

Governance Committee Report

Submitted to Governing Board September 2018

Since the last Board Meeting, the Governance Committee has met twice by teleconference (15th May 2018 and 2nd August 2018). Further information about items included in this report can be found in the meeting minutes.

The committee reports to the full Board as follows:

1. Review of style and format of Board Minutes.

The Committee is content that, using the style and format of the most recent Minutes, these serve the purposes required by legislation. It agreed that the Minutes do not have to attribute specific comments and that acronyms should be avoided. It was also agreed that the Senior Advisor to the CEO (who provides minuting support to the Board) would liaise with the Head of Communications to improve the communication of Board decisions to the wider Cochrane community.

2. Change to “Governing Board electoral and appointment procedure”

The Committee proposes the following changes to the existing procedure. The full Board will be asked to vote on the revised procedures in due course.

- a. **Co-Chair elections:** A serving Co-Chair is not permitted to provide a Letter of Support for a fellow Board member standing for a Co-Chair appointment
- b. **Board member elections:** Candidates for election to the Board should be required to submit the names of two nominators who are also Cochrane members. Letters of Support are not required.
- c. **Candidate photographs:** Candidates for election to the Board may include a headshot photograph with their application.
- d. **Candidate Statements:** Candidate statement templates for all types of Board Member (elected and appointed) and for Co-Chair positions should be brought up-to-date.

3. Articles of Association

The Committee agreed that the Articles of Association should be changed to allow a Board member to complete a maximum of two full terms as a normal member and two full terms as a Board Co-Chair, if so appointed. The current six-year limit does not allow for this. Legal advice has been obtained and a proposal will be put to the full Board, and then to the Membership at the AGM.

4. Complaints policy

The Committee notes that the Complaints Procedure Working Group is finalising the Complaints Policy. When this is complete, this Committee will review it and recommend it to the full Board for adoption.

5. Terms of Reference

The Committee is aware of the following Terms of Reference (ToR) that are in development and reports on their status in regard to ratification by this committee and recommendation to the full Board as follows:

Editorial Board	ToR being finalised by David Tovey and team. <i>Not yet ratified by Governance Committee</i>
Cochrane Library Oversight Committee (CLOC)	Terms or Reference being finalised by David Tovey and team. <i>Not yet signed off by Governance Committee</i>
Complaints Committee	ToR <i>not yet ratified by Governance Committee</i>

6. Report on the 2018 Board elections

The Committee has received this report and will discuss its contents.

MJ Burton
Chair, Governance Committee
August 2018