

Governing Board Minutes

13 June 2018, Teleconference

Trustees (Board members):		Present for:
Martin Burton (Board and Meeting Co-Chair)		All items
Cindy Farquhar (Board and Meeting Co-Chair)		All items
Janet Clarkson		All items
Maria Gladys Faba Beaumont		All items
Gerald Gartlehner		All items
Peter C. Gøtzsche		All items except Items 10 and 11
David Hammerstein Mintz		All items
Tracey Howe		All items
Marguerite Koster		All items except Item 8.1
Raewyn Lamb		All items
Catherine Marshall		All items
Joerg Meerpohl		All items
Nancy Santesso		All items
Senior Management Team		
Lucie Binder	Senior Advisor to the CEO (Governance & Management)	All items except Items 10 and 11
Sarah Watson	Head of Finance & Core Services	All items except Items 10 and 11
Other participants		
Veronica Bonfigli	Governance Officer (Minute taker)	All items except Items 10 and 11
Apologies		
Mark Wilson	Chief Executive Officer	
David Tovey	Editor in Chief	

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. **Restricted access content is highlighted in yellow.**

List of Approved Resolutions:

2	The Board approves the Minutes of its meeting on 19 and 22-23 March 2018, Lisbon, Portugal.
7.3.2	The Board approves the Governance Committee's recommendation to approve the Terms of Reference for: 1) Finance, Audit and Investment Committee; 2) Treasurer. Versions last updated 5 June 2018.
8.1	The Board appoints Marguerite Koster as Co-Chair of the Governing Board for a period of two years from 1st September 2018.

List of approved Actions:

2	The Governance Committee to consider and recommend changes to the style and format of Board minutes for the Board's approval.
3	Jo Anthony to contact David Hammerstein for input on planning Cochrane's advocacy agenda.

5	The Finance, Audit and Investment Committee to consider future funding of Cochrane Prizes and Awards.
5	David Hammerstein to prepare a briefing paper on new EU legislation on Health Technology Assessment for the Board's consideration.
6	The Governance Committee to consider recommendations made by Cochrane's auditors on Trustees' role and responsibilities, and good governance.
7.6	The Co-Chairs and Governance Committee to review membership of Board sub-committees annually.
8.1	The Governance Committee to review the policy of Co-Chairs providing letters of support to applicant Co-Chairs.

1 Welcome, Apologies, Declarations of Interest

Martin Burton opened the meeting and welcomed everyone. Apologies from Mark Wilson and David Tovey were noted.

It was noted that Marguerite Koster had an interest in Item 8.1 and Peter Gøtzsche in Item 10. Both would leave the teleconference at the relevant item.

2 Approval of the Minutes of the 2018 Governance Meetings in Lisbon

The Trustees had provided comments on the Minutes by email before the teleconference, which had been taken into account in the version presented for approval. It was agreed that changes to the format and style of the minutes would be helpful. The Governance Committee was asked to develop recommendations on this.

ACTION: The Governance Committee to consider and recommend changes to the style and format of Board minutes for the Board's approval.

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

RESOLUTION: The Board approves the Minutes of its meeting on 19 and 22-23 March 2018, Lisbon, Portugal.

- **12 Yes (Martin Burton, Cindy Farquhar, Maria Gladys Faba Beaumont, Gerald Gartlehner, Peter C. Gøtzsche, David Hammerstein Mintz, Tracey Howe, Marguerite Koster, Raewyn Lamb, Catherine Marshall, Joerg Meerpohl, Nancy Santesso)**
- **0 No**
- **1 Abstain (Janet Clarkson)**

3. Action Items from previous meeting

Lucie Binder provided an overview of the action items from the previous meeting, noting forthcoming work on a review of the format of the annual Governance Meetings, and work to develop Cochrane's advocacy agenda. It was agreed that Jo Anthony would liaise with David Hammerstein, who would provide his advice on developing the advocacy agenda.

ACTION: Jo Anthony to contact David Hammerstein for input on Cochrane's advocacy agenda.

4. Other Matters Arising not otherwise covered by the Agenda

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

5. Co-Chairs' Report – Part 1

Cindy Farquhar raised the issue of Cochrane's Prizes and Awards, suggesting that central funding was one option to make them more sustainable. Marguerite Koster (Treasurer) said this would be considered by the Finance, Audit and Investment Committee.

ACTION: The Finance, Audit and Investment Committee to consider the funding of Cochrane Prizes and Awards.

Cindy then spoke to recent correspondence with David Hammerstein on new EU legislation concerning Health Technology Assessment, which David said had the potential to negatively impact the evidence base for Cochrane Reviews. It was agreed that this was an important issue and that David would write a briefing paper for the Board to further discuss the issue.

ACTION: David Hammerstein to prepare a briefing paper on new EU legislation on Health Technology Assessment for the Board's consideration.

6. Treasurer's Report

6.1 Trustees' Report and Financial Statements

Marguerite Koster reported that the Finance, Audit and Investment Committee had considered the Trustees' Report and Financial Statements and comments on them by Cochrane's auditors. She confirmed that the auditors had found no material deficiencies in the Report and Statements, and minor corrections were being made by Sarah Watson.

The auditors had made recommendations on the responsibilities of the Trustees, and good governance, which should be considered by the Governance Committee. Marguerite thanked Sarah Watson and her team for preparing the Report and Statements, a final version of which would be circulated following the meeting for the Board's approval.

ACTION: The Governance Committee to consider recommendations made by Cochrane's auditors on Trustees' role and responsibilities, and good governance.

7. Governing Board Sub-Committees business

7.1 Complaints Procedure Working Group

There were no matters to report.

7.2 Finance, Audit and Investment Committee (As per item 6)

There were no matters to report.

7.3 Governance Committee

7.3.1 Finance, Audit and Investment Committee Terms of Reference

7.3.2 Treasurer Terms of Reference

There were no questions. Martin Burton called for a vote. The resolution was approved.

RESOLUTION: The Board approves the Governance Committee's recommendation to approve the Terms of Reference for: 1) Finance, Audit and Investment Committee; 2) Treasurer. Versions last updated 5 June 2018

- **13 Yes (Martin Burton, Janet Clarkson, Cindy Farquhar, Maria Gladys Faba Beaumont, Gerald Gartlehner, Peter C. Gøtzsche, David Hammerstein Mintz, Tracey Howe, Marguerite Koster, Raewyn Lamb, Catherine Marshall, Joerg Meerpohl, Nancy Santesso)**
- **0 No**
- **0 Abstain**

7.4 Governing Board Appointed Member Nomination Committee

The Board noted the Committee's change of name from External Member to Appointed Member Nominating Committee. There were no matters to report.

7.5 Governing Reform Working Group

There were no matters to report.

7.6 Remuneration Committee

There were no matters to report.

It was agreed to review the membership of the committees annually at the Colloquium meeting.

ACTION: The Co-Chairs and Governance Committee to review membership of Board sub-committees annually.

8. Appointments and Elections to the Board

8.1 Co-Chair Appointment

Marguerite Koster left the teleconference for this item.

Cindy Farquhar confirmed that Marguerite's was the only application received. In the ensuing discussion her strong commitment to Cochrane and her applicable expertise was noted.

It was also noted that one of the current Co-Chairs (Martin Burton) had provided one of the required letters of support for Marguerite's application. The issue of incumbent Co-Chairs providing such support was discussed. It was noted that this had happened on previous occasions. It was agreed that the Governance Committee should review this practice, and make a recommendation whether or not this practice should continue, or if, as a matter of policy, it should not be permitted.

ACTION: The Governance Committee to review the policy of incumbent Co-Chairs providing letters of support to applicant Co-Chairs.

Cindy Farquhar called for a vote. The resolution was approved.

RESOLUTION: The Board appoints Marguerite Koster as Co-Chair of the Governing Board for a period of two years from 1st September 2018.

- **12 Yes (Martin Burton, Janet Clarkson, Cindy Farquhar, Maria Gladys Faba Beaumont, Gerald Gartlehner, Peter C. Gøtzsche, David Hammerstein Mintz, Tracey Howe, Raewyn Lamb, Catherine Marshall, Joerg Meerpohl, Nancy Santesso)**
- **0 No**
- **0 Abstain**

Cindy welcomed Marguerite back to the teleconference and the members congratulated her on her appointment.

8.2 Elections of new members

Lucie Binder explained that, with Cindy Farquhar retiring from the Board, the balance between appointed and elected members needed to be preserved (as per Cochrane's Articles of Association) with the election of one new member.

It was agreed that Board members should personally encourage suitable members to stand for election.

9. 2017 Cochrane Group Financial and Resource Monitoring: Final Non-Responding Groups

As per the report provided, the Board agreed no further action was required by the Board on Groups that had not responded to the 2017 round of Financial and Resource Monitoring.

At this point, Lucie Binder, Veronica Bonfigli and Sarah Watson were thanked for their contributions and left the meeting. Peter Gøtzsche, who had an interest in the item, also left.

10. Restricted Session (Trustees only) Co-Chairs' Report - Part 2

11. Date of Next Meeting: 14th & 15th September 2018, Royal College of Surgeons of Edinburgh (preceded by Board Development Day 13th September 2018)

----MEETING END----