

Addressee Only
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Professor Peter C. Gøtzsche
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2970 Horsholm
Denmark

NOT FOR PUBLICATION OR DISSEMINATION

3rd October 2018

Dear Peter,

We write further to our letter dated 26 September 2018 notifying you of the decision reached by the Board on 25 September 2018 in accordance with Article 5.2 of the Cochrane's Articles of Association (the "**Articles**") to terminate with immediate effect your membership of The Cochrane Collaboration and your position as a Trustee and a member of the Board.

As you were informed, following an extensive discussion, the Board resolved unanimously that you had breached the following provisions of Cochrane's constitution:

1. Code of Conduct for Trustees

- **Article 3.1 (Selflessness)**

"Trustees have a general duty to act with probity and prudence in the best interest of the charity as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from."

- **Article 3.2 (Integrity)**

"The charity's Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

- *Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;*
- *Must avoid actual impropriety and any appearance of improper behaviour..."*

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- **Article 3.4 (Accountability)**

“The Trustees:

- *Have a duty to comply with constitutional and legal requirements and to adhere to official organisational policies and best practice in such a way as to preserve confidence in the charity;*
- *Are accountable to the organisation’s members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.”*

- **Article 3.5 (Openness)**

“The Trustees should comply with Cochrane’s Data Protection Policy and ensure that confidential information and material, including material about individuals, is handled in accordance with due care; so that it remains confidential.”

- **Article 3.7 (Leadership)**

“The Trustees must:

- *Promote and support the principles of leadership by example and adhere to Cochrane’s Charter of Good Management Practice;*
- *Attend all meetings regularly (unless there are exceptional reasons not to do so), ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;*
- *Bring a fair and open-minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the charity’s best interests;*
- *Respect the authority of the Co-Chairs of the Board, and the chair of any meeting;*
- *Having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.*
- *Accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;*
- *Respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;*
- *Abide by any equal opportunities, diversity, health and safety, bullying and harassment policies and any other policies agreed by the Board;*
- *Maintain respectful, collegial and courteous relationships with contacts established in the Board member role;*
- *When speaking or writing as a Board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;*
- *When speaking privately (that is, when speaking not as a Board member) adhere to the Spokesperson Policy and make great efforts to uphold the reputation of the charity and those who work in it.”*

2. Articles of Association

- **Article 5.2.1**

“is guilty of conduct which has had or is likely to have a serious adverse effect on the Charity or bring the Charity or any or all of the members or Directors into disrepute”

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- **Article 5.2.2**

“has acted or has threatened to act in a manner which is contrary to the interests of the Charity as a whole”

The Board’s decision was reached after an extensive discussion during which the Board gave careful consideration to the issues involved. The Board further reviewed and assessed your behaviours which had been highlighted and considered, their relative importance and seriousness, and the potential impact of any decision on Cochrane as an organisation, its work and its members. The Board had regard in particular to your written representations dated 20 September 2018 and the issues you raised.

In reaching its decision the Board took account of all matters that have been documented for you and emphasised in particular the following factors:

1. The positions of Trustee and Centre Director are both leadership roles in the Cochrane organisation. The individuals who occupy leadership roles are expected to lead by example and they owe enhanced obligations and responsibilities to the organisation to adhere to the organisation’s rules and guiding principles and to act in a manner that is respectful of the organisation’s agreed norms.
2. The Board was clear that this is not a decision about freedom of speech / censorship or the ability of any Member to express their views or engage in scientific criticism or debate. The Board acknowledged that all Members have the right to express their personal opinions as long as it is made clear on whose behalf they are speaking and that Cochrane’s internal mechanisms, policies and processes are followed.
3. The Board did not agree with you that Counsel’s report “exonerated” you. On the contrary, the Board considered that Counsel’s report concluded (inter alia) that: (i) you had breached the Collaboration Agreement between The Cochrane Collaboration and the Nordic Cochrane Centre; and (ii) you had broken the spirit of the Spokesperson Policy if not the letter.
4. Having carefully considered your representations dated 20 September 2018 the Board determined that they contained no new material points of substance or relevance to the Board’s decision.
5. Having regard to both the charitable status of Cochrane and the duties owed by the Trustees to the organisation and its Members, the Board considered that it could not properly ignore the issues arising as a result of the volume, nature, seriousness and substance of the complaints (in respect of which you have been notified) that have been made about you since 2003 by external third parties and Members of Cochrane. The Board gave particular consideration to the impact these matters have had on the organisation, which includes the undermining of both Cochrane’s reputation and the functioning and work of the Board, the Central Executive Team and the organisation as a whole.
6. The Board acknowledged your extensive contribution to Cochrane since its inception, in particular your academic standing and valuable contributions to the scientific work of the organisation. However, previous attempts to engage with you to try and find a resolution to the issues have been repeatedly unsuccessful. Further, both the fact that a new issue has arisen even since the Independent Review was commenced (in relation to the HPV paper), as well as your conduct since having been notified of the Board’s initial decision on 13 September 2018, demonstrate to the Board that you do not accept the duties you owe to the organisation or that your behaviours are contrary to these duties and the principles of the organisation. Your written representations to Counsel dated 31 August 2018 also state as much. As a result the Board considered that your pattern of behaviour would continue whilst you remained a Member of the organisation.

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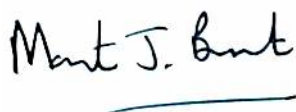
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7. The Board noted that Membership entitles individuals to join committees and to contribute to the leadership and governance of Cochrane. The Board considered that, in light of the above findings, it was not appropriate for you to continue to engage with the organisation in this way and accordingly termination of your Membership was not simply appropriate but was required in the circumstances. The Board noted that termination of your Membership does not however prevent you from authoring/contributing to Cochrane reviews, attending colloquia and engaging in scientific debate.

As you have already been informed, in accordance with Article 5.3 there is no right of appeal in respect of the Board's decision which is final.

Yours sincerely



Martin Burton
Co-Chair
Cochrane Governing Board



Marguerite Koster
Co-Chair
Cochrane Governing Board

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