



Governing Board Minutes

Teleconference, 29 June 2017

Board members:		Present for:
Lisa Bero (Co-Chair)	LB	All items
Cindy Farquhar (Co-Chair)	CF	All items
Martin Burton	MB	All items except vote item 3
Janet Clarkson	JC	All items
Gerald Gartlehner	GG	All items
Peter C. Gøtzsche	PG	All items
Marguerite Koster	MK	All items
Catherine Marshall	CM	All items
Joerg Meerpohl	JM	All items
Mona Nasser	MN	All items
Nancy Santesso	NS	All items
Denise Thomson	DTh.	All items

Other attendees:

Mark Wilson	CEO (SMT: Senior Management Team)	MW	All items
Lucie Binder	Senior Advisor to the CEO (SMT)	LBr	All items
Veronica Bonfigli	Governance & Admin Support Officer	VBi	All items
Chris Champion	Senior Programme Manager	CCn	All items

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.

Board	Governing Board
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Summary of Decisions taken

Agenda Item 3	The Board approved the appointment of Martin Burton as Co-Chair of the Board for a period of two years from 27th July 2017.
4	The Board approved the appointment of Maria Gladys Faba Beaumont, David Hammerstein Mintz, and Rae Lamb, as external members of the Board for a period of three years from 27 July 2017.

Summary of Actions requested during the meeting

Agenda item 3	LBr should send an email to the Board to remind them of the confidentiality of MB's appointment as Co-Chair until 27 July 2017.
4	The Governance Working Group should develop a plan to consider how the Board can improve its process for seeking candidates in order to get the strongest applicants for the positions.

1. Welcome, Apologies, Declarations of interest and Approval of the Agenda

No apologies were received. No declarations of interest were received at the outset of the call. The agenda was approved.

2. Briefing on Convene Board portal

LBr briefly introduced Convene, the new online portal Board members would now use to access agenda papers and vote during meetings. She explained that voting on resolutions during the teleconference – and at future face-to-face meetings – would take place using an online ‘show of hands’ in Convene.

3. Appointment of Board Co-Chair

MB left the teleconference for this item as he was seeking appointment as Co-Chair. No other members made declarations of interest in his nomination.

The Board members unanimously elected MB as Co-Chair.

DECISION: The Board approved the appointment of Martin Burton as Co-Chair of the Board for a period of two years from 27th July 2017.

MB re-joined the teleconference, and Board members congratulated him on his appointment.

LB reminded the members that the result would not be announced until 27 July so as not to impede the election of internal candidates. In response to a question from MB, LBr confirmed the [Board membership and electoral procedure](#) for candidates standing for Chair and internal election, which was as follows: “Where an individual is selected as Co-Chair during the same electoral process in which they are standing as an internal Board member, the candidate will not be elected as a Board member and the next highest ranked candidate will be elected.”

ACTION: LBr should send an email to the Board to remind them of the confidentiality of MB’s appointment as Co-Chair until 27 July 2017.

4. Appointment of Board external members

LB reminded the Board that due to Michael Makanga stepping down, three candidates were being sought for external appointment. The External Nominations Sub-Committee of the Board (LB, CF, GG – on this occasion replaced by MK –JM, and DTh.) had considered all nominations in detail and unanimously agreed to recommend three candidates for the Board’s approval.

The Board members unanimously appointed the three proposed members.

DECISION: The Board approved the appointment of Maria Gladys Faba Beaumont, David Hammerstein Mintz, and Rae Lamb, as external members of the Board for three years from 27 July 2017.

CM thanked the Sub-Committee for its work. She said that the Sub-Committee structure worked well to inform Board decision-making and recommended it be continued.

Regarding the selection process, LB said that more candidates than expected had applied, many with the same skill-sets as internal candidates and/or eligible to stand for either internal or external election. She speculated that some candidates whom she knew to be interested in becoming Board members were hesitant to put themselves forward for election as internal candidates, preferring the confidential process of external appointment.

She said that an alternative to an open call for external candidates could be targeted selection. In response, JC said that the current approach was both open and targeted (specific skill-sets were listed as preferred) and she was comfortable with it. LB suggested that it could be made even clearer in future calls for nomination which skill-sets had already been met and were therefore not required.

MN also suggested that Cochrane could engage with other organizations that it worked with to seek Board members, as well as Cochrane Groups that worked with external organizations (e.g., the Priority Setting Methods Group).

ACTION: The Governance Working Group should develop a plan to consider how Board skills gaps could be addressed.

5. Update on Cochrane's publishing arrangements

MW spoke on the current status of the project to deliver the first phase of an enhanced Cochrane Library (ECLIB), which was beset by serious delays.

6. Any Other Business

Consumer Statement of Principles:

LB confirmed that the Board had approved the Consumer Statement of Principles via email prior to the email.

Board Development Day, Cape Town:

LB confirmed the appointment of [National Growth Partners](#) as the facilitators of the Board Development Day, 10 September 2017. The focus of the Day would be on the transition to a more strategic Board and future strategy development, with an action plan for the Board as an outcome.

David Tovey:

MW confirmed that David's recent operation had been a success and that he was recovering well. The members expressed their best wishes to him.

6.1 Special thanks to outgoing members of the Board

CF thanked LB, MN, and DTh. for their outstanding contributions to the Board. She also thanked MB, who had completed his first term and had been appointed as Co-Chair; and JM, who had completed his first term and was seeking re-election.

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