

Draft minutes of the Cochrane Governing Board meeting held on Tuesday 21 March 2023 at 7pm – 9pm GMT via Zoom

Governing Board Members present:

Tracey Howe	Co-Chair
Catherine Marshall	Co-Chair
Yuan Chi	Trustee
Juan Franco	Trustee
Sally Green	Trustee
Karen Kelly	Trustee
Tamara Kredo	Trustee
Gillian Leng	Trustee
Wendy Levinson	Trustee
Jordi Pardo Pardo	Trustee
Emma Persad	Trustee
Vanessa Piechotta	Trustee

Others in attendance:

From the Council:

Stefano Negrini	Council Co-Chair
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From the Executive Leadership Team:

Karla Soares-Weiser	Editor in Chief
Gavin Adams	Director of Development
Laura Ingle	Director of Publishing and Technology
Casey Early	Director of Finance & Corporate Services

From the Central Executive Team:

Chris Champion	Head of Engagement, Learning & Support for agenda item 6
Lucy Johnson-Brown	Head of Governance (minutes)

Apologies:

Bob Dellavalle	Council Co-Chair
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Conflicts of interest:

Trustees declare conflicts of interest related to their role on the Board, which are published on the Cochrane Community website and are updated annually or when circumstances change. All meeting participants are also required to declare any possible material interests that could give rise to conflict in relation to any item under discussion at the start of each meeting. All interests so disclosed are recorded in the minutes. Conflicted participants may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. **Restricted access content is highlighted in yellow** and is made available to the Trustees, Executive Leadership Team, Council Co-Chairs and Head of Governance only. Minutes of the closed sessions of the Board, which are attended only by Trustees, are recorded on behalf of the Co-Chairs, and are only made available to the Trustees.

Resolutions approved at the meeting:

Minute:

The Cochrane Collaboration ('Cochrane'). Registered in England as a company limited by guarantee No. 03044323 Charity Number 1045921. VAT registration number GB 718 2127 49. Registered office: 11-13 Cavendish Square, London, W1G 0AN, United Kingdom.

GB-2023-10	With the amendment noted, the minutes of the meeting held on 6 December 2022 were APPROVED as an accurate record of the meeting.
GB-2023-12	The Governing Board APPROVED the place, date and time of the Cochrane Annual General Meeting 2023: Place: The Cochrane Colloquium 2023 QEII Centre, Broad Sanctuary, Westminster London SW1P 3EE Date: Monday 4 September 2023 Time: 17.15 – 18.15 [BST] <i>(post meeting note – the time has been moved to 18.00-19.00)</i>
GB-2023-13	The Governing Board APPROVED the list of Emeritus and Lifetime Membership awards on the recommendation of the Membership and wards Committee

Resolutions approved between meetings

21 February 2023	The Governing Board APPROVED the appointment of Simon Rallison as a co-opted member of the Finance, Audit and Risk Committee, for one year from 1 March 2023.
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Actions Arising:

Minute:

GBMIN-2023-11	ACTION: A New Product Development Oversight Committee will be established to provide assurance to the Board. The Committee will review product development proposals before they are presented to the Board for approval. (Laura Ingle) ACTION: Laura Ingle will circulate draft Terms of Reference for the Product Development Oversight Committee to Board members and ask Trustees to submit the names of people who might sit on the Oversight Committee.
GBMIN-2023-13	ACTION: The Membership and Awards Committee should prepare a proposal for the Board to consider setting out how gender balance and geographical diversity will be addressed. ACTION: The Membership and Awards Committee should consider whether additional applicants could be submitted to the Board for approval before the next meeting. (Chris Champion)
GBMIN-2023-21	ACTION: Catherine Marshall will report the Board's decisions regarding the funding of Council attending the Colloquium and holding a face to face meeting in London, to the Council Co-Chairs.

---MEETING STARTS---

GBMIN-2023-08	Welcome, Apologies, Declarations of Interest & Code of Conduct, Board Charter, Decision-Making Framework Catherine Marshall was in the Chair and welcomed Members to the meeting. Members were reminded of their duties as set out in the Board Code of Conduct and Board Charter.
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Apologies for absence from Bob Dellavalle were noted.

In relation to the item on the costs associated with Council and Executives attending the Colloquium (which was covered during the Board only session), Jordi Pardo Pardo declared that he was a member of an Executive group.

It was noted that all Trustees were potentially conflicted in relation to the discussion about the criteria for Emeritus and Lifetime membership which included serving as a member of the Governing Board.

No other interests that had not already been declared were noted.

GBMIN-2023-09 Approval of the Agenda, including the papers and decisions on the Consent Agenda

The Agenda and the Consent Agenda were **APPROVED**.

Consent Agenda papers for approval and information:

- Finance, Audit and Risk Committee Terms of Reference
- Minutes of the Finance Audit and Risk Committee meeting held on 2 December 2022
- Finance report March 2023
- Risk report March 2023
- External Audit 2022
- Minutes of the Remuneration Committee meeting held on 7 December 2022
- Minutes of the joint Governance and Nominating Committee meeting held on 9 February 2023
- Minutes of the Future of Evidence Synthesis Oversight Committee meeting held on 7 February 2023
- Data protection policy
- Cochrane Library Annual Performance Dashboard
- Record of Resolutions voted on between meetings via online poll, with associated papers
- Annual Membership Report
- Open access working group update

GBMIN-2023-10 Approval of the minutes from 6 December 2022

Tracey Howe asked for clarification that minute **GBMIN2022-54 – 2023** as below:

It was noted that in 2023 there would be work undertaken on Council composition to reflect the transformations and reform of Cochrane should read ...".work undertaken on Council and the Executive groups".

Members agreed with the corrections and the Chair called for a vote.

The following resolution was approved:

The minutes of the meeting held on 6 December 2022, as amended, were APPROVED as an accurate record of the meeting.

Yes: 12. No: 0. Abstain: 0

GBMIN-2023-11 Cochrane Library and New Product Development Proposal (paper

GB2023-04)

An Oversight Committee will be established to operate in a similar way to the Future of Evidence Synthesis Oversight Committee. The group will be small and nimble and will provide advice, input and assurance to the Board. Commercial sensitivity was noted.

The Product Development Oversight Committee will consider new product proposals and provide oversight of the value proposition of new proposals, the return on investment, risks, benefits and budgetary implications and make recommendations to the Board.

ACTION: A new Product Development Oversight Committee will be established to provide assurance to the Board. The Committee will review product development proposals before they are presented to the Board for approval. (Laura Ingle)

ACTION: Laura Ingle will circulate draft Terms of Reference for the Product Development Oversight Committee to Board members and ask Trustees to submit the names of people who might sit on the Oversight Committee.

GBMIN-2023-12 Annual General Meeting 2023

The following resolution was approved:

The Governing Board APPROVED the place, date and time of the Cochrane Annual General Meeting:

**Place: The Cochrane Colloquium 2023
QEII Centre, Broad Sanctuary, Westminster
London, SW1P 3EE**

Date: Monday 4 September 2023

Time: 17.15 – 18.15 [BST]

(post meeting note – the time has been moved to 18.00-19.00)

Yes: 12. No: 0. Abstain: 0

GBMIN-2023-13 Emeritus and Lifetime Membership nominations

The Governing Board approved the process for awarding Lifetime and Emeritus Membership and the associated criteria at the meeting held in February 2022. The Membership and Awards Committee considered 24 nominations for the first round of awards and noted that 12 applications did not meet the criteria. The Committee recommended that the Board admit three people to Lifetime Membership and nine people to Emeritus Membership.

Board members discussed the recommendations and noted the importance of considering gender balance and other diversity and inclusion criteria in future rounds. They invited the Membership and Awards Committee to consider whether additional applicants could be submitted to the Board for approval before the next meeting.

ACTION: Chris Champion

It was **NOTED** that a package of communications about the reasons for the award for each person will be made by the end of April 2023.

GBMIN-2023-14 Co Chairs' Report

Tracey Howe gave the Co-Chair's report. She reported that she met with the local organizing Committee for the Colloquium in September 2023. The Co-Chairs have also:

- met with the CEO and Editor in Chief weekly
- reviewed papers for consideration at the Board meetings
- worked on the foreword for the Consumer Engagement Framework
- contributed to the development of a case for support which will be shared with potential funders and partners discussed plans for Cochrane's participation in the May World Health Assembly
- participated in the recruitment of the new Head of Governance, Lucy Johnson-Brown and contributed to her induction.
- reviewed proposals for carrying out the Governance Review had been considered and a consultant selected
- participated in discussions about the options for Cochrane UK after funding from the National Institute for Health Research comes to an end in March 2025 were ongoing.

GBMIN-2023-15 Chief Executive Officer's Report

Catherine Spencer presented her report (**GB-2023-07**) which included a summary of progress on each Strategy for Change objective.

She reported that following on from a conversation with Gill Leng and Karen Kelly about the development of the new strategy, it was recommended that more time be taken to consult and communicate before the final strategy is approved. Under the proposed new timeframe, the draft strategy will be presented at the Colloquium in September 2023 and a final version agreed after that.

Barney Tallack has been selected to lead the Governance Review. Catherine Spencer highlighted the importance of ensuring the scope for the Governance Review is clear and manageable. The review will consider Cochrane's governance structures and relationships to ensure that the right bodies are in place and that the role and authorities of each one is clear. Consultation and interviews with stakeholders will be arranged.

Cochrane (as part of a consortium with 3ie) has been successful in securing the Development and Commonwealth Office, Research Commissioning Centre tender. The bid required a 'case for support' to be developed with input from Gavin Adams, Development Director and Karla Soares-Weiser, Editor-in-Chief.

Discussions around the best course of action for Cochrane UK were ongoing. An informal working group discussed various options for the future of Cochrane UK once funding from the National Institute for Health Research, comes to an end in March 2025.

In response to a question from Tamara Kredo about staff wellbeing, Catherine Spencer said that some members of staff were feeling under pressure and that it was still a challenging time for many but that overall morale is positive following the successful Central Executive Team meeting in October 2022. A suite of wellbeing support for staff is provided by the HR team.

GBMIN-2023-16 Strategy for Change priorities schedule - Quarter 4 2022 update

The schedule was noted.

GBMIN-2023-17 Editor in Chief's Report

Karla Soares-Weiser presented her report (**GB2023-08**). She drew members' attention to the backlog of review submissions from UK groups which was being addressed with input from the Future of Evidence Synthesis Oversight Committee.

The Board discussed how best to learn from the issues surrounding the Cochrane review on physical interventions to interrupt or reduce the spread of respiratory viruses.

The Board reiterated their support for the Editor in Chief and her team and thanked staff for their work.

GBMIN-2023-18 Annual report from the Council

Stefano Negrini presented the annual report (**GB-2023- 16**). He reported that 2022 was a busy and productive year for the Council but that the restructure of the Cochrane Executive Team (CET), changes in resource allocation and to the structure of the Community because of the Future of Evidence Synthesis programme meant that the Council was unable to make as much progress as they would have liked with some of their targets.

Trustees thanked Council members for their ongoing commitment and dedication to Cochrane and the community.

GBMIN-2023-19 Matters Arising not otherwise covered by the Agenda and Any Other Business

There were no other matters arising.

**GBMIN-2023-20 Date of next meeting:
18 - 20 May 2023 in Paris**

GBMIN-2023-21 CLOSED SESSION (TRUSTEES ONLY)

---MEETING END---