



National Adult Literacy Agency
Áisíneacht Náisiúnta Litearthachta do Aosaigh

NATIONAL ADULT LITERACY AGENCY (the 'Company')

Minutes of the 40th Annual General Meeting (AGM)

Minutes of the 40th Annual General Meeting of the Company held virtually through Zoom on the 24 April 2021 at 11am.

Present:

Officers: Margaret Kelly (MK), Chairperson, Ciaran Casey (CC), Honorary Treasurer, Pat Ayton (PA), Company Secretary.

63 other voting members.

In attendance:

Colleen Dube (CD) NALA Chief Executive Officer (CEO), Aedín Morkan (Mazars), 4 other non-voting attendees.

The day's proceedings commenced at 11am when Colleen Dube, NALA's CEO welcomed everyone to the Annual General Meeting (AGM). She introduced Mr Simon Harris TD, Minister of Further and Higher Education, Research, Innovation and Science, who presented an excellent keynote speech in advance of the AGM. Margaret Kelly, Chairperson of NALA's Board responded to the Minister's speech and thanked him for his work and for taking the time to provide the opening address to NALA's 40th Annual General Meeting.

The Minister left the meeting and the formal proceedings of National Adult Literacy Agency's 2021 Annual General Meeting commenced.

Quorum:

It was noted that a quorum of voting members was present and that the business of the meeting could begin.

Opening remarks:

Margaret Kelly, Chairperson of NALA's Board called the meeting to order and welcomed everybody to the meeting. She informed the meeting that questions would be taken at the end of each agenda item and indicated how attendees could ask their questions remotely. It was noted that, as the meeting was being held remotely, voting on all of the meetings resolutions would be conducted once all agenda items had been presented.

Financial Report 2020:

Ciaran Casey, NALA Honorary Treasurer introduced the Annual Report and Financial Statements for the year ended 31 December 2020 for the review and consideration of the members. He stated that the full set of Financial Statements and the Annual Report for 2020 were available on NALA's website. He set out in detail the Directors' responsibilities and assured the meeting that the Directors took their responsibilities seriously and that governance procedures were in place to ensure that these responsibilities were discharged. Ciaran then introduced Aedín Morkan, Mazars' Audit and Quality Assurance Partner to provide a commentary on the 2020 Financial

Statements.

Aedín's summary of the Financial Statements noted the following points

- NALA's Financial Statements were prepared using FRS102 Charity Statement of Recommended Practice (SORP). NALA has used this practice voluntarily. It is not mandatory for small charitable organisations but does provide more transparency and clarity to those reading the Financial Statements.
- Mazars conducted a full scope audit and although the audit was conducted remotely there were no issues with completing the audit.
- Mazars confirm the audit opinion on the 2020 Financial Statements will be an unmodified clean opinion.
- Review of the Statement of Financial Activities shows a surplus for 2020 of €30,964 and accumulated funds of €677,860.
- Cash flow statement shows the movement of funds for the year and total cash balances at year-end of €676,754.
- Review of the Balance sheet shows the restricted funds balance of €87,786. This means that these funds can only be expended on specific work. The unrestricted funds of €590,074 can be expended on any projects to advance NALA's charitable objectives.

This concluded Aedín's commentary on the Financial Statements

There were no questions for Ciaran or Aedín.

Minutes of the 2020 Annual General Meeting

Pat Ayton, Company Secretary, gave a summary of the 2020 AGM minutes and noted that the full version of minutes was available on NALA's website.

The minutes of the 2020 AGM were then proposed by Margaret Kelly and seconded by Pat Ayton.

Review of Company Affairs 2020

Margaret Kelly formally introduced Colleen Dube, NALA CEO, who joined NALA on 9 November 2020 and was attending her first NALA AGM.

Colleen presented a short review of NALA's activities and work during 2020 which included the following:

- Short video on NALA's Freephone service
- Metrics regarding the increased delivery of services during 2020 in response to COVID led increased demand
- Acknowledgement of the work of staff and Board members in moving all Administrative, Governance, Finance, Corporate Services and Compliance activities online and seamlessly adapting to remote working
- Expansion of services already delivered to students online and the adaption of other services, such as professional development training, to online platforms
- Highlighting specific work such as the Voices project and the accompanying workbook which has been a tremendous success. Colleen also highlighted the Plain English COVID guide which enhanced understanding of information provided by state agencies and others during COVID. NALA's contributions during 2020 to the consultative phase of the 10 Year Adult Literacy Strategy was also noted
- Membership metrics and the role played by members
- In response to a question from an attendee: observations on the changing profile of learners during 2020

Colleen concluded her review of the year by reminding attendees that further information could be obtained from the Annual Report available on NALA's website.

Board Changes and Nominations 2020

Changes

Margaret Kelly updated the meeting on changes in the structure of the Board since the last Annual General Meeting. Margaret stated that NALA proposed a change to the constitution to oblige the Board to inform members at the AGM of any co-opted Directors during the year. The Board were adopting this approach from this meeting onwards.

Changes to the Board since the last AGM on 2 September 2020 were as follows:

1. Co-opted Directors Francis Ward and Elma Teahan joined the Board in December 2020.
2. Lee Mitchell, Michael Duffy and Olive Phelan all completed their terms of office and left the Board.

Nominations

Margaret Kelly commenced this agenda item by reminding the meeting that the voting on all resolutions would take place after all agenda items had been presented.

Margaret detailed the nominations for each position. She noted that NALA had received only one nomination for each of the officer appointments and had received fewer nominations than Board vacancies for the Board appointments. Therefore, all of the nominees listed below are deemed elected.

The following Directors were nominated for the vacant Officers positions:

Position	Nominee	Proposer	Second
Vice-Chair	Maria O’Gorman	Ciaran Casey	Anna Tuohy Halligan
Honorary Treasurer	Ciaran Casey	Margaret Kelly	Kevin Kelly

The following members were nominated for appointment to the Board as Directors:

Position	Nominee	Proposer	Second
Director	Celia Rafferty	Fionnuala Carter	Sian Crowley
Director	Mary Maher	Gwen Redmond	Kevin Kelly
Director	Catherine Devlin	Maurice Sammon	Michael Duffy
Director	Lynne Keery	Sinead Morgan	Donal Walsh

Margaret welcomed all the new appointees to the Board and to their new positions and noted that the NALA board now had 14 Directors, leaving 2 positions vacant for future possible co-option.

In concluding this agenda item Margaret noted that NALA had, in addition to the Board, four very active sub-committees. She thanked all the NALA staff and the sub-committee members for all their work in helping to ensure NALA’s continued good governance and a quality service.

Changes to Procedural Rules

Margaret Kelly gave the meeting a brief overview of the proposed changes to NALA’s procedural rules. It was explained that there were no substantive changes and that the changes were designed to achieve the following:

1. To add new clauses to explain that we are providing information to add to Articles 1,4,5 and 15 of the constitution.

2. To add a new clause in Section 2 to explain that members have rights and responsibilities under the Companies Act 2014.
3. To add Section 3 to explain existing voting rights.
4. To remove sections, based on legal advice, that they were no longer necessary or were self-evident or covered in the constitution.

Margaret noted the details of the changes had been circulated to all members and was also available on the NALA website.

Changes to Constitution

Margaret Kelly outlined the proposed changes to NALA's Constitution document as follows:

Memorandum of Association changes:

1. Standard clauses inserted to align with the Charities Act and Revenue requirements.
2. To specifically state in the main object of the Memorandum of Understanding that NALA's charitable objective is *The Advancement of Education*.
3. To remove the Trade Union Clause

Articles of Association Changes:

1. Future AGMs to be informed of all co-options since the previous AGM.
2. Stating the 3 different ways of appointing Directors.
3. Quorum for AGM to be changed from 3 members to a minimum of 20 members.
4. Quorum for Board meetings to be changed from 2 Directors to a minimum of 5 Directors.
5. Proxies in voting to be dis-applied.
6. Changes to various clauses to allow for Electronic Communications, Virtual Meetings and Electronic Voting.
7. Legally required Notice of AGM reduced from 90 days to the 21 days minimum required in the Companies Act 2014.

Voting on AGM Resolutions

The final agenda item of the AGM was to vote on the resolutions of the AGM. The voting was conducted by two electronic polls of the members in attendance who were eligible to vote. Members were presented with a series of resolutions and given the option to choose For, Against or Abstain for each resolution in the series before clicking the submit button to register their votes.

The first poll presented a series of seven resolutions to the members that required a simple majority to determine whether the resolution passed or was defeated.

The second poll presented a series of two resolutions concerning the changes to NALA's Constitution. In accordance with the Companies Act 2014 these resolutions required a majority of 75% or greater in order for the resolution to be passed.

The following table sets out the resolutions and the percentage votes in favour of the resolutions:

Item No.	Resolution	Result	% Vote
1st Poll			
1	Adopt the 2020 AGM Minutes	Passed	84%
2	Review and consider the 2020 Directors' report and Financial Statements	Passed	88%
3	Review the Company's Affairs for 2020	Passed	84%
4	Agree the elected Directors as proposed	Passed	97%
5	Approve the reappointment of Mazars as Statutory Auditors for 2021, in accordance with section 383(2) of the Companies Act 2014	Passed	88%
6	Authorise the Directors, by a quorum, to fix the remuneration of the Auditors for 2021	Passed	91%
7	Approve the proposed amendments to the NALA procedural rules	Passed	91%
2nd Poll			
1	Approve the amended Memorandum of Association as proposed	Passed	91%
2	Adopt the Articles of Association of the Company presented to the meeting in substitution for and to the exclusion of the existing Articles of Association of the Company.	Passed	85%

The meeting voted to pass all resolutions

Closing Comments and Questions

There were no closing questions.

As the voting concluded the business of NALA's 2021 AGM, Margaret Kelly, NALA Chairperson brought the meeting to a close.

In closing the meeting, Margaret gave a sincere thank you to all Board members, staff and members for all of their work and support throughout the year. She noted that NALA had plenty of work to do as the new strategy unfolds and she looked forward to working with all present to provide a comprehensive service in conjunction with the Education and Training Boards.

She outlined some of NALA's hopes for the new 10-year strategy including:

- Literacy taking place in different settings across society and not just in formal learning settings.
- The concepts of a literacy guarantee and a concentration on a 'Furthest Behind' approach particularly for those at levels less than Quality and Qualifications Ireland Level 4.
- A Whole of Government approach to implementing the 10 Year Strategy.

Is Feidir Linn was the rallying call to all participants as the meeting closed.

Pat Ayton
Company Secretary

Date

(Minutes to be approved, adopted by members and signed at the 2022 NALA AGM)