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**Minutes of The Cochrane Collaboration's Steering Group (CCSG)
Teleconference - Wednesday 14th May 2014
(Approved 11 08 2014)**

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| Agenda Item | <p>Present: Lisa Bero (Co-Chair), Jeremy Grimshaw (Co-Chair), Sally Bell-Syer, Rachel Churchill, Marina Davoli, Michelle Fiander, Steve McDonald, Anne Lyddiatt, Mona Nasser, Mary Ellen Schaafsma and Denise Thomson.</p> <p>Mark Wilson (Chief Executive Officer), David Tovey (Editor in Chief), Lorna McAlley (Executive PA, minutes)</p> |
| 1. | <p>Welcomes, Apologies, Declarations of Interest, and Approval of the Agenda</p> <p>Jeremy welcomed everyone to the meeting. Apologies for absence had been received from Mingming Zhang and Holger Schünemann. There were no declarations of interest and the agenda was approved.</p> |
| 2. | <p>Approval of minutes of the CCSG meetings, Panama, March 30th and April 2nd.</p> <p>Jeremy explained that he and Lisa had not had an opportunity to look at the minutes before they were circulated.</p> |
| | <p>DECISION: The CCSG deferred approval of the minutes at this meeting. Once comments had been received the minutes would be amended accordingly and circulated electronically for approval by CCSG members.</p> |
| 3. | <p>Updates from the CEO and Editor in Chief</p> <p>David reported that the new CEU appointments, as agreed by the CCSG in Panama, are moving ahead. David is hoping to appoint the non-statistical editors internally through CRGs on a secondment basis, as discussed in Panama.</p> <p>David updated the CCSG on the progress made on the commercial sponsorship audit of all active reviews and protocols. A consultant at the University of California, San Francisco, has now reviewed all active reviews (5,608) and protocols. David summarised the compliance results of the audit so far. He has discussed the findings with the Funding Arbiter panel, which has asked the CEU to assess the findings and make judgements on the unclear and non-compliant cases, then contact the CRGs involved. The CEU will then decide which cases to take to the Funding Arbiter panel. Lisa noted a level of non-compliance in author employment is to be expected, as the employment aspect of Cochrane's commercial sponsorship policy had only just been codified. David plans to evaluate the audit in August and to feedback to CRGs shortly after.</p> <p>It was agreed that a short report back to Review Groups would be very useful in heightening the awareness of the new commercial sponsorship policy and the nuances involved. David added that Cindy Farquhar and Lisa had also proposed writing an editorial for <i>The Cochrane Library</i>, which could be in addition to a separate feedback document for CRGs.</p> <p>David also explained that the commercial sponsorship policy hasn't yet been included in the Organisational Policy Manual as there are still some minor queries and edits to be made.</p> |

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| | <p>Mark provided a brief summary of progress on the <i>Strategy to 2020</i> 2014 targets. He was pleased to report that all targets were progressing according to their timelines with the exception of target 3.3 (Global advocacy and establishing an advocacy agenda to position Cochrane as a thought leader). He explained that there were multiple indicators of success for this target, including the establishment of a policy development and sign off process which the CET are committed to delivering. However, delivering a more developed initial advocacy agenda would be difficult due to the impact of Helen Morton's departure and the reduced Communications and External Affairs Department (CEAD) team.</p> <p>Mark updated the CCSG on the Game Changers initiative. Membership of the Project Board is now complete and comprises: Mark Wilson (Chair), Hugh Sutherland (Project Lead & Secretary), Mary Ellen Schaasfma (Treasurer), Xavier Bonfill, Gerald Gartlehner, Chris Eccleston, Ida Sim, Howard White and Jake Orlowitz. Hugh has performed an initial scoring of the 39 applications and proposed a detailed assessment system. The other members of the Project Board are now in the process of independently scoring the applications. Feedback will be sent to the applicants by the beginning of June.</p> <p>Mark reported on progress with the Cochrane rebranding initiative. Voting on the four options has been extended to 15 May and feedback from the external stakeholders is due next week. The CEAD and Senior Management Team will work with Fabrik (the consultancy agency) to incorporate the feedback in revising the designs. The CCSG will be presented with two branding options for final approval at a special teleconference in July. A decision at this time will minimise delays to other aspects of Cochrane's communications plans, including the re-launch of the website which is due at the start of 2015.</p> <p>Mark reported on recent recruitments. Jo Anthony is the new Media and Communications Officer, appointed for an initial six-month term. Caroline Mavergames is leaving the organisation and the new Head of CEAD (yet to be appointed) will work with Jo and Nancy Owens to determine any additional posts needed for the department. The first round of interviews for the Head of CEAD take place next week and an appointment is anticipated by 10 June. Long-list interviews for the Cochrane Innovations CEO were underway, with an appointment expected by 19 June. A new Finance Manager, Abdullah Umar, has been appointed. Juliane Ried has been appointed as the new Translations Co-ordinator. Chris Champion has been appointed to fill the maternity cover for the Senior Advisor to the CEO position on a one-year fixed term basis.</p> <p>Lisa congratulated Mark on all these appointments and requested descriptions of the newly appointed people are circulated to the wider organisation. Mark agreed and announcements were planned in the mid-May edition of <i>Within Cochrane</i>.</p> <p>Finally, Mark reported on Cochrane's finances. He explained that whilst the 2013-14 financial year figures had not yet been finalised, 2014's Quarter 1 sales were extremely strong and had surpassed the previous year's record total by a further 1%. Total income in 2013-14 was estimated at £4.5m and total expenditure projected at around £3.3m; the resulting surplus of £1.2m brings Cochrane's strategic reserves to £6.9m.</p> <p>Jeremy asked Mark to pass on his congratulations to the CET for their progress to date on the <i>Strategy to 2020</i> 2014 targets.</p> |
| 4 | Governance Review |

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| | <p>Jeremy recapped that the CCSG discussions in Panama recognised the significant shift in the Steering Group’s role from an operational focus and ‘hands-on’ implementation to strategic policy development, oversight and governance. Jeremy identified three areas of work for discussion at this meeting:</p> <ol style="list-style-type: none">1) The requirement for some governance development for both existing and incoming Steering Group members;2) Discussion of the Governance Review that will look at the structure and function of the CCSG, and other governance structures within the organisation; and3) Concerns around the current election process. <p><i>Governance development of the existing Steering Group:</i></p> <p>A small working group had formed to help Lisa with planning for the CCSG development day on Saturday 20 September, in Hyderabad. Denise reported the group had been working on planning ideas for the development day. The premise is that moving from an operational orientation to a focus on strategy and oversight represents a major cultural shift. The working group identified the need for an external facilitator for the development day.</p> <p>Lisa confirmed that as soon as the latest CCSG election results are out new members will be included in the planning process. It was unlikely that specific models or options would be presented to the CCSG in Hyderabad, but the development day would begin to explore these options. Jeremy noted that any suggestions for major changes to the CCSG’s structure or function would need to go to the AGM for ratification and the earliest opportunity for this would be in Vienna, 2015.</p> |
| | <p>DECISION: The CCSG approved the plans for the CCSG development day.</p> |
| | <p><i>Governance Review:</i></p> <p>Jeremy stated the rationale for the Review was to ensure the organisation’s principal governing body – the Steering Group - was fit for purpose as Cochrane moves into the next phase of its development. Presently, the CCSG conforms to a representational model which, despite many strengths, may not be the right model for a board that needs to be more strategic and amenable to external perspectives. The Strategic Review of 2009 had recommended an external advisory board and others have suggested external non-executive members on the CCSG. Jeremy referred to discussions the CCSG had in Panama that the issue of the Steering Group’s function and constitution should now be reconsidered.</p> <p>He also explained that the CEO, EiC and Co-Chairs had – following the recommendations in Mark’s Governance Review paper to the CCSG – begun to discuss the scope of a review of governance structures across the entire organisation, including Cochrane’s Group executive structures. However, these elements needed to be informed by the CCSG’s eventual new structure and function, so this should be a phased approach.</p> <p>In terms of process, it is important that the Governance Review is owned by the CCSG, with support from the CET. To this end, Jeremy advised the forming of a small working group of CCSG members with Mark in an ex-officio role and potentially involving one or two externals for support. The working group would report back to the CCSG on a regular basis. It would need some external support from an independent expert in governance structures of global not-for-profit organisations. The budget implications would be presented to the CCSG. Jeremy asked the CCSG for their thoughts on the scope and process.</p> <p><i>Scope: (Phase 1: Structure & Function of CCSG; Phase 2: Broader implications for the other governance</i></p> |

structures within the organisation)

Mary Ellen queried the proposed timing of the phases, preferring that these be held concurrently. She noted that the CRG Review states it would look at issues around governance and accountability, and the structure and function reviews planned for Centres, Fields and Methods Groups would do the same. She questioned whether, as the governance aspects of all these reviews overlap, this work should occur simultaneously to avoid duplication of effort. Steve suggested it would need to be someone's role to permanently support this process over the next 6-12 months, to ensure delivery in the required timeframe. Jeremy agreed and this would be discussed with Mark.

Jeremy summarised that the CCSG was in support of external facilitation and adequate resources to support the governance review work. The CEO, EIC and Co-Chairs need to flesh out a proposal that would come back to the CCSG.

CCSG election issues:

Lisa noted the CCSG would not be discussing any election issues relating to individuals but focusing on general issues around the election process. She outlined the following issues with respect to the current election cycle:

- Five CCSG members' terms will come to an end (two members resigning and three coming to the end of their terms of office). One suggestion to help with continuity during this transition period was to co-opt outgoing members to stay on as non-voting members.
- As both Co-Eds reps will simultaneously be turning over the CCSG needs to consider how to stagger the election of these positions in the future.
- One candidate is running for two positions. Lisa noted there is no rule against this, but a single CCSG member cannot represent two constituencies. She asked if the organisation should have a rule on this for future elections.
- The absence of multiple candidates for some positions. This may be resolved by opening up these elections for a further two weeks. An email to this effect would be circulated to the wider organisation shortly. Lisa and Jeremy will include a note on the benefits of being a CCSG member and the valuable contribution this makes to the organisation.
- Questions had been raised in relation to the Co-Chair election procedure.

Michelle reported that a potential TSC representative candidate had emailed her to inform her that their Co-Ed had discouraged the candidate from putting themselves forward for the role, as the Co-Ed thought that the time involved would be prohibitive. All agreed that potential members should in principle be supported by their Groups in standing, with candidates and their line managers discussing how the time demands of CCSG membership could be managed. Michelle wondered whether this could be addressed in some way as part of the Governance Review. Sally added that it is important for candidates to discuss elections with their (Cochrane) team.

Mona asked whether the CCSG election rules are clear enough for the candidates, as there had been some confusion and suggested the need to communicate the rules of the election in a better way. Lisa agreed that the number of questions raised during the current election cycle indicates a clear need to clarify the rules in advance.

The CCSG discussed the option of co-opting a CCSG member in addition to the two new elected Co-Ed representatives. It was noted that this would not provide a solution to the issue of the two new Co-Ed representatives stepping down at the same time at the end of their term, and consideration would need

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| | <p>to be given to the best way to resolve and stagger this process. Jeremy explained that the organisation's Articles of Association state that co-opted members must be non-voting members, and Mark clarified that any co-opted members must be approved by Cochrane's membership at the next Annual General Meeting. Marina added that it would be important for the Governance Review to address these election issues, but that for the time being the co-opting suggestion would be a way of ensuring continuity and support for the new Co-Ed positions. The CCSG approved Rachel's co-opted membership.</p> <p>The CCSG agreed that the rules governing the election of Steering Group members should be altered in future to ensure candidates for election could only run for one vacant position at a time.</p> <p>The CCSG also discussed the Co-Chair election procedures. Lisa noted that if an individual who is external to the CCSG is appointed as its Co-Chair there are a number of criteria in the Job Description they must fulfill and the individual needs to be approved by the AGM (in order to become a member of the CCSG), although it is the CCSG's decision to select the Co-Chair.</p> |
| | <p>DECISION: The CCSG approved the motion, put forward by Jeremy and Lisa, for Rachel to be co-opted as a non-voting member of the CCSG, as Co-Ed representative. Additional rules should be drawn up to prevent one candidate running for more than one vacant position in a single election cycle. The process of selection of the Co-Chairs should be clarified in the CCSG election rules.</p> |
| | <p>ACTIONS: Rachel's co-opted membership to be submitted to the AGM for ratification in Hyderabad. Lisa and Jeremy to issue an e-mail encouraging more candidates to apply for vacant CCSG positions. Mark to include adjustments and clarifications to the CCSG and Co-Chairs election procedures to be included in the Governance Review and implemented before the next election cycle in 2015.</p> |
| <p>5.</p> | <p>Matters arising from minutes of CCSG meeting not appearing elsewhere on this agenda</p> <p>Not applicable.</p> |
| <p>6.</p> | <p>Any Other Business.</p> <p>No other business was discussed.</p> |

Governance Review: A Preparatory Paper

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| PREPARED BY: | Mark Wilson |
| DATE: | 20 th March 2014 |
| PURPOSE: | To provide the Cochrane Steering Group (CCSG) with initial thoughts on issues to be covered by the Governance Review planned for 2014. For discussion by the Steering Group. |
| URGENCY: | Low |
| ACCESS: | Open |

BACKGROUND:

1. *Strategy to 2020*'s Goal 4, Objective 6 says that Cochrane: 'will increase the transparency of the organisation's governance and improve the opportunities for any contributor to participate in governing the organisation and/or to be appointed to a leadership position'. A specific 2014 target has been set for this Objective to 'Conduct a review of Cochrane's governance structure and processes' that should be completed by December 2014 with implementation of recommendations in 2015.

2. This is a preparatory paper to help to inform early Steering Group thinking and discussions about the scope and approach of such a Governance Review. It concentrates on two things: ensuring improved governance by the Steering Group – the principal governance body exercising ultimate power and responsibility in the organisation; and mapping the other issues across Cochrane that might be covered by a review looking at governance-related issues.

The Steering Group

3. The Cochrane Collaboration is both a UK company limited by guarantee and a UK charity. As such, the main focus of ensuring that the organisation as a company and a charity has 'good governance' is therefore the 'Governing Board' or, as we call it, the Steering Group. Members of the Steering Group are both trustees of the charity and Directors of the company and they have a legal obligation to ensure that the charity and company remains financially solvent and acts according to law and in a way that fulfils its mission.

4. In the UK the Charities Commission has supported leading organisations from the charity and voluntary sector to establish a Good Governance Code that serves as the 'blue ribbon' guide to good governance for organisations legally structured like Cochrane. This Code sets out six principles that a Governing Board, our Steering Group, should have in order to show it is providing Good Governance (see <http://www.governancecode.org> for more details). I would advise the Steering Group to consider its structure, knowledge, activities and decisions in relation to these six principles in order to highlight areas it thinks it could improve in future.

5. These six principles, and brief accompanying descriptive notes follow:

Principle 1: An effective Board will provide good governance and leadership by understanding its role.

The role of the Board: Trustees have and must accept ultimate responsibility for directing the affairs of their organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

Strategic Direction: Trustees should focus on the strategic direction of their organisation and avoid becoming involved in day-to-day operational decisions and matters

(except in the case of small organisations with few or no staff). Where trustees do need to become involved in operational matters, they should separate their strategic and operational roles.

Members of the Board will understand their role and responsibilities collectively and individually in relation to:

- Their legal duties;
- Their stewardship of assets;
- The provisions of the governing documents;
- The external environment;
- The total structure of the organisation;
- Setting and safeguarding the vision, values and reputation of the organisation;
- Overseeing the work of the organisation;
- Managing and supporting staff and volunteers, where applicable.

Principle 2: An effective Board will provide good governance and leadership by ensuring delivery of organisational purpose

The Board will ensure that the organisation delivers its stated purposes and aims by:

- Ensuring organisational purposes remain relevant and valid;
- Developing and agreeing a long-term strategy;
- Agreeing operational plans and budgets;
- Monitoring progress and spending against plan and budget;
- Evaluating results, assessing outcomes and impact;
- Reviewing and/or amending the plan and budget as appropriate.

Principle 3: An effective Board will provide good governance and leadership by working effectively both as individuals and as a team

The Board will have a range of appropriate policies and procedures, knowledge, attitudes and behaviours to enable both individuals and the Board to work effectively. These will include:

- Finding and recruiting Board members to meet the organisation's changing needs in relation to skills, experience and diversity;
- Providing suitable induction for Board members;
- Providing all Board members with opportunities for training and development according to their needs;
- Periodically reviewing their performance as individuals and as a team.

Principle 4: An effective Board will provide good governance and leadership by exercising effective control

Compliance: The Board must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory body.

Internal controls: The Board should maintain and regularly review the organisation's system of internal controls, performance reporting, policies and procedures.

Prudence: The Board must act prudently to protect the assets and property of the organisation and ensure that they are used to deliver the organisation's objectives.

Managing risk: The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

Equality and diversity: The Board should ensure that it upholds and applies the principles of equity and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

As the organisation's principal accountable body, the Board will ensure that:

- The organisation understands and complies with all legal and regulatory requirements that apply to it;
- The organisation continues to have good internal financial and management controls;
- It regularly identifies and reviews the major risks to which the organisation is exposed and has systems to manage those risks;
- Delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised.

Principle 5: An effective Board will provide good governance and leadership by behaving with integrity

The Board will:

- Safeguard and promote the organisation's reputation;
- Act accordingly to high ethical standards;
- Identify, understand and manage conflicts of interest and loyalty;
- Maintain independence of decision making;
- Deliver impact that best meets the needs of beneficiaries

Principle 6: An effective Board will provide good governance and leadership by being open and accountable

The Board will lead the organisation in being open and accountable both internally and externally. This will include:

- Open communications, informing people about the organisation and its work;
- Appropriate consultation on significant changes to the organisation's services or policies;
- Listening and responding to the views of supporters, funders, beneficiaries, service users and others with an interest in the organisation's work;
- Handling complaints constructively, impartially and effectively;
- Considering the organisation's responsibilities to the wider community (e.g., its environmental impact).

6. A danger of the 'Good Governance Code' is that its close link to the legal requirements, rules and procedures Governing Boards need to adhere to can blind a Board to something just as fundamental to good governance: the 'people factor'. The IMD Management School has also developed a model on effective Governing Boards that usefully stresses this. This model highlights four pillars of effectiveness all of which are focused on the ability of the Board to take good decision-making.

- The first pillar is *People* and builds on their quality, focus and dedication: 'Boards could be composed by high-quality individuals, who are outstanding in their respective fields'.
- The second pillar is *Information Architecture*: 'Information is best when it is designed in a way that keeps the board informed about all the essential activities undertaken by the company and the issues facing it.'
- The third pillar is *Structures and Processes*: 'In terms of structures, the composition of the board contributes to effectiveness. In a well-managed board diversity of opinion, experience, personality and genre greatly impact effectiveness. The independence of board members is also crucial.'

- The fourth pillar is Group Dynamics: ‘Dynamics are fundamentally linked to the culture of the Board. In this aspect, it is necessary to consider board pathologies. Group-think tendencies, for example, hinder effectiveness as do disruptive or dominating members of the board. A low energy level on the board, the sleepy board, is also typical.’

7. There are other models that could be adopted and used by the Steering Group, but these two in my view encompass the key components around people and process, legal and procedural rigour with the acknowledgement that effective Boards are made up of qualified, knowledgeable, engaged individuals working well together.

8. The Central Executive has assessed the Steering Group according to detailed criteria linked to these principles and characteristics, and this will be shared with the Steering Group in future. But a better starting point may be first for Steering Group members to make their own assessments of how the CCSG collectively, and themselves individually as the Charity’s trustees and the company’s Directors, are performing.

9. The IMD Board Effectiveness tool suggests the following set of questions individual Steering Group members could consider to begin this assessment:

- i. Am I happy with this board, both with my contribution and with the overall performance of the board?
- ii. Is this enriching work for me personally?
- iii. Do I consider that the organization is close to the heart of each board member?
- iv. Do I contribute to the design of the board information architecture?
- v. Is the board agenda turned sufficiently towards the future (70%) and towards real issues?
- vi. Are well-structured processes at the core of board activities?
- vii. Where do I truly add value to the board?
- viii. Does the culture of my board provide for well-managed meetings and ‘equal participation’ in discussions?
- ix. Do I really listen to the opinions of others? Do I challenge others, respectfully but without conceding, while keeping the relationship personal?
- x. Are my contributions short and to the point? Do I make them when I have knowledge or judgement?
- xi. Should I talk to the chairman about something that we do not address well, possibly even his own role?
- xii. Do I update myself regularly on regulation, industry trends, and competitors? How is my knowledge?

10. There are many other self-assessment tools that have been developed for Board members to assess their own knowledge and performance in this kind of way. Annex 1 gives an example of a generic self-assessment tool; and Annex 2 one that could be used for Cochrane Steering Group members that has been aligned much more closely with the Good Governance principles. Some variant of these questionnaires could be developed and used by CCSG members to highlight their own assessments of strengths and weaknesses to be addressed in future in order to improve the quality of Cochrane’s Steering Group leadership in future.

Other subjects for the Governance Review to include

11. Good Governance fundamentally rests on **clear and functioning Accountabilities – who has power and responsibility to do what**. Given Cochrane’s diversity and history, with the development of highly autonomous entities (which we now call Groups), the Governance Review needs to go beyond a focus on the Steering Group and also clarify the accountabilities related to these many different Groups and structures and how they relate to one another. An initial mapping of subjects and questions that should be covered by the Governance Review suggest the following:

Steering Group

- Membership of the Steering Group is currently representative of Cochrane's constituent Groups, with no involvement of external independent or other stakeholders. Should Cochrane introduce Non-Executive Directors to the Steering Group; or an Advisory Board of external advisors; or a completely new Governing Board above the Steering Group? If so, what would be the powers and duties of such a structure?

Groups

- Cochrane has begun a Structure and Function Review of Groups, beginning with the Review Groups. The final decisions from these reviews will undoubtedly affect Cochrane's governance. Any Governance Review will be planned to take this into account and we will ensure that its work is entirely complementary to that being done in the Group reviews.
- Cochrane has a combination of different kinds of Groups with different kinds of governance and management arrangements. Some Centres have Advisory Boards (with different responsibilities) but other Groups do not. What should a consistent and appropriate set of governance accountabilities be for Cochrane Groups that are funded in many different ways?
- How does Cochrane ensure adequate oversight and control over Groups?
- What are – or should be – the powers, responsibilities and accountabilities of the Executives of the different Groups?
- What powers should Cochrane have over the appointment of Group leaders? How does it ensure adequate succession planning and greater diversity of Leaders (gender/geography)?
- Functional roles (Coordinating Editors, Managing Editors, Trial Search Coordinators, Authors) have their own representative governance at the organisational level. What should be the impact on governance of other functional groups joining Cochrane as we move to an individual membership model?
- What are the other governance implications of a membership model for Cochrane?
- Cochrane has other technical and advisory groups that play other roles in its work (CPAC/ADAC/MARS/MECIAR). Are the terms of reference, powers and accountabilities of these other Groups clear?

Governance/Executive Accountabilities

- The division of governance and executive accountabilities has begun to be clarified in the last year. Does more need to be done? Are these accountabilities clear in all places and instances?

Other Bodies

- Cochrane has other bodies that affect governance decision-making, such as the Ombudsman, the Funding Arbiter and Funding Panel, and the CLOC. Are the accountability relationships between these bodies and the Steering Group clear?

Articles of Association

- As a result of the analysis and changes proposed in relation to all of the above, is there any resulting need to revise further Cochrane's Articles of Association?

12. Steering Group members and the wider Cochrane community are invited to add to this list of subjects the Governance Review should cover. The Terms of Reference for the Review will then be finalised and begun. The Review should involve collaborators from across the Cochrane community as well as external advisors, and be facilitated by the Central Executive (led by the CEO and Manager, Governance & Membership Support).

Annex 1: Generic Governing Board Self-Assessment Questionnaire

| | Strongly Disagree | Disagree | Neutral | Agree | Strongly Agree | Don't Know | Comments |
|--|-------------------|----------|---------|-------|----------------|------------|----------|
| | 1 | 2 | 3 | 4 | 5 | | |
| 1. DIRECTORS | | | | | | | |
| a) The Board has the necessary range of Skills and Experience among current Directors | | | | | | | |
| b) Directors understand the goals and objectives of the organisation | | | | | | | |
| c) The Board is satisfied with the procedures to ensure Directors do not have affiliations, memberships contracts or special interests conflicting with their role & duties as a Directors and have completed a COI form | | | | | | | |
| d) The time commitment required of Directors is appropriate | | | | | | | |
| e) The Board is satisfied with the value for money from any payment of Co-Chair | | | | | | | |
| 2. PERFORMANCE OF INDIVIDUAL DIRECTORS | | | | | | | |
| a) I am aware of what is expected of me as a Board member | | | | | | | |
| b) I have a good record of meeting and teleconference attendance | | | | | | | |
| c) I read the minutes and agenda, reports and other materials in advance of our Board meeting | | | | | | | |
| d) I am familiar with what is in the organisation's governing policies and strategic plan | | | | | | | |
| e) I frequently encourage other Board members to express their opinions at Board meetings | | | | | | | |
| f) I am encouraged by other Board members to express my opinions at Board meetings | | | | | | | |
| g) I am a good listener at Board meetings | | | | | | | |
| h) I follow through on things I have said I would do | | | | | | | |
| i) I maintain the confidentiality of all Board decisions when necessary | | | | | | | |
| j) When I have a different opinion than the majority, I raise it | | | | | | | |
| k) I support Board decisions once they are made even if I do not agree with them | | | | | | | |
| l) I Promote the work of the organisation in the community whenever I have a chance to do so | | | | | | | |
| m) I stay informed about issues relevant to our mission and bring information to the attention of the Board. | | | | | | | |

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| n) | I feed back to and canvas views from my constituents | | | | | | |
| 3. MEETING ORGANIZATION | | | | | | | |
| a) | The number of Board meetings/teleconferences is appropriate | | | | | | |
| b) | The length of Board meetings/teleconferences is appropriate | | | | | | |
| c) | Directors are provided with sufficient opportunity to provide input with respect to the meeting agendas | | | | | | |
| d) | Agenda items that should appear on a regular basis do appear on a regular basis | | | | | | |
| e) | Directors receive all necessary materials in advance of the Board meeting | | | | | | |
| f) | Directors are provided with up to date and supporting material and information required to effectively fulfil their role as Director | | | | | | |
| 4. MEETING EFFECTIVENESS | | | | | | | |
| a) | Board debate and discussion is frank and open | | | | | | |
| b) | Agenda items are well structured and complete | | | | | | |
| c) | Agenda items are adequately dealt with in the meeting | | | | | | |
| d) | General consensus arises prior to voting | | | | | | |
| e) | The Board effectively delegates tasks to management, committees and central staff | | | | | | |
| 5. CHAIR OF THE BOARD | | | | | | | |
| a) | The Chair and CEO have an effective working relationship | | | | | | |
| b) | The Chair ensures that necessary background materials are made available | | | | | | |
| c) | The Chair effectively presides over the meetings, facilitates discussion, decision-making and follow-up on action items | | | | | | |
| 6. BOARD APPOINTMENT | | | | | | | |
| a) | The Board is satisfied with its Directors' contributions and the Board composition | | | | | | |
| b) | Directors' orientation is provided in a timely manner | | | | | | |
| c) | Directors' orientation is provided in a comprehensive manner | | | | | | |
| 7. MANAGEMENT | | | | | | | |
| a) | The Board is satisfied with the evaluation process relating to the performance of the CEO | | | | | | |
| b) | The Board is satisfied with the effectiveness of the process with respect to the job description of the Senior Management Team | | | | | | |
| c) | The Board is satisfied with the effectiveness of the process for the appointment and compensation of the Senior Management Team | | | | | | |
| d) | The Board is satisfied with Management's succession planning process | | | | | | |

Annex 2: Draft Cochrane Steering Group Self-Assessment

| Item to assess | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|---|------------------|--|--|----------|
| The Steering Group (SG) ... | | | | |
| 1) Acts according to clear, current, written accountabilities and responsibilities. | | | | |
| 2) Has current Articles and other legal documents and legal advice. | | | | |
| 3) Has appointed a CEO and Company Secretary who have current, written job descriptions. | | | | |
| 4) Has a succession plan for each SG Officer (Co-Chair/Treasurer). | | | | |
| 5) Has terms of reference for each sub-committee of the SG. | | | | |
| 6) Has a succession plan for the CEO. | | | | |
| 7) Maintains good communication with and supervision of, its CEO and Company Secretary. | | | | |
| 8) Appoints auditors annually. | | | | |
| 9) Has a new SG member orientation process and a complete induction pack of key documents. | | | | |
| 10) Has knowledge of the interests of Cochrane collaborators and ensures that they are kept well informed | | | | |

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| Item to assess The Steering Group (SG) ... | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|---|------------------|--|--|----------|
| through the constituent representatives. | | | | |
| 11) Has clear, current vision, mission and strategic statements, which are in accord with Cochrane's charitable purposes. | | | | |
| 12) Has policies and plans that ensure the Collaboration will remain financially solvent. | | | | |
| 13) Has policies and plans that ensure the work plans resulting from Strategy to 2020 are sufficiently funded. | | | | |
| 14) Has policies and procedures that ensure the integrity of the Collaboration's cash assets are protected. | | | | |
| 15) Has plans and policies that ensure all the Collaboration operations are being managed effectively, morally and prudently. | | | | |
| 16) Carries out its work in a manner in which all members freely and actively participate. | | | | |
| 17) Carries out decision making according to well prepared proposals. | | | | |
| 18) Operates according to clear agendas and procedures that are | | | | |

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| Item to assess | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|--|------------------|--|--|----------|
| The Steering Group (SG) ... | | | | |
| prepared and agreed in advance of meetings. | | | | |
| 19) Has timely, full and accurate records of all decisions and deliberations available to members. | | | | |
| 20) Is committed to its own performance development. | | | | |
| 21) Maintains an action plan for improvement and formally assessing itself annually. | | | | |

Individual Committee Member Assessment

| Item to assess | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|--|------------------|--|--|----------|
| The Steering Group Member ... | | | | |
| 1) Has educated themselves in the purposes, accountabilities and responsibilities of the Steering Group. | | | | |
| 2) Has actively and constructively participated in the work of the Steering Group by regularly attending meetings both face to face and by teleconference; coming prepared for the meetings; and participated in the meetings. | | | | |

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| Item to assess | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|---|------------------|--|--|----------|
| The Steering Group Member ... | | | | |
| 3) Has displayed the written and agreed qualities desired in a Steering Group member. | | | | |
| 4) Has applied themselves in developing the skills needed in a Steering Group member. | | | | |
| 5) Has represented the Charity in an honourable and positive manner. | | | | |
| 6) Has carried out delegated responsibilities in an effective and conscientious manner. | | | | |
| 7) Has demonstrated the ability to both represent and efficiently communicate with the constituent group represented. | | | | |

Co-Chair Assessment

| Item to assess | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|---|------------------|--|--|----------|
| The Co-Chair... | | | | |
| 1) Has effectively led the Steering Group in carrying out its responsibilities. | | | | |
| 2) Effectively manages the Steering Group meetings according to their agendas and | | | | |

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| Item to assess The Co-Chair... | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|---|------------------|--|--|----------|
| time parameters. Leads the Steering Group in sound decision-making. | | | | |
| 3) Encourages and seeks to win full participation of all committee members without bias. | | | | |
| 4) Carries out their special delegated responsibilities in a conscientious and effective manner, and on a regular basis. | | | | |
| 5) Ensures that thorough records are kept of committee deliberations, and Steering Group minutes are developed and circulated in a timely manner. | | | | |
| 6) Has met with the CEO to ensure agendas and relevant material are prepared for meetings and circulated in advance in a timely manner. | | | | |
| 7) Regularly meets with the CEO to ensure responses to matters arising are dealt with effectively and in a timely manner. | | | | |

Treasurer Assessment

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| Item to assess The Treasurer... | Good Performance | Adequate Performance but needs improvement | Inadequate Performance and needs attention | Comments |
|--|------------------|--|--|----------|
| 1) Ensures that the Steering Group has a clear overview of the financial position of the Collaboration. | | | | |
| 2) Ensures that the financial implication of any decisions of the Committee are fully considered. | | | | |
| 3) Liaises with the Head of Finance and Core Services to ensure that financial reports provide the necessary information in a clear and understandable format. | | | | |
| 4) Reviews financial reports and seeks further clarification where necessary both from employees and auditors. | | | | |
| 5) Ensures that the Steering Group meets its statutory obligations in relation to the annual accounts and audit. | | | | |