

Notes from London Mid-Year Meetings

Governance reform

Participants at the London Mid-Year meetings discussed the proposed reforms to Cochrane's governance structures at individual Executive/Board meetings, and also in small groups at an open Strategic Session. Comments and feedback from both are summarised here. All comments are presented, and no conclusions drawn in this document. The comments will be used to inform the next stage of this project.

Executive/Board meeting notes

Co-Eds Exec

- Curious about specific numbers of Council, it's a big job to work through terms of reference.
- Positive feeling about opportunity of having good new people on the Board.
- Agreed that representation might actually be better with a Council.
- Will it be easy to find good external people?

MEs Exec

- Clarifying that no-one will get more than one vote. Noting that ME Support are CET staff, allowing CET staff vote will clarify eligibility.
- Wanting to know how Council and Board will work together
- Not entirely clear on how the Board will work, so difficult to imagine from scratch how the Council will work.
- Was it easy to find good external people?
- How do we prevent an influx of one particular group onto the internal positions on the Board? Authors and consumers have more time to stand for these positions, may end up with lots of members with little experience.

Fields Exec

- Fields not currently engaged much in reviewing proposals going forward. See the chance to get broader routine information about things going on.
- What will go through the Council? Will everything always go through the Council?
- CET to draft rough first version of Council TOR based on discussions, will give starting point for further discussion.

Consumer Network Exec

- Concerned about the optics of staff voting rights, doesn't look good, not common practice, Board doesn't set their salaries but Board is Mark's boss. Not sure if it's a dealbreaker, but need to know more about why.
- Lack of external membership on the Council – needs to be throughout the organisation, other users need to be involved.
- Need consumers within all Cochrane organisations, not just Council.
- Can the Council have a vote on the Board?
- Be aware of the difference between consumers and consumer advocates.

Methods Exec

- MGs feel there's a barrier to new methods adoption and implementation, and want to be assured that these changes will address the issues without adding too much additional bureaucracy.
 - Concerned about how multiple layers of decision-making work together: MGs, Board, Exec, Scientific Committee - very complex.
 - Innovation process should map onto governance strategy, better and simpler.
- Concern that there may be no methods expertise on the Board.
- Concern that methodological expertise is only half a dot point on the list of internal skills.
- Concerned that representation won't be as effective as it could be because can't assume Methods Board is functioning well.
- Some disagreement about representation and diversity:
 - A view that Board membership should be stratified by regional, skillset, set.
 - A view that the Board should move to a focus on skills, away from stratification.

Centre & Branch Directors

- How will the Board and the Council work together?
- Strongly concerned about ensuring geographic and other diversity – list important characteristics relating to diversity on the list of desired criteria alongside expertise.
 - Noted that the first two external appointees were both white English-speakers.
- Need to exclude financial conflicts of interest formally from eligibility from Board.

Information Specialists Exec

- Support the issue of diversity, agree it's hard to build in representation of all areas. Be pragmatic.
- What can the Council do? Who decides what needs to go to the Board?
- Suggest an infographic on how the Board works now, how it will work in future.
- Role of Execs – a good time to look at what they're expected to do and how they work. At the moment there is no central remit – each Exec can decide for itself what its remit, structures and procedures should be. Would be helpful to have some central consideration of what Execs could/should be doing.

Strategic Session small group notes

✓ indicates a point was raised by more than one small group.

General comments

The case for change

- The proposed change is too conservative. If we only change every 20 years, we shouldn't squander this opportunity.
- Change should be determined by need and not the reaction of the current representatives.
- When decisions about this proposal are made, must clarify process of decision-making, value/what has come of discussions like Strategic session.
- Risk in changing to run like an NGO, risk of volunteers losing interest in being involved.
- Goal: to ensure members can engage and influence decisions by the Board
- Governance model should ensure that Cochrane is focused on what matters, improving research and engaging with relevant communities.
- We should evaluate this process once complete ✓
 - And make changes in response to achieve our goals
 - "Suck it and see"

A clear decision-making structure

- Avoid circular accountability - clear lines, strong Board can hold CEU and others to account
- Clear areas of responsibility and decision-making authority
 - An organogram for governance would be helpful
 - Board is strategic
 - Council is representational and operational
 - Scientific Committee will be responsible for methods decisions
- Reduce complexity - some other structures (committees, etc.) may be removed in response to adding new layers (like Council, Scientific Committee)
- Consider how Board & Council will communicate with the rest of the organisation.
- Consider how members of the organisation can communicate back to the Board and Council.

The Board

Role

- Business Board or Charitable Board?
- Democratic?

All members

- High level leaders with an international reputation

- Must have an understanding of our core business and challenges
- Need diversity✓✓
 - List requirements, candidates can include in nomination profiles
 - Geographic - this reflects Strategy to 2020 global organisation✓✓✓
 - Including LMIC✓
 - Linguistic
 - Equity of access - funding needed, potential members from some settings can't attend meeting, get involved, become known
- Requirements should also include values, behaviours, other aspects/attributes
- Hard to get the right skills with an elected process
- The right skills include:
 - an understanding of our core business and challenges
 - Experience of our core business
 - Strategic thinkers
 - Strategic planning
 - Methods
 - Authors
 - People running Cochrane Groups
 - Skills areas listed in the consultation document broadly supported
- Current skills gaps include:
 - Tech/data analytics (new tech-related opportunities for Cochrane to use, develop, implement)
 - Marketing, new markets ✓
 - Representative from a funding organisation (not necessarily one of our current funders) ✓
 - WHO or other large non-profit
 - Business/financial skills, running large multi-million pound business ✓
 - Health economics
 - Trials community
 - Design community
 - Guideline community
 - Publishing
 - HR/legal/business
 - Education/learning
 - Fundraising
 - International communication/dissemination
- Exclusions

- Conflict of interest - need to more clearly define
- Our current funders
- Others?
- Could members be paid?
- How will we ensure we get enough candidates to apply?
- How do we remove 'bad' members?
- Co Chairs should be one internal, one external
 - At what point does the distinction between internal/external blur? Will be arbitrary distinction after a while.

External members

- Some concern about having external members
 - Concern that they can vote and may vote against internal members. Make non-voting, or only 3/5 have a vote?
- Strong support for external members ✓
 - First appointments are still very 'Cochrane-like', could be more independent, including outside our industry
 - Allow external Co-Chairs
 - Internal people should be the minority, or not have voting rights
 - Internal people should not have voting rights.
- Selection process could be improved
 - Add an interview process
 - Should be elected ✓
 - If not elected, could be selected & appointed to reinforce factions within Board
 - Is it ok to select/approach candidates if this is done transparently?
 - Use an external headhunter ✓✓
- Support transparent declaration of areas of expertise sought
 - Although this might lead to members whose experience is too narrow
- Share candidate CVs publicly

Internal elected members

- Clarify electorate (same/different to Council?) ✓
- CET should be able to vote
- Proportional representation difficult to implement in practice
- Support for change to single electorate - opens vote, allows people to choose who will be represent them.
- Concerns about changes:
 - Could lead to campaigning
 - Could bulldoze concerns of smaller groups, where issues not as important to larger electorate.

- Could risk continuity of the Board
- Could risk balance on the Board representing all views
- Could lead to UK-heavy Board
- Members that already feel marginalised could feel more marginalised

The Council

Working with the Board

- Must have a significant voice on the Board, must be connected ✓
- Council must have a presence in the Board meetings ✓✓
 - Voting position? Council to have voting position on the Board? ✓✓
 - Potential conflict if Council role is to bring proposals to the Board for approval
 - If not voting, then position is token.
 - 1-2 Non-voting/ex-officio members ✓✓✓✓
 - Should present one view of the Council (after discussion within Council)
 - Elected by the Council ✓ (perhaps rotating but not too often given need for continuity)
 - 1-2 Council members to attend relevant Board agenda items? ✓
 - Role in meetings
 - to focus on implementation/'reality check'
 - Allows two-way communication ✓
 - Should the Council have a veto?
 - Joint Board and Council meeting?
- Transparency and clearly defined relationships key ✓
 - Clear workflow/infographic on decision-making process ✓✓
 - Clear communication process
 - Timely communication process

Disagreements with the Board

- Plan to avoid conflict
 - Ensure communication before final decision point
 - Potential areas of conflict include priorities around allocation of funds
- Must be a transparent dispute mechanism to address disagreements ✓✓✓
 - Include negotiation
 - Formal appeal process against Board decisions
 - Council could put a motion to AGM if serious disagreement
- What constitutes a disagreement?
 - Stipulate a certain % of Council in disagreement before formal processes triggered?

- Board has ultimate authority ✓✓

Purpose of the Council

- Is this group just arbitrary? What is its role and importance?
 - Advisory? Influential? Information channel?
 - What teeth/power will it have? Should not just be a talkfest ✓
 - Act as a balance to the Board
 - It is the voice of Cochrane
- Advisory - Board will take seriously as Council will be large and influential ✓
- Developing proposals for the Board to consider?
 - Same work-up process as currently done for Board
 - Gatekeeping proposals before going to the Board?
- Where will the proposals to be considered by the Council come from?
 - Referred by the Board?
 - All papers to go to Council before they go to the Board
 - Arising from membership?
- Communication with members
 - Is it allowed to canvass?
 - All important decisions should have consultation process before Council meeting

Structure

- Democratic and representative
 - Essential to honouring the 'crowd' - Cochrane's volunteer base
 - Clarify the electorate - same/different to Board?
 - Proportional representation
 - Give voice to those currently unheard
- Internal Cochrane members only
- Membership made of Execs
 - Max 24-25 people
 - 2 reps per Exec (should be more than one to ensure different Groups represented)
 - Or made of Exec & non-Exec rep from each constituency?
 - Some groups not represented by an Exec, e.g. translators
- Chair
 - Who is the chair?
 - Who will decide who chairs the Council?
 - Chair should be paid or financially supported

Ways of working

- Must be active

- Will be difficult to manage a large group across multiple time zones.
- Perhaps most work done by designated working groups on specific issues, bring worked up proposals to Council for agreement
- Could be a developmental opportunity for more junior people