

National Adult Literacy Agency	
Draft Minutes of the NALA Board	
Date:	28 June 2023
Time:	11.00am -1.30pm
Venue:	Sandford Lodge – Management Suite and MS Teams

Chairperson:	Margaret Kelly (MK)
Present (Charity Trustees):	In person: Eleanor Neff (EN), Frances Ward (FW), Tom O'Mara (TOM), Pat Ayton (PA), Online: Ciaran Casey (CC), Tracey Reilly (TR), Paula Tiller (PT), Trish Nolan (TN)
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:	Aoife Foley (AF), Maria O'Gorman (MOG), Elma Teahan (ET),

Please see Glossary of Terms at the end of this document for guidance

1. Welcome
<p>MK opened the meeting. She acknowledged that this was Paula Tiller's first Board meeting since being appointed. Paula introduced herself followed by brief introductions from those in attendance.</p> <p>MK informed the Board that following on from discussion and recommendations at LSPG there would be some changes to the running of the meeting. This involves a quick reminder of the agenda, the key decision items and key discussion items at the beginning of the meeting. These were shared on screen. MK provided an overview of these. There will also be a discussion on how the meeting went at the end of the meeting.</p>
2. Conflicts of Interest
<p>MK noted the following items that would be discussed which would represent a possible conflict of interest:</p> <ul style="list-style-type: none"> • A discussion on the pay and conditions of the CEO - Colleen Dube • a decision on a third party contract for Eleanor Neff • a decision on a request to work beyond standard retirement age from Paul Cahill

All three will leave the meeting at the time of these discussions/decisions.

There were no other conflicts of interest noted.

3. Draft Minutes of 29 March 2023 Board meeting

NOTED:

- MK, CEO and MR provided an update on the status of actions from the 03 May meeting.
- MK asked the CEO to leave at this point.
- TOM pointed out a typo in the minutes.
- TOM then enquired about the minutes relating to the agenda item about the CEO's pay and contract approval. He recalled a discussion about the CEO receiving an additional payment when she joined NALA to reflect the salary gap from her previous role but he didn't see this referred to in the minutes. MK and PA gave the background to this and clarified that the payment was to her pension scheme in lieu of not being able to join NALA's scheme immediately. TOM agreed that this was ok but enquired if this was documented anywhere. PA added that she was involved in this at the time and while she couldn't guarantee that this was documented without checking, however she would be fairly sure it was documented fully at the time. PC further added that this would be captured in the recommendations from the LSPG to the Board at that time. MK added that while it may not be reflected in detail in the minutes from the last Board meeting, all that was discussed would be fully documented in the proposal put to the Board on 3 May and was approved at that time. MR added that the minutes do not reflect every word spoken at a meeting but would review the minutes if something material was missed.
- TOM referred to The Wheel's report on pay data and enquired where NALA's CEO and NALA staff in general would fall within that. PC advised we are likely to be above the average in this report as we try to align with public sector grades and salaries. TOM further probed whether we are ok with being an outlier from the perspective of someone looking in. MK added that we would likely be in a similar position to an organisation such as Aontas. PC added that with society currently trying to bring salaries in the public sector up, to make any changes to the contrary would not make sense. PA further added that with NALA's approach to try to align with public sector, this results in us taking the disadvantages that come with that such as public sector pay cuts. FW added that it provides structure for NALA and prevents us having to design a salary for each job in NALA.
- The Board did not feel that it was necessary to change the minutes. The minutes were approved.

- The CEO returned to the room.

AGREED:

- The minutes were approved.

4. CEOs Report 2023

4.1 Work Plan and Implementation Framework

NOTED:

- CEO referred to the Work Plan and Implementation Framework for 2023. She did not go through it in detail but pointed out that the cover sheet highlights the key items. She pointed out that a revised paper was sent yesterday and this paper contains the most up to date position. She provided a brief update on those key items.
- CEO then gave a presentation on the recently completed LWN Research Report. The report was completed by Straightforward Research following a tendering process and the goals were to help NALA understand the profile of its users and its impact to inform the future development of the service.
- CEO distributed samples of NALA's new Welcome Pack for callers. FW enquired about how it would be used. It will be sent to callers who agree to provide us with their contact details and will contain information on the agreed ETB for the caller.
- CEO informed the Board that we are in the process of setting up a direct referral protocol with Kerry ETB.
- PA enquired about the partnership with An Post and what it will include. CEO advised that there are 42 Post Offices that we can have a presence in. These are larger post offices that have the space. We are hoping to design a pull up information stand with NALA and ALL information. We are currently in talks with An Post and the ALL Program office to get the necessary logistics and collateral in place. CEO clarified this will be a nationwide multi-channel promotion being run by An Post. MK voiced concerns about the tight timeline with Adult Literacy Day being in early September. CEO acknowledged this but noted our reliance on An Post. NALA are in the process of ensuring our staff and learners are prepared in time. FW enquired if every literacy centre would be included on a poster in a post office. CEO was doubtful that this would be the case. The ALL Program Office need to arrange this with the ETBs. TN enquired if all counties are covered in the 42 post offices. CEO confirmed all counties are covered.
- EN left the room at this stage.

- CEO provided background to ENs proposed role as a Facilitator on the Prison Literacy Project. She outlined that EN has been offered a contract, subject to the Board's approval, to provide facilitation for the project. MK clarified that we are asking for approval as it is prevented in most circumstances by our Constitution to remunerate a member of the Board. However, in this circumstance, where the remuneration is for professional services, it is possible if the board approves. EN had a previously approved contract earlier this year. PC confirmed that a Related Party Transactions register has now been set up. TM enquired if the rate of pay was the standard day rate. It was confirmed that it is.

AGREED:

- To offer a contract to EN to provide 12 facilitation days and report services for €3600

4.2 Strategic Plan Proposal

NOTED:

- CEO presented the proposal for the Strategic Planning Process. The Board discussed. It was noted the timeframes are tight. CEO hopes to have a consultant onboard for the Strategic Planning Process by end of August.
- MK asked for volunteers to join the Steering Committee and TN, EN, PA and PT volunteered their time. CEO will reach out to MS and CD directly as they were not in attendance and noted we would like a student voice on the Committee.
- CEO clarified that the EGM and AGM dates had been selected to accommodate both this process and the process to bring the new Constitution to members for adoption at an EGM in 2024.

AGREED:

- The following program of work was agreed in principle, acknowledging that some flexibility may be required with regards to the Organisational Design review:

Activity	Responsibility	Timeframe
Convene Steering Group – terms of reference / members, programme of work, tender documents	Chair, CEO, 2/3 representatives from the Board, Staff Rep, 2/3 external contacts, at least 1 learner	July / August 2023
Commission initial consultant inputs (context review	CEO / Finance and Corporate Services	August 2023

and, or consultation)	Manager / Steering Group	
Contextual review to identify key questions / considerations about NALA's future role / priorities	CEO / Research and Policy Officer External Consultant	September / October 2023
Consultation with stakeholders informed by contextual review	CEO / Research and Policy Officer External Consultant	October – December 2023 to include in person Board meeting / away day 25-26 October
Consideration of initial priorities	Steering Group Board	December 2023
Commission / conduct capacity planning to review NALA's current resourcing / organisation and emerging priorities / make recommendations	CEO / Management Team External Consultant	December – February 2024
Consideration of Draft Plan	Members	EGM / 8 March 2024
Launch 2025-2030 Strategic Plan	Members	AGM / 17 May 2024

4.3 Rent Review

NOTED:

█ PC presented the paper on NALA's rent review process for our lease on Sandford Lodge. NALA has a 10 year lease on Sandford Lodge, with a rent review after 5 years. This 5 year period was reached in 2022. █
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[REDACTED]

[REDACTED]

AGREED:

- To proceed to agree the revised rent of €114,127

[REDACTED]

5. Subcommittees – Minutes, documentation and items for decision

5.1 Literacy and Staff Policies and Governance Subcommittee

5.1.1 Draft minutes of the 31 May 2023 Meeting

5.1.3 Legal Advice Received in Constitution / Employment Contracts

NOTED:

- MK provided an update on the position with the Constitution and why the LSPG are recommending that the Constitution is brought to an EGM in March 2024 rather than being brought to AGM as outlined in paper 5.1.3
- MK informed the Board of the recent addition of Elaine Clifford to the LSPG Subcommittee. She noted that we were looking at two further candidates also. MR advised that there was no updated on the recruitment of those two potential candidates identified. This is to strengthen the numbers and to improve HR knowledge.
- MK noted that the LSPG reviewed the skills of the Board and any gaps. She referenced our ability to co-opt which we can use if necessary. TOM enquired about the skills gaps identified. MK outlined the gaps were in Strategic Planning and Change Management. MK hopes that the new candidates on the LSPG may be sufficient to cover gaps in HR knowledge. MK reiterated the recommendation from the LSPG to:

- not co-opt any new members to the Board at present
- monitor the performance of the new candidates to the LSPG once appointed
- consider at a later stage if we want to co-opt members to the Board.
- PC left the room at this point. He was also disconnected from the Teams meeting. TOM pointed out that all online attendees will have access to the recording of this meeting. MR confirmed this would be removed.
- MK outlined that PC was approaching NALA's retirement age and had applied to work beyond this retirement age to complete his current contract which ends in January 2025. He has also requested an extension to his contract until December 2025. MK summarised the legal advice received. She outlined the preference of the LSPG was to not employ people beyond their contractual end date when they are beyond the company's retirement age. CEO gave a further overview of the legal advice and some scenarios of where previous NALA employees had worked or requested to work beyond retirement age. Considering this and the legal advice and outlined the recommendation of the LSPG which is:
 - Honour the contract and permit the employee to work until January 2025.
 - Continue to make employer contributions to the pension scheme during this time.
 - Not grant the extension that was requested to December 2025 at this time and provide rationale for same. Inform the Employee that they may make another application in advance of the end of the contract.
 - Going forward do not provide a fixed term employment contract beyond retirement.

AGREED:

- To have an EGM in March and the AGM in May 2024
- The LSPG Recommendation was approved.

NOTED:

- PC returned to the meeting and MK informed him of the decision. CEO informed PC that it was be confirmed in writing after the meeting.

5.1.2 Environmental Sustainability Policy

- MK informed the Board that the LSPG is recommending the policy for approval. She noted it was reflective of the building we are in and the resources of NALA.

- TOM commended the introduction of a revised policy and enquired about implementation. He informed the Board of some the initiatives that had been introduced in his place of employment such as departmental carbon budgets and calculating the carbon footprint of travelling to meetings and online meetings. He recommended we start collecting data on our activities. MR concurred that this would be a good idea but without a defined resource it is unclear who would collect this data. TOM suggested it could be done on an individual basis. CEO added that there are some activities such as our ongoing Prison Literacy Project where public transport is not an option, the infrastructure isn't there. She also highlighted workplace issues with making this an individual responsibility. However, she requested that TOM provide any information or tools he has from his current employer that could assist NALA enhance this in the future. She suggested that Sustainability could become a NALA value in the future and there was acknowledgement around the table. There was further discussion of protocols in place in TOM's organisation and how they might apply to NALA. PT added her support to TOM's suggestions and added that it is important to keep the conversation on sustainability going and to educate staff on their carbon footprints during their work as much as possible. MR confirmed that in terms of implementing the policy as drafted it would be responsibility of management and the office manager to monitor that staff are following their responsibilities such as switching of lights and heat.
- PC added that there will be sustainability accounting practices required in the future, there are draft guidelines in existence. We will likely see larger organisations adopt this first but NALA could be an early adopter on this in the future.
- CEO, supported by MK suggested the Board consider approving the policy with and additional commitments included to start monitoring carbon footprints, upskill in this area and further educate staff and build sustainability into its future planning.

AGREED:

- The policy was approved subject to the addition of a commitment over the period of the policy to start monitoring carbon footprints, upskill and further educate staff in this area and build sustainability into our future planning.

5.2 Audit, Risk and Finance Subcommittee

5.2.1 Minutes of the 13 June 2023 Meeting

5.2.2 Management Accounts

NOTED:

- PC outlined that the management accounts were on track. He referred to salaries being an outlier here which he will explain later. He outlined the funding that has been received to date. It continues to be received in arrears as has been the case for several years but is an improvement on previous years. He clarified questions from the Board on the accounts.
- PC referred to the salaries budget. Due to significant staff movements, departing staff and reduced salaries for new less experienced employees we are and will be underspent on our salaries budget. NALA are exploring opportunities to utilise this excess SOLAS restricted salaries budget to advance our objectives in the areas of plain English and Outreach. We will be required to submit an interim report to SOLAS in July and we will get clarity on whether we can use this budget. SOLAS will also adjust their funding accordingly for the third and fourth quarters of the year. NALA may be required to return funding.

5.2.3 2023 Audit Fee**AGREED:**

- Following discussion, the Board approved the 2023 Audit Fee of €8500 +VAT

5.2.4 Documents for Adoption

- MR recapped the main changes to the Updated AR&F Terms of Reference
- PC introduced the new Investment Policy and queried with the Board following feedback from CC whether we apply a 'no risk' or 'low risk' policy to investments. There was consensus that it should be 'no risk'. The Board discussed whether the policy was clear enough with respect to sustainable and ethical investments.
- PC referenced the plan for this year with the current maturing investments we have and referred to the proposed approach to:
 - Reinvest €120,000 (maximum allowed) in State Savings. Term to be decided dependent on rate of return.
 - Maintain a balance of two months average expenditure of €450,000, to be adjusted to this figure at the end of each month.
 - Maintain a minimum buffer of €225,000 in a deposit account that allows access to investment sum. Term to be decided based on access to capital and rate of return.
 - Invest any surplus capital in longer term investment, in accordance with NALA's no

risk to capital policy.

- PC summarised the proposed changes to the Reserves Policy and targeted Contingency Fund amount from €690,000 to €848,000 which is to account for the latest redundancy costs, cover 3 months normal operating costs rather than 2 and to include the setting up of a sinking fund in anticipation of the end of NALA's lease on Sandford Lodge in 2027.
- MR outlined that the Employee Privacy Policy was scheduled for review and that minimal changes were made. There is no material change to the policy.
- MR outlined the review process that was undertaken on the NALA Risk Register and the updates made following the AR&F review. MK highlighted that we have no High Risks but pointed out that we do have 2 Medium Risks at present. PA opened a discussion on the risk that there is change to government policy de-emphasising literacy. The Board discussed. No changes were suggested.
- MR gave an overview of the approach and the changes to the Business Continuity Plan. The Board discussed. CEO mentioned that in the event of a cyber-security issue she believes that our Cyber Security insurance policy includes the appointment of a PR spokesperson on our behalf. MR to check this out.

APPROVED:

- Updated Terms of Reference for the Audit, Risk and Finance Subcommittee
- Investment policy subject to changing references to "low risk" to "no Risk".
- The proposed investment plan.
- Updated Reserves Policy and targeted contingency fund value of €848,000
- To set up a property sinking fund with a four-year target level of €100,000, in anticipation of the end of NALA's lease on Sandford Lodge in July 2027.
- Updated Employee Privacy Policy
- NALA's Risk Register
- NALA's Business Continuity Plan

6 Review of Effectiveness

- MK and MR referred to the fact that we were to do a review of how this meeting went. However, given the logistical issues we had with the change of venue at the last minute from the NALA Board room to the Management office, we are aware this didn't run as smoothly as possible.

- The Board discussed the agenda and times for each. There was consensus that no one items at today's meeting took up an unnecessary amount of time, however given the full agenda the meeting still ran over time. MK recommended that the meetings be extended to 3 hours. The volume of policies to be reviewed was raised. CEO noted that the full review and update of NALA's suite of policies is at or near completion. MR added that the Sustainability Policy brought today was one of the last that will need to be completely rewritten and therefore going forward most policies should only need to be brought when they are scheduled to be brought and changes should be minimal. CEO added that the policies will still need to be brought to the Board but will not take up as much time but that there will now be more strategic items to be discussed and approved. CEO supported MK's recommendation of increasing the meeting length to 3 hours.
- MK highlighted that we did not discuss the proposed review of Board Effectiveness in the LSPG minutes in detail. It was clarified that a survey will be designed and sent out after the next Board meeting.

AGREED:

- Extend the Board Meeting Length to 3 hours

7 AOB

AGREED:

- The arrangements for the next Board meeting were discussed considering the proposed plans for an in-person Board meeting in October to discuss the Strategic Plan and Board effectiveness and considering our sustainability commitments. The Board agreed in principle that it would be in person on the 24/25 October. CEO will suggest a schedule and revert to the Board.

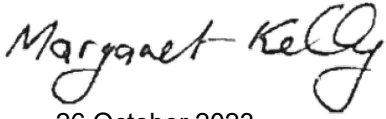

Next Meeting

Date:	25/26 October 2023
Time:	TBC
Venue:	TBC

Actions Arising from This Meeting:

Item	Action	Person Applicable	Timeframe
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5.1.2	TOM to forward on sustainability tools/guidance to CEO	TOM	July 2023
7.1	Consider the arrangements for the next Board Meeting and Strategic Planning Day and revert to Board with a firmer proposal	CEO	August 2023
various	Update the policies adopted with any changes agreed and publish	PC/MR	July-August 2023

 26 October 2023	 26 October 2023
Chairperson's Signature and date	Secretary's Signature and date
MARGARET KELLY	PATRICIA AYTON

Glossary

Acronym	Full Description
ALL	Adult Literacy for Life
ABEDiLi	Adult Basic Education Digital Literacy project
AGM	Annual General Meeting
AEO	Adult Education Officer
AEOA	Adult Education Officers' Association
ALO	Adult Literacy Organiser
ALOA	Adult Literacy Organisers' Association
ARF	Audit, Risk and Finance Subcommittee
CEO	Chief Executive Officer
CITO	Check In, Take Off
CPD	Continuous Professional Development
CRA	Charities Regulatory Authority
CRO	Companies Registration Office
DLS	Distance Learning Service
DFHERIS	Department of Further and Higher Education, Research, Innovation and Science
DPER	Department of Public Expenditure and Reform
ERS	ERS IT solutions
ESOL	English for Speakers of Other Languages
ETA	Education, Training & Assessment Subcommittee
ETB	Education and Training Board
ETBI	Education and Training Boards Ireland
FBF	Furthest Behind First
FET	Further Education and Training
IBCB	Irish Banking Culture Board
ICT	Information Communications Technology
LAT	Literacy Awareness Training
LSPG	Literacy and Staff Policies and Governance Subcommittee
LWN	Learn with NALA
PMDS	Performance Management Development System
QQI	Quality and Qualifications Ireland
Q1, 2, 3, 4	Financial Quarter 1 (January – March), 2 (April - June) 3 (July – September) 4 (October – December)
RPL	Recognition of Prior Learning
SIPTU	Services Industrial Professional and Technical Union
SOFA	Statement of Financial Affairs
SORP	Statement of Recommended Practice (SORP) on Accounting and Reporting for Charities
TUI	Teacher's Union of Ireland