

# Governing Board Teleconference

<b>Schedule</b>	Thursday 27 February 2020, 8:00 PM — 9:30 PM GMT
<b>Venue</b>	<a href="https://global.gotomeeting.com/join/788767597">https://global.gotomeeting.com/join/788767597</a>
<b>Organiser</b>	Veronica Bonfigli

## Agenda

---

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

 Code of Conduct for Trustees\_Aproved 22Mar18.pdf 1

 Governing Board Charter only\_Aproved 22Mar18.pdf 4

---

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

3. Approval of the Minutes of the 2019 Teleconference from the 12th December [RESTRICTED ACCESS SUPPORTING DOCUMENT]
- 

4. Matters arising not otherwise covered by the Agenda
- 

5. Co-Chairs' Report, to include:
- 

- 5.1. The Board approves the proposed timing of Board elections and appointments in 2020 [CONSENT AGENDA]

 Board election timelines and other considerations.pdf 7

---

- 5.2. The Board approves the proposal to ring-fence one elected position in 2020 to a Cochrane member from a Low- or Middle-Income Country. The other position will be open to any Cochrane member [CONSENT AGENDA]
- 

6. CEO's Report, to include:
- 

- 6.1. Santiago Colloquium insurance claim update [VERBAL REPORT]
- 

- 6.2. Publisher of the Cochrane Library from 2021 [VERBAL REPORT]
-


7. Editor in Chief Report, to include:

---

7.1. Revised Conflict of Interest policy for Cochrane Library content  
[RESTRICTED ACCESS SUPPORTING DOCUMENTS]

---

8. Proposed changes to Cochrane's Articles of Association [OPEN ACCESS  
SUPPORTING DOCUMENT]

 Changes to the Articles of Association 2020.docx

10

---

9. Any Other Business

---

10. Date of Next Meeting

---

11. Matters arising from previous meeting

---



# Governing Board

## Code of Conduct for Trustees

<b>First prepared:</b>	19 February 2018 Governance Sub-Committee
<b>Last updated:</b>	21 March 2018 Governance Sub-Committee
<b>Governing Board approved:</b>	22 March 2018 Lisbon Governance Meetings

### 1. Introduction

Those who serve on the Governing Board are trustees of a UK charity and have responsibilities both under UK company law as directors and under UK charity law. As part of this, each Governing Board Member (“Trustee”) is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the Trustee’s Declaration accordingly. This is to be read in conjunction with the Articles of Association of the Charity.

A copy of the Code of Conduct will be made available at the front of all Governing Board agendas.

### 2. Purpose of the Code

The Code aims to define the standards expected of Cochrane’s Trustees in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is productive and supportive.

### 3. Code of Conduct

#### 3.1 Selflessness

Trustees have a general duty to act with probity and prudence in the best interest of the charity as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

#### 3.2 Integrity

The charity’s Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- Must avoid actual impropriety and any appearance of improper behaviour;
- Should adhere to the Board Expenses Policy and avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the charity over the value of £50 GBP should be declared to the Board.

#### 3.3 Objectivity

In carrying out their role, including making appointments, awarding contracts,

recommending individuals for rewards and benefits, or transacting other business, the Trustees should ensure that decisions are made solely on merit.

In arriving at decisions in areas where they do not have expertise themselves, the Trustees should consider appropriate professional advice.

### 3.4 Accountability

The Trustees:

- Have a duty to comply with constitutional and legal requirements and to adhere to official organisational policies and best practice in such a way as to preserve confidence in the charity;
- Are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

### 3.5 Openness

The Trustees should comply with Cochrane's Data Protection Policy and ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.

In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

### 3.6 Honesty

The Trustees have a duty to avoid any conflict of interest so far as is reasonably practicable and adhere to Cochrane's Conflict of Interest policies. In particular, they must make known any interest in any matter under discussion which:

- Creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her family, or friends, or organisation, more than the generality affected by the decision); or,

- Which might reasonably cause others to think it could influence the decision.
- He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining Trustees agree otherwise.

### 3.7 Leadership

The Trustees must:

- Promote and support the principles of leadership by example and adhere to Cochrane's Charter of Good Management Practice;
- Attend all meetings regularly (unless there are exceptional reasons not to do so), ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- Bring a fair and open-minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the charity's best interests;
- Respect the authority of the Co-Chairs of the Board, and the chair of any meeting;
- Having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.
- Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
- Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;

- Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;
- When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
- When speaking privately (that is, when speaking not as a Board member) adhere to the Spokesperson Policy and make great efforts to uphold the reputation of the charity and those who work in it.

## 4. Breaches of the Code

In cases where there is a concern that a Trustee has breached this Code, the matter will be reviewed by the Co-Chairs, or a Co-Chair and another Trustee, or two Trustees appointed by the Co-Chairs. They will make a recommendation to the Board. (If a concern has been raised about a Co-Chair, the review will be undertaken by the other Co-Chair and another Trustee).

The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the Trustee concerned to resign from the Board. The Trustee will accept the decision of the Board in such cases.

## 5. Trustee's Declaration

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from Trusteeship of a UK or overseas charity by a court or charity commission.
- I am not under a disqualification order under the UK Company Directors' Disqualification Act 1986 or an overseas equivalent.
- I am, in the light of the above, not disqualified by section 72 of the UK Charities Act 1993 as amended by the UK

Charities Act 2006 from acting as a charity Trustee.

- I undertake to fulfil my responsibilities and duties as a Trustee of the charity in good faith and in accordance with the law and within the charity's objects, mission and values.
- I do not have any financial or other interests in conflict with those of the charity (either in person or through family or friends or business connections) except those that I have formally notified in a conflict of interest statement.
- I will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects me, or a member of my family, or friends, or organisation, more than the generality affected by the decision); or which might reasonably cause others to think it could influence the decision, and withdraw from the room and not participate in discussion or decision making, unless the remaining Trustees agree otherwise.
- I will abide by the Code of Conduct for Trustees of the charity.
- In the event of my breaching this Code I am prepared to accept sanction as determined by the Board.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



# Governing Board Charter

<b>First prepared:</b>	20 February 2018 Governance Sub-Committee and Honorary Treasurer
<b>Last updated:</b>	20 February 2018 Governance Sub-Committee and Honorary Treasurer
<b>Governing Board approved:</b>	22 March 2018 Lisbon Governance Meetings

## Governing Board Charter

### Vision & Strategy

#### Compelling and durable charitable purpose

**Cochrane** has a compelling and durable charitable purpose for the benefit of the public. Our vision is a world of improved health where decisions about health and health care are informed by high-quality, relevant and up-to-date synthesized research evidence. Our mission is to promote evidence-informed health decision-making by producing high-quality, relevant, accessible systematic reviews and other synthesised research evidence.

#### Long-term strategy flowing from the charitable purpose

The **Board** has a well-developed long-term strategy which is focused on impact. It considers the possible future environments in which **Cochrane** will operate, including the changing needs of beneficiaries - those who use, deliver and/or pay for health care.

### Board Leadership

#### Board commitment to focus on impact

The **Board** is committed to this focus and thereby to the long-term sustainable success of **Cochrane**.

#### The right 'tone at the top'

Individual **Board** members are committed to act as role models for the charity's approach<sup>1</sup>.

#### Suitable structures and expertise

The **Board** has the necessary skills, expertise and structures in place to fulfil the vision and mission of **Cochrane** and to implement and oversee the 'focus on impact' approach.<sup>2</sup>

<sup>1</sup> Refer to the Code of Conduct for Trustees

<sup>2</sup> Refer to the Board Skills Matrix

## Value Drivers & Stakeholder Engagement

### Developing a supportive organisational culture

The **Board** has clearly articulated the values of **Cochrane**<sup>3</sup>. These are at the heart of the charity and are fully taken into account in decision-making throughout the organisation. The **Board** regularly assesses the extent to which **Cochrane**'s charitable purposes are being fulfilled and the values are being applied in the organisation and identifies areas for development.

### Active engagement with, stakeholders

The **Board** has identified **Cochrane**'s key stakeholders. The **Board** engages with them and the charity's beneficiaries – those who use, deliver and/or pay for health care. The **Board** seeks stakeholders' opinions and communicates with them on matters of importance to them. The **Board** has developed targets and initiatives, covering all aspects of its work, in relation to diversity, inclusion and related issues and monitors progress being made towards achieving the goals it sets.

### Fair remuneration aligned with purpose and values

The **Board** is committed to being a good employer and treating all employees fairly<sup>4</sup>. It ensures that remuneration and promotion has full regard to employees' contribution to the charity.

### Commitment to a sound financial approach

The **Board** is committed to a sound financial strategy that protects **Cochrane**'s viability, maintaining sufficient reserves to cover contingencies whilst avoiding an undue build-up of reserves.

## Innovation & Risk Management

### Focus on innovation of benefit to society

The Board ensures that Cochrane has the capacity and capability to be innovative. In promoting innovation, the Board both encourages ongoing incremental improvements and seeks opportunities for transformational change.

### Effective risk management system

The Board ensures that its risk management system takes full account of all risks, including the risk that Cochrane will impose negative impacts on society. It seeks to identify how risks may be mitigated and acts accordingly.

### Attention to the importance of the 'licence to operate'

The Board has full regard to reputational risk and the importance of its 'licence to operate' to the future success of the charity.

## Board Performance

### High quality stakeholder and society-orientated information used in decision-making

<sup>3</sup> Refer to Cochrane's Principles: <http://www.cochrane.org/about-us/our-vision-mission-and-principles> [Accessed 20.02.18]

<sup>4</sup> Refer to Cochrane's Charter of Good Management Practice: <http://community.cochrane.org/organizational-info/resources/policies/charter-good-management-practice> [Accessed 20.02.18]

The **Board** ensures that it has sufficient high-quality, relevant and reliable information about stakeholder and wider societal matters. **Cochrane** works co-operatively with other organisations to help maximise its impact on society.

**Clear focus on performance with respect to beneficiaries, other stakeholders and wider society**

The **Board** has developed non-financial, and financial, Key Performance Indicators (KPIs) and a risk management system that flows directly from the strategy. Emphasis is placed on matters of importance to those who use, deliver and/or pay for health care – other stakeholders and wider society. The **Board** seeks to foster a high level of public trust in **Cochrane**.

**Fostering resilience to crisis situations**

The **Board** works hard to prevent crises which could negatively impact on stakeholders or wider society and has the necessary skills and experience to respond effectively in a crisis situation.



**Lucie Binder**

---

**From:** Burton Martin - UKCC (RTH) OUH <Martin.Burton@cochrane.nhs.uk>  
**Sent:** 13 February 2020 14:09  
**To:** governingboard@lists.cochrane.org  
**Cc:** Lucie Binder  
**Subject:** Up-date on February Up-date from Co-Chairs

Dear All

Since we wrote last week Catherine and I have had various conversations, including our regular meetings with Mark and Karla, and with Lucie. All matters are progressing well and you should shortly receive the papers relating to the Col policy and its implementation from Karla.

We have not had any negative feedback about the plans (below) for the timings of the elections, the ring-fencing of an LMIC elected place, or indeed anything else specifically proposed on the message. As a result, we will move forward on these and they will be summarised and included in the "Consent" agenda for the next telecon.

Please do let Catherine and I know if there are any issues we have missed.

Very best wishes

Martin

Professor Martin Burton MA DM FRCS  
 Director | Cochrane UK

E martin.burton@cochrane.nhs.uk<mailto:martin.burton@cochrane.nhs.uk> T +44(0) 1865 516 300  
 S martinjburton T @martinburton  
 Cochrane UK, Summertown Pavilion, 18-24 Middle Way, Summertown, Oxford, OX2 7LG, UK uk.cochrane.org

The Cochrane Ireland and Cochrane UK Symposium is taking place in Dublin, 21st-22nd April 2020.  
 Find out more and register here: <https://ireland.cochrane.org/conferences>

From: Governingboard <governingboard-bounces@lists.cochrane.org> on behalf of "Burton Martin - UKCC (RTH) OUH via Governingboard" <governingboard@lists.cochrane.org>  
 Reply to: "Burton Martin - UKCC (RTH) OUH" <Martin.Burton@cochrane.nhs.uk>  
 Date: Tuesday, 4 February 2020 at 09:08  
 To: "governingboard@lists.cochrane.org" <governingboard@lists.cochrane.org>  
 Subject: [Governingboard] February Up-date from Co-Chairs

Hi everyone

We hope that 2020 is starting well for you all. It is only a few weeks until our first teleconference and a few months until we meet in Manchester - so we thought we would give you a quick update on things that are happening.

1. Board Co-Chair role and Board membership There are a few things to note.  
 After six years, Martin will step down from the Board on 31st August; we need to start the process to replace him.  
 Tracey and Jan's elected positions come up for renewal/re-election; we need to schedule an election at which they will be able to stand.  
 We are still seeking to have a second person from a LMIC and a financially trained person as board members.  
 The Governance Committee and Nominating Committee have come up with some suggestions that would allow us to have some certainty about the Board leadership and the next round of elections. Here's the plan....

- Board appoints Chair by an additional teleconference between mid-April and 25th May 2020 (the appointed individual will replace Martin from 1st September 2020)
- We propose to specifically “ring fence” one of the two elected positions for Cochrane members from a LMIC. That is, only Cochrane LMIC members will be able to stand for that one position. (But LMIC members can also stand for the other position, as can anyone else)
- The nominations for the two elected members (one from an LMIC) will be sought from 25th May and elections will take place between 10th and 24th June. The results will be announced on 29th June.

At the same time as all this is happening, we welcome any suggestions from you for people who might be suitable for appointment to an “appointed” place on the Board (we have one vacancy) with a strong financial background - ideally in the UK charity sector. We would like to put together a list for the Nominating Committee. We have discussed this and believe that the Board should very seriously consider asking this financially experienced individual to take on the role of Treasurer (either immediately or after a short familiarisation period on the Board).

## 2. Manchester Meeting

Hopefully everyone has got their bookings sorted for the Manchester meeting. Contact Veronica if you need any help. It is going to be a full agenda and we are looking forward to a very stimulating meeting. All the Board Sub-Committees and Working Groups will be holding meetings in Manchester, and the Colloquia, Meetings and Events Working Group also plans to run some consultation meetings.

## 3. Strategy work

A large portion of the meeting has been set aside for strategic discussions to take place with the community, as well as with the SMT and between ourselves during our board time. The Board strategy subcommittee has had its first Workshop and will be able to provide you with its preliminary ideas at the meeting.

## 4. Articles of Association

Work is underway to identify the changes required to make the Articles up-to-date and fit for purpose, without any major, substantive changes. The proposals, together with the rationales for each change, will be sent out for the February teleconference. As we have been advised by the Charity’s lawyers, we are looking for ways to make the Articles strong and clear, but also as flexible as is appropriate for an organization like ours. Once we – the Board - agree on the changes to the Articles, they will be widely circulated and will be voted on at a General Meeting of the Charity which is being scheduled during the Manchester meeting. As always, every member of the organization will be able to vote, remotely, electronically, or in person.

## 5. Publishing Contract

Mark has advised that the contract is still in draft and that everything is in track to announce the new publishing arrangements in Manchester.

6. Insurance claim from the Santiago cancellation Mark has advised that all the documentation had been pulled together and is with the loss adjuster. The claim is for around £450,000. We should have a good idea whether or not it is going to be paid by the time of the teleconference in February. We have also added in a review of the risk reporting as a result of the Santiago events.

## 7. Conflict of Interest Policy

The policy and procedures are being finalised and will be sent to us for the February teleconference. It sounds as if there is going to be a lot of work to work as a result of the new approach - and Karla will talk us through her plans at the teleconference.

Please get in touch with us if there is anything more you want to discuss.  
Best wishes

Catherine and Martin

Professor Martin Burton MA DM FRCS  
Director | Cochrane UK

5.1. The Board approves the proposed timing of Board e...@cochrane.nhs.uk><mailto:martin.burton@cochrane.nhs>Page 9 of 13  
T +44(0) 1865 516 300 S martinjburton T @martinjburton  
Cochrane UK, Summertown Pavilion, 18-24 Middle Way, Summertown, Oxford, OX2 7LG, UK uk.cochrane.org

The Cochrane Ireland and Cochrane UK Symposium is taking place in Dublin, 21st-22nd April 2020.  
Find out more and register here: <https://ireland.cochrane.org/conferences>

---

Governingboard mailing list

[Governingboard@lists.cochrane.org](mailto:Governingboard@lists.cochrane.org)<mailto:Governingboard@lists.cochrane.org>  
<https://lists.cochrane.org/mailman/listinfo/governingboard>



## Governing Board Paper

<b>From:</b>	Lucie Binder, Head of Governance & Strategy
<b>People Involved in the developing the paper:</b>	Governance Committee
<b>Date:</b>	20 February 2020 for consideration at the 27 February 2020 Board teleconference
<b>For your:</b>	Decision
<b>Access:</b>	Open

### Executive summary

This document sets out the rationale for, and detail of, proposed changes to Cochrane's Articles of Association, which were last revised in October 2016. Based on this document, the re-drafting work of the Articles document is currently being undertaken by Cochrane's legal advisors, Harbottle & Lewis, and a good working draft will be submitted to the Board shortly before its teleconference on 27 February 2020. On the basis of these two documents, the Board will be asked to approve the amendments in principle, with final corrections being made by Harbottle & Lewis after the teleconference. The revised Articles will then be put to the vote by Cochrane's members at a special General Meeting planned for Tuesday 31 March 2020, at the Governance Meetings in Manchester.

### Background and context

The 'constitution' of a charitable company is its Articles of Association. Cochrane's Articles were last revised in October 2016 with the governance reforms that led to the formation of a Governing Board with elected and appointed members, and the concept of individual membership of the organization. Two minor amendments to these 2016 Articles – 1) to formally allow the Board to hold videoconference meetings; 2) to extend the total possible term of a Board member who becomes Co-Chair – were due to be proposed for members' vote at the Annual General Meeting in September 2018. However, due to the extraordinary circumstances of that meeting<sup>1</sup>, the item was removed from the agenda.

In using the 2016 Articles to help Cochrane navigate the constitutional issues that arose at the end of 2018<sup>2</sup>, Cochrane's legal advisors, Harbottle & Lewis, recommended some amendments to improve the clarity and flexibility of the Articles - and therefore their longevity for the organization. Harbottle & Lewis' advice to Cochrane is that while the Articles should remain in place long-term, official organizational policies should be regularly reviewed and adapted so as to continue to reflect best practice and 'reality on the ground' in how the organization wants to run itself. From Quarter 3 2020, Harbottle & Lewis will work with the Central Executive Team's Governance & Strategy Unit, with input and oversight from the Board's Governance Committee, on reviewing the body of Cochrane's organizational policies.

The revisions to the 2016 Articles proposed in this document are 1) the re-introduction of the changes that were due to be proposed to members at the 2018 Annual General Meeting; 2) improvements to the flexibility of the clauses proposed by Harbottle & Lewis in consultation with Lucie Binder, Head of Governance & Strategy; Martin Burton, Co-Chair; and with approval from the Board's Governance Committee.

<sup>1</sup> <https://community.cochrane.org/news/events/annual-general-meetings>

<sup>2</sup> <https://community.cochrane.org/news/statement-cochranes-governing-board-26th-september-2018>

## Issues

Proposed headline amendments to the 2016 Articles of Association (Harbottle & Lewis-Cochrane working table):

	<b>Topic</b>	<b>Proposed amendment</b>
1.	<b>Requirement to hold annual general meetings</b> <ul style="list-style-type: none"> <li>Cochrane required to hold an annual general meeting each year (<i>Article 6.1</i>).</li> </ul>	<ul style="list-style-type: none"> <li>Requirement to hold annual general meetings to be amended to provide that general meetings must be held every two years. The intention will be to continue to hold them annually, but as a contingency (e.g. as was the case with the Santiago Colloquium) we would not be in breach of the Articles if we could only hold them every two years.</li> </ul>
2.	<b>Ability to hold virtual / hybrid general meetings</b> <ul style="list-style-type: none"> <li>Cochrane's articles of association permit the holding of hybrid meetings (where members attend both in person and remotely) (<i>Articles 8.1, 8.4 and 8.5</i>),</li> <li>However, these provisions are not sufficiently clear and do not permit the holding of a fully virtual meeting, which given the nature and geographical spread of the Cochrane membership, is considered desirable.</li> </ul>	<ul style="list-style-type: none"> <li>References to physical location and similar wording implying that members are required to attend meetings in person to be removed.</li> <li>Provisions to be added to provide for technology required to hold fully virtual general meetings, including providing that a meeting must be adjourned if technological facilities are not adequate.</li> <li>Clarify that votes at any hybrid or virtual meeting may only be cast on a poll, and that polls will be open prior to each general meeting.</li> </ul>
3.	<b>Appointment/Election of Governing Board</b> <ul style="list-style-type: none"> <li>Provisions regarding the definition of a term of office of a member of the Governing Board are unclear (<i>Article 15</i>).</li> </ul>	<ul style="list-style-type: none"> <li>Provisions to be amended to make the terms of elected and appointed members consistent: both terms will begin on the date of election/appointment. Members' ratification of appointed members will still be required, but in the unlikely event that ratification is not received, the appointed Board member would remain in place until another member is appointed and then ratified at a following general meeting.</li> <li>Any Board member appointed Co-Chair to be able to serve, in theory, a maximum of 8 years, therefore allowing them to take on the role in their second elected/appointed term for a meaningful period.</li> <li>Any other inconsistencies between elected and appointed members to be reduced/removed.</li> </ul>

			<ul style="list-style-type: none"> <li>References to “1 January 2017” (i.e. the date following which the majority of the Governing Board was required to be constituted of elected members) to be removed as these are no longer relevant.</li> </ul>
4.	<b>Distributions on winding-up</b> <ul style="list-style-type: none"> <li>Current provision permits property of Cochrane to be transferred to other charities with objects similar to Cochrane (<i>Article 30</i>).</li> <li>However, Cochrane would be permitted to simply apply any property remaining on a winding-up in respect of one of its objects directly without transfer to another charity.</li> </ul>		<ul style="list-style-type: none"> <li>Provision to be updated to allow application of any property remaining on a winding-up of Cochrane directly in service of Cochrane’s objects.</li> </ul>
5.	<b>Charitable objects</b> <ul style="list-style-type: none"> <li>[TBC]</li> </ul>		<p>Our mission is based around four goals: producing evidence; making evidence accessible; advocating for evidence; building an effective and sustainable organization.</p> <p>Under ‘advocating for evidence’ we could, in theory, do political lobbying, although this would not include making donations of funds.</p> <p>To be reviewed and any amendments made as H&amp;L recommend</p>
6.	<b>Conflicts of interest</b> <ul style="list-style-type: none"> <li>The constitution does not currently include provisions on conflicts of interest.</li> </ul>		<ul style="list-style-type: none"> <li>Customary provisions on conflicts of interest of members of the Governing Board to be included as a matter of best practice.</li> </ul>
7.	<b>[Others]</b> <ul style="list-style-type: none"> <li>[TBC]</li> </ul>		<ul style="list-style-type: none"> <li>Other corrections to be made as H&amp;L recommend</li> </ul>

- *Strategy Implications:* Improvements to the Articles of Association support good governance and therefore Goal 4 of Strategy to 2020: Building an effective sustainable organization:  
To be a diverse, inclusive, and transparent international organization that effectively harnesses the enthusiasm and skills of our contributors, is guided by our principles, governed accountably, managed efficiently, and makes optimal use of its resources.
- *Implementation considerations:* On the assumption of Board approval, the revised Articles of Association will be put to members at a special general meeting at the Governance Meetings in Manchester, on 31 March 2020. Should they be approved by Special Resolution, they will be published on Cochrane.org and submitted to Companies House at the Charities Commission in the UK.
- *Financial Implications:* The costs of engaging Harbottle & Lewis are covered in the approved Governance & Strategy Unit budget for 2020.
- *Risks and Other Issues:*

RISK	PROPOSED MITIGATION
<b>PROPOSED REVISED ARTICLES ARE NOT APPROVED BY THE MEMBERS</b>	The rationale for the revisions needs to be clearly communicated to members before the vote
<b>REVISED ARTICLES ARE NOT FIT FOR PURPOSE</b>	Harbottle & Lewis have consistently provided good advice to Cochrane since 2018 and are the Board's chosen legal advisors. They have worked with Cochrane over the past few months on the rationale and proposed level of change required in the Articles and are comfortable to recommend the actions being taken. Further, the Governance Committee of the Board is recommending the proposed changes following discussion of the issues.

## Recommendations

The Board is asked to approve the proposed changes to Cochrane's current Articles of Association.

## Next steps

Should the proposed changes be approved, the Articles will be completed by Harbottle & Lewis in collaboration with Lucie Binder and Martin Burton. They will then be issued to Cochrane members with the agenda for the general meeting on 31 March 2020.