

Governing Board Meetings (19-20th and 22nd October 2020) OPEN ACCESS

Schedule	Friday 16 October 2020, 12:30 PM — 1:30 PM BST
Venue	GoToMeeting
Description	19th October: 20:30-22:00 BST [Initial Business; and Strategic and Financial planning] 20th October: 20:30-22:00 BST [Separation of development and editorial functions for delivery of Cochrane Reviews] 22nd October: 20:30-21:30 BST [Business items]

The time in your location on 19th and 20th October:

UK/Scotland: 20:30-22:00

Denmark/Spain: 21:30-23:00

New Zealand: 08:30-10:00 (of the following day)

Australia: 06:30-10:00 (of the following day)

Canada: 15:30-17:00

USA: 12:30-14:00

Israel: 22:30-00:00

The time in your location on 22nd October:

UK/Scotland: 20:30-21:30

Denmark/Spain: 21:30-22:30

New Zealand: 08:30-09:30 (of the following day)

Australia: 06:30-07:30 (of the following day)

Canada: 15:30-16:30

USA: 12:30-13:30

Israel: 22:30-23:30

Videoconference to be opened 30 minutes early on all three days for an informal 'coffee round' for those who would like to attend

Notes for Participants

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:

[https://community.cochrane.org/organizational-](https://community.cochrane.org/organizational-info/people/conflict-interest/board)

[info/people/conflict-interest/board](https://community.cochrane.org/organizational-info/people/conflict-interest/board). You 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.

Organiser Veronica Bonfigli



Agenda

DAY 1 - 19 OCTOBER 2020: INITIAL BUSINESS; AND STRATEGIC AND FINANCIAL PLANNING

Informal Coffee round: 20:00-20:30 BST

20:30 BST meeting opens

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

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

2. Approval of the Agenda, including the papers and decisions included in the Consent Agenda
For Decision
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2.1. CONSENT AGENDA:

 Consent Agenda for the Governing Board Oct2020 copy.docx	7
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- 2.1.1. Approval of the Minutes of 1st September Board teleconference [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]
For Decision
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2.1.2. Terms of Reference annual review [CONSENT AGENDA] [OPEN ACCESS SUPPORTING DOCUMENTS]

For Decision


 GB-2020-26 Terms of Reference annual review [OPEN ACCESS SUPPORTING DOCUMENT].pdf 9

2.1.3. 2020 Elections report [CONSENT AGENDA] [OPEN ACCESS SUPPORTING DOCUMENT]


For Information

 GB-2020-27 Elections report [OPEN ACCESS SUPPORTING DOCUMENT].pdf 22

2.1.4. Articles of Association for final approval [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

 GB-2020-28 Articles of Association for Approval [OPEN ACCESS SUPPORTING DOCUMENT] (2).pdf 25

2.1.5. Strategy to 2020: Organizational Targets for 2020 Interim Progress Report [CONSENT AGENDA] [OPEN ACCESS SUPPORTING DOCUMENT]

 GB-2020-29 Strategy to 2020 Targets Interim Progress Report [OPEN ACCESS SUPPORTING DOCUMENT].pdf 51

2.1.6. CEO Report [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

2.1.7. Editor in Chief Report [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

3. Co-Chairs' Report [RESTRICTED ACCESS SUPPORTING DOCUMENT]

4. Understanding organizational financial parameters from 2021 onwards [RESTRICTED ACCESS SUPPORTING DOCUMENT/ PRESENTATION AND GROUP DISCUSSION]

5. Risk Management Report Quarter 2 2020 [RESTRICTED ACCESS SUPPORTING DOCUMENT]
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6. Key themes emerging from consultations on new strategic plan [PRESENTATION AND GROUP DISCUSSION]
For Information
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7. Format and frequency of Board meetings and interactions in 2021 [RESTRICTED ACCESS SUPPORTING DOCUMENT] [GROUP DISCUSSION: TO BE SCHEDULED HERE OR ON 22 OCTOBER DEPENDING ON TIME AVAILABLE]
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BOARD ONLY TIME:

8. Co-Chair remuneration [VERBAL REPORT]
Presented by Marguerite Koster
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21:30 BST meeting closes

DAY 2 - 20 OCTOBER 2020: SEPARATION OF DEVELOPMENT AND EDITORIAL FUNCTIONS FOR DELIVERING COCHRANE REVIEWS

Informal Coffee round: 20:00-20:30 BST

20:30 BST meeting opens

9. Delivering Cochrane Reviews: separation of responsibilities for developmental and editorial functions [RESTRICTED ACCESS SUPPORTING DOCUMENT] [PRESENTATION AND GROUP DISCUSSION]
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21:30 BST meeting closes

DAY 3 -22 OCTOBER: BUSINESS ITEMS

Informal Coffee round: 20:00-20:30 BST

20:30 BST meeting opens

10. Matters Arising not otherwise covered by the Agenda

11. Record of Resolutions voted on by the Board between meetings
For Information

12. GOVERNANCE BUSINESS:

12.1. Governance Meetings proposal [OPEN ACCESS SUPPORTING DOCUMENT]

 GB-2020-32 Cochrane's Governance Meetings, 2021 Manchester
[OPEN ACCESS SUPPORTING DOCUMENT].pdf

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12.2. Matters to report from the Committees and Working Groups [VERBAL UPDATE]

13. CHIEF EXECUTIVE OFFICER-LED BUSINESS [ALSO SEE CONSENT AGENDA SUPPORTING DOCUMENT]:

13.1. Global Evidence Summit (GES), Prague, 2021 [RESTRICTED ACCESS SUPPORTING DOCUMENT]

14. EDITOR IN CHIEF-LED BUSINESS [ALSO SEE CONSENT AGENDA SUPPORTING DOCUMENT]

15. Any Other Business
For Discussion

16. Date of Next Meeting: 9th November Teleconference

21:30 BST meeting closes

Matters arising from previous meeting



Governing Board

Code of Conduct for Trustees

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

1. Introduction

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

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

2. Purpose of the Code

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

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

3. Code of Conduct

3.1 Selflessness

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

3.2 Integrity

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

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

3.3 Objectivity

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

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

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

3.4 Accountability

The Trustees:

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

3.5 Openness

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

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

3.6 Honesty

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

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

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

3.7 Leadership

The Trustees must:

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

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

4. Breaches of the Code

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

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

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

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

Governing Board Charter

Vision & Strategy

Compelling and durable charitable purpose

Cochrane has a compelling and durable charitable purpose for the benefit of the public.

Our vision is a world of improved health where decisions about health and health care are informed by high-quality, relevant and up-to-date synthesized research evidence. Our mission is to promote evidence-informed health decision-making by producing high-quality, relevant, accessible systematic reviews and other synthesised research evidence.

Long-term strategy flowing from the charitable purpose

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

Board Leadership

Board commitment to focus on impact

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

The right 'tone at the top'

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

Suitable structures and expertise

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

¹ Refer to the Code of Conduct for Trustees

² Refer to the Board Skills Matrix

Value Drivers & Stakeholder Engagement

Developing a supportive organisational culture

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

Active engagement with, stakeholders

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

Fair remuneration aligned with purpose and values

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

Commitment to a sound financial approach

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

Innovation & Risk Management

Focus on innovation of benefit to society

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

Effective risk management system

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

Attention to the importance of the 'licence to operate'

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

Board Performance

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

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

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

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

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

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

Fostering resilience to crisis situations

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



What is a "Consent Agenda" and how will it make our meetings go faster?

At every Board meeting, at least a few items come to the agenda that do not need any discussion or debate either because they are routine procedures or are already unanimous consent. A consent agenda allows the Board to approve all these items together without discussion or individual motions. Depending upon the meeting, this can free up anywhere from a few minutes to a half hour for more substantial discussion.

What belongs on the Consent Agenda?

Typical consent agenda items are routine, procedural decisions, and decisions that are likely to be noncontroversial. Examples include:

- Approval of the minutes;
- Final approval of proposals or reports that the Board has been dealing with for some time and all members are familiar with the implications;
- Routine matters such as appointments to committees;
- Reports provided for information only;
- Correspondence requiring no action.

How are items on a Consent Agenda handled?

A consent agenda can only work if the reports and other matters for the meeting agenda are known in advance and distributed with agenda package in sufficient time to be read by all members prior to the meeting. The procedure is as follows:

1. When preparing the meeting agenda, the Co-Chairs determine whether an item belongs on the consent agenda.
2. The consent agenda and supporting documents are included in the Board's agenda pack in sufficient time to be read by all members prior to the meeting.
3. At the beginning of the meeting, the meeting Chair asks members if there are items they wish to be removed from the consent agenda and discussed individually.
4. If any member requests that an item be removed from the consent agenda, it must be removed. Members may request that an item be removed for any reason. They may wish, for example, to discuss or query the item.
5. Once it has been removed, the Chair can decide whether to take up the matter immediately or place it on the regular meeting agenda.
6. When there are no more items to be removed, the Chair reads out the numbers of the remaining consent items. Then the Chair states: "If there is no objection, these items will be adopted." After pausing for any objections, the Chair states "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands.
7. When preparing the minutes, the Secretary will include the full text of the resolutions, reports or recommendations that were adopted as part of the consent agenda.

[Open]

Lucie Binder

Head of Governance & Strategy

8 October 2020

Adapted from: https://www.wwcc.edu/CMS/fileadmin/PDF/Learning_Center/Consent_Agenda_FAQ.pdf



Governing Board Paper: Decision & Discussion items

Title:	Board sub-committees Terms of Reference
Paper Number:	GB-2020-26 [CONSENT AGENDA]
From:	Lucie Binder, Head of Governance and Strategy
People Involved in the developing the paper:	Chairs of the Board sub-committees
Date:	October 2020. For Consideration at October 2020 Board meeting
For your:	Approval
Access:	OPEN

Executive summary

The Terms of Reference of the Board sub-committees are reviewed on an annual basis. The updated terms of reference are presented at the Board meeting for its consideration and approval.

Recommendations

We recommend the Governing Board approves the updated Terms of Reference for its sub-committees.

- a) **The Board approves the updated Terms of Reference of the Board sub-committees**



Board Sub-Committee and Working Group

Terms of Reference

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

Working Group	COLLOQUIA, MEETINGS AND EVENTS WORKING GROUP	
Purpose	The Colloquia and Events Working Group is responsible for investigating and making recommendations to the Governing Board on strategic issues associated with Cochrane Colloquia, business and regional meetings and other Cochrane events. This Group will address their work particularly in response to the COVID-19' global pandemic during 2020 when all in-person organizational events were cancelled.	
Membership	Trustees: <ul style="list-style-type: none"> • Catherine Marshall (Co-Chair) • Jordi Pardo • Sally Green • Tamara Kredon 	Community members: <ul style="list-style-type: none"> • Robert Dellavalle • Adrienne Stevens • Maureen Smith • Stefano Negrini • Jan Clarkson Central Executive Team: <ul style="list-style-type: none"> • Chris Champion • Jo Anthony (Co-Chair) • Casey Early • Sabrina Khamissa • Veronica Bonfigli
Remit	<p>The remit of the Working Group is to:</p> <ol style="list-style-type: none"> 1. Review the impact and outcome of recommendations made in the 2015 Cochrane Events Review; 2. Consider whether further action is required to assess strategic risks and opportunities – including financial/health and safety/environmental - associated with holding Colloquia and other events in locations around the world, and in response to the impact of the COVID19 pandemic; 3. By its meeting in Manchester in March 2021, provide the Governing Board with a report with key learning and recommendations to inform a future event strategy for Governance Meetings 2022, Colloquia 2023 and beyond. <p>Strategic issues to be considered:</p>	

1. Purpose of Cochrane events (aligned with the development of Cochrane's new organizational Framework.)

- What is Cochrane seeking to achieve by holding Colloquia and other events? Who are the key audiences Cochrane wishes to reach with which event?
- If Cochrane wishes to invest in promoting its activities around the globe, what are the best ways and platforms to do this, as in-person and virtual events?
- Is having solely Cochrane branded events the best solution – or would working more closely and regularly with partner organizations promote a stronger platform for Cochrane to build its strategic goals in the areas of:
 - building membership, skills and capacity especially in under-represented global regions;
 - expanding knowledge translation activities;
 - advocacy for evidence-based healthcare;
 - building partnerships;
 - increasing the Cochrane's global profile;
 - Strengthening Cochrane's commitment to inclusion and diversity?
- How does Cochrane uphold and promote its Principles of Collaboration when holding events?

2. Financial

- Is Cochrane getting value for money for its investment in colloquia and other meetings?
- Should all colloquia be expected to operate at a surplus each year – or over a sequence of years?
- Should colloquia in LMICs be expected to achieve a surplus?
- Is it possible to seek financial support for global and regional events from other sources/ partners?
- Are there better ways Cochrane payments for colloquia attendees could be structured to enhance the viability of colloquia and other meetings?
- Is the human capital required to organize colloquia and other meetings a worthwhile investment?
- Are there other Cochrane activities that should be supported that would give a better outcome for Cochrane's investment?

3. Diversity and Inclusion

- How does Cochrane's future events strategy support the organization's commitment to our Principles and reflect our Goal 4 of being 'global and diverse'?
- How can events assist Cochrane to increase involvement from LMICs?
- Does Cochrane have the infrastructure and processes to deliver existing events – or new event formats – in-person and virtually?
- What options can Cochrane consider for meeting virtually and how can Cochrane support regional Groups hosting these types of events?

4. Health and safety /Environmental impact

- How does Cochrane address its health and safety responsibilities when holding events?
- How does Cochrane address its environmental responsibilities when holding events?
- How has COVID-19 impacted the way we view Cochrane events in the future? What have we learnt, and how can we support a sustainable organizational 'events' strategy?

	<p>To inform our discussion we will:</p> <ul style="list-style-type: none"> • not ‘re-invent the wheel’ – but will build on work that has been undertaken previously; • review financial outturns and attendance numbers for several recent Colloquia; • talk to the people who know most about these issues including: <ul style="list-style-type: none"> ○ liaising with the Council; ○ interviewing and /or surveying Cochrane colleagues who have hosted colloquia: (Adrienne Stevens from Toronto’s Local Organizing Committee, Operations Director from Cochrane Canada will join the Working Group); ○ the CET team members; ○ Cochrane partners. e.g. WHO/ GES 2 Organizing partners; ○ Cochrane colleagues and contributors from regions/ countries where English is not the first language.
Quorum	Quorum will be a minimum of 4 members.
Meetings	<ul style="list-style-type: none"> • The Cochrane Events Working Group will meet monthly from July 2020, or as required, and it is expected to submit its findings and recommendations to the Governing Board in Manchester, March 2021. • All meetings will be by teleconference. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Working Group to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be agreed by consensus. In the unlikely event that consensus is not possible, the decision will be voted on by a simple majority of those present. In the case of equality, the Co-Chairs will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Working Group are appointed by the Board. • The Working Group shall consist of not less than two Trustees appointed by the Board in addition to the Co-Chairs. • At least one of the Co-Chairs will be a member of the Governing Board. • The Working Group may co-opt ex-officio members who in the opinion of the Working Group will bring additional relevant skills to the Working Group, but appointed members shall always form the majority. • The Working Group, through its Co-Chairs, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • If the Working Group operates for more than 12 months, the Co-Chairs will conduct an informal review of the effectiveness of the Working Group on an annual basis with the support of the Governance Committee and the Committee’s Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board.

	<ul style="list-style-type: none"> • If the Working Group operates for more than 12 months, the Working Group will provide an annual workplan and report to the Governing Board so as to provide clarity and assurance over anticipated future activities and performance against activities undertaken. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings.
Secretary	<ul style="list-style-type: none"> • Veronica Bonfigli, Governance Officer, will provide secretariat services to the Working Group, including the taking of minutes, record of attendance and distribution of papers. Sabrina Khamissa, Cochrane's Event Support Officer, will be responsible for the coordination of the WG's activities. • Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Working Group for approval, and if requested, made available to the full Governing Board.
Review	Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	24 July 2019
Last updated	25 June 2020
Governing Board approved	



Governing Board Sub-Committee

Terms of Reference

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

Sub-Committee	FINANCE, AUDIT AND INVESTMENT COMMITTEE	
Purpose	<p>Financial governance is a responsibility of the Board of Trustees ("the Board"). The overall purpose of this Committee is to assist the Board in its duty to oversee the Charity's financial affairs.</p> <p>The Committee will also act as an Audit Committee and an Investment Committee. It will be made clear when the Committee is acting in one of these capacities.</p>	
Membership	<ul style="list-style-type: none"> • Karen Kelly (Treasurer and Committee Chair) • Tracey Howe (Board Co-Chair) • Nicky Cullum • Sally Green • Mark Wilson, CEO (non-voting) • Casey Early, Head of Finance (non-voting) 	<ul style="list-style-type: none"> • Appointed June 2020 • Appointed September 2017 • Appointed September 2018 • Appointed February 2019
Remit	<p>The remit of the Finance, Audit and Investment Committee covers three principal areas:</p> <p>1. Financial oversight:</p> <ul style="list-style-type: none"> • Review the detailed draft of the annual financial plan and budget, which includes scenario planning for future years, and make recommendations to the Board. • Regularly review performance against the Charity's Plan and Budget. • Take responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short and long-term viability. • Monitor and recommend changes, where appropriate, to the Board regarding the Reserves Policy. • Maintain oversight of any budget lines relating to Governance costs. • Agree and review any new or revised financial policies before presenting to the Board for final approval. 	

	<p>2. Investment oversight:</p> <ul style="list-style-type: none"> • Agree and review the Charity's Investment Policy, including the Charity's stance on ethical investments. • Review the performance of the Charity's portfolio of investments. • Consider changes to investment strategy and make appropriate recommendations to the Board. • Review the performance of the Charity's Investment Managers and to meet them formally at least once a year. • Report to the Board of Trustees. <p>3. Audit oversight:</p> <ul style="list-style-type: none"> • Monitor and review the annual audit process. • Recommend to the Board of Trustees appropriate actions following any management letter recommendations. • Review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years. • Report to the Board of Trustees.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Committee will not meet less than three times a year and additionally as may be necessary. The Chief Executive Officer and Head of Finance are active non-voting participants in meetings and will normally be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Committee Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Committee Chair will normally be the Honorary Treasurer (also referred to as Treasurer) of the Charity. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Governance Committee and the Sub-Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board.

	<ul style="list-style-type: none"> An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	<ul style="list-style-type: none"> The Head of Finance will ensure that secretariat services are provided to the Sub-Committee, including the taking of minutes, record of attendance and distribution of papers. Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting, and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	April 2017 Finance, Audit and Investment Committee
Last updated	5 June 2018 Finance, Audit and Investment Committee and Governance Committee
Governing Board approved	Approved 13 June 2018 – Board teleconference



Governing Board Sub-Committee

Terms of Reference

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

Sub-Committee	GOVERNANCE COMMITTEE	
Purpose	The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Governing Board.	
Membership	<ul style="list-style-type: none"> Tracey Howe (Chair and Board Chair) Catherine Marshall (Board Co-Chair) Karsten Juhl Jorgensen Karen Kelly (Treasurer) Jordi Pardo Pardo Lucie Binder, Head of Governance and Strategy (non-voting) Veronica Bonfigli, Governance Officer (non-voting) 	<ul style="list-style-type: none"> Appointed September 2017 Appointed September 2017 Appointed February 2019 Appointed February 2019 Appointed May 2020 Appointed February 2019
Remit	<p>The remit of the Governance Committee covers four principal areas:</p> <p>1. Board Role and Responsibilities</p> <ul style="list-style-type: none"> Leads the Board in regularly reviewing and updating its roles and areas of responsibility, and what is expected of individual members, to ensure that all members are clear about the charity's aims and that these can be delivered effectively and sustainably. Ensures the Board continues to adhere to good governance practices as set out in the UK's Charity Governance Code: https://www.charitygovernancecode.org/en. Maintains and updates the Board Charter, Code of Conduct and Skills Matrix. <p>2. Board Composition and Leadership</p> <ul style="list-style-type: none"> Leads in assessing current and anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, 	

	<p>influence, and access to resources required in order that the Board can provide strategic leadership in line with the charity's aims and values.</p> <ul style="list-style-type: none"> • Develops a profile of the Board as it should evolve over time and ensures that the Board's approach to diversity supports its effectiveness, leadership and decision-making. • Takes the lead in succession planning, taking steps to recruit and prepare future Board members. • Identifies potential Board member candidates and explores their interest and availability for Board service in consultation with the External Member Nomination Committee where required. <p>3. Board Knowledge and Skills</p> <ul style="list-style-type: none"> • Designs and oversees a process of Board orientation. • Designs and implements an ongoing program of Board information and education. <p>4. Board Effectiveness</p> <ul style="list-style-type: none"> • Initiates periodic assessment of the Board's performance. Proposes, as appropriate, changes in Board structure and operations (including the number and scope of its Sub-Committees). • Provides ongoing counsel to the Board on steps they might take to enhance Board effectiveness so that the Board has the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions. • Regularly reviews the Board's practices regarding member participation, conflict of interest, etc., and suggests improvements as needed. • Periodically reviews and updates the Board's policy guidelines and practices. • Supports a Board culture that is transparent and accountable.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Governance Committee will typically meet quarterly. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Chair will normally be the Chair of the Board. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority.

	<ul style="list-style-type: none"> • The Sub-Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Sub-Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board. • The Committee will provide an annual workplan and report to the Governing Board so as to provide clarity and assurance over anticipated future activities and performance against activities undertaken. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	<ul style="list-style-type: none"> • The Head of Governance and Strategy with the support of the Governance Officer will ensure that secretariat services are provided to the Sub-Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	15 February 2018 Governance Committee
Last updated	May 2020
Governing Board approved	Approved 22 March 2018 - Lisbon



Governing Board Sub-Committee

Terms of Reference

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

Committee	NOMINATING COMMITTEE	
Purpose	The Nominating Committee is responsible for recruiting candidates for appointment to the Board who meet the skills and representation criteria set out by the Board at any given point.	
Membership	<ul style="list-style-type: none"> • Catherine Marshall (Chair) • Sally Green • Xavier Bonfill • Lucie Binder, Head of Governance and Strategy (non-voting) 	<ul style="list-style-type: none"> • Appointed September 2017 • Appointed February 2019 • Appointed February 2019
Remit	The remit of the Nominating Committee is to: <ul style="list-style-type: none"> • Help to identify potential candidates for current or upcoming vacancies (appointed members) in collaboration with the Governance Committee and Human Resources team; • Screen and interview candidates for appointment to the Board; • Recommend them to the Board as official nominees. 	
Quorum	Quorum will be a minimum of two members.	
Meetings	<ul style="list-style-type: none"> • The Committee meet when a vacancy arises. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote. 	

Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than one Trustee appointed by the Board in addition to the Chair. • The Chair will normally be the Chair of the Board. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Sub-Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	Lucie Binder, Head of Governance and Strategy and Company Secretary.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	February 2020
Last updated	May 2020
Governing Board approved	



Governing Board Paper: Decision & Discussion items

Title:	Governing Board Elections: August 2020 Report
Previous papers submitted on this topic:	Governing Board Elections: December 2018 Report
Paper Number:	GB-2020-27 [CONSENT AGENDA]
From:	Lucie Binder, Head of Governance & Strategy
People Involved in the developing the paper:	Veronica Bonfigli, Governance Officer
Date:	October 2020. For Consideration at the October Board meeting
For your:	Information.
Access:	OPEN

Executive summary

An election was held for two new Board members in August 2020, as the terms of Jan Clarkson and Tracey Howe were coming to an end. Jan Clarkson decided not to stand for re-election, and Tracey Howe moved to an appointed member position upon her appointment as Co-Chair.

This paper presents a summary of the process and results of the August 2020 election for the Board's information.

Background and context

One of the two places was specifically designated for an individual from a Lower- and-Middle-Income Country or Territory (LMIC) as per the Board's decision at the April 2019 Board meeting in Krakow, Poland. This election was conducted in accordance with the [Board electoral and appointment procedure](#) with the following timeline:

Thursday 2 July	Call for nominations opens
Friday 31 July	Deadline for nominations
Wednesday 5 August	Candidate Statements posted
Monday 10 August	Voting opens
Friday 21 August	Voting closes (12:00 pm GMT)
Monday 24 August	All results announced

At the request of the Co-Chairs, the option of running the election with an external provider was explored. However, due to concerns around GDPR compliance it was agreed that the election should be run internally as normal via elections.cochrane.org.

[OPEN ACCESS]

For this election, the Governance Committee had identified the following key areas of experience as the priorities for prospective Board members, in order to complement the skills and experience of current Board members:

- Knowledge translation or science/health communication
- Evidence-informed policy making
- Legal experience
- Advocacy
- Open Access to research output

The call for nominations was sent to all targeted Cochrane Members (those who had (a) accepted the Terms and Conditions of Membership and (b) had 'opted-in' to receiving communications from Cochrane) on 2nd July 2020. Candidates had to be a Cochrane Member as of 21 July 2020 to be eligible to stand in this election.

10 candidates submitted nominations, nine of whom were from LMICs.

Over the course of the election:

- Three all-Member emails from the official Cochrane account (elections.cochrane.org) were sent, copied to the Cochrane Community website; and for the announcement and results emails, also to Cochrane.org;
- At the request of Cochrane Iberoamérica, an email to promote the elections to Spanish-speaking audiences was translated into Spanish by the Iberoamérica team and had been sent to 667 members.
- Regular social media reminders to support the Community News posts were posted.
- Regular reminders via the Review & Methods and Centres & Fields Digests were posted.

In addition, with the reminder to vote that was sent out to all members on 19th August 2020, candidates' answers to the question "*What do you think would make you an effective member of the Governing Board*" were published as a stand-alone new item. The aim was to provide voters with a shorter summary of the Candidate Statements given the high number of candidates standing and the extensive amount of material available to review.

Anyone who was eligible for membership would be prompted to activate their membership when logging onto the election website. 113 people did activate their membership during 5-21 August 2020. To give a comparison, the numbers for the same dates in July and September were 93 and 57 respectively, so more people have activated their membership in the election period than in other months.

Summary of results

Election	August 2020	Nov-Dec 2018	July 2018	July 2017
Number of candidates	10	18 (eligible)	5	4
No. of places on the Board	2	4	1	2
Number of individual voters	679	1,237	456	298
Voter profile	Members only	Members only	Members only	Archie contacts

CANDIDATE	VOTES	
DELLAVALLE, Robert	189	
EKE, Ahizechukwu	180	
FRANCO, Juan	194	ELECTED
GHANI, Fazal	14	
KREDO, Tamara	309	ELECTED

[OPEN ACCESS]

LIU, Jianping	99	
RASHIDIAN, Arash	98	
SIDHU, Sandeep	23	
SNIDVONGS, Kornkiat	28	
SUDARSANAM, Thambu	33	
<u>TOTAL VOTES:</u>	1,167	679 (voters)

Issues

The only issues raised by Cochrane members with the Elections Officer via the elections@cochrane.org mailbox concerned:

- small edits to the statements;
- checks on the candidates' eligibility as citizen or resident of an LMIC country;
- internal checks of the Cochrane membership' validity of each candidate and its nominators.

Technical Issue:

Of the 126 people who attempted to accept their membership during the voting period, six individuals experienced an intermittent technical error. Two of these people voted in the election after their membership was eventually activated. The problem was reported to our external contact management system suppliers (redk) when it first occurred, and a fix was only identified after the election results were announced. It did not affect the outcome of the election.

This is the first time such an issue has occurred. The Central Executive Team is now leading the process of migrating members' data to a new contact management system. This will be complete by the next election and any future issues that arise during election period will be flagged as very urgent to ensure a quick fix from our suppliers.

Next steps

The next election for Board members is scheduled for 2021, when four places will become available for election or re-election. The Governance Committee should consider the skillsets and/or demographic of candidates the Board is seeking; and any changes required to the electoral procedure.



Governing Board Paper: Decision & Discussion items

Title:	Articles of Association for final approval
Previous papers submitted on this topic:	27 th February 2020 Board teleconference
Paper Number:	GB-2020-28 [CONSENT AGENDA] Appendix 1: Overview of changes Appendix 2: Proposed new Articles of Association
From:	Lucie Binder, Head of Governance & Strategy
People Involved in the developing the paper:	Governance Committee
Date:	12th October 2020 For Consideration at October 2020 Board teleconferences
For your:	Decision [Consent Agenda]
Access:	Open

Executive summary

At its teleconference on 27th February 2020, the Board approved the proposed changes to Cochrane's Articles of Association (GBMIN-2020-8):

RESOLUTION: The Board approves the proposed changes to Cochrane's Articles of Association in principle.

YES: Martin Burton, Jan Clarkson, Nicky Cullum, Sally Green, Tracey Howe, Marguerite Koster, Catherine Marshall, Jordi Pardo Pardo NO: None; ABSTAIN: None

The plan had been to hold a general meeting of Cochrane members at the Governance Meetings in Manchester, in April 2020, to seek approval of the new Articles. However, this meeting was cancelled due to the COVID-19 pandemic.

As a result of the delay to approval, it was agreed with Cochrane's legal counsel Harbottle & Lewis - who have drafted the changes to the Articles - that we would use the additional time to make one more change: to clause 30 DISTRIBUTION OF ASSETS ON WINDING-UP. A change to the winding up clause, which details what happens if the charity closes, requires the approval of the Charity Commission in the UK. The change that has been made is minor but brings the winding up procedure for Cochrane in line with best practice for UK charities. It has been approved by the UK Charity Commission pending approval by Cochrane members.

The Board is now asked to note the additional change and approve this final draft of the Articles for Cochrane members' approval at the Annual General Meeting, which is planned for 9 December 2020. The UK Charity Commission will allow a fully online (virtual) AGM this year due to the limitations placed on meeting in person in the UK during the COVID-19 pandemic.

[OPEN ACCESS]

Recommendations

The Board is asked to note the additional change to the proposed Articles of Association from the version approved at its meeting on 27 February 2020; and approve this final draft for Cochrane members' approval at the Annual General Meeting, which is planned for 9 December 2020.

Next steps

The Articles of Association will be put for Cochrane members' approval, alongside an explanation of the changes made, at the Annual General Meeting planned for 9 December 2020.

To: Members of The Cochrane Collaboration (“**Cochrane**”)

It is intended that the amended articles of association (the “**New Articles**”) be adopted at the forthcoming annual general meeting (“**AGM**”) of Cochrane members to be held at [•] on [•] at [•].

An overview of the key proposed amendments to Cochrane’s current articles of association (“**Current Articles**”) is set out below. A mark-up of the Current Articles reflecting this amendments is attached for reference.

Please read the New Articles and this document in detail. If any member has any questions regarding the proposed amendments, please contact Lucie Binder.

1. Annual General Meetings

Given the geographical spread of Cochrane’s membership and consequent logistical challenges with respect to organising physical meetings of the membership, it was thought desirable to facilitate the holding of so-called ‘hybrid’ general meetings. These include elements of a physical meeting in one location, together with electronic access (such as telephone participation) to that meeting.

Cochrane’s general meetings already contain hybrid elements, for example members’ ability to cast votes ahead of the meeting, but it was deemed necessary to clarify the provisions relating to general meetings. The majority of these amendments can be found in article 6 of the New Articles

As part of this, whilst it remains the intention to hold an AGM in each calendar year, it is also proposed to allow for the flexibility to instead hold an AGM at least every two years.

2. Governing Board

The existing provisions regarding the appointment of both appointed and elected members of the Governing Board were not sufficiently clear and so these have been clarified.

In particular, it has been clarified that elections of elected members of the Governing Board need only be held in years in which the terms of elected members (which are three year terms unless otherwise specified) have come to an end, instead of each calendar year.

The majority of the relevant amendments are included in article 15 of the New Articles.

3. Conflicts of interest

The Current Articles do not contain any express provisions regarding conflicts of interests at the Governing Board level and it was thought advisable to include customary provisions. These have been inserted as new article 19 in the New Articles.

4. Miscellaneous

In addition to the above amendments, a number of typos and ambiguous or outdated provisions have been corrected and clarified.

Articles of Association of The Cochrane Collaboration

The Companies Act 2006

Company Limited by Guarantee And Not Having A Share Capital

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Company No: 3044323

The Companies Act 1985 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

THE COCHRANE COLLABORATION

(Adopted by special resolution dated [•])

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1. INTERPRETATION

1.1 In the Articles

“Act”	means the Companies Act 2006;
“Appointed Member”	means a Member of the Governing Board appointed by the Governing Board in accordance with Article 15.2.1;
“Articles”	means these Articles of Association of the Charity;
“authenticated”	means (subject to section 1146 of the Act) authenticated in such manner as the Governing Board may in its absolute discretion determine;
“Chair” and “Co-Chair”	means the Member or Members of the Governing Board appointed as chair or co-chair of the Governing Board in accordance with Article 18.1;
“chair of the meeting”	means the person appointed to chair a general meeting of the Charity or a meeting of the Governing Board in accordance with Article 10 or 20.5;
“Charities Act”	means the Charities Act 2011;
“Charity”	means the company intended to be regulated by the Articles;
“clear days”	in relation to notice given under the Articles, means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Commission”	means the Charity Commission for England & Wales or any body which replaces it;
“Elected Member”	means a Member of the Governing Board elected by the members of the Charity in accordance with Article 15.1;
“electronic form” and “electronic means”	have the meaning given to those terms in section 1168 of the Act;
“Governing Board”	means the board of directors and the board of trustees of the Charity from time to time;
“Hybrid Meeting”	has the meaning given in Article 6.3;
“member”	means a member from time to time and “membership” shall be construed accordingly;
“Member of the Governing Board”	means any member of the Governing Board appointed or elected from time to time in accordance with these Articles;

“member’s representative”	means any duly authorised representative of any member which is an organisation, such authorisation evidenced to the Governing Board as it sees fit;
“Objects”	has the meaning given in Article 2.1;
“office”	means the registered office of the Charity;
“Physical Meeting”	has the meaning given in Article 6.3;
“secretary”	means the secretary of the Charity (if it has one) or any other person appointed to perform the duties of the secretary of the Charity;
“United Kingdom”	means Great Britain and Northern Ireland; and
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether or not sent or supplied in electronic form.

- 1.2 The Articles are to be interpreted without reference to the model articles under the Act, which do not apply to the Charity.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Subject as aforesaid and excluding for these purposes only any statutory modification not in force when these Articles become binding on the Charity, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 1.7 Apart from the exception mentioned in the previous Article, a reference to an Act of Parliament includes any subordinate legislation from time to time made under it and, further, any statutory modification or re-enactment of it for the time being in force.
2. **OBJECTS AND POWERS**
 - 2.1 The Charity’s objects (the “Objects”) are the protection and preservation of public health through the preparation, maintenance and promotion of the accessibility of systematic reviews of the effects of health care or any other charitable activities, for the public benefit.
 - 2.2 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 2.2.1 to draw, make, accept, endorse, discount, execute and issue promissory notices, bills, cheques and other instruments, and to operate bank, building society or other accounts in the name of the Charity;

- 2.2.2 to raise funds and to invite and receive contributions by way of donation, sponsorship, grant, loan, subscription or otherwise provided that in raising funds the Charity shall not undertake any permanent trading activities and shall conform to any relevant statutory regulations;
- 2.2.3 (subject to such consents as may be required by law) to borrow any moneys required for the purposes of the Charity upon such terms and such securities as may be determined;
- 2.2.4 to acquire, alter, improve, construct and repair buildings on, and (subject to such consents as may be required by law) to charge, lease, exchange, license or otherwise dispose of property;
- 2.2.5 to apply for, purchase or otherwise acquire any intellectual property rights, licences or know-how which may seem capable of being used for any of the purposes of the Charity or the acquisition of which may seem calculated directly or indirectly to benefit the Charity, and to use, exercise, develop, license or otherwise turn to account the property, rights or information so acquired;
- 2.2.6 to invest the moneys of the Charity not immediately required for its purposes in such manner as may be thought fit, and to permit any investments to be held in the name of a nominee for the Charity, and to pay any such nominee reasonable and proper remuneration for acting as such;
- 2.2.7 to employ such staff, who (subject to Article 3 below) shall not be Members of the Governing Board, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- 2.2.8 to pay out of the funds of the Charity the cost of any premium in respect of insurance or indemnities to cover the liability of the Governing Board (or any individual Member of the Governing Board) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Governing Board (or any individual Member of the Governing Board);
- 2.2.9 to establish or support directly or indirectly any charitable trusts, associations, corporations, universities or other institutions formed or operated in whole or in part for all or any of the Objects;
- 2.2.10 to co-operate with other charities, voluntary bodies, National Health Service Trusts, universities and health and other statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them and seek to influence public opinion and make representations to, and seek to influence, governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- 2.2.11 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation of the Charity; and
- 2.2.12 to do all such other lawful things as are necessary for the achievement of the Objects or conducive or incidental to doing so.

- 2.3 Article 2.1 may be amended by special resolution but only with the prior written consent of the Commission.

3. RESTRICTIONS ON PAYMENTS

- 3.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Member of the Governing Board shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in this document shall prevent any payments in good faith by the Charity:

- 3.1.1 of reasonable and proper remuneration to the Chair or Co-Chair of the Charity for their services to the Charity provided that:

- (a) no more than two Members of the Governing Board can be so remunerated at any time;
- (b) a Member of the Governing Board appointed or proposed to be appointed as a Chair or Co-Chair shall withdraw from any meeting of the Governing Board at which her or his appointment or remuneration or the remuneration arrangements for the Chair or Co-Chair generally are under discussion;
- (c) the maximum amount of remuneration which a Chair or Co-Chair may receive in any financial year of the Charity shall not exceed any limit for the time being in force pursuant to any resolution of the Governing Board or the Charity;
- (d) the maximum amount of remuneration which a Chair or Co-Chair may receive, when taken together with any payment of out-of-pocket expenses under Articles 3.1.8 or 17 shall not exceed:
 - (i) the amount which could be regarded as reasonable payment for the work undertaken by her or him for the Charity; or
 - (ii) if lower, where the Chair or Co-Chair is employed by a third party, the amount of earnings lost by her or him as a result of the work undertaken by her or him for the Charity;

- 3.1.2 of the usual professional charges for business done by any Member of the Governing Board who is a solicitor, accountant, medical practitioner, research scientist or other person engaged in a profession, or by any partner of hers or his, when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of the Members of the Governing Board benefit under this provision and that a Member of the Governing Board shall withdraw from any meeting of the Governing Board at which her or his appointment or remuneration, or that of her or his partner, is under discussion;

- 3.1.3 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Member of the Governing Board;

- 3.1.4 of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 2.2.8;

- 3.1.5 of interest on money lent by any member or Member of the Governing Board at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Governing Board;
- 3.1.6 of fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Governing Board may also be a member holding not more than 1/100th part of the issued capital of that company;
- 3.1.7 of reasonable and proper rent for premises demised or let by any member or Member of the Governing Board; and
- 3.1.8 to any Member of the Governing Board of reasonable out-of-pocket expenses in the context of attendance at meetings of the Governing Board, committees of the Governing Board and general meetings of the Charity the expression "out-of-pocket expenses" may at the discretion of the Governing Board include not only travel and hotel expenses, but also payments up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Governing Board forfeit through attendance at such meetings.

MEMBERSHIP

4. ADMISSION TO MEMBERSHIP

- 4.1 The Charity shall admit to membership an individual or organisation which:
 - 4.1.1 applies to the Charity using the application process from time to time approved by the Governing Board; and
 - 4.1.2 is approved by the Governing Board or in accordance with any rules or by-laws from time to time made under Article 28.
- 4.2 The Governing Board (or any person to whom authority is delegated under rules or by-laws made under Article 28) may in their absolute discretion decline to accept any application for membership and need not give reasons for doing so.
- 4.3 The Governing Board may from time to time prescribe criteria for membership, but the Charity shall not be obliged to accept persons fulfilling those criteria as members.
- 4.4 Membership is not transferable.

5. TERMINATION OF MEMBERSHIP

- 5.1 An individual or organisation ceases to be a member if:
 - 5.1.1 being an individual, she or he dies or, being an organisation, it ceases to exist;
 - 5.1.2 being an individual, she or he is or becomes bankrupt, insolvent, or makes any formal arrangement or composition with her or his creditors generally;
 - 5.1.3 being an organisation, it is or becomes insolvent or makes any formal arrangement or composition with its creditors generally or any formal step is taken for its winding up or for the appointment of an administrator or receiver in relation to the member or its property; or

- 5.1.4 the member gives notice of retirement in writing to the Charity, provided that after such retirement the number of members is not less than two.
- 5.2 The Governing Board may terminate the membership of any member without her or his consent by giving the member written notice if, in the reasonable opinion of the Governing Board, the member:
- 5.2.1 is guilty of conduct which has had or is likely to have a serious adverse effect on the Charity or bring the Charity or any or all of the members or Members of the Governing Board into disrepute;
- 5.2.2 has acted or has threatened to act in a manner which is contrary to the interests of the Charity as a whole; or
- 5.2.3 has failed to observe the terms of the Articles or any rules or by-laws made in accordance with Article 28.
- Following such termination, the member shall be removed from the Charity's register of members.
- 5.3 The notice to the member under Article 5.2 must give the member the opportunity to be heard in writing or, at the absolute discretion of the Governing Board, in person, as to why her or his membership should not be terminated. The Governing Board must consider any representations made by the member and inform the member of their decision following such consideration. There shall be no right to appeal from a decision of the Governing Board to terminate the membership of a member.
- 5.4 A member whose membership is terminated under this Article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Charity any subscription or other sum owed by her or him.

MEETINGS AND VOTING OF MEMBERS

6. HOLDING OF GENERAL MEETINGS

- 6.1 The Charity shall not be required to hold a general meeting in each calendar year and may hold an annual general meeting at any time, provided that any such meeting shall not be held more than two years after the immediately preceding annual general meeting, in addition to any other meetings in that period, and shall specify the meeting as such in the notice calling it. A general meeting shall be held at such time and place (and/or, as applicable, electronic platform) as the Governing Board shall determine.
- 6.2 The Governing Board may call general meetings and, on the requisition of members of the Charity pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the Act.
- 6.3 In this Article 6:
- 6.3.1 a "Physical Meeting" means a general meeting held and conducted by physical attendance by members and/or proxies at a particular place; and
- 6.3.2 a "Hybrid Meeting" means a general meeting held and conducted by both physical attendance by members and/or proxies at a particular place and by members and/or proxies also being able to attend and participate by electronic means without needing to be in physical attendance at that place.

- 6.4 The Governing Board may decide in relation to any general meeting (including an annual general meeting or a postponed or adjourned meeting) whether the general meeting is to be held as a Physical Meeting or as a Hybrid Meeting.
- 6.5 The Governing Board may make such arrangements as it may (subject to the requirements of the Act) decide in connection with the facilities for participation by electronic means in a Hybrid Meeting, and the entitlement of any member or proxy to attend the general meeting, or to participate in it by electronic means, shall be subject to such arrangements. In the case of a Hybrid Meeting, the provisions of the Articles shall be treated as modified to permit any such arrangements and in particular:
- 6.5.1 references in the Articles to attending and being present at the meeting, including in relation to the quorum for the meeting and the right to vote at the meeting, shall be treated as including participating in, and counting in the quorum for, the meeting by electronic means;
 - 6.5.2 a notice of a general meeting which is to be a Hybrid Meeting shall state details of the facilities for attendance and participation by electronic means at the meeting or shall state where such details will be made available by the Charity prior to the meeting;
 - 6.5.3 the meeting shall be treated as having commenced if it has commenced at the physical place specified in the notice of the meeting;
 - 6.5.4 the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities have been made available so that all persons (being entitled to do so) attending the Hybrid Meeting by electronic means, may participate in the business of the meeting, but under no circumstances shall the inability of any one or more members or proxies to access, or continue to access, the facilities for participation in the meeting despite adequate facilities being made available by the Charity, affect the validity of the meeting or any business conducted at the meeting;
 - 6.5.5 all resolutions put to members at a Hybrid Meeting shall be decided on a poll, and the arrangements in relation to the timing of, and voting under, any poll shall be determined by the Governing Board; and
 - 6.5.6 if it appears to the chair of the meeting that the electronic facilities for a Hybrid Meeting have become inadequate for the purpose of holding the meeting then the chair of the meeting may, with or without the consent of the meeting, adjourn the meeting (before or after it has started) and the provisions of Article 11.2 shall apply to any such adjournment.
- 6.6 If, after the sending of notice of a Hybrid Meeting but before the meeting is held (or after the adjournment of a Hybrid Meeting but before the adjourned meeting is held), the Governing Board considers that it is impracticable or unreasonable to hold the meeting at the time specified in the notice of meeting using the electronic facilities stated in the notice of meeting or made available prior to the meeting, it may, without sending a new notice of meeting, change the meeting to a Physical Meeting, or change the electronic facilities (and make details of the new facilities available in the manner stated in the notice of meeting) and/or postpone the time at which the meeting is to be held.
- 6.7 An adjourned general meeting or postponed general meeting may be held as a Physical Meeting or a Hybrid Meeting irrespective of the form of the general meeting which was adjourned or postponed.

7. NOTICE OF GENERAL MEETINGS

- 7.1 A general meeting shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members of the Charity having a right to attend and vote, being a majority together holding not less than 90 per cent. of the total voting rights at the general meeting of all the members of the Charity.
- 7.2 The notice shall specify whether the meeting shall be a Physical Meeting or a Hybrid Meeting, the time and place (and/or if applicable, electronic platform) of the general meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all members of the Charity, to all Members of the Governing Board, and to the auditors.
- 7.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

8. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 8.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 8.2 A person is able to exercise the right to vote at a general meeting when:
- 8.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 8.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the meeting.
- 8.3 The Members of the Governing Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 8.4 In determining attendance at a general meeting, it is immaterial whether any two or more members of the Charity attending it are in the same place as each other.
- 8.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

9. QUORUM AT GENERAL MEETINGS

- 9.1 No business other than the appointment of the chair of the meeting shall be transacted at any meeting unless a quorum is present. One hundred members of the Charity having the right to vote at the meeting and being present in person or by proxy or, being an organisation, present by a member's representative shall constitute a quorum.
- 9.2 If a quorum is not present within half an hour from the time appointed for the general meeting, or if during a general meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Governing Board may determine.

10. CHAIRING GENERAL MEETINGS

- 10.1 The Chair, if any, of the Governing Board or in her or his absence some other Member of the Governing Board nominated by the Governing Board shall preside as chair of the meeting, but if neither the Chair nor such other Member of the Governing Board (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members of the Governing Board present shall elect one of their number to be chair of the meeting and, if there is only one Member of the Governing Board present and willing to act, she or he shall be chair of the meeting.
- 10.2 If no Member of the Governing Board is willing to act as chair of the general meeting, or if no Member of the Governing Board is present within fifteen minutes after the time appointed for holding the general meeting, the members of the Charity present and entitled to vote shall choose one of their number to be chair of the meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 Any Member of the Governing Board shall be entitled to attend and participate in any general meeting.
- 11.2 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the general meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 11.3 Subject to Article 6.5.5, a resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded, and provided that any resolution proposed at any Hybrid Meeting may only be decided on a poll. Subject to the provisions of the Act, a poll may be demanded:
- 11.3.1 by the chair of the meeting;
 - 11.3.2 by at least five members having the right to vote at the meeting and present in person or by proxy or, being an organisation, by a member's representative; or
 - 11.3.3 by members present in person or by proxy or, being an organisation, by a member's representative representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.4 Unless a poll is duly demanded, or otherwise required by these Articles, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 11.5 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 11.6 A poll shall be taken as the chair of the meeting directs and she or he may appoint scrutineers (who need not be members of the Charity) and fix a time and place for declaring the results of

the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 11.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote she or he may have.
- 11.8 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 11.9 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

12. **VOTES OF MEMBERS**

- 12.1 Subject to Article 12.2, every member shall have one vote.
- 12.2 No member shall be entitled to vote at any general meeting:
- 12.2.1 if a notice to expel her or him has been given under Article 5; and
 - 12.2.2 unless all moneys then payable by her or him to the Charity have been paid.
- 12.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.
- 12.4 Votes may be given on a poll or a show of hands either personally or by proxy or by a member's representative.
- 12.5 Subject to the Act, the Governing Board may make whatever arrangements they consider appropriate so that, in respect of a vote on a resolution that is to be decided by way of a poll, the votes may include votes cast in advance.
- 12.6 The notice appointing a proxy shall be in writing and shall be authenticated in such manner as the Governing Board shall determine. A proxy need not be a member.
- 12.7 The notice appointing a proxy and the power of attorney or other authority, if any, under which it is authenticated, or a notarially-certified copy of that power or authority, shall be deposited at the office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) or delivered in electronic form in a manner specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the notice of proxy shall not be treated as valid.
- 12.8 The Charity may require notices appointing a proxy to be delivered in a particular form and may specify different forms for different purposes.

- 12.9 The notice appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.10 A vote given in accordance with the terms of a notice of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was authenticated, provided that no intimation in writing of such revocation shall have been received by the Charity at the office (or other address specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 12.11 A vote given or poll demanded by a member's representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Charity at the office (or other address specified for that purpose in the notice convening the meeting) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (or, in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, the time appointed for taking the poll).
- 12.12 Any organisation which is a member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity. Subject to the Act, the Charity may require such evidence, and/or notice (not exceeding 14 days' notice prior to the date of the meeting), of the appointment as it sees fit.

THE GOVERNING BOARD

13. NUMBER OF MEMBERS OF THE GOVERNING BOARD

- 13.1 The number of Members of the Governing Board shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 13.2 Subject to Article 13.3, a majority of the Members of the Governing Board must be Elected Members.
- 13.3 If the membership of any Elected Member is terminated for any reason, and such termination would result in the Charity being in breach of Article 13.2, then the Charity shall not be so in breach (and no Appointed Member shall be required to resign) if it shall thereafter proceed to make arrangements to appoint a replacement as soon as reasonably practicable and in accordance with Article 15.1.

14. POWERS OF THE GOVERNING BOARD

- 14.1 Subject to the provisions of the Act and the Articles, and to any directions given by special resolution, the business of the Charity shall be managed by the Governing Board which may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Governing Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Governing Board by the Articles, and a meeting of the Governing Board at which a quorum is present may exercise all the powers exercisable by the Governing Board.
- 14.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Governing Board shall have the following powers, namely:
- 14.2.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity

such part of the funds as they may see fit and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

- 14.2.2 to enter into contracts on behalf of the Charity;
- 14.2.3 to exercise all the powers of the Charity to borrow money, and to mortgage or charge all or any part or parts of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party; and
- 14.2.4 to resolve pursuant to Article 2.2.8 to effect indemnity insurance, notwithstanding their interest in such a policy.

15. APPOINTMENT AND RETIREMENT OF MEMBERS OF THE GOVERNING BOARD

15.1 Elected Members of the Governing Board

- 15.1.1 The Governing Board shall make arrangements for the holding of elections in any calendar year in which any of the Elected Members cease to hold office under Article 15.1.4. The Governing Board may, from time to time, specify the maximum number of Elected Members provided that this number shall not be less than six.
- 15.1.2 The arrangements made by the Governing Board shall in particular include arrangements for:
 - (a) the giving of notice of elections and for specifying the closing date for voting;
 - (b) specifying the record date by which a person must be a member to be eligible to vote in the elections, which shall not be more than 60 days prior to the closing date for voting;
 - (c) the nomination of candidates;
 - (d) the term to be served by the candidates if different to the three-year term specified in Article 15.1.4;
 - (e) the provision of information by candidates;
 - (f) the conduct of voting, which shall include provision for any eligibility or constituency representation requirements for any specific Elected Members' position, and further, provision for eligible persons to vote by post or through electronic means; and
 - (g) the timing and form of the announcement of the results of the election and the appointment of the Elected Members.
- 15.1.3 In respect of any election of Elected Members, the eligible persons must be members of the Charity (or a member's representative of a member) at the relevant record date.
- 15.1.4 Elected Members shall hold office for a term of three years, unless a different length of term has been specified in accordance with the arrangements in 15.1.2(d):

- (a) commencing on the date their appointment is announced in accordance with the arrangements made under Article 15.1.2; and
- (b) ending on the date the results of the election held in the third year (or such other date as the Governing Board may determine in accordance with the arrangements in Article 15.1.2(d)) after their election are announced in accordance with the arrangements made under Article 15.1.2, unless, subject to Article 15.3, they are re-appointed at that election.

15.1.5 An Elected Member must be a member.

15.2 Appointment of Directors by Governing Board and at General Meetings

15.2.1 The Governing Board may appoint a person (whether or not a member at the time of appointment, but who shall each become a member at the time of appointment) who is willing to act to be a Member of the Governing Board either to fill a vacancy or as an additional Member of the Governing Board provided that:

- (a) the appointment does not cause the number of Members of the Governing Board to exceed any number (if any) fixed by or in accordance with the Articles as the maximum number of Members of the Governing Board; and
- (b) the appointment does not result in a majority of the Members of the Governing Board being Appointed Members.

15.2.2 In addition, and separate, to the appointment right of the Governing Board set out in Article 15.2.1, the Charity may by ordinary resolution appoint a person who is willing to act to be a Member of the Governing Board either to fill a vacancy or as an additional Member of the Governing Board.

15.3 Other provisions regarding eligibility

15.3.1 No Member of the Governing Board may serve more than eight years (whether as an Elected Member, Appointed Member, a Chair or Co-Chair) unless a period of at least three years has elapsed since the end of their previous term.

15.3.2 No person may be appointed as a Member of the Governing Board:

- (a) unless she or he has attained the age of 18 years;
- (b) in circumstances such that, had she or he already been a Member of the Governing Board, she or he would have been disqualified from acting under the provisions of Article 16.2; or
- (c) if, as a result, Elected Members would not constitute a majority of the Members of the Governing Board.

16. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE GOVERNING BOARD

16.1 The Charity may, in accordance with and subject to the provisions of the Act, by ordinary resolution of which special notice has been given, remove any Member of the Governing Board before the expiration of her or his period of office (notwithstanding anything in the Articles or in any agreement between the Charity and such Member of the Governing Board).

16.2 A Member of the Governing Board shall cease to hold office if she or he:

- 16.2.1 ceases to be a Member of the Governing Board by virtue of any provision in the Act or is disqualified from acting as a Member of the Governing Board by virtue of Section 178 of the Charities Act;
 - 16.2.2 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Member of the Governing Board and may remain so for more than three months;
 - 16.2.3 resigns her or his office by notice to the Charity (but only if at least two Members of the Governing Board will remain in office when the notice of resignation is to take effect);
 - 16.2.4 is absent without the permission of the Governing Board from all their meetings held within a period of six months and the Governing Board resolves that her or his office be vacated or
 - 16.2.5 ceases to be a member.
- 16.3 A Member of the Governing Board shall be deemed to have ceased to hold office from the date of service of any notice under Article 5.2 until the Governing Board has made its decision in accordance with Article 5.3 as to whether that Member of the Governing Board's office is terminated.

17. EXPENSES OF THE MEMBERS OF THE GOVERNING BOARD

The Members of the Governing Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Governing Board or committees of the Governing Board or general meetings or otherwise in connection with the discharge of their duties, but, except to the extent permitted by Article 3, shall otherwise be paid no remuneration as Members of the Governing Board. In the context of attendance at meetings, the expenses to be paid to Members of the Governing Board may at the discretion of the Governing Board include payments up to a reasonable level in support of child care provision, and in the replacement of any salary which Members of the Governing Board forfeit through attendance at such meetings.

18. EXECUTIVE APPOINTMENTS OF THE MEMBERS OF THE GOVERNING BOARD

- 18.1 Subject to the provisions of the Act and to Article 3, the Governing Board may appoint up to two of their number to be Chair or Co-Chair of the Charity (who may be remunerated in accordance with Article 3.1.1) or to any unremunerated executive office under the Charity and may at any time remove her or him from that office. Any such appointment may, subject to the Act and Article 3, be made upon such terms as the Governing Board determines. Any appointment of a Member of the Governing Board to an executive office shall terminate if she or he ceases to be a Member of the Governing Board.
- 18.2 The appointment of a Chair or Co-Chair shall be for a term of two years and, subject to Article 15.3, a Chair or Co-Chair may be reappointed for a further two-year term but thereafter shall not be eligible to be appointed as Chair or Co-Chair.

19. GOVERNING BOARD CONFLICTS OF INTEREST

- 19.1 Except to the extent permitted by Article 3, no Member of the Governing Board shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested

otherwise than as a Member of the Governing Board in any other contract to which the Charity is a party.

- 19.2 A Member of the Governing Board must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Member of the Governing Board must, if so requested by the chair of the meeting, absent herself or himself from any discussions of the Governing Board in which it is possible that a conflict will exist between her or his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 19.3 If a conflict of interest arises for a Member of the Governing Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Members of the Board may authorise such a conflict of interests where the following conditions apply:
- 19.3.1 the conflicted Member of the Governing Board is, if so requested by the chair of the meeting, absent from any part of a meeting at which authorisation of that conflict of interests or loyalties is considered or at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
- 19.3.2 the conflicted Member of the Governing Board does not vote on any such matter and is not counted when considering whether a quorum of Members of the Board is present at the meeting; and
- 19.3.3 the unconflicted Members of the Board consider it is in the interests of the Charity to authorise the conflict of interests or loyalties in the circumstances applying.
- 19.4 In this Article a conflict of interests or loyalties arising because of a duty of loyalty owed to another individual or organisation only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Governing Board or to a connected person.
- 20. PROCEEDINGS OF THE GOVERNING BOARD**
- 20.1 Subject to the provisions of the Articles, the Governing Board may regulate its proceedings as it thinks fit. A Member of the Governing Board may, and the secretary at the request of a Member of the Governing Board shall, call a meeting of the Governing Board.
- 20.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 20.3 The quorum for the transaction of the business of the Governing Board may be fixed by the Governing Board but shall not be less than one third of their number or two Members of the Governing Board, whichever is the greater.
- 20.4 The Governing Board may act notwithstanding any vacancies in the number of Members of the Governing Board, but, if the number is less than the number fixed as the quorum, the continuing Member or Members of the Governing Board may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.5 Unless she or he is unwilling to do so, the Chair or Co-Chair appointed in accordance with Article 18.1 shall preside at every meeting of the Governing Board at which she or he is present for a period of two years from her or his appointment. But if there is no Member of the Governing Board holding that office, or if the Member of the Governing Board holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the

Members of the Governing Board present may appoint one of their number to be chair of the meeting.

- 20.6 The Governing Board may appoint one or more committees of the Governing Board consisting of three or more Members of the Governing Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Governing Board would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Governing Board. Persons who are not Members of the Governing Board may be invited to participate in committees in accordance with the role and remit of the relevant committee as determined by the Governing Board.
- 20.7 Any Member of the Governing Board or member of any committee of the Governing Board may participate in a meeting of the Governing Board or such committee by means of conference telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if she or he wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Member of the Governing Board or member of any committee of the Governing Board so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair of the meeting is for that meeting.
- 20.8 All acts done by a meeting of the Governing Board, or of a committee of the Governing Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of the Governing Board or that any Member of the Governing Board was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of the Governing Board and had been entitled to vote.
- 20.9 A resolution in writing or in electronic form, authenticated by all the Members of the Governing Board entitled to receive notice of a meeting of the Governing Board or of a committee of the Governing Board, shall be as valid and effective as if it had been passed at a meeting of the Governing Board or (as the case may be) a committee of the Governing Board duly convened and held. Such a resolution may consist of several documents (whether in electronic form or not) containing the same text, each authenticated by one or more of the Members of the Governing Board.
- 20.10 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Governing Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Members of the Governing Board or their duly appointed representatives.

SECRETARY AND ADMINISTRATIVE MATTERS

21. SECRETARY

Subject to the provisions of the Act, the Governing Board may appoint a secretary who shall be appointed by the Governing Board for such term, at such remuneration (if not a Member of the Governing Board) and upon such conditions as the Governing Board may think fit, and any secretary so appointed may be removed by the Governing Board.

22. MINUTES

- 22.1 The Governing Board shall keep minutes in writing:

22.1.1 of all appointments of officers made by the Governing Board; and

22.1.2 of all proceedings at meetings of the Charity and of the Governing Board and of committees of the Governing Board including the names of the Members of the Governing Board present at each such meeting.

23. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part 15 of the Act.

24. ANNUAL REPORT

The Governing Board shall comply with its obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commission.

25. ANNUAL RETURN

The Governing Board shall comply with its obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commission.

26. NOTICES

26.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Governing Board need not be in writing.

26.2 The Charity can send, deliver or serve any notice or other document, including a share certificate, to or on a member:

26.2.1 personally;

26.2.2 by sending it through the postal system addressed to the member at his registered address or by leaving it at that address addressed to the member;

26.2.3 by sending or supplying it in electronic form to an address notified by the member to the Charity for that purpose;

26.2.4 subject to the Act, by making it available on a website and notifying the member of its availability in accordance with this Article; and

26.2.5 by any other means authorised in writing by the member.

26.3 Other than in accordance with Articles 26.2.3 to 26.2.4, there is no requirement on the Charity to serve notice on a member who has a registered address outside the United Kingdom. Where a member has a registered address outside the United Kingdom but has notified the Charity of an address within the United Kingdom at which notices, documents or other information may be given to her or him or has given to the Charity an address for the purposes of communications by electronic means at which notices, documents or other information may be served, sent or supplied to her or him, she or he shall be entitled to have notices served, sent or supplied to her or him at such address or, where applicable, the Charity may make them available on a website and notify the holder of that address. Otherwise no such member shall be entitled to receive any notice, document or other information from the Charity.

26.4 Any notice, document or other information, addressed to a member at his registered address or address for service in the United Kingdom shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post

(or, where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.

- 26.5 Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 26.6 Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Charity. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
- 26.7 Any notice, document or other information served, sent or supplied by the Charity by any other means authorised in writing by the member concerned shall be deemed to have been received when the Charity has carried out the action it has been authorised to take for that purpose.
- 26.8 If on three consecutive occasions any notice, document or other information has been sent to any member at his registered address or his address for the service of notices (by electronic means or otherwise) but has been returned undelivered, such member shall not be entitled to receive notices, documents or other information from the Charity until he shall have communicated with the Charity and supplied in writing a new registered address or address within the United Kingdom for the service of notices or has informed the Charity of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Charity (or its agents) and a notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Charity (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.
- 26.9 A member present in person or by a duly authorised representative or proxy at any general meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

27. INDEMNITY AND INSURANCE

- 27.1 Subject to the provisions of and so far as may be consistent with the Act, but without prejudice to any indemnity to which a Member of the Governing Board may be otherwise entitled, every Member of the Governing Board, auditor, secretary or other officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities incurred by her or him arising from or by reason of any improper investment made in good faith (as long as the Governing Board shall have sought professional advice before making such investment), or arising from or by reason of the negligence or fraud of any other Member of the Governing Board or of any agent employed by the Charity in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or arising from or by reason of any mistake or omission made in good faith by any Member of the Governing Board, or arising from or by reason of any other matter or thing in the

execution and/or discharge of her or his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office, other than wilful and individual fraud, wrong-doing or wrongful omission on the part of the Member of the Governing Board, auditor, secretary or other officer of the Charity.

- 27.2 Subject to the Act, the Charity may purchase and maintain for any Member of the Governing Board, auditor, secretary or other officer of the Charity insurance cover in accordance with Article 2.2.7 against any liability which by virtue of any rule of law may attach to her or him in respect of any negligence, default, breach of duty or breach of trust of which she or he may be guilty in relation to the Charity, and against all costs, charges, losses, expenses and liabilities incurred by her or him and for which she or he is entitled to be indemnified by the Charity by virtue of Article 27.1.

28. RULES AND REPRESENTATIVE BODIES

- 28.1 The Governing Board may from time to time make such rules or by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, the Governing Board may by such rules or by-laws regulate:

28.1.1 the admission and classification of members of the Charity (including the admission of individuals or organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated, and the entrance fees, subscriptions, licence fees and other fees or payments to be made by members;

28.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees;

28.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

28.1.4 the procedure at general meetings and meetings of the Governing Board and committees of the Governing Board insofar as such procedure is not regulated by the Articles; and

28.1.5 generally, all such matters as are commonly the subject-matter of company rules.

- 28.2 The Charity in general meeting shall have power to alter, add or to repeal the rules or by-laws and the Governing Board shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or by-laws, which shall be binding on all members of the Charity provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

- 28.3 The Governing Board may establish a Council or such other representative or advisory bodies or working groups as it may from time to time deem necessary or expedient or convenient. The Governing Board may make rules or by-laws for the purposes of establishing or regulating the proceedings of such bodies and governing their reporting to and representation at meetings of the Governing Board.

29. LIMIT OF LIABILITY

The liability of the members of the Charity is limited. Every member undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound

up while she or he is a member or within one year after she or he ceases to be a member, for payment of the Charity's debts and liabilities contracted before she or he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

30. DISTRIBUTION OF ASSETS ON WINDING-UP

30.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be applied or transferred:

30.1.1 in service of the Objects;

30.1.2 to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 3 above; or

30.1.3 if that cannot be done, then to any charity or charities for particular purposes falling within the Objects.

30.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to Article 30.1, may be made by resolution of the members at or before the time of winding up or dissolution and, subject to any such resolution of the members, may be made by resolution of the Governing Board at or before the time of winding up or dissolution.

30.3 In the event that no resolution is passed by the members or by the Governing Board in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Commission.

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Title:	Strategy to 2020: Organizational Targets for 2020 Interim Progress Report
Period covered by this report:	January to 10 October 2020
Date and period of last report:	End of Year Targets Report for 2019
Purpose of the report:	Interim progress report on delivery or the organization's strategic targets for 2020
Paper Number:	GB-2020-29 [CONSENT AGENDA]
From:	Mark Wilson, on behalf of the Senior Management Team
People Involved in the developing this report:	Senior Management Team
Date:	12 October 2020 For Consideration at the October 2020 teleconferences
For your:	Information
Access:	Open

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Organizational Targets for 2020:

GOAL 1: PRODUCING EVIDENCE

To produce high-quality, relevant, up-to-date systematic reviews and other synthesized research evidence to inform health decision-making.

TARGET 1: EDITORIAL AND PRODUCTION SYSTEMS PROGRAMME: Provider selection, workflows and roles, and initial implementation phases

In 2020, three of the five planned projects in a new, large-scale 'Editorial and Production Systems Programme' will be undertaken:

Project 1 = Production system tender process (COMPLETED IN 2019)

Project 2 = Editorial & Management System (EMS) evaluation and tender process (COMPLETED IN 2019)

Project 3 = Provider selections for EMS and production systems

Project 4 = Full production workflow creation (EMS + Production + Delivery): defining roles, workflow work, content, translations and other elements

Project 5 = Implementation of new systems (for both production system and EMS, staggered as appropriate into 2021)

Contributes to *Strategy to 2020* Objective(s):

1.6. EFFICIENT PRODUCTION

We will improve our technology and revise our processes to create more timely, consistent and efficient editorial and production systems.

Background:

Cochrane uses several editorial management systems and processes to manage its content. Archie, Cochrane's bespoke content and editorial management system (amongst other functions), has not kept pace with the requirements of the editorial user base and has also fallen behind technologically, raising concerns about maintainability, reliability and security. The production systems employed by the Library's publisher, Wiley, into which our content is fed have also fallen behind and are too complex. Improvements in this area are critical.

As a result, tender processes have been run in 2019 for both a new Editorial Management System (EMS) and an improved production system. These have produced viable, affordable new options. In conjunction with these

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	system changes, process and workflows will be reviewed and required changes made to more optimally support editorial and production workflows in Cochrane.
Rationale for the Target in 2020:	<ul style="list-style-type: none"> Improved and aligned editorial and production systems are a critical dependency for most of our Goal 1 Objectives. Cochrane's current systems are starting to become outdated. Origin, the consultant which undertook the EMS evaluation in 2019 (see above, Project 2), stated in their recommendations report for the EMS: <p><i>"The current variety of systems and technology impact the ability to measure performance at the macro level by denying a clear image of existing operations ... Cochrane <u>must invest</u> in a new EMS solution in order to remain competitive and improve the stakeholder experience ... A market-based system would reduce internal pressure for Cochrane by allowing it to focus on content rather than software design."</i></p>
Desired outcomes	<ul style="list-style-type: none"> Implementation of a new Editorial Management sSstem closely aligned with a new production system to improves the efficiency, reliability, and sustainability of producing and publishing Cochrane content. Editors, peer reviewers, and authors will get a more effective and coherent editorial process, while greater consistency will mean Cochrane is better able to measure the performance of all aspects of the editorial process.
Planned outputs by the end of 2020	<p>Project 3: Providers for the production system and EMS are selected:</p> <ul style="list-style-type: none"> Proposed architecture is articulated Implementation plan is prepared Contracts with system vendors are signed <p>Project 4: Workflow analysis and proposed changes:</p> <ul style="list-style-type: none"> A comprehensive workflow map is created Roles and responsibilities for each system are defined A list of 'testable unknowns' for piloting in implementation are identified <p>Project 5: Staggered implementation of both systems across Cochrane begins (continuing into 2021).</p>
October 2020 Progress Report	<ul style="list-style-type: none"> Full Cochrane workflow analysis project is complete. EMS vendor confirmed and contract is at third review stage, with a view to signing by the end of October 2020. Workarounds and customised development analysis for RevMan and Single Sign-On integration are complete. Implementation plan has been devised. Test Site, Training material and training plan developed (training to begin Oct'20).

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- **Production Improvements** project processed through existing Cochrane Library roadmap functionality (on target for Jun' 21 contractual completion).
- **EMP Project on target for EMS rollout to first Cochrane CRG Network planned for January-February 2021.**
- **Accelerated roll-out plan currently leaves Project on track for March-June 2021 completion.**

TARGET 2: IMPLEMENTATION OF MORE RIGOROUS CONFLICT OF INTEREST POLICIES

In 2020, new policies that strengthen Cochrane's approach to financial interests, and clarify our position regarding non-financial interests, will be implemented.

Contributes to Strategy to 2020 Objective(s):	1.1. HIGH-QUALITY We will continue to develop and implement comprehensive quality assurance mechanisms for editorial and methodological standards throughout our production and updating processes.
Background	<p>In 2018, Cochrane initiated a revision of its Commercial Sponsorship policy for Cochrane Reviews. This work was led by a panel of experts that included Cochrane's Conflict of Interest (Funding) Arbiters, members of the Cochrane Governing and Editorial Boards, and other Cochrane members with expertise in conflict of interest.</p> <p>At the end of this process, the panel proposed a series of recommendations to strengthen Cochrane's policy regarding financial and non-financial conflicts of interest. The Governing Board approved these recommendations in October 2019, and work has begun to rewrite the current policy accordingly. The new policy will come into force early in 2020 and will apply to all newly registered Cochrane Reviews. Work now needs to be undertaken to revise and clarify the supporting policy for Cochrane Groups and members.</p>
Rationale for the Target in 2020:	<ul style="list-style-type: none"> • Cochrane's reputation for independence, transparency and integrity in healthcare research is one of its most important features. World-leading conflict of interest policies are essential to maintaining this reputation. • The current policy for Cochrane Reviews lacks clarity in places and is difficult for Review Groups to implement and the Funding Arbiters to administer. • The policies for Cochrane Reviews and Cochrane Groups need to be aligned.

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Desired outcomes	<ul style="list-style-type: none"> • Users of Cochrane Library content can see clearly where conflicts exist and can be confident that our policy mitigates the impacts of conflict of interests on Cochrane Reviews. • Everyone involved in producing Cochrane Reviews understands the new policy and can apply it as part of their regular editorial process. • All policies and processes for managing conflict of interests in Cochrane are consistent and aligned.
Planned outputs by the end of 2020	<ul style="list-style-type: none"> • New conflict of interest policies for Cochrane Reviews and Cochrane Groups are published. • New declaration of interest forms are developed and implemented. • A conflict of interest 'portal' is launched on the Cochrane websites. • Training materials and support are provided.
October 2020 Progress Report	<ul style="list-style-type: none"> • A new Conflict of Interest policy for Cochrane Reviews has been published and will take effect on 14 October. The wider COI policy for Cochrane Groups is in development but is unlikely to be put for Board approval before 2021. • Agreement on use of the new Editorial Management System to collect author declarations in future, including support from the Central Executive Team to provide consistent statements to title registration; Frequent Asked Questions, 'Quick' policy guide for authors, decision trees for common cases and case referral workflow documentation all now available on the portal. • Scenario-based online training module development is well-advanced. • Training on the Archie workflow for Managing Editors to take place before launch. • Publication of the policy on the Cochrane Library (English & Spanish) on track for launch. • Terms of Reference for Conflict of Interest Panel finalised, and new panel appointed. <p>Feedback over the past 6 months indicates a fairly high level of concern within the CRG community about elements of the policy which are not actually likely to have a negative impact. This could lead to an exaggerated perception of how difficult the policy is to implement. To mitigate this risk, the Central Executive Team will continue to work with Managing Editors to refine the declaration of interest work flow in Archie; develop an optimum workflow in the new Editorial Management System; plan further training events to help address policy misconceptions and support implement; and conduct a project retrospective.</p> <p>➤ The Conflict of Interest Policy for Cochrane Review content will be delivered on target.</p>

[OPEN ACCESS]**GOAL 2: MAKING OUR EVIDENCE ACCESSIBLE**

To make Cochrane evidence accessible and useful to everybody, everywhere in the world.

TARGET 3: CONSULTATION ON OPEN ACCESS FOR COCHRANE REVIEWS

In 2020 there will be a consultation with external and internal stakeholders to achieve a common understanding of the challenges and opportunities for Cochrane in delivering universal, immediate Open Access to Cochrane Reviews whilst continuing to ensure organizational financial sustainability. The outputs of the consultation will directly inform any future revisions to existing policy.

Contributes to Strategy to 2020 Objective(s):	2.4. OPEN ACCESS: We will achieve universal open access to Cochrane Systematic Reviews immediately upon publication for both new and updated reviews and the archive of existing published reviews.
Background	<p>Since February 2013 Cochrane has:</p> <ul style="list-style-type: none"> • Provided free access to new and updated Cochrane Reviews for all readers worldwide 12 months after publication, under our 'green' Open Access scheme. Over 65% of all Cochrane Reviews are now available this way. • Deposited all Cochrane Reviews in PubMed Central for open access publication 12 months after publication (started September 2016). • Made all Cochrane Review protocols freely available on publication (since February 2016). • Provided Cochrane author teams with the option to pay an Article Publication Charge in order to make their new and updated reviews freely available worldwide on publication, and to take up other benefits of a Creative Commons licence, via a 'gold' Open Access option. • Provided free one-click access to all Cochrane Reviews for over 3.66 billion people living in Low- and Middle-Income Countries. <p>In November 2018 the Governing Board decided to continue these policies under the post-2020 publishing arrangements, but to postpone implementation of the target set out in <i>Strategy to 2020</i> to make all Cochrane Reviews open access 'immediately upon publication'. The Board reiterated that this remains Cochrane's long-term ambition, but it will be implemented only when the Governing Board is confident that it will not undermine Cochrane's future sustainability and, therefore, its ability to meet other strategic goals.</p>
Rationale for the Target in 2020:	<ul style="list-style-type: none"> • Cochrane needs to remain responsive to the wider scientific publishing environment and trends. • In 2020 Cochrane will announce new publishing arrangements for the Cochrane Library from 2021; and it is therefore the right time to evaluate our Open Access options.

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	<ul style="list-style-type: none"> Cochrane has multiple stakeholders interested in Open Access, including Group funders, review authors, and Library licence purchasers. The expectations and requirements of these stakeholders vary. Consulting with these groups, educating them on the context in which Cochrane operates, and using their expertise to explore possible options will be key to developing a sustainable Open Access position and funding model.
Desired outcomes	<ul style="list-style-type: none"> An enhanced understanding by our stakeholders of the complexities and constraints of Open Access for Cochrane. Stakeholder position statements can inform any changes to Cochrane's current Open Access policy and provide more clarity on the transition process from one model to the next. Better transparency about the organization's costs and how funds are spent is achieved. Improved relationships with funders and partners are achieved.
Planned outputs by the end of 2020	<ul style="list-style-type: none"> A detailed stakeholder map and analysis is developed An Open Access and Open Data discussion framework is developed Cochrane's cost base is clarified and communicated better A strategic session at the Governance Meetings in Manchester, April 2020, is held to consult with internal stakeholders An 'Open Access summit' is held at the Toronto Colloquium to consult with external stakeholders A consultation summary, with stakeholder position statements, is published
October 2020 Progress Report	<ul style="list-style-type: none"> In April 2020 the Senior Management Team, with the Governing Board's approval, took the decision to delay the Open Access consultation due to the impact of the COVID-19 pandemic on capacity in the Central Executive Team, and the capacity and focus of external stakeholders to engage in that consultation. We now plan to run the consultation between October 2020 and April 2021. It will now be targeted at two priority stakeholder groups, Cochrane Group funders and authors. We will run an online author survey with Cochrane authors by January 2021. We will talk to our top-10 Group infrastructure funders working with Centre Directors to finalise individual discussion plans and talking points. We think that there will be valuable information and learning we can use from the consultation on Cochrane's new strategic plan and COVID-19 evaluation, both due in October 2020, to help inform our OA discussions. <p>➤ The Open Access consultation process has been delayed but will take place between October 2020-April 2021.</p>

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TARGET 4: IMPROVING QUALITY, CONSISTENCY AND TRANSLATABILITY OF COCHRANE'S PLAIN LANGUAGE SUMMARIES

Plain Language Summaries (PLSs) are a key dissemination product created and published for every Cochrane Review. Along with the Review Abstract, they are often: 1) the first - or only - contact potential health decision-makers will have with Cochrane as an organization; and 2) the main way health decision-makers will access and gain understanding of a Cochrane Review. They are also the one product that is most frequently translated into other languages. This project aims to determine a new approach and format that simplifies and standardizes Cochrane's PLSs to improve the readability and understandability of Cochrane evidence.

Contributes to <i>Strategy to 2020</i> Objective(s):	2.5. ACCESSIBLE LANGUAGE We will make our reviews more accessible to decision-makers. We will simplify and standardize the language used across our content to improve readability and reduce ambiguity.
Background	The drive to improve the consistency and quality of Plain Language Summaries is not new. In 2016-17, Cochrane Norway ran a pilot project , which identified: <ul style="list-style-type: none"> • the strengths and weaknesses of different approaches to writing PLSs within Cochrane; • the need to provide a standardized language to all PLSs to assist the facilitation and uptake of language translation; and • the requirement for guidance in producing templates and subsequent training for writing PLSs.
Rationale for the Target in 2020:	<ul style="list-style-type: none"> • Accessible language is key to achieving the Goal 2 of making Cochrane evidence accessible and useful to everybody, everywhere in the world. • Content written in plain language is a key dependency for producing effective and usable Knowledge Translation products, including language translations.
Desired outcomes	<ul style="list-style-type: none"> • Cochrane's four target Knowledge Translation audiences (consumers and the public, practitioners, policymakers, and researchers and funders) find the Plain Language Summaries produced from Cochrane Reviews to be more understandable and consistent, leading to an uptake in their use. • Cochrane language translation teams find the Plain Language Summaries to be more consistent and therefore easier to translate into other languages.
Planned outputs by the end of 2020	<ul style="list-style-type: none"> • A project to test a new format and template for producing and writing PLSs within the MOSS CRG Network supported by KT advisors, senior editorial teams will be undertaken, working from learning already gained from the previous Cochrane Norway PLS pilot scheme.

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	<ul style="list-style-type: none"> • The new-style PLSs will be regularly evaluated and compared against a range of existing PLSs. • The project will develop a series of recommendations and guidance for future PLSs, including the feasibility of a single integrated PLS approach for Cochrane.
October 2020 Progress Report	<p>Since their recruitment in April 2020, three professional science writers have been producing plain language summaries (PLSs), working closely with Cochrane’s Editorial Unit and two Cochrane CRG Networks, writing for new and high-profile reviews and updates, including those on COVID-19. They have written more than 80 PLSs (54 have been published) and their work spans 33 Cochrane Review Groups (CRGs). Although the writers are primarily based in two Networks, they have been happy to draft PLSs for reviews from CRGs from other Networks on request.</p> <p>The writers are developing plain language summary templates plus guidance to support Review Groups and our Knowledge Translation dissemination efforts. They have worked on plain language media packs for global press briefings for our COVID rapid reviews, as well as working alongside authors and editorial colleagues while overseeing plain language content for visual abstracts. Since April, the professional writers have written the plain language summaries of all Rapid Reviews published as part of Cochrane’s COVID-19 response, and all Cochrane Reviews from the MOSS Network. Examples include: Quarantine (Rapid Review); Ash for hand cleaning (Rapid Review); and the MMR vaccine Review.</p> <p>During August, the first formal evaluation of the project took place. This involved assessing the pilot PLSs against defined criteria for editorial quality, translatability into multiple languages and understandability - this last aspect was tested by 20 external consumers recruited through TaskExchange. The evaluation compared the pilot PLSs with the current process for producing PLSs written by review authors, and assessed the clarity of writing, structure and format, and comprehension of content. Anecdotal and qualitative feedback was also considered using responses from CRGs, the reflections and learnings from the writers and senior editorial staff, as well as Cochrane’s language translation teams. Despite a small sample size, the results revealed a preference for the PLSs written by the professional writers. Recommendations and key learning from this first evaluation are being finalized and will inform the second phase of the project’s implementation. The evaluation has emphasized the need for accurate Abstracts from which to produce a good plain language summary, and the Central Executive Team has initiated internal discussions with Cochrane UK to assess the work necessary to standardize and guarantee the quality of abstracts for all Cochrane Reviews.</p> <p>➤ The PLS Project is on target for completion as planned in 2021.</p>

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GOAL 3: ADVOCATING FOR EVIDENCE

To make Cochrane the ‘home of evidence’ to inform health decision-making, build greater recognition of our work, and become the leading advocate for evidence-informed health care.

There are no proposed organizational Targets under Goal 3 for 2020, although ongoing prioritized work that is now part of standard operations will be focused on the following Objectives:

3.2. THE ‘HOME OF EVIDENCE’

We will make Cochrane the ‘go-to’ place for evidence to inform health decision-making by offering a range of evidence-informed products and resources.

There will be ongoing development and new feature development of the Cochrane Library, as detailed here: <https://www.cochranelibrary.com/about/releases>.

3.4. GLOBAL ADVOCATE

We will advocate for evidence-informed health care and the uptake of synthesized research evidence in health policymaking and services planning.

3.6. GLOBAL ADVOCATE

We will campaign for transparency and integrity in scientific conduct, including the registration and reporting of results from all clinical trials, to ensure that the totality of evidence is available to those conducting research or making health decisions.

Organizational advocacy priorities for 2020-2021 approved by the Governing Board in October 2019 will be developed and implemented around:

- Advocacy for the use of high-quality evidence synthesis in health decision making; and
- Advocacy for transparency and integrity in research.

3.7. GLOBAL PARTNER

We will build international and local partnerships and alliances with organizations that help us to reach people making decisions in health, particularly guidelines developers, policymakers, associations of healthcare practitioners and patient organizations.

Cochrane’s work with external partners is guided by the [Cochrane Partnership Policy](#), and the [Guidance for Partnership Development](#). A [dedicated space on the community website](#) has been developed to keep the Cochrane community informed about the key external partnerships that Cochrane is engaged in. A full review of Cochrane’s partnership work and its existing and potential future partners will be conducted in 2020.

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3.8. GLOBAL IMPACT

We will demonstrate Cochrane's value and impact to funders, users and other beneficiaries of our work.

In 2020, as we end the current strategy and prepare for the next strategic plan, there will be a specific focus on evaluation of the many *Strategy to 2020* initiatives undertaken over the past seven years, and their value and impact to Cochrane's internal and external stakeholders. Our KT monitoring and evaluation work in 2020 will develop theories of change, evaluation plans and tools liaising with diverse stakeholders around the world that will support policy makers, practitioners, the public and researchers to use Cochrane evidence in policy and practice. Further, a monitoring and evaluation framework for Cochrane's next strategic plan will be established.

GOAL 4: BUILDING AN EFFECTIVE & SUSTAINABLE ORGANISATION

To be a diverse, inclusive and transparent international organisation that effectively harnesses the enthusiasm and skills of our contributors, is guided by our principles, governed accountably, managed efficiently and makes optimal use of its resources.

TARGET 5: DEVELOPMENT AND LAUNCH OF A NEW ORGANIZATIONAL STRATEGIC PLAN

In 2020, a new strategic framework and plan will be developed and launched, setting out Cochrane's priorities and decision-making framework from 2021 onwards.

Contributes to <i>Strategy to 2020</i> Objective(s):	This will be a new strategic framework and plan.
Background	Cochrane's <i>Strategy to 2020</i> was designed as a time-limited plan for organizational transformation. The next strategic plan will build on, prioritize and – where appropriate – amend the priorities of <i>Strategy to 2020</i> , preparing the organization to meet its mission from 2021 onwards.
Rationale for the Target in 2020:	A new strategic framework and plan beginning from January 2021 is critical for the organization.
Desired outcomes	<ul style="list-style-type: none"> • A new strategic framework and plan that build on the learning of <i>Strategy to 2020</i> and support the organization to meet its mission from 2021 onwards. • Improved strategic and operational planning, monitoring and evaluation processes.

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Planned outputs by the end of 2020	<ul style="list-style-type: none"> • An internal and external evaluation of the <i>Strategy to 2020</i> • An internal stakeholder consultation at the Governance Meetings in Manchester, April 2020 • A new strategic framework, with a re-assessed vision and mission, decision-making framework, and prioritized objectives • Launch of a new strategic decision-making framework and plans at the Toronto Colloquium, October 2020 • New strategic and operational planning, monitoring and evaluation processes and resources
October 2020 Progress Report	<p>Due to the impact of the COVID-19 pandemic on capacity in the Governing Board, Central Executive Team and Cochrane Groups, as well as the cancellation of all Cochrane events in 2020, the process and timelines for delivering a new strategic plan have been altered:</p> <ul style="list-style-type: none"> • The Governing Board and Senior Management Team developed a draft new strategic framework for online consultation following multiple preparatory sessions reviewing known progress against the <i>Strategy to 2020</i>, SWOT analyses, etc. • Consultation is taking place between August and October; and methods include an open survey, and targeted feedback from: <ul style="list-style-type: none"> ○ Cochrane Groups, via the Cochrane Council ○ Cochrane Consumer Network ○ Spanish-speaking members and supporters (in Spanish), co-ordinated by Cochrane Iberoamérica ○ Early Career Professionals Network • Consultation with external stakeholders will now be aligned with the Open Access consultation plan over longer timelines (see above), and as part of ongoing relationship-building with partners and funders. Feedback from the COVID-19 external evaluation will be used instead. • A formal evaluation of <i>Strategy to 2020</i> will take place in early 2021. • New strategic and operational planning, monitoring and evaluation processes and resources are in development for launch in 2021. <p>➤ The development and launch of Cochrane's new strategic Plan is on track, though the current proposed launch date is now Quarter 1 2021.</p>



Governing Board Paper: Decision & Discussion items

Title:	Cochrane's Governance Meetings, 2021, Manchester
Previous papers submitted on this topic:	None
Paper Number:	GB-2020-32
From:	Jo Anthony/Chris Champion on behalf of Cochrane's Senior Management Team
People Involved in the developing the paper:	Senior Management Team
Date:	5 th October 2020 for Governing Board Teleconference week of 19 th October 2020
For your:	Governing Board Decision
Access:	Open access

Executive summary

Due to the increasing travel restrictions being placed on delegates in response to the growing impact of the COVID-19 pandemic during the first quarter of 2020, Cochrane's Governance Meetings, scheduled to take place in Manchester in the UK between 30th March -1st April, were cancelled in their entirety. The decision was made to postpone the event, securing a paid deposit to the combined hotel and meeting venue of circa. £35,000, until March 2021. In October 2020, the continued spread and impact of the pandemic across the world as well as stringent travel bans and regional lockdowns now in place in many countries and including large areas of the North West of England means that the organization is faced with a similar decision. This paper recommends the replacement of the in-person Governance Meetings in Manchester with a fully virtually online programme in March 2021; with the deposit again being saved by rolling over plans for in-person Governance meetings in Manchester at the same venue in April 2022.

Background and context

Cochrane's Governance Meetings take place annually around the first week of April. They are an opportunity for the Governing Board, Council, Group Executives, Central Executive Team (CET) and other Group Committees to meet face-to-face and discuss the organization's strategic and operational plans. Normally, attendance is around 200 people.

In 2020, we were planning to hold the event in Manchester, UK, but the decision was taken in early March to postpone the event until 2021 due to the continued spread and impact of COVID-19.

Six months on, employers and national governments around the world are continuing to impose travel restrictions, particularly for those travelling internationally, and there is considerable

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uncertainty about the likely situation in April next year, as the number of people testing positive for the virus in the UK and across the world continues to rise. In addition, Manchester, the north-west of England and other major UK cities are the subject of tighter additional restrictions on travel, mass gatherings, and other strict social distancing measures by Public Health England and the UK government because of much greater prevalence in these areas. It is possible that guidance and restrictions on international travel, domestic UK travel and meeting conditions in Manchester will become even more restrictive amidst fears of a potential 'second-wave' of the virus over the coming months. In addition, many potential attendees to the Cochrane Governance meetings are likely to be reluctant to attend – even if they are allowed to and public transportation links are available.

Given this situation, it is the Senior Management Team's recommendation to the Governing Board that the Governance meetings in Manchester in April cannot go ahead either as a normal 'in-person' physical event or as a 'hybrid' in-person and virtual event.

Issues

Due to the disappointment of the cancellation of Santiago Colloquium in October 2019, the postponement of the Governance meetings in Manchester and the subsequent postponement of Toronto Colloquium in October 2020, Cochrane's community of staff, members and contributors have not had the opportunity to meet together for over 12 months, in-person or virtually. The Governance Meetings offer our global community of leaders an annual opportunity to receive and share important strategic and operational news and information as well as meet and network with colleagues and friends. With the planned launch of Cochrane's new organizational strategy in early 2021, and the cancellation of all organizational events since April 2019, engaging with our community is more important than ever. Therefore, we propose a fully virtually Governance Meeting replaces the in-person event in Manchester, week commencing 22nd March 2021.

The Senior Management Team and CET are exploring a set of options that include the installation of an online platform for hosting a new format to a virtual Governance Meeting. Key features being considered include:

- Live or 'as live' Strategic Sessions for Group staff accessing from all time-zones;
- Opportunities for live Question and Answer sessions with Governing Board members and senior Cochrane leadership;
- Break-out rooms and workshop functionality that would provide updates on key strategic projects as well as the chance to meet with colleagues and friends, informally;
- Pre-produced content in a variety of formats that would promote the 'best of' Cochrane's work in 2020, providing an opportunity to celebrate and recognize organizational, Group and individual achievements in 2021;
- Opportunities for Group Executives, the Governing Board, Editorial Board, Council and other business meetings to occur virtually, if required, either side of the Strategic Sessions as part of the programme's content. (This may involve some business meetings being held as a series of shorter teleconferences).

We believe it is important that we don't try to deliver the traditional Governance Meeting programme online, as that will not work with the challenges of time zones and not all sessions will lend themselves to conversion to the online format. Instead, we want to develop a shorter strategic programme that is engaging and brings people together with the new strategy at the centre of it.

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The CET will select appropriate software and manage all aspects related to arranging the event, but we would like Governing Board input into the nature of the programme and whether we should expand the attendance to other Group Staff who don't normally attend Governance Meetings (e.g. Managing Editors or Centre Staff). Holding a virtual event offers the opportunity to open up the meetings to more Cochrane staff, but a wider involvement would lose the focus on the Cochrane leadership gathering together. There are advantages in both approaches, and they could be mixed: for instance, in holding a specific wider virtual gathering around a specific subject or event.

A Governing Board Sub-Committee is currently looking at the future of Cochrane Events. This is a strategic group with its sights firmly set on the longer term future of our events, but we hope that the learning from delivering this Virtual Governance Meeting will inform that work and give us some insight into what is involved if we wish more routinely to hold such meetings online in future.

We are developing a detailed plan, including an expenditure forecast, for a preferred online platform following formal demonstrations from a shortlist of providers. We expect to have this work completed by mid-November 2020 for inclusion within 2021's *Plan and Budget*.

We are also in negotiation with the Manchester MacDonald Hotel to roll over for another year the paid deposit for cancelling the March 2021 in-person event. This would mean that we plan to hold the 2022 Governance meetings in person in Manchester.

The Governing Board should also reconsider its 'normal' meeting times for 2022. The holding of virtual Governance meetings mean that Board meetings can easily be delinked from them in order to smooth out the work and commitments for Board members and CET staff more evenly across the year.

Recommendations

We propose that the Governing Board approves the replacement of the 2021 in-person Governance Meetings in Manchester with a fully virtual online programme beginning the week of 22nd March 2021; and rolling over plans for in-person Governance meetings in Manchester at the same venue in April 2022.