

## Governing Board Paper

<b>Agenda number:</b>	6.1.1 [2018-LISB-6.1.1-0 to 3] and 6.1.2
<b>Agenda item:</b>	<b>Governance Committee Business – New Board Governance Resources</b>
<b>Submitted for Governing Board meeting:</b>	Lisbon, March 2018
<b>Submitted by:</b>	Governance Committee
<b>Sponsored by:</b>	Governance Committee
<b>Access:</b>	Open
<b>Decision or information:</b>	Decision
<b>Resolution for the minutes:</b>	The Board approves: 1) the Governing Board Charter; 2) the Code of Conduct for Trustees; 3) the Terms of Reference for the Governance Committee.
<b>Executive summary:</b>	<p>The Governance Committee has developed a series of resources and proposals designed to support the quality and future viability of the Governing Board, and these are presented for the Board's approval (decision) or discussion. The Committee's work has been guided by the good governance practices set out in the UK's Charity Governance Code: <a href="https://www.charitygovernancecode.org/en">https://www.charitygovernancecode.org/en</a>.</p> <p><b><u>Documents for decision:</u></b></p> <ul style="list-style-type: none"> <li> <b>Governing Board Charter:</b>            The Board Charter is modelled on <i>The Board Charter. For Sustainable Success</i> by Mazars (UK charity lawyers). It is designed to be a practical and aspirational guide to Governing Board practice. 6.1.1 [2018-LISB-6.1.1-1]         </li> <li> <b>Code of Conduct for Trustees:</b>            The Code of Conduct is also very closely modelled on one recommended by Mazars. It is to provide Trustees with clear guidelines as to their expected standard of behaviour, responsibilities, and best practice in fulfilling their obligations to Cochrane. Each Governing Board Member ('Trustee') would be asked to agree to abide by the Code of Conduct and to sign the Trustee's Declaration accordingly. 6.1.1 [2018-LISB-6.1.1-2]         </li> <li> <b>Terms of Reference for Governance Committee:</b>            Cochrane's Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Committees authority to undertake its duties or functions as required (Articles of Association Clause 19.6). This document is based on a generic terms of reference document         </li> </ul>

	<p>that the Governance Committee has proposed (see below) 6.1.1 [2018-LISB-6.1.1-3]</p> <p><b><u>Discussion items</u></b></p> <p><b>Governing Board Leadership:</b> The Governance Committee will present its work to develop a proposal for a new Board Leadership Team, for the Board’s discussion.</p> <p><b>Governing Board Sub-Committees and Working Groups:</b> The Governance Sub-Committee will present its thinking on how Board Committees and Working Groups should function and report.</p> <p><a href="http://community.cochrane.org/organizational-info/people/governing-board/membership/board-sub-committees">http://community.cochrane.org/organizational-info/people/governing-board/membership/board-sub-committees</a></p> <p><b>Note:</b> Working papers and reference documents relating to the two topics of <i>Governing Board leadership</i> and <i>Functioning of Sub-committees and Working Groups</i>, and to the ongoing work of the Committee on a <i>Skills Matrix</i>, can be found in the Lisbon Convene folder.</p>
<b>Consultation with Cochrane Council:</b>	N/A
<b>Financial request:</b>	N/A