



# Governing Board

## Charter

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| <b>First prepared:</b>           | 20 February 2018<br>Governance Sub-Committee and Honorary Treasurer |
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| <b>Governing Board approved:</b> | 22M March 2018<br>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.

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

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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**

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<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]

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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]