



OPEN

Board Meeting Summary Report Multiple Sclerosis Society Board of Trustees

Meeting date: Tuesday 28 March 2023, 10.30am
MS Society, Carriage House, 8 City North Place, London, N4 3FU and via video conference

Present Trustees

Professor Sir Paul Curran	Chair of the MS Society
Sarah Schol	Vice Chair
Stuart Secker	Treasurer
Ady Dike	Trustee
Bayan Mohajeri	Trustee
Chris Murray	Trustee
David Silver	Trustee
Emily Reves	Trustee
Polly Williams	Trustee
Dr Shewly Choudhury	Trustee

Council Chairs

Laura Ingram	Scotland Council Chair
Susannah Robinson	Wales Council Chair
Helen Cherry	England Council Vice Chair

Staff Attending

Nick Moberly	Chief Executive
Vicky Annis	Executive Director - Corporate Services
Dr Sarah Rawlings	Executive Director - Research & External Affairs
Sam Walker	Executive Director - Services & Support
Ed Tait	Executive Director - Engagement & Income Generation
Morna Simpkins	Executive Director - Scotland & Nations

1. Opening Remarks

1.1. The Chair of the MS Society welcomed the Board and attendees to the meeting.

2. Chief Executive's Report

2.1. The Chief Executive gave a report on progress that had been made on delivering impact for the MS community since the last Board meeting. The report included a summary of our financial performance in quarter 4 2022, and against key performance indicators for the delivery of core activities.

3. National Councils Report

- 3.1. The Board received reports from the National Councils. Discussion took place about the role of Councils in engaging with MS communities, including promoting MS Awareness Week and the MS Society's 70th anniversary, organising listening events, contributing to the review of our Support and Services offer, and reporting to the Board on the issues that matter most to people in the nations.
- 3.2. The Board approved a change to the Rules and Standard Operating Procedures (as underlined in the excerpt at **Appendix 1**) to enable Councils to co-opt to in-year vacancies and ratified the appointments of Isabel Butterworth, Peter Nettle and Roxy Murray to the England Council.

4. Committee Reports

- 4.1. The Board received a report on the People Committee meeting of 21 February 2023. The Committee had received the People Report, which provided updates on progress against the Employee Engagement, Volunteering and EDI functional strategies. The Committee had received the Gender Pay Gap Report and agreed the principles of the Pay and Benefits Review. The Committee had received a presentation on the history of local volunteering at the MS Society, within the context of the changing needs of the MS community and external operating environment.
- 4.2. The Board received a report on Nominations Committee meeting of 7 March 2023. The Committee had considered the results of the Board Skills Audit and set the priorities for this year's Trustee recruitment. The Committee had reviewed the outcomes of last year's Board and Council recruitment, Trustee elections, and engagement with our Electorate. The Committee had received an update on the current Treasurer recruitment and had approved the tender brief for the External Board Effectiveness Review.
- 4.3. The Board received a report on the Audit, Risk and Finance Committee (ARFC) meeting of 16 March 2023. The Committee had considered several matters on the Board agenda, including the Annual Report and Accounts, Significant Investments, the Corporate Risk Register and Annual Consolidated Compliance Report. The Committee had considered the Management Accounts to 31 December 2022, and compliance with the Charity Commission's Internal Financial Controls Checklist. The Committee had received reports from the Internal and External Auditors, and a standing update on serious incident reports. The Committee had undertaken an in-depth review of digital, data and technology risks, mechanisms for assurance and plans to address them.

5. Annual Report and Accounts

- 5.1. The Board was asked to approve the MS Society 2022 Annual Report and Accounts, which had been scrutinised by our Audit, Risk and Finance Committee and our auditors, Haysmacintyre. The Board received assurance that the MS Society remains a going concern and gave approval.

5.2. The Board also noted that the MSS (Trading) Ltd 2022 Annual Report and Accounts had been approved by the Directors at a meeting earlier that day. The Directors of MSS (Trading) Ltd are Stuart Secker (Treasurer), Sarah Schol (Vice Chair), Nick Moberly (Chief Executive) and Vicky Annis (Executive Director of Corporate Services). MSS (Trading) Ltd accounts relate to trading activities that don't come through the Charity.

6. Transformation Programme Development

6.1. The Board received an update on the transformational programme being funded through significant investments, which comprises three strands - Services and Support transformation; Engagement and Income Generation Transformation, and Project Sage, which will develop joined up systems and data architecture to really understand and maximise the potential of our data and replace our existing customer relationship management (CRM) platform.

6.2. The Board approved the establishment of a Project Management Office to ensure effective oversight of the Transformation Programme and approved funding for the first implementation phase of Project Sage, now that the mobilisation and solution design phases were complete.

7. Governance Matters

7.1. The Board approved a proposal to review the structure of the Board's committees, to ensure that it provides the necessary level of scrutiny at committee-level across the key areas of the Board's responsibilities.

7.2. The Board reviewed the Scheme of Delegation Report, which was a standing item to ensure the Board had oversight of decisions delegated to sub-groups of the Board and taken between Board meetings.

7.3. The Board reviewed the Annual Consolidated Compliance Report, which provided an overview of performance in 2022 within key compliance areas including: health and safety, safeguarding, data governance and complaints handled during the year.

7.4. The Board reviewed the Corporate Risk Register which had been updated to reflect the 2023 Business Plan and Budget, and to reflect the Executive Group's agreed view on the most significant strategic risks facing the organisation that would fundamentally affect the way we operate or our ability to deliver the strategy.

7.5. The Board noted the updated Register of Interests, the purpose of which is to give members of the Board and Executive Group the mechanism to declare any interests that may conflict, or may be perceived to conflict, with their loyalty to the MS Society, in line with our Managing Conflicts of Interests Policy. The Board agreed for the Register of Interests to be published on the MS Society website.

8. Strategic Deep Dive - Connected Communities, Powerful Voices (goal)

8.1. The Board undertook an in-depth review of the Connected Communities, Powerful Voices goal of our organisational strategy to consider whether the agreed objectives and plans continue to be the best way to address current trends, challenges and opportunities. Heads of Public Relations; Campaigns & External Relations; and Volunteering & Community Networks joined the meeting, and the discussion covered the current situation and needs of people living with MS, and progress against the outcomes we are trying to achieve:

- Connecting the MS communities: People in all parts of the MS communities will be able to connect with each other, to foster friendships, share experiences, tackle common issues together, build confidence and reduce isolation.
- People leading change: People in all parts of the MS communities will have the confidence and ability to make their voices heard on the issues they care about, locally, nationally and UK-wide. Our campaigns will be driven by the issues that are most important to people with MS and will be co-produced.
- Improving society's understanding of MS: The needs and potential of people living with MS will be better understood by the public, politicians and policy makers.

Appendix 1. Excerpt from Rules and Standard Operating Procedures

15. National Councils

National Councils provide a voice for the MS community in the nations of the UK, act as an ambassador and advocate for people with or affected by MS and help to deliver the MS Society's strategy in their Nation. The National Councils (Cymru, England, Northern Ireland and Scotland) provide a direct link between the Nations and the Board of Trustees.

The specific delegated authority and responsibilities of National Councils are set out within the National Councils Terms of Reference, as approved by the Board.

15.1 Council membership

Councils will be made up of individuals drawn from the MS community within, or that have a close connection to, each Nation. National Council members, as with Trustees, are volunteers.

Each National Council will comprise 10 members (12 in England), including the Council Chairs.

Council members, including Council Chairs, will be appointed to serve for terms of up to three years, and can be reappointed for one further term of three years to a total of six years. In exceptional circumstances an individual member can have their term extended for one further year to a maximum of seven years.

Where an existing Council member is appointed as the Council Chair, they will remain as a member of the Council until the end of their term in that role, but are only eligible for reappointment as Chair up to a total term of no more than 11 years.

Casual vacancies can be filled by the National Council by identifying suitable candidates to be appointed. The appointment will cease when the next scheduled recruitment process is completed, but they can apply for the National Council vacancy. Board approval is not required for temporary appointments to fill casual vacancies.

After completing the total term for their role, a Council member cannot be reappointed to a Council until a period of at least one year has elapsed.