

6 December 2018

**Open**

### **Title of paper**

GC.201.12.06.23

Governance Committee update

### **Author of paper**

Richard Hawtin

Head of Governance

### **Authorised by Trustee or Executive Group member**

Christine Gibbons

Chair of Governance Committee

### **Purpose/Summary**

The Board is asked to:

- **note** this update of the Governance Committee's meeting on 23 November 2018
- **approve** the co-option of Marie Cullen and Tamla Willie to the England National Council and Helen Cooke to the Cymru National Council
- **agree** the expectations and targets of Board and Council composition from an EDI perspective, set out in **Appendix 2**
- **agree:**
  - new Authority to Act for the Audit, Risk & Finance Committee (from 1 January 2019) and revised Authority to Act for the People Committee (drafting approved now, with retrospective effect from 21 September 2018)
  - revisions to Rules and Standard Operating Procedures with effect from 1 January 2019

### **Details**

#### **1 National Councils**

- 1.1 The Governance Committee was provided with copies of all recent minutes of National Councils (available on request) and discussed the key issues previously identified by chairs of National Councils and attached as **Appendix 1**. There was particular focus on the Board's interest in national and local campaigns, of which the Councils' role in relation to those campaigns was one part.

- 1.2 A discussion took place in relation to the annual reviews and annual plans by National Councils (also covered separately at agenda item 19); the increased standardisation of reports / plans was noted positively but further standardisation was requested – the format remains to be agreed – and greater specificity on desired outcomes was encouraged.
- 1.3 The Committee recommends to the Board that it approves the co-option of Marie Cullen and Tamla Willie to the England National Council and Helen Cooke to the Cymru National Council. In all cases for a one year term. In the case of Marie Cullen and Tamla Willie for a one year term, expecting that they would stand for election during 2019. In the case of Helen Cooke, acknowledging that she was unlikely to serve a full year. Details are available on request.

## **2 Charity Governance Code – and Governance committee 2018 and 2019**

- 2.1 The Committee received an assessment from the Committee's chair and the Head of Governance of where the charity stood relative to the Charity Governance Code (available on request); we expect to publish next year a statement of where we do and do not apply it. A fuller action plan will be developed for discussion at the Committee's next meeting. Whilst the Committee was reminded that the Code often focused on process and activity rather than outcomes, this work supported the Committee in expressing the view that the charity's governance was good.
- 2.2 The Governance Committee discussed its performance over the last year relative to its priorities, workplan and Authority to Act – along with priorities for the year ahead. The content of this plan was informed by the assessment referred to immediately above. The output from this is included within agenda item 20.

## **3 EDI – Board and Council composition**

- 3.1 A working group had prepared a recommendation on the charity's expectations for the composition of the Board and the National Councils (building on the objectives in the EDI strategy). This was agreed (with clarification that "young" is under 35 at the time of first appointment) and is recommended to the Board for adoption – see Appendix 2. The Board would, in future years, report against the charity's performance relative to this.
- 3.2 For clarity, this is one element of work on board / council composition and one element of wider work on EDI For clarity. A focus on the breadth of individuals on Board and Councils is intended to ensure the best people are appointed; these expectations on the composition of the Board and Councils are additional expectations on the Board / Councils in terms of the breadth of their membership and do not replace the expectations around quality of individuals; these are additional to the need for specific skill-sets and experience within the Board; questions around prioritisation within a recruitment round in any particular year will take place in the usual way at the February Governance Committee to inform the recruitment ahead of the that year's AGM; agreeing these expectations and targets does not address the *how*.

## **4 Board effectiveness**

- 4.1 The Governance Committee agreed to progress the external Board effectiveness review in 2019, completing the appointment early in 2019, but with the timing of the

review to be resolved (in part influenced by the timing and scope of the Board Away Day). This work, and its timing, will be taken forwards by the Head of Governance with the Chair and the Committee's chair. The existing specification was agreed to remain accurate.

- 4.2 No internal Board effectiveness review will be carried out sooner, but the process for internal reviews will be agreed during 2019.

## **5 AGM and recruitment of trustees and members of National Councils**

- 5.1 The Committee received a report on the AGM.
- 5.2 The Committee received and discussed a report on recruitment of, and advertising for, Trustees and members of National Councils. Questions to explore further are, in relation to trustees, the greater success of those from London (and the South East) at each stage of the process and, in relation to Councils, the greater success of men than of women. The importance of all staff and volunteers emphasising recruitment to Board and Councils throughout the year, at all available opportunities, was highlighted by the Committee.

## **6 Governance documents**

- 6.1 The Governance Committee recommends a new Authority to Act (not attached, but available on request) for the Audit, Risk & Finance on identical terms to the current version, for three years with effect from 1 January 2019, revisions to the Authority to Act of the People Committee as shown at **Appendix 3**; and revisions to the Rules and Standard Operating Procedures from 1 January (as shown at **Appendix 4**).

## **7 Membership of committees etc.**

- 7.1 An update will be provided prior to the Board meeting on this topic as there are some remaining discussions that need to take place before a final recommendation can be put to the Board.

## **8 Miscellaneous**

- 8.1 The Committee decided that trustees and chairs of National Councils would be asked by the Head of Governance to complete a skills audit before the start of January in order to inform the Governance Committee and Board's prioritisation within the 2019 recruitment round.
- 8.2 The Committee received and noted the statutory filings made to Companies House, Charity Commission of England & Wales and OSCR to date, and those which remained; copies / further details are available to Trustees on request.

## **Appendix 1 National Council Key Issues**

### **England Council (25 October 2018):**

- The Council welcomed 3 newly elected members, and a further 2 who will be recommended to the Board for co-option. Council members were pleased with the success of the recruitment this year and subsequent identification of candidates for co-option, although some vacancies still remain into 2019. Overall it was felt the new members would add to the strength and diversity of the Council. Council also welcome Stuart Secker to the meeting.
- Council members enjoyed receiving an update on the Stop MS Appeal, and felt this would be something that our local groups and volunteers would be keen to get behind and support. Council members also felt that the early concepts for the appeal seemed promising.
- Council members were pleased with the positive response to proposed changes in membership, but stressed feedback from some local volunteers on ensuring that future arrangements still allowed the MS community to hold the MS Society to account.

### **Cymru Council (27 October 2018):**

- A request to co-opt Helen Cooke as a Council Member until she moves to the Isle of Wight.
- A concern raised by a Council member about the current Service Level Agreements that local groups need to use when engaging professionals to provide a service for the local group. The Council is aware that these are currently being reviewed and wishes to share its experience of using them locally.

### **Scotland Council (24 October 2018):**

- Scotland Council met to review the 2018 plan and develop its plan for 2019. The discussion was wide ranging using the Scotland Strategy as a foundation. Council took a slightly different approach to planning, reviewing where they had made good progress, identifying areas they wished to prioritise for 2019 and where they could be most effective. The Council also talked about holding a Council meeting in Glasgow.
- Campaigning for MS Nurses was highlighted as an area to prioritise in 2019, Council noted various opportunities for keeping this high on the agenda including via the Neurological Action Plan.
- Utilising major corporate partnerships to enable joint working and bringing their skills to support our work in Scotland. Council will promote all opportunities for volunteering, showing that it doesn't have to involve shaking tins or running up Ben Nevis!

**Northern Ireland Council (22 October 2018):**

- Council members were concerned about the neurology waiting time statistics and in particular the disproportionately higher figures in the Western Trust area.
- The patient recall is moving into stage 2 when previously discharged patients of Dr. Watt will be recalled. The council members are concerned about the impact this will have on people involved, based on the poor experiences from stage 1 of the recall process.

## **Appendix 2**

### **EDI expectations**

#### Overall approach to EDI

Our approach is to ensure that our expectations relating to diversity are responsive to the nine protected characteristics under the Equality Act 2010 alongside some additional elements relevant to the MS Society. As an organisation we take EDI to extend to (a) the inclusion of people with and affected by MS (including where appropriate diversity of type of MS) and (b) a breadth of socio-economic status and experience. In relation to the Board and Councils we also wish to ensure geographic diversity.

The inclusion of some of the protected characteristics within, and exclusion of others from, the language of targets does not indicate that some are more important than others; it's that the relevant characteristic can't be captured within a measure of under-representation in the same way.

#### Board

The Board should be diverse and inclusive, judged by reference to society as a whole (note – "society" rather than "the Society") and by reference to the protected characteristics, should contain the views and experiences of people with MS and should contain geographical diversity, though accepting that a group of this size can never be comprehensively representative.

Within that, several targets are set out below. They are not seen as distinct constituencies (i.e. 25% plus 50% plus 25% does not mean this equates to 100% of the Board). They are seen as expectations and not as obligations.

#### Targets:

- a roughly equal gender balance (this is about maintenance – the Board has had this for some time – it doesn't require a change)
- at least 25% being people with MS
- at least 50% being people with, affected by or very closely connected to MS
- at least 25% of the Board should be people with characteristics which we have identified are under-represented on boards generally (and which we have not separately addressed by the above targets). These are currently:
  - o age – those who are younger (under 35 at time of appointment)
  - o disability
  - o gender reassignment
  - o race (non-white)
  - o sexual orientation (non-heterosexual)
  - o geography (see note above)
  - o less economically secure socio-economic groups

In relation to the Board geographic diversity is within the UK as a whole (recognising

that the UK is not only England and, within that, not just London – but not equating the need for geographic diversity within the Board to meaning that there should be someone on the Board from every nation or every region).

### Councils

Councils should be diverse and inclusive, judged by reference to the MS community in the relevant nation and by reference to the protected characteristics, should contain the views and experiences of people with MS and should contain geographical diversity, though accepting that a group of this size can never be comprehensively representative.

Within that, several targets are set out below. They are not seen as distinct constituencies (the fact that there are three targets which together exceed 100% itself illustrates this). These targets are seen as expectations and not as obligations.

#### Targets:

- a roughly equal gender balance (note – this may require slightly more work to achieve / maintain in relation to some councils at a given time)
- at least 25% of each Council being people with MS
- at least 75% of each Council being people with, affected by or very closely connected to MS
- ensuring that there is geographic diversity within each Council and, in the case of the Cymru National Council, linguistic diversity (ensuring that there are Welsh speakers within the council)
- at least 25% of each Council should be people with characteristics which that Council identifies as being under-represented on similar bodies within that nation. This will vary from nation to nation but might for example be:
  - o age – those who are younger (under 35 at time of appointment)
  - o disability
  - o gender reassignment
  - o race (non-white)
  - o sexual orientation (non-heterosexual)
  - o less economically secure socio-economic groups

In relation to the Councils geographic diversity is within the relevant nation (the method of getting there may differ – there is a difference between England with its system of regional elections and the other three nations where specific steps may need to be taken).



## APPENDIX 3

### MULTIPLE SCLEROSIS SOCIETY

#### AUTHORITY TO ACT IN THE NAME OF THE SOCIETY

**Authority is given by:** The Board of Trustees

**Authority is given to:** The People Committee

**Date of original authority:** 1 January 2017 (amended with effect from 22 March 2018 and subsequently 21 September 2018)

**Date authority ends:** 31 December 2019

#### **Purpose of the document**

This document sets out the basis on which the People Committee acts in the name of the Society.

It sets out:

- The purpose of the committee, the role it has and the responsibilities it carries;
- The powers delegated to the committee to enable it to achieve the purpose and deliver the responsibilities;
- The way the Board of Trustees will ensure that the committee is effective.

Where authority is given to act as a body in the name of the Society, the people who make up that body act collectively, and do not have authority to act as individuals.

The Committee is accountable to the Board of Trustees, which gives the authority to act, for the effectiveness with which it carries out its role and responsibilities.

The Appendix sets out membership and any particular arrangements for meetings which are not contained in the MS Society's standard operating procedures.

## APPENDIX 3

### 1. Role and responsibilities

Essentially a strategic group the committee's key responsibility is ensuring that the Society has properly integrated staff and volunteer strategies and associated activity plans which ensure that the Society can attract, motivate, develop, support, manage, reward and retain good people to help it achieve its goals.

### 2. Staff and Volunteers

2.1 The committee will endorse, review and provide strategic guidance on the Society's people and volunteer related strategies, ensuring they are fully integrated. This will include matters in relation to, but not restricted to;

- Resourcing, recruitment and retention of staff and volunteers;
- Developing and motivating staff and volunteers;
- Engagement of staff and volunteers;
- Supporting and managing staff and volunteers;
- Talent and succession planning
- Reward, recognition and remuneration approaches
- Legal compliance with staff and volunteer related legislation

2.2 The committee will, with the responsible executive directors and staff, ensure that the Society operates in accordance with legislation and good practice relating to staff and volunteers.

2.3 The committee will review, discuss and provide scrutiny and guidance on matters related to staff and volunteers, which arise as a result of reviewing People and Volunteering management information and specifically requested reports, including staff and volunteer surveys and an annual People report.

2.4 The scope of the committee's responsibilities in reference to volunteers specifically does not include governance issues such as any issues associated with volunteers in relation to their roles as members of the national councils or as trustees.

## APPENDIX 3

### 3. General

- 3.1 Advising the Board of Trustees, and as appropriate its other committees, on any significant staff or volunteer related implications arising in relation to the Board's strategy, policies or any other significant issues being addressed by the Board. This will include major issues which impact on staff and volunteers arising from other activities taking place within the Society.
- 3.2 Providing the Board with clear information and guidance as to how it should proceed in any staff or volunteer related matters specifically delegated to it by the Board.
- 3.3 Developing, sharing and implementing best practice in the Society's work in relation to staff and volunteering matters including, in particular, related policies.
- 3.4 Considering appeals under the terms of the Society's disciplinary, capability or grievance policies, where the individual policy refers an appeal to the People Committee or to an individual / panel nominated by it.
- 3.5 Acting under the Society's disciplinary, capability or grievance policies in relation to the Chief Executive, where the individual policy refers to the People Committee or to an individual / panel nominated by it.

3.6 Strategic oversight of the Executive Group remuneration approach.

3.7 Responsibility for approving (a) the terms of the Chief Executive's remuneration (including salary, bonuses etc.) and (b) any other payments (e.g. financial settlements etc. but not including the routine reimbursement of expenses incurred in the ordinary course of business), and reporting what it has approved to the Board, whether via minutes, the Committee's update to the Board, or otherwise

3.63.8 Reporting back to Board of Trustees after each meeting of the People Committee.

### 4. Delegated Powers

## **APPENDIX 3**

To do anything which is necessary, conducive or incidental to the role and responsibilities set out above, subject to the restriction that no expenditure is to be incurred outside of the charitable aims of the Society or beyond that authorised in the agreed annual budget; and that any expenditure conforms to the requirements of the Society's financial and other procedures.

### **5. Ensuring effectiveness**

5.1 The committee's effectiveness will be measured by the Board of Trustees by reference to the following:

- An annual plan of activities provided to the Board at the last meeting of the previous year;
- The Committee's reports to the Board of Trustees;
- The Society's Values;
- The Society's Code of Conduct;
- The Society's Leadership Values;
- Standard Operating Procedures.

5.2 The Board of Trustees will notify the committee of any concerns and will provide formal feedback on effectiveness each year.

### **6. Dealing with Issues**

6.1 The following are the key principles which apply when any issue arises about the way in which authority to act in the name of the Society is exercised;

- Ultimate responsibility for the affairs of the Society rests with the Board of Trustees;
- Everything which is done in the name of the Society is done under directly or indirectly delegated authority at any time;
- When authority is delegated the delegator has the absolute right to suspend or withdraw that authority at any time.

## **APPENDIX 3**

### **APPENDIX**

#### **People Committee Authority to Act Membership Structure**

##### **Membership and attendance**

The committee will have in the region of 4 members to be appointed by the Board of Trustees. These will include the Chair and Vice Chair ex officio.

Within these limits, members may be co-opted by the Board or the Committee. Co-opted members must be approved by the Board of Trustees before they take office.

##### **Chairing**

The Committee shall elect a chair from amongst its membership.

##### **Attendance and support**

Any senior staff relevant to topics being discussed at the People Committee will be invited to attend as necessary for that particular part of the meeting.

The relevant senior members of staff responsible for HR and volunteering issues should attend all meetings, though would not attend meetings of the Chief Executive Review Group. Other Executive members, e.g. Executive Director of Finance and Executive Director for Strategy, Innovation and Services, should attend as required.

## APPENDIX 4



## MULTIPLE SCLEROSIS SOCIETY

### Rules and Standard Operating Procedures

## **STANDARD OPERATING PROCEDURES**

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Interpretation of Terms

Membership

Board and Committees

Officers of the Board of Trustees

Conduct of Meetings

Code of Conduct and Leadership Values

Volunteers and Staff

Statutory Returns

## **PART II**

## **FINANCIAL POLICIES AND PROCEDURES**

## **PART III**

## **POLICIES AND PROCEDURES**

1. Membership Rules
2. Code of Conduct
3. Leadership Values
4. Election Rules
5. Process for Selection of Office Bearers and Committee Members
6. Scheme of Delegation
7. Authority to Act in the Name of the Society
8. Information Governance
9. Declaration of Interests
10. Comments, Compliments and Complaints
11. Environmental Policy
12. Annual General Meetings – Resolution rules

## PART IV

### APPENDICES

Acts

Regulators

Best Practice Guidance

## PART V

### SCHEMES OF DELEGATION

## PART I

### INTRODUCTION

The Multiple Sclerosis Society's vision is 'a world free of the effects of MS'. Our ultimate goal is to find a cure. Until then, we will do all that we can to enable people with MS to live life, knowing that they do not have to face MS alone. This has been translated into the MS Society's strategy for 2015 to 2019.

The Multiple Sclerosis Society is a company limited by guarantee number 07451571. It is also a registered charity in England and Wales (1139257), ~~and~~ has 'cross-border' registration status in Scotland (SC041990) ~~and~~ is registered at the Central Registry / with the Attorney General's Chambers in the Isle of Man as both a foreign company and an Isle of Man charity.

The MS Society shall at all times have due regard for the rules and standard operating procedures, which have been developed by the Board of Trustees in accordance with the provisions of Article 86 of the Constitution, any change to which shall only be taken by the Board of Trustees. Any changes to the constitution must be approved by members of the MS Society in accordance with its terms. The financial year of the MS Society is the year beginning on the first day of January and ending on the last day of December.

All activities of Multiple Sclerosis Society must be in accordance with the rules and standard operating procedures, the requirements of the Charity Commission, the Office of the Scottish Charity Regulator (OSCR), ~~and~~ Companies House and the Isle of Man's Central Registry / Attorney General's Chambers. In due course the Society will comply with any requirements from the Charity Commission of Northern Ireland. In the event of any conflict with these procedures, the statutory requirements will take precedence at all times.

### 1 INTERPRETATION OF TERMS

In this document, the terms below should be interpreted as follows:

~~Approved by the Board~~ Proposed with effect from ~~17 June~~ January 2019 ~~2018~~

- a) “the MS Society” or “the Society” or “MSS” or “the charity” means the charitable company limited by guarantee Multiple Sclerosis Society.
- b) ‘MSS GBNI’ means the Multiple Sclerosis Society of Great Britain and Northern Ireland (registered charity number 1139257/1)
- c) ‘Board’ or ‘Board of Trustees’ means those persons appointed from the membership of the Society in accordance with Part III
- d) ‘Trustees’ means those persons elected by the membership of the Society and/or appointed by the Board to be the directors of the charity
- e) ‘Co-optees’ means those persons selected by the Board of MS Society or, with the Board’s approval, committees of the Board to undertake the work of MS Society in accordance with the Rules
- f) ‘Committee(s)’ or ‘Committee(s) of the Board’ are those committees that have been given delegated powers to act on behalf of the Society by the Board of Trustees through the Scheme of Delegation and/or an Authority to Act in the Name of the Society. These are the four national councils, and the UK-wide committees for Audit, Risk & Finance, Governance and People.
- g) ‘Chair’ means the Chair of the MS Society Board of Trustees
- h) ‘Chief Executive’ means the person appointed by the Board to the post of the Chief Executive Officer of the MS Society
- i) ‘Executive Group’ or ‘EG’ shall be understood to include the senior executives of the MS Society, as determined by the Chief Executive from time to time
- j) Except where otherwise stated, reference to a specific office holder also applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

## 2 MEMBERSHIP

The MS Society is a corporate body. Individuals become members on payment of a membership fee to be determined by the Society from time to time, and agree to uphold the MS Society’s values and Code of Conduct and the MS Society’s membership rules from time to time. Members’ rights and responsibilities are laid down in the Constitution but in summary they are:

- Attending and voting at the Annual General Meeting of the Society and any other General Meetings
- Approving-Appointing the auditors and receiving the financial report
- Proposing business for inclusion at a general meeting
- Considering and deciding upon any proposed constitutional changes
- Requisitioning special general meetings for the discussion of specific issues

Membership of the Society is open to all those who share an interest in MS, abide by the rules and policies of the Society and pay the annual membership dues. The Society’s membership has strongly re-affirmed that the Society should be governed on democratic lines on the principle of ‘one member, one vote’, and the Society is ultimately governed by the wishes of its members, acting on behalf of the wider MS community. Members express their wishes through open and transparent democratic processes including the election of trustees to the Board (see below). Active and positive engagement of members in decision-making makes a vital contribution to the independence and strength of the Society.

Constitution articles 3, 7 - 10, 24, 44, 78 - 84 and 89

### 3 BOARD AND COMMITTEES

The business of the MS Society is conducted by the Board of Trustees which has the right to delegate its powers to committees or the Chief Executive as directed in the constitution through a scheme of delegation (see [page 25 below](#)). There are two schemes, one for the MS Society and the other for MSS GBNI.

Delegation to committees is generally through an Authority to Act in the Name of the Society document or Terms of Reference, which each committee agrees with the Board. This is the committee's 'licence to operate' and the Board will monitor progress against this document at least annually.

These delegations may be revoked by the Board if they consider it in the best interests of the Society and people with MS.

Constitution article 69

#### The Board of Trustees

The number of directors shall be not less than three and shall not be more than sixteen.

Constitution article 46

The Board of Trustees is the governing body of the MS Society. The Board is appointed from the membership of the Society and will comprise Trustees elected by the members, a Chair and a Treasurer (who may be elected Trustees or co-opted to fulfil these roles). The Board may also co-opt further trustees on the basis set out in Part III and subject to the provisions of the Constitution. The Board must elect a Trustee to be Vice Chair as set out in s) of Officers of the Board, below, each year at the next Board meeting immediately after the Annual General Meeting and may elect a Trustee as Assistant Treasurer at any time.

The principal functions of the Board are to set the strategic direction for the Society, taking into account the views of members and ensuring the organisation is well managed and complies with its obligations under company and charity law and to the charity regulators. This includes, but is not restricted to:

- defining the mission, vision and leadership values of MS Society.
- ensuring compliance with the mission, vision and leadership values of MS Society.
- ensuring plans are established to achieve the objectives of MS Society.
- approving each year's budgets
- approving each year's annual report and accounts .
- establishing and overseeing an appropriate framework of delegation and systems of control.
- ensuring effective delegation of powers through a scheme of delegation.
- taking key decisions on matters that will, or might, create significant risk for the MS Society.
- appointing the Chief Executive.
- supporting the Chief Executive and Executive Group in carrying out the plans and policies of the Board.

- satisfying itself that the MS Society's affairs are conducted lawfully and in accordance with generally accepted boundaries of performance and propriety.
- maintaining the distinction between management issues, which are the Chief Executive's responsibility, and issues of strategic direction and corporate governance, which are the responsibility of the Board.

## **Committees of the Board**

The Board of Trustees may delegate any of its powers or functions (subject to Article 69) to committees consisting of two or more Trustees (other than in the case of the national councils where no Trustees are required) and - if the Board so decides - other members who are not Trustees. Committee members, including members of the National Councils, serve for a term of three years unless otherwise specified at the time of appointment.

The 'Authority to Act in the Name of the Society' is the document that delegates authority, responsibilities and powers from the Board to the Committees.

### **Audit, Risk & Finance Committee**

*Purpose:* To provide detailed oversight, on behalf of the Board of Trustees, of the MS Society's systems for internal control and risk management and of the financial affairs of the MS Society, ensuring financial viability, efficient, effective and proper use of its resources and safeguarding its assets.

*Membership:* The Committee will have a minimum of six members appointed by the Board of Trustees - to include one person who is not a Trustee or a member of a National Council, and two Trustees. Ex officio the Treasurer is always a member. Any Assistant Treasurer is always a member of the committee (and any appointment of an Assistant Treasurer which results in the membership figure being exceeded will be acceptable until such time as a member's term ceases). There will be at least one (but not more than two) individual(s) appointed by the Board from among the membership of the National Councils.

### **Governance Committee**

*Purpose:* To address governance issues across the UK on behalf of the Board, and ensure that the distinct voice of members in the nations is factored into the Board's decision making processes.

*Membership:* The Committee will have a minimum of nine members appointed by the Board of Trustees: the Chair of the MS Society, Vice Chair, Treasurer, Chairs of the National Councils and two other Trustees.

### **People Committee**

*Purpose:* To provide strategic oversight, on behalf of the Board, of all employee and volunteer-related aspects of the Society, including approving remuneration of, and other payments to, the CEO (see the Authority to Act for further details).

*Membership:* The Committee will have in the region of four members appointed by the Board of Trustees; the Chair of the MS Society (ex officio), Vice Chair (ex officio), and two other Trustees.

## **National Councils (Cymru, England, Northern Ireland and Scotland)**

*Purpose:* To provide a voice for members and the wider MS community in the nations of the UK, be an ambassador and advocate for people with or affected by MS and help to deliver the MS Society's strategy in their nation. An individual who is a member of a National Council shall be on the Audit, Risk & Finance Committee and the chair of each National Council sits on the Governance Committee; this is part of the way in which councils are integral to the good governance of the whole Society.

The 'Authority to Act in the Name of the Society' is the document that delegates authority, responsibilities and powers from the Board to the National Councils.

The Board also has the authority to create other Board committees or time-limited 'task and finish' groups as it deems appropriate to further the business of the Society.

## **Minute-taking**

The Trustees must keep minutes of

- All appointments of officers made by the directors
- Proceedings at general meetings of the Society
- Proceedings of meetings and committees of the Board of the Trustees

Constitution article 74

## **4 OFFICERS OF THE BOARD OF TRUSTEES AND NATIONAL COUNCILS**

### **The Chair**

The role of the Chair is to provide visible and credible leadership; to facilitate partnerships within the membership of the MS Society and with external organisations.

Constitution article 66

### **The Treasurer**

The Treasurer of the Society is appointed by the Board of Trustees from amongst their number or the Trustees may co-opt to fill the role.

Constitution article 66

### **The Vice Chair**

The Board must elect a Vice Chair ~~at the first meeting following the AGM as set out in s) of the Officers of the Board section, below.~~

~~Approved by the Board~~ Proposed with effect from ~~17 June~~ January 2019 2018

A National Council may elect a Vice Chair at any time.

### **Assistant Treasurer**

The Board may elect an Assistant Treasurer at any time.

### **Election processes**

Further information on election processes is contained within Part III.

## **5 CONDUCT OF MEETINGS**

### **General Meetings**

A 'General Meeting' is a meeting of MS Society's membership conducted within the provisions set out in the constitution. The Board may make such provision from time to time to ensure that General Meetings are run efficiently and in accordance with the requirements of the constitution.

Constitution articles 11 - 43

### **Meetings of the Board and Committees of the Board**

The Board of Trustees shall meet as often as required to satisfactorily conduct the affairs of the MS Society and committees shall meet on no fewer occasions than required by the Authority to Act in the Name of the Society. The Chair may invite observers to the meeting provided that such persons shall not have the right to speak unless otherwise invited to do so. Any committee, or ad hoc committee set up for a specific purpose (a 'task and finish' group), shall have suitably agreed terms of reference, which shall clearly indicate the extent of delegated powers, if any. The delegated powers are outlined in the Scheme of Delegation and/or the Authority to Act in the Name of the Society.

Meetings of the Board and National Councils, though not the other committees of the Board, shall be open to members of the Society and staff to attend as observers. Most-Many business items are 'open', but members and staff may be excluded by the decision of the chair if an agenda item is confidential, or for any other item if it is considered in the best interests of people with MS to do so.

Confidential issues include, but are not limited to:

- Commercial confidentiality
- Named member, volunteer or staff issues, such as disciplinary matters

### **Probity, Conflicts and Declarations of Interest**

Trustees and committee members must ensure that their private and personal interests do not influence their decisions and that they are not perceived as doing so; and that they do not use their position to obtain personal gain of any sort. The MS Society maintains a register of the interests of Trustees and committee members, which is available for public inspection. A conflict

of interest is any situation in which the personal interests of an individual, or the loyalty which they owe to another organisation or person, could influence, or appear to influence, a decision they make.

When the Board or committee discusses an item which poses a conflict of interest (whether actual, perceived or potential) for any person present, the person must declare the interest. If the conflict is clear and substantial, they should offer to withdraw and, if invited to remain and eligible to vote, refrain from voting on the matter. The chair shall determine whether it is appropriate for them to participate in the discussion. (Where such a conflict is likely to recur on a frequent basis, the member of the Board or committee will be expected to resign.)

## **Gifts and Hospitality**

Trustees or committee members shall not solicit or receive any gift, hospitality or consideration of any kind from any supplier, contractor, agent, organisation, firm or individual, as an inducement or reward for:

- Doing or refraining from doing anything in their official capacity
- Showing favour or disfavour to any person in their official capacity

Any volunteer receiving a gift valued at more than £25 or with an accumulated value of more than ~~£100-60~~ in any ~~12-month~~three year period, as a result of their position or role at the Society, eg from a supplier of services to the Society, is required to declare it as soon as possible to the Chair and/or Chief Executive.

~~Policy on~~ Policy Position Statement 17—m Managing conflicts of interest or potential conflicts of interest

## **Inspection of Documents**

A Trustee, including co-opted Trustees, may, in furtherance of their duty, on application to the Chief Executive, inspect any document which has been considered by the Board of Trustees or Committee, and is entitled to inspect any file or correspondence at the office, provided that they do not have a private, personal or professional interest in such a matter. This shall not preclude the Chief Executive from declining to allow inspection of any document which is, or in the event of legal proceedings would be, protected by privilege arising from relationship of solicitors and client.

Members of the public have the right to inspect certain company records for proper purposes.

## **6 CODE OF CONDUCT and LEADERSHIP VALUES**

The MS Society is aware that it is necessarily and properly scrutinised in its work by its regulators, including the Charity Commission, OSCR, Companies House, ~~and~~ the Charity Commission for Northern Ireland and the Central Registry / Attorney General's Chambers in the Isle of Man. Particular activities, such as research, also have independent scrutineers. However, above and beyond this, it is right that the members and officers of the Society work to a Code of Conduct both for the efficient running of the organisation and to be seen to be acting in accordance with the highest standards of propriety.

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The MS Society believes that all individuals involved with or working on behalf of people affected by MS should respect one another and work constructively to achieve our common goals. All those connected with or acting on behalf of the MS Society take personal responsibility for following the letter and spirit of the Code.

The contents of this Code will be regularly reviewed on a three yearly basis and be made widely available to members and to all interested parties with whom the Society has contact. Breach of the Code, depending on the circumstances, may be grounds for disciplinary proceedings or removal from the Board or committees.

The MS Society has also established and agreed a set of leadership values which underpin the work of Trustees and committee members. As with the code of conduct, breach of these values, depending on the circumstances, may be grounds for disciplinary proceedings or removal from the Board or committees.

### **Conduct of Officers and Members of the Board of Trustees and the Committees of the Board**

In addition, every member of the Board and its committees has the following extra responsibilities:

- a) Any officer or member shall not, without consent of the Chair of the Board or Chief Executive (or chair of the committee or national director where appropriate), when acting in a private capacity, address any meeting or enter into correspondence relating to the policy or business of MS Society.
- b) Every officer or member of the Board or National Council or other committee who is offered or accepts any gift (invitation, benefit or trade discount), valued at more than £25, or with an accumulated value of more than ~~£6100~~ in any ~~12 month~~three year period, which may in any way be connected to this position as an officer or member shall be required to give written notice to the Chief Executive/Head of Governance who will record any such details in a register. Any doubts to reasonableness of such a gift or invitation shall be referred to the Chief Executive or the Chair.
- c) Any firm or individual offering a bribe to either a member or officer of the Board or committee of the Board shall immediately be debarred from any further working relationship with MS Society. Additionally, the receipt of any bribe by any member or officer of the Board or committee of the Board shall be grounds for disciplinary proceedings or removal from the Board or committee. The offer of any such bribe must be reported immediately to either the Chair or Chief Executive. Further information is contained in the Society's bribery policy.

In summary, every member or officer of the Board or committee of the Board must be vigilant in ensuring that they are properly safeguarded against being compromised in relation to their position with the Society. If any member or officer believes that there is a risk of such a compromise or being seen to be compromised a note should be sent, in writing, to the Chair or the Chief Executive. Failure to make such a declaration or the making of a false declaration may be grounds for disciplinary proceedings or removal from the Board or committees.

## 7 VOLUNTEERS AND STAFF

The Society values the involvement and commitment of volunteers. It acknowledges the importance of their significant contributions that enable the Society to act and respond to the needs of people with MS across the UK. Staff and volunteers work together in partnership to deliver the Society's objectives. Volunteers are involved in all aspects of the Society's work

A consistent approach to the recruitment, induction and support of volunteers underpins a strong MS Society brand and image.

The Board has delegated the responsibility for the well-being and effective management of volunteers to the Chief Executive through the Scheme of Delegation, but retains to itself the responsibility for strategy and oversight of the effectiveness of that strategy.

The work of volunteers is mainly but not exclusively carried out through the local group network, local or national support groups. The [Committee-Group Handbook](#) provides guidance on running a local group or support group.

### **Appointment of the Chief Executive and Staffing**

The Board of Trustees appoints a Chief Executive to conduct the work of the MS Society on its behalf. The Chief Executive attends meetings of the Board and his/her duties are outlined in their job description and scheme of delegation.

The Board of Trustees retains overall responsibility for the appointment and conduct of staff. They shall however delegate responsibility to the Chief Executive for recruitment and appointment of such staff (so long as expenditure is contained within the approved budget and staff are sufficient in number and calibre to satisfactorily undertake the running of the MS Society), and for managing the conduct and performance of staff.

### **Chief Executive review and remuneration**

The Chair shall be responsible for carrying out the following in relation to the Chief Executive. In doing so the Chair shall consult with and obtain input from the Vice Chair and Treasurer. Additionally the Chair may, if and where appropriate, seek input from other Trustees.

The Chair's responsibilities are:

- Preparing for and carrying out two formal performance reviews at months 6 and 12 of the Society's financial year:
  - Reviewing performance from the previous 6 months;
  - Reflection and feedback on any particular successes or difficulties;
  - Identification of, and guidance on solutions for, any learning and development needs;
  - Support for the Chief Executive in general terms;
- Setting the Chief Executive's annual objectives and KPI's;

- Leading on sSetting the Chief Executive’s remuneration including any specific performance related rewards in any given year.

The Chair shall report to the Board on the discharge of the above responsibilities at least once a year (that feedback will necessarily be generalised). The People Committee has oversight of and is responsible for approval of the CEO’s remuneration and all other payments to the CEO (other than eg expenses in the normal course of business) as set out in its Authority to Act, and shall report to the Board (again, as set out in its Authority to Act).

## 8 STATUTORY RETURNS

The Multiple Sclerosis Society submits the following statutory returns and regulatory returns. Responsibility for their preparation and approval is as follows:

Return	Preparation	Approval and sign off
Charity Commission (also submitted for MSS GBNI)	Head of Governance	Treasurer
OSCR (also submitted for MSS GBNI)	Director, MSS Scotland Head of Governance	Treasurer
Charity Commission of Northern Ireland (when active)	Director, MSS Northern Ireland Head of Governance	Treasurer
Companies House	Head of Governance	Treasurer
<u>Attorney General’s Chambers (Isle of Man)</u>	<u>Head of Governance</u>	<u>Treasurer</u>

## PART II

### FINANCIAL POLICIES AND PROCEDURES

The Board of Trustees have a legal and regulatory responsibility to ensure the finances and the assets are effectively managed to further the charitable objectives of the Society. They do this by ensuring the Society has an appropriate system of controls, financial and otherwise.

In particular, the Audit, Risk & Finance Committee ensures:

- proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the funds held on trust and to enable them to ensure that the accounts comply with requirements in the Charities Act 2011
- that a system is in place to establish and monitor internal controls

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- arrangements exist for the safeguarding of assets and for taking reasonable steps for the prevention and detection of fraud and corruption

The Trustees, through the Audit, Risk & Finance Committee, ensure that accounts are prepared where:

- Suitable accounting policies are selected and applied on a consistent basis
- Judgements and estimates made are reasonable and prudent
- Relevant accounting standards are followed
- Accounts are prepared on a going concern basis.

The Audit, Risk & Finance Committee has delegated powers to ensure systems of financial control exist designed to mitigate risk. They consider the internal audit plan to ensure the Trustees can obtain assurance on the systems of internal control including that internal controls comply with guidelines issued by the Charity Commission.

The Scheme of Delegation details the authority the Board has delegated to the Chief Executive and/or the Audit, Risk & Finance Committee, and the Audit, Risk & Finance Committee's Authority to Act also details the authority the Board has delegated to it. Further information can be obtained by contacting the Executive Director of Finance, Strategy & Impact or the Head of Finance.

## **PART III**

### **POLICIES & PROCEDURES**

#### **1 MEMBERSHIP RULES**

Membership is open to individuals who agree to abide by the rules of the Society and is subject to the Society's membership rules from time to time.

Constitution articles 7-10

#### **2 CODE OF CONDUCT**

The MS Society has a Code of Conduct

#### **3 LEADERSHIP VALUES**

The MS Society has a set of Leadership Values.

#### **4 ELECTION RULES**

##### **Introduction**

These rules apply to the Board of Trustees and, unless stated otherwise, to the four National Councils of the Society.

All members of the Society are welcome to submit applications to serve on the Board or the

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appropriate National Council (see next paragraph). Details of vacancies are published annually and full details of the criteria, including person specification, role description and full information on the selection and election process are available in the application pack.

The appropriate National Council is the council for the nation in which the individual resides (unless the individual is an active member of a local group which, though outside the relevant nation, is treated by the MS Society as being part of that nation).

## Elections

The Board establishes procedures for fair and independently scrutinised elections of Trustees and National Council members.

All eligible members (see above) have a right to put themselves forward for election whether recommended by the Board or Council or not, provided they have:

- (i) in the case of a member who wishes to be a National Council member:
  - a) applied to the Society to become a National Council member in the format laid down,
  - b) been shortlisted, and
  - c) been interviewed.

If an applicant for the National Councils is not interviewed for any reason, they cannot stand for election.

- (ii) in the case of a member who wishes to be a Trustee been proposed in accordance with Article 55 of the Constitution.

In the event of equal numbers of votes being cast for more than one candidate, the Board will hold a secret ballot of the members of the Board between these candidates. If necessary, further ballots may be held until a majority is obtained for one candidate.

The number of directors shall be not less than three and shall not be more than sixteen.

Constitution article 46

The directors may appoint a person who is willing to act to be a director but the number of directors so appointed must not be more than one quarter of the total number of directors.

Constitution article 57(1)

<b>The Board</b>			
<b>Chair</b>	Appointed by the Board (may be elected or co-opted trustee)	A single term of 5 years	1
<b>Treasurer</b>	Appointed by the Board (may be elected or co-opted trustee)	Three years + a further 3 years if re-elected or re-co-opted	1
<b>Elected Trustees</b>	Elected by the Society's members	Three years + a further 3 years if re-elected	10

<b>TOTAL (assuming both Chair and Treasurer are co-opted)</b>			12
<b>Co-opted Trustees</b>	<i>Co-opted by the Board</i>	<i>A single year</i>	See below

- b) The MS Society Board comprises (depending on the numbers co-opted and subject to Article 57 of the Constitution), 10 to 13 volunteer Trustees.
- c) All Trustees must be members of the Society at the time of election or co-option. If an existing Trustee's membership lapses or ceases for whatever reason, they automatically cease to be a Trustee.
- d) All Trustees must be 18 years or older at the time of election or co-option to the Board.
- e) Ten trustees are elected by the UK membership by a process of one member, one vote.
- f) A quarter of the Board may be co-opted Trustees (Article 57 of the Constitution). The maximum number who can be co-opted therefore depends on the total number of Trustees / directors and on whether the Chair and Treasurer are elected or co-opted Trustees. If the Chair and Treasurer are elected trustees this figure could be as high as 3; if they are co-opted Trustees this figure will be no higher than 1, depending on whether a full complement of ten Trustees has been elected.
- g) The Chair is the first Trustee and shall serve for a single term of five years and may be one of the elected Trustees OR one of the co-opted Trustees
- h) The Treasurer may be one of the elected Trustees OR one of the co-opted Trustees.
- i) The Vice Chair may be one of the elected Trustees OR one of the co-opted Trustees.
- j) The Assistant Treasurer may be one of the elected Trustees OR one of the co-opted Trustees.
- k) All elected Trustees are elected to serve for a term of three years and may be elected to serve for one further consecutive term of three years before a break of at least one year.
- l) The election process is completed at the AGM and the elected trustee's term of office begins on 1 January of the following year. Elections to fill casual vacancies may be authorised by the Board.

#### Co-opting Trustees

- m) The Board may co-opt individuals as Trustees in order to ensure it has an appropriate complement of skills and diversity.

- n) The co-opted Trustee may serve for no more than three consecutive terms of one year without a break of at least one year.
- o) Where an individual is elected following having been co-opted the maximum term is seven years (based on one co-opted one year term followed by two three-year elected terms). If an individual is co-opted for two (or three) terms it is expected that this would be addressed by the panel considering whether or not to recommend the individual for election, with the expectation that the panel and individual would agree that the individual would only serve two (or one) years of their second elected term. It has been agreed that individuals should not for example serve two co-opted terms and then two full elected terms.

**Officers of the Board**

- p) The Board has the authority to establish procedures from time to time to identify candidates for Chair and Treasurer who will provide effective leadership for the Society.
- q) The Chair of the MS Society is selected by the Board (whether from amongst elected Trustees or to be co-opted) following an open recruitment process for a single five year term. If a casual vacancy for Chair occurs during the term of office, the Board will select a new Chair through an open recruitment process. Pending the selection, the Board appoints one of its number to fill the vacancy temporarily. At the discretion of the Board and under exceptional circumstances the Chair may serve one additional year.
- r) The Treasurer is appointed by the Board (whether from amongst elected Trustees or to be co-opted) for a three year term of office and may serve for two consecutive terms before a break of one year. At the discretion of the Board and under exceptional circumstances the Treasurer may serve one additional year.
- s) The Board, at any time when there is no Vice Chair or that it is known there will cease to be a Vice Chair prior to its next meeting, must elect a Vice Chair and, at any time, may elect an Assistant Treasurer. The term shall commence immediately or, if later, upon the expiry of the term of the previous Vice Chair / Assistant Treasurer. The length of term shall be agreed between Chair and Vice Chair / Assistant Treasurer provided that no individual may serve for more than three years in total (whether as one or more terms) before a break of at least one year. At the discretion of the Board and under exceptional circumstances the Vice Chair and Assistant Treasurer may serve one additional year. Individuals who have been elected at the AGM to be Trustees, but whose term has not yet started, are eligible for election if their term as a Trustee will have started by the time that the term as Vice Chair / Assistant Treasurer would commence.
- t) In addition, the Board may elect a second Vice Chair if it considers it appropriate. If the Board elects a second Vice Chair then it shall at the same time decide whether one, the other, or both, shall be members of committees of which the Vice Chair is a member ex officio.
- u) The Governance Committee invites applications for the position of Vice Chair or Assistant Treasurer from existing Trustees and Trustees-Elect and, if required, forms an interview panel. The Committee then makes recommendations to the Board which elects the Vice Chair by a show of hands.

<b>The National Councils</b>			
<b>Chair</b>	Elected by the Council from among its members	Three years + a further 3 years if re-selected	1

<b>Elected Council members</b>	Elected by members in the nation	Three years + a further 3 years if re-elected	12, including chair (15 in England)
<b>Co-opted Council members</b>	Co-opted by the National Council	A single year	2

- a) The National Councils comprise 12 to 14 volunteers (15 to 17 in England).
- b) All council members must be members of the Society at the time of their election and/or co-option and during their tenure on the council.
- c) All council members must be 18 years or older at the time of appointment to the council.
- d) 12 (except England - 15) council members are elected by the membership in their nation or region by a process of one member, one vote (membership in the nation or region means only those individual members who reside in that nation or region except where an individual is an active member of a local group which, though outside the relevant nation or region, is treated by the MS Society as being part of that nation or region).
- e) All elected council members are elected to serve for a term of three years and may be elected to serve for one further consecutive term of three years before a break of at least one year.
- f) The election process is completed at the AGM and the elected council member's term of office begins on 1 January of the following year. Elections to fill casual vacancies may be authorised by the Board.

#### Co-opting Council members

- g) As an exception to the general principle that council members are elected, if vacancies on the National Council remain after the election process described above has been followed then, with the agreement of the Governance Committee, a Council may co-opt individuals to fill those vacancies. The Council may additionally co-opt up

to two members in order to ensure it has an appropriate complement of skills and diversity. Any individual co-optee must be agreed by the Board.

- h) A co-opted council member may serve for no more than three consecutive terms without a break of at least one year.
- i) Where an individual is elected following having been co-opted the maximum term is seven years (based on one co-opted one year term followed by two three-year elected terms). If an individual is co-opted for two (or three) terms it is expected that this would be addressed by the panel considering whether or not to recommend the individual for election, with the expectation that the panel and individual would agree that the individual would only serve two (or one) years of their second elected term. It has been agreed that individuals should not for example serve two co-opted terms and then two full elected terms.

### Officers of the Council

- j) The Chair of the National Council is elected by the council under a process approved by the Board of Trustees as delegated to the Governance Committee, from time to time. If a casual vacancy for Chair occurs during the term of office the Council may select one of its own number to fill the vacancy temporarily prior to electing a new Chair in accordance with the process at l) below. At the discretion of the Board and under exceptional circumstances the Chair may serve one additional year (and, for that purpose, may be co-opted for one additional year as a member of the Council).
- k) The Council may elect from its own number, at a time of its choosing, a Vice Chair to serve for a term of one year, and a maximum of three years before a break of at least one year. The length of term shall be agreed between Chair of the National Council and Vice Chair provided that no individual may serve for more than three years in total (whether as one or more terms) before a break of at least one year.
- l) The overall process for election of Chair and/or Vice Chair of a National Council is based on the overall approach of:
  - Elections will be split across two meetings.
  - Candidates are declared at the first meeting
  - Elections will take place at the second meeting

The detail is as follows:

- in relation to election as Chair (assuming that the vacancy will exist from 1 January following the end of the current chair's term, whether as chair or member of the National Council) candidates must declare their intention in or to the first meeting of the national council following the MS Society AGM; in relation to election as Vice Chair (or Chair at any other time) the individual candidate must declare their intention in or to the meeting on whose agenda this item appears
- in relation to elections of Chairs it is for an individual National Council to decide whether or not to schedule two meetings between the AGM and the end of the calendar year (allowing the process to complete before the end of December).
- those who are eligible to stand are those who would be members of the Council at the time the term would start (therefore, for example, if a term starts on 1 January it would include those whose terms start on 1 January and exclude those whose

- terms will have finished)
  - candidates are required to submit a supporting statement of no more than 250 words to be circulated to members *two weeks* ahead of the meeting at which the Chair or Vice Chair will be elected. This needs to be submitted to the appropriate national director two weeks after their intention has been declared
  - at the following meeting - at which the election takes place - each candidate will have a ten minute slot to outline their suitability and vision for the role briefly but primarily to answer questions arising from their statement
  - voting will take place by secret ballot. Those who are eligible to vote are those who would be members of the Council at the time the term would start (therefore, for example, if a term starts on 1 January it would include those whose terms start on 1 January and exclude those whose terms will have finished)
  - in the event of a tie between the highest placed candidates then (a) lower ranked candidates, if any, are “knocked out” and (b) ballots are repeated as necessary until there is a result
  - if someone is absent from the meeting when the Chair or Vice Chair is elected they will not be allowed to vote in absentia
  - the individual who is elected takes up office as Chair or Vice Chair at the end of the term of the then Chair or Vice Chair or, if the post is vacant, immediately.
- m) A Council may decide that it will have two vice chairs rather than one. If it does then (i) that decision remains in force until the Council agrees otherwise (and a vacancy will therefore arise when an individual’s term expires for whatever reason), (ii) it shall decide the time from which there will be two vice chairs (so that it may choose to stagger their terms if it wishes), and (iii) it may choose to start the election process at the same meeting that it chooses to have two vice chairs.
- n) If a National Council has decided that it will have two vice chairs and is only electing one at any given time then the process at l) above shall apply.
- o) If a National Council has decided to appoint two vice chairs and is electing both to the same timetable then the process at l) above shall apply with the following variations:
- at the meeting at which the election is taking place council members can vote for a maximum of 2 candidates. This is conducted via secret ballot as usual.
  - votes are not ranked in order (i.e. individuals have two equally ranking votes, not a system of transferable votes).
  - the highest scoring two candidates are elected (if there is a tie between the two highest scoring candidates they are both elected as vice chairs).
  - if there is a tie which includes the second and third highest scoring candidates all nominations with a lower number of votes drop out and a further election (or elections) take(s) place involving all remaining individuals at the same meeting until a majority is found.

## 5 PROCESS FOR SELECTION OF OFFICE BEARERS AND COMMITTEE MEMBERS OF THE BOARD OF TRUSTEES

Officers of the Board are the Chair, Treasurer, Vice Chair and Assistant Treasurer. Certain information on the selection of the Chair and Treasurer is contained in the Society's constitution.

This process focuses on the selection of the other office bearers of the Board and members of its committees; related information is set out at Part III section 4 t) above.

### Selection of the Vice Chair and Assistant Treasurer

The **selection process and recruitment** is the responsibility of the Governance Committee:

- After the AGM the Chief Executive's Office identifies the vacancies to the Board in a paper to be agreed by correspondence (unless this has already taken place at a meeting of the Board and there has been no subsequent change).
- The Committee will invite Trustees and Trustee-Elects to express their interest for the available positions to the agreed role descriptions and person specifications.
- If any vacancies are contested;
  - Applicants will be asked to prepare a short (not more than 500 words) statement on why they want the post, what skills they would bring to the post and their development needs. Applicants will be interviewed by a panel of the Committee to assess their suitability for the role. The panel may consist entirely of members of the Committee or, at its discretion, may include other Trustees. Where possible the Chair of the panel will be the Chair of the Society. Where a member of the panel is an applicant for a role another member of the Board shall be co-opted to the panel when considering that role. A recommendation will be made by the interviewing panel to the next Governance Committee meeting, for their recommendation to the next Board meeting.
- Where membership of a committee refers to the selection of a member of the National Councils then the Governance Committee shall follow the same process.
- The final appointment shall be made by the Board (usually at the first meeting after the AGM)

### Co-opting members of the Board (or committees of the Board)

The directors may appoint a person who is willing to act to be a director but the number of the directors so appointed must not be more than one quarter of the total number of directors

Constitution, clause 57(1)

The Governance Committee (or, where a committee itself is proposing a candidate for co-option to it, the committee itself) will recommend to the Board a suitable candidate(s) for co-option based on a skills audit or other evidence.

A search will be undertaken by advertising appropriately and/or word-of-mouth, either by the Board or by the relevant committee. Candidates will be provided with a role description, person specification and information about the Society and the Board or committee. They will also be invited to talk to the Chair or, in the case of a committee, the Chair of the committee or the relevant executive group member. Applications will be by CV and a supporting statement. Shortlisted applicants will be interviewed by a panel. The preferred candidate will be presented to the Board for approval of their candidacy, including where the co-option is proposed by a committee itself.

### **Appointment of members of Committees (other than National Councils)**

Where membership of committees refers to Trustees being members of that committee and there are vacancies the process, though not the term, will be the same as the process for recruitment to Vice Chair/Assistant Treasurer roles above.

Where the Society requires an **independent** or external committee member the process will be the same as the process for co-optees above, excepting that the process will be led by the Chair of the relevant committee or, if searching for a Chair, the Chair of the Society.

This section does not apply to the appointment / election of members of National Councils which is covered separately above.

For whatever role:

- Successful candidates will be required to undertake a programme of induction
- In certain situations, a candidate may not meet all the skills set but with some support and exposure to the Board or committee environment may do so in a reasonable period of time.

Related documents

Constitution of the Multiple Sclerosis Society

Rules and Standard Operating Procedures

Authorities to Act on Behalf of the Society

### **Deputising for ex officio members of committees**

If an individual who is a member of a committee ex officio, e.g. as a result of an office which they hold, does not wish ordinarily to attend that committee the Governance Committee shall be informed. The Governance Committee may consider it appropriate that the individual continues to remain a member but simply gives their apologies. Alternatively it may consider that there should be an individual who deputises for them. In the latter case the following procedure shall be followed.

- The Governance Committee shall decide on the proposed replacement and make a recommendation to the Board

- Any such appointment should be reviewed on an annual basis
- The individual who is a member of a committee ex officio has the ability, after consulting with the chair of the committee, to revoke this at any point – in which case the individual should notify the Chair of the revocation.

## 6 SCHEME OF DELEGATION

The MS Society is a complex organisation, operating in a dynamic context. This Scheme of Delegation provides the framework for decision-making and is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under article 69 of the Constitution of the MS Society.

The Scheme of Delegation for MSS GBNI will remain in operation until the Board of Trustees decides that there is no longer a purpose for MSS GBNI to fulfil.

The Schemes of Delegation are appended to this document.

## 7 AUTHORITY TO ACT IN THE NAME OF THE SOCIETY

Delegation to committees of the Board is through an Authority to Act in the Name of the Society document. This is the committee's 'licence to operate' from the Board and the Board will monitor progress against this document *at least* annually.

## 8 DECLARATION OF INTERESTS

~~Policy Position Statement 17 – The charity's policy on~~ 'Managing conflicts of interest or potential conflicts of interest' is to enable the Society to identify a perceived, potential or actual conflict of interest and deal with it appropriately. It ensures that the Society can manage risk – both financial and reputational - in an appropriate manner.

## 9 COMMENTS, COMPLIMENTS AND COMPLAINTS

MS Society welcomes the comments and compliments of stakeholders and uses complaints as an opportunity to improve our services. It has a Comments, Compliments and Complaints policy and procedure for this purpose. The Board receives an annual report of comments, compliments and complaints, with a summary of how they were addressed.

The Resolving Volunteer Issues ~~and Concerns~~ Policy is specifically for the use of volunteers, keeping issues at the appropriate, local level.

## 10 ENVIRONMENTAL POLICY

MS Society is committed to reducing waste and its carbon footprint. The Society ~~has~~ intends to develop ~~developed~~ a ~~draft~~ policy statement.

## 11 AGM – RESOLUTIONS

Paid-up members of the Society can submit resolutions to the Board for consideration at the AGM, subject to constitution articles 21-23 and 31-34. The only resolution that can be raised at an AGM on the day is that the meeting should be adjourned.

Constitution articles 21-23, 31-34

## PART IV

## APPENDICES

## ACTS

### England and Wales

- Companies Act 2006
- Charities Acts 1992, 1993, 2006
- Charities Act 2011 (consolidates and/or repeals most of the Charities Acts 1992, 1993 and 2006)
- Charities (Protection and Social Investment) Act 2016
- Trustees Act 2000

### Scotland

- Charities and Trustee Investment (Scotland) Act 2005

### Northern Ireland

- Charities Act (Northern Ireland) 2009

## REGULATORS

- Companies House
- Charity Commission for England and Wales (Charity Commission)
- The Charity Commission for Northern Ireland (CCNI)
- The Office of the Scottish Charity Regulator (OSCR)
- [The Central Registry and Attorney General's Chambers \(Isle of Man\)](#)

## BEST PRACTICE GUIDANCE

### England and Wales

- List of all Charity Commission guidance – Charity Commission

#### Key guidance:

- The Essential Trustee (CC3) – Charity Commission
- ~~Hallmarks of an Effective Charity (CC10) – Charity Commission~~
- Charitable Purposes and Public Benefit – Charity Commission
- ~~Good Governance: a Code for the Voluntary and Community Sector~~ [Charity Governance Code](#)
- ~~Responsibilities of a Director of Being~~ a Company [Director](#) – Companies House

~~Approved by the Board~~ [Proposed](#) with effect from ~~17 June~~ [January 2019](#) ~~2018~~

## **Northern Ireland**

- Not applicable at present

## **Scotland**

- Cross border regulation in Scotland - OSCR
- Guidance for Charity Trustees (Scotland) - OSCR

# MULTIPLE SCLEROSIS SOCIETY

## SCHEMES OF DELEGATION OF BOARD AUTHORITY

in force from 4 December 2015 (as amended subsequently)

### Section I – Scheme of Delegation for Multiple Sclerosis Society

**Company Limited by Guarantee No: 07451571**

**Charity Commission No: 1139257**

**Office of the Scottish Charities Regulator No: SCO41990**

The Multiple Sclerosis (MS) Society's vision is 'a world free of the effects of MS' and our mission is 'to enable everyone affected by MS to live to their full potential and secure the care and support they need until we ultimately find a cure'. Our ultimate goal is 'to beat MS'. Our work is focused through our seven goals and a five year strategy (2015-2019), established by the Board (the trustees of the MS Society acting together).

The MS Society's Scheme of Delegation is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under article 69 of the Constitution. It indicates where further details of the delegations may be found. The Scheme of Delegation is constructed so as to empower and enable timely and effective action by volunteers and staff working in partnership for the benefit of people affected by MS. It ensures an appropriate level of delegation from the Board so that there is effective decision-making. It also ensures that the trustees are able to fulfill their legal and constitutional duties, through mechanisms and policies which enable them to delegate, monitor and, if necessary, modify or withdraw the delegated authority if it is considered in the interests of people affected by MS.

This Scheme of Delegation should be read alongside the Constitution and Governance Statement, and the Authority to Act on Behalf of the Society of the following committees of the Board:

- The National Councils of England, Scotland, Cymru and Northern Ireland,
- Audit, Risk & Finance
- Governance

~~Approved by the Board~~Proposed with effect from ~~17 June~~January 2018~~2019~~

- People

This Scheme of Delegation comes into force on 4 December 2015 and is valid until amended by the Board. The Scheme of Delegation (approved by the Board in September 2009 and as subsequently amended ) for The Multiple Sclerosis Society of Great Britain and Northern Ireland (“MSS GBNI”) – Charity Numbers 1139257/1 and SCO 41628) remains in force until that charity is dissolved or the Board amends the Scheme of Delegation for MSS GBNI.

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff or volunteers (except where it is expressly prohibited). Where matters have been delegated to the Chief Executive, the Chief Executive remains accountable to the Board for exercise of the powers delegated.

Where matters are not specified as delegated, they are reserved to the Board. The Board is not entitled to give away any of its authority permanently and, as stated in article 69(4) of the constitution, it retains the right to revoke or modify, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

- delegated powers are not being used effectively in the interests of people affected by MS
- the use of delegated powers is damaging the interests or reputation of the MS Society
- delegated powers are being used against the letter or spirit of the Society’s agreed policies and procedures.

The MS Society is a complex organisation, operating in a dynamic context. This Scheme of Delegation provides the framework for decision-making and action but there will be instances where it is not clear by whom an issue should be decided, or differences arise. The Board expects every volunteer or member of staff in the MS Society to work constructively together to arrive at timely, clear pragmatic solutions within the spirit of the MS Society’s democratic processes, our strategy, our leadership values, and the Code of Conduct, to maximise the positive impact of our work for people affected by MS. This Scheme of Delegation also indicates the key sources of advice to the Board to assist the exercise of its functions.

Assistance and advice on this Scheme of Delegation, and other constitutional and governance arrangements, should be sought from the Governance team at MS National Centre.

Reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

~~Approved by the Board~~Proposed with effect from ~~17 June~~January 2018~~2019~~

**MULTIPLE SCLEROSIS SOCIETY ('the charity', 'the MS Society' or 'the Society')**  
**SCHEME OF DELEGATION OF BOARD AUTHORITY**

Delegated matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<b>1. Leadership and Management</b>					
1.1 Operational leadership and management of staff and volunteers	Chief Executive	Within the Society's governance framework to meet the Society's short and long term objectives	Constitution article 69(a)		Job/role descriptions Letters of authority
1.2 Promote the improvement of services and facilities by statutory and other bodies and organisations	Chief Executive		Constitution article 69(a) Authority to Act		Job/role descriptions Letters of authority
1.3 Organise or support conferences, meetings, lectures, training courses or courses of instruction	Chief Executive		Constitution article 69(a) Authority to Act		Job/role descriptions Letters of authority
1.4 Do anything which is necessary, conducive or incidental to the role and responsibilities set out in the Authority document which forms part of the agreed annual	National Councils		Constitution article 69(c) Authority to Act		

~~Approved by the Board~~ Proposed with effect from 17 June ~~January~~ 2018 2019

Delegated matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
plan					
1.5 Establishment or disestablishment of local groups/support groups or other structures for the effective delivery of MS Society strategic and operational plans	Chief Executive	Within the Society's governance framework to meet the Society's short and long term objectives. This does not include the establishment or disestablishment of national councils	Constitution article 69(a) and (d) Local Group rules and committee handbook		Job/role descriptions Letters of authority

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<b>2. People</b>					
2.1 Determine pay and conditions of service of Chief Executive and appraisal of Chief Executive	Chair – informing Vice Chair and Treasurer	<u>Remuneration, and other payments, subject to approval of People Committee</u>			
2.2 Recruit staff and determine staffing arrangements (e.g. pay, structures and reporting) other than for Chief Executive	Chief Executive	Within operating plan and budget approved by the Board	Constitution articles 5(10) and 69(a)	Line management reports	Job descriptions
2.3 Approve policies for MS Society staff	Chief Executive	Within legal and regulatory best	Constitution articles	Line management	Job descriptions

~~Approved by the Board~~Proposed with effect from 17 June~~January~~2018~~2019~~

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
management (including discipline and grievance procedures)		practice	5(10) and 69(a)	reports	Policies and procedures
2.4 Determine arrangements and approve policies for volunteering and volunteers (other than trustees) – including roles and dealing with problems	Chief Executive	All volunteers other than trustees	Constitution article 69(a)	<b>Liaison with:</b> <b>National Councils</b> Local Groups Support groups	Role descriptions Policies and procedures
2.5 Appoint external advisers to, and representatives of, the MS Society	Chief Executive	Research Strategy Committee co-chairs approved by Board			
2.6 Suspension or removal of trustees or members of National Councils.  Disbanding, withdrawal of powers or expulsion of Board committees (other than National Councils)	Board		Constitution articles 59 and 60 (trustees); article 69(b) (committees) (see preamble to the Scheme of Delegation for examples where this may be judged to be necessary and “in the interests of the Society”)		
2.7 Establishment of rules for membership	Chief Executive	Governance Committee will	Constitution articles 7, 8 and 9		

~~Approved by the Board~~Proposed with effect from 17 June~~January~~20182019

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
Refusal of applications for membership Suspension of members of the MS Society for up to 3 months		decide on any appeal against refusal of an application for membership (Constitution article 7(5))  Suspension of membership under Constitution article 8 with appeal to Governance Committee. No further delegation of suspension of membership is authorised	(also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)		
2.8 Termination of membership of members of the MS Society	Decisions under Constitution article 9(1),(2) and (3) delegated to Chief Executive Decisions under Constitution article 9(4) reserved to Board		Constitution article 9 (also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)		
2.9 Establishment, disbanding, withdrawal of powers	Chief Executive				

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Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<p>or expulsion or disbanding of local groups, support groups (or other entities) or their committees.</p> <p>Withdrawal of powers or expulsion of local groups officers or volunteers from the MS Society</p>			<p>(also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)</p>		
<p>2.10 Suspension, or suspension of powers of national councils, local groups and/or their committees, support groups (or other entities) for a period of up to 6 months</p> <p>Suspension, or suspension of powers of, officers or committee members or volunteers from their roles in the MS Society</p>	Chief Executive	<p>This does not include trustees</p> <p>No further delegation authorised in relation to National Councils.</p> <p>Any use of this power in respect of National Councils is to be reported to the Board as soon as possible.</p> <p>Any extension of a suspension beyond 6 months in relation to a National Council additionally requires the agreement of the Chair</p>	<p>Constitution article 69(1) (a), (c) and (d)</p> <p>(also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)</p>		
<p>2.12 Approving an extension of office for up to one year for</p>	Chief Executive		<p>Constitution article 69(1) (a)</p>	<p>No further delegation authorised.</p>	<p>In ‘exceptional circumstances’ – subject also to majority</p>

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
chairs of local groups(over and above two consecutive periods of three years)					of members in local group area agreeing in postal vote
2.13 Ensuring the Society has policies and procedures to meet legal and regulatory obligations in respect of children	Chief Executive	Within legal and regulatory best practice			
2.14 Ensuring the Society has policies and procedures to meet legal and regulatory obligations in respect of vulnerable adults	Chief Executive	Within legal and regulatory best practice			

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<b>3. Strategy and Policy</b>					
3.1 Leadership of the Society's overall strategy and key policies within the Society's charitable objects and	Chief Executive	Validation of strategy by Membership of Society  'Key policies'	Constitution articles 4 and 5	Advice from: Board committees / National Councils	

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constitution		reserved to the Board are: Rules and standard operating procedures Working with pharmaceutical and biotech industries <u>(PPS1)</u> Research strategy Code of Conduct Managing conflicts of interest or potential conflicts of interest (PPS 17) Leadership values Brand values		Advice from: Chief Executive	
3.2 Formulation and implementation of policies to meet the Society's legal obligations and/or implement the Society's strategy	Chief Executive			Liaison with: National Councils Local Groups and support groups	

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<b>4. Planning and Finance</b>					
4.1 Formulate, modify	Chief Executive	Within the framework		Liaison with:	

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<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
and recommend MS Society's annual operating plan and budget to the Board	Assessed by: Audit, Risk & Finance Committee  Approved by: Board	of the Society's strategy		National Councils Local Groups and support groups	
4.2 Control and monitoring of MS Society activities and expenditure	Chief Executive Monitored by the Audit, Risk & Finance Committee Reported to the Board	In line with annual plan and budget approved by the Board  Monitoring within delegations to Audit, Risk & Finance Committee		Line management reports	Job descriptions Objectives Annual plans
4.3 Re-allocation of resources 'in-year' (virement) to meet emerging requirements	Chief Executive Monitored by the Audit, Risk & Finance Committee	Within overall annual budget approved by the Board and in line with the mechanisms agreed by the Audit, Risk & Finance Committee			
4.4 Signature of cheques and financial authorities (eg BACS)	Officers of the Board Chief Executive Monitored by Audit, Risk & Finance Committee				
4.5 Authorise signing	Chief Executive				

~~Approved by the Board~~ Proposed with effect from 17 June January 2018 2019

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
off of tax claims for all parts of the MS Society	monitored by Audit, Risk & Finance Committee				
4.6 Authorisation of stock transfers	Treasurer and Chief Executive monitored by Audit, Risk & Finance Committee				
4.7 Approve changes to banking arrangements (e.g. new borrowing terms)	Treasurer and Chief Executive Monitored by: Audit, Risk & Finance Committee				
4.8 Trade for profit (in pursuit of charitable objects) in the name of the Society	Directors of MSS (Trading) Limited		Articles of Association of MSS (Trading) Limited		
4.9 Approval of local group expenditure for items or projects over £10,000	Officers of the Board or Chief Executive Monitored by the Audit, Risk & Finance Committee	Within contract signing limits			
4.10 Accept or reject legacies and donations	Chief Executive				

~~Approved by the Board~~Proposed with effect from 17 June ~~January~~ 20182019

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
4.11 Allocation of donations including legacies (e.g. local group, MSNC) where terms are ambiguous or disputed	Chief Executive				
4.12 Authorise ex-gratia payments	Chief Executive	Under £1,000: Chief Executive Over £1,000: Board (both subject to Charity Commission approval)			
4.13 Establishing and implementing risk management strategy	Chief Executive Monitored by: Audit, Risk & Finance Committee  Reported to: Board				
4.14 Formulate and recommend MS Society's risk management framework to the Board	Chief Executive Assessed by: Audit, Risk & Finance Committee  Approved by:	Within the framework of the Society's strategy		Liaison with: National Councils	

~~Approved by the Board~~ Proposed with effect from 17 June ~~January 2018~~ 2019

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
	Board				
4.15 Control, monitoring and review of risk management plan	Chief Executive Monitored by the Audit, Risk & Finance Committee Reported to the Board	In line with the risk management framework and the Society's strategy		Line management reports	Job descriptions

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation to:	Record of further delegation
<b>5. Legal and Regulatory</b>					
5.1 Sign statutory and other routine reports to regulatory bodies (e.g. Companies House, Charity Commission and Office of the Scottish	Chief Executive  Monitored by Board				

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Charity Regulator)					
5.2 Authority to enter into contracts or other partnerships in pursuit of the Society's objects	Chief Executive Treasurer  Monitored by the Audit, Risk & Finance Committee	In line with the strategy approved by the Board and annual plan and budget  Limited to £250,000 total contract value beyond which the contract should be referred to the Audit, Risk & Finance Committee for approval (and if it wishes to the Board)			
5.3 Authorise signing for data protection registration	Chief Executive				

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
<b>6. Research</b>					
6.1 Research grants approval	Chief Executive Reported to: Board	In line with research strategy approved by the Board and annual plan and budget		Advice from: Research strategy committee Grant review panels	

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Limitation</b>	<b>Reference Document</b>	<b>Further delegation to:</b>	<b>Record of further delegation</b>
<b>7. Property</b>					
7.1 Acquisition and disposal of the Society's land and property (freehold or leasehold)	Directors of MS Society (Nominees) Ltd		Articles of Association of MS Society (Nominees) Ltd		

**MS SOCIETY OF GREAT BRITAIN AND NORTHERN IRELAND**  
**(Charity Commission no: 1139257/1**  
**OSCR no: SC041628)**  
**(“the unincorporated charity” or “MSS GBNI”)**

**Section 2 – Scheme of Delegation for MS Society of Great Britain and Northern Ireland**

The MS Society of Great Britain and Northern Ireland’s Scheme of Delegation is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under the terms of the UK Constitution 7.11 and 7.12. It indicates where further details of the delegations may be found.

The sole member and trustee of MSS GBNI is the MS Society. The Chief Executive of the MS Society of Great Britain and Northern Ireland is the Chief Executive of the MS Society, and the Treasurer of MSS GBNI is the Treasurer of the MS Society.

This Scheme of Delegation should be read alongside the UK Constitution (as amended most recently in 2014).

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff or volunteers. In these instances, the Chief Executive remains accountable to the Board for exercise of the powers delegated.

The Board is not entitled to give away any of its authority permanently and retains the right to revoke, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

- delegated powers are not being used effectively in the interests of people affected by MS
- the delegation of powers is damaging the interests or reputation of the MS Society
- delegated powers are being used against the letter or spirit of the Society’s agreed policies and procedures.

Assistance and advice on this Scheme of Delegation, and other constitutional and governance arrangements, is available from the Governance team at MSNC.

Reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

~~Approved by the Board~~Proposed with effect from 17 June ~~January 2018~~2019

**MS SOCIETY of GREAT BRITAIN and NORTHERN IRELAND**

**SCHEME OF DELEGATION OF BOARD AUTHORITY**

<b>Delegated Matter</b>	<b>Delegation by Board to:</b>	<b>Reference Document:</b>
<b>1. Leadership &amp; management</b>		
1.1 Operational leadership and management of staff and volunteers within MSS GBNI's governance framework to meet MSS GBNI's short and long term objectives	<b>Chief Executive</b>  Monitored by: Board	<b>UK Constitution Powers (Appendix A to UK Constitution) 3.35</b>
<b>2. Strategy and policy formulation</b>		
2.1 Leadership of MSS GBNI's overall strategy and key policies	Board  Advice from: Chief Executive	<b>UK Constitution</b>
2.2 Formulation of policies to meet MSS GBNI's legal obligations and/or implement its strategy	Chief Executive	UK Constitution
<b>3. Policy implementation</b>		
3.1 Implementation of policies to meet MSS GBNI's legal obligations and/or implement its strategy	<b>Chief Executive</b>	UK Constitution

~~Approved by the Board~~Proposed with effect from 17 June ~~January~~ 20182019

<b>4. Planning and Finance</b>		
4.1 Control and monitoring of MSS GBNI's activities and expenditure in line with annual budget approved by Board	<b>Chief Executive</b> Monitored by: Board	
4.2 Formulate and recommend MSS GBNI's annual operating plan and budget to the Board	<b>Chief Executive</b> Approved by: Board	

4.3 Authorisation of stock transfers	Treasurer and Chief Executive  Monitored by: Board	
4.4 Cheque-signing and financial authorities (eg BACS)	Chief Executive	
4.5 Contract-signing	Chief Executive (with explicit Board approval)	
4.6 Accept legacies and donations	Chief Executive	UK Constitution
4.7 Authorise statutory and other routine reports to regulatory bodies (eg Charity Commission and Office of the Scottish Charity Regulator)	Treasurer  Monitored by: Board	
4.8 Decide which part of the Society a donation should go to in cases where the terms are ambiguous	Chief Executive	
4.9 Authorise ex-gratia payments	Board (subject to Charity Commission approval)	
4.10 Authorise signing off of tax claims for all parts of the MS Society	Chief Executive	
4.11 Authority to enter into contractual or other partnerships in pursuit of the Society's objects (and report these to the Board)	Chief Executive	
4.12 Approve changes to banking arrangements (eg. new borrowing terms)	Treasurer and Chief Executive  Monitored by: Board	

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4.13 Risk management	Chief Executive  Reported to: Board	
<b>5. Legal</b>		
5.1 Authorise signing for data protection registration	Chief Executive	
<b>6. People</b>		
6.1 Determine pay and conditions of service of Chief Executive, and appraisal of Chief Executive	Chair of the MS Society – informing the Vice Chair and Treasurer	
6.3 Appoint external advisers to, and representatives of, the MS Society	Chief Executive	
<b>7. Property</b>		
7.1 Acquisition and disposal of the Society's land and property (freehold or leasehold)	Directors of MS Society (Nominees) Ltd	UK Constitution powers, 3.42 Memorandum and Articles of Association of MS Nominees Ltd