



enabling people with disabilities

Minutes of the Annual General Meeting held on Monday, 20th July 2020, at 7:00p.m

PRESENT: Mr. Kevin Newell, Chairperson, presiding
Ms. Audrey Pidgeon, Interim Chief Executive
Mr. Ray Kelly, Company Secretary
Mr. John McHugo, Director of Finance
Attendees, Approx. 47

APOLOGIES: 8 apologies were received in advance of the meeting

IN ATTENDANCE: Ms. Carol A. Browne, Recording Secretary

Mr. Kevin Newell, Chairperson, welcomed everyone to the Annual General Meeting of Ability West and advised in relation to housekeeping rules.

1. ADOPTION OF MINUTES OF AGM 2019

Mr. Newell asked that the minutes of the Annual General Meeting held on 27th May 2019, as provided at the meeting, be taken as read. The minutes were accepted on the proposition of Mr. Dermot O'Neill and seconded by Mr. Páraic Lawless

There were no matters arising.

2. ADDRESS BY CHAIRPERSON OF BOARD OF DIRECTORS, MR. KEVIN NEWELL

Mr. Newell welcomed Minister of State for Disability, Anne Rabbitte, Chief Officer Community Health Care West, Mrs. Breda Crehan-Roche, Mr. Gerry Burke, HSE and Mr. Gary Browne, O'Leary Insurance Brokers to the meeting. Mr. Newell advised that the meeting provides an opportunity to review performance over the past year and look at how the current year is shaping up.

Mr. Newell reported that Ability West launched a new strategic plan in February 2019 which provides the blueprint for the future of our services over the next few years. An annual service plan was developed in order to set targets, measure deliverables and outcomes, with a summary update on pages 20 and 21 of the annual report.

Mr. Newell advised that Ability West prepared its financial statements in accordance with generally accepted accounting practice and the Companies Act 2014. The financial statements were sent to members and are available on our website: www.abilitywest.ie.

Mr. Newell advised that as part of the Board Members' broad governance role, visits were undertaken to all residential and respite services in 2019. Visits are an opportunity for Board Members to engage with the people availing of our services and with our frontline teams. He reported that unfortunately the 2020 visits had to be paused due to the Covid-19 pandemic but they will recommence as soon as it is safe to do so.

As part of compliance requirements, Mr Newell advised that the Board of Directors commenced a review in 2018 of directorships in relation to tenure and renewal of the Board. Following on from this review, six new directors were welcomed in 2019: Mr. Cormac Flynn, Mr. Sean McGrath, Mrs. Mary

O'Mahony, Mr. Dermot O'Neill, Mrs. Denise Ryan and Mr. Darragh Sheehy, and he thanked them, and all directors, for their commitment and contributions during the year.

Mr. Newell acknowledged the departure of two long serving directors in 2019; Mr. Paddy Daly, who also served as Company Secretary, and Mr. Páraic Lawless. Their many years of dedication and support to Ability West is very much appreciated. He reported that this year two Board Members retired, Mr. Kevin Flavin and Mr. Ray Kelly, and he acknowledged their long service on the Board, their volunteerism and huge commitment to Ability West.

Mr. Newell reported that the Charities Regulator published the Charities Governance Code in November 2018 to encourage and facilitate the better administration and management of charitable organisations. In 2019, the Board completed a Compliance Record Form which details the actions we took to comply with the standards outlined under the six principles of this code. He advised that Ability West completed this journey in advance of the Charities Regulator deadline for compliance, i.e. January 2020. Work is commencing to review and update our compliance against the principles, so that we will be in a position to respond to the Regulator in January 2021.

Mrs. Breda Crehan-Roche, former Chief Executive, moved to pastures new at end of 2019 and Mr. Newell took the opportunity to sincerely thank her for her excellent stewardship of this organisation for 14 years. Her hard work, dedication and commitment to the organisation, and to people with intellectual disability, was second to none, and he wished her well for the future. A second recruitment campaign for a new Chief Executive has commenced. Mr. Newell acknowledged and thanked the Interim Chief Executive, Audrey Pidgeon, and Orla Haddigan, Interim Director of Client Services, and the other staff members who have stepped up to backfill roles in order to support our existing structure.

Mr. Newell reported that so far in 2020 the organisation has been responding to the unprecedented global Covid-19 pandemic. He noted the difficult time this has been for families and further information about reopening day services will be discussed later in the meeting.

Mr. Newell advised that frontline staff and back office teams have worked incredibly hard over the past four months to ensure we provided the appropriate care and followed national guidance as provided by the Health Service Executive, Health Protection and Surveillance Centre, and the Department of Health. He acknowledged and thanked our staff for their dedication and commitment and noted that we have had no cases of Covid-19 in our services. The work of Ability West is hugely strengthened by our friends, donors and volunteers and Mr. Newell said that we are very grateful for this support. Ability West works closely with our funders, the Health Service Executive, the Departments of Education and Skills, and Social Protection, and we are appreciative of their ongoing support and assistance.

Ability West is reliant on the generous support of branch members, staff, volunteers, the general public, and friends of the organisation for their assistance with supporting service users, organising and supporting fundraising events and raising awareness of intellectual disability and the services we provide. Mr. Newell acknowledged the ongoing support and dedication to children and adults with intellectual disability. He noted that there is a fundraising update on last year's activities in the annual report. Mr. Newell reported that fundraising had been hugely impacted by the pandemic as usual fundraising events cannot be held. The Board of Directors is reviewing fundraising in Ability West and what this might look like in the future.

Mr. Newell acknowledged the support and commitment of his fellow Board Members, who work in a voluntary capacity and take their role as governors of the organisation very seriously, which helps to set a high standard of governance that permeates throughout the organisation.

Mr. Newell advised that we continue to operate in financially difficult times and this is not likely to change in the coming years. We were due to be impacted by a 1% cut to our budget this year, i.e. €264,380, however, the cut may be reversed and we await confirmation of same by the HSE.

On behalf of the Board of Directors, Mr. Newell thanked the Interim Chief Executive, Audrey Pidgeon, members of the Senior Management Team, Middle and Frontline Managers and all staff for their ongoing hard work, dedication and commitment to providing high quality services and supports to children and adults availing of our services. Mr. Newell also thanked Carol Browne for her work as Recording Secretary for the company meetings and for support she provided throughout the year to the Chairperson and to all the board members.

Mr. Newell thanked and acknowledged everyone who has supported Ability West during the past year. He noted that the ongoing support and commitment is very much appreciated.

3. ADDRESS BY INTERIM CHIEF EXECUTIVE, MS. AUDREY PIDGEON

The Interim Chief Executive advised that Ability West's new five year Strategic Plan was launched in February 2019, and an annual service plan was developed to support the achievement of the eight strategic priorities in this plan. An update is provided from page 20 of the Annual Report of progress made in its first year. A copy of the Strategic Plan is on our website

The Interim Chief Executive reported that a 0.25% cost containment cut was applied to our funding at the commencement of 2019 (€64,345). The final core funding allocated by the HSE for the year was €26,999,404, which inter alia included: the full year effect of funding provided in 2018, the provision of respite and residential services for a number of individuals, the provision of new services for 2019 school leavers and pay restoration.

The Interim Chief Executive advised that in 2019 Ability West submitted business cases to the HSE for the provision of new services, particularly in residential and respite services, some of which was allocated. She reported that in the absence of further new funding we responded as best we could within our core funding allocation, and Ability West still continues to significantly risk fund various essential elements of service provision.

In 2019 Ability West provided the following direct services:

- 143 special school places
- 444 adult day places
- 128 residential places
- 242 respite places, which provided 13,420 residential respite bed nights to adults and 2,338 residential respite bed nights to children.
- 76 homesharing/shared living places
- 94 community support places

The Interim Chief Executive reported that our budget continues to be challenged by the requirements of our services to meet the needs of people we support. People's needs change across the course of their lifespan, which may occur due to safeguarding, managing compatibility in services; adapting our services and supports for individuals with complex needs; and growing demands for respite and community supports. Families and carers need more support than ever and the need for services to assist or to respond to emergency or crisis situations has increased. We have an ageing population and we endeavour to respond to the changing needs that come with age, such as mobility issues, cognitive changes and general age-related conditions.

The Interim Chief Executive advised that Ability West endeavours to continually develop our services in a person centred way, however our capacity to support everyone as required is dependent on additional funding. This continues to be a challenge for Ability West. She also reported that we are continually challenged to meet increasing non-pay costs such as the rising cost of insurance, heating, motor fuel and the ongoing maintenance of our buildings and ageing vehicles. Since 2018 we have accessed the Office of Government Procurement (OGP) Framework and some non-pay savings have been made as a result.

The Interim Chief Executive reported that existing frontline services were protected in 2019, with some additional needs also being met. Our staff have continued to provide quality supports for service users and their families. She acknowledged and thanked staff, service users and families for their co-

operation and assistance during the year. Despite the challenges faced, a better than breakeven financial situation in 2019 was achieved and this was particularly important given the deficits incurred in previous years.

The Interim Chief Executive reported that there were no significant capital grants since 2008 for agencies like Ability West. However, she said through fundraised monies and efficiencies, we were able to undertake extensive renovations in many of our services under our capital programme. More details of our Capital Projects and Transport are in the Annual Report (page 7).

The Interim Chief Executive advised that our residential and respite services continue to be regulated by HIQA (the Health Information and Quality Authority) and we have 29 designated centres registered. She reported that there is a significant amount of work involved in registering and renewing registration for designated centres and 2019/2020 saw the recommencement of the renewal process which takes place every three years. The Interim Chief Executive acknowledged the huge amount of work undertaken by the Persons in Charge and their teams, the Persons Participating in Management and the support from staff in the Quality and Compliance Department, Client Services, Finance and Human Resources Directorates.

Our organisational accreditation continues under *ISO Standard I.S.EN 9001:2015*. This is an important standard which provides the framework for our Quality Management System. The Interim Chief Executive advised that Ability West achieved the gold standard award for the *Excellence Through People Standard 1000:2015* in 2019. She thanked Mr. Cathal Esler, Director of Human Resources, and all involved for their input. A detailed account of our external accreditation is on pages 8 and 22 in the Annual Report.

The Interim Chief Executive reported that the Service User Council continued to meet during 2019 with a consultation meeting held in November to review their work and plan for the year ahead. The Interim Chief Executive and the Senior Management Team attended part of the consultation meeting to answer questions about funding, access to respite, etc., and to listen to ideas, views and suggestions. The Council has changed their name so that it would be more reflective of their work; they are now known as the 'Advocacy Council'. A lot of work is underway to promote their work and engage with service users and services. The Interim Chief Executive acknowledged and thanked Mr. Alan O'Connor for his commitment and work as Facilitator of the Service User Council for the last 10 years. She welcomed new facilitators of the Advocacy Council, Mr. John Howard and Ms. Niamh McGauley and wished them well in their roles.

In 2019 we bid farewell to former Chief Executive, Mrs. Breda Crehan-Roche, who left her role after 14 years with Ability West. There were many highlights, challenges and changes during the years of Breda's stewardship and the Interim Chief Executive acknowledged and thanked Breda for her hard work, guidance and support through these years and wished her well for the future.

The Interim Chief Executive reported that there have been no Covid-19 cases in our services. She advised that Ability West took the difficult decision to close day services on 13th March 2020 on foot of updated guidelines issued by the Department of Health relating to vulnerable groups. The organisation's Critical Incident Response Team was deployed in the days leading up to the closure as Covid-19 was escalating nationally. However, she noted that no one foresaw the scale of this crisis or how much it would impact on our services. We redeployed some of our day services staff to work in our residential and respite services (during the day) and others provided additional supports in the form of regular contact with service users at home and their family members, day respite or community outreach to a number of individuals who otherwise would not have managed throughout the crisis. Multi-disciplinary supports continued to be provided, albeit in a different format to what service users and families would usually expect, and some home sharing/shared living placements continued.

The Interim Chief Executive acknowledged the difficulties faced by many service users and their families. She acknowledged and thanked the frontline managers, their teams and the back office teams for their extra-ordinary response to this crisis. We have responded to this unforeseen national (global) emergency, however, we are planning for how to live and deliver services with Covid-19,

conscious that the virus remains, and services need to be reconfigured as advised by the HSE and Public Health experts.

The Interim Chief Executive reported that day services will begin to reopen at the end of August. Work is ongoing to ensure our premises and plans are executed in line with national best practice and guidance recently issued to Disability Service Providers. We have been assessing buildings in terms of capacity, compatibility, and ensuring that we have the appropriate infection prevention and control systems in place to safely reopen. It is very likely that we will have reduced capacity in our day services given that the requirement for two metre social distancing remains in place, and there also will be challenges in relation to transport as a result of this measure.

The Interim Chief Executive advised that there has been ongoing communication with service users, families and carers throughout the pandemic, through correspondence, our website, social media and local communication from frontline and MDT teams. She noted that writing and posting letters to families is particularly expensive, costing over €520 each time we send a communique to all families. We are building a database of emails for a quicker and more cost effective way of communicating with families and email addresses can be provided to Fionnuala Douglas in Blackrock House.

Notwithstanding the challenges 2020 has brought with Covid-19, the Interim Chief Executive reported that we continued to be challenged by the changing needs of service users, requirements for buildings that better suit people with limited mobility, behaviours that challenge, complexities and comorbidity. She noted the ever-increasing demands for respite and residential services and she advised that we are challenged in our response to same due to lack of funding.

The Interim Chief Executive reported that she understands that respite is not a luxury, it is a key component of any caregiving programme. Unfortunately, we have waiting lists for residential and respite services, however we continue to advocate with the HSE for additional funding on behalf of the people who continue to wait. It was announced at the start of 2020 that a 1% budget cut was being applied across all disability service providers and to date this has not been implemented. Some recent social media coverage noted that the cut had been reversed, however, this has yet to be confirmed. The Interim Chief Executive reported that we are hopeful that this will not be implemented this year as we are concerned about the year ahead given the devastating impact Covid-19 has had on the national financial budget and the health budget this year.

The Interim Chief Executive reported that a number of service users passed away in 2019: Hughie O'Toole, James Carty and Carmel King, and in March 2020, Martin Joyce, a service user attending Snipe Resource Centre, also passed away. Many of our service users, families, staff, branch, board members and volunteers also experienced bereavements and she extend our deepest sympathies to them.

The Interim Chief Executive thanked the Chairperson, Kevin Newell, and all Board Members for giving so generously of their time, for their leadership, support and expertise to Ability West. She also thanked service users, their parents, carers and families for their ongoing co-operation. She thanked the Directors and Assistant Directors of Client Services, Finance and Human Resources, Department Heads, Managers, Unit Directors, staff, branch members, Community Employment Scheme and TUS participants, and all volunteers for their enormous contributions during 2019. The dedication and commitment of staff and volunteers across the whole organisation is truly exceptional and she said that she is very appreciative to all.

The Interim Chief Executive thanked the HSE, in particular Breda Crehan-Roche, Chief Officer, John Fitzmaurice, who was present at the meeting, Acting Head of Disability Services, Mary O'Donnell, Acting General Manager Disability Services, Breda Garvey Cecchetti, Disability Services Manager, Laura Rochford, Acting Day Services Coordinator, and Liam Fogarty, Head of Finance, for their ongoing support and assistance. She thanked the many statutory, non-statutory and voluntary service providers that Ability West works with for their ongoing co-operation and assistance. She also thanked Carol Browne, Paulette Cully, Peter Burke and Declan Noone for their hard work in organising this evening's meeting.

4. CONSIDERATION AND ADOPTION OF ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDING 31 DECEMBER 2019

Mr. McHugo reported that the Financial Statements for the past year were reviewed in advance of their formal adoption, and a full copy of the Financial Statements was provided for consideration at the meeting. He reported that the Financial Statements were prepared and audited in accordance with FRS 102 "The Financial Reporting Standard applicable in Ireland". Additionally, the Directors have elected to have regard to the "Statement of Recommended Practice for Charities", which is better known as the "Charities SORP" in the preparation of the Financial Statements even though the Charity Regulator.

Mr. McHugo acknowledged the attendance of Mr. Dermot Callanan from FCC Chartered Accountants and Registered Auditors at the meeting and said the ongoing help and assistance provided by FCC is much appreciated.

Mr. McHugo reported that prior to "FRS 102" and the "Charities SORP", all Revenue Income/Expenditure and Capital Income/Expenditure were recorded separately in the annual financial statements. In the new reporting format all income and expenditure excluding expenditure on Fixed Assets is now recorded in "The Statement of Financial Activities" (SOFA) which is on page 10 of the Financial Statements. He said that this can be somewhat misleading to a reader of the Financial Statements as the inclusion of Capital Income without the corresponding Expenditure can give an impression that a significant operating surplus has been recorded, when in fact this is not the case. He said he would reference this issue again later in the meeting.

Mr. McHugo reported that the "The Statement of Financial Activities" on page 10, Income and related Expenditure is recorded under the headings of Restricted and Unrestricted Funds and Pension Reserve Funds. "Restricted Funds" refers to funds which we receive that must be expended as contracted. For example, the HSE provide Ability West with funding on an annual basis which must be expended in accordance with the annual Service Arrangement in place. On the other hand, "Unrestricted Funds" refers to funds received which are spent or applied at the discretion of the organisation. Fundraising and donations are an example of this; where the funds received are spent on the development of buildings and to purchase of motor vehicles and equipment. The "Pension Reserve Funds" refers to the required accounting treatment of our old Defined Benefit Pension Scheme. Mr. McHugo highlighted a number of items for consideration:

Under the heading of "Unrestricted Funds" various sources of income (Incoming Resources) are detailed. With regard to "Fundraising and Donations" a total of €150,901 was received in 2019. During the year our Branches raised €21,180, and a summary is detailed on page 41 of the Annual Report. Mr. McHugo reported that this is a significant sum and he thanked all the Branches for the fundraising they carry out. In addition, he reported a further €129,721 was received in 2019 from various other fundraising initiatives and donations, noted that an update on fundraising is on pages 39 and 40 of the Annual Report.

Mr. McHugo thanked everyone involved in raising and/or contributing over €150,000 last year to Ability West, without which we would not be able to continue the development of buildings and to purchase of much needed motor vehicles and equipment given the lack of Government grants for such expenditure in recent years. In addition to fundraising and donations, the other income included under the heading of "Unrestricted Funds" includes various contributions, interest earned, and other sundry income received during the year. In total €320,050 of "Unrestricted Funds" is recorded for the year and Mr. McHugo confirmed that this had been added to the balance on the "Unrestricted Designated Fund". Also included in "The Statement of Financial Activities" (SOFA) is Income and Expenditure under the heading of "Restricted Funds". Total Restricted Income for the year amounted to over €29.367 Million and this comprised of over €27.58 million from the HSE and €1.787 million from other sources. He referred to page 28 where a breakdown of the income received from all sources is detailed. When associated expenditure of €28.620 million and a Pension related adjustment of €0.081 Million are taken into account, a Surplus in Restricted Funds of €665,421 is recorded for the year. However, when this is added to the opening negative balance of (€42,143) in "Restricted Funds", the closing balance on this fund amounts to €623,278 as at 31st December 2019. The other information

reported in “The Statement of Financial Activities” (SOFA) under the heading of “Pension Reserve” refers to the accounting treatment of the Defined Benefit Pension Scheme. Comprehensive details in relation to this can be found in Note 15 on pages 21 - 24 in the Financial Statements.

From an overall perspective Mr. McHugo advised that the financial results for the year as detailed in “The Statement of Financial Activities” (SOFA) can be summarised as follows;

Net Movement in “Unrestricted Funds”	€320,050
Net Movement in “Restricted Funds”	€665,421
Net Movement in “Pensions Reserve”	€387,740
Overall Net Movement in Funds	€1,373,211

Mr. McHugo advised that pages 28 and 29 of the Financial Statements contained Supplementary Information which provided details of both income and expenditure analysed under the headings of Revenue and Capital. Specifically, on page 28 it can be noted that an operating Revenue surplus of €148,918 was recorded for the year which is a satisfactory result. While under the heading of Capital, a surplus of €753,453 is reported for the year. As Mr. McHugo mentioned earlier, the recorded Surplus of €753,453 under the heading of Capital is somewhat misleading in that during 2019, €929,626 was received from the Department of Education for building works carried out in St. Oliver’s Special School, Tuam and in St. Joseph’s Special School, Galway. However, the corresponding Expenditure for these works is charged to Tangible Assets in the Balance Sheet as detailed on Note 10 on page 19.

Mr. McHugo referred to the Balance Sheet on Page 11 of the Financial Statements and reported the overall financial position of Ability West is detailed as at 31st December 2019 with comparison figures for 2018. In summary he noted that total Net Assets amount to €22,982,078 as at 31st December 2019 compared to €21,608,867 a year earlier. The Tangible Fixed Assets increased during the year and this is detailed in Note 10 on page 19 and the various Funds/Reserves detailed on the bottom half of the page. Specifically, there are three Funds/Reserves and these funds can be summarised as follows;

1. The “Restricted Funds” of €623,278 refers to ongoing revenue operations, i.e. the balance of restricted funds from the HSE and our other funders. The balance on this fund was negative (€42,143) as at 31st December 2018 so the improvement is to be welcomed in the context of the overall financial stability of the organisation.
2. The “Unrestricted Designated Funds” of €19,758,100 primarily refers to Capital funds {€19,546,545} which are represented on the Balance Sheet as Tangible Assets such as Properties, Motor Vehicles, Financial Assets, etc.
3. The “Pension Scheme Reserve” of €2,600,700 refers to the Defined Benefit Pension Scheme and this is matched by the Pension Asset shown at the top of the page under “Fixed Assets”.

Mr. McHugo highlighted that the information contained in the various Notes on pages 13 to 26 and when these Notes are read in conjunction with the Statement of Financial Activities, the Balance Sheet and the Cash Flow Statement, a comprehensive and transparent overview of the financial affairs of Ability West is provided.

Mr. McHugo confirmed that the Financial Statements are compliant with the reporting requirements of both the Companies Office and the Office of the Charity Regulator. Additionally, he confirmed that they provide full transparency of the organisations financial affairs. He highlighted that the Financial Statements are available on our website.

Mr. McHugo acknowledged the help and support received from the Board of Directors, the Finance Committee under the Chairpersonship of Mr. Kevin Flavin, the Audit and Risk Committee, the Interim Chief Executive, his colleagues on the Senior Management Team and the various Managers and Unit Directors throughout the organisation. He noted their help and support in the ongoing management of our finances is much appreciated. He also thanked Mr. John Fitzmaurice, Ms. Elaine Prendergast, Ms. Mary O’Donnell, Mr. Liam Fogarty, Mr. Dermot Dawson, Mr. Gerry Burke and Mr. Michael Keady from

the HSE for their ongoing support. Finally, Mr. McHugo thanked his colleagues in the Finance, Administration and Human Resources Departments for their ongoing commitment and hard work. Their ongoing work in the background supporting the provision of services at the frontline is much appreciated.

Ms. Breda Dolan proposed and Mr. Dermot O'Neill seconded the adoption of the Annual Report and Audited Accounts for the year ended 31st December 2019.

5. APPOINTMENT AND REMUNERATION OF AUDITORS

Mr. Kevin Newell informed the meeting that the organisation's Auditors, FCC Chartered Accountants and Registered Auditors, have indicated their willingness to be reappointed and will be deemed to be reappointed in accordance with Section 383(2) of the Companies Act 2014 in the absence of any valid resolution to the contrary. The appointment and remuneration of the auditors was proposed by Darragh Sheehy and this was seconded by Mary O'Mahony.

6. ELECTION/RATIFICATION OF DIRECTORS

Mr. Ray Kelly, Company Secretary, reported that the following pertains in relation to the election of Directors in line with our current constitution:

Section 41, subsection (a) of the Articles of Association. In relation to Directors nominated by the regions the following is the position:

- Elected Director, Mick Finnerty available for re-election
- Elected Director, Sean McGrath available for re-election
- Elected Director, Kevin Newell available for re-election

Section 41, subsection (c) of the Articles of Association. In relation to Co-opted Directors the following is the position:

- Co-opted Director, Breda Dolan available for re-election
- Co-opted Director, Cormac Flynn available for re-election
- Co-opted Director, Frank O'Connell available for re-election
- Co-opted Director, Anthony O'Connor available for re-election
- Co-opted Director, Kevin O Flatharta available for re-election
- Co-opted Director, Mary O'Mahony available for re-election
- Co-opted Director, Dermot O'Neill available for re-election
- Co-opted Director, Denise Ryan available for re-election
- Co-opted Director, Darragh Sheehy available for re-election

Section 41, subsection (b) of the Articles of Association; In relation to the Officers the following is the position:

- , Kevin Newell available for re-election
- Vice , Kevin Flavin not going forward for re-election
- Company Secretary, Ray Kelly not going forward for re-election
- Honorary Treasurer, Kevin Flavin not going forward for re-election

The Company Secretary informed the meeting that the Officer vacancies will be filled at the first board meeting following the Annual General Meeting. He proposed that those available for re-election be taken in a block for re-election and this was ratified on the proposition of Anthony O'Connor and this was seconded by Dermot O'Neill.

7. SPECIAL RESOLUTIONS

The Company Secretary informed the meeting that by law the Board of Directors have individual and joint responsibility for the governance of Ability West. One of their legal duties is to ensure compliance with the company's governing document/constitution. The Board of Directors reviewed the existing constitution in 2019 as it was becoming increasingly difficult to ensure compliance with the branch and regional structure. There were a number of attempts to revitalise the branches and regions over the past 15 years, however, it was evident that the organisation could no longer depend on this structure. Accordingly a revised constitution was developed and the Charities Regulator approved this document in March 2020. Due to Covid-19 we were delayed in bringing these resolutions to you for consideration and ratification at a general meeting. He clarified that no changes were made to the principle objectives of the constitution. Under existing constitution Article 28 regional committee members and board members are entitled to vote. Proxy forms were provided to those eligible to vote and he confirmed that one proxy vote was received. Mr. Dermot Callanan of FCC Chartered Accountant & Registered Auditors verified same. Mr. Callanan has also confirmed that there are 16 people in total entitled to vote (including 1 proxy vote). A special resolution requires 75% majority of the votes cast by the members entitled to vote. The following special resolutions were considered and passed.

RESOLUTION 1

That the current Constitution be updated and replaced by updated Constitution as circulated with the AGM notice.

Rationale: The current Constitution is dependent on a branch/regional structure which is no longer functioning.

16 votes in favour were received and the resolution was passed.

RESOLUTION 2

That the register of members will be updated to reflect the membership of the company in accordance with the enclosed updated Constitution.

Rationale: An up to date register of members is a requirement under the Companies Act 2014

16 votes in favour were received and the resolution was passed.

8. ANY OTHER BUSINESS

Mr Dermot O'Neill proposed a vote of thanks to Kevin Newell and acknowledged Mr. Newell's commitment and dedication to Ability West. He reported that Kevin is very professional and ensures that the business of the Board is fair, equitable and transparent. This vote of thanks was proposed by Mr. O'Neill and seconded by Mr. Ray Kelly

Mrs. Breda Crehan-Roche, Chief Officer CHO West congratulated the Chairperson, all Board Members and Branch Members, the Interim Chief Executive, Senior Management Team, all Ability West staff for their work, particularly over the past few months during the pandemic. She advised that an update about the 1% funding cuts will be provided in due course. Mrs. Crehan-Roche also referred to the re-opening of day services and advised that information would issue once decisions had been made in relation to the one or two meter guidelines which would greatly affected re-opening. Mrs. Crehan-Roche wished continued success to the organisation and highlighted how much the HSE values working with Ability West and supporting the valuable work that Ability West carries out.

There were no questions arising. The Chairperson concluded the meeting and thanked everyone for attending the meeting and for their contributions.

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