



Governing Board Meeting Minutes

12 December 2017 – by teleconference

Trustees (Board members):		Present for:	
Martin Burton (Board and Meeting Co-Chair)	MB		All items
Cindy Farquhar (Board and Meeting Co-Chair)	CF		All items
Janet Clarkson	JC		All items
Maria Gladys Faba Beaumont	GF		All items
Gerald Gartlehner	GG		All items
Peter C. Gøtzsche	PG		All items
David Hammerstein Mintz	DH		All items
Tracey Howe	TH		All items
Marguerite Koster	MK		All items
Raewyn Lamb	RL		All items
Catherine Marshall	CM		All items
Joerg Meerpohl	JM		All items
Nancy Santesso	NS		All items

Senior Management Team:			
Mark Wilson	Chief Executive Officer (CEO)	MW	All items
David Tovey	Editor in Chief	DT	All items
Lucie Binder	Senior Advisor to the CEO (Minute taker)	Lucie Binder	All items
Charlotte Pestridge	CEO, Cochrane Innovations	Charlotte Pestridge	All items
Sarah Watson	Head of Finance & Core Services	Sarah Watson	All items

Other attendees:			
Veronica Bonfigli	Governance and Administrative Support Officer	Veronica Bonfigli	All items (Minutes)

Notes & Abbreviations:

Content is restricted when the Board considers it confidential and/or commercially sensitive – it is only made available to Board and SMT members.

Board	Governing Board
CET	Central Executive Team
CLIB/ECLIB	Cochrane Library/enhanced Cochrane Library project
CRG	Cochrane Review Group
OA	Open Access
SMT	Senior Management Team

List of Approved Resolutions:

4.	The Board approves the <i>Strategy to 2020 Targets for 2018</i>.
5.	The Board approves the 2018 Plan and Budget.

5.1	The Board approves the recommendation from the Finance, Audit and Investment Committee to revise the Reserves Policy statement annually to reflect as accurately as possible the levels planned and the reasons for holding them; and the 2018 Reserves Policy statement.
7	The Board approves in principle Paper 2017-Dec.telecon-7-001 setting out a process for reviewing the 'Cochrane policy on commercial sponsorship of Cochrane Reviews and Cochrane Groups (as amended) and mandates the Senior Management Team to develop this plan further and report back on the resource implications of it. The Board will make a final decision about the review at its meeting in Lisbon.

List of approved Actions:

7.	David Tovey to develop plan and costings for a review of the 'Cochrane policy on commercial sponsorship of Cochrane Reviews and Cochrane Groups'.
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1. Welcomes, Apologies, Declarations of Interest and Approval of Agenda

MB opened the meeting and welcomed everyone. No apologies were received and the Agenda was approved.

2. Matters Arising not otherwise covered by the Agenda

No Matters Arising were raised.

3. Record of the vote on the approval of the Minutes, Cape Town, September 2017

MB confirmed that the Minutes had been approved by separate vote with **12 Yes 0 No 0 Abstain**. Lucie Binder explained that an open access version would be made available on the Cochrane Community website in the following days.

4. Strategy to 2020: 2018 Targets

MB invited MW to introduce the item [2017-Dec.telecon-4-001]. MW said that the Targets had been developed from the priorities approved by the Board at its meeting in Cape Town. There would be reduced number of Targets in 2018, in line with the SMT's focus on the main areas of work remaining to 2020.

MW highlighted that delivery of the Targets was a collective endeavour between the CET and the Community. MB then invited comments. In response to a question from NS, MW confirmed that work on accessible language for Cochrane content was not being deprioritised but would not feature as an organisational Target in 2018. In response to a question from GF, MW confirmed that language translation was a critical part of the Knowledge Translation implementation plan. In response to a further question from NS, MW confirmed that the Council would be consulted on how the Targets should be implemented, and especially with regards to the content strategy.

MB proposed the resolution and called for a vote. The resolution was approved.

RESOLUTION: The Board approves the Strategy to 2020 Targets for 2018.

13 Yes 0 No 0 Abstain

5. 2018 Plan & Budget

MB thanked the Finance, Audit and Investment (FAI) Committee for its work in reviewing in detail the 2018 Plan & Budget [2017-Dec.telecon-5-000-002]. MW spoke to the main items included in the summary paper and the healthy surplus projection to the end of the year. He said that central fundraising activities were continuing as expected, except for EU fundraising, which was being deprioritised due to the uncertainty around funding UK-based initiatives

in light of Brexit. A development committee would be established that included members of the Cochrane Community to bring a broader, more inclusive perspective to fundraising activities.

On behalf of the FAI Committee, MK said that income for 2017 was much higher than expected due to increased income from publishing royalties; 2018 also looked promising. On behalf of the Remuneration Committee, she said that the proposed 2.8% Cost of Living Adjustment for centrally-funded Cochrane staff had been included in the proposed budget for 2018.

MB proposed the resolution and called for a vote. The resolution was approved.

RESOLUTION: The Board approves the 2018 Plan and Budget

13 Yes 0 No 0 Abstain

5.1 Cochrane Reserves Policy for 2018

MK explained that the UK Charity Commission recommended that all charities keep a policy on reserves, and made suggestions on what the reserves should be [2017-Dec.telecon-5-001]. She said that Cochrane's policy should be revised annually and provide justification for why reserves should be kept. She supported the proposal to continue the 'minimum' reserves level of £2-2.5 million, with a further £2.5 million set aside to support the delivery of *Strategy to 2020*. This meant that Board proposed an approximate reserves ceiling of £5 million.

MB proposed the resolution and called for a vote. The resolution was approved.

RESOLUTION: The Board approves the recommendation from the Finance, Audit and Investment Committee to revise the Reserves Policy statement annually to reflect as accurately as possible the levels planned and the reasons for holding them; and the 2018 Reserves Policy statement.

13 Yes 0 No 0 Abstain

6 Executive Officers' updates:

6.1 CEO's update

6.1.1 Publishing contract update

MW said that the CET had been focused on delivering the 2017 Targets, and RevMan Web would have a 'beta' launch before the end of the year as set out in the Targets. All Targets would be delivered, except for the Enhanced Cochrane Library (ECLIB). He said that a definitive date for the launch of ECLIB could still not be guaranteed, but was certain to be in 2018, which was a huge disappointment.

In response to a question about Wiley's performance in Latin America, MW said that he was actually very pleased with sales performance in that region following the end of the BIREME agreement. GF offered her support in improving the work of Cochrane in Latin American countries.

6.2 Editor-in-Chief's update

6.2.1 CRG Transformation programme update

DT was welcomed back from health leave and took the opportunity to thank his team who had managed his work while he was away, especially Karla Soares-Weiser. He invited the Trustees to comment on the proposed Content Strategy. He said that the appointment of Senior Editors to the new CRG Networks was ongoing. He informed the Trustees that the UK NIHR may also provide extra valuable financial support to the new Networks by funding additional editor posts.

6.3 Cochrane Innovations update

Charlotte Pestridge said that the Innovations Board had met at the end of October and decided to change its focus to supporting core Cochrane product development rather than new products or services. Changes to Innovations' Governance structure were being worked through and would be presented for the Board's consideration at the Lisbon Meetings in March 2018.

7 Process for reviewing the 'Cochrane policy on commercial sponsorship of Cochrane Reviews and Cochrane Groups' (March 2014)

DT introduced the proposals in the paper **2017-Dec.telecon-7-000-1**. PG said that although the consultation could be wide, the Working Group should remain relatively small to stay efficient. He said that he had already suggested amended wording for the policy, which could be taken into consideration. In response to a point by CM, it was agreed that a member of the Cochrane Council should be included in the Working Group.

MB proposed the resolution and called for a vote. The resolution was approved.

RESOLUTION: The Board approves in principle Paper 2017-Dec.telecon-7-001 setting out a *Process for reviewing the 'Cochrane policy on commercial sponsorship of Cochrane Reviews and Cochrane Groups (as amended)* and mandates the Senior Management Team to develop this plan further and report back on the resource implications of it. The Board will make a final decision about the review at its meeting in Lisbon.

13 Yes 0 No 0 Abstain

ACTION: David Tovey to develop plan and costings for a review of the 'Cochrane policy on commercial sponsorship of Cochrane Reviews and Cochrane Groups'.

8 Any Other Urgent Business

No other business was raised.

9 Date of Next Meeting

19 and 22-23 March 2018, Lisbon, Portugal (Governance Meetings).

MB thanked the participants and closed the meeting.

---MEETING END---