MULTIPLE SCLEROSIS SOCIETY

Rules and Standard Operating Procedures
STANDARD OPERATING PROCEDURES

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PART I

INTRODUCTION

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 2015 to 2019.

The Multiple Sclerosis Society is a company limited by guarantee number 07451571. It is also a registered charity in England and Wales (1139257), and has ‘cross-border’ registration status in Scotland (SC041990). The MS Society shall at all times have due regard for the rules and standard operating procedures, which have been developed by the Board of Trustees in accordance with the provisions of Article 86 of the Constitution, any change to which shall only be taken by the Board of Trustees. Any changes to the constitution must be approved by members of the MS Society in accordance with its terms. The financial year of the MS Society is the year beginning on the first day of January and ending on the last day of December.

All activities of Multiple Sclerosis Society must be in accordance with the rules and standard operating procedures, the requirements of the Charity Commission, the Office of the Scottish Charity Regulator (OSCR) and Companies House. In due course the Society will comply with any requirements from the Charity Commission of Northern Ireland. In the event of any conflict with these procedures, the statutory requirements will take precedence at all times.

1 INTERPRETATION OF TERMS

In this document, the terms below should be interpreted as follows:
a) ‘the MS Society’ or ‘the Society’ or ‘MSS’ or ‘the charity’ means the charitable company limited by guarantee Multiple Sclerosis Society

b) ‘MSS GBNI’ means the Multiple Sclerosis Society of Great Britain and Northern Ireland (registered charity number 1139257/1)

c) ‘Board’ or ‘Board of Trustees’ means those persons appointed from the membership of the Society in accordance with Part III

d) ‘Trustees’ means those persons elected by the membership of the Society to be the directors of the charity

e) ‘Co-optees’ means those persons selected by the Board of MS Society or, with the Board’s approval, committees of the Board to undertake the work of MS Society in accordance with the Rules

f) ‘Committee(s)’ or ‘Committee(s) of the Board’ are those committees that have been given delegated powers to act on behalf of the Society by the Board of Trustees through the Scheme of Delegation and/or an Authority to Act in the Name of the Society. These are the four national councils, and the UK-wide committees for Audit, Risk & Finance, Governance and People.

g) ‘Chair’ means the Chair of the MS Society Board of Trustees

h) ‘Chief Executive’ means the person appointed by the Board to the post of the Chief Executive Officer of the MS Society

i) ‘Executive Group’ or ‘EG’ shall be understood to include the senior executives of the MS Society, as determined by the Chief Executive from time to time

j) Except where otherwise stated, reference to a specific office holder also applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

2 MEMBERSHIP

The MS Society is a corporate body. Individuals become members on payment of a membership fee to be determined by the Society from time to time, and agree to uphold the MS Society’s values and Code of Conduct and the MS Society’s membership rules from time to time. Members’ rights and responsibilities are laid down in the Constitution but in summary they are:

- Attending and voting at the Annual General Meeting of the Society and any other General Meetings
- Approving the auditors and receiving the financial report
- Proposing business for inclusion at a general meeting
- Considering and deciding upon any proposed constitutional changes
- Requisitioning special general meetings for the discussion of specific issues

Membership of the Society is open to all those who share an interest in MS, abide by the rules and policies of the Society and pay the annual membership dues. The Society’s membership has strongly re-affirmed that the Society should be governed on democratic lines on the principle of ‘one member, one vote’, and the Society is ultimately governed by the wishes of its members, acting on behalf of the wider MS community. Members express their wishes through open and transparent democratic processes including the election of trustees to the Board (see below). Active and positive engagement of members in decision-making makes a vital contribution to the independence and strength of the Society.

Constitution articles 3, 7 - 10, 24, 44, 78 - 84 and 89

Approved December 2016
3 BOARD AND COMMITTEES

The business of the MS Society is conducted by the Board of Trustees which has the right to delegate its powers to committees or the Chief Executive as directed in the constitution through a scheme of delegation (see page 25). There are two schemes, one for the MS Society and the other for MSS GBNI.

Delegation to committees is generally through an Authority to Act in the Name of the Society document or Terms of Reference, which each committee agrees with the Board. This is the committee’s ‘licence to operate’ and the Board will monitor progress against this document at least annually.

These delegations may be revoked by the Board if they consider it in the best interests of the Society and people with MS.

The Board of Trustees

The number of directors shall be not less than three and shall not be more than sixteen.

The Board of Trustees is the governing body of the MS Society. The Board is appointed from the membership of the Society and will comprise Trustees elected by the members, a Chair and a Treasurer (who may be elected Trustees or co-opted to fulfil these roles). The Board may also co-opt further trustees on the basis set out in Part III and subject to the provisions of the Constitution. The Board must elect a Trustee to be Vice Chair each year at the next Board meeting immediately after the Annual General Meeting and may elect a Trustee as Assistant Treasurer at any time.

The principal functions of the Board are to set the strategic direction for the Society, taking into account the views of members and ensuring the organisation is well managed and complies with its obligations under company and charity law and to the charity regulators. This includes, but is not restricted to:

- defining the mission, vision and leadership values of MS Society.
- ensuring compliance with the mission, vision and leadership values of MS Society.
- ensuring plans are established to achieve the objectives of MS Society.
- approving each year’s budgets
- approving each year’s annual report and accounts.
- establishing and overseeing an appropriate framework of delegation and systems of control.
- ensuring effective delegation of powers through a scheme of delegation.
- taking key decisions on matters that will, or might, create significant risk for the MS Society.
- appointing the Chief Executive.
- supporting the Chief Executive and Executive Group in carrying out the plans and policies of the Board.
• satisfying itself that the MS Society’s affairs are conducted lawfully and in accordance with generally accepted boundaries of performance and propriety.
• maintaining the distinction between management issues, which are the Chief Executive’s responsibility, and issues of strategic direction and corporate governance, which are the responsibility of the Board.

Committees of the Board

The Board of Trustees may delegate any of its powers or functions (subject to Article 69) to committees consisting of two or more Trustees (other than in the case of the national councils where no Trustees are required) and - if the Board so decides - other members who are not Trustees. Committee members, including members of the National Councils, serve for a term of three years unless otherwise specified at the time of appointment.

The ‘Authority to Act in the Name of the Society’ is the document that delegates authority, responsibilities and powers from the Board to the Committees.

Audit, Risk & Finance Committee

Purpose: To provide detailed oversight, on behalf of the Board of Trustees, of the MS Society’s systems for internal control and risk management and of the financial affairs of the MS Society, ensuring financial viability, efficient, effective and proper use of its resources and safeguarding its assets. The committee also oversees the work of the Society’s Investment Committee.

Membership: The Committee will have between six and eight members appointed by the Board of Trustees - to include one person who is not a Trustee or a member of a National Council, and two Trustees. Ex officio the Treasurer is always a member. Any Assistant Treasurer is always a member of the committee (and any appointment of an Assistant Treasurer which results in the membership figure being exceeded will be acceptable until such time as a member’s term ceases). There will be at least one (but not more than two) individual(s) appointed by the Board from among the membership of the National Councils.

Governance Committee

Purpose: To address governance issues across the UK on behalf of the Board, and ensure that the distinct voice of members in the nations is factored into the Board’s decision making processes.

Membership: The Committee will have nine members appointed by the Board of Trustees: the Chair of the MS Society, Vice Chair, Treasurer, Chairs of the National Councils and two other Trustees.

People Committee

Purpose: To provide strategic oversight, on behalf of the Board, of all employee and volunteer-related aspects of the Society.
Membership: The Committee will have four members appointed by the Board of Trustees; the Chair of the MS Society (ex officio), Vice Chair (ex officio), and two other Trustees.

National Councils (Cymru, England, Northern Ireland and Scotland)

Purpose: To provide a voice for members and the wider MS community in the nations of the UK, be an ambassador and advocate for people with or affected by MS and help to deliver the MS Society’s strategy in their nation. An individual who is a member of a National Council shall be on the Audit, Risk & Finance Committee and the chair of each National Council sits on the Governance Committee; this is part of the way in which councils are integral to the good governance of the whole Society.

The ‘Authority to Act in the Name of the Society’ is the document that delegates authority, responsibilities and powers from the Board to the National Councils.

The Board also has the authority to create other Board committees or time-limited ‘task and finish’ groups as it deems appropriate to further the business of the Society.

Minute-taking

The Trustees must keep minutes of

- All appointments of officers made by the directors
- Proceedings at general meetings of the Society
- Proceedings of meetings and committees of the Board of the Trustees

Constitution article 74

4 OFFICERS OF THE BOARD OF TRUSTEES AND NATIONAL COUNCILS

The Chair

The role of the Chair is to provide visible and credible leadership; to facilitate partnerships within the membership of the MS Society and with external organisations.

Constitution article 66

The Treasurer

The Treasurer of the Society is appointed by the Board of Trustees from amongst their number or the Trustees may co-opt to fill the role.

Constitution article 66

The Vice Chair

The Board must elect a Vice Chair at the first meeting following the AGM.
A National Council may elect a Vice Chair at any time.

**Assistant Treasurer**

The Board may elect an Assistant Treasurer at any time.

**Election processes**

Further information on election processes is contained within Part III.

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**5 CONDUCT OF MEETINGS**

**General Meetings**

A ‘General Meeting’ is a meeting of MS Society’s membership conducted within the provisions set out in the constitution. The Board may make such provision from time to time to ensure that General Meetings are run efficiently and in accordance with the requirements of the constitution.

Constitution articles 11 - 43

**Meetings of the Board and Committees of the Board**

The Board of Trustees shall meet as often as required to satisfactorily conduct the affairs of the MS Society and committees shall meet on no fewer occasions than required by the Authority to Act in the Name of the Society. The Chair may invite observers to the meeting provided that such persons shall not have the right to speak unless otherwise invited to do so. Any committee, or ad hoc committee set up for a specific purpose (a ‘task and finish’ group), shall have suitably agreed terms of reference, which shall clearly indicate the extent of delegated powers, if any. The delegated powers are outlined in the Scheme of Delegation and/or the Authority to Act in the Name of the Society.

Meetings of the Board and National Councils, though not the other committees of the Board, shall be open to members of the Society and staff to attend as observers. Most business items are ‘open’, but members and staff may be excluded by the decision of the chair if an agenda item is confidential, or for any other item if it is considered in the best interests of people with MS to do so.

Confidential issues include, but are not limited to:

- Commercial confidentiality
- Named member, volunteer or staff issues, such as disciplinary matters

**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. The MS Society maintains a register of the interests of Trustees and committee members, which is available for public inspection. A conflict
of interest is any situation in which the personal interests of an individual, or the loyalty which they owe to another organisation or person, could influence, or appear to influence, a decision they make.

When the Board or committee discusses an item which poses a conflict of interest (whether actual, perceived or potential) for any person present, the person must declare the interest. If the conflict is clear and substantial, they should offer to withdraw and, if invited to remain and eligible to vote, refrain from voting on the matter. The chair shall determine whether it is appropriate for them to participate in the discussion. (Where such a conflict is likely to recur on a frequent basis, the member of the Board or committee will be expected to resign.)

**Gifts and Hospitality**

Trustees or committee members shall not solicit or receive any gift, hospitality or consideration of any kind from any supplier, contractor, agent, organisation, firm or individual, as an inducement or reward for:

- Doing or refraining from doing anything in their official capacity
- Showing favour or disfavour to any person in their official capacity

Any volunteer receiving a gift valued at more than £25 or with an accumulated value of more than £100 in any 12 month period, as a result of their position or role at the Society, eg from a supplier of services to the Society, is required to declare it as soon as possible to the Chair and/or Chief Executive.

**Inspection of Documents**

A Trustee, including co-opted Trustees, may, in furtherance of their duty, on application to the Chief Executive, inspect any document which has been considered by the Board of Trustees or Committee, and is entitled to inspect any file or correspondence at the office, provided that they do not have a private, personal or professional interest in such a matter. This shall not preclude the Chief Executive 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.

Members of the public have the right to inspect certain company records for proper purposes.

**6 CODE OF CONDUCT and LEADERSHIP VALUES**

The MS Society is aware that it is necessarily and properly scrutinised in its work by its regulators, including the Charity Commission, OSCR, Companies House and the Charity Commission for Northern Ireland. Particular activities, such as research, also have independent scrutineers. However, above and beyond this, it is right that the members and officers of the Society work to a Code of Conduct both for the efficient running of the organisation and to be seen to be acting in accordance with the highest standards of propriety.
The MS Society believes that all individuals involved with or working on behalf of people affected by MS should respect one another and work constructively to achieve our common goals. All those connected with or acting on behalf of the MS Society take personal responsibility for following the letter and spirit of the Code.

The contents of this Code will be regularly reviewed on a three yearly basis and be made widely available to members and to all interested parties with whom the Society has contact. Breach of the Code, depending on the circumstances, may be grounds for disciplinary proceedings or removal from the Board or committees.

The MS Society has also established and agreed a set of leadership values which underpin the work of Trustees and committee members. As with the code of conduct, breach of these values, depending on the circumstances, may be grounds for disciplinary proceedings or removal from the Board or committees.

**Conduct of Officers and Members of the Board of Trustees and the Committees of the Board**

In addition, every member of the Board and its committees has the following extra responsibilities:

a) Any officer or member shall not, without consent of the Chair of the Board or Chief Executive (or chair of the committee or national director where appropriate), when acting in a private capacity, address any meeting or enter into correspondence relating to the policy or business of MS Society.

b) Every officer or member of the Board or National Council or other committee who is offered or accepts any gift (invitation, benefit or trade discount), valued at more than £25, or with an accumulated value of more than £100 in any 12 month period, which may in any way be connected to this position as an officer or member shall be required to give written notice to the Chief Executive/Head of Governance who will record any such details in a register. Any doubts to reasonableness of such a gift or invitation shall be referred to the Chief Executive or the Chair.

c) Any firm or individual offering a bribe to either a member or officer of the Board or committee of the Board shall immediately be debarred from any further working relationship with MS Society. Additionally, the receipt of any bribe by any member or officer of the Board or committee of the Board shall be grounds for disciplinary proceedings or removal from the Board or committee. The offer of any such bribe must be reported immediately to either the Chair or Chief Executive. Further information is contained in the Society’s bribery policy.

In summary, every member or officer of the Board or committee of the Board must be vigilant in ensuring that they are properly safeguarded against being compromised in relation to their position with the Society. If any member or officer believes that there is a risk of such a compromise or being seen to be compromised a note should be sent, in writing, to the Chair or the Chief Executive. Failure to make such a declaration or the making of a false declaration may be grounds for disciplinary proceedings or removal from the Board or committees.
7 VOLUNTEERS AND STAFF

The Society values the involvement and commitment of volunteers. It acknowledges the importance of their significant contributions that enable the Society to act and respond to the needs of people with MS across the UK. Staff and volunteers work together in partnership to deliver the Society’s objectives. Volunteers are involved in all aspects of the Society’s work.

A consistent approach to the recruitment, induction and support of volunteers underpins a strong MS Society brand and image.

The Board has delegated the responsibility for the well-being and effective management of volunteers to the Chief Executive through the Scheme of Delegation, but retains to itself the responsibility for strategy and oversight of the effectiveness of that strategy.

The work of volunteers is mainly but not exclusively carried out through the branch network, local or national support groups. The Committee Handbook provides guidance on running a branch or support group.

Appointment of the Chief Executive and Staffing

The Board of Trustees appoints a Chief Executive to conduct the work of the MS Society on its behalf. The Chief Executive attends meetings of the Board and his/her duties are outlined in their job description and scheme of delegation.

The Board of Trustees retains overall responsibility for the appointment and conduct of staff. They shall however delegate responsibility to the Chief Executive for recruitment and appointment of such staff (so long as expenditure is contained within the approved budget and staff are sufficient in number and calibre to satisfactorily undertake the running of the MS Society), and for managing the conduct and performance of staff.

Chief Executive review and remuneration

The Chair shall be responsible for carrying out the following in relation to the Chief Executive. In doing so the Chair shall consult with and obtain input from the Vice Chair and Treasurer. Additionally the Chair may, if and where appropriate, seek input from other Trustees.

The Chair’s responsibilities are:

- Preparing for and carrying out two formal performance reviews at months 6 and 12 of the Society’s financial year:
  - Reviewing performance from the previous 6 months;
  - Reflection and feedback on any particular successes or difficulties;
  - Identification of, and guidance on solutions for, any learning and development needs;
  - Support for the Chief Executive in general terms;

- Setting the Chief Executive’s annual objectives and KPI’s;
• Setting the Chief Executive’s remuneration including any specific performance related rewards in any given year.

The Chair shall report to the Board on the discharge of the above responsibilities at least once a year (that feedback will necessarily be generalised).

8 STATUTORY RETURNS

The Multiple Sclerosis Society submits the following statutory returns and regulatory returns. Responsibility for their preparation and approval is as follows:

<table>
<thead>
<tr>
<th>Return</th>
<th>Preparation</th>
<th>Approval and sign off</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charity Commission (also submitted for MSS GBNI)</td>
<td>Head of Governance</td>
<td>Treasurer</td>
</tr>
<tr>
<td>OSCR (also submitted for MSS GBNI)</td>
<td>Director, MSS Scotland Head of Governance</td>
<td>Treasurer</td>
</tr>
<tr>
<td>Charity Commission of Northern Ireland (when active)</td>
<td>Director, MSS Northern Ireland Head of Governance</td>
<td>Treasurer</td>
</tr>
<tr>
<td>Companies House</td>
<td>Head of Governance</td>
<td>Treasurer</td>
</tr>
</tbody>
</table>

PART II

FINANCIAL POLICIES AND PROCEDURES

The Board of Trustees have a legal and regulatory responsibility to ensure the finances and the assets are effectively managed to further the charitable objectives of the Society. They do this by ensuring the Society has an appropriate system of controls, financial and otherwise.

In particular, the Audit, Risk & Finance Committee ensures:

• proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the funds held on trust and to enable them to ensure that the accounts comply with requirements in the Charities Act 2011

• that a system is in place to establish and monitor internal controls

• arrangements exist for the safeguarding of assets and for taking reasonable steps for the prevention and detection of fraud and corruption
The Trustees, through the Audit, Risk & Finance Committee, ensure that accounts are prepared where:

- Suitable accounting policies are selected and applied on a consistent basis
- Judgements and estimates made are reasonable and prudent
- Relevant accounting standards are followed
- Accounts are prepared on a going concern basis.

The Audit, Risk & Finance Committee has delegated powers to ensure systems of financial control exist designed to mitigate risk. They consider the internal audit plan to ensure the Trustees can obtain assurance on the systems of internal control including that internal controls comply with guidelines issued by the Charity Commission.

The Scheme of Delegation details the authority the Board has delegated to the Chief Executive and/or the Audit, Risk & Finance Committee, and the Audit, Risk & Finance Committee’s Authority to Act also details the authority the Board has delegated to it. Further information can be obtained by contacting the Executive Director of Corporate Services or the Head of Finance.

PART III

POLICIES & PROCEDURES

1 MEMBERSHIP RULES

Membership is open to individuals who agree to abide by the rules of the Society and is subject to the Society’s membership rules from time to time.

Constitution articles 7-10

2 CODE OF CONDUCT

The MS Society has a Code of Conduct

3 LEADERSHIP VALUES

The MS Society has a set of Leadership Values.

4 ELECTION RULES

Introduction

These rules apply to the Board of Trustees and, unless stated otherwise, to the four National Councils of the Society.

All members of the Society are welcome to submit applications to serve on the Board or the appropriate National Council (see next paragraph). Details of vacancies are published annually and full details of the criteria, including person specification, role description and full information on the selection and election process are available in the application pack.

Approved December 2016
The appropriate National Council is the council for the nation in which the individual resides (unless the individual is an active member of a branch which, though outside the relevant nation, is treated by the MS Society as being part of that nation).

**Elections**

The Board establishes procedures for fair and independently scrutinised elections of Trustees and National Council members.

All eligible members (see above) have a right to put themselves forward for election whether recommended by the Board or Council or not, provided they have:

- a) applied to the Society to become a Trustee or National Council member in the format laid down,
- b) been shortlisted, and
- c) been interviewed.

If an applicant for the National Councils is not interviewed for any reason, they cannot stand for election.

In the event of equal numbers of votes being cast for more than one candidate, the Board will hold a secret ballot of the members of the Board between these candidates. If necessary, further ballots may be held until a majority is obtained for one candidate.

<table>
<thead>
<tr>
<th>The Board</th>
<th></th>
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<tbody>
<tr>
<td><strong>Chair</strong></td>
<td>Appointed by the Board (may be elected or co-opted trustee)</td>
</tr>
<tr>
<td><strong>Treasurer</strong></td>
<td>Appointed by the Board (may be elected or co-opted trustee)</td>
</tr>
<tr>
<td><strong>Trustees</strong></td>
<td>Elected by the Society’s members</td>
</tr>
<tr>
<td><strong>TOTAL (assuming both Chair and Treasurer are co-opted)</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Co-opted Trustees</strong></td>
<td><em>Co-opted by the Board</em></td>
</tr>
</tbody>
</table>

a) The MS Society Board comprises (depending on the numbers co-opted and subject to Article 57 of the Constitution), 10 to 13 volunteer Trustees.
b) All Trustees must be members of the Society at the time of election or co-option. If an existing Trustee’s membership lapses or ceases for whatever reason, they automatically cease to be a Trustee.

c) All Trustees must be 18 years or older at the time of election or co-option to the Board.

d) Ten trustees are elected by the UK membership by a process of one member, one vote.

e) A quarter of the Board may be co-opted Trustees (Article 57 of the Constitution). The maximum number who can be co-opted therefore depends on the total number of Trustees / directors and on whether the Chair and Treasurer are elected or co-opted Trustees. If the Chair and Treasurer are elected trustees this figure could be as high as 3; if they are co-opted Trustees this figure will be no higher than 1, depending on whether a full complement of ten Trustees has been elected.

f) The Chair is the first Trustee and shall serve for a single term of five years and may be one of the elected Trustees OR one of the co-opted Trustees.

g) The Treasurer may be one of the elected Trustees OR one of the co-opted Trustees.

h) The Vice Chair may be one of the elected Trustees OR one of the co-opted Trustees.

i) The Assistant Treasurer may be one of the elected Trustees OR one of the co-opted Trustees.

j) All elected Trustees are elected to serve for a term of three years and may be elected to serve for one further consecutive term of three years before a break of at least one year.

k) The election process is completed at the AGM and the elected trustee’s term of office begins on 1 January of the following year. Elections to fill casual vacancies may be authorised by the Board.

Co-opting Trustees
l) The Board may co-opt individuals as Trustees in order to ensure it has an appropriate complement of skills and diversity.

m) The co-opted Trustee may serve for no more than three consecutive terms of one year without a break of at least one year.

n) Where an individual is elected subsequent to having been co-opted the general principle is that the maximum total length of service would be six years. The details of how this should operate in relation to a particular individual in the precise circumstances of the timing of their co-option shall be addressed by the panel considering whether or not to recommend the individual for election (eg it might be...
appropriate for an individual who was initially co-opted early in the calendar year to have a slightly shorter maximum total length of service than six years – rather than either serving for significantly longer than six years or rather than there being a long vacancy before someone else can be elected, whereas if initially co-opted late in the calendar year then it might be appropriate for their maximum total length of service to be slightly longer than six years).

Officers of the Board

o) The Board has the authority to establish procedures from time to time to identify candidates for Chair and Treasurer who will provide effective leadership for the Society.

p) The Chair of the MS Society is selected by the Board (whether from amongst elected Trustees or to be co-opted) following an open recruitment process for a single five year term. If a casual vacancy for Chair occurs during the term of office, the Board will select a new Chair through an open recruitment process. Pending the selection, the Board appoints one of its number to fill the vacancy temporarily. At the discretion of the Board and under exceptional circumstances the Chair may serve one additional year.

q) The Treasurer is appointed by the Board (whether from amongst elected Trustees or to be co-opted) for a three year term of office and may serve for two consecutive terms before a break of one year. At the discretion of the Board and under exceptional circumstances the Treasurer may serve one additional year.

r) The Board, at the first meeting following each AGM, must elect a Vice Chair and, at any time, may elect an Assistant Treasurer to serve for a term of one year, and a maximum of three years before a break of at least one year, beginning 1 January. At the discretion of the Board and under exceptional circumstances the Vice Chair and Assistant Treasurer may serve one additional year. Individuals who have been elected at the AGM to be Trustees with effect from 1 January are eligible for election.

s) In addition, the Board may elect a second Vice Chair if it considers it appropriate. If the Board elects a second Vice Chair then it shall at the same time decide whether one, the other, or both, shall be members of committees of which the Vice Chair is a member ex officio.

t) The Governance Committee invites applications for the position of Vice Chair or Assistant Treasurer from existing Trustees and Trustees-Elect and, if required, forms an interview panel. The Committee then makes recommendations to the Board which elects the Vice Chair by a show of hands.
The National Councils

<table>
<thead>
<tr>
<th>Chair</th>
<th>Elected by the Council from among its members</th>
<th>Three years + a further 3 years if re-selected</th>
<th>1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Council members</td>
<td>Elected by members in the nation</td>
<td>Three years + a further 3 years if re-elected</td>
<td>12, including chair (15 in England)</td>
</tr>
<tr>
<td>Co-opted members</td>
<td>Co-opted by the National Council</td>
<td>A single year</td>
<td>2</td>
</tr>
</tbody>
</table>

a) The National Councils comprise 12 to 14 volunteers (15 to 17 in England).

b) All council members must be members of the Society at the time of their election and/or co-option and during their tenure on the council.

c) All council members must be 18 years or older at the time of appointment to the council.

d) 12 (except England - 15) council members are elected by the membership in their nation or region by a process of one member, one vote (membership in the nation or region means only those individual members who reside in that nation or region except where an individual is an active member of a branch which, though outside the relevant nation or region, is treated by the MS Society as being part of that nation or region).

e) All elected council members are elected to serve for a term of three years and may be elected to serve for one further consecutive term of three years before a break of at least one year.

f) The election process is completed at the AGM and the elected council member’s term of office begins on 1 January of the following year. Elections to fill casual vacancies may be authorised by the Board.

Co-opting Council members

g) The Council may co-opt up to two members in order to ensure it has an appropriate complement of skills and diversity. These co-optees must be agreed by the Board.

h) A co-opted council member may serve for no more than three consecutive terms without a break of at least one year.

i) Where an individual is elected subsequent to having been co-opted the general principle is that the maximum total length of service would be six years. The details of how this should operate in relation to a particular individual in the precise circumstances of the timing of their co-option shall be addressed by the panel considering whether or not to recommend the individual for election (eg it might be appropriate for an individual who was initially co-opted early in the calendar year to have a slightly shorter maximum total length of service than six years – rather than...
either serving for significantly longer than six years or rather than there being a long
vacancy before someone else can be elected, whereas if initially co-opted late in the
calendar year then it might be appropriate for their maximum total length of service to
be slightly longer than six years).

Officers of the Council

j) The Chair of the National Council is elected by the council under a process approved
by the Board of Trustees as delegated to the Governance Committee, from time to
time. If a casual vacancy for Chair occurs during the term of office the Council may
select one of its own number to fill the vacancy temporarily prior to electing a new
Chair in accordance with the process at l) below. At the discretion of the Board and
under exceptional circumstances the Chair may serve one additional year (and, for
that purpose, may be co-opted for one additional year as a member of the Council).

k) The Council may elect from its own number, at a time of its choosing, a Vice Chair to
serve for a term of one year, and a maximum of three years before a break of at least
one year.

l) The overall process for election of Chair and/or Vice Chair of a National Council is
based on the overall approach of:

- Elections will be split across two meetings.
- Candidates are declared at the first meeting
- Elections will take place at the second meeting

The detail is as follows:

- in relation to election as Chair (assuming that the vacancy will exist from 1
  January following the end of the current chair’s term, whether as chair or member
  of the National Council) candidates must declare their intention in or to the first
  meeting of the national council following the MS Society AGM; in relation to
  election as Vice Chair (or Chair at any other time) the individual candidate must
  declare their intention in or to the meeting on whose agenda this item appears
- in relation to elections of Chairs it is for an individual National Council to decide
  whether or not to schedule two meetings between the AGM and the end of the
  calendar year (allowing the process to complete before the end of December).
- those who are eligible to stand are those who would be members of the Council at
  the time the term would start (therefore, for example, if a term starts on 1 January
  it would include those whose terms start on 1 January and exclude those whose
  terms will have finished)
- candidates are required to submit a supporting statement of no more than 250
  words to be circulated to members two weeks ahead of the meeting at which the
  Chair or Vice Chair will elected. This needs to be submitted to the appropriate
  national director two weeks after their intention has been declared
- at the following meeting - at which the election takes place - each candidate will
  have a ten minute slot to outline their suitability and vision for the role briefly but
  primarily to answer questions arising from their statement
- voting will take place by secret ballot. Those who are be eligible to vote are those
  who would be members of the Council at the time the term would start (therefore,
for example, if a term starts on 1 January it would include those whose terms start
on 1 January and exclude those whose terms will have finished)
- in the event of a tie between the highest placed candidates then (a) lower ranked
candidates, if any, are “knocked out” and (b) ballots are repeated as necessary
until there is a result
- if someone is absent from the meeting when the Chair or Vice Chair is elected
they will not be allowed to vote in absentia
- the individual who is elected takes up office as Chair or Vice Chair at the end of
the term of the then Chair or Vice Chair or, if the post is vacant, immediately.

m) A Council may decide that it will have two vice chairs rather than one. If it does then
(i) that decision remains in force until the Council agrees otherwise (and a vacancy
will therefore arise when an individual’s term expires for whatever reason), (ii) it shall
decide the time from which there will be two vice chairs (so that it may choose to
stagger their terms if it wishes), and (iii) it may choose to start the election process at
the same meeting that it chooses to have two vice chairs.

n) If a National Council has decided that it will have two vice chairs and is only electing
one at any given time then the process at l) above shall apply.

o) If a National Council has decided to appoint two vice chairs and is electing both to the
same timetable then the process at l) above shall apply with the following variations:
- at the meeting at which the election is taking place council members can vote for a
maximum of 2 candidates. This is conducted via secret ballot as usual.
- votes are not ranked in order (i.e. individuals have two equally ranking votes, not a
system of transferable votes).
- the highest scoring two candidates are elected (if there is a tie between the two
highest scoring candidates they are both elected as vice chairs).
- if there is a tie which includes the second and third highest scoring candidates all
nominations with a lower number of votes drop out and a further election (or
elections) take(s) place involving all remaining individuals at the same meeting
until a majority is found.

5 PROCESS FOR SELECTION OF OFFICE BEARERS AND COMMITTEE MEMBERS
OF THE BOARD OF TRUSTEES

Officers of the Board are the Chair, Treasurer, Vice Chair and Assistant Treasurer. Certain
information on the selection of the Chair and Treasurer is contained in the Society’s constitution.

This process focuses on the selection of the other office bearers of the Board and members of
its committees; related information is set out at Part III section 4 t) above.

Selection of the Vice Chair and Assistant Treasurer

The principles of appointment remain as approved by the Governance Development
Committee (GDC.10.10.27 – October 2010) (except that the officer need not be an elected
Trustee at the time of selection and that appointment of an Assistant Treasurer may take place
at any time):
The term of office of the Vice Chair and Assistant Treasurer is one-year only.

The Vice Chair and Assistant Treasurer may be selected for a total of three terms before standing down for at least one year. Each officer will be recommended to the Board for selection at the first meeting after the AGM (or at any time in relation to the Assistant Treasurer) following a selection process.

The tenure of officers will normally be 1 January to 31 December. Exceptional circumstances that lengthen or shorten this tenure may be agreed by the Board.

The selection process and recruitment is the responsibility of the Governance Committee:

- After the AGM the Chief Executive’s Office identifies the vacancies to the Board in a paper to be agreed by correspondence (unless this has already taken place at a meeting of the Board and there has been no subsequent change).
- The Committee will invite Trustees and Trustee-Elects to apply for the available positions to the agreed role descriptions and person specifications. Applicants will be asked to prepare a short (not more than 500 words) statement on why they want the post, what skills they would bring to the post and their development needs.
- If any of the vacancies are contested, applicants may be asked to prepare a short (not more than 500 words) statement on what they consider the 3 key issues they would need to address and will be interviewed by a panel of the Committee to assess their suitability for the role. The panel may consist entirely of members of the Committee or, at its discretion, may include other Trustees.
- Where possible the Chair of the panel will be the Chair of the Society.
- Where a member of the panel is an applicant for a role another member of the Board shall be co-opted to the panel when considering that role.
- A recommendation will be made by the interviewing panel to the next Governance Committee meeting, for their recommendation to the next Board meeting (usually the first after the AGM) for Trustees to vote on.
- Where membership of a committee refers to the selection of a member of the National Councils then the Governance Committee shall follow an equivalent process.

Co-opting members of the Board (or committees of the Board)

The directors may appoint a person who is willing to act to be a director but the number of the directors so appointed must not be more than one quarter of the total number of directors

Constitution, clause 57(1)

The Governance Committee (or, where a committee itself is proposing a candidate for co-option to it, the committee itself) will recommend to the Board a suitable candidate(s) for co-option based on a skills audit or other evidence.
A search will be undertaken by advertising appropriately and/or word-of-mouth, either by the Board or by the relevant committee. Candidates will be provided with a role description, person specification and information about the Society and the Board or committee. They will also be invited to talk to the Chairman or, in the case of a committee, the Chair of the committee or the relevant executive group member. Applications will be by CV and a supporting statement. Shortlisted applicants will be interviewed by a panel. The preferred candidate will be presented to the Board for approval of their candidacy, including where the co-option is proposed by a committee itself.

Appointment of members of Committees (other than National Councils)
Where membership of committees refers to Trustees being members of that committee and there are vacancies the process, though not the term, will be the same as the process for recruitment to Vice Chair/Assistant Treasurer roles above.

Where the Society requires an independent or external committee member the process will be the same as the process for co-optees above, excepting that the process will be led by the Chair of the relevant committee or, if searching for a Chair, the Chair of the Society.

This section does not apply to the appointment / election of members of National Councils which is covered separately above.

For whatever role:

- Successful candidates will be required to undertake a programme of induction
- In certain situations, a candidate may not meet all the skills set but with some support and exposure to the Board or committee environment may do so in a reasonable period of time.

Related documents
Constitution of the Multiple Sclerosis Society
Rules and Standard Operating Procedures
Authorities to Act on Behalf of the Society

Deputising for ex officio members of committees

If an individual who is a member of a committee ex officio, eg as a result of an office which they hold, does not wish ordinarily to attend that committee the Governance Committee shall be informed. The Governance Committee may consider it appropriate that the individual continues to remain a member but simply gives their apologies. Alternatively it may consider that there should be an individual who deputises for them. In the latter case the following procedure shall be followed.

- The Governance Committee shall decide on the proposed replacement and make a recommendation to the Board
- Any such appointment should be reviewed on an annual basis

Approved December 2016
• The individual who is a member of a committee ex officio has the ability, after consulting with the chair of the committee, to revoke this at any point – in which case the individual should notify the Chairman of the revocation.

6 SCHEME OF DELEGATION

The MS Society is a complex organisation, operating in a dynamic context. This Scheme of Delegation provides the framework for decision-making and is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under article 69 of the Constitution of the MS Society.

The Scheme of Delegation for MSS GBNI will remain in operation until the Board of Trustees decides that there is no longer a purpose for MSS GBNI to fulfil.

The Schemes of Delegation are appended to this document.

7 AUTHORITY TO ACT IN THE NAME OF THE SOCIETY

Delegation to committees of the Board is through an Authority to Act in the Name of the Society document. This is the committee’s ‘licence to operate’ from the Board and the Board will monitor progress against this document at least annually.

8 INFORMATION GOVERNANCE

The information governance strategy, including the document retention and data protection policies is currently under review.

9 DECLARATION OF INTERESTS

Policy Position Statement 17 – ‘Managing conflicts of interest or potential conflicts of interest’ is to enable the Society to identify a perceived, potential or actual conflict of interest and deal with it appropriately. It ensures that the Society can manage risk – both financial and reputational - in an appropriate manner.

10 COMMENTS, COMPLIMENTS AND COMPLAINTS

MS Society welcomes the comments and compliments of stakeholders and uses complaints as an opportunity to improve our services. It has a Comments, Compliments and Complaints policy and procedure for this purpose. The Board receives an annual report of comments, compliments and complaints, with a summary of how they were addressed.

The Resolving Volunteer Issues and Concerns Policy is specifically for the use of volunteers, keeping issues at the appropriate, local level.

11 ENVIRONMENTAL POLICY

MS Society is committed to reducing waste and its carbon footprint. The Society has developed a draft policy statement.
12 AGM – RESOLUTIONS

Paid-up members of the Society can submit resolutions to the Board for consideration at the AGM, subject to constitution articles 21-23 and 31-34. The only resolution that can be raised at an AGM on the day is that the meeting should be adjourned.

Constitution articles 21-23, 31-34

PART IV

APPENDICES

ACTS

England and Wales
- Companies Act 2006
- Charities (Protection and Social Investment) Act 2016
- Trustees Act 2000

Scotland
- Charities and Trustee Investment (Scotland) Act 2005

Northern Ireland
- Charities Act (Northern Ireland) 2009

REGULATORS

- Companies House
- Charity Commission for England and Wales (Charity Commission)
- The Charity Commission for Northern Ireland (CCNI)
- The Office of the Scottish Charity Regulator (OSCR)

BEST PRACTICE GUIDANCE

England and Wales
- List of all Charity Commission guidance – Charity Commission

Key guidance:
- The Essential Trustee (CC3) – Charity Commission
- Hallmarks of an Effective Charity (CC10) – Charity Commission
- Charitable Purposes and Public Benefit – Charity Commission
- Good Governance: a Code for the Voluntary and Community Sector
- Responsibilities of a Director of a Company – Companies House
Northern Ireland
- Not applicable at present

Scotland
- Cross border regulation in Scotland - OSCR
- Guidance for Charity Trustees (Scotland) - OSCR
MULTIPLE SCLEROSIS SOCIETY

SCHEMES OF DELEGATION OF BOARD AUTHORITY
in force from 4 December 2015

Section I – Scheme of Delegation for Multiple Sclerosis Society

Company Limited by Guarantee No: 07451571
Charity Commission No: 1139257
Office of the Scottish Charities Regulator No: SCO41990

The Multiple Sclerosis (MS) Society’s vision is ‘a world free of the effects of MS’ and our mission is ‘to enable everyone affected by MS to live to their full potential and secure the care and support they need until we ultimately find a cure’. Our ultimate goal is ‘to beat MS’. Our work is focused through our seven goals and a five year strategy (2015-2019), established by the Board (the trustees of the MS Society acting together).

The MS Society’s Scheme of Delegation is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under article 69 of the Constitution. It indicates where further details of the delegations may be found. The Scheme of Delegation is constructed so as to empower and enable timely and effective action by volunteers and staff working in partnership for the benefit of people affected by MS. It ensures an appropriate level of delegation from the Board so that there is effective decision-making. It also ensures that the trustees are able to fulfill their legal and constitutional duties, through mechanisms and policies which enable them to delegate, monitor and, if necessary, modify or withdraw the delegated authority if it is considered in the interests of people affected by MS.

This Scheme of Delegation should be read alongside the Constitution and Governance Statement, and the Authority to Act on Behalf of the Society of the following committees of the Board:

- The National Councils of England, Scotland, Cymru and Northern Ireland,
- Audit, Risk & Finance
- Governance

Approved December 2016
People

This Scheme of Delegation comes into force on 4 December 2015 and is valid until amended by the Board. The Scheme of Delegation (approved by the Board in September 2009 and as subsequently amended) for The Multiple Sclerosis Society of Great Britain and Northern Ireland (“MSS GBNI”) – Charity Numbers 1139257/1 and SCO 41628) remains in force until that charity is dissolved or the Board amends the Scheme of Delegation for MSS GBNI.

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff or volunteers (except where it is expressly prohibited). Where matters have been delegated to the Chief Executive, the Chief Executive remains accountable to the Board for exercise of the powers delegated.

Where matters are not specified as delegated, they are reserved to the Board. The Board is not entitled to give away any of its authority permanently and, as stated in article 69(4) of the constitution, it retains the right to revoke or modify, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

- delegated powers are not being used effectively in the interests of people affected by MS
- the use of delegated powers is damaging the interests or reputation of the MS Society
- delegated powers are being used against the letter or spirit of the Society’s agreed policies and procedures.

The MS Society is a complex organisation, operating in a dynamic context. This Scheme of Delegation provides the framework for decision-making and action but there will be instances where it is not clear by whom an issue should be decided, or differences arise. The Board expects every volunteer or member of staff in the MS Society to work constructively together to arrive at timely, clear pragmatic solutions within the spirit of the MS Society’s democratic processes, our strategy, our leadership values, and the Code of Conduct, to maximise the positive impact of our work for people affected by MS. This Scheme of Delegation also indicates the key sources of advice to the Board to assist the exercise of its functions.

Assistance and advice on this Scheme of Delegation, and other constitutional and governance arrangements, should be sought from the Governance team at MS National Centre.

Reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

Approved December 2016
### SCHEME OF DELEGATION OF BOARD AUTHORITY

<table>
<thead>
<tr>
<th>Delegated matter</th>
<th>Delegation by Board to:</th>
<th>Limitation</th>
<th>Reference Document</th>
<th>Further delegation to:</th>
<th>Record of further delegation</th>
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<tbody>
<tr>
<td>1. Leadership and Management</td>
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<tr>
<td>1.1 Operational leadership and management of staff and volunteers</td>
<td>Chief Executive</td>
<td>Within the Society’s governance framework to meet the Society’s short and long term objectives</td>
<td>Constitution article 69(a)</td>
<td></td>
<td>Job/role descriptions Letters of authority</td>
</tr>
<tr>
<td>1.2 Promote the improvement of services and facilities by statutory and other bodies and organisations</td>
<td>Chief Executive</td>
<td></td>
<td>Constitution article 69(a) Authority to Act</td>
<td></td>
<td>Job/role descriptions Letters of authority</td>
</tr>
<tr>
<td>1.3 Organise or support conferences, meetings, lectures, training courses or courses of instruction</td>
<td>Chief Executive</td>
<td></td>
<td>Constitution article 69(a) Authority to Act</td>
<td></td>
<td>Job/role descriptions Letters of authority</td>
</tr>
<tr>
<td>1.4 Do anything which is necessary, conducive or incidental to the role and responsibilities set out in the Authority document which forms part of the agreed annual National Councils</td>
<td></td>
<td></td>
<td>Constitution article 69(c) Authority to Act</td>
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<tbody>
<tr>
<td>1.5 Establishment or disestablishment of branches/support groups or other structures for the effective delivery of MS Society strategic and operational plans</td>
<td>Chief Executive</td>
<td>Within the Society’s governance framework to meet the Society’s short and long term objectives. This does not include the establishment or disestablishment of national councils</td>
<td>Constitution article 69(a) and (d) Branch rules and committee handbook</td>
<td></td>
<td>Job/role descriptions Letters of authority</td>
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<tr>
<td>2. People</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>2.1 Determine pay and conditions of service of Chief Executive and appraisal of Chief Executive</td>
<td>Chair – informing Vice Chair and Treasurer</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>2.2 Recruit staff and determine staffing arrangements (e.g. pay, structures and reporting) other than for Chief Executive</td>
<td>Chief Executive</td>
<td>Within operating plan and budget approved by the Board</td>
<td>Constitution articles 5(10) and 69(a)</td>
<td>Line management reports</td>
<td>Job descriptions</td>
</tr>
<tr>
<td>2.3 Approve policies for MS Society staff</td>
<td>Chief Executive</td>
<td>Within legal and regulatory best</td>
<td>Constitution articles 5(10) and 69(a)</td>
<td>Line management reports</td>
<td>Job descriptions</td>
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<tr>
<td>management (including discipline and grievance procedures)</td>
<td></td>
<td>practice</td>
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<tr>
<td>2.4 Determine arrangements and approve policies for volunteering and volunteers (other than trustees) – including roles and dealing with problems</td>
<td>Chief Executive</td>
<td>All volunteers other than trustees</td>
<td>Constitution article 69(a)</td>
<td></td>
<td>Liaison with: National Councils Branches Support groups</td>
</tr>
<tr>
<td>2.5 Appoint external advisers to, and representatives of, the MS Society</td>
<td>Chief Executive</td>
<td>Research Strategy Committee co-chairs approved by Board</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>2.6 Suspension or removal of trustees or members of National Councils. Disbanding, withdrawal of powers or expulsion of Board committees (other than National Councils)</td>
<td>Board</td>
<td></td>
<td>Constitution articles 59 and 60 (trustees); article 69(b) (committees) (see preamble to the Scheme of Delegation for examples where this may be judged to be necessary and “in the interests of the Society”)</td>
<td></td>
<td></td>
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<tr>
<td>2.7 Establishment of rules for membership</td>
<td>Chief Executive</td>
<td>Governance Committee will</td>
<td>Constitution articles 7, 8 and 9</td>
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</thead>
</table>
| Refusal of applications for membership  
Suspension of members of the MS Society for up to 3 months                                                                                     |                         | decide on any appeal against refusal of an application for membership (Constitution article 7(5))                  |                                                                                  |                        |                               |
|                                                                                 |                         | Suspension of membership under Constitution article 8 with appeal to Governance Committee. No further delegation of suspension of membership is authorised |                                                                                  |                        |                               |
| 2.8 Termination of membership of members of the MS Society                                                                       | Decisions under Constitution article 9(1),(2) and (3) delegated to Chief Executive  
Decisions under Constitution article 9(4) reserved to Board                                                                      | Constitution article 9  
(also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”) |                                                                                  |                        |                               |
| 2.9 Establishment, disbanding, withdrawal of powers                                                                              | Chief Executive                                                  |                                                                                  |                                                                                  |                        |                               |

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<tr>
<td>or expulsion or disbanding of branches, support groups (or other entities) or their committees. Withdrawal of powers or expulsion of branch officers or volunteers from the MS Society</td>
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<td></td>
<td>(also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)</td>
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<tr>
<td>2.10 Suspension, or suspension of powers of national councils, branches and/or their committees, support groups (or other entities) for a period of up to 6 months</td>
<td>Chief Executive</td>
<td>This does not include trustees No further delegation authorised in relation to National Councils. Any use of this power in respect of National Councils is to be reported to the Board as soon as possible. Any extension of a suspension beyond 6 months in relation to a National Council additionally requires the agreement of the Chair</td>
<td>Constitution article 69(1) (a), (c) and (d) (also see preamble for examples where this may be judged to be necessary and “in the interests of the Society”)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.12 Approving an extension of office for up to one year for chairs of branches</td>
<td>Chief Executive</td>
<td></td>
<td>Constitution article 69(1) (a)</td>
<td>No further delegation authorised.</td>
<td>In ‘exceptional circumstances’ – subject also to majority of members in branch</td>
</tr>
</tbody>
</table>

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<tr>
<td>(over and above two consecutive periods of three years)</td>
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<td>area agreeing in postal vote</td>
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<tr>
<td>2.13 Ensuring the Society has policies and procedures to meet legal and regulatory obligations in respect of children</td>
<td>Chief Executive</td>
<td>Within legal and regulatory best practice</td>
<td></td>
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<tr>
<td>2.14 Ensuring the Society has policies and procedures to meet legal and regulatory obligations in respect of vulnerable adults</td>
<td>Chief Executive</td>
<td>Within legal and regulatory best practice</td>
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</tbody>
</table>
### 3.2 Formulation and implementation of policies to meet the Society’s legal obligations and/or implement the Society’s strategy

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<tr>
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<tr>
<td>3.2 Formulation and implementation of policies to meet the Society’s legal obligations and/or implement the Society’s strategy</td>
<td>Chief Executive</td>
<td></td>
<td></td>
<td>Liaison with: National Councils Branches and support groups</td>
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</table>

### 4. Planning and Finance

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<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>4.1 Formulate, modify and recommend MS Society’s annual</td>
<td>Chief Executive Assessed by: Audit, Risk &amp;</td>
<td>Within the framework of the Society’s strategy</td>
<td></td>
<td>Liaison with: National Councils Branches and support</td>
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<td>operating plan and budget to the Board</td>
<td>Finance Committee</td>
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<td>Approved by: Board</td>
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<tr>
<td>4.2 Control and monitoring of MS Society activities and expenditure</td>
<td>Chief Executive</td>
<td>In line with annual plan and budget approved by the Board</td>
<td></td>
<td></td>
<td>Job descriptions</td>
</tr>
<tr>
<td></td>
<td>Monitored by the Audit, Risk &amp; Finance Committee</td>
<td>Monitoring within delegations to Audit, Risk &amp; Finance Committee</td>
<td></td>
<td></td>
<td>Objectives</td>
</tr>
<tr>
<td></td>
<td>Reported to the Board</td>
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<td>Annual plans</td>
</tr>
<tr>
<td>4.3 Re-allocation of resources ‘in-year’ (virement) to meet emerging requirements</td>
<td>Chief Executive</td>
<td>Within overall annual budget approved by the Board and in line with the mechanisms agreed by the Audit, Risk &amp; Finance Committee</td>
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<td>Monitored by the Audit, Risk &amp; Finance Committee</td>
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<tr>
<td>4.4 Signature of cheques and financial authorities (eg BACS)</td>
<td>Officers of the Board</td>
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<td></td>
<td>Chief Executive</td>
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<td>Monitored by the Audit, Risk &amp; Finance Committee</td>
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<tr>
<td>4.5 Authorise signing off of tax claims for all parts of the MS Society</td>
<td>Chief Executive</td>
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<td>Monitored by Audit, Risk &amp; Finance</td>
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Approved December 2016
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<thead>
<tr>
<th>Delegated Matter</th>
<th>Delegation by Board to:</th>
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<th>Further delegation to:</th>
<th>Record of further delegation</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.6 Authorisation of stock transfers</td>
<td>Treasurer and Chief Executive monitored by Audit, Risk &amp; Finance Committee</td>
<td></td>
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<tr>
<td>4.7 Approve changes to banking arrangements (e.g. new borrowing terms)</td>
<td>Treasurer and Chief Executive Monitored by: Audit, Risk &amp; Finance Committee</td>
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<tr>
<td>4.8 Trade for profit (in pursuit of charitable objects) in the name of the Society</td>
<td>Directors of MSS (Trading) Limited</td>
<td>Articles of Association of MSS (Trading) Limited</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>4.9 Approval of branch expenditure for items or projects over £10,000</td>
<td>Officers of the Board or Chief Executive Monitored by the Audit, Risk &amp; Finance Committee</td>
<td>Within contract signing limits</td>
<td></td>
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<tr>
<td>4.10 Accept or reject legacies and donations</td>
<td>Chief Executive</td>
<td></td>
<td></td>
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<tr>
<td>4.11 Allocation of donations including legacies (e.g. branch,</td>
<td>Chief Executive</td>
<td></td>
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<tr>
<td>Delegated Matter</td>
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<tr>
<td>MSNC) where terms are ambiguous or disputed</td>
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<tr>
<td>4.12 Authorise ex-gratia payments</td>
<td>Chief Executive</td>
<td>Under £1,000: Chief Executive Over £1,000: Board (both subject to Charity Commission approval)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4.13 Establishing and implementing risk management strategy</td>
<td>Chief Executive Monitored by: Audit, Risk &amp; Finance Committee Reported to: Board</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4.14 Formulate and recommend MS Society’s risk management framework to the Board</td>
<td>Chief Executive Assessed by: Audit, Risk &amp; Finance Committee Approved by: Board</td>
<td>Within the framework of the Society’s strategy</td>
<td></td>
<td>Liaison with: National Councils</td>
<td></td>
</tr>
<tr>
<td>4.15 Control, monitoring and review of risk management</td>
<td>Chief Executive Monitored by the</td>
<td>In line with the risk management framework and the</td>
<td></td>
<td>Line management reports Job descriptions</td>
<td></td>
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</tbody>
</table>

Approved December 2016
<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>plan</td>
<td>Audit, Risk &amp; Finance Committee Reported to the Board</td>
<td>Society’s strategy</td>
<td></td>
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</table>

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</thead>
<tbody>
<tr>
<td>5. Legal and Regulatory</td>
<td></td>
<td></td>
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<tr>
<td>5.1 Sign statutory and other routine reports to regulatory bodies (e.g. Companies House, Charity Commission and Office of the Scottish Charity Regulator)</td>
<td>Chief Executive</td>
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<td></td>
<td>Monitored by Board</td>
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<tr>
<td>5.2 Authority to enter into contracts or other partnerships in pursuit</td>
<td>Chief Executive</td>
<td></td>
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<tr>
<td></td>
<td>Treasurer</td>
<td></td>
<td>In line with the strategy approved by the Board and annual</td>
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</table>

Approved December 2016
of the Society’s objects

| Monitor by the Audit, Risk & Finance Committee | plan and budget Limited to £250,000 total contract value beyond which the contract should be referred to the Audit, Risk & Finance Committee for approval (and if it wishes to the Board) |  |  |

5.3 Authorise signing for data protection registration

<p>| Chief Executive |  |  |  |</p>
<table>
<thead>
<tr>
<th>Delegated Matter</th>
<th>Delegation by Board to:</th>
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<tbody>
<tr>
<td><strong>6. Research</strong></td>
<td></td>
<td></td>
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<tr>
<td>6.1 Research grants approval</td>
<td>Chief Executive Reported to: Board</td>
<td>In line with research strategy approved by the Board and annual plan and budget</td>
<td>Advice from: Research strategy committee Grant review panels</td>
<td></td>
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<tr>
<td><strong>7. Property</strong></td>
<td></td>
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</tr>
<tr>
<td>7.1 Acquisition and disposal of the Society’s land and property (freehold or leasehold)</td>
<td>Directors of MS Society (Nominees) Ltd</td>
<td>Articles of Association of MS Society (Nominees) Ltd</td>
<td></td>
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</tbody>
</table>
Section 2 – Scheme of Delegation for MS Society of Great Britain and Northern Ireland

The MS Society of Great Britain and Northern Ireland’s Scheme of Delegation is a reference for volunteers and staff, showing what authority the Board has delegated to committees, councils, other volunteers or staff under the terms of the UK Constitution 7.11 and 7.12. It indicates where further details of the delegations may be found.

The sole member and trustee of MSS GBNI is the MS Society. The Chief Executive of the MS Society of Great Britain and Northern Ireland is the Chief Executive of the MS Society, and the Treasurer of MSS GBNI is the Treasurer of the MS Society.

This Scheme of Delegation should be read alongside the UK Constitution (as amended most recently in 2014).

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff or volunteers. In these instances, the Chief Executive remains accountable to the Board for exercise of the powers delegated.

The Board is not entitled to give away any of its authority permanently and retains the right to revoke, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

- delegated powers are not being used effectively in the interests of people affected by MS
- the delegation of powers is damaging the interests or reputation of the MS Society
- delegated powers are being used against the letter or spirit of the Society’s agreed policies and procedures.

Assistance and advice on this Scheme of Delegation, and other constitutional and governance arrangements, is available from the Governance team at MSNC.

Reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.
<table>
<thead>
<tr>
<th>Delegated Matter</th>
<th>Delegation by Board to:</th>
<th>Reference Document:</th>
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</thead>
<tbody>
<tr>
<td>1. Leadership &amp; management</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.1 Operational leadership and management of staff and volunteers within MSS GBNI’s governance framework to meet MSS GBNI’s short and long term objectives</td>
<td>Chief Executive</td>
<td>UK Constitution Powers (Appendix A to UK Constitution) 3.35</td>
</tr>
<tr>
<td></td>
<td>Monitored by: Board</td>
<td></td>
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<tr>
<td>2. Strategy and policy formulation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.1 Leadership of MSS GBNI’s overall strategy and key policies</td>
<td>Board</td>
<td>UK Constitution</td>
</tr>
<tr>
<td></td>
<td>Advice from: Chief Executive</td>
<td></td>
</tr>
<tr>
<td>2.2 Formulation of policies to meet MSS GBNI’s legal obligations and/or implement its strategy</td>
<td>Chief Executive</td>
<td>UK Constitution</td>
</tr>
<tr>
<td>3. Policy implementation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.1 Implementation of policies to meet MSS GBNI’s legal obligations and/or implement its strategy</td>
<td>Chief Executive</td>
<td>UK Constitution</td>
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<td>Planning and Finance</td>
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<tr>
<td>4.</td>
<td>4.1 Control and monitoring of MSS GBNI's activities and expenditure in line with annual budget approved by Board</td>
<td>Chief Executive</td>
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<td></td>
<td></td>
<td>Board</td>
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<tr>
<td>4.</td>
<td>4.2 Formulate and recommend MSS GBNI's annual operating plan and budget to the Board</td>
<td>Chief Executive</td>
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<td>Approved by:</td>
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<td>Board</td>
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<tr>
<td>Number</td>
<td>Description</td>
<td>Responsible Party</td>
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<tr>
<td>4.3</td>
<td>Authorisation of stock transfers</td>
<td>Treasurer and Chief Executive</td>
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<tr>
<td>4.4</td>
<td>Cheque-signing and financial authorities (eg BACS)</td>
<td>Chief Executive</td>
</tr>
<tr>
<td>4.5</td>
<td>Contract-signing</td>
<td>Chief Executive (with explicit Board approval)</td>
</tr>
<tr>
<td>4.6</td>
<td>Accept legacies and donations</td>
<td>Chief Executive</td>
</tr>
<tr>
<td>4.7</td>
<td>Authorise statutory and other routine reports to regulatory bodies (eg Charity Commission and Office of the Scottish Charity Regulator)</td>
<td>Treasurer</td>
</tr>
<tr>
<td>4.8</td>
<td>Decide which part of the Society a donation should go to in cases where the terms are ambiguous</td>
<td>Chief Executive</td>
</tr>
<tr>
<td>4.9</td>
<td>Authorise ex-gratia payments</td>
<td>Board (subject to Charity Commission approval)</td>
</tr>
<tr>
<td>4.10</td>
<td>Authorise signing off of tax claims for all parts of the MS Society</td>
<td>Chief Executive</td>
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<td>4.11</td>
<td>Authority to enter into contractual or other partnerships in pursuit of the Society's objects (and report these to the Board)</td>
<td>Chief Executive</td>
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<td>4.12</td>
<td>Approve changes to banking arrangements (eg. new borrowing terms)</td>
<td>Treasurer and Chief Executive</td>
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<tr>
<td>4.13 Risk management</td>
<td>Chief Executive</td>
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<td><strong>5. Legal</strong></td>
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<tr>
<td><strong>6. People</strong></td>
<td></td>
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</tr>
<tr>
<td>6.1 Determine pay and conditions of service of Chief Executive, and appraisal of Chief Executive</td>
<td>Chair of the MS Society – informing the Vice Chair and Treasurer</td>
<td></td>
</tr>
<tr>
<td>6.3 Appoint external advisers to, and representatives of, the MS Society</td>
<td>Chief Executive</td>
<td></td>
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<tr>
<td><strong>7. Property</strong></td>
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<td>7.1 Acquisition and disposal of the Society’s land and property (freehold or leasehold)</td>
<td>Directors of MS Society (Nominees) Ltd</td>
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<tr>
<td></td>
<td>UK Constitution powers, 3.42 Memorandum and Articles of Association of MS Nominees Ltd</td>
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