

MSIF Governance – An Overview

The Multiple Sclerosis International Federation (MSIF) is established as a charity registered by the Charity Commission of England and Wales and also as a company. Its governance is therefore controlled by the laws of England and the regulations of this Charity Commission.

This overview describes the main features of MSIF governance at August 2016. It is in everyday language and designed as an introduction for a newcomer and as an overview for the more experienced. It is drawn from a legal document that regulates MSIF known as the MSIF *Articles of Association* and from attendant papers that have been agreed by MSIF over time and are to be found in the *MSIF Governance Compilation*¹.

Numbers in brackets in this overview are cross-references to numbered clauses in the MSIF *Articles*. Where the initials ToR appear it means that further detail is in the relevant Terms of Reference in the *MSIF Governance Compilation*. CC is a reference to a Charity Commission publication of which the main one is *The Essential Trustee: What you need to know*. These can be found at <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

'Governance' means the general high-level control of and responsibility for a charity. It is primarily the responsibility of Members and particularly of trustees. It is usually distinguished from management, which is primarily the responsibility of the Chief Executive and his/her staff.

The term 'Member' with a capital M in this document means a Full Voting Member of MSIF or an Associate Non-Voting Member, that is an **organisation** admitted by the Board as a Member of the company – only one organisation from each country (Articles 10 – 17).

All meetings referred to in this document may be in person or by telephone conference or other agreed electronic means (Article 38). Travel and related costs for meetings are generally not met by MSIF.

Where the word 'must' is used it means this is required by law, or Charity Commission regulation, or by the *Articles* of MSIF.

The Council of Members

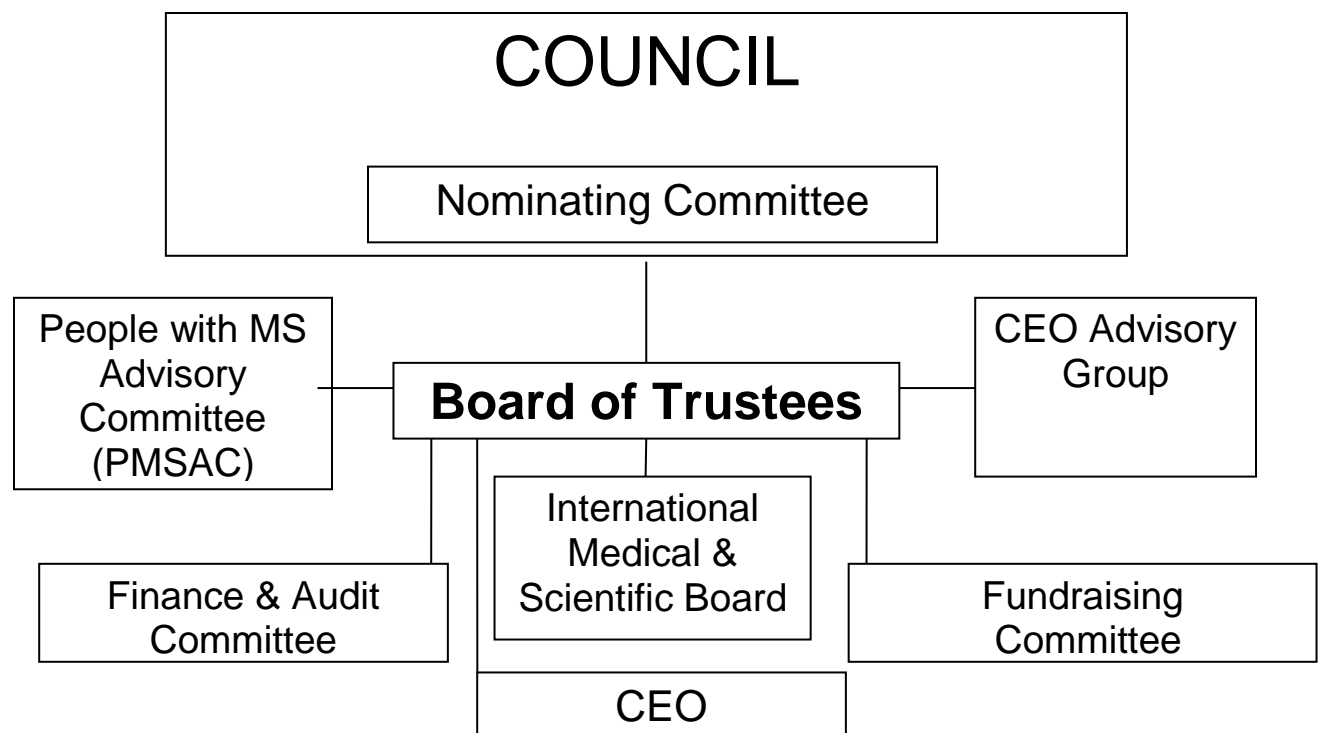
The Council is the full body of all Members. Two of its main duties are to elect the Board of Trustees of MSIF and make changes to the *Articles* if needed. It meets every two years in general meetings. It is attended primarily by delegates appointed by Member organisations. Voting is confined to Member organisations of the company that have paid their membership (44) and the President/Chair who has an additional casting vote (36.) Associate Non-Voting Members may

¹ Updated 3 August 2016

speak but have no vote (29). Proxies are permitted (47). Council can meet in any part of the world or electronically, as decided by the Board.

Nominating Committee of Council (Article 68)

Every two years the Council elects a Nominating Committee of between seven and 11 people. This committee of Council chooses its own chair and meets twice a year. It invites nominations and searches for suitable people to stand as (a) MSIF officers (President, Treasurer, and Secretary), and (b) as candidates to be trustees on the Board of Trustees, and (c) as members of the future Nominating Committee itself. It then assesses candidates to recommend those for election by Council. When doing so, it recommends officers by individual post, and trustees as one slate or block. Some nominations are given to the Nominating Committee by other committees (Board ToR). Currently the Nominating Committee sets out to recommend candidates that individually have the skills required at the time and collectively offer a balance of skills, experience, organisational size and geographic spread. It also takes into account the diversity of the Board in terms of MS groups (e.g. people with/affected by MS, volunteers, MS society staff) and age, gender and ethnicity. The final elections are then by secret ballot of Council, with a two-thirds majority required (61, 68 and Board ToR).



Board of Trustees

The Board must consist of three or more trustees and currently is 27 trustees. It must meet at least once a year (71), and usually meets in London. The term of office for trustees is two years. There is no limit to the number of terms that can be served by a trustee, though guidelines suggest that no more than 50% of Board members can have served for more than six years and within this group no more than 25% of the total board number can have served for more than eight years (ToR). Performance reviews of the Board are encouraged by the Charity Commission.

The Board carries the main responsibility for governing MSIF, for setting its direction, and for overseeing the Chief Executive (CEO). In doing so trustees must exercise duties of compliance, prudence and care to MSIF as a whole and not to any one part of MSIF or any one country or group (CC3). The Board's role and responsibilities are set out in detail (ToR). Any conflicts of interest must be properly managed (CC3 and CC24).

Officers (79)

MSIF must have a President/Chair and a Treasurer, and also has a Company Secretary and Vice-Chair. The first three are elected by Council on the recommendation of the Nominating Committee. The Vice-Chair is chosen by the Board of Trustees.

The President is also Chair of the Board of Trustees and ensures the Board and the Chief Executive fulfil their responsibilities. The President/Chair is preferably a person affected by MS. The Vice-Chair acts for the President/Chair in their absence. (ToR)

The Treasurer oversees the finances of MSIF and assists the President/Chair and Chief Executive (ToR).

The Company Secretary, also called the Secretary to the Board, oversees the legal and regulatory compliance of MSIF (79 and ToR).

Committees (see ToRs for each and diagram above)

The role of the Nominating Committee of Council is outlined above. The other committees are advisory and tend to advise the Board and /or the Chief Executive. They may also have delegated authority from the Board (CC3).

The **Finance Committee** is chaired by the Treasurer and is composed of some trustees and others from the wider MS community with appropriate skills. Its members are selected by the Treasurer and approved by the Board. It advises the Board on the financial well-being of MSIF, and in particular examines the budget, reviews the accounts and investments, monitors risk, and recommends an auditor to be appointed by the Board. Reporting to it is its **Vanneau Trust Sub-Committee** which monitors the donations of this trust based in Jersey.

The **International Medical and Scientific Board (IMSB)** is composed of up to two people appointed by each member society. Its Chair is nominated by the President/Chair in consultation with the IMSB and its Executive Committee generally from amongst its members, and then approved by the MSIF Board. Its Chair selects its Executive Committee of up to 10 IMSB members. Its role is particularly in the area of international research, relations with relevant international organisations, and quality control of medical and research aspects of MSIF's publications, website and other activities. Much of its work is conducted through its Work Groups.

The **Fundraising Committee** is chaired by a trustee elected by and from the Board. He/she then forms this committee to include the MSIF Treasurer and CEO. It proposes to the Board the MSIF fundraising strategy and helps to implement it.

The **People with MS Advisory Committee (PMSAC)** provides the Board and Secretariat with advice and perspectives on the needs of people with and affected by MS directly from people with MS. It has a maximum of seven members selected by the Chair and Vice Chair of PMSAC on the basis of skills and experience and appointed by the Board. It is formed of members of the Board with MS and other people with MS who fulfil an active function in a Member Society. The Chair and Vice Chair are appointed by the Board on the proposal of the Chair of the Board. The Chair of the Board cannot be a member of PMSAC. More than half of the PMSAC members will be non-Board members. The Chair of this committee is automatically a member of the MSIF Board and Nominating Committee.

The CEO of each MSIF member society is a member of the MSIF **CEO Advisory Group**. It elects its own Chair. It shares best practice and contributes intellectually to the development of MSIF as a whole. Its Chair and two of its members elected by the group itself serve on the MSIF Board as trustees.

Chief Executive

The Chief Executive of MSIF is appointed by the Board or by an appointments panel of the Board on a contract of employment. He/she is responsible to the Board and reports to the President/Chair. As well as providing the executive leadership of the organisation, the Chief Executive has a responsibility to assist the Board perform its governance role. Staff report to the Chief Executive.

Drafted by Compass Partnership, updated by MSIF, January 2013