

## Governing Board OPEN ACCESS

<b>Schedule</b>	Wednesday 13 October 2021, 8:00 PM — 9:30 PM BST
<b>Description</b>	<p>Videoconference to be opened 15 minutes early for an informal 'coffee round' for those who would like to attend.</p> <p>Los Angeles (USA - California) Denver (USA - Colorado) Wednesday, 13 October 2021, 12:00:00</p> <p>Ottawa (Canada - Ontario) Wednesday, 13 October 2021, 15:00:00</p> <p>Buenos Aires (Argentina) Wednesday, 13 October 2021, 16:00:00</p> <p>London (United Kingdom - England) Wednesday, 13 October 2021, 20:00:00</p> <p>Barcelona (Spain - Barcelona) Milan (Italy - Milan) Wednesday, 13 October 2021, 21:00:00</p> <p>Cape Town (South Africa) Wednesday, 13 October 2021, 21:00:00</p> <p>Tel Aviv (Israel) Wednesday, 13 October 2021, 22:00:00</p> <p>Melbourne (Australia - Victoria) Thursday, 14 October 2021, 06:00:00</p> <p>Auckland (New Zealand - Auckland) Thursday, 14 October 2021, 08:00:00</p>
<b>Notes for Participants</b>	<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><a href="https://community.cochrane.org/organizational-info/people/conflict-interest/board">https://community.cochrane.org/organizational-info/people/conflict-interest/board</a>. 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 <a href="https://cochrane.azeusconvene.com">cochrane.azeusconvene.com</a></p>
<b>Organiser</b>	Veronica Bonfigli

## Agenda

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VIRTUAL COFFEE AHEAD OF THE TELECONFERENCE [19:45-20:00 GMT+1]

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8:00 PM OPENING BUSINESS: (5 MINS)

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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

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1.1. Welcome to Council Co-Chairs; and Ginny Barbour

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

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8:05 PM SUBSTANTIVE BUSINESS: (60 MINS)

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3. CEO Report: [VERBAL REPORT] (10 MINS)

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3.1. CET Review & Reorganization

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3.2. [Annual General Meeting preparation](#)

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4. Editor in Chief Report: [VERBAL REPORT] (10 MINS)

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4.1. CRG Restructure:

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4.1.1. Community workshops

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4.1.2. Funding to CRGs in the UK & Northern Ireland (NIHR, DFID etc): update

For Information - Presented by Karla Soares-Weiser

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4.2. Chronic Fatigue Syndrome Review: update

For Information - Presented by Karla Soares-Weiser

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9:10 PM RECURRING BUSINESS: (5 MINS)

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5. Matters Arising not otherwise covered by the Agenda

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6. Approval of the minutes from the 15 September teleconference [RESTRICTED AND OPEN ACCESS SUPPORTING DOCUMENT] and 20 July teleconference - postponed from previous meeting [RESTRICTED AND OPEN ACCESS SUPPORTING DOCUMENT]

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7. Record of Resolutions approved between meetings

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9:15 PM CLOSING BUSINESS: (5 MINS)

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8. Any Other Business

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9. Date of next meeting: 8 November, 19:30 GMT

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9:20 PM CLOSED SESSION (TRUSTEES ONLY) (10 MINS)

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CEO recruitment: update


For Information

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Nominations Committee update on appointed member

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Evaluation of meeting:

 GB-2020-1509 Trustee Meeting Evaluation [OPEN ACCESS SUPPORTING DOCUMENT].pdf	7
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#### CONSENT AGENDA:

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#### Quarter 2 2021 Review [RESTRICTED AND OPEN ACCESS SUPPORTING DOCUMENTS]

##### Report to Note

 GB-2021-89 Board approves the re-appointment of Sayer Vincent [OPEN ACCESS SUPPORTING DOCUMENT].docx	14
 GB-2021-82 Proposal to add Co-Chairs of Council as Ex-officio members of the Governing Board 18Sept2021 [OPEN ACCESS SUPPORTING DOCUMENT].docx	15

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#### Matters arising from previous meeting

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# Governing Board

## Code of Conduct for Trustees

<b>First prepared:</b>	19 February 2018 Governance Sub-Committee
<b>Last updated:</b>	21 March 2018 Governance Sub-Committee
<b>Governing Board approved:</b>	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

<b>First prepared:</b>	20 February 2018 Governance Sub-Committee and Honorary Treasurer
<b>Last updated:</b>	20 February 2018 Governance Sub-Committee and Honorary Treasurer
<b>Governing Board approved:</b>	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 approach<sup>1</sup>.

#### 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.<sup>2</sup>

<sup>1</sup> Refer to the Code of Conduct for Trustees

<sup>2</sup> Refer to the Board Skills Matrix



## Value Drivers & Stakeholder Engagement

### Developing a supportive organisational culture

The **Board** has clearly articulated the values of **Cochrane**<sup>3</sup>. 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 fairly<sup>4</sup>. 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

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

<sup>4</sup> 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**

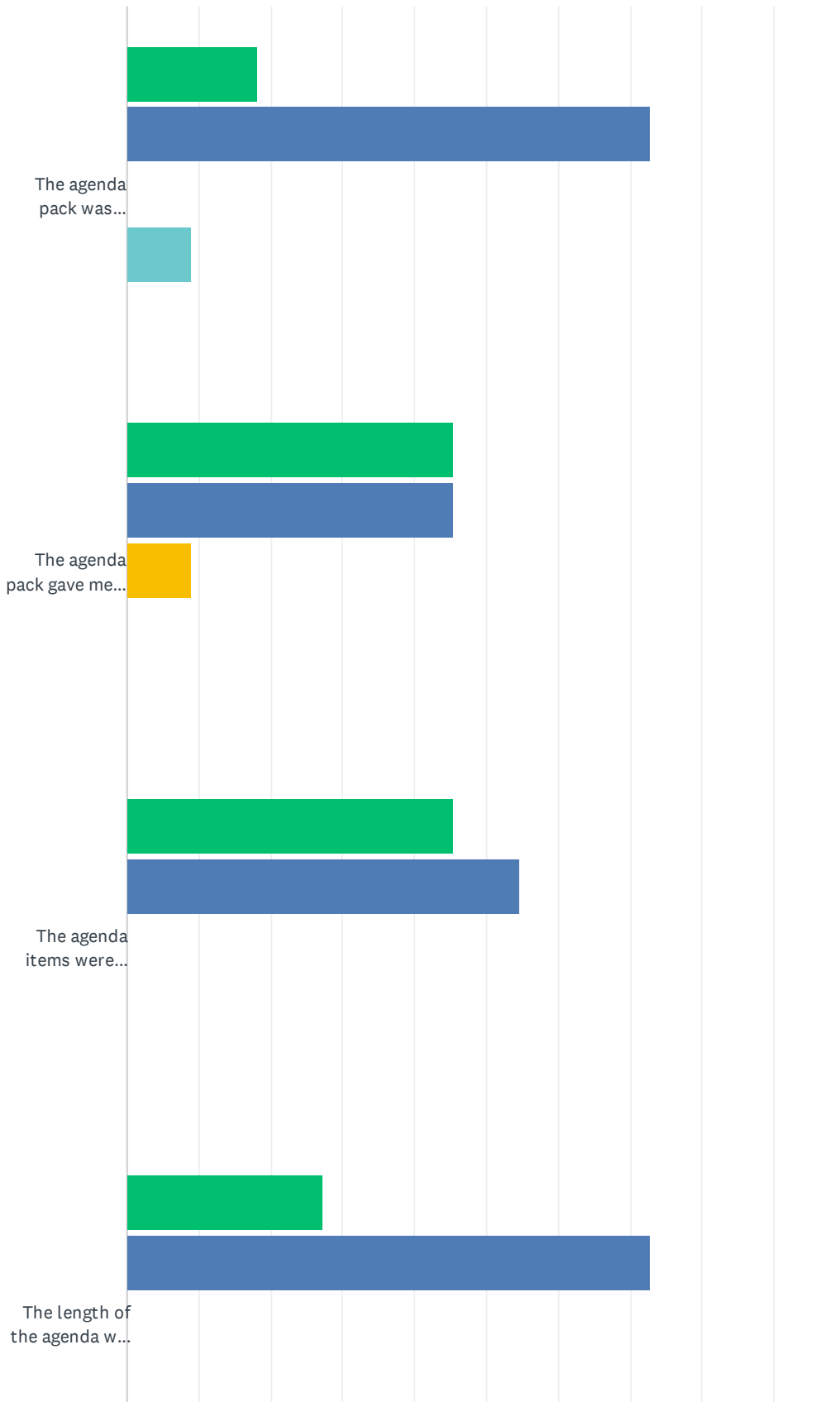
The **Board** has developed non-financial, and financial, Key Performance Indicators (KPIs) and a risk management system that flows directly from the strategy. Emphasis is placed on matters of importance to those who use, deliver and/or pay for health care – other stakeholders and wider society. The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

### Q1 The Agenda:

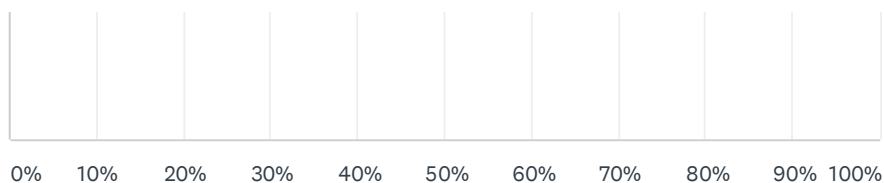
Answered: 11 Skipped: 0



## Governing Board: post-meeting evaluation (Trustees)

Evaluation of meeting:

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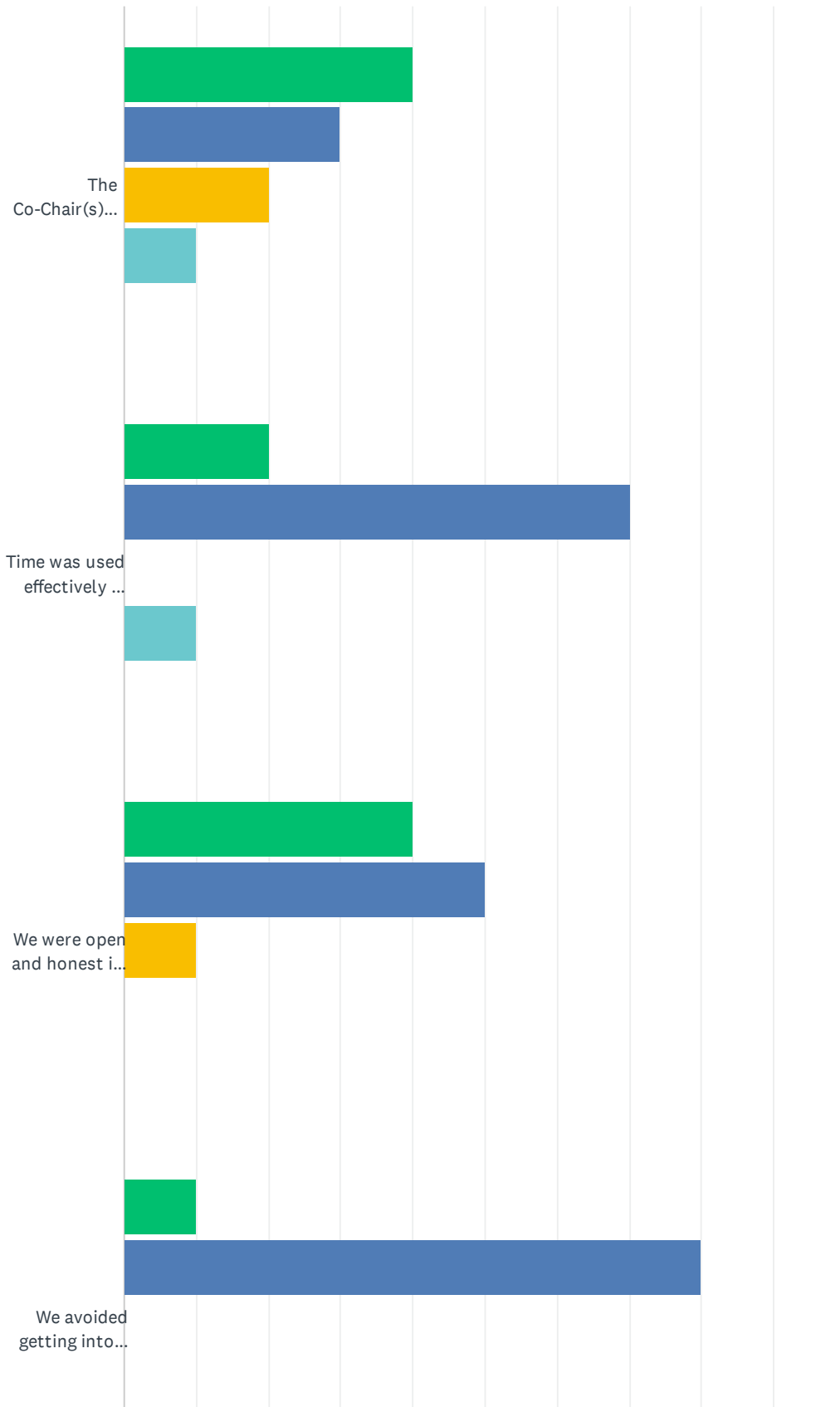


■ Strongly Agree   
 ■ Agree   
 ■ Neither Agree or Disagree   
 ■ Disagree  
■ Strongly Disagree

	STRONGLY AGREE	AGREE	NEITHER AGREE OR DISAGREE	DISAGREE	STRONGLY DISAGREE	TOTAL	WEIGHTED AVERAGE
The agenda pack was published in sufficient time for me to adequately prepare for this meeting	18.18% 2	72.73% 8	0.00% 0	9.09% 1	0.00% 0	11	0.73
The agenda pack gave me the right information to support my participation and decision-making	45.45% 5	45.45% 5	9.09% 1	0.00% 0	0.00% 0	11	0.45
The agenda items were appropriate for the Board to consider	45.45% 5	54.55% 6	0.00% 0	0.00% 0	0.00% 0	11	0.55
The length of the agenda was appropriate	27.27% 3	72.73% 8	0.00% 0	0.00% 0	0.00% 0	11	0.73

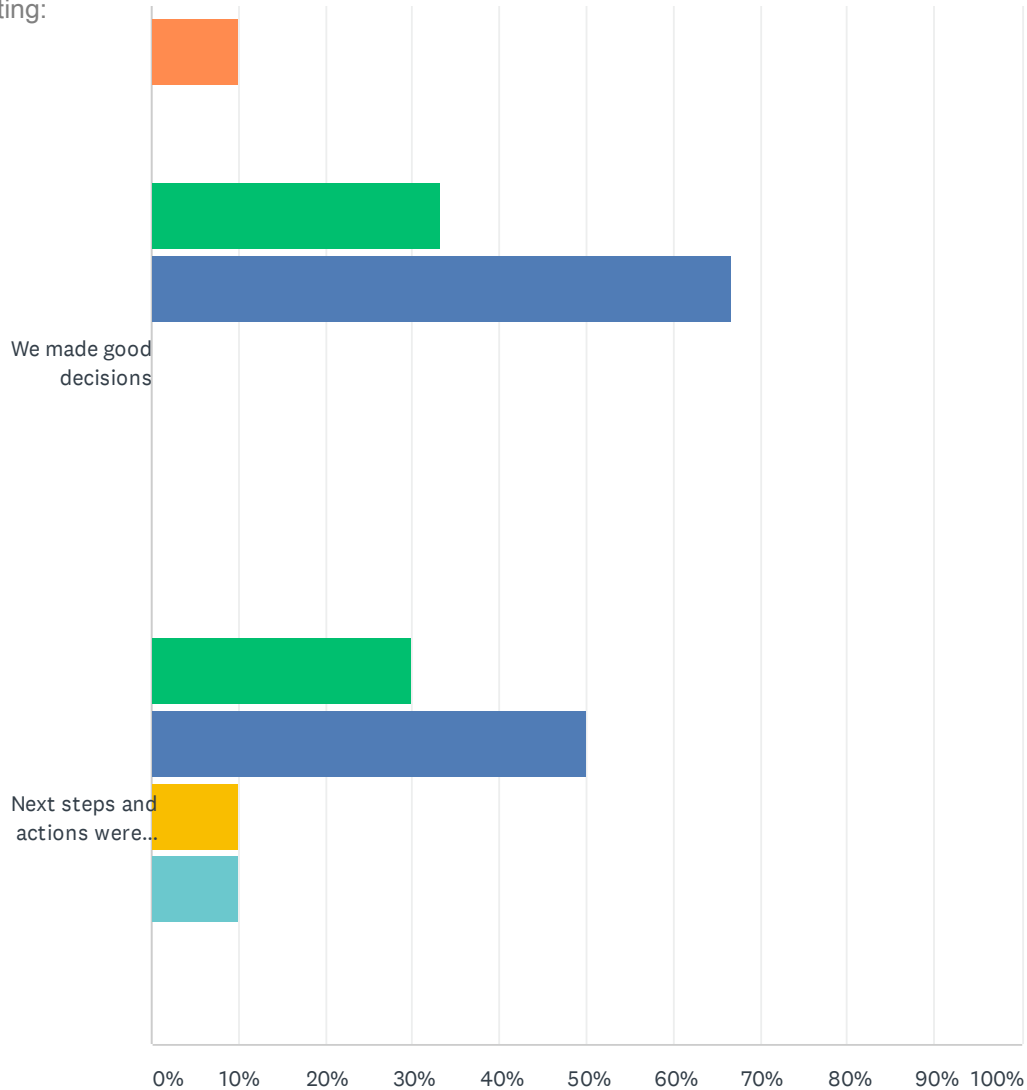
### Q2 The Meeting:

Answered: 10 Skipped: 1



# Governing Board: post-meeting evaluation (Trustees)

Evaluation of meeting:



Strongly Agree Agree Neither Agree or Disagree Disagree  
Strongly Disagree

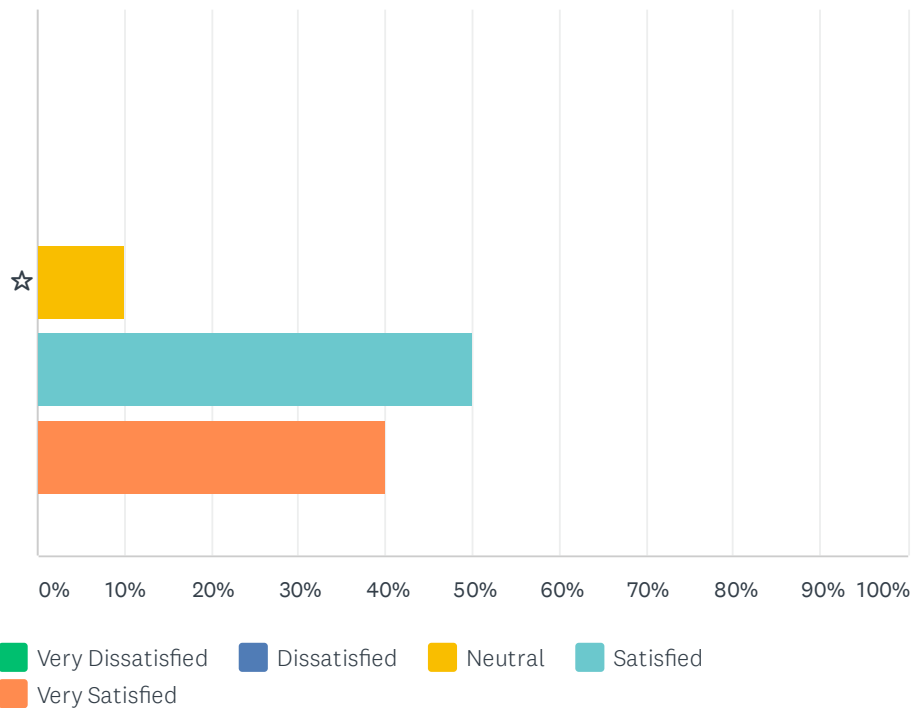
Governing Board: post-meeting evaluation (Trustees)

Evaluation of meeting:

	<b>STRONGLY AGREE</b>	<b>AGREE</b>	<b>NEITHER AGREE OR DISAGREE</b>	<b>DISAGREE</b>	<b>STRONGLY DISAGREE</b>	<b>TOTAL</b>	<b>WEIGHTED AVERAGE</b>
The Co-Chair(s) guided the meeting effectively and encouraged full participation	40.00% 4	30.00% 3	20.00% 2	10.00% 1	0.00% 0	10	0.30
Time was used effectively per agenda item and discussions were focussed	20.00% 2	70.00% 7	0.00% 0	10.00% 1	0.00% 0	10	0.70
We were open and honest in our communication	40.00% 4	50.00% 5	10.00% 1	0.00% 0	0.00% 0	10	0.50
We avoided getting into operational detail (our discussions stayed strategic)	10.00% 1	80.00% 8	0.00% 0	0.00% 0	10.00% 1	10	0.80
We made good decisions	33.33% 3	66.67% 6	0.00% 0	0.00% 0	0.00% 0	9	0.67
Next steps and actions were clearly identified	30.00% 3	50.00% 5	10.00% 1	10.00% 1	0.00% 0	10	0.50

### Q3 How you felt about the meeting overall:

Answered: 10 Skipped: 1



	VERY DISSATISFIED	DISSATISFIED	NEUTRAL	SATISFIED	VERY SATISFIED	TOTAL	WEIGHTED AVERAGE
☆	0.00%	0.00%	10.00%	50.00%	40.00%	10	4.30
	0	0	1	5	4		



## Q4 Comments (optional):

Answered: 6 Skipped: 5

'good decisions' is a bit subjective- only time will tell! I wonder if would be better phrased as made and communicated clear decisions?

We hadn't been sent a draft agenda for review so the initial order of the agenda items was mixed up. Thankfully Tracey was able to work with Lucie to reshape the order of the papers.

The paper on the Colloquium was not amended with the feedback provided by the GB.

It was great to focus on the main topic at hand, but we spent more time on discussing minor modifications to the paper than broader strategic decisions. When links to different strategic decisions are made, there are chair requests to stay on focus on the content of the document. Personally, clarifications on the document can be done out of the meeting; strategic implications are more appropriate for the meeting time.

Resolution and voting options were not set up for main item Didn't get opportunity to discuss and approve minutes (need to do this offline separately) Very few comments made in advance on documents Didn't have 'devils advocate' role Helped having externals present to give bigger picture Quality of papers is improving Need to consider how to quantify amount of meeting time spent on strategy, monitoring and governance etc Zoom platform worked well. Using 'raise hand function' helps identify questions and order although it does move screen Zoom security required to be set up for each meeting Consider using 'chairs brief' Need to send reminder email at end of meeting and following day regarding completing this survey Consent agenda worked well - could send these papers out /publish on convene In advance F

I was unable to attend the actual meeting so have not commented on that section.



## Governing Board Paper: Decision & Discussion items

<b>Title:</b>	<b>To approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting</b>
<b>Previous papers submitted on this topic:</b>	None
<b>Paper Number:</b>	GB-2021-89
<b>From:</b>	Judith Brodie, CEO
<b>People Involved in the developing the paper:</b>	Lucie Binder, Head of Governance & Strategy Casey Early, Head of Finance
<b>Date:</b>	5 October 2021. For Consideration at 13 October Board meeting
<b>For your:</b>	Decision
<b>Access:</b>	Open

### Executive summary

According to Cochrane's Articles of Association, approved 16 December 2020, "...the business of the Charity shall be managed by the Governing Board which may exercise all the powers of the Charity..." (clause 14.1).

The Finance, Audit and Investment Committee (the Committee) must '*review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years*'. The Committee have agreed to defer the – now overdue - tender process to 2022 although the Audit Partner has now rotated following completion of the 2020 audit. The new Audit Partner, replacing Noelia Serrano, is [Judith Miller](#).

The Board is therefore asked to approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting. The members of the charity will be asked to note this decision at the forthcoming AGM on 27 October 2021.

### Recommendations

The Board approves Sayer Vincent as auditors until the conclusion of the next Annual General Meeting.



## Governance Sub-Committee Paper: Decision & Discussion items

**APPROVED BY THE BOARD 15 SEPTEMBER 2021; ATTACHED FOR INFORMATION ONLY**

<b>Title:</b>	<b>Proposal to add Co-Chairs of Council as Ex-officio members of the Governing Board</b>
<b>Previous papers submitted on this topic:</b>	N/A
<b>Paper Number:</b>	<b>GB-2021-82</b>
<b>From:</b>	Tracey Howe, Co-Chair
<b>People Involved in the developing the paper:</b>	Lucie Binder, Head of Governance & Strategy Catherine Marshall
<b>Date:</b>	3 <sup>rd</sup> Sept 2021
<b>For your:</b>	Decision
<b>Access:</b>	Open

### Executive summary

This paper sets out a proposal to add Co-Chairs of Council as ex-officio members of the Governing Board.

The Governance Committee considered this paper at its meeting on 8 September 2021 (GMT) and recommends to the Board the appointment of the Co-Chairs of Council as ex-officio members of the Board.

### Background

The Co-Chairs of the Board and Council currently meet on a quarterly basis, and it is anticipated that these meetings will be extended to regularly include the CEO.

It is anticipated that strong relationships and dynamics between the Governing Board and Council (the only representative body of Cochrane) will have a positive effect on the organisation. Healthy relationships will provide confidence to identify situations where communications break down and poor dynamics get in the way of success. These relationships will be especially important as we face current dynamics where there is a material change of circumstances.

An "ex officio" Board Member is an obligation, privilege, or set of privileges that are given by virtue of the position of serving in the office, in this instance as Co-Chair of Council. When their term of office as Co-Chair of Council ends their successor automatically becomes the ex-officio member. If office holders do not take up this

place it cannot be filled by another member of Council. In agendas and minutes ex-officio members should be referred to by position title; Co-Chair of Council.

## **Purpose of role**

- to help to strengthen and improve dynamics between the Council and the Governing Board
- to act as a liaison between the Council and the Governing Board ensuring that the information and advice provided by the Council is shared with the Board
- to advance the work of the Board with a degree of influence and expertise that substantially benefits Cochrane

The ex-officio members will:

- attend Board meetings
- partake in debates and discussions
- at the Co-Chairs' request, be required to leave the meeting when confidential issues arise or immediately prior to them being discussed
- must when information and discussions are considered confidential adhere to expectations regarding this protected information

The ex-officio members will NOT:

- count toward quorum of the Board
- vote on resolutions, nor propose a motion or amendment
- participate in formulating the Board's reports and recommendations.

## **Financial**

No direct costs arise for virtual meetings; however, direct costs may arise for in person meetings

## **Risk Management**

Adherence to expectations regarding restricted access information and the Board Code of Conduct.

## **Recommendation**

The Governance Committee considered this paper at its meeting on 8 September 2021 (GMT) and recommends to the Board the appointment of the Co-Chairs of Council as ex-officio members of the Board.