

Governing Board Meeting Minutes

10 December 2018, by teleconference

APPROVED

PRESENT:

Trustees (Board members):

Martin Burton (Co-Chair)

Marguerite Koster (Co-Chair and Meeting Chair)

Jan Clarkson

Nicky Cullum

Gladys Faba Beaumont

Tracey Howe

Senior Management Team:

Mark Wilson Chief Executive Officer (CEO)

David Tovey Editor in Chief

Jo Anthony Head of Knowledge Translation Department

Lucie Binder Senior Advisor to the CEO – Governance & Management

Chris Champion Head of Membership, Learning & Support Services

Chris Mavergames Head of Informatics & Technology Services

Charlotte Pestridge Head of Innovations, Research & Development

Karla Soares Weiser Deputy Editor in Chief

Sarah Watson Head of Finance & Core Services & Company Secretary

List of approved Resolutions:

ITEM 2 The Board approves the Minutes of its meeting in Edinburgh, UK, 13-15 September 2018.

List of approved Actions:

ITEM 4 Lucie Binder, Elections Officer, to prepare elections report.

ITEM 6 Board paper template to be amended to include a ‘rationale and context’ section for proposals.

1 Welcome, Apologies, Declarations of Interest

Marguerite Koster welcomed everyone to the teleconference. No one present made declarations of interest other than those already specified in their statements on the Cochrane Community website.

2 Approval of the Minutes of the 2018 Meeting in Edinburgh [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Marguerite called for a vote and the Minutes were approved. An open access version of the Minutes would be made available on the Cochrane Community website.

RESOLUTION: The Board approves the Minutes of its meeting in Edinburgh, UK, 13-15 September 2018. YES: Martin Burton, Gladys Faba Beaumont, Jan Clarkson, Nicky Cullum, Tracey Howe, Marguerite Koster. NO: None; ABSTAIN: None

3 Future Governance Meetings [Consent Agenda Item from Edinburgh Sept. 2018 now submitted for Approval - OPEN ACCESS]

The Trustees approved the proposed timetable and locations for future governance meetings and Colloquia. They noted the strategic opportunity of holding a meeting in North America in 2021 given the current development of a new US Cochrane Network.

**4 Board elections results [VERBAL REPORT]
Board Election: Correspondence, Report and Matter Arising [RESTRICTED ACCESS SUPPORTING DOCUMENT]**

The Trustees noted the higher number of candidates and voter turnout. They recorded thanks to Lucie Binder who had acted as Elections Officer for the election.

They further noted the extensive correspondence received by Lucie Binder from Cochrane Members during the election, some of which had necessitated taking legal advice from the organisation's appointed legal counsel. They reiterated their support for Mark Wilson's decision to maintain the confidentiality of this correspondence as legally privileged information.

Nevertheless, they wanted to make transparent that due process had been followed at all times during the election and therefore requested that Lucie Binder prepare an open access elections report, detailing the elections procedure, nature of the correspondence received, and proposals for future improvements. In particular, they requested that rules around communication and canvassing be clarified.

ACTION: Lucie Binder, Elections Officer, to prepare an elections report.

**5 Council matters
Report from Council [RESTRICTED ACCESS SUPPORTING DOCUMENT]
Board response [RESTRICTED ACCESS SUPPORTING DOCUMENT]
Joint Board/Council proposal [RESTRICTED ACCESS SUPPORTING DOCUMENT]**

The Trustees welcomed the recent correspondence and joint working with the Council as an important step for embedding the role of the Council in the organisation. The correspondence and joint Board-Council proposal for organisational priorities would be published following the teleconference.

*[Post-hoc note: Council correspondence and proposal referred to above now published at:
<https://community.cochrane.org/news/priorities-cochrane-coming-months-joint-message-board-and-council-co-chairs>]*

**6 Data Protection brief update
Review of recent data breach report and Cochrane's response by auditors or lawyers [OPEN ACCESS SUPPORTING DOCUMENTS]**

Chris Mavergames, Head of Informatics & Technology Services, provided an update on the recent data breach by former Board member Peter C. Gøtzsche, who had published personal and confidential information about Mark Wilson, CEO, on his personal website. This had been reported to the UK Information Commissioner's Office (ICO), according to the law.

The ICO had confirmed that no further action was required by Cochrane given that the breach did not involve a failure in its systems or processes (Professor Gøtzsche had previously had legitimate access to the confidential information as a Board member and had personally acted maliciously to take it and distribute it publicly without authorisation). The Trustees agreed that this explanation was very helpful and should be published for Cochrane Members' information as it had not been provided in the ICO report.

Nevertheless, Chris Mavergames said that in future, Board members should be mindful of how they shared confidential information and, wherever possible, all documents should be shared on Convene, the Board's agenda management software, which provided tight access controls.

In light of this incident, the Trustees agreed that standards on appropriate conduct related to personal data should be included in the new Cochrane members' Code of Conduct being developed. Further, as a principle, they agreed that Board decisions and documents should provide the rationale for action (a "why are we doing this" section) to demonstrate to Cochrane Members why the Board takes decisions.

ACTION: Board paper template to be amended to include a 'rationale and context' section for proposals.

7 Report on Senior Management Team's strategic planning meeting [VERBAL REPORT]

Mark Wilson reported on the Senior Management Team (SMT)'s recent strategic planning meeting. Further work on developing the proposed *Strategy to 2020* Target areas – as presented to the Board at its meeting in Edinburgh, in September 2018 – into fully developed Targets, with an associated Plan & Budget for 2019, had been undertaken. These proposals would be presented to the Board at its meeting in January.

The Trustees thanked the Senior Management Team members for their work over the past few months and reiterated their support for them.

8 Proposals for Board Meeting 19th and 20th January 2019 and "Induction Day" for new Trustees 18th January 2019

The Board will hold a face-to-face meeting in January 2019 in London, with an induction day for new members the day before. The Trustees agreed that the first day of the full meeting should be used for externally facilitated training and development, given the number of new members on the Board and the recent disruption to membership.

9 Board Correspondence [RESTRICTED ACCESS SUPPORTING DOCUMENT]

The Trustees noted the recent letter from Jos Verbeek on behalf of himself and 16 other Cochrane Members. The Trustees expressed their disappointment that the statement about the Elections Officer had been made, which the Trustees refuted as incorrect. However, they agreed the letter should be published with the open access version of these Minutes for Cochrane Members' information.

10 Other Matters Arising not otherwise covered by the Agenda

10.1 The Trustees noted that the Complaints Procedures Working Group is to remain and become a Joint Working Group of the Board and Council. Also, that the composition of the Complaints Committee will be reconsidered along with all other Sub-Committees after the November/December 2018 elections.

10.2 The Trustees noted that the changes to the Governing Board electoral and appointment procedure outlined in Paragraph 2 of 2018-EDIN-8.2.1 were introduced in the November/December 2018 elections. They further noted that the changes to the Articles outlined in Paragraph 3 of 2018-EDIN-8.2.1 were not implemented and this item is to be referred back to the Governance Committee.

10.3 The Trustees noted that the proposed work to review the Articles of Association (Edinburgh 2018) will be undertaken by the Charity's lawyers after further consultation.

11 Editor-in-Chief Recruitment [VERBAL REPORT FROM MJB & SW]

Sarah Watson, Head of Finance & Core Services, said that a job description was being completed in consultation with various stakeholders, including the Editorial Board. The broadest possible search for a successor to David Tovey would be sought.

12 Closed Session [TRUSTEES ONLY]

Proceedings of Closed Sessions are kept confidentially and are not recorded in these Minutes.

----MEETING END---