

Governing Board Meeting Minutes

22 April 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. 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
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:

Xavier Bonfill Cosp	Spain
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Others present from item GB-2021-18:

Name:	Role:	Attending from:
Karla Soares-Weiser	Acting CEO	Israel
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Chris Champion	Head of People Services	UK
Toby Lasserson	Acting Editor in Chief	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:

- | | |
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| GBMIN-2021-17 | The Board: <ul style="list-style-type: none">• Agrees to appoint a Recruitment Sub-Committee• Agrees the Sub-Committee should comprise the Co-Chairs, the Treasurer, Marguerite Koster, Martin Burton, and either Xavier Bonfill or Juan Franco• Agrees the Sub-Committee should decide on whether to appoint an Interim CEO |
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| GBMIN-2021-19 | The Board: <ul style="list-style-type: none">• Agrees to adopt the priority actions for the Central Executive Team as proposed by the Co-Chairs• Thanks Karla Soares-Weiser, Toby Lasserson and Chris Champion for accepting the interim roles for the next six weeks |
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List of Actions:

Minute:

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| GBMIN-2021-14 | Governance & Strategy Unit to arrange for Board declaration of interest statements to be updated. |
| GBMIN-2021-22 | Head of Finance to amend the supporting paper on the planned closure of Cochrane Innovations for consideration by the Finance, Audit & Investment Committee, followed by the Board. |
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---MEETING START---

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| GBMIN-2021-14 | Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter <p>Tracey Howe was in the Chair. She welcomed everyone. Xavier Bonfill had sent apologies. This was a closed session of the Board until GB-2021-18 (item 6 on the Agenda) with notes taken by Catherine Marshall.</p> <p>Jordi Pardo Pardo declared that he was married to the editor-in-chief of the Campbell Collaboration and wanted this to be added to his general declaration of interest statement. The Governance & Strategy Unit would be asked to arrange updates to his statement and Juan Franco's statement.</p> <p style="text-align: center;">ACTION: Governance & Strategy Unit to arrange for Board declaration of interest statements to be updated.</p> |
| GBMIN-2021-15 | Approval of the Minutes from 8 March and 1 April 2021 meetings <p>The Minutes were approved. The 1 April meeting had been a closed meeting and the minutes were restricted access in full.</p> |
| GBMIN-2021-17 | Appointment of a CEO Recruitment Sub-Committee [PAPER: GB-2021-61] <p>The following resolution was approved:</p> <p style="text-align: center;">RESOLUTION: The Board:</p> <ul style="list-style-type: none">• Agrees to appoint a Recruitment Sub-Committee• Agrees the Sub-Committee should comprise the Co-Chairs, the Treasurer, Marguerite Koster, Martin Burton, and either Xavier Bonfill or Juan Franco• Agrees the Sub-Committee should decide on whether to appoint an Interim CEO |

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

The Recruitment Sub-Committee would meet within one week and then prepare a proposal for the Board's consideration about the value of appointing an Interim CEO.

GBMIN-2021-18 Review of Action Log

Karla Soares-Weiser, Lucie Binder, Chris Champion and Toby Lasserson joined the meeting. Lucie Binder took over responsibility for minute-taking.

There were no outstanding actions on the log.

GBMIN-2021-19 Priorities for the next 6-8 weeks [PAPER: GB-2021-60]

The Board approved the proposed priorities for the next six to eight weeks, with the removal of the proposal to amend the Articles of Association; the Board agreed to maintain the elected-appointed balance of membership for the time being.

The following resolution was approved:

RESOLUTION: The Board:

- **Agrees to adopt the priority actions for the Central Executive Team as proposed by the Co-Chairs**
- **Thanks Karla Soares-Weiser, Toby Lasserson and Chris Champion for accepting the interim roles for the next six weeks**

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

GBMIN-2021-20 Governance Meetings 2021: proposal for May & July 2021 events [PAPER: GB-2021-62]

The Board noted and supported the proposal.

GBMIN-2021-21 Fundraising Strategy Report from Global Leaders Consulting [PAPER: GB-2021-63]

The Board noted the report, which would be the main topic for discussion at the 20 May 2021 meeting.

GBMIN-2021-22 Any Other Business

The Board agreed that the final administrative step in the planned closure of Cochrane Innovations required further explanation and support from the Finance, Audit & Investment Committee before it could be considered by the Board.

ACTION: Head of Finance to amend the supporting paper on the planned closure of Cochrane Innovations for consideration by the Finance, Audit & Investment Committee, followed by the Board.

GBMIN-2021-23 **Date of Next Meeting**
20 May 2021.

The Chair closed the meeting at 22:30 GMT+1.

---MEETING END---