

Governing Board Teleconference (13th June 2018) - OPEN ACCESS VERSION

Schedule	Thursday 14 June 2018, 09:00 AM — 10:30 AM BST
Venue	GoToMeeting (admin account)
Organiser	Veronica Bonfigli

Agenda

1. [Welcome, Apologies, Declarations of Interest](#)

For Information - Presented by Martin Burton

2. Other Matters Arising not otherwise covered by the Agenda

For Information - Presented by Cindy Farquhar

3. Co-Chairs' Report - Part 1

Presented by Cindy Farquhar

4. Treasurer's Report:

For Information - Presented by Marguerite Koster

4.1. Trustees' Report and Financial Statements

For Information - Presented by Marguerite Koster

5. Governing Board Sub-Committees business: Matters to Report

Presented by Martin Burton

5.1. Complaints Procedure Working Group (No matters to report)

5.2. Finance, Audit and Investment Committee (As per item 5.1)

5.3. Governance Committee:


For Decision - Presented by Martin Burton

5.3.1. Finance, Audit and Investment Committee Terms of Reference [OPEN

ACCESS SUPPORTING DOCUMENT]

 7.3.1 Governing Board FAI Committee Terms of Reference_5 June 2018-OPEN.pdf 1

5.3.2. Treasurer Terms of Reference [OPEN ACCESS SUPPORTING DOCUMENT]

 7.3.2 Governing Board Honorary Treasurer Terms of Reference_5 June 2018-OPEN.pdf 4

5.4. Governing Board Appointed Member Nomination Committee (No matters to report - note name change)

5.5. Governing Reform Working Group (No matters to report)

5.6. Remuneration Committee (No matters to report)


6. Appointments and Elections to the Board:
Presented by Cindy Farquhar

6.1. Co-Chair Appointment
For Decision - Presented by Cindy Farquhar

6.2. Election of new member(s) - information to note [OPEN ACCESS SUPPORTING DOCUMENT]
For Information - Presented by Lucie Binder

 8.2 Board Member timelines correct Mar2018-OPEN.pdf 6

7. 2017 Cochrane Group Financial and Resource Monitoring: Final Non-Responding Groups [OPEN ACCESS SUPPORTING DOCUMENT]
For Information - Presented by Lucie Binder

 9 2017 Cochrane Group Monitoring Final non-responding Groups-OPEN.pdf 7

8. Restricted Session (Trustees only) Co-Chairs' Report - Part 2
Presented by Martin Burton

9. Date of Next Meeting: 14th & 15th September 2018, Royal College of



Surgeons of Edinburgh (preceded by Board Development Day 13th
September 2018)

Presented by Cindy Farquhar

10. Matters arising from previous meeting



Governing Board Sub-Committee

Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Sub-Committee	FINANCE, AUDIT AND INVESTMENT COMMITTEE	
Purpose	<p>Financial governance is a responsibility of the Board of Trustees (“the Board”). The overall purpose of this Committee is to assist the Board in its duty to oversee the Charity’s financial affairs.</p> <p>The Committee will also act as an Audit Committee and an Investment Committee. It will be made clear when the Committee is acting in one of these capacities.</p>	
Membership	<ul style="list-style-type: none"> • Marguerite Koster (Treasurer and Committee Chair) • Martin Burton (Board Co-Chair) • Tracey Howe • Catherine Marshall • Nancy Santesso • CEO (non-voting) • Head of Finance & Core Service (non-voting) 	<ul style="list-style-type: none"> • Appointed September 2017 • Appointed September 2017 • Appointed September 2017 • Appointed September 2017 • Appointed September 2017 • Mark Wilson • Sarah Watson
Remit	<p>The remit of the Finance, Audit and Investment Committee covers three principal areas:</p> <p>1. Financial oversight:</p> <ul style="list-style-type: none"> • Review the detailed draft of the annual financial plan and budget, which includes scenario planning for future years, and make recommendations to the Board. • Regularly review performance against the Charity’s Plan and Budget. • Take responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short and long-term viability. • Monitor and recommend changes, where appropriate, to the Board regarding the Reserves Policy. • Maintain oversight of any budget lines relating to Governance costs. • Agree and review any new or revised financial policies before presenting to the Board for final approval. <p>2. Investment oversight:</p>	

	<ul style="list-style-type: none"> • Agree and review the Charity’s Investment Policy, including the Charity’s stance on ethical investments. • Review the performance of the Charity’s portfolio of investments. • Consider changes to investment strategy and make appropriate recommendations to the Board. • Review the performance of the Charity’s Investment Managers and to meet them formally at least once a year. • Report to the Board of Trustees. <p>3. Audit oversight:</p> <ul style="list-style-type: none"> • Monitor and review the annual audit process. • Recommend to the Board of Trustees appropriate actions following any management letter recommendations. • Review auditor performance and, as necessary, participate in the tender process and selection of auditors every three years. • Report to the Board of Trustees.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Committee will not meet less than three times a year and additionally as may be necessary. The Chief Executive Officer and Head of Finance and Core Services/Company Secretary are active non-voting participants in meetings and will normally be in attendance at all meetings. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Committee Chair will have a casting vote.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Committee Chair will normally be the Honorary Treasurer (also referred to as Treasurer) of the Charity. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal evaluation of the effectiveness of the Committee on an annual basis with the support of the Governance Committee and the Sub-Committee’s Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board.

	<ul style="list-style-type: none"> • The Committee will provide an annual workplan and report to the Governing Board so as to provide clarity and assurance over anticipated future activities and performance against activities undertaken. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings.
Secretary	<ul style="list-style-type: none"> • The Head of Finance & Core Services will ensure that secretariat services are provided to the Sub-Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting, and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. • These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	April 2017 Finance, Audit and Investment Committee
Last updated	5 June 2018 Finance, Audit and Investment Committee and Governance Committee
Governing Board approved	



Honorary Treasurer

Terms of Reference

First prepared:	20 February 2018 Governance Committee and Honorary Treasurer
Last updated:	5 June 2018 Finance, Audit and Investment Committee and Governance Committee
Governing Board approved:	[Date]

Cochrane's Articles of Association provide the Governing Board with the power to make 'Executive Appointments' amongst its membership (Clause 18). The role of Honorary Treasurer is an Executive Appointment.

The Honorary Treasurer supports the Trustees to fulfil their obligation to provide financial oversight for the organisation. In Cochrane's context, the Honorary Treasurer is often referred to as 'Treasurer'.

The role of the Honorary Treasurer can be summarised as follows:

To act as the leading interface between the Governing Board and Central Executive Team (CET) on financial matters. To provide advice, assistance and information to the Governing Board, Chief Executive Officer (CEO) and the Head of Finance and Core Services, so as to help ensure the Charity's current and future financial obligations are met; and financial stewardship responsibilities and practices are in compliance with the Articles of Association, legal requirements and best practice.

The main duties of the Honorary Treasurer are:

- Chairing the Governing Board's Finance, Investment and Audit (FAI) Committee, whose primary role is to take responsibility on behalf of the Board for overseeing all financial aspects of Charity operations so as to ensure short- and long-term viability.
- Identifying strategic implications arising from the relevant financial reports and lead the Governing Board in discussion of these implications.
- Liaising with, and providing guidance to the CEO, who is responsible for the financial activities of the organisation; to the Head of Finance & Core Services, who manages the Charity's finances; and to the Company Secretary, who is responsible for the efficient administration of the Charity, particularly with regard to compliance with statutory and regulatory requirements.
- Along with the Board Co-Chairs, work with the Chief Executive Officer and Editor in Chief to take decisions and conduct Board business in-between formal Board meetings.
- Sitting on the Governing Board's Remuneration Committee, which is responsible for ensuring the Charity has transparent, appropriate and fair remuneration for employees that is aligned with its purpose and values.

The Honorary Treasurer is responsible for:

- Working with and supporting the CEO and Head of Finance and Core Services in the development and presentation of budgets, internal management accounts and annual financial statements to the Board so as to ensure they are properly understood by all Board members.
- Leading in the Board's duty to ensure that proper accounting records are kept, financial resources are properly controlled, invested and economically spent; in line with good governance, legal and regulatory requirements in the UK and overseas where appropriate.
- Working with the Head of Finance & Core Service in the development and implementation of financial reserves, cost-management and investment policies.
- Advising the Board on the financial viability of the Charity.
- Advising on the implementation of financial controls and adherence to systems.
- Advising on the financial implications of the Charity's strategic plan.
- Advising on transparent, appropriate and fair remuneration for employees that is aligned with the organisation's purpose and values.
- Advising on the Charity's financial risk-management process.
- Board-level liaison with the external auditors on specific issues such as the Auditors' Management Letter and the related Board representations.

The Honorary Treasurer is guided in her/his work by the best practice guidance of the UK Charities Commission.

		Current appointment to Board or role	Term of current office (years) (See Note 3)	End of current term (See Notes 1. & 2)	Eligible for re-election/re-appointment	End of final (or potential final) period on Board (See Note 4.)
Elected members	n=	7				
Appointed members	n=	6				
Elected members						
Cindy Farquhar	Co-Chair	AGM 2016		AGM 2018	No	AGM 2018
Joerg Meerpohl		27/07/2017	3	election day 2020	No	election day 2020
Nancy Santesso		31/01/2017	3	election day 2020	Yes	election day 2023
Peter Götzsche		31/01/2017	3	election day 2020	Yes	election day 2023
Gerald Gartlehner		31/01/2017	3	election day 2020	Yes	election day 2023
Jan Clarkson		31/01/2017	3	election day 2020	Yes	election day 2023
Tracey Howe		27/07/2017	3	election day 2020	Yes	election day 2023
Appointed members						
Martin Burton	Co-Chair	AGM 2017	2	AGM 2019	1 year	AGM 2020
Catherine Marshall		AGM 2016	3	AGM 2019	Yes	(AGM 2022)
Rae Lamb		AGM 2017	3	AGM 2020	Yes	(AGM 2023)
Marguerite Koster		AGM 2016	3	AGM 2019	Yes	(AGM 2022)
David Hammerstein Minz		AGM 2017	3	AGM 2020	Yes	(AGM 2023)
Gladys Faba		AGM 2017	3	AGM 2020	Yes	(AGM 2023)

Notes:

1. See Article 15.2, especially 15.2.2. for Appointed members
2. See Article 15.1.4. (b) for Elected members
3. Term is only 2 years for Co-Chair
4. Maximum consecutive term of office is six years

Governing Board Paper

Agenda number:	9 [2018-TELECONJUN-9]
Agenda item:	2017 Cochrane Group Financial and Resource Monitoring: Final Non-Responding Groups
Submitted for Governing Board meeting:	13 June teleconference
Submitted by:	Lucie Binder
Sponsored by:	Mark Wilson, CEO
Access:	Open
Decision or information:	Information
Resolution for the minutes:	-
Executive summary:	This paper lists the final non-responding Groups from the 2017 Cochrane Group Financial and Resource Monitoring and action already taken. The Senior Management Team (SMT) recommends no further action against the non-responding Groups by the Board.
Consultation with Cochrane Council:	N/A
Financial request:	N/A

Background:

Financial and Resource Monitoring of Cochrane Groups takes place annually. The information provided by Groups supports an organisation-wide data-gathering exercise that gives a picture of Cochrane's overall 'financial health'.

- It enables the Governing Board and Central Executive Team to provide information to the public about who funds Cochrane, the collective monetary cost of the organisation's work, and the number of people involved in Group activities.
- It supports the preparation of statistics about Groups in order to benchmark operations and identify best practice.
- It identifies whether Groups are operating sustainably, highlighting any actual or potential resource issues.

Given its important purpose, monitoring is mandatory for all Groups, including Affiliates and Satellites. At its meeting in Geneva, in April 2017, the Board decided that non-responding Groups may be de-registered at the discretion of the Board within six months of the stated deadline each year.

Non-responding Groups: The six-month cut-off date for non-responding Groups was 6 May 2018 and the following Groups did not complete monitoring forms by that date:

Group Name	Follow-up action by Senior Management Team
Cochrane Caribbean	Group likely to become part of US Network to be agreed with CEO
Cochrane Hong Kong	Change in management agreed with CEO
Australian Satellite of the Cochrane Neonatal Group	Groups to be managed as part of new CRG Networks and any follow-up action taken through the Networks
Chinese Satellite of the Schizophrenia Group	
Indian Satellite of the Cochrane Schizophrenia Group	
South African Satellite of the Cochrane HIV/AIDS Group	
South Asia Satellite of the Cochrane Public Health Group	
Cochrane Ireland	Group in management transition as agreed with CEO
Cochrane Andean	Group closed
Cochrane US	Group closed
Diet and Nutrition subfield of the Cochrane Primary Health Care Field	Group closed
Australian Satellite of the Cochrane Pregnancy & Childbirth Group	Group closed

Recommendation:

Given the action taken by the Senior Management Team for all non-responding Groups, as detailed above, the SMT recommends no further action is taken by the Board.