

Governing Board Meeting Minutes

27 February 2020 – Teleconference

Planned meeting of The Cochrane Collaboration Governing Board (Board of Trustees) held by teleconference 20:00-21:30 GMT on 27 February 2020.

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Board members 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: <https://community.cochrane.org/organizational-info/people/conflict-interest/board>. 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)	UK
Catherine Marshall (Co-Chair)	New Zealand
Jan Clarkson	UK
Nicky Cullum	UK
Sally Green	Melbourne, Australia
Gladys Faba Beaumont	Mexico
Tracey Howe	UK
Marguerite Koster	Los Angeles, USA
Jordi Pardo Pardo	Ottawa, Canada

Board members having sent apologies:

Xavier Bonfill Cosp
Karsten Juhl Jørgensen
Rae Lamb

Board members absent:

None

Others attending:

Name:	Role:	Attending from:
Mark Wilson	Chief Executive Officer (CEO)	UK
Karla Soares-Weiser	Editor in Chief	Israel
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

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:

Agenda Item:	
GBMIN-2020-2	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda
GBMIN-2020-3	The Board approves the Minutes of the 12th December 2019 teleconference
GBMIN-2020-7.1	The Board approves the new Conflict of Interest Policy for Cochrane Library content and supports the proposed Implementation Plan
GBMIN-2020-8	The Board approves the proposed changes to Cochrane's Articles of Association in principle

GBMIN-2020-1 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Catherine Marshall was in the Chair. Xavier Bonfill Cosp, Karsten Juhl Jørgensen and Rae Lamb sent apologies. Tracey Howe would join the meeting late. No changes to attendees' declarations of interest (posted on the Cochrane Community website) 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-2020-2 Approval of Agenda, including the papers and decisions included in the Consent Agenda

The following resolution was approved:

RESOLUTION: The Board approves the Agenda, including the papers and decisions included in the Consent Agenda

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Sally Green, Marguerite Koster, Catherine Marshall, Jordi Pardo. NO: None; ABSTAIN: None

GBMIN-2020-3 Approval of the Minutes of the 2019 Teleconference from the 12th December

Tracey Howe joined the meeting.

The following resolution was approved:

RESOLUTION: The Board approves the Minutes of the 12th December 2019 teleconference

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba Beaumont, Sally Green, Tracey Howe, Marguerite Koster, Catherine Marshall, Jordi Pardo. NO: None; ABSTAIN: None

GBMIN-2020-4 Matters arising not otherwise covered by the Agenda

There were no Matters Arising not otherwise covered by the Agenda.

GBMIN-2020-5 Co-Chairs' Report:

The Chair gave the following updates:

- She and Martin Burton were in regular contact with the CEO about the impact of the coronavirus outbreak on the Governance Meetings scheduled to held in Manchester, UK, at the end of March 2020. At this point it was agreed the meetings were still viable. Virtual attendance was being explored as a supporting option. Regular updates would be provided, and communications issued to the community.
- Planning by the Senior Management Team for the strategic sessions in Manchester, in consultation with the Co-Chairs, was well underway.
- The Board's Nominating Committee was planning to interview a potential candidate with financial experience for Board membership. An update would be provided in due course.
- The Council had notified the Board that it was preparing a paper on Cochrane's environmental responsibilities for its consideration at the Manchester meetings. The Co-Chairs had asked the Council Co-Chairs to seek the Senior Management Team's response, to be included as part of the paper.

GBMIN-2020-5.1 The Board approves the proposed timing of Board elections and appointments in 2020 [CONSENT AGENDA]

[ASSOCIATED PAPER: GB-2020-1]

Approved under Item 2.

GBMIN-2020-5.2 The Board approves the proposal to ring-fence one elected position in 2020 to a Cochrane member from a Low- or Middle-Income Country. The other position will be open to any Cochrane member [CONSENT AGENDA]

Approved under Item 2.

GBMIN-2020-6 CEO's Report:

The CEO gave a general report, including the following updates:

- Work on delivering the *Strategy to 2020* Targets for 2020 was progressing as planned, including preparatory work on the development of a new Editorial Management System, and recruitment of science writers to support the production of Plain Language Summaries of Cochrane Reviews. Sessions on the new organizational strategic plan, challenges and opportunities for Cochrane's Open Access ambitions, and the development of a new monitoring and evaluation framework for Knowledge Translation activities, were being planned for the Manchester Governance Meetings.
- The Central Executive Team had held a successful team meeting in January 2020, in London, to plan its work for the year, including the work required to deliver the *Strategy to 2020* Targets for 2020.
- Royalties from the Cochrane Library, although lower in 2019 for reasons previously shared with the Governing Board remained as forecast in December. The organization remained in a strong financial position.

GBMIN-2020-6.1 Santiago Colloquium insurance claim update

Jo Anthony reported that the insurance claim for the cancelled Santiago Colloquium had been submitted. A final settlement would be known within weeks. The Chair thanked the CEO and Jo Anthony for the substantial amount of work required in compiling the claim.

GBMIN-2020-6.2 Publisher of the Cochrane Library from 2020

Charlotte Pestridge reported that contract negotiations were in the final stages. An announcement was planned for before the Governance Meetings in Manchester.

GBMIN-2020-7 Editor in Chief Report:

The Editor in Chief said that Special Collections relevant to the COVID-19 (coronavirus) outbreak had recently been published on the *Cochrane Library*. These had been developed in consultation with members of the Cochrane China Network. The Chair thanked her and the Deputy Editor in Chief.

The Editor in Chief said that the rest of her report would focus on the revised Conflict of Interest policy (below).

GBMIN-2020-7.1 Revised Conflict of Interest policy for Cochrane Library content

[ASSOCIATED PAPERS: GB-2020-2, 3 & 4]

The Editor in Chief introduced the supporting documents. She reminded the Board of the lengthy consultation undertaken with Cochrane Groups and the wider community in developing the changes. She said that the new part-time Senior Research Integrity Editor and Research Integrity Editor had been appointed. The People Services department were supporting a comprehensive training plan and language translation of training material would be considered.

The Board discussed various elements of the proposed new policy and implementation plan, and made the following decisions as part of its overall approval of the recommendations: 1) it confirmed its support for the increased stringency of the revised Conflict of Interest policy for Cochrane Library content, even though this will impact upon some Cochrane Review Groups' ability to appoint authors and author teams, and their existing author teams, as well as their own editorial staff; 2) the principle that the onus must be on the author to make truthful declarations should apply; it is not the role of Cochrane Review Groups to police their author teams.

Jordi Pardo Pardo raised a concern that the proposed implementation date for the start of the COI Policy of 1 July 2020 was too early and would be difficult for Cochrane Review Groups to implement unless technical changes had been made to the Archie, RevMan and new EMS workflows. The Board agreed to closely monitor the implementation plans and to review them at their next meeting.

The following resolution was approved:

RESOLUTION: The Board approves the new Conflict of Interest Policy for Cochrane Library content and supports the proposed Implementation Plan.

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba Beaumont, Sally Green, Tracey Howe, Marguerite Koster, Catherine Marshall, NO: None; ABSTAIN: Jordi Pardo Pardo

GBMIN-2020-8 Proposed changes to Cochrane's Articles of Association

[ASSOCIATED PAPER: GB-2020-5]

Gladys Faba Beaumont left the teleconference at the start of this item due to another commitment.

Lucie Binder introduced the supporting document. She explained that the Board was being asked to approve, in principle, the proposed changes to The Cochrane Collaboration's Articles of Association. The drafting changes would then be completed by Cochrane's legal counsel and a final version sent for the Board's approval in time for it to be issued to members at a special General Meeting planned for the Governance Meetings in Manchester.

RESOLUTION: The Board approves the proposed changes to Cochrane's Articles of Association in principle.

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Sally Green, Tracey Howe, Marguerite Koster, Catherine Marshall, Jordi Pardo Pardo NO: None; ABSTAIN: None

GBMIN-2020-9 Any Other Business

There was no other business.

GBMIN-2020-10 Date of Next Meeting

29 March and 2-3 April 2020, Governance Meetings, Manchester, UK.

The Chair closed the meeting at 21:30 GMT.

---MEETING END---