

National Adult Literacy Agency	
Minutes of the NALA Board	
Date:	27 June 2024
Time:	2.00pm – 4.30pm
Venue:	NALA Boardroom and MS Teams

Chairperson:	Margaret Kelly (MK) – In person
Present (Charity Trustees):	In person: Margaret Hanrahan (MH), Catherine Devlin (CD) Online: Aoife Foley (AF), Paula Tiller (PT), Maria O’Gorman (MOG), Tom O’Mara (TOM), Michelle O’Driscoll (MOD), Tadgh Quill-Manley (TQM), Ciaran Casey (CC)
Quorum:	<input checked="" type="radio"/> Yes <input type="radio"/> No
In Attendance (Others):	Colleen Dube (CEO) – In person Paul Cahill (PC) (Interim Finance Manager) – Online Jonah Mudehwe (Finance & Corporate Services Manager) – In person Michelle Reade (Governance and Compliance Officer) – In person
Apologies:	Christopher Potts (CP), Eleanor Neff (EN), Trish Nolan (TN), Elma Teahan (ET)

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

1. Welcome
<ul style="list-style-type: none"> • MK opened the meeting and invited all trustees to introduce themselves as there are new trustees since the last meeting. Those present introduced themselves. • MK summarised the agenda for the meeting.
2. Conflicts of Interest
<ul style="list-style-type: none"> • MOG and TQM have an interest in agenda item 5.4 ETB Nominations and will leave the meeting for that agenda item. • No other conflicts of interest were identified.
3. Minutes of Previous Meetings
3.1 Minutes of 1 May 2024 Meeting

NOTED:

- MK noted that since the last meeting:
 - there has been an AGM
 - the Strategic Plan was introduced
 - a meeting with SOLAS and agencies funded by SOLAS. ETBI were present but not the ETBs.
 - JM has joined NALA
 - an offer has issued to a new Finance Administrator.
 - the internal recruitment process for the interim Acting up Communications, Advocacy and Outreach Manager is underway.
- MK informed the Board that at the last meeting EN had expressed an interest in becoming the new Secretary but has unfortunately had to withdraw that offer. Therefore, NALA still needs to appoint a new Secretary and looked for further expressions of interest. MR gave an update on the legal position and that at the moment this needs to be a Trustee. The upcoming changes to the Charities Act will allow more flexibility to employ a Secretary. The term of the Secretary is 3 years, but the commitment needed may not be 3 years as the legislation should be implemented in a shorter timescale. TQM indicated interest. CEO invited all Board Members to once again consider if they are interested and inform NALA staff. Training will be provided.
- MK recommended that if there is an interested candidate, NALA staff will circulate this to the Board by email as soon as it is established so that they can review and approve, if appropriate, before the next Board meeting.

AGREED:

- The minutes were approved

ADDENDUM:

- The Board approved the appointment of Aoife Foley to the position of Company Secretary on 10 July 2024.

4. CEO Update

4.1 2024 Work Plan and Implementation Framework

NOTED:

- CD gave an overview of the changes to the layout and content of the Work Plan considering it now containing new actions from the recently launched Strategic Plan. The

objectives and supporting actions from the previous work plan were in some cases moved and merged into the new themes. Once approved by the Board, the previous objectives will be deleted.

- CD further outlined that the Management Team reviewed NALA's resourcing to determine our capacity to deliver on existing work and the Strategic Plan actions. Following this review the Management team are recommending that:
 - no new staff resources are recruited at this point to support the delivery of the strategic plan pending finalisation of current recruitment and ongoing discussions with the ALL office about additional activity that may be completed by year end. The Management Team will keep this under review and provide updates / any necessary proposals for additional staff / subcontractors to the October and December Board meetings.
 - some projects that were proposed in our initial plan be removed due to available staff resources and more accurate sense of the year's activity and ambition. Any of these changes will not impact our commitments to SOLAS / the ALL office as proposed in our FARR and reported on in our Mid-Year Report due 19 July.
- CD outlined that most projects are on track or due to be started. The Student Development, Hybrid Working Policy Review, Data Protection Program of work and EBSN project are behind schedule due to volume of work and conflicting demands, but actions are being taken to complete them by year end.
- PT noted that training is not available for one to one literacy training in ETBs.

4.2 ALL Strategy update

NOTED:

- CD referred to the ALL Strategy update paper and noted that the first of the quarterly meetings with the ALL Office took place to:
 - clarify roles and responsibilities and
 - discuss additional activity and funding that NALA would consider for the remainder of 2024

Following these discussions and internal considerations the following additional activity and funding is being proposed to the Board for consideration:

Activity	Beneficiaries / outputs	Cost	Notes
Delivery of 3 Plain English Training -	50-60 public service staff	€4,200.00	No impact on current activity as they were

<p>1. 5 and 7 Nov</p> <p>2. 3 and 5 Dec</p> <p>3. 10 and 12 Dec</p>			<p>the last 3 sessions available that we had</p>
<p>Redesign and reprint of Writing and Design tips and Checklist for documents</p>	<p>10,000 copies of each delivered to 16 ETBs, SOLAS and NALA</p>	<p>€15,750.00</p>	<p>Final cost subject to print specification and the number of Plain English staff days still to be agreed with ALL office</p>
<p>Prison Literacy programmes</p>	<p>To be confirmed pending 17 July meeting with Wheatfield prison</p> <p>30-40 prison officers / stakeholders and 30 prisoners</p> <p>Following provisionally discussed with the ALL office</p> <ul style="list-style-type: none"> • Development meetings / follow on Programme in 2 prisons (Castlerea, Wheatfield and with post-release stakeholders • Facilitated discussion with prison stakeholders in October to launch NALA report of 2023 prison work • Facilitated discussion with prison stakeholders to identify lower-level resource needs and to test out relevancy of existing 	<p>€20,000.00</p>	<p>This is to recruit an additional Literacy Development Officer on a three-year fixed term until September 2027 to initially backfill the outreach / professional development work currently being done by 2 existing members of staff who will implement this additional prison work before year end.</p> <p>The €20,000 is based on 5 months' salary assuming recruitment at Point 9 of NALA's Administrative Officer position and starting September 2024.</p> <p>Subject to continuation of the funding, NALA's existing staff will focus</p>

	materials such as Shannon Trust Turning Pages		on prison work from 2025.
	Total	€39,950.00	

- The Board discussed the proposals. MK noted the risk in hiring a Literacy Development Officer without guaranteed funding but agreed it was worth the risk. TOM enquired about the financial governance arrangements and if this is in line with them. CC added that it is established that we may need to operate in this way from time to time and at the moment there is a healthy reserves balance. TOM agreed but just wanted to ensure the Board considers it very carefully. CEO will request a letter of comfort from SOLAS when submitting the information to them as has been sought from our auditors previously. PC added that we also have reference in our employment contracts noting that all roles are subject to funding. MOG acknowledged the points made by all but agreed that this proposal is a worthy role given the purpose of the role and the scale of the money involved. She supported the proposal. She recommended we ensure we have a thorough paper trail with SOLAS. CEO confirmed there is a robust paper trail of our interactions with SOLAS.

AGREED:

- The Board approved the proposals in principle. CEO will confirm the final printing costs and circulate to the Board for final approval with the final costings.

ADDENDUM:

- The Board agreed the final proposals by email on 10 July 2024. The final costings were €32,950 which reflected a decrease of €5000 to the cost of the Prison Literacy Programs and a reduction of €2000 to Redesign and reprint of Writing and Design tips.

5. Finance and Governance

5.1 Management Accounts

NOTED:

- PC provided an overview of the Financial Accounts.
- MK enquired if pay increments are factored into the salaries for the year. PC confirmed they are.
- Following enquiries from CC and MK, PC clarified that there are no concerns with the aged debts.

5.2 D2L contract

NOTED:

- The Board spoke at length about the contract, the costs and the application of tendering rules as they apply to NALA and to licensing contracts.
- It was established that NALA:
 - are satisfied with the service from D2L
 - completed a comprehensive compliant tendering process in 2018 to award D2L the contract in January 2019
 - the current CEO renegotiated the terms of the contract to reflect more realistic usage and pricing from 2021
 - has been in negotiation with D2L since February 2024 to arrive at the proposed terms and conditions and pricing that reflect our projected use over the next 3 years
 - does not have any capacity to embark on a new tendering process due to funding and staffing constraints and the need to ensure a continuation of service to our vulnerable service users
- TOM recommended that customisation is kept to a minimum to enable a simpler process when moving provider in the future.

AGREED:

- Contract with D2L to be extended for a further 3 years with a re-tendering to take place to award a new contract at the end of this 3-year period
- NALA Management to ensure that the awarding of the contract complies with relevant procurement guidelines
- NALA Management to document the justification for the continuation of the contract with D2L .

5.3 Update on Membership

NOTED:

- The Board noted the update on current membership numbers and the list of current organisational members.
- PT advised she expected to see Kerry ETB as a member. She will request they send an

application to become members.

- TOM enquired about a ALS close to him and thought it closed down. MR advised that it would be up to the member to contact us with new details.
- PT highlighted the challenge in place with communicating with members about their membership and how newsletters can be disseminated wider. MR confirmed that this is a challenge but would need to maintain just one contact for legal and administrative matters. As part of the membership review it will be looked at. CEO suggested we may encourage individuals to become supporters where their organisation is a paid member.

5.4 ETB nominations

- MR requested that TQM and MOG to leave the meeting temporarily.

NOTED:

- MK and CEO gave a brief overview of the involvement of NALA in ETB nominations.
- CEO provided an update on NALA's process for ETB Board nominations. She outlined that the applications from individuals received to date have been unsuccessful as they are not eligible for nomination by NALA as they are not learners.

AGREED:

- The Board agreed to hold the members of our Board who applied, as reserve nominees should no learner be identified for those ETBs as they would bring a valuable input to the ETB Boards.
- TQM rejoined the meeting.

6. Audit, Risk and Finance Subcommittee

6.1 Draft Minutes of the ARF Meeting 6 June 2024

NOTED:

- The Board noted the minutes of the 6 June 2024 Meeting
- MK noted the request to approve the revised targeted reserve contingency fund and noted the relocation fund. PC advised this will result in approximately €3,000 being added to the relocation fund.

6.2 Policies for approval

6.2.1 Statement of Internal Financial Controls

NOTED:

- PC outlined the areas that have been changed but noted that it remains materially unchanged.
- MK enquired about internal audit and whether there were any proposals coming from the ARF in relation to that. PC added that it would not be normal for a company of our size to have an internal audit function. CEO added that it is a rolling agenda item at the ARF. MK recommended we look at a small area of activity each year and do a check. CC added that the challenge would be having the independent but internal expertise to conduct a review. The ARF are supported but this is a challenge. The ARF will take suggestions from management at the ARF and oversee. CEO suggested we wait until the Finance Team settle in and then establish if there is an area worth reviewing and not simply do a review for the sake of review. MR suggested she could potentially conduct a review, while not independent from the team she has no role in the day-to-day finances.

AGREED:

- MR and Management Team to bring an internal audit/review proposal to ARF.
- The Statement of Internal Financial Controls was approved.

6.2.2 Reserves Policy

AGREED:

- The reserves policy including the revised reserves calculation of €907,000 was approved

6.2.3 Health and Safety Statement

AGREED:

- The Health and Safety Statement was approved.

6.4 Insurance Policies

NOTED:

- PC summarised the purpose of each of the insurance policies in place and the status of each.
- TOM enquired if the level of cybersecurity cover is appropriate. He noted the way the policy was segmented. The Board discussed the limits and excesses. TOM noted the excesses individually seem reasonable but if an issue arose and crossed segments it appears the overall monies needed to be paid by NALA could multiply quite quickly. CEO added that NALA went through a detailed assessment with a broker at the time of taking the policy out

originally. CEO and PC further added the lack of other options in the market and the risk of incurring a higher premium. TOM stressed that he is not recommending it isn't renewed but wants the Board to note the risk that in the case of an event the excess could be higher than the €2000 noted in the policy.

AGREED:

- The Board recommended the renewal of the cybersecurity policy which is due for renewal.

7. Literacy Staff Policy and Governance Subcommittee

7.1 Draft Minutes of the LSPG Meeting 5 June 2024

NOTED:

- The Board noted the minutes of the LSPG Meeting

7.2 Policies for approval

7.2.1 Board Manual

NOTED:

- MK enquired if the Board Manual should refer to our arrangements when remunerating a Board Member for non-board related services. MR informed the Board that significant changes in that area are expected when the Charities Amendment Bill is finalised and enacted. She further added that other changes will be required to the Board Manual at that time, and all will be addressed. The Board agreed not to refer at this stage given we have no Board Member in scope for such an arrangement at the moment and another review is expected shortly.

AGREED:

- The Board Manual was approved.

7.2.2 Conflicts of Interest Policy

NOTED:

- The Board agreed the changes to the policy. MR informed the Board that she will be in touch with them in relation to the new procedures introduced shortly.

AGREED:

- The Board approved the Conflicts of Interest Policy.

7.2.3 Staff Handbook – Appendix I

NOTED:

- MR provided background to the reason for changing the escalation procedure.

AGREED:

- The Board approved the revised Escalation Table in Appendix I of the Staff Handbook.

NOTED:

- CEO raised subcommittee membership and advised the Board to express any interest.

8. Education, Training and Assessment Subcommittee

8.1 Draft Minutes of the Incorporal June ETA Meeting

NOTED:

- The Board discussed the current situation with membership of the ETA. NALA staff involved in that subcommittee are currently managing the changes in membership with the committee and those that have expressed an interest.
- MK enquired if there is anything from the minutes the CEO wants to discuss at Board level. CEO advised there are no issues arising but noted that there is a comprehensive action plan in place for the Level 1 QQI Validation and there is Technical WG in place.
- The Board noted the minutes of the Incorporal June ETA Meeting

9. Student Subcommittees - Minutes of 6 June 2024 meeting

NOTED:

- CD highlighted:
 - a new member has joined the SSC
 - at the next meeting in September, final arrangements will be made for the Ploughing Championships
 - final details for the Student Day in October have been made.
- MK noted the quorum and enquired if meeting quorum had been an issue. CEO advised that this was the case, but meetings were rearranged to ensure a quorum. New recruits may arise from the Ploughing Championships and Student Days.
- The Board noted the minutes of the 6 June 2024 Student Subcommittee.

10. Subcommittee Terms of Reference updates

10.1 Audit, Risk and Finance Subcommittee

10.2 Literacy and Staff Policy and Governance Subcommittee

10.3 Education, Training and Assessment Subcommittee

10.4 Student Subcommittee

APPROVED:

- The Board approved all the Terms of Reference Documents, noting that the Student Subcommittee may do a further plain English review if they feel this is necessary.

11. AOB

NOTED:

- MK informed the Board that at the last LSPG it was recommended that a working group to progress change management and that membership of this WG may change over time to ensure expertise for each activity. MK and CEO explained that the first order of business proposed at the moment is a review of the Finance and Corporate Services structures. The terms of reference are currently being put together and the group currently comprises MK, CEO, MR, JM and SC and DW from the LSPG. CEO invited any other Board members to express an interest.

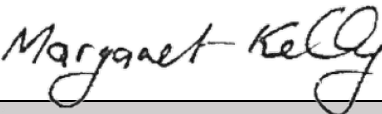

Next Meeting

Date:	23 October 2024
Time:	2.00pm
Venue:	Zoom

Actions Arising from This Meeting:

Item	Action	Person Applicable	Timeframe
3.1	Board Members to once again consider if they are interested in the role of Company Secretary and inform NALA staff. NALA to circulate details to Board for consideration for approval.	All/MR	ASAP
4.2	CEO to confirm the final costings for proposal 4.2 and circulate to the Board for final	CEO	ASAP

	approval.		
6.2.1	MR and Management Team to draft an internal audit/review proposal to ARF.	MR/JM/CEO	2024
11	Board Members to consider if they are interested in joining the Organisational review WG	All Board	ASAP

 23 October 24	 23 October 24
Chairperson's Signature and date	Secretary's Signature and date
MARGARET KELLY	AOIFE FOLEY

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)
RLC	Regional Literacy Coordinator
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