



Governing Board Teleconference (December 2020) OPEN ACCESS

Schedule	Tuesday 15 December 2020, 8:00 PM — 9:30 PM GMT
Description	<p>Los Angeles (USA - California)----Tuesday, 15 December 2020, 12:00:00</p> <p>Ottawa (Canada - Ontario)----Tuesday, 15 December 2020, 15:00:00</p> <p>Buenos Aires (Argentina)---- Tuesday 15 December 2020, 17:00:00</p> <p>United Kingdom ----Tuesday, 15 December 2020, 20:00:00</p> <p>Barcelona/Copenhagen----Tuesday, 15 December 2020, 21:00:00</p> <p>Cape Town (South Africa)---- Tuesday 15 December 2020, 22:00:00</p> <p>Melbourne (Australia - Victoria)----Wednesday, 16 December 2020, 07:00:00</p> <p>Auckland (New Zealand - Auckland)----Wednesday, 16 December 2020, 09:00:00</p>
	<p>Videoconference to be opened 15 minutes early for an informal 'coffee round' for those who would like to attend and to finish 15 minutes later for Season Greetings</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. You 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>
Organiser	Veronica Bonfigli

Agenda

1. Welcome, Apologies, Declarations of Interest for this meeting,
Board Code of Conduct and Board Charter

For Information

	Code of Conduct for Trustees_Aproved 22Mar18 (3).pdf	1
	Governing Board Charter only_Aproved 22Mar18 (3).pdf	4

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- 8:00 PM 2. Approval of Agenda, including the papers and decisions
included in the Consent Agenda
For Decision
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2.1. CONSENT AGENDA:

- 2.1.1. Approval of the Minutes of 19-20 & 22 October Board
Meetings [CONSENT AGENDA] [OPEN ACCESS VERSION
AVAILABLE]
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- 2.1.2. Cochrane Nigeria application to upgrade to a full Centre
[CONSENT AGENDA] [OPEN ACCESS SUPPORTING
DOCUMENT]

	GB-2020-39 Cochrane Nigeria Centre Application [OPEN ACCESS SUPPORTING DOCUMENT].pdf	7
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- 2.1.3. Honorary Treasurer: revised role description [CONSENT
AGENDA] [OPEN ACCESS SUPPORTING DOCUMENT]

	GB-2020-40 Honorary Treasurer revised role description [OPEN ACCESS SUPPORTING DOCUMENT].pdf	10
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- 2.1.4. September 2020 Management Accounts [CONSENT
AGENDA] [RESTRICTED ACCESS SUPPORTING
DOCUMENT]
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- 2.1.5. Financial Delegations [CONSENT AGENDA] [RESTRICTED
ACCESS SUPPORTING DOCUMENT]
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3. Matters Arising not otherwise covered by the Agenda

4. FINANCE BUSINESS:

8:05 PM 4.1. Draft Reserves Policy [RESTRICTED ACCESS SUPPORTING DOCUMENT]
For Decision

8:15 PM 4.2. Introduction to 2021 Plan & Budget [OPEN AND RESTRICTED ACCESS SUPPORTING DOCUMENTS]
For Decision

- 2021-2024 Budget Modelling [RESTRICTED ACCESS SUPPORTING DOCUMENT]

9:00 PM 4.3. Proposal to close Cochrane Innovations Limited [RESTRICTED ACCESS SUPPORTING DOCUMENT]
For Decision

9:10 PM 5. Preparation for the 2020 Annual General Meeting
For Discussion

9:15 PM 6. Any Other Business

7. Date of Next Meeting: 27th January GMT 2021 (To be confirmed)
For Information

Matters arising from previous 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.

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

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.

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.



Governing Board Paper

Agenda number:	GB-2020-39 [CONSENT AGENDA]
Agenda item:	Cochrane Nigeria Centre Application
Submitted for Governing Board meeting:	15 th December 2020
Submitted by:	Sylvia de Haan, Head External Affairs and Geographic Group Support
Sponsored by:	Mark Wilson, Chief Executive Officer (CEO)
Access:	Open
Decision or information:	Decision
Resolution for the minutes:	The Board approves the upgrade of Cochrane Nigeria from Associate Centre to a full Cochrane Centre.
Executive summary:	We have received an application from Cochrane Nigeria to upgrade its status from a Cochrane Associate Centre to become a full Cochrane Centre. The application is excellent, and it supports the strategic direction of the organisation. The CEO's Office and the Geographic Groups' Executive both support the application presented in summary in this document for Board approval. Cochrane South Africa (the Centre to which Cochrane Nigeria reports to date) is also supportive of the Associate Centre becoming a full Centre.
Consultation with Cochrane Council:	No
Financial request:	N/A

1 Background

Under existing custom and practice, the approval of any new Cochrane Centre needs the formal approval of the Cochrane Governing Board, so that it can have a strategic overview of how Cochrane's global presence is evolving. Board members are not expected to read the detailed applications and plans for each new Centre as this level of scrutiny is undertaken by the CEO's Office. This paper summarises the application for the upgrade of the Cochrane Nigeria Associate Centre to a full Cochrane Centre.

If Board members do want to refer to part or all of this application, it can be found [here](#).

2 Proposal

Cochrane Nigeria has been in existence since 2006 as an Associate Centre of Cochrane South Africa. Cochrane Nigeria promotes and represents Cochrane in Nigeria and trains and supports Nigerian Cochrane contributors. Their focus has also been on promoting evidence-informed practice and policy in Nigeria.

By upgrading to a full Centre status, Cochrane Nigeria aims to increase the scope of its work. Acquiring a Centre Status will offer them, its staff believes, the increased organizational profile needed to engage more effectively with government agencies, professional groups, civil society and development partners. Their goal is to establish a Cochrane Centre and a vibrant Network in Nigeria. Each of the six geopolitical zones has a population of over 30 million which are served by scores of healthcare institutions and at least 12 universities per zone, most of which run a wide spectrum of training for health professionals. Cochrane Nigeria's leadership thinks that acquiring a full Cochrane Centre status will offer them the leverage to establish a network of units across the country equipped and run by a critical mass of Cochrane systematic review authors, methodologists, consumers and other contributors who will - in turn - train and mentor health professionals, policy makers and members of guideline development groups to acquire essential skills in systematic reviewing, and evidence-based healthcare practice and policy.

The highest priorities for Cochrane Nigeria are:

- **To undertake knowledge translations activities locally:** to improve uptake and use of evidence by policy makers, general public, researchers and other stakeholders through effective knowledge translation.
- **To build capacity for review production through training:** Training of researchers in various types of evidence synthesis.
- **To build local partnerships with key stakeholders.**
- **To disseminate Cochrane reviews locally:** to increase access to evidence from Cochrane reviews to various stakeholders in the region using various media and other information tools.
- **To undertake or contribute to methodological or other research:** to strategically increase the participation of Nigerian contributors in the various methodological groups within Cochrane.

Cochrane Nigeria will also continue its work within the West Africa sub-region (as the West African hub of the Cochrane Africa Network), focusing on forging a productive partnership with the West African Health Organization (WAHO), which has already led to training of high level health professionals and academics in the region on how to find, appraise and use the best available research evidence for practice. Work also continues in connecting with colleagues within the Anglophone countries (Ghana, Liberia, The Gambia and Sierra Leone) directly.

The Cochrane Nigeria team consists of the Director, two Deputy Directors, three research officers, three training staff and administrative support. The team consists of ten people, with a total of five full time equivalents (FTEs). The current funding base is stable and permanent, provided by the University of Calabar Teaching Hospital. In addition, the team will apply for project grants.

Full support to the planned Cochrane Nigeria activities has been expressed by the host institute, Cochrane South Africa and The Nigerian Institute of Medical Research.

3 Recommendation:

The CEO's Office and the Geographic Groups' Executive have reviewed the application in detail and are satisfied that Cochrane Nigeria will be able to perform the functions to the level of a Cochrane Centre; that sufficient resourcing is in place to support these activities; and that the Centre's strategic plan is aligned with Cochrane's *Strategy to 2020* and a Cochrane Centre's functions. We have no hesitation in supporting this application and we recommend that the Governing Board approves the establishment of Cochrane Nigeria as a full Cochrane Centre.



Governing Board Paper: Decision & Discussion items

Title:	Honorary Treasurer: revised role description
Paper Number:	GB-2020-40
From:	Governance Committee
People Involved in the developing the paper:	Casey Early, Head of Finance Karen Kelly, Trustee and Treasurer Financial Delegations Working Group Finance, Audit, Investment sub-committee Governance Committee
Date:	4 th December 2020. For Consideration at 15 th December Board meeting
For your:	Decision
Access:	OPEN



Honorary Treasurer

Role Description

First prepared:	20 February 2018 Governance Committee and Honorary Treasurer
Last updated:	11 November 2020 Finance, Audit and Investment Committee and Governance Committee (FAI)
Governing Board approved:	Approved 13 June 2018 – Board teleconference

Cochrane's Articles of Association ('Articles') provide the Governing Board ('Board') with the power to make 'Executive Appointments' amongst its membership (Clause 18). The role of Honorary Treasurer ('Treasurer') is an Executive Appointment.

The Treasurer supports the Trustees to fulfil their obligation to provide financial oversight for the organisation. In Cochrane's context, the Honorary Treasurer is often referred to as 'Treasurer'.

The role of the Honorary Treasurer can be summarised as follows:

To act as the leading interface between the Board and Central Executive Team (CET) on financial matters. To provide advice, assistance and information to the Board, Chief Executive Officer (CEO) and the Head of Finance (HoF), so as to help ensure the Charity's current and future financial obligations are met; and financial stewardship responsibilities and practices are in compliance with the Articles of Association, legal requirements and best practice.

The main duties of the Treasurer are:

- Chairing the Board's FAI Committee, whose primary role is to take responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short- and long-term viability.
- Identifying strategic implications arising from the relevant financial reports and lead the Board in discussion of these implications.
- Liaising with, and providing guidance to the CEO, who is responsible for the financial activities of the organisation; to the HoF, who manages the Charity's finances; and to the Company Secretary, who is responsible for the efficient administration of the Charity, particularly with regard to compliance with statutory and regulatory requirements.
- Along with the Board Co-Chairs, work with the CEO and Editor in Chief to take decisions and conduct Board business in-between formal Board meetings.
- Sitting on the Board's Remuneration Committee, which is responsible for ensuring the Charity has transparent, appropriate and fair remuneration for employees that is aligned with its purpose and values.

The Treasurer is Responsible for:

- Working with and supporting the CEO and HoF in the development and presentation of budgets, internal management accounts and annual financial statements to the Board so as to ensure they are properly understood by all Board members.
- Leading in the Board's duty to ensure that proper accounting records are kept, financial resources are properly controlled, invested and economically spent; in line with good governance, legal and regulatory requirements in the UK and overseas where appropriate.
- Working with the HoF in the development and implementation of financial reserves, cost-management and investment policies.
- Monitoring and advising on the financial implications and sustainability of the Charity's strategic plan.
- Overseeing the implementation of and monitoring specific financial controls and adherence to systems.
- Overseeing the Charity's financial risk-management process.
- Board-level liaison with the external auditors on specific issues such as the Auditors' Management Letter and the related Board representations.
- Providing a financial status report to the Cochrane Community at each Annual General Meeting (AGM).
- Delegating powers and sign off authorities

The Treasurer is guided in her/his work by the best practice guidance of the Charity Commission.