National Adult Literacy Agency (NALA)

Minutes of the NALA Board

Meeting details:

Date:	25 March 2026
Time:	2pm
Venue:	Online via Zoom

Attendee details:

Chairperson:	Margaret Kelly (MK) - Online
Present (Charity Trustees)	Aoife Foley (AF), Eleanor Neff (EN), Elma Teahan (ET), Michelle O'Driscoll (MOD), Paula Tiller (PT), Trish Nolan (TN) Sarah Shaughnessy (SS), Tom O'Mara (TOM)
Quorum:	◉ Yes ○ No
In attendance (Others):	Colleen Dube, CEO, Jonah Mudehwe, Finance and Corporate Services Manager (JM), Fiona McGowan, Governance and Compliance Officer (FMG) Elaine Cohalan, Learning Strategy and Education Manager (EC)
Apologies:	Ciaran Casey, Catherine Devlin, Geraldine Mernagh and Maria O'Gorman

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

Items discussed:

1. Welcome
MK opened the meeting, noted the apologies and that there was a quorum. MK welcomed FMG to the team, introductions were made MK summarised the agenda and the decision items. MK noted that we have a decision to make on the Company Secretary now that AF is leaving. Nominations due on 20 April for the Board. CD noted that enquiries have been made about the available Board and Officer positions from non-Board members. **Agreed: MK to liaise with CD regarding available positions.**
2. Conflicts of Interest
• No conflicts of interest were declared.
3. Minutes of the 10 December 2025 Meeting
• MK summarised key points from the minutes. **Agreed with no changes**.
4. CEO report including 2026 Draft work plan
Noted: • Collaboration and Innovation Fund – 2 projects have not been funded: National College of Ireland (NCI) Family literacy, NALA and SETU Update to the Guidelines, 4 projects have been funded: Travellers North Cork, UCC Health Literacy, University of Galway Numeracy. Bróna Conroy will be coordinating the Travellers of North Cork project. UCC and University of Galway have been asked to reduce their costs so our involvement to be confirmed. Thanks to MOD for all her work on the UCC project. UCC awarded €44k, smaller amount related to NALA, €32K which will back fill and offset the Prison Project last year. Trend observed was those projects supported by ALL office leads received funding. • Awaiting decision on City of Dublin Reach Fund and Pobal programme. • Submitted application for Ireland Funds, Heart of the Community, range of application options submitted, and we should have a decision on the outcome in May.

- Discussion evolved around fundraising versus additional income, new grants and how it specifically sits in the management accounts and what is allowable under SORP. Trying to close funding gap in budget will take different forms under donations or fundraising opportunities.
- In relation to the Building Bridges Project, we sent a survey to 37 prison stakeholders, 17 responses received, 7 prisons expressed an interest in working with NALA on funding applications, continuing to support various prisons with resources. CD reaching out to the Irish Prison Service's Director of Rehabilitation and Care regarding plans and educational need. EC confirmed that a lot of work has gone into establishing professional working relationships with the prison contacts which we would like to maintain for future use, depending on funding.
- ALL Office has asked us to
  - support the administration of gratuities and expense for the literacy ambassador programme
  - develop proposal for an accredited Plain Language Course
- CD spoke about the time in lieu being accrued by managers to complete compliance / governance requirements and fill capacity gaps. Plan to work down on leave accumulated, will be viewed at an ongoing basis. Facility agreed by MK back in 2022 to carry over leave of above 7 days to the following year. MK highlighted a risk to the company. Attention to Board and noted that by 2029 nobody carries over more than 7 days leave.
- Discussion evolved around Wants versus Needs for the organisation with its multiple regulatory requirements (Charity Status, Company Limited by Guarantee, QQI regulations, membership organisation) and outsourcing options for efficiency.
- Tender for communications consultancy for support with two items 1) events support and 2) providing advice for communications strategy in the coming years for NALA to be seen as an independent voice of literacy. We received 5 strong tenders and made a provisional offer to one. Stakeholder analysis to be completed. Updates to follow.
- Carmichael Good Governance Award: NALA management recommending not entering as this requires an Annual Report that we do not have capacity to create and

there is no legal obligation to submit one and funders look for financial statements. It was agreed by the board that the 2025 Financial Statements and Directors' Report, allied with slides on our work during the year would be presented to Members at the AGM and suffice as the report for the year. NALA has already achieved good governance recognition by being shortlisted for the 2025 Carmichael award in our category.

- Galway and Roscommon ETB have submitted a draft Data Sharing Agreement that NALA is aiming to get agreed by the end of March 2026.
- NALA management proposing that Board and staff have a joint meeting on 16 June 2026 to integrate new board members. It was noted that this date clashes with the ALL Office Showcase event in the midlands and will need to be confirmed.
- EC spoke about the main work on Learn with NALA is for the service to become more sustainable and manageable to further support the learners to engage with the platform. The team engaged with QQI on Monday regarding the extension of scope. This was approved with no conditions, which the team are very happy about. LWN are also migrating to new content authoring system. Centre registration has been paused and will be reviewed mid-year. Scaled back on the professional development from 3 to 2 conferences and supporting the ALL office in delivering their Family Learning Conference in November. Outreach work providing training and resources to community projects.
- In relation to PE we delivered 4 free webinars last year, this year we are doing one.
- Updates in relation to SOLAS office: new CEO being appointed and updates on replacement for ALL Office Director awaited.

Agreed:

2026 Draft work plan and NALA not to submit for Good Governance Awards / produce 2025 Annual report, a summary of impact will be provided to members at the AGM

5. Governance

Noted:

5.2 Artificial Intelligence Policy

- MK noted amendments to Artificial Intelligence Policy
- Recommendation to add the AI Policy to the Student Subcommittee agenda
- PT suggested that the 3 Gen AI programmes on Page 5 should be in an appendix.
- TOM suggested reference prohibited list on internal site which saves updating policy on an ongoing basis and noted that Governance on AI is complex and might need more attention. TOM to send UCC documentation for information. It was agreed to relook at the issue in a subsequent meeting.

5.3 Update on Membership

- 343 members in January 2026 and now 285
- In response to MK's question on the status, FMG confirmed 255 members were emailed on 24 March 2026 regarding the Annual General Meeting (AGM), 28 members were posted the information, and 14 members are still being renewed. This gives a total of 297 members. We should reach 300 members this year.
- Discussion on membership renewal and code of conduct. Looking at an integrated enrolment and payment system but will cost approximately €15k to connect Stripe to Salesforce. which is more than the income raised in membership. Therefore, further integration is unlikely to be cost effective

5.4 Annual General Meeting

- AGM to be held on 26 May with a workshop to consult with members in the morning. Unfortunately, President Connelly cannot present on the day. Minister Harkin has now been invited. An Post Building has been confirmed for the location.
- In addition to the usual business a special resolution is being recommended to change the definition of organisational members in the procedural rules to:
  - Large Organisation: Organisations with 51+ employees
  - Small Organisations: Organisations with 1 – 50 employees

- there are the following vacancies to be filled at the AGM and all nominations are due by 17 April 2026
  - Chairperson
  - Vice Chairperson
  - Honorary Treasurer
  - 2 Directors

5.5 Company Secretary

- **12 March 2026:** NALA's current Company Secretary, Aoife Foley, submitted her letter of resignation from the Board and Audit, Risk and Finance Subcommittee with effect from 31 March 2026.
- Under The Charities (Amendment) Act 2024, the Board can appoint a Company Secretary.
- With AF's departure this is urgent vacancy to be filled / the CRO notified as the notice for the AGM that must issue by 1 May 2026 must be signed by the Secretary.
- As proposed previously, NALA is recommending that the Governance and Compliance Officer with relevant training and support from NALA's CEO and Finance and Corporate Services Manager and Forvis Mazars for statutory filings. with support of the Finance and Corporate Services.

Agreed:

- Rolling agenda
- AI Policy Added to the Student Subcommittee rolling Agenda
- TOM to forward documentation related to AI,
- Board's comments to be tabled at Subcommittee meetings and updated AI Policy to be tabled at May meeting
- With effect from 1 April 2026 FMG will be the Company Secretary and Companies Registration Office needs to be notified on 31 March 2026

- Special resolution to procedural rules to be put to Members on 26 May AGM to amend definition of organisational members as follows to
  - Large Organisation: Organisations with 51+ employees
  - Small Organisations: Organisations with 1 – 50 employees
- CD to send PT info on Vice Chairperson role
- FMG, NALA's Governance and Compliance Officer to be appointed Company Secretary with relevant training and support from NALA's CEO and Finance and Corporate Services Manager and Forvis Mazars for statutory filings. Companies Registration Office to be notified on 31 March 2026

6.1 Student Subcommittee

Noted:

- 6.1.1 Minutes of 29 January 2026 Meeting
- Discussion and feedback on Athlone Learner Day, Wednesday 11 March 2026, in Shamrock Lodge Hotel: approximately 100 people attended. Four different workshops available. In the Wellbeing Workshop, participants would have preferred more engagement / interaction. Understanding Money Workshop was another workshop delivered by MABS. Save on your Bills Workshop was delivered by Marie Brazil an ETB tutor. This was pitched too high at Level 5 not Level 3. Misinformation Workshop was least attended. On the day people changed their minds on what they wanted to attend. Positive feedback in total, noted that more interaction would have been beneficial. Video recorded message from Boxer Moran TD regarding his own learning journey was also very inspirational.

6.2 Education, Training and Assessment Subcommittee

Noted:

- 6.2.1 Minutes of 19 February meeting
- Extension of Scope, approved with no conditions by the panel; the hard work the team put into the work to get it across the line.

Agreed:

- 6.2.2 Revised Terms of Reference to reduce quorum from 4 to 3 people

6.3 Audit, Risk and Finance Subcommittee

Noted

- 6.3.1 Minutes of 4 March 2026 meeting
- 6.3.2 Management Accounts December 2025
- 6.3.3 Draft Financial Statements
- MK noted an end of year deficit of €58k, JM noted that there were 3 reasons for this: 1) the agreed salary increases 2) an underperformance in PE service funding and 3) an increase in leave costs.
- Part of SOLAS Grant was not used because of the Financial Literacy Programme. NALA requested to retain all the underspend in the non-Financial Literacy activity but has not received an answer but does not anticipate it will be approved. NALA was approved to retain a portion of the financial literacy underspend that could be spend by end of March 2026.
- MK asked about Bad Debts and noted that some outstanding debts are from statutory bodies and wondered if we could issue a solicitor's letter for legal proceedings. JM noted a cost benefit analysis might be needed and that his team are trying to recoup any outstanding debts and an update will be provided to the Audit, Risk and Finance Committee
- MK requested that additional activity regarding our advocacy work be added under theme 1. In the Financial Statements and Director's Report for 2025
- 6.3.4 2025 Audit Results showed no significant finding with internal controls
- 6.3.6 2026 Revised Draft Budget_V3 Has been updated to reflect funding as approved in principle by SOLAS

Agreed:

- 6.3.4 Draft 2025 Financial Statements to be signed / recommended to Members at the AGM subject to CD making requested amends to Theme 1 in the Directors' Statement, Board / auditors approving the amends

• 6.3.4 2025 Audit Results Report • 6.3.5 2025 Draft Letter of Representation to signed • 6.3.6 2026 Revised Draft Budget_V3 approved on an interim basis, subject to review at June meeting and JM's review of classification of income streams
6.4 Literacy and Staff Policies and Governance Subcommittee
Noted: • 6.4.1. Draft Minutes of 4 March meeting with discussion of new Digital and AI strategy and recommendation that AI policy be added to Student Subcommittee agenda • new Chairperson, TN elected **Agreed:** • Revised employment contract clauses relating to pension provision and amendment to staff handbook regarding pension policy to be circulated to staff.
7 AOB
• CEO noted that the date of the next Board meeting will be circulated.

Next meeting details:

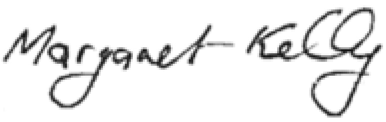
Date:	Date of next Board meeting, provisionally noted for 13 May, TBC
Time:	2.00pm
Venue:	TBC

Actions arising from this meeting:

Item	Action	Person Applicable	Timeframe
5.2	AI Policy • Forward documentation • Add to Student Subcommittee Agenda • Reconsider at subcommittees • Table revised policy at May meeting	TOM CD CD / FMG CD / FMG	31 March 31 March 30 April May 2026
5.4	Propose special resolution to procedural rule at AGM regarding the definition of organisation, small (1-50 employees) and large organisation (50+ employees).	FMG / CD	26 May 2026
5.4	Liaise with Directors / Chair on Board roles and nomination process	CD	17 April 2026
5.5	Notify Companies Registration Office of Change of Director / Secretary	JM/ FMG	31 March 2026
6.2.2	Amend / circulate updated ETA Subcommittee Terms of Reference	FMG	01 April 2026
6.3.3	Financial Statements to be amended / approved / signed / recommended to Members at AGM / submitted to CRO / CRA and SOLAS	CD / JM / FMG	31 May 2026

6.3.5	Letter of representation to be signed	JM	31 March 2026
6.4.2	Staff to be advised of amendments to employment contracts / handbook arising from changes to pension arrangements	JM / FMG	30 April 2026

Approval of minutes:

Chairperson's signature	**Secretary's signature**
	
Date: 13 May 2026	**Date:** 13 May 2026
Margaret Kelly	Fiona McGowan

Glossary of terms

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
BAU	Business as Usual
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
MABS	Money Advice and Budgeting Service
NCI	National College of Ireland
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

The National Adult Literacy Agency (NALA) is a charity and membership based organisation. We work to support adults with unmet literacy, numeracy and digital literacy needs to take part fully in society and to have access to learning opportunities that meet their needs. NALA does this by raising awareness of the importance of literacy, doing research and sharing good practice. We also provide online learning courses and a tutoring service to adults. We lobby for further investment to improve adult literacy, numeracy and digital literacy skills.

National Adult Literacy Agency (NALA)
Sandford Lodge
Sandford Close
Ranelagh, Dublin 6
D06 YF65

Websites:
nala.ie
learnwithnala.ie

Freephone: 1 800 20 20 65

Email: info@nala.ie

Company Registration Number: 342807
Registered Charity Number: 20020965
CHY (Charity) Number: 8506

Rialtas na hÉireann
Government of Ireland

SOLAS
learning works

ALL Adult Literacy for Life