Cochrane

Governing Board Meeting Minutes

1 April, 4-5 April, and 6 April 2019, Krakow, Poland
Approved 10 July 2019 – Board teleconference

PRESENT:

Trustees (Board members):
Martin Burton (Co-Chair)
Marguerite Koster (Co-Chair)
Xavier Bonfill
Jan Clarkson
Nicky Cullum
Sally Green
Gladys Faba
Tracey Howe
Karsten Jørgensen
Rae Lamb
Catherine Marshall
Jordi Pardo

ATTENDING:

Senior Management Team:	
Mark Wilson	Chief Executive Officer (CEO)
David Tovey	Editor in Chief
Jo Anthony	Head of Knowledge Translation Department
Lucie Binder	Senior Advisor to the CEO – Governance & Management
Chris Champion	Head of Membership, Learning & Support Services
Chris Mavergames	Head of Informatics & Technology Services
Charlotte Pestridge	Head of Innovations, Research & Development
Karla Soares Weiser	Deputy Editor in Chief
Sarah Watson	Head of Finance & Core Services

Central Executive Team:	
Harriet MacLehose	Senior Editor
Dan Shanahan	Product Lead, Cochrane Library

Wiley:	
Deborah Pentesco-Murphy	Editorial Director
Shawn Morton	Vice President and Society Publishing Director Health Sciences – Europe
Jay Neill	Vice President, Research Technology
Tony Aburrow	Editor

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 Board and Senior Management Team only. 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.

List of Approved Resolutions:

2	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda.
5	The Board appoints Catherine Marshall as Honorary Treasurer.
11.2	The Board approves the revised process and associated documentation for risk management by Cochrane.
12.3	The Board re-appoints Martin Burton as Co-Chair from 1st September 2019 to 31st August 2020.
12.4	The Board approves the Nomination Committee's recommendation to conduct a new search for a new Board Member from a low- or middle-income country (LMIC) following the process set out in the accompanying report.

List of Actions:

7	The Board is to communicate further with the community about the changes made, and in progress, in response to community feedback following the 2018 Edinburgh Colloquium.
9.4	The Board is to establish a Colloquia Working Group.
10.5	The Finance, Audit and Investment Committee of the Board is to propose a suitable funding limit for a 'discretionary fund' to be held by the Chief Executive Officer and Editor in Chief; and is to investigate possible new strategic funding opportunities to be administered by the Board.
11.1	The Chief Executive Officer is to make changes to the Trustees' Report as requested by the Board and seek advice on the format from the charity's legal counsel.
11.2	The Finance, Audit and Investment Committee is to explore: 1) strategic investment of the charity's reserves; and 2) whether holding currency other than GBP in reserves is appropriate given the possible impact of the UK's exit from the European Union on the value of GBP.
14	The Senior Management Team is to review the feasibility of holding three face-to-face Board meetings per year, given the resourcing and time commitment these meetings require.

DAY 1- Monday 1st April 2019 - TRAINING AND STRATEGIC DEVELOPMENT

1   Welcome, Apologies, Declarations of Interest
Martin Burton was in the Chair. He opened the meeting and welcomed everyone. All Trustees were present, in addition to Mark Wilson, Lucie Binder, Charlotte Pestridge and Sarah Watson from the Senior Management Team; and Harriet MacLehose and Dan Shanahan from the Central Executive Team.

The Chair confirmed declarations of interest would be made at the re-start of the meeting the following day; he then adjourned the meeting.

FORMAL MEETING ADJOURNED

Future of Cochrane's publishing arrangements: Training and strategic development session, to ensure the Board have the background information and knowledge required to make strategic decisions related to the future contracts for publication and delivery of the Cochrane Library, with a specific focus on 1) financial sustainability, 2) open access and accessibility ambitions, and 3) product strategy [Not minuted]

DAY 2 - Thursday 4th April 2019 - STRATEGIC AND BUSINESS ISSUES, AND REPORTS

FORMAL MEETING RESUMED

2   Approval of the Agenda, including the papers and decisions included in the Consent Agenda

Martin Burton resumed as Chair and re-opened the meeting. Jordi Pardo would be joining the meeting late. The Senior Management Team were present, except for Lucie Binder and Chris Champion, who would be joining late, and Karla Soares Weiser. No changes to attendees' declarations of interest posted on the Cochrane Community website were required for this meeting.

Tracey Howe requested item 10.2 (Editorial Report) be removed from the Consent Agenda for discussion.

The Chair called for a vote. The resolution was approved.

> **RESOLUTION: The Board approves the Agenda, including the papers and decisions included in the Consent Agenda.**

> **YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall NO: None; ABSTAIN: NONE.**

3   Approval of the Minutes of the Board's meeting in London, 19-20 January 2019 [OPEN ACCESS SUPPORTING DOCUMENT [CONSENT AGENDA]

Approved under Item 2.

4   Actions Arising from previous meeting

There were no Actions Arising from previous meetings not otherwise covered by the Agenda.

5   Matters Arising not otherwise covered by the Agenda

Catherine Marshall requested a brief update on the Spokesperson Policy. This would be covered under Item 9 (CEO's Report).

Further, the Chair proposed the formal reappointment of Catherine Marshall as Treasurer, which had already been agreed in principle by the Trustees.

The Chair called for a vote. The resolution was approved.

> **RESOLUTION: The Board appoints Catherine Marshall as Honorary Treasurer.**

> **YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster. NO: None; ABSTAIN: Catherine Marshall.**

6   Co-Chair's Report, to include:
6.1   Correspondence

The Chair reported there had been no formal correspondence to bring to the Board since the previous meeting. However, the Trustees agreed that a log of all correspondence and responses should be maintained on Convene in the future, for Trustees' information.

> **ACTION: Co-Chairs to maintain a log of all Board correspondence received by them.**

6.2   Council Report

Jordi Pardo joined the meeting at this point.

Marguerite Koster reported on the positive development of the relationship between the Board and the Council, with the respective co-chairs now holding regular teleconferences. Fergus Macbeth will be stepping down as Council co-chair at these Governance Meetings, to be replaced by Craig Lockwood; he was thanked for his service.

The Trustees agreed the Council should continue to develop its advisory role to the Board and the Central Executive Team as it had been doing, by: 1) raising issues of importance to the Cochrane Community and particularly Cochrane Groups to the Board and Central Executive Team; and 2) developing responses to matters passed to it by the Board and Central Executive Team. The Trustees noted that the model of including Council members, as needed, on Board sub-committees was appropriate.

The Trustees further agreed that with regards to the development of a Code of Conduct/Principles of Collaboration for Cochrane, which had been a key focus for the Council at the Governance Meetings, it would be important to ensure alignment with other Cochrane policies, especially the new Complaints Resolution Procedure currently in development by the Board. As chair of the Board's Complaints Resolution Procedure Working Group, it was agreed that Rae Lamb would work closely with the Council co-chairs to finalize the development of the Code of Conduct/Principles of Collaboration.

7   Krakow Governance Meetings: de-brief on the outcomes of the meetings and sessions, and implications for the Board to consider
The Trustees agreed that the new format of the Governance Meetings, with extended cross-Group strategic sessions, had been successful and should be repeated. Overall, they were happy with the Board Co-Chairs' presentation but accepted some opportunities had been missed to 'tell the story' of the Board's learning from the events occurring during and after the Edinburgh Board meeting. They therefore agreed that a previously proposed written document for community circulation should be developed.

> **ACTION: The Board is to develop a document for the community.**

Lucie Binder and Chris Champion from the Senior Management Team joined the meeting at this point. They had been attending the Council's meeting, which was taking place at the same time.

Lucie Binder reported that the Council's assessment of the strategic sessions was also positive. The Council was pleased with the development of their role and place in the community.

The Chair thanked all those who had organized and prepared the content for the Governance Meetings, particularly the staff of Cochrane Poland.

8   Publishing and Products:
8.1   General discussion
Item 8 was taken after Item 9 to accommodate the attendance of Wiley representatives joining remotely from the USA.

Marguerite Koster was in the Chair. She asked Charlotte Pestridge to update on the status of the relationship between Cochrane and Wiley, and the new Cochrane Library. Charlotte reported that the relationship was positive and a good tripartite process for ongoing development of the new Cochrane Library between Cochrane, Wiley, and Highwire (the third-party technology provider) was in place. However, a serious ongoing issue had arisen with outages of service to the Cochrane Library that the Trustees should raise with the Wiley representatives under item 8.2.

8.2   Joint session with representatives from Wiley - with Publisher's Report [RESTRICTED AND OPEN ACCESS SUPPORTING DOCUMENTS] [CONSENT AGENDA]
Deborah Pentesco Gilbert joined the meeting in person, along with Shawn Morton, Jay Neill and Tony Aburrow remotely. The Chair welcomed them and invited them to present.

Deborah Pentesco Gilbert reported that revenue results in 2018 had been excellent despite uncertain projections. Shawn Morton thanked the Cochrane team for its recent attendance at a joint meeting at Wiley's headquarters in Hoboken, USA. At that meeting, Cochrane's approach to Open Access for Cochrane Reviews had been re-addressed in detail. Shawn reiterated Wiley's cautious optimism that Cochrane's current Open Access model will maintain subscription revenue for the Cochrane Library, despite the increasing percentage of Open Access Cochrane Reviews in the Cochrane Library and external open access initiatives. The Trustees did not discuss these issues as they had already undertaken a detailed assessment of Open Access on Day 1 of the meeting.

Deborah Pentesco Gilbert apologized for the inconvenience caused by recent outages of service to the Cochrane Library, which were down to development on one of Wiley's technology platforms. Work to resolve these issues was a priority at Wiley.

In closing Wiley's presentation, she thanked David Tovey for his leadership as the Cochrane Library's first Editor in Chief and paid tribute to the excellent relationship he had fostered between Cochrane and Wiley. The Chair thanked the Wiley team and they left the meeting.

8.3   Other Cochrane Products - update report [RESTRICTED ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

9   Chief Executive Officer's Report, to include:
9.1   Geographic Groups, Fields and Cochrane Members: Matters to Report
Martin Burton was in the Chair for this item, which was taken before item 8.

There were no matters to report for Geographic Groups, Fields and Cochrane Members.

9.2   *Strategy to 2020* 2018 Targets end of year report [OPEN ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
The Chair invited Mark Wilson to present. He spoke to the successful delivery of the organizational Targets in 2018, which had been the result of huge effort and work by Cochrane Groups and the Central Executive Team. The end of year Targets report was available on the Cochrane Community website.

He highlighted the delays to the new Cochrane Library, and RevMan Web, in 2018. He asked Chris Mavergames to speak to the issues with implementing RevMan Web, and Chris reported that improved training and support for Cochrane Review Groups was now being implemented. He pointed out, though, that the Central Executive Team's focus on prioritizing the needs of Cochrane Review authors over Cochrane Group staff in delivering the first round of features for RevMan Web had been a deliberate strategic decision. The Trustees accepted this explanation.

Mark Wilson also spoke to the Targets for 2019. He highlighted the potential impact of the tender process for a Cochrane Library publisher from 2021 – taking place this year – on the Central Executive Team's capacity to deliver other strategic priorities. The Trustees requested the Senior Management Team monitor this issue closely and report back to the Board on a regular basis. They encouraged the Senior Management Team to investigate different approaches for increasing capacity, such as seconding members of the Cochrane community for specific projects, and gave their in-principle support for additional funding to support this.

As requested by Catherine Marshall under item 5, Mark Wilson said that work had begun in collaboration with the Centre Directors to make improvements/clarifications to, and provide practical examples for implementing, the Spokesperson Policy.

9.3   Partnerships Update [OPEN ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

9.4   Forthcoming Colloquia and Governance Meetings - Update Report
Mark Wilson asked Jo Anthony to report on preparations for the forthcoming Colloquium in Santiago, Chile, in October 2019. She said that the team from Cochrane Chile were working hard to ensure the best possible event. However, they recognized the challenges of getting a high number of participants to attend given the location.

The Trustees re-stated their commitment to holding a Colloquium in South America as an important opportunity for capacity building in the region. They agreed that Colloquia should not be considered in isolation but in four- to five-year cycles, where investments in holding events in locations unlikely to make profits were made as investments in Cochrane's global presence. They agreed that a Board Working Group should be established to explore the issues and opportunities for Cochrane Colloquia. Catherine Marshall, Gladys Faba and Jordi Pardo volunteered to join this group.

ACTION: The Board to establish a Colloquia Working Group.

Further, the Trustees agreed that as a principle, Board meetings should be held on consecutive days at Governance Meetings and Colloquia, to support members' travel arrangements; and that Council and Board meetings should ideally be held on different days to allow for interaction between the two groups.

10   Editor in Chief's Report, to include:
10.1   CRG Networks and Methods Groups: Matters to Report
Karla Soares Weiser joined the meeting for this item.

The Chair invited David Tovey to present. He noted the excellent meetings held by the Scientific Committee and Editorial Board at the Governance Meetings, which he said were a sign of their increasing maturity as governance groups.

10.2   Editorial Report [OPEN ACCESS SUPPORTING DOCUMENT]
David Tovey asked Karla Soares Weiser to comment on the status of the CRG Networks. She said that performance metrics for the Networks were in development and would likely show variations in performance between the Networks. However, she noted the important contributions of the new Network Support Fellows, funded by the UK National Institute for Health, in addressing priorities in each Network.

In closing his last Editorial Report as Editor in Chief, David paid tribute to the breadth of work undertaken by the Editorial and Methods Department. He said that in the future, clearer direction from the Board on priorities for the Central Executive Team would be helpful. He thanked the Board for its trust and support over his tenure.

10.3   Conflict of Interest Audit [RESTRICTED ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

10.4   Cochrane Library Oversight Committee [OPEN ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

10.5   Discretionary Fund application from Cochrane Austria [OPEN ACCESS SUPPORTING DOCUMENT]
The Trustees agreed that the Discretionary Fund, with its funding limit of £5k GBP per proposal, was a legacy of the old Steering Group and did not fit with the Board's new, high-level strategic role. Therefore, they would not make a decision on this proposal but instead: 1) request that David Tovey oversee the decision; 2) ask the Finance, Audit and Investment Committee of the Board to propose a suitable funding limit for a new 'discretionary fund' to be held by the Chief Executive Officer and Editor in Chief; and 3) ask the Finance, Audit and Investment Committee to look into possible new strategic funding opportunities to be administered by the Board.

> **ACTION: The Finance, Audit and Investment Committee of the Board is to propose a suitable funding limit for a new 'discretionary fund' to be held by the Chief Executive Officer and Editor in Chief; and to investigate possible new strategic funding opportunities to be administered by the Board.**

DAY 3 AM - Friday 5th April 2019 - STRATEGIC AND BUSINESS ISSUES, AND REPORTS

Martin Burton was in the Chair. All Trustees and the Senior Management Team were present, except for Karla Soares Weiser. He briefly summarized the previous day's proceedings and said that a major focus for the day ahead would be on the recruitment of a new Editor in Chief. He recorded a formal vote of thanks to David Tovey for his service. The Trustees gave David a round of applause.

11   Finance and Risk Management:
11.1   Treasurer's Report
The Treasurer (Catherine Marshall) reported on the outcomes of the Finance, Audit and Investment Committee's meeting at the Governance Meetings. She confirmed that although the 2018 Trustees' Report and Financial Statements would be formally approved by the auditors at a later date, they had already given informal approval. The Trustees requested that the draft narrative in the Trustees' Report be made more succinct and reviewed by the charity's legal counsel.

> **ACTION: The Chief Executive Officer to make changes to the Trustees' Report as requested by the Board and seek advice on the format from the charity's legal counsel.**

The Trustees further requested that the Finance, Audit and Investment Committee: 1) explore strategic investment of the charity's reserves; 2) explore whether holding currency other than GBP in reserves is appropriate given the possible impact of the UK's exit from the European Union on the value of GBP. However, they recognized that currency speculation is prohibited by UK charity rules and is not the intention of exploring strategic investment of reserves.

> **ACTION: The Finance, Audit and Investment Committee is to: 1) explore strategic investment of the charity's reserves; and 2) explore whether holding currency other than GBP in reserves is appropriate given the possible impact of the UK's exit from the European Union on the value of GBP.**

11.2   A proposal for changing the way organizational risk is managed and monitored [RESTRICTED ACCESS SUPPORTING DOCUMENT]
Mark Wilson asked Sarah Watson to speak to the proposal. She explained that it had not arisen from a specific problem with the existing risk report but was drawn for best practice in other organizations, which promote clearer identification of individual 'owners' of risk.

The Trustees accepted the proposal and agreed that while the risk register and reports were commercially sensitive documents and should therefore remain restricted access, the Board's management of organizational risk should continue to form a key component of presentations at the Annual General Meeting.

The Chair called for a vote. The resolution was approved.

> **RESOLUTION: The Board approves the revised process and associated documentation for risk management by Cochrane.**
>
> **YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo; NO: NONE; ABSTAIN: NONE; NO VOTE: NONE.**

11.3   Trustees' Report and Financial Statements [OPEN ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

11.4   Strategic Development Support - Update Report [RESTRICTED ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]
Approved under Item 2.

12   Governing Board Sub-Committees and Working Groups: Matters to Report:
12.1   Dispute Resolution Procedures Working Group
The Chair asked Rae Lamb, chair of the Dispute Resolution Procedures Working Group, to speak to this item. She said that the Working Group had met at these Governance Meetings and would finalizing a procedure for the Board's consideration at the Chile Colloquium meeting. The Working Group had decided to change its name to the 'Complaints Resolution Working Group' as they felt this was a plainer-English description of the Group's role.

12.2   Finance, Audit and Investment Committee
There were no further matters to report.

12.3   Governance Committee
Martin Burton explained the Governance Committee had discussed how Council Co-Chairs could be included in Board meetings. The Trustees expressed various views on this and eventually agreed that Council Co-Chairs should be invited to Board meetings for the 'Council Report' standing item and for items on which the Council has been asked to undertake work.

The Governance Committee had also begun to review Board Co-Chair rotation. Martin offered to serve for a second term as Co-Chair, for one year from 2019-20; he could not hold the position again for the standard two years as this would exceed the maximum six-year limit for Board members as defined by Cochrane's Articles of Association. He declared an interest in this item and left the meeting. Marguerite Koster took the Chair.

The Trustees held a wide-ranging discussion about the skillsets required by Board members, and the opportunities and challenges of appointing 'internally' (i.e. from within existing Board members) and 'externally' (from the Cochrane membership and/or a general open call). They agreed that Martin Burton should be re-appointed for a second term to 31st August 2020 given his excellent record of service, the desire to maintain continuity of leadership following the events of late 2018, and the aim of rotating Co-Chairs in alternating years. However, general, open calls for Co-Chair appointments should be considered under most circumstances.

The Chair called for a vote. The resolution was approved.

> **RESOLUTION: The Board re-appoints Martin Burton as Co-Chair from 1st September 2019 to 31st August 2020.**
>
> **YES: Xavier Bonfill, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo; NO: NONE; ABSTAIN: NONE; NO VOTE: Martin Burton.**

Martin Burton was asked to re-join the meeting and was informed of the result. He thanked his fellow Trustees. He resumed the Chair.

12.3.1   Re-appointment of Marguerite Koster for second 3-year term [CONSENT AGENDA]
Approved under Item 2.

12.4   Governing Board Appointed Member Nomination Committee [OPEN ACCESS SUPPORTING DOCUMENT]
The Chair called for a vote. The resolution was approved.

RESOLUTION: The Board approves the Nomination Committee's recommendation to conduct a new search for a new Board Member from a low- or middle-income country (LMIC) following the process set out in the accompanying report

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo; NO: NONE; ABSTAIN: NONE; NO VOTE: NONE.

12.5   Remuneration Committee
Marguerite Koster, chair of the Remuneration Committee, noted the Co-Chairs would undertake the Chief Executive Officer's appraisal as planned following the Governance meetings.

13   Editor in Chief recruitment: preparation for candidate presentations and interviews
This item was adjourned until after the close of the formal meeting.

14   Any Other Business
The Trustees requested the Senior Management Team look again at the current model of holding three face-to-face Board meetings per year, given the substantial resourcing and time commitment these meetings require.

ACTION: The Senior Management Team is to look again at the current model of holding three face-to-face Board meetings per year, given the substantial resourcing and time commitment these meetings require.

Marguerite Koster notified the Trustees that she had decided to step down early as Board Co-Chair, on August 31st, 2019, due to increased commitments in her job at Kaiser Permanente; she expressed her desire to remain a Board member. The Trustees expressed their disappointment but thanked her for her excellent contribution as Co-Chair during a challenging time for Cochrane. Her re-appointment would be made according to the process agreed under item 12.3.

15   Date of Next Meeting
The Board would next meet by teleconference on 10 June 2019.

The Chair closed the meeting. The Trustees and Senior Management Team remained in the room to watch the presentations of the candidates for Editor in Chief of the Cochrane Library. The following day, formal interviews with the candidates were undertaken by the interview panel and their recommendation presented to the Trustees for approval (closed session).

---MEETING END---