

# Governing Board Meeting Minutes

8 March 2021 – 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. 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:
<b>Tracey Howe (Co-Chair)</b>	UK
<b>Catherine Marshall (Co-Chair)</b>	New Zealand
<b>Xavier Bonfill Cosp</b>	Spain
<b>Nicky Cullum</b>	UK
<b>Sally Green</b>	Australia
<b>Juan Franco</b>	Argentina
<b>Karsten Juhl Jørgensen</b>	Denmark
<b>Karen Kelly (Treasurer)</b>	UK
<b>Marguerite Koster</b>	USA
<b>Tamara Kredo</b>	South Africa
<b>Rae Lamb</b>	New Zealand
<b>Jordi Pardo Pardo</b>	Canada

## Board members having sent apologies:

None
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## Others present:

Name:	Role:	Attending from:
<b>Mark Wilson</b>	Chief Executive Officer (CEO)	UK
<b>Karla Soares-Weiser</b>	Editor in Chief	Israel
<b>Jo Anthony</b>	Head of Knowledge Translation	UK
<b>Lucie Binder</b>	Head of Governance & Strategy (Company Secretary)	Germany
<b>Chris Champion</b>	Head of People Services	UK
<b>Casey Early</b>	Head of Finance	UK
<b>Sylvia De Haan</b>	Head of External Affairs & Geographic Groups' Support	Netherlands
<b>Toby Lasserson</b>	Deputy Editor in Chief	UK
<b>Chris Mavergames</b>	Head of Informatics & Technology Services	Germany
<b>Charlotte Pestrige</b>	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:

Minute:	
GBMIN-2021-06	The Board approves the following Open Access (OA) strategy statement. The organization commits: “By 2025 at the latest Cochrane will achieve universal open access to Cochrane systematic reviews immediately on publication for both new and updated reviews.”
GBMIN-2021-7	The Board approves the project plan for: The future of Cochrane Reviews: a pilot project to improve editorial integrity and efficiency. This includes its two workstreams: i) scale up of the Centralized Editorial Service; and ii) consultation with Cochrane Review Groups; and an extension of the project to 18 months.

### ---MEETING START---

- GBMIN-2021-01**      **Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**  
Tracey Howe was in the Chair. She welcomed everyone.
- Juan Franco declared a potential conflict of interest in two items: *Open Access strategy development* and *The future of Cochrane Reviews: a pilot project to improve editorial integrity and efficiency*. This was due to his new role as Editor in Chief of the BMJ Evidence-Based Medicine journal. The Chair explained that she and Catherine Marshall had engaged in discussions with Juan Franco about this new role and had agreed that it should be declared in relation to all items relevant to editorial and publishing strategies. Juan Franco would update his published declaration of interest statement and recuse himself from voting on the two relevant items in this meeting and relevant items in future meetings.
- The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.
- GBMIN-2021-02**      **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:
- **CEO's Update & Annex 1: COVID Evaluation Report; Annex 3: Sustainability Review [PAPER: GB-2021-48]**
  - **Editor in Chief Report [PAPER: GB-2021-49]**
  - **December 2020 Management Accounts and Treasurer's update [PAPER: GB-2021-50]**
  - **Draft Trustees Report & Financial Statements [PAPER: GB-2021-55]**
  - **Board Sub-Committees: 2020 Reports and 2021 Workplans [PAPER: GB-2021-51]**
  - **Cochrane Library Publishing Report [PAPER: GB-2021-52]**
  - **Cochrane Membership Report 2020 [PAPER: GB-2021-54]**

Annexes 2 and 3 from the CEO's Report would be addressed under the substantive agenda.

**GBMIN-2021-03      Matters Arising from previous meeting**

The Minutes from the previous meeting on 15 December 2020 would be submitted for approval separately. The delay in completing the minutes was noted.

**GBMIN-2021-04      Co-Chairs' Report**

The Chair noted that it had been a busy time for her and Catherine Marshall. They had recently called all Board members about a range of strategic and governance priorities. They had also spoken to the Senior Management Team members on a one-to-one basis.

**GBMIN-2021-05      Acknowledging long standing and leadership contributions [PAPER: GB-2021-53]**

This item was introduced by the Chair.

She thanked Chris Champion for the proposal. Some technical questions posed by the Trustees on the Agenda pack in Convene (the Board's agenda portal) had already been answered. Lifetime and Emeritus members would both be eligible to stand and vote in elections as Cochrane Members.

The Chair noted the lack of clarity on the difference between Lifetime and Emeritus membership. She further noted the lack of consultation with the Council on the proposal. It was agreed that consultation with the Council should take place before the proposal could be voted on by the Board.

**ACTION: The proposal on acknowledging long standing and leadership contributions to be referred to the Council for their advice**

**GBMIN-2021-06      Open Access strategy development [PAPER: GB-2021-56]**

This item was introduced by Nicky Cullum and Sally Green.

Cochrane's commitment to Open Access developments would be a lens through which the Board considered its other strategic business and the review of the organisation's sustainability.

The following resolution was approved:

**RESOLUTION: The Board approves the following Open Access (OA) strategy statement. The organization commits: "By 2025 at the latest Cochrane will achieve universal open access to Cochrane systematic reviews immediately on publication for both new and updated reviews."**

**YES: Tracey Howe, Catherine Marshall, Xavier Bonfill Cosp, Nicky Cullum, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Tamara Kredo, Rae Lamb**

**NO: Jordi Pardo Pardo**

**ABSTAIN: Juan Franco**

**GBMIN-2021-07      The future of Cochrane Reviews: a pilot project to improve editorial integrity and efficiency [PAPER: GB-2021-57]**

This item was introduced by Xavier Bonfill and Karsten Juhl Jørgensen.

The purpose of the paper was to provide more information on the proposal previously approved by the Board at its teleconference in October 2020 [PAPER: GB-2020-37] and addressed the Board's request for more realistic timelines and increased consultation with Cochrane Groups.

In their comments, the Trustees said that this proposal needed to be aligned with the new developments in Open Access and therefore should remain flexible in its implementation. The implementation of the new Editorial Management System was a critical dependency. There were a number of operational questions related to the plans which the Editor in Chief was committed to answering in writing separately.

The Trustees agreed to use this project to demonstrate Cochrane's responsiveness to the priorities of Group and Library funders and to ensure Cochrane's attraction for and commitment to publishing Cochrane Reviews from authors of all kinds and from around the world. The Trustees reiterated their concern about finding long-term, sustainable funding for the various different elements.

The Chair asked for the Resolution to be expanded after the meeting to include more detail. The following resolution was approved by vote on Convene on 16 March 2021:

**RESOLUTION: The Board approves the project plan for: The future of Cochrane Reviews: a pilot project to improve editorial integrity and efficiency. This includes its two workstreams: i) scale up of the Centralized Editorial Service; and ii) consultation with Cochrane Review Groups; and an extension of the project to 18 months.**

**YES: Tracey Howe, Catherine Marshall, Xavier Bonfill Cosp, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Tamara Kredo, Rae Lamb, Jordi Pardo Pardo**

**NO: NONE**

**ABSTAIN: Juan Franco**

**GBMIN-2021-08      Development of the new organizational Strategic Framework [PAPER: GB-2021-58]**  
This item was introduced by Marguerite Koster and Tamara Kredo.

The CEO explained that the next draft of the Strategic Framework was currently in development by the Senior Management Team. The Framework was structured to focus on the most relevant current and likely future challenges, whilst ensuring it was agile and responsive to changing circumstances (such as recent developments in Open Access). He noted the feedback provided on the draft from the Cochrane Community, which was broadly supportive.

The CEO said that the Framework would provide the structure and principles for organizational strategic decision-making and it would therefore be important to complete it within the coming months. [PAPER: GB-2021-48 – Annex 2].

**GBMIN-2021-09      Proposal for a sustainability and efficiency review of the Central Executive Team [PAPER: GB-2021-48 – Annex 3]**

This item was introduced by the Treasurer. She said that it had been reviewed by the Finance, Audit & Investment Committee.

A 'Sustainability and Efficiency Review' of core expenditure – which funded the Central Executive Team – was required because of the plan to ensure Cochrane attained a balanced budget by 2024 (and therefore ended its annual deficit budgeting that drew down on its strategic reserves).

The Trustees broadly agreed that the Sustainability and Efficiency review should be conducted thoroughly. Options for Board discussion should be provided at each stage of the review. The proposed use of external consultants was supported if the budget for their participation was tightly managed.

The CEO thanked the Treasurer and the Trustees for their comments. He stressed the need for the Sustainability and Efficiency Review to be undertaken, before the Board took critical decisions on the organization's future.

**GBMIN-2021-10      Format of Cochrane Community event 22/23 March**

Jo Anthony updated the Trustees on preparations for the online event, which would be hosted by the Board Co-Chairs, CEO and Editor in Chief. The event would be an opportunity for Cochrane members to hear from the organization's leaders and engage in conversation with each other. The Colloquia & Events Working Group of the Board was using this as a test event to explore virtual collaboration and participation.

**GBMIN-2021-11      Date of Next Meeting**

22<sup>nd</sup> April – to be confirmed.

The Trustees continued in closed session without the Senior Management Team members present, notes of which were recorded by the Chair. The Chair closed the open session of the meeting at 20:30 GMT.

**---MEETING END---**