

Governing Board Meeting Minutes

19-20 January 2019, London, UK

PRESENT:

Trustees (Board members):

Martin Burton (Co-Chair)

Marguerite Koster (Co-Chair)

Xavier Bonfill

Nicky Cullum

Sally Green

Gladys Faba

Tracey Howe

Karsten Jørgensen

Jordi Pardo

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 Pestrige Head of Innovations, Research & Development

Karla Soares Weiser Deputy Editor in Chief

Sarah Watson Head of Finance & Core Services

APOLOGIES:

Jan Clarkson

Restrictions:

Board Minutes are open access unless content is restricted when the Board considers it confidential and/or commercially sensitive. **Restricted access content is highlighted in yellow** 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	The Board approves the Minutes of its teleconference on 10 December 2018.
2	
5.7	The Board approves the updated Terms of Reference for the Cochrane Library Oversight Committee (CLOC).
7.1	The Board approves the <i>Strategy to 2020 Targets for 2019</i> as amended in Board discussion.
7.2	The Board approves the 2019 Plan and Budget.

List of Actions:

Agenda Item	David Tovey to prepare a short report on his reflections of the Editor in Chief role and options for future recruitment.
5.1.1	
5.3	The Governance Committee to consider options for Council attendance at Board meetings.
5.3	The Governance Committee to formalize a Council-Board reporting schedule.

5.6	The Governance Committee and the Council to jointly consider the implementation of recommendations two and three of the elections report.
5.7	David Tovey and Lucie Binder to consider the membership of the Cochrane Library Oversight Committee, which requires renewal.
7.1	The Senior Management Team to develop a new Target for 2019 on a review of Cochrane's Open Access policies.

1 Welcome, Apologies, Declarations of Interest

Marguerite Koster was in the Chair. She opened the meeting and welcomed everyone. Jan Clarkson had sent her apologies due to illness. No changes to attendees' declarations posted on the Cochrane Community website were required for this meeting.

The Chair noted the externally facilitated training sessions the Board had undertaken the day previously (19 Jan 2019) on effective governance and strategic development. These sessions were not minuted.

2 Approval of the Minutes of the 10 December 2018 Board Teleconference [RESTRICTED OPEN ACCESS SUPPORTING DOCUMENT]

The Chair called for a vote. The new members of the Board did not vote. The resolution was approved.

RESOLUTION: The Board approves the Minutes of its teleconference on 10 December 2018.

YES: Martin Burton, Nicky Cullum, Gladys Faba, Tracey Howe, Marguerite Koster. **NO:** None; **ABSTAIN:** None. **NO VOTE:** Xavier Bonfill, Sally Green, Karsten Jørgensen, Jordi Pardo.

3 Actions Arising from previous meetings

There were no Actions Arising from previous meetings not otherwise covered by the Agenda.

4 Matters Arising not otherwise covered by the Agenda

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

5 Governance and Policy:

5.1 Co-Chairs' Report and Correspondence [VERBAL REPORT]

The Chair noted the election of the new Board members: Xavier Bonfill, Sally Green, Karsten Jørgensen, and Jordi Pardo. She congratulated them on their election and welcomed them to the Board.

Recent correspondence received or seen by the Co-Chairs related to the elections would be addressed in item 5.6.

5.1.1 Editor in Chief recruitment update [RESTRICTED ACCESS SUPPORTING DOCUMENTS]

David Tovey and Karla Soares-Weiser excused themselves for this item. Sarah Watson provided an update on the recruitment process, noting the recommendation to approve the recruitment agency Saxton Bampfylde as the preferred recruitment support for the post; the Trustees approved this proposal.

It was suggested that the recruitment provided an opportunity to review whether responsibility for production and editorial processes should be made more distinct in Cochrane, which would impact upon the role requirements of a new Editor in Chief.

David Tovey (who had re-joined the meeting at the Board's request), agreed that some separation would be useful, but so as to avoid conflict in decision-making, his view was that there should be one person with final authority for content.

The Trustees discussed this issue at length and agreed that the recruitment process should not be delayed in order to address it, but it should be discussed and decided once the new Editor in Chief was appointed.

The Board also decided that a small group of Trustees, in addition to the Co-Chairs, and other relevant people (e.g. a member of the Council and the Editorial Board) should be called upon to provide input on the recruitment process. Further, David would prepare a short report on his reflections of the Editor in Chief role and options for future recruitment, to inform the discussion.

ACTION: David Tovey to prepare a short report on his reflections of the Editor in Chief role and options for future recruitment.

5.2 Treasurer's Report [VERBAL REPORT]

Tracey Howe reminded the Trustees that she had taken over the role of Treasurer after Catherine Marshall's resignation from the Board at its meeting in September 2018.

She spoke to Cochrane's strong financial position, with £6.5 million GBP currently in reserves. However, the Trustees agreed that, given the potential external threats to publishing income – which accounts for 95% of Cochrane's core income – from current initiatives such as the new international 'Plan S' for Open Access, the organization needed to review its financial sustainability as a priority. Such a review to include both Core and Group income.

5.3 Council Report

The Co-Chairs explained that they were now having regular calls with the Co-Chairs of the Council, Miranda Langendam and Fergus Macbeth. They were pleased with the recent joint Board-Council Co-Chair communique and wanted to see the Council play a greater role in internal communications. The forthcoming Governance Meetings in Krakow would be an important opportunity to raise the Council's profile further.

The Trustees discussed whether a member of the Council should attend Board meetings in future, or even whether a Council member should be a member of the Board. They asked the Board's Governance Committee to explore this and make a recommendation.

ACTION: The Governance Committee to consider options for Council attendance at Board meetings.

Further, they requested the Governance Committee formalize a Council-Board reporting schedule.

ACTION: The Governance Committee to formalize a Council-Board reporting schedule.

5.4 Re-appointment of Trustees [OPEN ACCESS SUPPORTING DOCUMENT]

The Chair reminded the Trustees that Rae Lamb and Catherine Marshall had resigned from the Board at its meeting in September 2018 to maintain the balance of elected and appointed Board members as required by the Articles of Association following the resignation of other members. She noted the Trustees' disappointment in losing Rae and Catherine's skills and expertise on the Board.

Tracey Howe spoke to the supporting document, noting that three appointments could now be made. The Trustees discussed the proposal to reappoint Rae and Catherine and also emphasized the importance of promoting representation from Low- and Middle-Income Countries on the Board.

The Trustees agreed to finalize a decision on this matter once legal advice had been sought on how to interpret the Articles of Association's rules on length of terms for members who resigned mid-term and where the Board sought to re-appoint them, as was proposed for Rae Lamb and Catherine Marshall.

5.5 Appointment of members to Board Sub-Committees

Martin Burton explained that Board Sub-Committees had been formed to undertake work on behalf of the Board. They included Trustees, non-voting members of the Central Executive Team, and other invited members. He spoke to the

remits of each of the committees and invited members to volunteer for certain committees. Membership would be finalized at a later date.

5.6 Elections Report: November/December 2018 election [OPEN ACCESS SUPPORTING DOCUMENT]

Martin Burton thanked Lucie Binder, who had acted as Elections Officer, noting the various issues that had arisen during the election and were detailed in her report. They approved the recommendations in the report as follows:

1. The Governing Board electoral and appointment procedure will be clarified to confirm that no one who receives salary, consultancy or secondment fees from core funds is eligible for election to the Board. They may choose to stand for election, but if elected, should resign from any core funded position before taking up their seat on the Board.
2. The canvassing clauses of the current electoral and appointment procedure are open to debate and will therefore be clarified and improved. The aim should not be to prevent discussion and debate by candidates or voters about candidates and important election issues –in fact, more could be permitted to increase voter engagement - but to make clear what is and isn't permitted in the best interests of free and fair elections.
3. Policy on appropriate use of Cochrane email lists will be developed.
4. An open discussion forum for all Cochrane Members will be developed.
5. The Governance Committee will keep a watching brief on whether changes to the canvassing and communications procedures lead to increased voter turnout and take appropriate action.

Further, the Trustees agreed the Candidate Statements should not be reduced in length.

The Trustees asked the Governance Committee and the Council to jointly consider the implementation of recommendations two and three. Chris Champion reported that an open discussion forum for Cochrane Members had already been developed and would be publicized to the community; and 'Slack' an online collaboration tool used successfully by the Central Executive Team was being rolled out on a trial basis to CRG Networks and Centre Directors.

ACTION: The Governance Committee and the Council to jointly consider the implementation of recommendations two and three of the elections report.

Sally Green requested some minor clarifications in the elections report and would send these to Lucie Binder.

5.7 Cochrane Library Oversight Committee: request to approve Terms of Reference [OPEN ACCESS SUPPORTING DOCUMENT]

The Chair called for a vote. The resolution was approved.

RESOLUTION: The Board approves the updated Terms of Reference for the Cochrane Library Oversight Committee (CLOC).

YES: Xavier Bonfill, Martin Burton, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Jordi Pardo. NO: None; ABSTAIN: None.

The Board requested that David Tovey and Lucie Binder consider the membership of the Committee, as some members' terms had expired.

ACTION: David Tovey and Lucie Binder to consider the membership of the Cochrane Library Oversight Committee, which requires renewal.

6 Executive Officers' Updates:

6.1 CEO's Report [VERBAL REPORT]

Mark Wilson spoke to achievement against the 2018 *Strategy to 2020* Targets, noting the huge amount of work undertaken collectively by Cochrane Groups and the Central Executive Team in delivering against them. He highlighted the substantial achievement in re-organizing Cochrane Review Groups into Networks, the delivery of a Content Strategy, and the progress in embedding Knowledge Translation as a new function for Cochrane. He noted the delay to RevMan Web work because of the Informatics & Technology Service Department's focus on delivery of the enhanced Cochrane Library.

He went on to note the strong publishing income in 2018 and the importance of the tender process for a new publishing contract that would be undertaken in 2019. He echoed the Trustees' earlier comments on the need to continuously monitor financial sustainability given the current climate on Open Access and more difficult than expected fundraising from trusts and foundations.

The Trustees thanked Mark and the Senior Management Team for their work.

6.1.1 Publishing Management update

As Mark Wilson had noted in his update, Sarah Watson reminded the Trustees that a tender process for a new publishing contract for the Cochrane Library would be a major project for the Central Executive Team in 2019. The current contract is due to expire at the end of 2020 and a future contract will likely last five to 10 years. The widest possible search for suitable publishing parties will be undertaken.

6.1.2 Governance Meetings Krakow 2019 - update

Jo Anthony and Lucie Binder reminded the Trustees of the new format for the Governance Meetings, which the Board had approved at its meeting in September 2018. They spoke to the various sessions already planned. The Trustees requested more detail before providing input, and the involvement of the Council in the planning, which Lucie confirmed was the case.

6.2 Editor in Chief's Report [VERBAL REPORT]

David Tovey spoke to the huge achievement of Cochrane Review Groups and the Editorial & Methods Department in 2018. He highlighted the delivery of the enhanced Cochrane Library, which now provided a stable technological platform on which to make regular enhancements and new features. The CRG Networks have been formed, with all Senior and Associate Editors appointed, as well as 4 UK NIHR editors. He said that progress by the Networks was varied but overall positive.

In 2019, a process for managing 'high visibility/high risk' Cochrane Reviews would be developed, and a report was being prepared for the Governance Meetings on compliance against quality standards for Cochrane Reviews.

The Trustees thanked David and his team for their work.

7 Strategy and Management:

7.1 2019 Draft Strategy to 2020 Targets: request to approve [OPEN ACCESS SUPPORTING DOCUMENT]

The Trustees had previously seen and approved the draft Targets; they reiterated their support for the Targets as set out in the final document. They emphasized the importance of consulting the Council in developing workplans for delivering the Targets and noted the particularly heavy load of work and change that Cochrane Review Groups would have to undertake.

As per their earlier discussion, they requested an additional Target on a review of Cochrane's Open Access approach given the possible changes in the external climate; an approach to Open Data should also be considered.

The Chair called for a vote. The resolution was approved.

RESOLUTION: The Board approves the *Strategy to 2020 Targets for 2019* as amended in Board discussion.

YES: Xavier Bonfill, Martin Burton, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Jordi Pardo. **NO:** None; **ABSTAIN:** None.

ACTION: The Senior Management Team to develop a new Target for 2019 on a review of Cochrane's Open Access policies.

7.2 2019 Draft Plan and Budget: request to approve [OPEN AND RESTRICTED ACCESS SUPPORTING DOCUMENTS]

Sarah Watson introduced the Plan & Budget, which had been viewed and approved by the Finance, Audit and Investment Committee (a Board Sub-Committee) prior to the meeting. As planned, the proposed budget was a 'deficit budget' that would draw down reserves in accordance with Cochrane's charitable aims. Regarding reserves, the FAI Committee was discussing approaches to investment and accessible income in light of discussions on organizational sustainability and Open Access.

The Trustees provided their support for the budget, but again highlighted the importance of consulting with the Council in developing budgets in the future.

RESOLUTION: The Board approves the 2019 Plan and Budget.

YES: Xavier Bonfill, Martin Burton, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Karsten Jørgensen, Marguerite Koster, Jordi Pardo. **NO:** None; **ABSTAIN:** None.

8 Any Other Business

Further to the item on community discussion forums (Item 5.6) the Trustees highlighted the importance of developing better communication mechanisms for Cochrane Group staff and Members more widely. They said that the Council should be consulted on the discussion forums, so that issues of importance to the community could be appropriately raised. The recent events in Cochrane with the elections had shown the importance of maintaining and improving member engagement, especially as the organization was undergoing so much change through its Strategy to 2020.

At this point, all members of the Senior Management Team were thanked for their contributions and left the meeting. The Trustees continued in closed session.

---MEETING END---