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Title of paper:

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Minutes of the 2009 Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland

Author of paper:

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Executive Office and Governance Manager

Authorised by Trustee or Executive Group member:

Roma Grant

Interim Head of Governance

Issue:

Attached at Appendix 1 are the draft minutes of the 2009 Annual General Meeting (AGM) of the Multiple Sclerosis Society of Great Britain and Northern Ireland. The Board of Trustees is asked to agree that they are a correct record of the meeting.

The minutes will be included in the pack for the AGM in 2010 where they will be submitted to members for acceptance as a true and accurate record.

Recommendations:

The Board of Trustees is recommended:

to agree the draft minutes of the 2009 Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland.

to approve the presentation of the draft minutes to the members of the Society at the 2010 Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland.

Background:

Details:

Minutes AGM 2009

Minutes of the 55th Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland held on 12 September 2009 at the Sofitel hotel, Heathrow terminal 5 at 10:30am.

The Chairman's welcome and opening comments

The Chairman of the Society, Tony Kennan, welcomed members to the Society's 55th AGM. He introduced Simon Gillespie, Chief Executive, and Katie Smith, Executive Office and Governance Manager, to the table and indicated the Trustees in the front row of observers.

The swine flu had necessitated a revised format for this AGM. Despite this the Chairman was pleased to announce that a record number of members (around 20%) voted for the eight resolutions this year.

Apologies were received from Trustees John Miller, Caroline Green, Steve Whitaker, and members Andrew Neale and Mr Campbell and also Roma Grant (Head of Governance). Observers viewing via the live webcast were also welcomed to the meeting.

The Chairman drew the attention of observers to the procedural arrangements for the AGM and explained that due to the voting having already been completed and independently overseen by the Electoral Reform Services there would be no tellers appointed this year.

The Charity Commission gave guidance on what to do about AGMs in the light of swine flu in Charity Commission News Summer 2009. The specific arrangements were followed up with the Commission by the Head of Governance to ensure that the Society's procedures conformed to their advice.

Minutes of the AGM held on 13 September 2008

The Chairman stated that no amendments to minutes published in the AGM booklet, and sent to all members, had been put forward and thus proposed that they be adopted as a correct record of the meeting. The minutes were duly signed as a true and accurate record.

Matters arising from the 2008 minutes

Clare Ball, Trustee, reported back to the AGM on outcomes and progress regarding two of the AGM resolutions passed by members in 2008.

Cash pooling Scheme – 2008 Trustees' resolution

All but eight branches have, to date, joined the Barclays Cash Pooling Scheme. The finance team are working with the relevant branches to transfer any remaining funds.

UK MS Register – 2008 members’ resolution

The MS Society has carried out the first comprehensive national study to estimate the numbers of people with MS in the UK. The number is 100,000 – almost 20% more than the previous estimate of 85,000.

Dave Denholm, Trustee and a UK Vice-Chair, then gave feedback on the remaining matter arising.

‘Governing the MS Society’ – Trustees’ 2008 resolution,.

As agreed at the AGM in 2008, the Society has been reviewing its governance structures. The governance review group consulted with members and presented feedback in the form of three resolutions to the 2009 AGM. The resolutions cover incorporation, the constitution and our charitable objects.

Report on elections to the Board

Members across the MS Society voted to elect one trustee to begin a three-year term of office effective from the 2009 AGM. John Litchfield was endorsed by the membership and welcomed into his role by the Chairman.

Resolutions 2009

- Trustees’ Resolution 6.1 – Annual Report and Accounts 2008

“This AGM receives the Annual Report 2008 and approves the 2008 accounts that have been signed by the auditors.”

Ian Douglas, Trustee and UK Treasurer, along with Neil Spence, Director of Corporate Services, spoke to in favour of this resolution and took questions.

Resolution 6.1 was declared as **carried** with 6878 votes cast in favour and 55 votes against.

- Trustees’ Resolution 6.2 – Appointment of Auditors

“This AGM appoints Horwath Clark Whitehill LLP as the MS Society’s auditors for the forthcoming year and the 2009 accounts.”

Ian Douglas, Trustee and UK Treasurer, accompanied by Neil Spence, Director of Corporate Services, spoke in favour of this resolution and took questions, explaining that in December 2008 the Finance and Audit committee recommended to the Board the appointment of HCW as auditors for a two year period, this was for consistency after the senior team relocated from Deloitte. The appointment must be approved by the membership.

Resolution 6.2 was declared as **carried** with 6841 votes cast in favour and 92 votes against.

- Trustees’ Resolution 6.3 – Governing the MS Society – Incorporation

“That the MS Society of Great Britain and Northern Ireland retains its charitable status; continues to be governed by a Board of Trustees who are volunteers; and becomes a company limited by guarantee.”

Carolyn Heaney, Trustee, spoke in favour of this resolution. Questions were taken by Simon Gillespie, Chief Executive.

Resolution 6.3 was declared as **carried** with 6695 votes cast in favour and 184 votes against.

The percentage of members’ voting in each nation was:

UK average	90%
England	90%
Northern Ireland	93%
Scotland	82%
Wales	89%

- Trustees’ resolution 6.4 – Governing the MS Society – One constitution

“That the Board is mandated to ensure that the MS Society of Great Britain and Northern Ireland is constituted as one organisation, with a single constitution that clearly identifies the rights, roles and responsibilities in all four nations (namely England, Scotland, Northern Ireland and Wales) ensuring a voice for people with and affected by multiple sclerosis throughout the United Kingdom.”

Paul Pavia, Trustee and member of the Cymru Council, spoke in favour of this resolution. Questions were answered by Tony Kennan, Chairman; Simon Gillespie, Chief Executive; and David McNiven, Director of MS Society Scotland.

Resolution 6.4 was declared as **carried** with 6657 votes cast in favour and 268 votes against.

The percentage of members’ voting in each nation was:

UK average	89%
England	90%
Northern Ireland	91%
Scotland	72%
Wales	89%

- Trustees’ resolution 6.5 – Governing the MS Society – Our charitable objects

“That the Board is mandated to work with the Charity Commission to ensure that the Society can act efficiently and effectively to beat MS by ensuring its charitable

objects enable the Society to make best use of its resources to support people affected by MS.”

Siobhan Gilmour, Trustee, spoke in favour of this resolution. Questions were answered by Simon Gillespie, Chief Executive, Barbara Williams, Director of Operations.

Resolution 6.5 was declared as **carried** with 6759 votes cast in favour and 198 votes against.

The percentage of members' voting in each nation was:

UK average	90%
England	91%
Northern Ireland	95%
Scotland	84%
Wales	91%

- Members' resolution 6.6 – Engaging with younger people with MS at branch level

“The MS Society should ensure that the review of its local structures results in changes that make the organisation more relevant to all people with MS”

Sean Hegarty, branch committee member in Bournemouth, proposed this resolution. Amanda Cox, Trustee, spoke in favour of this resolution.

Resolution 6.6 was declared as **carried** with 6970 votes cast in favour and 84 votes against.

- Members' resolution 6.7 – Branch chairs serving beyond the six-year period in exceptional circumstances

“This AGM while recognising and supporting resolution 2003, also recognises that one size does not fit all. In situations where adherence to 2003 is not practicable due to exceptional local circumstances and where no new candidate for chairmanship can be identified, a secret ballot of the entire branch membership should be held to consider a continuance of the existing chair's tenure for an additional one year period. This would ascertain the views of the people most directly affected by MS and that the result of such a ballot is considered paramount to deciding the immediate future of the branch.”

Ian Westgate, branch committee member in Eastbourne, proposed this resolution. John Litchfield, newly elected Trustee, regional committee member and previous branch chairman, spoke in favour of the resolution..

Resolution 6.7 was declared as **carried** with 6448 votes cast in favour and 514 votes against.

- Members' Resolution 6.8 – Increasing research expenditure

“That the Society increases its annual research expenditure to a level whereby stakeholders can be assured of an effective impact. Specifically, the Society should commit to invest 35 per cent of its annual income in research within three years. This should help raise the Society’s profile and speed the search for ways to improve the well-being of its members, including the discovery and development of new medicines and novel biomarkers.”

Professor Alan Palmer proposed this resolution. Stuart Nixon, Trustee and Vice-Chair, spoke against this resolution. Questions were taken by Simon Gillespie, Chief Executive and Neil Spence, Director of Corporate Services.

Resolution 6.8 was declared as **carried** with 4496 votes cast in favour and 2251 votes against.

The Chairman closed the discussion on the resolutions, thanking Electoral Reform Services for their involvement in ensuring a fair and effective process of voting, and also for the record number of members who took part.

Vote of thanks and close of meeting

The Chairman thanked the MS Society’s volunteers and staff for their contributions in 2008.

Rosemary Tocock, Chairman of both Reading Woking and District Branch and Thames Valley Region, thanked the chairman, the Trustees, the executive group and all staff. A special thanks was given to all volunteers and members.

Before declaring the meeting closed the Chairman requested a special thank you be given to Matthew Trainer, Head of Communications, who will be leaving the MS Society. He will be missed by all involved with the MS Society.

The Chairman declared the 55th Annual General Meeting of the MS Society of Great Britain and Northern Ireland closed at 12:00.