

NATIONAL ADULT LITERACY AGENCY

(the “Company”)

Minutes of the 43rd Annual General Meeting (AGM) of the Company held at the Richmond Education Centre, Smithfield in Dublin on the 28th day of May 2024 at 11am.

Attendees

Officers and Directors: Margaret Kelly (Chairperson), Elma Teahan (Board member), Trish Nolan (Board member), Frances Ward (Board member), Tom O'Mara (Board member).

Officials In attendance: Colleen Dube, NALA Chief Executive Officer (CEO), Michelle Reade (NALA), Paul Cahill (NALA), Suzanne O'Beirne (NALA), Michelle Lynch (NALA), Elaine Mullen (NALA), Donald Piccione (NALA), Aedín Morkan (Mazars), Luna Atkins (2into3), Christopher Potts (NALA Member).

In person: 14 other voting members and 1 other non-voting attendee.

By Proxy: 7 individual members voted by proxy

Commencement

The event commenced shortly after 11am when Colleen Dube, NALA's Chief Executive Officer welcomed attendees. She introduced the NALA staff that were present and available to provide help. She informed the attendees that there was a photographer at the event and to let NALA staff know if they did not want to be photographed.

Colleen introduced the Chairperson Margaret Kelly who gave an overview of the agenda and items for decision. She thanked NALA staff for their organisation of the AGM and to Luna Atkins from 2into3 and Chris Potts for joining us to launch our strategic plan.

Margaret advised that it is an obligation on all boards to have an AGM every year to report on our activities, to present the accounts, to identify any changes we might wish to make to the way we operate, and to seek your approval for the appointment of auditors and for the board to agree their fees. The exciting part of an AGM is the election of new members to the board. As we only have one candidate per vacancy, there will be no election. The candidates are all going to introduce themselves and say a bit about their

backgrounds before we ask for your approval for their appointment.

She noted that NALA had an Extraordinary General Meeting (EGM) earlier this year on 22 March 2024, to modernise our Constitution. She mentioned the recent media controversies in relation to other boards and reassured the audience that NALA's Board takes its responsibilities very seriously. She gave an overview of the role of NALA's Board and how it goes about overseeing their responsibilities.

She outlined that the Board and its sub-committees are responsible for approving NALA policies and procedures, including financial procedures, and ensuring we comply with human resources, health and safety, equality and employment law, risk management and tax law. They are also responsible for giving strategic direction to the work of NALA.

She added that at each Board meeting the accounts are reviewed, the progress in implementing NALA's strategic plan, hear an update from the various sub-committees, review policies on a rolling basis, and discuss issues of concern. She stressed NALA are very conscious that we get public money and must put it to best possible use to advance adult literacy in Ireland. AGMs are an important part of the accountability regime, to make sure our members know what we do and where the money goes.

Formal Proceedings

Margaret then called the AGM to order and advised that we have enough members (20) (a quorum) present, either in person or by having sent in a proxy form to let us go ahead with our 43rd AGM. She provided an overview of the agenda for the AGM and explained that questions would be taken after each agenda item. She explained that Members of NALA who are eligible to vote have been given a card to hold in the air when asked to vote.

Minutes of the 2023 Annual General Meeting (13 May 2023) and 2024 Extraordinary General Meeting (22 March 2024)

Margaret handed over to Michelle Reade, NALA's Governance and Compliance Officer to provide a summary of the Minutes of the 2023 AGM, held on 13 May 2023, and the 2024 EGM, held on 22 March 2024.

Michelle advised that she would give a quick review of the minutes from the 2023 AGM and the 2024 EGM. She noted that the full minutes were circulated and are available on

NALA's website.

Michelle gave an overview of the Minutes of the 13 May 2023 AGM and asked the attendees to show their approval to adopt the minutes of the 2023 AGM by holding up their voting cards.

The 13 May 2023 AGM minutes were approved.

Michelle gave an overview of the Minutes of the 22 March 2024 EGM and asked the attendees to show their approval to adopt the minutes of the 2024 EGM by holding up their voting cards.

The 22 March 2024 EGM minutes were approved.

Michelle then introduced Elma Teahan, Chair of the Audit, Risk and Finance Subcommittee, and Aedín Morkan, Audit Director from Mazars, to give an overview of the 2023 Directors' Report and Financial Statements. She advised that the Directors' Report and Financial Statements were circulated, are available on NALA's website and are included in our Annual Report also.

Directors' Report and Financial Statements 2023

Elma Teahan, Chair of the Audit, Risk and Finance Subcommittee, again introduced Aedin Morkan, Audit Director from Mazars, who gave an overview of the 2023 Directors' Report and Financial Statements.

Aedín provided a commentary on the audit of the 2023 Financial Statements.

She 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 €2,689,410 generated in 2023;
 - Expenditure of €2,616,634 incurred in 2023; and
 - a surplus for 2023 of €72,776 and accumulated funds of €1,029,006.
- The Balance sheet shows the restricted funds balance of €73,775. This means that these funds can only be spent on specific work. The unrestricted funds of €955,231 can be spent on any projects to advance NALA's charitable objectives.
- The Cash flow statement shows the movement of funds for the year and total cash balances at year-end of €1,116,170, an increase of €9,039 on 2022.

This concluded Aedín's commentary on the Financial Statements.

There were no questions.

Reappointment of Mazars as Auditors for 2023

- Margaret asked the members to show approval for the reappointment of Mazars as Statutory Auditors for 2024 by holding up voting cards.
- The resolution was approved.
- Members were also asked to show approval to authorise the directors to approve the remuneration of the statutory auditor
- The resolution was approved.

Review of Company Affairs 2023

- Colleen Dube, NALA CEO, gave an overview of the Company Affairs for 2023:
 - NALA had 2,315 Members in 2023 including students, people working in education, small and large organisations and interested members of the public.
 - Our members are individual members such as adult literacy students, tutors, people working in education and members of the public who are interested in literacy and numeracy
 - Organisation members are adult literacy centres, Youthreach centres,

schools and community training centres, prisons, probation or Garda projects and so on

- Our organisation members are education and training boards, county libraries, non-governmental organisations, education-related national organisations and organisations that are engaged through the plain English services and literacy awareness training.
- Colleen then gave an overview of “Our year and our work in 2023” which is broken down into four sections:
 - Individuals with unmet literacy, numeracy and digital literacy needs
 - 538 learners worked with our phone Tutoring service
 - 1,777 learners were supported to achieve QQU awards
 - 4,062 adults took part in online learning on learn with NALA
 - 2,000 students benefited from the student Development fund
 - Adult literacy educators and services
 - 458 people did professional development courses on learn with NALA
 - 561 adult education professionals took part in events
 - 170 education centres used learn with NALA for blended learning
 - 44,000 learning resources were distributed around the country
 - Organisations dealing with the public
 - 1,565 people received plain English Training
 - 75 organisations received plain English editing services
 - 241 people attended the ‘Literacy Opens Doors’ webinars
 - 914 people receive literacy Awareness training
 - Policy makers and the public
 - 22 Policy submissions were made during the year
 - 1,104 callers were referred to educational opportunities
 - 1,300 people had conversations about literacy in post offices

- 41,054 website clicks on our paid social media campaigns

Margaret thanked Colleen and advised the attendees that we can see that we have had an active year – lobbying Government on policy, hosting events for learners and tutors, providing professional development, literacy tuition over the phone, the Learn with NALA eLearning website, promoting literacy friendly services in various organisations offering services to the public, and promoting plain English.

She noted, however, we have concerns that the rollout of the Adult Literacy for Life Strategy in local areas is not what it should be, with services being swamped by demand for ESOL and Digital Skills, so that those with the most severe literacy difficulties are not being reached. Part of this is for budgetary reasons, with ETBs facing cutbacks. This is compounded by fears that the volunteer tutor service offering 1:1 tuition is being eroded.

She asked everyone to use what influence you have in your own areas, such as with the regional literacy coalitions and with your local council candidates, to raise these issues, so that people realise that more needs to be done. She asked people to ask questions in their regional literacy coalitions about the volunteer service.

She noted that a person who cannot read has no chance of survival in a group setting where everyone else is more advanced. It also means that learners are not recruited until there is a viable group size. Volunteers are essential and were the backbone of the adult literacy service for many decades in the past. While a paid tutor giving 1:1 grinds for a short period is sustainable, for example to help with maths in an apprenticeship, 1:1 paid tuition for a long period for a learner with low confidence and poor skills is not. We will lose a vital part of the literacy service if volunteers are not continued.

Margaret then noted two very welcome developments in the past years are that:

1. An Post gave NALA a donation of €20,000 in 2023 towards Learn with NALA. An Post also ran a major awareness campaign, Unlocking Life, paid for promotional materials for us and the ALL office to have stands in over 30 post offices throughout the country to raise awareness about local services and the Strategy.
2. 8 of the 16 ETBs have concluded an information sharing agreement and referral protocol to make it easier for NALA to refer learners to local services.

There was then one remark from the audience:

- An attendee noted that they had heard the advertising of NALA on the radio and there was a brief discussion related to An Post and the collaboration and support from An Post.

Margaret then handed over to Michelle Reade, NALA's Governance and Compliance Officer.

Election and Re-election of Officers and Directors

Michelle updated members on matters related to the Board and governance of NALA.

- Michelle thanked:
 - the CEO, Staff and members of the Board and Subcommittees of NALA for keeping pace with all the governance and statutory requirements
 - all the members of NALA's Subcommittees
- Michelle informed Members that we have 4 subcommittees to support NALA's board and work. They are:
 1. Audit, Risk and Finance
 2. Education, Training and Assessment
 3. Literacy and Staff Policies and Governance
 4. Student
- Michelle also thanked:
 - The Strategic planning advisory group
 - The ambassadors and students
- Michelle provided update on Board membership and proposed changes.
 - NALA's constitution allows for 16 Directors:
 - 11 Directors elected by the Members
 - 3 Officers elected by the Members
 - 2 Directors co-opted / selected by the Directors to fill specific skills on the Board
- She advised that since the 2023 AGM there were no co-opted Directors appointed to the Board.

- Michelle noted that 4 Directors, Pat Ayton, Maurice Sammon, Frances Ward and Tracey Reilly are leaving the Board. Michelle thanked them sincerely for all their valuable insights and contributions to the work of NALA. Pat Ayton is our outgoing Secretary. Changes to the legislation and NALA's Constitution mean the Secretary is no longer chosen by the Members but is now chosen by the Board. NALA's Board will appoint a new Secretary after this AGM.
- She further noted that 10 Vacancies arose – 1 for the Chairperson and nine Director positions due to the expiry of some of our Board members terms. There will be no election, as we only have one candidate for each vacancy. Michelle gave a summary of the nominations:

Candidate	Position	Nominated by	Seconded by
Margaret Kelly	Chair	Pat Ayton	Frances Ward
Aoife Foley	Director	Patricia Nolan	Margaret Kelly
Chris Potts	Director	Pat Ayton	Dr. Eleanor Neff
Dr. Eleanor Neff	Director	Paula Tiller	Toni Lambe
Elma Teahan	Director	Ciaran Casey	Margaret Kelly
Margaret Hanrahan	Director	Eamon McAuliffe	Maurice Sammon
Dr. Michelle O'Driscoll	Director	Prof. Laura J Sahn	Tom O'Mara
Patricia (Trish) Nolan	Director	Margaret Kelly	Tom O'Mara
Tadgh Quill-Manley	Director	Margaret Kelly	Ciaran Casey
Tom O'Mara	Director	Margaret Kelly	Dr. Eleanor Neff

- Michelle advised that:
 - All nominations received were checked to ensure the nominee was eligible to

serve on the Board and that their proposers and seconders were all current members and therefore eligible to make the nomination.

- There were no other valid nominations received.
- Michelle welcomed each of the proposed candidates and asked them to say something about their background and why they want to be on the board.

The following candidates that were present introduced themselves and outlined why they want to join or remain on the Board.

- Margaret Kelly
- Chris Potts
- Elma Teahan
- Patricia (Trish) Nolan
- Tom O'Mara
- Tadgh Quill-Manley
- Margaret Hanrahan

Michelle read out a few words on behalf of Board members who couldn't attend the AGM:

- Aoife Foley
- Dr. Eleanor Neff
- Dr. Michelle O'Driscoll

Action for voting members:

Michelle advised that we now need to formally approve their appointment to the Board.

She called on the Members to show approval for the appointment or reappointment of all the candidates by holding up the voting card.

- Margaret Kelly was reappointed Chairperson
- Aoife Foley was reappointed as a Director
- Chris Potts was appointed as a Director
- Dr. Eleanor Neff was reappointed as a Director

- Elma Teahan was reappointed as a Director
- Margaret Hanrahan was appointed as a Director
- Dr. Michelle O'Driscoll was appointed as Director
- Patricia (Trish) Nolan was reappointed as Director
- Tadgh Quill-Manley was appointed as a Director
- Tom O'Mara was reappointed as Director.

Michelle handed back to Margaret to formally conclude the AGM and to introduce the launch of the Strategic Plan.

Margaret advised that we have now finished all the official business of the AGM. She would like to thank:

- all members present for their attendance and participation
- all members who sent us their proxy form
- NALA staff for all their preparations for today.

Strategic Plan:

Margaret proceeded to introduce and launch our New Strategic Plan that will guide NALA's work for the next six years. She advised that we had a strategic plan for the period 2020 to 2023 and during 2023 we began the process of developing a new plan for the period 2024 to 2030. We commissioned 2into3, a consultancy firm, to help us with this process, and undertook a survey over 7000 members and stakeholders, to see what their priorities were, what services we should continue, and what we should drop. We also set up a strategic planning advisory group to oversee and advise on the process and had focus groups with a variety of organisations, students and tutors. She noted that what you will hear about today has therefore had a very wide input, from the Board, from NALA staff, from sub-committees, from the consultants and from our members and stakeholders.

She added that the context in which the new plan has been developed is changing due a range of factors. These include that:

- The concept of what literacy means is evolving as new digital skills are included. Technology has an increasing hold on our lives, organisations are increasingly moving online, telephone directories have disappeared, and many organisations

are not even showing a phone number. We hear in the UK about medical practices only letting you book your appointment with the doctor online, and the steps being taken by Government to stop this.

- 5 years ago, who would have thought that we would attend meetings through Zoom and TEAMS, that artificial intelligence would begin to take hold, and that ESOL provision would need to grow exponentially?
- The uncertainty about who does what in the rollout of the Adult Literacy for Life Strategy is another important factor, even two and half years after publication. The regional literacy plans will soon begin to unfold, but we don't know what is in them yet.
- Some services where NALA had a prominent role -- public awareness, professional development, literacy awareness training, health literacy, and plain English are now being done by the National Programme Office
- A flatlined budget, apart from specific initiatives under the strategy from SOLAS the period 2021 to 2024. This is part of an overarching policy in dealing with non-governmental organisations where no provision is made for increments and pay increases.

Margaret went on to say that this changing context means that we will either have to cut back on services, get others to deliver them instead, or get more money from other sources.

The feedback we got from the consultation showed that different organisations and members wanted different things. Providers of literacy were concerned about duplication and the resources being spent on making other organisations more literacy friendly. Some members wanted us to increase our services. In effect there was no consensus. This is why we have gone for a two phased strategy. In phase 1, there is continuation of existing services phase, while more clarity emerges on the rollout of the Strategy, and we gather more analysis and data to show where we should go next. We expect this to take us to 2027, to give us time to plan our future direction. Phase 2 will be a reorientation and implementation phase where we begin to position NALA in the required new direction, from 2027 to 2030. NALA has very competent, committed and professional staff who have the skills to adapt to new services, if needed.

Margaret then introduced Luna Atkins from 2into3 to explain more.

Luna introduced herself as, the Director of Advisory Services at 2into3. She noted 2into3

specialise in collaborating with charities and nonprofits to help build their capacity to deliver a social impact.

She acknowledged the work of her colleague Johnny O'Rourke who played a huge role in delivering this strategic plan.

Luna went to on outline the steps taken to arrive at the Strategic Plan and then went through the final Strategic Plan. She thanked everyone for their contribution to informing and delivering this strategic plan.

Closing Remarks

Colleen asked Chris Potts to say the last few words about the strategic planning process along with his hopes and ambitions. Chris spoke passionately about some of his history with NALA, his time on the Strategic Planning Advisory Group and his hopes for the future of NALA and literacy in Ireland.

That concluded the business of NALA's 2024 AGM. Margaret Kelly, NALA Chairperson thanked all the attendees for their support and their voting. This was a good day's work, with a clean audit, a good report on NALA's work in 2023 and the launch of our new Strategic Plan.

Our work, and your work, is very important.

She added that we know literacy changes lives and opens doors for people. It helps families and communities and promotes social and civic participation. It lies at the heart of a democratic society.

Literacy is a human right.

Aoife Foley

Company Secretary

Date