



IDS AGM 2019 – Minutes

Venue: Cabragh Hall, Deaf Village Ireland

17th August 2019, 14:00 – 16:00

Members Present	58 members attended
In Attendance	Anthony Carrick (AC) (Company Secretary, Minute taker), Manda Dunne (MD) (Interpreter), Caroline O’Leary (COL) (Interpreter), Richard Kendrick (RK), (Accountant), Brendan Kirwan (BK) Note-taker, Caroline O’Leary (COL) (Interpreter), John Sherwin (JS) (CEO)
Quorum	Yes

Minutes	
1	Opening of Meeting
	<p>Chairperson, Lianne Quigley (LQ) opened meeting and welcomed everyone.</p> <p>There being a quorum present, the meeting proceeded to business. Fire/health & safety. Mission Statement read.</p> <p>Tellers for counting of votes: Elaine Grehan, Sharon Walsh volunteer. Agreed by all.</p> <p>Review of Standing Orders.</p>
2	Adoption of the Agenda
	Approved by all.
3	Minutes of the 36th Annual General Meeting 19 May 2018
	<p>It was noted that the IDS Mission Statement in AGM 2018 is incorrect.</p> <p>It was noted that a number of members present had not received any notice of the meeting, nor the Annual Report. However, the Chair pointed out that, in line with the IDS Memorandum & Articles, only current 2019 members had been sent the notice and papers.</p> <p>Concerns were raised regarding individual members being identified in the AGM Minutes. There was, likewise, some concern about data protection in relation to this and to live streaming of the event.</p> <p>Minutes Proposed: Ronan McDonagh, Seconded: Philip Power. For: 38; Against: 16.</p>
4	Matters arising from AGM 2018
	<p>It was noted that the RTÉ Player still does not provide good sub-titles. There are ongoing meetings and discussions between IDS and RTÉ.</p>

5	The Minutes of the EGM 09 June 2018
	<p>It was noted that Ronan Lowry had sent an apology, which was not noted in the minutes.</p> <p>It was noted that the IDS Mission Statement in EGM 2018 is incorrect.</p> <p>Proposed: Carmel Grehan, Seconded: Peter Murray. For: 33. Accepted by majority.</p>
6	Matters arising from EGM 2018
	None
7	Chairperson's Address
	<p>Dear Members,</p> <p>I would like to welcome our new members who have joined for the first time this year. I would also like to welcome back our past members who have re-joined to continue their support for IDS.</p> <p>2018 was a difficult and challenging year for the Irish Deaf Society, especially dealing with the financial crisis.</p> <p>Many of you will know that we have services in education and advocacy and we also have core costs to run the organisation, rent, salaries for staff, utility bills. For a long time we have asked the Government for support for our core expenses so that we could continue to run our services.</p> <p>In May 2018, we received once off funding from HSE to cover our costs up to December. We actively engaged with the Government to try and secure core funding for 2019, but this was not possible. Early in 2019 with the assistance of the Department of An Taoiseach we received a smaller amount of short term funding to help us while we restructure the organisation.</p> <p>We accepted that the funding we asked for was not available and since then we have cut back on the number of staff and worked hard to restructure all aspects of IDS. These are changes that are needed to survive and to build a strong IDS in the coming years. Through all of this change our priority was to continue to provide services to the Deaf people in need.</p> <p>I would like to thank Deaf community and supporters who attended the open meeting in January 2019 to discuss the funding crisis and supported us through a difficult time.</p> <p>Since 2018 we have been on a journey to better Governance. We are determined that IDS will have improve all aspects of Governance in line with the Charity Regulator's Governance Code.</p> <p>We have attended a series of workshops provided by the Wheel and we have set up a Governance sub group of the board that is working on the</p>

Governance Code and a re-write of our Memorandum and Articles (M&A/Constitution) to meet modern legal requirements. We are working towards presenting a completely new draft of the M&A's for approval in 2020.

On a more positive note IDS were proud to host a gala dinner to celebrate the ISL Act in the

Crowne Plaza Hotel, Santry in May 2018. It was lovely to see many people enjoying themselves and celebrating in style at the Gala. I was honored to receive an award from IDS with John Bosco Conama and Senator Mark Daly acknowledging our work in the ISL recognition campaign. We are most grateful and accepted these awards on behalf of all of you who were involved in the campaign over the years.

The 23rd September 2018 was a very important historic day for all of us and indeed all Deaf communities around the world. The UN declared 23rd September as the International day of Sign Language, this was celebrated for the first time in 2018 and we hope will continue for many years to come.

In October 2018, the secretary Micheál Kelliher and I represented IDS at the European Union of the Deaf General Assembly in Vienna, Austria. The two hot topics were EUD finance and European Accessibility Act at the General Assembly.

We celebrated the 1st Annual National ISL day on 14th December to mark the 1st anniversary of the passing of ISL ACT 2017 in Deaf Village Ireland. I would like to thank the local Deaf clubs who joined in the celebration all around Ireland. It was fantastic to see so many people wearing blue on the day to show their pride. I would also like to thank the Rock of Cashel for lighting up blue on to mark the day.

During 2018 some of our staff and board directors finished working with us and we would like to thank them for their hard work, some of them over many years. Our former CEO Eddie Redmond finished his tenure in June 2018, he had worked in IDS for many years and helped to steer IDS through some difficult times. I would like to thank for his valuable service and wish him all the best for future. Susan Whelan from our Education Department moved on to a new job after years with IDS, we would like to thank her for many years of work and contributions.

In 2018 our Phibsborough Charity shop closed as the building was sold for development and we also closed our warehouse operation at the end of 2018. Our thanks to Lorraine Cullen, Lisa O'Neill, Mary Esther English, Kate Mullin, Krzysztof Bury, Dara Ryan. Louise Sheerin and Anna

Murphy, Janette Byrne and Allison Harrington also finished with IDS Advocacy and administration departments.

In 2018 IDS board appointed two interim CEOs. Firstly, from September 2018 to November 2018, Anthony Carrick as interim CEO for three months. I would like to thank him for his hard work in a very short time, his work and vast experience and knowledge is the foundation of all of our

current Governance achievements. Last December 2018, I am delighted that IDS appointed John Sherwin as an interim CEO for a year. John has been busy working with staff and the board to restructure IDS and we have high hopes for the coming years.

In 2018 there were some changes to the board of directors. Wendy Murray Jnr, Melissa Howlett, Micheál Kelliher, Eugene Phillips and Jennifer Lynch stepped down from the IDS board during 2018. I would like to acknowledge their contributions and thank them for their time and service. I would especially like to thank Wendy and Melissa who served on the board for a very long time, 9 and 7 years respectively. I wish all the best to them for future.

We have been working hard to rebuild the board and add new directors. Since December 2018 we co-opted several new board directors who will be put forward to the members at the AGM.

I would like to thank them for their service so far and hope that you will vote them onto the board as full board directors: Sofiya Kalinova, Olive Rafferty, Mary Regan and Mary Stringer. We will be sending you profile information about all candidates and the experience they can bring to the board before the AGM. In addition myself and John Bosco Conama are standing for re-election and hope that you will vote for us to continue our work on the IDS board.

After working as Interim CEO in 2018 Anthony Carrick has served as the IDS company secretary from December 2018 to August 2019 and will finish in this position after the AGM. Again we would like to thank Anthony for his help during difficult times.

I would like to express the board's thanks and appreciation to all of the IDS staff for their hard work under challenging circumstances to keep IDS open and moving to a better place.

A sincere thank you to our board directors, IDS members and the Deaf community for your support in keeping IDS steady in 2018 and onwards to rebuild in 2019.

Thank you all.

8 2018 Review of the Affairs of the Company

CEO Report:

2018 was a year of significant challenges for the Irish Deaf Society, resulting in the very real possibility that the organisation was going to have to close its doors in 2019.

Following a successful campaign with support from our Government partners, our former CEO Eddie Redmond secured a significant one-off grant subsidy from the HSE in May 2018. This grant was enough to allow IDS to continue in operation and provide services until the end of 2018.

Anthony Carrick joined IDS as an interim CEO in September 2019 and dedicated himself to identifying all of the areas in the organisation that

needed improvements, from governance to operations. The work completed by the IDS team during this period was the foundation all the positive changes that have happened since.

As the year drew to a close IDS had not secured the funding needed to carry on in operation.

When I joined IDS as CEO in December the situation was very serious and our projections indicated that funds would run out by March 2019.

Despite our best efforts and the co-operation of our friends in Government, no Department or agency supported us with the funding that we needed to finance our core expenses. It was clear that significant change was needed in order to survive.

With some support, co-ordinated by the Department of An Taoiseach, to help us through a short period of change, we started to explore how expenses could be reduced, without reducing services. With the complete co-operation, commitment and dedication of all staff, the board and supporters, we started to examine our options and found ways to optimise services so that we could continue with less funding.

We are still on that journey now, but I am happy to say at the time of writing, we have long passed that terrible deadline of March 2019, we are still open and providing services to the Deaf Community.

As an organisation we have accepted that we need to regain the confidence of our community and improve the way we provide our services. This is a challenge that we have taken to heart.

Our mission is to represent the Deaf community and ensure that ISL is the foundation for access, education and careers; for confidence, hope and optimism in the future. We hope you will continue to support us on this journey.

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Questions and answers:

There was a discussion regarding IDS's preparedness for GDPR and a potential GDPR audit. It was noted that GDPR can be a barrier to Deaf community.

It was noted that there was no mention of Fundraising in the 2018 Review. The CEO responded with information about the current Fundraising situation and with future plans.

It was noted that not all changes in Board personnel were reflected. This was because most of the activity took place in 2019, and therefore, is not included in the 2018 Annual Report.

There were brief discussions regarding member involvement and ISLA.

	<p>It was noted that the affairs of the Company had been discussed and that the majority of members were satisfied with the information provided by the board of directors in relation to the affairs of the Company.</p>
9	<p>Statutory Financial Statements / Report of the Directors / Auditors' Report</p>
	<p>The CEO highlighted several areas including the once-off grant in May 2018, the funding partnership with SOLAS.</p> <p>The Auditors' Report on the accounts for the year ended 31 December 2018 was taken as read.</p> <p>The increase in Legal, Professional & Fundraising was noted and explained.</p> <p>The low profitability of ISLA was noted, as was the high cost of ISL Class Costs / Wages.</p> <p>The suggestion that there be a breakdown of staff numbers across divisions was noted.</p> <p>It was noted that there is no current strategy for building up IDS Reserves; this is because IDS is in survival mode.</p> <p>The Chair and CEO acknowledged the work and assistance of RK to IDS over many years.</p> <p>It was resolved that the Directors' Report and Financial Statements for the year ended 31 December 2018, as now submitted to this Meeting be received adopted.</p> <p>For: 38. Accepted by majority.</p>
10	<p>Election of Directors</p>
	<p>The Chair explained the Election process and confirmed that the vote would be by way of a secret ballot.</p> <p>It was noted that John Bosco Conama, Lianne Quigley, Mary Regan, Mary Stringer, Olive Rafferty and Sofiya Kalinova, having been co-opted since the last AGM, had retired in accordance with the Company's Constitution and, all being eligible, offered themselves for re-election, with the exception of Sofiya Kalinova.</p> <p>It was noted that Aidan McArdle offered himself for election as a Director.</p>
11	<p>Approval of the remuneration of the Statutory Auditor</p>
	<p>Cost €7,500 + VAT for Only Audit fees for 2018.</p> <p>Accepted by a majority after a poll.</p>
12	<p>Appointment / re-appointment of Statutory Auditors</p>
	<p>The Board proposed to remove Only Audit as IDS Auditors.</p>

	<p>Show of hands – For: 45. Approved by majority.</p> <p>Board proposed to appoint Cusack Garvey Chartered Certified Accountants as IDS Auditors.</p> <p>Show of hands. For: 45. Approved by majority.</p>
13	Motions / Resolutions
	<p>There were no member motions or resolutions.</p> <p>It was confirmed that any future changes to the M&As would be presented to the Members for approval.</p>
14	Results of Election Count
	<p>After a secret ballot, it was resolved that the following be elected as a Director of IDS:</p> <ul style="list-style-type: none"> • Lianne Quigley: For: 52; Against: 5 • John Bosco Conama: For: 53; Against: 3 • Olive Rafferty: For: 51; Against: 7 • Mary Regan: For: 50; Against: 8 • Aidan McArdle: For: 45; Against: 11 • Mary Stringer: For: 56; Against: 2
15	AOB
	<p>Audrey Conama – Noted she was disappointed not to have received AGM papers in advance of the meeting so that she could comment on finances. She noted that some members were disorientated with changes related to presentations, the selection of tellers and the format for the meeting which was different from previous years.</p> <p>Philip Grehan – Expressed thanks to IDS staff, board and members for working hard to overcome recent difficulties. He noted that he also did not receive papers with enough time to review and suggested giving members more notice and reminders to renew membership. He expressed concern about resources available to work on implementing the Act including marketing and PR. He suggested establishing a committee for this work.</p> <p>Anne Murtagh – Requested reminders for renewal of membership and suggested a stenographer to record meeting.</p> <p>Philip Power – Made a number of comments regarding clearer visual presentation of financial information and the format of the meeting format including voting process, which were noted.</p> <p>Helena Saunders – Called for discussions and IDS policies to be created in relation to bullying and on live streaming meetings on social media.</p> <p>Fergus Dunne - Commented that all IDS members should be allowed to decide on any national issue with his/her conscience and was not happy with IDS position on campaigns in the previous year.</p> <p>There being no further business, the meeting then terminated.</p>

Signed: _____ Date: _____

Chairperson

Signed: _____ Date: _____

Company Secretary