

Draft minutes of the Cochrane Governing Board meeting held online on 6 December 2023 via Teams

Governing Board Members present:	Jordi Pardo Pardo	Interim Chair
	Yuan Chi	Trustee
	Juan Franco	Trustee
	Karen Kelly	Trustee
	Tamara Kredo	Trustee
	Gillian Leng	Trustee
	Wendy Levinson	Trustee
	Emma Persad	Trustee
	Vanessa Piechotta	Trustee

Others in attendance:	From the Council:	
	Bob Dellavalle	Council Co-Chair
	From the Executive Leadership Team:	
	Catherine Spencer	Chief Executive Officer
	Karla Soares-Weiser	Editor in Chief
	Gavin Adams	Director of Development
	Casey Early	Director of Finance & Corporate Services
	Laura Ingle	Director of Publishing and Technology
	From the Central Executive Team:	
	Lucy Johnson-Brown	Head of Governance
	Weronika Oblak	Governance and Administration Officer

Apologies:	Sally Green, Trustee Stefano Negrini, Council Co-Chair
-------------------	---

Conflicts of interest:

Trustees 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. 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 participants may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. **Restricted access content is highlighted in yellow** and is made available to the Trustees, Executive Leadership Team, Council Co-Chairs and Head of Governance only. Minutes of the closed sessions of the Board, which are attended only by Trustees, are recorded on behalf of the Co-Chairs, and are only made available to the Trustees.

Resolutions approved at the meeting:

Minute:	
GB-2023-92	The minutes of the meetings held on 31 August, 1 and 2 September 2023 were APPROVED as an accurate record of the meetings.
GB-2023-97	The Strategy 2024-2027 was APPROVED
GB-2023-100	The Board AGREED with a recommendation from the Remuneration

The Cochrane Collaboration ('Cochrane'). Registered in England as a company limited by guarantee No. 03044323 Charity Number 1045921. VAT registration number GB 718 2127 49. Registered office: 11-13 Cavendish Square, London, W1G 0AN, United Kingdom.

	Committee and APPROVED the Cost of Living Award of 4% for 2024
GB-2023-101	The Board APPROVED the Budget and Plan for 2024

---MEETING START---

GB-2023-89 Apologies for absence

Apologies for absence from Sally Green and Stefano Negrini were noted.

GB-2023-90 Approval of the agenda

The agenda was approved.

GB-2023-91 Declaration of any conflicts of interest relating to items included on the agenda

Although not related to a specific item on the agenda, Juan Franco declared that he is involved in an Evidence Synthesis Unit (ESU) application and so would withdraw from any discussion around ESUs.

GB-2023-92 Minutes of the meetings held on 31 August 1 September and 2 September 2023

The minutes were **AGREED** as an accurate record of the meeting.

Resolution:

The minutes of the meetings held on 31 August, 1 September and 2 September 2023 were APPROVED

Yes: 9 No:0 Abstain:0

GB-2023-93 Actions and decisions log

The actions and decision log was noted. Updates on the following actions were noted:
GB-2023-60 - the project to move documents from Teams and SharePoint was underway.

GB-2023-72 - Lisa Bero will be invited to provide advice to the Governing Board around managing conflicts of interest related to editorial independence before the Governing Board meeting in March 2024. **ACTION: Lucy Johnson-Brown**

GB-2023-73 Following the decision to update the Cochrane brand guidelines made in September 2023, information needs to be updated on the website. **ACTION: Head of Marketing**

GB-2023-94 Report from the Chief Executive Officer

Catherine Spencer presented her report.

Catherine Spencer, Jordi Pardo Pardo, Karla Soares-Weiser and Laura Ingle had a productive meeting with Wiley in Hoboken, New Jersey in November 2023. Proposed next steps around Open Access will be discussed at the Governing Board meeting to be held on 9 January 2024.

In response to a question about the fundraising strategy and timescales, Gavin Adams confirmed that the Fundraising Committee will continue to keep the Governing Board updated and that a full update will be prepared for the Governing Board meeting in March 2024.

GB-2023-95 Report from the Editor in Chief

Karla Soares-Weiser presented her report which covered a range of editorial activities including the Future of Evidence Synthesis programme, the Cochrane Library, the Cochrane Evidence Synthesis and Methods Journal and an update from the inaugural face-to-face meeting of the Editorial Board held in London in September 2023.

Karla reported that a working group had been formed to streamline Cochrane's complaints procedure. An update will be shared with the Board by email.

ACTION: Karla Soares-Weiser

In response to a question about Cochrane's involvement in the Alliance for Living Evidence (Alive) initiative Karla reported that an update on working on partnership with others will be prepared for the Governing Board meeting to be held in March 2024. The Scientific Strategy which is being developed will help to define areas of focus and partnership.

The status of the Central Editorial Service (CES) project was noted. It was red due to a backlog of reviews. Additional funds had been committed to add resource to the CES but challenges remained.

The Future of Evidence Synthesis Oversight Committee met on 15 November 2023 and considered the issues in detail. An update from the Oversight Committee was included on the agenda for this meeting.

GB-2023-96 Report from the Interim Chair of the Governing Board

Jordi Pardo Pardo reported that since the last meeting of the Governing Board in August/September 2023 he had focused on two priorities; Open Access and connecting with the Cochrane Community and in particular with co ordinating editors.

Jordi reported that he is currently working with a group of co ordinating editors and hopes that the approach might be replicated for improving two way engagement with other groups. One of the key messages that he reported back to the Governing Board was that the Community wants more stability and clarity around what the organization hopes to achieve.

GB-2023-97 Strategy 2024-2027

Catherine Spencer presented the latest iteration of the Strategy which had been in development since October 2022 when the Governing Board had an initial discussion about the next strategy period. The Governing Board discussed the developing vision, mission and goals at meetings held in March, May and September 2023. A Strategy Working Group was established in April 2023, to help guide the development of the strategy and an engagement plan was agreed in June 2023. Feedback from Cochrane's community and external stakeholders was gathered during a series of facilitated Zoom meetings held during July and August 2023 which were well attended.

Jordi Pardo Pardo asked Bob Dellavalle to summarize Council's view as this was particularly important. Bob said that the Council supported the direction as set out in the document and were grateful to have been able to input to the development of the strategy in several different sessions.

In response to a question around whether there were any areas that Catherine wanted specific input from the Governing Board around, Catherine said there was still work to

be done around developing the implementation plan and some key performance indicators (KPIs). The question around what Cochrane's core business is (it was agreed in March 2023 that this is still producing systematic reviews) should keep being asked in order to focus and prioritize effectively. The following comments were also made:

- It was suggested that the word *lead* rather than *strengthen* should be added to Goal 3 (*strengthen advocacy, community and collaboration*).
- More work needs to be done on developing an approach to monitoring and measuring progress and success.
- When developing KPIs, care needs to be taken to ensure that what is set out in the strategy drives our work, rather than reporting on KPIs becoming the driver.
- The focus of Goal 4 is on financial sustainability but environmental sustainability should be referenced somewhere in the strategy too.

Resolution:

The Strategy 2-24-2027 was APPROVED

Yes: 9 No:0 Abstain:0

GB-2023-98 Minutes of the Finance, Audit and Risk Committee meeting held on 16 November 2023

The draft minutes of the meeting were noted. Recommendations from the Committee were included on the agenda for the Governing Board meeting as separate items.

GB-2023-99 Draft minutes of the Remuneration Committee meeting held on 16 November 2023

The draft minutes of the meeting were noted. Recommendations from the Committee were included on the agenda for the Governing Board meeting as separate items.

GB-2023-100 Report from the Remuneration Committee - Cost of Living Award

Juan Franco (who chaired the Remuneration Committee meeting held on 16 November 2023) presented the report which recommended that the Governing Board :

- Approve a 4.0% cost of living salary award for around 100 employed staff and contractors.
- Note that a one-off gift of three days additional leave to all employed staff and contractors over the festive holiday period has already been awarded
- Agree that the recommendations are incorporated in the 2024 plan and budget
- Agree that once approved, the decisions be communicated to employed staff and contractors as soon as possible

In making the recommendation, the Remuneration Committee considered a number of factors including inflation data, affordability, strategic risks around retaining the right skills and experience to deliver our goals and benchmarking reports from the Chartered Institute of Personnel and Development (CIPD) and Xpert HR.

A project to review Cochrane's Global Reward and Contracts is underway and being led by the Interim Head of HR, Sharonne Baiden. The many different ways in which Cochrane employs individuals is complex and opens the organisation up to risk. The Global Rewards Project will provide clarity around managing the risks and ensuring equity.

A project update will be reported to the Remuneration Committee on 12 February 2024 and to the Board in March 2024.

ACTION: Casey Early

Resolution:

A cost of living award of 4% was APPROVED

Yes: 9 No:0 Abstain:0

GB-2023-101 Operational plan and budget 2024

The Treasurer, Karen Kelly presented the plan and budget which had been developed with input from members of staff who are responsible for managing it and with the aim of aligning the budget and the operational plan (which will be the first year of the new Strategy).

The Treasurer reported that the Finance, Audit and Risk Committee had considered the rationale for recommending a deficit budget and were content with the figures as set out in the paper. The reserves position was strong and would remain strong after accommodating a small deficit.

Members of the Governing Board commented that financial prudence and discipline was important and that clear KPIs around financial sustainability need to be closely monitored by the Board collectively.

Resolution:

The Governing Board APPROVED the Plan and Budget for 2024.

Yes: 9 No:0 Abstain:0

GB-2023-100 Report from the Governance and Nominations Committee

Tamara Kredo presented a report from the Committee which had met several times since the last meeting of the Governing Board. The report set out progress with the list of actions that the Board agreed the Committee should oversee following on from the governance review. The list of actions included overseeing the process for appointing a new Chair. The report was noted and another update will be provided in January 2024.

GB-2023-101 Governing Board elections

Lucy Johnson-Brown gave an update on the Governing Board elections.

Two elected members of the Governing Board (Juan Franco and Tamara Kredo) come to the end of their first term of appointment this year and so elections were being held. The call for nominations opened on 6 November 2023 and closed on 24 November 2023. Seven candidates were standing for election (or re election), voting opened on 1 December 2023 and would close on 15 December 2023.

GB-2023-102 Report from the Future of Evidence Synthesis Oversight Committee

Draft minutes of the Oversight Committee meeting held on 15 November 2023 were noted. In a brief update, Karla Soares-Weiser reported that several significant reviews have been published (including interventions that will increase and sustain the uptake of vaccines in low- and middle-income countries) and that the Central Editorial Service is under considerable pressure.

The Oversight Committee will meet again on 20 February 2024.

GB-2023-101 Report from the Fundraising Committee

Wendy Levinson gave an oral update. A Head of Fundraising had been recruited (Karen Johnson) who brought considerable experience including of working with major philanthropic donors.

Wendy reminded the Board that the fundraising strategy is not a short term one and that substantial work will take time. Members of the Board will need to use their own contacts and work on building relationships over the next two years.

GB-2023-102 Scientific strategy

Karla Soares-Weiser gave a brief update on a workshop that she, Emma Persad and Roses Parker held for 20 leaders from the World Health Organization (WHO). The update was sent to the Governing Board as a video link. The Scientific Strategy will be included on the agenda for the meeting to be held in March 2024.

ACTION: Karla Soares-Weiser

GB-2023-103 Event format options 2025

The Governing Board was asked to consider the format for a 2025 event based on three options provided. The paper was noted and members discussed different event formats and options following on from a discussion on the same topic at the meeting held in London in September 2023.

The Board did not consider the resolutions proposed in the paper and asked for more information to be provided in time for another discussion at the meeting to be held on 9 January 2024.

Clarifying the purpose of an annual event, the outcomes, costs and broader thinking around the future of Cochrane events will be included on the agenda for the meeting to be held in March 2024.

ACTION: Gavin Adams

GB-2023-103 Future Engagement Mechanisms Working Group

At the meeting held in London in September 2023, the Governing Board agreed that the Council as it currently exists will not continue beyond the end of this year and a new approach to community engagement will be explored. One element of a multi stranded engagement plan might include an advisory panel which would gather perspectives from the whole Cochrane Community and give advice to the Governing Board.

At a joint meeting of the Governing Board and the Council on Sunday 3 September 2023, it was agreed that a Working Group would be established to explore existing and new mechanisms for two way communication, engagement and participation between the central organization (the Board and the ELT) and the Community.

The working group will meet on 12 December 2023 and an update from the meeting will be shared with the Governing Board.

ACTION: Jordi Pardo Pardo / Lucy Johnson-Brown

GB-2023-104 Face to face meeting in Berlin in March 2024

A paper setting out the dates was noted. The dates are copied below for information.

GB-2023-103 Any other business

Governing Board members' end of year review meetings

Jordi Pardo Pardo will be in touch with trustees via email.

ACTION: Jordi Pardo Pardo

GB-2023-103 Date of next meeting

Tuesday 9 January 2024 at 7pm - 9pm (UK time)

---MEETING END---