

Governing Board Meeting Minutes

19-20 & 22 October 2020 – Videoconferences

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Board members (Trustees) present:

Name:	Attending from:
Tracey Howe (Co-Chair)	UK
Catherine Marshall (Co-Chair)	New Zealand
Xavier Bonfill Cosp	Spain
Nicky Cullum	UK
Sally Green	Australia
Juan Franco	Argentina
Karsten Juhl Jørgensen	Denmark
Karen Kelly	UK
Tamara Kredo	South Africa
Marguerite Koster	USA
Rae Lamb	New Zealand
Jordi Pardo Pardo	Canada

Board members having sent apologies:

Gladys Faba Beaumont	Mexico
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Others attending:

19 October 2020:

Name:	Role:	Attending from:
Mark Wilson	Chief Executive Officer (CEO)	UK
Karla Soares-Weiser	Editor in Chief	Israel
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Casey Early	Head of Finance	UK

20 and 22 October 2020:

Mark Wilson	Chief Executive Officer (CEO)	UK
Karla Soares-Weiser	Editor in Chief	Israel
Jo Anthony	Head of Knowledge Translation Department	UK
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Chris Champion	Head of Membership, Learning & Support Services	UK
Casey Early	Head of Finance	

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 Innovations, 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:

Minute:	
GBMIN-2020-54	
GBMIN-2020-58	The Board approves the Minutes of its meeting, held by teleconference, on 2nd July 2020
GBMIN-2020-62	The Board approves the replacement of the 2021 in-person Governance Meetings in Manchester with a fully virtual online programme beginning the week of the 22nd March 2021; and rolling over plans for in-person Governance Meetings in Manchester at the same venue in April 2022
GBMIN-2020-63	

List of Actions:

Minute:	
GBMIN-2020-55	The Governance Committee should provide the Board with additional guidance on when to classify Board papers as restricted or open access.
GBMIN-2020-65	The Board Co-Chairs should collate the feedback and return to the Trustees with proposals on the format and frequency of Board meetings and interactions in 2021

---MEETING START---

19 October 2020:

GBMIN-2020-54 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Catherine Marshall was in the Chair. She welcomed everyone. Gladys Faba Beaumont had sent her apologies. 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.

This videoconference was the first of three to replace the face-to-face meetings planned for the Colloquium in Toronto, which had been cancelled due to the COVID-19 pandemic. Catherine noted the Board's disappointment that they could not meet in person.

GBMIN-2020-55 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, which had been received and noted. The Board thanked the Central Executive

Team and Cochrane Groups for the significant amount of work represented in the papers. The Governance Committee was asked to provide the Board with additional guidance on when to classify Board papers as restricted or open access.

ACTION: The Governance Committee should provide the Board with additional guidance on when to classify Board papers as restricted or open access

GBMIN-2020-56

Co-Chairs' Report

[PAPER: GB-2020-33]

Tracey Howe spoke to the points in the report. She and Catherine Marshall would recuse themselves on the discussion of Board member remuneration at the end of the meeting.

GBMIN-2020-57

Understanding organizational financial parameters from 2021 onwards

[PAPER: GB-2020-34]

Karen Kelly introduced the reports and appendices in her role as Treasurer-elect. She said that the Finance, Audit and Investment (FAI) Committee remained confident in the financial information provided to them by the Senior Management Team. The FAI Committee would be considering the 2021 Plan & Budget and new Reserves Policy in advance of the Board's next teleconference in December 2020.

Casey Early said that the 2020 budget deficit would now be lower than projected at 0.5 million GBP due to increased income (from Cochrane Response and a grant from Cochrane Germany for work on COVID-19) and lower expenditure (from reduced travel expenditure as a result of COVID-19, etc).

The Senior Management Team were doing work on moving towards a long-term sustainable budget for core funds from 2022/3 onwards that did not continue to spend into reserves at current rates. The FAI Committee would support this work, which would continue into 2021.

GBMIN-2020-58

Risk Management Report Quarter 2 2020

[PAPER: GB-2020-35]

The Chair thanked the Senior Management Team for the supporting report. It was noted that the new publishing contract with Wiley provided important financial security for the organization but said that during COVID-19 pandemic the most important risk to manage would be the well-being and sustainability of the organization's members and staff. Good governance in the time of a pandemic would be an important consideration for the Board in 2021.

In response to questions from Trustees, Karla Soares-Weiser reported that COVID-19 had not, by that point, had an impact on review production - protocol submissions had in fact increased from 2019 - but an effect may be seen as the pandemic continued and fatigue of authors and staff became an issue.

GBMIN-2020-59

Key themes emerging from consultations on new strategic plan

Lucie Binder provided an update on the emerging themes from the consultation on the draft organizational strategic plan. She reported on the various groups targeted for feedback, and their largely positive response, although there had also been a clear steer that the strategic objectives needed to be made more specific in order to help with prioritization of work.

Further, respondents were appreciating the opportunity for consultation but wanted more time to respond, particularly considering the COVID-19 pandemic's impact on priorities and capacity.

As a result of this feedback, the Senior Management Team had discussed with the Co-Chairs their desire to move the publication of the new strategic plan into early 2021 to allow sufficient time for the feedback to be properly assessed and used to inform changes to the current draft. This was approved by the Board.

The Board members then split into small groups to further explore definitions of success against the four proposed organizational goals. At the end this short session it was agreed that the time set aside for this discussion was insufficient and would be continued at the meeting scheduled for 22 October 2020.

GBMIN-2020-60

Closed Session

The Board Co-Chairs and Senior Management Team members present left the meeting. The remaining Trustees continued in closed session, chaired by Marguerite Koster.

GBMIN-2020-53

The Board would reconvene the following day to continue the agenda. The Chair closed the meeting at 22:00 BST.

20 October 2020:

GBMIN-2020-55

The Board would reconvene on 22 October to continue the agenda. The Chair closed the meeting at 22:00 BST.

22 October:

GBMIN-2020-56

Key themes emerging from consultations on new strategic plan

Catherine Marshall was in the Chair and reconvened the meeting. The Board members then split into small groups to continue their discussion on the definitions of success against the four proposed organizational goals. Upon return to the plenary session it was agreed that the feedback from the small-group work would be provided in written form to Lucie Binder to inform the re-drafting of the new strategic framework.

GBMIN-2020-57

Matters Arising not otherwise covered by the Agenda

There were no matters arising not otherwise covered by the Agenda.

GBMIN-2020-58

Record of Resolutions voted on by the Board between meetings

RESOLUTION: The Board approves the Minutes of its meeting, held by teleconference, on 2nd July 2020

YES: BONFILL COSP, CULLUM, FABA BEAUMONT, GREEN, HOWE, KELLY, KOSTER, KREDO, MARSHALL, LAMB, PARDO

NO: None

ABSTAIN: FRANCO, JØRGENSEN, KREDO

(Approved)

GBMIN-2020-59

Record of thanks to Gladys Faba Beaumont, outgoing Trustee

The Board recorded its grateful thanks to outgoing Trustee Gladys Faba Beaumont, who had confirmed that she did not intend to seek re-appointment at the end of her current term.

GBMIN-2020-60

Appointment of Treasurer

The Board formalized the appointment of Karen Kelly as Treasurer, effective from this meeting.

GBMIN-2020-61 Chief Executive Officer Report

Mark Wilson spoke to the main points in his report, which had been approved under the Consent Agenda. He noted that at the end of this challenging year for Cochrane, his staff in the Central Executive Team were feeling fatigued. This was acknowledged by the Board.

GBMIN-2020-62 Governance Meetings in 2021

[PAPER: GB-2020-32]

Jo Anthony introduced the proposal. The Board-led Colloquium & Events Working Group would address appropriate themes and formats for this meeting, and all future Cochrane meetings and events, particularly considering the move to online working necessitated by the COVID-19 pandemic and the environmental impact of international travel.

The following resolution was approved:

RESOLUTION: The Board approves the replacement of the 2021 in-person Governance Meetings in Manchester with a fully virtual online programme beginning the week of the 22nd March 2021; and rolling over plans for in-person Governance Meetings in Manchester at the same venue in April 2022

YES: BONFILL COSP, CULLUM, FRANCO, GREEN, HOWE, JØRGENSEN, KELLY, KOSTER, KREDO, MARSHALL, LAMB, PARDO PARDO

NO: None

ABSTAIN: None

GBMIN-2020-63

GBMIN-2020-64 Editor in Chief Report

Karla Soares-Weiser spoke to the main points in her report, which had been approved under the Consent Agenda. She noted that there were some issues with implementing the newly established Conflict of Interest policy for Cochrane Library content, which were being addressed by her team.

She thanked the Editorial Board for its work and support in Cochrane's response to the COVID-19 pandemic.

GBMIN-2020-65 Format and frequency of Board meetings and interactions in 2021

[PAPER: GB-2020-36]

The Trustees discussed ideas for the format and frequency of Board meetings in 2021 since they would be unlikely to meet in person. Suggestions that received broad consensus included more regular, shorter meetings; more time in Board meetings to undertake 'blue-sky' and strategic thinking without supporting proposals; and a clearer schedule of key decisions and papers to be considered over the course of a year.

ACTION: The Board Co-Chairs should collate the feedback and return to the Trustees with proposals on the format and frequency of Board meetings and interactions in 2021

GBMIN-2020-66 Any Other Business

Questions and comments on the Consent Agenda were taken:

- Chris Champion confirmed that a robust, tailored approach to training on the new Editorial Management System for Cochrane Review Group staff was being prepared.

- Sally Green, Marguerite Koster, Tamara Kredo, Catherine Marshall and Jordi Pardo Pardo volunteered to support Charlotte Pestrige to develop a framework for a future Board discussion on Open Access given its continued importance strategically.

GBMIN-2020-67

Date of Next Meeting

The Board would next meet by videoconference on 15 December 2020 (GMT).

The Chair closed the meeting at 21:30 BST.

---MEETING END---