



**CODE OF CONDUCT FOR  
NEW & EXISTING BOARD MEMBERS,  
COMMITTEE MEMBERS, CHAIRPERSON, SECRETARY AND  
CHIEF EXECUTIVE**

**Purpose of the Code of Conduct**

The purpose of this document is to:

- 1) Describe the key practices and processes of The Multiple Sclerosis Society of Ireland (MS Ireland, also referred to herein as “the Company”)
- 2) Serve as a guide to the members of the Board, Committee members and the Chairperson, Secretary and Chief Executive of MS Ireland by setting out their respective functions and expected standards of behaviour;
- 3) Establish clearly the segregation of duties within MS Ireland and the respective authorities and responsibilities;
- 4) List those functions that have been delegated from the Board to the Chief Executive, as per 2.2, and those functions that the Board reserves to itself, as per 2.5.

The responsibilities, duties, policies and procedures set out in this Code of Conduct are subject to the Constitution of the Company.

**Introduction**

This Code of Conduct has been compiled to enable new and existing Board members and Committee members to gain an understanding of the work of MS Ireland and of the staff and volunteers and Members who make up the Company.

MS Ireland is greatly indebted to the many Board, Committee, Council and Branch members who voluntarily give their time to the Company, and without whom we could not operate.

I hope this code of conduct does make your initial few months easier and more rewarding. Do please let me know if there are aspects you feel need to be improved or information that would have been useful if included.

Marcella Flood  
Chairperson

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**About MS Ireland**

MS Ireland is a Company limited by Guarantee with no share capital. On 24<sup>th</sup> September 2016 MS Ireland's new Constitution was approved by its Members. MS Ireland is a registered charity. It is in compliance with the requirements of and is listed on the Register of the Charities Regulatory Authority.

**Company Name:** The Multiple Sclerosis Society of Ireland

**Company Number:** 296573

**Charity Regulatory Authority Number:** 20007867

**Registered Charity Number:** 5365

**Date of Incorporation:** 19<sup>th</sup> November 1998

**Year MS Ireland was founded:** 1961

**Website:** [www.ms-society.ie](http://www.ms-society.ie)

**Facebook:** [Facebook.com/MultipleSclerosisIreland](https://www.facebook.com/MultipleSclerosisIreland)

**Twitter:** @MSIRELAND

**Instagram:** @multiple\_sclerosis\_ireland

**Auditors:** Deloitte & Touche  
Deloitte & Touche House  
Earlsfort Terrace  
Dublin 2

Deloitte produce a clear, concise set of annual accounts for MS Ireland every year. Accounts for the last number of years can be found on MS Ireland's website:

<https://www.ms-society.ie/who-we-are/corporate-publications>

MS Ireland's accounts adhere to the SORP (Statement of Recommended Practice, Accounting and Reporting by Charities) accounting standards. Accounts for the year ended December 31st are available on the website, following our AGM held in September.

**Bankers:** Bank of Ireland  
College Green  
Dublin 2

**Solicitors:** Joynt & Crawford  
8 Anglesea Street  
Dublin 2

**Insurance Broker:** Hooper Dolan Insurance Group  
Court Place  
Carlow

**Registered Office:** 80 Northumberland Road  
Dublin 4  
Phone – 01 6781600  
Email: [info@ms-society.ie](mailto:info@ms-society.ie)

The following national legislation (including amendments thereto), regulations and codes of practice are particularly relevant to the affairs of MS Ireland as a charitable organisation:

- Companies Act 2014 and Companies Act 2017
- Charities Act 2009
- Data Protection Act 2018
- Freedom of Information Act 2014
- The National Vetting Bureau (Children and Vulnerable Persons) Acts 2012 to 2016
- Street and House to House Collections Act 1962
- Criminal Justice (Theft and Fraud) Act 2001 (relevant portions thereof)
- Taxes Consolidation Act 1997 (Sections 207, 208 and 609 thereof)
- The Charities Governance Code developed by the Charities Regulator
- The Statement of Guiding Principles for Fundraising (Charities Institute Ireland, <http://www.charitiesinstituteireland.ie/> )

in addition to any legislation, regulations etc. relating to MS Ireland's activities as an employer, an owner of properties and a provider of health services.

## **MISSION, VISION, OBJECTIVES AND VALUES**

*MS Irelands mission is “to enable and empower those affected by MS to live the life of their choice to their fullest potential”.*

MS Ireland has a vision of an Irish society where all people affected by MS live positive and active lives in the community.

Its principal objectives are:

- To enable and empower people with multiple sclerosis (hereinafter referred to as “PwMS”) to live the life of their choice to their fullest potential;
- To provide support for the families and carers of PwMS;
- To co-operate with the medical, scientific, social and caring professions to promote scientific research into the causes of, cure for and management of MS, and the alleviation of medical and social symptoms;
- To exchange and disseminate information relating to MS; and
- To provide an identifiable focal point by developing an efficient, effective and caring organisation to serve the needs of PwMS.

### **Values**

MS Ireland is committed to being: supportive, transparent, informative and empowering. These core values are the fundamental beliefs of our organization.

### **Supportive**

- we support individuals whether they are People with Multiple Sclerosis (PwMS), staff or volunteers so that we can work together to fulfil our mission

### **Transparent**

- being open and honest in everything that we do

### **Informative**

- communicate reliable, accurate and useful information

### **Empowering**

- through the provision of information, advocacy and support services we enable people to make informed choices

## 1. **The Board**

The purpose of the Board of MS Ireland is to ensure the Company is governed in accordance with the highest standards of integrity and accountability and that the organisation is managed correctly. The Board provides direction and guidance and oversees the organisation by:

- Defining the vision, mission and values of the organisation
- Setting out the long-term Strategic Plan
- Establishing policies and procedures to ensure good governance
- Developing a risk management strategy to protect the organisation
- Overseeing the use of the financial and other resources of the organisation to meet its goals and objectives and to ensure its long-term sustainability

### **Responsibilities of Board members (Directors)**

- 1.1 On appointment, each Board member shall furnish to the Secretary of the Company details relating to his/her employment (if any), occupation and all other business or professional interests including directorships, professional relationships etc., that could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a Director of the Company.
- 1.2 Any interests of a member's family of which he/she could be expected to be reasonably aware or of a person or body connected with the Director which could involve a conflict of interest or could materially influence the Director in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a Director include:
- 1.2.1 a spouse, parent, brother, sister, child or step-child;
  - 1.2.2 a body corporate with which the Director is associated as owner, shareholder or Director;
  - 1.2.3 a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at Clause 1.2.1 above or the body corporate at Clause 1.2.2 above; and
  - 1.2.4 a person acting as a partner of the member or of any person or body who, by virtue of Clause 1.2.1 to Clause 1.2.3 above, is connected with the Director.

Similarly, each Director should furnish to the Secretary details of additional or new interests of the above nature which arises or of which he/she becomes aware during the course of his/her directorship.

- 1.3 Where it is relevant to any matter which arises for the Company, a Director should similarly indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at Clauses 1.1 and 1.2.
- 1.4 If a Director has a doubt as to whether this Code of Conduct requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairman.
- 1.5 Details of interests disclosed by a Director should be kept by the Secretary to the Board in a special confidential register and should be updated at least on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible by members. Only the Chairman and Secretary shall have access to the register.
- 1.6 **Companies Registration Office**  
In accordance with Section 149 (8) of the Companies Act 2014 Directors upon appointment to the Board shall provide the Company with the information necessary for it to file the relevant documentation in the Companies Registration Office.
- 1.7 **Register of Beneficial Owners** is a register of “natural person(s) who ultimately owns or controls a legal entity through direct or indirect ownership” or through control via other means  
Pursuant to Article 30(1) of the EU’s Fourth Anti-Money Laundering Directive (4AMLD), Directors shall provide the Company with the relevant information so that the Company can make the submission to the Central Register of Beneficial Ownership and MS Ireland’s Register of Beneficial Ownership.
- 1.8 Board members, through their participation in Board and committee meetings, will formulate the policy of MS Ireland collectively in accordance with the Constitution. The Board will have commissioned and will be responsible for approving a Strategic Plan, which will set out the key objectives and outputs to be achieved, and the related strategies, policies and resources.  
  
Board members have a responsibility to act as champions for the organisation by promoting its work and reputation.  
  
The Board will review the Constitution at least every three years. The Board have a duty to act independently in a personal capacity in promoting the aims of the Company in line with its governing document. While board members may be nominated by particular groups, they must not act as a representative of that group in acting as a Board member. The Board members must at all times respect Board confidentiality.
- 1.9 The Board will ensure that the Chief Executive has an agreed contract of employment.



2. **Duties of the Board** The Board's duty is to oversee the affairs of MS Ireland in accordance with the Constitution and with all relevant statutory obligations.

The effective discharge of this duty calls for delegation by the Board to the Chief Executive as hereafter provided. It will be a major function of the Board to determine, on the basis of data submitted by the Chief Executive, whether executive performance is effective, in accordance with its plans and policies and in compliance with statutory obligations.

- 2.2 Give responsibility for the following to the Chief Executive

- (i) Implementation of Board approved Human Resource (HR) policies and employment contracts
- (ii) Development of the volunteer policy
- (iii) Develop job descriptions
- (iv) Staff supervisions
- (v) Develop, test and update continuity plans
- (vi) Make sure beneficiaries are consulted

- 2.3 Board members should bring an impartial judgement, independent of any branch influence to bear on all Board decisions.

- 2.4 Board members will comply with the Constitution of MS Ireland in the furtherance of their duties.

- 2.5 The Board will reserve certain functions to itself:

- a) The formulation of policy and the approval of major changes or initiatives in policy, the setting of targets and the determination of broad plans to meet these targets.
- b) The approval of annual capital and operating budgets within the finances available to MS Ireland, and the reviewing of actual expenditure, taking account of draft proposals and financial reports submitted by the Chief Executive.
- c) The approval of procurement and disposal policies and procedures for MS Ireland's assets.
- d) The purchasing, leasing or disposal of equipment and property, or the awarding and terms of contracts where the amount of money involved in any single transaction is greater than €30,000, excluding items specifically agreed by the Board in its budget. The Board may review these figures periodically. The Chief Executive shall maintain records of all contracts, leases and legal instruments at National Office.
- e) The purchasing, leasing or selling of real property.

- f) The approval for the opening of all bank accounts for and on behalf of MS Ireland, nomination of Director signatories thereof and arrangements for the drawing of funds from such accounts.
- g) Decisions on bad debts in excess of €5,000 (any one debt).
- h) The reviewing on an annual basis of the effectiveness of the organisation's system of internal financial controls and annual review of risk.
- i) The consideration and approval of major changes in organisation involving the establishment or disestablishment of main functions or divisions within the organisation.
- j) The appointment, suspension or removal of the Chairman.
- k) The appointment, suspension or dismissal of the Chief Executive.
- l) The suspension or removal of members of the Board.
- m) The appointment, suspension or removal of members of committees of the Board.
- n) The determination of the number and grading of personnel to be employed from time to time by MS Ireland.
- o) The approval of the policies governing the appointment of all permanent personnel of MS Ireland and the approval of permanent appointments at management level as set out in Appendix 1 to this document.
- p) Submission of a Report to the Annual General Meeting which reflects a balanced review and assessment of MS Ireland's activities. The Chief Executive will have a draft of this Report prepared for the Board.
- q) The approval of guidelines for the establishment of Branches of MS Ireland and the setting of appropriate standards for their operation.
- r) The establishment of parameters for Branch financial assistance.
- s) The establishment of committees in accordance with Articles 66 and 67 of the Constitution, the appointment of the Chairperson and members of such committees and the determination of their terms of reference. The Chief Executive will be an ex officio member of all committees. The following is a list of the committees and their terms of reference are set out in Appendix 2 of this document:
  - Branch Development Committee
  - Finance, Audit & Risk Committee
  - Strategic Planning and Fundraising Committee

- Governance Committee
  - Research Committee
  - Remuneration Committee
  - Services Monitoring & Evaluation Committee
  - Nominating Committee
- t) The consideration of recommendations of such committees and the approval of the expenditure of monies by such committees.
- u) Decisions in relation to representation of the Board of MS Ireland on national and international bodies and on delegations to international conferences or seminars.
- v) The assessment of the Chief Executive's performance.
- w) Sign off on yearly audited accounts.
- x) Litigation.

In making such decision in relation to the matters set out above, the Board may have recourse to the advice of the Chief Executive, supplemented where necessary by the advice of the appropriate committee, and/or independent professional advice.

2.6 Review and agree written policy statements, where necessary, at least every three years.

2.7 The role of the Director in regard to Fundraising

Fundraising is a particularly critical function for MS Ireland, both on both a local and National basis. As such, we see it as important that all the Directors play their part in ensuring that MS Ireland's fundraising achieves its potential.

There are many ways in which you can choose to do this, depending on your own interests and circumstances. Here are some suggestions from which you can choose;

- **Culture**
  - Promote a culture where everyone understands the importance and impact of good fundraising
- **Strategy**
  - Contribute objectively to fundraising plans, strategy and risk management
- **Inspiration**
  - Inspire by telling your personal story of why we do what we do
  - Support fundraising staff, volunteers and others in their role, ensuring they are sufficiently resourced
- **Guide**
  - Offer your professional skill, expertise and contacts to guide approaches to new markets, talking to your own contacts and networks about MS Ireland's work, sharing your enthusiasm

- **Attend and/ or participate in Fundraising events**
  - Depending on your interests there are many options, e.g. Research Ball, Women's marathon, etc.
- **Be part of donor management for Major Donors**
  - Major Donors love to be thanked by Directors, work closely with fundraising team to thank donors via emails, phone calls and writing personal notes
- **Help to identify and cultivate donors**
  - Connect our fundraising team with people you know who can be beneficial for your organisation
- **Make good use of your personal social media**
  - Raising awareness of our cause is an important part of our fundraising. Making a noise online and sharing the successful stories of MS Ireland's projects - it's a great way of keeping MS Ireland in the mind of your prospective donors.
  - Our fundraising team will keep the board continuously informed of upcoming activities and will clearly articulate the support that would be appreciated/ needed, providing the necessary talk track keeping you up-to-date with the key messages
- **Think of what else you can do**
  - E.g. Utilising your business skills to get a discount at a venue for a planned event.

2.8 The Board recognises that the achievement of MS Ireland's objectives and its effective operation depends mainly on the performance of the Chief Executive and his/her staff. It is, therefore, to devote its meetings to the matters set out above which are reserved to it for consideration and decision and by adequate delegation to put the Chief Executive in a position to ensure that all other matters are effectively and efficiently discharged.

2.9 A Board member shall not, without the consent of the Board, disclose confidential information obtained by him/her, or as a result of having performed, duties as a member of the Board. Confidential information includes information that is expressed by the Board or a committee of the Board, as the case maybe, to be confidential as regards particular information or as regards information of a particular class or description.

2.10 The members of the Board should be cognisant of their duties in terms of public relations vis-à-vis bodies, voluntary or statutory including MS Ireland Branches with whom they are associated. Where appropriate, they may keep the bodies informed in general terms of the progress being made in plans and policies on the basis of information contained in progress reports from the Chief Executive. Information, comment or criticism, which is considered appropriate and relevant to the formulation of plans and policies or to the sound execution of MS Ireland's activities, should be communicated to the Chief Executive or Chairperson.

2.11 Members of the Board will comply with the procedures set out in Appendix 4 regarding conflict of interests and conflict of loyalty.

2.12 The Board will agree a yearly Board review process. After the AGM, Board members from the previous year evaluate the Board's performance and effectiveness; the performance of individual Board members and the chair, the sub-committees' performance and the adequacy of information for board meetings. The evaluation is carried out by means of an on-line questionnaire on the boardcheckup.com website which is run by the University at Albany as part of a sponsored research project. The responses are compiled into a report which is then reviewed by Board members and feedback is given to the Board.

The Company Secretary will make sure that any changes agreed are in line with the governing document.

2.13 The Board will agree a strategy for Board recruitment which:

- meets the need for a mix of skills and experience;
- promotes equal opportunities and diversity at board level, and is in line with the governing document

2.14 The Board will agree and put in place a comprehensive induction programme for new Board members.

2.15 Annually one third of Board members (those who are longest in office) will retire from the Board and they are eligible to put themselves forward for reelection so long as they have not served more than three terms of three years on the Board.

2.16 The Board will review the Governance Code Checklist every year.

2.17 The Board will maintain a register of Directors Interests which will be updated on a yearly basis.

2.18 The Board may from time to time amend the provisions of this document.

### **3 Board Meetings**

Board Meetings take place approximately once every two months, (though generally not in July or August) on a Saturday from 12 until 3.00 p.m. in the MS Care Centre. There are 6 Board meetings in the year. One Board meeting is held to coincide with the AGM and National Conference. Details of the Board meeting dates and venues are circulated after the AGM each year.

Board Papers are sent to Board members one week before the date of the meeting. It is expected that Board members will have familiarised themselves with the content of such papers in advance of the Board meeting.

#### **4 Conduct and business of the Board**

A full agenda with appropriate documentation will be circulated one week in advance before the meetings of the Board and decisions will be recorded in minutes.

Every year when the Board is considering the experience and understanding of members it will also review its own general effectiveness.

The Company's Constitution and Bye Laws incorporate arrangements which enable urgent decisions to be taken through the Chairperson's action. If key decisions are required the Chairperson in consultation with the Secretary will summon a special meeting of the Board.

The Board may from time to time appoint special committees to consider items of detail between meetings of the Board.

Board members will debate all issues in a friendly and measured manner encouraging contributions and consensus. Board members will facilitate the hearing of all sides of a debate before decisions are made.

##### **4.1 Transparency**

MS Ireland will publish an annual report, in accordance with its statutory obligations and its commitment to best practice governance. Such a report will contain information on MS Ireland and its work over the previous year. It will also contain information on the Company's officers and Board members. Key financial information and information regarding companies that provide MS Ireland with legal, financial and insurance matters will also be included.

##### **4.2 Conduct and Propriety**

At no more than five year intervals, MS Ireland puts its audit requirements out to tender in the open market.

MS Ireland will ensure that the private or personal interests of members will not influence decisions and Board members are meticulous about declaring conflicts of interest however remote.

Gifts or hospitality will not be accepted by Board members. At no point is it acceptable for Board members to be remunerated for any aspect of their connection with MS Ireland.

## **5. Chairperson**

- 5 S/he will guide the discussions at Board meetings, ensuring that the variety of interests and the special experience of members are drawn upon towards reaching sound conclusions and integrating, wherever possible, differing or conflicting views.

The Chairperson leads the Board in developing an ethical culture in line with the values of MS Ireland.

- 5.1 The Chairperson will ensure that the collective responsibility and authority of the Board is safeguarded and that excessive influence as regards Board decision-making, by individual members is avoided.

5.2 The Chairperson will:

- Ensure that Board meetings are held in accordance with the provisions of the Constitution.
- In consultation with the Chief Executive, approve the Agenda for each meeting.
- Agree the Agenda at the beginning of each meeting.
- Sign the Minutes after their adoption by the Board.
- Ensure that the proceedings are conducted in a proper manner.
- Ensure that the Board's conclusions and decisions on any matter are properly recorded

5.3 The Chairperson will authorise any international travel on behalf of MS Ireland.

5.4 The Chairperson will undertake such representational duties as can most appropriately be carried out by him/her provided always that these do not detract from the role of the Chief Executive.

## **6 Company Secretary**

6.1 The Board will appoint a Board Member to act as Company Secretary.

6.2 The Secretary is responsible to the Board for ensuring that Board procedures are followed and that all applicable rules and regulations are complied with.

6.3 The Secretary will:

- Make all necessary arrangements in consultation with the Chief Executive, for the holding of Board, and Committee meetings including the taking of minutes.
- Advise Board members as necessary in relation to MS Ireland company secretarial matters

- Ensure that all legal requirements in regard to Company law are being complied with.

## **7 Chief Executive**

### **General Responsibility**

- 7.1 The Chief Executive is responsible for pursuing the objectives and achieving the targets set by the Board in accordance with its plans and policies and for bringing the attention of the Board to any departures from these.
- 7.2 S/he, in his/her executive function, will draw on the wisdom and special experience of the Board members to guide and advise him/her as s/he deems necessary. Such guidance and advice will not, however, relieve him/her of full executive responsibility.
- 7.3 The Chief Executive will brief new members of the Board on their responsibilities and duties as Board members and issue them with copies of the Constitution, Bye-Laws and Code of Conduct of MS Ireland.
- 7.4 The Chief Executive will advise the Board on all matters related to the discharge of MS Ireland's responsibilities in a timely manner and sufficient to allow members of the Board satisfactorily discharge their duties.
- 7.5 Towards this end s/he will ensure that Board members receive adequate and timely documentation where this is necessary or useful for their proper consideration of any matter on the Agenda.
- 7.6 The Chief Executive will attend Board meetings. If, for any reason, s/he is unable to attend s/he will nominate a senior staff member immediately reporting to him/her to act in his/her place. If, for some reason, the Chief Executive is not in a position to nominate someone to act in his/her place, the Chairperson will exercise this function.
- 7.7 The keeping of all minutes and records of meetings and correspondence pertinent thereto.
- 7.8 S/he will ensure, by advising the Board as necessary, that the Board does not inadvertently exceed the authority conveyed to it by the Constitution.

### **Main Duties and Responsibilities of the Chief Executive**

- 7.9 The Chief Executive is responsible for all executive performance and for the translation of Board policies and decisions into effective action. The Board recognises that the Chief Executive must be assigned authority commensurate with this responsibility. The Chief Executive shall have responsibility and authority over all areas of the organisation.



- 7.10 The Chief Executive may, to whatever extent s/he considers appropriate, delegate formally to other officers of MS Ireland the performance of any of the duties and functions given to him/her by the Board but s/he will remain ultimately responsible for all executive actions and decisions.
- 7.11 In addition, the Chief Executive will also:
- 7.11.1 Establish and maintain a sound organisation structure with satisfactory definitions of responsibilities and adequate means for ensuring executive co-ordination.
  - 7.11.2 Prepare or have prepared a five year strategic plan for consideration by the Board.
  - 7.11.3 Select, appoint and transfer permanent members of MS Ireland staff in accordance with the Board's policy.
  - 7.11.4 Implement staff disciplinary procedures.
  - 7.11.5 Within the agreed budgets, select and appoint temporary staff and terminate the contract of any temporary or short-term contract staff appointed to MS Ireland.
  - 7.11.6 Determine, subject to the provisions of the agreed budgets, remuneration and allowances for all MS Ireland staff and deal with all staff matters.
  - 7.11.7 Review periodically the organisational structure of MS Ireland and make any necessary organisational changes or in the case of changes reserved to the Board recommend such to the Board.
  - 7.11.8 Ensure the effective training and development of staff.
  - 7.11.9 Arrange regular meetings with senior staff to review the progress of activities under their control.
  - 7.11.10 Ensure effective channels of communication throughout the organisation so that policies and objectives will be clearly explained and understood at all levels and constructive contributions by staff will be encouraged and stimulated.
  - 7.11.11 Lead and manage MS Ireland staff members, programmes, projects, finances, pricing and all other administrative aspects so that MS Ireland's ongoing mission, vision and strategies are fulfilled within the context of MS Ireland's values as approved by the Board of Directors and including bringing the attention of the Board to any departures from these.
  - 7.11.12 Supervise the preparation of annual financial estimates and operating budgets and annual accounts for submission to the Board for approval and supervise the preparation of monthly accounts for the information of the Board.
  - 7.11.13 Authorise expenditure limits within the budgets.
  - 7.11.14 Purchase or lease equipment/property or award contracts when the amount of money involved in any single transactions is less than €30,000. Items specifically agreed by the Board in its Budget will not be subject to this limit. The Board may review these figures periodically,
  - 7.11.15 Exercise continuous control over the operating effectiveness and costs of MS Ireland and take any executive action necessary to improve effectiveness and reduce operating costs.
  - 7.11.16 Supervise the preparation of data for MS Ireland's Annual Report and other progress reports for submission to the Board.

- 7.11.17 Carry out public relations activities appropriate to the Chief Executive of MS Ireland so as to generate the widest possible understanding of MS Ireland's objectives and activities and create an atmosphere of confidence amongst those whom it serves and on whom it relies for services and support.
  - 7.11.18 Arrange for any MS Ireland representation on such outside bodies and at such functions as s/he may deem appropriate, other than those confined to the Board.
  - 7.11.19 Ensure that MS Ireland's policies and activities are brought to the notice of appropriate voluntary and statutory organisations, educational interests, the Government sector and the public.
  - 7.11.20 Carry out other duties assigned to him/her from time to time by the Board.
- 7.12 Whenever the Chief Executive makes a decision or enters into a commitment within the terms of his/her delegated authority s/he shall be deemed to have acted on behalf of MS Ireland. The Board may, however, at any time require him/her to explain a decision or a commitment.
- 7.13 The Board authorises the Chief Executive to take any actions necessary for the discharge of these duties subject only to the limitations on his/her authority or to the specific restriction of authority by the Board or Chairperson elsewhere in this document.

## **8 Staff and Volunteers in MS Ireland**

### **National Office**

MS Ireland's National Office is based at 80 Northumberland Road, Dublin 4. The National Office houses all the administrative functions of the Society. Work carried out includes management, finance, HR, administration, fundraising, information, advocacy, research, communications and our information services such as the website and the MS Information Line.

### **MS Care Centre**

The MS Care Centre is located at 65 Bushy Park Road, Rathgar, Dublin 6. It provides short-term respite care, neurological assessments, therapies and social opportunities. The Centre operates with a wide selection of staff including nursing staff (RGNs, specialist MS nurse and a clinical nursing manager), care staff, Community Employment participants and administrative staff. The MS Care Centre is a designated centre under the 2007 Health Act. As such, it must be registered with the Health Information and Quality Authority (HIQA) in order to operate. The Care Centre was first registered with HIQA in 2015 and registered again in 2018. Registration is reviewed by HIQA on a three yearly basis.

### **Regional Offices**

MS Ireland has 10 regional offices, three of which have separate sub offices. The regions are geographically aligned with the Health Service Executive's (HSE) Community Health Organisations (CHOs). Each office has at least one regional community worker who delivers

the services of the region in conjunction with, where financial resources permit, an admin resource worker. Two regions run Community Employment Schemes.

### **Voluntary Branches**

Thirty four voluntary Branches are currently operating around the country. Branches differ in size and scope of work. Each Branch is run by an elected committee including a Chairperson, vice-Chairperson, Treasurer, Secretary and Council delegate. A Branch is made up of people with MS, family members or those interested in the welfare of people with MS.

## **9. National Legislation, Regulations and Codes of Practise**

MS Ireland is fully committed to achieving the standards contained within the Charities Institute Ireland's (CII) Statement of Guiding Principles for Fundraising.

The principles set the standard for best practice in fundraising in Ireland. It was developed by a steering group set up in response to the Charities Act 2009

The Statement exists to:

- Improve fundraising practice
- Promote high levels of accountability and transparency by organisations fundraising from the public
- Provide clarity and assurances to donors and prospective donors about the organisations they support.

## **10. Code of Governance**

In 2018 the Charities Governance Code was developed by the Charities Regulator and MS Ireland is on the journey to sign up to this Code.

## **11. Safeguarding and Child Protection**

MS Ireland is committed to safeguarding the wellbeing of all the children and young people with whom we work. Our Child Safeguarding Statement on child protection is in accordance with "Children First – National Guidance for the Protection and Welfare of Children" (Department of Children and Youth Affairs, 2011) and can be found on our website or is available on request.

## **12. Lobbying**

The Lobbying Act 2015 ("The Act") commenced on 1st September 2015. The purpose of the Act is to ensure that the process of lobbying is open and transparent. A publicly accessible register of lobbying is available on [www.lobbying.ie](http://www.lobbying.ie).

As an organisation that regularly lobbies Designated Public Officials, MS Ireland provides information in relation to its lobbying activities to the Standards Commission three times a year as required under the Act.

If in your role as a Board member of MS Ireland, you engage in any lobbying activities, this will need to be noted as part of the organisation's submission to the Standards Commission. The organisation will request this information from Board members in advance of the deadline.

### **13. Data Protection**

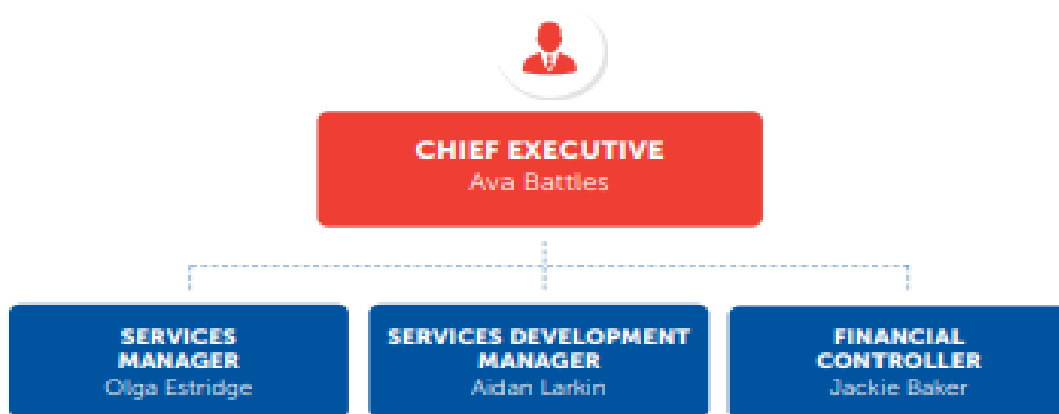
The General Data Protection Regulation (EU) 2016/679 (the "GDPR") came into effect on 25 May 2018. The GDPR is directly effective in each EU member state, with the aim that the same rules will be applied uniformly within the EU and replaces existing data protection law. Many of the principles of the GDPR are similar to those that underpinned previous data protection legislation. The body who oversees GDPR in Ireland is the Office of the Data Protection Commissioner ("ODPC"), which has had responsibility for previous data protection legislation

There are obligations placed on persons and companies who keep personal data under the GDPR, so as to protect the privacy of individuals concerned. Data controllers owe a duty of care to the data subjects and any data kept must be accurate, kept for lawful purposes and not disclosed in any manner incompatible with those purposes and be protected by adequate security measures. In the case of a charitable company, a duty of confidentiality is owed to directors, employees and to other relevant persons such as donors.



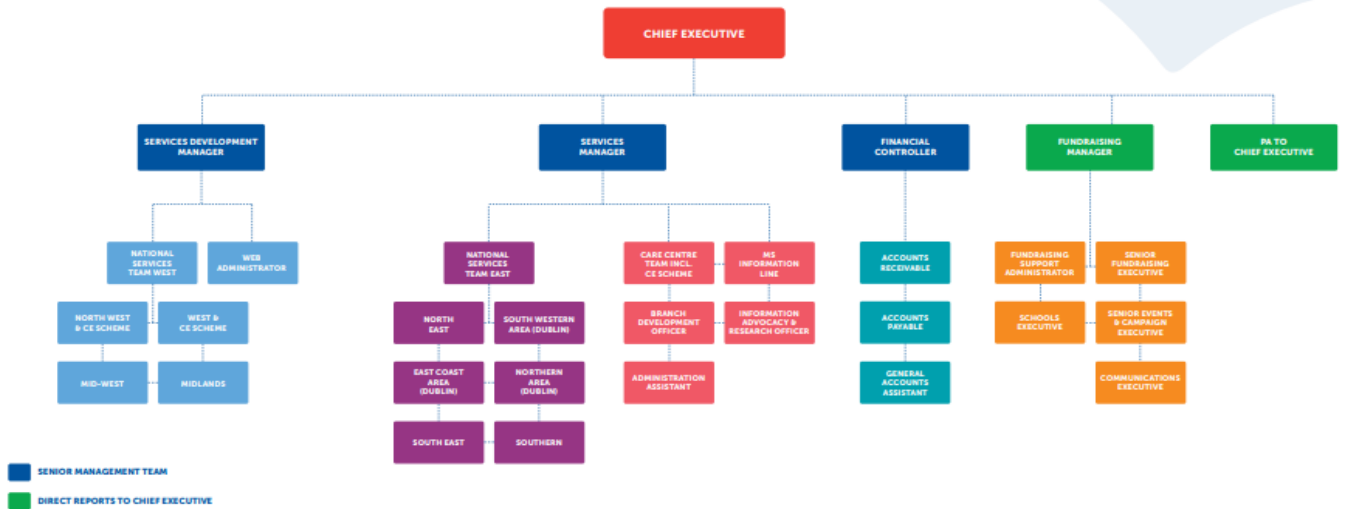
APPENDIX 1

**SENIOR MANAGEMENT TEAM MS IRELAND**



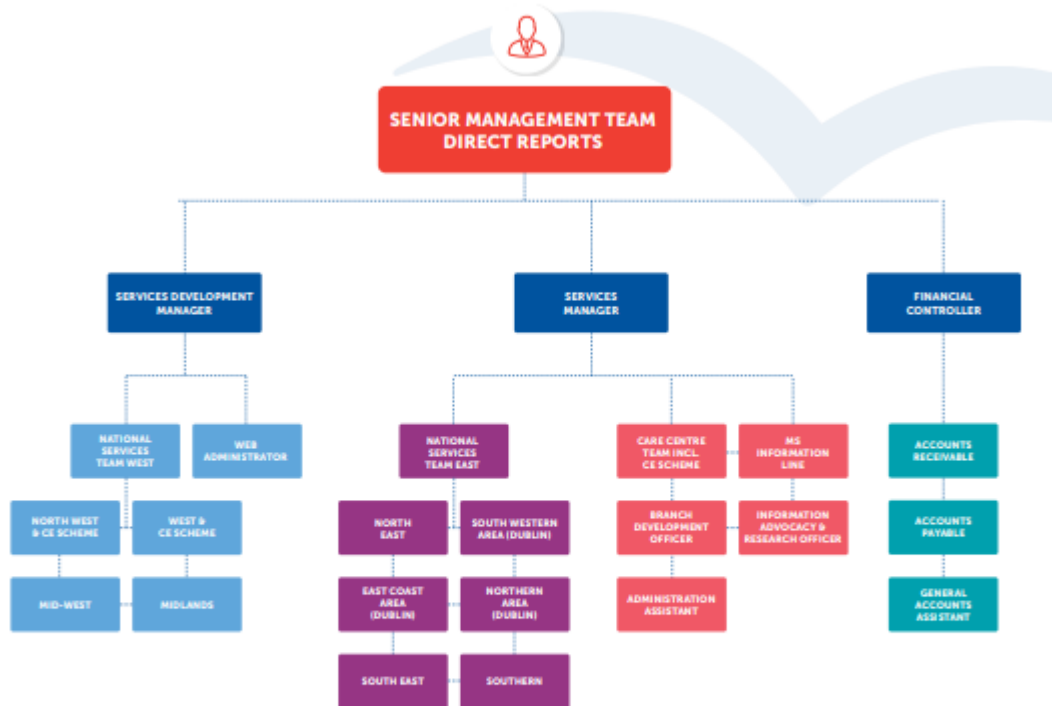
MULTIPLE SCLEROSIS IRELAND, 80 NORTHUMBURGH ROAD, DUBLIN 4  
T: (01) 478 6400 | MS INFO LINE: 0800 233 233  
E: INFO@MS-SOCIETY.IE | W: MS-SOCIETY.IE | CHY NO: 00265  
CRA: 35007867 | CRN: 296073

## MS IRELAND STAFF CHART



Multiple Sclerosis Ireland, 80 Northumberland Road, Dublin 4  
 T: (01) 678 1600 | MS Info Line: 1850 233 233  
 E: info@ms-society.ie | W: ms-society.ie | CHY No: 05365CRA. 20007867 | CRN: 296573

## NATIONAL OFFICE STAFF



Multiple Sclerosis Ireland, 80 Northumberland Road, Dublin 4  
 T: 011 678 1800 | MS Info Line: 1850 233 233  
 E: info@ms-society.ie | W: ms-society.ie | CHY No: 05346CRA 20007867 | CRN: 296073

## MS IRELAND REGIONS



Multiple Sclerosis Ireland, 80 Northumberland Road, Dublin 4  
T: (01) 478 1600 | MS Info Line: 1850 233 233  
E: info@ms-society.ie | W: ms-society.ie | CHT No: 0036626A | 20007847 | CRN: 296573



**List of Branches**

<b>1. Ballina</b>	<b>18. Limerick</b>
<b>2. Carlow</b>	<b>19. Limerick-West</b>
<b>3. Cavan</b>	<b>20. Longford</b>
<b>4. Clare</b>	<b>21. Louth</b>
<b>5. Cork City</b>	<b>22. Mayo-South</b>
<b>6. Cork-North West</b>	<b>23. Meath</b>
<b>7. Donegal</b>	<b>24. Monaghan</b>
<b>8. Dublin-North</b>	<b>25. Offaly</b>
<b>9. Dublin –South</b>	<b>26. Roscommon</b>
<b>10. Fermoy</b>	<b>27. Tipperary</b>
<b>11. Galway</b>	<b>28. Tipperary South</b>
<b>12. Kildare</b>	<b>29. Tralee</b>
<b>13. Kilkenny</b>	<b>30. Tuam</b>
<b>14. Kerry - South</b>	<b>31. Waterford</b>
<b>15. Kerry North</b>	<b>32. Wexford-South</b>
<b>16. Laois</b>	<b>33. East Wicklow - Bray</b>
<b>17. Leitrim</b>	

## APPENDIX 2

### Board Committee – Terms of Reference

#### Branch Development Committee

#### 1. Establishment

- 1.1. This Committee is established by the Board of MS Ireland to review and develop Branch structure
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution. The Chairperson of the Society shall not be the Chairperson of the Committee.

#### 2. Membership

- 2.1. **Appointment of committee members:** The Board shall appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least five members
- 2.3. **Composition of the committee:** The Committee shall comprise of at least 4 members, one of whom will have MS, 3 of whom shall be the Council Representatives on the Board
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee as required.
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures, subject to the provisions of MS Ireland's Constitution, in particular Articles 66 to 69 inclusive.
- 3.2. **Frequency:** This committee shall meet at least four times a year.
- 3.3. **Quorum:** The quorum for a meeting of the Committee shall be three of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **Attendance:** Unless otherwise decided by the Committee, a senior management/team member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at each Board meeting following a meeting of the Committee. The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate.
- 3.7. **Authority:** The Committee will have the authority to obtain external professional advice and invite experts to attend meetings if it considers it necessary within its Terms of Reference.
- 3.8. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.9. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.10. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

### 4. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 4.1. Advise on the role and purpose of Branches
- 4.2. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the work of MS Ireland Branches
  - Achieving their aims and objectives
  - Providing a quality service
  - Using its resources efficiently and to the greatest effect
  - Complying with Ms Ireland's statutory legal framework

- Complying within MS Ireland's policy framework

4.3 Monitor all areas of Branch activity and evaluate it to determine the impact, quality and effectiveness of its work

4.4 Advise the Board on Branch development and proposals

**Approved by the Board: 2<sup>nd</sup> Feb 2019**

## **Finance, Audit and Risk Committee**

### **1. Establishment**

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee

### **2. Membership**

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least three members.
- 2.3. **Composition of the committee:** The majority of the Committee shall be members of the Board.
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee
- 2.8. **Committee Chair:** The Board shall appoint one of the members of the Committee, other than the chairperson of MS Ireland, to serve as chairperson of the Committee.

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures
- 3.2. **Meeting Frequency:** This Committee shall meet at least four times a year
- 3.4. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

#### 4. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the Financial and Risk management of MS Ireland
- 4.2. Ensure that effective systems, financial controls and procedures are in place and functioning to enable the Society to operate in an orderly and efficient manner
- 4.3. Advise on compliance with statutory requirements regarding financial reporting and risk
- 4.4. Ensure the timely preparation of the annual budget and, after examining it in detail, will recommend it for adoption by the Board
- 4.5. Review actual/forecast income and expenditure throughout the year and, where appropriate, recommend corrective action to the Board
- 4.6. Review and recommend approval of the statutory financial statements to the Board
- 4.7. Consider and make recommendations regarding the introduction of Value for Money principles in the operations of MS Ireland as a whole
- 4.8. Review and comment on any other matters of a financial nature which may be referred to it by the Board.
- 4.9. The Committee is required to give an opinion on all major capital projects proposed for MS Ireland over €30,000
- 4.10. In relation to auditors, the Committee shall:
  - Oversee the audit tender process every 5 years;
  - Recommend the appointment of new auditors where relevant;
  - Consider and recommend approval of the audit fees;
  - Review and follow up on any management letter issues raised by the auditors;
  - Meet the auditor during the course of the annual audit
  - Meet the auditor on an annual basis to evaluate the service provided.
  - Oversee the internal audit process which includes annual audit, branch audits, spot checks of outdoor branch collections and e-docs
- 4.11. In relation to Financial Assistance, the Committee shall:
  - Advise the Board on the Financial Assistance regulations of MS Ireland.
- 4.12. In relation to Risk, the Committee shall:

- Work with the Chief Executive, Director/expert responsible for the risk register and the Corporate Services Manager to understand the process for identifying and responding to the risks in MS Ireland that could potentially threaten or adversely affect the Society
- Ensure that the risk register is reviewed on a regular basis.
- Ensure that internal controls are established to mitigate these risks.
- Ensure reasonable steps are taken for the prevention and detection of fraud and other irregularities.
- Access appropriate external legal and other professional advice in order to fulfil the Committee's financial responsibilities to the Board.

**Approved by the Board: 2<sup>nd</sup> Feb 2019**



## Board Committee – Terms of Reference

### Governance Committee

#### 1. Establishment

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution.

#### 2. Membership

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least three members
- 2.3. **Composition of the committee:** There are no specific requirements in terms of the composition of this Committee composition
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures, subject to the provisions of MS Ireland's Constitution, in particular Articles 66 to 69 inclusive.
- 3.2. **Meeting Frequency:** This Committee shall meet at least twice a year
- 3.5. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

#### **4. Committee's Terms of Reference**

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the good governance of MS Ireland
- 4.2. Consider and decide on the acceptability of motions proposed to be put before a General Meeting. This authority was delegated to the Committee by the Board at its meeting of December 2<sup>nd</sup>, 2017.

**Approved by the Board: 2<sup>nd</sup> Feb 2019**

## Board Committee – Terms of Reference

### Nominations Committee

#### 5. Establishment

- 5.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 5.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 5.3. The Board shall annually review or confirm the terms of reference of this Committee

#### 6. Membership

- 6.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 6.2. **Size of the committee:** The Committee shall consist of at least three and not more than seven members
- 6.3. **Composition of the committee:** The Committee will comprise of:
  - a) The current Chairperson and Deputy Chairperson with the proviso that the Chairperson and former chairpersons will together form a majority on the Committee
  - b) Former chairpersons willing to serve
  - c) One Council member who has Board experience
  - d) Members co-opted by the Committee, subject to the maximum number specified above.
- 6.4. **Permitted term and re-election:** The term of this Committee is unspecified as members are primarily current and past chairpersons.
- 6.5. **Co-option:** With the consent of the Board, the Committee can recommend to the Board to co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications.
- 6.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 6.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee
- 6.8. **Committee Chair:** The current Chairperson shall serve as chairperson of the Committee. Approval by the Board of these Terms of Reference shall constitute appointment of the Committee chairperson by the Board, pursuant to Article 67 of MS Ireland's Constitution.

## 7. Proceedings of the Committee

- 7.1. **Procedures:** The Committee will determine its own procedures
- 7.2. **Meeting Frequency:** This Committee shall meet at least twice a year
- 3.6. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board.
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

## 8. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 8.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the Structure and Membership of the Board of MS Ireland as well as preside over the MS Ireland's National Awards
- 8.2. Draw up and circulate a list of the desired requirements for the effective operation of the Board of MS Ireland
- 8.3. In relation to Board membership the Committee will:
  - Take into account the range of skills necessary for Board membership and where possible, the geographical spread, gender balance, experience and qualifications of the candidates.
  - Maintain a live panel of applicants for consideration by the Nominating Committee. The candidate will be removed from the panel after 3 years and will not be considered further for Board membership
  - Evaluate all candidates on its panel of applicants
  - Recommend to the Board, from the names on its panel of applicants, no more than the number of candidates requested by the Board. The decision of the Committee on the names being recommended for candidacy will be final and will be communicated to the Board.
  - Recommend the co-option of a Member to the Board
  - Satisfy itself that ALL candidates for Board membership have, in advance of MS Ireland issuing notice of an Annual General Meeting, submitted a declaration of eligibility to be a member of the Board, and have satisfactorily completed Garda Síochána vetting.
- 8.4. In relation to MS Ireland's National Award the Committee will :
  - when considering applications for the Award category 'MS Person of the Year', take into account the candidate who has created greater public awareness of MS and who is actively involved in their community;
  - For the Award 'Carer of the Year, recognise the vital role of carers in the lives of people with MS when selecting the nominee for this award.
  - For the Volunteer of the Year Award, recognise the vital role that volunteers play within the Society in selecting the nominee of this award.
  - Accept nominations from Members, Branches, Council, the Board of MS Ireland, staff members and from other individuals
  - The decision of the Committee on the annual award winners will be final.

**Approved by the Board: 29<sup>th</sup> June 2019**

## **Board Committee – Terms of Reference**

### **Remuneration Committee**

#### **1. Establishment**

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution.

#### **2. Membership**

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee.
- 2.2. **Size of the committee:** The Committee shall consist of at least three members.
- 2.3. **Composition of the committee:** The Committee shall comprise of at least the Chairperson of the Board, the Deputy Chairperson and the Chairperson of the Finance Committee.
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications.
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairman of the Committee

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures
- 3.2. **Meeting Frequency:** This Committee shall meet at least once a year
- 3.1. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.3. **Meeting location:** The Committee will determine the locations of its meetings.
- 3.4. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings.
- 3.5. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board.
- 3.6. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate.
- 3.7. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary.
- 3.8. **Board approval:** All recommendations of the Committee shall be subject to Board approval.
- 3.9. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties.
- 3.10. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest.



- 3.11 **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

#### **4. Committee's Terms of Reference**

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the performance and remuneration of the Chief Executive and Senior Management of MS Ireland
- 4.2. Set the Chief Executive's objectives
- 4.3. Assess the Chief Executive's performance, including:
  - Performance in previous year
  - Particular success and difficulties, if any
  - Identification of any learning and development needs
  - Support for the Chief Executive in general
- 4.4. Provide feedback to Chief Executive on his/her performance
- 4.5. Set the Chief Executive's remuneration and review all supporting documentation, to ensure they comply with what was agreed at the beginning of the year, including the Chief Executive's P60 and expenses (Note: The Company credit card statements are reviewed by the Chairperson of the Board throughout the year).
- 4.6. Oversee arrangements for service contracts of MS Ireland staff who report directly to the Chief Executive, including reviewing their P60's and expenses.
- 4.7. Report the outcomes of the appraisal process using the Society's processes and key outcomes of the Chief Executive's appraisal process to the Board.
- 4.8. Ensure the Board has been properly updated by the Chief Executive on staff terms and conditions of service, and other staffing arrangements.

**Approved by the Board: 2 Feb 2019**

## Board Committee – Terms of Reference

### Research Committee

#### 1. Establishment

- 1.1 The Research Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2 The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3 The Board shall annually review or confirm the terms of reference of this Committee.
- 1.4 The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution.

#### 2. Membership

- 2.1 **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 2.2 **Size of the committee:** The Committee shall consist of at least six members.
- 2.3 **Composition of the committee:** The Committee shall include at least one neurologist, at least one person with MS and:
  - an MS nurse (or other healthcare practitioner involved directly with treatment of MS or
  - a carer of a person with MS or
  - a senior professional involved in service delivery or development or
  - a health/social policy advisor or
  - a health economist or
  - an epidemiologist or
  - a laboratory-based scientist investigating the basic science of MS
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** The Committee can, with Board approval, seek external referees to review research proposals that may be beyond the committee's areas of expertise or where significant sums are involved.

The Committee can, without Board approval, seek external referees to review research proposals by co-option to cover missing areas of expertise relevant to a single issue where significant sums are not involved.

- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board.
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee.

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures, subject to the provisions of MS Ireland's Constitution, in particular Articles 66 to 69 inclusive.
- 3.2. **Meeting Frequency:** The Committee shall meet at least once a year.
- 3.3. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings.
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings.
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board.
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate.
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary.
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval.
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties.
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest. The member must declare that conflict in advance of the meeting (to allow the Committee seek a replacement).
- 3.12. **Conflict of interest on Funding application:** In the event of an application being submitted for funding by a member of the Research Committee or an associate, the member will absent themselves from all discussions and decisions relating to the said application
- 3.13. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes,

the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

#### **4. Committee's Terms of Reference**

On behalf of the Board, the Committee will undertake the following:

- 4.1 Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the research agenda of MS Ireland
- 4.2 Advise the board on any or all research related matters (e.g. funding allocation, research prioritisation, registry development)
- 4.3. Monitor MS Ireland's research agenda and prioritise potential research projects for consideration
- 4.4. Where MS Ireland receives unrestricted research funds, the Committee will work from MS Ireland's research agenda in respect of any research call
- 4.5. Follow any and all guidelines from any funding body, e.g. MRCG, HRB etc. thus ensuring compliance with all terms and conditions, particularly relating to applications, reviews, selection and monitoring
- 4.6. Where funding is donated for a specific research area the same guidelines will apply
- 4.7. Advertise the Dean Medal bi annually. This will be a travel bursary for a research in the area of MS. This will be an open call and will be awarded by the Research Committee
- 4.8. Where MS Ireland receives donations for specific research projects e.g. Quality of Life, Management Strategies etc. MS Ireland will inform the Research Committee
- 4.9 Share knowledge, at the request of the board, of any and all matters relating to MS research with policy, funding and research bodies in order to positively influence research activity related to MS. The committee
- 4.10 Communicate with the Information Advocacy and Research Officer in order to advise and guide their activity (e.g. receiving feedback from IARO at meetings and via e-mail, responding to requests for information)

#### **Notes:**

1. The role of the Committee is solely advisory; the sanction of any expenditure on research is solely the responsibility of the Board.
2. The Board of MS Ireland may award funding to particular research projects outside the remit of the research Committee.

**Approved by the Board: 29<sup>th</sup> June 2019**

## **Board Committee – Terms of Reference**

### **Services Monitoring & Evaluation Committee**

#### **1. Establishment**

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution. The Chairperson of the Society shall not be the Chairperson of the Committee.

#### **2. Membership**

- 2.1. **Appointment of committee members:** The Board shall appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least five members
- 2.3. **Composition of the committee:** The Committee shall comprise of at least 5 members, one of whom will have MS, and one of whom will be a Board member
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee as required.
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee

### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures, subject to the provisions of MS Ireland's Constitution, in particular Articles 66 to 69 inclusive.
- 3.2. **Frequency:** This committee shall meet at least four times a year.
- 3.13. **Quorum:** The quorum for a meeting of the Committee shall be three of its members.
- 3.11. **Meeting location:** The Committee will determine the locations of its meetings
- 3.12. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.13. **Reporting to the Board:** The Committee will make a report to the Board at each Board meeting following a meeting of the Committee. The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate.
- 3.14. **Authority:** The Committee will have the authority to obtain external professional advice and invite experts to attend meetings if it considers it necessary within its Terms of Reference.
- 3.15. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.16. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.17. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.13. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

### 4. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the management of the health services provided by MS Ireland
- 4.2. Monitor all areas of the organisation's services activity and evaluate it to determine the impact, quality and effectiveness of its work
- 4.3. Advise the Board on service development models and proposals
- 4.4. Determine if the organisation is

- Achieving its aims and objectives in terms of service delivery
- Providing a quality service
- Meeting the needs of its service recipients.
- Using its resources efficiently and to the greatest effect
- Complying with the law and working within its policy framework

4.5. Oversee service quality and safety on behalf of the Board. The Committee has the following quality and safety functions:

- Oversee the development by the executive/senior management team of a quality and safety programme for the services;
- Recommend to the Board a quality and safety programme and an executive/senior management team structure, policies and processes that clearly articulates responsibility, authority and accountability for quality, safety and risk management across the services;
- Secure assurance from the executive team on the implementation of the quality and safety programmes, including monitored outcomes through quality indicators and outcome measures;
- Secure assurance from the executive/senior management team that the hospital/community service is conforming with all regulatory and legal requirements to assure quality, safety and risk management;

**Approved by the Board: 2<sup>nd</sup> Feb 2019**

## **Board Committee – Terms of Reference**

### **Strategic Planning & Fundraising Committee**

#### **1. Establishment**

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee
- 1.4. The Board shall select the Chairperson of the Committee, pursuant to Article 67 of MS Ireland's Constitution.

#### **2. Membership**

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least three members
- 2.3. **Composition of the committee:** There are no specific requirements in terms of the composition of this Committee
- 2.4. **Permitted term and re-election:** The term of the Committee is three years. Members may be elected for a further two terms. An extension of this period would be at the Board's discretion.
- 2.5. **Co-option:** With the consent of the Board, the Committee may co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Board Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairman of the Committee



### 3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures, subject to the provisions of MS Ireland's Constitution, in particular Articles 66 to 69 inclusive.
- 3.2. **Meeting Frequency:** This Committee shall meet at least four times a year
- 3.14. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

### 4. Committee's Terms of Reference

The Strategic Planning and Fundraising Committee is established by the Board of MS Ireland in order to:

- Ensure that the organisation implements an appropriate strategic planning process and that its annual business plans are informed by and reflect the strategic objectives approved by the Board
- Ensure that the organisation's fundraising capabilities are sufficient to meet the financial needs of the organisation into the future.

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the Strategic Planning and Fundraising of MS Ireland
- 4.2. Provide input to and validate the corporate strategy planning process for the organisation, including methodology, timescales, and participants,
- 4.3. Provide input to and validate the organisation's Strategic Plan
- 4.4. Provide input to and validate the process and outcome of annual business planning which will be informed by and reflect the current Strategic Plan
- 4.5. Monitor progress on achieving objectives defined in the organisation's Strategic Plan
- 4.6. Provide input to and validate the Fundraising Strategy for the organisation
- 4.7. Seek to ensure that the organisation is carrying out all its fundraising activities in compliance with legislation and external and internal codes of fundraising practice
- 4.8. Seek to ensure that the organisation's fundraising activities are adequately resourced and run in an efficient and effective way
- 4.9. Monitor progress on fundraising objectives identified in the Strategic Plan and advise the Board accordingly
- 4.10. Take account of the external environment, as it affects the organisation's fundraising priorities and activities, and give related advice to the Board
- 4.11. Co-ordinate and liaise with MS Ireland's PR/Communications/Finance teams and with regional and Branch based fundraisers

**Approved by the Board: 2<sup>nd</sup> Feb 2019**

**Protocol for online-phone based board meetings:****APPENDIX 3**

- Test all technology (including camera/video, Wi-Fi, and screen sharing) *before* the meeting
- Find a quiet space where you can join the meeting with as little disruption as possible
- Don't work on other tasks (like checking email) during the virtual meeting – be present
- Turn off all notifications and make sure your cell phone is on silent
- Give everyone a chance to contribute, don't interrupt other people when they're speaking (or attempt to speak over them)
- Keep your phone on mute until you need to speak
- Pre-read the full board pack as soon as you can, revert to CE or Chairperson or Deputy Chairperson with any comments, or queries you may have ahead of the meeting. It will clear up any small matters of understanding before the meeting, and make it so much more productive.

**APPENDIX 4****Directors' Conflict of Interest and Conflict of Loyalty Policy**

Directors are appointed to the Board in accordance with MS Ireland's procedures. Directors are required to act independently and with MS Ireland's interests in mind, regardless of whether they are appointed as an individual or as a representative of an organisation.

Directors may only exercise the powers delegated to them by MS Ireland's Constitution, or powers otherwise delegated to them by operation of law.

**1. Disclosure of Interests by Directors**

1.1 On appointment, each Board member shall furnish to the Secretary of the Company details relating to his/her employment (if any), occupation and all other business or professional interests including directorships, professional relationships etc., that could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a Director of the Company.

1.2 Any interests of a member's family of which he/she could be expected to be reasonably aware or of a person or body connected with the Director which could involve a conflict of interest or could materially influence the Director in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a Director include:

- 1.2.1 a spouse, parent, brother, sister, child or step-child;
- 1.2.2 a body corporate with which the Director is associated as owner, shareholder or Director;
- 1.2.3 a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at Clause 1.2.1 above or the body corporate at Clause 1.2.2 above; and
- 1.2.4 a person acting as a partner of the member or of any person or body who, by virtue of Clause 1.2.1 to Clause 1.2.3 above, is connected with the Director.

Similarly, each Director should furnish to the Secretary details of additional or new interests of the above nature which arises or of which he/she becomes aware during the course of his/her directorship.

- 1.3 Where it is relevant to any matter which arises for the Company, a Director should similarly indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at Clauses 1.1 and 1.2.
- 1.4 If a Director has a doubt as to whether this Code of Conduct requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairman.
- 1.5 Details of interests disclosed by a Director should be kept by the Secretary to the Board in a special confidential register and should be updated at least on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible by members. The Chairman, Secretary and Chief Executive shall have access to the register.
- 1.6 Where a matter relating to the interests of the Chairman arises, he/she should depute another Director to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has or appears to have an interest
- 1.7 Documents on any deliberations regarding interests of a Director should not be made available to the Director concerned prior to a decision being taken. Decisions once taken should be notified to the Director concerned.

- 1.8 A Director should absent himself/herself when the Board is deliberating or deciding on matters in which that he/she or a person or body connected with him/her has an interest. In such cases a separate record (to which the Director would not have access) should be maintained.
- 1.9 Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director, the Chairperson of the Board shall determine the question.
- 1.10 A former Director should treat as confidential all commercial and medical information received while acting as a Director.
- 1.11 A Director should not retain documentation obtained during his/her term as Director and should return such documentation to the Secretary or otherwise indicate to the Secretary that all such documentation in his/her possession has been disposed of in an appropriate manner. In the event that any former Director for good reason requires access to Board papers from the time of their term on the Board, this can be facilitated by the Board Secretary.

## 2. **Duty of Loyalty and Conflicts of Interest**

- 2.1 Employees should be familiar with and have due regard to the Company's mission statement and applicable legislation.
- 2.2 The Company requires all Members, Directors and employees to conform to the highest standards of ethics, be they professional, business or charity ethics.
- 2.3 All Members, Directors and employees have a primary duty to be loyal to the Company.
- 2.4 All Members, directors and employees are required to disclose in writing to Chairman or Secretary or Chief Executive (as appropriate), details of any conflict of interest which might affect their impartiality or loyalty in carrying out their duties as soon as any actual or potential conflict arises. This applies to any interest, shareholding or other interest a member, directors or an employee (or a connected party) has with or in any other organisation or business with which the Company has dealings. A connected party includes a Member's, Director's or employee's

immediate family (spouse, children, parents, brothers and sisters) and companies associated with same or family members.

- 2.5 Where in the course of a Member's, Director's or employee's duties a conflict of interest situation arises, he/she must declare that fact to the Chairman and unless specifically directed desist from representing the Company in any matter giving rise to that situation, and may not attempt in any way to influence the Company's decision on the matter.
- 2.6 Members, Directors or employees should not accept other external positions of employment and/or engagement that could give rise to a potential conflict of interest.

## APPENDIX 5

The Board of MS Ireland adopted the below Extract from “Guidance note from Specimen Code of Conduct for Charity Trustees (England & Wales)”, ICSA The Chartered Governance Institute as part of MS Ireland’s Code of Conduct at their Board meeting on 30<sup>th</sup> November 2019.

**July 2018**

### **Specimen code of conduct for charity trustees**

This code of conduct provides trustees with guidelines as to the standards and behaviours that MS Ireland expects from the board of trustees (individually and collectively) when acting on behalf of, or representing, the charity.

#### **This code of conduct should be read in conjunction with:**

- the duties and responsibilities of trustees;
- any role descriptions for trustees;
- any statement of expectations issued by the charity;
- the charity’s governing document;
- the charity’s meeting etiquette protocol;
- the charity’s policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality;
- the charity’s mission, vision and values; and
- the Charity Governance Code.

#### **Why we have a code of conduct**

The board of MS Ireland has ultimate responsibility for all actions carried out by staff and committees *and volunteers* throughout the charity’s activities. This responsibility includes the stewardship of charitable resources *and the provision of services and activities to the community*

The board of trustees is therefore determined to ensure the organisation inspires confidence and trust amongst its *beneficiaries, members, staff, partners, supporters, funders and suppliers* by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision making of the charity and in dealings with staff and volunteers.

The governing document of MS Ireland makes provision for the *election* of trustees, practice and procedure of trustee decision making, tenure of office and ultimately the removal of trustees. This code of conduct complements the charity’s governing document.

#### **Appointment and tenure**

The board of trustees comprises *elected/co-opted* individuals. The term of office for individual trustees is *three years*, after which period the trustee may be able to stand for re-election *to a limit of nine years*. A trustee must not be disqualified from acting as such *and must be a member of the charity* in order to stand for election or appointment. The board of trustees should represent the interests of all the charity’s *beneficiaries/members/stakeholders*. The trustee owes his/her duty to the charity and not to any individual, organisation or constituency that appointed/elected them.

#### **Induction and training**

In order for trustees to be effective in performing their legal duties and responsibilities, it is essential that individual trustees, and the board as a whole, are aware of the nature of the work of the charity and its operating environment [*including the roles of staff and volunteers*]. In order to prepare and support trustees, MS Ireland will provide a comprehensive induction and ongoing development opportunities.

Individual trustees are invited to speak to the *chairperson and/or charity secretary* about any further information or training needs.

Trustees are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified *by the trustee or the periodic board performance appraisal or the chairperson*.

MS Ireland offers a buddying/mentoring system if required whereby existing trustees are paired with newly *elected* trustees to develop a swift understanding of the more informal aspects of the work of the board. Further information on the buddying/mentoring system will be provided by the charity secretary upon induction.

The board of trustees, *individually* is expected to undertake a performance appraisal exercise to assess the skills set and competencies available to the charity and to identify areas for future development and training. This process will be led by the chairperson.

### **Role and function of trustees**

Trustees must act in accordance with the law and regulations affecting their charity, and must have regard to their legal duties, namely:<sup>13</sup>

- ensure they are eligible to serve as a trustee;
- ensure that the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly; and
- act with reasonable care and skill.

The charity will provide trustees with guidance outlining their specific role and responsibilities.<sup>14</sup> In fulfilling their general roles and responsibilities individual trustees must:

- adhere to the charity's rules and policies, including the governing document, any standing orders and bye-laws, and support its charitable objects;
- act in the best interests of the charity at all times, taking professional advice where necessary;
- contribute to the work of the board of trustees in order for it to fulfil its role and functions as defined in the governing document and legislation;
- recognise that their role is a collective one and that any task or function delegated to an individual trustee or trustee committee does not relieve the other trustees of the responsibility for that task or function;<sup>15</sup> and
- support and assist the chief executive, where applicable.

Further details on the role of a charity trustee, and recommended practice for effective governance, can be found in the Charities Regulatory Authority's booklet 'Guidance for Charity Trustees', which is essential reading

### **Conflicts of interest**

The board of trustees has a legal obligation to act in the best interests of MS Ireland, and in accordance with the charity's governing document, and to avoid situations where there may be a potential, real or perceived conflict of interest.

Trustees should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons or organisations.

Trustees should be aware of, and act in accordance with, the charity's policy and procedures on identifying and managing conflicts of interest.



Prior to each Board meeting, trustees are required to declare any conflict of interest or loyalty. A register of interests will be maintained by the *charity secretary* and will be made available to the public, in line with the charity's conflicts of interest policy.

Failure by a trustee to declare an interest, real or perceived, could result in the complaints process being instigated by the charity. Depending on the circumstances and severity of the conflict, this may result in the trustee being removed from office [*in accordance with the charity's governing document*].

### **Standards of conduct**

Trustees are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated and all trustees are expected to perform their duties in accordance with them. The seven principles are:

- selflessness;
- integrity;
- objectivity;
- accountability;
- openness;
- honesty; and
- leadership.

In addition, the charity requires trustees to perform their duties in accordance with the vision, mission and values of the organisation. Trustees are encouraged to:

- value fellow trustees, even when there are differences in opinion;
- adhere to the charity's meeting etiquette for on-line meetings;
- trustees should treat the charity's *directors, other employees, volunteers and fellow trustees* with respect and in accordance with the charity's policies;
- be mindful of conduct which could be deemed to be unfair or discriminatory; and
- conduct themselves in a manner which reflects positively on the charity when attending external meetings or any other events.

All trustees are expected to understand, agree and promote the charity's equal opportunities policy in every area of their work. The board's activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation.<sup>20</sup> Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the trustee being removed from office.

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### **Stakeholder engagement<sup>21</sup>**

Trustees are accountable to a range of interested parties for their actions and as such, decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the charity's data protection policy.<sup>22</sup>

*Trustees are accountable to the membership.* In order to demonstrate their accountability to the charity's wider community and the Charity Commission, trustees are encouraged to attend events and provide opportunities to meet, talk and listen to *the members/partner organisations they represent/and the public*, in order to best understand their views and concerns.

Trustees should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be

handled by the appropriate member of staff *or other designated person as detailed in the charity's policy*. Trustees are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member when presented with a complaint from *a member/worker/volunteer, user, beneficiary or the general public*.

### **Visiting the charity**

In fulfilling their core duties and responsibilities, trustees will be expected to visit charity property. For activities other than attending board or committee meetings or *member events organised by the charity*, trustees are requested to follow the procedure below:

- For group visits, arrangements will be discussed and agreed between the chair and charity secretary/governance professional, in liaison with appropriate staff.
- For individual visits, the trustee should speak directly to the charity secretary/governance professional [*or follow the charity's established procedure*].

The charity will make every effort to accommodate the request of the trustee, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the charity, or volunteer activity or participation in fundraising events that is not related to the trustee role is not covered by this procedure but trustees must abide by the rules of the event.

### **Expenses**

The position of trustee is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to MS Ireland's policy on trustee expenses and how to claim for reimbursement for costs incurred on behalf of the charity.

Further information about expenses can be gained by speaking directly PA to Chief Executive. Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the governing document or the Charity Commission.<sup>23</sup>

### **Meetings**

Trustees have a responsibility to attend meetings of the board.<sup>24</sup> When this is not possible they should submit an apology to the Chairperson *or the PA to the Chief Executive* in advance of the meeting. Trustees are expected to attend for the duration of each meeting.

Repeated absence from the board of trustee meetings without good reason established to the satisfaction of the board could result in the individual trustee being removed from office, in accordance with the governing document.

Non-attendance of three consecutive board meetings will result in the trustee being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the board of trustees. An appeals process is available for those trustees wishing to argue against their removal.

If a trustee wants to submit an item for inclusion in the board's agenda, they should forward their request to the charity secretary/personal assistant to the Chief Executive *at least 14 working days* before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chairperson, in discussion with the charity secretary/personal assistant to the Chief Executive.

Meetings of the board shall be held in private, and in accordance with MS Ireland's meeting etiquette. The board of trustees may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. All due consideration will be given to ensure that any confidential or sensitive items remain as such. Such invitations will be agreed by the chair and facilitated by the charity secretary.

**Mediation**

A mediation process is available to the board, and individual trustees, for use when there has been a breakdown of communication or trust between the trustees and charity management. Further information should be requested from the chair or charity secretary/Chief Executive. Before the mediation process is instigated, the Chairperson, Vice Chairperson and *complainant* should have met in an attempt to resolve the matter.

**Confidentiality**

All trustees are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the board of trustees. All trustees, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Trustees should only speak to the media with the express permission of the [*chair*] [*chief executive*] [*charity secretary/governance professional*]. In situations concerning potential whistleblowing matters, trustees are encouraged to adhere to the charity's whistleblowing policy to resolve the matter, in the first instance.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any trustee involved in such a breach, in accordance with the governing document.

**Ceasing to be a trustee**

Trustees must continue to comply with the qualifications required to hold a trustee position throughout their period of tenure, as defined in the willingness to serve declaration.<sup>25</sup> Any changes that would render the trustee ineligible to serve must be forwarded to the charity secretary/chief executive

As previously mentioned, failure to attend three consecutive meetings will result in the trustee being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the board of trustees. An appeals process is available for trustees wishing to challenge such decisions.

Trustees may resign their office ahead of their three-year tenure by writing to the Chairperson/*charity secretary*. Depending on the reasons and circumstances of the resignation, the chair may decide to formally record those particulars in the minutes of the next board meeting.<sup>26</sup>

The confidentiality requirements referred to above continue to apply after the trustee leaves office.

**Code non-compliance**

In addition to this code of conduct, a complaints policy operates to cover allegations made against trustees that appear to breach the spirit of the code or specific conditions of service.

Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, the Chairperson may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the board of trustees to decide, by simple majority of those in attendance, whether to lay a formal charge of misconduct. In such instances it will be the responsibility of the board to:

- inform the trustee in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the charity, and inviting and considering their response within a defined timescale;
  - inviting the trustee to address the board in person if the matter cannot be resolved satisfactorily through correspondence;
  - deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the charity; and
  - impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the trustee's future conduct and consequences, to the removal of the trustee from office.
- Where the board cannot agree on a course of action in a situation that is deemed detrimental to the charity, the charity has the power to remove the trustee.

Further information regarding any aspects of this code of conduct can be requested from the charity secretary.

## APPENDIX 6

### DIRECTOR'S LETTER OF APPOINTMENT

[Name of Director]

**Re: *Appointment as non-executive Director of the Multiple Sclerosis Society of Ireland***  
***(MS Ireland)(the "Company")***

Dear [Name of Director]

This letter sets out the terms of your appointment as a non-executive director ("Director") of the Company.

You are asked to sign the Acknowledgement and Acceptance section at the back of this letter and to return it to the Company Secretary.

#### **1. Tenure**

- 1.1 Your tenure will be subject to the terms and conditions of this letter, the Companies Acts 1963 to 2013, as may be amended or replaced from time to time, (the "Companies Acts"), general law and the Articles. Nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a Director of the Company.
- 1.2 Nothing in this letter is intended to constitute you as an employee of the Company. It is agreed that this is not a contract of employment.

#### **2. Role**

- 2.1 The Board is collectively responsible for the management of the Company. The Board conducts its role in accordance with all legal and regulatory requirements. The Board is responsible for the effective, prudent and ethical oversight of the Company in addition to setting the business strategy of the Company and overseeing its implementation.
- 2.2 In addition to being granted access to any documentation of the Company, where needed or otherwise required on an on-going basis, you will be provided with information about the operations and performance of the Company as well as other relevant matters. You are expected to ensure that you keep up to date and adequately informed in relation to the issues relevant to your role as contemplated by this letter.

#### **3. Duties**

- 3.1 In acting as a Director of the Company, you are required to comply with all statutory, regulatory and common law duties and obligations applicable to you as a director of a company incorporated and registered in Ireland under the Companies Acts.

- 3.2 Without prejudice to your statutory and common law duties, you agree with and undertake to the Company that you will at all times act in the best interests of the Company and you will take all such steps as are consistent with the office of director to promote the interests of the Company. Directors are expected to act critically and independently so as to exercise objective and independent judgment in relation to the affairs of the Company and to provide independent challenge to any other service provider or delegate.
- 3.3 The Board of the Company will normally meet a minimum of 6 times every year at a location, time and date decided by the Board, but will meet more frequently where necessary to discharge its duties and responsibilities effectively. It is anticipated that there will be several “ad hoc” additional meetings convened to cover matters such as financial statements (both audited annuals), and any issues as may arise from time to time which require escalation to the Board. You will typically be provided with detailed papers for each Board meeting appropriately in advance of the meeting, which you will be expected to have adequately reviewed prior to each such meeting.
- 3.4 In addition to providing your services to the Company at meetings of the Board and otherwise, the Board may wish you to assume further roles on committees of the Board in which case you will be provided with the terms of reference of those committees.
- 3.5 You shall devote such time and attention as required in order to diligently and promptly discharge your responsibilities as a Director of the Company. You are generally expected to attend in person the 6 regular full Board meetings and as many of the further meetings as possible having regard to the notice given and materiality of the issues to be considered at those further meetings. Attendance by telephonic or other electronic/digital/visual mode will be made possible. This understanding similarly applies to all meetings of any committees of the Board of which you are a member.
- 3.6 Without prejudice to the powers and duties lawfully required for you to discharge your duties as a director of the Company, you shall not be authorised to bind the Company or to incur liability on behalf of the Company unless expressly authorised by the Board to do so.
- 3.7 You shall not, except with the prior consent of the Board, commit the Company to any legally binding agreement or hold yourself out as being able to so commit the Company or incur any liability on behalf of the Company.

#### **4. Time Commitment**

- 4.1 By accepting and acknowledging the terms set out in this letter you have confirmed that you are able to allocate sufficient time to meet the expectations of your role and, in the event that exceptional or extraordinary items arise which may require significant unexpected additional time you will re-evaluate your aggregate time commitments with a view to ensuring that the affairs of the Company receive adequate attention.

#### **5. Expenses**

The Company will reimburse you for all reasonable and properly documented

expenses that you incur in performing the duties of your office in accordance with the Company's standard procedures.

## **6. Committees**

This letter governs the terms of your tenure as a Director of the Company and as a member of any committees that may be established by the Board and on which you may be required to sit.

## **7. Governance Code**

You will support MS Ireland's adoption of, and compliance with, the Charities Governance Code and its associated implementation actions.

## **8. Review Process**

The performance of the Company's individual directors, the whole Board and committees of the Board will be evaluated annually or as the Board may otherwise determine. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairperson of the Company (the "Chairperson") as soon as appropriate.

## **9. Conflicts of Interest / Disclosure of Interests /Conflict of Loyalty**

9.1 It is accepted and acknowledged that you have business interests other than those of the Company. In the event that you become aware of any potential conflicts of interest or loyalty, whether now or at a later date, these potential conflicts should be disclosed to the Company Secretary and the Chairperson, as soon as possible. You agree that you will undertake to comply with the Company's policy on conflicts of interest or loyalty.

## **10. Confidentiality**

10.1 All information acquired during your tenure as a Director is confidential to the Company and should not be released, either during your tenure or following termination (by whatever means), to third parties without prior clearance from the Chairperson.

10.2 You undertake that you shall not at any time, whether during or after your tenure as a Director, save as required by law or by any regulatory or tax authority (or as may reasonably be required in the performance of your duties as a Director of the Company), utilise for your own purposes or divulge or disclose to any person any confidential information concerning the charity business, organisation, finances, dealings, transactions or affairs of the Company. Consequently, you should avoid making any statements that might risk a breach of these requirements without prior clearance of the Chairperson.

10.3 Upon the termination of your tenure (howsoever arising), you shall forthwith return to or deliver to the Company all documents, accounts, papers, financial statements, donors' lists and other property of the Company of whatsoever nature or description which may be in your possession or control (including any copies thereof) and shall not retain any copies.

## **11. Insurance and Indemnity**

The Company has Directors' and Officers' Liability Insurance.

**12. Data Protection**

By signing this letter you consent to the Company holding and processing information about you for legal, personnel, administrative and management purposes with respect to the matters set out in this letter. This shall include any requirements arising under the Data Protection Acts 1988 to 2003.

**13. Termination without Notice**

13.1 Notwithstanding any other provision of this letter, your tenure shall terminate, without notice or payment of compensation if:

13.1.1 you are guilty of any material dishonesty, gross misconduct or wilful neglect or commit any act which is in any way prejudicial to the best interests of the Company; or

13.1.2 you cease to be a director of the Company by virtue of any provision of the Companies Acts or are removed from office pursuant to the Articles or you become prohibited or disqualified by law from being a Director (including by reason of disqualification or restriction pursuant to Part VII, Companies Act, 1990, or by reason of any other relevant regulatory requirements for the time being necessitating that you may no longer act as director of the Company).

13.2 Your tenure shall terminate immediately at the request of the Board, if you cease to be a director of MS Ireland.

13.3 If your tenure as a Director of the Company shall terminate (for whatever reason) you shall also be deemed to have resigned from any committee of the Board and from all other offices that you may hold in the Company without a claim for compensation in respect of expenses, or compensation howsoever otherwise arising, other than unpaid Director's expenses due up to the date of termination.

**14. Interpretation**

All references in this letter to statutes and regulations are to such statutes and regulations as from time to time modified, re-enacted or consolidated.

**15. Governing Law**

This letter shall be governed by and construed in accordance with the laws of Ireland.

**16. Acceptance**

16.1 You acknowledge that you have not been induced to agree to the terms of this letter by any representation, warranty or undertaking not set out in it.

16.2 You acknowledge that you are aware of the duties and liabilities from time to time attaching to a director of an Irish incorporated company.

16.3 You accept the terms of your tenure as a Director of the Company as outlined in this letter, which supersedes any previous agreement, arrangement or



understanding that you may have or may have had with the Company or any other person acting on its behalf, and which constitutes the complete and exclusive agreement and understanding between you and the Company relating to your tenure as a Director.

16.4 I have read understand and agree to the foregoing terms and conditions set out in this letter of Appointment and the Code of Conduct.

16.5 Please sign in the space provided in the Acknowledgement and Acceptance section below to signify your acceptance of the above terms and conditions. Please then return one original version to the Company's Company Secretary and retain one original version for your own file and records.

Yours sincerely

---

**Chairperson  
MS Ireland**

### **ACKNOWLEDGEMENT AND ACCEPTANCE**

1. I have read, understand and agree that the foregoing terms and conditions set out in this Letter of Appointment apply with immediate effect to my appointment to the office of a non-executive director of the Company and I confirm that they govern my directorship with the Company.
2. I agree to take such action as is reasonably appropriate to ensure that my duties to any other company of which I am or may become a director do not conflict with my duties to the Company, and that if any such actual or potential conflict does arise then I shall immediately advise the Board of that conflict and discuss with it how best to remove that conflict.
3. I shall comply with the Company's policies and will act in accordance with them when carrying out my duties as set out in this letter and my obligations generally as a Director of the Company.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

**APPENDIX 7****Declaration by Nominees to the Board**

The Nominations Committee, on behalf of the Board, needs to be satisfied that no candidate, who legally cannot serve as a Board member, or who has been disqualified or restricted from being a Board member, is put before the Members at the AGM.

Candidates for election to the Board must include this declaration with the submission of their name to the Nominations Committee. Failure to do so will disqualify a person from being a candidate.

The name of any candidate nominated under Article 56 of the Constitution and who satisfies the eligibility criteria below, will be put before the Members at the Annual General Meeting.

I \_\_\_\_\_ of \_\_\_\_\_  
Insert name Insert address

Hereby declare the following:

1. I am a member of MS Ireland;
2. I was never disqualified from being a company director, nor prohibited from being a company director, nor are currently restricted from holding a company directorship by reason of any order made under Part 14 of the Companies Act 2014 or otherwise
3. I am not subject to any order under Section 55(1) of the Charities Act
4. I do not have a mental disorder that would render me incapable of acting as a director (grounds for removal from the Board under Articles CI 49(10) of the Constitution)

\_\_\_\_\_  
Signed by Declarant

\_\_\_\_\_  
Date

Please note that it is a requirement of all Board members that they have completed Garda vetting and that they facilitate notification of their election by MS Ireland to the Companies Registration Office in accordance with Section 149(8) of the Companies Act 2014. An elected Board member failing to comply with this requirement will not be permitted to vote at the second Board meeting and subsequent Board meetings. Persistent failure to comply may result in the Board member's expulsion from the Board.

## **APPENDIX 8**

### **Committee Member's Agreement**

This contract incorporates requirements:

- to uphold the values, objectives and policies of MS Ireland;
- to contribute to and share responsibility for a committee's decisions
- to prepare for meetings by reading papers circulated beforehand
- to respect the confidentiality of information at all times
- to uphold MS Ireland's code of conduct
- to declare any relevant potential conflict of interest or conflict of loyalty
- to represent MS Ireland occasionally at public events
- to attend and contribute to committee meetings, planning days and other events on a regular basis
- not to miss more than two sessions consecutively
- to attend at least 2/3 of the 4/6 meetings that take place throughout the year
- to contribute to the decision making process during and out of committee meetings

If a member is unable to attend meetings as required, the Chairperson of the committee will discuss the matter with the member and will particularly consider whether it is appropriate for him/her to continue their membership of that committee.

All newly appointed members of a Committee will be given an information pack about the work of MS Ireland and the terms of reference of the committee. As part of the yearly review of the experience and understanding of the Committee members will have the opportunity to identify training needs.



### **Committee Members Agreement**

On becoming a committee member of MS Ireland I undertake to:

- Uphold the vision, mission, values and policies of MS Ireland
- Contribute to the decision making process during and out of meetings
- Contribute to and share responsibility for decisions made
- Prepare for meetings by reading papers circulated beforehand
- Respect the confidentiality of information at all times
- Uphold the 'Code of Governance'
- Declare any relevant potential conflicts of interest or conflicts of loyalty
- Represent MS Ireland occasionally at public events
- Attend Committee meeting and seminar days
- In the event of my deciding to resign from the Committee, to give due notice to the Board of such decision

Signed \_\_\_\_\_

Print Name \_\_\_\_\_

Dated     \_\_\_/\_\_\_/\_\_\_

Please sign above and return to MS Ireland.