

Governing Board Meeting Minutes

20 May 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
Sally Green	Australia
Juan Franco	Argentina
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:

None

Others present:

Name:	Role:	Attending from:
Jo Anthony	Head of Knowledge Translation	UK
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Judith Brodie	Incoming Interim Chief Executive Officer from 1 June 2021	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	Acting Editor in Chief	UK
Chris Mavergames	Head of Informatics & Technology Services	Germany
Charlotte Petridge	Head of Publishing, Research & Development	UK
Karla Soares-Weiser	Acting Chief Executive Officer	Israel

Guests:

Name:	Organization:	Attending from:
Richard Evans	Crowe	UK

Ali James	Global Leaders Consulting	UK
Ranjit Majumdar	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.

List of Approved Resolutions:

Minute:	
GBMIN-2021-29	The Board approves the establishment of Emeritus Membership and Lifelong Membership.
GBMIN-2021-29	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-2021-30	The Board agrees in principle with the recommendations made by Senior Management Team for strengthening fundraising processes and structures for the next six months.

---MEETING START---

- GBMIN-2021-24** **Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**
Tracey Howe was in the Chair. She welcomed everyone and in particular:
- Judith Brodie, the incoming interim Chief Executive Officer
 - Richard Evans from Crowe; and
 - Ali James and Ranjit Majumdar from Global Leaders Consulting, would join for Agenda Items 1-4 (GBMIN-2021-25 to 27).
- There were no 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-2021-25** **Welcome to the interim Chief Executive Officer**
Judith Brodie introduced herself and was welcomed to Cochrane. Judith would start on 1 June 2021 and work 4.5 days a week.
- GBMIN-2021-26** **Sustainability and efficiency review of the Charity [PAPER: GB-2021-65]**
Richard Evans from Crowe introduced the interim report containing initial findings of the review and preliminary recommendations for further action. He emphasized the need for the Governing Board and Senior Management Team to agree goals and parameters for the review and the organization for the next two to three years. A first step would be to get a better understanding of the charity's cost base and use the lens of the publishing contract to prioritize activities funded by the charity – the rationale being that these activities constituted a contractual obligation as well as an essential part of the organizational mission.
- Other matters requiring attention included: reducing organizational complexity, reviewing the size of the Senior Management Team and Governing Board effectiveness.
- The Chair thanked Richard and his team for the presentation and report.

GBMIN-2021-27 Development of a fundraising strategy for Cochrane [PAPERS: GB-2021-63 & 64]

Ali James and Ranjit Majumdar from Global Leaders Consulting introduced the paper (**GB-2021-63**) with a PowerPoint presentation. It was agreed that the report's proposal to consider fundraising from pharmaceutical donors would not be discussed as this was not a critical element of the paper and would likely distract from the wider discussions.

Ranjit and Ali stated that Cochrane's model and mission would make it very attractive to donors and funding organizations. However, it currently lacked a 'critical mass' of donors, and sufficient public recognition and brand, to make it successful in fundraising. Further, the organization would require additional investment in infrastructure and increased support from senior leaders to undertake major fundraising activities. There was also a need for Cochrane to build up its narrative with stories about the impact of its evidence and achievements.

Included in the definition of fundraising were sets of reviews commissioned for charitable purposes, but not for-fee review commissioning services provided by some Cochrane Groups.

Ali and Ranjit advised that fundraising could be lucrative and cost-effective for Cochrane, but it would take 12 to 18 months of focussed effort and exploration before a return on investment could be measured. Cochrane would need to build its fundraising professionalism and organizational support before re-contacting organizations that had been approached for support in recent years. They emphasized that fundraising needed to be considered an organizational activity, with alignment of strategy, systems, and processes. It could not be allocated to a sole person within the organization.

The Chair thanked Ali and Ranjit for the presentation and report. Richard Evans and they left the meeting at this point, 21:00 GMT+1.

GBMIN-2021-28 Matters Arising not otherwise covered by the agenda

There were no matters arising.

GBMIN-2021-29 Record of Resolutions voted on between meetings

The following resolutions had been approved by online poll:

RESOLUTION: The Board approves the establishment of Emeritus Membership and Lifelong Membership

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

NO: NONE

ABSTAIN: NONE

NO VOTE: Nicky Cullum, Tamar Kredo

Approved 4 May 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.

1. Mark Wilson, former CEO of Cochrane, is REMOVED as a signatory to the account; 2. Karla Soares-Weiser, acting CEO of Cochrane, is ADDED as a signatory to the account

YES: Tracey Howe, Catherine Marshall, Xavier Bonfill Cosp, 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 4 May 2021

GBMIN-2021-30 Board and Senior Management Team discussion and decision-making on next steps for: 1) Sustainability and efficiency review of the Charity; 2) Development of a fundraising strategy for Cochrane

The Chair opened the floor for discussion. The Board was impressed with quality of the two proposals and the in-person presentations from the consultants.

Both reviews had implications for Cochrane's organization-wide structures and business models; neither the sustainability review nor the development of a new fundraising strategy were Central Executive Team or Charity issues in isolation of Cochrane Groups and members.

It was agreed that an interim strategic plan needed to be drafted as soon as possible while longer-term strategic issues were still in discussion and the completion of a new strategic framework had been postponed. Judith Brodie would work on this as a priority once she started in her role. She would also take the lead on the sustainability and efficiency review and the development of the fundraising strategy. These initiatives would need to be progressed at pace.

The following resolution was approved:

RESOLUTION: The Board agrees in principle with the recommendations made by Senior Management Team for strengthening fundraising processes and structures for the next six months.

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

NO: NONE

ABSTAIN: NONE

GBMIN-2021-31 Any Other Business

There was no other business.

GBMIN-2021-32 Date of Next Meeting

23 June 2021 (GMT).

The Chair closed the meeting at 22:00 GMT+1.

---MEETING END---