

National Adult Literacy Agency	
Minutes of the NALA Board	
<b>Date:</b>	7 December 2022
<b>Time:</b>	11:00am – 1.30pm
<b>Venue:</b>	Board Room, Sandford Lodge

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

<b>1. Welcome</b>
MK opened the meeting and welcomed all Trustees.
<b>2. Conflicts of Interest</b>
None
<b>3. Minutes of 26 October 2022 Board meeting</b>
The minutes for the meeting held on 26 October 2022 were approved.
<b>4. CEO’s Report</b>
<b>4.1 2022 Work Plan and Implementation Framework</b>
<b>NOTED:</b>
<ul style="list-style-type: none"> <li>• CEO highlighted the following items from the Work Plan: <ul style="list-style-type: none"> <li>○ Recent analysis of registered centres using LWN revealed that there was a high volume of users with complex needs and also secondary school users whose learners are 16 years of age or younger.</li> <li>○ This brings about a high level of administration in order to gather consents for these types of users.</li> <li>○ NALA does not have a legal remit to support learners who are under 18 years of age, many of whom should be using Department of Education curriculum or other</li> </ul> </li> </ul>

specially designed curriculum such as iScoil.

- We have raised the issue with the Department of Further and Higher Education, Research, Innovation and Science (DFHERIS) and plan to engage further with Inclusion Ireland, iScoil, the Department of Education and National Council of Special Education to identify how best to support these younger learners.
- We have paused new registrations and are currently engaging with the centres to ensure we have parental consent for the learners who are under 18 years of age and exploring alternative provision such as iScoil.
- MK stated that Special Needs schools have approval to use alternative curricula but there is limited curricula available.
- CEO stated that since the removal of Junior Certificate Foundation Level, many students who would have availed of that are using LWN to get the required qualification to enter an apprenticeship or other further education course.
- CEO reiterated that there is a plan in place. NALA are gathering the necessary consents and are in discussions with the various bodies. However, we wanted to bring it to the Board's attention for information.
- MS sought clarification on whether the issue was special needs students or early school leavers using the platform. CEO confirmed it was both along with some home tuition students.
- CEO highlighted a further item from the Work Plan:
  - NALA have been participating in a pilot to validate online learning with QQI to inform the Online Guidelines they are developing.
  - NALA participated in a validation panel for its Level 2 Writing Course which is part of the pilot. The panel have recommended that the programme be validated for online delivery subject to three conditions and fifteen recommendations. One of the conditions was the creation of an Online Learning Policy which will be brought to the Education, Training and Assessment Subcommittee in 2023 and then to the Board for adoption.
  - DCU's National Institute of Digital Learning have been commissioned to draft the guidelines. NALA met with the Director of the Digital Institute to outline Learn with NALA's unique offering to inform the development of the guidelines.
- CEO also noted the following items from the Work Plan Cover Note:
  - NALA received confirmation from SOLAS that its request for €42K from the All Innovation Fund was granted to print additional resources for distribution to ETBs

and other literacy practitioners

- NALA staff will be meeting on 14 December to review and reflect on 2022 and agree ambitions / actions for 2023 to enable the 2023 Implementation Plan to be drafted. This will be brought to the Board at the next meeting in March 2023.
- NALA will be launching its Financial Literacy Report on 16 December. Commissioner Mairead McGuinness will be the key note speaker. The Board are invited to attend.
- The deadline for NALA to submit its EOY report to SOLAS is 13 January 2023.

#### **4.2 2023 Schedule of Meetings and Rolling Agendas**

##### **NOTED:**

- CEO referred to the Draft Schedule of Meetings. She pointed out that the AGM and May meetings are subject to change depending on how long the Charities Regulatory Authority take to approve the revised Constitution.
- CEO referred to the draft Rolling Agenda for the Board.

CEO informed the Board that the Rolling Agendas for the Board Subcommittees have been agreed by the relevant subcommittees. MK enquired about one item on the Rolling Agenda for the Literacy and Staff Policies and Governance Subcommittee; CEO position. CEO and MR informed MK that there is no documentation related to the previous CEO's career break.

##### **AGREED:**

- MK agreed to contact the former NALA Chairperson regarding documentation related to the previous CEO's career break.
- Finance and Corporate Services will contact the former CEO at least 3 months in advance of the expiry date to discuss the status of the career break.
- The Board considered the 2023 Schedule of meetings and Rolling Agendas and had no further questions or modifications.

#### **5 Subcommittees – minutes, documentation and items for decision**

##### **5.2 Literacy and Staff Policies and Governance Subcommittee (Item 5.2.2)**

The Board agreed to address agenda item 5.2.2 next; on NALA's Constitution and Procedural Rules; to ensure there was sufficient time to discuss.

##### **5.2.2 Constitution and Procedural Rules**

- MK proposed that the Board refer to documents **5.2.2.1 - Constitution: Tracked Changes version** and **5.2.2.2 - Procedural Rules: Tracked Changes version** and go through them

in order of the changes.

- MR outlined that the Cover Note can be referred back to for any questions.
- The Board agreed and reviewed the changes in order as they appeared.
- The following questions / updates were **noted**:
  - Clause 4 - Appointment and Replacement of Members
    - FW sought clarification that small organisations could still join NALA in their own right, even if they are part of a larger organisation that is already a member. CEO and MR confirmed this will still be possible.
    - CEO informed the Board that irrespective of which parts of an organisation are members, NALA do their best to ensure NALA materials are circulated as widely as possible within large organisations.
    - A series of meetings with Members are planned for 2023, the first will be 18 January to ensure Members are kept informed and engaged.
  - Clause 9 – Quorum for General Meetings
    - Following discussion it was agreed that the quorum would be changed from the proposed “...ten percent of the Members present ...” to “...ten percent of the Members or twenty Members, whichever is the lower, present...”
  - Clause 13(c) – Proxies
    - It was agreed that the validity/necessity of this clause would be checked with Mason Hayes and Curran (MHC) as it refers to corporate proxies and NALA is proposing proxies for Individual Members only.
  - Clause 15 - Directors’ Powers of Management
    - CEO brought it to the attention of the Board that there was an additional clause previously considered and discussed for inclusion in this section that would allow the Board to extend the term of a Director. It has not been recommended for inclusion in this final draft.
    - The Board agreed this was appropriate.
    - MK suggested it is considered by the Subcommittees when reviewing their respective Terms of Reference. This was agreed by the Board.
  - Clause 17 – Officers
    - It was clarified that the Company Secretary would be appointed by the Directors going forward. This is required by the Companies Act.
  - Procedural Rules
    - Section 4 - It was agreed to change “Category” to “Subcategory”
    - Section 6 – The Board discussed the appropriate wording for whom would be eligible for a fee waiver. It was decided that the Procedural Rules will

state that the fee will be waived upon request. Our website can be supplemented with additional explanatory information.

- Section 6.4 – MR pointed out that cheques were removed as a method of payment here in error and would be added back in.
- Section 6.5 – CC pointed out that this section is numbered incorrectly. MR agreed to correct this.
- CEO explained that MHC were having the document reviewed by a partner in the firm. If deemed necessary by the Chair, following the outcome of this review, a virtual meeting of the Directors will be convened to agree the final documents.

**AGREED:**

- To adopt Documents 5.2.2.1 and 5.2.2.2 subject to:
  - The changes agreed and noted above, and
  - Finalisation of:
    - Clause 18(e)
    - Final sample proxy form
    - MHC Partner Review
- To delegate authority to the Chair, CEO and GCO to review / agree the final documents prior to their submission to the Charities Regulatory Authority. If deemed necessary by the Chair, a virtual meeting of the Directors will be convened to agree the final documents.

## **5.1 Audit, Risk and Finance Subcommittee**

### **5.1.1 Draft Minutes of the 21 November 2022 Meeting**

**Matters Arising:**

**NOTED:**

- MR provided an update on the candidates for the AR&F Subcommittee.
  - One of the four potential candidates connected with her on Boardmatch. NALA may need to advertise the role if others are not interested in connecting.
  - MK noted, as an aside, that the LSPG could benefit from additional members also as a quorum was difficult to obtain in November.
  - CEO suggested that we contact some of the candidates who were unsuccessful in the 2022 Board elections as many of these had expressed an interest in joining a subcommittee.
- MK sought clarification on the point raised by ET at the AR&F in relation to non-audit services. ET and PC explained non-audit services.

- The Board briefly discussed NALA's pension arrangements and the requirement for an internal audit in 2023:
  - PC clarified that New Ireland are the pension administrator and GRT are the trustees of NALA's pension. He confirmed their roles are different. GRT are required to ensure audit, compliance and oversight arrangements are in place.
  - MK asked if our arrangement of New Ireland would be reviewed as they don't provide disability protection arrangements, such as income protection. PC confirmed the AR&F have considered this. However, income protection is expensive and any such arrangement with any administrator would need to be funded by the employee.

#### **5.1.2 Management Accounts as presented to ARF, 21 November 2022**

##### **NOTED:**

- PC mentioned that we are forecasting a surplus for 2022.
- Decision from SOLAS on 2023 funding expected in February 2023 at the earliest.
- The Board noted the accounts.

#### **5.1.3 Policy for Adoption - Record Retention Policy and Retention Schedule**

##### **AGREED:**

- The Board approved the Record Retention Policy and Retention Schedule subject to the following changes:
  - HR Masterfile that is retained must contain an adequate record of insurable employment and sufficient information on pensions.
  - Vetting – ensure a record of vetting that took place is maintained while a staff member remains in employment
  - Reports and statistics – ensure NALA retains 1 copy for historical purposes.

### **5.2 Literacy and Staff Policies and Governance Subcommittee**

#### **5.2.1 DRAFT Minutes of the Literacy & Staff Policies and Governance Subcommittee**

The draft Minutes were noted.

#### **5.2.2 Policies and Job Descriptions for Adoption**

##### **AGREED:**

- Governance and Management of Quality Policy
- Hybrid Working Policy

- Freephone Operator Job Description
- Plain English Trainer / Editor Job Description

### 5.3 Student Subcommittee

#### 5.3.1 Draft Minutes of 22 November 2022 Meeting

**Matters Arising:**

**NOTED:**

- MS provided some further information on the Student Day in Cork where it was noted that the majority of Students in attendance were ESOL Students.
- The Board discussed the potential reasons for there being more ESOL students engaged in literacy services at the moment. The exact reasons are unclear. Anecdotal evidence suggests that the reasons are different amongst different ETBs. There is no definitive data.
- CEO explained the difficulty in getting accurate data on the number of students doing literacy classes with the ETBs from SOLAS.

#### 5.3.2 Student Days Annual Report

**NOTED:**

- In relation to the previous agenda item, the CEO pointed to this next agenda item, highlighting that there is a call for ESOL resources which isn't fully aligned with NALA's remit.
- FW enquired about the steps being taken to get the information on students mentioned above. CEO outlined all the channels NALA is exploring and the barriers they face to get information and make connections. CEO has raised this with SOLAS and the DFHERIS and the Minister as a common reporting system is needed for all stakeholders in the ALL Strategy.
- CEO have a summary of the student feedback from the report.
- CD raised the matter of ESOL provision again. CEO outlined that there is lot of funding being provided for the provision of ESOL services at the moment and that may be one of the barriers to non-ESOL literacy students returning to or accessing services.
- CEO noted that the Direct Referral Protocol between NALA and ETBs is still not widely in place despite numerous reminders.
- MS requested a slight increase in budget for the Creative Writing Workshop. MS will check with Colm (facilitator), get quote from caterer and submit budget to NALA for approval. If there is enough interest a 2nd workshop will be explored.

## 6. AOB

### NOTED:

- EN stepped out of the meeting for this segment.
- CEO provided an overview of NALA's Prison Literacy Program:
  - Further workshops would be taking place in January
  - Former facilitator recommended EN to NALA as a facilitator for the workshops
  - NALA want to appoint EN but need Board approval
- MR advised that:
  - Generally a Director cannot be remunerated but the Constitution and the Charities Act 2009 allows it in certain circumstances:
    - A written agreement is in place
    - The fee is reasonable
    - The Board approves

### AGREED:

- The Board approved the arrangement.
- ET directed NALA to check if the arrangement would require us to hold and publish a Related Parties Register.

### Next Meeting

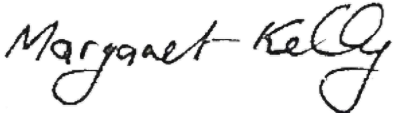
<b>Date:</b>	29 March 2023
<b>Time:</b>	4:30 pm to 7:00 pm
<b>Venue:</b>	Online

### Actions Arising from This Meeting:

Item	Action	Person Applicable	Timeframe
4.2(1)	MK to contact former Chairperson	MK	Q1 2023
4.2 (2)	F&CS to contact CEO on career break	PC	Q1 2023
5.2.2 (1)	Clause regarding Term Extensions to be considered in Subcommittee TORs	MR	Q1 2023 onwards
5.2.2 (2)	NALA to progress Constitution finalisation with MHC and Submit to CRA	CEO/MR	December 2022/January 2023
5.1.1	Consider unsuccessful Board candidates for positions on AR&F and LSPG Subcommittee	CEO/MR/PC	December 2022/January 2023
5.1.3	Update Retention Policy and Schedule with	MR/CEO	December



	Board changes and circulate to NALA Staff		2022
5.3.1	MS to contact Colm (facilitator), get quote from caterer and submit to NALA for approval, and consider organising a second creative writing workshop	MS	December 2022/January 2023
6	Check and implement requirements for a Related Parties Register	PC/MR	December 2022

 29 March 2023	Pat was not in attendance at the meeting of 29 March 2023
Chairperson's Signature and date	Secretary Signature and date
MARGARET KELLY	PATRICIA AYTON