



## OPEN

### **Board Meeting Summary Report Multiple Sclerosis Society Board of Trustees**

Meeting date: Thursday 31 March 2022, 10.30am  
MS Society, Carriage House, 8 City North Place, London, N4 3FU and via video conference

#### **Present**

##### **Trustees**

Nick Winsor	Chair of the Board of Trustees
Sarah Schol	Vice Chair of the Board of Trustees
Stuart Secker	Treasurer
Ady Dike	Trustee
Anthony Upshall	Trustee
Bayan Mohajeri	Trustee
Emily Reves	Trustee
Marion King	Trustee
Mohini Raichura-Brown	Trustee
Polly Williams	Trustee

##### **Council Chairs**

Gemma Talbot	Chair of the England Council
Dr Kate Laverty	Chair of the Northern Ireland Council
Laura Ingram	Chair of the Scotland Council

##### **Staff Attending**

Nick Moberly	Chief Executive
Vicky Annis	Executive Director - Corporate Services
Sam Walker	Executive Director - Services (Interim)
Morna Simpkins	Director of Scotland

## **1. Opening remarks**

1.1. Nick Winsor (Chair of the Board of Trustees) welcomed the Board and attendees to the meeting.

## **2. Chief Executive's report**

2.1. Nick Moberly (Chief Executive) gave a report on progress that had been made on delivering impact for the MS community, and in reshaping and transforming the way we work since the last Board meeting. The report included a summary of our financial performance in quarter 4 2021, and against key performance indicators for the delivery of core activities.

### **3. Annual Report and Accounts**

- 3.1. The Board was asked to approve the MS Society 2021 Annual Report and Accounts, which had been scrutinised by our Audit, Risk and Finance Committee and our auditors, Haysmacintyre. The Board received assurance that the MS Society remains a going concern and gave approval.
- 3.2. The Board also noted that the MSS (Trading) Ltd 2021 Annual Report and Accounts had been approved by the Directors at a meeting earlier that day. The Directors of MSS (Trading) Ltd are Stuart Secker (Treasurer), Sarah Schol (Vice Chair), Nick Moberly (Chief Executive) and Vicky Annis (Executive Director of Corporate Services). MSS (Trading) Ltd accounts relate to trading activities that don't come through the Charity.

### **4. Significant investment requests**

- 4.1. During the 2022 Business Plan and Budget setting process, the Executive Group had indicated their intention to seek Board approval for significant investment of reserves to transform our impact in a number of key areas.
- 4.2. The Board was asked to comment on the Project Sage case for support, ahead of being asked to approve the investment case in July. Project Sage would seek to develop joined up systems and data architecture to really understand and maximise the potential of our data, and replace our existing CRM. A discussion took place about the business-critical nature of data management and the Board endorsed the Project Sage case for support.
- 4.3. The Board was asked to comment on the Engagement Transformation case for support, ahead of being asked to approve the investment case in July. This investment would seek to transform how we reach, engage and build enduring relationships with more people in our community. A discussion took place about the importance of continuing to build on progress made since the Marketing and Engagement Strategy was approved in March 2020, and the Board endorsed the Engagement Transformation case for support.
- 4.4. The Board next considered the investment case for Website Optimisation. This investment would enable a step-change in the development of our website's structure, design and functionality to deliver our strategic objectives. A discussion took place about the urgency of this project, and the Board approved the proposed investment in Website Optimisation.

### **5. Stop MS Appeal update**

- 5.1. The Board received an update on the Stop MS Appeal, including the income raised to date, and a high-level forecast for the remainder of the Appeal. It had been agreed in 2021 that the Appeal would be extended by a year, to the end of 2025, to take into consideration the impact of the pandemic on both income and research expenditure.

### **6. Chair recruitment update**

- 6.1. The Board received an update on recruitment of a new Chair of the Board of Trustees, given that Nick Winsor was due to retire in 2022. Candidates had been shortlisted and interviewed by the recruitment panel, led by Sarah Schol (Vice Chair of the Board), with Ceri Smith (Trustee), Emily Reves (Trustee) and Dr Shewly Choudhury (Trustee), and the final two candidates had taken part in a

panel discussion with members of the MS community, staff and volunteers. It was noted that the panel would make their recommendation to the Members (being the Trustees and Chairs of National Councils), and that a General Meeting of the Members would be convened to appoint the new Chair.

## **7. National Councils update**

7.1. The Board received updates from the National Councils. It was noted that each of the Councils had met for the first time since the new Chairs were appointed in December 2021, and that their 2022 plans were being submitted to the Board for approval. Gemma Talbot (Chair of the England Council) provided an update on recruitment to the England Council, which had attracted candidates with a wide variety of backgrounds, skills and experience, and connections to the MS community. Kate Laverty (Chair of the Northern Ireland Council) advised that each Northern Ireland Council member had taken on responsibility for different parts of the annual plan, and that meetings were underway with local MS groups. Laura Ingram (Chair of the Scotland Council) spoke of the Scotland Council's plans to support the Neurology Now campaign, and to increase their visibility via social media. Morna Simpkins (Director of Scotland and Lead Director for National Councils) spoke for Cymru/Wales, confirming that growing engagement with MS groups and other projects would be a key focus for the Cymru Council during 2022. The Trustees approved each National Council's Annual Plan.

## **8. Committee reports**

- 8.1. Polly Williams (Trustee, Chair of the People Committee) gave an overview of the People Committee meeting on 23 February 2022. The committee had received the consolidated People Report, which included updates on employee engagement; volunteering; internal communications; and equality, diversity and inclusivity (EDI). The committee had reviewed the Gender Pay Gap Report to be published on our website and the government's Gender Pay Gap Service, and had reviewed the People-related areas of the Policy and Compliance Registers before they were considered by the Audit, Risk and Finance Committee. The committee had considered the 2021 Pension Report, and the approach and principles that would inform the Pay and Staff Benefits Review. It was noted that the Executive Group had completed their annual review of critical role cover.
- 8.2. Nick Winsor (Chair of the Board, ex-officio Chair of the Nominations Committee) gave an overview of the Nominations Committee meeting on 23 February 2022. The committee had reviewed the results of the annual Board Skills Audit and the proposed Trustee recruitment and election process and schedule. The committee had commented on the Board EDI Action Plan and noted the anonymised Board EDI Report. The committee had discussed plans for the new Chair's induction and the schedule of annual performance reviews for Trustees and Council Members was noted. The Board approved a one-year extension to the Treasurer's term to September 2023 to provide continuity while the new Chair took up their role, as provided for by Article 22.3(b).
- 8.3. Stuart Secker (Treasurer, Chair of the Audit, Risk and Finance Committee) gave an overview of the Audit, Risk and Finance Committee meeting on 16 March 2022. The committee had considered a number of items on the Board meeting agenda, including the 2021 Annual Report and Accounts; Corporate Risk Register; Annual Compliance Report; Stop MS Appeal update; and significant investment requests. The committee had considered the Management Accounts

to 31 December 2021 and the MS Society's compliance with the Charity Commission's checklist of internal financial controls for charities (CC8). Haysmacintyre (external auditors) had presented the 2021 Audit Findings Report, and Rathbones (investment managers) had provided an update on the performance of our investment portfolio. The Trustees approved the updated Investment Policy.

## **9. Governance matters**

- 9.1. The Board welcomed plans for future Board meetings to include time to focus on a specific area of the strategy, to review whether the agreed objectives and plans continued to be the best way to address current trends, challenges and opportunities.
- 9.2. The Board reviewed the Corporate Risk Register which had been updated to reflect the 2022 Business Plan and Budget, and to reflect the Executive Group's agreed view on the most significant strategic risks facing the organisation that would fundamentally affect the way we operate or our ability to deliver the strategy.
- 9.3. The Board noted the Annual Compliance Report, which provided an overview of performance in 2021 within key compliance areas including: health and safety; safeguarding; fundraising practice; corporate policies; and comments, compliments and complaints handled during the year. There were no areas of concern.
- 9.4. The Board reviewed the Scheme of Delegation Report, which was a standing item to ensure the Board had oversight of decisions delegated to sub-groups of the Board and taken between Board meetings.
- 9.5. The Board noted the updated Register of Interests, the purpose of which is to give members of the Board and Executive Group the mechanism to declare any interests that may conflict, or may be perceived to conflict, with their loyalty to the MS Society, in line with our Conflicts of Interests Policy. The Board agreed for the Register of Interests to be published on the MS Society website.