

Governing Board Meeting Minutes

2 July 2020 – Teleconference

The Cochrane Collaboration ('Cochrane'). Registered in England as a company limited by guarantee No. 03044323 Charity Number 1045921. VAT registration number GB 718 2127 49. Registered office: St Albans House, 57-59 Haymarket, London SW1Y 4QX United Kingdom.

Trustees declare conflicts of interest related to their role on the Board, which are published on the Cochrane [Community website](#) and are updated annually or when circumstances change. They are also required to declare any possible material interests that could give rise to conflict in relation to any item under discussion at the start of each meeting. All interests so disclosed are recorded in the minutes. Conflicted members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.

Board members (Trustees) present:

Name:	Attending from:
Martin Burton (Co-Chair) (MB)	UK
Catherine Marshall (Co-Chair) (CM)	New Zealand
Xavier Bonfill Cosp (XBC)	Spain
Jan Clarkson (Treasurer) (JC)	UK
Nicky Cullum (NC)	UK
Sally Green (SG)	Australia
Gladys Faba Beaumont (GFB)	Mexico
Tracey Howe (TH)	UK
Karsten Juhl Jørgensen (KJJ)	Denmark
Karen Kelly (KK)	UK
Marguerite Koster (MK)	USA
Rae Lamb (RL)	New Zealand
Jordi Pardo Pardo (JPP)	Canada

Board members having sent apologies: None

Others attending:

Name:	Role:	Attending from:
Mark Wilson	Chief Executive Officer (CEO)	UK
Karla Soares-Weiser	Editor in Chief	UK
Jo Anthony	Head of Knowledge Translation	UK
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Chris Champion	Head of People Services	UK
Casey Early	Head of Finance	UK
Sylvia De Haan	Head of External Affairs & Geographic Groups' Support	Netherlands
Toby Lasserson	Deputy Editor in Chief	UK
Chris Mavergames	Head of Informatics & Technology Services	Germany
Charlotte Pestrige	Head of Publishing, Research & Development	UK
William Gardner [for GB-2020-24]	External strategy consultant	UK

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. **Restricted access content is highlighted in yellow** and is made available to the Board and Senior Management Team only. Minutes of the closed sessions of the Board, which are attended only by Trustees, are recorded on behalf of the Co-Chairs and are only made available to the Trustees.

List of Approved Resolutions:

Minute:

GBMIN-2020-37 **Approved 12 June 2020: The Governing Board authorizes Cochrane’s Chief Executive Officer to sign the final negotiated Agreement with John Wiley & Sons, Limited, for the publication and delivery of Cochrane Content in the Cochrane Library from 1st January 2021**

Approved 17 June 2020: The Governing Board approves the 2019 Trustees’ Report and Financial Statements and the Letter of Representation and acknowledges the 2019 Post Audit report. The only amendment to the report is the inclusion, on page 2, of Ms Karen Kelly who will be a Trustee at the date of the signing of the report

RESOLUTION (Approved 25 June 2020: The Board approves The Minutes from the 29th April 2020 teleconference; and the Minutes from the 11th May 2020 teleconference

---MEETING START---

GBMIN-2020-34 **Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**

Martin Burton was in the Chair. He welcomed everyone. No changes to attendees’ declarations of interest were required for this meeting and no Trustees declared conflicts of interest in the proposed Agenda items. The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.

GBMIN-2020-35 **Approval of Agenda, including the papers and decisions included in the Consent Agenda**

The Agenda was approved, including the papers and decisions included in the Consent Agenda.

GBMIN-2020-36 **Matters Arising from previous meeting**

There were no matters arising.

GBMIN-2020-37 **Record of Resolutions approved between meetings**

RESOLUTION (Approved 12 June 2020): The Governing Board authorizes Cochrane’s Chief Executive Officer to sign the final negotiated Agreement with John Wiley & Sons, Limited, for the publication and delivery of Cochrane Content in the Cochrane Library from 1st January 2021

**YES: XBC, MB, JC, NC, GFB, SG, TH, KJJ, KK, MK, CM, JPP
NO: None;
ABSTAIN: None**

RESOLUTION (Approved 17 June 2020 unless otherwise stated): The Governing Board approves the 2019 Trustees’ Report and Financial Statements and the Letter of

Representation and acknowledges the 2019 Post Audit report. The only amendment to the report is the inclusion, on page 2, of Ms Karen Kelly who will be a Trustee at the date of the signing of the report

YES: XBC, MB, JC, NC, GFB (at this meeting), SG, TH, KJJ, KK, MK, CM, JPP
NO: None;
ABSTAIN: None

RESOLUTION (Approved 25 June 2020): The Board approves The Minutes from the 29th April 2020 teleconference; and the Minutes from the 11th May 2020 teleconference

YES: XBC, MB, JC, NC, GFB (at this meeting), SG, MK, CM, JPP
NO: None;
ABSTAIN: TH, KK
NO VOTE: KJJ

GBMIN-2020-38 **Post 2021 Strategic Framework for review**
[PAPER: GB-2020-24]

The Chair invited William Gardner and Lucie Binder to present the proposed strategic framework, which had been developed by the Strategy Working Group of the Board and the Senior Management Team. The Trustees gave their broad support for the framework, with some individual comments that would be followed up separately by William and Lucie. The Board approved the publication of the draft framework, for consultation with Cochrane members and external stakeholders.

[William Gardner left the meeting at this point]

GBMIN-2020-39 **CEO Report**
[PAPER: GB-2020-21]

The Chair thanked Mark Wilson and Karla Soares-Weiser for the quality of the reports they had submitted for this meeting. Mark Wilson spoke to the main points in the paper. It was noted that if contacting external stakeholders about their views on Cochrane's response to the COVID-19 pandemic, Cochrane Groups with established relationships to those stakeholders should be involved in the communication.

GBMIN-2020-40 **Spokesperson Policy**
[PAPER: GB-2020-21]

The Chair thanked the Senior Management Team for the revised version of the policy. In response to a request for advice, the Trustees were clear that if a Cochrane member or supporter uses their Cochrane affiliation along with another title, or if Cochrane is the only title or affiliation they have, then they must make every possible effort to state unequivocally that they are not representing the views of Cochrane as an organization.

This clarification would be made, and a final revised version sent to the Board for approval by online poll.

GBMIN-2020-41 **Editor in Chief Report**
[PAPER: GB-2020-21]

Karla Soares-Weiser spoke to the main points in the paper.

**GBMIN-2020-42 Cochrane Sweden application to become full Centre [CONSENT AGENDA]
[PAPER: GB-2020-23]**

Approved under the Consent Agenda.

GBMIN-2020-43 Any Other Business

Catherine Marshall proposed a formal vote of thanks to Martin Burton, outgoing Co-Chair, for his outstanding service to the Governing Board and Cochrane. This was supported by all.

GBMIN-2020-44 Date of Next Meeting

1 September 2020 (BST).

The Chair closed the meeting at 22:30 BST.

----MEETING END---