

MINUTES of the 2019 Annual General Meeting of the members of The Cochrane Collaboration Limited ('Cochrane') held at St Albans House, 57-59 Haymarket, London, SW1Y 4QX, United Kingdom on Thursday 5 December 2019, 09:00-10:15 AM GMT

Approved on 16th December 2020 at the 2020 Annual General Meeting

Present at the Meeting:

Trustees:

Prof. Martin Burton (Co-Chair of the Governing Board and Chair of the Meeting)	
Ms. Catherine Marshall (Co-Chair of the Governing Board)	<i>Attended by teleconference</i>
Dr. Xavier Bonfill Cosp	<i>Attended by teleconference</i>
Ms. Maria Gladys Faba Beaumont	<i>Attended by teleconference</i>
Prof. Sally Green	<i>Attended by teleconference</i>
Prof. Tracey Howe	<i>Attended by teleconference</i>
Ms. Marguerite Koster	<i>Attended by teleconference</i>

Senior Staff:

Mr. Mark Wilson, Chief Executive Officer	
Ms. Joanne Anthony, Head of Knowledge Translation	
Ms. Lucie Binder, Head of Governance & Strategy (& Company Secretary)	<i>Attended by teleconference</i>
Mr. Christopher Champion, Head of People Services	
Ms. Sylvia De Haan, Head of External Affairs & Geographic Groups' Support	<i>Attended by teleconference</i>
Mr. Toby Lasserson, Deputy Editor in Chief, the Cochrane Library	
Mr. Christopher Mavergames, Head of Informatics & Technology Services (& Chief Information Officer)	<i>Attended by teleconference</i>
Ms. Charlotte Pestrige, Head of Publishing, Research & Development (& Chief Executive Officer, Cochrane Innovations)	
Mr. Simon Leicester, Interim Head of Finance	

Members:

Approximately 136 members attended by teleconference and 30 in person.

Apologies:

Prof. Janet (Jan) Clarkson	Trustee
Prof. Nicola (Nicky) Cullum	Trustee
Dr. Karsten Juhl Jørgensen	Trustee
Ms. Raewyn (Rae) Lamb	Trustee
Mr. Jordi Pardo Pardo	Trustee
Dr. Karla Soares-Weiser	Editor in Chief, the Cochrane Library

This meeting had been rescheduled from 23 October 2020 at the Casa Piedra, Santiago de Chile, where it was originally due to be held, due to the cancellation of the 2019 Cochrane Colloquium.

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

<https://www.youtube.com/watch?v=w8Ss-6Bw0ik&t=2s>

1. Welcome and Opening Remarks

Martin Burton was in the Chair. He opened the meeting at 09:00 GMT and welcomed everyone. Proper notice had been given, quorum was achieved and therefore this was a duly constituted meeting.

Chris Watts from the Central Executive Team explained the functionality of the tele- and video-conference software for those attending online. Members' questions would be invited in verbal or written form later in the meeting.

The Chair thanked Marguerite Koster, who had recently retired as Governing Board Co-Chair, for her service to the Governing Board. The Trustees proposed that she remain on the Board as a Trustee subject to approval by the members at this meeting.

The Chair thanked Fergus Macbeth, who had recently retired as Council Co-Chair, for his service to the Council.

The Chair noted the Board's disappointment that it had been necessary to cancel the 2019 Cochrane Colloquium in Santiago de Chile due to civil unrest in Chile. He thanked the staff of Cochrane Chile and the Central Executive Team for organizing a virtual event in its place.

The Chair introduced the Trustees. He listed the resolutions on which members would be asked to vote. The results would be announced following the meeting once all votes had been counted. Trustees Nicky Cullum and Sally Green had proposed and seconded the first resolution, which was approved by the members.

APPROVED RESOLUTION: To approve the appointments of Marguerite Koster, Raewyn Lamb, and Catherine Marshall as Trustees (202 Yes, 10 No, 21 Abstain)

2. Approval of the Minutes of 2018 AGM, Edinburgh, Scotland

The resolution had been proposed by Catherine Marshall and seconded by Marguerite Koster. The members approved the resolution.

APPROVED RESOLUTION: The members approves the Minutes from the 2018 Annual General Meeting, Edinburgh, Scotland (200 Yes, 5 No, 28 Abstain)

3. Trustees' Report and Financial Statements 2019

i. Co-Chairs' Report

Catherine Marshall presented the Co-Chair Report. She noted key highlights for the organization in 2019, including the appointment of a new Editor-in-Chief of the Cochrane Library, Dr. Karla Soares-Weiser; a new publishing contract for the Cochrane Library, which would be announced before the end of the year; a further two-year commitment to Cochrane's strategy for multi-lingual content; and the forthcoming launch of a revised Conflict of Interest policy for Cochrane Library content.

She announced three new organizational policies that had been developed by the Board, in collaboration with the Council and Cochrane members, to strengthen governance and accountabilities: i) Principles of Collaboration (a code of conduct for Cochrane members and supporters); a Complaints Resolution Procedure; and the Organizational Accountabilities for Cochrane.

In closing she thanked Cochrane Groups, members and supporters, the Council, Group Executives, and the Central Executive Team for their work and commitment to the organization over the past year.

ii. Financial Statements

Tracey Howe presented the financial statements for the year ended 31 December 2018 on behalf of Jan Clarkson, Treasurer, who had sent her apologies for the meeting.

She informed members that Cochrane's financial position remained healthy, with income in 2018 of £9.8 million and expenditure of £8.5 million, leaving reserves standing at £7.2 million at the end of 2018.

She then spoke to the 2019 budget. Total income for 2019 was projected at £8.3 million, with total expenditure budgeted at £9.4 million, which would leave the reserve position at the end of 2019 at a projected £6.1 million. Most of the spending in 2019 had been allocated to support the implementation of Cochrane's strategic Goal 1 (Producing Evidence) and Goal 4 (Effective and Sustainable Organization).

For 2020 the Board had approved another 'deficit budget' that would draw down the Charity's reserves in support of its mission, in line with principles of good governance. Projected income was £9.8 million and planned expenditure, £11.9 million. This would leave reserves at approximately £4.1 million at the end of 2020. Investment would be targeted at strategic priorities including: the development of a new Editorial Management System; the Cochrane Review Group transformation programme; Knowledge Translation projects including the multi-lingual strategy; editorial content and Cochrane Library development projects; training and support initiatives; and a new strategic plan for the organization.

The Chair asked the members to receive and note the Trustees' Report and Financial Statements to 31st December 2018. The resolution had been proposed by Jan Clarkson and seconded by Tracey Howe. The members approved the resolution.

APPROVED RESOLUTION: To receive and note the Trustees' Report and Financial Statements for 2018 (209 Yes, 8 No, 16 Abstain)

4. Appointment of the Auditors

Catherine Marshall proposed the approval of Sayer Vincent as auditors until the conclusion of the next Annual General Meeting. The resolution had been seconded by Jan Clarkson. The members approved the resolution.

APPROVED RESOLUTION: To approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting (213 Yes, 2 No, 18 Abstain)

5. Chief Executive Officer's Report

Mark Wilson presented a review of the year to date, commenting on the extraordinary achievement of the organization's members, supporters and staff. He commended the resilience of all those who had helped to organize; or had travelled to or planned to attend the cancelled Colloquium in Santiago de Chile.

He highlighted many of the organizational achievements in 2019, including:

The Cochrane Library:

- An increase in the Cochrane Library's five-year Impact Factor from 6.706 to 7.949
- 64% of Cochrane Review available Open Access
- *Cochrane's Database of Systematic Reviews* (CDSR) the third most cited medical journal in the world
- Farsi content language added; and Spanish language PDFs available for 5,000 Cochrane Reviews

Cochrane:

- Increase in the usage of evidence on the cochrane.org website with 57.4 million visits in 2019; 71% from non-English browsers
- Progress in embedding Knowledge Translation (KT) as a key organizational function; e.g. with the KT Dissemination Checklist and launch of a pilot KT mentoring scheme
- The growth in the number of supporters (70,000) and members (82,000)
- *Students 4 Best Evidence* launched in English and Spanish
- *Evidence Essentials* training resources launched
- The new First Aid Field integrated within the Acute and Emergency Care CRG Network
- The geographic expansion of the organization with the new Cochrane US Network, new Centres in Belgium and Portugal, and new Affiliates all over the world

He anticipated that a key focus in 2020 would be on the development of a new strategic plan for the organization. He thanked everyone who had contributed to the tremendous successes outlined in his presentation.

6. Members' Discussion and Any Other Business

Emma Jackson, Assistant Managing Editor of Cochrane Airways, asked whether there were plans to hold more virtual Colloquia in the future given the environmental impact of face-to-face meetings

Mark Wilson responded, noting the positive feedback already received on the virtual Colloquium (which had replaced the planned face-to-face event in Santiago de Chile and was taking place during the week of this meeting). An evaluation of the event would be undertaken after its completion and provided to the new Board-led Colloquia, Meetings and Events Working Group. This group was undertaking an holistic review of the scope, benefits and required resources of Cochrane events to ensure they remained feasible, sustainable and beneficial to the organization. The impact of travel to meetings on the climate was a key consideration.

Michele Hilton Boon, an editor with Cochrane Public Health and author with Cochrane Heart, asked if the organization would continue to run a deficit budget

Tracey Howe responded, explaining that it is a duty of the Board to ensure the sustainability of the charity by investing its funds back into the organization. The Board had set a maximum upper limit on reserves of £5 million, which had been exceeded by the end of 2019. For that reason, a substantial 'deficit budget' had been approved for 2020 to support strategic aims; future budgets would not be so high. Nevertheless, the new publishing arrangements for the Cochrane Library, which would be announced within the coming weeks, would support the organization's financial security over many years.

Khayat Kashani, Cochrane supporter, asked if it would be possible to add 'anaesthesia' as among the main topics on the Cochrane Library

Toby Lasserson confirmed that the topic was listed under 'pain and anaesthesia'.

7. Date of next meeting

The Chair announced that there would be an additional General Meeting held at the Governance Meetings in Manchester, UK, in April 2020 and the next Annual General Meeting would be held at the Toronto Colloquium, between 4-7 October 2020. He closed the meeting at 10:15 GMT and thanked everyone for their participation.