



# Governing Board Minutes

Geneva, 5-7 April 2017

<b>Board members:</b>			<b>Present for:</b>
<b>Lisa Bero (Co-Chair)</b>		LB	All items except vote on item 5.6
<b>Cindy Farquhar (Co-Chair)</b>		CF	All items
<b>Martin Burton</b>		MB	All items
<b>Janet Clarkson</b>		JC	All items
<b>Gerald Gartlehner</b>		GG	All items except for 4.8
<b>Peter C. Gøtzsche</b>		PG	All items
<b>Marguerite Koster</b>		MK	All items
<b>Catherine Marshall</b>		CM	All items
<b>Joerg Meerpohl</b>		JM	All items
<b>Mona Nasser</b>		MN	All items
<b>Nancy Santesso</b>		NS	All items
<b>Denise Thomson</b>		DTh.	All items
<b>Other attendees:</b>			
<b>Mark Wilson</b>	CEO (SMT: Senior Management Team)	MW	All items
<b>David Tovey</b>	Editor in Chief (SMT)	DT	All items
<b>Lucie Binder</b>	Senior Advisor to the CEO (SMT)	LBr	All items
<b>Miranda Cumpston</b>	Head of Learning & Support (SMT)	MCn	Items 4,8,9
<b>Chris Mavergames</b>	Head of Informatics & Knowledge Management (SMT)	CMs	Items 4,10
<b>Charlotte Pestrige</b>	CEO, Cochrane Innovations (SMT)	CPe	Item 6
<b>Sarah Watson</b>	Head of Finance & Core Services (SMT)	SWn	All items
<b>Julie Wood</b>	Head of Communications & External Affairs (SMT)	JWd	Items 4,7,10,11,12
<b>Julie Brown</b>	Co-Chair of Cochrane Council	JBn	Item 8
<b>Chris Champion</b>	Senior Programme Manager (CET: Central Executive Team)	CCn	Items 4,7,10,11,12
<b>Rachel Churchill</b>	Co-ordinating Editor, CCDAN	RCl	Item 7
<b>Julian Elliott</b>	Next Generation Co-ordinator (CET)	JEt	Item 4.7
<b>Sally Green</b>	Director, Cochrane Australia	SGn	Items 5.6, 7
<b>Vivian Ma</b>	Senior Manager, Sayer-Vincent	VMa	Item 5.1
<b>Fergus Macbeth</b>	Funding Arbiter and Co-Chair of Cochrane Council	FMh	Item 8
<b>Harriet MacLehose</b>	Senior Editor (CET)	HMe	Item 10
<b>Jay Neill</b>	Vice President, Digital Product & Platform Development	JNI	Item 10
<b>Deborah Pentescio-Gilbert</b>	Editorial Director (Wiley)	DPG	Item 10
<b>Andy Robinson</b>	Senior Vice President & Managing Director, Society Services (Wiley)	ARn	Item 10

## Notes & Abbreviations

Some content has been restricted when the Board considers it confidential and/or commercially sensitive and is not available in this version.

<b>Board</b>	Governing Board
<b>CET</b>	Central Executive Team
<b>CEAD</b>	Communications & External Affairs Department (a department of the CET)
<b>CEU</b>	Cochrane Editorial Unit (a department of the CET)
<b>CLOC</b>	Cochrane Library Oversight Committee
<b>CRG</b>	Cochrane Review Group
<b>GES</b>	Global Evidence Summit, Cape Town, September 2017
<b>IS</b>	Cochrane Information Specialists
<b>KT</b>	Knowledge Translation
<b>MEs</b>	Managing Editors
<b>OA</b>	Open Access
<b>SMT</b>	Senior Management Team

## Summary of Decisions taken

<b>Agenda</b>	The Board agreed to pilot Convene at its support software.
<b>Item 2</b>	
<b>3</b>	The Board noted the contents of the Funding Arbiters' paper.
<b>4.1</b>	The Board noted the progress made in delivering the <i>Strategy to 2020</i> in 2016.
<b>4.4/5</b>	<p>The Board ratified the proposed changes to the screening programme: 1) the preservation of the existing referral service; 2) regular audits of samples from signed-off reviews; 3) the establishment of a review quality assurance checklist.</p> <p>The Board noted the audit report of published Abstracts and Summary of Findings tables and thanked the CEU for undertaking the audit.</p>
<b>4.6</b>	The Board approved Cochrane's Risk Management Report for Quarter 2, 2017, and the ongoing activities proposed to mitigate the identified risks.
<b>4.7</b>	The Board should ask the Council for recommendations on Diverse Data Working Group members.
<b>4.8</b>	The Board approved the establishment of the three new Cochrane Centres in Austria, Croatia and Japan.
<b>5.2</b>	The Board adopted the consolidated 2016 Trustees Report & Financial Statements, and approved and signed the Terms of Engagement and Letter of Representation from Sayer-Vincent (Auditors).
<b>5.3</b>	<p>The Board noted the breakdown of funding to Cochrane Groups in 2015; noted the calendar for financial monitoring in 2017 (reporting on 2016); and thanked Groups for completing the monitoring process and Cochrane Group funders for their continued commitment.</p> <p>The Board agreed that Groups that did not return their financial reports in future would be de-registered within six months of the deadline for completing those reports. Groups would be invited to contact the CET if they had problems with completing the monitoring form for support. No further action would be taken to sanction the Groups who did not report in 2016 on 2015.</p>
<b>5.4</b>	The Board approved the Terms of Reference for the Finance, Audit & Investment Committee, with an addition of the quorum from two to three, and the responsibility of reviewing the financial accounts on a quarterly basis.
<b>5.5</b>	The Board approved the recommendation from the Finance, Audit & Investment Committee that trustee roles within Cochrane remain unremunerated except under exceptional circumstances.
<b>5.6</b>	The Board approved a one-off allocation of £127,000 to allow the CRG Satellites in Australia to continue to operate in 2017-18 until replacement funding could be secured.

<b>7</b>	The Board approved the Cochrane Knowledge Translation (KT) framework.
<b>9</b>	<p>The Board approved the recommended changes to the electoral procedures for Governing Board elections, namely: i) The simplification of the vote counting procedure; ii) The policy on canvassing and candidate promotion, with the addition that all official communications should direct voters to the official elections page with the list of candidates standing (in alphabetical order by family name), and standard text would be provided to facilitate this. Group newsletters should be added to the official communications under the scope of the promotion policy.</p> <p>In addition, the Board voted to keep the current system of nomination, including the addition of letters of support, but would revisit this in the future. However, it voted to ban photographs with candidate statements.</p>
<b>10</b>	The Board reviewed and noted the 2016 Publishing Management Team Report and Dashboard of Cochrane Library performance.
<b>11</b>	<p>The Board approved the specific recommendations in the submitted paper, and supported the future work of the sub-committee, including the development of a full implementation plan for governance and structural changes of CRGs, with a budget, for its next face to face meeting at the GES.</p> <p>The Board gave its full support to the Editor in Chief to take final decisions on the future of individual CRGs and the discretion to speed up or delay changes to those Groups as required.</p> <p>The Board adopted the proposed structure and function design changes for Cochrane Fields as set out in the paper, with the exception of the proposed name change for the Group type, which would undergo further discussion; and requested that the CET draft an operational plan.</p>
<b>12</b>	The Board approved the proposed Cochrane Membership scheme activity thresholds for the transition from Cochrane ‘supporter’ to ‘member’ status as revised in Geneva, with a review after 12 months.

### Summary of Actions requested during the meeting

<b>Agenda Item 2</b>	The SMT should support the arrangements for a Board development day at the GES and CF and LB will investigate options for facilitators.
<b>2</b>	The CET should establish a Convene Governing Board software platform account for the Board and make all logistical arrangements for an initial trial. It should also investigate the financial implications of extending usership to the Council, for a future decision by the Board.
<b>3</b>	The Funding Arbiter Panel should begin an audit of Review compliance against Cochrane’s conflict of interest policies in the next 12 months for Reviews published since the last audit.
<b>4.2</b>	The CEU should consider undertaking an audit of access and citation of Cochrane Reviews on the Cochrane Review Priority Review List or additional measures to support its prioritization work.
<b>4.3</b>	The CLOC should reconsider its terms of reference once new chairs appointed (as per the decision taken at the Board’s meeting in Seoul, October 2016).
<b>4.7</b>	The Board should ask the Council for recommendations on working group members.
<b>5.3</b>	<p>The CET should inform Cochrane Groups of the decision to de-register non-responding Groups in future; and add a page on financial monitoring to the Cochrane Community website policies page.</p> <p>The CET should include a space in the 2017 monitoring form that asks Groups to confirm that they are not contravening current conflict of interest policies. Additionally, more guidance and categorisation of funding should be enabled, particularly to differentiate between funding for core functions and research funding.</p>
<b>5.6</b>	The CET should add the terms of reference for strategic support funding to Cochrane Groups on the Cochrane Community website.
<b>7</b>	<p>The CET should develop a detailed plan for operationalisation and initiate the initial implementation phase as set out in the KT framework.</p> <p>A member of the Board should join the KT Working Group.</p>

<b>8</b>	<p>The CET should add a category on whether Council consultation is required to the Governing Board document template.</p> <p>The Governance Working Group consider the role of the Council vis-à-vis the other committees.</p>
<b>9</b>	<p>The CET should move the election process slightly earlier in 2017 to facilitate travel arrangements for new members to the next meeting at the Global Evidence Summit.</p> <p>The CET should add the agreed changes to the Board elections policy to the relevant page on the Cochrane Community website.</p>
<b>11</b>	<p>The CET should draft an operational plan for structure and function changes to Fields, and should consult the Council in this.</p>

### 1. Welcome, Apologies, Declarations of interest and Approval of the Agenda

LB welcomed everyone to the meeting; there were no apologies. She reminded everyone of the process for declarations of interest: members should make their declarations at the start of the meeting on any proposed items and then during the meeting if required. The Co-Chairs would then make a resolution on how to address each potential declared conflict. GG recused himself for the decision on the new Centres (Item 4.8); LB for the item on Cochrane Australia funding (5.6.).

Two items of other business were proposed by CM and PG and accepted by the Board for discussion: 1) March for Science; 2) complaints procedure concerning Cochrane members. The Agenda was then approved.

### 2. Co-Chairs' Report

The Co-Chairs had reported the day before during Board-only time (not minuted) and LB provided a summary for the minutes. She noted that the Board wanted to hold a development day during the meeting at the Global Evidence Summit (GES) to address the future development of Cochrane's organizational strategy beyond 2020, with the support of an external facilitator. LB would contact Annie Tobias, an external consultant who had previously supported the Board with strategy development. However, she noted that she and DTh, who had organized this previous work with Annie Tobias, were stepping down from the Board before the GES and so other Board members would need to be involved in the development of the agenda for that day.

**ACTION: The SMT should support the arrangements for a Board development day at the GES and CF and LB will investigate options for facilitators.**

LB further reported that the Board would like to pilot 'Convene' as its new support software. A decision on whether to extend it to the Cochrane Council would be taken following an initial trial by the Board and an exploration of the financial implications.

**DECISION: The Board agreed to pilot 'Convene' as its support software.**

**ACTION: The CET should establish a Convene Governing Board software platform account for the Board and make all logistical arrangements for an initial trial. It should also investigate the financial implications of extending usership to the Council, for a future decision by the Board.**

LB further reported that the Spokesperson Policy had been discussed. All members of the Board had agreed to abide by it.

### 3. Funding Arbiters' Report

The Funding Arbiters and their support Panel were thanked for their concise report. It was noted that the Panel had previously audited conflict of interests within Cochrane Reviews in 2014 and then followed up with appropriate mitigating action, whilst reporting back to the Board on its approaches. It was agreed that another audit of Reviews published since then should be started in the next 12 months.

**DECISION: The Board noted the contents of the Funding Arbiters' Report.**

**ACTION: The Funding Arbiters Panel should begin an audit of Review compliance against Cochrane's conflict of interest policies in the next 12 months for Reviews published since the last audit.**

### 4. Central Executive Team Reports:

#### 4.1 *Delivery of the Strategy to 2020 in 2016 Targets Report & Dashboard*

MW introduced the paper and reviewed the progress made per Target against the status indicators. He highlighted the huge amount of work on strategic priorities that was delivered in 2016 but with final delivery expected this year – which accounted for the high level of continuation in the strategic Targets for 2017. The Board congratulated the Central Executive Team on its performance in 2016; and Board members were pleased with the Dashboard's presentation of key metrics. Members were invited to send suggestions on further improvements to it by email to MW.

In relation to questions on RevMan Web, MW confirmed that it was part of Cochrane Innovations' plans to licence it to commercial users (as currently happens with RevMan 5) both individually and as part of a suite of production support tools, including Covidence. However, all author support tools would always be made available free of charge to Cochrane Review author teams.

DT cautioned that future development priorities for RevMan Web (e.g., statistical methods development) would have to be made strategically and could not be the results of a 'wish list' of features. He referred to the development of a new content strategy for Cochrane products that he would be leading within the coming months, which would be designed around the priorities of end-users and funders. CM explained that the RevMan Web platform created increased development flexibility and supported DT's point that the direction of development would be based in identified business priorities and publishing arrangements.

**DECISION:** The Board noted the progress made in delivering the *Strategy to 2020* in 2016.

#### **4.2 Strategy to 2020 Organisational Targets for 2017 – progress update**

MW said that all Targets for 2017 were progressing as expected, except for the development of the enhanced Cochrane Library, which would be addressed later in the meeting. He highlighted the successful completion of the technology project funded by the Bill & Melinda Gates Foundation.

##### **4.2.1 Definitions of Success by 2020**

For the benefit of the new members of the Board, MW explained that the Definition of Success document was a living document that would guide the organization in how success would 'look' for each of the *Strategy to 2020*'s 28 objectives at the end of 2020 and therefore, what Targets should be set each year to meet that definition.

NS asked about the progress of Cochrane Review prioritization to meet the needs of end users. She felt that the Board should promote this as a priority for the organization given its importance to external funders. MN concurred and said that the Cochrane Review Priority Review List was only one potential mechanism of many to help the organization set its content prioritization. DT and LB said that as part of the decision on budget allocation for the Knowledge Translation strategy, support for prioritization processes could be considered.

**ACTION:** The CEU should consider undertaking an audit of access and citation of Cochrane Reviews on the Cochrane Review Priority Review List or additional measures to support its prioritization work.

#### **4.3 Editor in Chief's Update**

DT spoke to the status of the Cochrane Library Oversight Committee (CLOC). He reminded the Board that Richard Smith, Chair, and Magne Nylenna, Deputy Chair, were stepping down from their roles.

**ACTION:** The CLOC should reconsider its terms of reference once new chairs appointed (as per the decision taken at the Board's meeting in Seoul, October 2016).

DT reminded the Board that it had encouraged the development of Journal-Style submission for Cochrane Reviews, and this had recently been established. Unfortunately, the first two submissions by the author teams using the new mechanism had not been supported by their respective CRG and could therefore not go forward, which DT said had been both surprising and disappointing. The Board encouraged DT to continue to implement this approach.

#### **4.4/5 Changes to CEU review screening & Audit report of published Abstracts and Summary of Findings tables**

DT spoke to the proposed changes to the CEU Cochrane Review screening service: 1) the preservation of the existing referral service; 2) regular audits of samples from signed-off reviews; 3) the establishment of a review quality assurance checklist. He noted that further changes, and the decentralisation of some of the proposed screening activities, would take place should the Structure & Function changes for CRGs be approved (Item 11.1).

JC suggested that members of CRGs would be willing to join the audit team and this was noted by DT. The Board expressed its concern that Cochrane Reviews continued to be referred to the CEU that were below the expected standard.

DT explained that the CEU had undertaken an audit of Review abstracts on the hypothesis that they are a good indicator of the overall quality of reviews. Following completion of the audit he said that the Abstracts alone could not predict overall quality; and that recommended changes to the audit approach had been incorporated into the proposed screening changes (Item 4.4.) JC said that she felt the audit report was excellent and made CRGs feel part of a 'bigger whole', enabling critical reflection and supporting CEU-CRG collaboration. PG noted that the report helped CRGs to think differently about how to address quality.

**DECISION:** The Board ratified the proposed changes to the screening programme: 1) the preservation of the existing referral service; 2) regular audits of samples from signed-off reviews; 3) the establishment of a review quality assurance checklist.

**DECISION:** The Board noted the audit report of published Abstracts and Summary of Findings tables and thanked the CEU for undertaking the audit.

#### **4.6 Risk Management Report**

MW introduced the document with the latest assessment of risks the organization faced and the status of the mitigating actions Senior Management was making.

**DECISION:** The Board approved Cochrane's Risk Management Report for Quarter 2, 2017, and the ongoing activities proposed to mitigate the identified risks.

#### **4.7 Diverse Data Update**

JEt joined the Board for this item, introduced the paper and updated the Board, reporting that good progress was being made in how Cochrane should tackle 'diverse data' - an umbrella term for a wide body of work. He said that the foundation issues would be supporting the assessment of individual patient data, followed by observational data sets. MK asked how the Board could provide support to facilitate more rapid progress in-between the Cochrane meeting cycle. JEt and MW highlighted the time and capacity challenges for the CET - where the priority was to deliver on the existing projects such as Transform, Covidence, Linked Data, RevMan Web, the Enhanced Cochrane Library and others - but said that CCn was being assigned to support the Diverse Data project after the Geneva meetings.

JC asked how the work on diverse data and Knowledge Translation were interlinked, given that both were rooted in decision-making. JEt said that the Diverse Data working group was focussed on the needs of decision-makers within the context of the overall KT strategy.

**ACTION:** The Board should ask the Council for recommendations on Diverse Data Working Group members.

#### **4.8 Approval for three new Cochrane Centres**

*(GG left the meeting.)* The Board thanked the Groups for their applications and noted their high quality. It was agreed that the continued role of the Board in approving new Centre applications was valuable in making a public statement of support to them and the wider community.

**DECISION:** The Board approved the establishment of the three new Cochrane Centres in Austria, Croatia and Japan.

### **5. Finance**

#### **5.1/2. Introduction of Cochrane auditors & 2016 Trustees Report & Financial Statements**

Sayer-Vincent had been appointed as Cochrane's auditors from 2017 following an open recruitment process. VMa, Senior Manager from Sayer-Vincent, joined the meeting for this item by teleconference. She introduced the accounts and explained that the Charity accounts only presented the Cochrane Charity statements, whereas the 'Group' accounts also presented the Charity and its subsidiary accounts: Trading Company, Innovations, and the Danish office. She highlighted that auditors were not qualifying their approval of the accounts.

SW explained that a reconfiguration of the accounts had taken place in 2016, accounting for why some major changes in categories appeared from 2015. MB clarified that when Cochrane donates funding externally, those it donates to must adhere to the Charity's objectives. PG asked about the premises costs for the CET. MB and LB clarified that the

decision on the location of the central London office would be presented for the Board's approval within the next 12-18 months, as planned.

The CET and Auditors were thanked for completing the audit of the accounts so quickly.

**DECISION:** The Board adopted the consolidated 2016 Trustees Report & Financial Statements, and approved and signed the Terms of Engagement and Letter of Representation from Sayer-Vincent (Auditors).

### **5.3 Report on Cochrane Group Funding in 2015 and calendar for 2017 monitoring**

The Board noted the report and thanked the CET for compiling it. MW confirmed that data is collected for two purposes: 1) for the Board to have a current understanding of organizational running costs and the financial viability of Cochrane Groups; 2) public access information to thank and promote Group funders and tell the Cochrane funding story.

**DECISION:** The Board noted the breakdown of funding to Cochrane Groups in 2015; noted the calendar for financial monitoring in 2017 (reporting on 2016); and thanked Groups for completing the monitoring process and Cochrane Group funders for their continued commitment.

**DECISION:** The Board agreed that Groups that did not return their financial reports in future would be de-registered within six months of the deadline for completing those reports. Groups would be invited to contact the CET if they had problems with completing the monitoring form for support. No further action would be taken to sanction the Groups who did not report in 2016 on 2015.

**ACTION:** The CET should inform Cochrane Groups of the decision to de-register non-responding Groups in future; and add a page on financial monitoring to the Cochrane Community website policies page.

**ACTION:** The CET should include a space in the 2017 monitoring form that asks Groups to confirm that they are not contravening current conflict of interest policies. Additionally, more guidance and categorisation of funding should be enabled, particularly to differentiate between funding for core functions and research funding.

### **5.4 Terms of Reference paper for the Finance, Audit & Investment Committee**

The Board noted the contents of the paper.

**DECISION:** The Board approved the Terms of Reference for the Finance, Audit & Investment Committee, with an addition of the quorum from two to three, and the responsibility of reviewing the financial accounts on a quarterly basis.

### **5.5 Trustee Remuneration paper for the Finance, Audit & Investment Committee**

The Board noted the contents of the paper. It agreed that in future, in advertisements for new Board members it would be made clear that the UK Charities Commission would only accept remuneration of Cochrane trustees in exceptional circumstances, with explicit approval from the Commission on a case by case basis.

**DECISION:** The Board approved the recommendation from the Finance, Audit & Investment Committee that trustee roles within Cochrane remain unremunerated except under exceptional circumstances.

### **5.6 Cochrane Australia Strategic Support Funding**

(SGn joined for this item.) SGn explained that the NHMRC was not reducing its commitment to Cochrane, but that the relative allocation between funding of Cochrane Group activities and the purchase of the Cochrane Library national licence had to change given the increased cost of the national licence due to AUD:USD depreciation. As a result, the NHMRC had decided to de-fund the Satellites of CRGs in Australia. She said that the Satellites in Australia were large, some with editorial responsibility, and with a high number of authors associated with them. She said that it would be harder to get new funding for Satellites if they stopped functioning; therefore bridge funding for a maximum of 12 months to continue their activities was very important to give time to find new revenue sources. (SGn left the room for the discussion, as did LB, who was based in Australia and she considered that gave her a conflict of interest in a funding decision.)

**DECISION:** The Board approved a one-off allocation of £127,000 to allow the CRG Satellites in Australia to continue to operate in 2017-18 until replacement funding could be secured.

**ACTION:** The CET should add the terms of reference for strategic support funding to Cochrane Groups on the Cochrane Community website.

## 6. Cochrane Innovations

(CPe joined the meeting for this item.) CPe updated the Board on latest developments related to Cochrane Innovations, with progress broadly on track against projections made in Innovations' Business Plan. She said that Cochrane Response's income projections were better than projected and that she was pleased with a recent collaboration with a CRG that would be a model for other Groups. She was mindful of avoiding competition with Centres and Associates working on commissioned reviews in a particular country, and the need for closer collaboration on this. She said that although work for the WHO was going well – and had the added benefit of creating closer links between Cochrane and the WHO – the relationship could only be part of the portfolio of commissioned work for Cochrane Response. In response to a question from PG, she confirmed that there might be instances where work was refused if an appropriate Cochrane Review title could not be formulated.

Online Learning Modules (OLMs) would be launched in September 2017 and a Business Development Manager would be appointed to oversee this.

## 7. Knowledge Translation (KT) strategy

(SGn, RCl and CCn joined for this item.) LB thanked the whole Knowledge Translation Working Group for its work. SGn summarised the development of the strategy as set out in the document, explaining that it was explicitly broad and aspirational rather than operational – its aim was to knit together all KT activities that currently are, and might be in the future, undertaken by Cochrane. The requirement for further definition and co-ordination of these activities should be considered as part of the implementation plans that would come next. She confirmed that it should be considered a sub-strategy of the overall organisational *Strategy to 2020*, and that the terminology of the document was explicitly the language used in KT and information science.

In terms of implementation, she recommended two possible parallel approaches: 1) building on existing best practice as models for wider use; 2) investing in innovative KT approaches that would encourage bottom up activity. Supporting both these approaches would be the need to build Cochrane's infrastructure for KT, particularly in the form of co-ordinating information and resource sharing. Evaluation frameworks for the strategy would be logically implemented once priorities for implementation had been agreed upon. (The Working Group members then left the room.)

**DECISION:** The Board approved the Cochrane Knowledge Translation (KT) framework.

**ACTION:** The CET should develop a detailed plan for operationalisation and initiate the initial implementation phase as set out in the framework.

**ACTION:** A member of the Board should join the KT Working Group.

## 8. Governing Board-Cochrane Council joint session

The Board and the Council came together for the joint session. The members of both groups introduced themselves. JBn and FMh confirmed that they had been elected as Co-Chairs of the Council.

DTh explained the history of governance reform and the vision for the Council maintaining a representative model for Cochrane and a forum for inter-Group communication whilst the Board maintained its role as a strategy and policy setting body, providing governance and financial accountability for the organization.

FMh explained that the members considered the role of the Council as channelling thinking and priorities from the community. It would support the CET where required in taking operational decisions. It represented the Authors as well as the Executives. It wanted to maintain an open approach to the communities that wanted its advice. It planned to meet by teleconference every two months.

The Board gave its general support to the Council's decision that part-time members of the CET – especially the CIS and ME support members – could stand for election to the Council. Nevertheless, the Council's Terms of Reference would be brought back to the Governing Board for approval.

LB explained the process of establishing the agenda for the Board. The Council would be given a standing item on future Governing Board agendas.

**ACTION: The CET should add a category on whether Council consultation is required to the Governing Board document template.**

**ACTION: The Governance Working Group consider the role of the Council vis-à-vis the other committees.**

CF thanked the Council for its work.

## 9. Governing Board Management

MCn joined for this item and was thanked for running the first election. She reported that the Council had discussed the paper the day before and was supportive of it, with one minor edit: Group newsletters should be added to the list of official communications under the policy of canvassing and candidate promotion.

The Board agreed to a simpler voting process (of each elector having the same number of votes for candidates as there are vacancies available with all votes weighted the same). It was agreed that word limits and clearer guidance on candidate applications should be provided, including a more standardised format for statements. Photographs, including personal headshots, would not be allowed. There was a question as to whether letters of support should continue to be required and if so, whether that should exclude current members of the Board. However, it was agreed to revisit this decision in the future and make no changes for the moment.

It was agreed that all official communications should direct voters to the official elections page with the list of all candidates standing, in alphabetical order by family name (the option of duplicating this list on the page with the original communication would be permitted). Cochrane leaders such as Co-eds and MEs and Centre Directors should not recommend any particular candidate.

MW reminded the Board that it already had the authority to seek candidates with particular skill-sets or from certain communities in Cochrane, in order to maintain a balance of participation on the Board. At a future meeting, sanctions for non-compliance would be agreed.

**DECISION: The Board approved the recommended changes to the electoral procedures for Governing Board elections, namely: i) The simplification of the vote counting procedure; ii) The policy on canvassing and candidate promotion, with the addition that all official communications should direct voters to the official elections page with the list of candidates standing (in alphabetical order by family name), and standard text would be provided to facilitate this. Group newsletters should be added to the official communications under the scope of the promotion policy.**

**DECISION: In addition, the Board voted to keep the current system of nomination, including the addition of letters of support, but would revisit this in the future. However, it voted to ban photographs with candidate statements.**

**ACTION: The CET should move the election process slightly earlier in 2017 to facilitate travel arrangements for new members to the next meeting at the Global Evidence Summit.**

**ACTION: The CET should add the agreed changes to the Board elections policy to the relevant page on the Cochrane Community website.**

## 10. Cochrane-Wiley Publishing Update

**DECISION: The Board reviewed and noted the 2016 Publishing Management Team Report and Dashboard of Cochrane Library performance.**

## 11. Cochrane Group Change Management Progress Report:

### 11.1 Structure and Function review: Cochrane Review Groups (CRGs) sustainability

DT introduced the item and explained that the sustainability report of CRGs was an interim one, with the sustainability review process of all CRGs planned to continue until August. He explained that the primary focus of the new CRG networks would be quality management and prioritisation.

**DECISION:** The Board approved the specific recommendations in the submitted paper, and supported the future work of the sub-committee, including the development of a full implementation plan for governance and structural changes of CRGs, with a budget, for its next face to face meeting at the GES.

**DECISION:** The Board gave its full support to the Editor in Chief to take final decisions on the future of individual CRGS and the discretion to speed up or delay changes to those Groups as required.

### **11.2 Structure and Function Review: Cochrane Fields**

CCn joined the meeting for this item, explaining that the review of Fields had been delayed to wait for the proposals on Cochrane's Knowledge Translation strategy to be completed; but now final proposals were being presented to the Board. The Fields Executive had given its support to the proposals, except for the proposed name change, which it wanted to see discussed further.

In relation to the proposals on Fields potentially producing reviews in future, DT added that he favoured CRGs being involved if possible in their production. In response to the challenge that the remits of CRGs did not always cover the review topics that Fields wanted to address, he suggested that it might be possible for: 1) Fields working through existing CRGs to complete reviews; or 2) Fields, or a group of Fields, establishing a production unit matching the structure and functions of CRGs; or 3) the CEU taking on the 'CRG role' for Fields author teams producing reviews. These options would need to be explored further.

Concluding its discussion, the Board confirmed the future value of Fields within the new, enhanced KT priorities and activities, particularly in relation to the new role of the CRG networks.

**DECISION:** The Board adopted the proposed structure and function design changes for Cochrane Fields as set out in the paper, with the exception of the proposed name change for the Group type, which would undergo further discussion; and requested that the CET draft an operational plan.

**ACTION:** The CET should draft an operational plan for structure and function changes to Fields, and should consult the Council in this.

### **12. Cochrane Membership**

JWd explained that the Cochrane Membership activity 'thresholds' presented for approval would be an initial set, but data gathered following the initial implementation of the membership scheme and further research on possible user journeys would lead to changes and additions to these thresholds in due course. She gave, as an example, additional routes into Cochrane for methods activities, which would be discussed and agreed with the Methods community. Following wide consultation during the Geneva meetings, she recommended the reduction of the Cochrane Crowd task threshold from 3,000 to 1,000 microtasks per year (e.g., screening studies to identify which are randomized controlled trials). She reported an excellent discussion with the Council, and following this, another reduction for peer reviewers from five to two reviews per year.

The Board welcomed the paper; and the proposed thresholds for membership and slight amendments to them - as stated above. Some Board members asked the CET to consider whether the 'supporter' name was appropriate and sufficient to value the contributions of people in this category. The de-coupling of active (e.g., former authors) and inactive supporters (e.g., those receiving newsletters) should also be explored.

PG raised a concern that peer reviewers from drug and devices industries could gain membership. JWd recognised this, but said that it would be important for other kinds of peer reviewers (e.g., consumer peer reviewers) to gain membership through their peer review activities. Conflict of interest related to non-review production activities was an area that needed to be finalized, and task-based conflict of interest statements would be integrated in individual membership accounts. Therefore, if individuals are precluded from participation in Cochrane activities due to conflicts of interest, they would not be eligible for membership.

Time limits on membership thresholds would be automated through the membership management system, but individual members requesting exemptions would have those manually considered.

**DECISION:** The Board approved the proposed Cochrane Membership scheme activity thresholds for the transition from Cochrane ‘supporter’ to ‘member’ status as revised in Geneva, with a review after 12 months.

### 13. Any Other Business:

#### 13.1 March for Science

CM asked about the process for the rapid establishment of a partnership and statement of support which was signed by the Cochrane Co-Chairs with the March for Science. LB said that the Co-Chairs had taken the decision due to the need to respond rapidly on this new partnership, and the Partnership Policy had been followed, with the US Cochrane Center being consulted given the US-based nature of the partnership. The Board agreed that, as a principle, Board members would be consulted where time allowed but where time pressures made consultation unfeasible, the Board would be notified of the intention to release a statement or form a partnership with at least 24-hours’ notice, and given the opportunity to raise immediate concerns. This would also allow the whole Board’s name to be added to those statements.

#### 13.2 Complaints procedure

In response to a question from PG about how complaints about him have been handled, it was clarified that if a formal complaint is made about a member or members of Cochrane the following should occur:

- The individual must be informed and sent the original complaint. However, to protect individuals making complaints, the complaint is not to be disseminated to the media, posted on blogs, social media, etc.
- The manager does not have to disclose all the material from the complainant with the individual. For example, emails between individuals of Cochrane who are investigating the complaint.
- That we must follow the principles of the procedure that Cochrane already has for dealing with conflicts (located in the Cochrane's Charter of Good Management Practice and related policies).
- Cochrane members must also inform their manager of conflicts or potential conflicts.

#### **Post-hoc notes on this item:**

*Co-Chairs:* When the draft minutes were circulated to the Board for comment, members contributed to a lengthy discussion by email about item 13.2. The Co-Chairs revised item 13.2 based on the email discussion of the Board. The final minutes, with the revised item 13.2, were then sent to the Board for a vote for approval. Although the version of 13.2 minuted above received majority approval by the Board members – and is therefore the official record –, the following two Board members asked for their disagreement with item 13.2 to be recorded in the minutes:

*Peter C. Götzsche* Several Board members have pointed out that the minutes are misleading in relation to item 13.2. I did not raise a question about myself but about how complaints about senior people in Cochrane should be addressed by the CEO and the co-chairs. It was not agreed that the complaint should not to be disseminated to the media, posted on blogs, social media, etc. In my view, irrelevant complaints that have not been submitted in good faith should sometimes be exposed when the case has been dealt with, just like we expose cases of scientific fraud. Several Board members have objected to this sentence: “The manager does not have to disclose all the material from the complainant with the individual.” This was not discussed and not agreed to at the Board meeting, and it would not constitute a fair process. The sentence, “For example, emails between individuals of Cochrane who are investigating the complaint,” was not discussed or agreed to either. The minutes say that we must follow the principles of the Cochrane's Charter of Good Management Practice. Several Board members have noticed that this was not discussed and not agreed to and that the Charter furthermore does not cover what we discussed at the Board meeting. We discussed the New Zealand Principles of Natural Justice and the Board was sympathetic to these.

*Gerald Gartlehner:* GG states that he does not agree with the sentence “The manager does not have to disclose all the material from the complainant with the individual”. I think that this statement should be more nuanced and needs further clarification so that it cannot be used in a misleading way against Cochrane.

### 14. Thank you

LB and CF thanked DTh and MN for their long service as this was their last Governing Board face-to-face meeting. JM and MB were also thanked for their service, although they were free to stand for election. LB was given special thanks for her extraordinary decade-long contribution to the Steering Group/Governing Board in various capacities.

LB and CF thanked the CET for their contribution to the meeting; and the CET members then left the meeting with the Governing Board closing following a period of Board-only time (not minuted).

**---MEETING END---**