



CODE OF CONDUCT FOR

NEW & EXISTING BOARD & COUNCIL 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 and Council, 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 below, and those functions that the Board reserves to itself, as per 2.5 below.

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 and Council 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.

Paddy Stronge
Chairperson

CONTENTS

	Page
<u>About MS Ireland</u>	3
1. <u>The Board</u>	5
2. <u>Duties of the Board</u>	7
3. <u>Board Meetings</u>	11
4. <u>Conduct and Business of the Board</u>	11
5. <u>Duties of the Chairperson</u>	13
6. <u>Duties of the Company Secretary</u>	14
7. <u>Duties of the Chief Executive</u>	15
8. <u>Staff and Volunteers in MS Ireland</u>	18
9. <u>The Governance Code</u>	20
10. <u>Guiding Principles for Fundraising</u>	21

ANNEXES

ANNEX A [Organisation Structure](#)

ANNEX B [Committee Terms of Reference](#)

ANNEX C [Conflict of Interest Policy](#)

About MS Ireland

MS Ireland is a Company limited by Guarantee with no share capital. On 24th 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 Number:	296573
Charity Regulatory Authority Number:	20007867
Registered Charity Number:	5365
Date of Incorporation:	19 th November 1998
Year MS Ireland was founded:	1961
Website:	www.ms-society.ie
Facebook:	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 www.ms-society.ie.

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 2015 are available on the website, following the AGM on September 24th 2016.

Bankers: Bank of Ireland
College Green
Dublin 2

Solicitors: Joynt & Crawford
8 Anglesea Street
Dublin 2

Registered Office: 80 Northumberland Road
Dublin 4
Phone – 01 6781600
Email: 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 1988
- Freedom of Information Act 2014
- 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 Governance Code for Community, Voluntary and Charitable Organisations (www.governancecode.ie)
- 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.

1. **The Board**

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 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.

- 1.7 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 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 Annex 'A' 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 Annex 'B' of this document:
 - 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 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.
- 2.8 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.
- 2.9 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.

- 2.10 Members of the Board will comply with the procedures set out in Annex 'D' regarding conflict of interests and conflict of loyalty.

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.

This process also complies with our obligations under the Code of Governance to which we are signed up to. See Item 9 – Code of Governance.

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

- 2.11 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
- 2.12 The Board will agree and put in place a comprehensive induction programme for new Board members.
- 2.13 The Board will review the Governance Code Checklist every year.
- 2.14 The Board will maintain a register of Directors Interests which will be updated on a yearly basis.
- 2.15 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. 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 at least 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.

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 senior member of staff 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.
- 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.
- Advise Board members as necessary in relation to MS Ireland 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 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.

7.4 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.

- 7.5 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.
- 7.6 The keeping of all minutes and records of meetings and correspondence pertinent thereto.
- 7.7 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

- 7.8 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.
- 7.9 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.
- 7.10 In addition, the Chief Executive will also:
- 7.10.1 Establish and maintain a sound organisation structure with satisfactory definitions of responsibilities and adequate means for ensuring executive co-ordination.
 - 7.10.2 Prepare or have prepared a five year strategic plan, in accordance with 2.2 above, for consideration by the Board.
 - 7.10.3 Select, appoint and transfer permanent members of MS Ireland staff in accordance with the Board's policy.
 - 7.10.4 Implement staff disciplinary procedures.
 - 7.10.5 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.

- 7.10.6 Determine, subject to the provisions of the agreed budgets, remuneration and allowances for all MS Ireland staff and deal with all staff matters.
- 7.10.7 Review periodically the organisational structure of MS Ireland and make any necessary organisational changes or in the case of changes reserved to the Board under (2.6 above) recommend such to the Board.
- 7.10.8 Ensure the effective training and development of staff.
- 7.10.9 Arrange regular meetings with senior staff to review the progress of activities under their control.
- 7.10.10 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.
- 7.10.11 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.
- 7.10.12 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.
- 7.10.13 Authorise expenditure limits within the budgets.
- 7.10.14 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,
- 7.10.15 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.
- 7.10.16 Supervise the preparation of data for MS Ireland's Annual Report and other progress reports for submission to the Board.
- 7.10.17 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.

- 7.10.18 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 in 2.6(t).
- 7.10.19 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.
- 7.10.20 Carry out other duties assigned to him/her from time to time by the Board.
- 7.11 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.
- 7.12 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 in Ballsbridge, Dublin 4. The National Office houses all the administrative functions of the Society. Currently, there are staff, interns and part-time volunteers. 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 Health Information and Quality Authority (HIQA) in order to operate. The Care Centre was first registered with HIQA in 2015. 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. Apart from in Sligo, a voluntary Branch exists in every county. 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. Code of Governance

MS Ireland is listed on The Governance Code (www.governancecode.ie) Register of Compliance.



The Governance Code is a Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland. The Principles of the Code are:

1. Leading our organisation
2. Exercising control over our organisation
3. Being transparent and accountable
4. Working effectively
5. Behaving with integrity

On 13th July 2013 the Board signed up to the principles of Good Governance in the Governance Code and has been working on the process of signing up to the Code since then. On 28th January 2017 the Board certified its compliance with the Governance Code with the following two exceptions:

2.1(b) The CE is appointed as Company Secretary. MS Ireland has a dedicated Governance Committee of the Board which meets regularly and are satisfied that this ensures governance processes and controls are appropriate and the necessary checks and balances are in place.

2.2(e) MS Ireland does not have an internal audit function. Given the size of the organisation, we have sufficient controls in place and oversight of the controls”.

10. **Guiding Principles for Fundraising**

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

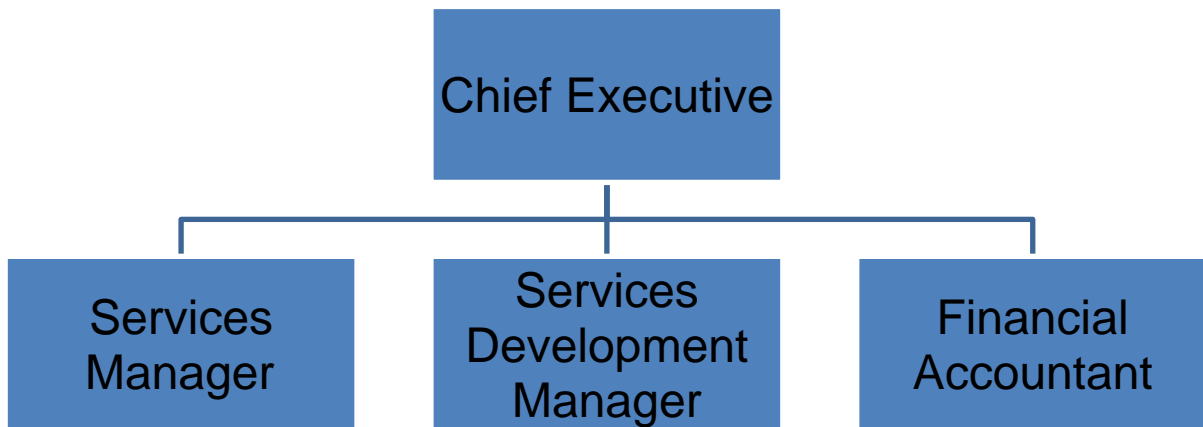
The Statement exists to:

- 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.

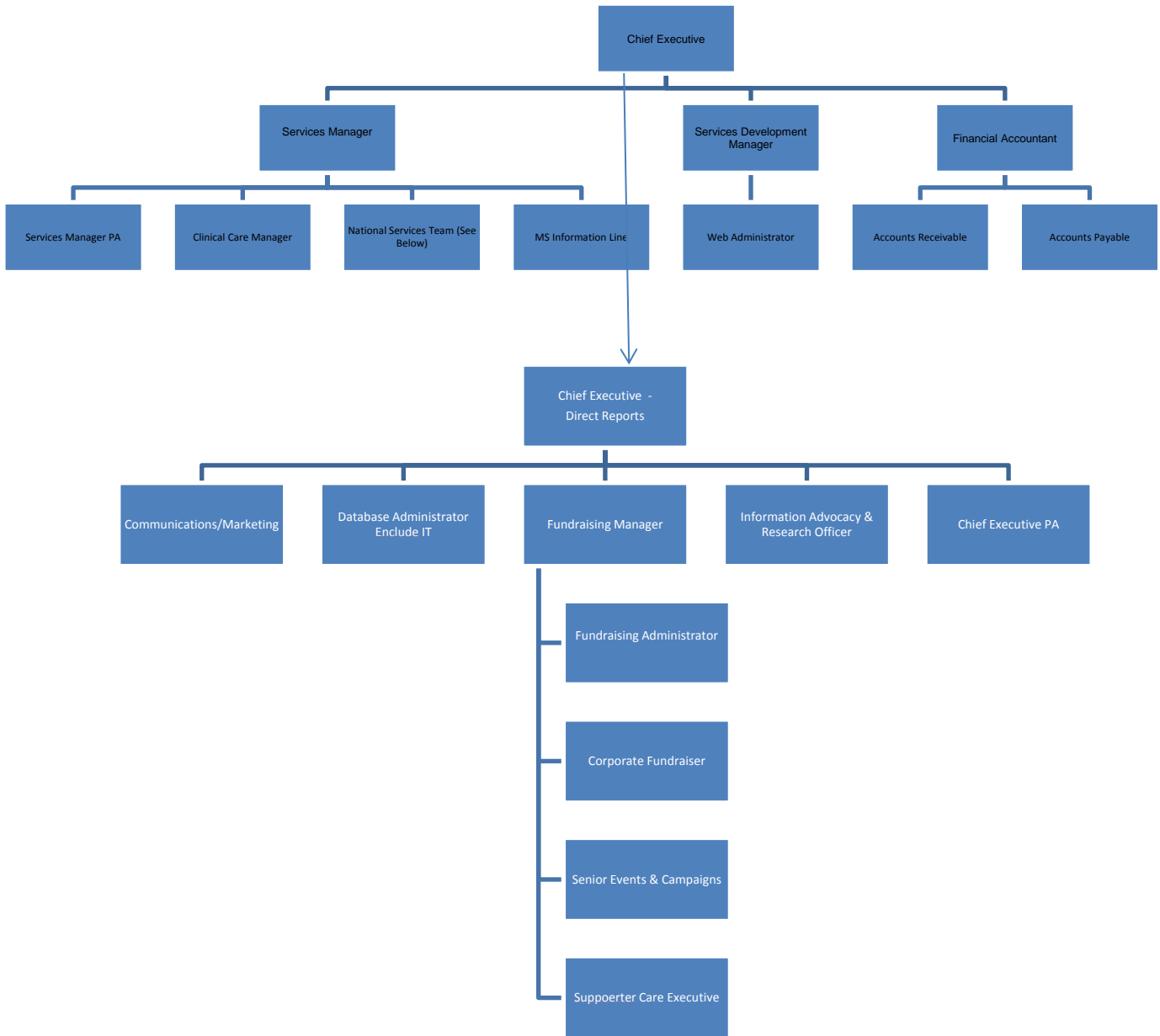


**CODE OF CONDUCT
Annex 'A'**

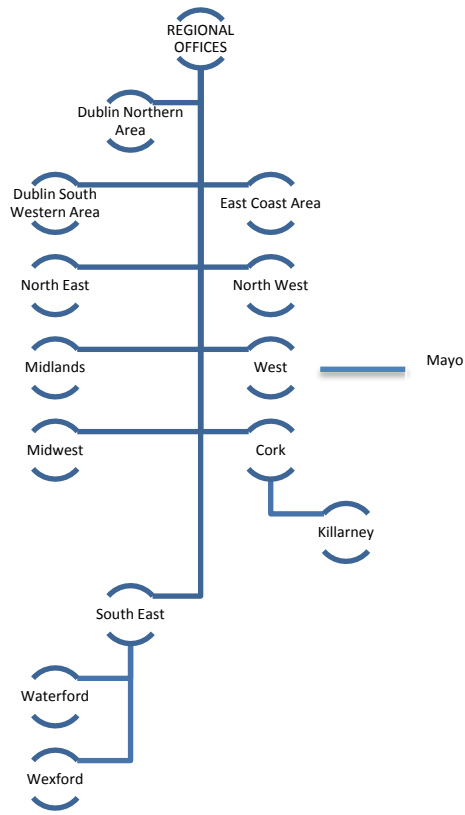
Senior Management Structure



National Office Staff



MS Ireland Regions



CODE OF CONDUCT
Annex 'B'

Board Committee – Terms of Reference

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 Chairman of the Committee
- 2.8. **Committee Chair:** The Board shall appoint one of the members of the Committee, other than the chairman of the Society, to serve as 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 four times a year
- 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

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 the Society 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 the Society 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 Welfare, the Committee shall:

- Advise the Board on the welfare 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: 23.9.2017

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

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 Chairman of the Committee
- 2.8. Committee Chair: There are no specific requirements in terms who should chair 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 twice a year
- 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

4. Committee's Terms of Reference

On behalf of the Board, the Committee will 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

Approved by the Board: 23.9.2017

Board Committee – Terms of Reference

Nominations 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 and not more than seven members
- 2.3. Composition of the committee: The Committee will comprise of:
 - a) The current Chairman and Deputy Chairman with the proviso that the Chairperson and former chairpersons will together form a majority on the Committee
 - b) Former chairmen 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
- 2.4. Permitted term and re-election: The term of this Committee is unspecified as members are primarily current and past chairpersons.
- 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
- 2.8. Committee Chair: The current Chairman shall serve as 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 twice a year

- 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: If an equal number of votes are cast for and against a Board nominee by the Nominating Committee members, then the Chairman will have a casting vote

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 Structure and Membership of the Board of MS Ireland as well as preside over the MS Irelands' National Awards
- 4.2. Draw up and circulate a list of the desired requirements for the effective operation of the board of MS Ireland
- 4.3. 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 (new and those seeking re-election)
 - Nominate the same number of candidates as the board has decided there are positions available. If required, the Chairman will have a casting vote.
 - Recommend to the Board persons to fill vacancies on the Board prior to the list being submitted to the members for decision by postal ballot.
 - Recommend the co-option of a member to the Board
 - The list of names being submitted for decision by postal ballot will have YES / NO / ABSTAIN opposite each name (to ensure that the members have the final say in the composition of the board).
 - The decision of the Committee on the names being put forward for election will be final and will be communicated to the Board. The proceedings of the Committee will be confidential.
- 4.4. In relation to MSI National Award the Committee will recommend:

- 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, the Committee will 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, the Committee will recognise the vital role that volunteers play within the Society in selecting the nominee of this award.
- The Committee will accept nominations from members, branches, council, the board of MS Ireland, staff members and from individuals
- The decision of the Committee on the annual award winners will be final and the proceedings of the Committee will be confidential.

Approved by the Board: 23.9.2017

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

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 Chairman of the Board, the Deputy Chairman and the Chairman 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
- 2.8. Committee Chair: There are no specific requirements in terms who should chair 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
- 3.3. 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

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 CEO 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 reviewing all supporting documentation to ensure they comply with what was agreed at the beginning of the year, including the CE's P60. Reviewing the CE's 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, 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: 23.9.2017

CODE OF CONDUCT

Annex 'C'

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. Only the Chairman and Secretary 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, 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.