

Governing Board Meeting Minutes

23 June 2021 GMT – Meeting held by videoconference

The Cochrane Collaboration ('Cochrane'). Registered in England as a company limited by guarantee No. 03044323 Charity Number 1045921. VAT registration number GB 718 2127 49. Registered office: St Albans House, 57-59 Haymarket, London SW1Y 4QX United Kingdom.

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
----------------------------	-------

Others present:

Name:	Role:	Attending from:
Lucie Binder	Head of Governance & Strategy (Company Secretary)	Germany
Judith Brodie	Interim Chief Executive Officer	UK
Toby Lasserson	Acting Editor in Chief	UK
Karla Soares-Weiser	Acting Chief Executive Officer	Israel

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-2021-36	The Board approves in principle the Strategy for Change with the final changes to be made by the CEO and her team
----------------------	--

---MEETING START---

GBMIN-2021-33 **Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**

Catherine Marshall was in the Chair. Xavier Bonfill 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.

GBMIN-2021-34 **Approval of the Minutes from 22 April and 20 May 2021**

The Minutes were approved. The Actions Arising had been completed.

GBMIN-2021-35 **Actions Arising not otherwise covered by the Agenda**

Judith Brodie provided the following updates:

- 1) *Organizational Review and Reorganization*: Crowe (external consultant) would support the review work, with meetings of the Senior Management Team to be held every two to three weeks over July and August. Sessions would also be run with members of the Central Executive Team and a confidential mailbox for staff with suggestions for ways the organization could make savings or work more efficiently, would be established. The implementation of recommendations was planned from September. The work undertaken by Crowe would also include the planned review of the organization's technology systems.
- 2) *Fundraising*: A task force on fundraising had been established. Its immediate priority was to establish a 'theory of change for the organization and then clarify how fundraising might work across the community. There was an expectation that fundraising leadership would be part of the new Central Executive Team structure.

GBMIN-2021-36 **Strategy for Change [PAPER: GB-2021-67]**

Judith Brodie introduced the proposed interim strategic plan for the organization: the *Strategy for Change*. She emphasized that it was built on the work and consultation that had taken place on the previously proposed strategic framework during 2020 and 2021. She stated its importance for decision-making, operational planning, the Review & Reorganization and the case for organizational change, and performance reporting.

There was broad support for the document. The Board requested some changes in language to make the Objectives more outcome focussed and increase the focus on sustainability. It was agreed that a strategic focus on topics relevant to 'care' was appropriate, but 'social care' as it was understood in the global context went beyond Cochrane's existing remit.

The following resolution was approved:

RESOLUTION: The Board approves in principle the Strategy for Change with the final changes to be made by the CEO and the Co-Chairs.

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2021-37 **Any Other Business**
There was no other business.

GBMIN-2021-38 **Date of Next Meeting**
20 July 2021 (GMT).

The Chair thanked the Senior Management Team members present for their attendance; they left the meeting. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---

APPROVED