



DRAFT FOR MEMBERS' APPROVAL

MINUTES of the 2021 Annual General Meeting of The Cochrane Collaboration ('Cochrane'), held online and in-person at St Albans House, 57-59 Haymarket, London, SW1Y 4QX, United Kingdom, on 27 October 2021 09:00-10:30 GMT+1

Trustees present:

Prof. Tracey Howe, Co-Chair of the Governing Board and Chair of the meeting
Ms. Catherine Marshall, Co-Chair of the Governing Board
Ms. Karen Kelly, Treasurer

Prof. Xavier Bonfill
Mr. Juan Franco
Prof. Sally Green
Dr. Karsten Juhl Jørgensen
Dr. Tamara Kredo

Senior staff of the Charity present:

Ms. Judith Brodie, Interim 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. Casey Early, Head of Finance
Ms. Sylvia de Haan, Head of External Affairs & Geographic Groups' Support
Mr. Christopher Mavergames, Head of Informatics & Technology Services
Ms. Charlotte Pestrige, Head of Publishing, Research & Development

Apologies:

Prof. Nicky Cullum, Trustee
Ms. Raewyn Lamb, Trustee
Ms. Marguerite Koster, Trustee
Mr. Jordi Pardo Pardo, Trustee

Approximately 246 Cochrane members & supporters attended in-person or online.

A video recording of the Annual General Meeting (AGM) is available at:
https://www.youtube.com/watch?v=Em_yvIZXo-M

1. Welcome

Tracey Howe, Co-Chair of the Governing Board, was in the Chair, attending in-person from London. She opened the meeting at 09:00 GMT+1 and welcomed everyone attending in-person and online.

Proper notice had been given, quorum was achieved, and therefore this was a duly constituted meeting. She explained the functionality of the videoconference software for those attending; members' questions would be invited in verbal or written form online.

She introduced the agenda and explained the voting procedure. She presented a summary of the Governing Board's composition, work, and legal duties. The election of five Trustees – members of the Board – was currently underway.

Outgoing Trustees, Xavier Bonfill and Nicky Cullum, were thanked for their contributions.

2. Approval of the Minutes

The Chair read out the first Resolution on which members would be asked to vote. The results of all Resolutions would be announced after the meeting once all votes had been counted.

The following Resolution was duly approved by the members:

APPROVED RESOLUTION: To approve the Minutes from the last Annual General Meeting, held on 16th December 2020 (135 Yes, 0 No, 13 Abstain)

3. Trustees' Reports

I. Co-Chairs' Report

The Chair introduced her fellow Co-Chair of the Board, Catherine Marshall, who presented the Co-Chairs' Report.

She gave an overview of Cochrane's history, with a special focus on its work during the COVID-19 pandemic. Despite the disruption to people's lives that the pandemic had caused, 2021 had been a productive year for the organization, with huge access to Cochrane's evidence globally in different languages and sales of licenses to the Cochrane Library remaining strong. She highlighted the success of the inaugural Cochrane Convenes event, which brought together health leaders to explore and then recommend the changes needed in evidence synthesis to prepare for and respond to future global health emergencies. The first in a series of online community webinars, Cochrane Connects, would be held in November 2021.

She stressed the importance of individual contributions to Cochrane's success. In closing, she thanked all members and supporters, Cochrane Groups, the Council, Group Executives, and the Central Executive Team, for their work and commitment to the organization in 2021.

Following the Co-Chairs' report, a video message from the Director-General of the World Health Organization (WHO), Tedros Adhanom Ghebreyesus, to Cochrane was played.

II. Treasurer's Report

Karen Kelly, Treasurer, presented the financial statements for the year ended 31 December 2020 with a view of 2021, and plans for 2022 and beyond.

In 2020, the Charity's income was £12.8 million GBP, up from £8.1 million GBP in 2019 due to a one-off financial benefit from the newly agreed publishing contract for the Cochrane Library with John Wiley & Sons Ltd. Expenditure had been £9 million GBP, which was lower than budgeted. The Charity's reserves were £5.5 million at the end of 2020.

In line with previous years, the planned budget for 2021 was a 'deficit budget', which meant expenditure would be higher than income. This had been agreed by the Trustees in order to fund strategic priorities and would be met by the reserves. At the end of 2021, the reserves were forecast to be £3.8 million GBP.

The aim was to reach a 'balanced budget' by 2023, which would mean that expenditure would be near or less than income. Staff and other cost reductions in the Central Executive Team from 2022 were planned to support this aim. Income diversification and strategic investments were planned to support future income generation.

In 2021, the Board had decided to close Cochrane Innovations, which had originally been established to support income diversification activities, because these activities could now be undertaken by the charity (according to good practice advised by the UK Charity Commission). A separate trading subsidiary was therefore not required.

The Treasurer also provided a picture of the overall organization's funding in 2020, based on the annual survey of Cochrane Groups. Data for 2021 were currently being processed and would be published by the end of the year. The 2020 survey had highlighted the following risks to Cochrane Group funding and sustainability:

- The top funders of Cochrane Groups by amount contributed a disproportionate share of all Group income
- Many Cochrane Groups relied on a single funder for all or most of their income
- The Charity itself was one of the top ten Group funders by amount
- Total Group funding by amount had been on a similar level since 2008 despite the overall increase in the number of Groups
- The global resource distribution reflected global inequality patterns

The following Resolution was duly approved by the members:

APPROVED RESOLUTION: To receive and note the Trustees' Report and Financial Statements for the year ended 31st December 2020 (139 Yes, 0 No, 9 Abstain)

4. 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 (136 Yes, 0 No, 12 Abstain)

5. Council Report

Stefano Negri, Co-Chair of the Cochrane Council, presented the Council report. The purpose of the Council was to provide:

- A forum for Cochrane Groups to consider high-level matters affecting Cochrane as a whole;
- A mechanism to raise matters and provide input to the Governing Board on behalf of Cochrane Groups and members; and
- A forum to consider matters at the request of the Board and inform Board deliberations.

He gave an overview of the Council's composition. He thanked outgoing Co-Chairs, Miranda Langendam and Craig Lockwood, as well as outgoing Consumer Network representative, Rachel Plachcinski. He welcomed Ahmad Sofi-Mahmudi and Santiago Obeso de Castiello, who had been appointed from the Early Career Professionals Network, which the Council had decided would now be represented in its membership.

In 2021, the Council had only met remotely – as had been the case for all other governance groups in Cochrane – and this had prompted the need for improved communications, both to and from the Council, in order for it to be able to effectively fulfil its role. As a result, the Council Co-Chairs were now attending Governing Board meetings as non-voting attendees, and the Governing Board Co-Chairs were attending Council meetings in the same way. The Council had increased its meeting frequency from quarterly to monthly, alternating between formal and informal meetings, and was also alternating the timing of meetings to enable participation across the multiple time zones of its members.

Cochrane Review Group funding and the 'future of evidence synthesis' had been important topics for the Council in 2021. The Council had raised to the Governing Board the importance of considering the wellbeing of Cochrane Review Group staff during this period of change for them, as well as the problem

of increased workloads for Review Groups associated with the implementation of the new Editorial Management System.

In 2021, Council members had also contributed to the Diversity & Inclusion initiative, the background work to establish a monitoring & evaluation framework for strategic priorities, and the establishment of Emeritus and Lifetime membership of Cochrane.

In 2022, the Council planned to maintain its focus on the ongoing changes to Cochrane's editorial processes and structures, further improve its communications, and lead the development of an organizational statement of values.

In closing, Stefano Negrini invited people to reach out to their Council representatives for issues and queries they wanted to raise.

6. Senior Officers' Reports

I. Chief Executive Officer

Mark Wilson had resigned as Chief Executive Officer in April 2021 after eight years in the role. Judith Brodie had been appointed as Interim Chief Executive Officer (CEO) in June 2021 and provided the CEO's Report.

She spoke to the *Strategy for Change*, the organization's new strategic plan, which was guiding changes the organization needed to make by 2023 in order to remain sustainable. Her primary responsibility had been to lead a review and reorganization of the Central Executive Team, to reduce costs and increase efficiencies. She presented the draft new organizational chart for the Central Executive Team and outlined how changes to this team would impact the Cochrane Community.

She was also increasing the focus on fundraising and product development, which would be essential for maintaining income to the Charity with the transition to Open Access for Cochrane Reviews by 2025. A new Director of Development would be recruited as soon as possible. This person would be employed by the Charity but would work to secure new funding opportunities across the whole organization. Fundraising would be in line with Cochrane's stringent Conflict of Interest policies.

II. Editor in Chief

Karla Soares-Weiser provided the Editor in Chief's report, which focused on achievements in 2020 and 2021. She thanked members for their work and contribution to Cochrane's success.

The full Cochrane Library had been made Open Access from March to May 2020 in response to the COVID-19 pandemic, which had supported a 12% increase in full-text downloads of Cochrane Reviews in 2020 compared to 2019 – with strong usage of COVID-19 relevant reviews -, a 38% increase in usage of CENTRAL, and 68% increase in usage of Cochrane Clinical Answers.

User feedback suggested that the Cochrane Library continued to excel in satisfaction, and its credibility remained its biggest strength. The Governing Board's commitment to making all Cochrane Reviews Open Access by 2025 was at the heart of Cochrane's mission - the Open Access 'trial run' during the COVID-19 pandemic had demonstrated the potential impact on usage of this commitment.

A video message from Ginny Barbour, Director of the Australasian Open Access Strategy Group, and Open Access advisor to Cochrane, was played.

In the second part of her report, the Editor in Chief explained how the Cochrane Community had been engaged in shaping the 'future of evidence synthesis' proposals for Cochrane. There had been thousands of visits to the *futurecochrane.space* website, 130 responses to the survey to-date, over 100 participants to the workshops, and the Council representatives had gathered feedback from their constituencies. These perspectives would inform a business case for change that would be delivered to the Governing Board in the coming months.

7. Members' Questions and Any Other Business

Questions submitted by attendees during the meeting have been amalgamated where necessary and addressed by topic as set out below:

- **Consumer involvement and engagement – how can Cochrane engage and involve more consumers?**

Catherine Marshall explained that improved consumer involvement was one of the top priorities for Cochrane. A survey on Diversity & Inclusion was currently open, and members were invited to provide their views through this survey. The Council was also working to develop an organizational statement of values, which was an initiative led by the Consumers Executive. She stressed how important it would be for Cochrane to demonstrate the difference it made to people's lives by listening to consumers.

- **Communication & loss of face-to-face meetings – how can Cochrane maintain community engagement?**

Judith Brodie said that although there was a clear appetite to resume face-to-face meetings, this would need to be balanced against feasibility, cost, and environmental impact. Online events like this AGM and the new Cochrane Connects webinar series would be prioritized. Members were invited to submit their ideas about how to maintain engagement.

- **Fundraising and integrity – how can Cochrane balance these two priorities?**

Judith Brodie explained that the new Director of Development would define a new fundraising strategy, including how to engage with donors without compromising Cochrane's integrity and Conflict of Interest policies. Karla Soares-Weiser added that the community would be involved in shaping the fundraising strategy. More information would follow in the coming months.

- **Finance – was the payment to the Charity in 2020 a one-off?**

Karen Kelly confirmed that the five million GBP payment that appeared on the balance sheet of the 2020 Trustee's and Financial Statements was a one-off payment from John Wiley & Sons Ltd relating to the signature of the new publishing contract for the Cochrane Library. The funds had been transferred to the reserves.

- **Multi-language - will it be possible to draft reviews in languages other than English in the future?**

Karla Soares-Weiser said that it might be possible to consider this in the future, but for the moment, the priority would be to improve the production and publication processes in English and then translate Cochrane Reviews into different languages.

- **Funding to UK Cochrane Review Groups – what are the organization's leaders doing in response to the cuts?**

Karla Soares Weiser said that she and her team were working on plans for the future of evidence synthesis that took into account the loss of funding to UK Cochrane Review Groups and possible reductions to funding in other countries. The ability for Cochrane Review authors to continue to submit and publish high-priority reviews as changes took place would be preserved.

8. Date of next Annual General Meeting

The date of the Annual General meeting in 2022 would be confirmed. This meeting would be a hybrid online and in-person meeting, in accordance with the Articles of Association.

The Chair thanked the speakers and members for their participation and closed the meeting at 10:30 GMT +1.

---MEETING END---