

Governing Board Meeting Minutes

20 July 2021 GMT – Meeting held by videoconference

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

Board members having sent apologies:

Marguerite Koster	USA
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Others present:

Name:	Role:	Attending from:
Jo Anthony	Head of Knowledge Translation	UK
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Judith Brodie	Interim Chief Executive Officer	UK
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 Pestridge	Head of Publishing, Research & Development	UK
Karla Soares-Weiser	Editor in Chief	Israel

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.

Approved Resolutions:

Minute:	
GBMIN-2021-42	The Board approves the proposal, from the Finance, Audit & Investment Committee, to ‘strike-off’ Cochrane Innovations Limited, via a share capital reduction exercise
GBMIN-2021-42	The Board approves the Terms of Reference of the Membership and Awards Committee
GBMIN-2021-42	I, the undersigned, being a Director of the Company resolve pursuant to regulation 93 of Table A as defined and incorporated in the Articles of Association of the Company that: The Authorised Signatories in the current mandate, for the accounts detailed in section 1.3, be changed in accordance with section Authorised Signatories and the current mandate will continue as amended
GBMIN-2021-43	The Board approves the proposed model outlined as a basis for further consultation based on the case made for a new model of production
GBMIN-2021-44	The Board approves the Going Concern assessment
GBMIN-2021-44	The Board approves the Letter of Representations for signing by the Treasurer and Head of Finance
GBMIN-2021-45	The Board approves the recommendation from the Finance, Audit & Investment (FAI) Committee to approve the 2020 Trustees’ Report and Financial Statements
GBMIN-2021-46	The Board approves the recommendation from the FAI Committee to introduce a new annual audit declaration for the Board and Key Management Personnel, for the 2021 audit and beyond

Actions Arising:

GBMIN-2021-47	Central Executive Team to contact non-responding Groups to the 2020 Financial Monitoring Exercise
GBMIN-2021-47	Central Executive Team to share the 2020 Financial Review of Cochrane Groups with the Council and Group Executives for their view
GBMIN-2021-50	Central Executive Team to develop a Safeguarding Policy for the Board’s review

---MEETING START---

GBMIN-2021-39	Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter Catherine Marshall was in the Chair. Marguerite Koster had sent apologies. No changes to attendees’ declarations of interest (posted on the Cochrane Community website) were required for this meeting and no Trustees declared potential 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-2021-40	Approval of the Minutes from 23 June 2021 The Minutes were approved. The Actions Arising had been completed.
GBMIN-2021-41	Matters Arising not otherwise covered by the Agenda

GBMIN-2021-42 Record of Resolutions taken between meetings

The following resolutions had been approved by online poll:

RESOLUTION: The Governing Board approves the proposal, from the Finance, Audit & Investment Committee, to 'strike-off' Cochrane Innovations Limited, via a share capital reduction exercise

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: , Karsten Juhl Jørgensen, Tamara Kredo

Approved 15 June 2021

RESOLUTION: The Governing Board approves the Terms of Reference of the Membership and Awards Committee

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: Tamara Kredo

Approved 23 June 2021

RESOLUTION: I, the undersigned, being a Director of the Company resolve pursuant to regulation 93 of Table A as defined and incorporated in the Articles of Association of the Company that:

The Authorised Signatories in the current mandate, for the accounts detailed in section 1.3, be changed in accordance with section Authorised Signatories and the current mandate will continue as amended

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: Tamara Kredo

Approved 1 July 2021

GBMIN-2021-43 The future of evidence synthesis production [PAPER: GB-2021-74]

Karla Soares-Weiser gave a short presentation summarizing the proposal. The Board was being asked to support the strategic direction set out in the paper.

The Board was supportive. They emphasized the importance of the good process in consultation with Cochrane Groups and other stakeholders. They accepted the risks of both proceeding and not proceeding: the proposal set out profound organizational change. They suggested that concomitant changes to Geographic Groups might need to be slightly separated so as to maintain focus on the urgent changes required to CRGs. They further emphasized that although changes in the UK funding landscape had prompted immediate change, as a global organization it would be important to retain a global perspective.

The Board were not yet clear on the affordability and possible funding model(s) for the proposal, so a plan would need to be developed in detail. Sally Green, Tamara Kredo, and Jordi Pardo Pardo agreed to join a working group to support the development of the more detailed proposal. Nicky Cullum would review any documents as required.

The resolution was approved:

RESOLUTION: The Board approves the proposed model outlined as a basis for further consultation based on the case made for a new model of production

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Tamara Kredo, Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2021-44 **2020 Audit Outcomes [PAPER: GB-2021-70]**

The Treasurer informed the Board that the papers had been reviewed and were being proposed by the Finance, Audit & Investment Committee. A clean audit had been achieved and there had been good engagement with the auditor, Sayer Vincent, during the audit.

The following resolutions were approved:

RESOLUTION: The Board approves the Going Concern assessment

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: Tamara Kredo

RESOLUTION: The Board approves the Letter of Representations for signing by the Treasurer and Head of Finance

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Tamara Kredo Rae Lamb, Jordi Pardo Pardo

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2021-45 **2020 Trustees' Report & Financial Statements**

Some minor changes were requested, including a statement of thanks at the start of the Report to all Cochrane members and supporters for their work during the COVID-19 pandemic.

The following resolution was approved:

RESOLUTION: The Board approves the recommendation from the Finance, Audit & Investment (FAI) Committee to approve the 2020 Trustees' Report and Financial Statements

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Tamara Kredo, Rae Lamb, Jordi Pardo Pardo
NO: NONE
ABSTAIN: NONE
NO VOTE: NONE

GBMIN-2021-46 Annual Audit Declaration [PAPER: GB-2021-71]

The following resolution was approved:

RESOLUTION: The Board approves the recommendation from the FAI Committee to introduce a new annual audit declaration for the Board and Key Management Personnel, for the 2021 audit and beyond

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Tamara Kredo, Rae Lamb, Jordi Pardo Pardo
NO: NONE
ABSTAIN: NONE
NO VOTE: NONE

GBMIN-2021-47 2020 Financial Review of Cochrane Groups [PAPER: GB-2021-76]

Tracey Howe took over the Chair.

The Board commended the quality of the report. They requested that non-responding Groups be contacted again to check why they had not responded; no action would be taken against them this year.

ACTION: Central Executive Team to contact non-responding Groups to the 2020 Financial Monitoring Exercise

The opportunity cost of completing the monitoring was noted, but it was necessary to convince Groups of the importance of getting this information to understand the organization's overall financial and resource position.

The recommendations in the report for the additional information that would be collected in the 2021 were supported. The Board requested that the report be shared specifically with the Council and the Group Executives for their view.

ACTION: Central Executive Team to share the 2020 Financial Review of Cochrane Groups with the Council and Group Executives for their view

GBMIN-2021-48 Management metrics to support the delivery of Strategy for Change: 2021-2023: Discussion Draft [PAPER: GB-2021-77]

The written comments provided on the draft were noted. Juan Franco, Tracey Howe, and Jordi Pardo Pardo would form a working group to support the development of a set of metrics for the Board's use.

GBMIN-2021-49 Strategy for Change: Progress on delivering Strategy for Change Objectives: Quarterly Update for Cochrane Board [PAPER: GB-2021-75]

The report was noted.

GBMIN-2021-50 Risk Report [PAPER: GB-2021-78]

The report was noted. The written comments provided on the report would inform the next iteration. Karla Soares-Weiser provided an update on the current complaint about the

Chronic Fatigue Syndrome review and said the police were now involved in the relevant jurisdiction. It had prompted the need for the development of a Safeguarding Policy.

ACTION: Central Executive Team to develop a Safeguarding Policy for the Board's review

GBMIN-2021-51 Editor in Chief Report [PAPER: GB-2021-73]

The report was noted. The written comments provided on the report had been answered in writing by Karla Soares-Weiser.

GBMIN-2021-52 End of Quarter 1 Management Accounts [PAPER: GB-2021-72]

The report was noted. The written comments provided on the report had been answered in writing by Casey Early.

GBMIN-2021-53 Any Other Business

There was no other business.

GBMIN-2021-54 Date of Next Meeting

15 September 2021 (GMT).

The Chair thanked the Senior Management Team members present for their attendance; they left the meeting. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---