

8th AGM of County Kilkenny LEADER Partnership Company Ltd.

14th of June 2017, at The Springhill Court Hotel, Kilkenny,

Members Present: Denis Drennan (Chairperson), Pat McAuley, John Burke, Joan Fitzpatrick, Kevin Mahon, Kevin Murphy, Suzanne Campion, Martha Bolger and Richard O'Brien, Padraic O'Flaherty, Rory Williams, Margaret Whelan and Janet Beck.

Apologies: Fr. N. Flavin, Paul Corcoran, Cllr. Malcolm Noonan and Cllr. Eamon Aylward.

In attendance: Declan Rice, Company Secretary & CEO; Martin Rafter, Assistant CEO; Donal O'Dwyer and Shelagh Foley, representing *Carrigan O'Dwyer*, Company Auditors and Bernie Thorpe Financial Coordinator & Recording Secretary.

The meeting was opened by the Chairperson who welcomed those Members in attendance.

Agenda

1. The draft agenda, having been circulated was proposed by John Burke and seconded by Suzanne Campion and approved by the meeting without dissent or counter proposal.

AGM Minutes

2. The minutes of the last AGM held on the 28th of June 2017, having been previously circulated were proposed by Kevin Mahon and seconded by Joan Fitzpatrick and approved by the members without dissent or counter proposal.

Annual Accounts

3. The Annual Audited Financial Statement (or "accounts") to the 31st of December 2016, having been previously approved, by the Board at their previous Directors meeting, had been circulated to members in attendance. The CEO informed those present that the Finance Sub-Committee had also analysed the accounts in detail prior to their submission to the Board.

The accounts were presented by Donal O' Dwyer, of *Carrigan O' Dwyer*, the company auditor. He gave the company a clean audit, and stated that there were no issues arising from the accounts. There were no queries from the Members at the meeting on the accounts. The Auditor suggested that anybody who had a subsequent question on the accounts could submit them by email to the Financial Coordinator, Bernie Thorpe, who would pass them on to him for response.

The annual accounts were proposed by Martha Bolger and seconded by Kevin Mahon and approved by the meeting without dissent or counter proposal.

Appointment of Company Auditors.

4. The Chairperson informed the Board that while KLP was happy with the performance of *Carrigan O'Dwyer*, and worked well with them in the past, it is a requirement that KLP tender this task, out to others in the sector. It was proposed that the tender should be prepared in the coming weeks, and the duration of the tender to be five years, given the nature of the work involved, and learning of new systems etc., specific to KLP and their funders. Those Members present agreed to this proposal.

Update on the Company restructuring process.

5. The Chairperson gave a presentation KLP, the process the company had agreed to undergo at its last AGM the reduction of Board size from 24 directors to 15 directors, with a reduction pro-rata across all sectors. This has taken the year, to enact, and he gave a breakdown of each of the sectors and how the process was achieved as follows:
 - ***The public sector representation*** had to reduce from three to two representatives from the sector. The CEO and Chairperson met with Suzanne Campion (South East Fisheries) Martha Bolger (KCETB) and Richie O'Brien (*Teagasc*), all of whom wished to represent their organisation on the Board. The three individuals decided to draw straws and the short straw was drawn by Martha Bolger, who now leaves the Board.
 - ***Social partners representation***, had a number of different pillars in it, and each had to go through a separate process.
 - The Board had decided not to have a *union representative* on the board for the present.
 - *Farming sector* saw a reduction from two seats to one, with Denis Drennan being appointed, and Joan Fitzpatrick leaving the Board.
 - *The Employer and Environment* director positions, was also reduced from two seats (one each) to one single position. As both Anne Gibbons (*An Taisce/ Environmental Pillar*) and Ger Mullally (*IBEC/ Employer Pillar*) wished to retain their seats, the decision on which pillar was to be retained, went to a vote of the Directors. Balloting was oversee by the Company Auditors *Carrigan O'Dwyer*. Following circulation of the ballots they were were opened by the CEO and Donal O'Dwyer of *Carrigan O'Dwyer*. As a result Ger Mullally was elected as a director, with Anne Gibbons retiring from the Board.
 - *Small Business*, this appointment was made through nominations of the Small Business Members. Rory Williams was deemed elected to the Board.
 - *Community and Voluntary Sector*, this sector was to reduce from eight to four

Board representatives, following resignations during the year the remaining incumbents being Fr. N. Flavin, Breda McDonald, John Burke, Pat McAuley, Kevin Murphy and Paul Corcoran. This election of the four new nominees was the responsibility of the members, this process was done by secret ballot, with 85 votes, put forward and the following came through that process, and were to be ratified by the Board meeting following the AGM, Pat McAuley, John Burke, Mags Whelan and Janet Beck. Again the ballot was overseen by Donal O'Dwyer of Carrigan O'Dwyer and scrutinised and the CEO.

6. The CEO informed the meeting that as the Board had adopted a new constitution in 2015, leading to the changes in the structure of the Board, a decision now had to be made with regard to the terms of office of directors and Chairperson, with a view to retaining experience gained, so as not to impact on the company performance and development.

At the last ordinary Board meeting the CEO represented a document, following discussions at the previous meeting, outlining how this could be done, following discussion at the last Board meeting the company solicitor look at the document. He recommended that the following resolutions were brought to the AGM. The of these resolutions aim being to reset the clock on directors elected to the Board of KLP following the restructuring process to retain a skills base in the company.

The CEO having previously circulated the proposed resolutions explained them to those present.

- **Resolution 1:** *An amendment to Article 74 (a) of the constitution.* To allow for the development of stability following the period of radical changes to the Board structures, this resolution will allow a “resetting of the clock” on terms of office of Directors, and thus from the 8th AGM of the company, allowing all directors to start from the same starting point e.g. year one of a three year term. The resolution was proposed by Joan Fitzpatrick and seconded by Pat McAuley and approved by the members without dissent or counter proposal.
- **Resolution 2:** *An amendment to Article 91 (a, b & c) of the constitution.* This resolution will this sets the term of office of the Chairperson, the ability to remain on the Board as an ordinary director for one additional year- following directly on service of six years- only if the previous year had been served as Chairperson. The resolution was proposed by Martha Bolger and seconded by Mags Whelan and approved by members without dissent or counter proposal.

Chairpersons Report

7. A copy of the *Chairperson's Report* was circulated to those present and the Chairperson highlighted areas of this.

The Chairperson thanked the Board and the staff for their work in the last year.

- It had been a good year for the Company with the awarding of the delivery of the **Rural Development Programme**, but frustrating in another way with the level of bureaucracy imposed on the programme. Recent days have seen a level of easing off of some of those, which will allow the programme run more smoothly.
 - The Chairperson congratulated the Martin and the **SICAP** team on their performance and achieving targets set on the programme, working with unemployed and socially excluded. This despite the number of unemployed nationally falling from 15% to 7%.
 - The **Rural Social Scheme and TUS** have progressed well in helping people move to employment and improving their quality of life.
 - **Deenside Early Years**, with the aid of the new manager, and new systems, and now rebranding what we all knew as Ted's Den in Castlecomer is now **Deenside Early Years**, it is making great strides over the last year, and is expected to continue to do so. There is a possibility that it will be set up as an independent company, so that eventually it will transition into community ownership, this work will take place over the coming year.
 - **Housing Aid**, with a new manager in place, has improved its service and finances, and is generating revenue, while providing services to vulnerable older people and disadvantaged families. This programme is currently in a re-contracting phase with funders.
8. In addition to programmes and their delivery there were a number of different corporate updates the Chairperson drew the member's attention to including:
 - **The company membership**; at the end of March 2017 KLP had 150 members, and KLP hope to retain this number, if not increase it. This is the result of a process commenced at an EGM in September 2015.
 - **The Governance Code** In May 2017 the Board resolved to commence the process of compliance to the governance code, this work will be ongoing in the coming year.
 - **Board Directors**, as previously stated, the process to reduce directors from 24 to 15 will be completed, following this AGM. The Chairperson stated that with the downsizing the Board will lose some people, and will be organising a function to celebrate their work and thank them later in the year. In the meantime he issued a big thank you to all outgoing directors. However, he hoped that the new Board could utilise some of their skills and experience in other ways, and will endeavour to do so where possible.
 - **Evaluation Committee**, the Chairperson thanked the Evaluation Committee for the work they do on behalf of the Board, scrutinising, reviewing and making recommendations, on RDP projects prior to their presentation to the Board.

- **'Think Tanks'**, to date KLP has had 'Think Tanks' on heritage, transport, broadband and community tourism, consulting the membership and the wider community, these are felt to be very useful in focusing the company and the direction it takes. The Chairperson thanked all who participated in the 'Think Tanks'.

A.O.B.

9. The CEO informed the Board members that there would be a Board meeting at 9.30pm following tea and coffee.
- 10.0 The CEO also thanked the Chairperson, stating that he has been an important element in the company retaining its autonomy, in the last few years, and offered the view that he had handled difficult issues in challenging times very skilfully.

The Chairperson closed the meeting at 9.20pm

The above is a true and accurate account of the meeting of the recorded date as approved by the members of County Kilkenny LEADER Partnership Company Ltd. as recorded under my hand on this date.

Signed: _____

Denis Drennan
Chairperson

Date: _____