

Governing Board - Open Access

Schedule	Wednesday 9 March 2022, 7:00 PM — 9:00 PM GMT
Description	<p>19:00-19:10 GMT: Coffee</p> <p>19:10-20:40 GMT: Main discussion</p> <p>20:40-21:00 GMT: Trustees only</p> <p>https://www.timeanddate.com/worldclock/meetingtime.html?day=9&month=2&year=2022&p1=137&p2=75&p3=188&p4=51&p5=136&p6=37&p7=56&p8=676&p9=237&p10=152&p11=22&p12=103&iv=900.</p>
Notes for Participants	<p>Board members must 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:</p> <p>https://community.cochrane.org/organizational-info/people/conflict-interest/board. 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 members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.</p> <p>Download a PDF version of the agenda pack from cochrane.azeusconvene.com.</p> <p>Comments and Questions:</p> <ul style="list-style-type: none">> Convene agenda packs can be annotated with private notes, which are not shared and serve as aide-memoire; or as comments and questions seen by everyone with access to the agenda that are designed to support the in-person discussions at Board meetings> Everyone should be careful to make sure these shared written comments - as 'sticky notes' on the agenda - don't obscure the text of the papers> The Co-Chairs will review all written comments received one day in advance of a teleconference and decide which ones are material to the discussion, and will therefore be picked up

during the meeting in advance of any vote

> Other comments and questions will be answered as written responses on the agenda by ELT, Head of Governance or Co-Chairs, either before the meeting or within one week of the meeting finishing depending on the number and nature of the comments

Organiser



Lucie Binder

Agenda

7:00 PM VIRTUAL COFFEE AHEAD OF THE TELECONFERENCE (10 MINS)

7:10 PM OPENING BUSINESS: (5 MINS)

1. Welcome, Apologies, Declaration of Interest, Board Code of Conduct and Board Charter

 Code of Conduct for Trustees_Aproved 22Mar18.pdf	1
 Governing Board Charter only_Aproved 22Mar18.pdf	4

2. Approval of the Agenda, including the papers and decisions on the Consent Agenda
For Decision
-

SUBSTANTIVE BUSINESS: (90 MINS)

7:15 PM 3. Proposal to launch a new Cochrane journal to diversify our evidence [RESTRICTED ACCESS SUPPORTING DOCUMENTS]
For Decision - Presented by Charlotte Pestrige and Karla Soares-Weiser

4. Risk Management [RESTRICTED ACCESS SUPPORTING DOCUMENT]
Presented by Casey Early
-


8:15 PM RECURRING BUSINESS: (15 MINS)

5. Co-Chairs' Report [ORAL REPORT]

For Information - Presented by Tracey Howe and Catherine Marshall

6. 2022 Performance Report [OPEN ACCESS VERSIONS OF SUPPORTING DOCUMENT], including:

For Information

 GB-2022-10 Quarterly Review Strategy for Change Portfolio View Q4 2021 update [OPEN ACCESS SUPPORTING DOCUMENT].pdf

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6.1. Interim CEO Report

6.2. Editor in Chief Report

8:30 PM CLOSING BUSINESS: (5 MINS)

7. Matters Arising not otherwise covered by the Agenda and Any Other Business

8. Date of next meeting: 13 April (GMT)

8:35 PM 9. CLOSED SESSION (TRUSTEES ONLY) (20 MINS)

9.1. 2021 Trustee and Co-Chair evaluation feedback


For Discussion - Presented by Catherine Marshall and Tracey Howe

CONSENT AGENDA:

For Decision

Approval of the minutes from the 9 February 2022 meeting
[RESTRICTED AND OPEN ACCESS VERSIONS OF

SUPPORTING DOCUMENTS]

 GB MINUTES-2022-0902-APPROVED-OPEN.docx


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Strategy for Change Portfolio View Quarter 4 2021 report
[RESTRICTED AND OPEN ACCESS VERSIONS OF
SUPPORTING DOCUMENTS]

2021 financial reports [RESTRICTED ACCESS SUPPORTING
DOCUMENTS]


2021 audit update [RESTRICTED ACCESS SUPPORTING
DOCUMENTS]

2021 Cochrane Library Performance dashboard [OPEN AND
RESTRICTED ACCESS VERSIONS OF SUPPORTING
DOCUMENT]

 GB-2022-05 Cochrane Library Performance
Dashboard_FULL YEAR 2021 [OPEN ACCESS SUPPORTING
DOCUMENT].pdf

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2021 Council report and 2022 workplan [OPEN ACCESS
SUPPORTING DOCUMENT]

 GB-2022-03 Council end of year report 2021 [OPEN
ACCESS SUPPORTING DOCUMENT].pdf


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2021 Membership report [OPEN ACCESS SUPPORTING
DOCUMENT]

 GB-2022-06 Cochrane Membership Report for 2021
[OPEN ACCESS SUPPORTING DOCUMENT].docx


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2021 Finance, Audit & Investment (now Risk) Committee report and
2022 workplan [OPEN ACCESS SUPPORTING DOCUMENT]

 GB-2022-13 APPENDIX 1 Finance Audit Risk Committee

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2021 Report [OPEN ACCESS SUPPORTING DOCUMENT].docx


 GB-2022-13 Finance Audit Risk Committee 2021 Report [OPEN ACCESS SUPPORTING DOCUMENT].docx 37


2021 Governance Committee report and 2022 workplan [OPEN ACCESS SUPPORTING DOCUMENT]

 GB-2022-04 Governance Committee end of year report 2021 [OPEN ACCESS SUPPORTING DOCUMENT].docx 39

2022 Sub-Committee Terms of Reference [OPEN ACCESS SUPPORTING DOCUMENTS] (Remaining Committee TORs not included here to be submitted following approval by their respective committees within the next eight weeks)


 Governing Board Finance Audit Risk Committee Terms of Reference 2022.docx 41

 Governing Board Governance Committee Terms of Reference 2022.docx 44

 Governing Board Membership and Awards Committee Terms of Reference 2022.docx 47

 Governing Board Remuneration Committee Terms of Reference 2022.docx 49

Organizational Conflict of Interest Policy update [OPEN ACCESS SUPPORTING DOCUMENT]

 GB-2022-01 Update to 2014 Conflict of Interest Policy for Cochrane Groups [OPEN ACCESS SUPPORTING DOCUMENT].pdf 51

EVALUATION OF MEETING:

Trustees and Council Co-Chairs:

Leadership Team:



Governing Board

Code of Conduct for Trustees

First prepared:	19 February 2018 Governance Sub-Committee
Last updated:	21 March 2018 Governance Sub-Committee
Governing Board approved:	22 March 2018 Lisbon Governance Meetings

1. Introduction

Those who serve on the Governing Board are trustees of a UK charity and have responsibilities both under UK company law as directors and under UK charity law. As part of this, each Governing Board Member ('Trustee') is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the Trustee's Declaration accordingly. This is to be read in conjunction with the Articles of Association of the Charity.

A copy of the Code of Conduct will be made available at the front of all Governing Board agendas.

2. Purpose of the Code

The Code aims to define the standards expected of Cochrane's Trustees in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is productive and supportive.

3. Code of Conduct

3.1 Selflessness

Trustees have a general duty to act with probity and prudence in the best interest of the charity as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

3.2 Integrity

The charity's Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- Must avoid actual impropriety and any appearance of improper behaviour;
- Should adhere to the Board Expenses Policy and avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the charity over the value of £50 GBP should be declared to the Board.

3.3 Objectivity

In carrying out their role, including making appointments, awarding contracts,

recommending individuals for rewards and benefits, or transacting other business, the Trustees should ensure that decisions are made solely on merit.

In arriving at decisions in areas where they do not have expertise themselves, the Trustees should consider appropriate professional advice.

3.4 Accountability

The Trustees:

- Have a duty to comply with constitutional and legal requirements and to adhere to official organisational policies and best practice in such a way as to preserve confidence in the charity;
- Are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

3.5 Openness

The Trustees should comply with Cochrane's Data Protection Policy and ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.

In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6 Honesty

The Trustees have a duty to avoid any conflict of interest so far as is reasonably practicable and adhere to Cochrane's Conflict of Interest policies. In particular, they must make known any interest in any matter under discussion which:

- Creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her family, or friends, or organisation, more than the generality affected by the decision); or,

- Which might reasonably cause others to think it could influence the decision.
- He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining Trustees agree otherwise.

3.7 Leadership

The Trustees must:

- Promote and support the principles of leadership by example and adhere to Cochrane's Charter of Good Management Practice;
- Attend all meetings regularly (unless there are exceptional reasons not to do so), ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- Bring a fair and open-minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the charity's best interests;
- Respect the authority of the Co-Chairs of the Board, and the chair of any meeting;
- Having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.
- Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
- Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;

- Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;
- When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
- When speaking privately (that is, when speaking not as a Board member) adhere to the Spokesperson Policy and make great efforts to uphold the reputation of the charity and those who work in it.

4. Breaches of the Code

In cases where there is a concern that a Trustee has breached this Code, the matter will be reviewed by the Co-Chairs, or a Co-Chair and another Trustee, or two Trustees appointed by the Co-Chairs. They will make a recommendation to the Board. (If a concern has been raised about a Co-Chair, the review will be undertaken by the other Co-Chair and another Trustee).

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Trustee concerned to resign from the Board. The Trustee will accept the decision of the Board in such cases.

5. Trustee's Declaration

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from Trusteeship of a UK or overseas charity by a court or charity commission.
- I am not under a disqualification order under the UK Company Directors' Disqualification Act 1986 or an overseas equivalent.
- I am, in the light of the above, not disqualified by section 72 of the UK Charities Act 1993 as amended by the UK

Charities Act 2006 from acting as a charity Trustee.

- I undertake to fulfil my responsibilities and duties as a Trustee of the charity in good faith and in accordance with the law and within the charity's objects, mission and values.
- I do not have any financial or other interests in conflict with those of the charity (either in person or through family or friends or business connections) except those that I have formally notified in a conflict of interest statement.
- I will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects me, or a member of my family, or friends, or organisation, more than the generality affected by the decision); or which might reasonably cause others to think it could influence the decision, and withdraw from the room and not participate in discussion or decision making, unless the remaining Trustees agree otherwise.
- I will abide by the Code of Conduct for Trustees of the charity.
- In the event of my breaching this Code I am prepared to accept sanction as determined by the Board.

Signed:

Name: _____

Date: _____



Governing Board Charter

First prepared:	20 February 2018 Governance Sub-Committee and Honorary Treasurer
Last updated:	20 February 2018 Governance Sub-Committee and Honorary Treasurer
Governing Board approved:	22 March 2018 Lisbon Governance Meetings

Governing Board Charter

Vision & Strategy

Compelling and durable charitable purpose

Cochrane has a compelling and durable charitable purpose for the benefit of the public. Our vision is a world of improved health where decisions about health and health care are informed by high-quality, relevant and up-to-date synthesized research evidence. Our mission is to promote evidence-informed health decision-making by producing high-quality, relevant, accessible systematic reviews and other synthesised research evidence.

Long-term strategy flowing from the charitable purpose

The **Board** has a well-developed long-term strategy which is focused on impact. It considers the possible future environments in which **Cochrane** will operate, including the changing needs of beneficiaries - those who use, deliver and/or pay for health care.

Board Leadership

Board commitment to focus on impact

The **Board** is committed to this focus and thereby to the long-term sustainable success of **Cochrane**.

The right 'tone at the top'

Individual **Board** members are committed to act as role models for the charity's approach¹.

Suitable structures and expertise

The **Board** has the necessary skills, expertise and structures in place to fulfil the vision and mission of **Cochrane** and to implement and oversee the 'focus on impact' approach.²

¹ Refer to the Code of Conduct for Trustees

² Refer to the Board Skills Matrix

Value Drivers & Stakeholder Engagement

Developing a supportive organisational culture

The **Board** has clearly articulated the values of **Cochrane**³. These are at the heart of the charity and are fully taken into account in decision-making throughout the organisation. The **Board** regularly assesses the extent to which **Cochrane**'s charitable purposes are being fulfilled and the values are being applied in the organisation and identifies areas for development.

Active engagement with, stakeholders

The **Board** has identified **Cochrane**'s key stakeholders. The **Board** engages with them and the charity's beneficiaries – those who use, deliver and/or pay for health care. The **Board** seeks stakeholders' opinions and communicates with them on matters of importance to them. The **Board** has developed targets and initiatives, covering all aspects of its work, in relation to diversity, inclusion and related issues and monitors progress being made towards achieving the goals it sets.

Fair remuneration aligned with purpose and values

The **Board** is committed to being a good employer and treating all employees fairly⁴. It ensures that remuneration and promotion has full regard to employees' contribution to the charity.

Commitment to a sound financial approach

The **Board** is committed to a sound financial strategy that protects **Cochrane**'s viability, maintaining sufficient reserves to cover contingencies whilst avoiding an undue build-up of reserves.

Innovation & Risk Management

Focus on innovation of benefit to society

The Board ensures that Cochrane has the capacity and capability to be innovative. In promoting innovation, the Board both encourages ongoing incremental improvements and seeks opportunities for transformational change.

Effective risk management system

The Board ensures that its risk management system takes full account of all risks, including the risk that Cochrane will impose negative impacts on society. It seeks to identify how risks may be mitigated and acts accordingly.

Attention to the importance of the 'licence to operate'

The Board has full regard to reputational risk and the importance of its 'licence to operate' to the future success of the charity.

Board Performance

High quality stakeholder and society-orientated information used in decision-making

³ Refer to Cochrane's Principles: <http://www.cochrane.org/about-us/our-vision-mission-and-principles> [Accessed 20.02.18]

⁴ Refer to Cochrane's Charter of Good Management Practice: <http://community.cochrane.org/organizational-info/resources/policies/charter-good-management-practice> [Accessed 20.02.18]

The **Board** ensures that it has sufficient high-quality, relevant and reliable information about stakeholder and wider societal matters. **Cochrane** works co-operatively with other organisations to help maximise its impact on society.

Clear focus on performance with respect to beneficiaries, other stakeholders and wider society

The **Board** has developed non-financial, and financial, Key Performance Indicators (KPIs) and a risk management system that flows directly from the strategy. Emphasis is placed on matters of importance to those who use, deliver and/or pay for health care – other stakeholders and wider society. The **Board** seeks to foster a high level of public trust in **Cochrane**.

Fostering resilience to crisis situations

The **Board** works hard to prevent crises which could negatively impact on stakeholders or wider society and has the necessary skills and experience to respond effectively in a crisis situation.

Priority initiative for 2021	Lead Dept & Contact	Start & end dates	Key activities delivered in Quarter just passed (Q4 2021)	Key activities to be delivered next Quarter (Q1 2022)	Expected future cross-department dependencies
GOAL 1: Producing trusted evidence: To produce trusted and timely synthesized evidence addressing the most important questions for health and care decision making					
Objective 1. Delivering timely, high quality responses to priority global health and care questions, which the users of our evidence help define					
COVID-19 response	EPM & P&T – TL & CM	Ongoing	<p>Four COVID 19 reviews published in Q4 2021: Antibiotics for the treatment of COVID-19 (22 October 2021). Colchicine for treatment of COVID-19 (18 October 2021). Non-pharmacological measures. implemented in the setting of long-term care facilities to prevent SARS-CoV-2 infections and their consequences: a rapid review (15 September 2021). SARS-CoV-2-neutralising monoclonal antibodies for treatment of COVID-19.</p> <p>Completing the Innovate UK grant on enhancing and sustaining the C-19 Study Register. Moving to mostly machine crowd workflow for curation.</p>	<p>Editorial process for DTA reviews of rapid test, and of signs and symptoms underway. Publication of reviews of school measures and interleukin 1. Submissions expected from COVID NMA team of vaccines and of immunomodulation.</p>	EIEP, EMS, EPM, PTD
Objective 2. Streamlining production of reviews and simplifying editorial systems and processes					
Editorial Management System	P&T - CP	June 2019 – December 2021	Full roll out to 50 CRG and all other article types, management reporting creation, user guidance and training. New production and copyediting workflow.	Archie workflow switch off. Ingest adoption and LuXid phase II, along with new process creation to bring this project in line with BAU expectations.	EIC department (for review of training material); P&T tech development for RevMan & Archie; Development Dept. for community support.
Editorial Integrity & Efficiency pilot	EPM - RM	June 2021 to June 2022	<p>Workstream 1: Check-in calls held with all Phase A CRGs; Phase B CRGs started submitting content to Ed Service: meetings held with several CRGs losing ME staff regarding transfer of editorial process to Ed Service (following decision to use Phase C resource to support CRGs during transition); 'interim' sign-off editors (previous Network Senior Editors) agreed to perform sign off until new Editorial Board members in post: revised sign-off process agreed with EIEP working group.</p> <p>Metrics on submissions to the Editorial Service, since the pilot started at the end of June 2021 to 31st Jan 2022: 82 submissions received (protocols, reviews, updates). Of these: \$ 20 publications \$ 9 rejects \$ 53 in editorial process or production</p>	Workstream 1: Further revisions to editorial process to improve efficiency (one round of revisions, Editorial Assistants increasing number of checks performed); more submissions being handled from CRGs losing staff: sign-off with Editorial Board members beginning: recruitment to the Editorial Service (MEs and QA editors); financial agreement in place with EPOC group to pay for transition support provided by CET: DTA editorial process to move to Ed Service.	EMS, COVID 19 response, NIHR Response, PSD (Cochrane Support)
The Future of Evidence Synthesis in Cochrane	EPM - RF		Series of seven community engagement workshops delivered: workshop feedback summarised and Q&A doc created: survey responses collated: community engagement report developed (published Jan 2022): business case for Governing Board created and submitted for discussion at Feb 2022.	Subject to Board decision: Form a project team; prepare a detailed implementation plan including communication, governance, and oversight; initiate discussions with current funders in collaboration with Geographic Groups; create comms for external stakeholders (funders); publish: publish open access paper following Board decision.	Continuing need for project mgt resource & comms support as implementation plan is developed and rollout begins: Comms to the community to ensure stability of review pipeline: need Pub & Tech Dept involved in new review format work.

Editorial Tech Product (ETP) Programme	EPM & P&T – TL, CM & CP	5-year programme of work	<ul style="list-style-type: none"> - Agree start to end journey for Cochrane reviews (1) & Data extraction core fields and requirements (3) projects ON HOLD until Systems & Product Development Editor starts. - Analysis with study centric data (4) - All functionality completed and released - CLIB data driven product development (6) - Initial discussions around impact & effort of potential products. - PICO (7&8) - PICO implementation on track; PICO search on Cochrane library in development. - Review Portfolio Manangement (10) - scoping started - New Review Format (14) - supported by Cologne team - RevMan Web for non-Cochrane reviews (15) - Project planning completed. 	<ul style="list-style-type: none"> - ELT & Heads Of map out & sequence projects. - Data extraction core fields and requirements (3) once new Systems & Product Development Editor starts - Continue Cochrane/Covidence meetings - Analysis with study centric data (4) - roll-out planning to be decided - CLIB data driven product development (6) - Decisions on which products to move forward in 2022. - PICO (7&8) - Continue PICO implementation, move off Beta. - Review Portfolio Manangement (10) - complete scoping & start implementation - New Review Format (14) - supported by Cologne team, and initial report due in Q1 2022 - RevMan Web for non-Cochrane reviews (15) - Project implementation 	EPM planning, EIEP has changed scope in consultation (future state CRG structure)
GOAL 2: Advocating for evidence: To be a leading global advocate for evidenceinformed health and care					
Objective 3. Advocating for evidence-informed decision making and integrity in research, including by pursuing high-impact partnerships and activities					
Strategic partnerships	DEVELOPMENT-SH	Ongoing	WHO was key partner in Cochrane Convenes. Developed and submitted the plan of work for 2022-2024 for Official Relations - the plan was approved in January 2022. Delivered report on WHO plan of work to WHO.	Work with WHO (and other partners) to follow up on Cochrane Convenes recommendations - this work is ongoing, with the report published on 16 February we will activate this relationship and develop concrete actions.	
GOAL 3: Informing health and care decisions: To inform health and care decisions by making our evidence accessible, usable, and available to all					
Objective 4. Making all Cochrane Reviews Open Access by 2025 at the latest without placing the financial burden on review authors					
Open Access strategy and delivery	P&T - CP	Feb 2021 to October 2022	<p>OA community presentation at Cochrane Connects in Nov 21.</p> <p>NIHR OA policy update paper submitted to Board in Dec 2021. Not a decision paper as additional information required from NIHR related to in-scope reviews and access to open access funding.</p> <p>NIHR open access meeting scheduled for 31 January 2022.</p> <p>Agreed supply and demand country profile scope and started sourcing information for key metrics.</p>	<p>OA project web pages to be added to cochrane.org website in Feb 2022. Final edits being completed.</p> <p>OA meeting with NIHR on 31 January 2022.</p> <p>OA meeting with Wiley to agree how we will comply with NIHR OA policy for all in-scope reviews submitted for publication from 1 June 2022. Aim to confirm final proposal with NIHR by 28 Feb 2022.</p> <p>Set-up first meetings with OA Working Group and agree Council representatives.</p> <p>Set-up and run research and consultation meetings with OA experts, other OA journal and society publishers. Report available by April 2022.</p> <p>Finalise country supply and demand OA profiles.</p>	<p>Future CLIB CET cost base available from Centralised Editorial Services and Future of Evidence Synthesis.</p> <p>Ensure OA models and analysis is aligned to Future of Evidence Synthesis and an understanding of the future profile of Cochrane Reviews - quantity, coverage, authors, review producing teams and commissioning strategy</p>

Objective 5. Improving user experience by increasing the accessibility and usability of our products					
Cochrane Library Product development plan	P&T - CP	To Dec 2021	<p>Q4 product work included:</p> <ul style="list-style-type: none">-Right hand navigation user experience improvements-Introduce concurrent publishing to stop CENTRAL reload causing publishing issues for other content.-Loaded Mesh 2022 update-Research tickets for New Review Format to identify quick wins related to publishing supplementary material.-New EMS workflow for CCAs and Editorials. <p>Product development meetings held with Wiley in Nov and Dec 2021 to share research findings and agree next steps towards finalising the product strategy with Wiley during Publishing Strategy meetings in January 2022 and April 2022.</p> <p>2021 Cochrane Library product metrics</p> <ul style="list-style-type: none">-usage - 2021 full text access = 14.9m. This was 5% lower than 2020. Partly due to a Google index failure in Q4 2021 and extremely high usage in March to May 2020 when we opened CLIB as part of our COVID-19 response. 2021 usage is 5% higher than 2019.-usage-language -2021 non-english language full text access - 3.9m. 1.6% increase on 2020.-free access - % of free access Cochrane reviews in CLIB in Dec 2021 was 76.8%, grew by 5.2% during 2021.	<p>User survey for Spanish Portal to be completed in Jan 2022 and assessment report due to be published in Feb 2022. Will be used to inform Spanish Portal product development and language strategy.</p> <p>Wiley will start customer research project to validate CLIB product development ideas with paying customers and their likelihood to continue paying for value added content and features alongside growing free access reviews.</p> <p>Complete 2 business cases for CLIB product development initiatives so that enhancements can start to be implemented.</p> <p>Publishing strategy meeting with Wiley in late January 2022. To understand the future review production structures, processes and systems that will be providing Cochrane Reviews for publication. To review the CLIB product strategy and our revenue diversification plans for CLIB and new products.</p>	<p>Planning and scoping for New Review Format.</p> <p>Ability to accept and publish directly submitted reviews.</p>
Editorial Tech Product (ETP) Programme	See above: ETP falls under Objectives 2, 3 & 6				
ENABLING OBJECTIVES:					
Improved efficiency: Reducing editorial and production complexities, and simplifying organizational structures to support the global collaboration that is key to Cochrane's work					
Review & Reorganisation (CET)	JB	April 2021 – March 2022	<p>CET review and restructure complete, and implemented since 1 Jan 2022.</p> <p>Wider review and re-organisation encompasses longer term changes on the future of evidence synthesis, OA business model etc.</p>	<p>Focus in 2022 is now culture and ways of working to ensure the new structure works effectively. Leadership development programme for ELT and Heads has started.</p>	<p>Ongoing, cross-team working will be important, and is a part of the leadership development.</p>
Sustainability: Realizing our Open Access ambitions by moving towards a new organizational business model that reflects expanded fundraising and delivers long-term sustainability for the whole organization					
Fundraising strategy	DEVELOPMENT - SH	Ongoing	<p>Worked with fundraising task force on theory of change - but still work needed. EDCTP grant secured.</p>	<p>Follow up on Cochrane Convenes recommendations - identify key areas for fundraising, maintain relations and develop concept notes. Work on Wellcome Trust call - considering theme and consortium (but will not be for April round). Submitted Garfield Weston proposal. Working on CDC/RWJ; NLM: exploring Einstein prize</p>	<p>Yes, involvement of people in priority areas for fundraising will require ELT input</p>
Increased awareness and impact: Increasing the visibility and profile of Cochrane globally, and demonstrating our value and impact to decision-makers and funders					
External communications	DEVELOPMENT - TBC	Ongoing	<p>Media and dissemination support to COVID reviews- packaging and push. PR Media outreach with Cochrane Convenes.</p>	<p>Media outreach & engagement for the publication of the Cochrane Convenes report.</p> <p>Communication Strategy work started</p>	
Monitoring & Evaluation framework		Oct 2020 – to be decided	<p>Analysis of 2020 Group funding and resource data for report. All activities related to the development of a framework to monitor and evaluate strategic priorities across the organization are on hold due to the Central Executive Team Review & Re-organization.</p>	<p>2021 Group Funding Report</p>	<p>Impact monitoring' for fundraising to be taken on by Development Directorate in the future. Reporting of CET activities against strategic aims (Strategy for Change) to be taken on by Finance & Corporate Services. Not clear yet who will take on monitoring and reporting of Group activities (by Group type)</p>

Enhanced accountability: Strengthening communications and engagement with Cochrane members, supporters, and staff; improving diversity and inclusion; and making a commitment through the evidence we produce and how we collaborate to addressing global					
Internal communications	DEVELOPMENT - TBC	Ongoing	Internal communications support to Groups/SLACK and changeover of newsletters onto SugarMarket. Events: Successful delivery of Governance Meetings via Hopin platform and coordination of Cochrane Group meetings in May. Critical business as usual. Supporting the transformation feedback.	Critical BAU.	
Diversity & Inclusion initiative	DEVELOPMENT - CC	December 2020 - to be decided	We made excellent progress throughout the last 3 months of 2021 gathering data from over 1,300 people who contributed through surveys, focus groups and interviews. This data has now been analysed by the team at The Evidence Centre and they have written up a report on the listening and learning exercise which is currently being reviewed by the Programme Board for the Diversity and Inclusion Initiative. We intend to publish the report on our website in due course	Our next steps will be to develop an action plan in response to the report. This action plan will be draft in early 2022.	

Plain Language Summary pilot & Knowledge Translation mainstreaming completed Q3 2021

Cochrane endeavours to be as open and transparent as possible in its business and so the majority of documents are made available open access. However, where information is confidential or commercially sensitive, it will be restricted. Documents that were restricted before a meeting may subsequently be made available open access following a Executive Leadership Team meeting if the restriction is time-sensitive only.

Acronyms

BAU – Business As Usual

CDSR - Cochrane Database of Systematic Reviews

CRG - Cochrane Review Groups

DTA - Diagnostic Test Accuracy

EIEP - Editorial Independence & Efficiency pilot

EM - Editorial Manager

EMS - Editorial Management System

ETP - Editorial Tech Product

FAI - Finance, Audit and Investment

GDPR - General Data Protection Regulation

GSU – Governance & Strategy Unit

HSE - Health Systems Evidence

HW – HighWire

IRO - Independent Research Organisation

MAs - Management Accounts

M&E framework – Monitoring & Evaluation Framework

NHMRC - National Health and Medical Research Council

NIHR - National Institute for Health Research

OA – Open Access

P&L – Profit & Loss

PLS - Plain Language Summary

Q1 – Quarter 1 (January to March)

Q2 – Quarter 2 (April to June)

S&E review – Sustainability & Efficiency review

SMT - Senior Management Team

SSE - Social Systems Evidence

VoC - Voice of customer



Governing Board Meeting Minutes

9 February 2022 GMT – 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	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:

Minute:

GB-2022-03

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.

Actions Arising:

Minute:

GB-2022-03

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

---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 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-2022-02

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 [PAPER: GB-2022-02]

Juan Franco joined the meeting at this point.

The Chair thanked the Editor in Chief and Executive Leadership Team for the proposals detailed in GB-2022-02 and supporting documents. She reminded everyone that they had 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 [Paper GB-2021-74; Minute GBMIN-2021-43]. She noted the video developed by the Executive Leadership Team following publication of the agenda pack, which provided more explanation. She thanked the Trustees for their written questions and comments (via Convene, the Board's management tool), 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---

Cochrane Library Performance Dashboard

Reporting Period: 2021

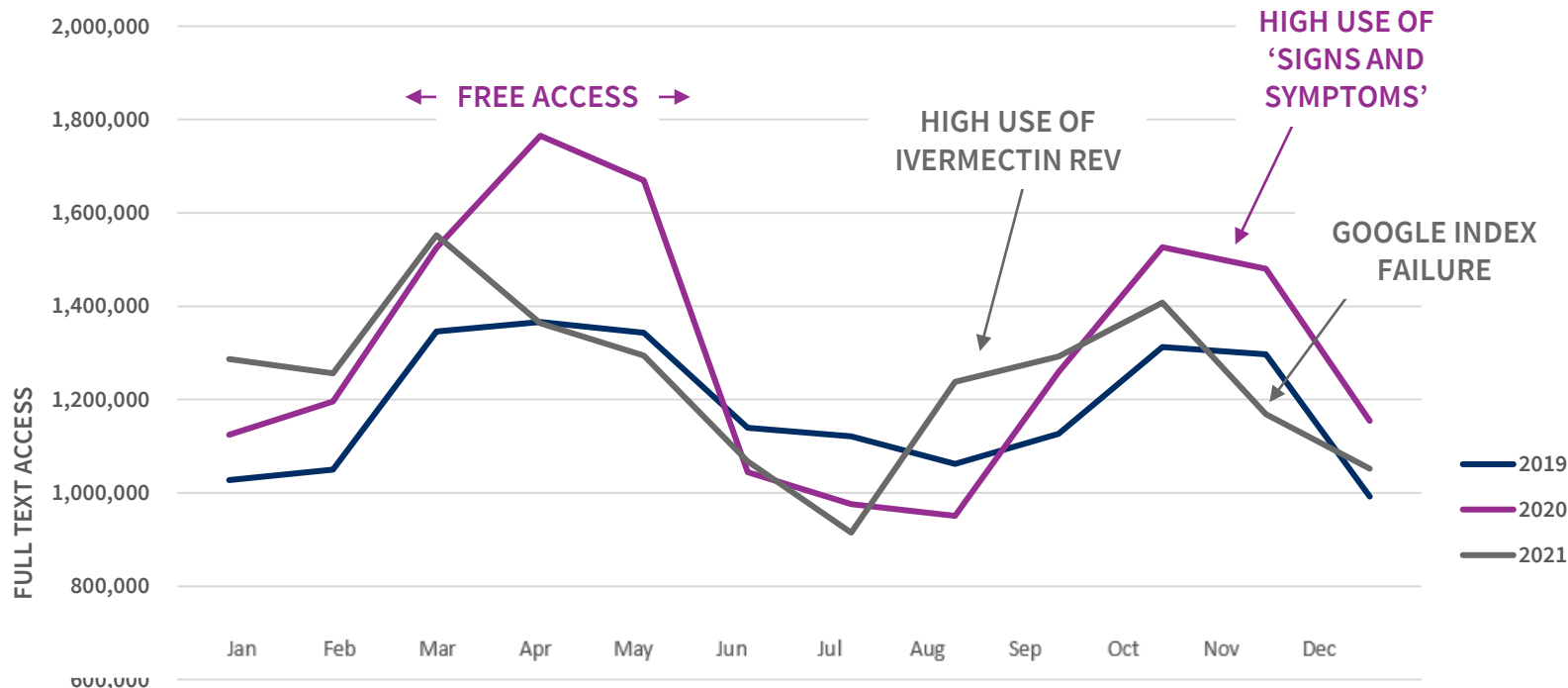
Tony Aburrow

taburrow@wiley.com

Trusted evidence.
Informed decisions.
Better health.



Full Text Access



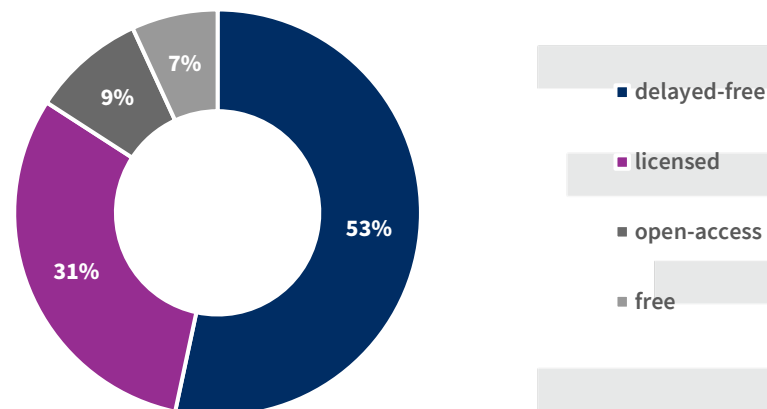
	2019	2020	2021	YoY	YoY %
Q1	3,423,217	3,845,570	4,095,444	249,874	6%
Q2	3,848,736	4,479,706	3,725,598	- 754,108	-17%
Q3	3,310,463	3,185,744	3,444,728	258,984	8%
Q4	3,602,015	4,161,110	3,628,057	- 533,053	-13%
YTD	14,184,431	15,672,130	14,893,827	- 778,303	-5%

Top accessed reviews 2021

Rank	Title	Pub. Date	Full text views
1	Ivermectin for preventing and treating COVID-19	28-Jul-21	408,973
2	Signs and symptoms to determine if a patient presenting in primary care or hospital outpatient settings has COVID-19	23-Feb-21	198,355
3	Antibody tests for identification of current and past infection with SARS-CoV-2	25-Jun-20	111,944
4	Rapid, point-of-care antigen and molecular-based tests for diagnosis of SARS-CoV-2 infection	24-Mar-21	93,322
5	Chloroquine or hydroxychloroquine for prevention and treatment of COVID-19	12-Feb-21	55,658
6	Enteral versus parenteral nutrition and enteral versus a combination of enteral and parenteral nutrition for adults in the intensive care unit	08-Jun-18	43,798
7	Physical interventions to interrupt or reduce the spread of respiratory viruses	20-Nov-20	40,012
8	Music therapy for depression	16-Nov-17	22,642
9	Interprofessional collaboration to improve professional practice and healthcare outcomes	22-Jun-17	21,591
10	Interventions to support the resilience and mental health of frontline health and social care professionals during and after a disease outbreak, epidemic or pandemic: a mixed methods systematic review	05-Nov-20	21,175

Usage by Access Status

Full text views 2021



Access type	Full text views 2020	% of access	Full text views 2021	% of access
delayed-free	6,053,164	53%	5,090,137	55%
licensed	3,107,169	31%	2,936,731	33%
open-access	333,526	4%	859,844	7%
free	2,434,054	13%	654,462	5%

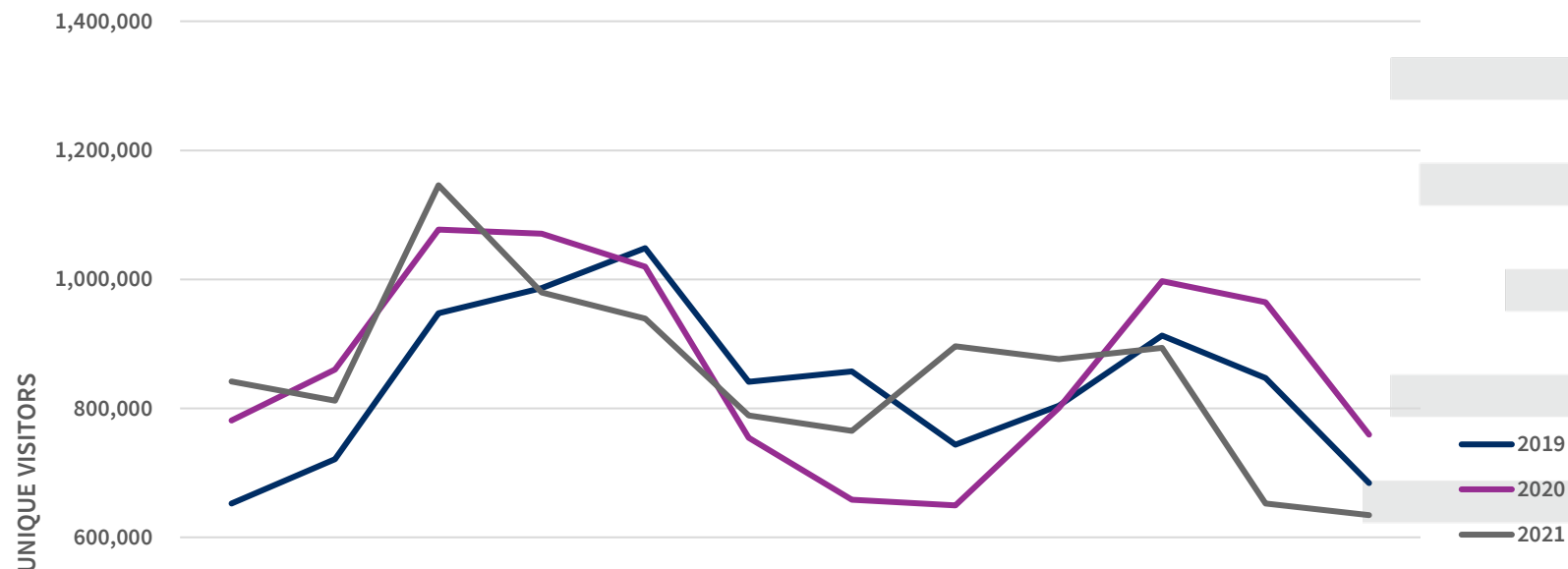
Top 25 (FTA) Countries

Rank	Country	Full text 2020	Full text 2021	YoY	YoY%	Notes
1	United States	2,329,275	1,967,970	▼ -361,305	▼ -16%	
2	United Kingdom	1,949,622	1,812,706	▼ -136,916	▼ -7%	
3	Australia	1,185,145	1,052,959	▼ -132,186	▼ -11%	
4	Spain	842,806	740,415	▼ -102,391	▼ -12%	
5	Brazil	712,518	689,865	▼ -22,653	▼ -3%	
6	China	549,082	521,300	▼ -27,782	▼ -5%	
7	Germany	399,940	501,254	▲ 101,314	▲ 25%	Boost in direct traffic to German translations
8	Malaysia	403,872	496,236	▲ 92,364	▲ 23%	New NP from October 2020
9	Canada	461,967	387,502	▼ -74,465	▼ -16%	
10	Mexico	410,255	372,862	▼ -37,393	▼ -9%	
11	India	449,035	340,591	▼ -108,444	▼ -24%	Decreased translation output
12	Taiwan region	321,758	319,617	▼ -2,141	▼ -1%	
13	France	273,607	274,938	▲ 1,331	▲ 0%	
14	Japan	255,261	281,204	▲ 25,943	▲ 10%	
15	Italy	274,801	224,354	▼ -50,447	▼ -18%	
16	Netherlands	282,919	226,586	▼ -56,333	▼ -20%	
17	Colombia	207,141	189,705	▼ -17,436	▼ -8%	
18	Thailand	142,454	162,697	▲ 20,243	▲ 14%	Boost in direct traffic to Thai translations
19	Ireland	164,546	153,292	▼ -11,254	▼ -7%	
20	Peru	141,279	159,490	▲ 18,211	▲ 13%	
21	Indonesia	152,698	143,975	▼ -8,723	▼ -6%	
22	Chile	187,446	146,036	▼ -41,410	▼ -22%	
23	Switzerland	144,254	136,325	▼ -7,929	▼ -5%	
24	South Korea	114,997	127,707	▲ 12,710	▲ 11%	
25	Norway	130,527	126,844	▼ -3,683	▼ -3%	

Translated article access

Rank	Translation Language	Views 2020	Views 2021	YoY	YoY%	Notes
1	Spanish	2,381,260	1,640,788	▼ -740,472	▼ -31%	
2	Malay	320,688	310,666	▼ - 10,022	▼ -3%	High access prior year to 'Signs and symptoms'
3	French	161,556	185,383	▲ 23,827	▲ 15%	
4	Russian	124,721	145,350	▲ 20,629	▲ 17%	
5	Japanese	113,781	128,325	▲ 14,544	▲ 13%	
6	German	103,398	121,207	▲ 17,809	▲ 17%	
7	Portuguese	110,179	90,565	▼ - 19,614	▼ -18%	Decreased translation output
8	Chinese (simplified)	58,636	90,482	▲ 31,846	▲ 54%	Boost in direct traffic to Chinese translations
9	Thai	41,600	84,502	▲ 42,902	▲ 103%	Boost in direct traffic to Thai translations
10	Chinese (traditional)	31,674	72,421	▲ 40,747	▲ 129%	Boost in direct traffic to Chinese translations
11	Farsi	33,877	66,663	▲ 32,786	▲ 97%	Increased translation output
12	Croatian	35,269	45,866	▲ 10,597	▲ 30%	
13	Polish	22,214	27,814	▲ 5,600	▲ 25%	
14	Korean	16,323	22,186	▲ 5,863	▲ 36%	
15	Tamil	78,483	18,999	▼ - 59,484	▼ -76%	Decreased translation output

Cochrane Library – Unique Visitors



	2019	2020	2021	YoY	YoY %
Q1	2,321,071	2,718,653	2,799,010	80,357	3%
Q2	2,876,407	2,845,038	2,707,563	-137,475	-5%
Q3	2,404,920	2,108,549	2,537,120	428,571	20%
Q4	2,444,143	2,720,858	2,180,228	-540,630	-20%
YTD	10,046,541	10,393,098	10,223,921	-169,177	-2%

Referrals

Rank	Referrer Type	Visitors 2020	Visitors 2021	YoY	YoY %	Notes
1	Search Engines	4,785,318	3,967,660	▼ - 817,658	▼ -17%	Google index failure Q4
2	Typed/Bookmarked	2,902,129	2,199,543	▼ - 702,586	▼ -24%	
3	Other Web Sites	2,406,612	2,182,311	▼ - 224,301	▼ -9%	
	nih.gov	247,448	429,077	▲ 181,629	▲ 73%	PubMed site broken in 2020
	cochrane.org	429,869	312,850	▼ - 117,019	▼ -27%	
4	Social Networks	192,894	202,210	▲ 0	▲ 5%	

Open Access Cumulative Count

	Dec-20	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21
Green OA	5,537	5,592	5,626	5,671	5,726	5,776	5,815	5,869	5,919	5,972	6,015	6,058	6,108
Gold OA	185	189	192	193	195	195	195	216	220	221	222	224	224
COVID Reviews (free)	26	26	28	33	33	35	35	36	39	41	43	43	43
TOTAL OA	5,748	5,807	5,846	5,897	5,954	6,006	6,045	6,121	6,178	6,234	6,280	6,325	6,375
Total published	8,026	8,049	8,074	8,103	8,121	8,151	8,166	8,181	8,209	8,233	8,260	8,281	8,303
% Green OA	69.0%	69.5%	69.7%	70.0%	70.5%	70.9%	71.2%	71.7%	72.1%	72.5%	72.8%	73.2%	73.6%
% Gold OA	2.3%	2.3%	2.4%	2.4%	2.4%	2.4%	2.4%	2.6%	2.7%	2.7%	2.7%	2.7%	2.7%
% COVID free	0.3%	0.3%	0.3%	0.4%	0.4%	0.4%	0.4%	0.4%	0.5%	0.5%	0.5%	0.5%	0.5%
% Cochrane Reviews free	71.6%	72.1%	72.4%	72.8%	73.3%	73.7%	74.0%	74.8%	75.3%	75.7%	76.0%	76.4%	76.8%

Top 10 Altmetric scores for reviews published in 2021:

Score	Title	News	Blogs	Twitter	Facebook	Wiki	Mendeley
9945	Ivermectin for preventing and treating COVID-19	310	17	19337	15	7	219
3346	Rapid, point-of-care antigen and molecular-based tests for diagnosis of SARS-CoV-2 infection	332	18	2997	6	2	385
2102	Chloroquine or hydroxychloroquine for prevention and treatment of COVID-19	16	1	3661	6	6	350
513	Remdesivir for the treatment of COVID-19	11	2	708	5	1	144
448	Electronic cigarettes for smoking cessation	13	1	3444	5	7	98
432	Smoking cessation for improving mental health	33	6	352	6	0	95
411	Vegan dietary pattern for the primary and secondary prevention of cardiovascular diseases	0	0	744	3	2	83
404	Electronic cigarettes for smoking cessation	3	3	1575	2	2	17
359	Enteral tube feeding for people with severe dementia	0	2	515	1	0	57
337	Approaches for discontinuation versus continuation of long-term antidepressant use for depressive and anxiety disorders in adults	17	10	472	5	0	100



Governing Board Paper: Reports

Title:	Council End of Year Report 2021
Period covered by this report:	January to December 2021
Date and period of last report:	January to December 2020
Purpose of the report:	A report on the activities and achievements of the Council in 2021; and plans for 2022
Paper Number:	GB-2022-03
From:	Bob Dellavalle and Stefano Negrini, Council Co-Chairs Lucie Binder, Head of Governance
People Involved in the developing this report:	
Date:	20 February 2022. For Consideration at 9 March Board meeting
For your:	Information
Access:	Open

Members changes in 2021:	<p><u>Members who stepped down:</u></p> <ul style="list-style-type: none"> • Miranda Langendam, representing Methods Groups, Co-Chair • Craig Lockwood, representing Fields, Co-Chair • Rachel Plachcinski, representing the Consumer Network <p><u>Members appointed:</u></p> <ul style="list-style-type: none"> • Santiago Castiello, representing the Early Career Professionals Network • Ndi Euphrasia Ebai-atuh, representing the Consumer Network • Silvia Minozzi, representing Methods Groups • Ahmad Sofi-Mahmud, representing the Early Career Professionals Network • Jack Nunn, representing the Consumer Network <p><u>Executive appointments:</u></p> <ul style="list-style-type: none"> • Bob Dellavalle, Co-Chair • Stefano Negrini, Co-Chair
Summary of activities and achievements in 2021:	<ol style="list-style-type: none"> 1) Improved representation: The Council established representation from the Early Career Professionals network with two seats. 2) Informed organizational strategy: The Council contributed to the 2021 Governance Meetings by providing summarized constituency feedback on the challenges and opportunities for Cochrane [Council paper COU-2021-6]; and input on the topics for the strategic sessions. The

	<p>discussions at these Governance Meetings informed the final version of the <i>Strategy for Change</i>.</p> <ol style="list-style-type: none"> 3) Face of the community: The Co-Chairs chaired the inaugural Cochrane Connects online event in November 2021. 4) Improved Council-Governing Board connections: The Co-Chairs met regularly with the Governing Board Co-Chairs to discuss organizational priorities and ensure the Council's voice is considered by the Board. In addition, the two sets of Co-Chairs now attend Board and Council meetings. 5) Provided operational feedback: The Managing Editor and Information Specialist representatives provided in-depth feedback to the Central Executive Team on the: 1) rollout of the new Editorial Management System; 2) initial plans on the future of evidence synthesis. 6) Contributed to working groups: Council representatives were members of working groups for the following organization initiatives: Editorial Independence and Efficiency project; organizational Monitoring & Evaluation, Diversity Initiative; Colloquium, Meeting & Events. 7) Improved meeting structure and frequency: The Council decided on a monthly meeting schedule for 2022, alternating between formal and informal meetings in line with the Governing Board's approach. The times will rotate to take account of the Council's global membership. Written constituency reports and a 'consent agenda' have also been introduced to free up more time for substantive discussion during meetings. The Council's agendas and all papers are now published on the Community website, and news items are published to allow members of the community to contribute ideas and issues for Council discussion. https://community.cochrane.org/organizational-info/people/cochrane-council. 8) Organizational values: The Consumer Executive representatives on the Council are leading a multi-stakeholder project to establish an organizational set of values.
Priorities for 2022:	<ol style="list-style-type: none"> 1) Support the operationalization of plans to restructure the organization under the <i>future of evidence synthesis</i> program of work and ensure the voice of Cochrane Groups is heard as this work is progressed. 2) Reconsider the Council's own role, representation, and terms of reference in light of the changes to the organizational structure. 3) Deliver a set of organizational values for Governing Board approval. 4) Improve Council communications to Cochrane Groups and the wider community. 5) Contribute to the strategy to deliver Open Access to Cochrane Reviews whilst maintaining the financial sustainability of Cochrane Groups and the Charity.
Proposed changes to remit and/or other elements of the Terms of Reference:	To be made as part of priority 2, above.

[\[Open\]](#)

Governing Board Paper: Reports

Title:	Cochrane Membership Report for 2021
Period covered by this report:	Jan – Dec 2021
Date and period of last report:	Jan – Dec 2020
Purpose of the report:	The purpose of this report is to inform the Governing Board about progress with our membership scheme. We provide an annual report detailing membership data so that the Governing Board can see how many people have been admitted to Cochrane Membership in the year.
Paper Number:	GB-2022-06
From:	Chris Champion, Head of Engagement, Learning and Support
People Involved in the developing this report:	Ann Shackleton, <i>Membership, Engagement and Data Specialist</i> Ursula Gonthier, <i>Membership and Support Manager</i> .
Date:	January 2022. For Consideration at 9 March Board meeting
For your:	Information
Access:	Open

Contents of this report:

- 1.1 Overview
- 1.2 Total number of supporters and members
- 1.3 Growth over time for Member and Supporter figures
- 1.4 Memberships by type
- 1.5 Membership acceptance rate
- 1.6 Membership renewal

1.1 Overview

As of 1 Jan 2022, we had:

13,130
Members

102,814
Supporters

The 13,130 Members can be subdivided into:

- **11,030** standard members who have achieved members through contributions
- **2,091** role based members who have membership by virtue of their role
- **8** Emeritus Members and **1** Life Member who have been granted a special form of enduring membership

Anyone can sign up to be a **Cochrane Supporter**, it just involves creating an account with Cochrane. From that point people earn points based on contributions, and once they have earned enough points, they become a **Cochrane Member** for a certain period of time based on what their contribution has been. More information on how membership work is available at <https://www.cochrane.org/join-cochrane/membership>

In 2021, we welcomed **2,067 new members** to the organisation and approximately **45,000 new supporters**.

In 2021, we improved our Cochrane Account website to allow members and supporters to share more information about themselves with us and the wider community. We can now see if someone identifies as a student, early career professional, clinician, consumer or researcher, which will allow us to send more relevant information to these groups.

As part of wider improvements in TaskExchange, we have linked the Cochrane Account profile with the TaskExchange database, so that our volunteers now only need to keep one profile up to date. This allows people to find volunteers with the right skills more easily, speeding up the process and allowing more membership points to be gained by our valued volunteers.

We have also increased the ways that people can earn Membership points. In Cochrane Crowd, people can now earn points by completing the Newcomer and/or Student pathways, and some screening tasks that take more time and effort than others will earn more points. For example, PICO annotations will earn 5 points each, and the Newcomer pathway will earn 1000 points. We also allow people to self-report their contributions such as promotional work, writing blogs and supporting Groups in other ways.

People really value Membership, as seen by some members and supporters posting on social media.

I joined [Cochrane](#) as a supporter in July 2021! I screened research papers regarding "Randomized controlled trials" and participated in Cochrane crowd global screening challenges. A cumulative effort since then made me eligible to become a member at Cochrane. Thank you [Cochrane](#) for activating me as a member!



#Cochrane supporter badge. My very first one from #Cochrane. Hoping to someday earn a formal membership with [@cochranecollab](#) and [@CochraneWounds](#) [@Students4BE](#) [#EvidenceBasedPractice](#)

Twitter | 19 May 2021 |

Started the Systematic Review course in [@coursera](#) by [@JohnsHopkinsEPI](#) last week - dusted my familiarity with [@cochranecollab](#) - registered in Cochrane and volunteered for RCT identification in pass time - Gained membership today!

Nice start toward Evidence-based Health, right?

Twitter | 13 May 2021 |

Oficialmente fui aceptada como Miembro de Cochrane

[@CochraneLibrary](#)

Translated from Spanish by Google

I can't find words to describe the emotion I have! Now yes!

I was officially accepted as a Cochrane Member

[@CochraneLibrary](#)



Cochrane

Cochrane
St Albans House
51 - 53 Haymarket

[linkedin.com](#)

[\[redacted\]](#) on LinkedIn: [#thankyou](#)

My new year's gift arrived early I feel very prestigious to be able to participate in this incredible collaboration. Thank you very much!



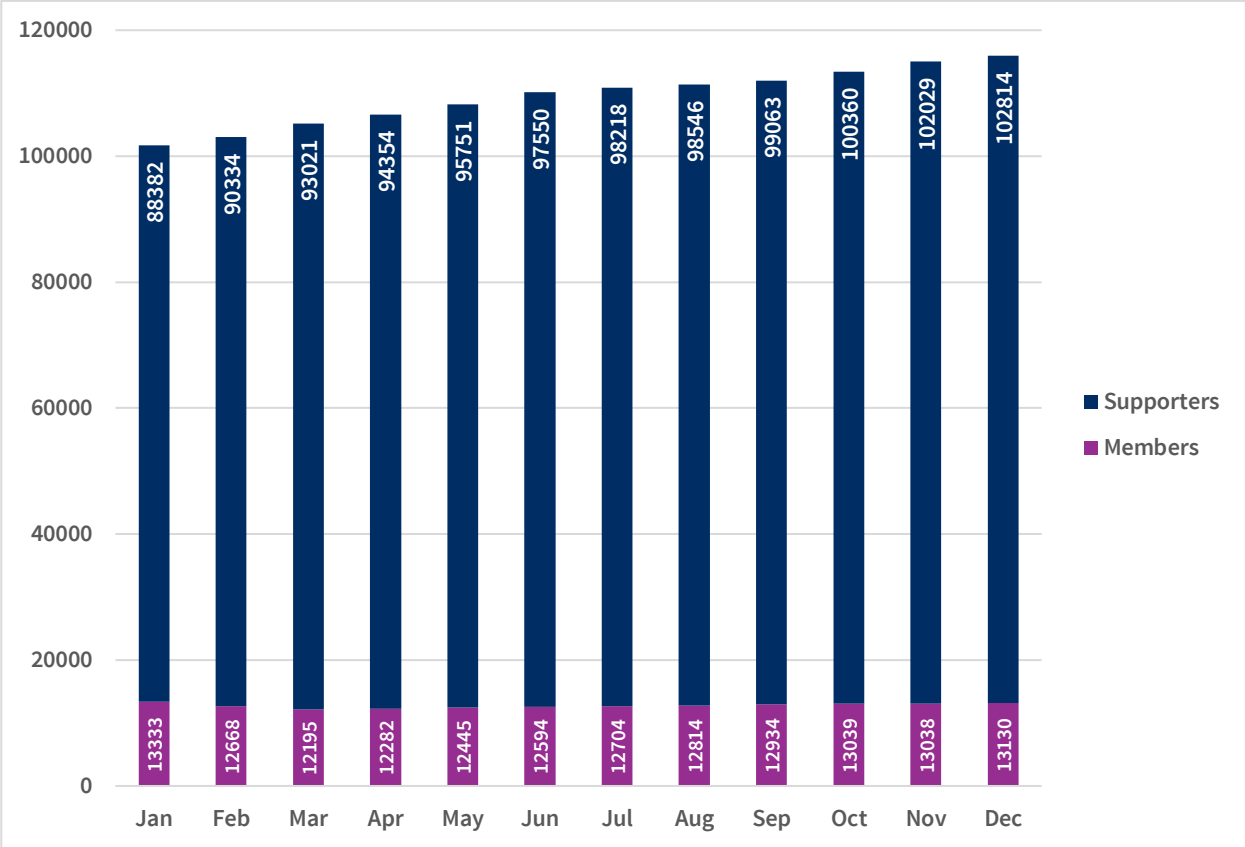
Dear [\[redacted\]](#)

Thank you very much for agreeing to the terms and conditions of your Cochrane Membership. [Visit your Cochrane Account](#) to confirm your membership status and renewal date, and to download your membership certificate.

Throughout your Cochrane Membership, you will be able to stand for internal governance positions, vote in Cochrane elections and at general meetings.

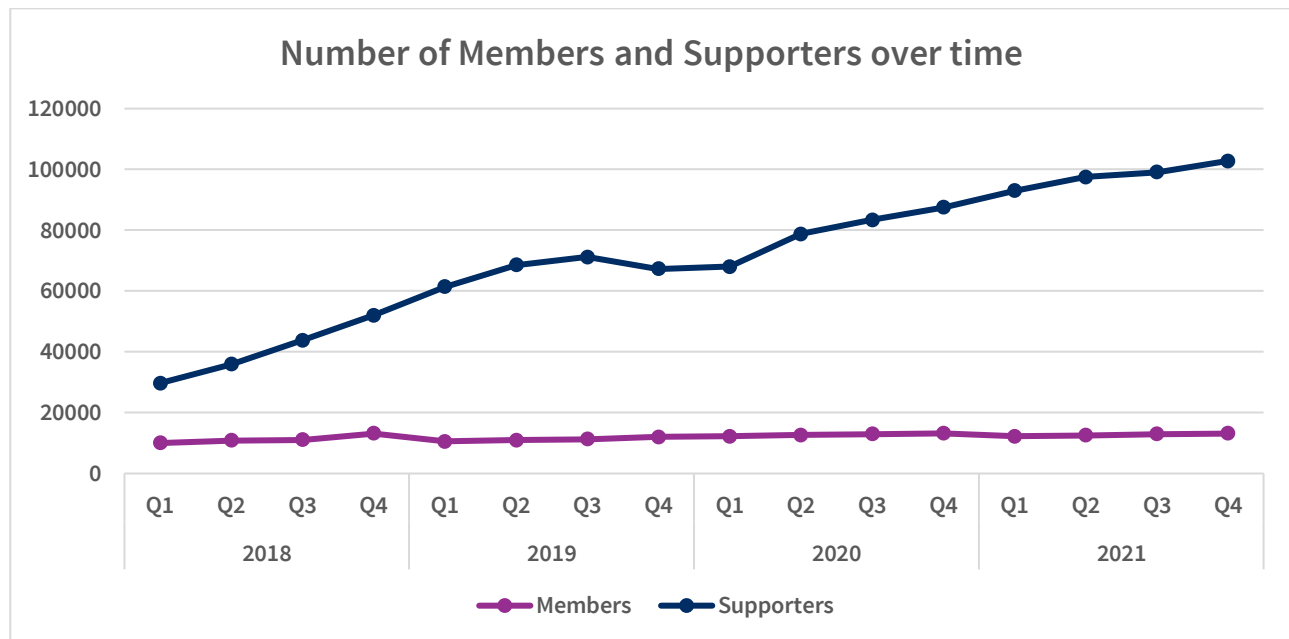
1.2 Total number of supporters and members

The total number of supporters and members has risen during 2021 with the number of supporters increasing significantly. The number of members is similar to 2020.



Reminder: Supporters are those people who have created a Cochrane Account and have an engagement level of active or interested. Members are those people with an active Membership, regardless of engagement level.

1.3 Growth over time for Member and Supporter figures

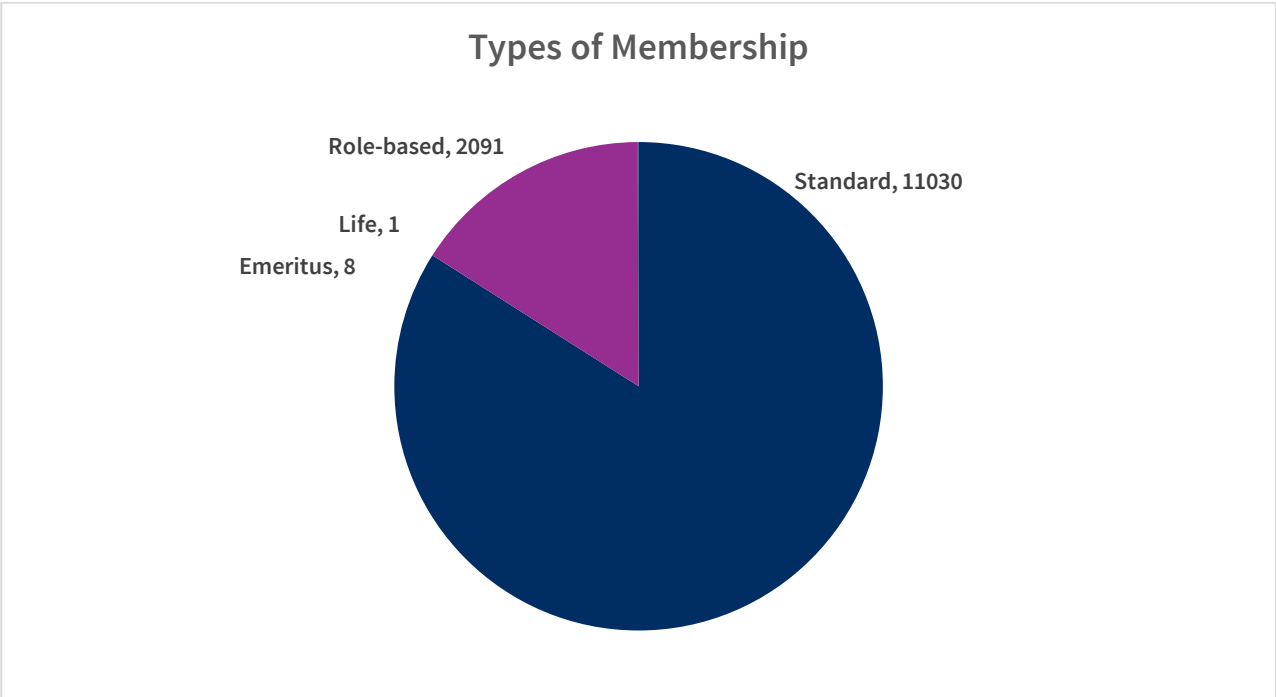


Year	Quarter	Members	Supporters	Total
2018	Q1	10,023	29,726	39,749
	Q2	10,876	35,868	46,744
	Q3	11,096	43,783	54,879
	Q4	13,158	52,033	65,191
2019	Q1	10,523	61,418	71,941
	Q2	10,917	68,501	79,418
	Q3	11,318	71,221	82,539
	Q4	12,061	67,250	79,311
2020	Q1	12,225	67,995	80,220
	Q2	12,618	78,778	91,396
	Q3	13,002	83,413	96,415
	Q4	13,193	87,517	100,710
2021	Q1	12,195	93,021	105,216
	Q2	12,594	97,550	110,144
	Q3	12,934	99,063	111,997
	Q4	13,130	102,814	115,944

1.4 Memberships by type

Standard members gain membership through earning points for their contributions.

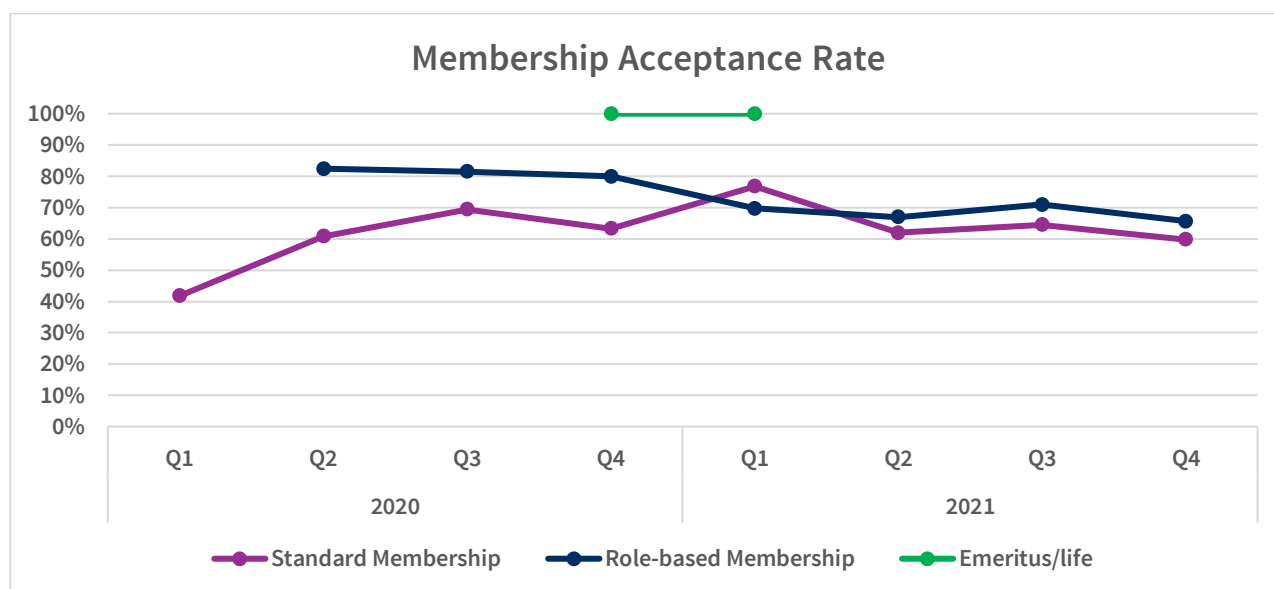
Role-based members are eligible for membership because of the role they hold within Cochrane, for example a Managing Editor of a Cochrane Review Group or a member of staff in the Central Executive Team.



1.5 Membership acceptance rate

45,166 new supporters joined Cochrane in 2021. 543 of these new supporters gained membership during this year. Supporters are required to accept the Terms and Conditions of membership, which includes a declaration that they are not employed by a pharmaceutical company.

During 2021, there were a total of 5,003 new Memberships created. These were for people who had newly achieved membership, and also for people who had their membership renewed. 66% of these Memberships were accepted. This is a very slight reduction in acceptance rate from last year, which was 69%.



		2020				2021			
Type		Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Standard	Created	742	878	946	918	1454	1017	988	1121
	Activated	310	534	657	581	1116	630	637	670
	Rate	42%	61%	69%	63%	77%	62%	64%	60%
Role-based	Created		2283	92	90	129	133	93	67
	Activated		1882	75	72	90	89	66	44
	Rate		82%	82%	80%	70%	67%	71%	66%
Emeritus / life	Created				8	1			
	Activated				8	1			
	Rate				100%	100%			

Notes:

- Role-based Membership became reportable in May 2020.
- We started to send out automated reminders in May 2020 which improved the rate of acceptance.
- Once a person has accepted membership, they do not need to do so again if their membership is renewed or extended.
- Emeritus / Life Memberships do not require acceptance as the individuals are already members, however they are included for completeness.

1.6 Membership renewal

When Membership expires, a person's Membership will be renewed if they have earned sufficient Membership points. This is a good indication of the number of people who show a sustained interest in volunteering to support Cochrane's work.

The percentage of members whose continuing contributions meant their Membership was renewed are shown below:



Expiry date		Memberships expired	Memberships renewed	Renewal rate
2020	Q1	281	168	60%
	Q2	2341	2224	95%
	Q3	684	408	60%
	Q4	524	338	65%
2021	Q1	2273	848	37%
	Q2	447	310	69%
	Q3	453	332	73%
	Q4	604	321	53%

Notes:

In May 2020, everyone who was eligible for role-based Membership (1,500 people) were asked to accept their new role-based Membership, which meant their standard Membership was automatically expired, but the vast majority accepted their role-based membership. This has distorted the figures for Q2 2020.

When the Membership project was launched, a large number of 1-, 3- and 5-year historic Memberships were created. Many of these 3-year Membership terms expired during February and March 2021, which explains the unusually high number of expiries without renewal in Q1 2021.

Finance, Audit & Risk Committee: 2022 work plan OPEN ACCESS GB-2022-13

2021 Finance, Audit & Investment (now Risk) Committee report and 2022 work plan...

Page 36 of 55

Meeting	FAR22.01	FAR22.02	FAR22.03	FAR22.04
Date (d):	Wed 23.02.2022 (10:30 GMT)	Wed 18.05.2022 (11:30 BST)	Wed 31.08.2022 (11:30 BST)	Wed 30.11.2022 (10:30 GMT)
Papers signed-off/circulated (d-7):	Wed 16.02.2022	Wed 11.05.2022	Wed 24.08.2022	Wed 23.11.2022
Confirm agenda (d-28):	Wed 26.01.2022	Wed 20.04.2022	Wed 03.08.2022	Wed 02.11.2022
Suggested business: Board approval (A)/information (I)	1. Q421 MAs/other updates (I) 2. Audit strategy (I) 3. Risk management (I) 4. Work Plan/review (I) 5. Trustee expenses review (I)	1. Q122 MAs/other updates (I) 2. Audit report (I) 3. Letter of representation (A) 4. 2021 accounts (A) 5. Reserves policy (A/I) 6. Risk update (I) 7. External auditor review (I) 8. VAT review outcomes	1. Q222 MAs/other updates (I) 2. Financial delegations (A) 3. Other financial policies (A): i. Expenses ii. Credit card iii. Finance manual (SOP) 4. Internal controls checklist (I) 5. Financial 5YP update (I)* 6. Risk policy/update (A/I)	1. Q322 MAs/other updates (I) 2. 2023 plan & budget (A) 3. Reserves policy (A/I) 4. Risk assessment (A) 5. Going concern assessment (A)
Others tbc			<i>External audit tender</i>	<i>Review TOR and membership Committee evaluation</i>

Remit (extract from Terms of Reference, unapproved)

1. Financial oversight: <ul style="list-style-type: none"> Review the detailed draft of the annual financial plan and budget, which includes scenario planning for future years, and make recommendations to the Board. Regularly review performance against the Charity's Plan and Budget. Take delegated responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short and long-term viability. Monitor and recommend changes, where appropriate, to the Board regarding the Reserves Policy. Maintain oversight of any budget lines relating to Governance costs. Agree and review any new or revised financial policies before presenting to the Board for final approval. 	2. Audit oversight: <ul style="list-style-type: none"> Monitor and review the annual audit process. Recommend to the Board appropriate actions following any management letter recommendations. Review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years. Report to the Board. 	3. Risk oversight: <ul style="list-style-type: none"> Monitor the effectiveness of Cochrane's risk management procedures via the ongoing review of the system of internal control. Provide regular assurance to the Board that appropriate risk management procedures are in place and recommend any changes to the Risk Policy as required Report to the Board
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* To include updated assumptions in respect of Future of Evidence Synthesis (FOES), Open Access business modelling and fundraising. This may necessitate an additional Board briefing session. We will provide an update on the FOES £300k strategic reserves application at each meeting.



Governing Board Paper: Reports

Title:	Finance, Audit and Investment Committee End of Year Report 2021
	At the end of 2021, the Committee changed its name to Finance, Audit and Risk Committee
Period covered by this report:	January to December 2021
Date and period of last report:	January to December 2020
Purpose of the report:	A report on the activities and achievements of the Finance, Audit and Risk Committee in 2021; and plans for 2022
Paper Number:	GB-2022-13, including Appendix 1
From:	Casey Early, Director of Finance & Corporate Services Karen Kelly, Treasurer
People Involved in the developing this report:	FAR Committee
Date:	24 February 2022. For Consideration at 9 March Board meeting
For your:	Information
Access:	Open

Members (all Trustees) in past year:

Karen Kelly (Chair, Honorary Treasurer)
Juan Franco (from Oct 2021)
Tracey Howe (Co-Chair)

Vanessa Piechotta (from Feb 2022)
Nicky Cullum (to Nov 2021)
Sally Green (to Feb 2022)

CEO/Director of Finance & Corporate Services (DFCS) attend (non-voting)

Catherine Marshall (Co-Chair) receives the meeting papers in her capacity as Co-Chair (non-voting)

There is no set term for membership – other than expiry with the Governing Board term - which is reviewed each year by the Governance Committee

Summary of activities and achievements in past year:

*The following items were reviewed, discussed and, where applicable, recommended for Board approval**

Finance

- Sustainability Review report (CEO/DFCS/others)
- Counter fraud & anti-money laundering policies (DFCS)*
- 2020 Financial Statements & Trustees report (DFCS/HoG)*
- 2022 plan & budget (SMT)*

- Quarterly management accounts (DFCS)
- Five-year financial modelling (DFCS)
- Proposal to strike-off Cochrane Innovations/Share Capital Reduction (haysmacintyre/DFCS)*
- Proposal to discharge a German pension liability (DFCS)
- Colloquium 2022 options*
- Review & reorganisation updates

Audit

- 2020 audit strategy (Sayer Vincent)
- 2020 Post-Audit Report (Sayer Vincent/DFCS)
- 2020 Letter of Representation*
- 2020 & 2021 Going Concern Assessments (DFCS)*
- Annual audit declaration (DFCS)*

Risk

- Initial 'introduction to risk management' proposal (DFCS)
- Risk policy (DFCS)*
- 2021 risk assessment*

Priorities for year ahead:

Refer to 2022 committee workplan (Appendix A1)

Proposed changes to remit and/or other elements of the Terms of Reference:

Removal of investment oversight & inclusion of risk management (refer to updated Terms of Reference)

Any other information for the Board to note:

None



Governing Board Paper: Reports

Title:	Governance Committee End of Year Report 2021
Period covered by this report:	January to December 2021
Date and period of last report:	January to December 2020
Purpose of the report:	A report on the activities and achievements of the Governance Committee in 2021; and plans for 2022
Paper Number:	GB-2022-04
From:	Lucie Binder, Head of Governance Tracey Howe, Co-Chair and Chair of the Governance Committee
People Involved in the developing this report:	
Date:	24 February 2022. For Consideration at 9 March Board meeting
For your:	Information
Access:	Open

Members changes in 2021:	<p><u>Members who stepped down:</u></p> <ul style="list-style-type: none"> • Karsten Juhl Jørgensen • Karen Kelly • Catherine Marshall <p><u>Members appointed January 2022:</u></p> <ul style="list-style-type: none"> • Emma Persad
Summary of activities and achievements in 2021:	<p>The Committee undertook an assessment of Cochrane's performance against the UK Charity Governance Code and used it to inform the year's priorities, which were achieved as follows:</p> <ol style="list-style-type: none"> 1) A plan for Board evaluation was established and undertaken, including: <ul style="list-style-type: none"> ○ Trustee evaluation (individual appraisal) ○ Co-Chair evaluation (individual appraisal) ○ Skills self-assessment ○ Updated induction and exit process 2) The appointment of an interim Chief Executive Officer (CEO) was initiated. 3) The Co-Chairs undertook the appraisal of the Editor in Chief. 4) The development of a list of non-financial delegations was passed to the Interim CEO to complete (currently ongoing).

	<p>5) Guidance on open and restricted access Board papers was reviewed and it was agreed that no substantive changes were required.</p> <p>6) The required skillsets and profile for the 2021 Board elections were developed:</p> <ul style="list-style-type: none"> • Publishing and Open Access • Fundraising or business development • Digital product development • Financial management • Advocacy • Science communications or public relations • Making organizations more diverse and equitable <p>One of the five places available was restricted to a Cochrane Member who was 30 years old or younger on the date the election results are announced.</p>
Priorities for 2022:	<p>1) Undertake ongoing review of Cochrane's performance against the Charity Governance Code; and use the outcomes from the 2021 Board evaluations, to inform improvements in Board training and composition</p> <p>2) Develop a Board training plan for 2022 in collaboration with the Finance, Audit & Risk Committee</p> <p>3) Work with the Nominating Committee to develop the profile and person specification for the Board appointments to be made this year</p> <p>4) Support the Executive Leadership Team and Head of Governance to undertake a governance review of the organization (proposal to be developed and brought back to the Board)</p> <p>5) Support the Interim CEO to complete the non-financial delegations list for Board approval</p>
Proposed changes to remit and/or other elements of the Terms of Reference:	Minor updates to Terms of Reference made February 2022



Governing Board Committee

Terms of Reference

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Committees (Sub-Committees), and to delegate to these Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate in accordance with the role and remit of the relevant Committee (Articles of Association Clause 19.6).

Committee	Finance, Audit & Risk Committee
Purpose	Financial governance is a responsibility of the Board. The overall purpose of this Committee is to assist the Board in its duty to oversee the Charity's financial affairs.
Membership	<ul style="list-style-type: none"> • Karen Kelly (Treasurer and Committee Chair), appointed June 2020 • Juan Franco, appointed September 2021 • Tracey Howe (Board Co-Chair), appointed September 2017 • Vanessa Piechotta, appointed January 2022 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> • Judith Brodie, Interim CEO • Casey Early, Director of Finance & Corporate Services
Remit	<p>The remit of the Finance, Audit, and Risk Committee covers three principal areas:</p> <p>1. Financial oversight:</p> <ul style="list-style-type: none"> • Review the detailed draft of the annual charity Plan & Budget, which includes scenario planning for future years, and make recommendations to the Board. • Regularly review performance against the Charity's Plan and Budget. • Take delegated responsibility on behalf of the Board for overseeing all financial aspects of Charity operations, so as to ensure short and long-term viability. • Monitor and recommend changes, where appropriate, to the Board regarding the Reserves Policy. • Maintain oversight of any budget lines relating to Governance costs. • Agree and review any new or revised financial policies before presenting to the Board for final approval. <p>2. Audit oversight:</p> <ul style="list-style-type: none"> • Monitor and review the annual audit process. • Recommend to the Board appropriate actions following any management letter recommendations. • Review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years. • Report to the Board. <p>3. Risk oversight:</p> <ul style="list-style-type: none"> • Monitor the effectiveness of Cochrane's risk management procedures via the ongoing review of the system of internal control.

	<ul style="list-style-type: none"> • Provide regular assurance to the Board that appropriate risk management procedures are in place and recommend any changes to the Risk Policy as required • Report to the Board.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Committee will typically meet quarterly and additionally as may be necessary. The Chief Executive Officer and Director of Finance & Corporate Services are active non-voting participants in meetings and will normally be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Committee Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Committee Chair will normally be the Honorary Treasurer (also referred to as Treasurer) of the Charity. • The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority. • The Committee, through its Chair, will provide routine written or verbal reports on its activities to the Board and will seek a steer on any matters that require the decision of the Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Governance Committee and the Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Board. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	<ul style="list-style-type: none"> • The Director of Finance & Corporate Services will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued by the Secretary, normally within ten working days of the meeting, and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. • These minutes will be taken to the Committee for approval, and if requested, made available to the full Board.
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
First prepared	April 2017 Finance, Audit, and Investment Committee
Last updated	November 2021 Finance, Audit, and Risk Committee

Governing Board approved	XXX
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Governing Board Committee

Terms of Reference

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Committees (Sub-Committees), and to delegate to these Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate in accordance with the role and remit of the relevant Committee (Articles of Association Clause 19.6).

Committee	Governance Committee
Purpose	The Governance Committee is responsible for ongoing review and recommendations that enhance the quality and effectiveness of the Board.
Membership	<ul style="list-style-type: none"> Tracey Howe (Chair and Board Co-Chair), appointed September 2017 Jordi Pardo Pardo, appointed February 2019 Marguerite Koster, appointed February 2019 Tamara Kredo, appointed November 2020 Emma Persad, appointed January 2022 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> Judith Brodie, Interim CEO Lucie Binder, Head of Governance
Remit	<p>The remit of the Governance Committee covers four principal areas:</p> <p>1. Board Role and Responsibilities</p> <ul style="list-style-type: none"> Leads the Board in regularly reviewing and updating its roles and areas of responsibility, and what is expected of individual members, to ensure that all members are clear about the Charity's aims and that these can be delivered effectively and sustainably. Ensures the Board continues to adhere to good governance practices as set out in the UK's Charity Governance Code: https://www.charitygovernancecode.org/en. Maintains and updates the Board Charter, Code of Conduct and Skills Matrix. Provides input and support to the elections process of new members of the Board. <p>2. Board Composition and Leadership</p> <ul style="list-style-type: none"> Leads in assessing current and anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources required in order that the Board can provide strategic leadership in line with the Charity's aims and values. Develops a profile of the Board as it should evolve over time and ensures that the Board's approach to diversity supports its effectiveness, leadership and decision-making. Takes the lead in succession planning, taking steps to recruit and prepare future Board members.

	<ul style="list-style-type: none"> Identifies potential Board member candidates and explores their interest and availability for Board service in consultation with the Nominating Committee where required. <p>3. Board Knowledge and Skills</p> <ul style="list-style-type: none"> Designs and oversees a process of Board orientation. Designs and implements an ongoing program of Board information and education. <p>4. Board Effectiveness</p> <ul style="list-style-type: none"> Initiates periodic assessment of the Board's performance. Proposes, as appropriate, changes in Board structure and operations, including the number and scope of its Committees. Provides ongoing counsel to the Board on steps they might take to enhance Board effectiveness so that the Board has the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions. Regularly reviews the Board's practices regarding member participation, conflict of interest, etc., and suggests improvements as needed. Periodically reviews and updates the Board's policy guidelines and practices. Supports a Board culture that is transparent and accountable.
Quorum Meetings	<p>Quorum will be a minimum of three members.</p> <ul style="list-style-type: none"> The Governance Committee will typically meet quarterly. Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> All members of the Committee are appointed by the Board. The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. The Chair will normally be the Chair of the Board. The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority. The Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board. An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	<ul style="list-style-type: none"> The Head of Governance will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers.

	<ul style="list-style-type: none">• Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
First prepared	15 February 2018 Governance Committee
Last updated	February 2022 Governance Committee
Governing Board approved	XXXX



Governing Board Sub-Committee

Terms of Reference

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Sub-Committee	Membership and Awards Committee
Purpose	The Membership and Awards Committee is responsible for overseeing admission to Cochrane Membership and in particular for approving Lifetime and Emeritus Membership Awards.
Membership	<ul style="list-style-type: none"> Catherine Marshall (Committee Chair), appointed January 2022 COUNCIL MEMBER (Council) COUNCIL MEMBER (Council) Jordi Pardo Pardo, appointed January 2022 Vanessa Piechotta, appointed January 2022 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> Chris Champion, Head of Engagement, Learning & Support
Remit	<ol style="list-style-type: none"> Overseeing admission to Cochrane Membership <ul style="list-style-type: none"> This consists of reviewing an annual report of who has been admitted to Membership in the previous 12 months Approving Lifetime and Emeritus Membership Awards <ul style="list-style-type: none"> This is a decision-making role that consists of reviewing applications for people to be offered these awards on a regular basis
Quorum	Quorum will be a minimum of three voting members.
Meetings	<ul style="list-style-type: none"> The Membership and Awards Committee will meet two to three times a year as long as there are decisions required but at least once a year as a minimum to review the annual membership report. Members will be expected to participate fully in discussions and decisions to allow the committee to fulfill its role and responsibilities. All decision will be voted on by a simple majority of those present. In the case of a tied vote, the Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> Members are appointed by the Board and Council respectively. The Committee shall be comprised of three Governing Board members and one to two Council members; the committee will be chaired by a Governing Board member. The Head of Head of Engagement, Learning & Support will be a non-voting member of the committee.

	<ul style="list-style-type: none">• The committee, through its Chair, will provide annual written or verbal reports on its activities to the Governing Board.
Secretary	The Head of Engagement, Learning & Support will be responsible for ensuring notes are taken, so that all decisions are clearly logged and actions captured and monitored. Notes will be circulated to the committee within 10 working days of a meeting.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	13 May 2021
Last updated	February 2022
Governing Board approved	XXX



Governing Board Committee

Terms of Reference

Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Committees, and to delegate to these Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate in accordance with the role and remit of the relevant Committee (Articles of Association Clause 19.6).

Committee	Remuneration Committee
Purpose	The Remuneration Committee is responsible for ensuring the charity has transparent, appropriate, and fair remuneration for the Charity's Chief Executive Officer and Co-Chairs that is aligned with the charity's purpose and values.
Membership	<ul style="list-style-type: none"> • Catherine Marshall (Chair and Board Co-Chair), appointed September 2019, • Juan Franco, appointed January 2022 • Sally Green, appointed January 2022 • Karen Kelly (Treasurer), appointed September 2020 • Marguerite Koster, appointed September 2019 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> • Casey Early, Director of Finance & Corporate Services
Remit	<p>The remit of the Remuneration Committee is to:</p> <ul style="list-style-type: none"> • Recommend to the Board the remuneration packages for the Chief Executive Officer and Editor in Chief in line with the charity's purpose and values, financial position, and market intelligence; and consideration of performance and development through the annual appraisal mechanism. • Ensure the Cochrane Charity remains a good employer and treats employees fairly when determining any salary and/or pension contribution increases. • Ensure the charity remains compliant with best practice and legal requirements related to remuneration in the countries in which the charity employs staff. • Recommend to the Board the remuneration for Board officers (e.g. Co-Chairs) in accordance with the Articles of Association. In the case of discussions on Co-Chair remuneration, the Treasurer will assume chairing responsibilities. <p>Further, the Chair of the Committee shall:</p> <ol style="list-style-type: none"> 1. attend the Annual General Meeting to answer any questions that fall within the Committee's terms of reference, and 2. prepare a statement for the annual remuneration report summarising the major decisions on directors' remuneration, any substantial changes made during the year, and the context in which those changes occurred, and decisions have been taken

Quorum	Quorum will be a minimum of two members.
Meetings	<ul style="list-style-type: none"> • The Committee will meet ad hoc when it may be necessary. • The Director of Finance & Corporate Services be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Chair will normally be a Co-Chair of the Board and the Honorary Treasurer should also be member. • The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority. • The Remuneration Committee reports directly to the Board. Decisions taken by the Remuneration Committee will be reflected in the annual charity Plan & Budget, which is put to the Board for approval.
Record of Meetings	<ul style="list-style-type: none"> • The Director of Finance & Corporate Services will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. • These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board. • The approved minutes will then be recorded in the Convene Document Library.
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
First prepared	April 2017 Finance, Audit and Investment Committee
Last updated	November 2021
Governing Board approved	



Governing Board Paper: Decision & Discussion items

Title:	Update to 2014 Conflict of Interest Policy for Cochrane Groups
Previous papers submitted on this topic:	N/A
Paper Number:	GB-2022-01
From:	Lucie Binder, Head of Governance
People Involved in the developing the paper:	Stephanie Boughton, Research Integrity Editor Sylvia de Haan, Head of Advocacy, Communications and Partnerships Lisa Bero, Senior Research Integrity Editor
Date:	28 January 2022
For your:	Decision
Access:	Open

Executive summary

This paper proposes:

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. An ethical policy relevant to fundraising and investment alongside 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, to ensure alignment.

Background and context

Policies referred to in this paper:

- The [Conflict of Interest Policy for Cochrane Library Content](#) came into effect on October 14, 2020 and applies to any titles that were registered, or where the decision was made to update, after the 2020 policy implementation date.
- The [Commercial Sponsorship Policy](#) which took effect in 2014 applies to any Cochrane Review, Protocol or Update that was published or already underway before October 14, 2020.
- The [Conflict of Interest Policy for Cochrane Groups](#) came into effect in June 2014 as supporting guidance to the policy for Cochrane Reviews. It sets out how the 2014 Commercial Sponsorship policy applies to Cochrane Groups and members.

Cochrane defines conflict of interest as “a set of conditions in which professional judgement concerning a primary interest (such as patients' welfare or the validity of research) is unduly influenced - consciously or unconsciously - by a secondary interest (such as financial gain).”

In October 2020, a new Conflict of Interest Policy for Cochrane Library Content came into effect, replacing the first part of the previous Commercial Sponsorship Policy that was split into two parts for: 1) Cochrane Reviews and Groups; 2) Cochrane Groups (the definition of “Groups” was not adequately clarified in either part of the policy). With the update to the policy for Cochrane Reviews and other content, the policy for Cochrane Groups (part 2) is now out-of-date and out of line with the new policy for content.

This paper proposes an update to the policy for Cochrane Groups that brings it in line with the new policy for Library content and removes the lack of clarity around scope and application.

Issues

1. The main principle of both parts of the Commercial Sponsorship Policy in 2014 and the current Conflict of Interest Policy for Cochrane Library Content is that “Cochrane Library Content [including Cochrane Reviews] should be independent, avoiding conflicts of interest associated with commercial sponsorship. It should also be produced by people or organizations that are free from such conflicts.” In other words, it’s the content that Cochrane produces that is the focus, rather than the other activities of the organization.
2. Although the 2014 Conflict of Interest Policy for Cochrane Groups is relatively long, it predominantly duplicates the text from the Commercial Sponsorship Policy. The only wording it provides on conflict of interest for Cochrane Groups is as follows:

“The independence of Cochrane Groups and their activities must be ensured. Therefore, Cochrane Groups are not permitted to accept funds from commercial sponsors or commercial sources.

Cochrane Groups that violate this policy by accepting commercial funding may be de-registered, following an investigation by the appropriate body.”

This is a duplication of Section 13 of the Commercial Sponsorship Policy:

“The intent of clause 13 is to ensure the independence of Cochrane Groups and their activities.

13. No Cochrane Groups are permitted to accept funds from commercial sponsors or commercial sources

Cochrane Groups which violate this policy by accepting commercial funding may be de-registered, following an investigation by the appropriate body.”

Neither policy provides a definition of a Cochrane Group. In practice, Cochrane Review Groups have followed the Commercial Sponsorship Policy and other Group-types (Geographic Groups, Methods Groups, and Fields) have been directed to follow the Conflict of Interest Policy for Cochrane Groups. In effect, though, both parts set out the same rules.

3. The 2014 Conflict of Interest Policy for Cochrane Groups provides some additional guidance on Cochrane Colloquia – “Commercial sponsorship of Cochrane Colloquia is banned” – and notes that the Governing Board and Central Executive Team make conflict of interest declarations, although does not clarify against which policy these declarations would be judged.
4. Currently, Geographic Group Directors, Fields Directors and Methods Group Convenors (and others) are all required to submit individual Conflict of Interest declarations, but again, these are not judged against any existing policy. Declarations are role specific: any person with a role as a Geographic Group Director, for example, who is also an author on a Cochrane Review, would complete a separate conflict of interest declaration for their authorship. An individual may have multiple declarations. See: <https://community.cochrane.org/organizational-info/people/conflict-interest>.

5. The updated Conflict of Interest Policy for Cochrane Library Content has a clear scope:

“This policy applies to all those engaged in producing content for the Cochrane Library (as defined in Section 4 below) including:

- *Cochrane Review Group (CRG) editorial team members (paid and unpaid);*
- *authors of Cochrane Reviews and other Cochrane Library content;*
- *peer reviewers;*
- *Editorial staff employed by Cochrane;*
- *Cochrane Editorial Board.”*

Further, “No CRG is permitted to accept funding from any commercial organization with a financial interest in the CRG topic area.” (Section 6.2).

6. The new rules set out in paragraph 5, above, create a problem in the guidance for Cochrane Review Groups: if they follow the 2020 policy, they must avoid funding from a commercial organization with a financial interest in their topic area. But if they follow the 2014 Policy for Cochrane Groups, which, in theory still applies to them as “Cochrane Groups”, then they are not permitted to accept funds from commercial sponsors or commercial sources at all. Further, other Group-types (Geographic Groups, Fields and Methods Groups) must adhere to the more stringent rules of the 2014 Policy for Cochrane Groups, despite the fact that they are not – predominantly - as directly engaged in producing Cochrane Reviews and other Cochrane Library content, the independence and reputation of which both the 2014 and 2020 policies are designed to protect.
7. The 2014 Policy for Cochrane Groups has particularly created problems for Geographic Groups as they have sought to generate funding for their knowledge translation, advocacy and training activities in the past few years. It is recommended that the Board commissions a more comprehensive review of allowed conflicts of interest for activities, people, Groups and Committees, not covered under 2020 Conflict of Interest Policy for Cochrane Library Content. Questions of permissible levels of – real and perceived – conflicts are likely to become more important with the expansion of fundraising activities, and the potential establishment of Evidence Synthesis Units that may involve activities and Groups not currently covered by the 2020 Library policy.

In the meantime, it is recommended that the 2014 Conflict of Interest Policy for Cochrane Groups is updated to remove the contradictions with the 2020 policy, and clarify scope and management:

- i) Remove all text duplicated in 2014 Commercial Sponsorship policy and instead link to the 2020 Conflict of Interest Policy for Cochrane Library Content in providing background on the purpose of the policy
- ii) Clarify that the policy about Cochrane Groups covers potential and existing Geographic Groups (Networks, Centres, Associates, Affiliates), Fields, and Methods Groups only. Rules for Cochrane Review Groups are set out in Section 6.2 of the Conflict of Interest Policy for Cochrane Library content.
- iii) Set the policy as follows:

The independence of the Cochrane Library must be ensured. Geographic Groups, Fields and Methods Groups are not permitted to accept funds from commercial sponsors or commercial sources that have a financial interest in the topic areas covered by the Cochrane Library.

Cochrane Groups which violate this policy may be de-registered by the Governing Board.

This means the policy is still more stringent for Geographic Groups, Fields and Methods Groups since they must avoid funding from any commercial sources that have a financial interest in any topic area covered by the Library, not just the area they cover as is the case for Cochrane Review Groups. However, it brings the two policies in line with each other by putting the focus on the Cochrane Libraryⁱ.

- iv) Confirm that the policy will be monitored as follows:

The funding sources of Cochrane Groups are monitored annually by the Charity. All sources must be in line with this policy for Geographic Groups, Fields, and Methods Groups; and with the Conflict of Interest for Cochrane Library Content for Cochrane Review Groups.

In the comprehensive review of non-Library content, the declaration of interest statements of Geographic Group Directors, Fields Directors and Methods Group Convenors should be reviewed and brought in line with an agreed policy on what level of potential conflicts are allowed.

- v) Remove the text on Cochrane Colloquia, Governing Board, and Central Executive Team until it's been updated in line with the more comprehensive review. Further, remove the text on 'policy development', which is listed in the Content policy.
- vi) Cross-reference to the Terms and Conditions of Cochrane Membership on the new homepage for Conflict of Interest (<https://www.cochrane.org/join-cochrane/membership-terms-conditions>), which sets out that membership is not open to: "... those currently employed by: pharmaceutical companies; and medical device companies" due to potential conflicts of interest.

Recommendations

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. An ethical policy relevant to fundraising and investment alongside 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, to ensure alignment.**

Next steps

Should the Board approve the recommendations:

- 1) The revised policy and associated edits will be published on the Cochrane Community website.
- 2) The Executive Leadership Team and Head of Governance will decide when a more comprehensive review should be scheduled into the annual workplan, but work will not start before Quarter 3 2022.

ⁱ It could be argued that it would make more sense to get rid of this separate policy and incorporate the guidance into the Library Content policy. This should be considered during the more comprehensive review.

Annex 1: Conflict of Interest Policy for Cochrane Groups

An official Cochrane policy. First published 2014. Last updated XXX 2022.

1. Scope:

This policy supports the [Conflict of Interest Policy for Cochrane Library Content](#). It applies to current and potential Cochrane Geographic Groups, Methods Groups, and Fields. Rules for Cochrane Review Groups are set out in Section 6.2 of the Conflict of Interest Policy for Cochrane Library Content.

2. Policy:

The independence of the Cochrane Library must be ensured. Geographic Groups, Fields, and Methods Groups are not permitted to accept funds from commercial sponsors or commercial sources that have a financial interest in the topic areas covered by the Cochrane Library.

Cochrane Groups which violate this policy may be de-registered by the Governing Board.

3. Governance:

The funding sources of Cochrane Groups are monitored annually by the Charity. All sources must be in line with this policy for Geographic Groups, Fields, and Methods Groups, and with the Conflict of Interest for Cochrane Library Content for Cochrane Review Groups.

If there are questions about how this policy should be implemented, under what conditions the policy applies or if conflicts of interest are unclear the matter, the matter should be [referred to the Research Integrity Editors and Conflict of Interest \(Col\) Panel](#), who will assess the potential conflict of interest and make a recommendation.