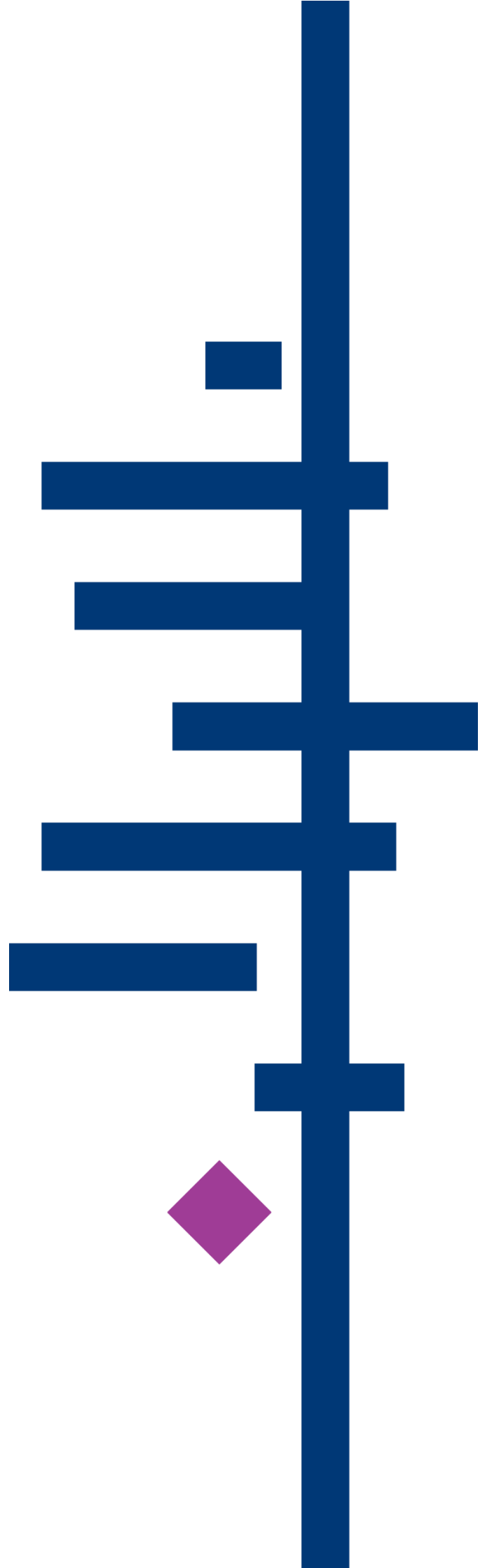


Cochrane Council

Terms of reference

Approved 6 April 2017



Status

The Council is an advisory group to the Cochrane Governing Board ('the Board').

Purpose

The purpose of the Council is to provide:

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

Establishment

The Council will be established in November 2016 at the recommendation of the Board, following a review in which directly elected group representatives on the Board were replaced with representatives elected by the full Cochrane membership. The intention of establishing the Council is to ensure that Cochrane communities retain an effective voice in Cochrane's leadership and strategic decision-making.

Scope/Responsibilities

The Council may consider any matter its members consider to be of importance. Issues may also be referred to the Council for consideration or to request input by:

- the Governing Board;
- Cochrane Groups or Executives;
- the Central Executive Team (CET);
- other Cochrane Committees or Boards; or
- individual members of Cochrane.

All issues raised for consideration by the Council will be communicated to all members of the Council, although the Council may decide not to consider all matters raised in the same level of detail. In order to consider an issue, the Council may consult with its constituent communities through their Executives or equivalent forums, or form working groups to conduct further development or investigation of an issue. Following consideration of an issue, the Council may:

- provide an opinion or position;
- provide a collated summary of the findings of a consultation; or
- refer an issue to the Board for consideration.

The Council is not a decision-making or policy-setting body, nor is it an operational body. Its role is to complement Cochrane's existing governance and operational structures by ensuring that the perspectives of its members are represented and shared.

Accountability

The Council is accountable to the Board to provide considered and timely viewpoints, and to abide by decisions of the Board.

The Council is accountable to its constituent communities and their Executives to provide an open forum for the consideration of issues; to provide a fair reflection of the input of members when providing input to the Board or other stakeholders; and to communicate back to constituents following Council meetings.

Relationship to the Board

The Council will act as a valued source of perspectives and input for the Board with specific responsibility for representing the voice of Cochrane's communities, and the Board will give due consideration to all inputs presented from the Council.

The Council will normally raise issues or provide input to the Board in the form of a paper, submitted in accordance with normal arrangements for submitting papers to the Board. This will allow all members of the Council to have input into papers, and ensure that members of the Board have sufficient time to consider any proposals or perspectives. A standing item in all meetings of the Board will be to consider any papers from the Council. The Council will then receive formal notification of the outcomes of that discussion.

The Board and the Council will hold occasional joint, face-to-face meetings (for example, joint meetings of approximately 90 minutes alongside their individual face-to-face meetings at the annual Mid-Year Meetings) to review developments and allow two-way dialogue between the two groups. Informal discussions may also be held at any time between the Co-Chairs of the Council and the Board to facilitate this relationship.

The Board may to invite members of the Council to attend Board meetings for specific items if their expertise would be of assistance.

Disagreements

Should the Council disagree with a decision of the Board, the Council may make a submission in writing to the Board. The Co-Chairs of the Board will determine the appropriate next steps, and will provide a written response to the Council to advise them accordingly.

Any Cochrane member, including members of the Council, may follow Cochrane's procedures for raising any issue, including a decision of the Board, at a General Meeting of the Members, as outlined in Cochrane's Articles of Association.

Membership

The initial Council will include representatives drawn from the Group Executives (note that the Council will not replace the role of the individual Executives) and the author community. The Council will review and modify its membership over time, adjusting the balance of members, reflecting changes following the Structure and Function review, and bringing in additional members from other sectors of Cochrane's community as appropriate.

- Centre and Branch Directors' Executive (2 members)
- Cochrane Consumer Network Executive (2 members)
- Review Groups:
 - Co-ordinating Editors' Executive (2 members)
 - Managing Editors' Executive (2 members)
 - Authors (2 members)
- Information Specialists Executive (2 members)
- Fields' Executive (2 members)
- Methods Board Executive (2 members)

Where needed, other individuals may be invited to join working groups of the Council to inform particular projects.

For the first year of operation, the Council will also include elected members of the Cochrane Board Group stepping down from their positions in October 2016, if they are willing to serve in this capacity.

Members of the Board and CET are not eligible to sit as members of the Council, with the exception of members of CET support teams whose primary role is as a member of the represented communities (including ME Support and IS Support).

Individuals cannot stand simultaneously in selection processes for the Board and the Council. Current members of the Council may stand for election to the Board. Current members of Board cannot stand for Council.

Executives and other represented communities are free to determine their representatives however it best suits their constituents, including eligibility (for example, the Co-Eds Exec may also wish to allow other Editors to represent this group). The process for selection will be transparent and publicly available as an Appendix to this document. For example, they may choose to hold an open election from the full constituency, restrict the candidates to those who serve on the Executive, or require the Chair(s) of the Executive to represent them on the Council.

The following guiding principles should be taken into consideration by all communities in determining their selection process:

- Communities should consider geographic, linguistic and economic diversity in selecting their members.
- The normal term of membership will be two years. Members may be re-appointed through the normal process established by their constituency, but may not serve longer than six consecutive years. Members reaching this limit may serve again after a gap of one term.
- To ensure continuity of representation, terms of office may be staggered to reduce the likelihood that both community representatives will step down in any one year.

Two Co-Chairs will be elected by and from among the Council's members. The term of the Co-Chairs is two years (subject to election by their communities). If possible, the terms of the Co-Chairs will be staggered. The Co-Chairs will be responsible for chairing meetings, managing the business of the Council including ways of working and progressing work between meetings, identifying priorities, representation of the Council, and regular communication with the Co-Chairs of the Board.

Members of Council must not have any current direct conflict of interest with a pharmaceutical company or other commercial organisation with a financial interest in the findings of Cochrane systematic reviews, including funding, holding paid or honorary positions, or other major conflicts.

In addition, members of Council must make a declaration of all financial and other potential conflicts of interest for the past three years at the time of nomination and annually after their appointment. Declarations of Council members will be published on the Cochrane Community website.

Diversity in leadership groups is strongly valued by Cochrane, and our commitment to diversity in representation will be clearly stated at all stages of recruitment of members of the Council. The Executives and communities from whom members are drawn will also actively seek diversity in membership. Key factors for which diversity will be sought will include, but not be limited to; age, gender, geographical location, languages spoken, areas of expertise and length of experience with Cochrane.

Members of the Council must have sufficient English language skills to participate fully in the business of the Council. Other support will be put in place to encourage participation by a diverse range of candidates, including efforts to ensure clarity and accessibility of meetings conducted in English, mentorship and leadership development training for new members, and other options.

Members and Co-Chairs of the Council will not be paid. The time commitment required for members of the Council is expected to be between 5-10 days per year.

Meetings

Meetings of the Council will be held at least twice each year and may be more frequent if required. This will include one face-to-face meeting to be held in conjunction with the Cochrane Mid-Year Meeting of the Board. The first face-to-face meeting should be held at the Mid-Year Meetings in Geneva in 2017.

There is no formal quorum for meetings of the Council. It is at the discretion of the Co-Chairs whether a meeting should proceed if too few members are able to attend. The agenda and any papers to be discussed must be circulated before the meeting and summary minutes must be circulated after every meeting to ensure that members unable to attend are fully informed.

Additional meetings will be held by teleconference or videoconference. The Council may find it helpful to meet well in advance of Board meetings to enable the submission of papers to the Board. Discussions may also be conducted by email.

Meetings of the Council will normally be scheduled to allow the largest number of participants to attend, but may be rotated to allow regular participation by members in all time zones. Minutes of Council meetings and reports of discussions held by email should note the members present or participating.

The Council will aim to reach consensus in its discussions. Where this is not possible, dissenting views should form part of the viewpoints presented to the Board or the Cochrane community.

Minutes and papers considered by the Council meetings will normally be open access and available on the Cochrane Community website, with the exception of confidential papers that may be referred for consideration by the Board.

Support

The activities of the Council will be supported by the CET. The CET will be responsible for administrative arrangements such as organising meetings, circulating papers and managing expenses. The designated CET officer responsible for this work will be in regular communication with the Co-Chairs.

Funds will be made approved by the Board to support travel, accommodation and other reasonable expenses to attend face-to-face meetings of the Council. This funding is in addition to any funding provided directly to support Cochrane Executives.

A member of the CET will be available to take minutes and provide other secretariat support for the Council. This additional workload will be accommodated within the existing CET staff. Teleconference or videoconference facilities will be shared with the Council for meetings.

Review

The work of the Council will be reviewed by the Council and the Board 18 months after formation, to assess its performance and the effectiveness of its structures and relationship with the Board in the context of its stated aims. This review will be discussed at the Mid-Year

Meetings in Lisbon in 2018. Thereafter, the remit and function of Council should be reviewed at least every five years.

Regular, informal review can be facilitated by direct discussions between the Co-Chairs of the Council and the Co-Chairs of the Board.