

Governing Board Meeting Minutes

15 September 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 |
| Marguerite Koster | USA |
| Tamara Kredo | South Africa |
| Rae Lamb | New Zealand |
| Jordi Pardo Pardo | Canada |

Board members having sent apologies:

| | |
|--------------------------------|-----------|
| Karen Kelly (Treasurer) | UK |
|--------------------------------|-----------|

Others present:

| Name: | Role: | Attending from: |
|----------------------------|---|-----------------|
| Judith Brodie | Interim Chief Executive Officer (CEO) | UK |
| Karla Soares-Weiser | Editor in Chief | Israel |
| Richard Evans | Partner, Head of Risk & Assurance, Crowe U.K. LLP | UK |
| Ranjit Majumdar | Executive Director, Global Leaders Consulting | 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.

Approved Resolutions:

| Minute: | |
|----------------------|--|
| GBMIN-2021-56 | <p>The Governing Board approves the proposed Central Executive Team restructure so that [the Interim CEO and Editor in Chief] can progress to implementation as set out in Appendix 1, taking into consideration the comments raised by the Board</p> |
| GBMIN-2021-61 | <p>RESOLUTION: IT IS HEREBY RESOLVED THAT the share capital of the Company [Cochrane Innovations] shall be reduced from £669,075 (represented by 669,075 Ordinary Shares of £1.00) to £1.00 (represented by 1 Ordinary Share of £1.00) by cancelling and extinguishing 669,074 Ordinary Shares of £1.00 each fully paid (the “Shares”) and by crediting the total nominal amount paid up on the Shares to the Company’s profit and loss account (the “Capital Reduction”).</p> <p>IT IS HEREBY ACKNOWLEDGED THAT the Shares are no longer required AND THAT the Capital Reduction is effected in accordance with sections 642 – 644 of the Companies Act 2006.</p> <p>YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Juan Franco, Sally Green, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo NO: NONE ABSTAIN: NONE NO VOTE: Nicky Cullum, Karsten Juhl Jørgensen, Tamara Kredo <i>Approved 11 August 2021</i></p> |
| GBMIN-2021-61 | <p>RESOLUTION: The Board approves the re-appointment of Catherine Marshall as its Co-Chair for two years from 1 September 2021</p> <p>YES: Tracey Howe, Xavier Bonfill, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo NO: NONE ABSTAIN: Catherine Marshall NO VOTE: Nicky Cullum, Tamara Kredo <i>Approved 20 August 2021</i></p> |
| GBMIN-2021-61 | <p>RESOLUTION: The Board approves the 2022 Governance Meetings being a fully virtual online programme</p> <p>YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Rae Lamb, Jordi Pardo Pardo NO: NONE ABSTAIN: NONE NO VOTE: Nicky Cullum, Tamara Kredo <i>Approved 24 August 2021</i></p> |
| GBMIN-2021-61 | <p>RESOLUTION: The Governing Board agrees with Option 4 recommended by the Finance, Audit and Investment Committee to cancel the Colloquium in 2022. In that context, the Governing Board asks the Interim CEO to seek opportunities to engage the Cochrane community in different ways over the coming year</p> <p>YES: Tracey Howe, Catherine Marshall, Xavier Bonfill, Nicky Cullum, Juan Franco, Sally Green, Karsten Juhl Jørgensen, Karen Kelly, Marguerite Koster, Rae Lamb, NO: NONE ABSTAIN: Tamara Kredo, Jordi Pardo Pardo NO VOTE: NONE</p> |

Approved 9 September 2021

Actions Arising:

| | |
|----------------------|---|
| GBMIN-2021-56 | The Interim CEO and Editor in Chief can progress to implementation as set out in Appendix 1 of the proposed Central Executive Team Review & Reorganization, taking into consideration the comments raised by the Board |
|----------------------|---|

---MEETING START---

GBMIN-2021-55 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Tracey Howe was in the Chair. Karen Kelly 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.

The Chair proposed to deal with the Central Executive Team Review and Restructure first, and that was agreed.

GBMIN-2021-56 Central Executive Team (CET) Review and Restructure [PAPER: GB-2021-84 and Annexes A-C]

Richard Evans was invited to set the context of Crowe's involvement. He stressed that Crowe's role was to support; the process had been led by the Interim CEO and Editor in Chief, with involvement from the Senior Management Team (SMT). He commented that the SMT's financial awareness had improved through the process and they worked well together as a management team. Financial data were central to the debate, and Crowe had worked with the team to find non-staff savings as well as on the restructure, identifying activities to stop, looking at financial analysis and risks, pushing on further savings and efficiency.

Crowe had also supported CET staff engagement with open forums and a staff survey. There were some challenging conversations, but it had been important to do. Increased focus on organizational risk management would be important for the Board – staff had asked why this situation [the need to reduce expenditure] was allowed to happen and why it wasn't picked up earlier.

He highlighted that the root causes of issues were not always obvious, for example with project management, it was not so much the activity as being able to prioritize and take decisions. Further work on culture and ways of working in the CET would need to be undertaken following the restructure.

The Interim CEO made a presentation [PAPER: GB-2021-84 – Annex 1] highlighting the three priorities she had been asked to address when she joined: streamlining the organization, cost savings, and establishing fundraising. She talked through the progress made and how the proposed structure addressed all three priorities. She recapped on the thoroughness of the process and listed the key areas of savings proposed (about £850K non-staff, £1.2m staff) and a net reduction of 17 full-time equivalent staff in the Central Executive Team. She explained that if the Board approved the proposed restructure, she and SMT would move into implementation as set out in the paper, starting with staff consultations.

Ranjit Majumdar was asked to comment before opening to questions. He explained that he and his colleague (Ali James) had been asked to comment particularly on the Development Director and Directorate. He said that the Director level was key, giving a role with standing

and authority, and integrated into the structure. The culture change needed required a pivotal person in a key role. What is more, he thought this would be a very attractive role to recruit to. He and Ali felt very positive about how it positioned Cochrane strongly in relation to fundraising.

In response to questions from the Trustees, the following points were clarified:

- The Treasurer and Crowe were supportive of the proposed return of the CET's Human Resources team to the Finance & Core Services Directorate;
- The 'protected pay scheme' for affected staff had been taken into account in the financial analysis;
- Although the centralized staff capacity for Knowledge Translation was being reduced, the aim was to continue Knowledge Translation across the wider organization in a devolved way;
- A review on return on investment for language translations would need to be undertaken following the restructure;
- CRG Networks had made it easier to provide support and implement new tools, but had not achieved the streamlining and improvements needed.

In her conclusion, the Interim CEO confirmed that savings from non-staff cost reduction and the restructure would deliver a breakeven budget in 2023 and 2024 but not in 2022, mainly due to transition costs. The Finance, Audit and Investment Committee had commented that they were "satisfied that a transitional operating deficit in 2022 of the order presented (£540K) – followed by break-even budgets in 2023-24 was an acceptable target." This proposal was well within that parameter. She confirmed - in response to a prior comment from the Treasurer - that the financial analysis and figures in this report had been prepared and agreed by the Head of Finance.

The Chair thanked Richard Evans and Ranjit Majumdar for their contributions; they left the meeting at this point. She then thanked the Interim CEO and the Editor in Chief for their work.

The following resolution was approved:

RESOLUTION: The Governing Board approves the proposed Central Executive Team restructure so that [the Interim CEO and Editor in Chief] can progress to implementation as set out in Appendix 1, taking into consideration the comments raised by the Board

**YES: 10
NO: NONE
ABSTAIN: NONE
NO VOTE: 1**

GBMIN-2021-57 Funding to Cochrane Review Groups in the UK and Northern Ireland

GBMIN-2021-58 Chronic Fatigue Syndrome Review

GBMIN-2021-59 Consent Agenda
The papers and decisions in the Consent Agenda were approved.

GBMIN-2021-60 Approval of the Minutes from 20 July 2021
The Minutes would be reviewed and approved separately by Convene.

GBMIN-2021-61 Record of Resolutions taken between meetings

The following resolutions had been approved by online poll:

RESOLUTION: IT IS HEREBY RESOLVED THAT the share capital of the Company [Cochrane Innovations] shall be reduced from £669,075 (represented by 669,075 Ordinary Shares of £1.00) to £1.00 (represented by 1 Ordinary Share of £1.00) by cancelling and extinguishing 669,074 Ordinary Shares of £1.00 each fully paid (the “Shares”) and by crediting the total nominal amount paid up on the Shares to the Company’s profit and loss account (the “Capital Reduction”).

IT IS HEREBY ACKNOWLEDGED THAT the Shares are no longer required AND THAT the Capital Reduction is effected in accordance with sections 642 – 644 of the Companies Act 2006.

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

NO: NONE

ABSTAIN: NONE

NO VOTE: Nicky Cullum, Karsten Juhl Jørgensen, Tamara Kredo

Approved 11 August 2021

RESOLUTION: The Board approves the re-appointment of Catherine Marshall as its Co-Chair for two years from 1 September 2021

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

NO: NONE

ABSTAIN: Catherine Marshall

NO VOTE: Nicky Cullum, Tamara Kredo

Approved 20 August 2021

RESOLUTION: The Board approves the 2022 Governance Meetings being a fully virtual online programme

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

NO: NONE

ABSTAIN: NONE

NO VOTE: Nicky Cullum, Tamara Kredo

Approved 24 August 2021

RESOLUTION: The Governing Board agrees with Option 4 recommended by the Finance, Audit and Investment Committee to cancel the Colloquium in 2022. In that context, the Governing Board asks the Interim CEO to seek opportunities to engage the Cochrane community in different ways over the coming year

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

NO: NONE

ABSTAIN: Tamara Kredo, Jordi Pardo Pardo

NO VOTE: NONE

Approved 9 September 2021

GBMIN-2021-62

Any Other Business

There was no other business.

GBMIN-2021-63

Date of Next Meeting

- 15 October 2021 (8pm GMT) – Special meeting on Open Access
- Annual General Meeting 27 October 2021 (09:00 GMT+1)
- 8 November 2021 (19:30 GMT)
- 14 December 2021 (19:30 GMT)

The Chair thanked the Interim CEO and the Editor in Chief for their attendance; they left the meeting at 22:00 GMT+1. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---