

# Governing Board OPEN ACCESS

<b>Schedule</b>	Tuesday 14 December 2021, 7:30 PM — 9:30 PM GMT
<b>Description</b>	<p>Videoconference to be opened 30 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, 11:30</p> <p>Ottawa (Canada - Ontario) Wednesday, 13 October 2021, 14:30</p> <p>Buenos Aires (Argentina) Wednesday, 13 October 2021, 15:30</p> <p>London (United Kingdom - England) Wednesday, 13 October 2021, 19:30</p> <p>Barcelona (Spain - Barcelona) Milan (Italy - Milan) Wednesday, 13 October 2021, 20:30</p> <p>Cape Town (South Africa) Wednesday, 13 October 2021, 20:30</p> <p>Tel Aviv (Israel) Wednesday, 13 October 2021, 21:30</p> <p>Melbourne (Australia - Victoria) Thursday, 14 October 2021, 06:30</p> <p>Auckland (New Zealand - Auckland) Thursday, 14 October 2021, 08:30</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 [19:15-19:30 GMT]

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7:30 PM    OPENING BUSINESS: (5 MINS)

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1. Welcome (including special welcome to new members), 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. Vote of thanks to Karsten Jorgensen, outgoing Board member
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2. Approval of the Agenda, including the papers and decisions in the Consent Agenda  
For Decision
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SUBSTANTIVE BUSINESS: (60 MINS)

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3. CEO Report: on the completion of the Central Executive Team Review & Re-organization [OPEN ACCESS SUPPORTING DOCUMENT]  
Presented by Judith Brodie





 GB-2021-97 CET Chart from 2022 [OPEN ACCESS SUPPORTING DOCUMENT].pdf	7
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- 3.1. Vote of thanks to Senior Management Team
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7:35 PM    4. 2022 Plan & Budget for core funds [RESTRICTED AND OPEN ACCESS VERSIONS OF SUPPORTING DOCUMENTS] (30 mins)  
Presented by Judith Brodie, Casey Early and Karen Kelly

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8:00 PM	<p>5. New financial and risk policies [OPEN ACCESS SUPPORTING DOCUMENTS] (10 mins)</p> <p>Presented by Casey Early and Karen Kelly</p> <p> GB-2021-93 Financial policies [OPEN ACCESS SUPPORTING DOCUMENT].docx 12</p> <p> GB-2021-93 Financial policies_A1 AML policy [OPEN ACCESS SUPPORTING DOCUMENT].docx 13</p> <p> GB-2021-93 Financial policies_A2 Counter Fraud Policy [OPEN ACCESS SUPPORTING DOCUMENT].docx 15</p> <p> GB-2021-96 Risk policy [OPEN ACCESS SUPPORTING DOCUMENT].docx 22</p>
8:10 PM	<p>5.1. Risk assessment and management plan for reviews on potentially controversial topics [RESTRICTED ACCESS SUPPORTING DOCUMENTS]</p> <p>For Decision - Presented by Tracey Howe and Karla Soares-Weiser</p>
8:20 PM	<p>6. Wiley's commitment to Open Access for Cochrane Reviews: report back from the meeting with Wiley [VERBAL REPORT] (10 mins)</p> <p>For Discussion - Presented by Catherine Marshall, Tracey Howe, Karla Soares-Weiser and Charlotte Pestridge</p>
8:25 PM	<p>7. How Cochrane can comply with the NIHR's OA policy: update report [RESTRICTED ACCESS SUPPORTING DOCUMENT] (10 mins)</p> <p>Presented by Charlotte Pestridge and Karla Soares-Weiser</p>
8:35 PM	<p>RECURRING BUSINESS: (10 MINS)</p>
	<p>8. Matters Arising not otherwise covered by the Agenda</p>
	<p>9. Approval of the minutes from the 13 October and 8 November teleconferences [RESTRICTED AND OPEN ACCESS VERSIONS OF SUPPORTING DOCUMENTS]</p>

8:45 PM CLOSING BUSINESS: (5 MINS)

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10. Any Other Business

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11. Date of next meeting: 19 January 2021 (GMT)

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8:50 PM CLOSED SESSION (TRUSTEES ONLY) (10 MINS)

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CEO recruitment: update  
For Information

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Evaluation of meeting:

 GB-2021-0811 Governing Board post-meeting evaluation  
Trustees [OPEN ACCESS SUPPORTING DOCUMENT].pdf

30

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Trustees: Link for this meeting:  
<https://www.surveymonkey.de/r/7HTH9TV>

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Leadership Team: Link for this meeting:  
<https://www.surveymonkey.de/r/7HT5NGR>

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CONSENT AGENDA: [RESTRICTED AND OPEN ACCESS  
SUPPORTING ACCESS SUPPORTING DOCUMENTS]

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Progress of delivering Strategy for Change Objectives Quarter 3  
Report

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End of Quarter 3 Management Accounts

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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.

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.

## 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

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]

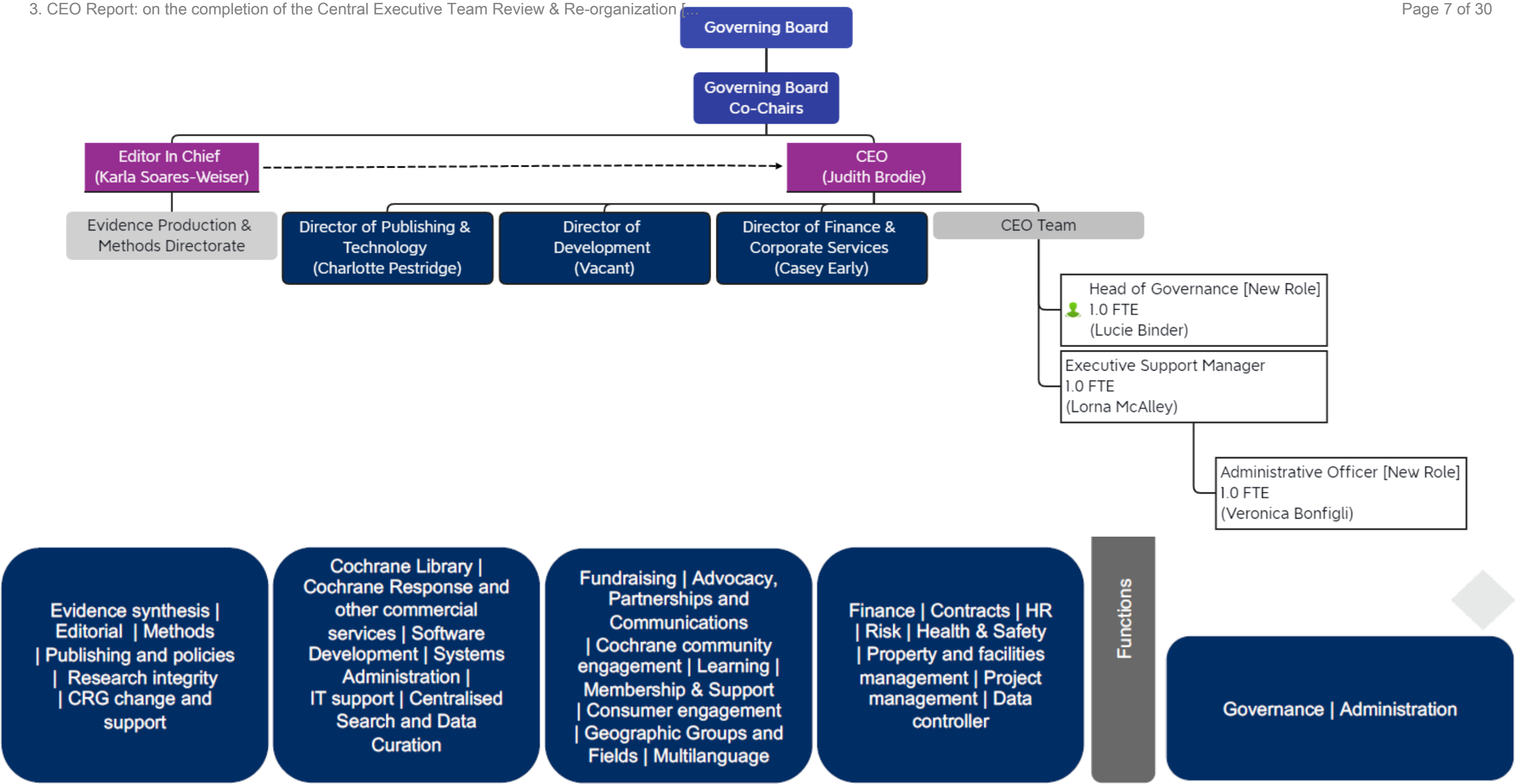
The **Board** ensures that it has sufficient high-quality, relevant and reliable information about stakeholder and wider societal matters. **Cochrane** works co-operatively with other organisations to help maximise its impact on society.

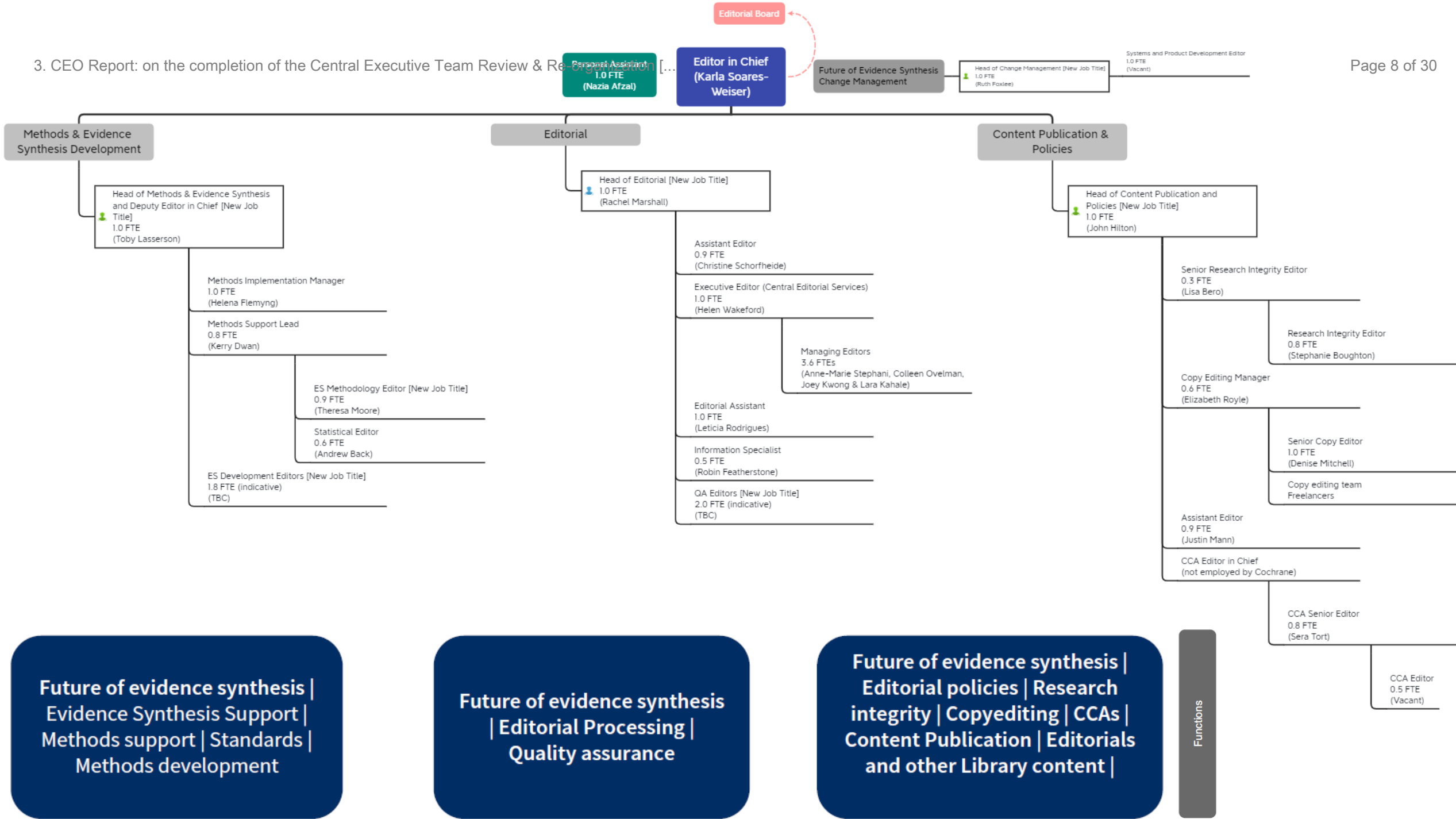
**Clear focus on performance with respect to beneficiaries, other stakeholders and wider society**

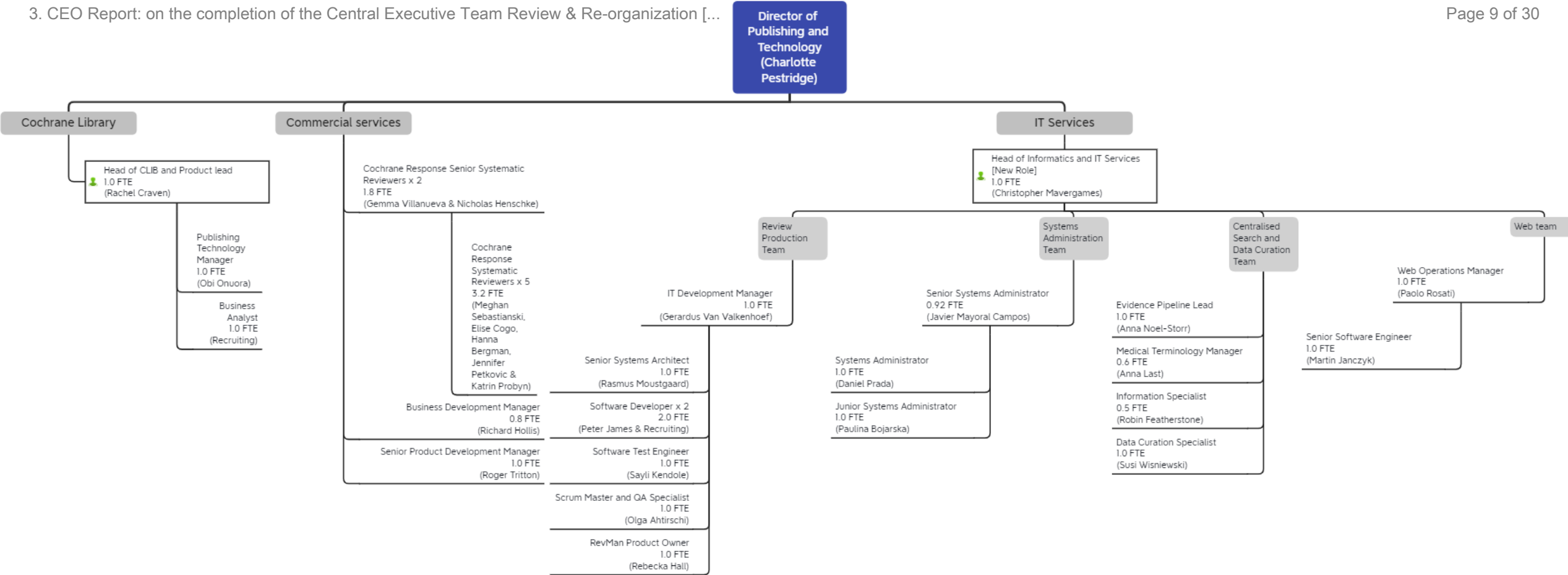
The **Board** has developed non-financial, and financial, Key Performance Indicators (KPIs) and a risk management system that flows directly from the strategy. Emphasis is placed on matters of importance to those who use, deliver and/or pay for health care – other stakeholders and wider society. The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





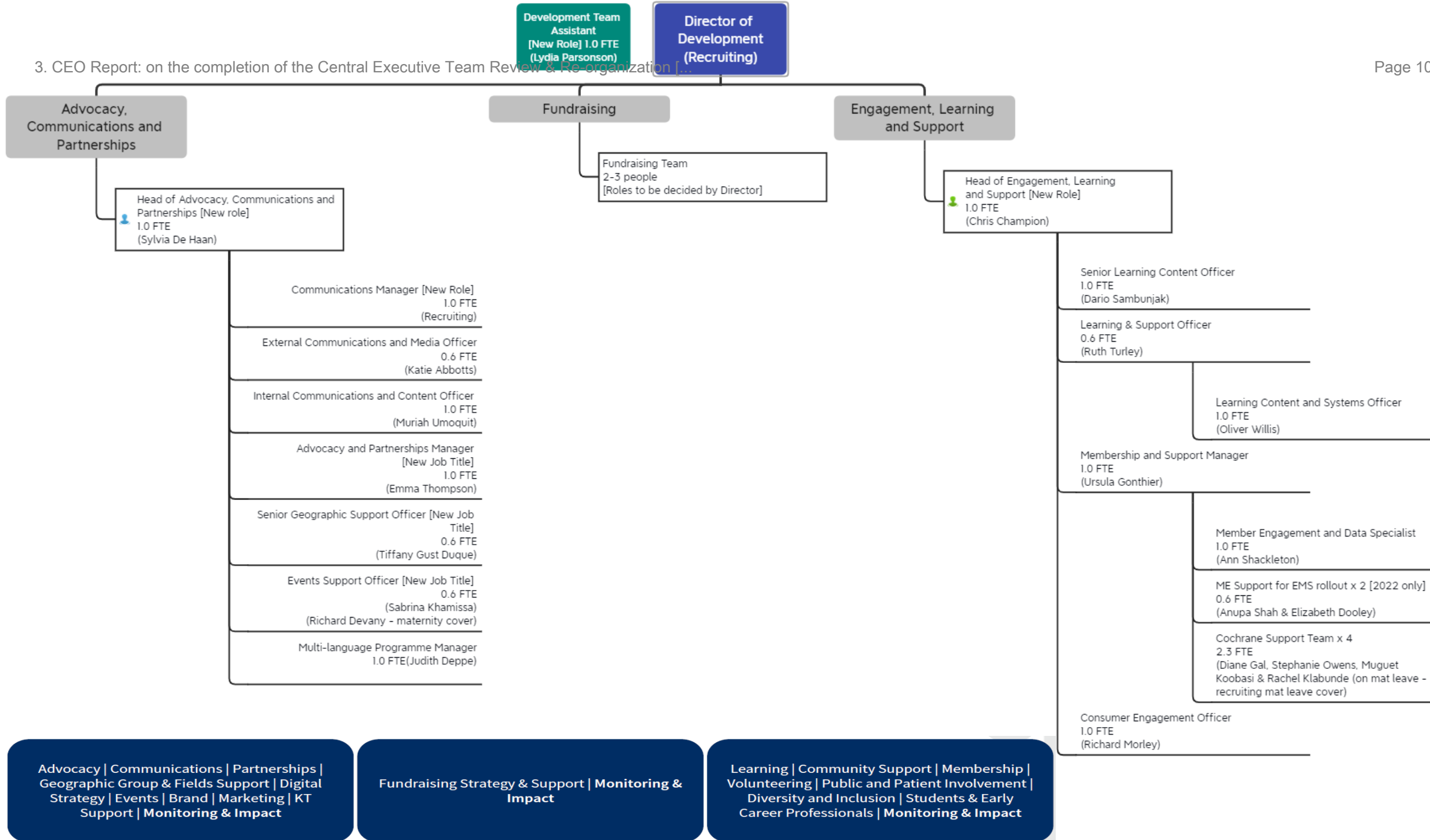


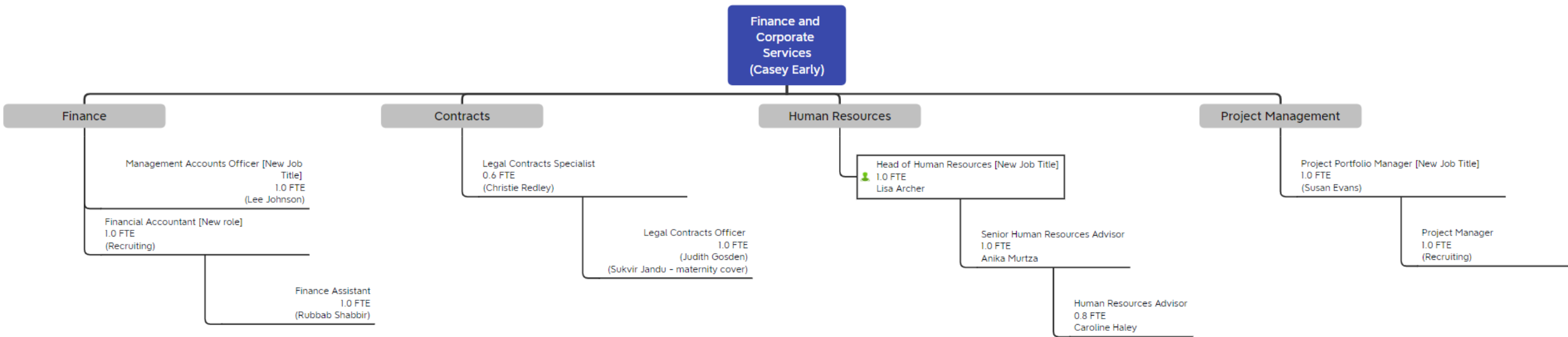
Product Strategy and Product Development Roadmap | Publishing Contract | Editorial and Publishing Systems | Open Access

Sales of Other Cochrane Products | Cochrane Response | Interactive Learning | RevMan

Technology Leadership and Strategy | Review Production Tool and Systems | Systems Administration | CET IT Support | Centralised Search and Data Curation | Evidence Pipeline | Web Development

Functions







## Governing Board Paper:

<b>Title:</b>	<b>Board financial policies</b>
<b>Previous papers submitted on this topic:</b>	GB-2020-42
<b>Paper Number:</b>	GB-2021-93 (and Appendices 1&2)
<b>From:</b>	Finance, Audit & Investment Committee
<b>People Involved in the developing the paper:</b>	Casey Early, Head of Finance
<b>Date:</b>	07 December 2021
<b>For your:</b>	Decision
<b>Access:</b>	Open

### Executive summary

The Governing Board (the Board) is asked to approve a recommendation from the Finance, Audit & Investment Committee (FAI Committee) to approve two new financial board Policies.

### Background and context

The current Financial Delegations – approved by the Governing Board on 14 December 2020 – noted that ‘*subsidiary policies indicated by\* are not currently in place and will be rolled out as part of a second-phase review*’. These policies – which have been reviewed by the FAI Committee include:

1. Anti-money laundering (AML) policy – Appendix A1
2. Counter Fraud policy (CF) policy – Appendix A2

These policies will be incorporated into new starter inductions (we can access a bank of e-learning modules via our Learning Pool platform). The Financial Delegations will be updated, following the restructure, early in 2022 and two further policies on Expenses and Credit Cards will be updated in the year. The Head of Governance will develop a new Board policy register to ensure oversight of all organisational policies including the owners and review dates.

### Recommendations

The Board is asked to approve, following recommendation by the FAI Committee:

1. Anti-Money Laundering Policy
2. Counter Fraud Policy

### Next steps

1. Policies to be circulated to staff and loaded onto the HR system (Q421)
2. Financial Delegations to be updated (Q122)
3. Policy register to be formulated (Q122)
4. Liaison with HR/Governance to ensure proportionate training offered to new starters





## Anti-money laundering (AML) policy

### Policy statement

It is the policy of The Cochrane Collaboration (Cochrane) to comply fully with applicable provisions of the Proceeds of Crime Act 2002, Terrorism Act 2000 and Money Laundering Regulations 2007 and all amending legislation.

### Purpose

The purpose of this policy is to ensure Cochrane's compliance with anti-money laundering laws and regulations, to assist law enforcement in combating illegal money laundering, and to minimise the risk of Cochrane's resources being used for improper purposes. By definition, money laundering is the practice of cleaning up money that has, for some reason, been obtained illegally. Often there is a complex trail involved so that the practice cannot be easily identified or traced. Money laundering can occur in many ways. It may happen by dispersing money through many different bank accounts (to hide its origins) but can also occur if Cochrane is used unwittingly as a 'trading partner' via suspect donations.

### Scope of the policy

This policy aims to maintain the high standards of conduct which Cochrane currently enjoys. This will be achieved by ensuring that Cochrane does not get used by third parties for the purpose of money laundering. This policy applies to everyone involved in Cochrane including employees, volunteers, suppliers, work experience personnel, agency staff, contractors, beneficiaries, as well as the Governing Board. The Senior Management Team is required to ensure everyone is aware of it and receives appropriate training. Failure to comply with this policy can lead to disciplinary action. Further information is set out in the staff handbook.

### Procedures

- The Director of Finance & Corporate Services has been appointed as money-laundering reporting officer (MLRO) to receive disclosures from anyone involved in Cochrane of any suspected money-laundering activities. The CEO will act as temporary MLRO if the MLRO is not available.
- The MLRO will be responsible for carrying out Cochrane's AML procedures.
- The MLRO will ensure that proper records are maintained on all the relevant activities and steps taken to deal with them.

### Due diligence

Cochrane should carry out procedures that help it identify donors or customers before accepting or entering into a relationship or transaction with them.

Cochrane should, where applicable:

- identify the donor and verify their identity;
- take adequate measures where some donors need or want their privacy intact;
- accept that in some cases, the identity of the donor may not be easy to verify, in which case other measures need to be developed;
- continuously monitor the situation; and
- maintain proper records of all checks made.

### Policy on disclosure

- If anyone knows, suspects or has reasonable grounds for thinking or suspecting that a person is engaged in money laundering or terrorist financing, they must report such matters to the MLRO immediately. Disclosure should be made by email and requires the following information:
  - details of the people involved
  - type of transaction
  - the relevant dates
  - why there is suspicion
  - when and how activity is undertaken
  - likely amounts, etc.
- The MLRO will acknowledge receipt of the disclosure within an agreed response period.
- The MLRO will consider the report and any other available information.
- Once the MLRO has evaluated the disclosure or other information, they will determine if:
  - there are reasonable grounds for suspecting money laundering and the steps to be taken; or
  - there is actual money laundering or terrorist financing; and
  - whether they need to report the matter to the National Crime Agency (NCA).
- The MLRO will notify and update the Executive Leadership Team (ELT), Treasurer and Co-Chairs at all points from receipt of disclosure to the outcome of the evaluation.
- All disclosure reports referred to the MLRO and reports made by them to NCA will be retained for a minimum of five years.

### Awareness and training

- An important contribution to the continuing success of an anti-money laundering strategy, and its general credibility, lies in the effectiveness of programmed awareness/training, for Trustees and staff.
- This will be achieved through the development of both induction and awareness training for all personnel involved in internal control systems to ensure that their responsibilities and duties in this respect are regularly highlighted and reinforced.

### Review

- This policy will be reviewed every two years to ensure that it complies with best practice.

### Further guidance

- Financial delegations
- Counter fraud policy
- Whistle-blowing policy (to be developed)
- Charity commission guidance: [Protect your charity from fraud and cyber crime](#)



## Counter fraud policy

### Policy statement

It is the policy of The Cochrane Collaboration (Cochrane) to continually strive to ensure that all its financial and administrative processes are carried out and reported honestly, accurately, transparently and accountably and that all decisions are taken objectively and free of personal interest. Cochrane will not condone any behaviour that falls short of these principles. All Cochrane's Trustees and staff have a responsibility for putting these principles into practice and for reporting any breaches or suspected breaches they discover.

### Purpose

This document sets out the policy and procedures of Cochrane against fraud and other forms of dishonesty, together with the steps that must be taken where any of these practices is suspected or discovered.

### Scope of the policy

This policy aims to maintain the high standards of conduct which Cochrane currently enjoys. This policy applies to Trustees and staff only. The Executive Leadership Team (ELT) is required to ensure everyone is aware of it and receives appropriate training. Anybody associated with Cochrane who commits fraud, theft or any other dishonesty, or who becomes aware of it and does not report it, will be subject to appropriate disciplinary action. Further information is set out in the staff handbook.

### Definitions

#### Fraud:

A deliberate intent to acquire money or goods dishonestly through the falsification of records or documents. The deliberate changing of financial statements or other records by either (1) a member of the public or (2) someone who works or is a volunteer for [Cochrane](#). The criminal act is the attempt to deceive and attempted fraud is therefore treated as seriously as accomplished fraud.

#### Theft:

Dishonestly acquiring, using or disposing of physical or intellectual property belonging to Cochrane or to individual members, supporters or clients of the organisation.

#### Misuse of equipment:

Deliberately misusing materials or equipment belonging to Cochrane for financial or material benefit.

#### Abuse of position:

Exploiting a position of trust within Cochrane for financial or material benefit.

### Culture

Cochrane's culture is intended to foster honesty, integrity, transparency and openness in its entire staff.

Trustees and staff are expected to lead by example in adhering to policies, procedures and practices. Equally, our members, partners and external organisations (such as suppliers and contractors) are expected to act with integrity and without intent to commit fraud against Cochrane in any dealings they may have with Cochrane.

As part of the culture, Cochrane will provide clear routes by which concerns can be raised by Trustees and staff. A copy of Cochrane's whistleblowing policy can be found in the Staff Handbook and is also available to Trustees. The ELT is expected to deal promptly, firmly and fairly with suspicions and allegations of fraud or corrupt practice.

## Responsibilities

In relation to the prevention of fraud, theft, misuse of equipment and abuse of position, specific responsibilities are as follows:

### Trustees:

The Trustees are responsible for establishing and maintaining a sound system of internal controls that supports the achievement of Cochrane's vision, mission, goals and objectives. Improving and strengthening internal processes underpins the enabling objectives of Cochrane's *Strategy for Change* 2022-23. An internal control is a process integrated with all other processes in Cochrane. The system of internal controls is designed to respond to and manage the whole range of risks that Cochrane faces. The system of internal controls is based on an on-going process designed to identify the principal risks, to evaluate the nature and extent of those risks and to manage them effectively. Managing fraud risk is seen in the context of the management of this wider range of risks as per the risk management system (agenda item 6).

### Chief Executive (CEO):

Overall responsibility for managing the risk of fraud has been delegated to the CEO. The day-to-day responsibility has been delegated to the Director of Finance & Corporate Services (DFCS) to act on behalf of the CEO. Their responsibilities include:

- Undertaking a regular review of the fraud risks associated with each of the key organisational objectives.
- Establishing an effective anti-fraud response plan, in proportion to the level of fraud risk identified.
- The design of an effective internal control environment to prevent fraud.
- Establishing appropriate mechanisms for:
  - reporting fraud risk issues
  - reporting significant incidents of fraud or attempted fraud to the Trustees;
  - liaising with the Honorary Treasurer and if appropriate Auditors.
  - making sure that all staff are aware of Cochrane's Counter Fraud Policy and know what their responsibilities are in relation to combating fraud;
  - ensuring that appropriate anti-fraud training is made available to Trustees and staff as required; and
  - ensuring that appropriate action is taken to minimise the risk of previous frauds occurring in future.

### Executive Leadership Team:

The ELT is responsible for:

- ensuring that an adequate system of internal control exists within their areas of responsibility and that controls operate effectively;
- preventing and detecting fraud as far as possible;
- assessing the types of risk involved in the operations for which they are responsible;
- reviewing the control systems for which they are responsible regularly;
- ensuring that controls are being complied with and their systems continue to operate effectively; and

- implementing new controls to reduce the risk of similar fraud occurring where frauds have taken place.

#### Staff:

Every member of staff is responsible for:

- acting with propriety in the use of Cochrane's resources and the handling and use of funds whether they are involved with cash, receipts, payments or dealing with suppliers;
- conducting themselves in accordance with the values and behaviour principles set out above;
- being alert to the possibility that unusual events or transactions could be indicators of fraud;
- alerting their manager when they believe the opportunity for fraud exists e.g. because of poor procedures or lack of effective oversight;
- reporting details immediately if they suspect that a fraud has been committed or see any suspicious acts or events; and
- cooperating fully with whoever is conducting internal checks or reviews or fraud investigations.

## Detection and investigation

Whilst having regard to the requirements of the Data Protection legislation. It is often the alertness of Trustees, staff, members and the general public to the possibility of fraud and corruption that leads to detection of financial irregularity.

The Co-Chairs and Honorary Treasurer must be notified immediately of all financial or accounting irregularities or suspected irregularities or of any circumstances which may suggest the possibility of irregularities including those affecting cash, property, remuneration or allowances.

Reporting of suspected irregularities is essential as it:

- Facilitates a proper investigation by experienced staff and ensures the consistent treatment of information regarding fraud and corruption.
- When so notified, the Co-Chairs/Honorary Treasurer will instigate an investigation by appointing a designated officer, auditor or other adviser.
- The designated officer, auditor or other advisor will:
  - deal promptly with the matter
  - record evidence received
  - ensure the security and confidentiality of evidence
  - work closely with senior managers of the Charity and other agencies, such as the Police and Courts to ensure that all issues are properly investigated and reported upon.
  - Ensure maximum recoveries are made on behalf of Cochrane, and assist the ELT to implement Cochrane's disciplinary procedures where considered appropriate (referral to the Police will not prohibit or restrict action under the Disciplinary Procedure).

In cases of suspected payroll irregularities where a fraud investigation may be possible, discussion will occur between the Co-Chairs and the CEO if it is thought a disciplinary investigation is more appropriate. Malicious accusations may be the subject of disciplinary action.

## Awareness and training

An important contribution to the continuing success of an anti-fraud strategy, and its general credibility, lies in the effectiveness of programmed awareness/training, for Trustees and staff.

This will be achieved through the development of both induction and awareness training for all personnel involved in internal control systems to ensure that their responsibilities and duties in this respect are regularly highlighted and reinforced.

## Review

This policy will be reviewed every two years to ensure that it complies with best practice.

## Further guidance

- [Code of Conduct](#)
- Expenses policy (to be reviewed)
- Anti-money laundering policy
- Whistle-blowing policy
- Financial delegations
- Charity commission guidance: [Protect your charity from fraud and cyber crime](#)

# A1. FURTHER GUIDANCE ON FRAUD

## Summary of legislation

The relevant legislation in the UK is The Fraud Act 2006. The Fraud Act 2006 defines a general offence of fraud and sets out three ways by which fraud can be committed:

- fraud by false representation. A representation is false if it is untrue or misleading, and the person making it knows that it is, or might be, untrue or misleading.
- fraud by failing to disclose information.
- fraud by abuse of position. This applies to those occupying a position in which they are expected to safeguard, or not to act against, the financial interests of another person.

In each case, the offence is to act dishonestly with the intention of making a gain for oneself or another or causing a loss, or risk of loss, to another. The criminal act is the attempt to deceive and attempted fraud is therefore treated as seriously as accomplished fraud.

## Procurement fraud:

- staff colluding with suppliers and ordering and paying for goods or services that are not required and /or have not been delivered, or are charged at an excessive rate.
- staff or third parties creating false invoices, receipts, purchase orders or supplier identities in order to obtain payment for goods and services that have not been supplied.
- staff awarding a contract, or preferential terms, to a supplier in return for payments, personal discounts, commission or other benefits; or awarding a contract to a relative or other connected party.

## Fraudulently altering documents or records:

- grant recipients not spending grant funds on purposes intended, or keeping funds for personal use, and falsifying records to support false claims.
- staff issuing false receipts to customers in order to keep the funds paid for personal use.
- staff or third parties altering vendor payment details to divert supplier payments to own bank account.
- staff fraudulently altering accounting records.

## Expenses fraud:

- staff, Trustees and other volunteers claiming expenses or allowances to which they are not entitled, including by falsifying receipts or claiming from different agencies.
- staff using Cochrane credit card for personal expenses.
- staff using Cochrane's assets, such as mobile phones, for their own personal use.

## Fraud involving impersonation:

- staff or third parties impersonating Cochrane in order to extract fees for a service which Cochrane does not provide, or does not charge for.
- staff or third parties submitting false applications from real or fictional individuals or organisation for grants.

## Payroll fraud:

- staff creating non-existent employees for directing payments.
- staff or temporary staff making false or inflated claims for overtime or flexible working.

**Property fraud:**

- staff ordering excessive catering/alcohol and siphoning off
- theft of furniture, computers, plant and other equipment



## A2. FURTHER GUIDANCE ON BRIBERY

### Summary of legislation

The relevant legislation in the UK is The Bribery Act 2010. The Act makes it an offence to give or receive a bribe, i.e. to:

- offer, promise or give a financial or other advantage to another person with the intention of inducing them to perform their functions improperly, or to reward them for having done so.
- request, agree to receive or accept a financial or other advantage as the reward for an improper function or activity.

The Act also creates a corporate offence of failing to prevent bribery. This means that Cochrane could be liable if someone offers a bribe on its behalf, including employees and third parties carrying out Cochrane business, such as partners and suppliers. The Act applies to UK organisations operating overseas, so Cochrane could be prosecuted if any of its staff worldwide offer or solicit a bribe; this is why the policy applies globally.

### Advantages that could be offered as part of a bribe:

- cash, vouchers or other cash equivalents, or a “fee”
- gifts
- hospitality or entertainment (outside what would be modest and reasonable in the business context)
- Cochrane paying travel and accommodation costs to a third party where this is not standard business practice (e.g. not expenses for staff, speakers, editors or other volunteers)
- Cochrane staff receiving travel or accommodation free of charge from a supplier
- loans
- favourable business terms
- discount of services, or providing services free of charge (or ‘uninvoiced’)
- provision of information that offers a business or personal advantage.

### Offering or receiving one of the above advantages could count as a bribe if any of the following was offered or given in return:

- award of contract to particular bidder.
- obtaining information that would put an individual or Cochrane at an advantage, such as information about a competitive tender.
- any other preferential treatment influenced by the receipt of an advantage.

### The following would not usually count as bribes:

- Payment of an official charge, such as a visa
- Normal hospitality provided in the course of business, such as provision or acceptance of a modest meal at a working event.

Whether a provision of a particular item or service counts as a bribe depends upon the context and level of hospitality (etc.) offered. The Bribery Act is not intended to prohibit reasonable and proportionate hospitality or business expenditure. Genuine hospitality or similar business expenditure that is reasonable and proportionate, in line with normal Cochrane policy and practice. Judgement is required and the decision depends upon level of hospitality provided and the level of influence the person receiving it had on the business decision in question.



## Governing Board Paper:

<b>Title:</b>	<b>Risk policy</b>
<b>Previous papers submitted on this topic:</b>	GB-2021-78
<b>Paper Number:</b>	GB-2021-96 (And Appendices 1&2)
<b>From:</b>	Finance, Audit & Investment Committee
<b>People Involved in the developing the paper:</b>	Casey Early, Head of Finance
<b>Date:</b>	20 November 2021
<b>For your:</b>	Decision
<b>Access:</b>	Open

### Executive summary

The Governing Board (the Board) is asked to approve a recommendation from the Finance, Audit & Investment Committee (FAI Committee) to introduce an organisational Risk Policy (Policy).

### Background and context

Please find the proposed Board policy on risk management. This Policy will help define Cochrane's framework for the management of major risks and will accompany a Strategic Risk Register (top 8-10 risks at this point, which require the focus of Executive Leadership Team (ELT) and the Board). The Charity Commission provides useful guidance in its publication *Charities and risk management (cc26)*.

Cochrane is responsible for a range of diverse activities; all activities are subject to a certain degree of risk, some more than others. Cochrane has established systems for all areas of its work to ensure that standards and quality are maintained. Risk assessment and risk management form a critical part of these systems; they are about the management of risk, not the avoidance of risk. Risk is a critical element of some of our activities which should be encouraged but also understood.

This Policy addresses strategic or major risk management within Cochrane, as defined below. Operational risk management is wholly the responsibility of the new ELT except where the evaluation of such risks means consideration is escalated to the relevant Committee or Board.

While the Policy excludes - for now - any consideration of risk appetite/tolerance, **Appendix A1** provides some suggested approaches for this. In addition, we will explore whether platforms such as *Decision Time* could better embed risk management into our strategic planning and governance arrangements.

**Appendix A2** contains a risk register template with examples of how it can be used.

Suggested approaches for risk management training are given in the October 2021 management accounts report.

The Plan & Budget paper 5, Appendix 1 summarises the risk assessment carried out by the SMT during the 2022 planning process and will be included in the 2021 Trustees' Report and Financial Statements.

## Risk policy

### Aims

The aims of introducing strategic risk management into Cochrane are to discharge management and Trustees' responsibilities to manage risks, as well as to implement good practice with due regard to effective corporate governance and the guidance initially set out in the [Turnbull Report](#).

### What is the regulatory requirement for risk management?

The Charity Commission expects every charity to consider risk management and to make disclosures in the Trustees' Annual Report. The Charities [Statement of Recommended Practice](#) (SORP) 2019 (FRS 102) states: "*The report must explain...a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the charity trustees, together with a summary of their plans and strategies for managing those risks*"

### What is major risk?

Major risks are considered to be the strategic risks faced by Cochrane. Generally, a major risk can be identified in a management context as an obstacle to the achievement of the organisation's objectives. Key risks will be those that impinge on the key objectives of the organisation. A high-level risk assessment will go through the strategic plan for the organisation and identify key risks from the organisational objectives and strategic goals.

For Cochrane, risks could be anything that pose a threat to the achievement of our strategic objectives, major projects or significant activities, or anything that could substantially damage our reputation or undermines the public's confidence in the Cochrane.

It is essential that we have effective mechanisms in place both to identify and manage major risks, as well as planning for the future to ensure that risks are minimised. This is achieved through the establishment of a comprehensive Strategic Risk Policy and by identification of all relevant major risks in a Strategic Risk Register.

### Key features of risk management

Risk management will be fully integrated with the Cochrane's business planning process using the following steps:

1. **Clarify strategic objectives** – Formulating a clear mission statement, aims, objectives and plans for delivery of objectives. Objectives must be communicated throughout Cochrane.
2. **Identification of major risks** – Recognising and identifying the key risks for which Cochrane is responsible and those risks which are most likely to impact on our performance and delivery of services.
3. **Assessment of risks** – **analyse** and **evaluate** risks to provide an overall assessment of the potential impact of identified risks and the timescale over which risks need to be managed. **Analysis** – determine existing controls and their reliability in terms of minimising the risks maturing and if the risks do mature, minimising the consequences. **Evaluation** – enables risks to be ranked to set management priorities.
4. **Response to risk** – Determining the level and type of risk that is acceptable, the resources needed to manage risks and prioritising and allocating responsibility for them.
5. **Monitoring and review** – Risk management is a continuous process and should be monitored on a regular basis.

### Risk management process

The business planning process will be used as the primary means of identifying, prioritising and managing risk.

- All staff identify the operational risks associated with their projects as part of the business planning process.
- The operational project risks are prioritised by managers who will take individual ownership of them and propose means of best managing them.
- The ELT will consider operational and strategic risks, assign ownership and propose means of best managing them.
- Risks will be reviewed quarterly by ELT – as part of the quarterly review meetings - to monitor changes and check progress of mitigation measures.
- A risk assessment will be organised annually as part of the strategic planning process undertaken both by the Board and ELT.

### Evaluation of risks

An impact evaluation of all risks will be undertaken and the probability of each risk occurring should be estimated. Currently the likelihood and impact are assessed as **Very Low, Low, Moderate, High or Very High**.

### Definitions

Impact (“y”):

Score	Category	Qualitative	Financial	Reputational
1	Very Low	Minor impairment in operational targets - rectifiable by managers	if the risk materialised the cost to the charity would be typically < £50k	Minor event - no publicity.
2	Low	Achievement of objective in strategic plans partly impaired - rectifiable by line managers	Typically, £50k-£100k	Relatively minor event; some publicity e.g. limited localised press coverage. Limited impact upon contract delivery.
3	Medium	Failure to achieve objective in operational plan – for consideration by CEO/ELT	Typically, £100k-£250k	Relatively significant event; national press coverage leading to negative publicity visible to regulators and the Community.
4	High	Critical impairment in achieving strategic plan – for consideration by Trustee committees	Typically, £250k-£500k	Major event; national press coverage leading to negative publicity visible to regulators, supporters and/or the Community and funders.
5	Very High	Failure to achieve organisation’s overall objectives - for consideration by Board	Typically, >£500k	Headline-making event; national press coverage of the event leading to significant negative publicity visible to regulators, Community and funders.

Likelihood ("x"):

Score	Category	Description
1	Very Low	Highly unlikely - will not occur in next three years
2	Low	Remote - unlikely to occur in next three years
3	Medium	Possible - may occur in next three years
4	High	Probably in next 12 months
5	Very High	Certain in next 12 months

Response to risk

Where possible the organisation will seek to manage all significant risks above risk tolerance levels by one of three options - avoiding, sharing/transferring, and mitigating risks. Where none are appropriate it may be necessary for the risk to be accepted as an aspect of the organisation's activities.

Gross risk represents the risk diagnosed through a combination of assessment of impact and likelihood. The Trustees have concluded that Cochrane should work on a risk assessment scoring of:

**xy+2y** where x is likelihood and y is impact. This formula multiplies impact with likelihood then adds a weighting again for impact. The effect is to give extra emphasis to impact when assessing risk.

In interpreting the risk heat map below, likelihood is x and impact is y.

The colour codes are:

**Red** - major or extreme/catastrophic risks

**Amber** - moderate or major risks

**Blue** or **green** - minor or insignificant risks

Impact (y)			Likelihood (x)				
			1	2	3	4	5
Very high	5		15	20	25	30	35
High	4		12	16	20	24	28
Medium	3		9	12	15	18	21
Low	2		6	8	10	12	14
Very low	1		3	4	5	6	7
			1	2	3	4	5
			Very low	Low	Medium	High	Very high
			Likelihood (x)				

The proposed Board-level threshold is 15 – this will allow a manageable level of 'immediate' major risks and more distant extreme/catastrophic risks.

Retained (net) risk – expressed simply as low, medium or high - represents the severity of the risk after the effects of risk management have been considered. Risk assessment and the mapping of actions plans will be documented annually in a risk register.

Effectiveness of strategic risk management will be considered throughout the year by the Board/Finance, Audit & Investment Committee as set out in the risk action assessment. An evaluation of risk will be present in the risk register and the response to each risk will be discussed with relevant personnel. As a result the risks can be accepted, treated via the application of mitigation strategies or terminated.

### Assurance

Regular quarterly reports of risks arising and their mitigation will be reviewed by the ELT to provide assurance on how risk management is being effected. A review of risk management will be undertaken on a regular basis by the Finance, Audit & Investment Committee.

### Embed and review

The establishment of effective risk management procedures should not be a one-off event. Risk management will become an integral part of Cochrane's management processes considered in association with regular reviews of strategy and objectives.

### Roles and responsibilities

All Cochrane staff and Trustees will be involved and have an important part to play in the identification and management of risk. Staff will be informed of the importance of risk identification through workshops or through interviews with management. The risk action assessment requires that the Board take ownership for monitoring gross risks identified with a risk score of 15 or above and to be satisfied that appropriate risk mitigation actions are taking place. The risk owners of those risks that scored less than 15 are respectively, the Chief Executive, ELT or charity management.

### Specific responsibilities have been allocated as follows:

#### ELT and CEO

- Collectively responsible for the management of risks at the Cochrane.
- Identification of strategic risks.
- Ensuring that Cochrane has a strategic risk management policy and processes and that these are communicated to, and understood by all staff.

#### Finance, Audit & Investment Committee

Monitor the effectiveness of Cochrane's risk management procedures via the ongoing review of the system of internal control.

#### Director of Finance & Corporate Services – planning and coordination

- Responsible for developing the risk management policy and processes, specifically the coordination of the risk review and the categorisation and evaluation of risks identified.
- Ensuring strategic risks are regularly reviewed by the ELT.

#### Trustees

- Trustees should be aware of the risk to the reputation of Cochrane from activities that they may undertake elsewhere.
- Trustees should seek assurance from the Finance, Audit & Investment Committee that appropriate strategic risk management procedures are in place.
- Annual review of approach to evaluation and mitigation of major risks.

#### Staff

- All staff should be aware of the importance of risk management. There should be formal channels of communication both up and down to identify and manage risks.
- The wider Leadership Team (Heads of, other senior management) should help manage the [operational risk management](#) which sets out a framework of risks and controls by functional area (e.g. HR, IT, Finance, communications etc)

### Risk register

A copy of the template for the organisation's strategic risk register is attached. (Template available on Convene)

## **Recommendations**

The Board approves, following a recommendation by the FAI Committee, the new Risk Policy.

## **Next steps**

1. Practical application of the Risk Policy to commence alongside implementation of new structure in first quarter of 2022
2. Risk management training to be arranged for Board, FAI Committed and Senior Management

### Appendix A1 Risk appetite/tolerance – EXAMPLE “XYZ CHARITY”

The organisational appetite for risk depends upon the risk itself and will be considered on a case-by-case basis. Consideration of whether an activity should take place (and the associated risks of undertaking that activity) will be taken at a strategic planning stage. **The Charity will adopt one of the following:**

#### 1 - An overall risk appetite:

The Trustees have concluded that the overall risk appetite of (the XYZ Charity) is **(select one)**:

- **Averse:** Avoidance of risk and uncertainty is a key organisational objective.
- **Minimal:** Preference for ultra-safe options that are very low risk and only have a potential for limited reward.
- **Cautious:** Preference for safe options that have a low degree of risk and may only have limited potential for reward.
- **Open:** Willing to consider all potential options and choose the one most likely to result in successful delivery, while also providing an acceptable level of reward and value for money.
- **Hungry:** Eager to be innovative and to choose options offering potentially higher business/charitable rewards, despite greater inherent risk.

OR

#### 2 - Make a risk appetite statement:

The organisation places the safeguarding of its beneficiaries as a top priority, as such there is no appetite for accepting risk in this regard. The organisation takes pride in its service level and is cautious in this regard, however, it would always seek to expand its horizons and is not averse to new ideas or approaches, though it would not wish to be seen as unconventional. As the organisation is statutory funded, it seeks to diversify its income streams and is open in this regard.

OR

#### 3 - Set appetites for different areas:

For the following areas the Trustees have concluded that the risk appetite set is **(select one)**:

<b>Administration</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Charitable activity 1</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Charitable activity 2</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Charitable activity 3</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Charitable activity 4</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Facilities</b>	Averse, Minimal, Cautious, Open, Hungry
<b>Communications</b>	Averse, Minimal, Cautious, Open, Hungry



**Appendix A2 Risk register template EXAMPLE**

Risk management is aimed at reducing the 'gross level' of risk identified to a 'net level' of risk, in other words, the risk that remains after appropriate action is taken. This template has been created to illustrate a practical way of recording in a risk register how this reduction in level might be achieved by the charity. In this example, the gross risk is identified as unsatisfactory fundraising and rated as high. After identifying the procedures for managing this risk, the net risk has been rated as medium. Trustees need to form a view as to the acceptability of the net risk that remains after management.

<b>Risk area/risk identified</b>	<a href="#">Lack of independence in CRG editorial process</a>
<b>Likelihood of occurrence (score)</b>	High (4) - probable in next 12 months
<b>Severity of impact (score)</b>	High (4)
<b>Overall or 'gross' risk</b>	Major risk (24)
<b>Control procedure</b>	<ul style="list-style-type: none"> <li>• Editorial Independence and Efficiency project (workstream one: piloting the independent editorial process with up to 20 CRGs to test feasibility and gather key learnings) to fully mitigate around one third of the risk.</li> <li>• For all reviews (whether in pilot or not), authors must adhere to Cochrane editorial policies such as the <a href="#">general Conflict of Interest</a> and <a href="#">authors Conflict of Interest</a> policies</li> <li>• We have generated standardised text (available within the EPPR and in the RevMan protocol templates, as of Oct 2021) on how to report the contributions of peer-reviewers and editors in the editorial process, to aid transparency of the editorial process (reliance on appropriate usage).</li> <li>• <a href="#">Editorial Manager</a> (EM, the new online submission system) provides certain restrictions (cannot assign someone as an editor to an article if they are an author on that article, 'blinding' function) and reporting functionality (which cannot mitigate the risk but can identify discrepancies)</li> </ul>
<b>Retained or 'net' risk</b>	High
<b>Monitoring process</b>	<ul style="list-style-type: none"> <li>• Central Editorial Service Working Group support the pilot by:               <ol style="list-style-type: none"> <li>(i) Developing and agreeing editorial processes for Cochrane Protocols, Reviews and Updates during the project</li> <li>(ii) Considering ongoing feedback during the project, and iterate processes, roles, and materials as required</li> <li>(iii) Representing the views of the Cochrane community</li> <li>(iv) Acting as a point of contact for others to provide input to the project</li> </ol> </li> <li>• Quarterly reporting by Editor in Chief to Executive Leadership Team/Governing Board</li> <li>• Quarterly management accounts reporting by Director of Finance &amp; Corporate Services (£200k designated for flexible staff resource)</li> </ul>
<b>Responsibility</b>	Editor in Chief
<b>Further action required</b>	<ul style="list-style-type: none"> <li>• Consideration of Board Advisory Group (Strategic priority one)</li> <li>• Development of monthly EM metric reporting</li> <li>• Editor in Chief report to the Board (June/July 2022)</li> </ul>
<b>Date of review</b>	• Next Board meeting

## Governing Board: post-meeting evaluation (Trustees) 8 November 2021

## Q1. The Agenda:

		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	22,22%	2	55,56%	5	0,00%	0	9	0,56
The agenda pack gave me the right information to support my participation	11,11%	1	22,22%	2	33,33%	3	9	0,22
The agenda items were appropriate for the Board to consider	44,44%	4	44,44%	4	11,11%	1	9	0,44
The length of the agenda was appropriate	44,44%	4	33,33%	3	11,11%	1	9	0,33
Answered								9
Skipped								0

## Q2. The Meeting:

		Strongly Agree	Agree	Neither Agree or Disagree	Disagree	Strongly Disagree	Total	Weighted Average
The Co-Chair(s) guided the meeting effectively and encouraged full participation	25,00%	2	62,50%	5	0,00%	0	8	0,63
Time was used effectively per agenda item and discussions were focussed	22,22%	2	44,44%	4	11,11%	1	9	0,44
We were open and honest in our communication	55,56%	5	33,33%	3	11,11%	1	9	0,33
We avoided getting into operational detail (our discussions stayed strategic)	33,33%	3	33,33%	3	22,22%	2	9	0,33
We made good decisions	33,33%	3	33,33%	3	33,33%	3	9	0,33
Next steps and actions were clearly identified	22,22%	2	66,67%	6	11,11%	1	9	0,67
Answered								9
Skipped								0

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

How many years do you use the meeting system?													
		Very Dissatisfied		Dissatisfied		Neutral		Satisfied		Very Satisfied	Total	Weighted Average	
star	0,00%		0	0,00%	0	11,11%	1	55,56%	5	33,33%	3	9	4,22
											Answered	9	
											Skipped	0	

## Q4. Comments (optional):

Answered 5

Skipped 4

Respondents	Response Date	Responses	Tags
		<p>Good use of chat to capture COIs and comments.</p> <p>Some members still not using comments on convene</p> <p>Minutes from last meeting not available for comment</p> <p>Effective use of Ginny Barbor as advisor</p> <p>Right number and role of SMT presence</p> <p>As chair I tried to ensure everyone had an opportunity to speak. Also tried to keep summarising discussion to check out our collective understanding 'I am hearing that ...'</p> <p>Managed to stay almost on time!</p> <p>Members felt able to voice concerns regarding some items and follow up discussions were offered for outside the meeting.</p> <p>Main paper did not contain sufficient information to make a business decision. Need to look at this as a learning point.</p> <p>Council cochaurs engaged constructively in discussions.</p> <p>Need to evaluate this as an ongoing basis.</p>	
	1 Nov 11 2021 11	Meeting went well, but we did not take a decision about the journal. I feel we might lose time, and the cost of delaying the	
	2 Nov 09 2021 01	decision won't be accounted.	
		Many of the comments of the trustees could have been poured into the chat, but since the chat is not properly used, this takes a lot of time. Some of the questions and comments in the chat were important and not addressed by SMT in real-time, which could have improved the outcome of the	
	4 Nov 08 2021 10	meeting.	
		There are too many agenda items packed into a 90-minute meeting. For topics that require intense discussion, we need to allow adequate time for discussion. The OA journal is a major issue that requires more discussion than we had time for today. But the decision to have a small subgroup look	
	5 Nov 08 2021 10	into this further is appropriate.	