

Governing Board Meeting Minutes

13 July 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:
Tracey Howe (Co-Chair)	UK
Catherine Marshall (Co-Chair)	New Zealand
Yuan Chi	China
Juan Franco	Germany
Sally Green	Australia
Karen Kelly (Treasurer)	UK
Marguerite Koster	USA
Tamara Kredo	South Africa
Rae Lamb	New Zealand
Jordi Pardo Pardo	Canada
Emma Persad	Sweden
Vanessa Piechotta	Germany

Others present:

Name:	Role:	Attending from:
Catherine Spencer	Chief Executive Officer	UK
Robert (Bob) Dellavalle	Council Co-Chair	USA
Casey Early	Director of Finance & Corporate Services	UK
Stefano Negrini	Council Co-Chair	Italy
Karla Soares-Weiser	Editor in Chief	Israel
Lucie Binder	Head of Governance	Germany
Roma Grant	Interim Head of Governance (minutes)	UK

Apologies:

Chris Champion	Interim Co-Director, Head of Engagement, Learning & Support	UK
Sylvia de Haan	Interim Co-Director, Head of Advocacy, Communications & Partnerships	Netherlands
Charlotte Pestrige	Director of Publishing & Technology	UK

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. 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:

Minute:	
GBMIN-2022-28	The Board approves the Letter of Representation in connection with the audit of the financial statements of The Cochrane Collaboration for the year ended 31 December 2021
GBMIN-2022-28	The Board approves the revised Going Concern Assessment in connection with the audit of The Cochrane Collaboration for the year ended 31 December 2021
GBMIN-2022-29	The Board approves the 2021 Trustees' Report & Financial Statements
GBMIN-2022-33	The Board approved the appointment of Casey Early as Company Secretary with a review by the Governance committee after six months
GBMIN-2022-34	The Board approves that all CEO-level financial and non-financial delegations are assigned to Catherine Spencer with effect from 11 July 2022

---MEETING START---**GBMIN-2022-26 Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter**

Catherine Marshall chaired the meeting. Apologies had been received from Chris Champion, Interim Co-Director, Head of Engagement, Learning & Support. She thanked Karen Kelly, Casey Early and Lucie Binder for the clarity and detail of the financial reports

The Board gave a sincere vote of thanks to outgoing members of the Central Executive Team: Lucie Binder, Head of Governance, Sylvia de Haan, Head of Advocacy communications and Partnerships, Rachel Marshall, Head of Editorial, and Chris Mavergames, Head of Informatics & Technology. Their contribution to Cochrane was appreciated and they were wished well in their future endeavours.

Catherine Spencer was welcomed to her first meeting formally in the CEO role. Roma Grant, the new interim Head of Governance, was also welcomed.

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.

GBMIN-2022-27 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 11 May 2022.

GBMIN-2022-28 2021 Audit Outcomes [Paper: GB-2022-24]

Karen Kelly, Treasurer, presented the comprehensive suite of reports. The Board was requested to NOTE the Post-Audit Report, prepared by the Auditors, Sayer Vincent. The content had been reviewed by the Finance, Audit & Risk Committee prior to presentation to the Board.

Key points to note included:

- The ‘technical’ adjustments in relation to the accounting treatment in the financial statements. There was no disagreement between Sayer Vincent and management about these changes.
- The Auditors had highlighted to the Board the high level of reserves, and the need to preserve their value, particularly in the current environment of rising inflation. The Treasurer noted that the Director of Finance & Corporate Services would be making proposals to a future Finance, Audit & Risk Committee meeting about ways to preserve value.

The Treasurer, on behalf of the Finance, Audit & Risk Committee, recommended that the Board approved the resolutions to approve the Letter of Recommendation, and the revised Going Concern Assessment.

The Board welcomed the ‘clean’ audit report and sought clarity on some of the points raised in the Post-Audit Report. The Director of Finance & Corporate Services confirmed that the issue with the UKRI invoice was a compliance point over late submission of an issue, and that any process issues would be addressed with the new Director of Development and fundraising team, when appointed. He also confirmed that the reclassification of bank deposits was a minor issue. It was the same bank account with a new, shorter, notice period. There was very low interest on this account and the Board were assured that as interest rates rose in the UK he would be looking for rates of 2% or more and would be cognisant of the ethical issues when looking for appropriate investment funds.

In response to a question about longstanding problems with IKMD, it was confirmed that the company was a necessary consequence of having a Central Executive Team office in Denmark. The issues were different each time, but he considered that they were almost resolved.

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

The Board approves the Letter of Representation in connection with the audit of statements of The Cochrane Collaboration for the year ended 31 December 2021

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

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

The Board approves the revised Going Concern Assessment in connection with the audit of The Cochrane Collaboration for the year ended 31 December 2021.

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2022-29 2021 Trustees' Report & Financial Statements [Paper: GB-2022-25]

Karen Kelly introduced the draft Trustees' Report & Financial Statements for 2021. The paper was taken as read.

She noted that the report brings together the performance outcomes with the financial report. She was pleased to report that outturn was in line with projected budget and in particular, the reserves very strong, with free reserves at approximately £4 million - £2 million above the reserves floor.

The Treasurer reminded the Board that the final accounts were a snapshot of the financial position at the end of 2021 and that there were proposals in hand to use some of the free reserve.

Subject to minor amendments as a result of comments made by the Board, which Casey Early and Roma Grant would address, the Treasurer recommended the Board APPROVE the 2021 Trustees' Report & Financial statements. She also wished to acknowledge that 2021 had been a difficult year and record her thanks for the achievements of staff and the Community.

Catherine Marshall thanked the Treasurer on behalf of the Board for her oversight of the end of year process and production of the Report and thanked the head of Finance for the preparation of the report.

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

The Board approves the 2021 Trustees' Report & Financial Statements

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

BMIN2022-30 Update on Board Appointments [Oral Report]

Lucie Binder provided an oral update on progress in recruiting two trustees and a Board Treasurer.

The deadline for applications was Friday 15 July 2022. She had already received some applications, but none for the role of Treasurer. The Board considered this role was less urgent as Karen Kelly would not be leaving until 2023, but reiterated that it would be helpful to have a handover period. The Head of Governance confirmed that if there were no suitable candidates a proposal would be developed for a further round recruitment round that included the use of external support.

Facilitation of the appointment of new members will be led by the Nominating Committee and supported by Roma Grant (interim Head of Governance) following Lucie Binder's departure from Cochrane. The Nominating Committee has a timetable which should provide the Board with recommendations for new trustees at its next formal meeting. The Co-Chair confirmed that the intention was the new trustees would join the Board retreat in October.

The interim Head of Governance will update the Board periodically on progress.

GBMIN-2022-31 Co-Chairs Report [Oral Report]

Tracey Howe gave the Co-Chairs report. She extended a warm welcome to Catherine Spencer, who became Chief Executive of Cochrane on 11 July 2022 and reported that Catherine had been working with the Co-chairs before she officially started with Cochrane, in particular interviewing for a new Director of Development and an interim Head of Governance.

The Co-Chair noted that she and other trustees (Juan Franco and Sally Green) had been in London in recent weeks and met with staff and senior management. She felt that this was important during a period of uncertainty for Cochrane.

She had also attended a Cochrane UK meeting in Manchester. Whilst it was professional and positive, there was an inevitable concern that this might be the last time of meeting because of funding cuts. In the following Board discussion, Karla confirmed that there were people still committed in continuing reviews for Cochrane after the end of their contracts, but we might need to acknowledge that reviews produced by the new NIHR Evidence Synthesis Units will be published in the NIHR journal instead of, or as well as, the Cochrane Library. The Editor-in-Chief expressed concern about the publication pipeline for 2023, but assured that her team was working with reviewers and external stakeholders and would keep the Board informed of progress.

GBMIN-2022-32 Future of Evidence Synthesis Oversight Committee Report [Oral Update]

As prospective Chair of the Committee, Sally Green presented an oral report outlining the progress on both the programme and setting up the Committee. The next step would be approaching members to join and set up the first meeting. She asked the Board for a steer on whether the membership of the Committee, and in particular her role as Chair would create an actual or perceived conflict of interest for Cochrane, as her organisation would be likely to express interest in becoming one of the new Evidence Synthesis Unit.

Concerns were expressed about the purpose and remit of the Future and Evidence Oversight Committee, in particular the 'independence' of the committee and the potential perception that members of the Committee would have prior and privileged access to information to support their own organisation's bids.

After discussion the following items were AGREED:

- The Committee is a sub-committee of the Board, comprised of Trustees, Council and other organizational representatives.
- The Committee would provide advice, support and scrutiny to the operational programme board, whilst providing the Board with assurance. It would not assess individual project applications.
- Good communication was essential to ensure the Cochrane Community understood the role of the Committee and its work in the context of the wider programme.
- Catherine Marshall, Karla Soares-Weiser and Roma Grant would meet to discuss further clarity and explanation in the governance of the Future of Evidence Synthesis programme and how to manage any conflicts of interest effectively.
- An additional sentence of explanation would be added to 'Purpose' in the Terms of Reference clarifying the scope of the committee and making clear real and perceived conflicts of interests would be actively managed.
- The Board, by a show of hands, APPROVED the membership of the Committee.

GBMIN-2022-33 **2022 Performance Report [Paper: GB2022-21]**

The Chair asked Karla Soares-Weiser to present the report.

CEO Report:

The CEO report had been written by Judith Brodie before she left Cochrane.

The highlights drawn to the Board's attention included

- Changes to the technology team
- Generating ideas for 30th anniversary of Cochrane in 2023.
- A need for good communication with the community as a counterbalance to concerns in the external environment.

Editor in Chief Report:

It was reported that progress had been made on the editorial synthesis programme. The full report including mitigations to guarantee editorial independence, separation of functions and pipeline management would be presented to the Board at the next formal meeting.

Plans for the new Open Access Journal are progressing well and Michael Brown has been appointed as the Deputy Editor and he will shortly start recruiting an Editorial Board.

The Editor in Chief also reported that the Director of UK National Institute for Health & Care Research (NIHR), Lesley Stewart, has requested a meeting to discuss potential NIHR support for Cochrane work. A meeting has also been set to introduce Catherine Spencer to Lesley.

The Board requested that they receive a draft business case for the 2023 Colloquium by 1st week of August.

Tracey Howe raised an item from a previous Board only discussion, namely the potential loss of IT skills, as Chris Mavergames leaves Cochrane. The Board was informed that this had created an opportunity for others in the team to develop, rather than managing the risk of having all skills invested in one person.

Catherine Marshall noted that the Performance Report represents a lot of work by the organization and thanked staff. She also recorded formal thanks to Judith Brodie for preparing the CEO's report.

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

The Board approved the appointment of Casey Early as Company Secretary with a review by the Governance committee after six months

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

GBMIN-2022-34 **Finance Report [Paper: GB-2022-26]**

The Treasurer introduced the Q1 management accounts. The paper was taken as read, with no concerns at this time.

Casey Early noted that Q2 results were imminent and would be circulated to the Finance, Audit & Risk Committee in August. Key items to note were an exchange rate bounce which could be favorable to Cochrane and an unprecedented staff turnover in the first six months of the year.

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

The Board approves that all CEO-level financial and non-financial delegations are assigned to Catherine Spencer with effect from 11 July 2022

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-2022-35 Risk Report [Paper: GB-2022-27]

The Treasurer introduced the report which was taken as read. Catherine Marshall commended the report for clarity and ease of understanding.

GBMIN-2022-36 Matters Arising not otherwise covered by the Agenda and Any Other Business

There were none.

GBMIN-2022-37 Date of Next Meeting

16 August 2022, 00:00-01:30 GMT+1, by videoconference (informal meeting).

The Chair thanked the Executive Leadership Team, Council Co-Chairs, Head and Interim Head of Governance 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---