

National Adult Literacy Agency	
Minutes of board	
Date:	9 Dec 2020
Time:	5.00pm-7.00pm
Venue:	Virtual

Chairperson:	Margaret Kelly (MK)
Present (Charity Trustees):	Kevin Kelly (KK), Ciaran Casey (CC), Gwen Redmond (GR), Pat Ayton (PA)
Quorum:	<input checked="" type="radio"/> Yes <input type="radio"/> No
In Attendance (Others):	Niamh O'Connor (Minute Taker) Colleen Dube (CEO) Clare McNally (CMcN) NALA Communications Officer Paul Cahill (PC) NALA Finance Manager
Apologies:	Maria O'Gorman (MOG) Anna Tuohy Halligan (ATH) Lee Mitchell (LM) Michael Duffy (MD) Hazel Cryan (HC) Olive Phelan (OP)

Approval of the minutes of the meeting of 21 st of October 2020
<p>MK asked the board if there were any issues with the minutes from the last meeting. MK mentioned the 3G services and queried whether there was any update on this. CD informed the board that Elaine Cohalan had informed her that this was published but it had expired in September, and she is currently making further inquiries to see if there is a possibility of this being extended.</p> <p>The board approved the minutes from the meeting on 21 October 2020.</p>
Matters arising:
None
Declarations of conflicts of interest:

None

Subcommittee Reports

Audit and Finance Subcommittee

CC gave an overview on the main issues discussed during the meeting on the 24th of November 2020. He mentioned the surplus in the accounts and noted that over November and December there would be a reduction in this surplus as a result of the expenditure during these months. He informed the board that the subcommittee had decided to reach out to NALA's auditors in relation to a query on whether Plain English was viable or not. He noted that they hope to have a draft technical submission on this for review at the next subcommittee meeting in January. He further noted that the subcommittee had also discussed the risk register and the next steps in relation to same.

The board had no questions or queries in relation to the subcommittee meeting minutes.

Staff and policy subcommittee :

MK gave an update on the staff and policy subcommittee meeting held on the 24th of November. She referenced the retention schedules that were reviewed by the subcommittee and included in the documentation for this month's board meeting for noting by the board. She noted that the subcommittee had agreed to change the references from one year to five years in these schedules in order to preserve the corporate memory of NALA.

CD queried whether new positions that were previously approved by the Staff and Policy and Board needed to be put forward for approval again if the post was not successfully filled during the first recruitment process. CD referenced the post of Elearning Officer which NALA was unsuccessful in filling earlier in the year. MK stated that this previously approved post would not need approval again by the Staff and Policy subcommittee and the Board.

The board had no questions or queries in relation to the subcommittee meeting minutes.

Education Training and Assessment Subcommittee

PA noted that the minutes provided to the board were accurate and that she was happy to take any questions on those.

The board had no questions or queries in relation to the subcommittee meeting minutes.

CEO Report

CD informed the board that she made slight changes to the format in the CEOs report. She noted that the main items for noting to the board were the draft submission on the 10 year strategy for adult literacy, numeracy and digital literacy and the learning organisation piece. She further noted that NALA are currently trying to identify the most efficient use of NALAs internal systems such as Sharepoint. She also mentioned the documentation and templates OBGD had created and how they could make these templates efficient and effective for the board use. She noted that NALA is doing a tremendous amount of work with a small amount of resources.

CD noted the strategic development of the Plain English Service and asked the board for approval to reconvene the Plain English subgroup in order to investigate how NALA could develop that service as a revenue stream. CMcN informed the board that 3 board members with business experience were on this working group originally. She noted that they provided a valuable private sector viewpoint and perhaps NALA could reach out to them again. KK noted that the working group highlighted areas that could be improved within the service with a focus on growing the service and the cost efficiency of same. The board agreed to the Plain English subgroup reconvening. CD noted that this would also link up with the work that is ongoing in the Audit and Finance Committee and noted that NALA would approach the relevant board members and revert back to the Board in February.

CD noted that a more comprehensive update will come through the T3 report in the New Year. Mk noted that an update on partnerships and the inquiries on the internal systems will be given to the board at the February meeting.

CD noted that the board receives a large amount of documentation and noted that often things can get lost in implementation plans and noted MK's request for one pagers on some of the projects in this sense.

MK mentioned the latest draft of the strategy document. She updated the board on some of the main areas that were discussed during the meeting on the 2nd of December such as the target figures, paid learning leave, and the visiting tutor. MK asked the board if they had any more feedback on draft. KK commended NALA staff for their work on the strategy and noted that it was great to see finalised version. MK echoed KK's comments and thanked the board for all feedback the staff for all the work that had been done on the submission. MK noted she had suggested some minor changes on the visiting tutor piece and these will be included and circulated. MK requested that the board members take one final look at the final draft once circulated and send any changes by COB tomorrow and then the final version will be circulated as they want to to submit by the 18th of December.

Co-options and membership update

PC gave an update to the board on the co-option of a new Audit and Finance Subcommittee and board member. He noted that he had approached Boardmatch and they had found a candidate through their corporate programme.

He noted that PC and CD had a call with Elma and informed her of the relevant expectations as a board and subcommittee member. He further noted that they had updated CC on the call and he agreed with the co-option.

The Board approved the co-option of Elma Teahan onto the board and the Audit and Finance Subcommittee.

MK updated the board on the co-option of a new Staff and Policy Subcommittee and board member. She noted that PA had communicated with Frances Ward who was willing to join both the board and the Staff and Policy Subcommittee

The board approved the co-option of Frances Ward onto the board and the Staff and Policy Subcommittee.

MK updated the board that CC had formally agreed to be the Honorary Treasurer and had received the relevant approval from his employer.

The board approved the appointment of CC as the Honorary Treasurer of NALA.

Amendments to NALA Constitution

NOC gave the board the background in relation to the amendments to the Constitution and noted that the postponement of the last AGM had brought to light some potential changes in the NALA Constitution and that they had sought assistance from Mason Hayes and Curran in order to update and amend same.

MK mentioned the quorum for the board of Directors and while the Companies Act 2014 applies a minimum of 2, given the size of the board this would not be democratic. She suggested a minimum of 5 taking into account attendance at recent board meetings.

CD noted the discrepancy between the Constitution which states a quorum of 2 and Board Manual which states 6.

KK agreed that 5 was a reasonable number and noted that board attendance is normally very good and that COVID-19 and virtual meeting have effected these numbers.

The board agreed on 5 for the quorum for directors meetings.

NOC mentioned the quorum for general meetings which is currently stated as 3 in the Constitution, and noted that when revising the constitution they had suggested 25 in light of the membership numbers. MK queried attendance at the last AGM. NOC mentioned that the approx. 45 had attended the virtual AGM however in light of COVID-19 they also need to consider the usual attendance numbers of 60-70. CMcN mentioned that numbers are usually higher when the AGM is held within Dublin.

KK noted that 25 may be a little high and would suggest a slightly lower number of 20 to ensure the quorum is met.

The board agreed that 20 was reasonable for the member's quorum.

CD noted their intention to review AGM procedures and procedural rules and come back to the board on these rules in February once the constitution is finalised.

The board approved the amendments and updates to the Constitution and the presentation of same to the members at the AGM.

Budget submission 2021

PC gave an update to the board on the budget submission to Solas for 2021. He noted the 2020 surplus in the student development fund and that it is still uncertain whether they are in the position to spend this before the end of the year. He further noted that if it is the case that they can't they will carry it through and it will be spent in early 2021.

He informed the board that their application to Solas in 2020 was for 2.3 million and in 2021 they would be seeking 2.6 million. He noted the additional €300,000 was largely broken down to cover wages. He further noted €190,000 for service delivery.

He informed the board that the budget for last year indicated that salaries were at 1.2 million, and added that total salaries for this year equated to 1.4 million.

He noted that in relation to the distance learning service, the budget at the start of the year was €60,000 however €140,000 will be the bill for tutors if the service continues at the current pace.

He mentioned the pay restoration that was completed during the year and also the need to cover the 2 percent increase for October 2020.

He noted that given the above, they feel they are justified in looking for this increase from Solas.

CD commented that the general level of activity in NALA is quite significant and there are a large amount of individual projects which are quite complex. He added that specific resources are needed across these projects such as the FET Awareness campaign which requires more funds to keep improving.

PC added that in relation to LWN they are looking to increase budget from €100,000 to 170,000. MK queried whether this is in relation to the Elearning project officer and PC confirmed same.

CD noted that there are more projects coming down the line in relation to the new strategy and NALA feels justified going to Solas with this application in this sense. She further noted that NALA are contracting out services that they could potentially do in house, referencing LWN and that this project is very technical and requires more resources.

MK queried whether they had considered the possibility of funds needed in relation to the internal communication and information sharing platforms such as Sharepoint as these are being reviewed. CD noted in this case the emphasis would be about using the existing budget better as opposed to looking for a huge amount more.

MK asked whether the €2.6m sought from Solas would be enough excluding the extra costs of the Strategy. PC and CD confirmed that they believed it would.

PC noted that NALA are covering some core costs associated with the Plain English service at present rather than having the full benefit of the income generated as unrestricted funds, and Solas should pay for this in 2021.

KK noted that it may be more beneficial to focus on staffing in other areas rather than the distance learning service for example the FET awareness campaign. CMcN mentioned that in relation to the FET awareness campaign, they considered €100,000 to provide an outreach worker that would work solely on promoting ETB services. She queried whether more might be needed here. KK referenced the take the first step campaign that runs for a short period of time and noted that it would be great if this ran for longer and it would be great to see more campaigns.

PC noted to the board the level of funding that NALA are looking for is based on what they have seen in 2020 and what the organisations experience has been in 2020. He further noted that NALA have not included any funding request for the 10 year strategy in this application and that it is solely based on the service delivery in 2020.

KK commented on the increases for the distance learning service and noted that NALA may be perceived as competitive if this is increased. He suggested putting these funds somewhere else that was harder to cut. He noted that 2020 was quite a different year to any other in light of COVID-19 and he would base increases on other years as opposed to 2020. He noted that NALA is under staffed and that building capacity within the organisation would be more beneficial as opposed to service delivery.

CD noted that the Solas reporting requirements and the data they require from the distance learning service. She added that this requires more administration and more time for tutors to extract the relevant information from learners. She noted the extra €70,000 for LWN is for a dedicated data staff member.

MK queried the developing costs in relation to LWN from the CITO project and building in same to LWN. PC noted he doesn't anticipate that to be a huge cost as it would just be an add-on to the website.

MK noted the issues with distance learning and if NALA expanded this service this year there will be carry over costs next year that can't be avoided.

CD noted that they won't have a firm sense of the final figure received from Solas until around March and then they will have a sense of what is happening for the year ahead.

The board approved the application to Solas for 2.6 million.

AGM and Board dates for 2021

NOC and CD informed the board that as the notice period is 90 days NALA will need to issue a notice in January with the location of the AGM on same. NOC noted NALA staff had met this week in relation to the AGM and there had been discussion around whether a physical meeting was feasible. She added that NALA are suggesting that the notice for the AGM is issued stating that the meeting is virtual subject to COVID-19 restrictions and sought the board's agreement for same. KK agreed that in light of the notice period and given that they would need to issue the notice on the 24th of January, a virtual meeting was more likely than a physical meeting.

PA queried how they would proceed with elections if the meeting was virtual and noted that in 2020 they did not have elections. PC noted that as they have more time for preparation ahead of this year's AGM he wouldn't see this as an issue as there have been a few examples of remote voting working smoothly in recent months.

PA queried the terms in relation to the officers appointed at the AGM in September. KK noted that the terms are based from AGM to AGM as opposed to year to year. NOC noted that in relation to co-opted directors they are not expected to go for election at the meeting subsequent to their co-option and their terms are normally two years rounded up or down based on this.

PC added that they had amended the Constitution to make this clearer and that a notification is given to members at the AGM that a co-option has been made during the year.

CD suggested they seek legal advice from MHC in relation to the legalities around virtual meetings and online elections and the issues discussed on the notice referring to the location subject to change. KK suggested they seek clarity that on online voting and also if they issue a notice outlining that the meeting will be virtual can they change to a physical meeting within the 90 days. PA queried that if this was the case would this be treated as a different meeting.

KK queried whether members who logged onto the online AGM in September were classified as attendees or viewers and suggested this also may be something to clarify. MK noted that they should come back with an update on this in February.

MK wished the board a Merry Christmas and reminded all to fill out the board evaluation questionnaire and ensure they provide any feedback they may have for the strategy document.

Additional Note from Margaret Kelly

Discussion on OBGD evaluation at 4.30pm report prior to the Board meeting

In addition to the Board members, this was also attended by Mary Bambrick (ETA Subcommittee member), Margaret Murray (NALA Student and Membership Officer) and Chris McCarthy (Student Subcommittee member). CB and TOB from OBGD presented a powerpoint summarising the key issues in their report on the evaluation of the Board. Overall, the Board was operating effectively and the governance arrangements were sound. However there were aspects which could be improved. MK indicated that many of the recommendations were already in train within NALA, they had discussed the timing of the board and subcommittee meetings, re-ordered the agenda to put items for decision first, adopted the Charity Regulator's template for minutes, provided for virtual induction of board members, and the Audit and Finance subcommittee met the external auditors. The external audit examines internal controls. Items such as updating the board manual, the risk register and risk management procedures would be examined. However, the necessity to review Terms of Reference for subcommittees every two years was questioned given that the board only met 7 times per year and the agendas were already crowded. Routine governance issues were detracting attention from the Board's strategic focus on

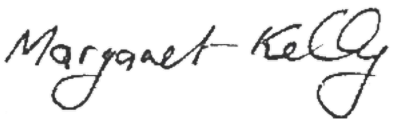
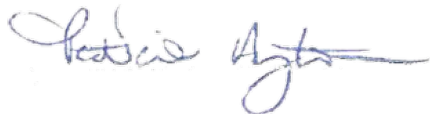
literacy policies and services. Staff were already overstretched and we needed to keep in mind the core priority to improve literacy services. TOB responded that the issue was not so much the frequency of review as to ensure there was a formal process which allowed for regular review which was documented systematically. She indicated that the terms of reference for the Audit and Finance subcommittee were probably in order, and that it was the focus of the committee which needed to be strengthened in terms of risk analysis and risk management.

The 2 year rule governing appointments to the board and subcommittees was discussed. While PC considered a 3 year timescale might be more appropriate, it was agreed it was not feasible to change this now, given the timescale for approval of the Charity Regulator before the AGM. With two new co-optees on the board, succession planning was in hand for the short term. CD indicated that she would be examining the reporting arrangements to the board and the organisation's internal procedures to see what scope there was for streamlining and improving effectiveness and this would be a recurring theme at future meetings. MK thanked OBGD for their work on the evaluation and said NALA was committed to ongoing improvement taking account of resources available.

Next Meeting	
Date:	3 February 2021
Time:	5pm – 7pm
Venue:	Virtual

Actions Arising From This Meeting:			
Item	Action	Person Applicable	Timeframe
Strategy Document	Final draft to board members and subsequent to this circulate the final submission to members	CMcN/HR/CD	Next few days
Constitution	Amendments in relation to the members and directors quorums for meetings and submission of amendments to the CRA	NOC/CD/PC	Before Christmas

AGM	Seek legal advice from Mason Hayes and Curran on online voting and notice in relation to the location of meeting	NOC/CD/PC	February meeting
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Chairperson's signature and date	Secretary's signature and date
MARGARET KELLY	PATRICIA AYTON
Chairperson's name (printed)	Secretary's signature and date