

MS Society



10th Annual General Meeting

Saturday
5 December 2020



Dear Member

I am pleased to send you information about the MS Society's 10th Annual General Meeting, which will take place on Saturday 5 December at 11am. 2020 has been an unpredictable year, and the global pandemic has challenged so many aspects of our lives.

Our AGM will take place online this year to make sure we can hold it safely. As usual, we will also broadcast the meeting on our website so you can watch it live or catch up another time. This booklet has been sent digitally via email where possible; we have only posted it to members we're not able to email. If you require a printed version, details on how to request this and how to register to attend the online meeting are on pages 5-6.

During the first half of this year we were focused on responding to COVID-19, to understand the needs of the MS community, and to make sure that services and support would still be available. I'm incredibly proud of the huge efforts our staff and our volunteer-led local groups made to rapidly adapt to the pandemic and ensure people living with MS did not have to face the challenges alone.

With a forecasted reduction in income of £10m (30%) for 2020, we've had to make some incredibly difficult decisions to address

the stark reality of the impact of the pandemic on our resources. While the AGM will look back on our achievements in 2019, we will also address the current position and how we are planning for 2021. We are looking forward to progressing with our Stop MS Appeal, launching a new clinical trials platform and increasing our reach into the wider MS community.

Turning to the business of the AGM, members are asked to vote in elections to fill the five positions on our Board. This year, in order to ensure the Board reflects the full diversity of our community, we took the decision to actively seek candidates from diverse backgrounds as a priority, while still ensuring that a connection to MS and commitment to our charitable purpose were at the heart of the recruitment process. You can find out more about this process on page 12 and read about our candidates on pages 13-15.

Members are also asked to vote on a number of resolutions, including reappointing the auditors and receiving the 2019 Annual Report and Accounts. One of two further resolutions asks members to affirm the importance of our volunteers and the actions we are taking to ensure they are involved in decisions that affect them. The final resolution

represents the culmination of several years of discussion on our membership offer and how it should change to respond to the evolving needs and interests of our community. It asks members to adopt a new Articles of Association to change our legal structure. The Board of Trustees recommends this change as we believe it is in the best interests of the charity, and more information is on pages 9-11.

We will also update members attending the AGM on progress with our new engagement offer, and how it will help us to reach more people and give them access to support and information that is tailored to them.

I hope that you will carefully consider our candidates and resolutions, and cast your votes either online, by post, or on the day.



Nick Winser

Chair

MS Society



Notice

Multiple Sclerosis Society 10th Annual General Meeting

Online meeting on Saturday, 5 December, 2020 at 11am

The business that will be carried out at this AGM is:

- Review of the year
- Adopting a new Articles of Association
- Involving our volunteers
- Receipt of Annual Report and Accounts 2019
- Appointment of auditors
- Trustee elections

The AGM will take place as an online meeting and members are invited to vote by proxy, or to join remotely on the day.

The AGM will be broadcast live, and available to watch afterwards on our website at www.mssociety.org.uk/agm.

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Read the booklet and have questions?

If you have questions about the AGM, or you would like to submit a question to the Board, please contact the **Governance Team** on **020 8438 0839** or at governance@mssociety.org.uk.

All about voting

The AGM is an opportunity for MS Society members to vote on resolutions and decide who should be elected to the Board of Trustees. Each member has a vote.

If you have given us permission to contact you by email, you'll have received an email about the AGM and how to participate. If we don't have your email address, you'll have received a printed copy of this booklet and a voting form.

If you'd prefer a printed booklet and voting form, please contact our election partner, Civica Election Services, by **Monday 23 November 2020** and they'll be posted to you.

Civica Election Services

The Election Centre

33 Clarendon Road

London

N8 0NW

Tel: **020 8829 8452**

Email: **Support-CESvotes@civica.co.uk**

How to vote

If you were a paid up member on 4 September 2020 you are entitled to vote in person during the online AGM, or by proxy.

Voting in person on the day

To keep everyone safe, this year's AGM will be run as an online meeting with all participants joining remotely. This format is provided for in our Articles of Association (article 19.5).

To speak or vote in person on the day, you must register to attend the online meeting via the registration link in the AGM email, or by following the instructions at **www.mssociety.org.uk/agm**. You will then be sent the online meeting link and joining information.

For help to register, please contact the **Governance Team** on **020 8438 0839** or at **governance@mssociety.org.uk**. We will verify your membership and email the online meeting link and joining instructions to you.

What am I being asked to vote on?

This year we are asking you to vote on four resolutions:

- 1 Adoption of a new Articles of Association**
- 2 Involving our volunteers**
- 3 Annual Report and Accounts 2019**
- 4 Appointment of auditors**

We are also asking you to vote in Trustee elections. Trustees who are elected will serve a three-year term starting from 1 January 2021. This year we have five vacancies and 6 candidates. See pages 12-15 for information about Trustee elections.

Voting by proxy

Appointing a proxy means instructing someone else to take part in a meeting on your behalf. When you vote online or by post before the AGM, you are nominating the Chair of the meeting to cast your votes by proxy.

About voting by proxy

Online

Online proxy voting is quick and convenient and saves us money on postage. If you've received the AGM email, click on the voting link to instruct the Chair how to vote on your behalf.

If you've received a paper voting form, you can still choose to vote online. Go to **www.mssociety.org.uk/agm** and follow instructions to the voting site from there, or ask a trusted person to do this for you. You'll need your two part security code (on the paper voting form) to log in and vote.

Civica Election Services can help you submit an online proxy vote if you don't have the AGM email or your two part security code. They will verify your membership and email the voting link to you. Please contact them at the details in the box on page 5.

Please submit your online proxy vote by **11am on Thursday 3 December 2020**.

By post

If you have received an AGM Booklet and proxy voting form by post, please complete the form and sign it (or ask a trusted person to do this for you under your instruction) and return it using the enclosed freepost envelope. Your vote will not count if it has not been signed by you (or by the person you have trusted to do so, stating that they are signing on your behalf).

You can also help us to save money on postage by using your own envelope and stamp to return your proxy voting form to Civica Election Services at the address in the box on page 5.

Please ensure your proxy voting form is posted in good time to reach Civica Election Services by **11am on Thursday 3 December 2020**.

Nominating a proxy to attend in your place

You may also choose to nominate a person to attend the online AGM to vote and speak on your behalf. The person you nominate does not need to be an MS Society member.

Please contact the **Governance Team** on **020 8438 0839** or at **governance@mssociety.org.uk** by **11am on Friday 27 November** to nominate a proxy to attend the AGM on your behalf. You'll need to tell us your name, address and two part security code, and the name and email address of the person you wish to nominate. We'll then email the online meeting link and joining information to them.

Voting timetable

Friday 16 October

Online and postal proxy voting opens

Friday 27 November

Nominated proxy attendance registration closes

Thursday 3 December

Online and postal proxy voting closes

Saturday 5 December

AGM takes place and announcement of results

The resolutions

This year, the Board of Trustees is asking members to vote on four resolutions.

A Trustee will introduce each resolution, and members who have registered to join the online AGM will be invited to speak.

Following discussion, members participating in the online AGM will be asked to vote for or against each resolution, and the results will be announced on the day (other members will already have submitted proxy votes by post or online).

The Board of Trustees recommends that you vote ‘for’ all four resolutions.

Resolution 1

Adopting a new Articles of Association

This AGM approves the adoption of the new Articles of Association, with effect from 01 January 2021, as recommended by the Board of Trustees.

Supporting statement

The Board of Trustees proposes a new legal model that would make the Trustees and Chairs of National Councils the legal members of the MS Society. Members of the MS community with an interest in governance would continue to elect new Trustees to the Board. This change would be brought into effect through the adoption of a new Articles of Association.

Please see pages 9–11 for the rationale behind the new legal model recommended by the Board of Trustees and how to review the supporting documents.

Resolution 2

Involving our volunteers

This AGM affirms the importance of our volunteers as a core part of the MS Society in delivering face-to-face services for the UK MS community, and that the Board will ensure volunteers are fully involved in the implementation of the new structure, and agrees to a review of the new structures in place to support our groups led by a new volunteer advisory panel in 12 months' time.

Supporting statement

This year has been incredibly challenging for the MS community and society as a whole, and for our organisation with an estimated drop in income this year of £10M. This unexpected crisis meant we had to rapidly review our expenditure plans to identify areas we could make savings. This meant escalating existing plans at speed and making other, unplanned cuts. Our guiding principle throughout has been to minimise the impact on the MS community. Given the level of savings required, however, we had no choice but to look at all areas of our organisation and make appropriate changes where possible. One area affected was the way that support is provided to our local groups across the UK, who deliver vital services for their local communities, through changes to our outward-facing and local teams. These changes were not easy to make, and they had to be made rapidly which

The resolutions

added to the complexity of the situation. This has impacted our community, our much valued colleagues, particularly those affected by the restructure, and our volunteers.

A significant proportion of groups have raised concerns about these changes, which they believe to be high risk. In response to this feedback, the Executive Team sought to make adjustments to the proposals as far as possible while still delivering the savings needed. They have subsequently tried to be transparent about the decisions taken, meeting with those raising concerns and sharing additional information as needed. However, we acknowledge that relationships and trust have nevertheless been seriously damaged. This has been an incredibly difficult period for all of us, and we are extremely grateful to our volunteers and staff for their continued passion and commitment. We want to make sure we move forwards as one Society, working together to best meet the needs of people living with and affected by MS. As the new structure establishes itself, we are committed to working closely with our volunteers to ensure that groups are receiving the promised improved support they need to deliver their immensely important roles. We are also establishing a volunteer advisory panel which will lead on a review of how the new structure is working in 12 months' time.

Resolution 3

Annual Report and Accounts 2019

This AGM receives the Annual Report and Accounts of the MS Society 2019 following the audit by the MS Society's auditors, Haysmacintyre.

Supporting statement

Receiving the Annual Report and Accounts is a formal part of every AGM. Extracts from the accounts are on pages 19-20 and the full Annual Report and Accounts 2019 can be viewed at www.mssociety.org.uk/agm.

You can also request a printed copy by contacting the **Governance Team** by phone on **020 8438 0839** or by email at governance@mssociety.org.uk.

Resolution 4

Appointment of Auditors

The AGM appoints Haysmacintyre as the MS Society's auditors for the Annual Report and Accounts 2020.

Supporting statement

The appointment of auditors is a formal part of every AGM. The Board of Trustees recommends that Haysmacintyre be appointed as the MS Society's auditors for the Annual Report and Accounts 2020.

Adopting a new Articles of Association

The Board of Trustees is committed to ensuring we have a transparent, effective and cost efficient approach to governance that ensures everyone who wants to, gets to have a say. The Trustees believe the proposals and rationale set out below are in the best interests of the charity and they recommend that members vote 'for' this resolution.

Changing our legal membership

Currently, our legal membership is made up of all paid up members of the MS Society and the Articles of Association require one tenth of the total legal membership to be present in person or by proxy for business to be transacted at a general meeting (articles 26-28).

Year on year, our membership has consistently fallen (from 33,510 in 2015 to 27,753 in 2019) and the percentage of members voting at the AGM has hovered around 12-15%. If numbers of voting members fall below 10%, we risk not being able to make legitimate decisions at general meetings.

Under the proposed new model, our ability to make legitimate decisions on constitutional matters would be protected by making the Trustees and Chairs of National Councils the sole legal members. The existing membership would step down as legal members while retaining the right to elect new Trustees.

Using our resources wisely

The legal members of an organisation are entitled to attend, vote and speak at the AGM. We currently have approximately 26,000 legal members who must all be sent information about the AGM, whether they are interested or not. In 2019, 4,118 members voted, and only a very small number of members attended the meeting in person. The Board of Trustees believes this is a poor

use of our vital resources and that the AGM is no longer an effective way of engaging with all of our supporters.

Under the proposed legal model, the AGM would only be attended by the Trustees and Chairs of National Councils, as our sole legal members. This would streamline our approach while ensuring all nations have input into any future constitutional matters.

Listening and learning from our community is a key democratic principle and the views of members who attend, vote and speak at general meetings are incredibly important to us. The Board of Trustees is committed to ensuring that changing our legal membership would not reduce the involvement of members or remove their opportunity to have a say.

Forming an Electorate

In 2018, the AGM endorsed the development of a new engagement offer and since then, we've been working on what that should involve. The changes we're planning will help us to reach more people, build a stronger, better connected community, and drive forward our goals of providing vital support services and delivering world-leading MS research. You can read more about these developments on page 17.

We asked you what our new offer should include and you told us you want to be able to engage with us in a range of ways that suit you, and to have control over that relationship

Adopting a new Articles of Association

and the information you receive. One of the ways members engage with us is by voting at the AGM, but your feedback told us that not everyone is interested in taking part in, or receiving information about governance matters – a view reflected in the small proportion of members who vote each year.

To make sure members who are interested in governance can continue to elect new Trustees, our new governance model would include the creation of an Electorate. As a current member, you would automatically become part of the Electorate and retain your right to vote. But vitally, you could also choose to opt out of receiving information about voting if that's not how you choose to engage with us. New members would be invited to opt in when they join us so anyone with an interest in governance matters could take part. All members would be able to regularly review and update their preferences.

More opportunities to get involved

Currently, the AGM is the only opportunity for members to vote and ask questions of the Board. Reducing the time and resources spent on running the AGM would enable us to focus on engaging with our MS communities more regularly, and put in more, less formal opportunities for members to hear about and participate in our governance throughout the year, rather than only at the AGM. We hope this would help to grow our Electorate and engagement in governance matters.

Appointing Trustees

Currently, the membership elects 10 Trustees and the Board appoints the Chair, Treasurer and one additional Trustee, to a total of 13 Trustees. The Charity Commission recommends that Trustees should have the ability to appoint a sufficient proportion of the Board to ensure they have the breadth and balance of skills, experience and diversity required to effectively govern a charity, recognising that this cannot always be achieved through elections.

Appointing Trustees directly enables Boards to respond quickly to changes in the operating environment. In these uncertain times, this flexibility has never been more important.

The proposed new legal model would reduce the number of elected Trustees to eight, giving the Board flexibility to co-opt up to three Trustees (as well as appointing the Chair and Treasurer) with specific skills, experience or diversity in a timely way, while ensuring the majority of the Board is still elected by the Electorate.

Currently, elected Trustees may serve two terms of three years, with each term being elected by the members. This can lead to skilled, experienced Trustees not being re-elected for a second term, potentially having a negative impact on Board stability.

Under the proposed new model, the Electorate would elect new Trustees to their first three-year term, and the Board would decide whether to reappoint them to their second term, based on a formal performance review process.

Under the new legal model, all Trustees (elected and co-opted/appointed) would continue to be recruited through open advertisement of vacancies and a formal application and interview process.

The new Articles of Association that the Board is recommending to the members for adoption would also formalise their commitment to ensuring representation of people living with and affected by MS when making new Trustee appointments.

Open and transparent decision making

To support the proposed new legal model, we are reviewing the way governance information is shared on our website. We want everyone to be able to understand how decisions made by the Board translate into the work we do and the impact we deliver for MS communities.

We plan to develop a regular schedule of communications throughout the year, such as web updates and MS Matters content, to engage our Electorate and others in our democratic processes and encourage a wide range of people to apply to join our Board of Trustees.

Find out more

The legal model recommended by the Board of Trustees would require the members to adopt a new Articles of Association, which would then be implemented by a new set of Rules and Standard Operating Procedures, as agreed by the Board. You can review these documents at www.mssociety.org.uk/agm or request printed copies by contacting the **Governance Team** by phone on **020 8438 0839** or by email at governance@mssociety.org.uk.

Join an online session

During October and November, we're running online sessions with Trustees where you can ask questions and hear more about the changes being recommended by the Board. Book your place at www.mssociety.org.uk/membership-developments.

Trustee elections

Being a Trustee of the MS Society is a challenging and rewarding experience.

The Board of Trustees sets our strategy and monitors its implementation. They agree our business plan, budget and performance targets on an annual basis. They monitor the charity's performance, and are responsible for the management of risk, and compliance with regulatory and statutory requirements.

Skills and expertise

At the beginning of each year, the Board decides our Trustee recruitment priorities. They map the skills and knowledge that will ensure the Board has effective oversight of forthcoming projects, and they identify areas of expertise that will be lost as existing Trustees retire. This year's candidates are recommended by the Board because they have demonstrated one or more of the following specific skills and expertise:

- Digital transformation
- Fundraising
- Impact measurement and evaluation
- Knowledge of the research environment
- Marketing and communications
- People, culture and values
- Service provision within the charity sector

Diversity

The Board recognises that they do not currently reflect the diversity of the MS communities we represent and they are committed to changing this. This year we have worked with BAME Recruitment, a specialist diversity and inclusion agency, to identify candidates with the skills and expertise sought, who would also increase the diversity of the Board, specifically:

- People from black, Asian and minority ethnic backgrounds (BAME)
- LGBTQ+ people (lesbian, gay, bisexual, transgender, queer/questioning and other identities)
- People with personal experience of financial hardship or claiming welfare benefits

The recruitment process

Trustee vacancies have been advertised on our website, in MS Matters and via our social media channels. They were also promoted widely by our recruitment partner. Potential candidates were invited to submit an application and statement explaining the contribution they could make. Applications were reviewed against the criteria set out in our Trustee role description, and the skills and expertise requirements identified by the Board.

Shortlisted applicants were interviewed by a panel comprising Nick Winsor (Chair of the Board), Polly Williams (Trustee) and Jennifer Coulter (Northern Ireland Council), who were appointed because of their HR (human resources) and EDI (equality, diversity and inclusion) expertise, and their personal connections to MS.

The panel assessed interviewees against the same criteria and made their proposals to the Board.

Recommended candidates

The Board recommends 6 candidates for election, and on pages 13-15, you can read about each candidate in their own words, as well as the reasons why the Board recommends them.

We have 5 Trustee vacancies. Please consider the candidates' statements and Board recommendations, and vote for up to 5 candidates.

Trustee candidates

Ady Dike



My father has Parkinson's, which like MS can, affects how he moves, sleeps, feels and talks. As a carer I have long been frustrated at the quality of care he

receives, and since lockdown, access to support has reduced further and I have seen his emotional and physical wellbeing deteriorate. I want to see neurological diseases like MS and Parkinson's stopped for good, and better access to care and effective treatments for all.

As a Trustee I would challenge the Board to collaborate with organisations supporting people touched by other neurodegenerative diseases to pool our resources, make the most of our investments and perhaps reduce time to develop treatments.

From my senior leadership roles in the NHS and charity sector, I understand the financial impact of COVID-19 and recognise the difficult years ahead. My coaching expertise would support the MS Society to remain externally facing while exercising financial prudence to weather the storm.

Technology is a lifeline in many ways but digital services can exclude some people. I would use my different background and unique perspective to support the Board to engage diverse communities in a meaningful way, to ensure everyone can access support and care in ways that suit them.

► The Board specifically **recommends** Ady because of her expertise in the areas of people, culture and values; and digital transformation.

Anthony Upshall



I was finally diagnosed with MS in early 2019 after spending nearly 20 years with unexplained symptoms. It was whilst I was researching MS,

having been told that my symptoms were not MS related, that I found the MS Society. The online resources published by the Society supported me in encouraging my clinicians to look at me holistically and eventually diagnose MS.

I truly believe that joining the MS Society as a Trustee would allow me to use my many years of experience in digital/IT operations, strategy and transformation to support the aims and ambitions of the Society and ultimately improve access to and availability of services for people living with and affected by MS.

Further advances in technology will bring exciting opportunities to support the MS community and these will also be an important factor in research. My aim would be to ensure that the MS Society is at the forefront of these developments whilst seamlessly keeping us all informed through new and exciting digital applications.

My experience in oversight, governance and risk during IT transformation would ensure all voices are heard, that the Society is inclusive in its engagement, and would support everyone to embrace MS advances.

► The Board specifically **recommends** Anthony because of his digital transformation expertise and his experience of living with MS.

Trustee candidates

Marion King



I have over thirty years' experience in leadership roles within the financial services industry, creating and implementing strategies, financial planning, risk

management, effective governance, business development, change management, communication and marketing.

I became personally involved in understanding and coping with the impact of MS when my eldest sister was diagnosed in 1980 at the age of 27. Susan battled with the devastating effects of the disease until she passed away in 2009. I supported Susan as she tried several treatments to help manage her symptoms. The disease impacted every part of her life and for the last 11 years, she required residential care. Throughout her illness I managed her complex care needs and actively raised funds for MS, both through personal activities and my business network.

I have been an MS Society Trustee since 2018 and I am a member of our Audit, Risk and Finance Committee, ensuring our resources are managed appropriately. If I'm re-elected, I will continue to contribute the skills and connections I have acquired throughout my career together with my personal understanding of the impact of the disease. I passionately want to see progress in managing, supporting and ultimately curing MS for everyone it affects.

► The Board specifically **recommends** Marion because of her expertise in the areas of financial management; and marketing and communications. Marion has served one term as a Trustee on our Board and is standing for re-election.

Martina Agho



Transforming the lives of people affected by MS requires a collective effort, especially during these challenging times. COVID-19 and Black Lives Matter have changed the

ways we engage with communities and provide services to meet the needs of everyone we serve.

During my time working with and developing services for people affected by MS at the Shane Project, I came to understand the challenges they face. I am passionate about understanding people's journeys and working together with them, their communities and key partners to develop services that make a difference to people's lives, to ensure we reach out to everyone affected by MS in the UK and leave no-one behind.

My expertise is in service provision within the charity and public sectors, and working with diverse communities and people to transform lives. I am currently an advisor to the City and Hackney Dementia Alliance Board where I lead the transformation of dementia care services. If I am elected as an MS Society Trustee, I will use my enthusiasm and leadership to bring people together to make a real difference in MS care. We will know we have been successful when people affected by MS can feel that difference for themselves.

► The Board specifically **recommends** Martina because of her expertise in the areas of charity and public sector service provision; and diversity and inclusion.

Sarah Schol



My mother battled MS for 30 years. Witnessing her determination to overcome daily challenges and providing care for her inspired me to

help create a more positive outcome for people affected by MS.

I have developed a deep understanding of the vital work of our committed volunteers, staff and communities, having served six years on the England Council before being elected to the Board in 2018. I was honoured to be appointed Vice Chair this year.

As an HR professional, coach and business owner, I bring significant experience in engaging with and building diverse teams to manage and deliver complex agendas and change, including digital transformation.

I remain committed to ensuring the Society increases its reach and is accessible to everyone affected by MS, while continuing to listen and be guided by their needs, to fund research, improve access to care and treatments, whilst providing a lifeline of support and friendship.

I am passionate about helping the Society deliver its vision of a world free from the effects of MS and given the challenges the pandemic presents, it is essential to maximise impact and maintain momentum. If re-elected, I will continue to apply my knowledge and experience to drive this.

► The Board specifically **recommends** Sarah because of her expertise in the areas of people, culture and values; and diversity and inclusion. Sarah has served one term as a Trustee on our Board and is standing for re-election.

Shewly Choudhury



My older brother lives with a disabling neurological condition and I know first-hand the difference access to effective treatments, support and services can make to a person

and their family. I want to support the MS Society to ensure the needs of people affected by MS remain at the heart of efforts to improve services, invest in what is most important to people and will make a difference to their lives.

As a neuroscientist, I have always believed science is a force for good. I am Head of UK Grants at the Royal Society, which promotes excellence in research for the benefit of humanity. The UK has one of the strongest scientific research communities in the world, as demonstrated by the extraordinary progress made with potential COVID-19 vaccines. This shows what is possible in the most challenging circumstances when science, charities, government and industry work together.

I believe that by working together, we could make new treatments for MS a reality this decade. If elected, it would be my privilege to use my research sector experience and networks to help secure funding to support ground-breaking research that would further the MS Society's ambition of a world free from MS.

► The Board specifically **recommends** Shewly because of her knowledge of the research environment; and her expertise in the area of impact measurement and evaluation.

On the day

Agenda

11.00am

10th Annual General Meeting of the Multiple Sclerosis Society

- 1 Chair's welcome
- 2 Apologies for absence
- 3 Procedural arrangements
- 4 Voting arrangements
- 5 Minutes of the AGM 2019 and matters arising
- 6 Resolutions and Trustee elections 2020
- 7 Review of the year
- 8 Report on voting
- 9 Vote of thanks, and acceptance of retirement from outgoing Trustees
- 10 Close of meeting

An opportunity for members to ask questions will follow.

1 Chair's welcome

Nick Winsor, our Chair, will welcome members to the 10th Annual General Meeting of the Multiple Sclerosis Society.

2 Apologies for absence

Members can send apologies for the AGM by contacting the **Governance Team** by phone on **020 8438 0839** or by email at governance@mssociety.org.uk.

3 Procedural arrangements for the Annual General Meeting

All contributions to the meeting must be directed to the Chair. The Chair will call upon members participating remotely to speak to each agenda item. Members are asked to keep speeches to the matter under discussion.

Procedural issues will be decided by the Chair. Examples of procedural issues are:

- that a resolution be withdrawn
- that the vote be taken immediately
- that debate on a resolution be adjourned
- that the matter be referred to the Board of Trustees.

Resolutions must have been submitted to the Board according to the Society's rules and be formally proposed at the meeting. Proposers and responders may make supporting speeches of up to three minutes. Contributions from members participating remotely will be invited in support of and against resolutions. These contributions should be limited to a maximum of two minutes.

Members with a financial or material interest (actual or perceived) in any item of business discussed at a general meeting are not permitted to vote on any resolution concerning that item, and if they speak, must declare an interest.

4 Voting arrangements

Our Articles of Association (article 19) include provision for members to attend, speak and vote at a general meeting without being in the same place as each other.

All proxy voting before the meeting is conducted by Civica Election Services, who act as an independent scrutineer. Voting on the day will take place as a virtual show of hands, via the voting link provided to members who have registered to attend the AGM online.

5 Minutes of the AGM 2019

The meeting will be asked to approve the minutes of the 9th Annual General Meeting of the Multiple Sclerosis Society as an accurate record of the meeting. The minutes of the 2019 AGM are on pages 21–23.

Matters arising from the minutes of the AGM 2019

Resolution 1: Strategy 2020–2024

In 2019, the AGM approved a new strategy to guide the MS Society through the next five years.

Our new strategy is ambitious. And it must be. Our roots go back to 1953, when Richard and Mary Cave grew frustrated with the lack of services and support for Mary's MS, and founded the first MS volunteer-led local group.

Since then we've made incredible progress. But there are still too many people living with MS who feel alone and don't have the care and support they need.

We have bold plans to tackle this over the next five years. We'll expand our support and make it more inclusive, accessible and tailored. We'll work with the MS community in new ways, reaching and connecting more people to foster friendships, share

experiences, and campaign on what matters most to them.

MS research has made incredible advances. We can see a future where everyone with MS gets the treatments they need. We've launched our most ambitious fundraising appeal, Stop MS, to get to that future.

None of our work would be possible without our wonderful supporters, volunteers and staff. To support everybody, we're committed to making sure we work in the right way, are a strong well-run organisation, and clearly communicate the impact we're making. We'll adapt as the world around us changes.

We'll continue to listen and learn from our community and honour the trust our community invests in us with their time, support and donations.

Update on our new engagement offer

Since gaining the support of members at the 2018 AGM, we've been developing our new engagement offer. Reaching the widest community possible will give us a louder voice when we talk to the government and stand up for people with MS. The more people who know about us, and get involved in what we do, the better our services will be for everyone who needs support.

Next spring we plan to launch an exciting new online space that will give you control over how you engage with us. You'll be able to personalise the information you see, connect with other people with MS, and keep up with your local group. You'll also be able to get involved with the MS Society in the ways that interest you most, such as taking part in the latest research, supporting a campaign and having a say on how we do things.

The online space and the links it provides to our MS communities will be available to all,

On the day

but we have not made the assumption that everyone would prefer to have more online interaction, and recognise that for some of our members, this is simply not possible. The new online platform is in addition to the vital role that MS Matters will continue to play for our community.

We don't want cost to be a barrier to anyone wanting to join us so we will no longer charge a membership fee, though, to ensure we use our resources carefully, there will continue to be a £5 cost if you receive MS Matters by post. Members make an incredibly valuable financial contribution to our support services and research, so we will ask for donations in a way that enables people to donate whatever they feel able to, at a time that's right for them.

As an existing member, we'll transfer you into the new membership and we hope that, wherever possible, you will be happy to continue with your annual contribution. If you want to change your payment, though, our Supporter Care Team will be happy to help.

Currently, membership fees are distributed to our local groups, and we are committed to making sure that this change does not impact them financially. We have therefore provided local groups with assurance that we will protect their current income levels. After three years, we intend to review how the arrangement is working in consultation with local groups, making sure this total income is being fairly allocated.

For more details on these changes please visit www.mssociety.org.uk/membership-developments.

6 Resolutions and Trustee elections 2020

Members attending remotely will be invited to vote on the resolutions on pages 7-8, and to elect Trustees from the candidates recommended on pages 13-15.

7 Review of the year

A presentation on our work in 2019, and to date in 2020, will be given by the Chief Executive.

8 Report on voting

After a short break to count the votes cast on the day via a virtual show of hands, the results of voting on the resolutions and in Trustee elections will be reported.

9 Vote of thanks

A member of the MS Society will be invited to conclude the meeting with a vote of thanks.

Trustees whose terms are ending in 2020 will be recognised, and the meeting will accept the retirement of outgoing Trustees.

10 Close of AGM

Questions from members

Members participating remotely will be invited to ask questions of the Board.

Consolidated Statement of Financial Activities (SOFA) (incorporating an income and expenditure statement)

Year ended 31 December 2019	Unrestricted funds	Restricted funds	2019 Total	2018 Total
	£'000	£'000	£'000	£'000
Income from:				
Donations	8,671	5,167	13,838	13,233
Legacies receivable	9,750	1,214	10,964	11,943
Charitable activities	471	1,039	1,510	1,089
Other trading activities	1,526	471	1,997	2,075
Investment income	239	10	249	203
Other income	42	–	42	232
Total income	20,699	7,901	28,600	28,775
Expenditure on:				
Raising funds				
Raising funds – Ongoing	4,927	1,684	6,611	6,782
Raising funds – New donor acquisition	1,457	454	1,911	1,015
Total raising funds expenditure	6,384	2,138	8,522	7,797
Charitable activities				
Goal 1 – Effective treatments	1,418	3,194	4,612	4,016
Goal 2 – Responsive care and support	3,242	1,436	4,678	4,501
Goal 3 – Preventing MS	251	440	691	894
Goal 4 – Quality information	2,513	1,931	4,444	3,810
Goal 5 – A strong community, independent lives	4,896	1,256	6,152	6,157
Goal 6 – Supporting families and carers	1,207	211	1,418	1,364
Goal 7 – Greater certainty about the future	245	374	619	517
Total expenditure	20,156	10,980	31,136	29,056
Net income/(expenditure) before investments	543	(3,079)	(2,536)	(281)
Net gains on investments	1,834	36	1,870	(1,080)
Net income/(expenditure)	2,377	(3,043)	(666)	(1,361)
Transfers				
Other recognised gains and losses	(1)	–	(1)	4
Net movement in funds	2,736	(3,043)	(667)	(1,357)
Reconciliation of Funds				
Total funds brought forward	19,679	(1,823)	17,856	19,213
Total funds carried forward	22,055	(4,866)	17,189	17,856

Consolidated Balance Sheet

31 December 2019

	Consolidated		Charity	
	2019	2018	2019	2018
	£'000	£'000	£'000	£'000
Fixed assets				
Intangible assets	488	430	488	430
Tangible assets	4,434	4,747	4,434	4,747
Investments	14,752	14,622	14,752	14,622
Total fixed assets	19,674	19,799	19,674	19,799
Current assets				
Debtors	6,311	5,647	6,229	5,542
Investments	5	50	5	50
Cash at bank and in hand	893	955	835	897
Total current assets	7,209	6,652	7,069	6,489
Liabilities:				
Creditors: amounts falling due within one year	9,154	7,895	9,101	7,846
Net current liabilities	(1,945)	(1,243)	(2,032)	(1,357)
Total assets less current liabilities	17,729	18,556	17,642	18,442
Creditors: Amounts falling due after more than one year	540	700	540	700
Total net assets	17,189	17,856	17,102	17,742
Funds				
Endowment funds	317	280	317	280
Restricted income funds	(5,183)	(2,103)	(5,183)	(2,103)
Unrestricted funds				
– Designated for intangible & tangible fixed assets	4,707	4,948	4,707	4,948
– Designated for research (Stop MS Appeal)	10,978	7,966	10,978	7,966
– General funds	6,370	6,765	6,283	6,651
Total unrestricted funds	22,055	19,679	21,968	19,565
Total charity funds	17,189	17,856	17,102	17,742

AGM minutes 2019

Minutes of the 9th Annual General Meeting of the Multiple Sclerosis Society held at 11am on 21 September 2019 at MS National Centre, London

1 Chair's welcome

The Chair of the MS Society, Nick Winsor, welcomed members, staff and guests present and viewing via webcast to the ninth AGM of the Multiple Sclerosis Society (the MS Society) since its incorporation as a charitable company.

2 Apologies

Apologies were received from:

Canon Geoff Almond	David Kozlowski
Jean Almond	Margaret Michael
Jason Atkinson	Claire Mzskall
Catherine Doran	Stuart Nixon
Genevieve Edwards	Rufus Olins
Kimberley Fenna-Roberts	Ian Parkinson
David Galloway	Jayne Parkinson
Christine Gibbons	David Prince
Ruth Hasnip	Sarah Schol
Lynne Hughes	Anne Shinkwin
Dowshan Humzah	Morna Simpkins
Kathy Jones	Ceri Smith
Karen Jones	Emma Whitcombe
Marion King	Clive Whiteside

3 Procedural arrangements for the Annual General Meeting

The Chair drew members' attention to the procedural arrangements for the AGM, making reference to these on pages 27-28 of the AGM booklet.

4 Appointment of tellers

The Chair notified members that Electoral Reform Services were the independent scrutineers for the AGM ensuring all voting on resolutions, the election of Trustees and the election of members of National Councils was conducted in a fair and accurate manner.

Members were reminded that they had been able to vote in advance by post or online and

could vote in person or by proxy at the AGM. The Chair identified the teller as Albert Umoh who would be collecting ballot papers during the AGM.

5 Minutes of the AGM 2018 and matters arising

The minutes were agreed to be a true record and signed by the Chair.

The matters arising related to last year's "Stop MS Appeal" and "Growing the MS Society's community" resolution. The Chair expressed the Board's excitement at the upcoming launch of the public phase of the Stop MS Appeal, and gratitude, on behalf of the Board, to all the staff behind the launch.

The Chair went on to highlight that the organisation is working hard looking at ways to improve our engagement with our community, including a free membership model and an alternative governance model. Nick Moberly, Chief Executive, presented a brief outline of the ways in which the organisation planned to improve engagement with the broader community. These insights were gained by engaging both with charities who had carried out similar change and the needs and wishes of current members. This included retaining but refreshing MS Matters, offering a new online experience, widening how people engage with the governance of the organisation, and working closer with local groups. The aim is to reach a broader group of people living with and affected by MS.

The Chair opened the floor for questions.

Kate Mitchell, a member, explained that she was glad to hear of the proposals Nick Moberly had just detailed as she expressed that, currently, groups feel distant. She went on to request that there needs to be more

AGM minutes 2019

understanding that the members of local groups often have MS or are carers for people living with MS therefore there should be more attempt made at making their time as volunteers smoother. The increased requirements on volunteers in terms of finance, data protection and health and safety will likely put people off from wanting to become a volunteer.

Nick Moberly responded to state that when travelling around the country over the last 8-9 months visiting local groups, this same sentiment was expressed multiple times. Although some requirements are unavoidable, it is our aim to make being a volunteer for us as easy as possible.

The Chair echoed that we regard our local groups as core to the MS Society and whatever model we take forward should take this into account.

6 Resolutions 2019

Resolution 1: This AGM endorses the MS Society's strategy for 2020-2024.

The Chair introduced the first resolution for the Board, relating to the strategy, and recommended it to members. Nick Moberly led a more detailed update on the MS Society's new 5 year strategy. He thanked those who had provided their thoughts and priorities to help shape the new strategy. It became clear that people wished to continue to have a three armed approach with provision of support and services, campaigning and demanding change and continuing to focus on research for all types of MS. The 7 impact goals of the previous strategy have been combined into 3 while remaining faithful to the breadth and depth of the original 7. He finished by outlining the 3 goals: effective treatments and preventing MS, people living well with MS, and connected communities, powerful voices.

The Chair invited questions from the floor on resolution 1. No questions were received. The Chair thanked Nick Moberly.

Resolution 2: This AGM receives the Annual Report and Accounts of the MS Society 2018, following the audit by the MS Society's auditors, Haysmacintyre.

Resolution 3: The AGM appoints Haysmacintyre as the MS Society's auditors for the 2019 Annual Report and Accounts.

The Chair informed members that these resolutions would be taken together as they were both linked to financial matters.

Stuart Secker, Treasurer of the MS Society, introduced both resolutions and recommended both resolutions on behalf of the Board.

Vicky Annis, Executive Director of Finance, Strategy and Impact, provided a brief financial review of 2018 and a summary of the results for the year, covering the charity's income, expenditure and balance sheet.

The Chair invited questions from the floor on resolutions 2 and 3. No questions were received.

The Chair thanked both Stuart Secker and Vicky Annis.

7 Review of the year

Nick Moberly presented a review of the last year's activities.

8 Report on voting in relation to resolutions

Results of the ballot on Resolution 1 (New Strategy):

For: 3808 Against: 38

The resolution was **carried**.

Total number of votes cast: 3846

Results of the ballot on Resolution 2 (Annual Report and Accounts 2018):

For: 3775 Against: 19

The resolution was **carried**.

Total number of votes cast: 3,794

Results of the ballot on Resolution 3 (Appointment of Auditors):

For: 3767 Against: 30

The resolution was **carried**.

Total number of votes cast: 3797

Report on election to the Board of Trustees & National Councils

Emily Reves (2487), Polly Williams (2445) and Ceri Smith (2343) were elected to the Board of Trustees.

Meg Kingston (180), Susannah Robinson (199), David Roberts (186), and Marion Davies (189) were elected to the Cymru Council.

Jackie Mumby – Yorkshire (177), Helen Cherry – South West (124), Marie Cullen – East Anglia (191), David Kozlowski – North of England (197), Tamla Willie (206-2), and Ben Ajayi-Obe – Thames Valley (181) were elected to the England Council.

Tom Hunter (123), Simon Matchett (110), Lynne Armstrong (109), and Jennifer Coulter (97) were elected to the Northern Ireland Council.

Maxine Thompson (215), Steven Tait (215), Keith Dryburgh (201), and Robin Briggs (199) were elected to the Scotland Council.

9 Acceptance of retirement

The Chair accepted the retirement as from the end of December of Dowshan Humzah, Karen Jones and Ruth Hasnip and commented that each would receive a Shining Star Award in recognition of their service to the MS Society.

10 Vote of thanks and close of meeting

The Chair expressed his personal thanks to those Trustees who will be retiring at the end of the year, thanking Ruth Hasnip for her great support as Vice-Chair, Dowshan Humzah for

providing digital expertise to the Board, and Karen Jones for her long engagement and commitment on both the National Cymru Council and the Board.

The Chair thanked members of the MS Society for attending the AGM and Alex Lonie from Electoral Reform Services for conducting the ballot.

Mary Douglas, Chair of the Scotland Council, concluded the AGM with a vote of thanks. She expressed her thanks to Nick Moberly who has joined at an exciting time, bringing his extensive experience and expertise, to Nick Winner, for chairing the Board of Trustees to great effect, successfully steering us through these of change with empathy and humour, and a welcome and thanks to Penny Coombes, our new Head of Governance, who recently attend the Scotland National Council meeting.

Mary Douglas offered special thanks to Phillip Gamble who resigned as Chair of England Council earlier this year, to Ruth Hasnip, Vice Chair of the Board, who leaves at the end of the year, and to Huw Roberts, Chair of the Cymru Council, whose second term comes to an end at the end of the year.

Mary Douglas thanked those Trustees and National Council members whose terms would be coming to an end for their contributions, before warmly welcoming the incoming Trustees and National Council members.

Mary Douglas finished with a thanks to Aaron Gallagher, Governance Manager, and Amber Esposito, Governance Officer, who will both be leaving the MS Society.

The Chair thanked all present and formally declared the Multiple Sclerosis Society's Ninth Annual General Meeting closed at 12.30pm.



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