



## **DRAFT FOR MEMBERS' APPROVAL**

# Minutes of the 2020 Annual General Meeting of the members of The Cochrane Collaboration Limited ('Cochrane') held online on Wednesday 16 December 2020, 09:00-10:30 AM GMT

### Trustees present:

Ms. Catherine Marshall: Co-Chair of the Governing Board and Chair of the Meeting  
Dr. Xavier Bonfill Cosp  
Mr. Juan Franco  
Prof. Sally Green  
Prof. Tracey Howe  
Dr. Karsten Juhl Jørgensen  
Ms. Karen Kelly  
Dr. Tamara Kredo  
Ms. Raewyn Lamb  
Mr. Jordi Pardo Pardo

### Senior staff of the charity present:

Mr. Mark Wilson, Chief Executive Officer  
Dr. Karla Soares-Weiser, Editor in Chief, the Cochrane Library  
Ms. Joanne Anthony, Head of Knowledge Translation  
Ms. Lucie Binder, Head of Governance & Strategy  
Mr. Christopher Champion, Head of People Services  
Ms. Sylvia De Haan, Head of External Affairs & Geographic Groups' Support  
Mr. Casey Early, Head of Finance  
Mr. Toby Lasserson, Deputy Editor in Chief, the Cochrane Library  
Mr. Christopher Mavergames, Head of Informatics & Technology Services  
Ms. Charlotte Pestrige, Head of Publishing, Research & Development (& Chief Executive Officer, Cochrane Innovations)

Approximately 383 Cochrane members & supporters attended online.

### Apologies:

Prof. Nicky Cullum, Trustee  
Ms. Marguerite Koster, Trustee

A video recording of the Annual General Meeting (AGM) is available at:  
<https://www.youtube.com/watch?v=1XhHXYvXL0&feature=youtu.be>

## 1. Welcome

Catherine Marshall, Co-Chair of the Governing Board, was in the Chair. She 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. She introduced the functionality of the videoconference software for those attending. Members' questions would be invited in verbal or written form later in the meeting.

As COVID-19 continued to have a major impact on face-to-face meetings, the UK Charity Commission had published new guidance allowing charitable organizations to hold their annual general meetings online until the 30 December 2020. The Co-Chairs of the Governing Board had taken the decision that a virtual meeting was an appropriate option under the current circumstances.

The Chair gave an overview of the Agenda and explained the voting procedure. She presented a summary of the Board's work, its sub-committees, and the legal requirements of Board membership. She thanked outgoing members Martin Burton, who had recently retired as Board Co-Chair; Janet Clarkson; and Maria Gladys Faba Beaumont.

The Chair listed the Resolutions that members would be asked to vote on. The results would be announced following the meeting once all votes had been counted.

The following Resolution was duly approved by the members:

**APPROVED RESOLUTION: To approve the appointments of Tracey Howe and Karen Kelly as Trustees (246 Yes, 0 No, 12 Abstain)**

The Kenneth Warren Prize was announced. This prize is awarded annually to the principal author of a systematic review published in the *Cochrane Library* by a national living in a Lower-or Middle-Income Country that is judged to be both of high methodological quality and relevant to the health problems in Lower-or Middle-Income Countries. The recipient was Nishant Jaiswal.

## 2. Approval of the Minutes of 2019 Annual General Meeting

The following Resolution was duly approved by the members:

**APPROVED RESOLUTION: To approve the Minutes from the 2019 Annual General Meeting (229 Yes, 1 No, 28 Abstain)**

## 3. Trustees' Report and Financial Statements 2020

### i. Co-Chairs' Report

Tracey Howe presented the Co-Chairs' Report. She noted that 2020 had been a year defined by the COVID-19 pandemic. The Cochrane community had come together to respond in a time of crisis; this response had been rapid and multi-faceted. She thanked everyone for their contributions and highlighted case studies from Cochrane Groups around the world.

During the pandemic, the Governing Board's work had been in line with the Governing Board's own Charter (fostering resilience during a crisis), ensuring that the organization remained viable and that it continued to work to serve the public. The Board had developed a business continuity plan, diverted resources to different priorities, and reviewed the feasibility of planned face-to-face meetings. As a result, two events had been postponed: the Toronto Colloquium, postponed from 2021 to September 2022; and the Global Evidence Summit, postponed from 2022 to October 2023.

She spoke about the importance of training future organizational leaders and highlighted the new Early Career Professionals Network. The Board had overseen the tender process and negotiations of a new 10-year publishing contract, awarded to John Wiley & Sons, Ltd, for continued publication of the *Cochrane Library*. A new organizational strategic framework was in development and following consultation would be launched at the online Governance Meetings in March 2021. The Diversity &

Inclusion program, which aimed at getting a better understanding of people's experiences of engaging with Cochrane worldwide and eliminating barriers to participation, had recently been launched.

In closing, she thanked members and supporters, Cochrane Groups, the Council, Group Executives, and the Central Executive Team, for their work and commitment to the organization in 2020.

## ii. Financial Statements

Karen Kelly, Treasurer, presented the financial statements for the year ended 31 December 2019 with a view of the current year and plans for 2021.

In 2019, Cochrane had an income of £8.1 million GBP and an expenditure of £9.2 million, resulting in a planned operating deficit of £1.1 million GBP. This left the charity's reserves standing at £6.1 million at the end of 2019.

The new publishing contract with John Wiley & Sons, Ltd, gave the charity a guaranteed level of annual income and a bonus added to reserves in 2020. Lower than projected expenditure in 2020 meant a projected surplus of £4.2 million GBP and reserves of £10.3 million GBP.

It was possible that the impact of COVID-19 on organizational budgets might lead to a reduction in sales of licences to the *Cochrane Library* – and therefore revenue – over the next years, but contractual safeguards would provide some income protection.

For 2021, the Board had approved a £10.1 million GBP budget to invest in key strategic priorities, which would mean a £2.1 million operating deficit to be supported by the reserves. This would leave £3.8 million GBP in 'free reserves' at the end of 2021 to support the transition to a balanced budget from 2024.

The following Resolution was duly approved by the members:

**APPROVED RESOLUTION: To receive and note the Trustees' Report and Financial Statements for 2019 (242 Yes, 2 No, 14 Abstain)**

The Bill Silverman prize was announced. This prize is awarded annually to explicitly acknowledge Cochrane's value of criticism. The recipient was Livia Puljak.

## 4. Revised Articles of Association

The Chair explained that Cochrane's Articles of Association (its governing document) had last been revised in 2016, with reforms that had led to the formation of a Governing Board and the establishment of individual membership.

Continuing good practice to periodically review the Articles, Cochrane's legal counsel, Harbottle & Lewis LLP, had undertaken a review of the document and had proposed several improvements. These included creating more flexibility to hold Annual General Meetings online; and improved rules for electing and appointing Governing Board members, and declaring conflict of interests. These changes were now being put to the members for approval.

The following Special Resolution was duly approved by the members:

**APPROVED SPECIAL RESOLUTION: To approve the revised draft of the Articles of Association produced to the meeting in substitution for, and to the exclusion of, the existing Articles of Association (229 Yes, 3 No, 26 Abstain)**

## 5. Appointment of the Auditors

The following Resolution was duly approved by the members:

**APPROVED RESOLUTION:**      **To approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting (243 Yes, 15 Abstain)**

The Anne Anderson award was announced. It is awarded annually to a Cochrane contributor who has contributed meaningfully to the promotion of women as leaders and contributors to Cochrane. The recipient was Sophie Hill.

## 6. Council report

Miranda Langendam, Council Co-Chair, presented the Council report. She gave an overview of the Council's composition, purpose and work. The Council's achievements in 2020 included raising climate change as an organizational issue through the paper *Responding to climate change as an organization*, which had been submitted to the Governing Board; providing input on the Knowledge Translation Dissemination Checklist; establishing an 'Authors Panel'; and providing feedback on the revised organizational Spokesperson Policy, Consumer strategy, and the Editorial Management System Conflict of Interest workflow. The Council had also provided input on the new organizational strategic framework following consultation with the constituencies it represented.

The 2021 agenda for the Council would focus on a review of its own Terms of Reference, improvement of communications with constituents, further input on the new organizational strategic framework, and support to the development of a new organizational approach for monitoring and evaluation.

## 7. Senior Officers' Reports

### i. Chief Executive Officer

Mark Wilson presented the Chief Executive Officer (CEO) report, starting with a recognition of key organizational achievements through the *Strategy to 2020*, including:

- An increase in the Cochrane Library's seven-year Impact Factor from 5.939 to 7.890
- An increase from 4 million visits in 2013 to 80 million visits in 2020 to Cochrane.org
- Reaching the milestone of 100,000 members and supporters since the membership scheme was launched in 2018

Organizational priorities for the next decade would be:

- The completion of a new organizational strategic framework that would maintain the ambitions of *Strategy to 2020*
- To invest in people and technology and to work to maximise value for money
- To continue responding to users' needs and improving the accessibility to our evidence

Organizational priorities for 2021 would be:

- To continue to improve how Cochrane Reviews are produced (completing implementation of the Editorial Management System, separating the editorial and production functions of Review Groups, establishing a centralised editorial service, developing a much more integrated editorial, technology, and product development process for Cochrane)
- To scale up the reach and impact of Cochrane's Knowledge Translation activities
- To invest in initiatives that would promote and deliver long term financial sustainability for Cochrane
- To maintain Cochrane's high impact COVID-19 evidence production
- To launch Cochrane's new strategic framework
- To establish a new organizational Monitoring and Evaluation framework

The CEO concluded by expressing his pride in the organization's achievements in this very difficult year. He said that the collaboration had never been so impactful and dynamic; the community never so large and equipped to thrive in a post COVID-19 pandemic world. He thanked everyone for their contributions.

### ii. Editor in Chief of The Cochrane Library

Karla Soares-Weiser presented the Editor in Chief report. 2020 had been an unprecedented year in terms of editorial achievements:

- 8 COVID-19 Special Collections were produced
- 23 COVID-19 reviews were published
- COVID-19 evidence was published in 13 languages
- In all topics, 505 new or updated Cochrane Reviews and 254 protocols were published

The collaborative structure of the organization had made it possible to deliver rapid responses to the COVID-19 pandemic.

Editorial priorities for 2021 would be:

- Implementation of the new Editorial and Management System
- Enhancement of the editorial process
- Prioritization of the development of tools and guidance to help authors and groups in public health

At the close of her presentation, the Editor in Chief awarded 'Emeritus' status to the following outgoing Co-ordinating Editors of Cochrane Review Groups:

- Anne Schilder (Ear, Nose and Throat)
- Bernd Richter (Metabolic and Endocrine Disorders)
- Chris Cates (Airways)
- Chris Eccleston (Pain, Palliative and Supporting Care)
- Helen Worthington (Oral Health)
- Jim Neilson (Pregnancy and Childbirth)
- Richard Wormald (Eyes and Vision)

## 8. Members' Questions and Any Other Business

### **Brian Stafford asked who is identified as [Cochrane's] "user group"**

As a charity, Cochrane's purpose is to serve its 'beneficiaries', who are members of the public worldwide. The public is split into different 'user groups' by Cochrane, such as clinicians, patients and carers, and researchers.

### **Kakkos Stavros asked whether there were any plans to change the methodology of Cochrane Reviews**

Cochrane needs to respond to the needs of end users; this involves maintaining current methodological standards and continuously innovating in methods.

### **Akram Wisam asked whether it is possible to add meta-analysis to university teaching**

The Cochrane Interactive Learning set of modules are available to universities around the world.

### **Ruth Foxlee asked whether it would be possible in the future, when proposing changes to the Articles of Association, to provide an explanation of why these changes were important and how they contributed to the good governance of the organization**

This information was provided on [agm.cochrane.org](https://agm.cochrane.org).

### **Nasuf Amna Widad Ahmed asked whether there were any plans to make full text PDFs in the Cochrane Library free to access for members from developing countries.**

Cochrane currently makes the Cochrane Library freely available to all Lower- and Middle- Income Countries via the WHO HINARI scheme: <https://www.who.int/hinari/en/> Around 3.6 billion people around the world can freely access the Cochrane Library this way.

### **Mathew Njume Mbwoogge Ngime asked what Cochrane's efforts were towards helping those who lacked funds to get published**

Cochrane doesn't offer funding for publishing reviews but is creating other ways that people can get involved in Cochrane, such as through Crowd.

**Zain Duba asked when the fifth episode of Evidence Essentials would be published**

Publication was planned for April or May 2021. It would be about how consumers could get involved in the work of Cochrane.

Due to the impact of COVID-19, the REWARD prize - which highlighted both underused remedies and the need to invest in research to identify problems and solutions to them - would not be awarded in 2020. The Thomas Chalmers prize – which was awarded at each Colloquium to the principal author of both the best oral and the best poster presentation – would also be postponed.

The Chris Silagy prize was announced. It is awarded annually to an individual who had made an extraordinary contribution to the work of Cochrane. The recipient was Joy Oliver.

**9. Date of next meeting**

The date of the next Annual General meeting in 2021 was yet to be confirmed. The meeting would either be a hybrid online and in-person meeting, or a fully virtual meeting, depending on guidance for UK charities valid at the time.

The Chair thanked members for their participation and closed the meeting at 10:30 GMT.

---MEETING END---