



Governing Board OPEN ACCESS

Schedule	Wednesday 23 June 2021, 8:00 PM — 9:00 PM BST
Description	<p>Videoconference to be opened 15 minutes early for an informal 'coffee round' for those who would like to attend.</p> <p>Los Angeles (USA - California) Wednesday, 23 June 2021, 12:00:00 Ottawa (Canada - Ontario) Wednesday, 23 June 2021, 15:00:00 Buenos Aires (Argentina) Wednesday, 23 June 2021, 16:00:00 London (United Kingdom - England) Wednesday, 23 June 2021, 20:00:00 Copenhagen/Barcelona Wednesday, 23 June 2021, 21:00:00 Tel Aviv (Israel) Wednesday, 23 June 2021, 22:00:00 Melbourne (Australia - Victoria) Thursday, 24 June 2021, 05:00:00 Auckland (New Zealand - Auckland) Thursday, 24 June 2021, 07:00:00</p>
Notes for Participants	<p>Board members must declare conflicts of interest related to their role on the Board, which are published on the Cochrane Community website and are updated annually or when circumstances change:</p> <p>https://community.cochrane.org/organizational-info/people/conflict-interest/board. All meeting participants are also required to declare any possible material interests that could give rise to conflict in relation to any item under discussion at the start of each meeting. All interests so disclosed are recorded in the minutes. Conflicted members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.</p>
Organiser	Veronica Bonfigli

Agenda

1. Welcome, Apologies, Declaration of Interest, Board Code of Conduct and Board Charter
Presented by Tracey Howe and Catherine Marshall

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2. Approval of the Minutes from 22 April and 20 May 2021 [RESTRICTED ACCESS SUPPORTING DOCUMENTS]


Presented by Tracey Howe and Catherine Marshall

3. Actions Arising not otherwise covered by the Agenda

4. Strategy for Change [OPEN ACCESS SUPPORTING DOCUMENTS]

For Information - Presented by Judith Brodie

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 GB-2021-67 Strategy for Change 2021 APPENDIX 1 [OPEN ACCESS SUPPORTING DOCUMENT].pdf	9
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5. Any Other Business

Presented by Tracey Howe and Catherine Marshall

6. Closed Session (Trustees only)

6.1. Recruitment of permanent CEO

7. Date of next meeting: 20 July at 20:30-22:00 BST

Presented by Tracey Howe and Catherine Marshall



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: Decision & Discussion items

Title:	Strategy for Change
Paper Number:	GB-2021-67 Strategy for Change (with Appendix 1)
From:	Judith Brodie Interim CEO
People Involved in the developing the paper:	SMT, Co-chairs
Date:	18 June 2021 for Consideration at 24 June 2021 Board meeting
For your:	Decision
Access:	Open Access

Executive summary

This paper presents a draft Strategy for Change for Board discussion and decision.

Background and context

Cochrane's previous strategy covered the period to 2020. Over the past more than a year considerable consultation was undertaken across the Cochrane network and communities towards a new long-term strategy. At the 8 March Board meeting, the Board indicated "that there was no immediate rush to complete the [Strategic] Framework given the impending decision on OA [Open Access] and NIHR [National Institute for Health Research] funding." and the Board later agreed to extend the existing strategy to 2021.

Further challenges and changes have occurred in recent months internally and externally, and on appointment the interim CEO was asked to prioritise developing a 1-page Strategy for Change to take Cochrane through the upcoming period of transition. This will provide the critical framework for a programme of review and reorganisation to shape a leaner and more sustainable Cochrane. It will also allow a new permanent CEO to shape and build the next long-term strategy.

Issues

In developing the Strategy for Change (Appendix 1)

- It was drafted to build on the considerable consultation that has taken place towards the new Strategic Framework, as well as Council feedback this year
- SMT members reviewed it thoroughly and commented – which has shaped the draft proposed, and has strong support from them
- The key principles are drawn from the founding principles
- It was designed to ensure a hierarchy of objectives, i.e. that we deliver the Vision through the Mission; we deliver the Mission through the three goals; we deliver the goals through the objectives for change and the enabling objectives.
- the objectives will form the basis of operational workplans.

Strategy Implications: Given the extensive consultation and feedback that informs the Strategy for Change, it is recommended here for agreement and will then be shared widely across Cochrane. There is clearly a sense of urgency to progress the changes needed and having this agreed will be a key step in support of that.

Implementation considerations: The Strategy for Change will be the key reference point as we go through the review and re-organisation in the coming months. It will ensure Cochrane takes decisions that are in line with our goals and objectives and aligned to our principles. It is clear, from the many conversations the interim CEO has had before and since starting, that there is a pressing need for this “guidestar” to provide a crucial reference point as we embark on the change programme.

Financial Implications: The financial implications are wide-ranging, and delivery of the Strategy for Change should result in a leaner, fitter, more agile Cochrane.

Risks and Other Issues: Not adopting a Strategy for Change or delaying means that key decisions in relation to changes that need to happen may be taken without the appropriate frame of reference, and so may not be coherent or appropriate or sustainable.

Recommendations

The Board is recommended to discuss and agree the Strategy for Change for the next two years.

Next steps

Once the Strategy for Change is agreed it will be widely shared across Cochrane and be used to frame the review and reorganisation that we are embarking on.

Strategy for Change: 2021-2023

Our Vision	Our vision is a world of better health for all people where decisions about health and health care are informed by high-quality evidence			
Our Mission	We are an independent, diverse, global organization that collaborates to produce trusted synthesized evidence, make it accessible to all, and advocate for its use			
Key Principles	COLLABORATION Underpins everything we do locally and globally	RELEVANCE The right evidence at the right time in the right format	INTEGRITY Independent and transparent	QUALITY Reviewing and improving what we do to remain the best
Our Goals	GOAL 1: Producing trusted evidence To produce trusted and timely synthesized evidence addressing the most important questions for health decision making	GOAL 2: Advocating for evidence To be a leading global advocate for evidence-informed health and social care	GOAL 3: Informing health and social care decisions To inform health and social care decisions by making our evidence accessible, usable and available to all	
Objectives for Change	We will deliver Goal 1 by: 1. Changing our systems and processes to enable more rapid responses to key global health questions that the users of our evidence have helped to define 2. Developing simpler and shorter approaches to evidence synthesis to ensure relevance and timeliness	We will deliver Goal 2 by: 3. Pursuing activities and partnerships that support our advocacy for evidence-informed decision-making and integrity in research	We will deliver Goal 3 by: 4. Making all Cochrane Reviews Open Access by 2025 at the latest without placing the financial burden on review authors 5. Developing new review formats that provide users with the evidence they need to make decisions, delivered in a timely and accessible way to a high standard	
Enabling Objectives	<p>Our Objectives for Change will be enabled by:</p> <p>Improved efficiency Reducing editorial and production complexities, and simplifying organizational structures, to support global collaboration and sustainability for Cochrane Groups and the Charity</p> <p>Financial sustainability Designing and starting the transition to a radical new organizational business model that reflects expanded fundraising activities, to support our Open Access ambitions</p> <p>Increased awareness and impact Increasing the visibility and profile of Cochrane globally; and improving how we demonstrate value and impact to decision-makers and funders</p> <p>Enhanced accountability Improving organizational diversity and inclusion; and making a commitment through the evidence we produce and how we collaborate to addressing global health priorities and reducing global health inequities</p>			