

Minutes of the Board of Trustees of Multiple Sclerosis Society

25 March 2019 10.30am – 2.30pm
MSNC, Rose Room

Present

Nick Winser	Chair
Ruth Hasnip	Vice Chair
Stuart Secker	Treasurer
Jason Atkinson	Trustee
Susan Crane	Trustee
Christine Gibbons	Trustee
Marion King	Trustee
Karen Jones	Trustee
Rufus Olins	Trustee
Sarah Schol	Trustee
Anne Shinkwin	Trustee
Ceri Smith	Trustee

In attendance

Catherine Doran	Chair, Northern Ireland Council
Mary Douglas	Chair, Scotland Council
Phillip Gamble	Chair, England Council
Huw Roberts	Chair, Cymru Council
Nick Moberly	Chief Executive
Vicky Annis	Executive Director of Finance, Strategy and Impact
Richard Hawtin	Head of Governance
Amber Esposito	Governance Officer (Minute Taker – items 1-13)
Aaron Gallagher	Governance Manger (Minute Taker – Items 14-27)
Emma Whitcombe	Executive Director of Fundraising (Items 4, 7 and 15-17)
Mital Patel	Head of Strategy and Impact (Items 4-5 and 12-13)
Genevieve Edwards	Executive Director of External Affairs (Items 6 and 7)
Ed Holloway	Executive Director of Services and Support (Items 5, 10-11, 15-16 and 19)
Chris Evans	Quality and Safeguarding Manager (Item 10)
Susan Kohlhaas	Executive Director of Research (Item 14)
Stuart Nixon	Co-Chair Research Strategy Committee (Item 14)
Professor Nigel Leigh	Co-Chair Research Strategy Committee (Item 14)
Phil Anderson	Head of Policy (Item 9 – taken after item 14)

Apologies

Dowshan Humzah	Trustee
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1. Welcome and Apologies for Absence

Apologies were received as above.

The Chair welcomed Nick Moberly to his first board meeting as Chief Executive. A welcome was also extended to Susan Crane and Rufus Olins, who had attended the December Board meeting as Trustee-Elects as part of their induction but for whom this was their first Board meeting as Trustees. The Chair also noted that it was the Head of Governance's final Board meeting before taking up a new role at AGE UK in May.

The Chair informed the Board that both Stuart Nixon and Professor Nigel Leigh, Co-Chairs of the Research Strategy Committee, would be joining for lunch immediately ahead of the item on Research, noting that it would be Professor Nigel Leigh's first Board meeting after being recently appointed as Co-Chair alongside Stuart Nixon. The Chair touched on his extensive experience.

The Chair highlighted to the Board that three papers had been circulated on Friday of the previous week, and were available in hard copy if required; these papers were an ancillary paper on safeguarding, an AOB paper on the process for seeking interim senior marketing resource and the minutes of the confidential Board meeting on the 21 September 2018. In relation to the AOB paper, the Chair noted that there is a possibility of the charity using Russam GMS (Jason Atkinson's business), though he is not involved in the process.

2. Declarations of Interest

Ceri Smith and Karen Jones have declared an interest in agenda item 23 which is the "Governance Committee Update" which covers the areas of focus on this year's recruitment round, as has Dowshan Humzah although he is absent from the meeting. The Chair's expectation was that they would stay in the room, and for the Board to be sensitive to their input.

Stuart Secker equally declared an interest on the "Governance Committee Update" where the Board is asked to confirm his second three year term as Treasurer. The Chair explained that his expectation would be for Stuart to leave during this decision.

For Jason Atkinson, as there is no discussion anticipated at the Board meeting of the possible transaction with Russam GMS the Chair stated that he wouldn't expect him to leave the room at any point.

The Chair asked for any Board members to speak to him at lunch if they disagreed with the approach.

3. Minutes and Matters Arising

The Chair requested comments on the minutes. The Board considered that the minutes were inaccurate in not expressing explicitly the view put at the meeting on staff pay that a 4% increase is high, in the current context.

The Board **approved** the minutes from the Board meeting on the **6 December 2018**, subject to the above amendment. The Head of Governance confirmed that the Chair will sign the amended version of the minutes at this Board meeting.

Action: Head of Governance to amend the minutes from the December Board meeting in relation to comments on staff pay.

Turning to matters arising, the Board requested that further steps be taken in relation to governance and oversight of staff pay to ensure that appropriate governance was in place. The Head of Governance confirmed that this could be included within work on oversight and reporting of staff pay which was already part of the Governance Committee's workplan for the year. The Board suggested that the People Committee could also be involved in this process.

Action: Executive Director of People to address governance arrangements on staff pay sign-off with the Governance Committee.

The Chair highlighted the remaining "open" items on matters arising.

The Board approved the minutes from the meeting on the **21 September 2018**.

4. 2018 Financial position and implications on 2019 budget

[This item is confidential]

5. Development of new organisation strategy

[This item is confidential]

6. New engagement offer

[This item is confidential]

7. Public phase of Stop MS Appeal

[This item is confidential]

8. Risk

[This item is confidential]

10. Annual safeguarding report

[This item is confidential]

11. Quarterly Health and Safety report

[This item is confidential]

12. Quarterly performance and progress report

[This item is confidential]

13. Impact report for 2018

[This item is confidential]

14. Annual report against research strategy

[This item is confidential]

9. EDI annual report

This agenda item was taken at this point of the meeting.

The Chair expressed concerns in relation to whether the Board should support a Trustee sponsor for the EDI programme given that time commitments recently given by Trustees in relation to various working groups e.g. Project Orange Board Over Sight Group, strategy development group etc. were high, and the danger that this could lead to EDI not being seen as an issue for which everyone was responsible.

The Board acknowledged the concerns of the Chair, but highlighted the importance of someone being empowered as a conscience around the table to provide challenge on improving EDI to avoid "group think" within the Board. The Chair of the People Committee agreed, though recommended this not be someone from the People Committee, and reiterated that whoever is chosen shouldn't be positioned as having overall responsibility for EDI, as this needs to be owned by the Board collectively.

Action – Chair to discuss with Jason Atkinson and to finalise who to assign as the Board champion on EDI.

In response to being asked where we see ourselves on EDI when benchmarked against other charities the Head of Policy and Corporate Lead for EDI informed the Board that he considered we were good for our size and had learned from larger

charities; our EDI impact was significant. However, in terms of benchmarking against other charities this is problematic as organisationally we look at the impact of our EDI objectives in relation to our beneficiaries, rather than an approach to EDI which is more internally-focused. There is no other charity we are aware of which looks at EDI in this way against whom we could benchmark ourselves.

The Board **noted** progress on improving equality, diversity and inclusion over 2018, as well as the key plans to build on this over 2019, and **agreed** that it was content to publish a summary of progress on Board and leadership diversity.

15. Legal and Regulatory compliance report

[This item is confidential]

16. Comments, Compliments and Complaints Report

[This item is confidential]

17. Our Supporter promise

The Board **approved** the Supporter Promise reflecting feedback received in discussion at the Audit, Risk & Finance Committee in November.

19. Charity Health Assistant Project JV

[This item is confidential]

18. EG's collective objectives

[This item is confidential]

20. Chair's Update

The Chair thanked both the Trustee and Council Chairs for making themselves available for their annual appraisal meetings. As most, but not all of these, had been completed ahead of today's meeting the Chair suggested he provide the Board with an update on the key themes coming out of these during the Board Away Day dinner.

Action – The Chair to discuss (over dinner) themes following Trustee and National Council Chair appraisal meetings.

The Board **noted** this report.

21. Chief Executive's Update

The Chief Executive noted that Patricia Gordon being in post, during January, as Acting Chief Executive had created the space which allowed him to go out and about and meet as many stakeholders as possible during his early time here. In addition to the meeting listed with the chair of the England National Council he had additionally attended a meeting of the England National Council. The Chief Executive stated that his focus over the next few months will particularly involve liaising with external stakeholders – government and research - whilst continuing to engage actively with all parts of the MS Community.

The Board **noted** this report.

22. Audit, Risk and Finance Committee Update

[This item is confidential]

23. Governance Committee Update

The Chair of the Governance Committee reminded the Board of the interests which had been declared earlier in the meeting by Dowshan Humzah, Karen Jones, Ceri Smith and Stuart Secker. These parts of the update would be taken at the end of this item.

In relation to the Governance Committee's split of the skills, knowledge and expertise it considers are absolutely "essential" for the Board collectively to possess, relative to those it considers to be "desirable", the following points were discussed:

- The Board considered whether both skills applicable to digital, namely "digital transformation" and "IT / digital management" should both be classified as essential. The Chair of the Governance Committee responded that digital transformation is included within the essential list given that this is strategic in nature, whilst IT / digital management is in the desirable list as this aligns more closely to operational activity.
- The possibility of moving "Management of research grant giving" to "essential", based on our direction of travel in relation to research, was discussed and rejected given (a) the alternative options available for accessing expertise (e.g. the RSC) and (b) that this was about what the Board considered to be always essential around the Board table. It did not preclude the Board considering it to be a relative priority in a particular year.
- The possibility of condensing this list by combining certain classifications e.g. "knowledge of charity sector" and "charity governance" was noted.
- "Lived experience of MS" and "understanding of MS and the effects of living with MS" should be moved to the top of the essential list to signify their importance, with all other classifications appearing in alphabetical order.

Action – The Head of Governance to re-order the presentation of the skill-sets that is “essential” that the Board should collectively possess as outlined above.

The Board additionally:

- **noted** this update of the Governance Committee’s meeting on the 5 March 2019, including the key issues identified by Chairs of National Councils, and the approach to and proposed timetable for recruitment and anticipated number of trustee and council vacancies.
- **approved** the committee’s statement of the MS Society’s compliance against the Charity Code for inclusion within the 2018 Annual Report and Accounts.
- **approved** in principle the Governance Committee’s split of the skills, knowledge and expertise it considers are absolutely “essential” for the Board collectively to possess, relative to those it considers to be “desirable”, subject to a re-ordering of the presents of the skill sets.
- **approved** the background, skill-sets and approach to diversity to be sought / taken as part of the recruitment round for Trustees, as set out in the paper.

Stuart Secker was asked to leave the meeting whilst the Board considered his re-appointment as Treasurer for a further 3 year term when his first three year term expires on the 25 September 2019.

The Board **approved** the re-appointment of Treasurer Stuart Secker for a further 3 year term when his first three year term expires on the 25 September 2019.

The Treasurer re-joined the Board meeting and was notified immediately of the Board’s decision; he was thanked for his contribution to the organisation.

24. Forward look at future Board agendas

[This item is confidential]

25. AOB and reflections

The Chair reminded the Board of a couple of supplementary documents, which had been circulated to the Board separately from the Board pack via email. As well as a paper on safeguarding following recent Charity Commission regulatory guidance there had been an AOB paper outlining the approach being taken to sourcing some additional senior marketing resource on an interim basis. The Chair reminded the Board that Trustee Jason Atkinson has earlier declared an interest in this item, given that it was a possibility that Russam GMS would be the provider, but would remain in the room. It was confirmed that this was a strategic rather than operational role and would focus on e.g. segmentation. Whilst it was not an operational role the importance of links to the Stop MS Appeal was highlighted in discussion.

The Board **noted** plans to identify and hire a temporary senior strategic marketing consultant to develop our marketing and engagement strategy and segmentation approach.

The Chair continued by presenting the Head of Governance with a shining star award and thanked him on behalf of the Board for his invaluable contributions to the MS Society. The Chair went on to add that Richard Hawtin's diligence, attention to detail and judgement involving sensitive issues will be sorely missed by the MS Society, and thanked him personally for supporting him in his role as Chair.

The Board took a positive view towards the new approach to the Board packs following the introduction of Parts A and B, but did ask if hyperlinks could be introduced where papers reference appendices to further improve navigation. The shortening of papers was also commented on positively.

The Chair and Chief Executive concluded the meeting by acknowledging that recently the Board has given an increasing amount of time to the MS Society by attending various working groups, public phase updates, strategy developments sessions etc. and wished to thank everyone for their continued commitment and work ethic.

The Board meeting closed at **2.30pm**.