

Minutes of the Annual General Meetings (AGMs) of The Cochrane Collaboration and the Collaboration Trading Company Limited

Québec, Canada

21st September 2013

Present: Entity (hereinafter, 'Group') representatives, Steering Group members, centrally funded staff; other contributors to The Cochrane Collaboration, and observers.

(See Appendix 1 for the list of officially designated Group representatives.)

1. Welcome, apologies for absence and approval of agenda

Jeremy Grimshaw, Co-Chair of the Steering Group, welcomed everyone to the meeting. No apologies for absence had been received. The agenda was approved. Jeremy explained to the audience that this was the opportunity for members of the Collaboration to ask questions of its Governing Board.

2. Approval of Minutes of 2012 AGMs (Auckland)

Mona Nasser proposed the approval of the Minutes of the previous AGMs held in Auckland on 1 October 2012; Liz Whamond seconded the motion; and the Minutes were approved.

The Minutes will be made available on the Collaboration website.

Action: Claire Allen to arrange for the approved Minutes to be available on the website.

3. Amendments to The Cochrane Collaboration's Memorandum & Articles of Association

Jeremy Grimshaw gave the background to the proposed changes to the Collaboration's Memorandum & Articles of Association (M&As). He explained that the Steering Group had become aware that capable people in the organisation were not able to put themselves forward for the role of Co-Chair of the Steering Group because they could not afford to give all of the time and resources required of a Co-Chair without institutional support and their supporting institutions required some measure of reimbursement. He mentioned the two principles that payment of Co-Chairs would facilitate: 'Building on enthusiasm' and 'Enabling wide participation'.

Jeremy explained that The Cochrane Collaboration is a registered charity in the UK which means that it must abide by the rules set out by the Charity Commission. Recently, the rules surrounding payment of Board Members had been relaxed; but in exceptional circumstances only, and only with prior agreement of the Charity Commission.

Mark Wilson had explored the potential for remuneration of Co-Chairs with the Charity Commission, and had drafted new articles within the M&As which had been sent to the Commission. A positive decision had finally been received from the Commission on 17th September, approving the changes to

the M&As which allowed the Collaboration to remunerate the Co-Chairs of the Steering Group for a specific amount of time (up to a maximum of two days a week, although it was anticipated that this would normally be for one day a week). The Steering Group reiterated its support for the changes on 18th September and decided to recommend them to the Collaboration's members for adoption.

Jeremy explained that, after approval, the Steering Group would negotiate explicit arrangements and would monitor the remuneration to ensure value for money for the Collaboration. He said that payment would only be negotiated if an institution or individual required it. He declared that it would be of no benefit to him as his institution did not require payment for his position on the Steering Group. Jeremy apologised that although a summary e-mail with a paper giving all the details of the proposed changes had been circulated several weeks ago, the final wording of the new Articles of Association were only circulated recently once 'in principle' approval had been received from the Charity Commission. This approval had now been confirmed in writing.

It is a requirement under the Collaboration's existing M&As that the organisation gives its members 21-days notice of changes to these documents so Jeremy explained that the vote at this AGM meeting is whether or not the members will accept 'in principle' the proposed changes to the M&As. Jeremy explained that if the members approved the changes in principle at this meeting, then a special notice and formal vote will take place electronically thereafter.

Jeremy went on to explain that other small technical amendments relating to changes in UK charity and company law had been made to the M&As, and in future the Collaboration would have only a set of Articles of Association.

There were no comments or questions from the AGM entity representatives.

The motion to be passed covered the amendments to clauses 3.1. and 48-49 of The Collaboration's Memorandum and Articles of Association (M&As) to allow partial reimbursement to Co-Chairs appointed in the future. This had been approved by the Charity Commission on 17 September 2013.

Steve McDonald proposed the motion to approve 'in principle' the changes to The Cochrane Collaboration's Memorandum & Articles of Association; Sally Bell-Syer seconded it. Eighty-eight member representatives voted in favour of the proposal with one abstention; two votes were either miscounted or did not vote. The motion was therefore passed, though Jeremy stressed once again that until the electronic vote of members had taken place, these changes would not be formally adopted.

Marina Davoli proposed the amendments relating to the other minor changes to the new Articles of Association, and Mingming Zhang seconded it. Eighty-seven member representatives voted in favour of the proposal with two abstentions and two votes were either miscounted or did not vote. There were no objections. The motion was, therefore, passed.

Action: Mark Wilson to arrange for formal notice and an electronic vote by members to take place on the proposed changes to The Cochrane Collaboration's Memorandum and Articles of Association to accommodate the potential future remuneration of the organisation's Co-Chairs; and those technical updates to the new Articles of Association.

[Post hoc note: An electronic vote took place and the motion was passed. Of 94 members (registered groups), 83 voted. Eighty one entities were in favour of the amendments; one voted against; and there

was one abstention. For information, we required 71 votes in favour (75% of the membership) to pass the motion.]

4. The Cochrane Collaboration Trustees' Report and Financial Statements to 31 March 2013

4.1 Co-Chairs' report – Jonathan Craig

Jonathan Craig reflected on the Collaboration's recent history, in particular since the 'Strategic Review' took place in 2009. Some of the successes of the Collaboration included improved methods development and implementation; a new training strategy, *Cochrane Library* improvements facilitated by the Editorial Unit; partnerships; the new contract with Wiley; and a new Executive Team. He was proud to have played a small part in these successes.

He highlighted some future challenges including: managing a sustainable workload; building greater financial sustainability; improving our global impact; ensuring we maintained the return on investment by our supporters; and creating new stories, history and leaders. He challenged the Collaboration to improve its global reach, for instance in Africa, the Middle East, and Eastern Europe. He said that impact within specialties is also inconsistent.

He closed by thanking everyone, including the Steering Group and everyone who makes the Collaboration the extraordinary organisation that it is.

Jeremy then took the floor to thank Jonathan for his contribution as both a Co-Chair and a Steering Group member.

4.2 Chief Executive Officer's report - Mark Wilson

Mark Wilson explained the background to the strategic planning exercise and said the Collaboration's focus must be on its output and impact; and this would be achieved by having the right strategy building more effective management, and improving the way it delivered its products and services. He explained that during 2013 significant steps have been taken in all of these areas, but particularly on strategy, with the development of *Strategy to 2020*. He thanked the Collaboration's members for the number and quality of the comments returned through the consultation process on the draft strategic plan. He also explained the changes made in the Collaboration's management over the last ten months, including clarified accountabilities and responsibilities between governance and management, the development of a strong relationship between the Chief Executive Officer and Editor in Chief, and the formation of a new Central Executive team that would be in place in the last quarter of the year.

Mark explained that in the last year, we had strengthened the Collaboration's financial position, having generated improved revenues on licenses for *The Library*. The 2012-13 financial year brought excellent financial returns with a substantial £1.5 million operational surplus being transferred into the Collaboration's reserves. The organisation as a whole has £5.3 million in reserves, which would allow it to develop and implement its new strategy over the next 3-5 years.

Mark then explained the changes made in the new *Strategy to 2020*. The Collaboration's vision has been changed; its principles have not. The mission has been strengthened and *Strategy to 2020* has been built on four new goals: 'Producing evidence'; 'Accessible evidence'; 'Advocating for evidence'; and 'Building an effective and sustainable organisation'. He then expanded on what had been done already in relation to starting to achieve these goals and what would be done in 2013-14. He said the organisation was in a

good position to implement what was an ambitious strategy and that there would be significant change within the organisation within the coming years. He reiterated the importance of all groups within the organisation working together in achieving the mission and goals in the strategy.

Luis Gabriel Cuervo asked about the new staff positions in the Central Executive Team and whether there was a policy on international candidates given the difficulty they may have in obtaining visas, etc. Mark responded by explaining the two positions already filled had been advertised in the international press and on the website in order to try to attract international candidates. He recognised the challenge for the Central Executive team to represent and reflect the international aspect of the organisation, and he confirmed that the Collaboration would facilitate work visas for those who needed them.

4.3 Editor in Chief's report - David Tovey

David's presentation looked both forward and backward. He outlined the new strategic goals and showed how editorial progress was being made against each one of them. Whilst the number of reviews continues to increase, the number of out-of-date reviews is also increasing. Reviews are becoming more challenging and complex, so time taken to publication is also increasing. Full-text access has risen by 25%, and he also reflected on the success of Cochrane Summaries, which has seen a massive growth in downloads for languages other than English. Looking at what's next, he explained how important it was to move towards open access, developing standards and continuing to improve the quality of reviews, highlighting that all new reviews are now pre-screened prior to publication. He also outlined what was in development including learning and professional development which relate to quality, relevance and timeliness.

4.4 Financial report - Mary Ellen Schaafsma

The Reports and Financial Statements had been circulated to all Cochrane entities 21 days in advance of the AGM as required. Mary Ellen Schaafsma thanked those who had assisted her in carrying out her responsibilities as Treasurer and gave a presentation which highlighted the Collaboration's financial position with high level information from the audited Financial Statements. She also provided a brief overview of the surplus and anticipated spending in the next financial year, and confirmed the current healthy balance of restricted and unrestricted funds. She said that The Cochrane Collaboration is very financially stable currently and this position gives an opportunity to use additional funds to position the organisation strategically to achieve its goals as set out in the *Strategy to 2020*. She said investments could be made at a significant level.

Ian Shrier asked if the payment for Co-Chair was included in the forecast and Mary Ellen confirmed it was not; Ian also asked for clarification on the royalty rates. Mark confirmed that the royalty rates were considerably improved in the new contract compared to previous years; and he clarified that due to audit requirements additional income from the contract signed with Wiley was spread over a number of years (the length of the contract).

Mary Ellen Schaafsma proposed approval of the Trustees' Report and Financial Statements for the previous financial year for the Charity and the Trading Company and the reappointment of Mazars; Julian Higgins seconded the proposal, a vote was taken on all three elements of the motion, and the motion was carried. Mary Ellen would sign the documents after this meeting on behalf of the Trustees, for submission to Companies House.

Action: Mary Ellen Schaafsma to sign the documents; Claire Allen to file them at Companies House.

5. Steering Group membership changes

5.1 Outgoing members: Jeremy thanked the outgoing members of the Steering Group: namely, Julian Higgins (Methods representative) and Liz Whamond (Consumer Network representative) for their many and varied contributions and hard work during their term as Steering Group members/trustees of the Collaboration. He introduced the incoming two new members, Anne Lyddiatt (Consumer Network representative) and Holger Schunemann (Methods representative).

Action: Claire Allen to update the records at Companies House.

Jeremy also thanked Jini Hetherington for her substantial contributions to the organisation and for being the 'glue' of the organisation for the last 20 years. The organisation would celebrate her retirement in various ways during the Colloquium. Jini received a standing ovation.

5.2 Appointment of Co-Chair: Jeremy Grimshaw explained that Jonathan Craig's Co-Chair term had ended. He explained an election process had taken place and a single nomination for Lisa Bero had been received. Lisa's appointment was unanimously supported by the Steering Group. Lisa had already served two terms on the Steering Group in previous years and had been involved in the Collaboration since 1993. She was supported in her nomination by Rachel Churchill, Holger Schunemann and Kay Dickersin. The appointment was approved by the members and Lisa took office.

6. Cochrane Trading Company Report and Financial Statements to 31 March 2013:

6.1 Directors: resignations and re/appointments

Jeremy Grimshaw advised that Rob Scholten had recently resigned as Director of the Collaboration Trading Company Limited, and Mark Davies had been appointed to replace him. Rob was thanked for his work on the Trading Company.

Action: Claire Allen to notify Companies House.

7. Adoption of the *Cochrane Strategy to 2020*.

Mark Wilson had introduced and explained the new *Strategy to 2020* in his report. Jeremy asked if there were any further questions by member representatives. There were none raised, so he moved to adopt the motion. Rachel Churchill proposed the motion and Mary Ellen Schaafsma seconded it. The *Strategy to 2020* was unanimously approved by the members. The contributions of Mark Wilson and Lucie Binder were specifically recognised, but also the contributions of all those who had provided feedback and comments.

*This concluded the formal part of the AGMs,
thus fulfilling the legal requirements governing charities registered in the UK.*

8. Open discussion.

No questions had been submitted via the website.

Brian Haynes questioned the increase in the reserves and asked if money would be put to good use to facilitate the organisation achieving its goals. Mark Wilson responded to Brian by confirming this was the case and that the Steering Group had also agreed to begin to use the strategic reserve funds to implement the *Strategy to 2020*. Mark had suggested the Collaboration's reserve could comfortably be £2 - £2.3 million GBP, allowing £3 - £3.3 million GBP to be used strategically by the organisation. He and the Steering Group had agreed in principle that £1 million should be set aside for Cochrane Innovations for investment to generate revenue for the organisation in the future. The remaining £2 million GBP will be used for 'game changers' (a plan set out in more detail in recent open access Steering Group papers) for projects to be considered over several years that would be one off investments to significantly change the capacities of the organisation.

Andrew Herxheimer asked about relationships between the Collaboration to drug and device regulatory agencies. He said that these organisations ignore evidence or use it selectively and are influenced by other considerations. The Collaboration should be influencing drug and device regulation and he would like the Collaboration to consider how these organisations can make more use of evidence and use it properly. Jeremy Grimshaw agreed with Andrew's point, and confirmed that the Collaboration would be more active in its external engagements, giving, as an example, the Collaboration's support for the All Trials Campaign.

Richard Wormald said he was conscious the members had just voted in the *Strategy to 2020* but he was interested in having more information about the Cochrane Review Group (CRG) review. He also requested more support centrally for entities. Jeremy Grimshaw said there is a strong commitment to enhance and diversify funding strategies. He suggested that in two or three years if we are not supporting entities more effectively that would be disappointing. David Tovey said that the *Strategy to 2020* held opportunities to reflect and consider the way in which the organisation works and to think about whether it affords the best chance of achieving the strategic goals. He reiterated that there are no pre-ordained outcomes for the CRG review and that there would be ample opportunities for both internal and external consultation.

Luis Gabriel Cuervo asked Mark Wilson to elaborate on how the organisation would welcome non-English speakers, and also what the strategy is to use the seat on the World Health Assembly. Mark said the only positions that were still to be recruited in the new structure are 'officer' positions which will be advertised across the Collaboration but because of the relatively low level of the jobs he did not expect very many international candidates to apply, although they were welcome to. He confirmed the interview panel for the new posts had not been multi-lingual (though they had been international), but that he would consider this for the future. Lisa Bero responded to the WHO question and said we had learned that we need more delegates, a more pro active approach and that there is a plan to develop a strategy for more effective participation in future.

Ian Shemilt asked that if, in order to be consistent in open access of trials, the Collaboration should work towards putting data and meta-data from reviews in the public domain in machine readable format. David Tovey responded saying that this was a crucial aspect of open access and the Collaboration was looking at this with our publisher, and no decision had been taken by the Steering Group. He said he agreed this needs to be considered in the move towards a more 'open access' environment.

Hannah Rothstein said she was excited by the described downstream activities outlined in the strategic plan but wanted to know how information from empty reviews could be fed into relevant agencies

(people in a position to fund primary research). David Tovey responded by saying that it is the question that is important, rather than whether a review is empty or not, and then a decision can be taken as to whether to inform primary research.

Barney Reeves asked how the organisation's financial model works going forward with open access: either royalties would be reduced or CRGs would be charged for publication. In either case, the publishing model has to change. Mark Wilson acknowledged it was a challenge and it wasn't known what level of impact an open access publishing model will have on the license revenue. He anticipated that the 'green' and 'gold' routes to open access publication introduced this year would begin to impact on revenues in early to late 2015. He stressed the importance of developing both new derivative products and services using Cochrane Innovations and a multiplicity of funding sources to replace a substantial proportion of the current license income (what is termed a 'mixed model'). David Tovey added that one certainty is that we will not go to a model where authors pay to publish.

9. Any other business.

There was no other business raised.

10. Presentation of Cochrane awards and prizes.

10.1 Chris Silagy Prize 2012: Jordi Pardo Pardo had been the recipient of the 2012 prize. Jordi presented the 2013 Prize to Sally Bell Syer and to Nancy Owens for having made "an extraordinary contribution to the work of the Collaboration" exceeding the expectations of their employment, which would not be recognised outside the scope of this Prize. Both Sally and Nancy had been identified by peers as consistently contributing to a spirit of collaboration.

10.2 Bill Silverman Prize 2012: David Moher presented the prize which "explicitly acknowledges the value of criticism of The Cochrane Collaboration, with a view to helping to improve its work, and thus to achieve its aim of helping people make well-informed decisions about health care by providing the best possible evidence on the effects of healthcare interventions" to Brett Thombs who accepted the prize on behalf of Michelle Roseman and her co-authors Erick Turner, Joel Lexchin, James Coyne and Lisa Bero, for their publication, 'Reporting of conflicts of interest from drug trials in Cochrane reviews: cross sectional study' (BMJ 2012;345:e5155 doi: 10.1136/bmj.e5155 (Published 21 August 2012)).

10.3 Kenneth Warren Prize 2012: Jonathan Craig presented the prize which "is awarded annually to the principal author of whichever systematic review, published electronically on The Cochrane Database of Systematic Reviews in *The Cochrane Library* and authored by a national living in a developing country, is judged to be both of high methodological quality and relevant to health problems in developing countries" on behalf of Nandi Siegfried, chair of the 2013 selection panel, to Charles Okwundu, author with the Cochrane HIV/AIDS Group, for the Cochrane Review, 'Antiretroviral pre-exposure prophylaxis (PrEP) for preventing HIV in high-risk individuals', co-authored with O Uthman and C Okoromah, published on The Cochrane Database of Systematic Reviews 2012, Issue 7. Art. No.: CD007189.

10.4 Anne Anderson Award 2012: Kay Dickersin introduced this award. The goal of the Anne Anderson Award is to recognize and stimulate individuals contributing to the enhancement of women's visibility and participation in the Cochrane leadership. The award is given to a member of The Cochrane Collaboration who has contributed meaningfully to the promotion of women as leaders and contributors

to The Cochrane Collaboration. After a presentation by Caroline Crowther to explain how her prize fund had been used by Sarah Manyame from Zimbabwe, Lisa Bero presented the award to Cindy Farquar. Cindy had been identified by her peers as contributing to or enhancing women's visibility within The Cochrane Collaboration, participating at a senior level in the Collaboration, and other accomplishments for the organisation. She gifted her prize fund to Dr Luisa Fajardo from Colombia.

Jeremy Grimshaw thanked everyone for attending, and drew the meeting to a close at 5.30 p.m.

Appendix 1 Attendees at the AGM during the Cochrane Colloquium in Quebec

Cochrane Centres

Australasian: Sally Green
Brazilian: Alvaro Atallah
Canadian: Erin Ueffing
Chinese: Youping Li
Dutch: Lotty Hooft
French: Philippe Ravaud
German: Gerd Antes
Iberoamerican: Ivan Solá
Italian: Roberto D'Amico
Nordic: Peter Gøtzsche
South African: Tamara Kredo
South Asian: Prathap Tharyan
UK: Martin Burton
US: Kay Dickersin

Cochrane Fields

Child Health: Lisa Hartling
Complementary Medicine: Eric Manheimer
Consumer Network: Catherine McIlwain
Health Care of Older People: Tracey Howe
Neurological: Teresa Cantisini
Nursing Care: Alan Pearson
Pre-hospital and Emergency Care: Patricia Jabre
Primary Health Care: Floris van de Laar

Cochrane Methods Groups

Adverse Effects: Andrew Herxheimer
Agenda and Priority Setting: Sally Crowe
Applicability and Recommendations: Joerg Meerpohl
Bias: David Moher
Campbell and Cochrane Economics: Ian Shemilt
Campbell and Cochrane Equity: Vivian Welch
Comparing Multiple Interventions: Tianjing Li
Individual Patient Data: Jane Tierney
Information Retrieval: Carol Lefebvre
Non-Randomised Studies: Barnaby Reeves
Patient Reported Outcomes: Henrica de Vet
Prognosis: Karel Moons
Prospective Meta-Analysis: Davina Ghersi
Qualitative and Implementation: Jane Noyes
Screening and Diagnostic Tests: Mariska Leeflang
Statistical: Joseph Beyene

Cochrane Review Groups

Acute Respiratory Infections: Liz Dooley

Airways: Emma Welsh
Anaesthesia: Nathan Pace
Breast Cancer: Annabel Goodwin
Back: Teresa Marin
Bone, Joint and Muscle Trauma: Haris Vasiliadis
Childhood Cancer: Elvira van Dalen
Colorectal Cancer: Henning Andersen
Consumers and Communication: Megan Pictor
Cystic Fibrosis and Genetic Disorders: Kerry Dwan
Dementia and Cognitive Improvement: Sue Marcus
Depression, Anxiety and Neurosis: Chris Champion
Developmental, Psychosocial and Learning Problems: Geraldine Macdonald
Drugs and Alcohol: Laura Amato
Ear, Nose and Throat: Jenny Bellorini
Effective Practice and Organisation of Care: Sasha Shepperd
Epilepsy: Rachael Kelly
Eyes and Vision: Richard Wormald
Fertility Regulation: Carol Manion
Gynaecological Cancer: Jo Morrison
Haematological Malignancies: Nicole Skoetz
Heart: Alma Adler
Hepato-Biliary: Christian Gluud
HIV/AIDS: Tara Horvath
Hypertension: James Wright
Incontinence: Muhammad Imran Omar
Infectious Diseases: Anne-Marie Stephani
Inflammatory Bowel Disease and Functional Bowel Disorders: Nilesh Chande
Injuries: Emma Sydenham
Lung Cancer: Corynne Marchal
Menstrual Disorders and Subfertility: Helen Nagels
Metabolic and Endocrine Disorders: Bernd Richter
Methodology: Karen Robinson
Movement Disorders: João Costa
Multiple Sclerosis and Rare Diseases of the Central Nervous System: Liliana Coco
Musculoskeletal: Peter Tugwell
Neonatal: Roger Soll
Neuromuscular Disease: Michael Lunn
Occupational Safety and Health: Jos Verbeek
Oral Health: Anne Littlewood
Pain, Palliative and Supportive Care: Anna Hobson
Peripheral Vascular Diseases: Marlene Stewart
Pregnancy and Childbirth: Frances Kellie
Prostatic Diseases and Urologic Cancers: Philipp Dahm
Public Health: Elizabeth Waters
Renal: Narelle Willis
Sexually Transmitted Infections: Marcela Torres
Schizophrenia: Clive Adams
Skin: Finola Delamere

Stroke: Peter Langhorne
Tobacco Addiction: Rafael Perera
Upper Gastrointestinal and Pancreatic Diseases: Karin Dearness
Wounds: Nicky Cullum

Central staff

Claire Allen	Javier Mayoral
Lucie Binder	Lorna McAlley
Maria Burgess	Catherine McIlwain
Jackie Chandler	Orla Ni Ogain
Tom Cracknell	Nancy Owens
Miranda Cumpston	Juliane Ried
Irfan Dawood	Jacob Riis
Liz Dooley	Hilary Simmonds
Jini Hetherington	Caroline Struthers
John Hilton	Doug Salzwedel
Martin Janczyk	Anupa Shah
Henrik Helmø Larsen	Jessica Thomas
Toby Lasserson	Sera Tort
Anne Littlewood	David Tovey
Harriet MacLehose	Marialena Trivella
Chris Mavergames	Mark Wilson

Cochrane Innovations

Lorne Becker	Juliane Ried
Karen New	Denise Thomson

Collaboration Trading Company

Lorne Becker	Rob Scholten
Donna Gilles	

Apologies

Rehabilitation and Related Therapies Field
Vaccines Field