

Governing Board [OPEN ACCESS]

Schedule	Wednesday 15 September 2021, 8:30 PM — 10:00 PM BST
Venue	https://us02web.zoom.us/j/82163239213?pwd=MVJTZWtzL25wZ0RLdFlzK2Z0cnV4dz09
Description	<p>Videoconference to be opened 15 minutes early for an informal 'coffee round' for those who would like to attend.</p> <p>Los Angeles (USA - California) Wednesday, 15 September 2021, 12:30:00 Ottawa (Canada - Ontario) Wednesday, 15 September 2021, 15:30:00 Buenos Aires (Argentina) Wednesday, 15 September 2021, 16:30:00 London (United Kingdom - England) Wednesday, 15 September 2021, 20:30:00 Barcelona (Spain - Barcelona) Wednesday, 15 September 2021, 21:30:00 Cape Town (South Africa) Wednesday, 15 September 2021, 21:30:00 Melbourne (Australia - Victoria) Thursday, 16 September 2021, 05:30:00 Auckland (New Zealand - Auckland) Thursday, 16 September 2021, 07:30:00</p>
Notes for Participants	<p>Board members must declare conflicts of interest related to their role on the Board, which are published on the Cochrane Community website and are updated annually or when circumstances change: https://community.cochrane.org/organizational-info/people/conflict-interest/board. All meeting participants are also required to declare any possible material interests that could give rise to conflict in relation to any item under discussion at the start of each meeting. All interests so disclosed are recorded in the minutes. Conflicted members may be required to absent themselves from all or part of the Board's discussion of the matter at the discretion of the Chair.</p> <p>To print the agenda, please go to the web version of Convene: cochrane.azeusconvene.com</p>

Organiser

Lucie Binder

Agenda

VIRTUAL COFFEE AHEAD OF THE TELECONFERENCE [20:15-20:30 GMT+1]

8:30 PM 1. Welcome, Apologies, Declaration of Interest, Board Code of Conduct and Board Charter (10 MINS)

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

SUBSTANTIVE BUSINESS:

8:40 PM 3. Review and Re-organization [RESTRICTED ACCESS SUPPORTING DOCUMENTS] (40 MINS)
For Decision - Presented by Judith Brodie

9:20 PM 4. Funding to CRGs in the UK & Northern Ireland (NIHR, DFID etc): update [VERBAL REPORT] (10 MINS)
For Information - Presented by Karla Soares-Weiser




9:30 PM 5. Chronic Fatigue Syndrome Review: update [VERBAL REPORT] (5 MINS)
For Information - Presented by Karla Soares-Weiser

RECURRING BUSINESS:

5.1. Matters Arising not otherwise covered by the Agenda

6. Approval of the minutes from the 21 July teleconference [RESTRICTED ACCESS SUPPORTING DOCUMENT]

7. Record of Resolutions approved between meetings

 RESOLUTION The Board approves the re-appointment of Catherine Marshall as its Co-Chair for two years from 1.pdf	1
 SPECIAL RESOLUTION of the Sole Member of Cochrane Innovations Limited (share capital reduction).pdf	2
 RESOLUTION The Board approves the 2022 Governance Meetings being a fully virtual online programme.pdf	9

9:35 PM CLOSING BUSINESS: (5 MINS)

8. Any Other Business

9. Date of next meeting: 13 October 20:00 GMT + 1




9.1. Topic for next meeting: Open Access

9:40 PM CLOSED SESSION (TRUSTEES ONLY) (10 MINS)

CEO recruitment: update

Evaluation of meeting:

CONSENT AGENDA:

 GB-2021-82 Proposal to add Co-Chairs of Council as Ex-officio members of the Governing Board 18Sept2021 [OPEN ACCESS SUPPORTING DOCUMENT].docx	14
 GB-2021-83 Board effectiveness and appraisals approach 18Sept2021 [OPEN ACCESS SUPPORTING DOCUMENT].docx	16
 GB-2021-86 Board skillsets and election process 2021 [OPEN ACCESS SUPPORTING DOCUMENT].docx	25



Resolution

Subject	The Board approves the re-appointment of Catherine Marshall as its Co-Chair for two years from 1 September 2021	
Voting Deadline	19 Aug 2021, 11:59 PM BST	
Organiser	Lucie Binder	
Voters	Tracey Howe	Yes
	Xavier Bonfill Cosp	Yes
	Nicky Cullum	No Vote
	Sally Green	Yes
	Juan Franco	Yes
	Karen Kelly	Yes
	Marguerite Koster	Yes
	Tamara Kredo	No Vote
	Rae Lamb	Yes
	Karsten Jorgensen	Yes
	Jordi Pardo Pardo	Yes
Total Votes	9 Yes 0 No 0 Abstain 2 No Vote	
Decision	Approved on 20 Aug 2021	



Resolution

Subject	Special resolution of the Sole Member of Cochrane Innovations Limited (share capital reduction)
Voting Deadline	10 Aug 2021, 11:59 PM BST
Notes to Voters	Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the Directors of Cochrane Innovations Limited ("the Company") proposes the resolution below to be passed as a special resolution (the "Special Resolution").

RESOLUTION - CAPITAL REDUCTION

IT IS HEREBY RESOLVED THAT the share capital of the Company shall be reduced from £669,075 (represented by 669,075 Ordinary Shares of £1.00) to £1.00 (represented by 1 Ordinary Share of £1.00) by cancelling and extinguishing 669,074 Ordinary Shares of £1.00 each fully paid (the "Shares") and by crediting the total nominal amount paid up on the Shares to the Company's profit and loss account (the "Capital Reduction").

IT IS HEREBY ACKNOWLEDGED THAT the Shares are no longer required AND THAT the Capital Reduction is effected in accordance with sections 642 – 644 of the Companies Act 2006.

AGREEMENT

Please read the notes below before signifying your agreement to the Special Resolution:

- 1) If you wish to vote in favour of the Special Resolution, please login using the Convene app and select Resolutions - Special resolution of the Sole Member of Cochrane Innovations Limited (share capital reduction).
- 2) If you do not agree with the Special Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3) Once you have indicated your agreement to the Special Resolution you may not revoke it.
- 4) The resolution must be approved within 15 days of the date of Solvency Statement which accompanies it (Report 1).

The Governing Board ("the Board"), representing the sole eligible member of the Company entitled to vote on the above resolution on





the Circulation Date, hereby irrevocably agrees to the Special Resolution.

The Board also approves that any one of the Directors of The Cochrane Collaboration may sign, for the purposes of Companies House filing, the Special Resolution notice (Report 2) on behalf of the Company.

Organiser	Veronica Bonfigli	
Voters	Tracey Howe	Yes
	Catherine Marshall	Yes
	Xavier Bonfill Cosp	Yes
	Nicky Cullum	No Vote
	Sally Green	Yes
	Juan Franco	Yes
	Karen Kelly	Yes
	Marguerite Koster	Yes
	Tamara Kredo	No Vote
	Rae Lamb	Yes
	Karsten Jorgensen	No Vote
	Jordi Pardo Pardo	Yes
Total Votes	9 Yes 0 No 0 Abstain 3 No Vote	
Decision	Approved on 11 Aug 2021	

Documents

1. Report 1 - Solvency Statement	1
 Report 1 - Solvency Statement_Fully Executed_300721.pdf	2

2. Report 2 - Special Resolution Notice	4
 Report 2 - WRN Capital reduction.pdf	5

1. Report 1 - Solvency Statement

COCHRANE INNOVATIONS LIMITED
(the "Company")

Company number: 07674064

SOLVENCY STATEMENT

On the 29 day of July 2021

We, the undersigned, being all the directors of the Company as at the date of this statement, have considered the Company's financial position in detail (including any contingent and prospective liabilities), pursuant to Sections 642 and 643 of the Companies Act 2006, and have each formed the opinion **THAT**:

- a) as regards the Company's situation at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts as they fall due; **AND THAT**
- b) if it is intended to commence the winding up of the Company within twelve months from the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up, **OR**
- c) In any other case, that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

Signed Lorne Arthur Becker
Lorne Arthur Becker

Date: Jul 29, 2021 2021

Signed Judith Brodie
Judith Anne Brodie

Date: Jul 29, 2021 2021

Signed Uchenna Izundu
Uchenna Izundu

Date: Jul 29, 2021 2021

Signed JORDI PARDO PARDO
Jordi Pardo

Date: Jul 29, 2021 2021

Signed Marc Pelletier
Marc Pelletier

Date: Jul 29, 2021 2021

Signature: Judith Brodie
Judith Brodie (Jul 29, 2021 20:50 GMT+1)

Email: jbrodie@cochrane.org

7. Report of Substantive Statement between meetings

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Signature: Uchenna Izundu
Uchenna Izundu (Jul 29, 2021 20:54 GMT+1)

Email: quuenz@yahoo.co.uk

Signature: Lorne A Becker
Lorne A Becker (Jul 29, 2021 17:06 EDT)

Email: lbecker@cochrane.org

Signature: JPardo
JPardo (Jul 29, 2021 17:51 EDT)

Email: jpardo@uottawa.ca

Signature: Marc Pelletier
Marc Pelletier (Jul 29, 2021 16:05 PDT)

Email: marcpelletier7@outlook.com

2. Report 2 - Special Resolution Notice

COMPANIES ACT 2006**PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTION OF THE SOLE MEMBER
of
COCHRANE INNOVATIONS LIMITED**

Circulation Date: 05 August 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the Directors of Cochrane Innovations Limited ("**the Company**") proposes the resolution below to be passed as a special resolution (the "**Special Resolution**").

RESOLUTION - CAPITAL REDUCTION

IT IS HEREBY RESOLVED THAT the share capital of the Company shall be reduced from £669,075 (represented by 669,075 Ordinary Shares of £1.00) to £1.00 (represented by 1 Ordinary Share of £1.00) by cancelling and extinguishing 669,074 Ordinary Shares of £1.00 each fully paid (**the "Shares"**) and by crediting the total nominal amount paid up on the Shares to the Company's profit and loss account (the "**Capital Reduction**")

IT IS HEREBY ACKNOWLEDGED THAT the Shares are no longer required **AND THAT** the Capital Reduction is effected in accordance with sections 642 – 644 of the Companies Act 2006.

AGREEMENT

Please read the notes below before signifying your agreement to the Special Resolution.

The undersigned, being the sole eligible member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution.

For and on behalf of
The Cochrane Collaboration

Director

Date: _____

NOTES


- 1) If you wish to vote in favour of the Special Resolution, please login using the Convene app and select *Resolutions - Special resolution of the Sole Member of Cochrane Innovations Limited (share capital reduction)*.
- 2) If you do not agree with the Special Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3) Once you have indicated your agreement to the Special Resolution you may not revoke it.
- 4) The resolution must be approved within 15 days of the date of Solvency Statement which accompanies it.



Resolution

Subject	The Board approves the 2022 Governance Meetings being a fully virtual online programme	
Voting Deadline	23 Aug 2021, 11:59 PM BST	
Notes to Voters	Beginning the week of the 28th March 2022	
Organiser	Veronica Bonfigli	
Voters	Tracey Howe	Yes
	Catherine Marshall	Yes
	Xavier Bonfill Cosp	Yes
	Nicky Cullum	No Vote
	Sally Green	Yes
	Juan Franco	Yes
	Karen Kelly	Yes
	Marguerite Koster	Yes
	Tamara Kredo	No Vote
	Rae Lamb	Yes
	Karsten Jorgensen	Yes
	Jordi Pardo Pardo	Yes
Total Votes	10 Yes 0 No 0 Abstain 2 No Vote	
Decision	Approved on 24 Aug 2021	

Documents

1. GB-2021-80 Governance Meetings 2022 [OPEN ACCESS DOCUMENT]	1
 GB-2021-80 Governance Meetings 2022 [OPEN ACCESS DOCUMENT].pdf	2

1. GB-2021-80 Governance Meetings 2022 [OPEN ACCESS DOCUMENT]



Governing Board Paper: Decision & Discussion items

Title:	Cochrane Governance Meetings – March 2022, Manchester, UK
Previous papers submitted on this topic:	Refer to previous postponement of Governance Meetings, 2020 and 2021 GB-2020-32
Paper Number:	GB-2021-80
From:	Jo Anthony, Head of Knowledge Translation
People Involved in the developing the paper:	Cochrane's Senior Management Team Richard Devany, Events Support Officer
Date:	5 th August, 2021.
For your:	Decision
Decision:	The Governing Board approves the 2022 Governance Meetings being a fully virtual online programme beginning the week of the 28th March 2022.
Access:	OPEN

Executive summary

Due to international travel restrictions being placed on delegates in response to the COVID-19 pandemic during 2020 and 2021, Cochrane's Governance Meetings were rescheduled to take place in Manchester, UK, in March 2022.

The decision was made to postpone the event for a second year, the venue allowed for the existing £16,000 deposit paid to be carried forward as part of a new contract for a new in-person event in March 2022; this new contract has not yet been signed.

Virtual Governance Meetings were held for all Cochrane Group staff online via Hopin events platform on 22 and 24 June 2021.

Due to ongoing international travel uncertainties, this paper recommends the replacement of the in-person Governance Meetings in Manchester from 26th March 2022 with a fully virtually online programme; with the non-returnable deposit of £16,000 being forfeited or alternatively reduced by offering the venue as an option for UK Cochrane Review Group meetings or to Cochrane UK.

Background and context

Cochrane's Governance Meetings take place annually around the first week of April. They are an opportunity for the Governing Board, Council, Group Executives, Central Executive Team (CET) and other Group Committees to meet face-to-face and discuss the organization's strategic and operational plans. Normally, attendance is around 200 people.

In 2022, we were planning to hold the event in Manchester, UK, following two years of postponement due to the pandemic. Now, in August 2021, national governments around the world are continuing to impose travel restrictions,

particularly for those travelling internationally, and there is considerable uncertainty about the likelihood of this situation changing significantly by March 2022.

Issues

Following the success of the two online Governance Meetings in June 2021 using the events platform, Hopin, and together with learnings from these events, we recommend that the 2022 March meetings follow a similar format.

In total, 443 Cochrane members registered from 56 countries with 360 attending from 49 countries – close to double the usual attendance of previous in-person Governance Meetings. Following an evaluation survey, 70% of participants rated their overall experience of the virtual programme and content as satisfied or very satisfied. Through the feedback given, we have identified the following improvements we would want to implement for the 2022 online meetings:

- **Captioning for speech to text** – this was a consistent theme as feedback from the 2021 online meetings. Google Chrome Browser captioning plugin has been offered and tested, it worked very well during the Main Plenary, however it struggled to translate in one of the breakout groups, specifically with a strong American accent. Nevertheless, this functionality is recognized as an important accessibility function and needs to be implemented going forward for all events, with the potential for paying for an external individual to provide the service live during some events.
- **More opportunity for increased attendee participation.** It was noted in the feedback that attendees would like an opportunity for debating, more question-and-answer time, as well as interaction and evaluation from the polling function.
- **Greater representation of the wider Cochrane Community.** It was noted that in future gatherings, presentations and speakers should be more representative of the community, including Council members and specific Cochrane Group constituents. This was endorsed by members of the Events Working Group.
- **Integration of regular virtual Community events/meeting into our planning in the future, regardless of in-person events.** It was agreed that a virtual format widens attendee participation - the 2021 Governance meetings had almost twice the attendees of any previous in-person meeting. It's agreed that virtual events should be included as part of an annual events programme for Cochrane. This is being implemented as part of a longer-term events-calendar for quarterly engagement with the Community throughout the remainder of 2021 and 2022.

Financial Implications and Risk:

Cochrane is due to sign the new venue contract which will make Cochrane liable for a new set of cancellation terms including initially being liable for 40% of the total value of the contract upon signing. Currently we will lose the previously paid £16,000 deposit if we do not go ahead with the event.

Total venue and accommodation of £51,489 minus the £16,000 deposit paid equates to £35,489 left to pay for the venue costs.

We would also incur additional costs including audio visual requirements, insurance, travel expenses for Group Executives, CET staff, Board and Council, and any other promotional or catering expenses. This is approximately a total potential additional cost of £57,000.

Should travel restrictions become less safe and certain in the coming months through a Northern Hemisphere winter, we risk having to cancel the event yet again and incurring these additional costs.

It is also the view of the Events Working Group that online meetings have worked for the Governance Meetings in 2021 and we would continue to make improvements within our events platform to offer an engaging, interactive programme of strategic sessions and smaller group discussions focused upon Cochrane's Strategy for Change. This would be made available to all Cochrane members and supporters online next year thus reaching a far wider and diverse online audience that would not be able to attend in-person.

Finally, it is important to note that the Central Executive Team is undergoing a staff restructure as part of a reorganization and review to reduce costs and become more efficient. It would therefore be unwise to be making non-essential 2022 commitments including travel and accommodation during this time.

Recommendations

We recommend that Cochrane's Governing Board approves the 2022 Governance Meetings being a fully virtual online programme beginning the week of the 28th March 2022.



Governance Sub-Committee Paper: Decision & Discussion items

Title:	Proposal to add Co-Chairs of Council as Ex-officio members of the Governing Board
Previous papers submitted on this topic:	N/A
Paper Number:	GB-2021-82
From:	Tracey Howe, Co-Chair
People Involved in the developing the paper:	Lucie Binder, Head of Governance & Strategy Catherine Marshall
Date:	3 rd Sept 2021
For your:	Decision
Access:	Open

Executive summary

This paper sets out a proposal to add Co-Chairs of Council as ex-officio members of the Governing Board.

The Governance Committee considered this paper at its meeting on 8 September 2021 (GMT) and recommends to the Board the appointment of the Co-Chairs of Council as ex-officio members of the Board.

Background

The Co-Chairs of the Board and Council currently meet on a quarterly basis, and it is anticipated that these meetings will be extended to regularly include the CEO.

It is anticipated that strong relationships and dynamics between the Governing Board and Council (the only representative body of Cochrane) will have a positive effect on the organisation. Healthy relationships will provide confidence to identify situations where communications break down and poor dynamics get in the way of success. These relationships will be especially important as we face current dynamics where there is a material change of circumstances.

An "ex officio" Board Member is an obligation, privilege, or set of privileges that are given by virtue of the position of serving in the office, in this instance as Co-Chair of Council. When their term of office as Co-Chair of Council ends their successor automatically becomes the ex-officio member. If office holders do not take up this place it cannot be filled by another member of Council. In agendas and minutes ex-officio members should be referred to by position title; Co-Chair of Council.

Purpose of role

- to help to strengthen and improve dynamics between the Council and the Governing Board
- to act as a liaison between the Council and the Governing Board ensuring that the information and advice provided by the Council is shared with the Board
- to advance the work of the Board with a degree of influence and expertise that substantially benefits Cochrane

The ex-officio members will:

- attend Board meetings
- partake in debates and discussions
- at the Co-Chairs' request, be required to leave the meeting when confidential issues arise or immediately prior to them being discussed
- must when information and discussions are considered confidential adhere to expectations regarding this protected information

The ex-officio members will NOT:

- count toward quorum of the Board
- vote on resolutions, nor propose a motion or amendment
- participate in formulating the Board's reports and recommendations.

Financial

No direct costs arise for virtual meetings; however, direct costs may arise for in person meetings

Risk Management

Adherence to expectations regarding restricted access information and the Board Code of Conduct.

Recommendation

The Governance Committee considered this paper at its meeting on 8 September 2021 (GMT) and recommends to the Board the appointment of the Co-Chairs of Council as ex-officio members of the Board.



Governing Board Paper: Decision & Discussion items

Title:	Board effectiveness and appraisals approach
Previous papers submitted on this topic:	N/A
Paper Number:	GB-2021-83
From:	Tracey Howe, Co-Chair
People Involved in the developing the paper:	Lucie Binder, Head of Governance & Strategy
Date:	3 Sept 2021
For your:	Decision
Access:	Open

Executive summary

In line with Principle 5 - Board Effectiveness, of the UK Charity Governance Code this paper

- sets out the approach for evaluating the performance of the Board as a whole
- sets out a process for the appraisal of Trustees
- sets out a process for the appraisal of the Co-Chairs

The Governance Committee considered this paper at its meeting on 8 September 2021 (GMT) and recommends that the proposals are approved by the Board.

Background

Principle 5 - Board Effectiveness, of the UK Charity Governance Code states:

5.8.2 The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

5.8.3 The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report. The Board should undertake a formal and rigorous annual evaluation of its own performance and that of its Committees and individual directors (Trustees).

The Board performs three major roles in a charity:

- it provides direction (i.e. sets the strategic direction of the charity),

- it controls (i.e. monitors the management)
- and it provides support and advice (advisory role)

Board evaluation typically examines these roles of the Board and the entailing responsibilities and assesses how effectively these are fulfilled by the Board. Effective Board appraisal is about a systematic assessment of how well the Board (rather than the organisation) is performing in relation to its legal responsibilities and in contributing to the success of the organisation.

It looks at the performance of the whole can help with the Board's succession planning, enabling a discussion about how a Trustee envisages their future on the Board: i.e. whether they are interested in becoming a committee chair or being considered to become a Co-Chair, or Treasurer; how long they see themselves on the Board, including whether they might leave before the end of their agreed term or not.

Full Board appraisal

Purpose

- This ensures that governance practice is regularly reviewed.

Who will perform the review?

- Full reviews will be conducted by an external person/agency (cost permitting)
- Lighter touch can be a self-assessment exercise

Timing of the process

- A full review will take place every **three** years with **annual** lighter touch reviews of a particular aspect.
- Alternatively at a time of change – the Co-Chair or the Chief Executive, or Editor-in-Chief might be new to the role and seek to understand more about their Board and how it operates.

Process

A productive full Board review should evaluate effectiveness in a number of dimensions, such as the Board's:

- contribution towards the development of strategy
- understanding of the external environment in which it operates
- understanding of its oversight of internal environment
- composition and governance processes and structures, including meeting agendas etc.
- access to information
- Board behaviour, energy.

Evaluation of Board meetings

- All meetings should have an evaluation and meeting evaluation is a standing item on all formal Board meetings where ideas and suggestions can be shared for improving the running of meetings

Individual Trustee Appraisal

Purpose

- To offer a framework for a constructive conversation between peers and help trustees to reflect on the contribution they have made to the Board, their impact on governance practice and allow an exploration

of their thoughts on their contributions during the remainder of their term of office and the future of the organisation.

- It is intended to be an honest and objective assessment of a Trustee's impact and effectiveness, while enabling potential support and development needs to be recognised and fully considered.
- This may assist with succession planning (e.g. from Board member to Board Co-Chair roles or Committee Chair or membership) and it may help with planning.

Who will perform reviews?

- Co-Chairs will undertake the appraisal. It will be an opportunity to get to know trustees beyond the confines of the Board meeting. It will also provide an opportunity for Co-Chairs to seek feedback on their own performance.

Timing of the process

- Co-Chairs will meet with new Trustees at the commencement of their term and will work through the skills audit questionnaire with them to identify skills, knowledge and experience that will be useful for the Board and Cochrane.
- Co-Chairs will meet with existing trustees each year around the anniversary of their appointment. Trustees will complete an Appraisal Form (to be developed) and submits it to the Co-Chair at least seven days before the appraisal date.
- Co-Chairs will work through the Appraisal Form and skills audit questionnaire with them to identify any new skills, knowledge and experience on the Board of which they were previously unaware.
- Each review will take around 60 minutes and will be on a confidential one-to-one basis.
- Members are also entitled to ask for informal feedback during the year.

The process

- Appraisal should promote self-reflection on individual performance
- Questions will be developed and shared in advance along with information on how long the Trustee has served on the Board, which committees and working groups they are on, when their term of office is completed, attendance levels, etc. Co-Chairs will also seek feedback from committee Chairs on members of their group, including attendance, participation and contribution towards the work of the committee.
- A record of the meeting will be shared with the Trustee and used as a basis for subsequent appraisals. The detailed content of each meeting will remain confidential.
- The Co-Chairs will collate key aspects of the results of the appraisal (without identifying individual trustees). Key themes from the appraisals will be presented to the Board for discussion and any resulting recommendations will feed into an overall Board development plan.
- Feedback – particularly where there are performance issues – should not wait until the formal appraisal discussion and report. If appropriate, an action plan should be developed detailing how any performance issues will be resolved, with a clear timetable of how and by when, with a further meeting arranged to review progress.

Dealing with differences between Co-Chair and Trustee

- Where any irreconcilable differences occur between the Co-Chair and Trustee in the first instance these issues should be referred to the other Co-Chair.

Exit interviews

- An exit interview is an invaluable tool for charities to gather insight from departing Trustees. They can offer a unique perspective on Charity and Board culture and satisfaction. Interviewees can potentially be more honest in identifying issues than a current Trustee.
- They will be performed by a Co-Chair and will be on a confidential one-to-one basis.
- The Co-Chairs will collate key aspects of the results of the exit interviews (without identifying individual trustees). Key themes will be presented to the Board for discussion and any resulting recommendations will feed into an overall Board development plan

Appraisal of the Co-Chairs

- A similar process as outlined for trustees can be used for the Co-Chairs.
- This should include their leadership of the Board, how the Co-Chair has harnessed the benefits of Board diversity and the quality of the Co-Chair's relationships with stakeholders. setting goals for the coming year, consideration should be given to any areas of improvement or development.

Who will perform reviews?

- An independent person from outside the Board and organisation an Appraisal Facilitator

The process

- The Co-Chairs will undertake a self-assessment
- Each Trustee will provide an assessment (Co-Chairs appraisal form)
- Assessments of the Co-Chairs' effectiveness should also be sought from a range of key stakeholders who represent Cochrane, and where appropriate, external partner organisations (Co-Chairs appraisal form)
- Individual feedback can be through questionnaires or during the one-to-one appraisals of Board members as specific questions about the Co-chair's performance.
- The performance of the Co-Chair should be based on the behaviours they apply to the role rather than any specific tasks they undertake. This will include their leadership of the Board, how the Co-Chair has harnessed the benefits of Board diversity and the quality of the Co-Chair's relationships with stakeholders
- Thinking ahead to setting goals for the coming year, consideration should be given to any areas of improvement or development.
- The Appraisal Facilitator will collate feedback and discuss the Co-Chairs' individual and collective performances.
- It is not appropriate for the CEO or Editor-In-Chief to conduct the Co-chairs' appraisals.

Timing of the process

- Co-Chairs appraisals will take place each year around the anniversary of their appointment.

Trustee Appraisal Form

Name of Trustee	
Name of Co-Chair (appraiser)	
Date	

What do you consider to be your main contributions to Cochrane during the last year?
Trustee
Co-Chair
Are there areas where you feel you have made less of a contribution than you might have wanted?
Trustee
Co-Chair
Are there any impediments to your making a different or broader contribution to Cochrane?
Trustee
Co-Chair
Have you enjoyed your work with Cochrane this year? What did you hope to get out of your involvement and has it been rewarding?
Trustee
Co-Chair
In the coming year, where do you think you can make your most effective contribution?
Trustee
Co-Chair
What are your observations on how the Board works
Trustee
Co-Chair
Any feedback on the Co-Chairs?
Trustee
Co-Chair
What are the key challenges and opportunities that the Board needs to focus on?
Trustee
Co-Chair
Do you feel that you have any personal development needs, to assist the contribution which you can make?
Trustee
Co-Chair

Thinking about the effectiveness of the Board's performance, have you any views about how and when we should review this? Are there any specific issues that you would want to see addressed in this process?
Trustee
Co-Chair
Other key comments from the appraisal discussion
Trustee
Co-Chair
Objectives/training/development/comments to be recorded
Trustee
Co-Chair

Exit interview Trustees

Trustee Name	
Co-Chair	
Date	

What did you hope to contribute?
What have you been able to contribute?
Did anything get in the way of you contributing?
What did you hope to get out of your involvement and has it been rewarding?
Would you recommend Board membership to others?

Co-Chairs Appraisal Form

Co-Chair	
Name and role of Appraiser	
Date	

Strengths: What does the Co-Chair do particularly well?
Opportunities: How might the Co-Chair increase their impact and effectiveness?
Please provide any additional commentary relating to any aspects of the Co-Chair's conduct, impact and effectiveness in their role.

Thank you for participating. Please now send your completed form to the appraisal facilitator, who will treat your responses in strict confidence. Should you wish to discuss any of your responses with the appraisal facilitator, again in strict confidence, please request to do so.

Co-Chair Appraisal Summary

Co-Chair	
Appraisal Facilitator	
Date	

Summary of significant emergent themes from stakeholder assessments
Highlighted areas of strength
Identified opportunities to increase impact and effectiveness
Summary of self-reflection on stakeholder assessment outcomes (completed by Co-Chair) e.g. In what ways has your understanding of how others perceive you changed? What are the key lessons you have learned?
Identification of personal development and support
Identification of three principal objectives for next 12 months



Governing Board Paper: Decision & Discussion items

Title:	Board skillsets and election process 2021
Previous papers submitted on this topic:	GB-2021-79
Paper Number:	GB-2021-86
From:	Lucie Binder, Head of Governance & Strategy
People Involved in the developing the paper:	Judith Brodie, Interim CEO Tracey Howe, Co-Chair Catherine Marshall, Co-Chair
Date:	10 September 2021
For your:	Decision
Access:	Open

Update and Recommendation:

The Board considered this paper as *GB-2021-79* at its informal meeting on 11 August (GMT). Updates were made to the essential and desirable skills following the Board's discussion and a self-assessment survey of Trustees was conducted.

The Governance Committee considered the paper and the results of the self-assessment survey at its meeting on 8 September 2021 (GMT). It is currently working on the elections criteria and further Board development plans based on the self-assessment results, and will forward these to the Board in due course. Further, it recommends that Option A is chosen for the elections process:

Candidates are asked to provide evidence for how they meet the essential and desirable skills criteria, but all candidates who nominate themselves and meet the general eligibility criteria can stand

With the following amended timeline:

Monday 4 October	Call for nominations opens
Sunday 24 October	Deadline for nominations
Wednesday 27 October	Candidate Statements posted
Wednesday 3 November	Voting opens
Thursday 25 November	Voting closes
Monday 29 November	All results announced (candidates elected)

GB-2021-79:

Executive summary

Effective Boards have a good and diverse mix of skills and experience. During this period of change for Cochrane the Governing Board's leadership will be critical, and it's therefore essential it has members with the right skills and experience. This paper sets out the essential and desirable skillsets, experience and knowledge that the Board needs from its members collectively over the next three years – no one person is expected to encompass everything. It then details the proposed process for electing five (5) members to the Board in 2021 with these skills and experience.

Proposals

From the Charity Governance Code:

Principle 5 – Board effectiveness: The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

Rationale

The board has a key impact on whether a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

Key outcomes

5.1 The board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.

5.2 All trustees have appropriate skills and knowledge of the charity and can give enough time to be effective in their role.

5.3 The chair enables the board to work as an effective team by developing strong working relationships between members of the board and creates a culture where differences are aired and resolved.

5.4 The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.

Proposed essential and desirable criteria:

Essential skills, knowledge or experience for Cochrane Governing Board members 2021-2023

Means you can:

Leadership of global and/or complex organizations

Develop and evaluate organizational strategy, lead multicultural teams and engage diverse groups of stakeholders

Making organizations more diverse and equitable

Guide equity, diversity and inclusion assessments and target-setting or provide lived experience of addressing issues of inequality

Organizational change management

Articulate and guide organizational change, and motivate people to support change

Fundraising and business development

Develop and implement opportunities for income generation, build organizational relationships and connections, access donor and partner networks

Advocacy	Act as an ambassador for an organization, influence and strengthen the commitment of public leaders or decision-makers to a cause, secure community support
Public relations and communications	Build organizational brand and profile online and in person, lead crisis management, design effective external and internal communications processes
Financial management and accounting	Oversee an organization's fiduciary, risk and audit duties, lead financial and investment planning
Digital product development	Guide user-centred design, development and delivery of new digital products, understand informatics and structured data
Publishing and Open Access	Guide others through the complexities and opportunities for organizations in achieving Open Access to content and data
Evidence synthesis and evidence-based decision-making	Understand Cochrane's core business holistically

Desirable skills, knowledge or experience 2021-2023	Means you can:
Science communication or knowledge translation	Educate and raise awareness of science-related topics, design strategies for effectively communicating complex ideas to different audiences, or lead the transfer of knowledge into action
Corporate or charity governance and law	Oversee an organization's legal duties, especially as they relate to UK, European or US law, and implement effective organizational governance and accountabilities
Reducing organizational environmental footprints and/or working with issues in environmental health	Develop and monitor policies and targets for organizational environmental responsibility, or advise on opportunities for addressing issues in environmental health
Lived experience of using Cochrane content	Provide lived experience of using Cochrane content to inform decision-making
Younger person's view (under 30 years old)	Advise on issues of importance to younger people, particularly those who are – or want to be – health evidence producers or users

Proposed elections process:

1) Preparatory phase: Skillset definitions and trustee self-assessment

By Weds 18 August	Board agrees Board skillsets
Weds 18 August	Trustee self-assessment against skillsets: survey opens

Friday 27 August	Trustee self-assessment against skillsets: survey closes
By Thursday 2 September	Analysis of data from skillsets survey and send outcomes to Governance Committee for comment (Lucie, Judith, Tracey)
By Friday 10 September	<ul style="list-style-type: none"> Outcomes from skillsets survey and recommendations for required Board skills to seek during elections sent to Board for comment from Gov Com Board to choose elections process (Option A*: open election; Option B: Board recommended candidates)
By Tuesday 14 September	Election materials prepared (Lucie, Judith, Tracey)
By Tuesday 21 September	Governance Committee to sign-off elections materials

2) Election timetable

Option A: Candidates are asked to provide evidence for how they meet the essential and desirable skills criteria, but all candidates who nominate themselves and meet the general eligibility criteria can stand

Monday 27 September	Call for nominations opens
Friday 22 October	Deadline for nominations
Monday 25 October/Tuesday 26 October	Candidate Statements posted
Friday 29 October	Voting opens
Friday 19 November	Voting closes
Monday 22 November	All results announced (candidates elected)

Option B: Candidates who nominate themselves are asked to provide evidence for how they meet the essential and desirable skills criteria; the Board chooses its preferred candidates; members vote on the Board's shortlisted candidates (the names of those not shortlisted are not published)

Monday 27 September	Call for nominations opens
Friday 22 October	Deadline for nominations
By 30 October	Governance Committee recommends candidates to Board
Monday 8 November	Board approves candidate list (teleconference)
Wednesday 10 November	Voting opens
Friday 26 November	Voting closes
Monday 29 November	All results announced (candidates elected)

Proposed Trustee Self-Assessment survey template:

Skills assessment:

A successful and sustainable organization has a high-performing board. The skills self-assessment below will help to identify our current strengths and weaknesses in terms of skills, knowledge and experience. Please use the checklist below to rate your experience level in each category:

1 = No skills, knowledge or experience

- 2 = Low skills, knowledge or experience
 3 = Some skills, knowledge or experience
 4 = Good skills, knowledge or experience
 5 = Extensive skills, knowledge or experience

Scores against each skill will be aggregated and used to identify where the Board is missing important skills, experience or knowledge that it will seek during the next round of elections.

Essential skills, knowledge or experience 2021-2023	Score 1-5	Supporting evidence where you have scored yourself 4 or 5
Leadership of global and/or complex organizations		
Making organizations more diverse and equitable		
Organizational change management		
Fundraising and business development		
Advocacy		
Public relations and communications		
Financial management and accounting		
Digital product development		
Publishing and Open Access		

Desirable skills, knowledge or experience 2021-2023		
Science communication or knowledge translation		
Corporate or charity governance and law		
Reducing organizational environmental footprints and/or working with issues in environmental health		
Lived experience of using Cochrane content		
Younger person's view (under 30 years old)		

Demographics assessment:

Age/Gender/Sexual Orientation/(Dis)ability/Ethnicity/Country of residence/First language/ Educational attainment

Cognitive diversity assessment:

The Governance Committee will review if and how cognitive diversity and team dynamics could be measured, but an assessment will not be included in this survey. For example, see <https://www.belbin.com/about/belbin-team-roles>.

Resolution

Subject	Colloquium 2022 Options		
Voting Deadline	8 Sep 2021, 11:59 PM BST		
Notes to Voters	The Governing Board agrees with Option 4 recommended by the Finance, Audit and Investment Committee to cancel the Colloquium in 2022. In that context, the Governing Board asks the Interim CEO to seek opportunities to engage the Cochrane community in different ways over the coming year.		
Organiser	Veronica Bonfigli		
Voters	Tracey Howe	Yes	
	Catherine Marshall	Yes	
	Xavier Bonfill Cosp	Yes	
	Nicky Cullum	Yes	
	Sally Green	Yes	
	Juan Franco	Yes	
	Karen Kelly	Yes	
	Marguerite Koster	Yes	
	Tamara Kredo	Abstain	I don't have clarity on the discussion with Cochrane Canada about their capacity/ interest to run a virtual or hybrid event. I think cancelling the Colloquium for another year may be a problem and many organisations have move to online conferences. But importantly, there are so many changes underway that need consultation, and the comunity is also advancing the science and methods and the community is at the core of the work. If we need to find an alternative, maybe the community can provide some ideas too -

Rae Lamb	Yes
Karsten Jorgensen	Yes
Jordi Pardo Pardo	Abstain

what about including them in this issue and decision?



I'm not convinced this resolution is on the best interest of the charity. I put more weight on disenfranchise the community, and asking the CEO to "seek" it is too mild. I would prefer "to ensure" or "guarantee" a community engagement event is happening.

Total Votes 10 Yes 0 No 2 Abstain 0 No Vote

Decision Approved on 9 Sep 2021

Documents

1. Cochrane Colloquium 2022 Options

 GB-2021-81 Colloquium 2022 Options COMMENT RESPONSES.pdf	1
 Cochrane Colloquium 2022 Hybrid Budget v3_.xlsx	14