

National Adult Literacy Agency	
Minutes of the NALA Board	
Date:	28 September 2022
Time:	4:30pm – 7:00pm
Venue:	Virtual (Zoom)

Chairperson:	Margaret Kelly (MK)
Present (Charity Trustees):	Pat Ayton (PA), Lynne Keery (LK), Tom O'Mara (TOM), Ciaran Casey (CC), Frances Ward (FW), Maurice Sammon (MS), Eleanor Neff (EN), Trish Nolan (TN), Elma Teahan (ET), Catherine Devlin (CD)
Quorum:	<input checked="" type="radio"/> Yes <input type="radio"/> No
In Attendance (Others):	Colleen Dube (CEO), Paul Cahill (PC) (Finance & Corporate Services Manager), Michelle Reade (MR) (Governance & Compliance Officer)
Apologies:	Maria O'Gorman (MOG), Tracey Reilly (TR), Aoife Foley

1. Welcome
CEO opened the meeting. MK welcomed all, in particular Tom O'Mara, who was attending his first Board Meeting. All Trustees and attendees introduced themselves.
2. Conflicts of Interest
None
3. Minutes of 27 April 2022 Board meeting
The minutes for the meeting held on 29 June 2022 were approved
7. Student Subcommittee
The Board went to agenda item 7 first as CD, who is presenting this item, may have to leave early.
7.1 Draft Minutes of 13 September 2022 Meeting
NOTED:
<ul style="list-style-type: none"> MS opened by making a request on behalf of the Student Subcommittee. The subcommittee would like funds to run a creative writing workshop in Waterford, preferably Tramore. MS spoke about the workshop in Dublin and how successful it was. He has

made some initial enquiries for venue and interest and anticipates a good take up, which could be in excess of 19 participants. He clarified it would be for current and former students and the budget would be for the running the workshop, venue hire and some refreshments. There would be no personal expenses provided for attendees.

- CEO added that there was some budget available for Student days but we need to consider the timing of the 15 October Student Day. This could be approved in principle as there are funds available and it is in keeping with the purpose of NALA's Student Days.
- MK offered congratulations to NALA staff on the success of our attendance at the Ploughing Championship. She enquired how the use of the CITO (Check in Take Off) Skills Checker at the event. CEO outlined that it was difficult for it to be used due to WiFi connection and noise at our location. However, it was demonstrated. There is interest from 6 European countries to localise it which is being explored as a possible follow on EU funded Erasmus+ project.
- CEO shared the Skills Checker with the Board, for the benefit of those who had not seen it before. She outlined it was an app developed during the EU funded Erasmus+ Check in Take Off (CITO) project NALA were involved in. Its purpose was for people to check their skills and link it to a database of local educational opportunities. The database hasn't been updated in a year. A company has been commissioned to enable it to be used as a standalone app and be reused in Ireland. NALA will examine where is the best location for the app to be located.
- CEO provided a general update on NALA's participation at the Ploughing Championship and noted that the students who participated were great ambassadors for NALA. MK thanked all staff and students who participated on behalf of the Board.

AGREED:

- The Board agreed to approve in principle the request for funds for a creative writing workshop in Waterford subject to sufficient budget being available and MS working with CEO on the logistics.

4. CEO's Report

4.1 2022 Work Plan and Implementation Framework

NOTED:

- CEO provided the following summary of the Work Plan:

- The majority of work is on track or complete
- There are 12 actions that are delayed or have not started arising from the delayed implementation of the ALL Strategy
- Everything within our control to progress is progressing
- There are some delays in relation to some outreach work due to a staff member being on extended sick leave
- The Plain English service is exceptionally busy.
- CEO gave a brief update on the ALL Strategy There has been little progress other than the recruitment of the Programme Office Director and Regional Co-ordinators. She has contacted the Department and SOLAS following the budget announcement enquiring what has been allocated to the ALL Strategy.
- CEO provided a high level summary of what is ongoing coming into the last quarter of the year:
 - International Literacy Month activities are still going on
 - 3 research reports are just launched or are about to be launched
 - Family Literacy (last week)
 - Numeracy Report in conjunction with UL (20th October)
 - Financial Literacy Research (24th October)
 - A range of European projects are ongoing
 - Review of our ICT systems has gone out to tender and there has been some interest already
 - Literacy Awareness Training
 - Plain English
 - Literacy Development and Outreach
- TOM sought clarification on one some of the actions in the Work Plan and the related targets.
 - Objective 1 item 11: CEO clarified the target metric and confirms it remains on track
 - Objective 1 – items 12, 13 and 15: TOM asked if the data supporting the status was available. CEO confirmed the data is housed elsewhere and extracted twice yearly for the SOLAS reports. More of this data is also shared at the Education, Training and Assessment Subcommittee. It is available to be shared.

4.2 2022-2023 Strategy Statement

AGREED:

- The 2022-2023 Strategy Statement was approved by the Board subject to one change:

- Add the appointment of Literacy Development and Outreach Worker to Objective 3

5. Governance

5.1 Literacy and Staff Policies and Governance Subcommittee

5.1.1. Legal advice on Constitution, Procedural Rules, Sick Leave

NOTED:

MR referred to Board Paper 5.1 and noted that it contains a summary of the advice sought and received from Mason, Hayes and Curran (MHC). She outlined that much of it is straightforward but proceeded to go through items that require Board consideration. The Board discussed each topic:

- **Terms of Directors**

- Agreement in Principle to adopt:
 - 3 terms of 3 years
 - No distinction between ordinary Board member and Officer (as it relates to terms)
- Consensus was not reached on:
 - Including a clause allowing the Board to extend the term of a director beyond 9 years if this is in the best interests of NALA.
- The Board discussed the potential treatment of existing board members at the time of transition. Once there is agreement on the proposed revision of terms, NALA will map out how it will effect each Director.
- The Board agreed to delegate to the LSPG to consider the matters, any future advice sought and received and bring final proposals to the Board for consideration at the December 2022 meeting

- **Proxies**

- Proxies are not currently allowed under our current Constitution.
- Board members acknowledged that they must now decide whether our Constitution should contain a clause that allows us to use Proxies or not.

- **Membership**

- MR presented the MHC proposals on a new membership structure
- MK asked for some rationale on the proposal to replace “Free Membership” with

“Supporters of NALA”. It was noted that the rationale is that many people who become members never intend to get involved with the organisation but sign up just to be kept up to date on what NALA do. MK questioned whether removing free membership would disenfranchise our current free members, particularly our students. The Board and attendees discussed other potential variations of a membership structure and the voting rights. They agreed that they are in favour of “Supporters of NALA” but still in favour of “Free Membership” being available for certain cohorts.

- Final consensus on a revised membership structure was not reached and this was delegated to LSPG to consider / refine the proposal.

- **Advance Electronic Voting**

- MR outlined that the advice received regarding electronic voting in advance is to not allow it. This is due to the fact that a temporary COVID measure will no longer be legally possible after 31 December 2022.

- **Board role in admission to membership**

- Board discussed whether they should have the ability to not admit a member or remove a member. MK and TOM suggested that there should be very strict criteria for the Board that would allow them to remove a member.
- NALA currently has no standards/charter/code of conduct for members. TOM may be able to share something from another organisation that would help NALA create something that would assist it create a charter to support our revised membership model and constitution.

- **Trustees Code of Conduct**

- MR noted the MHC recommended an additional clause to be added to the Board’s Code of Conduct.
- The update to the Code of Conduct was approved

- **Sick Leave**

- MR summarised the advice provided by MHC on sick leave. She pointed out a typo in the cover note. It stated that “An employer is required to re-designate or create a different job to facilitate an employee.” It should have stated “An employer is not required to re-designate or create a different job to facilitate an employee.”
- MHC have recommended a change to the contract of employment which removes the

necessity to exhaust all sick leave before termination will be considered. MK noted that this clause was unlikely to be used but agreed to its inclusion.

- MR advised that any changes to the Sick Leave Policy as a result of the advice is covered in the next agenda item, the Staff Handbook. The Board agreed we can move to the next agenda item.

AGREED:

- The Board agreed to delegate authority to Literacy, Staff Policy and Governance Subcommittee to:
 - consider further the detailed advice received from MHC along with the redlined versions of the Constitution, Procedural Rules and 2023 AGM documentation
 - consider further the membership model, terms of directors and proxies
 - seek and consider further advice from MHC if required
 - consider communications to the members in advance of the AGM
 - recommend proposed Constitution and Procedural Rules, including any information necessary to enable decision making, for consideration by the Board prior to submission to the Members at the 2023 AGM.
- The Revised Trustee Code of Conduct was approved
- All Trustees will be provided with a revised Code of Conduct to sign and return to NALA.
- MHC's recommended change to the contracts of employment which removes the necessity to exhaust all sick leave before termination was approved.

- **5.2 Update on Staff Handbook**

NOTED:

- The Sick Leave Policy has been updated to reflect the MHC advice and some of our own changes:
 - Revised wording on termination resulting from sick leave
 - Additional clauses from the contract copied into the policy
 - Formally naming a "return to work" interview
 - Disciplinary process removed as method of dealing with sick leave
 - Changed from "agree" to "discuss" the steps to be taken if there is a concern about

patterns of sick leave.

- It was clarified that the “return to work” interview applies only after 5 consecutive days of absence.
- MK recommended that the Board reviews and discusses the overall wording changes to the Staff Handbook, followed by Board Members indicating the pages where they may have a question or issue.
- CEO provided a brief reminder of the background to this latest revision of the Staff Handbook.
- MR provided an overview of the general wording changes and the background to this. CEO shared the latest version of the proposed wording regarding NALA’s change to terminology. This wording was slightly revised from what was included in Handbook provided with the Board papers. This was pointed out to the Board. It was reviewed by the Board paragraph by paragraph. Some changes were discussed and agreed. CEO documented the changes.
- MK questioned some wording on page 48 of the Handbook, as provided to the Board, and the use of the word “continuation”. The Board discussed and agreed to retain the wording as presented.
- MK recommended a change to the position of a paragraph on page 44. The recommendation was to include the paragraph on “reasonable accommodation” before the paragraph on “calculations of sick pay”. This change was agreed by the Board.
- TOM referred to page 70 and the proposed inclusion of a “close friend” to the Bereavement Leave policy. The Board and attendees discussed this and agreed not to include it. It is not a standard allowance in the public sector and very difficult to establish a “close friend”. There are other arrangements available to employees to sympathetically deal with the death of a close friend.
- There were no further questions or issues with the remainder of the changes proposed.

AGREED:

- The Staff Handbook was approved subject to the following changes that were agreed:
 - “Terminology used in this Handbook” section to be updated to reflect the wording agreed by the Board and documented by CEO.
 - Movement of paragraph on page 44 regarding “Reasonable accommodations”.
 - Removal of “close friend” from Bereavement Leave Policy.

5.3 Update on Retention Policy and Retention Schedules

The update on the Retention Policy and Schedules was noted with no questions arising.

6. Finance

6.1 Update on SOLAS funding / 12 September 2022 meeting

NOTED:

- PC summarised the engagement NALA has had with SOLAS regarding a reallocation of unspent funding and how that reallocation of funding has been treated. He clarified that it was not being treated as a reallocation but rather new funding for the ALL Strategy and unspent funds already received will have to be returned.
- MK sought clarification on the proposal to use the reallocated funding to keep staff salaries aligned to Public Sector pay. PC clarified that this was not approved.
- PC informed the Board that all of NALA's core funding for 2022 has been received. The additional funding for the ALL Strategy just mentioned is due in early October. He also noted that SOLAS have improved the timing of their funding in the second half of this year. The third and final tranche was received earlier than it had been previously.
- PC informed the Board that he discussed funding for 2023 with SOLAS and the indications from SOLAS are that:
 - core funding for NALA in 2023 will not be adversely affected by budget cuts
 - they expect to provide us with our first tranche of funding in January or early February 2023
 - they hope to provide us with budget approval much earlier than has been the case in recent years.
- MK asked if the Trade Union had been informed that our request to reallocate funding to staff salary alignment was rejected. CEO confirmed that they have.
- MK enquired if SOLAS did not approve the request to reallocate the funds to salary realignment based on principle. This could indicate getting approval to fund this in the future might be difficult without additional pressure, perhaps from SIPTU. CEO and PC confirmed that based on their conversations the refusal did not appear to be based on principle. The request will be built in to our core funding request for 2023.

6.2 Management Accounts to end 31 August 2022

The Management Accounts were noted with no questions arising.

6.3 VAT Update

- PC brought to the Board's attention that NALA have now made VAT Returns, the first two which were zero. However, we are now actively accruing VAT due to one large invoice received from a non-Irish supplier.
- The Board noted the VAT update.

7. Any other Business

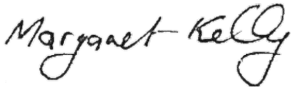

- MR informed the Board that she would be circulating Board Training opportunities for October to December 2022 shortly.

Next Meeting

Date:	26 October 2022
Time:	4.30pm – 7.00pm
Venue:	Virtual (Zoom)

Actions Arising from This Meeting:

Item	Action	Person Applicable	Timeframe
5.1.1	To support a decision on the how we treat existing Board members upon the change in the Constitution to terms of Director, the proposed treatment of each member is to be mapped out for illustrative purposes	CEO/MR	9 November 2022 (To be included in LSPG papers)
5.1.2	Revised Code of Conduct to be issued to Board Members to sign and Return	MR	30 October 2022
7.1	NALA to circulate Board Training Opportunities	MR	30 September 2022

 26 October 2022	 26 October 2022
Chairperson's Signature and date	Secretary Signature and date
MARGARET KELLY	PATRICIA AYTON