

Cochrane Governing Board Meeting

| | |
|-------------------------------|---|
| Schedule | Tuesday 14 March 2023, 7:30 PM — 9:00 PM GMT |
| Venue | Zoom: https://cochrane-org.zoom.us/j/83411874797?pwd=ZU1ySS9QQXN5YThvZkE3SGRkYk9JUT09 |
| Description | 19.30- 19.40 GMT: Coffee 19:40 - 21.00 GMT: Main business https://www.timeanddate.com/worldclock/meetingtime.html?day=14&month=12&year=2022&p1=137&p2=75&p3=188&p4=51&p5=136&p6=37&p7=56&p8=676&p9=237&p10=152&p11=22&p12=103&iv=1800 |
| 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.</p> <p>All Trustees and senior staff must also declare interests once a year in a more comprehensive form, which are kept by the Central Executive Team in a Register of Interests.</p> <p>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> <p>Download a PDF version of the agenda pack from cochrane.azeusconvene.com.</p> <p>Comments and Questions:</p> <p>> Convene agenda packs can be annotated with private notes, which are not shared and serve as aide-memoire; or as comments and questions seen by everyone with access to the</p> |

agenda that are designed to support the in-person discussions at Board meetings

> Everyone should be careful to make sure these shared written comments - as 'sticky notes' on the agenda – don't obscure the text of the papers





> The Co-Chairs will review all written comments received one day in advance of a teleconference and decide which ones are material to the discussion, and will therefore be picked up during the meeting in advance of any vote








> Other comments and questions will be answered as written responses on the agenda by ELT, Head of Governance or Co-Chairs, either before the meeting or within one week of the meeting finishing depending on the number and nature of the comments

Organiser

Lucy Johnson-Brown

Agenda

| | | |
|---------|---|----|
| 7:30 PM | VIRTUAL COFFEE (10 MINS) | 1 |
| | OPENING BUSINESS: | 2 |
| 7:40 PM | 1. Welcome, Apologies, Declarations of Interest & Purpose of the Meeting Presented by Tracey Howe | 3 |
| | 2. Approval of the Agenda For Decision - Presented by Tracey Howe | 4 |
| |  A Code of Conduct for Trustees_Aproved 22Mar18.pdf | 5 |
| |  B Governing Board Charter_Aproved 22Mar18 Updated 2020.pdf | 8 |
| |  C Strategy for Change Board decision-making framework 25April22.pdf | 11 |
| |  D DRAFT GB papers definitions.docx | 13 |
| | SUBSTANTIVE BUSINESS: | 15 |

| | | |
|---------|---|----|
| 7:45 PM | 3. Cochrane Strategy Proposal 2024-2027 For Discussion - Presented by Catherine Spencer | 16 |
| |  Strategy proposal 2024-2027 cover sheet 2023_03_14.docx | 17 |
| |  Strategy proposal 2024-2027 2023_03_14.docx | 19 |
| |  Ecosystem mind map_2023_03_14.pdf | 20 |
| |  Ecosystem slides 2023_03_14.pptx | 21 |
| |  Ecosystem summary_2023_03_14.pptx | 30 |
| | Vote Resolution That the governing board agrees to : <ul style="list-style-type: none"> • Set up a strategy working group • Works with Tracey Barr a strategy consultant • Considers a session with external experts as part of the strategy process • Reviews revisions and work in the May Board Meeting • Between May-June communicates with the Community • Prepares the strategy in time for the Cochrane Colloquium in September 2023 | |
| | Approved on 14 Mar 2023 | |
| <hr/> | | |
| 8:25 PM | 4. Development Directorate Update For Discussion - Presented by Gavin Adams | 31 |
| |  Development Directorate Update 2023_03_14.docx | 32 |
| <hr/> | | |
| 8:45 PM | 5. Terms of Reference for the Fundraising Committee For Decision - Presented by Gavin Adams | 36 |
| |  Fundraising Committee Terms of Reference 2023_03_14.docx | 37 |
| | Vote To approve the Terms of Reference for the Fundraising Committee | |

Approved on 14 Mar 2023

| | | |
|---------|---|----|
| 8:50 PM | 6. Oral update from the Editor in Chief | 40 |
|---------|---|----|

For Information - Presented by Karla Soares-Weiser

| | | |
|--|--|----|
| | 7. Date of next meeting: 21 March 2023 | 41 |
|--|--|----|

Governing Board: Discussion Paper

| | |
|---|--|
| Title: | Development Directorate Update |
| Previous papers submitted on this topic: | N/A |
| Paper Number: | GB-2023-02 |
| From: | Gavin Adams (Director of Development) |
| People Involved in the developing the paper: | - |
| Date: | 3 March 2023. For Consideration at Governing Board meeting held on 14 March 2023 |
| For your: | DISCUSSION |
| Access: | Open |

1 Purpose:

The purpose of this paper is to provide the Governing Board with an update on key activities within the Development Directorate since October 2022.

A separate paper recommends the approval of the Terms of Reference for the proposed Fundraising Committee.

2 Background and context:

The Development Directorate is a relatively new structure within Cochrane, having been agreed during the organisational restructure of 2021/22.

3 Issues & ideas:

Key developments which have taken place within the Development Directorate since October 2022 include:

Engagement, Learning and Support

Colloquium update:

Planning for the colloquium continues at a pace. We are making good progress on the keynote speakers and hope to release communications around certain speakers over the coming weeks and months to generate further interest in the event. Abstract and workshop submissions have been open during February and will close at the beginning of March. We always receive a large proportion of submissions in the final hours before the deadline, but metrics show that we are tracking currently at the same rate at Edinburgh 2018.

The registration process is now open and the first registrations are starting to come in. The deadline for early bird registration is June, and as we get closer to that we will get a better understanding of overall delegate numbers expected. TFI, the professional conference organiser we work with, is working on sponsorship opportunities for us. We have agreed a long list of potential sponsors for them to work with

and they are now making approaches. If any Board member has connections with a potential sponsor who we might not have considered, please do get in touch with the team.

Professional membership

We made good progress developing our thinking on professional membership after the Barcelona meeting and recently we have decided that this would benefit from advice from a professional membership consultant, as we are creating a membership offering from scratch and there is a lot to learn from other organisations (both successes and failures). As a result, we have engaged a membership consultancy to do a short piece of work for us that analyses our various offerings and ideas and helps us develop a value proposition for this scheme. We hope this will move us forward significantly and give us something more tangible to use in market research.

Fundraising

There is a need to attract funds immediately for Cochrane's thematic groups and to take advantage of prestigious tenders, thus we have focused on securing money immediately while simultaneously developing the fundraising strategy. This immediate work has added to our understanding of the fundraising landscape and will be used to inform the strategy. Key updates since the last Governing Board meeting include:

- Cochrane's Editor-in Chief and the Director of Development have been working closely with an internationally recognized financial development consultant, Erik J. Daubert, MBA, ACFRE, to create a **Financial Development Strategy** for Cochrane's future. We have fortnightly meetings with Erik and report back to Catherine Spencer and our ELT colleagues. We will create a plan aligning fundraising goals and objectives with the Cochrane Strategic Plan to help ensure our financial objectives are met in the future. We are hoping that Erik will present to the March meeting of Cochrane's Fundraising Development Committee and, subsequently, to the face-to-face Governing Board meeting in May.
- **Fundraising Committee** – A terms of reference has been developed to establish a Fundraising Committee to support the work of the Development Directorate. It is proposed that the Committee comprises Trustees and external stakeholders. The terms of reference accompany this paper.
- A **General Case for Support** has been developed and has been considered by the Co-Chairs. This will form the basis of approaches to any and/or all of the funders listed above. Further work is being undertaken to better demonstrate Cochrane's impact. An updated draft will be presented at the March meeting of the Fundraising Committee.
- Recruitment for a new Head of Fundraising commenced in January 2023. Shortlisting has been completed with interviews scheduled to take place in March. We are on track to have this position filled by July/August 2023, with a full Fundraising team recruited by end Quarter 3, 2023.
- We have been advised that we have been successful in winning a tender bid to establish a Research Commissioning Centre (RCC) in the UK. The tender process was administered by the UK's Foreign, Commonwealth & Development Office (FCDO). The bid itself was led by 3ie which will be the lead organisation in a consortium to establish the RCC. Cochrane is one of 21 organisations making up the consortium.

The overall budget allocation is £22.3m over a 5-year period, with £4.8m allocated towards admin and the development of an RCC website.

As a partner in the consortium, this means that Cochrane is part of a pool of organisations which will be invited to make a bid for any of the 10 research calls which will be made over the next 24 months. Three of these calls will be of particular interest to Cochrane:

- Learning Lessons and Accelerating Recovery from Covid
- Women and Girls Priorities
- OneHealth Evidence and Knowledge Platform

There has been no public announcement of this award, as yet, as it is still subject to embargo.

- **Work is being undertaken to develop Cases for Support for the following Thematic Groups:**

- Maternal, Newborn and Child Health
Significant work has been undertaken in developing this Case for Support. It is likely that the document will be approved by the Thematic Group at its meeting on 22nd March. It is planned that the bid will be submitted to the Gates Foundation and is currently valued at c. US\$1.7m. The Director of Development and Editor-in-Chief will be meeting with World Health Organization representatives on 28th March to seek their endorsement of the bid before submission to Gates.
- Global Ageing
A Case for Support for the Global Ageing Thematic Group is almost complete. This bid will be submitted to the World Health Organization and is likely to be valued at c.£180k.
- Health Equity
The development of a Case for Support for the Health Equity Thematic Group is well underway. A final draft will be submitted to the Group in late-March or early-April for their approval. Work is being undertaken to identify potential funders of the Group's work.
- Vascular Diseases
A draft Case for Support for this Thematic Group has been developed. It is likely that approaches will be made to four UK-based universities and the British Heart Foundation. The Group will meet again in late-March/early-April.
- Person-Centred Care, Health Systems & Public Health
A first Fundraising meeting of this Thematic Group is scheduled for 15th March.
- A bid has been developed to support attendance at the London Colloquium by delegates from Low and Medium Income Countries. Bids have been submitted to the following funders:
 - Allan and Nesta Ferguson Charitable Trust
 - Africa Research Excellence Fund (AREF)
 - Association of Commonwealth Universities
 - British Council
 - Doris Duke Charitable Foundation
 - European and Developing Countries Clinical Trials Partnership (EDCTP)
 - Hamish Ogston Foundation
 - Royal Society
- Evidence Champions
We have drafted an Evidence Champions project bid which will establish an educational and public engagement programme that, over the course of three years, will (i) recruit a cohort of 300 "Evidence Champions" to promote the understanding and use of reliable health information in the UK; (ii) train them in the principles of Evidence Based Medicine,

Critical Appraisal Skills, Shared Decision Making and social media skills; (iii) support the champions to cascade their learning, and share trusted health evidence to support informed decision making, thus addressing the 'infodemic' for a lay audience; (iv) evaluate the impact of the programme, and publish the results so that Cochrane and other health organisations can scale up this approach contributing to an educated public who can make informed treatment decisions, leading to better health.

Ten potential funders have been identified and we will submit applications to two or three of these by end-April 2023.

Communications

- Harry Dayantis took up his post as Head of Communications on 12th December 2022. Harry brings a wealth of experience to Cochrane, including a strong background in science communications. Harry has held similar roles at the UK-based innovation foundation, NESTA, as well as the Francis Crick Institute and The King's Fund.
- Harry has begun to plan for the development of Cochrane's Communications Strategy which will include both internal and external communications. The review of our web infrastructure will form a key part of this Communications Strategy.
- A process is underway to recruit an Internal Communications Manager to the organization. It is likely that the role will be filled in May/June, with the role focusing on internal communications within the Central Executive Team and the Cochrane Community. Further recruitment will take place in the coming months.

4 Next steps:

- Cochrane Case for Support to be finalised and shared with the Governing Board
- Pregnancy & Childbirth Thematic Group – case for support to be submitted to Bill & Belinda Gates Foundation (and potentially other funders)
- Global Ageing bid to be submitted to World Health Organization
- First meeting of Fundraising Committee on 20th March
- Recruitment for Head of Fundraising to ongoing until end-March 2023
- Fundraising Strategy to be developed and considered by Governing Board in May 2023
- Communications Strategy to be developed by end June 2023
- Communications Team vacancies to be filled by end June 2023

Governing Board: Decision Paper

| | |
|---|---|
| Title: | Draft Terms of Reference for the Fundraising Committee |
| Previous papers submitted on this topic: | N/A |
| Paper Number: | GB-2023-03 |
| From: | Gavin Adams (Director of Development) |
| People Involved in the developing the paper: | - |
| Date: | 3 March 2023. For Consideration at the Governing Board meeting held on 14 March 2023 |
| For your: | APPROVAL |
| Access: | Open |

1. Purpose:

This paper recommends the approval of the Terms of Reference for the proposed Fundraising Committee.

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Committees (Sub-Committees), and to delegate to these Committees authority to undertake its duties or functions as required. Non-members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Committee.

| Committee | Fundraising Committee |
|-------------------|--|
| Purpose | <p>The Fundraising Committee is a formal sub-committee of the Governing Board, intended to provide support and oversight of, the fundraising work of the organisation, scrutinising in detail, on behalf of the Board of Trustees, the strategies, plans and any significant funding bids submitted by Cochrane, ensuring these are in line with the aim and objectives of the Organisation and the strategic direction as agreed by the Governing Board.</p> <p>The Fundraising Committee will:</p> <ul style="list-style-type: none"> - Support in Identifying leads and act as a sounding board - Actively ask questions and provide constructive criticism on all activities and proposals for development work. - Ensure strategies and plans are periodically reviewed and assessed - Report at least annually to the Governing Board. |
| Membership | <p><i>Voting (Governing Board members):</i></p> <ul style="list-style-type: none"> • Catherine Marshall (Governing Board Co-Chair) |

| | |
|---|---|
| | <ul style="list-style-type: none"> • Gillian Leng • Wendy Levinson (Fundraising Committee Chair) <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> • To be discussed and agreed at first Fundraising Committee meeting |
| Remit | <p>The remit of the Fundraising Committee covers three principal areas:</p> <p>1. Leadership</p> <ul style="list-style-type: none"> • Committee members will act as ambassadors for Cochrane's Fundraising Initiative, sharing agreed communications with both internal and external audiences. <p>2. Advice</p> <ul style="list-style-type: none"> • To provide advice to the Executive Team. Advice may be sought from the Committee on any issue, but examples include how best to engage with current and potential funders, <p>3. Assurance & scrutiny <i>[Note: the Committee is not a decision-making body]</i></p> <ul style="list-style-type: none"> • To ensure the Governing Board is fully informed and able to exercise its responsibilities for stewardship, governance, and risk management of Cochrane'. • Reviewing of all major bids • Collaborating with the Finance Audit and Review committee to ensure compliance with contract terms and delivery |
| Quorum | Quorum will be a minimum of three voting members. |
| Meetings | <ul style="list-style-type: none"> • Meetings shall be held not less than three times a year. • Special meetings of the Fundraising Committee may be convened as and when required. • The proceedings of all meetings will be minuted. • A quorum for any meeting will be three voting members, at least two of whom must be a Board member. • All matters are decided by a simple majority vote. • The agendas for meetings shall be agreed by the Chair in consultation with the Director of Development. The Director of Development is responsible for co-ordinating and circulating any supporting papers. • Meeting papers and other relevant documentation will be made available via email or online with protected access. • Every effort will be made to allow members of the Fundraising Committee at least one week to review supporting papers before the date of the meeting. |
| Membership, Reporting and Assurance Arrangements | <ul style="list-style-type: none"> • The Fundraising Committee will report to every meeting of the Governing Board. • There will be up to five voting members of the Fundraising Committee, with relevant experience, as follows: |

| | |
|---------------------------------|---|
| | <ul style="list-style-type: none"> ○ Three of the Trustees, one of whom who will act as Chair of the Committee, and two other Trustees. ○ Up to two external professionals • Members of the Fundraising Committee will be appointed for an initial two-year term of office, renewable for a further term of two years. • Staff from the Development Team and/or other Teams will attend and contribute to meetings of the Fundraising Committee, acting in an advisory capacity, but will not have voting rights. • The Governing Board shall appoint from amongst its numbers a Trustee to be a member of, and Chair, the Fundraising Committee. • The Chief Executive, Editor-in-Chief and Director of Development will be ex-officio members of the Fundraising Committee and shall be invited to attend meetings of the Committee and contribute but will not have voting rights. • Two Development professionals, who may or may not be part of the Cochrane Community, will be recruited following external advertisement of the position. • At each meeting, every member will make a declaration of any real or perceived competing interests and these will be recorded. |
| Secretary | <ul style="list-style-type: none"> • A nominated member of the Development Team will act as secretary to the Committee. |
| Review | These Terms of Reference will be reviewed annually and a recommendation made to the Board to cover a) any changes b) whether the committee should be continued or disbanded, and c) successes or challenges in fulfilling the Terms. |
| First prepared | November 2022 |
| Last updated | |
| Governing Board approved | |

2. Recommendations

The Governing Board approves the Terms of Reference

3. Resolution

That the Governing Board approves the Terms of Reference for the Fundraising Committee

Yes/No/Abstain