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Minutes of the 2010 Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland

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Authorised by Trustee or Executive Group member:

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Issue:

Attached at Appendix 1 are the draft minutes of the 2010 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 2011 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 2010 Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland.
- approve the presentation of the draft minutes to the members of the Society at the 2011 Annual General Meeting.

Minutes AGM 2010

Minutes of the 56th Annual General Meeting (AGM) of the Multiple Sclerosis Society of Great Britain and Northern Ireland held on 25 September 2010 at the Hilton Plaza Hotel, Wembley at 11.30am.

1.0 The Chairman's Welcome and opening comments

The Chairman of the Society, Tony Kennan OBE, welcomed members present and those observing via the webcast to the Society's 56th AGM. He introduced Simon Gillespie, Chief Executive, and Katie Smith, Executive Officer and Governance Manager, and indicated the Trustees and Executive Group sitting in the front rows.

1.1 Apologies for absence

Apologies were received from Amanda Cox, Caroline Green, Judy Illsley, Paul Pavia, Steve Whittaker, Gideon Schulman, Rev. Alison Marshall, Canon and Mrs G Almond, Mr and Mrs C Mount, Richard Lewis, Judy Eglington, Rosemary Tocock, Ettie Bier, Majorie Collins, Margaret Hobson and Joyce Milton.

2.0 Procedural arrangements for the meeting

The Chairman drew the attention of members to the procedural arrangements for the AGM as printed on page seven of the AGM booklet.

3.0 Appointment of tellers

The voting for the seven resolutions proposed to this AGM and the election of Trustees has been independently overseen by the Electoral Reform Services (ERS), Members were able to vote in advance using postal and internet facilities and were also able to vote in person at the AGM. The Chairman identified Abby Caskie, Kim Yallop, Allan Matthews and Dennis Morgan as tellers assisting Christy Gerould and Luke Ashby from ERS.

4.0 Minutes of the AGM 2009

The Chairman stated that the one amendment to the minutes as published on pages 21 – 24 of the AGM booklet was the table on page 22 giving the incorrect breakdown of votes received for resolution 3. A correction was published on the website and made available to all members in attendance.

Peter Grove and Lynda Lawrence (members) proposed and seconded the minutes as an accurate record of the meeting, subject to the above amendment. The minutes were duly signed by the Chairman.

4.1 Matters arising from the 2009 minutes

Trustees reported back to the AGM on outcomes and progress regarding the AGM resolutions passed by members in 2009.

Dave Denholm reported on the three 'Governing the MS Society' trustee resolutions, namely Incorporation, One constitution and Charitable Objects. Members would be asked to approve the draft constitution later in the 2010 AGM. Discussion continues with the Charity Commission regarding revising the Society's objects.

Claire Ball gave examples of how the MS Society is now engaging with younger people at branch and national level.

Siobhan Gilmour was pleased to announce, on behalf of the Board, the successful implementation of the resolution proposing that branch chairs be permitted to serve for one year beyond the six-year period in exceptional circumstances.

Stuart Nixon explained the steps taken to consult with members about the implementation of the resolution to increase research expenditure to 35% of income. Members would be asked to vote on an amendment to this resolution later in the 2010 AGM.

5.0 Resolutions 2010

5.1 Annual report and accounts 2009

Trustees' resolution

This AGM receives the Annual Report 2009 and approves the 2009 accounts that have been signed by the auditors.

Ian Douglas, Trustee and UK Treasurer, spoke in support of this resolution. Neil Spence, Director of Corporate Services, gave a presentation detailing sources of income, demonstrating areas of expenditure, and showed the year-end balance sheet.

Questions taken by Neil Spence included:

- Does the MS Society consider spending 50% of income on salaries to be value for money?
 - The MS Society's expenditure on salaries is considerably less than that of comparable charities.
- Has the fall in legacies seen in 2009 continued in 2010?
 - The trend continued in early 2010 but appears to have been reversed over recent months.
- How will the MS Society replace the income generated by respite care centres?
 - Respite care centres are subsidised, over and above the fees received, by £2.7million from charitable funds

Result of the Ballot

For: 6251 Against: 101

This resolution was declared as carried.

5.2 Appointment of Auditors

Trustees' resolution

This resolution appoints Horwath Clark Whitehill LLP as the MS Society's auditors for the forthcoming year and the 2010 accounts.

Ian Douglas, Trustee and UK Treasurer, spoke in support of this resolution.

Result of the Ballot

For: 6302 Against: 96

This resolution was declared as carried.

5.3 Governing the MS Society

Trustees' resolution

That the undertaking, assets and liabilities of the Society be transferred to a new charitable company (the "Charitable Company") for which purpose:

1. The draft Articles of Association (the "Draft Articles") as presented to the meeting are approved and the Trustees are authorised to;
 - 1.1 incorporate the Charitable Company at Companies House and register it as a charity with the Charity Commission and with OSCR, making such changes to the Draft Articles as may be agreed with the Charity Commission and OSCR;
 - 1.2 take such steps and execute such documents as may be necessary to give effect to this resolution and in particular and if necessary apply to the Charity Commission for a Scheme to appoint the Charitable Company as the trustee of any permanent endowment held by the Society and/or request that the Charity Commission make an Order or Scheme to authorise the Trustees to transfer the Society's assets and liabilities to the Charitable Company or to effect such a transfer;
- 2 Upon the date of registration of the Charitable Company with the Charity Commission:
 - 2.1 all members of the Society shall be eligible to become members of the Charitable Company;
 - 2.2 all members of the Society other than the directors of the Charitable Company shall cease to be members of the Society. Members of the Society will become members of the charitable company.

Trustee, Carolyn Heaney, spoke in support of this resolution outlining the next steps for putting into effect the incorporation of the MS Society which are: registering a new charitable company; transferring the assets, liabilities and membership to the company.

Result of the Ballot

For: 5581 Against: 512

This resolution was declared as carried.

5.4 Backing the Board's respite care decision

Members' resolution

Proposed by: Erling Lindoe

Former Trustee of the MS Society and former Director of Helen Ley Council of Management

Seconded by: John Ballantyne

Former MS Society Scottish council vice-chairman

We welcome the new approach to personalised short breaks that will benefit more people with MS and carers throughout the UK, and provide fairer access to the Society's services.

Erling Lindoe proposed this resolution. Stuart Nixon, Trustee, responded on behalf of the Board of Trustees in favour of this resolution.

During the ensuing discussion some members were critical of the review process and asserted that the trustees had not ensured that alternatives had been properly examined before the decision to close the centres was made. A member claimed that no members in the area of the Helen Ley Centre had received ballot papers for this AGM. [Post AGM note: Electoral Reform Services have confirmed that completed ballot papers were sent to and received from members living in the area of the Centre] Other members noted that people with MS in Northern Ireland and Cymru have had little or no support from the MS Society in regards to respite care.

Result of the Ballot

For: 4137 Against: 2259

This resolution was declared as carried.

5.5 Suspending the Board's respite care decision

Members' resolution

Proposed by: Susan Tilley

Former Trustee, and former assistant national treasurer of the MS Society.

Seconded by: RG Bricknell

Board suspends its decision on Respite Care in the absence of appropriate alternative provision for those severely affected by MS: future decisions will be ratified by a majority of members

Andrew Guymer spoke to this resolution. John Litchfield, Trustee, responded on behalf of the Board of Trustees against this resolution.

Points raised by members included the MS Society cannot afford to run the centres and the centres are not accessible to everyone with MS. There were concerns that the new approach will put additional burdens on volunteers, and that the Society should not sell the centres to a commercial organisation.

Result of the Ballot

For: 2461 Against: 3756

This resolution was declared as not carried.

5.6 Vote of no confidence in the Board of Trustees

Members' resolution

Proposed by: Janice Cook

Former Trustee, and former vice chair of the MS Society.

Seconded by: Susan Tilley

Former Trustee, and former assistant national treasurer of the MS Society.

Members no longer have confidence in our Board. They have betrayed members' trust by redirecting major respite care spending without our approval. Key decisions should be brought to the members.

Janice Cook proposed this resolution. Tony Kennan, UK Chairman, responded on behalf of the Board of Trustees against this resolution.

Discussion included concern that the trustees have not properly considered the opposition to the decision, and the Board needs to listen to concerns of the Society's members. Others congratulated the trustees on their decision.

Result of the Ballot

For: 1810 Against: 4101

This resolution was declared as not carried.

5.7 Increasing research expenditure

Members' resolution

Proposed by: Sean Gibson

MS Society interim Northern Irish council member

Seconded by: Anthony Wiggins

The Board should seek to continue to increase investment in research and not be bound to spend a set percentage of the Society's income on research each year.

Sean Gibson proposed this resolution, and Anthony Wiggins also spoke in support. John Miller, Trustee, responded on behalf of the Board of Trustees in favour of this resolution.

Result of the Ballot

For: 5568 Against: 741

This resolution was declared as carried.

6 Thanks to Trustees who are leaving the Board and report on elections

Amanda Cox, Caroline Green, Judith Illsley and Steve Whitaker are concluding their terms as trustees on 31 December 2010. On behalf of the MS Society the chairman offered his thanks for all their work as trustees. Stuart Nixon, vice-chairman, and David Denholm, a previous vice-chairman of the Society, stood for re-election at this AGM.

The Society's Honorary Solicitor, Alan Banes, also steps down on 31 December 2010 after almost 35 years involvement with the Society. The Chairman presented a Shining Star as a token of sincere thanks from the Society for Alan's commitment, support and advice.

Members elected Tarkan Ahmet, Marsali Craig, Stuart Nixon, Dr Peter Mallaburn, Dave Denholm and Martin Stevens as trustees from 1 January 2011 for a period of 3 years.

7 Vote of thanks and close of meeting

Ann Hodgson, Chair of MS Cymru thanked the Chairman, trustees, Executive Group and staff. A special thank you was given to all members and volunteers.

The Chairman thanked the Society's volunteers and staff for their contributions in 2009 and declared the 56th Annual General Meeting of the MS Society of Great Britain and Northern Ireland closed at 13.30.