

Annual General Meeting: Minutes

Edinburgh, UK, 17 September 2018

Governing Board (Trustees) members present:

Martin Burton: Co-Chair of the Governing Board

Marguerite Koster: Co-Chair of the Governing Board

Janet Clarkson: Trustee

Nicky Cullum: Trustee

Maria Gladys Faba Beaumont: Trustee

Tracey Howe: Trustee

Senior Management Team present:

Mark Wilson: Chief Executive Officer

David Tovey: Editor in Chief

Sarah Watson: Head of Finance & Core Services, Company Secretary

Members present:

Approximately 220 members were in attendance.

Meeting chaired by:

Marguerite Koster, Co-Chair, Cochrane Governing Board.

A video recording of the Annual General Meeting (AGM) can be seen at:

<https://www.youtube.com/watch?v=cLG5NKphXq0&feature=youtu.be>

1. Welcome

Marguerite Koster was in the chair. She welcomed everyone to the meeting. She announced that Item 3 (Consumer Involvement in Cochrane) would unfortunately be dropped from the agenda due to time constraints to allow lengthier discussion at the meeting. She recognized and thanked the staff of Cochrane UK and the Central Executive Team (CET) for their major contribution towards the success of the Edinburgh Colloquium. Special thanks were given to Therese Docherty and Kathryn Smith.

Marguerite also thanked Cindy Farquhar, outgoing Co-Chair, for her four outstanding years on the Governing Board.

2. In Memorium:

Memorial tributes were given to commemorate the lives of several Cochrane contributors and their extraordinary contributions to the organization.

Edith Leclercq

Rene Spijker spoke of the contributions of Edith Leclercq, an Information Specialist who began her work for Cochrane in 2005 in the Cochrane Childhood Cancer Group and had been an active member of the Cochrane Information Specialist (CIS) community.

Bongani Mayosi

Tamara Kredo remembered Bongani Mayosi, one of Africa's leading cardiologists who became the first black African Professor & Head of the Department of Medicine at Groote Schuur hospital and the University of Cape Town. He will be remembered for scientific excellence, collaboration as well as his kindness, diligence, and passion for building science and scientists in Africa. A video tribute was played.

Doug Altman

Jon Deeks and Carl Moons honoured the life and work of Doug Altman. He was a founding father of Cochrane, an eminent methodologist and statistician, and a revered giant of evidence-informed medicine. Throughout Doug's career his mission was to improve the quality of medical research and his work helped prevent the unnecessary deaths and suffering of countless patients. He was also a kind, gentle, modest, thoughtful and fun man whose generosity of spirit and graciousness to others are characteristics other Cochrane collaborators cherished. He will be greatly missed. A video tribute was shown.

3. Approval of the Minutes of 2017 AGM, Cape Town, South Africa

Martin Burton proposed that the Minutes be approved by the members. The resolution was seconded by Tracey Howe. The members approved the resolution.

APPROVED RESOLUTION: The members approves the Minutes from the 2017 Annual General Meeting, Cape Town, South Africa (180 Yes, 1 No, 43 Abstain)

4. Appointment of the Auditors

Marguerite Koster (outgoing Treasurer) proposed the approval of Sayer Vincent as auditors until the conclusion of the next Annual General Meeting. The resolution was seconded by Martin Burton. The members approved the resolution.

APPROVED RESOLUTION: To approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting (204 Yes, 3 No, 17 Abstain)

5. Treasurer's Report and Approval of Trustees' Report & Financial Statements 2017

Marguerite Koster (Treasurer, 2017) presented the financial statements for the year ended 31 December 2017. She introduced Tracey Howe, who had been appointed incoming Treasurer following her own appointment as Governing Board Co-Chair.

She informed members that Cochrane's financial position remained healthy, with income in 2017 of £8.7 million and expenditure of £8.1 million. There had been a net surplus of £0.6 million, leaving Cochrane's reserves standing at £6 million at the end of 2017. The expected royalty income for 2018 is 12% under budget at the end of Quarter 2, however this is due to currency fluctuations and not to the reduction of sales. We will receive an additional £775,000 from our publisher, Wiley, due to the extension of our contract to 2020. The income from Trusts and Foundations, from Cochrane Response and from Cochrane Interactive Learning, are all on target for the year.

She drew members' attention to the budgeted expenditure for 2018. The majority of spending in 2018 would be to support implementation of Cochrane's Goal 4 (Effective and Sustainable Organization) and Goal 1 (Producing Evidence). Expenditures include approved additional expenditure of £245,000 for Fast Track, Conflict of Interest and Content Strategy projects. Expenditure would also include the provision of £40,000

Strategic Development Support for Cochrane MS and Rare Diseases of the Central Nervous System Group. She then highlighted that the projections for 2018 indicated Cochrane's income would be slightly higher than budgeted (£8.3 million versus £8.1 million). The projected end of year position was for income to exceed expenditure, resulting in a small surplus and a growth in Cochrane's reserves to £6.4 million.

She concluded by outlining the fundamental financial considerations that will impact the 2019 budget: anticipated publishing income of £7.6 million; ongoing implementation costs for both the Knowledge Translation (KT) and CRG Transformation projects; significant investments in technology through proposed Archie Sustainability and Editorial Management Systems projects; and forecasted growth in product revenue from Cochrane Response, Cochrane Interactive Learning and Linked Data. Cochrane's reserves are predicted to be £5.2 million at the year end.

Martin Burton proposed that members receive and note the Trustees' Report and Financial Statements to 31st December 2016. The resolution was seconded by Jan Clarkson. The members approved the resolution.

APPROVED RESOLUTION: To receive and note the Trustees' Report and Financial Statements for 2017 (204 Yes, 4 No, 16 Abstain)

6. Council Report

Miranda Langendem and Fergus MacBeth presented a report on behalf of the Cochrane Council. Established in April 2017, the Council is the voice of the community and is made up of 16 people who represent all of Cochrane's Authors, Managing Editors, Coordinating Editors, Information Specialists, Consumers, Fields, Methods and Geographic Groups. The Council's aim is to ensure that the Cochrane community retains an effective voice in Cochrane leadership and strategic decision making. It is an advisory committee to the Governing Board. She encouraged members of the community to approach the Council through the various channels available. The Council was working on a paper clarifying expectations of Cochrane Review author teams; involved in implementing the new KT Strategy as well as providing input to the new Complaints Policy and Content Strategy, both of which were currently being developed.

Fergus MacBeth then read a statement on behalf of the Council: *"The members of the Council met yesterday to discuss the recent events which have had widespread publicity. Collectively, we express concern about what has happened and what has been said publicly and the potential damage to the organization and its image. Because, for legal reasons, we have not been given all the information we might need to fulfil our advisory role on behalf of our various constituencies we intend in due course to reflect on what has happened and provide the Board with constructive advice on behalf of the wider Cochrane membership."*

The Council Co-Chairs concluded by outlining topics the Council would work on in the coming months, including: a review of the Council's own Terms of Reference, purpose and function; contributing to the review of Cochrane's Conflict of Interest policy and the Cochrane Methodology Register.

7. Co-Chairs' Report

Martin Burton read out a statement on behalf of the Board. This related to the Board's decision (taken on 13th September 2018) to initiate a process that could result in the termination of the membership of an individual Cochrane member. He outlined the confidential nature of the process and explained that the process was ongoing¹.

¹ See: <https://community.cochrane.org/news/statement-cochranes-governing-board>

8. Chief Executive Officer's Report

Mark Wilson stressed that any objective analysis would show an extraordinary level of achievement in 2017-18 by the Cochrane community and the Central Executive Team that supports it. Last year, nine of the ten annual targets had been delivered successfully; and four of the five 2018 targets were expected to be achieved before the year end. He highlighted only some of the significant areas of success, including:

- the remarkable growth in Cochrane.org users;
- the launch of the Enhanced Cochrane Library including the Spanish-language version in August 2018;
- the launch of eight Cochrane Review Group (CRG) Networks and of RevMan Web;
- implementation of the KT Strategy, with new KT learning resources now available and an expanding body of translations of Cochrane Reviews;
- a massive growth in Cochrane's membership;
- the establishment of eight new Cochrane Geographic Groups (Centres, Associate Centres and Affiliates) in different parts of the world;
- all these investments in the delivery of Cochrane's *Strategy to 2020* had been achieved whilst remaining financially secure and building a strong position as an organization.

He then looked ahead to Cochrane's strategic priorities for 2019-2020, which would be to build on all these changes. He gave thanks to everyone who had contributed to the tremendous successes outlined in his presentation and of his confidence in the impact Cochrane would make on healthcare decision making around the world in the coming years by continuing to work collaboratively and respectfully together.

9. Editor-in-Chief's Report

David Tovey's presentation reported on the successes of the previous 12 months, including the Cochrane Library's increased Impact Factor; increased open access provisions; progress made on the Methods Handbook; development of both the editorial content and KT strategies; the establishment of CRG Networks, their strategic plans and appointment of the Senior Network Editors. A particular highlight was the launch of the Enhanced Cochrane Library. He emphasised the enormity of this project and gave thanks to the teams from Cochrane's Editorial & Methods and ITS Departments, Wiley (Publisher) and HighWire (platform provider) who had worked so hard to build it.

He described how Cochrane's work in 2019 would concentrate on four areas: strengthening the CRG Networks; implementing Cochrane's new editorial Content Strategy; making KT 'the heart of everything we do'; and further development of the Cochrane Library.

Finally, he explained that it had been his plan after ten years as Cochrane's Editor in Chief to announce his retirement at this AGM; but he had decided this would not be the right time to do so due to current circumstances. The leak of information about this intention, provided in confidence, was both distressing and very disappointing. He planned to reflect further and communicate to the community in due course. He then received a standing ovation from members present in thanks and appreciation for his decade's contribution to Cochrane.

10. Members' Discussion and Any Other Business

Rich Rosenfeld, of the American Academy of Otolaryngology and Cochrane ENT, noted that since 2006 Cochrane ENT had sponsored three scholars each year to attend Colloquia and these attendees had subsequently published over 50 systematic reviews and meta analyses. Several had become co-authors on Cochrane Reviews. Attending a Colloquium and engaging with Cochrane as a professional medical association has had a profound impact and been incredibly successful. He asked if thought had been given to ways of systemizing this initiative. Martin Burton, Mark Wilson and Tracey Howe responded, agreeing

that this should be discussed at the upcoming Cochrane US Network meeting in Texas, USA, and that these kinds of stakeholder engagements were at the heart of Cochrane's Knowledge Translation strategy.

Jos Verbeek, Cochrane Work Group, expressed concern that the expulsion from Cochrane of Peter Gøtzsche, the individual referred to in the Co-Chairs' report, had harmed the organization and questioned whether it had been necessary. Martin Burton shared his great sadness at recent events and acknowledged that 'bad behaviour' is difficult to define; but most people in the room would know it when they saw it. He said that Cochrane needed a code of conduct for members and a complaints policy to accompany it. Both documents are in development.

Emma Dennett, Cochrane Airways Group, responded to recent criticism on social media that Cochrane is becoming too 'corporate'. In her view, the kinds of methods developments highlighted in sessions at the Colloquium showed that Cochrane was only building the 'machinery' and the necessary skills people needed to produce better reviews so that more people would understand and use them.

Lisa Bero, former Co-Chair and Senior Editor of Cochrane Public Health, said that a Governing Board exists to make decisions. She acknowledged that sometimes these are very tough decisions and not everyone will agree, but from her experience she knew that great thought was given to the consequences of every decision and that she respects the ability of the current Governing Board to make them.

Gerd Antes, Cochrane Germany, commented that many approaches had been received from journalists on the Governing Board's decision and in order to respond constructively members would need to know what the next steps of this process would be. He noted that lack of information had been one source of confusion over the previous days. Martin Burton responded that one of the earliest steps would be to hold elections and elect new members to the Governing Board. He highlighted to members that the Governing Board is part of the way through a 'seven-day process' and that it must observe the rules of that process but would report back further after that.

Holger Schünemann, Cochrane Canada, added his personal thanks to David Tovey for all his work at Cochrane. He respected what had been said in the Governing Board's written statement that had been circulated, saying this is good for transparency, but questioned one particular part of the statement. Martin Burton reiterated his request for the Cochrane membership to wait until the seven-day legal process time period had elapsed. He recognized that the lack of information had been problematic; but explained that once the process was completed more information would be provided.

Maryanne Demasi, linked to the Cochrane Nordic Centre, acknowledged that the Board needed time to complete its deliberation process but she was concerned that allegations of seriously bad behaviour had been made about the individual who had been expelled from Cochrane without fair opportunity for that person to contest these allegations, and she questioned the procedural fairness of that process. Martin Burton agreed that it is always reasonable to ask about fair opportunities but that there had been plenty of opportunities for the individual to respond to the allegations. He assured her and all members that the process had been completely independent, fair and transparent. The Cochrane Collaboration has lawyers whose role is to advise the organization to ensure it did things properly and legally and they had done so at every step of the process and would continue to do so.

Peter Gøtzsche stated that he was the no longer existing Cochrane collaborator and this process had nothing to do with 'due process'. He claimed that the allegations of his bad behaviour had been false (as described in a 66-page document provided to Cochrane's lawyers) and that the lawyers' report had exonerated him. In his view he had not broken the Spokesperson Policy and therefore the slides displayed during the AGM had been factually inaccurate. He said that the issue would not be over with this AGM; and

alleged that the conclusions of the investigation had been determined in advance, accusing Cochrane's Chief Executive Officer of orchestrating this result. He claimed that he had documented serious mismanagement in the organization and would contact the Charity Commission. He proposed a vote on the remaining Governing Board members and that a new provisional Governing Board be put in place for a three-month period.

Martin Burton requested that Peter Gøtzsche refrain from making allegations against Cochrane's Chief Executive Officer and explained that Cochrane had already reported itself to the Charity Commission as it has a requirement to do so when a significant number of trustees step down. The Charity Commission has a particular way of dealing with all of these issues and the lawyers who advise Cochrane are confident that everything has been carried out correctly and would continue to be.

Jeremy Grimshaw, Cochrane Canada, pointed out that very few people in the auditorium actually knew what happened. He noted that Cochrane appears to be following procedure, respecting privacy and respecting the law. He suggested 'the other side' had been releasing information that may represent their perspective, but that people have different interpretations of the situation. As an evidence-based organization, members would never want to make decisions without the full range of information. He raised deep concerns that the present, polarized, debate had been very destructive. He urged members to calm down, wait until fuller information had been made available, at which point people could contest it through due processes. He cautioned that using social media to debate or argue about the issue would be destructive to Cochrane. Cochrane is not an organization in crisis, he said, but a vibrant organization committed to making a difference. He encouraged members to allow the legal processes to be completed and to focus on what the organization wants to do: to make the world a better place.

Jo Morrison, Cochrane Gynaecological Neuro-oncology and Orphan Cancer, spoke of David Sackett (Cochrane's founding Chair), remembering him as a very kind man who put patients first. She wished to remind every person in the auditorium that Cochrane does not deal with data, it deals with people - and what was going on was causing real harms that will last for decades. She called for people to realize that their first obligation was 'do no harm' and not be concerned by 'personal egos'.

11. Date of next meeting

Marguerite thanked the organisers of the Edinburgh Colloquium. She announced that the 2019 Annual General Meeting would be held at the Chile Colloquium, between 19-25 October 2019; and drew the meeting to a close.