

# Governing Board Meeting Minutes

19 & 22-23 March 2018, Lisbon, Portugal

<b>Trustees (Board members):</b>			<b>Present for:</b>
<b>Martin Burton (Board and Meeting Co-Chair)</b>	MB		All items
<b>Cindy Farquhar (Board and Meeting Co-Chair)</b>	CF		All items
<b>Janet Clarkson</b>	JC		All items
<b>Maria Gladys Faba Beaumont</b>	GF		All items
<b>Gerald Gartlehner</b>	GG		All items
<b>Peter C. Gøtzsche</b>	PG		All items
<b>David Hammerstein Mintz</b>	DH		All items
<b>Tracey Howe</b>	TH		All items
<b>Marguerite Koster</b>	MK		All items
<b>Raewyn Lamb</b>	RL		All items
<b>Catherine Marshall</b>	CM		All items
<b>Joerg Meerpohl</b>	JM		All items
<b>Nancy Santesso</b>	NS		All items
<b>Senior Management Team:</b>			
<b>Mark Wilson</b>	Chief Executive Officer (CEO)	MW	All items except Item 6
<b>David Tovey</b>	Editor in Chief	DT	All items
<b>Jo Anthony</b>	Head of Knowledge Translation Department	JA	
<b>Lucie Binder</b>	Senior Advisor to the CEO (Minute taker from Item 9)	LB	From item 9
<b>Chris Champion</b>	Head of Membership, Learning & Support Services	CC	
<b>Chris Mavergames</b>	Head of Informatics & Technology Services	CM	
<b>Charlotte Pestrige</b>	CEO, Cochrane Innovations	CP	
<b>Karla Soares Weiser</b>	Deputy Editor in Chief	KSW	
<b>Sarah Watson</b>	Head of Finance & Core Services (Minutes taker to Item 9)	SW	All items
<b>Other attendees:</b>			
<b>Julian Elliott</b>	Next Generation Co-ordinator (CET)	JE	
<b>Deborah Pentesco-Murphy</b>	Editorial Director (Wiley)	DPM	

## Notes & Abbreviations:

Content is restricted when the Board considers it confidential and/or commercially sensitive – it is only made available to Board and SMT members.

<b>AOB</b>	Any Other Business
<b>Board</b>	Governing Board
<b>CET</b>	Central Executive Team
<b>CEAD</b>	Communications & External Affairs Department (a department of the CET)
<b>CEU</b>	Cochrane Editorial Unit (a department of the CET)
<b>CLIB/ECLIB</b>	Cochrane Library/enhanced Cochrane Library project
<b>CRG</b>	Cochrane Review Group
<b>GES</b>	Global Evidence Summit, Cape Town, September 2017

<b>KT</b>	Knowledge Translation
<b>OA</b>	Open Access
<b>SDS</b>	Strategic Development Support
<b>SMT</b>	Senior Management Team
<b>Board</b>	Governing Board
<b>CET</b>	Central Executive Team
<b>CLIB/ECLIB</b>	Cochrane Library/enhanced Cochrane Library project
<b>CRG</b>	Cochrane Review Group
<b>OA</b>	Open Access
<b>SMT</b>	Senior Management Team

#### List of Approved Resolutions:

<b>2</b>	<b>The Board approves the Agenda and the papers presented in the Consent Agenda.</b>
<b>6.1.1</b>	<b>The Board approves: 1) the Governing Board Charter; 2) the Code of Conduct for Trustees; 3) the Terms of Reference for the Governance Committee (with the minor textual modifications agreed in the Minutes).</b>
<b>8</b>	<b>The Board approves the content strategy framework and associated level of funding to deliver the priorities for 2018-2020 (the amounts of £70,000 in 2018 and £200,000 in 2019 and 2020).</b>
<b>10</b>	<b>The Board approves the establishment of a permanent Cochrane ‘Fast-Track Service’ and financial support for its implementation in 2018-2019 (£89,500 per year for two years).</b>
<b>12.8</b>	<b>The Board approves the plan to hold a Global Evidence Summit 2 (GES2) every four years from the second GES in 2020 or 2021.</b>
<b>13.1</b>	<b>The Board approves the proposed process for reviewing Cochrane’s policy on commercial sponsorship and conflicts of interest for Cochrane Groups; and financial support for its implementation (total of £74,689).</b>
<b>14.2</b>	<b>The Board approves the Quarter 2 2018 Risk Management Report.</b>
<b>17.4</b>	<b>The Board approves the establishment of Cochrane Mexico as a new Cochrane Centre.</b>
<b>17.5</b>	<b>The Board approves the Cochrane MS and Rare Diseases of the Central Nervous System Group's application for Strategic Development Support (with support of £40,000).</b>

#### List of approved Actions:

<b>6.1.1</b>	<b>Lucie Binder to arrange for Joerg Meerpohl and Gerald Gartlehner to be added to the Governance Committee and Complaints Procedure Working Group respectively.</b>
<b>6.1.2</b>	<b>The Governance Committee to propose the changes to Cochrane’s Articles of Association on Co-Chair length of term for a members’ vote; and to manage the forthcoming Co-Chair election.</b>
<b>10</b>	<b>Karla Soares-Weiser to submit an updated version of the Fast Track Service to the Board for its information.</b>
<b>12.2</b>	<b>CET to review format of the Governance Meetings to facilitate better cross-group communication.</b>
<b>12.2</b>	<b>CET to plan to scale-up its advocacy and campaign work in 2019 and beyond.</b>
<b>13</b>	<b>CET to publicize the Cochrane Review Priority List for all Cochrane Groups.</b>
<b>13.2</b>	<b>David Tovey to report back to the Board on discussions with the authors of the Evidence-Based Medicine Manifesto.</b>
<b>13.3</b>	<b>Governance Committee and David Tovey to revise and re-submit the Terms of Reference of the Cochrane Library Oversight Committee for the Board’s approval.</b>
<b>13.3</b>	<b>Governance Committee and Complaints Procedure Working Group to develop a ‘Statement of Service’ for complaints procedures.</b>
<b>14.2</b>	<b>Mark Wilson to involve Board members in the development of strategies to improve support to the CET, to be submitted for the Board’s consideration as part of the 2019 Plan &amp; Budget proposal.</b>
<b>15.2</b>	<b>Deborah Pentesco Murphy to share the ‘net promoter score’ survey with the Board.</b>

17.2	CET to provide information on total Strategic Development Support funding allocated to date and final reports on how funding has been spent (with a template provided by the Finance, Audit and Investment Sub-Committee).
18	CET to develop a proposal on a Gold Open Access scheme for high-priority Cochrane Reviews, for the Board's consideration.

## Day 1: 19 March 2018 - Governing Board Development Day

The Board met for a Development Day on 19<sup>th</sup> March 2018. This session was not minuted.

## Day 2: 22 March 2018 – Strategic and Business Issues

### 1 Welcome, Apologies, Declarations of Interest

MB opened the meeting and welcomed everyone. There were no apologies. The interest of all Trustees (except for CF who was standing down later in the year) in Item 6.1.2. was noted.

### 2 Approval of the Agenda including Consent Agenda

CM requested that Item 13.2. be moved from the Consent Agenda to the main Agenda. There were no other amendments to the Agenda. MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION: The Board approves the Agenda and the papers presented in the Consent Agenda.**

**13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS) 0 No 0 Abstain**

### 2.1 Approval of the Minutes - Board's teleconference, 12th December 2017

*Consent Agenda item approved under Item 2.*

### 3 Matters Arising not otherwise covered by the Agenda

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

### 4 Co-Chairs' Report

CF thanked the team from Cochrane Portugal for organizing and hosting the Governance Meetings in Lisbon. She also thanked DT and Karla Soares-Weiser for organizing the community strategic session, which had been held on 21 March 2018 on the topic of *CRG Networks and the Cochrane Community: Working better together*.

### 5 Treasurer's Report

MK reported that the Finance, Audit and Investment Committee had met the previous day. The Charity's finances were healthy and although the auditors had not yet provided a final report, they had raised no concerns about Cochrane's 2017 accounts or financial position. She thanked the Board's Governance Committee for helping Cochrane meet its UK charity governance obligations.

CM asked for a note of thanks to Cochrane South Africa and staff at the CET be recorded for their organisation of the Global Evidence Summit in 2017. MW confirmed that the event had made a profit, which he had proposed would be shared between Cochrane South Africa and the Cochrane Charity. *[MW left the meeting after this item to attend the Cochrane Council meeting.]*

### 6 Governing Board Sub-Committees - Matters to Report:

#### 6.1 Governance Sub-Committee:

##### 6.1.1 New Board governance resources

MB introduced proposed new governance resources [2018-LISB-6.1.1-0 to 3]. There were no questions about the Governing Board Charter. Regarding the proposed Code of Conduct, it was noted that considerations of equity and diversity were sufficiently addressed by the document, as they were in all the proposed governance resources.

Regarding the Committee Terms of Reference, MB confirmed that all 'committees' are sub-committees of the Board, but are referred to as committees to align with the Articles of Association. It was proposed and agreed that wording on the 'formal evaluation' of committees should be changed to 'informal review'. It was proposed and agreed that non-native English speakers should join the Board committees responsible for developing policy.

**ACTION:** Lucie Binder to arrange for Joerg Meerpohl and Gerald Gartlehener to be added to the Governance Committee and Complaints Procedure Working Group respectively.

**RESOLUTION:** The Board approves: 1) the Governing Board Charter; 2) the Code of Conduct for Trustees; 3) the Terms of Reference for the Governance Committee (with the minor textual modifications agreed in the Minutes).

13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS ) 0 No 0 Abstain

### 6.1.2 Governing Board Governance issues: Leadership and the functioning of Sub-Committees and Working Groups

CM, on behalf of the Governance Committee, provided an overview of that Committee's work on Board leadership and governance, and referred to a draft paper that had been made available to the Trustees. She gave the background to a draft proposal to move from a Co-Chair to single Chair and Deputy Chair arrangement, which had been proposed by National Growth Partners during the development day with the Board in 2017.

The rationale for a single Chair, as set-out in the draft paper, included clarification of responsibility, a more professional and 'board-like' structure, and a lower workload for Chairs now that the Board had transitioned from an operational Steering Group. It was noted that a final decision by the Board would have to be taken relatively quickly so that an election for a new Co-Chair to replace CF could be undertaken if required. Also, that the Board could consider restricting nominations and appointments as Co-Chair from within its membership as part of the proposal.

In the discussion that followed it was noted that a single Chair might be helpful to the CET in clarifying decision-making authority, and that a Deputy Chair to Chair progression provided professional development opportunities. Conversely, a single Chair might be faced with too much responsibility. It was noted that a Co-Chair arrangement allowed for increased diversity - especially linguistic and gender - in the organization's leadership and that one perception of the Co-Chair arrangement is of collaboration and shared partnership.

The Trustees decided in an informal vote that the draft paper should not be taken forward and that the Co-Chair arrangement should remain in place. However, it was agreed that the total term served on the Board by an individual should be extended so as to allow someone to serve as a member (3 years plus 3 years) followed by appointment as Co-Chair (2 years initially with the possibility of re-election for 2 years) taking their total term beyond the current six-year limit. This would require a change to Cochrane's Articles of Association, to be voted on by the members at the 2018 Annual General Meeting. CF asked the Governance Committee to take this forward, along with managing the process for the forthcoming Co-Chair election.

**ACTION:** The Governance Committee to propose the changes to Cochrane's Articles of Association on Co-Chair length of term for a members' vote; and to manage the forthcoming Co-Chair election.

A concern was raised that the Board was missing an opportunity for its sub-committees to make Board meetings more efficient and effective by undertaking work on the Board's behalf. As a rule, the Board didn't need to question the preliminary work and/or decision-making undertaken by a sub-committee if it trusted the sub-committee functioned effectively. The need for good communication between sub-committees and the full Board was highlighted if this arrangement is to work. The Trustees agreed that, as a principle, sub-committees should undertake preliminary consultation with the full Board on matters that might be contentious or would require a change in strategic direction that needed the full Board's approval, before an item was tabled for a Board meeting.

### 6.1.3 Board Elections & Appointment

MB explained the Articles of Association mandated that the number of internally elected Board members exceeds that of appointed members. Following CF's departure, a new member would need to be *elected*, but if the Co-Chair was

also externally *appointed* (either from Cochrane's membership or external to the organization), two members would need to be *elected*. The benefits of having a Co-Chair who is familiar with the way the Board functions at any one time were discussed. It was proposed that in future Board Co-Chairs be appointed from within the membership of the Board. The Trustees supported this and the Governance Committee was asked to propose a formal resolution for the Board's vote at a future meeting. However, current practice will be followed for the Co-Chair election to replace CF.

## **7 "Getting to where we need to be": Reviewing *Strategy to 2020's* Definitions of Success**

MW re-joined the meeting along with all other members of the SMT. MB welcomed them and congratulated Jo Anthony and Chris Champion on their recent appointments as Head of Knowledge Translation Department and Head of Membership, Learning & Support Services, respectively.

MW explained that the 'Definitions of Success' document [2018-LISB-7], had first been considered and approved by the Board in September 2016. The document was updated each year by the SMT, with the Board invited to consider and adjust the stated definitions and indicators of success so that it set the overall strategic direction and destination points. The SMT had reconsidered the likelihood that Cochrane would reach all of the proposed definitions. He was delighted to report that no substantive reductions were proposed to the definitions of success of the 28 objectives; and that the SMT expected the organization to meet all of the previously established definitions of success with the exception of two. At current activity levels, Cochrane would not meet its stated advocacy objective; but advocacy initiatives and campaigns were planned beginning in 2019 that would ensure Cochrane met this objective by the end of the *Strategy to 2020*. Although we would also not likely reach the objective of providing extensive translated Cochrane content in all six WHO official languages, the translations programme overall could be considered a major success given its current scope and scale (14 languages in total).

CM congratulated the SMT on its work. The CEO and his team addressed questions and comments raised by the Trustees.

## **8 Cochrane Content Strategy (including Diverse Data)**

Julian Elliott joined for this item. DT introduced the document [2018-LISB-8].

Trustees asked for clarity on what the content strategy covered; DT confirmed that it was predominantly focussed on content for the *Cochrane Database of Systematic Reviews* part of the Cochrane Library, which was where Cochrane's reputation was built. It was suggested that consumers could be involved in plans to implement the strategy. DT and his team addressed questions and comments raised by the Trustees.

**RESOLUTION: The Board approves the content strategy framework and associated level of funding to deliver the priorities for 2018-2020 (the amounts of £70,000 in 2018 and £200,000 in 2019 and 2020).  
11 Yes (MB, CF, JC, GF, PG, DH, TH, MK, RL, CM, JM) 1 No (NS) 1 Abstain (GG)**

Julian Elliott was thanked for his contribution and left the meeting.

## **9 CRG Transformation Programme: status update and outcomes from the Lisbon strategic session on CRG transformation**

Karla Soares-Weiser introduced the document [2018-LISB-9] and confirmed that since the formalization of the CRG Networks in November 2017, Senior Editors had been appointed and were at different stages in developing their Networks. The CET has been focussed on the re-accreditation process for CRGs and has signed collaboration agreements with all UK-based CRGs to-date. Funding had been received from the UK NIHR to strengthen the editor base within the Networks. Where recruitment for a Network's editorial leadership had not been successful for permanent roles following two rounds of recruitment, interim arrangements had been put in place.

The Trustees congratulated the CET on the work it had achieved since September 2017 and the huge advances made to restructure the organization. DT and KSW addressed questions and comments raised by the Trustees.

## **10 Implementation of a Cochrane Fast Track Service**

Karla Soares-Weiser introduced the document [2018-LISB-10] and reminded the Board that in 2017 it had approved a pilot scheme for the First Track Service. The goal had been to attract senior authors to Cochrane with a journal-like submission process. She stated that the proposal presented was to guide the Board's strategic decision on whether to proceed with the Service, and was not intended to provide all the operational detail. Should the Board approve the proposal, an updated version would be submitted for information.

The Board thanked Karla for the initiative. In discussion, Karla confirmed that if it was decided to pursue the Service as a more substantial revenue-generating activity in future, this would be done by Cochrane Response so as not to duplicate effort. Further, Karla confirmed that the amount requested was based on the minimum number of projected reviews and planned set-up costs in the first year.

After further discussion MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION:** The Board approves the establishment of a permanent Cochrane 'Fast-Track Service' and financial support for its implementation in 2018-2019 (£89,500 per year for two years).  
12 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM) 1 No (NS) 0 Abstain

**ACTION:** Karla Soares-Weiser to submit an updated version of the Fast Track Service to the Board for its information.

## 11 Governing Board - Cochrane Council Joint Meeting "Adding Value"

The Trustees and the Senior Management Team then joined the Cochrane Council for a Joint Session, which was jointly chaired by MB, CF and the Council Co-Chairs, Julie Brown and Fergus Macbeth.

All participants introduced themselves. Julie said that she was stepping-down as Council Co-Chair and a replacement was being sought. CF thanked her for her work and wished her well for her future endeavours.

Julie and María Ximena Rojas Reyes (Council Author representative) reported on the Council's own discussion earlier in the day on Cochrane authors and highlighted the importance of capacity building for them. DT stressed that the priority was to promote reviews authored by appropriately skilled author teams over wide inclusion; the membership scheme provided alternative routes for people to get involved in Cochrane's work.

Yemisi Takwoingi (Council Methods representative) raised the issue of providing appropriate and effective support to the methods community. Liz Stovold (the Council's Information Specialists representative) said that training opportunities for Information Specialists were also important. Fergus said that the Council recognized its role in supporting the implementation of the Knowledge Translation Framework. The suggestion of a 'KT Innovations Fund' was raised and would be considered by the Senior Management Team.

MB said that he hoped the Board and Council could develop a closer relationship that supported the organization, in collaboration with the CET. He reported that the Board had reiterated its thanks to the CET and wider Cochrane community for its work. He informed the Council that all proposals brought before the Board so far had been approved.

All members were thanked for their time and the Board Co-Chairs closed the meeting.

## Day 3: 23 March 2018 – Strategic and Business Issues

CF welcomed everyone to the meeting. António Vaz Carneiro, Director of Cochrane Portugal, briefly joined the meeting and received thanks from the Governing Board to him and his whole team for organizing the Governance Meetings in Lisbon.

## 12 Chief Executive Officer's Report:

MW said that he hoped the Board would celebrate 2017 as a fantastic year for Cochrane as a whole. He presented his report and noted that the Organizational Dashboard [2018-LISB-12.3] showed that Cochrane had met nine of the 10



organizational targets; the exception was the delivery of the enhanced Cochrane Library, which would take place in the coming months. He spoke to the enormous increase in demand for Cochrane content, as shown in the useage and download statistics for the Cochrane Library and Cochrane.org in the Dashboard.

#### **12.1 Report on delivery of 2017 Strategy to 2020 Targets**

MW confirmed that the final report on the delivery of Cochrane's 2017 Targets would be published in the first half of Quarter 2.

#### **12.2 Progress report on delivery of 2018 Strategy to 2020 Targets**

MW said that the SMT had taken the view that Cochrane should focus on five big priorities in 2018 (CRG Networks, standardized technology workflow, content strategy, further development of the Cochrane Library, Knowledge Translation), which would form the principal Targets for 2018 and 2019. The biggest ongoing challenge, with tremendous knock-on opportunity costs, was the continuing delays in the launch and further development of the Cochrane Library.

The CEO and his team addressed questions and comments raised by the Trustees. It was agreed that the key to eventual complete success of *Strategy to 2020* objectives relied on the Cochrane community embracing and taking a full part in implementing the initiatives that were underway. MW said that his team would review the format of the Governance Meetings to facilitate better cross-group communication in future.

**ACTION: CET to review format of the Governance Meetings to facilitate better cross-group communication.**

A concern was expressed that no initiatives had been mentioned to support Cochrane's advocacy and social responsibility agenda (the only red markers on the 'Definitions of Success' document). In response, MW agreed, stating that in 2019-20 advocacy and campaign work would be moved up the priority list, once further progress on the big organizational change projects had been implemented.

**ACTION: CET to plan to scale-up its advocacy and campaign work in 2019 and beyond.**

#### **12.3 Cochrane Dashboard**

*Consent Agenda item approved under Item 2.*

#### **12.4 Cochrane Executive Team Restructure**

*Consent Agenda item approved under Item 2.*

#### **12.5 Knowledge Translation implementation Update**

*Consent Agenda item approved under Item 2.*

#### **12.6 Partnerships Update**

*Consent Agenda item approved under Item 2.*

#### **12.7 Membership Scheme Update**

Chris Champion provided a short update on the progress of registering Cochrane members. He said that to-date, there were over 28,000 supporters and 9,539 members, with more than 500 people undertaking tests to become translators.

#### **12.8 Proposal for future Global Evidence Summits (GES)**

MB introduced the document [2018-LISB-12.8] and its recommendation to hold future Global Evidence Summits at regular intervals in future. In response to a question about whether Cochrane was taking on too much risk by underwriting most of the costs of the GES, Sarah Watson said that a lot of work had been done on risk management, including detailed guidance for organizers on the cost level for the event and the provision of appropriate insurance.

The issue of personal safety in Cape Town was raised. Jo Anthony reported that this had not been a strong theme in feedback received, but was a consideration in the selection of location for future Colloquia and the GES. It was reported that Cochrane Canada, which was hosting the Cochrane Colloquium in 2020, would be keen to make the event a GES instead. The SMT agreed to explore this option.

MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION:** The Board approves the plan to hold a Global Evidence Summit 2 (GES2) every four years from the second GES in 2020 or 2021.

13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS ) 0 No 0 Abstain

### 13 Editor in Chief's Report:

DT presented his report, stating that the Cochrane Library is a successful journal, with Cochrane in the fortunate position of seeing revenues increasing. Nevertheless, the organization was in a vulnerable position in terms of its reliance on the author community and the need to keep pace with content innovation.

He spoke to the “three big projects” currently being undertaken by the Editorial and Methods Department: the enhanced Cochrane Library, CRG Transformation, and content strategy. Staff were also working hard on developing policies (e.g., the acceptance and rejection policy). The establishment of the Scientific Committee had been an important development in supporting him in appropriate methods implementation and reducing methodological inconsistency. The Methods Structure & Function proposal [2018-LISB-17.3] was important and had the potential to enthuse the methods community, which he felt had been somewhat marginalized in recent years. He said that the Cochrane Review Priority List was still not getting submissions from non-CRGs and it was therefore agreed to increase the publicity around it in the wider Cochrane community.

**ACTION:** CET to publicize the Cochrane Review Priority List for all Cochrane Groups.

#### 13.1 Proposal for a process for reviewing Cochrane's policy on commercial sponsorship and conflicts of interest for Cochrane Groups

DT introduced the document [2018-LISB-13.1] that had been produced at the request of the Board in its meeting in December. Some Board members expressed concern that the process proposed was too slow and conflated issues of financial and non-financial conflicts of interest (COI). In discussion, a suggestion was made that the process could move more quickly with the Council being charged with co-ordinating feedback. DT said that the Council had raised concerns about being charged with this job, but it could be reconsidered upon the Board's advice.

It was noted that the separation of financial and academic COI had been deliberate. DT reported that the recent COI audit had shown that the policy developed in 2014 had been routinely ignored. In discussion, a range of views were expressed about the process itself, the proposed speed of the process, its breadth and the budget required.

MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION:** The Board approves the proposed process for reviewing Cochrane's policy on commercial sponsorship and conflicts of interest for Cochrane Groups; and financial support for its implementation (total of £74,689).

8 Yes (MB, CF, JC, GF, TH, MK, RL, CM) 5 No (DH, GG, JM, NS, PG) 0 Abstain

#### 13.2 Development of an Evidence-Based Medicine Manifesto

Following the earlier conversation on increasing Cochrane's advocacy work the Board welcomed the opportunity to consider adopting the 'Evidence-Based Medicine Manifesto' developed at the last 'Evidence Live' conference [2018-LISB-13.2] All agreed that the Manifesto offered an opportunity for Cochrane, albeit with some changes to its wording, but also wanted more information on what involvement Cochrane could appropriately take. The Board asked DT to explore these issues with the Manifesto's authors and report back at the next Board teleconference.

**ACTION:** David Tovey to report back to the Board on discussions with the authors of the Evidence-Based Medicine Manifesto.

#### 13.3 Cochrane Library Oversight Committee (CLOC) – Interim Report and Terms of Reference

MB proposed that the Terms of Reference [2018-LISB-13.3] not be presented for approval at this meeting but re-submitted once they had been aligned with the Terms of Reference of the Board Sub-Committees. The Board members agreed to this approach and noted their thanks to Ginny Barbour for taking on the role of CLOC Chair.

**ACTION:** Governance Committee and David Tovey to revise and re-submit the Terms of Reference of the Cochrane Library Oversight Committee for the Board's approval.



Referring to the Cochrane Library complaints procedure set out in the document, it was noted that some correspondence sent to David Tovey was inappropriate, in that it contained abusive statements. The Trustees agreed that a 'Statement of Service' be developed alongside all Cochrane complaints procedures that made clear that Cochrane had a zero-tolerance approach to abusive behaviour.

**ACTION: Governance Committee and Complaints Procedure Working Group to develop a 'Statement of Service' for complaints procedures.**

## **14 Finance and Risk Management Report**

### **14.1 Finance Report**

MW gave a brief overview of Cochrane's very healthy financial position at the end of 2017, and the potential opportunity to invest in more ways to meet the Objectives set out in the *Strategy to 2020*. Feedback received by the Trustees suggested that the CET was working at full capacity and staff were under significant stress. MW said he accepted this assessment, stating that the CET felt under pressure to provide value for money in everything it did, and were working on a number of complex projects at the same time. The Board noted the need to ensure the CET was working sustainably and asked MW and DT for their thoughts about how the CET could be supported better, including financially.

The Board sought to ensure that their support of the CET be communicated to all employees. MW thanked the Board for the option to consider targeted increases in investment in the CET to improve sustainability, which he would consider.

### **14.2 Risk Management Report**

MW reported that the only major change to the Risk Management Report [2018-LISB-14.2] since it was last submitted to the Board in Q4 2017 was the change to Risk 29, reflecting the continuing efforts of Cochrane Canada to secure long-term funding.

With regards to the risk of CEO and Editor in Chief burnout and the conversation under Item 14.1, Trustees asked if the risk might be expanded to include all CET staff. In response, Sarah Watson said this could be considered and noted the mitigating actions being taken included an improved appraisal process and training budget allocation. It was noted that staff development was important to organizational sustainability and the suggestion was made that Board members might be brought in to look at CET development and work-life management.

**ACTION: Mark Wilson to involve Board members in the development of strategies to improve support to the CET, to be submitted for the Board's consideration as part of the 2019 Plan & Budget proposal.**

MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION: The Board approves the Quarter 2 2018 Risk Management Report.**  
**13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS ) 0 No 0 Abstain**

### **14.3 Draft 2017 Trustees Report**

*Consent Agenda item approved under Item 2.*

## **15 Publishing Management Report:**

### **15.1 Internal Report on publishing status**

DT confirmed that an open beta launch of the enhanced Cochrane Library was on target for April 2018 with a full launch predicted towards the end of May 2018. Everyone from Cochrane, Wiley and Highwire were working incredibly hard. Nevertheless, lessons had been learned about how to run complex technology projects more efficiently following this difficult experience. He said the Board should keep in mind the reason for undertaking this project, and that the focus should remain on the development possibilities created for the Cochrane Library by the new platform.

MW reported that the Letter of Intent to extend the Cochrane-Wiley contract to the end of 2020, as previously agreed by the Board, had been signed. Negotiations on the Addendum were now in progress and communication to the Cochrane community would be issued in due course. The Board thanked everyone involved in the development of the enhanced Cochrane Library.

## 15.2 Publisher's Report (Wiley)

Deborah Pentesco-Murphy, Editorial Director at Wiley, joined and was welcomed to the meeting. In her opening remarks she said that although she was disappointed that the enhanced Cochrane Library had not yet been launched, the team was very close to launching the full beta, which she invited all Board members to view.

She reported that there had been incredible growth in the use of Cochrane content, including in established markets, and this was spread across all Cochrane Library licence types, with a 22% increase in royalties in 2017. Wiley had also conducted a new form of market analysis and the results showed astonishing high levels of satisfaction with the Cochrane Library product, which was tremendously encouraging for the future even as increasing amounts of the Library were made Open Access. She agreed to share this 'net promoter score' survey.

**ACTION:** Deborah Pentesco Murphy to share the 'net promoter score' survey with the Board.

CF thanked Wiley for an excellent year and DPM left the meeting.

## 15.3 Cochrane Library Performance Dashboard 2017

*Consent Agenda item approved under Item 2.*

## 16 Cochrane Innovations' Report

Charlotte Pestridge spoke to her report highlighting the change in remit of Cochrane Innovations [2018-LISB-16]. The products that were being commercialized were all doing well in terms of delivering against their business plans, but the importance of the subscription model to the Cochrane Library continued to be proven. Trustees made comments and raised a number of questions which CP answered.

## 17 Cochrane Group Issues

### 17.1 2017 Cochrane Group Financial and Resource Monitoring: Non-responding Groups

MW introduced the document [2018-LISB-17.1] and pointed out to the Board the non-responding Groups. He would report back once the final deadline had passed.

He spoke to the recent developments in the US, with the closure of the US Cochrane Center, and the plans to set up a new Cochrane US Network. He thanked Kay Dickersin and the team at the former US Cochrane Center for their contribution to Cochrane. Cochrane Hong Kong would also have a change of leadership, but become an Affiliate in the new Cochrane China Network which would also be established in 2018.

### 17.2 Group status reports, including: Group Management and Monitoring; Collaboration Agreements with Cochrane Groups; Strategic Development Support (SDS) Updates

MW reported back on the progress of those Groups given Strategic Development Support (SDS or 'bridge') funding over the last few years. He said that Cochrane Neonatal Co-Ed Roger Soll had reported good progress in achieving financial sustainability for the CRG, though there was still more work to be done. SDS funding had also been successful in providing real bridge funding for Cochrane Lung Cancer, which had now secured long-term support. In Australia, only the EPOC satellite had secured longer-term funding following the SDS given in 2017, but the other satellites would keep operating in a reduced capacity and would continue to seek funding. Reports for the funds provided to Cochrane Canada were still being gathered, but although long-term funding had not yet been secured by all Groups all were continuing to operate, though some at reduced capacity.

**ACTION:** CET to provide information on total Strategic Development Support funding allocated to date and final reports on how funding has been spent (with a template provided by the Finance, Audit and Investment Sub-Committee).

### 17.3 Methods Structure and Function Review: Organising Methods Expertise in Cochrane

*Consent Agenda item approved under Item 2.*

### 17.4 Cochrane Mexico Centre Application

MW spoke to the innovative Associate Centre model proposed for the Centre in Cochrane Mexico, developed by Giordano Pérez Gaxiola (Director of Cochrane Mexico) and Xavier Bonfill (Director of the Iberoamerican Network). He congratulated them on the high-quality of their application. Trustees noted that this proposal provided an excellent opportunity to develop Cochrane's activities in Mexico and that this network approach may be a useful model to consider for the US and in other countries.

MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION: The Board approves the establishment of Cochrane Mexico as a new Cochrane Centre.**  
**13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS) 0 No 0 Abstain**

#### **17.5 Strategic Development Support Application - Cochrane Multiple Sclerosis & Rare Diseases of the Central Nervous System Group**

DT said that he was supportive of this application [2018-LISB-17.5] as it would provide critical, temporary and only partial funding to the Group. This fitted the SDS funding criteria and would allow for the continuation of the Group's activities until long-term support was secured from the Group's host institution.

MB proposed the resolution and called for a vote. The resolution was approved.

**RESOLUTION: The Board approves the Cochrane MS and Rare Diseases of the Central Nervous System Group's application for Strategic Development Support (with support of £40,000).**  
**13 Yes (MB, CF, JC, GF, GG, PG, DH, TH, MK, RL, CM, JM, NS) 0 No 0 Abstain**

#### **18 Any Other Business**

##### **Payment of Gold Open Access**

The Board asked the SMT to consider how a fund might be established for the top percentage of priority Cochrane Reviews to be published via Gold Open Access on a waiver scheme.

**ACTION: CET to develop a proposal on a Gold Open Access scheme for high-priority Cochrane Reviews, for the Board's consideration.**

MW, DT and their teams were thanked by the Board for all their work. It was CF's last face-to-face meeting but she would be given proper thanks at the forthcoming Colloquium in Edinburgh.

**---MEETING END---**

The SMT members then left the meeting. The Trustees entered a informal period of Board-only time.