**Governing Board Meeting Minutes**

19-20 & 22 October 2020 – Videoconferences

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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:**

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

**Board members having sent apologies:**

Gladys Faba Beaumont       Mexico

**Others attending:**

19 October 2020:

<table>
<thead>
<tr>
<th>Name</th>
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<tr>
<td>Mark Wilson</td>
<td>Chief Executive Officer (CEO)</td>
<td>UK</td>
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<td>Editor in Chief</td>
<td>Israel</td>
</tr>
<tr>
<td>Lucie Binder</td>
<td>Head of Governance &amp; Strategy (Company Secretary)</td>
<td>Germany</td>
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<tr>
<td>Casey Early</td>
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20 and 22 October 2020:

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<tr>
<td>Jo Anthony</td>
<td>Head of Knowledge Translation Department</td>
<td>UK</td>
</tr>
<tr>
<td>Lucie Binder</td>
<td>Head of Governance &amp; Strategy (Company Secretary)</td>
<td>Germany</td>
</tr>
<tr>
<td>Chris Champion</td>
<td>Head of Membership, Learning &amp; Support Services</td>
<td>UK</td>
</tr>
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Governing Board Meeting 19-20 & 22 October 2020 Videoconferences
[Open Access]

<table>
<thead>
<tr>
<th>Sylvia de Haan</th>
<th>Head of External Affairs &amp; Geographic Groups' Support</th>
<th>Netherlands</th>
</tr>
</thead>
<tbody>
<tr>
<td>Toby Lasserson</td>
<td>Deputy Editor in Chief</td>
<td>UK</td>
</tr>
<tr>
<td>Chris Mavergmes</td>
<td>Head of Informatics &amp; Technology Services</td>
<td>Germany</td>
</tr>
<tr>
<td>Charlotte Pestreidge</td>
<td>Head of Innovations, Research &amp; Development</td>
<td>UK</td>
</tr>
</tbody>
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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:

<table>
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<tr>
<th>Minute:</th>
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<td>GBMIN-2020-58</td>
<td>The Board approves the Minutes of its meeting, held by teleconference, on 2nd July 2020</td>
</tr>
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List of Actions:

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---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 of 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 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---