

**Minutes of the Board of Trustees of Multiple Sclerosis Society
7 June 2018 from 10.30am
MSNC, Rose Room**

Present

Nick Winser	Chair
Ruth Hasnip	Vice-Chair
Stuart Secker	Treasurer (part of item 12 and items 13-15 and part of 18 via teleconference; part 16, and items 9 17, 19-23 in person)
Jason Atkinson	Trustee
Esther Foreman	Trustee
Christine Gibbons	Trustee
John Grosvenor	Trustee
Dowshan Humzah	Trustee
Karen Jones	Trustee
Marion King	Trustee
Anne Shinkwin	Trustee
Ceri Smith	Trustee

In attendance

Catherine Doran	Chair, Northern Ireland Council (part of item 7, items 8-23, via videoconference)
Huw Roberts	Chair, Cymru Council
Mary Douglas	Chair, Scotland Council
Phillip Gamble	Chair, England Council
Michelle Mitchell	Chief Executive
Vicky Annis	Executive Director of Finance, Strategy and Impact
Richard Hawtin	Head of Governance
Aaron Gallagher	Governance Manager (Minute Taker – items 1-8 and 10-13)
Amber Esposito	Governance Officer (Minute Taker – items 9 and 14-23)
Ed Holloway	Executive Director of Services and Support (Items 1-6, 14-15)
Paul Amadi	Executive Director of Engagement and Fundraising (Items 7 and 8)
Emma Whitcombe	Director of Philanthropy and Partnerships (Item 8)
Genevieve Edwards	Director of External Affairs (Item 8)
Robin Hurd	Head of Finance (Items 9 and 13)
David Prince	Executive Director of People (Items 11-12)
Patricia Gordon	Country Director of Northern Ireland (Item 11 via teleconference)
Mital Patel	Head of Strategy and Impact (Item 13)

Apologies

Sarah Schol	Trustee
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1. Welcome and Apologies for Absence

Apologies were received as above.

Apologies were also received from the Chair of the Northern Ireland National Council who will join via videoconference for part of the meeting. Additionally, the Chair notified the Board that, due to a competing work commitment, Stuart Secker has given his apologies for missing part of the morning meeting but will join via teleconference for as much of the morning as was possible whilst allowing time to travel to attend the meeting in person after lunch for discussion on the Annual Report & Accounts.

The Chair welcomed Dowshan Humzah to his first Board meeting in person, following his co-option at the Board meeting in March, although he had already attended the May Board meeting via teleconference.

The Chair continued by reminding the Board that after the Board meeting there would be a separate discussion, not part of the Board meeting, with the appointments panel to enable it to gather feedback from Trustees and Chairs of National Councils.

Given pressure on agenda a number of topics had been addressed by way of briefing outside of the Board meeting and a number of papers were intended to be addressed in advance of today's meeting without time being allocated:

- Approval of revised policy development process (agenda item 4)
- Approval of updated reserves policy (agenda item 5)
- Shops, holiday homes and day centres briefing
- Digital / data / tech update

All questions on items 4&5 have been answered and no-one had asked for time to be allocated to these.

Minutes had been omitted from the Board pack in error which had resulted in late circulation of them.

It had been anticipated that the Board would receive an update on Brexit ahead of today's meeting, but due to delays this update will be circulated post Board instead.

Action –Executive Director of External Affairs to arrange for an update on Brexit to be circulated to the Board.

The Chair concluded the introduction by informing the Board that this would be the Executive Director of Engagement and Fundraising's last Board meeting and may be the Country Director of Northern Ireland's last Board meeting (though there were discussions regarding Patricia potentially providing cover during the notice period of an incoming candidate to her role).

2. Declarations of Interest

Declarations of interest have been declared ahead of today's meeting by Ceri Smith regarding his appointment to the Policy Reference Group, as referenced within agenda item 4 – he wouldn't be expected to leave the room for that item.

A conflict of interest has been declared by Anne Shinkwin on part of agenda item 10 in relation to her intention to stand for re-election as trustee; she would not participate in that part of the item and would leave the Board meeting for that element.

Whilst Catherine Doran and Phillip Gamble were affected by agenda item 10 they did not have an interest to declare in quite the same way as they are unable to vote and (particularly as there are no competing candidates to discuss) they would remain in the room.

3. Minutes and Matters Arising

A small typo was noted on the 22 March minutes within the "Campaign strategy for public phase of appeal" item (agenda item 6). The start of the second bullet point should read "As well as raising funds" as opposed to "A well as raising funds".

The Board **approved** the minutes of the meeting of 22 March 2018 subject to the above amendment.

The Board **approved** the minutes of the meeting of the 16 May 2018.

4. Approval of revised policy development process

A question was asked in relation to whether those trustees who were on the previous Policy Reference Group still sit on this as they had not received any recent communications in relation to its work.

Action –Head of Governance to check the Membership of Policy Reference Group to ensure current members haven't been omitted.

The Board **approved** the revised policy development process and the appointment of Ceri Smith to the Policy Reference Group.

The Board also **agreed** that the list of previously agreed positions at Annex 2 is now defunct.

5. Approval of updated reserves policy

[This item is confidential]

6. Refresh of services and support strategy

[This item is confidential]

7. [This item is confidential]

8. Public phase

[This item is confidential]

10. AGM, Trustee/ Council recruitment

[This item is confidential]

11. EDI objectives for Board, Councils and senior team

[This item is confidential]

12. People and Engagement risk deep dive

[This item is confidential]

13. Performance and progress report

[This item is confidential]

14. Q1 H&S report

[This item is confidential]

15. Q1 safeguarding report

[This item is confidential]

[Agenda item 16 was not taken at this point of the meeting]

18. Chief Executive's Update

More time was dedicated to this item than usual, as it included an open session to allow for discussion on whether there are any activities the Board believed should be slowed, stopped or postponed.

The Chief Executive thanked the Board for its grace following the news of her departure to Cancer Research UK, and apologised for the work and uncertainty that it has caused, although she assured the Board that everyone is working hard to minimise this. The Chief Executive particularly highlighted her gratitude to the Director of Philanthropy and

Partnerships, and the Director of External Affairs, for taking on extra workloads following the departure of the Executive Director of Engagement and Fundraising later this month. Nevertheless it was an unsettling time

Organisationally we remained ambitious and in fact were over-ambitious, especially relative to the financial position.

The Chief Executive went on to speak of the work that the MS Society is currently undertaking, including:

- Work on the multi-technology appraisal with NICE, where it was thought that we were going to lose treatments for people with MS.
- The positive outcome of trials for Ocrelizumab for primary progressive MS.
- The work on the adaptive trial and public phase of the Stop MS Appeal, both of which are progressing well.
- The expanded number of partnerships, such as the one with Publicis
- The grants programme, which has allowed more money than ever before to reach more people than ever before, and the MS Helpline that is also reaching more people more consistently.
- The important work on scoping of modernisation, business planning, and GDPR on which the Executive Director of Finance, Strategy and Impact is leading.

The Chief Executive turned to the question of whether any current activity should stop, by stating that most activities can and would progress due to the breadth of leadership across the organisation. The Chief Executive reiterated how critical the public appeal was and, as this requires attention and focus, lower level campaigns should be stopped. It did though raise questions around the timing of the membership work.

With the Board Away Day approaching, the Chief Executive also flagged to the Board that this remained a key period for significant activities for the MS Society, such as the creation of the new strategy, and the development of a three year business plan; the September meeting would have significant issues to discuss.

The Chair continued by emphasising the need to balance workloads effectively, and to consider the timing of all the different work programmes, before adding that the new Chief Executive would have their own ideas on this process. The objective should be to combine not missing a beat, in terms of continuing to move forwards, whilst avoiding committing and incoming CEO.

The Board suggested that all the work streams be presented clearly at the Board Away Day in order to help make these decisions more effectively. It was agreed that the Board Away Day would be the most appropriate opportunity to review this.

The Board **noted** the report.

16. Chief Executive recruitment update

[This item is confidential]

9. Annual reports and accounts

[This item is confidential]

17. Chair's update

The Board **noted** the report.

19. Audit, Risk and Finance Committee Update

[This item is confidential]

20. Governance Committee Update

The Board:

- **Noted** the update from the Governance Committee on its meeting of 9 May 2018, including the key issues identified by Chairs of National Councils.
- **Approved** the proposed changes (with effect from 22 March 2018 as previously agreed) to the Rules and SOPs associated with changes to the total length of terms for individuals who were originally co-opted as Trustees/members of National Councils before being elected (within Appendix 2).
- **Approved** the proposed changes to Rules and SOPs (within Appendix 2) and Authorities to Act (at Appendix 3) to remove maximum committee sizes for each committee with effect from 22 March 2018.

The chair of the Committee explained that the above changes were "catching up" – documenting previously agreed changes.

21. People Committee Update

The Board **noted** the matters discussed at the meeting held on the 9 May 2018.

22. Forward Look at Future Board Agendas

[This item is confidential]

23. Any Other Business

The Board commented on the idea of using an external group to support digital transformation; this would be discussed at the Away Day.

The Board meeting closed at **2.10pm** and was followed by a short reflection on the meeting.