



**MULTIPLE SCLEROSIS COMMUNITY
ENGAGEMENT COUNCIL
TERMS OF REFERENCE**
(updated August 2019)

MULTIPLE SCLEROSIS LIMITED

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

Registered office: The Nerve Centre 54 Railway Road,
Blackburn Victoria 3130

Postal Address: Locked Bag 900, Blackburn Victoria 3130

Telephone: (03) 9845 2700 Facsimile: (03) 9845 2777

Web: www.ms.org.au

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MULTIPLE SCLEROSIS COMMUNITY ENGAGEMENT COUNCIL

TERMS OF REFERENCE

1. PURPOSE OF THE TERMS OF REFERENCE

The Board of Multiple Sclerosis Limited (**MSL**) seeks to be well informed about issues affecting people with multiple sclerosis.

Each of the MS Community Engagement Councils (**Engagement Councils**), ACT Region, NSW, Tasmania and Victoria represents the local voice and views to the MSL Board regarding the collective needs and concerns of people affected by multiple sclerosis (*people diagnosed with multiple sclerosis, their families and carers and others in the community who support or are supported by people diagnosed with multiple sclerosis*).

The Engagement Councils' Terms of Reference sets out the authority, membership, operations and responsibilities of the Engagement Councils.

2. AUTHORITY

Each Engagement Council is established and authorised by the MSL Board of Directors (Board) via the Community Engagement Committee of the Board, to assist in fulfilling its statutory and fiduciary responsibilities.

The authority of the Engagement Councils is sourced from:

- the Company's Constitution
- the Board Community Engagement Committee Terms of Reference
- the Engagement Councils' Terms of Reference, and
- Board resolutions, approval and instructions granted to them from time to time.

2.1 Delegation of Powers of Directors

2.2.1 The Council is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act, Australian Charities and Not-for-profits Commission and the MSL Constitution.

2.2.2 The Engagement Councils may only exercise any powers delegated by the Board in accordance with any directions of the Board, directly or through the Community Engagement Committee as prescribed in the MSL Constitution.

3. DUTIES AND RESPONSIBILITIES

3.1 Primary Responsibilities

The Chair of each Engagement Council will also serve as the jurisdictional representative on the MSL Board Community Engagement Committee. In this way, each Council is provided with a direct link to the MSL Board.

The Engagement Council serves as the local:

- Community advisory group comprising service users, community, consumers, carers and community based organisation representatives, and
- Voice from the MSL's community perspective about their experiences and expectations of MSL programs and services.

The role of Engagement Councils is to consult with and provide advice to the MSL Board through the Community Engagement Committee on issues affecting people with multiple sclerosis about multiple sclerosis related issues.

The Engagement Council, its Chair and Council members are encouraged to keep in touch with people affected by multiple sclerosis through a variety of means.

4. COMPOSITION OF THE COUNCIL

4.1 Membership

Each Engagement Council shall comprise seven (7) to ten (10) members including individuals diagnosed with multiple sclerosis; and may also include family members and carers of people diagnosed with multiple sclerosis, and others in the community who support, or are supported, by people diagnosed with multiple sclerosis.

4.2 Appointment

Engagement Council members will be nominated by the local Engagement Council Chair, in consultation with the other members of the Council and approved by the MSL Board on the recommendation of the Board's Community Engagement Committee in its absolute discretion. Before making any recommendations, the Engagement Council should advertise widely for suitable candidates, including setting out the range of skills, interests and expertise that it is seeking including:

- Knowledge of multiple sclerosis and/or the circumstances of living with multiple sclerosis; and/or
- Communication skills; and/or
- Knowledge of research programs investigating multiple sclerosis and its treatment/cure; and/or
- Presentation skills, and/or
- Leadership skills.

Employees of, or contractors to MSL are not eligible for membership.¹

4.3 Chair and Deputy Chair

The Chair and Deputy Chair of each Engagement Council will be elected by a majority of Engagement Council members. The appointments are subject to endorsement by the MSL Board on the recommendation of the Board's Community Engagement Committee.²

The Chair of the Engagement Council will also serve as the jurisdictional representative on the MSL Board Community Engagement Committee.

Should the Chair and Deputy Chair be absent from a meeting, the members of the Engagement Council present at the meeting have authority to choose one of their members to Chair that meeting.

¹ The initial membership of the Engagement Councils will comprise the members of the existing Multiple Sclerosis Advisory Councils and Advisory Board.

² The initial Chairs shall be the Chairs of the existing Multiple Sclerosis Advisory Councils and Advisory Board.

4.4 Secretary

The Engagement Council may appoint, remove or replace a Secretary from the members of the Engagement Council. The Engagement Councils can be supported by staff of MSL, or other persons not members of the Engagement Councils, in the provision of advice and expertise.

The Secretary has the powers and duties specified in the Terms of Reference or determined by the Engagement Council and must exercise their powers in accordance with any directions of the Council.

4.5 Term

The Engagement Council Chair and Deputy Chair will be appointed for terms of up to two years and may nominate for a further consecutive two year term. In an effort to ensure a degree of continuity, the terms of appointment of the Chair and Deputy Chair will normally be staggered.

5. COUNCIL MEETINGS AND PROCESS

5.1 Meetings including those other than in Person

The Engagement Council may conduct meetings without all Council members being involved in the meeting in the physical presence of one another, provided that all Council members involved in the meeting are able to participate in the discussion.

5.2 Frequency of Meetings and Convening of Meetings

The Engagement Councils shall agree a schedule of meetings and shall meet often enough to fulfil their role effectively, but not less than quarterly.

In addition, the Chairman may call a meeting of the Engagement Council if so requested by the Chairman of the MSL Board or Chair of the Community Engagement Committee.

5.3 Quorum

A quorum is present at a Council meeting if at least 50% of members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Agenda

The Chair will develop the agenda for each meeting, in consultation with members, ensuring priority issues are addressed, appropriate reports are received and to provide an opportunity for members to raise relevant issues.

5.5 Minutes

The Secretary or Chair shall provide minutes of all Council meetings to the MSL Company Secretary to be included with the Community Engagement Committee papers.

5.5 Attendance at Meetings

The Engagement Council Chair may invite the MSL CEO and with the approval of the CEO, MSL staff to attend meetings. All requests shall be made through the MSL CEO Office.

5.6 Reimbursement of Expenses

With prior approval from the MSL CEO Office, Council members may be entitled to be reimbursed for any direct costs associated with attending meetings.

6. AMENDMENTS TO THE CHARTER

This Terms of Reference may be amended by the MSL Board of Directors and shall be reviewed by the Board's Community Engagement Committee after 12 months of operation and thereafter at least every two years.

This Charter is dated August 2019.