

Consultation paper

Cochrane Governance
Reform, July 2016



Executive Summary

A project is currently under way to reform Cochrane's governance structures, to update them and ensure they provide high quality leadership for our organisation. This is the second round of public consultation on the proposed changes, and you are now invited to provide feedback. Final decisions on the proposed changes will be made at the Cochrane Colloquium in October 2016.

Your feedback is now requested by **Tuesday, 23 August 2016**. Cochrane Groups are encouraged to provide feedback via their Executives. Individuals may also provide feedback by [this online survey](#), or by contacting Miranda Cumpston, Head of Learning and Support, at mcumpston@cochrane.org.

1. Cochrane Board

The Cochrane Steering Group will be renamed a 'Board'. The current Steering Group includes representatives elected from specific groups of Cochrane contributors (Managing Editors, Fields, Centres, etc.). This structure will be replaced by 6 members elected by all Cochrane contributors collectively (this allows contributors outside the represented groups to vote for the first time), and 5 external members appointed by the Board to bring additional perspective and expertise. This proposal was circulated for consultation earlier this year, and the amended proposal is provided here for any final comments. It outlines the new structure for the Board, as well as current job descriptions and electoral procedures.

Action: Provide any final comments on the proposed changes to the Board.

Next steps: In Seoul, The Steering Group will make a final decision on whether to adopt the detailed policies proposed. The first appointed external Board members will be presented to the Annual General Meeting (AGM) to be ratified by Cochrane's members.

2. Cochrane Council

Because Cochrane's Groups will no longer have individual representatives on the Board, we propose to set up a Council as a forum for Cochrane's Groups to meet and discuss important issues together, and to provide collective input and feedback to the Board. The Council will not be a decision-making body. At the Mid-Year Meetings in April 2016, contributors asked for a draft structure for the Council as a starting point for comments. A detailed draft is presented here for feedback for the first time. The draft Council includes representation from the current Group Executives (including the Authors' Forum and Consumer Network Executive); a scope that can include issues arising from the Groups as well as issues referred by the Board; one face-to-face meeting per year plus teleconferences; observer status at Board meetings; and options for additional communication channels with the Board including joint meetings or online feedback sessions.

Key issues for discussion include: the number of members from each Group; the best options for communication with the Board; terms of service and processes for selecting members; level of time required, frequency and format of meetings; and the level of support required from the Central Executive. Please read the proposal in full and provide detailed feedback.

It is likely that the Council structure will be amended through this consultation process, and will continue to change over time in response to the Structure and Function review. The Group Executives will take leadership in shaping the structure and operations of the Council.

Action: Do you have any feedback to improve the draft proposal for the Cochrane Council, including specific responses on the key questions?

Next steps: Following feedback, the Steering Group will consider a revised proposal for the new Council, and a process for establishing the Council will be developed in collaboration with the Group Executives.

3. Articles of Association

Cochrane's structure is described in our Articles of Association, a formal legal document under UK Charities law. In order to implement the changes to our Board, some amendments are required to the Articles. We also propose some additional changes: (1) to restructure the document to bring it up to date with current good practice; (2) to expand Cochrane's objectives to allow activities beyond the production of systematic reviews; and (3) to change the definition of Cochrane's formal membership from Groups to individual members. We propose this final change to membership in response to the [Structure and Function review](#) and the introduction of our new [Membership](#) program. This will give us flexibility as our structure changes over time, and give individuals new voting rights at Annual General Meetings. The new draft Articles have been approved by the Steering Group, and are presented here for feedback for the first time. They include the framework of our structure, but detailed policy on the make-up of the Board, electoral procedures and the definitions of membership are not found in the Articles, and can be set (or changed) by a decision of the Board or membership.

Action: Do you agree with the draft changes to the Articles of Association?

Next steps: Following any amendments in response to feedback the Articles will be presented to the AGM to be ratified by Cochrane's (current) members. They then need to be approved by the UK Charities Commission.

The success of all the new governance structures will be reviewed after 18 months and will be an item for discussion at the Mid-Year Meetings in Lisbon in 2018.

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Introduction

Following an initial round of consultation with the Cochrane community and open discussions at the Mid-Year Meetings in April 2016, the CSG's Governance Working Group has further developed the proposed reforms to Cochrane's Governance structures. Full details of these discussions can be reviewed at <http://community.cochrane.org/organizational-info/people/steering-group/governance-restructure-project>.

Ahead of final decisions to be made at the Cochrane Colloquium in Seoul in October 2016, the Cochrane community is invited to:

1. Review the updated proposal to change Cochrane's Governing Board, and the associated changes to electoral processes, as supported by the consultation to date.
2. Review the resulting changes to Cochrane's Articles of Association, the legal document that outlines the rules under which Cochrane operates as a charity registered in the UK, to be formally proposed for a vote of the members at the Annual General Meeting in October 2016. (See also [current and draft Articles](#) on our website).
3. Review the first draft proposal for the structure of a Cochrane Council, which aims to provide a forum for discussion of strategic issues by Group representatives and a mechanism for input of their views to inform the Board.

Cochrane Board

The Cochrane community has broadly supported the proposed changes to the Board, as discussed at the last meeting of the CSG. A complete updated draft of the Board proposal is attached at [Appendix 1](#), with highlighted text to show amendments made in response to consultation. These changes include:

- Additional examples of key skills and expertise for Board members.
- Additional proposals to support diversity of participants (this matter has also been referred to the Cochrane Equity Task Force, recently established under the Training & Professional Development Strategy).
- Examples of Board structures in which staff are eligible to vote.

As requested by many contributors, a more detailed breakdown of voter eligibility under the current and proposed systems is provided in [Appendix 2](#), and will be incorporated into the procedural documents.

QUESTION 1:

Do you approve the proposed changes to Cochrane's Governing Board?

Cochrane Council

At the London Mid-Year meetings, participants requested that the Steering Group draft a model for the proposed Cochrane Council as a starting point for discussion. This draft will be the subject of further modifications following consultation, and ownership by the community is critical to the success of this model. It is expected that the Council will continue to review and improve its structure and ways of working over time.

A draft organisational chart clarifying how the Council fits within Cochrane's governance structure is provided at [Appendix 4](#).

Draft Terms of Reference for the Council are attached at [Appendix 5](#). **Within that document, several specific questions for discussion are highlighted**, and feedback is invited on these and any other aspect of this draft. This model has been drafted with the aim of ensuring clear, transparent and harmonious collaboration between the Council and the Board.

Articles of Association

Some of the changes to Cochrane's Governance structures, including the membership of the Board and associated electoral procedures, require formal changes to Cochrane's Articles of Association. With legal advice, an updated version of the Articles has been drafted. The [original and draft versions of the Articles](#) are available as separate documents on our website.

In addition to the changes required to modify the structure of the Board, it is proposed to take this opportunity to make additional changes to the Articles of Association to allow for the forthcoming changes to Cochrane's structure and function, to allow for the introduction of a membership scheme that will enable a meaningful definition of active individual members, and to make the Articles shorter and simpler in line with current best practice.

All substantive changes are discussed below.

Change to the Charity's Objects

Under UK law, Cochrane's formally stated 'Objects' are our purpose as a charity. We are held accountable to these Objects to ensure all our activities and any funds we receive or spend are consistent with our purpose. In 2016, a UK charity legal expert advised the CSG to review the objects periodically to make sure they reflect what the trustees understand about the scope of our activities and how we would like to be perceived externally. Our present Objects are relatively narrow, and specifically refer to the production of systematic reviews.

We propose that a minor amendment be made to Cochrane's objects which would greatly widen the scope and allow us more flexibility to explore projects related to and arising from systematic reviews, whilst remaining true to our purpose. The proposed new Objects is as follows:

"The Charity's objects ("**the Objects**") are the protection and preservation of public health through the preparation, maintenance and promotion of the accessibility of systematic reviews of the effects of health care **or any other charitable activities**, for the public benefit." [*change in bold italics*] (Present/New Article 2.1)

QUESTION 2:

Do you accept the proposed change to the Charity's Objects?

Changes to the Governing Board

The changes agreed by the CSG will be implemented in the Articles, including:

- The Cochrane Steering Group's name will be changed to 'Governing Board' throughout.
- The strict representational model on the Board (see present Article 33) will be changed. The precise make-up of the Board can be set and amended by the Board or the Members as policy, without amending the Articles of Association, but the Articles will require the Board to include:
 - a. Up to two Co-Chairs, at least one of whom must be a member of Cochrane. (Present Article 47/New Article 19.1)
 - b. At least six elected Board members who are elected by all individual members/collaborators, and are not representative of any Cochrane Group or role within a Group. (Present Article 33/New Article 16.1)
 - c. Additional Board members who are nominated by members of Cochrane (including the Board), chosen by the Board and confirmed in post by the members at the AGM. Appointed members of the Board who are not Cochrane members cannot be a majority of the Board (Present Articles 39.1 and 43/New Articles 16.2 and 16.3.2)

QUESTION 3:

Do you accept this framework to describe the membership of the Board?

Members of the Charity

The CSG has already agreed that individual members of Cochrane Groups will now directly elect Board members. It has also been agreed that the current definition of eligibility to stand and vote, currently defined by imperfect Archie roles (see [Appendix 2](#)), should be updated when a more appropriate definition is enabled by the Cochrane membership scheme.

The Articles have been drafted to use the present Archie-based definitions this year, referred to as 'Collaborators', and to change in 2017 to a new definition of members based on our new Membership scheme. It is important to note that **the definition of membership is not contained in the Articles of Association**. The Board is free to set and change the definition of membership at any time (Present Articles 4 and 70.1/New Articles 4 and 29.1), and this will be done

consultatively alongside the introduction of the Memberships scheme. This means the Articles will not have to be changed again as our definition of membership changes to better reflect our contributors.

One further change is included that is a new proposal, and has not yet been the subject of consultation with the community. The Articles of Association have been written to consistently use an individual membership model throughout. That is, Cochrane Groups will no longer be the ‘members’ of the charity, but individuals. This would mean that in addition to voting in elections, individuals would also take on all the rights of membership, including voting rights at General Meetings.

Some of the differences between these models are outlined in the table below.

QUESTION 4:

Do you agree that Cochrane should change from Group to individual membership of Cochrane for all purposes, not just voting for Board elections?

Group membership	Individual membership
Current system. Registered Groups are members of the Charity.	Individuals become Members of the charity, according to a reasonable definition to be set by the Board.
Benefits: Current arrangements continue for General Meetings.	Benefits: Consistent definitions of eligibility for all voting entitlements. Flexible under Structure and Function changes.
Limitations: Inconsistent voting rights at elections and General Meetings. May become unstable as changes to Structure and Function are implemented over time, perhaps leading to reduced numbers of Groups, and more associated or networked organisational structures. Active members involved in new ways not defined by the traditional Group structures may be excluded.	Limitations: Current membership definition is imperfect, based on Archie, but will improve with Membership scheme. More complex to implement at meetings.
Quorum for General Meetings: Four Group representatives (<i>Present Article 9/New Article 10.1</i>).	Quorum for General Meetings: Based on legal advice, we propose that this number should be 50 members. We could make it less (say 25) or more (100). We do not advise more than 100 as we wish to avoid a situation where a General Meeting is called but we are not quorate. We would actively use process already allowed under the Articles including pre-meeting or post-meeting electronic voting, and proxy voting at the meetings, to ensure any members not able to travel to the meetings can participate.

We propose that the provisions in the Articles allowing members who are organisations be kept, such as the ability to nominate a voting representative. Having these provisions in the Articles does not mean we are required to have members that are organisations, but should we make the choice to allow it, it will be possible without having to amend the Articles again.

QUESTION 5:

Do you agree with the way individual membership is framed in the Articles, including the Quorum and keeping the option of organisational membership in future?

Formation of a Council

The Articles currently allow the Board to establish such working or other groups as it sees fit, and a reference to the Council is not required (*Present Article 53*). However, a reference to the Council has been added to the new Articles, without being specific as to its nature. The details of its powers, composition, procedures, etc. can be set and changed by the Board at any time, for example to make improvements after a review of the new structure, or to reflect the changes occurring following Cochrane's Structure and Function review. The proposed new text reads as follows:

"The Governing Board may establish a Council or such other representative or advisory bodies or working groups as it may from time to time deem necessary or expedient or convenient. The Governing Board may make rules or by-laws for the purposes of establishing or regulating the proceedings of such bodies and governing their reporting to and representation at meetings of the Governing Board." (*New Article 29.3*).

QUESTION 6:

Do you agree to add this reference to a Council in the Articles?

QUESTION 7:

Do you have any other comments on the changes to the Articles?

Next steps

Following input from the CSG on the matters outlined in this paper:

- **Late July to late August:** Open consultation.
- **Late August:** Final drafting of proposals in response to feedback.
- **Early September:** CSG consider final proposals.
- **Mid-September:** Final drafting of documents in response to CSG direction.
- **Monday, 3 October:** Deadline for circulation of notice and papers for the AGM.
- **22-23 October:** Steering Group meeting to consider final policy documents relating to Board and Council.
- **Tuesday, 25 October:** Annual General Meeting to ratify changes to Articles and external Board appointments.
- **November:** Council established. Board elections conducted under new system (see detailed timeline for phase-in of new Board at [Appendix 5](#)).

Responding to this consultation document

Please respond by **Tuesday, 23 August 2016**. Cochrane Groups are encouraged to provide feedback via their Executives. Individuals may also provide feedback by [this online survey](#), or by contacting Miranda Cumpston, Head of Learning and Support, at mcumpston@cochrane.org.

If responding by email, you may find the following table helpful to structure your comments:

Consultation Item	Comment	Suggested Action
A. Cochrane Governing Board		
1.	Do you approve the proposed changes to Cochrane's Governing Board?	
B. Articles of Association		
2.	Do you accept the proposed wording of the Charity's Objects?	
3.	Do you accept this framework to describe the membership of the Board?	
4.	Do you agree that Cochrane should change from Group to individual membership of Cochrane for all purposes, not just voting for Board elections?	
5.	Do you agree with the way individual membership is framed in the Articles, including the Quorum and keeping the option of organisational membership in future?	
6.	Do you agree to add this reference to a Council in the Articles?	
7.	Do you have any other comments on the changes to the Articles?	

C. Cochrane Council

8. Which of these communication and/or transparency options do you prefer? How can the Board and Council best communicate with each other?

9. Is this the right balance of initial members for the Council?

10. Do you have any other comments on the structure or operation of the Council?

Other

11. Do you have any other comments on any aspect of Cochrane's proposed Governance reform?

Appendix 1: Cochrane Governing Board

Transition to a new Cochrane Board

Beginning in 2016, the Cochrane Steering Group will be replaced by a new Cochrane Board, 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 CSG members. Members who have served the maximum term must take a break of three years, and are then eligible to serve again if elected.

Co-Chairs

The position description of the Co-Chairs was updated in 2015 and is available at <https://community.cochrane.org/community/organisation-administration/steering-group-ccsg/steering-group-elections>. The current process for Co-Chairs will be retained, in which nominations are made and a successful candidate selected by the Board. Co-Chairs may continue to serve for up to two terms of two years each.

Initially, Co-Chairs will be 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 will compete in a single field, and be voted on by the entire electorate. There will no longer be separate categories of internal Board members, or representation of specific constituencies.

A detailed draft electoral procedure is provided in Attachment 2.

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 current 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.

Under the first phase of the new proposal, membership of Cochrane, including eligibility to stand and vote for internal Board positions and vote at the AGM, will be 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. See further details on current and new voting eligibility at [Appendix 2](#).

We recognise that there will be some work required for each Group to check and maintain its Archie records to ensure sufficient accuracy of the Active roles in Archie (as is already the case for some Groups with broad eligibility to vote). We are confident this checking will be worthwhile to support accurate records and compliance with data protection policies, and will also assist Groups with the transition to the Membership scheme in 2017. Groups should not need to manually generate login accounts for every contributor, as the CET are exploring mechanisms for requests to be processed automatically as part of the broader Membership project.

Voting will be based on one direct vote per individual, and votes will no longer be aggregated at the level of the Group.

As under the current system, members who are eligible to vote with more than one Group will be permitted to vote only once.

Individual membership will be reviewed again after the introduction of the Cochrane membership scheme, and a more consistent system of identifying active contributors across the organisation will be introduced. This change will be provided for in the Articles of Association.

Members of the Central Executive Team (CET) staff will remain ineligible to stand for the Board, but will be eligible to vote. This includes employees, contractors or seconded staff working at least 0.2 FTE for the CET. The practice of allowing employees to vote for Board positions is relatively common across different jurisdictions and organisation types. For example, the European Trade Union Institute notes that this is common for corporations in many countries of the EU (see <http://www.worker-participation.eu/National-Industrial-Relations/Across-Europe>). This change also reflects the many similarities in role between CET staff and staff of Cochrane's Groups, who have the right to both stand and vote in elections. Note that the salaries of CET staff are not set by the Board, but by the CEO.

External Board positions

External candidates will be identified following external advertisement. Successful candidates will be 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.

Co-option of members of the Board in this manner has always been permitted under the terms of the Articles of Association.

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 will be 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**.

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.

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 will be 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 will be 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.

Updated July 2016

Attachment 2: Electoral procedure

Background

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

Timetable

The timetable for the electoral process is set by Cochrane’s Central Executive Team (CET), and is dependent on the date of the Cochrane Annual General Meetings (AGMs), when outgoing members leave the Board and new members join.

Steps to be factored into the timetable include:

- Setting the timetable for the election.
- 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 CSG 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

Note: Text in red reflects changes from the current CSG electoral process.

Individuals eligible to stand, nominate or vote for the position of an internal member of the Board must be active members of a registered Cochrane Group, as these are the member Groups of the organisation.

Eligible members of a Group 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. **Note that previously, eligibility within CRGs has been restricted to ME, TSC, Co-Ed and author roles (and within author roles, standing as a candidate was restricted to authors of published protocols or reviews).**

Members of staff of the CET are eligible to vote in Steering Group 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.

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.

Votes are double-checked by two members of the CET.

In the event of a tie, the Steering Group as a whole has the deciding vote, in accordance with the Articles of Association.

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 Steering Group 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 16.2](#) 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 Steering Group from time to time under [Article 16.2](#) 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 Cochrane.
- 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 Cochrane 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 former Cochrane Opportunities Fund or the Cochrane Discretionary 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.)

Appendix 2: Electoral information

Eligible voters under the Governance Reform proposal

Any person with an Active role in any Group other than Mailing List, Other, Possible Contributor, Super User, Web Contributor, or Web Publisher.

Approximate number: 39,835 (April 2016)

Note that this number is based on routinely collected data from Archie and may exclude a small number of eligible voters.

Eligible voters under current system (June 2016)

Note that these are close approximations based on my access to Archie. There may be some additional eligible voters with other role types that I could not include without excluding some eligible voters or running custom searches, but the difference will not be large.

Fields	Active Members	3,012
Methods Groups	Active Members	2,149
Co-Eds	Active	80
MEs or Assistant MEs	Active	91
CIS	Active Any Group Type	95
Authors	Active	30,909
Centres (Director or staff)	Director, Associate Director or Staff of Centre or Centre Branch	323
Consumer Network	Active Members	1,453
Total possible votes		38,112

Note that individuals are eligible to cast more than one vote under this system (e.g. many of the other roles would also be authors or members of Methods Groups). This will no longer be the case under the new system.

Definitions according to the current electoral rules

Fields	Active role other than Mailing List, Other, Possible Contributor, Super User
Methods Groups	Active role other than Mailing List, Other, Possible Contributor, Super User
Co-Eds	Co-Ed
MEs	ME or Assistant ME

Authors	Author who has registered a review title, an 'approved for publication' protocol, or a published protocol or review
CISs	CIS in any Group type
Centre (Director or staff)	Staff of Centres or Branches
Consumer Network	Members of Consumer Network

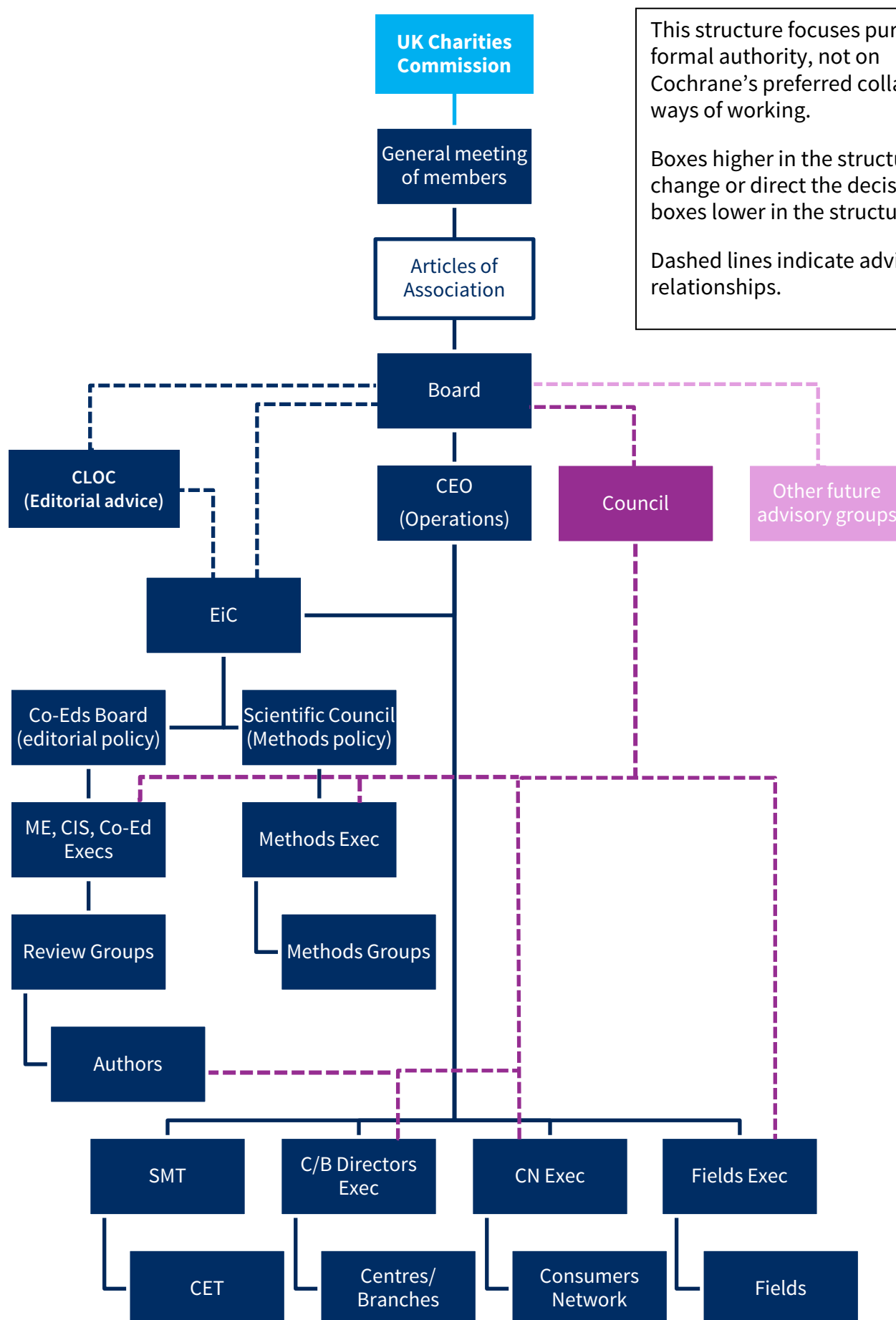
Past election vote counts

2012	Centre staff	70	
2013	Consumer	66	
2013	Methods	77	
2014	Author	439	
2014	Centre Director	79	
2014	Centre staff	61	
2014	Co-Ed	33	
2014	Field	39	Confirmation of approval for single candidate
2014	Managing Editor	52	Confirmation of approval for single candidate
2014	TSC	29	Confirmation of approval for single candidate

Prior to 2014, where only one candidate was nominated for a position, that person was declared elected immediately and no election was held (these declarations do not appear on the list above).

From 2014, if only one nomination was received, a formal process of requesting approval of that candidate was introduced. Such votes are likely to lead to fewer voters than a contested election.

Appendix 3: Governance structure



Appendix 4: Cochrane Council

Draft Terms of Reference

Status

The Council is an advisory group to the Cochrane Board.

Purpose

The purpose of the Council is to provide:

- a forum for Cochrane Groups to consider high-level matters affecting Cochrane as a whole;
- a mechanism to raise matters and provide input to the Board on behalf of Cochrane Groups; and
- a forum to consider matters at the request of the Board and inform Board deliberations.

Establishment

The Council will be established by Cochrane Groups in November 2016 at the recommendation of the Board, following a review in which directly elected group representatives on the Board were replaced with representatives elected by the full Cochrane membership. The intention of establishing the Council is to ensure that Cochrane Groups retain an effective voice in Cochrane's leadership and strategic decision-making.

Scope/Responsibilities

The Council may consider any matter its members consider to be of importance. Issues may also be referred to the Council for consideration or to request input by:

- the Board;
- Cochrane Groups or Executives;
- the CET; or
- individual members of Cochrane.

In order to consider an issue, the Council may consult with its constituent Groups through their Executives or equivalent forums, or form working groups to conduct further development or investigation of an issue. Following consideration of an issue, the Council may:

- provide an opinion or position;
- provide a collated summary of the findings of a consultation; or
- refer an issue to the Board for consideration.

The Council is not a decision-making or policy-setting body, nor is it an operational body. Its role is to complement Cochrane's existing governance and operational structures, as outlined in Appendix 1, by ensuring that the perspectives of its members are represented and shared.

Accountability

The Council is accountable to the Board to provide considered and timely viewpoints, and to abide by decisions of the Board.

The Council is accountable to its constituent Groups and their Executives to provide an open forum for the consideration of issues; to provide a fair reflection of the input of members when

providing input to the Board or other stakeholders; and to communicate back to constituents following Council meetings.

Relationship to the Cochrane Board

The Council will act as a valued source of perspectives and input for the Board with specific responsibility for representing the voice of Cochrane's Groups, and the Board will give due consideration to all inputs presented from the Council.

The Council will normally raise issues or provide input to the Board in the form of a paper, submitted in accordance with normal arrangements for submitting papers to the Board. This will allow all members of the Council to have input into papers, and ensure that members of the Board have sufficient time to consider any proposals or perspectives. A standing item in all meetings of the Board will be to consider any papers from the Council. The Council will then receive formal notification of the outcomes of that discussion.

The following options are proposed to address **communication** between the Council and the Board. Feedback is requested to choose which of the options would be preferred by the Cochrane community and likely to be the most successful.

QUESTION 8:

**Which of these communication and/or transparency options do you prefer?
How can the Board and Council best communicate with each other?**

Designated observers
<p>1-2 individuals designated by the Council could attend Board meetings as observers. The observers would have the explicit role of representing the Council as a whole.</p> <p>Status: Observers will not: be members of the Board; have voting rights; have speaking rights unless called on by the Chair; or be present during confidential discussions. Observers may be seated away from the Board table during meetings.</p> <p>Selection: The Council may determine how representatives are selected from among its membership, the term of appointment and whether positions should be rotated among members.</p>
Joint meetings
<p>The Board and the Council could hold occasional joint, face-to-face meetings to review developments and allow two-way dialogue between the two groups.</p> <p>Logistics: The meetings would be held alongside face-to-face meetings of the Council and the Board (e.g. at the Mid-Year Meetings each year) and would last approx. 90 minutes. This would minimise logistical implications and costs.</p>
Online meetings
<p>The Board could conduct regular video-conferenced meetings with the Council allowing open questions to the Board on any matter.</p> <p>Logistics: The Board could offer up to four sessions per year lasting approx. one hour. Timing could be rotated to accommodate different time zones. Not all members of the Board would be likely to attend every meeting given time zone issues. Members in some locations may be excluded from participation due to internet restrictions.</p>

The following additional option is offered to increase **transparency** of the operations of the Board.

Multiple observers

Any member of the Council could be permitted to attend the Board as an observer.

Status: Members would have the status of observers, as outlined above. Attendance at meetings by additional observers would not be funded separately but the Council may elect to allocate funding from within their budget.

Selection: Any Council members could volunteer to attend. Logistical issues relating to meeting venues may limit the number of observers that can be physically accommodated. Where that is the case, the Council will be advised in advance and would have responsibility for selecting among the volunteers if needed.

Under any system, the Board may continue to invite any individuals to attend Board meetings for specific items if their expertise would be of assistance.

Disagreements

Should the Council disagree with a decision of the Board, the Council may make a submission in writing to the Board. The Co-Chairs of the Board will determine the appropriate next steps, and will provide a written response to the Council to advise them accordingly.

Any Cochrane member, including members of the Council, may follow Cochrane's procedures for raising any issue, including a decision of the Board, at a General Meeting of the Members, as outlined in Cochrane's Articles of Association.

Membership

The initial Council will include representatives drawn from the Group Executives (note that the Council will not replace the role of the individual Executives). The following model is an initial suggestion based on the broad numbers of people represented (see [Appendix 2](#)), but we expect that the Council will review and modify its membership over time, adjusting the balance of members, reflecting changes following the Structure and Function review, and bringing in additional members from other sectors of Cochrane's community such as translators, knowledge translation hubs, etc.

- Centre and Branch Directors' Executive (2 members)
- Cochrane Consumer Network Executive (2 members)
- Review Groups:
 - Co-ordinating Editors' Executive (1 member)
 - Managing Editors' Executive (1 member)
 - Author's Forum (2 members)
- Information Specialists Executive (1 member)
- Fields' Executive (2 members)
- Methods Board Executive (2 members)

QUESTION 9:

Is this the right balance of initial members for the Council?

For the first year of operation, the Council will also include elected members of the Steering Group stepping down from their positions in October 2016, if they are willing to serve in this capacity.

Members of the Board and Central Executive Staff are not eligible to sit as members of the Council.

Executives and other represented Groups are free to determine their representatives however it best suits their constituents, but the process for selection should be transparent and publicly available as an Appendix to this document. For example, they may choose to hold an open election from the full constituency, restrict the candidates to those who serve on the Executive, or require the Chair(s) of the Executive to represent them on the Council.

The term of membership will be two years. Members may be re-appointed through the normal process established by their constituency, but may not serve longer than six years in total.

A Chair will be elected by and from among the Council's members. The term of the Chair is one year. The Chair will be responsible for chairing meetings, managing the business of the Council, and assisting in the resolution of any disagreements arising in relation to membership of the Council.

Members of Council must not have any current direct conflict of interest with a pharmaceutical company or other commercial organisation with a financial interest in the findings of Cochrane systematic reviews, including funding, holding paid or honorary positions, or other major conflicts.

In addition, members of Council 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 will be published on the Cochrane Community website.

Diversity in leadership groups is strongly valued by Cochrane, and our commitment to diversity in representation will be clearly stated at all stages of recruitment of members of the Council. The Executive Groups from whom members are drawn will also actively seek diversity in membership. Key factors for which diversity will be sought will include, but not be limited to; age, gender, geographical location, languages spoken, areas of expertise and length of experience with Cochrane.

Members of the Council must have sufficient English language skills to participate fully in the business of the Council. Other support will be put in place to encourage participation by a diverse range of candidates, including efforts to ensure clarity and accessibility of meetings conducted in English, mentorship and leadership development training for new members, and other options.

Members and Chairs of the Council will not be paid. The time commitment required for members of the Council is expected to be between 5-10 days per year.

Meetings

Meetings of the Council will be held at least twice each year and may be more frequent if required. This will include one face-to-face meeting to be held in conjunction with the Cochrane Mid-Year Meeting of the Board, but not on the same day as a Board meeting. The first face-to-face meeting should be held at the Mid-Year Meetings in Geneva in 2017.

Additional meetings will be held by teleconference or videoconference. The Council may find it helpful to meet well in advance of Board meetings to enable the submission of papers to the Board. Discussions may also be conducted by email.

Meetings of the Council will normally be scheduled to allow the largest number of participants to attend, but may be rotated to allow regular participation by members in all time zones.

Minutes of Council meetings and reports of discussions held by email should note the members present or participating.

The Council will aim to reach consensus in its discussions. Where this is not possible, dissenting views should form part of the viewpoints presented to the Board or the Cochrane community.

Minutes and papers considered by the Council meetings will normally be open access and available on the Cochrane Community website, with the exception of confidential papers that may be referred for consideration by the Board.

Support

The activities of the Council will be supported by the CET. The CET will be responsible for administrative arrangements such as organising meetings, circulating papers and managing expenses. The designated CET officer responsible for this work will be in regular communication with the Chair.

Funds will be made approved by the Board to support travel and accommodation to attend face-to-face meetings of the Council. This funding is in addition to any funding provided directly to support Cochrane Executives. Additional costs for designated representative(s) to attend Board meetings will also be covered. Teleconferences or videoconferences and all other reasonable expenses will be provided for.

A member of the CET will be available to take minutes and provide other secretariat support for the Council. This additional workload will be accommodated within the existing CET staff. Teleconference or videoconference facilities will be shared with the Council for meetings.

Review

The work of the Council will be reviewed by the Council and the Board 18 months after formation, to assess its performance and the effectiveness of its structures and relationship with the Board in the context of its stated aims. This review will be discussed at the Mid-Year Meetings in Lisbon in 2018. Thereafter, the remit and function of Council should be reviewed at least every five years.

Regular, informal review can be facilitated by direct discussions between the Chair of the Council and the Co-Chairs of the Board.

QUESTION 10:

Do you have any other comments on the structure or operation of the Council?

Appendix 5: Transition of new members onto the Board

The following is a proposal to phase in the new membership over two years. The last of the existing membership would step down, and the final new members would take their positions from the Colloquium in late 2017.

Once complete, this will establish a pattern whereby 1 Co-Chair, two internal members and 1 or 2 external members are due to step down each year.

2015	2016		After Seoul Colloquium			2017 From Cape Town Colloquium			2018 From Edinburgh Colloquium		
	staying	new									
2 co-chairs	2 co-chairs		1 co-chair	1 co-chair	1 co-chair	1 co-chair	1 co-chair	1 co-chair	1 co-chair	1 co-chair	1 co-chair
9 existing (1 vacancy)	9 existing (1 vacancy)		4 existing	3 existing 2 volunteers (1 vacancy)	4 internal	4 internal	4 existing	2 internal	4 internal	2 last elected 2016	2 internal
		3 external	3 external			3 external		2 external	3 external	2 external	2 external
12	12	2	8	-7	5	8	-5	5	8	-5	5
Total = 12		Total = 15			Total = 13			Total = 13			Total = 13
			1 year			2 years			3 years		

Three existing members reach the end of their elected terms in 2016, including the current Methods and both Consumer representatives. These skills areas will be included in the subsequent election call, and the Council structure will be in place by the end of 2016 to ensure ongoing representation.

Due to unexpected vacancies in 2015, all remaining CSG members reach the end of their terms in 2017. To accommodate this, two steps are proposed:

- In 2016, volunteers will be invited for up to two additional Steering Group members to step down early, but this will not be mandatory. Should no volunteers step down, the total number of positions on the Board may temporarily increase to 15 until the end of their terms in 2017.
- Of the four new internal members elected in 2016, two will be appointed to shorter, two-year terms to finish in 2018. Alternatively, two members could be asked to volunteer to step down.

As Board members step down or reach the end of their elected term, some will be eligible to stand for a second term under the new election process. Others may be asked to remain in place as non-voting advisors for a period of time, or to sit on the Council outlined in the 'Voice' section of this paper.

The number of external members sought each year may be lower than shown if the Board considers all key areas of skills and experience are covered by the current membership.