

Governing Board Meeting Minutes

30-31 March and 1 April 2020 – Teleconferences

Meetings of The Cochrane Collaboration Governing Board (Board of Trustees) held by teleconference 20:30-22:00 BST on 30 March, 31 March and 1 April 2020, replacing the cancelled face-to-face meetings planned for Manchester, UK, during the 2020 Cochrane Governance Meetings.

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Board members 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. They 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 members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.

Board members (Trustees) present:

Name:	Attending from:
Martin Burton (Co-Chair)	UK
Catherine Marshall (Co-Chair)	New Zealand
Xavier Bonfill Cosp	Spain
Jan Clarkson (Treasurer)	UK
Nicky Cullum	UK
Sally Green	Australia
Gladys Faba Beaumont	Mexico
Tracey Howe	UK
Karsten Juhl Jørgensen	Denmark
Marguerite Koster	USA
Rae Lamb	New Zealand
Jordi Pardo Pardo	Canada

Board members having sent apologies: None

Others attending:

Name:	Role:	Attending from:
Mark Wilson	Chief Executive Officer (CEO)	UK
Karla Soares-Weiser	Editor in Chief	Israel
Jo Anthony	Head of Knowledge Translation	UK
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Chris Champion	Head of People Services	UK
Casey Early	Head of Finance	UK
Sylvia De Haan	Head of External Affairs & Geographic Groups' Support	Netherlands
Toby Lasserson	Deputy Editor in Chief	UK
Chris Mavergames	Head of Informatics & Technology Services	Germany
Charlotte Pestrige	Head of Publishing, Research & Development	UK

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 Board and Senior Management Team 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.

List of Approved Resolutions:

Agenda Item:	
GBMIN-2020-12	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda

---MEETING START---

DAY 1- Monday 30th March 2020 - COVID 19 ORGANIZATIONAL RESPONSE AND PREPAREDNESS

GBMIN-2020-11 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Catherine Marshall was in the Chair. She thanked everyone for making themselves available to meet via teleconference following the cancellation of the face-to-face meetings. No changes to attendees' declarations of interest (posted on the Cochrane Community website) were required for this meeting and no Trustees declared conflicts of interest in the proposed Agenda items. The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.

GBMIN-2020-12 Approval of Agenda, including the papers and decisions included in the Consent Agenda

The Editor in Chief's report (Item 9.1. on the agenda) was removed from the consent agenda. The following resolution was approved:

RESOLUTION: The Board approves the Agenda, including the papers and decisions included in the Consent Agenda

YES: XB, MB, JC, NC, GFB, SG, TW, KJJ, MK, CM, RL, JPP.

NO: None;

ABSTAIN: None

GBMIN-2020-13 COVID-19: organizational response and preparedness

[PAPER: GB-2020-17]

The Chair invited the Board members and attendees to speak about the impact of, and preparedness for, the COVID-19 pandemic in their respective countries. She then asked the Senior Management Team to give their reports:

- Karla Soares-Weiser spoke to the editorial work being undertaken to produce rapid Cochrane Reviews and other supporting evidence to inform decision-making during the pandemic (see separate slide-deck #1), involving many staff in the Central Executive Team and from Cochrane Groups.
- Chris Mavergames spoke about the work to develop a 'living register' of studies related to COVID-19 (see separate slide-deck #2).
- Chris Champion summarized the support being provided to Central Executive Team staff.

The Board members expressed their thanks to the Senior Management Team and Central Executive Team, and many members of Cochrane Groups, for their extraordinary work in developing Cochrane's response to the pandemic, both as an international healthcare

organization providing trusted evidence; and the internal preparations made to support staff and members.

There was consensus that Cochrane was focussing appropriately on activities within its remit – improving the evidence-base for decisions – even though at this stage of the crisis healthcare practitioners and policy-makers were looking for ‘guidance not evidence’. Board members encouraged Cochrane to work with its partners to disseminate the evidence. It was also agreed that Cochrane has an important role in focussing on issues relevant to Low-and Middle-Income Countries, which were often overlooked by other organizations.

It was agreed the Board would convene again by teleconference on 1 April to complete the discussion on organizational response and preparedness. The Senior Management Team was asked to provide more information on the organization’s financial accounts to inform the discussion. Further, they were asked to estimate the cost of the pandemic – in terms of both staff downtime and supportive measures for staff – for the Central Executive Team.

ACTION: Senior Management Team to estimate the cost of the pandemic – in terms of both staff downtime and supportive measures for staff – for the Central Executive Team.

DAY 2 - Tuesday 31st March 2020 - BUSINESS ISSUES AND REPORTS

Martin Burton was in the Chair.

GBMIN-2020-14 Approval of the Minutes of the Board's teleconference on 27th February 2020

Approved under item GBMIN-2020-12 with the following correction: Gladys Faba Beaumont was present for the whole teleconference.

GBMIN-2020-15 Matters Arising not otherwise covered by the Agenda

There were no Matters Arising not otherwise covered by the Agenda.

GBMIN-2020-16 Co-Chairs' business:

Catherine Marshall was invited to give the Co-Chairs’ report. She said the period between the cancelled Colloquium in Chile and the cancelled Manchester Governance Meetings had been a busy time for the Co-Chairs. This had included:

- Close contact with the Senior Management Team in the lead-up to the decision to cancel the Manchester meetings, taking the final decision with the Board’s approval;
- Substantial work on revisions to the Articles of Association, but adoption by Cochrane Members would only be sought at the Annual General Meeting later in the year;
- Three teleconferences of the Board-Senior Management Team strategy working group;
- Initial work by the Colloquia, Meeting & Events working group, although its remit and focus would undoubtedly be influenced by the outcomes of COVID-19;
- Discussions with the Co-Chairs of the Cochrane Council;
- A person with a UK charity finance background who was potentially interested in a role as an appointed member of the Governing Board had been approached.

Additionally, the Delegations Working Group had been delayed due to work pressure of the new Head of Finance but the new delegations scheme would be prepared for consideration by the Board prior to the new Co-Chair taking up his or her duties.

GBMIN-2020-16.1 Update on the Co-Chair appointment process

Two potential candidates had indicated their interest and spoken informally to the Co-Chairs. One candidate was canvassing Board members individually; it was confirmed this

was within the rules of the electoral procedure. The Nominating Committee would consider the nominations and make a recommendation for the full Board's approval as per the agreed timetable. The Nominating Committee will also hold an interview with the person who is interested in the finance role and make a recommendation to the Board.

GBMIN-2020-16.2 Board Sub-Committees and Working Groups matters to report:
Governance Committee: Proposal to adopt the Charity Governance Code for Larger Charities

[PAPER: GB-2020-6]

Tracey Howe spoke to the supporting document, explaining that the Code was a 'consensus document' prepared by large charities in the UK, which may change over time. It was voluntary and provided a framework for the Trustees' Report. The Board agreed adopting it would enhance Cochrane's focus and reputation and it was approved, although a formal vote was not undertaken.

GBMIN-2020-17
GBMIN-2020-17.1 Publishing & Products business:
2019 Cochrane Library Performance Dashboard

[PAPER: GB-2020-7]

In response to questions on the dashboard, the Senior Management Team said that:

- 1) the reasons for the reduction in review publication rates were complex and would need further monitoring;
- 2) as yet it was too early to tell what impact COVID-19 might have on revenue from sales of licences to the Cochrane Library.

GBMIN-2020-17.2 2019 Other Cochrane Products End of Year Report

[PAPER: GB-2020-8]

The Board highlighted the importance of growing revenue for Cochrane Response whilst ensuring it was not competing directly with Cochrane Groups for commissioned work.

GBMIN-2020-18
GBMIN-2020-18.1 Editor in Chief's business:
Editor in Chief Report

[PAPER: GB-2020-9]

The Board and Senior Management Team agreed that the requirement to build a single declaration of interest form for authors was a critical dependency for implementing the new Conflict of Interest policy. This was further dependent on the development of a new Editorial Management System. The Board therefore supported Karla Soares-Weiser's proposal to delay implementation until at least October 2020.

GBMIN-2020-18.2 2019-20 Cochrane Library Oversight Committee (CLOC) Annual Report

[PAPER: GB-2020-10]

Approved under item GBMIN-2020-12.

GBMIN-2020-19
GBMIN-2020-19.1 Chief Executive Officer's business:
Chief Executive Officer's Report

[PAPER: GB-2020-11]

Approved under item GBMIN-2020-12.

GBMIN-2020-19.2 2019 Strategy to 2020 Targets End of Year Report

[PAPER: GB-2020-12]

Approved under item GBMIN-2020-12.

GBMIN-2020-19.3 2019 Trustees' Report & Financial Statements - DRAFT

[PAPER: GB-2020-13]

Casey Early confirmed that the auditors had designated the Report and Financial Statements as 'unqualified', meaning there were no major issues. Cochrane Innovations would now require its own separate audit and report owing to the size of the company,

which had delayed the issue of the draft Financial Statements; these would be provided to the Board the following day. Trustee declarations of interest would need to be reworded to ensure that all of the information required by the auditors was recorded in one place.

ACTION: Head of Governance & Strategy to implement improved declaration of interest statements for Trustees.

GBMIN-2020-19.4 Locations for Governance Meetings in 2021 and 2022

[PAPER: GB-2020-14]

Owing to the potential longer-term impact of COVID-19 on international travel, the Board decided to delay a decision on whether – and therefore where – to hold face-to-face Governance Meetings in 2021 and 2022. The Colloquia, Meeting & Events Working Group will consider this and prepare a recommendation for the Governing Board in the coming months (and no later than the end of Quarter 2).

GBMIN-2020-19.5 Partnership and Advocacy Report

[PAPER: GB-2020-15]

Approved under item GBMIN-2020-12.

GBMIN-2020-20 Responding to Climate Change as an Organization

[PAPER: GB-2020-16]

The Board congratulated the Council on its paper and thanked the Senior Management Team for its considered response. The Board agreed that the recommendations be taken into account in future planning meetings of the Colloquia, Meetings and Events Working Group.

DAY 3 - 1st April 2020 – ANY OTHER BUSINESS AND COVID 19 ORGANIZATIONAL RESPONSE AND PREPAREDNESS

GBMIN-2020-21 Any Other Business

Catherine Marshall was in the Chair. Casey Early was invited to report on the 2019 Financial Statements that had been provided to the Board earlier in the day. Although the figures reflected an operational deficit, though lower than the approved budgeted amount planned for the year, he reported that if the fall in publishing income from Wiley due to exceptional circumstances was stripped out, the 2019 figures showed broadly a 'breakeven performance' for the Charity. The Finance, Audit & Investment Committee would undertake a more in-depth review of the figures but there were no major issues to note. On behalf of the Board, the Chair thanked Casey Early and his team.

The Chair highlighted the Board's continuing interest in allocating time to consider the organisation's risks. Mark Wilson explained that the Senior Management Team had taken the decision not to submit a risk management report for this meeting as:

- 1) the Senior Management Team wanted to produce and present to the Governing Board an improved risk management report focusing on major strategic and operational risks, but this would be harmonised with improved reporting, monitoring and evaluation that were being developed this year;
- 2) the full team had not had sufficient time to work through the substantial impact of COVID-19 on many of the risk cards.

Mark assured the Board that the Senior Management Team was actively managing known risks despite the absence of the report to the Board but recognised the importance of risk management to the Board, and an improved Risk Management Report would be submitted for the Board's planned meeting in Toronto in October.

GBMIN-2020-21 COVID-19: organizational response and preparedness

The Board held a wide-ranging discussion, with different viewpoints put forward. The importance of continuing the cross-Group, multi-national, rapid evidence production initiated as a response to the pandemic was emphasized. In time, this would require further structure and function changes to Cochrane Groups and the Central Executive Team.

The medium- and longer-term impacts of COVID-19 on social and political systems around the world were unpredictable and uncertain, but it was put forward that Cochrane could prepare itself for future threats and opportunities by focussing on its strategic objectives.

It was agreed that the Senior Management Team be given time to plan how best to guide the Board through strategic decision-making and scenario planning for the organization in light of COVID-19, but in a way that was timely, but not overly rushed or reactive.

GBMIN-2020-22 Date of Next Meeting

29 April 2020: special teleconference to appoint new Co-Chair.

The Chair closed the meeting at 22:00 BST.

---MEETING END---