

Governing Board Meeting Minutes

14 December 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
Yuan Chi	China
Juan Franco	Argentina
Sally Green	Australia
Karen Kelly (Treasurer)	UK
Marguerite Koster	USA
Tamara Kredo	South Africa
Rae Lamb	New Zealand
Jordi Pardo Pardo	Canada
Emma Persad	Sweden
Vanessa Piechotta	Germany

Others present:

Name:	Role:	Attending from:
Lucie Binder	Head of Governance & Strategy	Germany
Judith Brodie	Interim Chief Executive Officer	UK
Chris Champion	Head of People Services	UK
Robert (Bob) Dellavalle	Council Co-Chair	USA
Casey Early	Head of Finance	UK
Sylvia de Haan	Head of External Affairs and Geographic Groups' Support	Netherlands
Chris Mavergames	Head of Informatics & Technology	Germany
Stefano Negrini	Council Co-Chair	Italy
Charlotte Pestridge	Head of Publishing, Research & Development	UK
Karla Soares-Weiser	Editor in Chief	Israel

Apologies:

Jo Anthony, Head of Knowledge Translation

Toby Lasserson, Deputy Editor in Chief

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-2021-81	The Board approves: 1) The recommendation from the Finance, Audit & Investment (Risk) Committee to ratify the 2022 plan & budget: i) subject to any minor adjustments verbally reported; ii) with additional oversight of the future of evidence synthesis initiative 2) The Going Concern assessment
GBMIN-2021-83	The Board approves the new Anti-Money Laundering Policy and the new Counter Fraud Policy, as proposed by the Finance, Audit & Investment (Risk) Committee

Actions Arising:

Minute:

GBMIN-2021-83	The Executive Leadership Team to develop a draft of a new risk register based on the new risk policy [GB-2021-96] for the Board's review early in 2022
GBMIN-2021-83	The Head of Finance to commission Sayer Vincent (the Charity's appointed auditor) to review the proposed new risk policy [GB-2021-96] before a Board vote on its approval

---MEETING START---

GBMIN-2021-78 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter
Catherine Marshall was in the Chair. The meeting had been opened 30 minutes early to welcome the newly elected Trustees: Yuan Chi, Emma Persad and Vanessa Piechotta. Their terms had begun on 29 November 2021, the date the election results were announced. The Apologies were noted.

Formal vote of thanks to outgoing Board member Karsten Juhl Jørgensen
Karsten Juhl Jørgensen was formally thanked by the Trustees for his important and generous contribution to the Board and to Cochrane. He had left the Board as of 29 November 2021. The Interim Chief Executive Officer would pass on the vote of thanks.

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-2021-79 Approval of the Agenda, including the papers and decisions in the Consent Agenda
The Agenda was approved and the items on the Consent Agenda noted. The Minutes from the October and November teleconferences had been added to the Consent Agenda. The proposed resolutions on the items related to organizational risk management [GBMIN-2021-82 & 83] would be voted on together.

GBMIN-2021-80 CEO Report: on the completion of the Central Executive Team (CET) Review & Re-organization [PAPER: GB-2021-97]
The Interim CEO explained the context of the **CET's** review and re-organization for the benefit of the new Trustees. Although significant cost savings to the CET budget had been found through a reduction in planned non-staff expenditure, several redundancies had unfortunately been required to deliver required savings. In 2022, there would be a focus on the **CET's** culture and ways of working in the new structure. The new CET structure would take effect from 1 January 2022.

Formal vote of thanks to Senior Management Team

The Senior Management Team (SMT) - and wider Central Executive Team (CET) - were thanked for their role in designing and implementing the new CET structure, despite the plans affecting people individually. The SMT would be disbanded, and a smaller Executive Leadership Team appointed. It was noted that the Head of Knowledge Translation role was being made redundant and that Jo Anthony would be leaving Cochrane at the end of the year; she was thanked for her service. It was further noted that additional leave between Christmas and New Year had been granted to CET staff by the Board to acknowledge their work this year.

GBMIN-2021-81

2022 Plan & Budget for core funds [PAPER: GB-2021-92 and Appendices 1-5]

The Treasurer introduced the proposed Plan & Budget for 2022, which was being recommended by the Finance, Audit & Investment Committee to the Board for approval. The SMT were thanked for developing the proposals, which would lead to a significantly reduced deficit year-on-year, with a small projected surplus by 2024. No calls on reserves were being requested at this meeting, though several potential calls were flagged in the paper. A new allocation of reserve funds was proposed, retaining the agreed 'reserves floor' of £2 million GBP.

The risk statement was noted as a welcome addition to proposal documents, as was the strong narrative around the use of funds, and the Going Concern Assessment. The Finance, Audit & Investment Committee would take strong oversight of income and expenditure against the planned budget over the course of 2022. On condition of proposing the plans for approval, the Committee recommended it should have increased oversight of the future of evidence synthesis initiative, as this would be the key organizational investment and risk for 2022.

It was further noted that a 2% Cost of Living increase had been applied on the salaries of all members of the Central Executive Team for 2022 (including those on consultancy contracts), as recommended by the Remuneration Committee. This was reflected in the budget but not documented in the narrative due to the timing of meetings.

The following resolution was approved:

RESOLUTION: The Board approves: 1) The recommendation from the Finance, Audit & Investment (Risk) Committee to ratify the 2022 plan & budget: i) subject to any minor adjustments verbally reported; ii) with additional oversight of the future of evidence synthesis initiative 2) The Going Concern assessment

YES: Tracey Howe, Catherine Marshall, Yuan Chi, Juan Franco, Sally Green, Karen Kelly, Marguerite Koster, Tamara Kredon, Rae Lamb, Jordi Pardo Pardo, Emma Persad, Vanessa Piechotta

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2021-82

New financial and risk policies [PAPERS: GB-2021-93, including Appendices 1&2; & GB-2021-96];

The Head of Finance explained that the new risk policy and management approach for organizational risks had been developed based on templates and processes recommended by the Charity Commission and other relevant organisations. The anti-money laundering and counter fraud policies were subsidiary policies of the Board Financial Delegations. These policies were being proposed for approval by the Finance, Audit & Investment Committee. Board risk management training would be provided by Sayer Vincent, the charity's appointed auditor, in 2022.

GBMIN-2021-83 Risk assessment and management plan for reviews on potentially controversial topics [PAPERS: GB-2021-99, including Appendix 1]

The use of the proposed new risk policy [PAPER: GB-2021-96] as a framework for the risk assessment was welcomed. However, it was felt that the categories of risk for the overall corporate risk register should first be agreed before taking a decision on whether to include safeguarding in the context of review production as an additional organizational-level risk monitored at Board level.

The new Executive Leadership Team would develop a draft of a new risk register based on the new risk **policy for the Board's review early in 2022**, following the policy's final review and approval by the Board.

ACTION: The Executive Leadership Team to develop a draft of a new risk register based on the new risk policy [GB-2021-96] **for the Board's review early in 2022**

The **extent of the Trustees' responsibility and liability for 'oversight' of organizational risks**, including safeguarding, would be checked with Sayer Vincent as part of a review of the proposed new risk policy before the Board would vote on approving it.

ACTION: The Head of Finance to commission Sayer Vincent (**the Charity's** appointed auditor) to review the proposed new risk policy [GB-2021-96] before a Board vote on its approval

It was recognized that Cochrane would benefit from a process to support risk-benefit analysis on undertaking potentially controversial reviews. This process might include members of the Governing Board advising on acceptable levels of risk to the organization in deciding whether to undertake specific reviews but would have to maintain the editorial independence of the Editor in Chief (with support from the Editorial Board).

The following resolution was approved:

RESOLUTION: The Board approves the new Anti-Money Laundering Policy and the new Counter Fraud Policy, as proposed by the Finance, Audit & Investment (Risk) Committee

YES: Tracey Howe, Catherine Marshall, Yuan Chi, Juan Franco, Sally Green, Karen Kelly, Marguerite Koster, Tamara Kredon, Rae Lamb, Jordi Pardo Pardo, Emma Persad, Vanessa Piechotta

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2021-84

GBMIN-2021-85 How Cochrane can comply with the NIHR's OA policy: update report [PAPER: GB-2021-98]

The Head of Publishing, Research & Development reported that the new National Institute of Health Research (NIHR) policy on Open Access had been announced on 11 November 2021, coming into effect from 1 June 2022. Unfortunately, the policy as published did not include sufficient detail to provide all the information the Board needed to decide on how Cochrane should comply. This issue would therefore need to be revisited at a later date.

GBMIN-2021-86 Any Other Business
 There was no other business.

GBMIN-2021-87 Date of Next Meeting
 19 January 2022 GMT

The Chair thanked the members of the Senior Management Team present, and the Council Co-Chairs, for their attendance at the meeting and work over 2021. The Interim CEO thanked the Trustees in return. All non-Trustees left the meeting at 22:15 GMT+1. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---