



MULTIPLE SCLEROSIS SOCIETY

Rules & Standard Operating Procedures

Approved by the Board: April 2024
Updated: July 2026

Contents

Rules & Standard Operating Procedures	1
1. How to use the Rules & Standard Operating Procedures	4
2. MS Society background.....	4
3. Statutory framework	4
4. Charitable purpose.....	6
5. Governance principles	6
6. Our values	7
7. Governance structure	8
Section I – Leadership	9
8. Board of Trustees	9
8.1 Composition	10
8.2 Board officer roles	11
9. Trustee recruitment process	12
9.1 Elected Trustees	12
9.2 Appointed Trustees	13
9.3 Co-opted Trustees.....	13
9.4 Casual vacancies	13
9.5 Reappointment of Trustees	14
10. Trustee eligibility	14
11. Trustee inductions	15
12. Trustee performance reviews and appraisals	15
12.1 Annual performance reviews	15
12.2 Formal appraisal prior to reappointment	15
12.3 Chair’s appraisal	15
13. Board performance as a collective.....	16
14. Permanent Committees.....	17
14.1 Strategic Implementation & Finance Committee	17
14.2 Nominations & Remuneration Committee.....	17
14.3 Audit & Risk Committee.....	18
14.4 Appointments to Permanent Committees	18
15. Other ad hoc Board Task and Finish, Oversight and Advisory Groups.....	19
17.1 Executive/Management-led Committees or Advisory Groups.....	19
16. General Meetings	20
17. Board of Trustee and Committee meetings.....	20

19.1 Board meetings	20
19.2 Committee meetings.....	20
19.3 Right of access and inspection of documents - Trustees.....	20
19.4 Probity, conflicts and declarations of interest	21
18. Engagement and communication	21
19. Elections and the Electorate	21
21.1 Election rules.....	21
20. Membership.....	22
21. Delegated authority	22
22. How we deal with problems.....	23
Section IV – Subsidiaries.....	24
23. MSS (Trading) Ltd	24
24. MS Society Nominees Ltd	24
25. Multiple Sclerosis Society of Great Britain and Northern Ireland (MSS GBNI).....	25

1. How to use the Rules & Standard Operating Procedures

Our governance structures are underpinned by our Articles of Association, as adopted on 05 December 2020, and amended in December 2022 and December 2025. These Rules & Standard Operating Procedures (Rules & SOPs) provide the practical application of 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 & SOPs. In the event of any conflict laid out in these procedures, the statutory requirements will always take precedence.

The Trustees, staff and volunteers of the MS Society will at all times have due regard for the Rules & SOPs, which have been agreed by the Board of Trustees in accordance with the provisions of Article 34. Any change to these Rules & SOPs will 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 from 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 2025-2029 – *'Our strategy: The next MS story'*.

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). We are also registered as a charity (number 1256) and as a foreign company (number 006152F) in the Isle of Man, and with the Guernsey Charity Registry (CH36).

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.

Charity Governance Code

The Board of Trustees has embraced the Charity Governance Code as a tool for self-assessment and continuous improvement. While compliance is not a statutory requirement, the Board is committed to ensuring the MS Society substantially complies with the Code and

reporting on performance against it in the annual report. In line with the Code, the Board reviews its own performance and that of individual Trustees, including the Chair, on an annual basis, with an external evaluation every three years (see section 12 for further details).

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, informed by the National Council for Voluntary Organisation (NCVO) Charity Ethical Principles, that underpin MS Society 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 that 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 are committed to creating a world where no one in the UK faces MS alone, no matter who they are.

We commit to valuing and celebrating the diversity of our community. We will promote equity and equality, ensuring that EEDI is embedded in all we do. We stand against discrimination and will relate to everyone within our community.

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 ensures 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 our work and our organisational culture:

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.

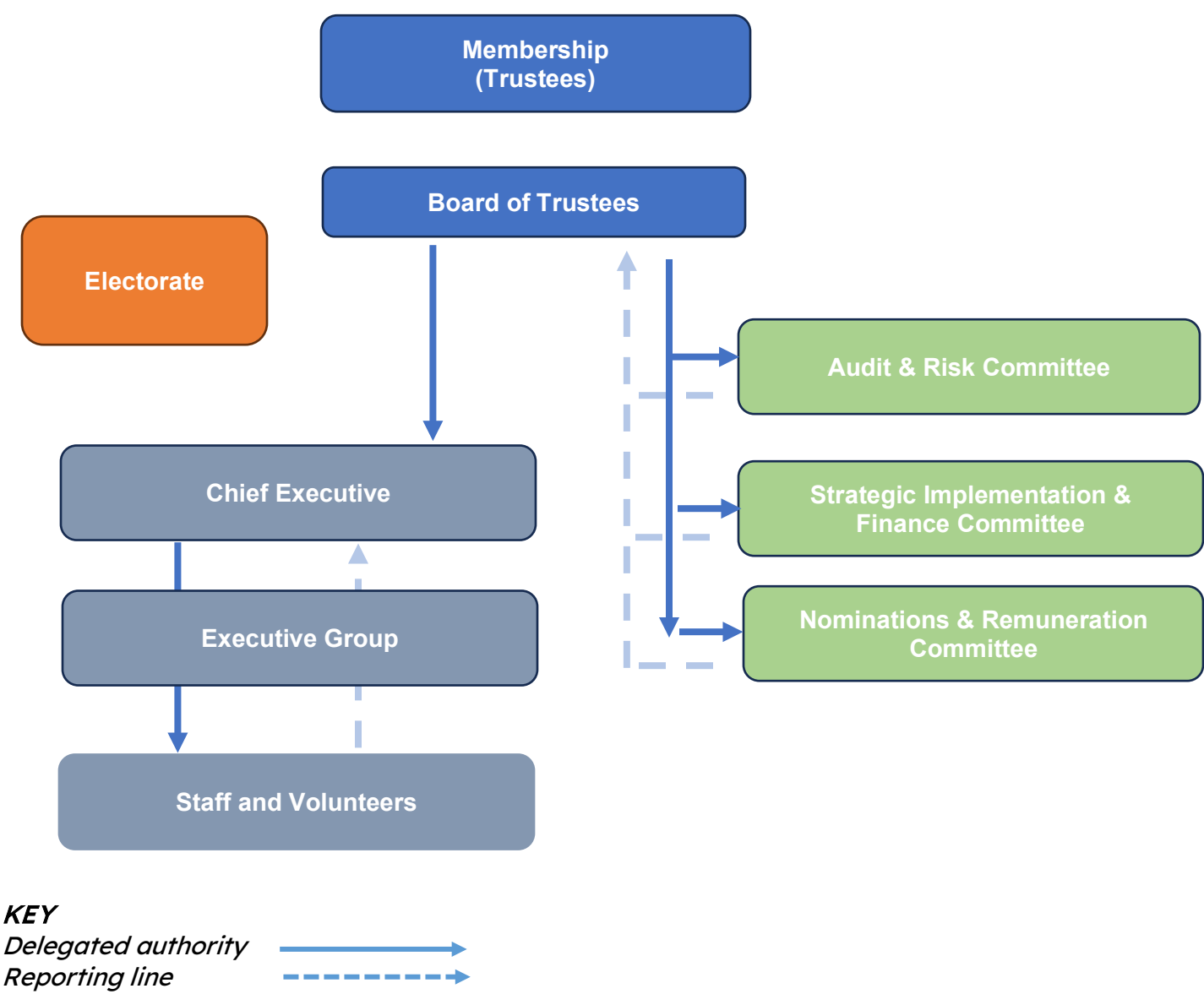
Ambitious

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



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 & 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 15 and not less than 10 Trustees, and will consist of:

- Up to seven elected Trustees
- Up to five appointed Trustees, being the Chair of the Board, the Treasurer, and one appointed Trustee each for Northern Ireland, Scotland, and Wales
- 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	5, being the Chair of the Board, the Treasurer, and the Appointed Trustees for Northern Ireland, Scotland, and Wales	Chair - five-year term, no reappointment Treasurer and Appointed Trustees for Northern Ireland, Scotland, and Wales - three-year term, can be reappointed for two further terms based on performance in the role
Elected Trustees	7	Elected by the Electorate for a three-year term, reappointed for two further three-year terms based on performance in the role
Co-opted Trustees	Up to 3	Terms of up to three years, can be reappointed up to nine years in total

Elected Trustees

Elected Trustees 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 an initial three-year term.

Elected Trustees can be reappointed for two further three-year terms, up to a maximum consecutive period of nine years, based on performance in the role and following completion of a formal appraisal.

Appointed Trustees

Appointed Trustees are appointed by the Board to:

- Hold specific officer roles - being the Chair of the Board and the Treasurer
- Strengthen the representation of the devolved nations on the Board - one Appointed Trustee each for Northern Ireland, Scotland, and Wales

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 and the Appointed Trustees for Northern Ireland, Scotland, and Wales are each appointed for a three-year term and can be re-appointed for two further three-year terms, up to a maximum consecutive period of nine years, based on performance in the role and following completion of a formal appraisal.

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 their 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 up to three years, and can be co-opted for further terms, up to a maximum total term of nine years, if the Board considers 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, support them to effectively carry out their financial responsibilities, and to work closely with the Chief Executive and Director of Finance (or comparable role) 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 Committee and ex officio member of the Strategic Implementation & Finance Committee and, with the Audit & Risk Committee, oversees the preparation and scrutiny of the Charity's annual external audit. 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 will 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 & Remuneration 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 a diversity survey will be completed by the Board to enable the Nominations & Remuneration 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 & Remuneration Committee deems suitable. The Nominations & Remuneration Committee will have oversight of the formal application and interview process, including forming a recruitment panel as needed, and on completion of that process, will identify and recommend individuals to be put to the Electorate.

The Board will ratify the candidates nominated by the Nominations & Remuneration Committee and will 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 will take place in any given year where there are vacancies within the Elected Trustee positions on the Board.

9.2 Appointed Trustees

The Nominations & Remuneration Committee will advertise vacancies for the Chair, Treasurer and Appointed Trustees for Northern Ireland, Scotland, and Wales using any means that they deem suitable. The Nominations & Remuneration Committee will have oversight of the formal application and interview process, including forming a recruitment panel as needed, and on completion of that process will identify and recommend individuals to be appointed to the Board.

The Board will ratify the candidates recommended by the Nominations & Remuneration Committee and will put them to the Membership for appointment. In the event that more than one suitable candidate is identified for any appointed 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. No member who is also a candidate for the role being voted on will 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 & Remuneration 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 on the Board may arise in-year due to the unexpected retirement or other vacating of an existing Trustee position. 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. Candidates 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 & Remuneration 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 or an Appointed Trustee for Northern Ireland, Scotland, or Wales occurs during the term of office the Board will select a replacement through an open recruitment process, overseen by the Nominations & Remuneration Committee. Any successful candidate would take up the role immediately.

9.5 Reappointment of Trustees

Elected and Co-opted Trustees, and the Treasurer and Appointed Trustees for Northern Ireland, Scotland, and Wales, can be reappointed for two further terms, based on performance in the role and the completion of a formal appraisal (in line with section 12 below).

For Co-opted Trustees, any reappointment will be based on an appraisal of the individual's performance in the role and assessment of whether the skills gaps or other needs their co-option to the Board is addressing still exist 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 the Chair

The Chair may have their term extended by one year (to a maximum of six years) in exceptional circumstances.

Any proposal to extend the Chair's term will be overseen by the Nominations & Remuneration Committee, chaired by the Vice Chair, or when the Vice Chair is not available, by another Trustee approved by the Board. The Nominations & Remuneration Committee will make a formal recommendation to the Board for approval. The Chair of the Board will not be involved in the decision making, other than to confirm their agreement to the proposed extension.

For the avoidance of doubt, Elected and Co-opted Trustees, and the Treasurer and Appointed Trustees, may serve a maximum of nine years, with no option for further 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, and each year thereafter. They must also complete the pre-appointment requirements, including providing references, verifying their identity with Companies House, 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, as both Charity Trustees and Company Directors.

12. Trustee performance reviews and appraisals

12.1 Annual performance reviews

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

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

The Chair will take notes of the discussion and 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 & Remuneration Committee annually.

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 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 & Remuneration Committee will have oversight of the process and outcome and will make a formal recommendation on whether the individual should be reappointed for a further 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 seeking feedback from the full Board 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. The Nominations & Remuneration Committee will have oversight of this process and progress against findings and recommendations will be reviewed every year by the Board as part of the Board Effectiveness Review action plan.

Section II – Committees

The Board can delegate its powers to Committees, Councils or other sub-groups that it deems necessary through the establishment of terms of reference (Article 27). The Board will be supported by three permanent Committees (the Strategic Implementation & Finance Committee, the Nominations & Remuneration Committee, and the Audit & Risk Committee) until otherwise disbanded by the Board.

14. Permanent Committees

14.1 Strategic Implementation & Finance Committee

The Strategic Implementation & Finance Committee is responsible for assessing corporate and strategic performance, ensuring the adequacy of progress in achieving objectives, and reviewing systems for measuring and monitoring strategic performance, including financial aspects.

Members of the Strategic Implementation & Finance Committee will be appointed by the Board of Trustees.

The Strategic Implementation & Finance Committee will be made up of at least 6 members and will include at least:

- Three Trustees
- The Treasurer of the Board of Trustees ex officio, who will not chair the committee
- Two independent co-opted members

The Chair of the Strategic Implementation & Finance Committee will be appointed by the Board from amongst its members.

Co-opted members to the Committee must be approved by the Board of Trustees before they take office. The Chair of the Strategic Implementation & Finance Committee will be appointed by the Board from amongst its members.

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

14.2 Nominations & Remuneration Committee

The Nominations & Remuneration Committee is responsible for providing oversight of Board and Committee appointments and Trustee elections, as well as Board effectiveness and succession planning. The Committee is responsible for oversight of remuneration (pay and benefits) matters relating to staff, the CEO and the Executive Group, including annual pay awards, for recommendation to the Board of Trustees. The Committee also oversees CEO

appointment, for recommendation to the Board of Trustees.

Members of the Nominations & Remuneration Committee will be appointed by the Board of Trustees.

The Committee will be made up of at least four members, and will include at least:

- The Vice Chair of the Board of Trustees, ex officio, who will not chair the committee
- Two further Trustees
- Independent members with relevant skills

The Chair of the Nominations & Remuneration Committee will be appointed by the Board from amongst its members.

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

14.3 Audit & Risk Committee

The Audit & Risk Committee is responsible for providing the Board with oversight of the MS Society's systems for internal control, risk management, assurance and compliance including internal and external audit and ensuring the organisation's adherence to regulatory requirements and ethical standards.

Members of the Committee will be appointed by the Board of Trustees. The Treasurer is Chair of the Audit & Risk Committee. The Audit & Risk Committee will be made up of at least six members. These will include:

- The Treasurer who will be Chair of the Committee
- Three further Trustees
- Two independent members

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

14.4 Appointments to Permanent Committees

Trustee 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. The Chair of the Board can attend Committee meetings but is not an ex officio member of any permanent committee.

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 relevant Committee.

Appointments to Committees will 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.

15. 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 will 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

16. General Meetings

A 'General Meeting' is a meeting of the MS Society's Membership conducted within the provisions set out in the Articles.

17. Board of Trustee and Committee meetings

19.1 Board meetings

The Board of Trustees will meet as often as is required to satisfactorily conduct the affairs of the Charity, but not less than four times per year. Trustees 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 to the Director of Governance and Executive Office. Other meeting attendees are at the Board's discretion but will, as a minimum, 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. Each Board meeting agenda includes the option for a Trustee-only session after the close of the meeting.

19.2 Committee meetings

Permanent Committees will 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 to the Director of Governance & Executive Office. 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 inspect any document that has been considered by the Board or a Committee. 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 will

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 Probity, conflicts and declarations of interest

Trustees and Committee 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 Conflicts of Interest Policy, Gifts & Hospitality Policy, and Expenses Policy.

18. 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 their role, activities and decisions. This will include 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 staff, volunteers and the wider public can understand what matters are being discussed and agreed by the Board, as appropriate, through the year.

19. 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. 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 does not form part of the Legal Membership of the Company, which is restricted to the Trustees.

21.1 Election rules

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

The Elected Trustees will be elected by means of a ballot, which will be conducted in such manner as the Board may from time to time determine. Only the Electorate will be entitled to receive a ballot paper, and each member of the Electorate will 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, will not invalidate any ballot or the result of any election on the basis of such ballot.

Those elected as Elected Trustees by the ballot will 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 will be conclusive for the purpose of determining who will be elected to the Board in accordance with the Articles and each person so elected will take office from the agreed commencement date for the position.

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

Any individual who has filled a casual vacancy and is eligible and within the permissible terms of office for Trustees can apply for the vacant Elected Trustee position at the next election.

20. Membership

The Trustees (being the Directors of the company) form the Legal Membership of the Company. Each Trustee 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.

21. 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 Scheme of Delegation, relevant Committee Terms of Reference and corporate policies set out the authority and powers that the Board of Trustees has delegated to its Committees, 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.

22. How we deal with problems

From time to time, problems may occur in working relationships in the MS Society, whether between trustees, staff, 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 Code of Conduct, Complaints Policy and the Volunteer Problem Solving Policy. Other relevant policies include the Safeguarding Policy, Grievance Policy (in the case of staff) and Speaking Up (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 suspending or withdrawing delegated powers.

Section IV – Subsidiaries

23. 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 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 is appointed by the 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 MS 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 meetings of the Board of Directors is two.

24. 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 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 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 meeting of the Board of Directors is two.

25. 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 4 December 2014.

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

Version control

Date of amendment	Summary of changes	Made by
December 2021	Updated to reflect new National Councils Terms of Reference approved by the Board.	Head of Governance
March 2023	Added power to enable Council's to co-opt members into casual vacancies that occur in year approved by the Board.	Head of Governance & Executive Office
April 2024	Updated to reflect changes to committee structure approved by the Board in December 2023.	Head of Governance & Executive Office
March 2026	Updated to reflect amended Articles of Association adopted by the Legal Members in December 2025.	Director of Governance & Executive Office
July 2026	Updated to reflect Board decision to retire Councils	Director of Governance & Executive Office