

Governing Board Meeting Minutes

19-22 October Santiago de Chile

APPROVED

PRESENT:

Trustees (Board members):

Martin Burton (Co-Chair)

Catherine Marshall (Co-Chair)

Xavier Bonfill

Jan Clarkson

Nicky Cullum

Sally Green

Gladys Faba

Tracey Howe

Karsten Jørgensen

Marguerite Koster

Rae Lamb

Jordi Pardo

ATTENDING:

Senior Management Team:

Mark Wilson Chief Executive Officer (CEO)

Karla Soares-Weiser Editor in Chief

Jo Anthony Head of Knowledge Translation Department

Lucie Binder Head of Governance & Strategy, incoming Company Secretary

Chris Champion Head of Membership, Learning & Support Services

Sylvia de Haan Head of External Affairs and Geographic Groups' Support

Toby Lasserson Deputy Editor in Chief

Chris Mavergames Head of Informatics & Technology Services

Charlotte Pestridge Head of Innovations, Research & Development

Juliane Ried Translations Co-ordinator

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. **Restricted access content is highlighted in yellow** and is made available to the Board and Senior Management Team only. Minutes of the closed sessions of the Board, which are attended only by Trustees, are recorded on behalf of the Co-Chairs and are only made available to the Trustees.

Special Note on proceedings:

The Board met with the Senior Management Team on 19 October for a full-day of strategic discussions. On the morning of 20 October, the meeting did not begin as planned because the Co-Chairs, Xavier Bonfill, Mark Wilson, Charlotte Pestridge and Jo Anthony attended an emergency meeting with the Local Organizing Committee of the Chile Colloquium to discuss the worsening political situation in Santiago and its potential impact on the Colloquium. Later that morning, the decision was taken to cancel the Colloquium. More information on that decision can be found here: <https://colloquium2019.cochrane.org/news/updated-colloquium-cancelled>.

As a result, the Board's meeting on 20 October was postponed. The Board reconvened on 21 October and completed its business on 22 October.

List of Approved Resolutions:

Agenda Item:	
2	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda
5	The Board approves the Terms of Reference (dated 24 July 2019) of the Colloquia, Meetings and Events Working Group
5	The Board approves the upgrade of Cochrane Belgium from Associate Centre to a full Cochrane Centre
5	The Board approves the upgrade of Cochrane Portugal from Associate Centre to a full Cochrane Centre
7.3	The Board approves that Dr. David Tovey be awarded the title “Emeritus Editor-in-Chief”. This title carries no specific rights nor responsibilities and is given in recognition of his distinguished service as Cochrane’s first Editor-in-Chief
8.3	The Board approves the Risk Management Report - Quarter 2 2019
9.1	The Board supports the strategic direction of the Editorial & Methods Department
11.1	The Board approves the Multi-language Strategy 2020-2022, including the additional investment for upscaled multi-language and Knowledge Translation (KT) implementation, and mandates the Central Executive Team (CET) to develop a wider implementation plan to integrate multilingualism and multiculturalism as part of a new organizational strategy post 2020
12.1	The Board approves the new <i>Principles of Collaboration: Working Together for Cochrane</i> subject to copy editing and review to make it consistent with all organizational policies
12.2	The Board approves the new Complaints Resolution Procedure for Cochrane
12.3	The Board approves the new Organizational Accountabilities for Cochrane
12.4	The Board approves the recommendations and the implementation plan for the revised Conflict of Interest policy

List of Actions:

Agenda Item:	
9.1.1	More guidance about restriction classifications be added to the Board paper template
12.4	Statement on next steps for Conflict of Interest policies to be developed

Day 1 - 19 October: Strategic discussions

1 Welcome, Apologies, Declarations of Interest, reminder of Board Code of Conduct and Board Charter

Catherine Marshall opened the meeting and welcomed everyone.

Trustees were reminded of their responsibility to adhere to the Board's Code of Conduct and Charter and were asked if they had any changes to report. No changes to attendees' declarations (as posted on the Cochrane Community website) were required for this meeting.

The meeting was adjourned. The remainder of the day was spent on strategic discussions for Cochrane's next strategic plan.

Day 2 - 21 October and Day 3 22 October (AM): Strategic and Business Issues, and Reports

Following the postponement of the meeting on 20 October, the Co-Chairs re-ordered the Agenda. Items 2 and 10-16 were taken on 21 October. Items 3-9 were taken on the morning of 22 October. The meeting was then adjourned for the completion of strategic discussions on the afternoon of 22 October and formally closed at the end of those discussions on that day.

2 Approval of the Agenda, including the papers and decisions included in the Consent Agenda

Catherine Marshall was in the Chair.

The following resolution was approved.

RESOLUTION: The Board approves the Agenda, including the papers and decisions included in the Consent Agenda

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo. NO: None; ABSTAIN: None

3 Approval of the Minutes of 25th September Board teleconference [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Martin Burton was in the Chair for Items 3-9.

Approved under Item 2.

4 Matters Arising not otherwise covered by the Agenda

There were no Matters Arising not otherwise covered by the Agenda.

5 Record of Resolutions voted on by the Board between meetings

The Board had approved the following Resolutions by online poll between meetings:

RESOLUTION: The Board approves the Terms of Reference (dated 24 July 2019) of the Colloquia, Meetings and Events Working Group

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall. **NO:** None; **ABSTAIN:** Jordi Pardo

RESOLUTION: The Board approves the upgrade of Cochrane Belgium from Associate Centre to a full Cochrane Centre

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo **NO:** None; **ABSTAIN:** None

RESOLUTION: The Board approves the upgrade of Cochrane Portugal from Associate Centre to a full Cochrane Centre

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo **NO:** None; **ABSTAIN:** None

6 Co-Chairs' Report

The Chair, on behalf of the Board, thanked Marguerite Koster for her outstanding contribution to Cochrane as Board Co-Chair, a role she had held until 1 September 2019. It was noted that Sarah Watson, Head of Finance & Core Services, had left Cochrane.

The “long document” report summarizing the Board’s activities over the last twelve months would be included in the presentation for the Annual General Meeting (AGM). It was noted that the AGM will need to be rescheduled following its postponement in Chile.

6.1 Correspondence

No correspondence was reported.

6.2 Re-appointment of Marguerite Koster as a Trustee from September 2019-2022 [CONSENT AGENDA]

Approved under Item 2.

6.3 Council Report

The Chair reported that the Board and Council Co-Chairs now held regular teleconferences and this was improving information-flow between the two groups. The Board wanted the Council members to be empowered to take decisions as elected members of their constituencies.

7 Sub-Committee Matters to Report:

7.1 Appointment of members to Sub-Committees and Working Groups [OPEN ACCESS SUPPORTING DOCUMENT]

The Board agreed the allocation of members to the Sub-Committees.

7.2 Nominating Committee (formerly Appointed Member Nomination Committee) [VERBAL REPORT]

There was no business to report.

7.3 Governance Committee [VERBAL REPORT]

The Governance Committee was currently working on several governance improvement initiatives, which included Board member skill sets and updating the charity's Articles of Association and clarification of the delegations of Board members.

The following resolution was approved.

RESOLUTION: The Board approves that Dr. David Tovey be awarded the title “Emeritus Editor-in-Chief”. This title carries no specific rights nor responsibilities and is given in recognition of his distinguished service as Cochrane’s first Editor-in-Chief

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo NO: None; ABSTAIN: None

7.4 Finance, Audit and Investment Committee, to include Treasurer's Report

The Consolidated Balance Sheet as at 31 July 2019 and the Consolidated Statement of Financial Accounts to July 2019 were accepted.

Jan Clarkson (Treasurer) and Catherine Marshall (previous Treasurer) also spoke to the Committee's plans to improve and clarify how information about the charity's reserves is publicly communicated. The Trustees requested the Committee also consider the allocation of funds into different categories, such as covering our Reserves Policy, a publishing transition buffer and the operating deficit. In the future, some portion could possibly be ring-fenced for research and development or strategic development projects.

7.5 Remuneration Committee [VERBAL REPORT]

Catherine Marshall recused herself for this item.

7.6 Complaints Procedure Working Group [VERBAL REPORT]

Rae Lamb, chair of the Working Group, referred to the completion of the Complaints Procedure, which had been approved by the Board the previous day under Item 12.2. She thanked Cindy Farquhar, previous chair of the group, for her work. The group would now be disbanded as its work had been completed. The Board thanked Rae and her team for completing this work.

7.7 Colloquia, Meetings and Events Working Group [VERBAL REPORT]

The Trustees wished to acknowledge the tremendous work of the Cochrane Chile team at the next Colloquium in Toronto, in 2020. Plans would be put in place for this.

Catherine Marshall said that learning from the cancellation of the Chile Colloquium would be used to inform the work of this group, including the increased use of 'virtual' events in the future.

8 CEO's Report, to include:

Mark Wilson presented his report. [HYPERLINK UPON PUBLICATION]. He spoke to Karla Soares-Weiser's outstanding start as new Editor in Chief and the confidence that her Senior Management Team colleagues had in her. He also outlined recent changes to the structure of the Senior Management Team and spoke about his pride in the work of the Central Executive Team.

Mark Wilson provided an update on the progress of the *Strategy to 2020* Targets for 2019 [hyperlink]. He confirmed the second Global Evidence Summit would be held in Prague in 2021 and work was already beginning with partners to organize the event.

On behalf of the Board, the Chair thanked Mark Wilson and the Central Executive Team for its work over the past year and acknowledged the additional work that was undertaken for the RFP (request for proposal) process to identify a publisher for the Cochrane Library post-2020.

8.1 Cochran Group Resource Monitoring: initial status report [OPEN ACCESS SUPPORTING DOCUMENT]

Mark Wilson reported that analysis on the responses would be undertaken by the end of 2019, with a report for the Board available in 2020.

8.2 Strategy to 2020: 2019 Targets Progress Report [CONSENT AGENDA] [OPEN ACCESS SUPPORTING DOCUMENT]

Approved under Item 2.

8.3 Risk Management Report – Quarter 2 2019 [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Jan Clarkson (Treasurer) said that further changes to the format of the report would need to be made and considered by the Finance, Audit and Investment Committee.

The following resolution was approved.

RESOLUTION: The Board approves the Risk Management Report - Quarter 2 2019

YES: Martin Burton, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo NO: None; ABSTAIN: None

9 Editor in Chief's Report, to include:

Karla Soares-Weiser thanked the Board and her fellow members of the Senior Management Team for their support since her appointment. She spoke to her report.

She said improving the consistency of quality between Cochrane Review Groups was her top priority; this would require continued engagement between CRGs and the Central Executive Team, and enough time.

The Board thanked Karla for her ambitious and comprehensive plan. However, they cautioned her on being overly ambitious with timelines given the critical dependency of success being the capacity and engagement of the Cochrane Review Groups. Karla agreed with this and said that she would make some wording changes to the plan before publishing it, to clarify the priority and sequence of the various initiatives proposed.

9.1 Editorial & Methods Department Report [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Karla Soares-Weiser presented her report. The following resolution was approved.

RESOLUTION: The Board supports the strategic direction of the Editorial & Methods Department

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo NO: None; ABSTAIN: None

9.1.1 Editorial Management System interim report [RESTRICTED ACCESS SUPPORTING DOCUMENT]

The Board was comfortable with the report provided. It was a restricted access document due to the commercially sensitive information about bidders it contained, but the Board agreed an open access version that explained the project was important to provide. Further, they requested more guidance about restriction classifications be added to the Board paper template.

ACTION: More guidance about restriction classifications be added to the Board paper template

9.2 CRG Networks Update Report [RESTRICTED ACCESS SUPPORTING DOCUMENT]

The Board thanked the Editorial and Methods Department for its update report. They supported all courses of action proposed.

10 Publishing and Products Report

Catherine Marshall was in the Chair for Items 10-16.

10.1 Publishing Management Update [VERBAL REPORT]

10.2 Publisher's Report (Wiley) [VERBAL REPORT]

Wiley did not attend the meeting due to the cancellation of the Colloquium.

10.3 Cochrane Library Performance Dashboard Quarter 2 2019 [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Approved under Item 2.

10.4 Other Cochrane products [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Approved under Item 2.

11 Strategic planning:

11.1 Multi-lingual strategy [OPEN ACCESS SUPPORTING DOCUMENT]

Sally Green declared an interest in the proposal as she had helped develop it.

Juliane Ried (Translations Co-ordinator), who attended the meeting for this item, provided an introduction to the paper. She said the proposal had been developed following extensive consultation with the translation teams currently working in Cochrane. The investment would support a step-change in translations activity, which had already proved a success, and for supporting the objective of making Cochrane a multi-lingual organization. The proposed linguistic networks would provide opportunities to build capacity and improve understanding of how to work effectively in different languages.

The Board supported the proposal and thanked Juliane Ried, Jo Anthony, and Cochrane's translations teams for their work.

The following resolution was approved.

RESOLUTION: The Board approves the Multi-language Strategy 2020-2022, including the additional investment for upscaled multi-language and Knowledge Translation (KT) implementation, and mandates the Central Executive Team (CET) to develop a wider implementation plan to integrate multilingualism and multiculturalism as part of a new organizational strategy post 2020

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo
NO: None; ABSTAIN: None

11.2 Advocacy strategy [OPEN ACCESS SUPPORTING DOCUMENT]

Sylvia de Haan provided an introduction to the paper. She spoke to the two initial strategic priorities in 2020-2021: advocacy for the use of high-quality evidence synthesis in health decision making; and advocacy for transparency and integrity in research. Work with partners would be key and the approach would be to 'start small' and grow.

The Board thanked Sylvia and her colleague, Emma Thompson, for the paper. They agreed that 'content' advocacy (e.g. for diabetes evidence) and 'approach' advocacy (e.g. for transparency in clinical trials) should be differentiated as both should be undertaken. In the former area Cochrane could lead efforts, but in the latter, partnerships (with organisations such as WHO) would be key.

Further, they said the paper represented more of a framework for decision-making – which they supported – than a strategy, with choices for prioritization. Strategic choices for advocacy would need to match the organization's overarching strategic priorities, which would be developed as part of the post 2020 strategic plan(s), align with the revised Spokesperson Policy, and be submitted for the Board's approval. Therefore, they agreed not to put the paper to vote as a strategy, but instead to note their support for the decision-making framework and the activities proposed for 2020-2021.

11.2.1 Update on Partnerships [OPEN ACCESS SUPPORTING DOCUMENT]

The Board noted the report from Sylvia de Haan and recorded its support for the way the Central Executive Team is managing organizational partnerships.

12 Organizational Policies [OPEN ACCESS SUPPORTING DOCUMENTS]:

12.1 Principles of Collaboration: Working Together for Cochrane [OPEN ACCESS SUPPORTING DOCUMENT]

Lucie Binder provided an introduction to the paper. She reminded the Board that, at its request, the Council had developed this new policy following consultation with participants at the 2019 Governance Meetings in April. She noted the work of Council co-chair, Craig Lockwood.

The Board expressed its thanks to the Council. They supported the document, and said that when published, it should be contextualised as serving the role of a Code of Conduct even though the Council had chosen the name 'Principles of Collaboration'. Further, in publication, it should be explicitly linked to the proposed new Complaints Resolution Procedure and Organizational Accountabilities policies.

The following resolution was approved.

RESOLUTION: The Board approves the new *Principles of Collaboration: Working Together for Cochrane* subject to copy editing and review to make it consistent with all organizational policies

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo
NO: None;
ABSTAIN: None

12.2 Complaints Resolution Procedure [OPEN ACCESS SUPPORTING DOCUMENT]

Rae Lamb, chair of the working group which had developed the new policy, provided an introduction to the paper. She highlighted the challenge of implementing a policy that required behavioural change. The Board agreed that sufficient training was required for Cochrane group and Central Executive Team staff and thanked Rae for her offer to be involved in this. The Board also recorded its thanks to Rae and the working Group for their work on the procedure.

The following resolution was approved.

RESOLUTION: The Board approves the new Complaints Resolution Procedure for Cochrane

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo **NO:** None; **ABSTAIN:** None

12.3 Organizational Accountabilities [OPEN ACCESS SUPPORTING DOCUMENT]

The following resolution was approved.

RESOLUTION: The Board approves the new Organizational Accountabilities for Cochrane

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo **NO:** None; **ABSTAIN:** None

12.4 Conflict of Interest policies [RESTRICTED ACCESS SUPPORTING DOCUMENT]

The Board welcomed the report and the commitment Cochrane was making to strengthening its Conflict of Interest policies. They accepted implementation of new policies for Review Groups would be a challenge and requested Karla Soares-Weiser and her team provide as much clarity as possible on the levels and kinds of conflicts allowed. They noted that non-financial interests are difficult to define, but clarity on what should be declared should be provided. They agreed to develop an official statement clarifying next steps.

ACTION: Statement on next steps for Conflict of Interest policies to be developed

The following resolution was approved.

RESOLUTION: The Board approves the recommendations and the implementation plan for the revised conflict of interest policy

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo **NO:** None; **ABSTAIN:** Xavier Bonfill

12.5 Editorial Charter [RESTRICTED ACCESS SUPPORTING DOCUMENT]

The Charter was provided for information only. The Board welcomed the Charter and noted that as it is an editorial policy it required the approval of the Editorial Board and not the Governing Board.

12.6 (i) Spokesperson Policy [VERBAL REPORT]

Mark Wilson said that consultation with Cochrane Groups on revisions to policy was still ongoing and that an updated policy would be presented for approval by the next Colloquium in 2020.

13 Annual General Meeting preparation

The Chair noted the postponement of the AGM due to the cancellation of the Colloquium. Legal advice would be sought on the requirements for re-arranging it.

14 Any Other Business

The Board members discussed the draft wording of the proposed statement on Conflict of Interest next steps but agreed to complete it by email. Further, they approved a statement thanking the Cochrane Chile team and Central Executive teams for their extra-ordinary work in both organizing the Colloquium and the emergency actions required following its cancellation: <https://community.cochrane.org/news/cochrane-santiago-message-cochrane-board>.

15 Closed session (Trustees only)

A record of closed sessions is kept by the Governing Board Co-Chairs.

16 Meeting Closed:

Date of Next Meeting: Manchester, UK, 2020 (30 March-3 April 2020)

---MEETING END---

APPROVED