

Meeting of the Centre & Branch Directors Board

Minutes

The King's Fund, London
Monday 4th (09:00 – 17:00) & Tuesday 5th (14:00 – 17:00) April 2016

CHAIRS:

Joerg Meerpohl, Steering Group representative
Mark Wilson, Chief Executive Officer

MINUTES:

Minutes: Lorna McAlley, Executive Assistant to the CEO, Central
Executive Team



ATTENDING:

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| 1. António Vaz-Carneiro (Cochrane Portugal) | 17. Lotty Hooft (Cochrane Netherlands) |
| 2. Barbara Nussbaumer (Cochrane Austria) | 18. Malgorzata Bala (Cochrane Poland) |
| 3. Bernard Burnand (Cochrane Switzerland) | 19. Maria Regina Torloni (Cochrane Brazil) |
| 4. Dónal O'Mathúna (Cochrane Ireland) | 20. Mark Helfand (Cochrane US) |
| 5. Erik von Elm (Cochrane Switzerland) | 21. Mark Wilson (CEO) |
| 6. Gabriel Rada (Cochrane Chile) | 22. Martin Burton (Cochrane UK) |
| 7. Gerald Gartlehner (Cochrane Austria) | 23. Nancy Santesso (Cochrane Canada) |
| 8. Gerd Antes (Cochrane Germany) | 24. Prathap Tharyan (Cochrane South Asia) |
| 9. Giordano Pérez-Gaxiola (Cochrane Mexico) | 25. Roberto D'Amico (Cochrane Italy) |
| 10. Hyeong Sik Ahn (Cochrane Korea) | 26. Sally Green (Cochrane Australia) |
| 11. Irena Zakarija-Grkovic (Cochrane Croatia) | 27. Steve McDonald (Cochrane Australia) |
| 12. Jacqueline Ho (Cochrane Malaysia) | 28. Tamara Kredo (Cochrane South Africa) |
| 13. Joerg Meerpohl (Cochrane Germany) | 29. Tianjing Li (Cochrane US) |
| 14. Karsten Jørgensen (Cochrane Nordic) | 30. Xavier Bonfill (Cochrane Iberoamerica) |
| 15. Kay Dickersin (Cochrane US) | 31. Peter Gøtzsche (Denmark) |
| 16. Ken Kuo (Cochrane Taiwan) | 32. Holger Schünemann (Canada) |

Also in attendance: Lucie Binder (Senior Advisor to the CEO), Chris Champion (Senior Programme Manager), Julie Wood (Head of Communications & External Affairs) and Lorna McAlley (Executive Assistant).

STRUCTURE OF THESE MINUTES:

These minutes provide a detailed record of the items discussed at the meeting, which were as follows:

1. Welcome, apologies, approval of the agenda
2. Issues arising from previous minutes, not on the agenda
3. Report from Steering Group (CSG) representatives and the Centre Directors' Executive
4. Forthcoming meetings
5. *Strategy to 2020*: Priorities for 2016 and plan for the future
6. Structure & Function Review
7. Governance Reform: Report from the Steering Group Co-Chairs
8. Interactive exercise: What does success look like for Centres and Branches in 2020?
9. Board only time (not minuted)
10. Cochrane Membership scheme
11. Meeting wrap up and a discussion of next steps
12. Any other Business

One decision was taken as follows:

The CBDs agreed to meeting during the morning of Sunday 23rd October, at the Seoul Colloquium, with the possibility of extending to the afternoon.

Seven action items were recorded and would be reported on at the 2016 Colloquium meeting in Seoul, and were as follows:

- Lucie to upload all the resources from this meeting into Dropbox so that they can be accessed.
- Structure & Function: CBDs agreed to the process of a further review period of 14 days to provide feedback on the 'conceptual document' (Centres & Branches Structure & Function Review - Draft - 3.3) after which approval of the final document would be made via blind Doodle poll.

- Structure & Function: CBDs Exec to put out a call and ask for volunteers to form a Working Group providing feedback to create a shorter Memorandum of Understanding – within the next 6-8 weeks.
- Governance: Cindy to take the CBDs suggestions for a Council member to be on both the Council and the Board to the CSG for consideration, as well as the request to consider other mechanisms to bridge the gap between the Council and the Board.
- Joerg to feed back to CSG on the urgency of addressing all the work that was being done by Centres and other Cochrane Groups that was wasteful in terms of it not feeding back into the Cochrane Library.
- Joerg would feed back to the CSG on the strength of feeling on the matter of avoiding reserves investment in pharmaceutical companies, and the institutional risk to Cochrane.
- CBDs Exec invite the Co-Eds Exec to hold a joint meeting to discuss shared issues.

Acronyms used in these minutes:

- **CBDs:** Centre and Branch Directors
- **CBDs Board:** Centre and Branch Directors Board
- **CBDs Exec:** Centre and Branch Directors Executive
- **CET:** Central Executive Team
- **MoU:** Memorandum of Understanding
- **KT:** Knowledge Translation
- **S&F:** Organizational [Structure & Function reviews/project](#)

MINUTES:

1. Welcome, apologies, approval of the agenda

Mark welcomed everyone to the meeting. Apologies had been received from Alvaro Atallah, Martin Meremikwu, Gerard Urrútia and Liliya Ziganshina. The agenda was approved. For the benefit of new members, the CBDs introduced themselves and stated their affiliations.

2. Approval of previous meeting minutes and actions arising not noted elsewhere on the agenda

Lorna received the following amendments to the CBDs minutes from their meeting held Saturday 3rd October 2015, at the Vienna Colloquium: i) Peter requested that documents were sent well in advance of meetings and that abbreviations were avoided in the minutes; ii) Jacqueline Ho noted a misspelling of her name; iii) Lotty corrected that she would not be stepping down from the CBDs Exec next year. Lotty also noted a misspelling of her name.

With the amendments outlined above acknowledged, the minutes were approved.

Matters arising from the Vienna minutes:

- Mark reported that almost all the actions were completed, although he apologized for the slow development of the Equity & Diversity Task Force. He explained that at the ETF's first meeting it was decided that the parameters should be wider than those originally set and that it should be an equity and diversity group advising the CSG and CET on a whole range of issues.
- Peter stated that whether research should be considered a core function of Centres should be a decision made by Centre Directors and not the CSG. Mark agreed.
- Peter questioned the ethics around allowing the chosen investment fund advising consultancy, CCLA, to invest some of Cochrane's reserve funds in pharmaceutical companies. He suggested Cochrane could invest the money ourselves – and made a plea to not allow investment in the drug industry. Mark responded that the CSG had agreed to use money to invest in CCLA in an ethical fund which was blind to Cochrane (meaning Cochrane had no way of adjusting or influencing the investment fund choices they make). He clarified that no significant investment had been made yet in CCLA as the CSG want to ensure the reserve position had been adequately set up prior to any investment. Peter requested the matter be tabled under Any Other Business (AOB).

3. Report from Steering Group (CSG) representatives and the Centre Directors' Executive: Joerg

Joerg reported back on the Vancouver meeting to approve the financial plan & budget for 2016. The Co-Chairs had sent a note out relaying the decisions:

- The 2016 proposed budget was approved, funding for core activities had a minor increase of 1%.
- The 2016 targets were all approved, with the exception of the PLS target, which had been reworked and would be discussed by the CSG.
- Funding requests were approved in full, in particular Cochrane Africa Network.
- The Partnership strategy was approved.
- The Quality Strategy was approved.
- The development of a Knowledge Translation strategy was approved.
- The Strategic Methods Fund was approved.
- Cochrane Response was approved (a project from Cochrane Innovations).
- Cochrane's Governance Review would be discussed later in this meeting, with Cindy Farquhar.
- Structure and Function reviews of Cochrane Groups we approved.

Report from CBDs' Executive:

Steve welcomed new members (Giordano, Tianjing, Rintaro, Irena) and noted that he, Tamara and Gerard would be stepping down from the Executive.

4. Forthcoming meetings:

Seoul Colloquium, October 2016:

Ahn explained that the Seoul Colloquium website was online. The CBDs Board meeting would be held on Sunday 23rd October.

Steve explained that rather than full day meetings of groups there would be shorter meetings. He welcomed suggestions on when and how long the CBDs should meet for and explained that there were many workshops available on Sunday 23rd October. The floor opened for questions and it was agreed that the CBDs would meet, for at least half a day.

Mark W thanked Steve and Ahn for all their work on preparations for the Colloquium.

DECISION: The CBDs agreed to meeting during the morning of Sunday 23rd October, at the Seoul Colloquium, with the possibility of extending to the afternoon.

Mid-year meeting, April 2017:

Mark informed that the 2017 Mid-Year Meeting would be held in Geneva, in connection with meetings being held by the WHO, to further tie in and cement our partnership with them. WHO would be co-organizing. The meeting would be held in the week commencing Monday 3rd April 2017.

Global Evidence Summit, September 2017:

Mark W explained that in 2017 there would not be a Colloquium but a shared Global Evidence Summit, with a view to leading the evidence agenda in a high profile way in terms of advocacy and messaging. The Summit would be held between 10th – 16th September. Cochrane South Africa would be hosting the event, along with The Campbell Collaboration, The International Society of Evidence Based Health Care (ISEHC), Guidelines International Network (G-I-N) and Joanna Briggs Institute (JBI).

- Tamara said much support from the Central Executive Team would be required to make sure the partners were working collaboratively. Several meetings had been held so far. Logos and strap lines had been agreed, agreements were in process, and identifying and inviting high level speakers for the meeting was ongoing. There would be an equity focus, which was appropriate given its based in Africa. The event would be announced at five conferences this year. Roll out of announcements would occur in June.

- Gerd noted this event would be complex and asked who was responsible financially if there was a financial deficit from the event. Tamara explained this was being ironed out in the MOUs being drafted between the partner organizations. Mark W noted that, as the largest organization involved, Cochrane would be shouldering a larger share of the costs.
- Taddy asked if there could be a consumer focus.
- Antonio asked for clarification about whether this event would replace the Colloquium, and that if so would Cochrane's content be diminished. Mark W responded that it would replace the Colloquium, and that the thrust of the event was outward focused and it would not have a Cochrane oriented business approach. The Summit was not a "Colloquium plus". However, the Colloquium review did propose that such an event, if successful, might happen once every 5 years. This would be evaluated after the pilot.
- Tamara added that the intention was not a diminishment of the scientific program but rather the best of the five organizations. The ethos was to be more open.
- Gerald supported the idea and asked whether the other organizations had the same Conflict of Interest (COI) policies as Cochrane. Mark W responded that this would be integrated into the agreements with them.
- Joerg noted that International Congress on Peer Review and Biomedical Publication was being held from 10-12 September in Chicago and therefore conflicts with the 11-16 September dates. He asked if there was awareness of this clash. Tamara said at the time of booking this was no clash with known conferences or religious holidays.
- Gerd asked if there was an overall chair for the event. Tamara explained that she was chairing the local organizing committee, and that the chair of the international organizing committee was Jimmy Volmink.

5. **Strategy to 2020: Priorities for 2016 and plan for the future**

Mark gave an introductory presentation with a specific focus on: 'Mission critical targets'; the Structure and Function (S&F) review of Cochrane Groups; the membership scheme; and plans for the *Strategy to 2020* in the years ahead (see attached slides).

Mark opened the floor for questions:

- Gerd said that Wiley's performance had 'gone down ever since selection' and he was not optimistic about their performance improving and their continuing to be Cochrane's publisher in the future. He asked for more details around consideration of continuing the contract beyond next January. Mark W explained that last year the SMT had an in depth review of the future of the publishing arrangement. Back in 2012, when negotiating the publishing contract with Wiley signed in 2013 (and ends in 2018), Mark had insisted the contract included a break clause that Cochrane would have had to use by the end of last year. The delivery of sales figures had been excellent and Wiley had done very well in generating revenue for Cochrane. However, the technical quality of their platform was preventing us from making improvements and new offerings in the Library.

It was considered whether we should institute the break clause from the beginning of 2017, consider having the back end technology being delivered by another publisher, or for Cochrane to self-publish and take responsibility for the backend work and sales ourselves. The CSG decided that the break clause would not be instituted. Instead, a new platform commissioned by Wiley would be delivered by Semantico (winner of a competitive tender) and this platform would guarantee to deliver things we had wanted in the 2013 contract, as well as new elements that we had developed since then. Wiley would have the chance to deliver a platform that would deliver what we want on an ongoing basis from the beginning of 2017 to the end of 2018.

- Karsten raised a question around the 200% increase in access to review evidence on Cochrane.org. In Mark's presentation this remarkable increase could be partly attributed to the impact of the organization's

rebranding. Karsten suggested that it was very likely that the increase in translations work had contributed to this increase. Mark agreed. Evaluations of user experience carried out had concluded that users found it much easier to access evidence through the Cochrane.org site, and that people were using it a lot more. However, we also know that the translation efforts we were making were directly contributing to this increase as we were seeing that the geographic diversity of IP addresses of users visiting the site.

- Gerd spoke of Wiley's failure to modernise the Library, stating that all the modernisation had occurred on Cochrane.org. Gerd said he thought translations were underfunded. Mark W said Cochrane was spending £400k on translations this year alone and the *Strategy* had committed us to that level of expenditure year on year. Mark noted that the challenge was complex and that he had listened to CBDs, and others, who say that to do more translation work they need some core funding from teams and further engagement and this had been incorporated into the core budget as a result.
- Xavier said that Wiley had forgotten again to combine usage data from the Biblioteca Cochrane Plus (BCP) with the Cochrane Library (approximately 5 million people per year) – this was a historical complaint and frustrating to see this data not included in the dashboard, as it undermines the efforts of the many people working on this project. Mark empathised with Xavier's frustration. Update Software was not able to deliver the metrics that Wiley need quickly and on time (i.e., by January for the preceding year), but Xavier was right – there should be proper references in there. One of the important functions of the new platform was the ability to incorporate BCP within it and this was a key part of our target to do that, so we hope we would finally have a comprehensive, integrated Spanish language Cochrane Library offering.
- Antonio noted that in Portugal efforts were being made to translate some of the Library into Portuguese – not only Summaries but also Plain Language Summaries (PLS). He said the amount of work to translating hundreds of Summaries and PLS per year requires a full time team which was expensive, so he was grateful to see that the Central Executive Team (CET) recognises that resources were required in these endeavours. Mark recognised the challenges discussed and hopes the Task Exchange and the new membership scheme would open up many opportunities for people to volunteer to help with this. Investment had been made into the Membership Coordinator role as s/he would help to manage this. It also helps for the Library to be able to show the translator's name against work they had translated as this gives visibility to this work and was an incentive.
- Tianjing asked if a strategy was in place to get the 185 training materials online translated into different languages. As many of them were produced by the CET and subtitled in different languages, she asked how would we achieve multilingual training materials, in terms of presenters speaking in their own languages. Mark W explained that, unfortunately, when the Online Learning Modules (OLM) were produced by the University of Portsmouth their coding made it impossible to give multi language offerings. The new OLM would be redesigned to enable this, and they would be ready for launch by the end of 2016. Donal added that at Dublin City University some members of their languages department had approached him regarding joining in with a EU funding application related to translation, to look at crowd sourcing relating to health information related to disasters. He suggested that there were creative ways to approach the funding issue and the collaborative issues, and that crowd sourcing this work could overcome the challenge of needing an individual employed.
- Ahn added that Wiley had a new national subscription with the Korean government. Ahn had asked Wiley for more resources to be put into translation into Korean, but despite initial discussions nothing had happened. Antonio said he had made a similar request and received the same response. Mark W asked that CBDs make him aware if they believe that the translation capability that was being provided by the centre was critical to the subscription for the national licence – and he would engage our publisher from Wiley in negotiations. If we could have a national provision with Portugal because of a commitment to translation that we wouldn't have achieved otherwise, then he would like to have that conversation – though he cautioned against over-promising.
- Antonio VC did note that the people from Wiley he had worked with had been helpful and open. Ken Kuo said Cochrane Taiwan had been translating the abstracts into traditional Mandarin since 2008 and over 3,800 abstracts had been translated. He explained that the ministry was cutting down on translation

funding. He was aware that the Cochrane Translations group provides 20% FTE to assist and this was appreciated but it's not enough support as 1 FTE was needed to do this work.

Mark W responded that we were now in a position to argue to publishers that our investment and contribution to making translations of Cochrane evidence into country X or Y means that we should be taking a bigger cut. This would be part of negotiations for the next contract.

Mark W acknowledged the strong message from the CBDs to him: that translation works in terms of increasing usage but it cannot be done for free. Therefore, we need to find a sustainable way to build and grow these translations.

ACTION: Lucie to upload all the resources from this meeting into Dropbox so that they can be accessed.

- Sally raised a question regarding discussion around investing in translation around national provisions and discussing with Wiley ways to move forward. If Centres were doing work that leads to national provisions for Wiley then their workload, in terms of sales, was much lessened. There was risk that it would also deskill their sales workforce in terms of their team not needing to be so familiar with Cochrane's derivative products if they're only needing to sell one national license. Mark W agreed and said he thought there should be a difference in relation to the returns on sales per item. The Cochrane Library was sold in several different ways: Wiley sells it through EBSCO, OVID, national licenses and increasingly in the form of a package of journals published by Wiley, which includes the Cochrane Library. If you do a historical analysis of those sales trends over the last 5-7 years, you see that EBSCO was gradually increasing, other providers were stable, and national provisions were flat lined, but there had been a huge increase in sales of Wiley's packages of journals. Therefore, if we choose to end our partnership with Wiley at the end of 2018 there was a considerable risk as we don't know whether another publisher's package would be more, or less, successful than Wiley's.
- Gerd commented that the IT world was bypassing Cochrane at an incredible speed and this should be discussed. All the issues discussed so far relating to Wiley were linked to IT issues. He asked what we were doing to adapt the *Strategy to 2020* to our current needs and stated that Wiley was not the partner to bring us up to date. Mark W responded that part of the analysis from last year incorporated a lot of thinking about the future and what the offerings within the Library should be in order to protect the Library revenues. We had a fundamental issue in that we were already giving away our key content. All our investments in the quality of our reviews were being spent on a product that was being given away. We're also being asked by individuals and institutions to also give away all the data underpinning our reviews. This was a real sustainability issue/problem regarding how this organization can possibly sustain itself when it gives all of its value added products and content away for free. Mark attended a meeting with Wellcome Trust 2 weeks ago to explore a platform/portal, which may route into Cochrane, to access the individual participant data (IPD) of trials data around the world. In 2009 the CSG made a commitment to making this core material (which doesn't belong to Cochrane) open data, and we had promised that we as an organization would decouple that from all the additional value add that we provide when we put content in CENTRAL, etc.

Mark W noted that it was interesting that nobody (Wellcome, Gates, Government representatives) was willing to pay for this platform/portal and there was, therefore, a fundamental challenge about how open data goes forward in a sustainable way and Cochrane needs to be part of that discussion. We had been investing in Linked Data because we recognize that we need to invest and develop new derivative products inside and outside the Library that position us well and were marketable and that were bringing added value to researchers and the different stakeholders we have.

6. Structure and Function review

Mark W gave a brief update on the status of the Structure & Function (S&F) reviews across the entire organization. The only incomplete S&F review relates to Cochrane's Fields, as we need to establish a Knowledge Translation (KT) strategy for Cochrane before we could fully determine the long-term future of Fields and what that might be. All the other reviews were completed and available.

The CSG wanted to look at the whole S&F of Cochrane holistically. At the 2015 Mid-Year Meeting in Athens, the CSG asked the CET to prepare some options/ideas on how organisationally the changes emerging from the reviews might be integrated into an organisational wide S&F change. This paper was prepared and put forward to the CSG in Vienna. The CSG asked for these ideas to be worked up in more detail, and they considered them at its meeting in Vancouver.

A further more detailed paper was produced by the CET providing this set of options for further consideration by the CSG in London this week. The CET feel that we had gone as far as possible with these ideas before they were tested/fleshed out, before then going out for consultation within the wider organization.

The CSG had confirmed its support for the implementation of these recommendations of the individual group reviews including the Centres S&F Review – and for any changes recommended to begin to be implemented. The CBDs had agreed on their paper, there hasn't been any opposition to that (though a couple of minor tweaks had been suggested by CBDs and would be incorporated) but they were now able to proceed with implementing as a group the changes agreed, with the awareness that there may be some further changes to it as this larger organisational element goes forward. Mark said he was confident that the changes discussed in the wider holistic organisational approach would not undermine or make useless any start on the S&F changes proposed in the CBDs' paper. Mark would like the CBDs, at the end of this meeting, to be comfortable with to go ahead and actualise some of these changes.

Mark opened the floor for questions:

- Joerg noted the S&F paper in its current form puts a lot of responsibility on Centres. We need to think of incentives to become a Centre/stay as a Centre. Otherwise people might prefer to become or stay an Associate Centre as you would have more flexibility, less responsibility. There had been no increase in the number of Centres in the past 10 years and Joerg thinks this was even less likely that these numbers would increase with the current proposal. He also raised the issue of the additional burden on Centres in terms of monitoring any affiliates in their region and that resources, in terms of staff and finances, would need to be carefully considered.
- Mark H agreed, adding that how much work required from a Centre would be agreed via the strategic plan between that Centre and the CET. He noted that a level of support may be agreed in principle for several affiliates but could not be provided for 100 affiliates. Mark W agreed that this was a real issue – we need to engage on this and find mechanisms to support, where possible.
- Regina noted we had removed hubs from the structure. If someone just wants to create a translation hub – purely to translate – how do they fit into a Centre's network, were they an affiliate? How does this work? Would they have to report to a Centre or would they bypass this and report to the CET? Mark W explained that the hub option was removed as it was felt to be over complicating the structures. But this doesn't take away the opportunity and the challenge of some people wanting to be involved in a particular area of work to a high level and we would want to be as flexible as possible. So, in this example, Mark would want to insist that any translation team in Brazil should be integrated into the arrangements for the Portuguese translation process. Sometimes this might be a straight line where a Centre was overseeing and coordinating the translation efforts, or it might be a dotted line where you were merely being kept up to date and aware of activities. So flexibility would exist on an Affiliates' specialism.
- Peter said that he felt that the S&F proposal was a radical change from how Cochrane had been for 20 years. He said the CBDs were now being presented with a very top down managerial approach. Centres varied hugely in their stages of development, and he felt CBDs should have more trust to do what they think best within their own countries. Mark W responded that Peter had favoured this approach for many years and the issue had been discussed many times. He reiterated that the CBDs and Central Executive Team (CET) had been working together in a consultative and collaborative way on the S&F paper for over 18 months. The Board had agreed and recognised that there would need to be flexibility around what a Centre can/might do and that this may change. They had been working to establish a consistent and coherent set of functions, allowing as much flexibility as possible and recognising that contexts and resources would vary between Centres.

Mark W emphasised that the draft MoU he had sent to the CBDs just before the meeting was in no way complete or finalised; it was a first draft for the CBDs to begin to discuss together. He noted the sharp distinction between the S&F paper (to be agreed as final today) and the Memorandum of Understanding (MoU) which was in its early stages and entirely up for discussion and consultation. If the MOU draft was perceived as inflexible in its current form, it would be discussed and adjusted. Mark would be having individual negotiations with Centre and Network Directors to make the MOU as useful as possible in terms of setting the mutually accountabilities and responsibilities.

Mark recognised that individual Centres may have had their own specific interests/subject areas and that as long as there was agreement on the broad direction and what was aimed to be accomplished then a Centre's plan might be quite different to that of another Centre.

- Peter added one question for clarification. He noted the requirement to publish newsletters or to formalise partnerships where a Centre would prefer them to be informal. Mark said if it was interpreted as 'you must write a newsletter' then yes, it was over-interpreted. It was more asking what was the (for example, Nordic Cochrane Centre) going to do in relation to raising the profile and advocacy goals of the organization. It was looking at the plans that a Centre had and looking into how they contribute to Cochrane's wider objectives. If a newsletter was unhelpful then a Centre need not produce one.
- Taddy said she likes the idea of a network in the US, but there was an issue around funding, as there was very little financial support available for infrastructure, though there was funding for projects. The current wording seems a bit directive and top down, and she suggested that the CBDs could all give feedback on wording. Taddy said there must be a way of acknowledging the issues raised and how they've been addressed. Mark W clarified that we were not going to state that there would be a Cochrane network of (X) number of affiliates - and 'now go make that happen' -: we're working together to see how we might build a Network. The approaches were going to be highly contextualised and would have to be led by the Centre.
- Mark H asked who endorses or approves the S&F that moves it from draft to final. What was the procedure? Mark W clarified that we want to reach agreement from the CBDs to approve the S&F paper and to propose implementation of this plan. The paper set out a 'modus operandi' for Centres, Branches and Networks. The CBDs' Board was an advisory body and having made the revisions discussed in Vienna there was confidence amongst the CBDs' Exec that the paper reflected the collective response of the CBDs and the community. Mark W also wanted to give the CBDs a final opportunity to discuss the draft at this meeting.
- Sally observed that, from her perspective, she imagined it must be difficult to open up discussion around implementing the Centre & Networks Strategy document, but because the CBDs had received the draft MOU very recently and it was the first operational document arising from the strategy implementation paper, this had made them all reconsider the strategy document and look at it in a new light. Therefore, it was helpful to recognize that the MOU needs considerable discussion, whereas the CBDs should be comfortable with the conceptual document. The MOU would require the CBDs to be acting as signatories, whereas the conceptual document does not need the CBDs approval, as they were only acting in an advisory capacity.

Mark W agreed with Sally's comments. The concept paper should be taken as the modus operandi on which we would move forward. The MOU was a first attempt at beginning to do this and was absolutely up for discussion to ensure it fits collectively - as a coherent approach - and individually, on the basis of individual contexts.

ACTION: CBDs agreed to the process of a further review period of 14 days to provide feedback on the 'conceptual document' (Centres & Branches Structure & Function Review - Draft - 3.3) after which approval of the final document would be made via blind Doodle poll.

Working through the new Memorandum of Understanding between Centres and the Central Executive Team:

Mark introduced the MoU and spoke to the background. The MOU was the start of a process of thinking how we operationalise and set up the new structures we had spent the past two years establishing. A key part of this was to establish mutual accountabilities between the CEO/CET and Centre Directors, with all ultimately being accountable to the CSG.

Mark explained the CRG's MoU was used as a model and starting place for the Centres and Networks MoU and it was adjusted in line with the functions established in the S&F review, stripping out CRG related tasks and putting in the equivalent Centre/Branch functions, as per the agreement we were proposing at the moment. There were more legal sounding paragraphs as different host institutions of CRGs had insisted they be incorporated. Therefore, non-binding legal clauses had been tested amongst the host institutions of various CRGs and was a requirement of many institutions to ensure that they were not liable if any clauses of the contract were not delivered.

Mark emphasized this was a first draft, the beginning of a journey and a process, and that we need to get the required level of flexibility. Mark had received feedback that there was a high level of detail in the MoU and this may not be the most appropriate place for it. He responded that he was willing to look into providing this detail a different way and keep the general MOU short neat and simply establishing the principles on which we were operating, and then produce a more detailed document that would be highly contextualized and individual to each Centre. This separate document could include an annual plan. Mark emphasized he understands the need to be flexible, adaptable and make this work for the CBDs, their Centres and their host institutions.

Tianjing spoke, providing feedback from the CBDs discussions previously:

- Many noted concerns that the individual institutions might be quite different in what they'd agree/disagree with – there may be an opportunity cost to adapt the document into a format that both the institution and funder would agree on.
- Whether the MoU would only be for Centres or for branches and affiliates – this was unclear
- The draft document needs work – and CBDs willing to work on this with Mark W and the CET to flesh out, possibly by forming a Working Group of CBDs; or
- Another approach – a generic MoU at a high level which covers the 4 goals and objectives, under which the individual Centre produces its own working plan which could be included as part of the MoU.
- Wording of MOU needs to be very careful – the Centres were accountable to Cochrane's values, targets and Goals – but less accountable to the management team and this should be clearer in the language.
- Mark Helfand added that it was hard to comment on the MOU and legal commitment without consulting attorneys at the institutions the CBDs work with as the CBDs need to know how their institutions feel about us signing something such as this. Mark H added that for his institution the MoU might instill a sense of belonging in Cochrane, but he warned that it would not be an easy process and may involve years of back and forth, even if it isn't legally binding.
- Peter stated that such a signing for some Centres was out of the question.
- Prathap added that in certain parts of the world Cochrane Centres were informal in that the institution doesn't own the Centre. Prathap said he could sign and commit to the MOU and to Cochrane, but he could not ask his institution to make this commitment to Cochrane.
- Jackie looked at the Translation Agreement with her institution who gave legal advice. Jackie was advised that it would be between her and Cochrane and had advised her on the legalities. It raised the issue of what was the relationship between Jackie, Cochrane and her institution
- Joerg clarified that signature from the institution would be optional – and that this should remove some concerns.
- Sally noted that she couldn't sign it because she was an employee of her university and part of her employment contract was that she cannot sign contracts that would impact on contracts the university was managing. She suggested that she wouldn't be unique in this situation – many Co-Eds would be in the same position.
- In response to whether the MoU would apply only to Centres Mark W clarified that the MoU would only be between the CET and Centres because in the structure we had the Associate Centres and Affiliates report to their Centre. Centres were free to arrange their own accountability structures with Affiliates/Associated Centres in ways that suit them.

- Irena requested it be clarified that the MoU was not a legally binding document. She also strongly supported that the MoU was shortened. She said it would be important to add a clause regarding fulfilling requirements to the best of our abilities with the resources available (not 'one size fits all'). Finally, she said the CBDs should look at the MoU not as a burden but formal recognition of the roles the CBDs were already doing and that would hopefully increase the importance of Cochrane in the eyes of their employers.
- Xavier said the CBDs completely agree with the necessity to be accountable and to be monitored, but to transform this relationship into a document that must be approved by lawyers seems to break the mutual confidence.
- Steve asked where does this document sit within the broader management and governance documents that might affect how CBDs operate. The MoU spells out what we do as Centres and our obligations. Where does it sit in terms of documentation around the monitoring processes that might be in place, or the requirements to produce strategic plans and workplans, whether there should we had term limits for individual Centre Directors, should they be periodically reviewed?
- Mark W responded in agreement that the draft MoU should have been discussed by the CBDs Exec ahead of this meeting but he thought he should get something out for discussion. He apologized if this process wasn't perfect. However, to the extent that it had established the problems, issues and sensitivities needing to be addressed it had been useful. He said he was very happy for other terminology to be used (rather than the term MoU); and that it would be acceptable for him that only the Centre Director and not his/her host institution's signatory signed the MoU. That was entirely up to the individual Centre Director to decide. The essential point was to establish the mutual accountability, monitoring and support between Cochrane Centres and Cochrane's management and governance.

In response to Steve's point Mark W said that at the broadest level there needs to be a clear plan for a Centre. This approach was to clarify what were mutually accountable for and clarifying what Cochrane Central can do to help support the Centre to reach its goals. There was a reference to term limits in the agreement. If there were other elements in terms of accountability of governance that were missing Mark W welcomed the CBDs input.

In terms of moving forward Mark W stated he was completely open to working on the draft with the CBDs Exec - or drafting a shorter MoU that establishes the essential components and then a more detailed plan that was agreed on an individual basis.

- Joerg suggested the CBDs Exec form a Working Group providing feedback to create a shorter MOU – within the next 6-8 weeks.

ACTION: CBDs Exec to put out a call and ask for volunteers to form a Working Group providing feedback to create a shorter MOU – within the next 6-8 weeks.

- Peter asked what happened to the annual report. Centres were supposed to make annual reports – but not everyone did that. Mark W responded that we produce an organizational annual report. We had no requirement for individual Centres to make public annual reports, though if they were effective for the Centre this was of course fine. In terms of the internal monitoring process the existing pattern was that every 2 years Centres were required to produce a narrative report on what they were doing. We would look at this as a result of the final S&F results, to align reporting standards if functions were changing. There would be mandatory financial monitoring of all Cochrane Groups later this year. Peter explained he produces an annual report because of government funding.
- Sally said she had no objection to formal accountability but real thinking was needed on how to articulate accountability in a way that doesn't take away authority at a local and national level. Mark agreed and said this process would clarify this in a very distinct way.

7. Governance Reform: Report from the Steering Group Co-Chairs

Cindy Farquhar joined the meeting on behalf of Cochrane's Co-Chairs. She presented on the back ground of the ongoing Governance Reform (see slides). This covered the need for change, moving from the representational model, the appointment of external Board members, changes to the voting system, the establishment of a Council. The presentation also covered some of the frequently asked questions resulting from the consultation of the wider organization and fed back to the Governance Reform Working Group via the group executives.

Cindy opened the floor for questions:

- Taddy asked whether new external members were supposed to enhance external awareness of Cochrane, particularly in their field. Cindy responded this was not the intention, but that the external members should help the Board to operate at a higher, more strategic level and fill some of the critical skill gaps. Cindy introduced the two new external members appointed to the Board: Catherine Marshall and Marguerite Koster, and spoke of their backgrounds.
- Jackie noted that international representation doesn't necessarily mean you get representation from LMIC regions and suggested that perhaps this should be more overt.
- Gerald asked who would select the external candidates. Cindy explained that she, Lisa, Joerg & Denise formed a sub group of the CSG to assess applications. Joerg clarified that the subgroup made the selection but the CSG approved – Mark added that although approved by the CSG they would need to be ratified at the Seoul AGM by Cochrane members.
- Mark H questioned how the elections would represent different skills, as people tend to vote on values and beliefs. Cindy responded that she hopes that we'll behave as a mature organization and select the people that would serve the organization best and with the skill set we need.
- Sally noted that the externals were high caliber but also that they've had leadership positions in a partner organization. She asked if Cochrane would have a policy that we can't had too much representation from other partner organizations. Cindy responded that the two new external members, despite both serving on the G-I-N Board had very different skill sets and for the next call for external members the Board would be looking for candidates with other skill sets (such as business skills, publishing, Open Access).
- Rintaro raised concern that Cochrane could become overly westernized and suggested we need to think about how we can represent ethnic or cultural minorities within Cochrane's governance. Rintaro proposed that an independent team could review the changes made to the Board and to evaluate these to see if we could improve further. Cindy agreed and thought that it should be reviewed in perhaps 5-6 years but there should be an evaluation process in the meantime.
- Xavier noted that the initial two external members did not address the need to enhance geographical or linguistic diversity on the Board. Cindy responded that it was not possible to represent every geographic part of the globe in a Board structure of 11 people. We can't promise to deliver that the people who had the strategic skills we require were able to speak different languages. Xavier asked if it had been considered that the role of external members could be as an external Council and not in the Board. Cindy explained that the concept of an external advisory Board had been considered (the funders forum had not worked and was disbanded). Steve added that an external advisory Board was considered early on in the proceedings but it had been rejected as it was agreed that this would not be the best use of those people, to have them within the Board structure gives them more responsibility and enables us to attract more high profile people.
- Regina supported the inclusion of external members on the Board but raised concerns around selection methods and the small number of remaining internal members. She suggested that Cochrane could work on improving our representative-ness on the Board, rather than having a new structure that might be even less representative of the whole organization? Regina also raised concerns that Council won't had any real power. Cindy responded that the Board must be nimble, effective and forward planning and that an effective Board shouldn't be more than 14 people. Given this size constraint, it was impossible to achieve

full representation of the organization. The members of the Board would not be coming to represent Cochrane, they would be joining because of their skill set.

- Sally said that she didn't think it was important that we had organizational representation – but that diversity was critical and should be a bullet point on the list of key areas for expertise.
- Mark H said that the Council appears obviously 2nd class (no power/decision making capacity). He warned that for the Council to be taken seriously a Board member position would need to be available within the Council. Cindy said this had been considered and we could make one or two of the Council members ex-officio members of the Board. She added that the reporting method and engagement between the Board and the Council was not particularly clear yet. Cindy emphasized that the Board was critical to the next stage of the organization, but the Council was very important, a big responsibility, and a key feature was their ability to cut across the different silos within Cochrane and discuss things.

ACTION: Cindy to take the CBDs suggestion for a Council member to be on both the Council and the Board to the CSG for consideration, as well as the request to consider other mechanisms to bridge the gap between the Council and the Board.

8. Interactive exercise: What does success look like for Centres and Branches in 2020?

Participants split into groups based on the 4 Goals of *Strategy to 2020* and addressed what success 'looked like' from a Centre's perspective. The results were shared with the main group and made available to participants after the meeting.

9. Board only time (not minuted)

10. Cochrane Membership scheme

Catherine McIlwain (Membership Coordinator) joined the meeting. Chris Champion introduced the item and gave background to the Membership Scheme, as available on the Cochrane Community site.

11. Meeting wrap up and a discussion of next steps

Lucie fed back on the CBDs group work from the previous day (see presentation).

12. Any other business

Donal raised a question for feedback from other Centres: The Irish Health Research Funding Agency had funded a Cochrane fellowship since 2002 which provides funding for between 14-16 people to do Cochrane Reviews each year. The money allows a person to dedicate 2 days per week for 2 years to produce a review. But some CRGs aren't accepting a title registered by an inexperienced individual. The funding falls within a Training & Development fund, amounting to approx. 500,000 EUR every year. Donal asked how do we approach this, because CRGs are increasingly focusing on high profile topics, and are using experienced reviewers to get these done rapidly.

- Tamara said this was a major problem – we can't find new topics, the topics out there were increasingly complex, it was quite tricky to bring in a new author. Tamara suggested discussion with the Co-Eds and David about finding solutions.
- Jackie said she had a similar problem in Malaysia and had offered assurances that she would be watching certain new authors closely which had allowed them to register new titles.
- Steve suggested perhaps some of the funds could be offered to the group for editorial support. Donal said the money was to buy the person's time from their employer so it isn't cash floating around.
- Gerd added he had the same problem with a funding scheme from the ministry of research and people apply and get funding for a systematic review, but then it would not be a Cochrane Review because the CRG refuses to take it. If we want more and new reviewers, we can't say we won't work with inexperienced authors – this was a big issue.

- Regina asked what was happening with Rapid Review Group? Perhaps these inexperienced authors could get tutored by this group. Mark W explained that the Rapid Review team had now become integrated into the Cochrane Response service – part of a consultancy service from Cochrane Innovations – so they wouldn't take this on to supervise/support in a traditional way, but to produce a rapid review for the purchaser, so this would not be a solution.
- Mark H said they had a similar situation; they can get people funded to do a systematic review but we can't guarantee the funder that it would be a Cochrane Review. This was a problem across 4 centres and approximately 15 reviews per year. There were two problems 1) we don't know how to retrospectively turn something into a Cochrane review; and 2) we can't tell a funder whether a Cochrane fellowship to teach Cochrane methods would result in Cochrane Reviews.
- Joerg said that this issue had been discussed by the CSG in January and that one option identified was that there should be a way for experienced author teams to submit reviews directly to the Cochrane Library to be published as Cochrane Reviews. David Tovey had been tasked with looking into the possibility of implementing this. Joerg would follow up with David on this.
- Lotty added that Cochrane Netherlands works closely with many guideline developers in the regional base and the Centre writes many systematic reviews. Sometimes they had a full review written within Cochrane guidelines and they give it to the CRG only to be told it was not on the priority list, but this was strange as guideline developers were saying it was a priority. We had approximately 10 reviews somewhere in the Cochrane pipeline because of the organisational and editorial bureaucracy; so even with an experienced team it's not possible to do this quickly.

ACTION: Joerg to feed back to CSG on the urgency of addressing all the work that was being done by Centres and other Cochrane Groups that was wasteful in terms of it not feeding back into the Cochrane Library.

AOB previously raised by Peter about Cochrane's reserves investment policy:

Peter noted he didn't attend CBDs meeting in Vienna, but had read the minutes. A question had been raised by Sally regarding whether the investment firm CCLA could involve investment in drug companies and other healthcare companies. The answer was that was almost impossible to avoid investment in drug companies when approaching investment firms and that the CSG had approved this risk. Peter raised concerns about this.

Mark W responded that Cochrane had approximately £6 million in reserves. The current reserves policy was that we must keep between £2 – 2.5 million in liquid assets for emergency use. He explained that the intention was to spend the bulk of the reserves on implementation of the *Strategy to 2020* initiatives, but between now and then there was opportunity to get a better return on the reserves, not via sitting on cash. Cochrane recognised that we need an investment strategy that would be used to invest the resources to provide a better return for the organization. In late 2015 the CET produced an investment policy, which was approved by the CSG in its meeting in January, in Vancouver. He read out paragraph 13 of the investment policy –stating: *'conflicts of interest, investments in companies with significant involvement in tobacco, alcohol, gambling and pharmaceutical industries would not be consistent with Cochrane's mission or principles or might lead to a breach of the policy'*. As of today, no investments in the ethical investment fund selected and approved by the CSG had been made. We had not and were not investing in any fund which in turn invests in any pharmaceutical companies, however, we would take this back to the CSG to ensure that it was aware of the strength of feeling on this matter, and the institutional risk. This had, however, been clear and recognised by the CSG in its earlier consideration of the investment policy, the selection of the investment manager and in the ethical investment fund itself. Mark W welcomed recommendations of any appropriate ethical funds linked to investment companies. Mark H added that medical device companies should also be excluded.

ACTION: Joerg would feed back to the CSG on the strength of feeling on the matter of avoiding investment in pharmaceutical companies, and the institutional risk to Cochrane.

Jackie spoke of the need to more clearly define the relationship between Cochrane Malaysia and its host institution. She noted the host institution was very supportive, but feels the need to define the relationship and asked how best to do this. Joerg suggested that Jackie speaks with Holger Schunemann and Erik von Elm but also

added that it would be dictated by the structure of your host institution and what kinds of organisations they permit.

Ahn responded to an earlier question around the partner organisations at the 2017 GES event in Cape Town. He reported that all 5 organisations had now been checked and were free from COI. Mark W confirmed and added that they had all signed up to the same COI policy as Cochrane had.

Mark H commented regarding membership and institutions. He said that beyond individual membership we need to think through a strategy for support and had discussions around what services Cochrane might provide for institutional membership. Mark W responded that the CSG had approved that we start with establishing the scheme for individuals, to be followed with an organisational/partner approach.

Tamara suggested that the CBDs Exec invites the Co-Eds Exec to hold a joint meeting to discuss issues. Joerg agreed and said this hasn't happened enough over the past few years.

ACTION: CBDs Exec invite the Co-Eds Exec to hold a joint meeting to discuss shared issues.

Joerg thanked Tamara and Steve for their long standing service on the CBDs Exec. He thanked everyone for their attendance and closed the meeting.