

# Governing Board Meeting Minutes

9 February 2022 GMT – Meeting held by videoconference

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## 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
Jordi Pardo Pardo	Canada
Emma Persad	Sweden
Vanessa Piechotta	Germany

## Others present:

Name:	Role:	Attending from:
Lucie Binder	Head of Governance	Germany
Judith Brodie	Interim Chief Executive Officer	UK
Chris Champion	Interim Co-Director	UK
Robert (Bob) Dellavalle	Council Co-Chair	USA
Casey Early	Director of Finance & Corporate Services	UK
Sylvia de Haan	Interim Co-Director	Netherlands
Stefano Negrini	Council Co-Chair	Italy
Charlotte Pestrige	Director of Publishing & Technology	UK
Karla Soares-Weiser	Editor in Chief	Israel

## Apologies:

Rae Lamb, Trustee

## 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 Trustees, Executive Leadership Team, Council Co-Chairs and Head of Governance 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:

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Minute:	
GB-2022-03	The Board approves:  1) The recommended option [as per GB-2022-02] with the proposed change to <b>Cochrane's evidence synthesis production model and the immediate move to</b> implementation activities. 2) The use of up to £300k GBP from the Strategic Reserves to roll out this programme of work in 2022. Use of Strategic Reserves to be subject to oversight by the Finance, Audit and Risk Committee; and 3) The establishment of an advisory group to ensure the management of this transition has ongoing Board oversight.

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Actions Arising:

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Minute:	
GB-2022-03	Nominating Committee to decide on the membership of the advisory group for the oversight of the future of evidence synthesis.

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---MEETING START---

GBMIN-2022-01	Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter Tracey Howe was in the Chair. This was the first meeting of 2022 as the planned meeting in January had been cancelled and replaced the scheduled informal meeting. Rae Lamb had sent apologies. Juan Franco would join the meeting late.  No changes to <b>attendees' declarations of interest (posted on the Cochrane Community website)</b> were required for this meeting.  The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.
GBMIN-2022-02	Approval of the Agenda, including the papers and decisions in the Consent Agenda The Agenda and Consent Agenda were approved, including the minutes from the meeting on 14 December 2021.
GBMIN-2022-03	Future of evidence synthesis business case [ <i>PAPER: GB-2022-02</i> ] <i>Juan Franco joined the meeting at this point.</i>  The Chair thanked the Editor in Chief and Executive Leadership Team for the proposals detailed in <i>GB-2022-02</i> and supporting documents. She reminded everyone that they had <b>been developed at the Board's request following initial approval of the Evidence Synthesis Unit (ESU) model in July 2021 as a basis for further consultation [<i>Paper GB-2021-74; Minute GBMIN-2021-43</i>]</b> . She noted the video developed by the Executive Leadership Team following publication of the agenda pack, which provided more explanation. She thanked the Trustees <b>for their written questions and comments (via Convene, the Board's management tool)</b> , which had been responded to in writing by the Executive Leadership Team. Those comments material to the discussion would be highlighted at the meeting.  The Editor in Chief thanked Cochrane Review Groups and the wider community for their input on the proposals in the previous months; the documents presented to the Board

incorporated their feedback. In her view – shared by the Executive Leadership Team – the two most critical elements remained as they had been presented in *GB-2021-74*: 1) reducing the number of Review Groups through the establishment of interdisciplinary ESUs with responsibility for the conduct of evidence syntheses; 2) expanding the Central Editorial Service to take responsibility for the management of the editorial process for all evidence syntheses published by Cochrane, and also provide a direct pathway for publication in the Cochrane Library. She confirmed that ESUs would not have any responsibility for the editorial process.

The Trustees reiterated their support for the model of ESUs. However, they raised concerns that the model of ESUs *plus* the proposed ‘Collaborative Hubs’ risked making Cochrane’s organizational structure more rather than less complex. Further, the proposed timelines seemed ambitious given the lack of detail on how the plans would be implemented.

The Editor in Chief accepted that there was still much uncertainty around implementation, but this would be the focus of work in 2022 along with scaling up the Centralised Editorial Service. She had already started conversations with some of the main funders of Cochrane Groups and they were expressing interest.

The Interim Chief Executive Officer said that organizational change of the scale proposed would always be complex and there would be two parallel organizational structures in operation for an interim period – the old and the new – but this would be acceptable given the clear endpoint planned.

[...] the Editor in Chief said that she felt, given that UK funding would no longer be dominant, there would actually be an increased global focus for ESUs and Cochrane as a whole in the future. It was recognized that ensuring diversity, including Lower- and-Middle Income Country participation, in evidence production would need to be specifically addressed. The Chair referred to the Diversity & Inclusion initiative underway and said that a recommendation paper would soon be presented to the Board for review, and these could be integrated into developments of ESUs and other organizational structures.

The Council representatives emphasized the importance of maintaining the global collaborative effort associated with non-evidence production activities in Cochrane, such as methods development, training, and capacity building. This concern was supported by the Trustees. The Trustees did not feel the Collaborative Hub model was currently sufficiently developed and pointed out the apparent similarities with existing Fields and Geographic Groups. The importance of thematic groups and maintaining centres of expertise was recognized and it was agreed that further community engagement to shape further this part of the organizational structure would be required. There was a proposal that the Board should have a more in-depth discussion about the role and structure of the Hubs, and it was agreed that the proposed advisory group on the future of evidence synthesis should take responsibility for considering the Collaborative Hub model in more detail on behalf of the Board.

In closing the discussion, the Treasurer said that she had reviewed the proposals according to UK Treasury methodology. She had concluded that the ESU and Centralised Editorial Service (CES) option was **much stronger than the “do nothing” option** based on strategic, economic, and financial considerations. Strategic reserves would be depleted by approximately 50% compared to >100% under the *do-nothing* option. However, a ‘step-wise’ approach would be necessary so as not to put the organization in undue risk. She recognized that the commercial case for ESUs and the CES was still untested, but the *do-nothing* option would ultimately lead to the winding down of the organization. She pointed

out the strong commitment of the Executive Leadership Team. Good management of the proposed organizational changes – including program management; dependency management; change management; and risk management – would be critical, as would clear governance arrangements. She encouraged her fellow Trustees to engage with the financial aspects of the implementation.

The following resolution was approved:

The Board approves:

- 1) The recommended option [as per GB-2022-02] with the proposed change to **Cochrane's evidence synthesis production model and the immediate move to implementation activities.**
- 2) The use of up to £300k GBP from the Strategic Reserves to roll out this programme of work in 2022. Use of Strategic Reserves to be subject to oversight by the Finance, Audit and Risk Committee; and
- 3) The establishment of an advisory group to ensure the management of this transition has ongoing Board oversight.

YES: Yuan Chi, Juan Franco, Sally Green, Tracey Howe, Karen Kelly, Tamara Kredo, Jordi Pardo Pardo, Emma Persad, Vanessa Piechotta  
NO: NONE  
ABSTAIN: Marguerite Koster, Catherine Marshall  
NO VOTE: Rae Lamb

It was agreed that the new Nominating Committee would convene to decide on the membership of the advisory group.

ACTION: Nominating Committee to decide on the membership of the advisory group for the oversight of the future of evidence synthesis.

*Juan Franco left the meeting at this point.*

GBMIN-2022-04 Co-Chair Report  
Catherine Marshall informed the participants that over 100 applications had been received for the Chief Executive Officer position and that she would discuss plans for the selection process during the Trustees-only session.

GBMIN-2022-05 Interim Chief Executive Officer Report  
[...]

She expressed disappointment that it had not been possible to appoint a Director of Development, but reassured the Board that fundraising was still a top priority for the Executive Leadership Team and a fundraising plan for 2022 had been drafted. Interim capacity for fundraising would be brought in once more work had been done to identify the nature of the immediate need.

She said that the Executive Leadership Team and new Wider Leadership Group were undergoing leadership training to support their development and effective functioning of the new organizational structure.

GBMIN-2022-06      Editor in Chief Report  
The Editor in Chief reported that there were currently some issues with rejections and delayed responses to author teams from UK Cochrane Review Groups. A paper on these and other issues around the review pipeline would be brought back to the Board. However, despite the announcement of the funding cut to UK CRGs from the NIHR, review output in 2021 had remained good.

GBMIN-2022-07      Any Other Business  
There was no other business.

GBMIN-2022-08      Date of Next Meeting  
9 March 2022 GMT.

The Chair thanked the Executive Leadership Team, Head of Governance and Council Co-Chairs for their attendance. They left the meeting at 20:40 GMT. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---