



Multiple Sclerosis Society
10th Annual General Meeting
Saturday 5 December 2020 at 11am
Via videoconference

1. Chair's welcome

Nick Winsor (Chair of the MS Society - NW) welcomed Members to the 10th Annual General Meeting (AGM) of the MS Society and it was noted that for the first time in our history, the AGM was taking place as an online meeting. NW introduced the 'raise hand' function that would enable Members to contribute to the meeting. Members were invited to test the 'raise hand' function.

2. Apologies for absence

Apologies were received from Marion King, Margaret Michael, Ian Parkinson, Jayne Parkinson, Sarah Schol, Rabbi Gideon Schulman and Ceri Smith.

3. Procedural arrangements

NW advised the Members present that at several points during the meeting, they would be invited to speak to the matter under discussion. Members were asked to keep to the two-minute time limit and ensure their comments were on topic.

There would be an open forum at the end of the meeting when Members present would be invited to speak about matters not included on the agenda.

4. Voting arrangements

NW advised that Civica Election Services had acted as independent scrutineers to ensure that postal and online voting, which had closed at 11am on Thursday 3 December, was conducted fairly and accurately. Members present who had not submitted a proxy vote would be invited to cast their vote by using the 'raise hand' function. Their votes would be added to the postal and online votes administered by Civica Election Services and the results would be announced later in the meeting.

5. Election of Trustees

NW introduced the six candidates standing for election to the Board of Trustees and invited Members present who had opted to vote today to use the 'raise hand' function to cast their votes. The votes were recorded and NW extended his thanks to the voting Members.

6. Minutes and matters arising from the MS Society AGM 2019

No amendments were received and the minutes of the MS Society AGM 2019 were approved and signed by NW.

NW introduced Nick Moberly (Chief Executive - NM) and Emma Whitcombe (Executive Director of Income Generation and Engagement - EW) to speak to the matters arising from the MS Society AGM 2019.

NM presented an update on Every MS Story: Our Strategy 2020-2024, which had been endorsed by 99% of voting Members at the AGM 2019. He spoke of the three strategic goals - effective treatments and prevention of MS; people living well with MS; and connected communities, powerful voices; and outlined the delivery strategies, income generation plans and ways of working that would support our strategic goals, which had been agreed by the Board after the AGM.

EW presented an update on the new engagement offer being developed to help us build a stronger community, which had been endorsed by 97% of voting Members at the AGM 2018. The offer was being developed to reflect feedback from over 1,300 existing and potential Members, and would include a new online platform that would enable people to tailor the information they access, and connect with others.

NW thanked NM and EW for their presentations and opened the floor for questions and comments about the strategy and the new engagement offer.

Alistair Crisp (Member - AC) questioned the cost of developing a new digital offer, as opposed to investing in local services delivered by Groups, during this period of financial instability. EW advised that the digital platform had been costed within our wider digital development programme, and that with several million visitors per year, the website was our single biggest opportunity to engage with people living with MS. If this vital investment were not made, we would miss out on opportunities to connect our community and support people to live well with MS.

Debra Jones (Member - DJ) questioned the recommended decision to close the Leicester Day Centre. NW advised that this matter had been discussed in depth by the Board at their meeting the previous day, and that the discussion had included Volunteer representatives of the Leicester MS Group. It was noted that this matter would be considered further by the Board the following week before the decision was taken.

7. Resolutions

NW introduced the four resolutions coming before the AGM and Members were advised that they were being asked to vote on one 'special' resolution and three 'ordinary' resolutions. NW explained that while 'ordinary' resolutions require a simple majority of 50% to pass, 'special' resolutions, which are used to make important changes to the structure of a charity, require 75% of the vote to pass.

Christine Gibbons (Trustee, Chair of the Governance Committee - CG) introduced the 'special' resolution that, "This AGM approves the adoption of the new Articles of Association, with effect from 1 January 2021, as recommended by the Board of Trustees." She explained that adopting the new Articles of Association would make the Trustees and Chairs of National Councils the Legal Members, and establish an Electorate who would continue to vote in Trustee Elections and who would be invited to take part in more engagement opportunities. She also advised that the new Articles of Association would confirm our commitment to Board representation of people with lived experience of, or a strong personal connection to MS.

NW thanked CG for her presentation and opened the floor for questions and comments on resolution one.

Rhys Jenkins (Member) raised a concern that if the special resolution were passed, the Trustees would have the right to amend the Articles of Association in future to disband the Electorate, without the Electorate being given a say. CG recognised this concern and stressed that the governance of the organisation remained rooted in the principles of transparency, accountability, democracy and involvement. NW echoed this point and asked the record to reflect the Board's commitment to maintaining an Electorate to ensure people would continue to have a say.

DJ praised the use of online events as a more accessible way of running meetings.

NW thanked the Members for their contributions, and invited the Members present who had opted to vote today to cast their votes 'for' and 'against' resolution one. The votes were recorded and NW extended his thanks to the voting Members.

NW introduced the second resolution, that "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," and it was noted that the Board of Trustees recommended that Members vote 'for' this resolution. NW spoke of the significant impact of the pandemic and increased pressure on the organisation, and the difficult decisions that had been taken to secure our financial position, which included changes to support for Local Groups. NW recognised the strong pushback from some Volunteers and stated that this resolution acknowledged the strain on relationships, and the importance of Staff and Volunteers working together as we moved forward.

NW opened the floor for questions and comments on resolution two.

AC informed the meeting that he spoke as Group Coordinator of the North Durham Group and as a representative of Groups throughout the North of England. He stated that in July 2020, the new support structure for Groups that would replace some face-to-face Staff with telephone-based support had been introduced without Volunteer consultation. He reminded the meeting of previous AGM discussions that had affirmed the importance of our Groups and the need for adequate Staff support and minimal bureaucracy. He recognised the need to make savings in response to the pandemic and was encouraged by the commitment to set up an advisory panel to review the new structure after a year.

NW thanked AC for his contribution and feedback during meetings held over previous weeks and months, and emphasised that the Trustees and Staff had acted in good faith at all times, as they worked to safeguard the future of the MS Society.

NW introduced Ed Holloway (Executive Director of Digital and Services - EH) who thanked AC and other Volunteers for their engagement during the process of developing the new support offer and confirmed that changes had been made to the Local Group support proposal on the basis of this feedback. EH further confirmed that the new support structure would be reviewed in a year's time and that if necessary, further changes would be made.

DJ praised the Volunteers at the Leicester Day Centre.

NW thanked the Members for their contributions and invited the Members present who had opted to vote today to cast their votes 'for' and 'against' resolution two. The votes were recorded and NW extended his thanks to the voting Members.

Stuart Secker (Trustee, Treasurer - SS) introduced resolution three, that "This AGM receives the Annual Report and Accounts of the MS Society 2019 following the audit by the MS Society's auditors, Haysmacintyre," and resolution four, that "This AGM appoints Haysmacintyre as the MS Society's auditors for the Annual Report and Accounts 2020," and it was noted that the Board of Trustees recommended that Members vote 'for' both of these resolutions.

SS invited Vicky Annis (Executive Director of Corporate Services - VA) to provide an overview of the 2019 accounts and a summary of our financial position in 2020. VA noted that the 2019 accounts had been signed by the MS Society's auditors, Haysmacintyre, and had been prepared in accordance with the Charity Commission's Statement of Recommended Practice - Accounting and Reporting by Charities (SORP). VA gave thanks to our Finance Volunteers for their service throughout the year, and for their commitment to using our Online Accounting system, which had contributed to the smooth running of our financial function.

VA spoke of the impact of the pandemic on the MS Society's income, which was expected to end the year approximately 25% down on budget. VA advised that steps had been taken to mitigate this loss in the short term, including use of the Government's Job Retention Scheme. In the longer-term, an ongoing reduction in expenditure of £4million per year was required, which would be achieved through the current organisational restructure. VA cautioned that the future financial impact of the pandemic was uncertain, but that thanks to the short- and longer-term actions taken, the MS Society remained a going concern.

NW thanked VA for her presentation and opened the floor for questions and comments on resolutions three and four.

AC requested a summary of the key financial points behind the organisational restructure to be supplied to Volunteers. NW agreed to circulate a summary and stressed the Board's commitment to being open about the financial impact of the pandemic on our ability to deliver services.

NW thanked AC for his contribution and invited the Members present who had opted to vote today to cast their votes 'for' and 'against' resolutions three and four. The votes were recorded and NW extended his thanks to the voting Members.

8. Review of 2019-2020

NM presented a review of 2019-2020. He introduced the programmes of work that had been planned after the strategy was approved by the AGM 2019. He spoke with pride of the rapid response of Staff and Volunteers when the pandemic hit, to shift focus to providing MS-specific information on COVID-19; fighting isolation and loneliness caused by lockdown and shielding; and improving access to food, medical appointments, welfare and employment support. He spoke of the difficult decisions

that had been taken to manage the financial impact of the pandemic and shared the organisation's priorities for 2021 and beyond.

NW thanked NM for his presentation and opened the floor for questions and comments on the Chief Executive's review of 2019-2020.

DJ asked what the new support model for Local Groups was. NM stated that the new support model had been designed to provide more consistent day-to-day support for Groups through a new Volunteer Support Team, while Regional Development Officers would focus on building and developing our MS community throughout the UK. The new model had been shared with Volunteers earlier in the year and the changes were now being implemented. EH reported that online forums had recently been held to introduce Volunteers to the new Volunteer Support Team and that so far, the model was working well.

AC disputed that Volunteers had been consulted on the new model before it was implemented. EH advised that the Volunteer and Staff consultation had run concurrently and that consultation responses from both Volunteers and Staff had informed the final model that had been agreed by the organisation. EH reiterated the commitment confirmed in resolution two to review the Group support model after 12 months.

NW thanked the Members and Executive for their contributions and the meeting was adjourned for 10 minutes to allow the votes to be counted.

9. Report on voting

Shewly Choudhury (1,858 votes), Ady Dike (1,512 votes), Marion King (2,026 votes), Sarah Schol (2,069 votes) and Anthony Upshall (1,956 votes) were elected to the Board of Trustees.

Resolution 1 - Adopting a new Articles of Association
For - 2,339 votes (94.66%), against - 135 votes (5.34%)
This resolution was carried.

Resolution 2 - Involving our Volunteers
For - 2,461 votes (98.17%), against - 47 votes (1.83%)
This resolution was carried.

Resolution 3 - Receipt of the Annual Report and Accounts 2019
For - 2,471 votes (99.37%), against - 16 votes (0.63%)
This resolution was carried.

Resolution 4 - Appointment of Auditors
For - 2,455 votes (99.09%), against - 23 (0.91%)
This resolution was carried.

10. Acceptance of retirement from outgoing Trustees and vote of thanks

NW formally accepted the retirement of Ruth Hasnip, Christine Gibbons and Jason Atkinson from the Board of Trustees and gave warm thanks for the wisdom they had

shared and the outstanding contributions they had made to the MS Society during their time on the Board.

NW thanked the Members for their attendance and contributions, and thanked Civic Election Services for their efficient administration of the postal and online proxy votes. He also offered thanks to the Governance Team for adapting the AGM to an online format.

Polly Williams (Trustee) gave the vote of thanks. She acknowledged the challenging circumstances of the previous year and spoke of the passion, commitment and sheer hard work of MS Society Staff, Volunteers, the Executive Team, supporters, her fellow Trustees and Council Members as they came together to support the MS community. She offered congratulations and welcome to the new and returning Trustees, and spoke of the MS Society's commitment to increase the reach of our recruitment to find candidates who would bring a diverse range of skills, experience and different ways of thinking to the Board.

11. Close of meeting

The 10th MS Society Annual General Meeting was concluded at 12.30pm.