

Governing Board Meeting Minutes

13-15 September 2018, Edinburgh, UK

Trustees (Board members) at this Meeting:

Martin Burton (Board and Meeting Co-Chair)

Marguerite Koster (Board and Meeting Co-Chair)

Janet (Jan) Clarkson

Maria Gladys Faba Beaumont

Gerald Gartlehner

Peter C. Gøtzsche

David Hammerstein Mintz

Tracey Howe

Raewyn (Rae) Lamb

Catherine Marshall

Joerg Meerpohl

Nancy Santesso

Nicky Cullum

Restrictions:

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

List of Approved Resolutions:

Agenda Item 12.1	The Board approves the half-day 'strategic session' [for Governance Meetings] being extended to a full day.
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List of Actions:

Agenda Item 8.1	The Governance Committee to consider amalgamation with the Appointed Member Nomination Committee and bring back recommendation for Board's approval.
8.1	A Complaints Committee to form and complete the draft Complaints Policy for Board approval.
8.2.1	The Governance Committee to revise Board electoral procedures for the Board's approval and begin work on a Members' 'Code of Conduct'.
8.2.2	The Governance Committee to consider changes to the election and appointments process for Board members in light of Charity Commission guidance.

Day 1: 13 September 2018 – and record of attendance on Days 1-3

The Board met on 13 September for a Trustees-only Closed Session, the proceedings of which are not recorded in these Minutes (a written record is kept by the Charity). This Closed Session, which had been scheduled for the morning only, continued to the end of the day. The planned facilitated training sessions: i) roles and responsibilities of Charity Trustees; and ii) introduction to 'three horizons framework', did not take place.

As a result of proceedings during the Closed Session on Day 1, Peter Gøtzsche did not attend the meeting on Days 2 and 3. Gerald Gartlehner, David Hammerstein Mintz, Joerg Meerpohl and Nancy Santesso resigned from the Board before the start of proceedings on Day 2 and did not attend the meeting on Days 2 and 3.

More information on these proceedings, which do not form part of the formal Board minutes, is provided by the Board and published on the Cochrane websites:

- [Message from the Governing Board](#) – 15 September 2018
- [Statement from Cochrane's Governing Board](#) – 19 September 2018
- [Statement from Cochrane's Governing Board – 26th September 2018](#)

In order to maintain the balance between elected and appointed Board members, as specified in Cochrane's Articles of Association, Raewyn (Rae) Lamb and Catherine Marshall stepped down from the Board during the Closed Session at the end of Day 2 and attended the meeting on Day 3, at the invitation of the Co-Chairs, as attendees. They did not attend the Closed Session at the end of Day 3.

Day 2: 14 September 2018: Strategic & Business Issues

The following items were taken on Day 2, in-between two Trustees-only Closed Sessions at the beginning and end of the day, and an additional informal session including members of the Senior Management Team also at the beginning of the day:

3 Approval of the Agenda including decision and vote on Consent Agenda

The Chair (Marguerite Koster) welcomed everyone. From the Senior Management Team, David Tovey, Lucie Binder, Jo Anthony and Sarah Watson were present. Mark Wilson would join the meeting later in the day.

The members agreed to the Agenda with the inclusion of 'Whistleblowing' as an item under Any Other Business, as proposed by Martin Burton. However, it was explained that the Board's current membership (as it was at the beginning of Day 2) was not constituted according to Cochrane's Articles of Association, with the correct balance of elected and appointed members. A lawyer had been consulted and would be providing advice before the end of the day. The members therefore agreed that formal voting on Resolutions would not take place and approval of items requiring decision would be given indicatively where agreed, for future discussion and formal voting by the Board if required. The consent agenda was therefore not proposed for approval; all items would be addressed separately.

3.1 Approval of the 13th June 2018 Board Teleconference Minutes

By a show of hands, the members unanimously approved the Minutes of the Board's teleconference on 13th June 2018.

3.2 Statement by Editor in Chief

David Tovey said that he planned to retire. He said it had a privilege and pleasure to act in this role over the past ten years and wanted to thank past and present Trustees for their support.

The members gave him a round of applause. The Co-Chairs led tributes to David and thanked him for his critical role as the organisation's first Editor in Chief.

It was agreed that a Board sub-committee would be formed to act on the Board's behalf to lead the recruitment of a new Editor in Chief. This would be constituted of the Board Co-Chairs, Treasurer, Jan Clarkson and Nicky Cullum.

4 Matters Arising not otherwise covered by the Agenda

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

5 Record of decisions taken by the Board between meetings

- The Board approves the 2017 Trustees' report and Financial Statements (28th June 2018)
- The Board approves the establishment of Cochrane Colombia as a new Cochrane Centre (12th July 2018)

- The Board appoints Catherine Marshall as Honorary Treasurer from 1st September 2018 (13th July 2018)

6 Co-Chairs' Report and Correspondence

6.1 Letters received by Board

The Board had received a number of letters relating to the publication of a criticism of a Cochrane Review on the HPV Vaccine in *BMJ Evidence-Based Medicine* by Lars Jørgensen, Peter Gøtzsche and Tom Jefferson. These letters were tabled at the meeting. The letters had been sent to the individuals concerned and the responses received from those individuals were also tabled.

David Tovey gave a summary of Cochrane's response to the paper. He explained that the *Cochrane Response* team had been heavily involved in data re-analysis of the review conducted to investigate the claims in the criticism. However, the circa 20 studies identified as missing from the review in the BMJ article had not yet been provided by Jørgensen et al despite a request.

[Jan Clarkson joined the meeting at this point.]

David resolutely rejected the allegations in the BMJ article. He confirmed that he had not been aware that the article would be published and raised concerns about the editorial process of *BMJ Evidence-Based Medicine*. Nevertheless, David said that, as with every review, if new data came to light, it would be updated and the outcomes subject to change if necessary. His opinion was that the criticism was largely a methodological issue around data collection, not the quality of the review. He was open to considering the advancement of methods in this area.

[Mark Wilson joined the meeting at this point.]

David was asked whether the process for people to raise concerns about a review were subject to delay or poor process, which might explain why the authors of the article felt the need to publish their criticism in a different journal. He rejected this and said he and his team always acted on allegations about a review in a timely manner. He said that feedback on reviews submitted on the Cochrane Library (the official mechanism) takes, on average, two days to be passed to a Cochrane Review Group following initial screening by the Editorial and Methods Department. The process was sufficient in his view and he was committed to being open about mistakes made in the review process if these were deserved. In the future, the CRG Network Senior Editors would be more involved in the resolution process for review feedback and complaints.

Concern was expressed that David had been 'trolled' on social media over this issue. He was thanked for his management of this difficult issue.

7 Treasurer's Report - Verbal report

The Chair, as outgoing Treasurer, congratulated Catherine Marshall on her appointment as Treasurer.

[Note that following the Closed Session at the end of Day 2 when Catherine Marshall and Rae Lamb stepped down from the Board, Tracey Howe was appointed as Treasurer, taking over from Catherine].

The Head of Finance and Core Services (Sarah Watson) confirmed that currency fluctuations had affected income over the past few months, but this was not due to reduced sales of Cochrane Library licences (and would likely re-balance).

8 Governing Board Sub-Committees - Matters to Report

8.1 Appointment of members to Sub-Committees and Working Groups

It was agreed that membership of the Board should be reviewed before decisions on Sub-Committee membership were made.

Lucie Binder proposed amalgamating the Appointed Member Nomination Committee with the Governance Committee and adding the second Co-Chair (Marguerite Koster). This would be considered by the Governance Committee and brought back to the Board for decision.

ACTION: The Governance Committee to consider amalgamation with the Appointed Member Nomination Committee and bring back a recommendation for Board's approval.

It was agreed that Jan Clarkson and Gladys Faba be added to the Complaints Committee and the Complaints Procedure Working Group be disbanded immediately. The Complaints Committee would take responsibility for completing the new Complaints Policy.

ACTION: A Complaints Committee to form and complete the draft Complaints Policy for Board approval.

8.2.1 Report from the Governance Committee

The Trustees noted the report that had been submitted to the Board [2018-EDIN-8.2.1]. It was agreed that the Committee would revise the electoral procedures – as specified in the report – for the Board's approval. They would also start looking at the development of 'Code of Conduct' for Cochrane Members. The Chair recorded thanks to the Committee for its work.

ACTION: The Governance Committee to revise Board electoral procedures for the Board's approval and begin work of a Members' 'Code of Conduct'.

8.2.2 Report on the 2018 Board elections

The Trustees noted the report that had been submitted to the Board [2018-EDIN-8.2.2]. They agreed that more diversity and interest in candidates standing for the Board, and voters voting in elections, was important for Cochrane's governance. Removing the requirement for candidates to secure Letters of Support, as proposed in the report, was a positive step for increasing diversity.

However, the Trustees recognised that the process of electing members needed to be reviewed given that open elections cannot guarantee candidates with the right skillsets for Board membership. They noted that the UK Charity Commission was moving away from recommending elected Boards as a model of good governance and asked the Governance Committee to consider this further.

ACTION: The Governance Committee to consider changes to the election and appointments process for Board members in light of Charity Commission guidance.

[Jo Anthony left the meeting at this point.]

8.3 Finance, Audit and Investment Committee

The Committee would be meeting following the Board meeting. There were no matters to report.

8.4. Governing Board Appointed Member Nomination Committee

There were no matters to report.

8.5 Governing Reform Working Group

Lucie Binder explained that the review of the role of Group Executives would take place after the Colloquium, with recommendations presented for the Board's consideration at the Krakow meeting in April 2019.

8.6 Complaints Procedure Working Group

[The Co-Chairs stepped out of the meeting at this point. The Treasurer (Catherine Marshall) took on the role of chair.]

Cindy Farquhar, former Board Co-Chair, was thanked for leading the development of the draft policy [2018-EDIN-8.6], which was presented to the Board for information only. The Trustees agreed that it was useful and should be completed for the Board's approval at its next meeting. There would be various implications for implementing the policy which would need to be addressed with support from the Council.

8.7 Remuneration Committee

Sarah said the Committee would be meeting later in the week. It was aiming to complete its Terms of Reference.

[Mark Wilson left the meeting at this point]

The Trustees agreed that professional development for the Senior Management Team should become a regular activity.

[The Co-Chairs and Mark Wilson re-joined the meeting and Marguerite Koster resumed as chair of the meetings].

The Chair adjourned the formal Agenda for the day and the Trustees continued in Closed Session. Mark Wilson, David Tovey, Lucie Binder and Sarah Watson left the room.

Day 3: 15 September 2018: Business Issues & Reports

The Chair (Martin Burton) welcomed everyone. All members of the Senior Management Team were present: Mark Wilson, David Tovey, Jo Anthony, Lucie Binder, Chris Champion, Chris Mavergames, Charlotte Pestrige, Karla Soares Weiser, Sarah Watson.

The Chair noted that Catherine Marshall and Rae Lamb were attending as guests rather than voting members. He confirmed that on the basis of legal advice received the Board was able to continue to function. As per that advice, Cochrane would inform the Charities Commission of the resignation of six Trustees as this may be regarded as the sort of 'serious incident' requiring such notification. The Board would act on any instructions received.

He noted the extraordinary situation and the Trustees' disappointment that the proposed Agenda could not be taken as planned. He thanked the Senior Management Team for preparing the Agenda and supporting papers. He asked them if there was any essential business from the Agenda that needed to be taken at this meeting; the remaining items would be postponed and tabled for a future meeting.

The following items were taken:

12.1 Governance Meetings - Proposal for a revised format

The supporting paper was taken as read [2018-EDIN-12.1]. There were no questions.

RESOLUTION: The Board approves that the half-day 'strategic session' [for Governance Meetings] is extended to a full day.

6 Yes (MB, MK, JC, NC, GF, TH) 0 No 0 Abstain

16 Annual General Meeting Agenda

The Chair explained that the Charity's lawyers had highlighted several deficiencies in the drafting and wording of the current Articles of Association. These deficiencies had become apparent during recent events and had resulted in a need to consult with legal Counsel about their interpretation. These issues would be addressed at a later date. The Chair proposed, and the Trustees agreed that, in the light of this, the draft resolution on an amendment to the Articles, to be put to Cochrane Members' at the forthcoming AGM, be withdrawn. A more comprehensive piece of work to redraft the Articles of Association would be undertaken later.

The Chair then asked the Senior Management Team to leave the meeting and urgently investigate several issues relating to data protection and breaches of confidentiality. The formal meeting was adjourned, and the Trustees continued in Closed Session.

15.2 Publisher's Report (Wiley)

The Chair (Marguerite Koster) reconvened the meeting for the Publisher's Report. The Senior Management Team; and Shawn Morton, Deborah Pentesco Murphy, and Jay Neill from Wiley were welcomed to the meeting.

Shawn gave an overview of Cochrane and the publishing environment. He said that business for the Cochrane Library remained strong – a pattern of improvement could be seen over several years. The delivery of the enhanced Cochrane Library had been a success in giving Cochrane and Wiley an appropriate technological platform for the Cochrane Library for the future.

He said Cochrane's current policy on Open Access was still valid and appropriate in his view. No further action was required despite the recent political moves in the European Union to push the issue further at country level.

Jay spoke to the launch of the new Cochrane Library on 7 August. Site performance had improved after some concerns at launch. He was now looking forward to the future for product development and working closely with Cochrane's new Product Manager. He wanted to acknowledge the work and persistence of the three parties in developing the new platform. David wanted to personally thank Harriet MacLehose, Ruth Foxlee, John Hilton, and the rest of the Cochrane team for their work.

Deborah spoke to the redirection of Cochrane Biblioteca Plus (Spanish-language content) to the Cochrane Library. To date, this has resulted in a 15% increase in general usage. To support further increase in usage and sales, Wiley had developed a strategy for Latin American countries – especially Mexico - and Spain.

The Wiley team were thanked for their time and left the meeting.

17. Any Other Business

‘Whistleblowing’: It was reported that some members of Cochrane who wanted to comment on live issues in Cochrane were afraid to do so for fear of repercussions to them and/or their staff. The Trustees agreed that this issue would be dealt with in the new Complaints Policy and that ‘whistleblowing’ was not a universally understood term or concept that required a separate policy. They further agreed that Cochrane should create an environment where people feel confident to make a complaint without unjust repercussions.

At this point, all members of the Senior Management, and Rae Lamb and Catherine Marshall, left the meeting. The Trustees continued in Closed Session.

---MEETING END---