

Governing Board Open Access Agenda

Schedule	Wednesday 9 February 2022, 7:00 PM — 9:00 PM GMT
Description	<p>19:00-19:10 GMT: Coffee</p> <p>19:10-20:40 GMT: Main discussion</p> <p>20:40-21:00 GMT: Trustees only</p> <p>https://www.timeanddate.com/worldclock/meetingtime.html?day=9&month=2&year=2022&p1=137&p2=75&p3=188&p4=51&p5=136&p6=37&p7=56&p8=676&p9=237&p10=152&p11=22&p12=103&iv=900.</p>
Notes for Participants	<p>Board members must declare conflicts of interest related to their role on the Board, which are published on the Cochrane Community website and are updated annually or when circumstances change:</p> <p>https://community.cochrane.org/organizational-info/people/conflict-interest/board. All meeting participants are also required to declare any possible material interests that could give rise to conflict in relation to any item under discussion at the start of each meeting. All interests so disclosed are recorded in the minutes. Conflicted members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.</p> <p>Download a PDF version of the agenda pack from cochrane.azeusconvene.com.</p> <p>Comments and Questions:</p> <ul style="list-style-type: none">> Convene agenda packs can be annotated with private notes, which are not shared and serve as aide-memoire; or as comments and questions seen by everyone with access to the agenda that are designed to support the in-person discussions at Board meetings> Everyone should be careful to make sure these shared written comments - as 'sticky notes' on the agenda - don't obscure the text of the papers> The Co-Chairs will review all written comments received one day in advance of a teleconference and decide which ones are material to the discussion, and will therefore be picked up

during the meeting in advance of any vote

> Other comments and questions will be answered as written responses on the agenda by ELT, Head of Governance or Co-Chairs, either before the meeting or within one week of the meeting finishing depending on the number and nature of the comments

Organiser



Lucie Binder

Agenda

7:00 PM VIRTUAL COFFEE AHEAD OF THE TELECONFERENCE (10 MINS)

7:10 PM OPENING BUSINESS: (5 MINS)

1. Welcome, Apologies, Declaration of Interest, Board Code of Conduct and Board Charter

 Code of Conduct for Trustees_Aproved 22Mar18.pdf	1
 Governing Board Charter only_Aproved 22Mar18.pdf	4

2. Approval of the Agenda, including the papers and decisions on the Consent Agenda
For Decision
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SUBSTANTIVE BUSINESS: (90 MINS)

7:15 PM 3. Future of evidence synthesis business case [RESTRICTED ACCESS SUPPORTING DOCUMENT]
For Decision - Presented by Karla Soares-Weiser

8:15 PM RECURRING BUSINESS: (15 MINS)

4. Co-Chairs' Report [ORAL REPORT]
For Information - Presented by Tracey Howe and Catherine Marshall
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4.1. Appointment of a permanent CEO - update

5. Interim CEO Report [ORAL REPORT]

Presented by Judith Brodie

6. Editor in Chief [ORAL REPORT]

For Information - Presented by Karla Soares-Weiser

8:30 PM CLOSING BUSINESS: (5 MINS)

7. Matters Arising not otherwise covered by the Agenda and Any Other Business

8. Date of next meeting: 9 March 2022 (GMT)


8:35 PM 9. CLOSED SESSION (TRUSTEES ONLY) (20 MINS)

CONSENT AGENDA:

For Decision

Approval of the minutes from the 14 December 2021 meeting
[RESTRICTED AND OPEN ACCESS VERSIONS OF
SUPPORTING DOCUMENTS]

Allocation of Board members to Sub-Committees for 2022 [OPEN
ACCESS SUPPORTING DOCUMENT]

 Sub-Committee membership proposal 31Jan 2022 [OPEN
ACCESS SUPPORTING DOCUMENT].docx

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EVALUATION OF MEETING:

Trustees and Council Co-Chairs: Link for this meeting:



Leadership Team: Link for this meeting:



Governing Board

Code of Conduct for Trustees

First prepared:	19 February 2018 Governance Sub-Committee
Last updated:	21 March 2018 Governance Sub-Committee
Governing Board approved:	22 March 2018 Lisbon Governance Meetings

1. Introduction

Those who serve on the Governing Board are trustees of a UK charity and have responsibilities both under UK company law as directors and under UK charity law. As part of this, each Governing Board Member ('Trustee') is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the Trustee's Declaration accordingly. This is to be read in conjunction with the Articles of Association of the Charity.

A copy of the Code of Conduct will be made available at the front of all Governing Board agendas.

2. Purpose of the Code

The Code aims to define the standards expected of Cochrane's Trustees in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is productive and supportive.

3. Code of Conduct

3.1 Selflessness

Trustees have a general duty to act with probity and prudence in the best interest of the charity as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

3.2 Integrity

The charity's Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- Must avoid actual impropriety and any appearance of improper behaviour;
- Should adhere to the Board Expenses Policy and avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the charity over the value of £50 GBP should be declared to the Board.

3.3 Objectivity

In carrying out their role, including making appointments, awarding contracts,

recommending individuals for rewards and benefits, or transacting other business, the Trustees should ensure that decisions are made solely on merit.

In arriving at decisions in areas where they do not have expertise themselves, the Trustees should consider appropriate professional advice.

3.4 Accountability

The Trustees:

- Have a duty to comply with constitutional and legal requirements and to adhere to official organisational policies and best practice in such a way as to preserve confidence in the charity;
- Are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

3.5 Openness

The Trustees should comply with Cochrane's Data Protection Policy and ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.

In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6 Honesty

The Trustees have a duty to avoid any conflict of interest so far as is reasonably practicable and adhere to Cochrane's Conflict of Interest policies. In particular, they must make known any interest in any matter under discussion which:

- Creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her family, or friends, or organisation, more than the generality affected by the decision); or,

- Which might reasonably cause others to think it could influence the decision.
- He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining Trustees agree otherwise.

3.7 Leadership

The Trustees must:

- Promote and support the principles of leadership by example and adhere to Cochrane's Charter of Good Management Practice;
- Attend all meetings regularly (unless there are exceptional reasons not to do so), ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- Bring a fair and open-minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the charity's best interests;
- Respect the authority of the Co-Chairs of the Board, and the chair of any meeting;
- Having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.
- Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
- Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;

- Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;
- When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
- When speaking privately (that is, when speaking not as a Board member) adhere to the Spokesperson Policy and make great efforts to uphold the reputation of the charity and those who work in it.

4. Breaches of the Code

In cases where there is a concern that a Trustee has breached this Code, the matter will be reviewed by the Co-Chairs, or a Co-Chair and another Trustee, or two Trustees appointed by the Co-Chairs. They will make a recommendation to the Board. (If a concern has been raised about a Co-Chair, the review will be undertaken by the other Co-Chair and another Trustee).

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Trustee concerned to resign from the Board. The Trustee will accept the decision of the Board in such cases.

Charities Act 2006 from acting as a charity Trustee.

- I undertake to fulfil my responsibilities and duties as a Trustee of the charity in good faith and in accordance with the law and within the charity's objects, mission and values.
- I do not have any financial or other interests in conflict with those of the charity (either in person or through family or friends or business connections) except those that I have formally notified in a conflict of interest statement.
- I will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects me, or a member of my family, or friends, or organisation, more than the generality affected by the decision); or which might reasonably cause others to think it could influence the decision, and withdraw from the room and not participate in discussion or decision making, unless the remaining Trustees agree otherwise.
- I will abide by the Code of Conduct for Trustees of the charity.
- In the event of my breaching this Code I am prepared to accept sanction as determined by the Board.

5. Trustee's Declaration

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from Trusteeship of a UK or overseas charity by a court or charity commission.
- I am not under a disqualification order under the UK Company Directors' Disqualification Act 1986 or an overseas equivalent.
- I am, in the light of the above, not disqualified by section 72 of the UK Charities Act 1993 as amended by the UK

Signed:

Name: _____

Date: _____



Governing Board Charter

First prepared:	20 February 2018 Governance Sub-Committee and Honorary Treasurer
Last updated:	20 February 2018 Governance Sub-Committee and Honorary Treasurer
Governing Board approved:	22 March 2018 Lisbon Governance Meetings

Governing Board Charter

Vision & Strategy

Compelling and durable charitable purpose

Cochrane has a compelling and durable charitable purpose for the benefit of the public. Our vision is a world of improved health where decisions about health and health care are informed by high-quality, relevant and up-to-date synthesized research evidence. Our mission is to promote evidence-informed health decision-making by producing high-quality, relevant, accessible systematic reviews and other synthesised research evidence.

Long-term strategy flowing from the charitable purpose

The **Board** has a well-developed long-term strategy which is focused on impact. It considers the possible future environments in which **Cochrane** will operate, including the changing needs of beneficiaries - those who use, deliver and/or pay for health care.

Board Leadership

Board commitment to focus on impact

The **Board** is committed to this focus and thereby to the long-term sustainable success of **Cochrane**.

The right 'tone at the top'

Individual **Board** members are committed to act as role models for the charity's approach¹.

Suitable structures and expertise

The **Board** has the necessary skills, expertise and structures in place to fulfil the vision and mission of **Cochrane** and to implement and oversee the 'focus on impact' approach.²

¹ Refer to the Code of Conduct for Trustees

² Refer to the Board Skills Matrix

Value Drivers & Stakeholder Engagement

Developing a supportive organisational culture

The **Board** has clearly articulated the values of **Cochrane**³. These are at the heart of the charity and are fully taken into account in decision-making throughout the organisation. The **Board** regularly assesses the extent to which **Cochrane**'s charitable purposes are being fulfilled and the values are being applied in the organisation and identifies areas for development.

Active engagement with, stakeholders

The **Board** has identified **Cochrane**'s key stakeholders. The **Board** engages with them and the charity's beneficiaries – those who use, deliver and/or pay for health care. The **Board** seeks stakeholders' opinions and communicates with them on matters of importance to them. The **Board** has developed targets and initiatives, covering all aspects of its work, in relation to diversity, inclusion and related issues and monitors progress being made towards achieving the goals it sets.

Fair remuneration aligned with purpose and values

The **Board** is committed to being a good employer and treating all employees fairly⁴. It ensures that remuneration and promotion has full regard to employees' contribution to the charity.

Commitment to a sound financial approach

The **Board** is committed to a sound financial strategy that protects **Cochrane**'s viability, maintaining sufficient reserves to cover contingencies whilst avoiding an undue build-up of reserves.

Innovation & Risk Management

Focus on innovation of benefit to society

The Board ensures that Cochrane has the capacity and capability to be innovative. In promoting innovation, the Board both encourages ongoing incremental improvements and seeks opportunities for transformational change.

Effective risk management system

The Board ensures that its risk management system takes full account of all risks, including the risk that Cochrane will impose negative impacts on society. It seeks to identify how risks may be mitigated and acts accordingly.

Attention to the importance of the 'licence to operate'

The Board has full regard to reputational risk and the importance of its 'licence to operate' to the future success of the charity.

Board Performance

High quality stakeholder and society-orientated information used in decision-making

³ Refer to Cochrane's Principles: <http://www.cochrane.org/about-us/our-vision-mission-and-principles> [Accessed 20.02.18]

⁴ Refer to Cochrane's Charter of Good Management Practice: <http://community.cochrane.org/organizational-info/resources/policies/charter-good-management-practice> [Accessed 20.02.18]

The **Board** ensures that it has sufficient high-quality, relevant and reliable information about stakeholder and wider societal matters. **Cochrane** works co-operatively with other organisations to help maximise its impact on society.

Clear focus on performance with respect to beneficiaries, other stakeholders and wider society

The **Board** has developed non-financial, and financial, Key Performance Indicators (KPIs) and a risk management system that flows directly from the strategy. Emphasis is placed on matters of importance to those who use, deliver and/or pay for health care – other stakeholders and wider society. The **Board** seeks to foster a high level of public trust in **Cochrane**.

Fostering resilience to crisis situations

The **Board** works hard to prevent crises which could negatively impact on stakeholders or wider society and has the necessary skills and experience to respond effectively in a crisis situation.

Proposed Sub-Committee membership for 2022

31 January 2022

Main standing committees:

Finance, Audit and Investment (Risk) Committee:	Governance Committee:
Karen Kelly (Committee Chair, Treasurer) Juan Franco Tracey Howe Vanessa Piechotta <i>CEO</i> <i>Director of Finance & Corporate Services</i>	Tracey Howe (Committee Chair) Marguerite Koster Tamara Kredo Jordi Pardo Pardo Emma Persad <i>CEO</i> <i>Head of Governance</i>

Committees which convene as and when required, or at least once a year:

Remuneration Committee:	Nominating Committee:
Catherine Marshall (Committee Chair) Juan Franco Sally Green Karen Kelly Marguerite Koster <i>Director of Finance & Corporate Services</i>	Sally Green (Committee Chair) Yuan Chi Tamara Kredo Catherine Marshall <i>Director of Development</i> <i>Head of Governance</i>
Complaints Resolution Committee:	Honorary Membership Committee:
Rae Lamb (Committee Chair) Tracey Howe Tamara Kredo Emma Persad <i>Head of Governance</i>	Catherine Marshall (Committee Chair) Stefano Negrini (Council) Jordi Pardo Pardo Vanessa Piechotta <i>Head of Engagement, Learning & Support</i>

Current working groups:

Diversity and Inclusion programme working group:	Open Access working group:
Juan Franco (Working Group Chair) Yuan Chi Tracey Howe Silvia Minozzi (Council) <i>Head of Engagement, Learning & Support</i>	Jordi Pardo Pardo (Working Group Chair) Ginny Barbour (external advisor) Stefano Negrini (Council) Tracey Howe Karen Kelly Vanessa Piechotta <i>Director of Publishing & Technology</i>
Future of evidence synthesis oversight group:	

Sally Green (Working Group Chair) Tamara Kredo Rae Lamb Catherine Marshall Bob Dellavalle (Council) Emma Persad <i>Editor in Chief</i>	

DISBAND:

- Colloquia, Meetings and Events Working Group
- Working Group on Financial and Other Delegations (Joint FAI & Governance Committee)