cochrane Council, which would be representative of Cochrane Groups, would be established as an advisory body to the Board.

She acknowledged the achievement of the Working Group (Denise Thomson, Karin Dearness, Rachel Churchill, Miranda Cumpston, Jeremy Grimshaw Joerg Meerpohl and Holger Schünemann) and the general consent expressed by members during the extensive consultation period for the proposed changes. She reviewed the principal changes that would be made by adopting new Articles of Association: revision of the Charity’s objects; a change from a group membership to individual membership; the introduction of a general meeting quorum of 100 members; and other updates reflecting good practice under the UK Law.

No questions were received.

Lisa Bero proposed that the draft Articles of Association produced to the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association. Elizabeth Stovold seconded the special resolution. The members unanimously approved the special resolution.

**SPECIAL RESOLUTION: The members approved the Articles of Association produced to the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.**

## 13. CEO presentation: Responding to Cochrane’s challenges through the *Strategy to 2020*: what comes next?

Mark Wilson spoke to the fundamental aim of *Strategy 2020*, to put Cochrane evidence at the heart of health decision-making all over the world, which would be achieved by:

1) making it simpler, quicker and more efficient to produce Cochrane Reviews and other synthesized research evidence;

2) increasing the number of people worldwide accessing and using this evidence in their decision-making;

3) building an organization that attracted & retained the best people, lived its values and could sustain its activities.

He said that clearer ‘definitions of success’ for the Strategy to have achieved by 2020 against these aims were required and would be produced.

In looking forward to 2017 and beyond, he referred to major organizational initiatives, including the launching of an enhanced Cochrane Library in English and Spanish; the establishment of a membership scheme; further governance reform; the completion of project Transform; the development of a Knowledge Translation strategy; further support to translation teams; and the launch of Cochrane’s new Online Learning Modules. He emphasized that achieving *Strategy to 2020* required Cochrane to forge a new kind of collaboration on a greater scale than ever before; one that built on its heritage and experience over two decades, but a collaboration that was different, wider and deeper.

## 14. Open discussion

Proceeding of the open discussion can be [viewed online](https://www.youtube.com/watch?v=1mn068UhHg0).

## 15. Any Other Business

No other business was raised.

## 16. Date of next meeting

Lisa Bero thanked the organisers of the Seoul Colloquium, Cochrane Korea; announced that the 2017 Annual General Meeting would be held in Cape Town, South Africa, in September 2017, during the Global Evidence Summit; and ended the meeting.

# Appendix 1: Cochrane Groups present

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| --- | --- | --- |
| **Name of Group** | **Represented by:** | |
| **First name** | **Last name** |
| Acute Respiratory Infections Group | Liz | Dooley |
| Adverse Effects Methods Group | Su | Golder |
| Airways Group | Rebecca | Normansell |
| Anaesthesia, Critical and Emergency Care Group | Ann | Møller |
| Back and Neck Group |  |  |
| Bias Methods Group | Asbjørn | Hróbjartsson |
| Bone, Joint and Muscle Trauma Group | Haris | Vasiliadis |
| Breast Cancer Group | Slavica | Berber |
| Childhood Cancer Group | Elvira | van Dalen |
| Cochrane Australia | Steve | McDonald |
| Cochrane Brazil | Patricia | Logullo |
| Cochrane Canada |  |  |
| Cochrane Child Health | Lisa | Hartling |
| Cochrane China | Joey | Kwong |
| Cochrane Complementary Medicine | L. Susan | Wieland |
| Cochrane Consumer Network |  |  |
| Cochrane France |  |  |
| Cochrane Germany | Gerd | Antes |
| Cochrane Global Ageing | Tracey | Howe |
| Cochrane Iberoamerica | Xavier | Bonfill |
| Cochrane Insurance Medicine |  |  |
| Cochrane Italy | Roberto | D'Amico |
| Cochrane Netherlands | Rob | Scholten |
| Cochrane Neurosciences | Teresa | Cantisani |
| Cochrane Nordic | Peter Christian | Gøtzsche |
| Cochrane Nursing Care | Craig | Lockwood |
| Cochrane Nutrition | Celeste | Naude |
| Cochrane Pre-hospital and Emergency Care | Benjamin | Dahan |
| Cochrane Primary Care |  |  |
| Cochrane South Africa |  |  |
| Cochrane South Asia |  |  |
| Cochrane UK | Therese | Docherty |
| Cochrane US | Jeanne-Marie | Guise |
| Colorectal Cancer Group | Henning | Andersen |
| Common Mental Disorders Group | Rachel | Churchill |
| Comparing Multiple Interventions Methods Group | Julian | Higgins |
| Consumers and Communication Group | Bronwen | Merner |
| Cystic Fibrosis and Genetic Disorders Group | Alfonso | Iorio |
| Dementia and Cognitive Improvement Group | Sue | Marcus |
| Developmental, Psychosocial and Learning Problems Group | Geraldine | Macdonald |
| Drugs and Alcohol Group | Sara | Balduzzi |
| Economics Methods Group | Ian | Shemilt |
| Effective Practice and Organisation of Care Group |  |  |
| ENT Group | Jenny | Bellorini |
| Epilepsy Group |  |  |
| Equity Methods Group | Vivian | Welch |
| Eyes and Vision Group | Richard | Wormald |
| Fertility Regulation Group |  |  |
| GRADEing Methods Group | Gordon | Guyatt |
| Gynaecological, Neuro-oncology and Orphan Cancer Group | Clare | Jess |
| Gynaecology and Fertility Group | Helen | Nagels |
| Haematological Malignancies Group | Nicole | Skoetz |
| Heart Group | Nicole | Martin |
| Hepato-Biliary Group | Dimitrinka | Nikolova |
| HIV/AIDS Group |  |  |
| Hypertension Group | James | Wright |
| IBD Group |  |  |
| Incontinence Group | Sheila | Wallace |
| Infectious Diseases Group |  |  |
| Information Retrieval Methods Group | Carol | Lefebvre |
| Injuries Group | Jane | Dennis |
| IPD Meta-Analysis Methods Group | Lesley | Stewart |
| Kidney and Transplant Group | Gail | Higgins |
| Lung Cancer Group | Fergus | Macbeth |
| Metabolic and Endocrine Disorders Group | Bernd | Richter |
| Methodology Review Group | Asbjørn | Hróbjartsson |
| Movement Disorders Group | Ema | Roque |
| Multiple Sclerosis and Rare Diseases of the CNS Group | Cinzia | Del Giovane |
| Musculoskeletal Group | Peter | Tugwell |
| Neonatal Group |  |  |
| Neuromuscular Group | Mike | Lunn |
| NRS for Interventions Methods Group | Beverley | Shea |
| Oral Health Group | Anne | Littlewood |
| Pain, Palliative and Supportive Care Group | Michael | Lunn |
| Patient Reported Outcomes Methods Group |  |  |
| Pregnancy and Childbirth Group | Frances | Kellie |
| Priority Setting Methods Group | Soumyadeep | Bhaumik |
| Prognosis Methods Group | Karel | Moons |
| Prospective Meta-Analysis Methods Group | Davina | Ghersi |
| Public Health Group | Hilary | Thomson |
| Qualitative and Implementation Methods Group | Jane | Noyes |
| Rapid Reviews Methods Group |  |  |
| Schizophrenia Group |  |  |
| Screening and Diagnostic Tests Methods Group | Yemisi | Takwoingi |
| Skin Group | Laura | Prescott |
| Statistics Methods Group | Joanne | McKenzie |
| STI Group | Carlos Fernando | Grillo Ardila |
| Stroke Group |  |  |
| Tobacco Addiction Group | Nicola | Lindson-Hawley |
| Upper GI and Pancreatic Diseases Group | Yuhong | Yuan |
| Urology Group |  |  |
| Vascular Group |  |  |
| Work Group | Jani | Ruotsalainen |
| Wounds Group | Nicky | Cullum |