

# Governing Board Meeting Minutes

10 July 2019 – Teleconference

APPROVED

## PRESENT:

### **Trustees (Board members):**

**Martin Burton (Co-Chair)**

**Marguerite Koster (Co-Chair)**

**Jan Clarkson**

**Nicky Cullum**

**Sally Green**

**Gladys Faba**

**Karsten Jørgensen**

**Rae Lamb**

**Catherine Marshall**

**Jordi Pardo**

### ATTENDING:

### **Senior Management Team:**

**Mark Wilson** Chief Executive Officer (CEO)

**Karla Soares-Weiser** Editor in Chief

**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

**Sarah Watson** Head of Finance & Core Services

### Apologies:

**Xavier Bonfill** Trustee (Board Member)

**Tracey Howe** Trustee (Board Member)

**Jo Anthony** Head of Knowledge Translation Department

### **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 1	The Board approves the Agenda, including the papers and decisions included in the Consent Agenda.
6.2	The Board approves Catherine Marshall as Co-Chair from 1 September 2019.

### List of Actions:

Agenda Item 8	Sally Green to start an email discussion with the Board on possible topics for the Board's strategic sessions at its meeting in Santiago, October 2019.
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#### 1 Welcome, Apologies, Declarations of Interest

Marguerite Koster was in the Chair. She opened the meeting and welcomed everyone. Xavier Bonfill, Tracey Howe and Jo Anthony had sent their apologies. No changes to attendees' declarations of interest posted on the Cochrane Community website were required for this meeting.

Catherine Marshall requested that Mark Wilson provide an update on: i) the progress of clarifying the Spokesperson Policy; and ii) the estimated cost of additional face-to-face Board meetings. Sally Green requested more information on the plans for the Board's strategic meetings in Santiago, in October. The Chair confirmed these items would be taken during the meeting.

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

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

**YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Catherine Marshall, Jordi Pardo; NO: None; ABSTAIN: NONE.**

#### 3 Approval of the Minutes of the 2019 Meeting in Krakow [RESTRICTED ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]

The Chair noted a required correction: the addition of Rae Lamb and Catherine Marshall to the list of attendees. The Minutes had been approved under Item 2.

#### 4 Actions Arising from previous meeting

The action items from the Board's previous meeting in Krakow were reviewed:

**Board communication:** The Board had posted a community news item following its meeting in Krakow. A longer document was in draft by Martin Burton for comment by the Trustees.

**Establish a Colloquium Working Group:** Catherine Marshall confirmed that a Colloquium Working Group, comprised of members of the Board, Council and Central Executive Team, had been established to advise the Board on strategic issues related to the Colloquium. Terms of Reference were currently in development and would be reviewed by the Governance Committee followed by a request for Board approval.

**Trustees Report and Financial Statements:** All required changes had been made. The final version was approved under the Consent Agenda of this meeting.

**Estimate the cost of a face-to-face Board meeting:** Mark Wilson said that the estimated cost of holding a face-to-face Board meeting was approximately £30k GBP in direct travel and other meeting costs, and around five weeks' work from the Senior Management Team. Board members – and their employing institutions where applicable – also provided significant contributions in terms of time. The Chair thanked Mark for this information, which would be used to inform any subsequent decision on whether to hold a third face-to-face Board meeting in any given year.

**Log of Board correspondence:** The Chair confirmed that they had no significant correspondence to report since the meeting in Krakow by the Board or Co-Chairs, apart from the matter noted under Item 5. In any case, a log would be developed in the Board's Document Library in Convene.

**Finance, Audit and Investment Committee actions:** A paper was in development on the possible strategic uses of, and communication about, the charity's reserves. The Committee would be considering the establishment of a new operational discretionary fund at its next teleconference.

## **5 Matters Arising not otherwise covered by the Agenda**

The Chair confirmed that Jordi Pardo would take on the role of Governing Board representative on the Cochrane Innovations Board, following a call for nominations from within the Governing Board. He received full support from his fellow Governing Board members and was thanked for taking on this role.

## **6 Reports for this Meeting, and Strategic & Business Issues:**

### **6.1 Co-Chair's Report:**

#### **6.1.1. Correspondence**

The Chair explained the Board had been asked to adjudicate an appeal from a Cochrane Review Group on a decision by the Funding Arbiter not to allow the publication of a Cochrane Review, due to the conflicts of interest of some of its author team. She noted the Board's involvement in appeals was currently part of the appeals process; however, with the forthcoming revision of the Conflict of Interest policies, this responsibility would appropriately pass to the Editor in Chief as an editorial decision.

#### **6.1.2 Council Matters to Report**

The Co-Chairs continued to have cordial and productive teleconferences with the Council Co-Chairs. They noted the extensive work undertaken by Council Co-Chair Craig Lockwood to review community feedback on, and revise, the new organizational Code of Conduct. This document was on target to be completed and submitted for the Board's approval at its meeting in Santiago, in October.

#### **6.1.3. Board Sub-Committee Matters to Report: i) Appointed Members Nomination Committee (No Matters to Report); ii) Complaints Resolution Committee (No Matters to Report); iii) Finance, Audit and Investment Committee (Verbal Report); iv) Governance Committee (Verbal Report); v) Remuneration Committee (Verbal Report)**

The Finance, Audit and Investment Committee had provided its update under Item 4.

The Governance Committee was continuing with its workplan, including a scheduled review of all Board Committee terms of reference, proposed changes to the Articles of Association, exploration of external running of Board elections, and the recognition of long-service and achievement of Cochrane members.

The Remuneration Committee had recently completed the appraisal of the CEO.

#### **6.1.4. Board Working Groups Matters to Report: i) Complaints Resolution Working Group (Verbal Report)**

Rae Lamb reported good progress on the completion of a new Complaints Resolution Procedure for Cochrane, which would sit alongside various other policies and procedures, including the new 'Code of Conduct' (document title in review) for Cochrane members, and a document outlining organizational accountabilities. Following review by the Governance Committee and external legal advisors, all documents would be submitted for the Board's approval at its meeting in Santiago, in October.

### **6.2. Appointment of a Co-Chair from 1 September 2019 [RESTRICTED ACCESS SUPPORTING DOCUMENT]**

*Catherine Marshall left the teleconference at this point.* The Trustees gave their unanimous approval for her appointment.

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

**RESOLUTION: The Board approves Catherine Marshall as Co-Chair from 1 September 2019.**

**YES: Martin Burton, Jan Clarkson, Nicky Cullum, Gladys Faba, Sally Green, Karsten Jørgensen, Marguerite Koster, Rae Lamb, Jordi Pardo; NO: None; ABSTAIN: None.**

The Chair asked Catherine to return to the teleconference and she was congratulated on her appointment. She thanked her fellow Board members for their support and noted her excitement at working with everyone over the course of her term.

*Gladys Faba left the meeting at this point due to a conflicting appointment.*

### **6.3. CEO's Report**

Mark Wilson started his report by noting the productive meetings recently held by the Senior Management Team to review the organization's progress against its *Strategy to 2020* targets; and to make plans for the process of reviewing the success of the *Strategy* and use the resulting information to inform the next strategic planning process. These meetings had also provided the opportunity for the Senior Management Team to discuss and develop appropriate supporting mechanisms for Karla Soares-Weiser's plans as the new Editor in Chief.

Narrative quarterly reports on performance against targets and other strategic priorities were now being published for the community and public on Cochrane.org (e.g., [here](#)). In terms of major achievements in the second Quarter of 2019, he noted the increase in the CDSR's Impact Factor to 7.755, the continued delivery of enhancements to the Cochrane Library (including the recent addition of information on links to guidelines for relevant Cochrane Reviews), the launch of a Knowledge Translation mentoring scheme, the number of webinar views on Cochrane Learning Live passing 100,000, and the launch of the Cochrane US Network and the Cochrane First Aid Field.

In terms of challenges, he noted the slight delay to the review of Cochrane's Editorial Management Systems, and the Senior Management Team's recognition of the scale of this project and possible impact it might have on other projects.

The Senior Management Team continued to monitor the preparations for the forthcoming Colloquium in Santiago.

Preparations for the 2020 Colloquium in Toronto were beginning and five good-quality bids for the Global Evidence Summit in 2021 were currently being considered. He reported to the Board that following consultations with Cochrane Geographic Groups both before and at the Governance meetings in Krakow, the CET will develop a revised Spokesperson Policy, that would then be shared for consultation with all different types of Cochrane Groups, and the Council, before being submitted to the Board for final consideration.

### **6.4. Editor in Chief's Report**

Karla Soares Weiser gave her first report to the Board as Editor in Chief. She started by thanking the Senior Management Team members for their support since her appointment. She had been focusing her time in three areas: i) structural planning for the Editorial and Methods Department; ii) meeting with every Cochrane Review Group to discuss her plans and vision; iii) building relationships with external stakeholders. She spoke about productive meetings she had recently attended with representatives of the World Health Organization and UK National Institute for Health Research. She noted the current recruitment process for a Head of Review Production in her department, who would be taking operational leadership for review production under her leadership.

She would provide a full report for the Board at its meeting in Santiago, in October.

### **6.5. Publishing and Products:**

#### **6.5.1. Publishing RFP status report [RESTRICTED ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]**

*Approved under Item 2.*

Charlotte PestrIDGE confirmed that the Senior Management Team was currently reviewing the bids received by publishing and technology companies in response to the Request for Proposals to be Cochrane's publishing partner from the beginning of 2021. More information would be provided to the Board in due course.

**6.6. Finance and Risk Management:**

**6.6.1. Approval of 2018 Trustees' Report and Financial Statements [OPEN ACCESS SUPPORTING DOCUMENT] [CONSENT AGENDA]**

*Approved under Item 2.*

**7. Any Other Business**

In response to a question from Sally Green, Martin Burton explained that two of the three days scheduled for the Board's meeting in Santiago, in October, would be used for strategic discussions. Mark Wilson said that the Senior Management Team would be supporting the Board to plan for these sessions by providing its perspectives on progress against current strategic plans and clear strategic priorities to 2020 and beyond, as well as a process for developing the next strategic plan. The Trustees agreed with this approach but requested that Sally Green start an email discussion with the Board on possible topics for the sessions.

**ACTION: Sally Green to start an email discussion with the Board on possible topics for the Board's strategic sessions at its meeting in Santiago, October 2019.**

**8. Date of Next Meeting**

The Board would next meet by teleconference on 25 September 2019. The Chair closed the meeting.

**---MEETING END---**