



MULTIPLE SCLEROSIS SOCIETY

Rules and Standard Operating Procedures

Approved by the Board: X

Contents

Rules and Standard Operating Procedures	1
1. How to use the Rules and Standard Operating Procedures	4
2. MS Society background	4
3. Statutory Framework	4
4. Charitable Purpose.....	5
5. Governance Principles	5
6. Our Values	6
7. Governance Structure	7
Section I - Leadership.....	8
8. Board of Trustees	8
8.1 Composition	9
8.2 Board officer roles.....	10
9. Trustee recruitment process.....	11
9.1 Elected Trustees	11
9.2 Appointed Trustees (Chair and Treasurer only)	12
9.3 Co-opted Trustees.....	12
9.4 Casual vacancies.....	12
9.5 Reappointment of Trustees	13
10. Trustee Eligibility	13
11. Trustee inductions.....	13
12. Trustee performance reviews and appraisals	14
12.1 Annual Performance Reviews	14
12.2 Formal appraisal prior to reappointment.....	14
12.3 Chair's Appraisal	14
13. Board performance as a collective	14
Section II – Committees and National Councils	15
14. Permanent Committees	15
14.1 People Committee	15
14.2 Nominations Committee	15
14.3 Audit, Risk and Finance Committee	16
14.4 Appointments to Permanent Committees (other than National Councils)	17
15. National Councils	17
15.1 Council membership	17

15.2	The role of Council Chairs.....	17
15.3	The role of Council Vice Chairs	18
16.	National Council recruitment, appointments and reappointments	18
16.1	Council members	18
16.2	National Council Chairs	19
16.3	Reappointment Process - Councils	19
16.4	National Council Vice Chairs	19
17.	Other ad hoc Board Task and Finish, Oversight and Advisory Groups.....	20
17.1	Executive/Management-led Committees or Advisory Groups	20
Section III - Meetings, Elections and decision-taking		21
18.	General meetings.....	21
19.	Board of Trustee, Committee and National Council meetings	21
19.1	Board meetings.....	21
19.2	Committee meetings	21
19.3	Right of access and inspection of documents - Trustees	21
19.4	National Council meetings	22
19.5	Probity, Conflicts and Declarations of Interest	22
20.	Engagement and communication	22
21.	Elections and the Electorate	22
21.1	Election Rules	23
22.	Membership	23
23.	Delegated Authority	23
24.	How we deal with problems	24
Section IV – Subsidiaries		25
25.	MSS (Trading) Ltd.....	25
26.	MS Society Nominees Ltd.....	25
27.	Multiple Sclerosis Society of Great Britain and Northern Ireland (MSS GBNI)	
	26	

1. How to use the Rules and Standard Operating Procedures

Our governance structures are underpinned by our Articles of Association, as adopted on **DATE** *[to be completed once approved]*. These Rules and Standard Operating Procedures (Rules and SOPs) provide the practical application on the powers laid out in the Articles and the processes agreed by the Board for its effective functioning and discharge of its responsibilities. Reference is made to specific sections of the Articles, where it is helpful to show the links between those and the supporting processes and policies outlined in these Rules and SOPs. In the event of any conflict laid out in these procedures, the statutory requirements will take precedence at all times.

The Trustees, staff and volunteers of the MS Society shall at all times have due regard for the Rules and SOPs, which have been agreed by the Board of Trustees in accordance with the provisions of Article 34. Any change to these Rules and SOPs shall only be made and agreed by the Board of Trustees. Any changes to the Articles of Association must be approved by members of the MS Society in accordance with its terms.

2. MS Society background

The Multiple Sclerosis Society's vision is 'a world free of the effects of MS'. Our ultimate goal is to find a cure. Until then, we will do all that we can to enable people with MS to live life, knowing that they do not have to face MS alone. This has been translated into the MS Society's strategy for 2020 to 2024 – *'Every MS Story. Our strategy'*.

3. Statutory framework

The Multiple Sclerosis Society is a company limited by guarantee number 07451571. It is a registered Charity in England and Wales (1139257), has 'cross-border' registration status in Scotland (SC041990) and is registered at the Central Registry/with the Attorney General's Chambers in the Isle of Man as both a foreign company and an Isle of Man Charity.

The Trustees are also the Company Directors and abide by all the duties placed on them by both the Companies Act 2006 and Charity Acts, as well as all regulatory and legal requirements.

In the event of any conflict with these procedures, the Articles of Association or statutory requirements will take precedence.

4. Charitable Purpose

Our Charitable Purpose is:

- To support and relieve people affected by multiple sclerosis
- To encourage people affected by multiple sclerosis to attain their full potential as members of society by improving their conditions of life
- To promote research into multiple sclerosis and allied conditions and to publish the results

5. Governance Principles

The Board has agreed the following principles that underpin the MS Society's governance:

The Trustees are accountable for the Charity and operate transparently so they can be held to account.

Charity law and good practice dictate that it should be clear who has ultimate responsibility for running the Charity. For the MS Society that is the Board of Trustees. They are accountable to the MS community, key stakeholders (including donors) and the public more broadly for the performance and impact of the Charity. By operating and taking decisions transparently, focusing on the impact being delivered through our Strategy and reporting a full and frank picture of performance, the Board ensures they can be held to account.

Involvement, engagement, and co-production are at the heart of our governance.

Involvement, engagement and co-production are vital to ensuring the needs of the MS community are at the heart of our decision-making. We aim to have an approach to governance that doesn't just meet legal and best practice requirements, but seeks to fully embrace and commit to the principles of involvement, engagement, and co-production wherever possible.

Our governance should be inclusive and reflect the diversity of our community.

MS affects everyone differently, and we acknowledge and embrace the diversity of our community. We believe in order to have impact and be able to effectively serve the whole of our community our governance structures and processes should reflect as far as possible this diversity, and seek to break down barriers to involvement at all levels.

We celebrate our grass-roots history and principles on which we were founded.

We recognise the importance of our beginnings as a grass-roots organisation, of continuing to be volunteer-led and of the connection from our Board through to our UK-wide local groups and communities. Our founding democratic principles that ensure our community are able to vote for Trustees and are involved in agreeing the strategic direction of the Charity will remain central to our governance.

6. Our Values

The Board is responsible for ensuring our values are reflected in all of our work and our organisational culture:

Ambitious

We do not accept the status quo. We set high standards and work hard to achieve. We push the boundaries and are positive about stopping MS.

Bold

We are brave and innovative. We are not afraid to take risks and speak out, even when it is not easy. We are pioneering and dynamic in our approach to achieving our goals. Nothing will stop us until we stop MS.

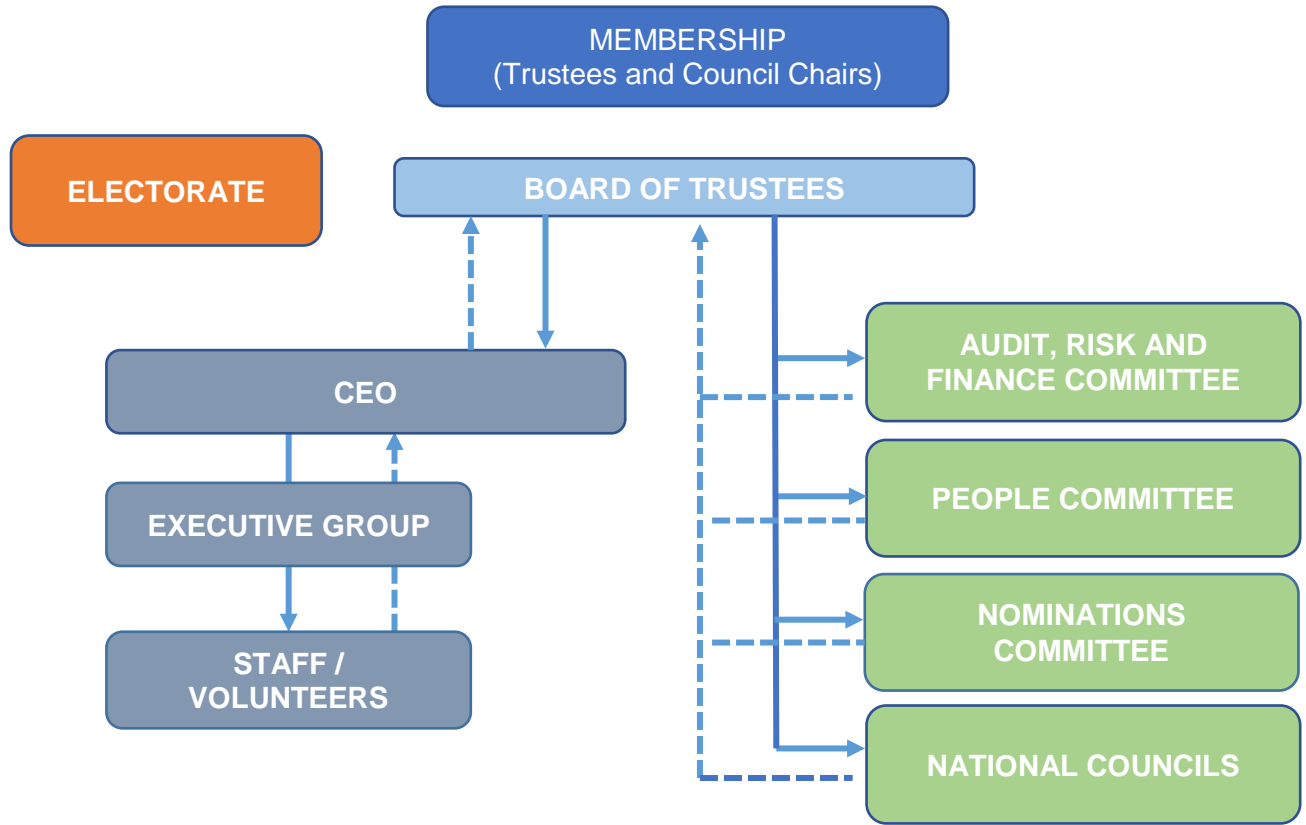
Expert

As a community, we understand MS better than anyone else. Our work is built on the diverse and varied expertise and experience of people affected by MS; our staff, volunteers, professionals and those who care about MS.

Together

We achieve success by working with the whole MS community and others who can help us achieve our goals. We are collaborative and inclusive in our approach. Everything we do shows we support and care about each other and value diverse views.

7. Governance Structure



KEY

Delegated authority



Reporting line



Section I – Leadership

8. Board of Trustees

The Board of Trustees is collectively responsible for delivering the long-term success of the Charity.

They do this by setting and safeguarding the vision, mission, values and reputation of the Charity, providing oversight of the running of the organisation, including financial and risk management, and ensuring that the organisation understands and complies with its legal and regulatory obligations.

All Trustees are responsible for:

- Meeting their fiduciary responsibilities and duties as Charity Trustees and Company Directors
- Operating in accordance with legal and regulatory requirements
- Abiding by the terms of these Rules and Standard Operating Procedures
- Upholding and abiding by the MS Society's Code of Conduct and Values
- Respecting the principles of collective decision-making and corporate responsibility, supporting the Board's decisions once they have been made
- Identifying and declaring any actual or potential conflicts of interest as soon as possible after they arise, in line with the Charity's Conflicts of Interest Policy
- Respecting the boundary between the Board's governance and strategic role and the management role of the Chief Executive and their senior team
- Ensuring there are clearly documented delegations in place as required, including financial delegations

Trustees are expected to attend all Board meetings and the meetings of Committees on which they sit, either in person, or by phone or electronic means, except in exceptional circumstances.

All Trustees are expected to participate in the annual review of the Board's performance, and to contribute to the appraisal of the Chair and the Chief Executive when requested.

Trustees are volunteers and do not receive remuneration for their role, though they are entitled to claim out of pocket expenses in line with the MS Society's Expenses Policy. Trustees may not benefit directly or indirectly, financially or otherwise, from their role as a Trustee, including being employed by the Charity for any purpose, other than where permitted under the Articles or with the necessary authorisation from the Charity Commission.

8.1 Composition

The Board will be made up of not more than 13 and not less than 10 Trustees, and will consist of:

- Eight elected Trustees
- Two appointed Trustees, being the Chair of the Board and Treasurer roles
- Up to three co-opted Trustees
- The Board will always endeavor to ensure its number includes individuals who are living with or have personal experience of MS

Appointed Trustees	2, being the Chair of the Board and Treasurer	Chair – 5 years, no reappointment Treasurer – 3-year term, can be reappointed for one further term based on performance in the role
Elected Trustees	8	Elected by the Electorate for a 3-year term, reappointed for one further 3-year term based on performance in the role
Co-opted Trustees	Up to 3	Terms of one year, can be reappointed annually for up to six years in total

Elected Trustees

Elected Trustees make up the majority of the Board and are elected by the Electorate according to Article 21.4 and the Election Rules (see paragraph 21 in section III below). They are elected for a three-year term and commence that term from the 01 January immediately following the announcement of the election results.

Elected Trustees can be reappointed for one further three year term, based on performance in the role and following a formal appraisal.

Their terms as can be extended by one further year, to a maximum of seven years, in exceptional circumstances.

Appointed Trustees

Appointed Trustees are appointed by the Board to hold specific officer positions – being the Chair of the Board and the Treasurer.

The Chair is appointed for a five year term and cannot be reappointed. They may have their term extended by one year (to a maximum of six years), in exceptional circumstances.

The Treasurer is appointed for a three year term and can be re-appointed for one

further three year term, based on performance in the role and following completion of a formal appraisal. They may have their term extended for a further one year term (to a maximum of seven years) in exceptional circumstances.

If an existing Elected or Co-opted Trustee is appointed as the Chair or Treasurer, they will continue to hold office as a Trustee until the end of his or her term in that role, in so far as no Trustee will serve a continuous period on the Board of longer than 11 years.

Co-opted Trustees

Co-opted Trustees are co-opted to the Board to address specific skills or other gaps that were not met through the election process, or by the appointed Trustees. They are co-opted for a term of one year, and can be co-opted for further terms, up to a maximum total term of six years, if the Board considers on an annual basis that the identified skills gap or other need continues to exist. Reappointments will also be dependent on satisfactory performance in the role.

8.2 Board officer roles

There are three Board officer roles: the Chair, Treasurer and Vice Chair. The Chair and Treasurer are appointed to the Board by the Membership following an open recruitment process, and the Vice Chair is selected from the existing elected Trustees by the Board.

Chair

The Chair of the Board is selected by the Board and appointed by the Membership following an open recruitment process. The role of the Chair is to provide visible and credible leadership for the Board and to ensure that the Board fulfils its governance role and responsibilities and maintains focus on the overall strategic direction of the Charity. The Chair is responsible for the effective operation of the Board, including the management and chairing of meetings, and ensuring the Board regularly reviews its own performance. The specific duties of the Chair are set out in the Chair role description, as approved by the Board.

Treasurer

The Treasurer is selected by the Board and appointed by the Membership following an open recruitment process. The role of the Treasurer is to help and advise the Board, supporting them in effectively carrying out their financial responsibilities, and to work closely with the Chief Executive and Director of Finance to monitor the financial performance of the Charity and its compliance with legal and regulatory requirements. The Treasurer is the Chair of the Audit, Risk and Finance Committee ex officio and, with the Committee, oversees the preparation and scrutiny of the Charity's annual external audit and the preparation of the annual accounts. The specific duties of the Treasurer are set out in the Treasurer role description, as approved by the Board.

Vice Chair

The Vice Chair is selected by the Board from amongst the Elected Trustees and

serves in the role for a term of up to three years, as agreed with the individual, or until their term as a Trustee comes to an end, whichever is the sooner. Their term shall commence immediately, or, if later, upon the expiry of the term of the previous Vice Chair. The Chair of the Board will be responsible for ensuring a Vice Chair is selected by the Board and for agreeing the length of term of their appointment with the selected Trustee.

The responsibilities of the Vice Chair role include:

- Acting as a sounding Board for the Chair
- Providing support for the Chair in the delivery of his or her role
- Leading the evaluation of the Chair on behalf of the other Trustees
- Take responsibility for a succession process for the Chair
- Working with the Chair and the rest of the Board to resolve issues that are deemed significant, such as disputes within the Board or with the Chair, CEO or Executive
- Deputising for the Chair, including chairing Board meetings, when required

The specific duties of the Vice Chair are set out in the Vice Chair role description, as approved by the Board.

9. Trustee recruitment process

Trustee vacancies will be filled through open and transparent recruitment processes agreed by the Board, as delegated to the Nominations Committee and embracing the principle of involvement of the MS Community where appropriate, to identify suitable candidates to be recommended for election or appointment/co-option.

An annual skills audit and an equality, diversity and inclusion survey will be completed by the Board to enable the Nominations Committee to identify any skills gaps and areas of concern in the diversity of the Board, including the proportion of the Board being people with or affected by MS. The results of the audit and survey will be used to inform the recruitment criteria for seeking new Trustees.

9.1 Elected Trustees

Vacancies for Elected Trustees will be advertised using such means as the Nominations Committee deems suitable. The Nominations Committee shall have oversight of the formal application and interview process, as agreed by the Board, including forming a recruitment panel as needed, and on completion of that process shall identify and recommend individuals to be put to the Electorate.

The Board will ratify the candidates nominated by the Nominations Committee and shall put them forward to the Electorate. Elections will take place in accordance with the Election Rules and requirements of Article 21. Successful candidates will be duly elected to the Board.

Elections shall take place in any given year where there are vacancies within the elected Trustee positions on the Board.

9.2 Appointed Trustees (Chair and Treasurer only)

The Nominations Committee will advertise vacancies for the Chair and Treasurer positions, using any means that they deem suitable. The Nominations Committee shall have oversight of the formal application and interview process, as agreed by the Board, including forming a recruitment panel as needed, and on completion of that process shall identify and recommend individuals to be appointed to the Board.

The Board shall ratify the candidates recommended by the Nominations Committee and shall put them to the Membership for appointment. In the event that more than one suitable candidate is identified for either role, they will be put to the Membership for appointment through a vote in the form of a ballot, with the candidate receiving the greatest number of votes being duly appointed as the Chair. No member who is also a candidate for the role being voted on shall take part in the ballot.

9.3 Co-opted Trustees

The Board can also choose to co-opt individuals to address specific identified skills gaps or other needs of the Board not met through the Elected and Appointed Trustees. The Nominations Committee will have oversight of the recruitment process, as for Appointed and Elected Trustees, and will identify and recommend suitable candidates to the Board for ratification before being appointed by the Membership, following a formal application and interview process.

9.4 Casual vacancies

Casual vacancies in elected positions can be filled by the Board by identifying suitable candidates to be appointed for a maximum one year term, after which they must retire, but can subsequently apply for the Elected Trustee vacancy.

If a casual vacancy for the Chair role occurs during the term of office, the Board will select a new Chair through an open recruitment process, overseen by the Nominations Committee. Any successful candidate would take up the role immediately. In the intervening period the Vice Chair will fill the vacancy temporarily, or in the event that the Vice Chair is unable to fill the role, another Trustee as agreed by the Board.

If a casual vacancy for the Treasurer role occurs during the term of office the Board will select a new Treasurer through an open recruitment process, overseen by the Nominations Committee. Any successful candidate would take up the role immediately.

9.5 Reappointment of Trustees

Elected Trustees and the Treasurer can be reappointed for one further term, based on performance in the role and the completion of a formal appraisal (in line with section 12 below).

Co-opted Trustees can be re-co-opted for further terms of one year (to a maximum of six years) but any reappointment will be based on an appraisal of the individual's performance in the role and an annual assessment of whether the skills gap or other need their co-option to the Board is addressing still exists following any elections that have taken place.

Reappointments will be made by the Membership, following recommendation by the Board.

9.6 Extending the term of Trustees

In the event that it is proposed that the term of a Trustee is extended by one further year beyond the maximum term required for that role, the Nominations Committee will oversee the proposal and make a formal recommendation to the Board for approval of any such extension.

In the instance that it is the Chair's term that it is proposed be extended by one additional year, the Nominations Committee overseeing the proposal and making a recommendation to the Board will be chaired by the Vice Chair, or when the Vice Chair is not available, another Trustee approved by the Board. The Chair of the Board will not be involved in the decision-making, other than to confirm their agreement to the proposed extension.

10. Trustee Eligibility

Trustees must meet the eligibility requirements for being a Charity Trustee and Company Director, and must complete a declaration to that effect prior to their term commencing. They must also complete the pre-appointment requirements, including providing references and undergoing an enhanced DBS check when requested.

11. Trustee inductions

All new Trustees will be required to complete an induction within the first six months of their appointment, election or co-option to the Board. The induction will provide an overview of our organisational strategy, performance, values, structure and operations, as well as being an opportunity to meet with members of staff. It will also provide a briefing on the key responsibilities of the role, however it is also each individual Trustee's responsibility to ensure they are familiar with and understand the duties placed on them, both as Charity Trustees and Company Directors.

12. Trustee performance reviews and appraisals

12.1 Annual Performance Reviews

The Chair of the Board will undertake a light-touch performance view for each Trustee on an annual basis. The purpose of these reviews will be to allow for:

- Personal reflection
- Personal development
- Sharing of feedback
- Reflection on Board culture and values
- Trustee engagement

The Chair will take notes of the discussion and will identify any learning or other support needs that are required to enable a development plan to be established if required. The Chair will provide a summary report of common themes coming through reviews to the Nominations Committee on an annual basis.

Trustees in the first year of their first term will meet with the Chair of the Board at the end of six months in the role to provide an opportunity to check-in and consider any development needs or additional support required.

12.2 Formal appraisal prior to reappointment

A formal appraisal will be undertaken in the final year of a Trustee's first term, whether elected, appointed or co-opted, prior to reappointment by the Board. The appraisal will take place in line with the process agreed by the Board and will be undertaken by the Chair or Vice Chair. The Nominations Committee will have oversight of the process and outcome, and will make the formal recommendation on whether the individual should be reappointed for a second term.

12.3 Chair's Appraisal

An annual appraisal of the Chair of the Board's performance will be undertaken by the Vice Chair. The appraisal will take such format as agreed between the Chair and Vice Chair, but will include the seeking of feedback from the full Board, Council Chairs and senior management as deemed necessary. The Vice Chair will report back to the Board once the appraisal has taken place and share outcomes as appropriate.

13. Board performance as a collective

The Board regularly reviews its performance as a collective, and will aim to undertake a formal, externally facilitated review every three years in line with the Charity Governance Code. Progress against findings and recommendations are reviewed every year by the Board as part of the Board Effectiveness Review action plan.

Section II – Committees and National Councils

The Board can delegate its powers to Committees, Councils or other sub-groups that it deems necessary through the establishment of a terms of reference or, in the case of National Councils, Authority to Act document (Article 27). The Board will be supported by three permanent Committees (the People Committee, the Nominations Committee and the Audit, Risk and Finance Committee) and four National Councils representing each Nation of the UK, until otherwise disbanded by the Board.

14. Permanent Committees

14.1 People Committee

The People Committee is responsible for providing the Board with assurance that the Executive Group are effectively leading, developing and delivering the MS Society's people strategies (both for staff and volunteers) and organisational development programme, together with strategic oversight of the people elements of major transformation programmes or projects that have a significant impact on staff or volunteers.

The People Committee is responsible for providing oversight of MS Society's approach to pay and remuneration matters for all staff, ensuring these support the MS Society's strategic aims as well as enabling the recruitment, motivation and retention of high-quality people. The People Committee is also responsible for determining and agreeing the CEO's remuneration package with the Board, as well as a broader oversight of executive pay levels.

Members of the People Committee shall be appointed by the Board of Trustees. The People Committee shall be made up of at least 4 members, of which at least three will be Trustees. These will include the Chair or Vice Chair of the Board of Trustees ex officio. One independent member may be co-opted to the Committee. Co-opted members must be approved by the Board of Trustees before they take office. The Chair of the People Committee shall be appointed by the Board from amongst its members.

Appointments to the People Committee shall be for a period of up to three years which may be extended for a further three-year period provided the member still meets the criteria for membership of the Committee. Committee members are expected to attend all meetings, other than in exceptional circumstances.

The specific delegated authority and responsibilities of the People Committee are set out within the Terms of Reference, as approved by the Board.

14.2 Nominations Committee

The Nominations Committee is responsible for assisting the Board and providing

oversight of governance appointments and the performance of the Board and its Committees and Councils. The Nominations Committee is formed on an annual basis to coordinate the recruitment process to fill Trustee vacancies, whether elected, appointed or co-opted and any reappointments, and recruitment and appointments for Council Chairs and members. The Nominations Committee also oversees the appraisal and reappointment process for existing Trustees, Council members and Council Chairs, as well as the broader review of Board performance.

Members of the Nominations Committee shall be appointed by the Board of Trustees with membership based on the recruitment needs for any given year. The Committee shall be made up of at least five members. The Nominations Committee is chaired by the Chair of the Board and shall include at least:

- Two further Trustees
- Two National Council Chairs

When the Nominations Committee is due to consider the appointment of the Chair of the Board it shall be chaired by the Vice Chair, or, where a conflict exists, another Trustee as agreed by the Board.

The specific delegated authority and responsibilities of the Nominations Committee are set out within the Terms of Reference, as approved by the Board.

14.3 Audit, Risk and Finance Committee

The Audit, Risk and Finance Committee is responsible for providing the Board with oversight of the appropriateness and effectiveness of the MS Society's systems for internal control and risk management, and of the financial affairs of the Charity, ensuring financial viability, efficient and proper use of its resources, and safeguarding of its assets.

Members of the Committee shall be appointed by the Board of Trustees. The Audit, Risk and Finance Committee shall be made up of at least six members. These will include:

- The Treasurer
- Two further Trustees
- An independent member (who is not a Trustee or National Council member)
- A National Council member
- Other members, who may be Trustees or independent members

The Treasurer is Chair of the Audit, Risk and Finance Committee ex officio.

The specific delegated authority and responsibilities of the Audit, Risk and Finance Committee are set out within the Terms of Reference, as approved by the Board.

14.4 Appointments to Permanent Committees (other than National Councils)

Committee members are selected by the Board of Trustees based on interest expressed by individual Trustees on joining the Committee and a consideration of the skills balance required and views of the relevant Committee Chair.

Where a Committee can include independent members, those Committees can identify suitable individuals by following any process they deem appropriate and proportionate for achieving the skills mix required, whilst meeting the requirements for transparent and open recruitment. The individual appointments of independent members to Committees require approval by the Board of Trustees following recommendation by the Committee.

15. National Councils

National Councils provide a voice for the MS community in the nations of the UK, act as an ambassador and advocate for people with or affected by MS and help to deliver the MS Society's strategy in their Nation. The National Councils (Cymru, England, Northern Ireland and Scotland) provide a direct link between the Nations and the Board of Trustees.

The specific delegated authority and responsibilities of National Councils are set out within the relevant Authority to Act documents, as approved by the Board.

15.1 Council membership

Councils will be made up of individuals drawn from the MS community within, or that have a close connection to, each Nation. National Council members, as with Trustees, are volunteers.

Each National Council will comprise 12-14 members (15-17 in England).

Council members, including Council Chairs, will be appointed to serve for terms of up to three years, and can be reappointed for one further term of three years to a total of six years. In exceptional circumstances an individual member can have their term extended for one further year to a maximum of seven years.

Where an existing Council member is appointed as the Council Chair, they will remain as a member of the Council until the end of their term in that role, but are only eligible for reappointment as Chair up to a total term of no more than 11 years.

After completing the total term for their role, a Council member cannot be reappointed to a Council until a period of at least one year has elapsed.

15.2 The role of Council Chairs

The role of the Chair of a National Council is to provide visible and credible

leadership for that National Council, ensuring it works as an effective team and remains focused on fulfilling its purpose in line with its Authority to Act document. They also provide a direct link to the Board of Trustees and attend meetings of the Board to enable them to feed in the unique views and issues for their Nations, and act as a conduit for Board decisions back to National Councils and the wider MS communities they serve.

For the avoidance of doubt, while Council Chairs are required attendees at Board meetings, they are not Trustees or directors of the charitable company and have no legal or other responsibilities or decision-making powers as part of the Board.

As legal members of the charitable company, alongside the Trustees, the Council Chairs hold a specific legal role under the Companies Act and the requirements of the Articles of Association.

15.3 The role of Council Vice Chairs

The role of the Vice Chair(s) of a National Council is to assist the Council Chair and the Council in leading the MS Society in their nation, ensuring that it remains focused on achieving its objects acting at all times within the Society's constitution and the powers delegated to the Council from the Board of the MS Society. The Vice Chair will also deputise for the Chair when required, including attending Board or other Trustee/Committee meetings where necessary, however they will not take on the role of company member during any period of deputisation.

16. National Council recruitment, appointments and reappointments

Council vacancies, including the role of Chair, will be filled through open and transparent recruitment processes, led by each individual Council with oversight from the Nominations Committee.

16.1 Council members

An annual skills audit and an equality, diversity and inclusion survey will be completed by each National Council to identify any skills gaps and areas to address in their diversity, including the proportion of Council members being people with or affected by MS. The results of the audit and survey will be used by the Council and Nominations Committee to inform and agree the recruitment criteria for seeking new Council members in any given recruitment round.

The process undertaken by each Council to seek applicants for Council member roles will be as agreed by the Nominations Committee and considered appropriate to deliver an open and transparent process. Candidates for Council member roles must submit an application for the role in the agreed format, and undergo an interview with a panel, which will include a Trustee, to assess their suitability for the role.

The panel will recommend suitable candidates to fill the vacancies, who will be put

to the existing Council members for recommendation to the Board for appointment.

Council members can be recruited to fill vacancies at any time, and their terms of office will commence upon appointment or at the point at which the role they are being appointed to becomes vacant, whichever is the later.

Council members must be 18 years or older at the time of their appointment.

16.2 National Council Chairs

The process for recruiting and appointing a National Council Chair will be overseen by the Nominations Committee. The process followed will reflect that for Trustees and applicants will be sought through an open and transparent recruitment process. Candidates for National Council Chair roles must submit a formal application in the agreed format, and undergo an interview with a panel, as formed by the Nominations Committee and including Council members and a Trustee, to assess their suitability for the role.

The panel will recommend a suitable candidate, who will be put to the existing Council members for recommendation to the Board for appointment. In the event the panel identifies more than one suitable candidate, the Board will vote in the form of a ballot, with the candidate receiving the greatest number of votes being duly appointed as the Chair.

The term of office for the successful candidate commences upon appointment or at the point at which the National Council Chair role they are being appointed to becomes vacant, whichever is the later.

16.3 Reappointment Process - Councils

The reappointment of Council members for their second term will follow the same process as for Trustees and will be based on performance in the role, with the Council Chair undertaking an appraisal with each member in the third year of their first term.

The Chair of the Board will undertake appraisals for Council Chairs up for reappointment, seeking input from Council members, and others as appropriate.

Recommendations on reappointments will go to the Board for formal approval via the Nominations Committee, which will have oversight of the process for all Councils.

16.4 National Council Vice Chairs

The Council may elect, from its own number, Vice Chair(s) (a Council may decide, with Board agreement, to have up to two Vice Chairs at any given time) to serve for a term of up to three years. The length of term shall be agreed between the Chair of the National Council and the Vice Chair provided that no individual may

serve for more than three years in the role in total before a break of at least one year.

The process for identifying and electing a Vice Chair is at the discretion of each Council, but will ensure that all eligible Council members (being those who would be members of the Council at the time the term as Vice Chair would start) have sufficient opportunity to put themselves forward for the position and to be given equal consideration by the Council. Voting will take place by secret ballot, or in the case where only one candidate has put themselves forward by a show of hands to approve (or reject) their appointment. For avoidance of doubt, Council members who are candidates for the role are not eligible to vote on the appointment.

17. Other ad hoc Board Task and Finish, Oversight and Advisory Groups

The Board can form and delegate authority to any further ad hoc groups, formed with at least 2 Trustees, as required to oversee or take decisions on specific matters, as they deem necessary. Ad hoc groups of this nature established by the Board are usually time-limited and tend to relate to specific issues or priority areas, such as oversight of a key programme of work that is considered high risk, or to provide insight and guidance for the Executive on a particular area.

Any ad hoc group established by the Board for any reason shall have suitably agreed Terms of Reference clearly stating its purpose, remit, membership and extent of its delegated authority, if any, or have this formally recorded in the minutes of the Board meeting where any such purpose and delegation is agreed.

17.1 Executive/Management-led Committees or Advisory Groups

Trustees may be asked by the CEO or members of the Executive Group to sit on management-led Committees to provide expertise and advice. As members of these Committees, they will be acting in an advisory capacity. Management-led Committees or advisory groups will only have such powers as those delegated via the CEO, and report to the CEO and/or Executive Group.

Section III - Meetings, Elections and decision-taking

18. General meetings

A 'general meeting' is a meeting of the MS Society's membership conducted within the provisions set out in the Articles.

19. Board of Trustee, Committee and National Council meetings

19.1 Board meetings

The Board of Trustees shall meet as often as required to satisfactorily conduct the affairs of the Charity, but no less than four times per year. Trustees and Council Chairs are expected to attend all scheduled Board meetings, except in exceptional circumstances. Apologies should be sent to the Chair of the Board in advance, whenever possible, and the Head of Governance. Other meeting attendees are at the Board's discretion but will generally include the CEO and Executive Director of Corporate Services (or other role with responsibility for the Charity's finances). The Governance Team acts as the secretariat and has responsibility for ensuring meetings are formally minuted and actions recorded.

19.2 Committee meetings

Permanent Committees shall meet on no fewer occasions than as required by their Terms of Reference. Committee members are expected to attend all meetings, except in exceptional circumstances. Apologies should be sent to the chair of the relevant Committee in advance, whenever possible, and the Head of Governance. Other meeting attendees are at the discretion of the Committee Chair, and are detailed within the Terms of Reference

The Chair of the Board and Committee chairs may invite or allow observers to attend their meetings where it is considered appropriate to do so. Such persons do not have a right to speak unless invited to do so.

19.3 Right of access and inspection of documents - Trustees

Trustees are able to access and observe all Committees, where they are not a member, and National Councils on a non-voting basis, and inspect any document that has been considered by the Board or a Committee or National Council. Trustees may also, on application to the CEO, inspect any file or correspondence at the Charity, provided that they do not have a private personal or professional interest in such a matter. This shall not preclude the CEO from declining to allow inspection of any document which is, or in the event of legal proceedings would be, protected by privilege arising from relationship of solicitors and client, or would contravene data protection or other privacy laws.

19.4 National Council meetings

Each National Council shall meet on no fewer occasions than as required by their Authority to Act document. Council members are expected to attend all meetings, except in exceptional circumstances. Apologies should be sent in advance, where possible, to the Council Chair and relevant Country or Executive Director. Other meeting attendees include the relevant Country or Executive Director and other such individuals as appropriate.

The National Council Chairs may invite or allow observers to attend their meetings where it is considered appropriate to do so. Such persons do not have a right to speak unless invited to do so.

19.5 Probity, Conflicts and Declarations of Interest

Trustees, Council Chairs and Committee and Council members must ensure that their private and personal interests do not influence their decisions (and that they are not perceived as doing so) and that they do not use their position to obtain personal gain of any sort. They are required to at all times abide by the MS Society's Conflict of Interest Policy, Gifts and Hospitality Policy and Expenses Policy.

20. Engagement and communication

The Board has committed to taking a proactive, open and transparent approach to engaging with stakeholders and communicating about who the Trustees are and what their role is, as well as their activities and decisions. This will include, in line with the Board communications and engagement plan as approved by the Board, a regular schedule of online and offline communications throughout the year to engage external audiences in our democratic processes, and post-meeting reports to ensure National Councils, staff and the wider public can understand what matters are being discussed and agreed by the Board, as appropriate, through the year.

21. Elections and the Electorate

The Electorate is formed of members of the MS community who wish to vote on the election of new Trustees and on other matters that are put to them at the discretion of the Board, and choose to be part of it. Their role is to select which of the candidates recommended by the Board should be elected as Trustees. They may also be asked to vote on other matters of strategic importance that the Board identifies.

For avoidance of doubt, the Electorate do not form part of the legal membership of the Company, which is restricted to the Trustees and the Chairs of the National Councils.

21.1 Election Rules

The Board establishes procedures for fair and independently scrutinised elections of Elected Trustees.

The Elected Trustees shall be elected by means of a ballot, which shall be conducted in such manner as the Board may from time to time determine. Only the Electorate shall be entitled to receive a ballot paper and each member of the Electorate shall have one vote in respect of each vacancy.

The accidental omission to issue a ballot paper to, or the non-receipt of a ballot paper by, any member of the Electorate entitled to receive the same, shall not invalidate any ballot or the result of any election on the basis of such ballot.

Those elected as Elected Trustees by the ballot shall in turn be those who received respectively the greatest number of votes, the next greatest number, and so on in descending order until the number of vacancies has been filled. In the event of an equality of votes the matter will be dealt with at the discretion of the Board.

The result of such ballot as declared by the Chair at a general meeting or other means shall be conclusive for the purposes of determining who shall be elected to the Board in accordance with the Articles and each person so elected shall take office from 01 January of the following year.

The Trustees may at any time appoint, in accordance with Article 21.8, any person who has been recommended by the Nominations Committee to fill a casual vacancy of an Elected Trustee position not filled through the election process, to hold that position until the next elections take place, for a period of no more than one year.

22. Membership

The legal membership of the company is formed of the Trustees (being the directors of the company) and the Chair of each National Council. Each Trustee and National Council Chair will become a member of the company on election, appointment or co-option to the relevant position, and cease to be a member when they cease to hold that position. Membership is non-transferable.

23. Delegated Authority

The Board of Trustees is able to delegate its powers to Committees or other groups of its forming and to the CEO. The MS Society's Scheme of Delegation, relevant Committee Terms of Reference and National Council Authority to Act documents and corporate policies set out the authority and powers that the Board of Trustees has delegated to its Committees, Councils, the Chief Executive and any other group or regional structure as established under Article 27. These powers can be further delegated except where expressly prohibited. The Board is not entitled to give away any of its authority permanently and it retains the right to revoke or modify, at its sole discretion, any or all of the powers it delegates.

All delegated activities must be promptly and regularly reported on to the delegating authority.

24. How we deal with problems

From time to time, problems may occur in working relationships in the MS Society, whether between trustees, staff, council or committee members or volunteers. All parties are expected to work collaboratively and positively together to resolve problems but more formal action may be required if the problem is serious or individuals or groups are not working to resolve the issues.

In these instances the appropriate organisational policies should be followed, including the Comments, Compliments and Complaints Policy and the Resolving Volunteer Issues Policy. Other relevant policies include the Safeguarding Policy and Whistleblowing Policy.

If necessary and in the best interests of the MS Society and its work, the Board may take a range of actions, including to suspend or withdraw delegated powers.

Section IV – Subsidiaries

25. MSS (Trading) Ltd

MSS (Trading) Ltd is a private company limited by shares (company number 02895015), wholly owned by the Multiple Sclerosis Charity. It is governed by Articles of Association adopted by special resolution on the 10 March 2011.

As the trading subsidiary for the Charity it is used to undertake non primary purpose trading and commercial activity, including the sale of Christmas cards, advertising in MS Matters and corporate sponsorship not covered by the HMRC fundraising exemption.

The Board of Directors are appointed by MS Society Board of Trustees, as the sole shareholder and they are able to remove from office any Director howsoever appointed.

The Chief Executive of the MS Society is an ex officio Director. The Board of Trustees may appoint a further member of the Society's senior management team as a Director, and any other person or persons willing to act to be a Director or Directors. The maximum number of Directors is five.

The quorum for Board of Directors' meetings is two.

26. MS Society Nominees Ltd

MS Society Nominees Ltd is a private company limited by guarantee (company number 03667753), wholly owned by the Multiple Sclerosis Society Charity. It is governed by Articles of Association adopted by special resolution on the 31 January 2011.

The Nominees company's objects are restricted to performing the office and duties of custodian or nominee for the MS Society's or any Linked Organisation's property holdings.

The minimum number of Directors is two and the maximum number is eight. The Directors are appointed by the MS Society's Board of Trustees. Ex officio Directors include:

- The Chair and Treasurer of the MS Society
- The Chief Executive of the MS Society

The MS Society's Board may appoint another member of the MS Society's senior management team as a Director in addition to the Chief Executive, however no other Directors may be appointed unless they are a member of the MS Society's Board of Trustees.

The quorum for a Board of Directors meeting is two.

27. Multiple Sclerosis Society of Great Britain and Northern Ireland (MSS GBNI)

MSS GBNI is the original, unincorporated Charity, and is a linked Charity of the Multiple Sclerosis Society (Charity number 1139257-1; OSCR no: SC041628) and is governed by Articles of Association adopted by special resolution on the 04 December 2014.

The sole member and Trustee of MSS GBNI is the MS Society.