

# Governing Board Meeting Minutes

11 May 2022, 20:00 GMT+1 – 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:
<b>Tracey Howe (Co-Chair)</b>	UK
<b>Catherine Marshall (Co-Chair)</b>	New Zealand
<b>Yuan Chi</b>	China
<b>Juan Franco</b>	Germany
<b>Sally Green</b>	Australia
<b>Marguerite Koster</b>	USA
<b>Tamara Kredo</b>	South Africa
<b>Rae Lamb</b>	New Zealand
<b>Jordi Pardo Pardo</b>	Canada
<b>Emma Persad</b>	Sweden
<b>Vanessa Piechotta</b>	Germany

## Others present:

Name:	Role:	Attending from:
<b>Judith Brodie</b>	Interim Chief Executive Officer	UK
<b>Chris Champion</b>	Interim Co-Director, Head of Engagement, Learning & Support	UK
<b>Robert (Bob) Dellavalle</b>	Council Co-Chair	USA
<b>Casey Early</b>	Director of Finance & Corporate Services	UK
<b>Sylvia de Haan</b>	Interim Co-Director, Head of Advocacy, Communications & Partnerships	Netherlands
<b>Stefano Negrini</b>	Council Co-Chair	Italy
<b>Charlotte Pestridge</b>	Director of Publishing & Technology	UK
<b>Karla Soares-Weiser</b>	Editor in Chief	Israel

## Apologies:

<b>Karen Kelly (Treasurer)</b>	
<b>Lucie Binder</b>	Head of Governance

## 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:**

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**GB-2022-19**      **The Board notes the steps being taken to address the flow of reviews and understand more about the pipeline, and approves a drawdown of up to £350,000 from the Strategic Investment Fund or Continuity Fund to support this work over the period to end 2023, which is also key to preserving Cochrane Library income.**

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**GB-2022-200**      **The Board approves in principle that a 30th Anniversary Colloquium should be held in the UK with Cochrane UK as hosts, subject to a financial and risk appraisal demonstrating the affordability and viability of the event.**

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---MEETING START---

**GBMIN-2022-17**      **Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**

Tracey Howe was in the Chair. Karen Kelly and Lucie Binder had sent apologies. The meeting would be recorded up to the Closed Session to allow Lucie Binder to take the minutes; the recording would then be deleted.

No changes to attendees' declarations of interest posted on the Cochrane Community website were required for this meeting. The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.

The Chair noted the inclusion of a new decision-making framework for Board decisions, which had originally been drafted in 2020 during preparations for a post *Strategy to 2020* strategic plan. It was agreed that this document would be useful in supporting the Chair to guide discussions on for-decision agenda items and could be included at the top of agenda packs but didn't need to be attached to every for-decision paper. It was suggested that the Executive Leadership Team could use this document to support the drafting of papers and a question was raised about whether currently, papers provided sufficient analysis of the different options available to the Board. Judith Brodie commented that the team had taken advice from the Treasurer on options appraisals, and had been using that approach this year.

**GBMIN-2022-18**      **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 9 March 2022.

**GBMIN-2022-19**      **Cochrane Library: Proposal to mitigate the risk of reduced content pipeline [Paper: GB-2022-16]**

The Editor in Chief was asked to introduce the item. She said that Cochrane was currently facing the probability of 'losing' reviews into its development and publication pipeline from 2023 due primarily to the impending de-funding of UK-based Cochrane Review Groups.

The initial mitigating measures for 2022 being proposed were: 1) to undertake a survey of Review Groups to understand the number and types of reviews currently in their individual pipelines; and to identify potential blockers, and what kind of support would have the best

impact; 2) based on the information from the survey, provide centralized methodological and editorial support for 80-200 reviews currently in development through Review Groups to get them to completion.

Casey Early confirmed that the proposal outlined in *GB-2022-16* included a request for £350k GBP from the reserves and that the use of reserves to mitigate strategic risks of this kind was appropriate and proportionate.

The Trustees recorded their thanks the Executive Leadership Team for its proactive response to this issue. They raised the concern that the central team would be involved in the production of reviews, which would conflict with the previously stated aim to separate production and editorial processes and to make the latter a centralized function. The Editor in Chief said that the central team would not produce reviews but the team working under the Deputy Editor in Chief *would* provide methodological support, and help with search and screening. This team would work separately from the Head of Editorial's team, who would undertake the editorial processing of reviews as part of the Central Editorial Service. Nevertheless, the Trustees encouraged the Editor in Chief to think about outsourcing methodological and screening support – including to the Cochrane community - as a potential option to ensuring production and editorial separation could be ensured.

The Trustees noted that acting upon a survey would take at least six to eight weeks at a minimum and asked whether any immediate action could be taken in addition. The Editor in Chief said that her team was already working to support 71 reviews currently in Review Group pipelines that had been funded by the UK NIHR's programme grant schemes and could therefore be identified immediately. Further, the team was looking at usage and citation statistics to identify current high-priority reviews for updating. However, she reminded the Trustees that the benefits of any action taken now would only come to fruition in 2023.

The Trustees raised concerns about whether undertaking a survey with Cochrane Review Groups would be seen as impersonal and insensitive at a time when morale was already incredibly low. Further, the use of consultant systematic reviewers from Cochrane Response to provide methodological and screening support when there was already this expertise in the Cochrane Community could add to tensions. The Editor in Chief accepted these concerns. She said that in addition to a survey, her team would be sourcing as much information as possible from Archie, RevMan, and Editorial Manager, as well as undertaking one-to-one virtual meetings with Review Groups. The Cochrane UK meeting at the end of the month would provide another opportunity for interaction. She would look into sourcing consultancy support from the community where appropriate, but said that a speedy response would need to be prioritized by whomever did the work.

The Trustees agreed that it was unacceptable that the only way to find out which reviews were in the development and production pipelines of Review Groups was to issue a survey. This needed to be fixed and information governance and accountability needed to be prioritized. Charlotte Pestrige agreed and said that improvements were forthcoming as part of the new review management portfolio system in development. Karla Soares Weiser said that the decommissioning of Review Groups would be a specific project under the *Future of Evidence Synthesis programme*, dealing with issues including the transfer of reviews and other content, as well as the relationships between Review Group staff and the Charity.

**The Chair called for a vote. The following resolution was approved:**

**The Board notes the steps being taken to address the flow of reviews and understand more about the pipeline, and approves a drawdown of up to £350,000 from the Strategic Investment Fund or Continuity Fund to support this work over the period to end 2023, which is also key to preserving Cochrane Library income.**

**YES: Yuan Chi, Sally Green, Tracey Howe, Marguerite Koster, Tamara Kredo, Rae Lamb, Catherine Marshall, Jordi Pardo Pardo, Emma Persad, Vanessa Piechotta**

**NO: NONE**

**ABSTAIN: Juan Franco**

**NO VOTE: Karen Kelly**

**GBMIN-2022-20 30<sup>th</sup> Anniversary Colloquium proposal [Paper: GB-2022-20]**

The Head of Engagement, Learning & Support was asked to introduce the item. He said the paper had been prepared at short notice following conversations with the UK Cochrane Centre and partially replaced the information in *Paper GB-2022-19 Update on organizational events*.

The Trustees were broadly supportive of the proposal and recognized that the time limitation of organizing a Colloquium for 2023 had necessitated a proactive approach to sourcing a host. However, they said that many people outside Europe would not be able to travel to the UK due to ongoing travel and budgetary limitations, so it would be important to consider whether satellite online or in-person events could be held in different locations to coincide with the main event. In future, an open call for interested hosts needed to be resumed. A face-to-face meeting next year, especially in the context of UK Review Groups losing their funding, would be important for improving organizational morale. Engaging early career and LMIC participants would be important.

The Head of Engagement, Learning & Support confirmed that should the Board approve the proposal in principle, more details on financing, dates and location would be provided.

**The Chair called for a vote. The following resolution was approved:**

**The Board approves in principle that a 30th Anniversary Colloquium should be held in the UK with Cochrane UK as hosts, subject to a financial and risk appraisal demonstrating the affordability and viability of the event.**

**YES: Yuan Chi, Sally Green, Tracey Howe, Marguerite Koster, Tamara Kredo, Rae Lamb, Catherine Marshall, Jordi Pardo Pardo, Emma Persad, Vanessa Piechotta**

**NO: NONE**

**ABSTAIN: Juan Franco**

**NO VOTE: Karen Kelly**

**GBMIN-2022-21 Revenue diversification – context and challenges [Paper: GB-2022-17]**

The Interim Chief Executive Officer provided an overview of *Paper: GB-2022-17*, which she explained represented recent discussions held by the Executive Leadership Team on the context, challenges and opportunities for fundraising and revenue diversification for the Charity and the wider organization.

The Trustees thanked the Executive Leadership Team for the paper, which provided a helpful summary of the current situation. It was noted that there would be opportunities for

higher-risk, higher-yield investment options, possibly in partnership with other organizations, but this would require the Board to accept a higher level of risk in some cases as part of a balanced portfolio of fundraising and income diversification.

**GBMIN-2022-22 Co-Chairs Report**

Catherine Marshall gave the Co-Chairs report. She reported that she and Tracey Howe had been involved in developing the 30<sup>th</sup> anniversary Colloquium proposal; Tracey had attended the recent Council meeting and Editor in Chief webinar and would attend the forthcoming Campbell Collaboration board meeting; and she was supporting the establishment of the *Future of Evidence Synthesis* oversight group.

The Co-Chairs were currently exploring the possibility of a face-to-face strategy meeting of Cochrane's leaders in October, to include the Board, and a potential Board retreat prior to the meeting. The Trustees were broadly supportive although if not all people could attend, virtual options would need to be provided.

Wiley would be invited to attend the Board's next informal meeting in June to discuss current challenges and opportunities. Finally, Catherine Marshall reminded the Board of the need to declare potential conflicts of interest at the start of each meeting and to maintain the confidentiality of Board discussions where required, particularly those related to income generation. This would be addressed further in the Closed Session.

**GBMIN-2022-23 2022 Performance Report [Paper: GB-2022-18]**

The Chair thanked the Executive Leadership Team for the report and the extensive amount of work it documented. There were no questions.

**GBMIN-2022-24 Any Other Business**

Although it was recognized that some Board discussions required confidentiality, it was agreed that it would be important for transparency and community relations to ensure that the Board and Executive Leadership Team were regularly reviewing whether papers could move from restricted to open access following Board discussion, and to improve communications from Board meetings.

Judith Brodie reminded the Board that this would be her last formal Board meeting but would attend the next informal meeting in June.

**GBMIN-2022-25 Date of Next Meeting**

22 June 2022, 13:00 GMT + 1, by videoconference (informal meeting).

The Chair thanked the Executive Leadership Team and Council Co-Chairs for their attendance. They left the meeting at 21:40 GMT+1. The Trustees continued in closed session, a record of which is kept on behalf of the Co-Chairs.

---MEETING END---

**Post-Meeting: Papers moving from Restricted to Open Access:**

GB-2022-18 – Annex 1  
GB-2020-30

**Post-Hoc Note:**

The paper: *GB-2022-17, Revenue diversification – context and challenges*, was discussed in again in the Closed Session. Following the meeting, Catherine Marshall wrote by email to the Executive Leadership Team to reinforce the Board’s commitment to the existing Conflict of Interest policy that states that Cochrane will not seek or accept financial support from any commercial organization with a direct interest in the findings of Cochrane Reviews. In response, the Interim CEO reassured the Board that there is no intention to deviate from this policy in seeking to diversify revenue streams.