



Annual General Meeting: Minutes

Seoul, South Korea, 25 October 2016

Steering Group (Trustees) members present:

Lisa Bero: Co-Chair of the Steering Group
Cindy Farquhar: Co-Chair of the Steering Group
Mona Nasser: Representing Authors
Joerg Meerpohl: Representing Centre Staff
Anne Lyddiatt: Representing the Consumer Network
Mingming Zhang: Representing the Consumer Network
Martin Burton: Representing Co-ordinating Editors
Denise Thomson: Representing Fields
Karin Dearness: Representing Managing Editors
Elizabeth Stovold: Representing Information Specialists
Marguerite Koster: Appointed member
Catherine Marshall: Appointed member

Senior Management Team present:

Mark Wilson: Chief Executive Officer
David Tovey: Editor in Chief
Sarah Watson: Head of Finance & Core Services, Company Secretary
Lucie Binder: Senior Advisor to the CEO
Miranda Cumpston: Head of Learning & Support
Chris Mavergames: Head of Informatics & Knowledge Management
Charlotte Pestrige: CEO, Cochrane Innovations
Julie Wood: Head of Communications & External Affairs

Members (Cochrane Groups) present:

See Appendix 1

Apologies:

Michael Makanga, appointed member of the Steering Group
Holger Schünemann, representing Methods Groups, resigned from the Steering Group in August 2016
Alvaro Atallah, representing Centre Directors, resigned from the Steering Group in October 2016
Cochrane China
Epilepsy Group
HIV/AIDS Group
IBD Group
Infectious Diseases Group
Vascular Group
(Other Cochrane Groups that did not send apologies but were not represented at the meeting are listed in Appendix 1)

Meeting format:

In 2016 the organization trialled a new approach to informing the community about the latest news related to its strategic plan, *Strategy to 2020*. Preceding the formal Annual General Meeting there were a series of presentations highlighting the key developments, led by the CEO, Editor in Chief, and members of the Cochrane community. The video recording of the full meeting (community section and formal AGM) can be seen at: <https://www.youtube.com/watch?v=1mn068UhHg0>. All presentations can be downloaded from: <http://community.cochrane.org/organizational-info/people/governing-board/annual-general-meetings>. Only the formal AGM has been minuted, below, and the first item is therefore Agenda Item 7.

Meeting chaired by:

Lisa Bero, Steering Group Co-Chair

7. Welcome, Apologies and Introduction of new members

Lisa Bero welcomed everyone to the meeting, noting the apologies given. She presented the members of the Steering Group, noting that Karin Dearness, Anne Lyddiatt, Elizabeth Stovold, and Mingming Zhang were stepping down after the meeting as part of governance reforms that would see the Steering Group replaced by a Governing Board. Alvaro Atallah and Holger Schünemann had previously resigned. She thanked all outgoing members for their service.

She welcomed the new external members appointed to the Steering Group as part of its transition to the Governing Board and following an open application process: Marguerite Koster, Michael Makanga, and Catherine Marshall.

She reminded members of the nature of the meeting: a joint annual meeting of Cochrane (the charity) and the Collaboration Trading Company Limited (the charity's trading subsidiary). She introduced the Trading Company Directors: Mark Davies, Ian Shrier and Donna Gillies.

8. Approval of Minutes of 2015 AGM in Vienna

No changes to the Minutes were requested. Joerg Meerpohl proposed that they be approved by the members; the resolution was seconded by Karin Dearness. The members unanimously approved the resolution.

APPROVED RESOLUTION: The members approved the Minutes of the 2015 Annual General Meeting.

9. Trustees' Report & Financial Statements

9.i. Co-Chairs' report

Cindy Farquhar introduced the Co-Chairs report on behalf of Lisa Bero and herself. She began by outlining Cochrane's Vision and Mission statements, summarized the main issues with which the Steering Group was concerned, and spoke to how they were being addressed. She outlined the need to deliver high-quality, timely Cochrane Reviews; keep Cochrane at the forefront of technological and methodological changes in healthcare delivery; preserve organizational culture; and ensure financial sustainability.

She spoke to the other key issues currently under consideration by the Steering Group, including ongoing governance reforms, bridge-funding to Cochrane Groups in Canada, a strategy for Knowledge Translation, the development of a Cochrane Africa Network, and the establishment of a Scientific Advisory Committee. She acknowledged the contributions that people from all over the world had made to Cochrane.

9.ii. Treasurer's report

Martin Burton presented the financial statements for the year ended 31 December 2015, informing members about the healthy state of Cochrane's financial position, with core income of £5.4 million and expenditure of £6.2 million (excluding Group income and expenditure). He reminded members that the Steering Group had approved a deficit budget in order to invest reserves in achieving the goals of *Strategy to 2020*; £6.8 million in reserves had been carried forward to 2016.

He drew members' attention to the 2016 income projections: with income from publishing, trusts and foundations increasing. The Steering Group had approved another deficit budget for 2016, with a predicted level of reserves at the end of 2016 of £4.8 million. He anticipated that expenditure would be reduced by 2020 following this period of major investment in delivering the Strategy.

He thanked Sarah Watson, Head of Finance & Core Services, for her guidance in putting together the report.

No questions were received.

The members noted the Trustees' Report and Financial Statements to 31st December 2015.

10. Appointment of auditors

Martin Burton explained that it was good practice to undertake periodic reviews of appointed auditors. A competitive tender process had therefore been undertaken in September 2016. Four firms had been shortlisted and [Sayer Vincent](#) chosen as the preferred candidate. He explained that Sayer Vincent was a firm that worked exclusively with charities and not-for-profit organizations, and specialized in providing Board members' training and induction.

No questions were received.

Martin Burton proposed that Sayer Vincent be appointed as Cochrane's auditors; the resolution was seconded by Mona Nasser. The members unanimously approved the resolution.

APPROVED RESOLUTION: The members approved the appointment of Sayer Vincent as Cochrane's auditors from October 2016.

11. Confirmation of Trustees from October 2016

Lisa Bero explained that the Steering Group's members were the Charity's Trustees. She proposed:

- The re-appointment of Cindy Farquhar as Co-Chair for a period of two years;
- The appointment of Marguerite Koster, Michael Makanga and Catherine Marshall as members for a period of three years.

The resolution was seconded by Anne Lyddiatt. The members unanimously approved the resolution.

APPROVED RESOLUTION: The members approved the re-appointment of Cindy Farquhar as Co-Chair for a period of two years; and the appointment of Marguerite Koster, Michael Makanga and Catherine Marshall as members for a period of three years.

12. Adoption of new Articles of Association

Lisa Bero explained that Alison Talbot, legal council from Penningtons Manches LLP, UK, had joined the meeting remotely for this item to answer members' questions.

She reviewed the rationale for adopting new Articles of Association, including the desire to bring external perspectives onto the Steering Group, and the opening up of voting rights to individual Cochrane members.

She reported the new name of the Steering Group would be the Cochrane Governing Board; and a new Cochrane Council, which would be representative of Cochrane Groups, would be established as an advisory body to the Board.

She acknowledged the achievement of the Working Group (Denise Thomson, Karin Dearness, Rachel Churchill, Miranda Cumpston, Jeremy Grimshaw Joerg Meerpohl and Holger Schünemann) and the general consent expressed by members during the extensive consultation period for the proposed changes. She reviewed the principal changes that would be made by adopting new Articles of Association: revision of the Charity's objects; a change from a group membership to individual membership; the introduction of a general meeting quorum of 100 members; and other updates reflecting good practice under the UK Law.

No questions were received.

Lisa Bero proposed that the draft Articles of Association produced to the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association. Elizabeth Stovold seconded the special resolution. The members unanimously approved the special resolution.

APPROVED RESOLUTION: The members approved the Articles of Association produced to the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

13. CEO presentation: Responding to Cochrane's challenges through the *Strategy to 2020: what comes next?*

Mark Wilson spoke to the fundamental aim of *Strategy 2020*, to put Cochrane evidence at the heart of health decision-making all over the world, which would be achieved by:

- 1) making it simpler, quicker and more efficient to produce Cochrane Reviews and other synthesized research evidence;
- 2) increasing the number of people worldwide accessing and using this evidence in their decision-making;
- 3) building an organization that attracted & retained the best people, lived its values and could sustain its activities.

He said that clearer 'definitions of success' for the Strategy to have achieved by 2020 against these aims were required and would be produced.

In looking forward to 2017 and beyond, he referred to major organizational initiatives, including the launching of an enhanced Cochrane Library in English and Spanish; the establishment of a membership scheme; further governance reform; the completion of project Transform; the development of a Knowledge Translation strategy; further support to translation teams; and the launch of Cochrane's new Online Learning Modules. He emphasized that achieving *Strategy to 2020* required Cochrane to forge a new kind of collaboration on a greater scale than ever before; one that built on its heritage and experience over two decades, but a collaboration that was different, wider and deeper.

14. Open discussion

Proceeding of the open discussion can be [viewed online](#).

15. Any Other Business

No other business was raised.

16. Date of next meeting

Lisa Bero thanked the organisers of the Seoul Colloquium, Cochrane Korea; announced that the 2017 Annual General Meeting would be held in Cape Town, South Africa, in September 2017, during the Global Evidence Summit; and ended the meeting.

Appendix 1: Cochrane Groups present

Name of Group	Represented by:	
	First name	Last name
Acute Respiratory Infections Group	Liz	Dooley
Adverse Effects Methods Group	Su	Golder
Airways Group	Rebecca	Normansell
Anaesthesia, Critical and Emergency Care Group	Ann	Møller
Back and Neck Group		
Bias Methods Group	Asbjørn	Hróbjartsson
Bone, Joint and Muscle Trauma Group	Haris	Vasiliadis
Breast Cancer Group	Slavica	Berber
Childhood Cancer Group	Elvira	van Dalen
Cochrane Australia	Steve	McDonald
Cochrane Brazil	Patricia	Logullo
Cochrane Canada		
Cochrane Child Health	Lisa	Hartling
Cochrane China	Joey	Kwong
Cochrane Complementary Medicine	L. Susan	Wieland
Cochrane Consumer Network		
Cochrane France		
Cochrane Germany	Gerd	Antes
Cochrane Global Ageing	Tracey	Howe
Cochrane Iberoamerica	Xavier	Bonfill
Cochrane Insurance Medicine		
Cochrane Italy	Roberto	D'Amico
Cochrane Netherlands	Rob	Scholten
Cochrane Neurosciences	Teresa	Cantisani
Cochrane Nordic	Peter Christian	Gøtzsche
Cochrane Nursing Care	Craig	Lockwood
Cochrane Nutrition	Celeste	Naude
Cochrane Pre-hospital and Emergency Care	Benjamin	Dahan
Cochrane Primary Care		
Cochrane South Africa		
Cochrane South Asia		
Cochrane UK	Therese	Docherty
Cochrane US	Jeanne-Marie	Guise
Colorectal Cancer Group	Henning	Andersen
Common Mental Disorders Group	Rachel	Churchill
Comparing Multiple Interventions Methods Group	Julian	Higgins
Consumers and Communication Group	Bronwen	Merner
Cystic Fibrosis and Genetic Disorders Group	Alfonso	Iorio
Dementia and Cognitive Improvement Group	Sue	Marcus

Developmental, Psychosocial and Learning Problems Group	Geraldine	Macdonald
Drugs and Alcohol Group	Sara	Balduzzi
Economics Methods Group	Ian	Shemilt
Effective Practice and Organisation of Care Group		
ENT Group	Jenny	Bellorini
Epilepsy Group		
Equity Methods Group	Vivian	Welch
Eyes and Vision Group	Richard	Wormald
Fertility Regulation Group		
GRADEing Methods Group	Gordon	Guyatt
Gynaecological, Neuro-oncology and Orphan Cancer Group	Clare	Jess
Gynaecology and Fertility Group	Helen	Nagels
Haematological Malignancies Group	Nicole	Skoetz
Heart Group	Nicole	Martin
Hepato-Biliary Group	Dimitrinka	Nikolova
HIV/AIDS Group		
Hypertension Group	James	Wright
IBD Group		
Incontinence Group	Sheila	Wallace
Infectious Diseases Group		
Information Retrieval Methods Group	Carol	Lefebvre
Injuries Group	Jane	Dennis
IPD Meta-Analysis Methods Group	Lesley	Stewart
Kidney and Transplant Group	Gail	Higgins
Lung Cancer Group	Fergus	Macbeth
Metabolic and Endocrine Disorders Group	Bernd	Richter
Methodology Review Group	Asbjørn	Hróbjartsson
Movement Disorders Group	Ema	Roque
Multiple Sclerosis and Rare Diseases of the CNS Group	Cinzia	Del Giovane
Musculoskeletal Group	Peter	Tugwell
Neonatal Group		
Neuromuscular Group	Mike	Lunn
NRS for Interventions Methods Group	Beverley	Shea
Oral Health Group	Anne	Littlewood
Pain, Palliative and Supportive Care Group	Michael	Lunn
Patient Reported Outcomes Methods Group		
Pregnancy and Childbirth Group	Frances	Kellie
Priority Setting Methods Group	Soumyadeep	Bhaumik
Prognosis Methods Group	Karel	Moons
Prospective Meta-Analysis Methods Group	Davina	Gherzi
Public Health Group	Hilary	Thomson
Qualitative and Implementation Methods Group	Jane	Noyes
Rapid Reviews Methods Group		
Schizophrenia Group		
Screening and Diagnostic Tests Methods Group	Yemisi	Takwoingi
Skin Group	Laura	Prescott
Statistics Methods Group	Joanne	McKenzie
STI Group	Carlos Fernando	Grillo Ardila
Stroke Group		
Tobacco Addiction Group	Nicola	Lindson-Hawley
Upper GI and Pancreatic Diseases Group	Yuhong	Yuan

Urology Group		
Vascular Group		
Work Group	Jani	Ruotsalainen
Wounds Group	Nicky	Cullum