

NATIONAL ADULT LITERACY AGENCY (the “Company”)

Minutes of the 41st Annual General Meeting of the Company held virtually through Zoom on the 30th day of April 2022 at 11am.

Present:

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

36 other voting members.

Officials In attendance: Colleen Dube, NALA Chief Executive Officer (CEO), Aedin Morkan (Mazars), Clare McNally (NALA), Margaret Murray (NALA), Frank Crummey (Returning Officer) and 4 other non-voting attendees.

The day's proceedings commenced at 11am when Clare McNally, NALA's Communications Manager welcomed attendees and gave an overview of using Zoom for participating in the AGM. Colleen Dube, NALA's CEO welcomed everyone to the Annual General Meeting (AGM).

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 introduced Colleen Dube, NALA CEO, and commended her on her contribution to NALA since joining in November 2020. Margaret also introduced Margaret Murray and Clare McNally from NALA and outlined they would be available for support with any issues in logging into Zoom and participating in the election process. Margaret talked through the agenda and informed the meeting that questions would be taken at the end of each agenda item. It was noted that, as the meeting was being held remotely, voting on all of the meetings resolutions and the Board election would be conducted once all agenda items had been presented and the Election Buddy system would be used.

Minutes of the 2021 Annual General Meeting

Pat Ayton, Honorary Secretary, gave a summary of the 2021 AGM minutes and noted that the full version of minutes was available on NALA's website.

Financial Report 2021

Ciaran Casey, Honorary Treasurer introduced the Director's Report and Financial Statements for the year ended 31 December 2021 for the review and consideration of the members. He recommended members vote to approve the Director's Report and Financial Statements which had already been ratified by the Board.

Ciaran introduced Aedín Morkan, Mazars' Audit and Quality Assurance Partner to provide a commentary on the audit of the 2021 Financial Statements.

Aedín's noted the following in her summary of the Financial Statements:

- NALA's Financial Statements were prepared using Financial Reporting Standard (FRS) 102, Charity Statement of Recommended Practice (SORP) and with the Companies Act 2014 and are fully compliant with those standards
- The Financial Statements are prepared on a going concern basis which means that NALA's management and Directors and auditors, Mazars, have considered the ability of NALA to operate for a period of 12 months following the date of approval of the financial statements and have concluded that there is no significant uncertainty regarding their being able to operate
- Mazars conducted a full scope statutory audit of the financial statements in line with international standards and have issued a full clean unmodified unqualified audit report
- The Statement of Financial Activities showed:
 - Income of €2,739,587 generated in 2021,
 - Expenditure of €2,633,897 incurred in 2021,
 - a surplus for 2021 of €105,690 and accumulated funds of €783,550
- The Cash flow statement shows the movement of funds for the year and total cash balances at year-end of €867,485, an increase of €190,731 on 2020
- The Balance sheet shows the restricted funds balance of €18,076. This means that these funds can only be spent on specific work. The unrestricted funds of €765,474 can be spent on any projects to advance NALA's charitable objectives

This concluded Aedín's commentary on the Financial Statements.

One attendee remarked that the size of the accounts within the presentation on screen in Zoom was somewhat small. Clare McNally and Margaret Kelly noted that the full financial statements were available online at nala.ie and could be viewed or printed from there.

Reappointment of Mazars as Auditors for 2022

Ciaran Casey recommended the approval of the reappointment of Mazars as Statutory Auditors for 2022. He noted the strong working relationship that had been built with Mazars over the last three years. The good quality provided by Mazars was recognised by the Board and Audit, Risk and Finance Subcommittee members with audit experience and the level of fee were reasons for this recommendation.

Ciaran also recommended members authorise the Directors, to agree the remuneration of the Auditors for 2022.

Review of Company Affairs 2021

Colleen Dube, NALA CEO, gave an overview of the Company Affairs for 2021. Colleen encouraged members to look at NALA's Annual Report which contains comprehensive details about NALA's activities in 2021 including the financial statements and testimonials from people NALA have worked with. Colleen then presented a short review of NALA's activities and work during 2021 which included the following:

- An overview of the work NALA has done with individuals through the Freephone team, our tutors, Learn with NALA and our Student Benefit Fund
- The services provided by Adult literacy educators and practitioners
- Our work with organisations who deal with the public, including the Irish Cancer Society and the pharmacy sector
- Public policy and our engagement with policy makers and the general public through the media, highlighting our focus on digital media to ensure a consistent message is coming from NALA on the right platforms
- Membership metrics and how NALA wants to ensure it hears the voice of the members
- A member questioned the Program for Government's commitment to use plain language in public service communications. Colleen responded that it is mentioned in the Government's Adult Literacy for Life (ALL) Strategy which is a way to address that commitment. It is part of the ongoing conversation between NALA with SOLAS and the Department of Further Education, Research, Innovation and Science. Colleen remarked that previously a Plain Language Bill was drafted but never enacted. NALA will keep pressing for a substantive roll out of plain language provision.

Board Changes and Nominations and AGM Resolutions 2022

Changes

Margaret Kelly updated the meeting on changes to Board since the last Annual General Meeting and the current position of the Board Members.

Of the 14 Board Members:

- 4 are continuing their service:
 1. Catherine Devlin
 2. Ciaran Casey
 3. Lynne Keery
 4. Maria O’Gorman
- 2 are seeking re-election as officers and are uncontested:
 1. Margaret Kelly as Chairperson
 2. Patricia Ayton as Secretary
- 2 are seeking re-election to the board:
 1. Elma Teahan
 2. Frances Ward
- 6 are departing:
 1. Anna Touhy Halligan
 2. Celia Rafferty
 3. Gwen Redmond
 4. Hazel Cryan
 5. Kevin Kelly
 6. Mary Maher

Nominations and AGM Resolutions

Colleen Dube introduced Election Buddy which is being used to vote for the Board elections and on the AGM resolutions. Colleen remarked that NALA are delighted with the interest from members wanting to join the Board this year which requires an election and voting process.

Colleen noted the following:

- A summary of Ordinary Resolutions that members will be asked to vote on
- Following voting on the Resolutions, members will be asked to vote for up to eight nominees for election to NALA’s Board
- There are 16 nominees and all nominees have:

- submitted all the required documentation on time
- been proposed and seconded by other members
- been confirmed as eligible to run for election
- Colleen explained that the nominees would have an opportunity to introduce themselves to the AGM attendees in alphabetical order
- The nominees would appear in randomised order on the Election Buddy ballot paper.

All nominees, except Kieran Lynch who was not available at the meeting, gave a short presentation. Colleen Dube read out Kieran's biography in his place.

Clare McNally, NALA, gave a detailed briefing on

- How Election Buddy works,
- How members should cast their votes,
- The time allowed for this and
- How to get support from NALA staff during the process.

The Election Buddy process was commenced and members were invited to cast their vote. No matters were conducted during the Voting period.

Launch of a Living History

Following voting, Margaret Kelly invited Clare McNally, NALA, to speak to the members about the launch of "NALA: A Living History". Clare introduced the publication and spoke with passion about the history of NALA over the past 40 years. Clare noted the publication will be made available in the next couple of weeks to all members.

Future thinking

Margaret Kelly spoke about NALA's strategy and what the future holds. Margaret's remarks included the following points:

- NALA is at a critical stage now that the 10 year Adult Literacy for Life (ALL) Strategy has been launched
- NALA has campaigned for a whole of government approach and a cross-society approach to address adult literacy for some time
- The ALL Strategy has all the successful ingredients needed to address adult literacy
- An update on Implementation Group, progress and budgets given to the ALL Strategy by Government; progress has been slow since launch in 2021

- There is an expectation that NALA will play a central role in the ALL Strategy implementation but there will be more providers across society.

Margaret indicated that while the Strategy had been launched in September 2021 there was still uncertainty on the detail of how it would be implemented. Therefore as an interim step, NALA asked members for their views on the future direction of NALA and referenced an online survey sent to members approximately 2 months ago. Margaret provided an overview of the feedback from members which included that the following that NALA should do:

- have a louder voice in advocating for learners
- do more for vulnerable groups
- continue to undertake research, develop resources, and support quality
- press for improved pay and conditions for tutors
- raise awareness of literacy services and supports and address barriers such as child and eldercare to access services.

Margaret noted that the results of the survey are still being analysed. The Board will examine the findings when finalised and the decisions will take place in the context of more certainty of how the ALL Strategy is going to be rolled out. NALA would continue its focus on the issues highlighted. She indicated that the Minister had told NALA that the pay and conditions issues for tutors were being progressed, but stated that tutors position in this regard would be further strengthened if they joined a union and used the State's formal pay and conditions machinery to add a further pressure point.

Margaret gave an overview of NALA's focus for the period ahead and noted that our advocacy role will continue but will switch to focusing on the implementation of the 10 year strategy. At the heart of our campaign is that literacy is a human right and that those with literacy issues must get help to take part effectively in society.

Colleen Dube then provided an overview of NALA's current strategic objectives. She noted that NALA are currently operating under a strategic plan covering 2020-2022. As the landscape has changed, in 2021, a mid-term review was undertaken. In consultation with the Board the strategic objectives were reviewed and amended to reflect the current context. Four strategic objectives have been agreed to guide NALA for the rest of 2022 covering advocacy, delivery of services, research, working with other organisations and the necessary corporate processes. It is hoped that a new strategic plan can be developed over the next 3-6 months subject to confirmation of the status of the 10 Year Strategy

Following a question from a Member regarding ESOL (English to Speakers of Other Languages) in response to the crisis in Ukraine, Colleen noted that ESOL may need its own discrete response. NALA do not have a great level of in-house expertise in ESOL. NALA will be having its annual ESOL conference in May which will provide an opportunity to reflect on the current challenges and how best NALA can respond to this evolving situation. This may include either direct support from NALA, or working with other organisations to make sure there is a focussed response.

AGM Resolutions and Election Results

Colleen Dube introduced Frank Crummey as Returning Officer to present the results of the voting on the Resolutions and Board Election.

Resolutions

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

Item No.	Resolution	Result	% Vote
1	Adopt the 2021 AGM Minutes	Approved	100%
2	Adopt the Directors' report and Financial Statements for year ended 31 December 2021	Approved	100%
3	Approve the reappointment of Mazars as Statutory Auditors	Approved	100%
4	Authorise the Directors, to approve the remuneration of the Auditors for 2022	Approved	100%
5	Adopt the Review the Company's Affairs for 2021	Approved	100%
6	Re-elect Margaret Kelly as Chairperson	Approved	100%
7	Re-elect Patricia Ayton as Honorary Secretary	Approved	100%

Election Results

Following 14 rounds of counting the following members were deemed elected reaching a quota of 5.83 votes each:

1. Aoife Foley
2. Dr Eleanor Neff
3. Elma Teahan
4. Frances Ward
5. Maurice Sammon
6. Patricia (Trish) Nolan

7. Tom O'Mara
8. Tracey Reilly

Closing Comments and Questions

Maria O'Gorman, Vice-Chairperson thanked Margaret Kelly and NALA staff for a well-run AGM.

There were no closing questions.

That concluded the business of NALA's 2022 AGM, Margaret Kelly, NALA Chairperson brought the meeting to a close.

Pat Ayton
Company Secretary

Date