

Minutes of the Board of Trustees of Multiple Sclerosis Society

6 December 10.30am – 3.05pm

MSNC, Rose Room

Present

Nick Winser	Chair
Ruth Hasnip	Vice Chair
Stuart Secker	Treasurer
Jason Atkinson	Trustee
Esther Foreman	Trustee
Christine Gibbons	Trustee
Dowshan Humzah	Trustee
Karen Jones	Trustee
Sarah Schol	Trustee
Anne Shinkwin	Trustee
Ceri Smith	Trustee

In attendance

Catherine Doran	Chair, Northern Ireland Council (Items 11-19 via videoconference)
Mary Douglas	Chair, Scotland Council
Huw Roberts	Chair, Cymru Council
Patricia Gordon	Acting Chief Executive
Vicky Annis	Executive Director of Finance, Strategy and Impact
Richard Hawtin	Head of Governance
Amber Esposito	Governance Officer (Minute Taker – Items 1-8)
Aaron Gallagher	Governance Manger (Minute Taker – Items 9-27)
Nicolas Ponset	Chief Executive, Aleron (Item 1-4)
Genevieve Edwards	Director of External Affairs (Items 8-9)
Emma Gray	Head of Biomedical Research (Item 7)
Ed Holloway	Executive Director of Services and Support (Items 1-4, 10 & 19)
Susan Kohlhaas	Executive Director of Research (Item 7)
Mital Patel	Head of Strategy and Impact (Items 5-6 and 14)
David Prince	Executive Director of People (Item 11)
Emma Whitcombe	Executive Director of Fundraising (Items 5-8A)

Observers

Rufus Olins	Trustee-Elect
Susan Crane	Trustee-Elect

Apologies

Marion King	Trustee
Phillip Gamble	Chair, England Council

1. Welcome and Apologies for Absence

Apologies were received as above and from Catherine Doran for being unable to attend the full meeting.

The Chair commenced the meeting by welcoming the Acting Chief Executive and thanking her for her continued support during this period of transition. The Chair also extended a welcome to Nicolas Ponset, the Chief Executive of Aleron, who was joining the Board to provide an update on the operating model review. The Chair continued by welcoming Susan Crane and Rufus Olins, elected as Trustees in September, as observers of today's Board meeting as part of their induction. The Chair informed the Board that although the Trustee-Elects were only observing today's meeting they were welcome to contribute.

The Chair reminded the Board that it was Esther Foreman's final Board meeting as a Trustee, and expressed his thanks on behalf of the Board for her commitment over the last six years.

Reference was made to a recent email exchange outlining an approach to managing a heavy agenda to give priority to earlier items. Following this, many of the later items will be noted rather than discussed in detail. The Chair acknowledged the value of this exchange in managing a heavy agenda, before noting that particular items were being retained for discussion e.g. People Report paper. The financial aspects of the performance report (item 14) – the management accounts - would be covered by the Executive Director of Finance, Strategy and Impact within the "Business Plan and Budget" item (agenda item 5). The Chair highlighted the critical items for discussion as including the Stop MS Appeal Public Phase, Efficient trials platform Governance, Membership and Day centres and holiday homes.

2. Declarations of Interest

The Chair reported the following declarations of interest relating to the Governance Committee Update (agenda item 23):

- Dowshan Humzah in relation to being recommended for co-option as a trustee for a year. The Chair stated that he would be asked to leave the room for that aspect of the item.
- Karen Jones, Sarah Schol and Anne Shinkwin in relation to the proposals of these individuals as officers and members of committees. The Chair informed the Board that they would not vote on the item, but would not need to leave the room.

The Chair stated that if any of the Trustees disagreed with these arrangements then they should discuss these with him during the lunch break.

There were no further declarations of interest.

3. Minutes and Matters Arising

The Board **approved** the minutes of the meeting of 21 September 2018.

The Chair informed the Board that he had received some comments on the Board papers from both Marion King and Phillip Gamble, to which the Head of Governance was arranging to respond.

4. Operating model review

[This item is confidential]

5. Business plan and budget

[This item is confidential]

6. Development of strategy post 2019

[This item is confidential]

7. Clinical trials programme

[This item is confidential]

8. Stop MS Appeal update – and risk deep dive

[This item is confidential]

8A. Public phase of Stop MS Appeal

[This item is confidential]

9. Membership

[This item is confidential]

10. Day centres and holiday homes

[This item is confidential]

11. People: People report and revisiting of People risk deep dive

[This item is confidential]

12. Update on engagement, involvement and empowerment (co-production)

The Board **noted** the progress in relation to Engagement, Involvement and Empowerment (Co-production) work.

13. Fundraising compliance

[This item is confidential]

14. 2018 Q3 Progress and Performance Report

[This item is confidential]

15. Quarterly Health and Safety Report

[This item is confidential]

16. Quarterly Safeguarding Report

[This item is confidential]

17. Data protection policy

The Board **agreed** and **approved** the revised Data Protection Policy which the Audit, Risk and Finance Committee had reviewed and recommended to the Board for approval.

18. Our Supporter Promise

The Supporter Promise presented to the Board reflected feedback received in discussion at the Audit, Risk & Finance Committee.

The Board enquired as to why the campaigning aspect is no longer included within Our Supporter Promise, which instead is geared solely to fundraising.

Action – The Director of External Affairs and the Executive Director of Fundraising to look at the idea of the Supporter Promise covering both fundraising and campaigning, with the intention that the revised version be brought back to a Board meeting in 2019 for formal approval.

19. National Council annual review and plans

The Board of Trustees discussed the annual reviews for 2018 for each of the National Councils, and their plans for 2019. Due to technical difficulties which prevented it being used during the meeting, the Head of Governance notified the Board that a short presentation which summarised each Council's review of the year and key priorities for 2019 would be circulated to the Board after the meeting.

Action – Head of Governance to circulate the National Council annual reviews and plans slide to the Board and Council Chairs post the Board meeting.

The National Council Chairs gave a brief summary of their individual reviews and plans, emphasising some aspects as follows:

Cymru:

The Chair of the Cymru National Council highlighted the major projects that had been undertaken and which were introducing the charity to new people. He highlighted that an update on the "My Rights, My Choices" project is due to come to the Board in June 2019 and reminded the Board that this is a three year project which will come to an end in 2020 unless extra funding is provided by the Big Lottery; he also referred to the Get Active work in disadvantaged areas of the valleys.

As almost half of the Cymru Council in 2019 will consist of new council members an important priority next year will focus on ensuring new council members settling into the role quickly and becoming as visible as possible to the MS community.

The Chair of the Cymru National Council thanked the Chair of the England National Council for attending their last council meeting, before encouraging the other Council

Chairs to take the opportunity to visit each other's National Council meetings. The value of this was strongly supported by all Council Chairs in attendance.

England:

This update highlighted the items in the summary. The engagement with the National Garden Scheme was positively commented on.

Northern Ireland:

Following campaigning work undertaken by the Northern Ireland council the Northern Trust has commissioned two MS nurse roles, with interviews due to take place later this month. The work in relation to the neurological recall at the Belfast Trust was highlighted, as was the work liaising with Capita in relation to MS champions.

The Chair of the Northern Ireland National Council continued by summarising the individual contributions made by each council member in 2018, and wished to express her personal thanks to each council member, particularly those leaving at the end of the year. It was noted that those council members leaving are keen to remain involved as volunteers with the MS Society in alternative capacities. The changes at the end of this year will leave the Council at full strength

The Chair of the Northern Ireland National Council also wished to formally recognise and thank Patricia Gordon for her contributions to the council during 2018.

Scotland:

The Scotland National Council will have a full complement of council members at the start of 2019, including a strong representation of people with MS as all those joining the Council had MS. The Council had played an active role in relation to the Scottish Government's review of neurological services.

Looking to 2019 the Council was keen to be "out and about" as much as possible. This included supporting volunteering, e.g. with RBS, and a desire to hold one of its council meetings outside of Edinburgh next year to increase accessibility for council members.

The Board extended its thanks to the National Councils for allowing Trustees to attend the Council meetings that had focused on their reviews and plans council meetings; the Chair of the MS Society additionally thanked those Trustees who attended those meetings.

The Board noted the **update** on the National Councils reviews of 2018 and **approved** the National Councils plans for 2019.

20. Committee priorities and workplans

[This item is confidential]

21. People Committee Update

[This item is confidential]

22. Audit, Risk and Finance Committee Update

[This item is confidential]

23. Governance Committee Update

[This item is confidential]

The Chair of the Governance Committee reminded the Board of the declarations of interest that had been given earlier in the meeting. Dowshan Humzah was absent for discussion regarding his co-option as a trustee for one year from 1 January 2019; Karen Jones, Sarah Schol and Anne Shinkwin remained in the room but did not vote. The Committee was reminded of the update paper that had been circulated regarding the appointment of individuals to committees / Board.

The Board:

- **approved** the co-option of Marie Cullen and Tamla Willie to the England National Council and Helen Cooke to the Cymru National Council
- **agreed** the expectations and targets of Board and Council composition from an EDI perspective, set out in Appendix 2 of the paper
- **agreed:**
 - new Authority to Act for the Audit, Risk & Finance Committee (from 1 January 2019) and revised Authority to Act for the People Committee (with retrospective effect from 21 September 2018)
 - revisions to Rules and Standard Operating Procedures with effect from 1 January 2019
- **appointed** Susan Crane and Karen Jones to the Governance Committee, Anne Shinkwin, Rufus Olins and Steven Tait to the Audit, Risk & Finance Committee and Susan Crane to the Research Strategy Committee, all as set out within the paper.
- **agreed** to the co-option of Dowshan Humzah as a trustee for one year from 1 January 2019

- otherwise **noted** the update of the Governance Committee's meeting on 23 November 2018.

24. Chair's Update

[This item is confidential]

The Chair wished to express his thanks on behalf of the Board to all staff involved in delivering the recent no.10 Downing Street event where the passion for our cause had been clear.

The Chair presented Esther Foreman with a her Star award in recognition of her six years' service as trustee, and thanked Esther on behalf of the Board for her considerable contributions to the work of the Board, particularly her emphasis on the MS community and her own experience of social enterprise – the direction in which the sector was heading.

The Chair also expressed his personal thanks and immense gratitude to Patricia Gordon, at what is her last Board meeting during this significant period of transition, for her work through to the end of January as Acting Chief Executive.

The Chair requested steps be taken to develop ways to engage with our alumni to ensure their invaluable insights are not lost, requesting the Board to let him know outside of the meeting if they had ideas on how this could be implemented effectively.

Action – Chair of MS Society and Head of Governance to discuss how to engage with and implement an MS Society alumni programme.

The Board otherwise **noted** the report.

25. Acting Chief Executive's Update

The Acting Chief Executive highlighted a recent visit by RBS – including the CEO and other senior directors to the Tissue Bank – noting that Marion King had been instrumental in organising this visit which has helped strengthen our partnership with RBS; also noting the significant contributions of Sir Vernon Ellis and Richard Reynolds.

At the start of December the i newspaper had launched its Christmas Appeal with the MS Society as its chosen charity. This will include daily stories about MS and the impact of our work, involve over 30 case studies and represented a fantastic mechanism by which to raise awareness of MS as well as to raise income.

The Board **noted** the report.

26. Forward look at agendas

[This item is confidential]

27. AOB

The Board was also informed that new Chief Executive, Nick Moberly, had been introduced at a staff briefing yesterday. The feedback from this introduction was received positively. Although Nick Moberly has met some trustees during the interview and induction process meetings with the rest of the trustees will be organised as early as possible in 2019, with Council Chairs meeting him generally around future National Council meetings which he is attending.

The Board meeting closed at **3.05pm** after which there was a reflection on the meeting.

Signed: _____ Date: _____
Nick Winsor, Chair