



Annual General Meeting: Minutes

Cape Town, South Africa, 14 September 2017

Governing Board (Trustees) members present:

Martin Burton: Co-Chair of the Governing Board
Cindy Farquhar: Co-Chair of the Governing Board
Janet Clarkson: Internal member
Maria Gladys Faba Beaumont: External member
Gerald Gartlehner: Internal member
Peter Gotzsche: Internal member
David Hammerstein Mintz: External member
Tracey Howe: Internal member
Marguerite Koster: External member
Raewyn Lamb: External member
Catherine Marshall: External member
Joerg Meerpohl: Internal member
Nancy Santesso: Internal member

Senior Management Team present:

Mark Wilson: Chief Executive Officer
Karla Soares-Weiser: Acting Editor in Chief
Sarah Watson: Head of Finance & Core Services, Company Secretary
Lucie Binder: Senior Advisor to the CEO
Miranda Cumpston: Head of Learning & Support
Chris Mavergames: Head of Informatics & Knowledge Management
Charlotte Pestrige: CEO, Cochrane Innovations
Jo Anthony: Head of Communications & External Affairs

Members present:

Approximately 400 members were in attendance.

Meeting format:

The 2017 Annual General Meeting (AGM) was presented in two parts:

Part 1: Cochrane's Community recognizes and defines success (a video recording can be seen at: https://www.youtube.com/watch?v=alr5blnJ1zY&index=5&list=PLCo8P5_ppmQjSv_sH9EA6gPFd8cJJXHwc)
Part 2: Formal Business & Voting (a video recording can be seen at: https://www.youtube.com/watch?v=kBXhLiP_M_k&index=6&list=PLCo8P5_ppmQjSv_sH9EA6gPFd8cJJXHwc).

Part 1 (Agenda items 1-3) was facilitated by Charles Wiysonge, Director of Cochrane South Africa, and featured an assessment of Cochrane's implementation of *Strategy to 2020* and a celebration of the successes achieved so far. In addition, Fergus MacBeth (Co-Chair, Cochrane Council) gave a brief presentation introducing the Cochrane Council, explaining its purpose and current areas of work. There followed the presentation of Cochrane awards and prizes, as follows:

Kenneth Warren Prize 2017: Ahizechukwu Eke
Bill Silverman Prize 2017: David Henry
Anne Anderson Award 2017: Sally Green
Chris Silagy Prize 2017: Livia Puljak

Cindy Farquhar gave thanks to the staff of Cochrane South Africa for their major contribution towards the success of the Global Evidence Summit.

Only the formal AGM has been minuted, below, and the first item is therefore Agenda Item 4.

Meeting chaired by:

Cindy Farquhar, Co-Chair, Cochrane Governing Board.

4. Welcome and Introduction from the Co-Chairs

Cindy Farquhar welcomed everyone to the meeting.

4.i. Summary of new voting procedure

Cindy Farquhar noted that this would be the first AGM held under the new Articles of Association and that for the first time every Cochrane member has the opportunity to vote. She explained voting would take place electronically, that all members had received instructions via email in the preceding weeks and that many had cast their votes ahead of the AGM. Voting could occur at any point during the meeting until it is announced that voting was closed. There would be a short break in proceedings during the meeting to complete voting and announce the results.

5. Approval of Minutes of 2016 AGM, Seoul, South Korea

Cindy Farquhar proposed that the Minutes of the 2016 Annual General Meeting be approved by the members; the resolution was seconded by Martin Burton. The members approved the resolution.

APPROVED RESOLUTION: The members approves the Minutes from the 2016 Annual General Meeting, Seoul, South Korea (392 Yes, 0 No, 125 Abstain).

6. Confirmation of Charity Trustees

Cindy Farquhar explained that the Governing Board's members were the Charity's Trustees and presented them to the meeting. She thanked outgoing members Denise Thomson and Mona Nasser for their contributions, service and commitment during the six-year terms both had served on the Governing Board (previously Steering Group). She then gave special thanks to outgoing Co-Chair Lisa Bero, acknowledging that Lisa had served on Cochrane's Steering Group for a total of 16 years, in her capacity as either Trustee or Co-Chair. Cindy Farquhar praised Lisa's outstanding commitment, and her leadership in governance reform and the strategic and structural changes currently taking place in Cochrane.

6.i. Introduction to Governing Board members (The Charity's Trustees)

Joerg Meerpohl proposed the appointments of Martin Burton, Gladys Maria Faba Beaumont, David Hammerstein Mintz and Raewyn Lamb for a period of three years. The resolution was seconded by Catherine Marshall. The members approved the resolution.

APPROVED RESOLUTION: To approve the appointments of:
Martin Burton (452 Yes, 10 No, 55 Abstain)
Gladys Maria Faba Beaumont (437 Yes, 11 No, 69 Abstain)
David Hammerstein Mintz (425 Yes, 17 No, 75 Abstain)
Raewyn Lamb (432 Yes, 12 No, 73 Abstain)
as Governing Board members.

7. Trustees' Reports and Financial Statements

7.i. Co-Chairs' Report

Cindy Farquhar introduced the Co-Chairs' report on behalf of Lisa Bero and herself. She spoke about the formation of the new Governing Board (formerly Steering Group) and Cochrane Council, and outlined the governance structure, the Board's relationship to the Council and other advisory committees/groups. She also reported to members on the key decisions made at the Governing Board's meetings this week:

- To progress the Structure & Function program for Cochrane Review Groups and approve the implementation of the Networks and Editorial Board Plan.
- To approve Cochrane's Knowledge Translation (KT) Implementation Plan.
- To approve that the 2020 Colloquium will be held in Toronto, Canada, hosted by Cochrane Canada.
- To approve that the 2019 Governance Meeting be held in Krakow, Poland, hosted by Cochrane Poland.
- To approve the establishment of two new Cochrane Centres in Argentina and Chile.
- To establish the *Strategy to 2020* priorities for 2018, as follows:
 - 1) Successful implementation of the Cochrane Review Group Transformation Programme
 - 2) Establishing a Cochrane content strategy and improved development processes.
 - 3) Work to develop Cochrane's sustainable business model, based on increased subscriptions to the Cochrane Library, and plans made for re-alignment of the Central Executive Team accordingly.
 - 4) Development, expansion and implementation of Cochrane's Knowledge Translation initiative across the organization in a sustainable way.

She reported that a draft budget for 2018 had been considered on the basis of the four agreed *Strategy to 2020* priorities for 2018. She concluded by acknowledging the contributions of all Cochrane members in their various roles and thanked them for their support.

7.ii. Treasurer's Report

Martin Burton presented the financial statements for the year ended 31 December 2016. He explained that the statements represented the financial positions of The Cochrane Collaboration (the Charity) and its three subsidiaries: the Collaboration Trading Company Ltd., Cochrane Innovations, and Cochrane IKMD Denmark ApS (to support the work of the Informatics & Knowledge Management Department).

He informed members that Cochrane's financial position remained healthy, with income in 2016 of £6.8 million and expenditure of £8.1 million. He reminded members that a planned deficit budget of £1.8 million had been approved by the Governing Board (then Steering Group) with the intention of drawing down on some of Cochrane's reserves, but expenditure throughout the year had been lower than anticipated with a resulting net deficit of £1.3 million, leaving Cochrane's reserves standing at £5.4 million.

He drew members' attention to the 2017 income projections: with income from publishing 14% ahead of budget at the end of Quarter 2, though income from trust and foundations had been significantly lower than expected, income generated by Cochrane Response (its new consultancy service) is forecast to be greater than planned this year. He reported on projected expenditure for the remainder of the year, noting that project costs had been running behind at the end of Quarter 2 but would be expected to be on budget by

the end of the year. Expenditure would also include the provision of £124,000 Strategic Development Support for Australian Satellites.

Income for 2017 may be £0.6 million lower than anticipated, due to the reduced performance in fundraising from Trust and Foundations. If so, the annual operational deficit will be higher than planned due to reduced income levels; carry forward expenditure from 2016 of £0.4 million, and the unexpected provision of 'bridge funding' to Cochrane Review Groups. Reserves are forecast to be £3.5 million.

He concluded by outlining the fundamental financial considerations that will impact the 2018 budget: anticipated publishing income of £7.1 million; reductions in forecasted figures for income from Trusts and Foundations; a higher cost base for the Central Executive Team resulting from developments in structure and function programmes; and continued investment in Cochrane Innovations and Cochrane Response. He proposed that members receive and note the Trustees' Report and Financial Statements to 31st December 2016. The resolution was seconded by Marguerite Koster. The members approved the resolution.

APPROVED RESOLUTION: To receive and note the Trustees' Report and Financial Statements for 2016 (410 Yes, 15 No, 92 Abstain)

8. Appointment of the Auditors

Martin Burton proposed to approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting; the resolution was seconded by Marguerite Koster. The members approved the resolution.

APPROVED RESOLUTION: To approve Sayer Vincent as auditors until the conclusion of the next Annual General Meeting (465 Yes, 1 No, 51 Abstain)

9. Members' Questions on Resolutions

No questions were received.

10. Senior Officers' Reports

10.i. Acting Editor-in-Chief

Karla Soares-Weiser presented this report. She began by reporting that David Tovey (Editor in Chief) would be returning to work in October following a period of ill health. Her presentation highlighted the achievements of the Editorial Team in 2017 and gave a high-level overview of the upcoming changes for Cochrane Review Groups (CRGs) resulting from the structure and function review of CRGs. A video of the full presentation can be viewed [here](#).

10.ii. Chief Executive Officer

Mark Wilson's presentation focused on the delivery of change in 2017 and beyond, in order to achieve the fundamental aim of *Strategy 2020* to put Cochrane evidence at the heart of health decision-making all over the world. He focused on the delivery in the last 12 months against the promises made at the 2016 AGM in Seoul:

- making it simpler, quicker and more efficient to produce Cochrane Reviews and other synthesized research evidence;
- increasing the number of people worldwide accessing and using this evidence in their decision-making;
- building an organization that attracted & retained the best people, lived its values and could sustain its activities.

He reported that at the start of 2017, following extensive consultation with the wider Cochrane community, clear 'definitions of success' had been published for each of the 28 objectives in *Strategy to 2020*. He reflected on the significant progress and achievements that had been accomplished in 2017 in relation to each of the three areas outlined above, including the beginning of implementation of the CRG Transformation Programme; completion of core elements of Project Transform; the establishment of a Knowledge Translation (KT) Strategy; expanded support to translations teams; completion of governance reforms; expanded international diversity (with the establishment of five new Centres and five new Associate Centres); the launch of Cochrane's new Interactive Learning and Cochrane Classmate programmes; and the launch of Cochrane's membership scheme. The main setback in 2017 had been the delayed launch of the new Enhanced Cochrane Library. He explained that priorities for 2018 would be to drive forward these changes further, enabling us to meet the agreed definitions of success by 2020 (as highlighted by Co-Chair Cindy Farquhar already).

He gave thanks to everyone who had contributed towards the successes achieved in 2017 to date and emphasised that the successful delivery of *Strategy to 2020* would now depend on the Cochrane community embracing the process of change, listening and engaging. Collaboration, Cochrane's greatest strength, remains the key to the organization's success. A video of the full presentation can be viewed [here](#).

11. Members' Discussion and Any Other Business

Paul Garner stressed the importance and the unique selling point of Cochrane undertaking regular updating of its Reviews and expressed concern that the work being done and the strong branding around 'Living Systematic Reviews' might confuse users of Cochrane Reviews. Were Review updates and Living Systematic Reviews mutually exclusive or would they be brought together? Karla Soares-Weiser said that Living Systematic Reviews complemented Cochrane's updating of its Reviews; drawing from the new technological capabilities that Cochrane was now developing. Living Systematic Reviews to be produced in future would be focused on those Reviews that were of high priority and with a rapidly changing evidence base that necessitated regular updating.

Cochrane's work with consumers was praised and the CEO asked whether the organization planned to expand its translation of Cochrane Reviews into African languages. He replied that Cochrane's translation systems were now such that they could be used by any teams of translators eager to help bring Cochrane evidence into their own language; and there was a standing invitation for anybody who wanted to work with us to do that.

12. Date of next meeting

Cindy Farquhar thanked the organisers of the Global Evidence Summit; announced that the 2018 Annual General Meeting would be held on 18 September in Edinburgh, UK; and ended the meeting.