

Cochrane Board

Policy and electoral procedure



Beginning in 2016, a new Cochrane Board will be introduced to replace the Cochrane Steering Group, to be phased in from 2016 to 2018. The membership of the new Board will comprise up to 13 members:

- 2 Co-Chairs
- 6 internal elected members
- up to 5 external members

The number of external members may be adjusted depending on coverage of key areas of expertise within the Board membership. Where all key areas are considered to be met, fewer external members may be recruited. A draft position description for all members of the Cochrane Board is in Attachment 1. Both internal and external members may serve up to two consecutive terms of three years, as is the case for current Board members. Members who have served the maximum term must take a break of three years, and are then eligible to serve again if elected.

Neither external nor internal members of the Board will be remunerated for their role on the Board, with the exception of the expenses and costs of attending meetings. Co-Chairs may be remunerated under the Articles of Association for their higher workload.

Co-Chairs

The position description of the Co-Chairs was updated in 2015 and is provided at Attachment 2. Anyone who holds or has held a leadership position within Cochrane is eligible to apply for the position of Co-Chair. Each Co-Chair holds the position for a term of two years, and can hold the position for a maximum of two terms.

A call for nominations for one of the two Co-Chair positions is held annually. Responsibility for selection of the most appropriate person from amongst the nominated candidates rests with the Board. If a Co-Chair is selected who is not a current member of the Board, the Board will appoint them as a member. This appointment to the Board must be ratified at the next AGM.

From 2016, Co-Chairs are required to meet the current eligibility criteria and the definition of 'internal' to Cochrane. From 2018, 'external' members of the Board who have completed at least one full term will be eligible to stand for the position of Co-Chair. Only one of the two Co-Chair positions may be held at any time by an 'external' Board member.

Internal Board positions

All internal Board members for election compete in a single field, and are voted on by the entire electorate. There are no separate categories of internal Board members, or representation of specific constituencies.

A detailed electoral procedure is provided in Attachment 3.

As part of the call for nominations for internal Board members, prior to each election the Board will identify key areas of skills and experience considered to be essential to the effective operation of the Board, and to strengthen the practice of governance for Cochrane.

While no individual candidate is expected to cover all areas, the Board will seek to ensure a balance and that each area is covered by at least one Board member. In order to target essential skills and experience, the Board may revise the list of key areas sought for each election. A list of key areas could include:

- Evidence-informed health care or policy
- Editorial policy and publishing
- Consumer engagement
- Systematic review conduct
- Systematic review methodology
- Knowledge translation and communication
- Financial management in the not-for-profit sector
- Organisational governance

Candidates may be elected with any combination of the required areas of expertise. Where the elected internal members of the Board do not collectively provide experience against each area, the published expertise requirements for the next internal election and the selection of external members may be targeted to ensure each area is covered.

The Board will actively seek diversity of gender, geographic location, language and other considerations of equity. In order to encourage and support participation from underrepresented groups, the Board will publish a diversity policy that includes leadership development training and/or mentoring for new members, practical support for members whose first language is not English, reporting and review against diversity criteria and other measures.

From 2016, membership of Cochrane, including eligibility to stand and vote for internal Board positions and vote at the AGM, is defined as all contributors to a registered Cochrane Group with an Active role in Archie, excluding those whose only roles are Other, Mailing list, Possible Contributor, Super User, Web Contributor and Web Publisher.

Every member has one vote. Members who are eligible to vote with more than one Group are permitted to vote only once.

In 2017, the definition of membership will be reviewed after the introduction of the Cochrane membership scheme.

Members of the Central Executive Team (CET) staff are not eligible to stand for the Board, but are eligible to vote. This includes employees, contractors or seconded staff working at least 0.2 FTE for the CET.

External Board positions

External candidates are identified following external advertisement. Successful candidates are selected by the current members of the Board, in the same manner as selection of Co-Chairs. Appointments must be ratified by the members at the next AGM.

As part of the call for nominations for external Board members, prior to each election the Board will identify key areas of skills and experience considered to be essential to the effective operation of the Board, and to strengthen the practice of governance for Cochrane. The key areas may overlap with those identified for internal candidates, but may also reflect skills and perspectives likely not to be found among internal members. They may include:

- Board membership or other leadership of a large not-for-profit organisation
- Financial management and business development in the not-for-profit sector
- Healthcare or other publishing
- Patient/consumer perspective and advocacy
- Evidence-informed health care

- Evidence-informed guidelines and policy
- Organizational operations across an international network
- Technology and data analytics
- Marketing
- Health economics
- Primary research
- Design
- Legal expertise
- Education and learning
- Fundraising
- Communication and knowledge translation

External candidates will be asked to submit a letter outlining their reasons for interest in the position, experience relevant to the position, a CV and a declaration of conflicts of interest.

Eligibility to stand as an external member is defined as individuals who do not currently hold a staff, editorial or leadership position in any Cochrane Group (including positions such as deputy or executive directorships or membership of a Group Executive). They may hold other roles with Cochrane Groups such as author or consumer roles, and may have held Cochrane leadership roles in the past.

Attachment 1: Board Member position description

General description

The Cochrane Board is the Board of Directors and Trustees of The Cochrane Collaboration, a registered charity in the U.K. The Cochrane Board sets policy for Cochrane, and is responsible for setting the charity's strategic direction and ensuring good organisational governance.

Responsibilities

Board members are expected to:

- Exercise their legal duties as the Board of Trustees of the Cochrane Collaboration.
- Act at all times in the best interests of Cochrane as a whole organisation, and in accordance with its vision, mission and values.
- Set organizational strategic direction and policy, and review these on a regular basis to continue to be responsive to the changing environment in which the organization operates.
- Act at all times with integrity and uphold high standards of governance.
- Work constructively as a team while providing creative challenge and independent judgement.
- Delegate to the CEO and the Editor in Chief the authority to determine how best to achieve the strategic objectives and to manage the charity's day-to-day business.
- Monitor the achievement of the strategic objectives and compliance with the policies established.
- Oversee the charity's financial reporting and disclosure.
- Represent Cochrane at meetings with current and potential funders, and other agencies as required.
- Respond to issues raised by members of the organization, outside the remits of the CEO and the Editor in Chief.

Members are expected to attend at least two face-to-face Board meetings each year, and additional meetings by teleconference as set by the Board (approximately every two months). They should also attend the Annual General Meetings (AGMs) of the charity. The AGM is generally held alongside one of the face-to-face meetings of the Board and does not require additional travel. Throughout the year, members should contribute actively to the business of the Board, staying up-to-date with current issues within and affecting the organisation, contributing to such working groups as may be established on particular issues, and responding appropriately to requests for input by email.

It is anticipated that the workload associated with this role is equivalent to approximately 1-2 days per month over the course of each year.

Remuneration

In accordance with charity law, Board members cannot receive payment for fulfilling their role as members of the Board. All reasonable travel and accommodation costs of attending meetings and fulfilling the responsibilities of Board members will be reimbursed.

Accountability

Board members are accountable to the Board, and to the registered Cochrane Groups who are the members of the organisation.

Qualifications

All Board members should bring experience that enables them to fulfil the responsibilities of the Board, and expertise relevant to the operation of an organisation such as Cochrane, operating as a not-for-profit charity in the research and publishing sectors. Members should have experience and expertise in key areas of skills and knowledge, such as:

- Board membership or other leadership of a large not-for-profit organisation
- Financial management and business development in the not-for-profit sector
- Healthcare or other publishing
- Patient/consumer perspective and advocacy
- Evidence-informed health care or policy
- Organizational operations across an international network.

In addition to these areas of expertise, members should be able to work with:

- Sensitivity, openness and awareness of non-verbal communication.
- Display critical thinking, creativity and strategic awareness.
- An ability to identify potential problems and deal with risk.
- Cross-cultural sensitivity and an awareness of issues of equity

Candidates must not have current conflicts of interest with commercial companies with a direct interest in the findings of Cochrane reviews, such as pharmaceutical companies or device manufacturers, including funding, holding paid or honorary positions, or other major conflicts. Candidates are required to step down from those positions before being eligible to take up a Board position.

In addition, members of the Board must make a declaration of all financial and other potential conflicts of interest for the past three years at the time of nomination and annually after their appointment. Declarations of Council members are published on the Cochrane Community website.

Term of office

Board members serve for a period of three years. At the end of three years, they are eligible to stand for re-election for one further term of three years. With the exception of the Co-Chairs, no one may be a member of the Board for more than two consecutive terms (i.e., six years), but may stand for re-election after a subsequent gap of three years.

Recruitment process

Approximately one third of the positions on the Board fall vacant each year, as terms of office come to an end. Nominations and elections to fill these positions, and any casual vacancies, are held each year, and new members generally take up their positions with effect from the first AGM after their selection.

‘External’ members of the Board, defined as those who have had no previous staff, editorial or leadership role with Cochrane, are identified through a public call for nominations, and selected by the current Board members. The selections made by the Board must be ratified by the subsequent AGM.

‘Internal’ members of the Board, defined as anyone with a current active role with a Cochrane Group, are elected from among the membership. Full details of the eligibility and procedures for and election of internal members are outlined in detail in the Cochrane Electoral Procedure.

Attachment 2: Board Co-Chair position description

Date Approved: June 2015

General description

Cochrane's Board has two Co-Chairs, to share workload, utilize complementary skills and experience, and permit continuity through the Co-Chairs stepping down in alternate years.

Anyone who holds or has held a leadership position within Cochrane is eligible to apply for the position of Co-Chair.

An election for Co-Chair is held annually from amongst the members of the organization. Responsibility for selection of the most appropriate person from amongst the nominated candidates rests with the Board.

Responsibilities

Co-Chairs agree upon an appropriate division of responsibilities, which include:

- Chair meetings of the Board.
- Chair Cochrane's Annual General Meeting.
- Ensure and facilitate strategic planning by the Board.
- Advise and guide the CEO, the Editor in Chief and CET staff in working towards delivery of the Cochrane's *Strategy to 2020*.
- Serve as official spokesperson(s) for Cochrane and the Board, with the authority to delegate this responsibility to others.
- Represent Cochrane at meetings with current and potential funders, and other agencies as required.
- Respond to issues raised by members of the organization, outside the remits of the CEO and the Editor in Chief.
- Pursue those initiatives and projects agreed by the Cochrane Board to be the responsibility of the Co-Chairs.
- Conduct performance appraisal for the CEO.

Accountability

The Co-Chairs are accountable to the Board, and to the members of the organization.

Attributes

The Co-Chairs are expected to have leadership skills, to be fully consultative, to have vision, to be adept at dealing with people, to be able to solve problems and resolve conflicts effectively, to communicate well, and to be able to represent Cochrane in a variety of different settings. Experience of membership of the Board is advantageous but not essential.

Recruitment process

Candidates should be nominated by three active members of the organization, including a current member of the Board. Nominations should describe the capacity in which they know the nominee, why they consider the nominee to be an appropriate candidate in the light of this job description, and the extent to which they think the nominee has the necessary attributes. Board members may only nominate one candidate each.

Remuneration

Cochrane's Articles of Association allow the organization to remunerate its Co-Chairs, where necessary, for work conducted on behalf of the organization, up to a maximum of two days per week, pro rata. This cap is set by the organization and reviewed as necessary.

Documentation

In response to the call for nominations, the following documentation is required to be sent to the CEO's Office by the specified deadline, in time for the nominations to be considered by the Board, and for the selected nominee to be ratified at the Annual General Meeting during the Colloquium:

- A written response to a set of prearranged questions with regard to suitability for the position; this should have been shared beforehand with the three nominators.
- Written acceptance of the nomination, and commitment of sufficient time.
- Statements from the three nominators (see previous paragraph).

Time commitment

There is a need for an absolute minimum of eight hours per week for the Co-Chairs combined, but with an expectation that a combined total of up to thirty hours per week might sometimes be needed (not including the full-time requirements at the times of the two face-to-face Board meetings per year).

Term of office

The Co-Chairs hold office for two years. They may continue to hold office for a further two-year term with the majority approval of the Board. However, an invitation for alternate nominees to the Co-Chair position would still be issued and, if other candidates are proposed, an election by the Board would be held.

Information for prospective candidates in the election for the position of Co-Chair of the Cochrane Board

1. Members of the Board constitute the board of trustees and, as such, have legal responsibilities to Cochrane, a registered charity.
2. There is no limit to the number of candidates, who should hold or have held a leadership position within the organization.
3. Co-Chairs are elected for a period of two years. They may stand for election for a second two-year term, but no longer.
4. Board members are eligible for reimbursement of travel and accommodation expenses incurred in attending Board meetings.
5. People considering standing for election are strongly encouraged to find out what is involved, before they stand, from a member(s) of the Board, and also by speaking to the Chief Executive Officer.
6. Members of the Board are expected to attend its meetings and teleconferences, and to participate in the work of its sub/advisory committees as required.
7. Nominations should be e-mailed to the CEO's Office by midnight UK time on [date to be agreed].
8. The Board's recommended choice of Co-Chair will be put to those attending the Annual General Meeting during the annual Colloquium for ratification.

Questions to be completed by candidates for election to position of Co-Chair of the Cochrane Board

Statement from: [Name]

[Date]

1. Please describe how you first became involved in Cochrane and your subsequent contribution to its work.
2. Have you helped to prepare or bring into practice a Cochrane Review? If so, what was your involvement?
3. Please describe leadership roles that you have held within Cochrane and in other relevant contexts, with examples of successful leadership.
4. What experience do you have of committee work, both within Cochrane and nationally and internationally (particularly at the policy-setting level)?
5. What do you think would make you an effective Co-Chair of the Board?
6. Acting as Co-Chair of the Board requires a consultative approach to decision-making. Please illustrate how you would do this.
7. How do you see Cochrane and/or the Board developing or changing in the future (i.e. what is your 'vision'), and why?
8. As Co-Chair, you would be expected to solve problems and resolve conflicts. How would you approach this aspect of the role?
9. In the role of Co-Chair, you would be expected to represent Cochrane in a variety of settings; have you any experience of this or similar representation? In this context, please illustrate your ability to communicate successfully with a range of audiences.
10. For individuals seeking re-election as Co-Chair: What do you think you have contributed to the work of the Board during your previous two-year term of office?

I confirm that I wish to stand for election to the position of Co-Chair of the Cochrane Board and that, if elected, I would be able and willing to commit the necessary time and attention to the role.

Signed:

Attachment 3: Electoral procedure

Background

The Cochrane Board comprises 13 representatives, including two Co-Chairs, six ‘internal’ members, and up to five ‘external’ members.

Timetable

The timetable for the electoral process is set by Cochrane’s Central Executive Team (CET), and should be conducted once each year.

Steps to be factored into the timetable include:

- Call for nominations.
- Deadline for nominations.
- Announcement of names of candidates.
- Distribution of a URL for the web page where voting takes place (or preparation for a meeting of the Board to consider external candidates).
- Deadline for receipt of votes.
- Count of the votes, and independent double-check.
- Announcement of election results.

External Board members

Eligibility to stand as an external member will be defined as individuals who do not currently hold a staff, editorial or leadership position in any Cochrane Group (including positions of deputy or executive directorship or membership of a Group Executive). They may hold other roles with Cochrane Groups such as author or consumer roles.

Members of the Board may stand for a maximum of two consecutive three-year terms as internal or external members. Once they have completed two terms, following a gap of at least three years, they become eligible to stand again.

A call for nominations will be published through appropriate public channels with at least three weeks’ notice before the deadline for nominations. External members may nominate themselves by submitting a completed nomination document, addressing the published criteria, by the published deadline. They must also provide a declaration of conflicts of interest (including direct and indirect conflicts, professional relationships to other members of the Board, other Boards they may sit on, and any employment or other financial relationships with pharmaceutical, device, tobacco or other for-profit companies in the past 10 years).

Nominations will be distributed by the Electoral Officer to the members of the Board, who will select the successful candidate(s) giving consideration to their skills and experience, and the current skills and experience profile of the Board. External members may be specifically chosen to address a prioritised areas of expertise identified by the Board. Where an external member of the Board is standing for re-election, they will not participate in the selection decision-making process.

The decision of the Board in selecting candidate(s) must be ratified by the first Annual General Meeting of Cochrane’s members following the selection process, under Articles 44 and 45 of the Articles of Association (September 2013).

Where no nominations are received, or the Board determines that the nominated candidates are not appropriate for selection, the position(s) will be re-advertised within one month of the deadline for nominations or the Board’s decision, whichever is later.

Internal Board members

Individuals eligible to stand, nominate or vote for the position of an internal member of the Board must be active members the organisation.

From 2016, eligible members of Cochrane are defined by inclusion with any Active role with a registered Cochrane Group in Cochrane's Archie database, excluding those whose only roles are Other, Mailing list, Possible contributor, Super User, Web contributor, or Web publisher. It is up to each Group to decide to keep its records up to date. A person must have held this role for at least 60 days prior to the closing date for voting in order to be eligible.

In 2017, a revised definition of membership will be introduced as part of Cochrane's membership scheme.

Members of staff of the Central Executive Team (CET) are eligible to vote in Board elections, but are ineligible to stand for election. A detailed discussion of eligibility is provided in the section below on the eligibility of staff.

Internal members of the Board may stand for a maximum of two consecutive three-year terms. Members of the Board may stand for a maximum of two consecutive three-year terms. Once they have completed two terms, following a gap of at least three years, they become eligible to stand again.

Nominated candidates can vote for themselves.

Elections

A member of the CET will be nominated as the Electoral Officer, and will be responsible for all required business dealing with nominations, elections and advice to candidates.

The call for nominations will be published by the Electoral Officer within internal Cochrane news channels, and all member Groups notified, with at least three weeks' notice before the deadline for nominations.

Candidates for internal election must submit a completed nomination document, addressing the published criteria, by the published deadline. This nomination document must specify the candidate's expertise against the published list of core areas of expertise identified by the Board as critical for its operation. This list may be amended from time to time by the Board, but not during the course of an election. Each candidate must further provide letters of support from two eligible voters nominating them for the position, and a declaration of conflicts of interest (including direct and indirect conflicts, professional relationships to other members of the Board, and other Boards they may sit on).

Nominated candidates' names will be announced on the Cochrane website immediately following the nomination deadline, in alphabetical order (by family name), with the nominators' and seconders' names. There will be a period of one week between the nomination deadline and the opening of voting to allow any disputes about eligibility to be resolved.

The Electoral Officer will disseminate the URL of the online voting system where votes may be cast by e-mail to eligible voters using data generated from the Archie database (or successor membership databases).

Voting will be conducted via a password-protected online system. Each eligible voter must log in using their Archie Cochrane password, identify their primary Group affiliation, and register a vote for one or more of the candidates in preferential order. Login details are used to identify unique voters and prevent the casting of multiple votes, but information on the vote of any

individual voter will be kept confidential by the electoral officer and any IT staff supporting the election process.

As more than one position is likely to be filled at each election, a system of proportional representation will be used. Under this system, the number of first preference votes is first counted. The candidate with the lowest number of first preference votes is eliminated, and the votes distributed at simple full value to the second preference candidates, and so on. A quota for election is calculated based on the number of votes cast divided by the number of positions available. Once a candidate reaches the required quota of votes, they are declared elected, and as counting proceeds, any further votes for them are redistributed to the next candidate in preference order.

Vote counts are double-checked by two members of the CET.

In the event of a tie, the Board as a whole has the deciding vote.

The number of votes that each candidate has received in the election is publicised, together with the announcement of the results.

Co-Chairs

Eligibility for the position of Co-Chair includes anyone who holds or has held a leadership position within Cochrane.

The Board chooses Co-Chairs by a formal process of nominating and seconding. Candidates should be nominated by three active members of Cochrane, including a current member of the Board. Nominators should describe the capacity in which they know the nominee, why they consider the nominee to be an appropriate candidate in the light of this job description, and the extent to which they think the nominee has the necessary attributes. Board members may only nominate one candidate each. All nominated candidates should provide letters of support with their statement from the three people who nominated them, and a declaration of conflicts of interest (including direct and indirect conflicts, and professional relationships to other members of the Board, and other Boards they may sit on).

The Co-Chairs hold office for a maximum of two terms of two years (whereas other Board members hold office for terms of three years). After completing two terms, the individual may not stand again until after a break of three years, after which they are eligible to stand as a member of the Board, but not to stand again as a Co-Chair.

From 2018, external members of the Board may stand for the position of Co-Chair after completing one term of office on the Board. Only one of the two Co-Chair positions may be held at any time by an external Board member.

Where a Board member is selected as Co-Chair, their position on the Board falls vacant and will be filled either by adding a vacancy to any concurrently held election and electing an additional candidate, or if no concurrent election is being held, at the next election.

Where an individual is selected as Co-Chair during the same electoral process in which they are standing as an internal Board member, the candidate will not be elected as a Board member and the next highest ranked candidate will be elected.

Where an individual is selected as Co-Chair but is not a member of the Board, they are considered a co-opted member of the Board under Article 15.2 of the Articles of Association. This appointment must be approved at the next Annual General Meeting.

Non-elected members

Additional members may be co-opted to the Board from time to time under Article 15.2 of the Articles of Association. These additional appointments must be ratified at an Annual General Meeting of the Groups.

Special considerations for staff

Legal context

Cochrane is a charity and jointly-registered Limited Company under UK law (registration number 1045921).

The UK Charity Commission, in its publication, *The Essential Trustee – What you need to know*, states that:

“Generally, a trustee cannot become an employee of their charity nor can an employee become a trustee. The exceptions are where the governing document of the charity explicitly authorises it, or if permission has been given by us or a court of law.”

In noting that there may be exceptions, the Charity Commission makes it very clear that these are unusual. Examples where it might be appropriate include short-term and specific tasks where it may be simpler and cheaper for a trustee to perform the work, rather than engage a third party, for instance, where a Board of Trustees has a solicitor on the Board, and some legal work needs doing, or where some decorating needs doing and a trustee is a decorator. But these are still exceptional circumstances, not usual, and would not include the position where an individual works for the charity on an ongoing basis, for instance, providing ongoing legal services rather than a one-off situation. The primary concern for the Charity Commission is that salaried employees would have clear conflicts of interest should they be on the Board of their employer.

The Charity Commission has approved a specific exemption for Cochrane’s Co-Chairs, who may apply for a specific level of reimbursement for their organisation to compensate for the substantive hours required for their work on the Board (up to two days per week).

Why is Cochrane different?

Many people who provide Cochrane’s core services, whose salaries are paid for fully or in part by the Cochrane, are in fact employed by other organisations. This places them in a difficult position in relation to their directly-employed colleagues, and leaves them open to accusations of conflict of interest should they stand for office. Cochrane also places high regard on transparency, explicitness and avoidance of bias. Cochrane established a policy to clarify this situation.

The following groups are not eligible to stand for election to the Board:

- Directly employed Cochrane staff, such as the CET.
- Core infrastructure teams employed by third party organisations but whose salaries are paid indirectly, in whole or in part (at least 0.2 FTE), by the CET.
- Employees of contracted partners and service providers. These would include, for example, the staff of our publishing partner, John Wiley & Sons Limited, and the employees of our bookkeepers.
- In general, seconded staff employed by third party organisations providing services on behalf of Cochrane, where the CET pays all or some of the salary costs for the

secondment (at least 0.2 FTE), and whose secondment will last for a period of more than six months from the date that they are elected to the Board. At the discretion of the Co-Chairs this category may be over-ridden where the circumstances warrant an exemption.

The following are eligible to stand for election:

- Anyone not listed in the above categories and who is not ineligible for other, non-employment related reasons.
- People undertaking project work as a result of a grant or other similar funding process, such as the Methods Innovation Fund.
- People employed by a Cochrane Group, as distinct from Cochrane's CET.
- People working with, supervising, or being supervised by a person ineligible to stand for election under the list above. (Normal rules for declarations of interest would apply.)