

Governing Board Meeting Minutes

9 March 2022, 19:00 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
Rae Lamb	New Zealand
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 Negri	Council Co-Chair	Italy
Charlotte Pestrige	Director of Publishing & Technology	UK
Karla Soares-Weiser	Editor in Chief	Israel

Apologies:

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:

Minute:

GB-2022-10

The Board approves:

1) An update to 2014 Conflict of Interest Policy for Cochrane Groups that brings it in line with the 2020 Conflict of Interest Policy for Cochrane Library Content. It also removes the lack of clarity around scope and application.

2) The development of an ethical policy relevant to fundraising and investment for Board approval. This should complement a more comprehensive review of allowed conflicts of interest for activities, people, Cochrane Groups and Committees, not covered under 2020 Conflict of Interest Policy for Cochrane Library Content.

GB-2022-11

The Board approves the launch of a new Cochrane journal that diversifies our content with any type of evidence synthesis and methods research using a gold, open-access model.

GB-2022-12

The Board approves the revised risk policy.

---MEETING START---

GBMIN-2022-09

Welcome, Apologies, declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Catherine Marshall was in the Chair. There were no apologies.

No changes to attendees' declarations of interest posted on the Cochrane Community website were required for this meeting, but the following Trustees and attendees declared potential conflicts of interest in PAPER GB-2022-07 [*Proposal to launch a new Cochrane journal to diversify our evidence*]:

- Bob Dellavalle: Editor in Chief, *JMIR Dermatology*
- Juan Franco: Editor in Chief, *BMJ Evidence Based Medicine* and Associate Editor, *Cochrane Clinical Answers*
- Stefano Negrini: Chief-Editor, *European Journal of Physical and Rehabilitation Medicine*
- Jordi Pardo Pardo: Married to the Interim CEO and Editor in Chief of the *Campbell Collaboration*

The co-chairs had discussed the position with Juan Franco, and agreed he would abstain from voting on this item. The Trustees were reminded of their duties as set out in the Board Code of Conduct and Board Charter.

GBMIN-2022-10

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 February 2022 (with the clarification that Rae Lamb did not vote as she had sent her apologies) and the following resolution:

The Board approves:

- 1) An update to 2014 Conflict of Interest Policy for Cochrane Groups that brings it in line with the 2020 Conflict of Interest Policy for Cochrane Library Content. It also removes the lack of clarity around scope and application.**

- 2) **The development of an ethical policy relevant to fundraising and investment for Board approval. This should complement a more comprehensive review of allowed conflicts of interest for activities, people, Cochrane Groups and Committees, not covered under 2020 Conflict of Interest Policy for Cochrane Library Content.**

The Chair thanked the Central Executive Team for their work in preparing the reports and papers in the Consent Agenda. It was clarified that the next Going Concern Assessment for the Charity would be undertaken in Quarter 3 2022 as part of the annual Plan & Budget exercise.

GBMIN-2022-11 **Proposal to launch a new Cochrane journal to diversify our evidence [Paper: GB-2022-07]**
Bob Dellavalle joined the meeting at this point.

The Editor in Chief was asked to introduce the item. She said that the business case represented the culmination of discussions on diversifying Cochrane content and synthesis methods dating back to 2015. She reminded the Board that they had already discussed the proposal in November 2021 [PAPER: GB-2021-91] and what was being presented in GB-2022-07 was the additional detail requested.

She said that the proposal was in line with Cochrane's mission and Open Access ambitions, contributing directly to *Strategy for Change* Goals 1 & 3. It was relatively low risk to Cochrane although she recognized the need to commit Central Executive Team staff time at a very busy time for the organization. The Interim CEO supported this assessment and said that this proposition furthered Cochrane's mission in relation to producing evidence and making it accessible, as well as contributing to the priority for income diversification. The staff time likely to be required was minimal, and the return on investment positive, with a low risk profile. – the business case was compelling. She added that there would be future investment propositions with more complexity brought to the Board as income was diversified.

The Trustees were supportive of the proposal. They reiterated concerns about the amount of editorial staff time that would be required given competing editorial and methods priorities, and requested that this be monitored.

It was clarified that the development of the journal would not require a drawdown of the Charity's financial reserves. [...] it would need to be considered as part of a product and service portfolio in terms of its role in replacing income lost when Cochrane Reviews became Open Access, and might provide valuable insights for future ventures.

The Editor in Chief reassured the Board that Cochrane would retain editorial leadership of the journal so that standards would be maintained, and that although it would be an important addition to Cochrane's product portfolio, the *CDSR* would remain the flagship offering. Content for the new journal would be developed with the input of the new proposed Editorial Synthesis Units and not as a separate or competing endeavour.

The following resolution was approved:

The Board approves the launch of a new Cochrane journal that diversifies our content with any type of evidence synthesis and methods research using a gold, open-access model.

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

NO: NONE

ABSTAIN: Juan Franco

NO VOTE: NONE

The Board recorded its thanks to Ella Flemmyng and Charlotte Pestrige for their work on developing the proposal.

GBMIN-2022-12

Risk Management

The Director of Finance & Corporate Services was asked to introduce the item. He said that the risk management policy presented was as per *PAPER GB-2021-96*, but with the addition of safeguarding as a separate category of risk, which had been added following review of the policy by the Charity's auditor, Sayer Vincent, and discussion by the Finance, Audit & Risk Committee. The Treasurer said that the addition of safeguarding was important because it was different to reputational risk and would send a strong message to the community about its importance.

The following resolution was approved:

The Board approves the revised risk policy.

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

NO: NONE

ABSTAIN: NONE

NO VOTE: NONE

The Board agreed that although risk management was delegated to the Finance, Audit & Risk Committee, it was a core responsibility of every Trustee to monitor organizational risk [see: <https://www.gov.uk/government/publications/charities-and-risk-management-cc26/charities-and-risk-management-cc26>]. The Committee would therefore report regularly to the full Board.

GBMIN-2022-13

Co-Chairs' Report

The Chair provided an update on the recruitment process for a new Chief Executive Officer. Four candidates had been shortlisted for interview by the co-chairs, following first interviews by the recruitment agency working with Cochrane. Informal meetings would take place with the Editor in Chief and Interim CEO, and then a group of Central Executive Team staff, followed by formal interviews with a panel from the Board (the Co-Chairs, Juan Franco, and Sally Green). The Council Co-Chairs would review the recordings of the informal sessions with the Central Executive Team staff and provide their view.

GBMIN-2022-14

2022 Performance Report

The Interim CEO thanked the Trustees for their input on the organizational statement about the war in Ukraine. She spoke to the organizational performance report prepared by the Executive Leadership Team, which would be submitted to formal Board meetings on an ongoing basis, providing a regular update on progress to deliver the *Strategy for Change*. She welcomed any questions or comments from Board members on the report.

The Editor in Chief said that work on operationalizing the proposals for new Evidence Synthesis Units was underway and she had already begun initial conversations with potential funders. Dialogues with the UK NIHR, Australian NHMRC, and World Health Organization, were also ongoing.

GBMIN-2022-15 Any Other Business

There was no other business.

GBMIN-2022-16 Date of Next Meeting

13 April 2022, 07:30 GMT + 1, by videoconference (informal meeting).

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

---MEETING END---