



# Governing Board Teleconference (September 2020) OPEN ACCESS

<b>Schedule</b>	Tuesday 1 September 2020, 8:30 PM — 9:30 PM BST
<b>Notes for Participants</b>	<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: <a href="https://community.cochrane.org/organizational-info/people/conflict-interest/board">https://community.cochrane.org/organizational-info/people/conflict-interest/board</a>. You 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>
<b>Organiser</b>	Veronica Bonfigli

## Agenda

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

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2. Approval of the Agenda
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3. Record of decisions taken in-between meetings
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- 3.1. Approval of the Minutes from 2nd July Teleconference (being approved separately via a Convene poll)
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4. Matters arising from previous meeting
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5. Co-Chairs' Report, to include:

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5.1. Introduction of new Board members

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5.2. Record of thanks to Jan Clarkson

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6. Editor in Chief Report [Verbal Update], to include

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6.1. COI implementation plans [RESTRICTED ACCESS SUPPORTING DOCUMENT]

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7. CEO Report [Verbal Update]

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8. Strategy Progress Update [Verbal Update]

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9. Finance Update [Verbal Update]

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10. Any Other Business

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11. Date of Next Meeting: (19, 20, 22nd October teleconferences)

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# 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>	22M March 2018 Lisbon Governance Meetings

### Introduction

Since its inception, Cochrane has been overseen by a group of Trustees, reflecting the fact that its legal status is that of a UK charity and limited company. For the first 23 years of its existence, the organisation was led by a Steering Group made up of the Trustees. In the earliest years they had very significant operational responsibilities. When Cochrane employed a Chief Executive Officer and Editor-in-Chief, and as these individuals in turn recruited staff to help them discharge their responsibilities, there was less need for the Trustees to become engaged in operational matters.

In 2016 these changes were reflected in a change of name from Steering Group to Governing Board. This brought Cochrane into line with other major British charities, and emphasised the key role played by the Trustees in oversight and governance of the organization. At the same time, following best practice in the sector, a proportion of Trustees were recruited from outside Cochrane, to bring in the range of skills needed for the Board to fulfil its obligations.

In 2017 the Board further reflected on what type of Board it wanted to be. The Board considered the model of board engagement put forward by Nadler<sup>1</sup>; this considers Board behaviour on a spectrum from 'passive' to 'operational'. Cochrane's Governing Board decided that it ought to sit in the middle of the spectrum; an engaged Board, committed to high performance rather than simply ensuring regulatory compliance.

Cochrane's Governing Board plays a key strategic role in the organisation and bears final responsibility for everything undertaken in Cochrane's name. In practical terms it oversees the performance of the Chief Executive Officer (CEO), Editor-in-Chief, their staff in the Central Executive Team and all those working for the wider organisation. It provides insight, advice and support for the CEO and the Senior Management Team (SMT), guiding them and holding them to account. It aims to 'add value' to the decision-making of the organisation, ensuring that at all times it has the expertise to do so. The Board, CEO and SMT discuss key decisions facing Cochrane in a collaborative way, seeking – together - to identify what is best for the organisation and specifically for the beneficiaries of the charity's activities. They have considered carefully – and continue to monitor - the boundaries of Board and CEO responsibilities.

<sup>1</sup> Nadler, DA Building Better Boards HBR, May 2009, 102-111

This Board Charter is modelled very closely on The Board Charter for Sustainable Success®<sup>2</sup>.

# 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>3</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>4</sup>

## Value Drivers & Stakeholder Engagement

### Developing a supportive organisational culture

The **Board** has clearly articulated the values of **Cochrane**<sup>5</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**

<sup>2</sup> <https://www.mazars.com/Home/Business.-For-Good/Corporate-Governance/The-Board-Charter.-For-Sustainable-Success> [Accessed 12.01.18]

<sup>3</sup> Refer to the Code of Conduct for Trustees

<sup>4</sup> Refer to the Board Skills Matrix

<sup>5</sup> Refer to Cochrane's Principles: <http://www.cochrane.org/about-us/our-vision-mission-and-principles> [Accessed 20.02.18]

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>6</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**

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.

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<sup>6</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]