



# Board Pack

MS Plus Ltd  
Non-Executive Director

January 2024

**PRIVATE & CONFIDENTIAL**



## Context

MS Plus is the premier source of information, advice and support for people living with multiple sclerosis and other neurological conditions on Australia's eastern seaboard. The organisation exists to help its clients (and their carers) to live well; it provides services, support and referral pathways to help achieve the best long-term options and life outcomes. It also funds research into the causes and treatments of MS with a cure always at the forefront. Specifically, MS Plus offers support services including access to specialised health professionals, assistance navigating the complexity of NDIS, as well as long and short-term accommodation services for those suffering from MS and other neurological conditions.

With Head Office based in Melbourne, the organisation has a total revenue of almost \$60 million and an annual budget of approximately \$47 million. MS Plus employs over 300 fulltime, part-time and casual staff and has over 1300 volunteers. Almost 50% of funding comes from the organisation's commercial services, with less than 10% of funding provided by Government. The remainder of revenue is generated through donations and bequests and investment returns.

With a current Director retiring, the Board of MS Plus is seeking to appoint a new Non-Executive Director in the first quarter of 2024. The new Director will be ACT based and bring experience in either public policy in health, or as an executive within the Disability space. Ideally, this Non-Executive Director will be AICD qualified, values aligned and have a genuine commitment to MS Plus and its purpose, behave in a way that is values-aligned and be able to make the necessary time commitment required.



# MS Plus - Context

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## Recent rebranding

- Formerly known as MS Ltd, the organisation changed its name in 2021 to MS Plus and rebranded to reflect the expansion of services focused not only on the wellbeing of people living with multiple sclerosis, but also offering services to people (and their carers) living with a broad spectrum of neurological conditions.
- MS Plus seeks to continue to build on their more than 60 years of support and offer a whole of life approach with tailored services and supports for the entire network of carers, friends and family and have incorporated fundraising for research as part of their focus.

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## Support and Services offered

- **Managing neuro – condition** – MS Plus helps people navigate the journey and challenges of living with a neurological condition
- **Information and advice** – MS Plus provides the latest information and advice to help those living with MS to make the right decisions and access the right service and support.
- **Allied Health Services** – the MS Plus team helps with access to allied health services to make life easier in the future.
- **NDIS Services** – the team helps people to understand NDIS, how it works and how to access funded support and services
- **Employment Services** – MS Plus consultants help people to thrive in their current jobs or to find a new role.
- **Accommodation Services** – MS Plus offers permanent residential or short-term accommodation to enable those living with MS to be independent and confident in their living situation.
- **Connecting with the community** – MS Plus offers programs and activities to help people to connect with others in a similar journey.

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## Aspiration

- The home of comprehensive support for neurological conditions.

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## Values

- **Empowerment** - Supporting the community to achieve goals and live well
- **Community** - Building bridges to connect with each other
- **Expertise** - Wraparound services to help people live well
- **Creativity** - Finding innovative ways to support the community
- **Spirited** - Moving forward despite any challenges

Strong values, strong future: progressing MS Plus' strategic plans.

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## Purpose

- Together on the journey to break down barriers, achieve goals and live well.



# Strategic Directions 2020 - 2025

## Strategic Priorities

MS Plus' Strategic Directions 2020– 2025 is about meeting the evolving needs of people living with multiple sclerosis and other neurological conditions, now and in the future. In the third year of an ambitious strategic plan, MS Plus continues to reshape their service delivery to empower neuro wellbeing and connections, all within a changing environment. The strategy is underpinned by four Strategic Pillars: Person-centred, Virtual and Physical Hubs, Partnerships and Growth.

## What's on the horizon?

MS Plus recently acquired Nursing Port Stephens, a trusted private nursing service providing care to NDIS participants, veterans and seniors, throughout the region. This provides greater access to MS Services for over 65s living with a neurological condition and an entry into aged care.

This is an exciting time to be joining the MS Plus Board as Strategic Directions 2020-2025 is coming to an end, planning will now commence for the next Strategic Directions.

A key focus will be the Government's upcoming recommendations and changes to the NDIS following the Disability Royal Commission.

MS Plus is also building a new Wellbeing Centre and Specialist Disability Accommodation facility at Lidcombe in Western Sydney and has now established new Satellite Wellbeing Centres in their Head Office at Blackburn, Melbourne's West (Footscray) and Hobart.

They will also focus on delivering fundraising programs to support research into MS, through partnerships with other MS organisations.



# Current Board

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## Garry Whatley (Chair)

FAICD, BBus (Accounting and Information Technology, MBA)

With both family and friends living with MS, it's something close to Garry Whatley's heart. He's passionate and committed to helping MS Plus achieve its goals through his extensive professional skills.

Garry was previously Non-Executive Director, Deputy Chairman and Chair. He has over 30 years of experience in the Information Technology (IT) industry and is well-respected in his field. Garry is currently Managing Director of CIO Advisory, providing IT advisory services to boards and CEOs.

Garry's other career highlights include holding various interim CIO roles with start-ups to large multinational corporates, working in several C-level positions at Corporate Express/Staples Australia for 14 years; experience across numerous industries including not-for-profit, finance, insurance, retail, distribution, warehousing, higher education, manufacturing and mining; due diligence and integration for over 54 acquisitions; delivering business transformation programs across multiple years and countries and building an organisation's digital channel. Appointed – 4 August 2009. Board Chair from 1 August 2019.

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## Corinne Habel (Board Member)

B Sc, MBA, CPA

Corinne is a highly experienced director and executive with expertise in business development, fundraising and communications in diverse not for profit sectors including, international development and humanitarian aid, health, education, environment, arts and faith based.

She brings over 25 years experience in implementing effective global strategies. Corinne specialises in developing new and innovative fundraising, communication and business strategies from the ground-up which are based on strong analytical research and planning that result in significant revenue growth.

Corinne is currently the Chief Development Officer at ChildFund Australia. She has an MBA in International Business from George Washington University in DC and is a CPA and holds an undergraduate degree in accounting from the University of Maryland. Appointed – 5 April 2023

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## Alison Brown (Board Member)

B. Bus (Accounting), B. A., CA, GAICD

Alison is an experienced financial professional who has worked with not-for-profit organisations for over 25 years. She is a qualified chartered accountant and is currently Finance and Business Director of Loreto and South East Asia, Director of R.I.S.F Ltd as trustee of Religious Institutes Central Investment Fund and Company Secretary of Mary Ward International Ltd.

Alison was previously an Assurance & Advisory Partner at Deloitte, leading the Deloitte Private not-for-profit industry group for 5 years. She was also member of the Australian Charities and Not-For-Profits Commission's professional user group.

Appointed – 20 April 2020.

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## Current Board

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### Sharlene Brown (Board Member)

Bachelor of Laws (LLB), Post Grad Legal Practice, AICD

Sharlene is a specialist legal and governance professional with an impressive career working on several board committees. She brings her knowledge and passion to her work as a committed volunteer and advocate. Sharlene currently Chairs the MSCEC Committee for the ACT, NSW, Tas and Vic; is a member of the Risk, Audit and Finance Committee and specialist counsel for a government business enterprise.

Sharlene currently Chairs the Advocacy Committee for the MS Australia Board, is an ambassador and board member of the WA MS Society and MS Tasmania and was Interim CEO of MS Tasmania during its merger with MS Limited (now MS Plus). She is Deputy Chair of the Tasmanian Audit Risk Committee, a certified past member of the Governance Institute, previous General Manager, Company Secretary and General Counsel with several Tasmanian organisations. Sharlene's passion is advocacy, and as someone who lives with RRMS, she can relate to the many challenges faced by members. Appointed – 24 June 2016,

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### Associate Professor Desmond (Des) Graham (Board Member)

Dip Ap Sc (Nursing), Adv Cert MHN and MSc

With over 35 years of experience in health and human services, Des has held senior executive public sector positions in several states across clinical, service delivery, and policy and planning portfolios. Des lives with MS and has deep experience of living with the condition.

Des is currently involved with the Menzies Institute for Medical Research MS Flagship. One of his proudest achievements is receiving a Human Rights and Equal Opportunity Award from the Mental Health Council of Australia, he was awarded for his service to consumer and carer participation in health service planning and individual care.

Previously Des was Deputy Secretary with the Department of Health and Human Services, Tasmania, CEO for the Mental Health Council of Australia, a representative for national forums, including the Council of Australian Government committee, a key player in the moulding and implementation of the Rudd Health Reforms and National Disability Insurance Scheme and a representative for Australia at a range of international forums. Des is an Adjunct Associate Professional at the University of Tasmania, College of Health and Medicine and was also Vice President of MS Australia and a previous Board Chair of MS Tasmania. Appointed – 24 June 2016.

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### Professor Jeannette Lechner-Scott (Board Member)

PhD, FRACP

Jeannette is a professor and neurologist with an extensive medical background. She completed her PhD on pain pathways and trained in neurology in Germany and Switzerland, working at one of the major MS centres in Europe. She has extensive experience working with people living with MS. Jeannette is currently leading the Hunter New England MS Clinic, which cares for over 1,000 local patients with MS a senior staff specialist and a conjoint professor at the John Hunter Medical Research Institute, University of Newcastle. She is Co-Chief Editor for the journal MSARD and an Australian representative on the MSIF Scientific Advisory Committee.

Jeannette has worked with Ludwig Kappos to develop a training scheme for EDSS (Expanded Disability Status Scale) assessment and a tool for assessment over the phone.

Jeannette is a pioneer in epigenetic research, which shows how environmental influences can affect DNA. She has a keen interest in MS and how it impacts cognition, and how MRI technology can be used to monitor MS progression. Appointed – 7 April 2021.

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## Current Board

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### Donna-Maree Vinci

GAICD, FGIA, MACS-Snr

Donna's extensive experience in board directorships, strategy, business, operations, risk management, governance, data, digital technology, and her track record of delivering digital disruption and transformation projects for major financial services organisations globally enables her to play a key role in business transformation as they continue to digitise their business and create new customer experiences.

Donna currently serves as a Non-executive Director of Newcastle Greater Mutual Group, Capricorn Society, Hunter Water and Oakhill College and is a strategic advisor specialising in governance, risk management, digital transformations, data and AI, cyber security and culture and leadership.

Donna has been an active fundraiser and supporter of MS research and services since 2008. From October 2021 she has been a member of the MS Plus Infrastructure Committee and joined the MS Plus Board in April 2023.

Donna is a graduate of the Australian Institute of Company Directors and Fellow with the Governance Institute of Australia. Donna was awarded Cisco's Women in IT, 2019, CIO of the Year Award. Appointed – 5 April 2023

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### Adriana Zuccala (Deputy Chair)

B. Arts, LLB (Hons), FAICD, F FIN, Master of Commercial Law

Adriana, a qualified lawyer, has over 20 years' experience in the financial services, property and legal sectors. Adriana has worked for over 15 years operating contributory mortgage schemes and property development funds. She was general counsel of the property development and funds management company CGA Bryson, and prior to that a partner of a large national law firm, specialising in property development and financing. Adriana is currently Managing Director of Supra Capital, a boutique funds management business.

Adriana was formerly Deputy Chair of VincentCare Victoria and VincentCare Community Housing. She has friends living with MS.

Appointed – 29 May 2019

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### Mathew Cleeve (Board Member)

B. Economics, Graduate Diploma in Applied Finance and Investment

Mathew has over 20 years of experience providing tailored financial solutions to high-net-worth private clients, family offices and not-for-profits organisations. He has a passion for helping individuals, families and charitable groups manage their complete financial affairs.

Mathew is a founding Partner of LGT Crestone. The firm was established in 2016, and today has grown to become the Australia's largest, independently owned wealth management company.

Prior to his role at Crestone, Mathew held a directorship role at UBS Wealth Management where he specialised in providing investment advice to the firm's not-for-profit and private clients. Mat has worked with boards, committees and executive teams of charitable, philanthropic, and faith-based organisations on all matters of governance, defining the purpose of the corpus and developing tailored Investment. Appointed – 5 April 2023

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## MS Plus – Chief Executive Officer

### John Blewonski

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John is an expert leader in the community services and not-for-profit sector with over 25 years of experience. He joined MS Plus in November 2018.

John was previously CEO of VincentCare Victoria and VincentCare Community Housing, where he led VincentCare's delivery of the Community Services, Commonwealth Home Care Packages, the development of Affordable Housing and an NDIS-funded disability employment program. Prior to this, John was Chief Operating Officer Anglicare Victoria.

John has also held a number of other leadership roles including:

- Chairman of the Council of Homeless Persons (CHP)
- Board member of Catholic Social Services Victoria
- Member of the Victorian Housing Minister's Homelessness Advisory committee.





# Governance

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## Structure

MS Plus was established in 2005 as a company, limited by guarantee, registered with the Australian Charities and Not-For-Profit Commission (ACNC).

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## Composition

Under the terms of the [Constitution](#), there must be a minimum of seven (7) Board Members and a maximum of twelve (12) Board Members. The Board currently comprises nine Directors. The Board has committed to an optimal operating model of ten (10) Directors. All members of the Board shall be independent non-executives of the company.

The Board has six subcommittees - Nominations, Remuneration & Governance, Programs, Policy & Practice, Infrastructure (Property, ICT), Fundraising & Marketing, Risk, Audit & Finance and Community Engagement. More information about MS Plus' Board Committees Structure and Terms of Reference is available in the [MS Plus Governance Charter](#).

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## Tenure

All Directors are appointed for fixed terms of 3 years, with 2 renewals to a maximum of 9 years except for a current standing Chair who can have up to a 12-year maximum as a Director but no more than six years as Chair. In highly exceptional circumstances an extra term may be granted to a Director however this is subject to a secret ballot of all Directors with a requirement of 80% approval. Additionally, independent Board Committee members may be appointed by the Board to fixed terms of 1 year with 3 renewals to a maximum of 3 years.

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## Board Meetings

Generally, there are 9 Board meetings, one 3 day workshop and an Annual General Meeting held each year. Directors are expected to regularly attend Board meetings, Committee meetings, the Board workshop (3 days) and Annual General Meeting and ad-hoc meetings as required. Meetings are nominally held via Teams at 5:00pm, with the exception of the workshop and AGM.

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## Meeting Dates 2023

Wednesday, 7 February 2024 – Board Meeting  
Wednesday, 6 March 2024 – Board Meeting  
Wednesday, 3 April 2024 – Board Meeting  
Thursday 2 – Saturday 4 May – Board Workshop (Melb)  
Wednesday, 5 June 2024 – Board Meeting

Wednesday, 7 August 2024 – Board Meeting  
Wednesday, 4 September 2024 – Board Meeting  
Wednesday, 2 October 2024 – Board Meeting  
Wednesday, 6 November 2024 – Board Meeting & AGM  
Wednesday, 4 December 2024 – Board Meeting

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## Remuneration

This is a voluntary, unpaid position, all Non-Executive Directors volunteer their time, energy, professional and governance expertise to MS Plus. Directors are reimbursed for any out of pocket expenses reasonably incurred in attending board meetings and related matters.



# The opportunity – Non-Executive Directors

The role of the MS Plus Board is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these. The primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

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## The primary aims of this position are to collectively govern with other Non-Executive Directors to:

- cultivate a sense of group responsibility with commitment to excellence in governance;
- determine the appropriate culture for the organisation and model behaviours that both reflect and promulgate the desired culture;
- employ the CEO to manage the organisation;
- ensure governance requirements of good working relationships with all stakeholders;
- ensure that the organisation has processes that ensure compliance with all internal and external governance requirements;
- establish and improve procedures and policies to safeguard the organisation's resources, reputation, and public credibility;
- establish the organisation's purpose, values and strategies;
- identify and monitor Quality and Risk across the whole of the organisation;
- monitor performance against KPIs, outcomes and other criteria established from time-to-time drafted by the Board;
- Uphold the following fiduciary duties including the duty
  - to act in the interests of a company as a whole;
  - not to act for an improper purpose;
  - of care and diligence;
  - to retain discretion;
  - to avoid conflicts of interest; and
  - not to disclose confidential information.

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## Duties and expectations of Non-Executive Directors:

Each Board member must:

- act in a financially responsible manner;
- act in the best interest of MS Plus;
- ask for clarification of matters not fully explained;
- attend and contribute to Board meetings and meetings of committees on which they serve;
- critically read and assess all agenda documents before each meeting;
- declare any conflict of interest.
- ensure care, transparency, and diligence in decision making;
- ensure compliance with the MS Plus Code of Conduct, and all matters prescribed by law;
- ensure critical review of proposals to the Board;
- maintain confidentiality;
- seek assurance of compliance with internal and external policies;
- strive to attend all meetings, and notify an apology when unable to attend; and
- undertake diligent analysis of all proposals placed before the Board.

Directors are expected to have an awareness of relevant developments in society, legislation, the not-for-profit sector, and impacts on those who are disadvantaged to enable them to fulfil their responsibilities.



# Key selection criteria – Non-Executive Directors

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## Attributes and experience:

The following skills and experience are considered critical to these roles:

- Specialist knowledge and experience in Health Policy OR
- Executive level experience within the Disability sector

Further to the above, MS Plus are looking for this new NED appointment to come from Canberra / ACT.

In addition, successful applicants will have:

- Proven experience as an effective board member and commitment to excellence in governance to ensure the Board continues to operate effectively and rigorously.
- Excellent communication skills and strategic approach, along with excellent relationship skills, to manage a variety of stakeholder relationships.
- Valuable networks within the Australian business community, and / or Government.
- A genuine interest in positively contributing to MS Plus.

A Full position description is available [here](#)

## Qualifications & Licences:

- Graduate of the Australian Institute of Company Directors (AICD), preferred.
- Tertiary level qualifications or equivalent in business, management or relevant field.

## Required Non-Executive Director Experience:

- Significant experience in strategic development and implementation to contribute to MS Plus' strategy through constructive questioning and suggestion and contribute to the effective decision making of the Board;
- Significant experience in working as an effective team member, demonstrating curiosity and courage to ask questions and persist in robust discussion with Management and fellow Board members where necessary;
- Demonstrated empathy manifested through strong interpersonal skills. A Director must work well in a group, listen well, be tactful yet able to communicate a cogent and candid viewpoint;
- Significant experience managing, supporting and developing senior roles in an organisation.

## Additional Requirements/Conditions:

- **Probity Checks.** All positions within MS Plus will be required to undergo probity checks including criminal record checks, NDIS Worker Screening Checks and working with children checks (where relevant to the position).
- **Work Hours.** Unless otherwise expressly agreed in writing, non-executive Directors are not employees of MS Plus and the nature of the position may require the incumbent to work outside the normal span of business hours.
- **Travel.** The nature of this position may require the incumbent to undertake domestic travel from time to time to attend scheduled events and meetings at MS Plus locations.



## Further information

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Website

[www.msplus.org.au](http://www.msplus.org.au)

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Constitution

[MS Plus Constitution](#)

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Board Governance Charter

[MS Plus Governance Charter](#)

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Strategic Plan

[Strategic Plan 2020 - 2025](#)

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Annual Reports

<https://www.msplus.org.au/uploads/main/7.-About-us/MS-Plus-Annual-Report-2023.pdf>

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Financial Report

<https://www.msplus.org.au/uploads/main/7.-About-us/MS-Plus-Financial-Statement-2023.pdf>

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For more information



**For all enquiries please contact**

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