

Governing Board Meeting Minutes

12 December 2019 – Teleconference

APPROVED

PRESENT:

Trustees (Board members):

Martin Burton (Co-Chair)

Catherine Marshall (Co-Chair)

Xavier Bonfill

Jan Clarkson

Nicky Cullum

Sally Green

Gladys Faba

Tracey Howe

Marguerite Koster

Rae Lamb

Jordi Pardo

APOLOGIES:

Karsten Jørgensen

ABSENT:

ATTENDING:

Senior Management Team:

Mark Wilson Chief Executive Officer (CEO)

Karla Soares-Weiser Editor in Chief

Jo Anthony Head of Knowledge Translation

Lucie Binder Head of Governance & Strategy

Chris Champion Head of People Services

Toby Lasserson Deputy Editor in Chief

Chris Mavergames Head of Informatics & Technology Services

Charlotte Pestridge Head of Products, Research & Development

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. Minutes of the 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:	
2	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda
6.1	The Board approves the proposed 2020 Plan & Budget for core funds
6.2	The Board approves the proposed <i>Strategy to 2020 Targets for 2020</i>

List of Actions:

Agenda Item:	
5	
6.3	A Cochrane Library editorial and/or external article on the Virtual Colloquium should be drafted and published

1 Welcome, Apologies, Declarations of Interest for this meeting, Board Code of Conduct and Board Charter

Martin Burton was in the Chair. Karsten Jørgensen sent apologies. Jan Clarkson would be joining the meeting late (at Item 5). No changes to attendees' declarations (as posted on the Cochrane Community website) were required for this meeting and no Trustees declared conflicts of interest in the proposed Agenda items.

2 Approval of Agenda, including the papers and decisions included in the Consent Agenda

Two additional matters were added to the Agenda: thoughts on the structure of the new strategic plan, to be taken under Item 6.4; and an update on the recent meeting of the new US Cochrane Network, to be taken under Any Other Business.

The following resolution was approved:

RESOLUTION: The Board approves the Agenda, including the papers and decisions included in the Consent Agenda

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

3 Matters Arising not otherwise covered by the Agenda

As per Item 2.

4 Approval of the Minutes of the 2019 Teleconference from 10th July [CONSENT AGENDA] [RESTRICTED ACCESS SUPPORTING DOCUMENT]

Approved under Item 2.

5 Publishing and Products:

5.1 Update on contract negotiations for Cochrane Library [VERBAL REPORT]

Charlotte Pestridge provided an update.

6 Strategy and Management:

6.1 Proposed 2020 Plan & Budget [OPEN AND RESTRICTED ACCESS SUPPORTING DOCUMENTS]

Mark Wilson introduced Items 6.1. and 6.2. Mark Wilson said that the Finance, Audit and Investment Committee had reviewed the proposed Plan & Budget before its submission to the Board and were broadly supportive of it. The Senior Management Team had made a conscious decision to submit a deficit budget in response to the Board's request to accelerate investment and progress in achieving key strategic priorities. However, in 2020 they would develop plans for reducing expenditure in future years.

The proposed *Strategy to 2020* Targets for 2020 represented the key priorities as identified by the Board, Senior Management Team and members of the Central Executive Team.

There was universal support for the proposals. The Board requested some minor corrections and improved explanations for: i) rationale in certain investments; ii) desired outcomes of strategic priorities, to be made in the open access documents. The Chair thanked the Senior Management Team for its work.

The following resolution was approved:

RESOLUTION: The Board approves the proposed 2020 Plan & Budget for core funds

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo. NO: None; ABSTAIN: None

6.2 Proposed Strategy to 2020 Targets for 2020 [OPEN ACCESS SUPPORTING DOCUMENT]

The following resolution was approved:

RESOLUTION: The Board approves the proposed *Strategy to 2020* Targets for 2020

YES: Xavier Bonfill, Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Tracey Howe, Sally Green, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo. NO: None; ABSTAIN: None

6.3 Report on the Virtual Colloquium and hybrid Annual General Meeting 2019 [CONSENT AGENDA] [OPEN ACCESS SUPPORTING DOCUMENT]

The Board noted the success of the Virtual Colloquium and recorded its thanks to everyone involved in organizing it. The success of the virtual format would inform the work of the Board's *Colloquia, Meetings and Events Working Group*, which had been established to review all aspects of Cochrane's meetings.

ACTION: A Cochrane Library editorial and/or external article on the Virtual Colloquium should be drafted and published

6.4 Development and launch of a new organizational strategic plan: update [VERBAL REPORT]

Lucie Binder summarized the plans for a working group of the Board to develop a new strategic framework for Cochrane after 2020, with this work being undertaken before the Manchester Governance meetings in April 2020 in time for consultation and completion by the Colloquium in October 2020. The Chair invited Trustees to volunteer for the working group by email.

Jordi Pardo asked about the level of ambition and transformation in the next strategic plan – would it be seen as a new strategy or a continuation of the existing strategy? Lucie Binder confirmed that no decisions on the level of change required from the existing *Strategy to 2020* had yet been finalized, and that by creating a strategic framework rather than time-limited plan for 2021 onwards, flexibility in ambition would be 'built in'.

7 Any Other Business

Karla Soares-Weiser provided a short update on the development of the new Conflict of Interest policy for Cochrane Reviews. She said that the Editorial Board and Council had recently commented on the current draft, with finalization of the new version planned for early 2020.

The Chair said that he and Marguerite Koster had attended the recent US Cochrane Network meeting in Philadelphia. It had been a very positive meeting, supporting the expansion and consolidation of Cochrane activities in the USA.

8 Date of Next Meeting

The Chair thanked everyone for their attendance. The next meeting would be at the Governance Meetings in Manchester, UK (29 March and 2-3 April) with the possibility of a teleconference in February 2020 that would be confirmed early in the new year.

---MEETING END---

APPROVED