



OPEN

Board Meeting Summary Report Multiple Sclerosis Society Board of Trustees

Meeting date: Monday 6 December 2021, 10.30am
MS Society, Carriage House, 8 City North Place, London, N4 3FU and via video conference

Present Trustees

Nick Winser	Chair of the Board of Trustees
Sarah Schol	Vice Chair of the Board of Trustees
Stuart Secker	Treasurer
Dr Shewly Choudhury	Trustee
Ady Dike	Trustee
Marion King	Trustee
Emily Reves	Trustee
Dr Anne Shinkwin	Trustee
Ceri Smith	Trustee
Anthony Upshall	Trustee
Polly Williams	Trustee

Council Chairs

Catherine Doran	Chair of the Northern Ireland Council
Mary Douglas	Chair of the Scotland Council
Kath Foot	Chair of the Cymru Council
Helen Cherry	Vice Chair of the England Council

Staff attending

Nick Moberly	Chief Executive
Vicky Annis	Executive Director - Corporate Services
Clare Horwood	Executive Director - Engagement & Income Generation
Dr Sarah Rawlings	Executive Director - Research & External Affairs
Morna Simpkins	Director of Scotland

Observing

Bayan Mohajeri	Trustee appointee
Mohini Raichura-Brown	Trustee appointee
Laura Ingram	Chair of the Scotland Council appointee
Dr Kate Laverty	Chair of the Northern Ireland Council appointee
Huw Roberts	Chair of the Cymru Council appointee
Gemma Talbot	Chair of the England Council appointee

1. Opening remarks

1.1. Nick Winsor (Chair of the Board of Trustees) welcomed the Board and attendees to the meeting, and gave a special welcome to the newly appointed Trustees and Council Chairs who had been invited to observe the Board meeting ahead of taking up their roles on 1 January 2022. Thanks were given to Dr Anne Shinkwin (Trustee), Catherine Doran (Chair of the Northern Ireland Council), Mary Douglas (Chair of the Scotland Council), and Kath Foot (Chair of the Cymru Council), who would retire at the end of 2021.

2. Chief Executive's report

2.1. Nick Moberly (Chief Executive) introduced the 2021 Quarter 3 Progress and Performance Report and invited questions from the Board. The report included an executive summary of our performance in quarter 3, a summary of progress against the 2021 Business Plan and Budget, and key performance indicators for the delivery of core activities.

2.2. Discussions took place about the importance of both digital and face-to-face engagement with our MS community, access to neurology services, and the impact of the ongoing pandemic on fundraising plans. The Board recognised the 30th anniversary of the MS Helpline.

3. Business Plan and Budget 2022-24

3.1. The Board received the Business Plan and Budget 2022-24 for approval. The Board was advised of the expected year-end financial position, and considered the flagship projects to be delivered by the Business Plan and Budget under each strategic goal. The Board commended the ambition of the transformation and investment planned over the next three years, including continued funding of the Octopus clinical trial platform; development of a new data platform; audience-centred engagement propositions and enhanced digital channels. The Trustees approved the Business Plan and Budget 2022-24.

4. Project Orange end of programme report

4.1. The Board received an end of programme report on Project Orange, the transformational change programme set up in 2018 to enable us to better understand the MS community, and restructure the organisation, leadership team and enabling functions for the future. 19 of the 22 Project Orange workstreams had been completed, including the launch of Smart Working and the move to smaller, serviced offices in three of the four nations. The Board recognised the huge impact of Project Orange on how the organisation had come through the pandemic, and agreed to transfer the outstanding work to business as usual and close the programme.

5. Chair recruitment update

5.1. The Board reviewed plans for recruitment of a new Chair of the Board of Trustees, given that Nick Winsor was due to retire in 2022. A sub-group of Trustees had been convened to oversee the recruitment, led by Sarah Schol (Vice Chair of the Board), with Ceri Smith (Trustee), Emily Reves (Trustee) and Dr Shewly Choudhury (Trustee).

5.2. After receiving 10 applications and interviewing four agencies, the sub-group had appointed the agency they considered to have best demonstrated the meaningful approaches they would use to run an inclusive recruitment process, and find a

diverse range of candidates who would be able to deliver our new strategy. It was agreed that the advertisements would go live in January; candidates would be interviewed in March and April; and a new Chair would be recommended and appointed by the Trustees soon thereafter.

6. National Councils update

- 6.1. Morna Simpkins (Director of Scotland and National Councils Lead Director) offered thanks to the outgoing Chairs of National Councils and welcomed the new Council Chairs, and it was noted that the reviews of 2021 and 2022 plans would be undertaken at the first Council meetings of 2022. The new National Councils Terms of Reference was approved.
- 6.2. The Board received reports from the National Councils. In Scotland, the pandemic was having an ongoing impact on access to specialist services, and gaps were being plugged by the MS Society Scotland Wellbeing Hub. Statutory funding for the MS Society Cymru Wellbeing Hub, which had supported 700 people to access exercise, physiotherapy and mindfulness, had run out. The Northern Ireland Council had responded to news that the Medical Tribunal Service had accepted Dr Michael Watt's voluntary removal from the medical register, and that a full public tribunal into the allegations against him would now not be heard after the largest ever patient recall in Northern Ireland.
- 6.3. The Trustees approved the appointments of Huw Roberts as Chair of the Cymru Council; Alexandra Osborne, Rhys Jenkins, Valerie Simmonds as Members of the Cymru Council; Anna Magennis, Iain Crosbie, Natalie Moore and Siobhan Allister as Members of the Northern Ireland Council; and Chris Barry, Lynsey Dagleish, Scott Burgess and Stephen O'Keane as Members of the Scotland Council, all to serve three-year terms.
- 6.4. The Trustees approved the re-appointment of Council Members to serve their second three-year terms. Kath Foot was re-appointed to the Cymru Council; Derek McCambley and Philippa Watson were re-appointed to the Northern Ireland Council; and Jennifer Bryson was re-appointed to the Scotland Council. The Board also agreed to co-opt Pete Nettles to the England Council for a further one-year term.

7. Committee reports

- 7.1. Nick Winsor (Chair of the Board, ex-officio Chair of the Nominations Committee) gave an overview of the Nominations Committee meeting on 16 November 2021. The committee had considered an update on progress against the board effectiveness review action plan, and the proposed approach for the Board skills audit for 2022. The Trustees approved the committee's recommendation to appoint Mohini Raichura-Brown to the Audit, Risk and Finance Committee, and Bayan Mohajeri to the Nominations Committee. The committee had reviewed 2022 Board recruitment plans and considered its performance in 2021. The Trustees approved the Nominations Committee work plan for 2022.
- 7.2. Stuart Secker (Treasurer, Chair of the Audit, Risk and Finance Committee) gave an overview of the Audit, Risk and Finance Committee meeting on 17 November 2021. The committee had considered a number of items on the Board meeting agenda, including the Business Plan and Budget 2022-24, and risk appetite statements, and had reviewed the Whistleblowing, Data Protection, Reserves,

and Acceptance and Refusal of Donations Policies. The committee had considered the management accounts to September 2021; had reviewed the external audit plan; had reviewed and confirmed the approach being taken to transfer Day Centres to new charitable incorporated organisations; and had reviewed its own performance in 2021. The Trustees approved the Audit, Risk and Finance Committee work plan for 2022.

7.3. Polly Williams (Trustee, Chair of the People Committee) gave an overview of the People Committee meeting on 17 November 2021. The committee had received the consolidated People Report, which included updates on employee engagement; volunteering; internal communications; and equality, diversity and inclusivity (EDI). The committee had considered the EDI Strategy implementation plan; had agreed the approach to reviewing the pension scheme; had made recommendations on the workforce risk appetite statements; and had reviewed its own performance in 2021. The Trustees approved the People Committee work plan for 2022.

8. Governance matters

8.1. The Trustees approved the revised policy statement development process which would enable the Policy Team to react more quickly to governmental policy changes, while ensuring that contentious positions to be taken were brought to the Board, and that Trustees were given the opportunity to contribute to policy statements that related to their areas of expertise and influence.

8.2. The Trustees approved Board risk appetite statements relating to our relationship with the MS community; reputation; financial management; workforce; governance, regulation and compliance; and delivery of the Strategy; which would articulate what the Board would and wouldn't tolerate, to inform risk assessment and management by the Executive Group.

8.3. The Board reviewed the Scheme of Delegation Report, which was a standing item to ensure the Board had oversight of decisions delegated to sub-groups of the Board and taken between Board meetings.

8.4. The Trustees approved the Whistleblowing Policy and Data Protection Policy.