

**Minutes of the 31<sup>st</sup> Annual General Meeting of the Public Relations Consultants Association (Ireland), held at the Merrion Hotel, Dublin 2, on Thursday 27 February 2020.**

<b>Present</b>	<b>Apologies</b>
Paul Allen, Rhona Blake, Justin Bowers, Conor Brennan, Kathryn Byrne, Joe Carmody, Owen Cullen, Annemarie Curran, Lorna Jennings, Jane McDaid, Gill Madden, Ciara Murphy, Sharon Murphy, Mari O'Leary, Donnchadh O'Neill, Aoibheann O'Sullivan, Norman Pratt, Martina Quinn, Padraig Slattery, Jim Walsh.	Claire Feely, Nigel Heneghan, Caroline Heywood, Jack Hickey, Tony Hughes, Neasa Kane - Fine, Emma Kelly, Tim Kinsella, Jane McDaid, Laurie Mannix, Siobhán Molloy, Michael O'Keeffe, Ann-Marie O'Sullivan.
<b>Also Present</b>	
Dr Martina Byrne (CEO)	
Áine Sheehan	
Annmarie Jordan	
Emma Delaney (Auditor)	

**1. Notice of meeting and apologies**

The notice of the meeting was read by Owen Cullen, as Company Secretary, and the apologies received were noted.

**2. Minutes**

The Minutes of the previous AGM, having been circulated in advance, were taken as read.

Proposed by Sharon Murphy and seconded by Padraig Slattery.

**3. Matters Arising**

There were no matters arising.

Sharon Murphy asked to raise the issue of the profession's view on event management in relation to the emerging issue of the Covid-19.

#### **4. Chairperson's address**

The Chairperson welcomed the attendees and delivered her address.

She thanked outgoing Board members Rhona Blake and Anne-Marie Curran for their valuable contribution during their terms on the Board.

She added that three nominees had come forward to fill the two vacancies on the Board: Gill Madden, Martina Quinn and Paul Allen, however Paul Allen had subsequently withdrawn his nomination. The new appointments to the Board would be made later in the meeting. The Chairperson added that it was a sign of a good governance and a healthy Association that senior professionals wanted to join the Board and continue its work.

She commented on the exceptionally positive financial standing of the Association, recording an unprecedented surplus of €14,116 for the year. This is welcome news as it puts the Association on a secure financial footing to deal with rising costs and to re-invest in valuable resources such as sector research and payment for expert speakers. It has also ensured the Association could cover the legal costs in updating the Constitution or Memorandum & Articles.

The Accounts for 2019/20, which were audited by KSI Faulkner Orr, represented at the meeting by Emma Delaney, were made available to members on the PRCA website in advance of the AGM.

The Chair then recapped on some of the work of the Board and Executive on behalf of the PRCA covering the financial year November 2018 to October 2019.

A briefing from the Judges of the Awards for Excellence on submitting a winning entry took place in February 2019 - 30 people attended. The briefing for the 2020 awards ran in early December and almost 50 attended.

The sponsorship of the Cannes Young Lions PR competition by PRCA in association with PRII has gone from strength to strength since the sponsorship started in 2017.

Picking up on a topic being discussed globally by the profession, the Association held a briefing in May with Business in The Community on 'The CEO as Activist: The Pros and Cons'. The CEO of BITC Tomás Sercovich spoke in favour, with Ben Burton, Drury's Porter Novelli as respondent.

Even more topical was a briefing on Brexit for PRCA members with the Assistant Secretary General Declan Hughes from the Department of Business, Enterprise and Innovation and Eileen Hearn from Government Information Services.

The most recent Briefing was in January, with Bob Semple, Governance expert, who spoke on Risk Analysis for Boards.

Other work undertaken included:

The introduction of two new categories in the 2019 Awards namely the 'Best Issues-led campaign' and the "Best long-term campaign". In these, as in the other 20 plus categories, what really shone through was the innovative and strategic thinking that underpinned all of the shortlisted entries. It was gratifying to see the increasing emphasis being placed on measurement and evaluation.

The PRCA re-launched the now compulsory Consultancy Management Standard for 2019-2021. The Chairperson said she was delighted to report that, for first time since the introduction of CMS in 2002, the Association was about to achieve 100% compliance among PRCA Members. The PRCA CMS is an excellent credential for PRCA members and distinguishes them from non-member agencies.

In other representational work, a submission was made on behalf of the PRCA to the Department of Public Expenditure and Reform on the review of the Lobbying Legislation. In the previous year a submission was made to SIPOC on the Code of Practice for those engaged in Lobbying.

As the PRCA is a member of the International Communications Consultants Association the Chairperson represented Ireland at the ICCO Global conference in Lisbon in October.

Finally, a very important piece of governance work was undertaken by the PRCA CEO and the Board. Following a review of the PRCA Memorandum and Articles of Association, otherwise known as its constitution, and consideration of legal advices received, a number of amendments were being put to the membership at the meeting. The purpose of this is:

1. To bring the Memorandum and Articles of Association into line with the provisions of the Companies Act 2014 which updated and consolidated company law in Ireland.
2. To implement good corporate governance practice.
3. To provide further detail on the Company's complaints procedure and clarify that the PRCA Board can sanction and expel a member in breach of its standards, codes and bye-laws.
4. To provide further detail on the eligibility, appointment procedure, and term in office of a Member of the Board and of a Chairperson of the Board.
5. To remove anomalies, ambiguities, grammatical and typographical errors in the text and update it by removing out-of-date material.

The special resolution to approve these amendments was included in the AGM Packs and the Board would be seeking support for the new M&A later in this meeting.

The CEO and Board had also worked to clarify the PRCA Disciplinary / Complaints procedure and a copy of the proposed new PRCA Complaints Procedure was included in the AGM pack for information. This document explained the new procedure to be overseen by the Board and a Standards and Ethics Committee. This is not an Article of the Memorandum and Articles and therefore not part of the Special Resolution to be voted on at this AGM.

However, The Chair said the members of the Board of the PRCA and the CEO would welcome any thoughts or suggestions on the steps of the procedure.

Looking ahead to 2020 the Chair highlighted:

- the roll out the Amarach research study sharing the result with participating members
- the new categories in Awards 2020. The 'In House PR Team of The Year' recognises two in-house PR teams in the private or public sector. There will also be two awards for 'The PRCA Agency of

the Year'; the first for agencies with 1-10 employees and the second for agencies with 11 or more employees. Importantly, this category is exclusive to PRCA members.

The Chairperson said the aim continues to be to present engaging, topical, industry-related events and speakers and the CEO is always open to suggestions from members.

In conclusion she said 2018/19 has been a very productive and successful year for the PRCA and the Association was in a strong position to face 2020.

She thanked the CEO and the Executive team for their ongoing support and dedication to PRCA during the year.

## **5. Honorary Treasurer's report and adoption of audited accounts**

The Honorary Treasurer presented his report. All members had received the accounts for 2018/19 through the members-only area of the PRCA website. The Treasurer began by thanking the auditors KSI Faulkner Orr, and Emma Delaney for attending.

The Treasurer said he was pleased to report that the PRCA accounts reflected a healthy financial position following an exceptional year.

The PRCA financial year runs from November 1<sup>st</sup>, 2018 to October 31<sup>st</sup> 2019, at which point the Association had recorded a surplus of €14,116. This compares to a surplus of €347 at the end of the previous financial year.

The PRCA operates on a relatively modest budget, however this year's income of €75,481 represented a significant increase of €23,182 over the previous year.

The Treasurer provided some context around the figures, including the following factors:

Membership fees. At the previous year's AGM, it was agreed that an increase in membership fees was timely and justifiable, with fees having not risen in more than 20 years. A subsequent increase of 20% was imposed, and this has had a positive impact on the 2019 income.

The Awards for Excellence. 2019 was an exceptional year in the Awards programme. A high volume of entries and an unprecedented attendance at the awards event, generated a net income of €13,945.

Anniversary dinner. A 30<sup>th</sup> anniversary dinner at the Cliff Townhouse was a resounding success. This one-off event generated an income of €5,850.

In addition to the other items mentioned, PRCA also received contributions from CMS audits during the year, amounting to €2,400.

Turning to outgoings, expenditure for the year was up by €9,414. While this seemed like a large increase, the spending during the course of the year was in fact slightly down on previous years. The increase in expenditure can be attributed to the 30<sup>th</sup> anniversary dinner; a one-off event necessitating an expenditure of €11,041, offset by the income of €5,850, equating to a cost to the Association of €5,191.

All factors considered, the Treasurer was pleased to report that, as of October 31<sup>st</sup>, 2019, the Association has a reserve of €32,890.

The 2019 accounts delivered a healthy surplus, but he said that 2019 was in fact an exceptional year and that in the year ahead The Board are forecasting a break-even position. This is for a number of reasons:

The higher overall cost associated with the 2020 Awards for Excellence due to the addition of two new categories and four new awards.

Legal fees for the revised Memo and Arts for the Association.

The cost of organising events, and hosting guest speakers, continues to increase.

The Treasurer thanked the CEO and the Executive team for their efficient running of the association and managing the overheads. The Treasurer paid particular thanks to Áine Sheehan, Finance Manager, for her support during the year.

The audited accounts were formally adopted by the meeting.

## **6. Appointment of auditors**

The meeting approved KSi Faulkner Orr as the Association's auditor and gave the Board the power to fix remuneration in relation to such.

Proposed by Jim Walsh and seconded by Pdraig Slattery.

## **7. Election of Board Members**

As there were two vacancies on the Board and two nominees, Gill Madden and Martina Quinn were deemed appointed.

The Chair read a short biography of each new Board member and commented that the new members were illustrative of the widening representation provided by PRCA, national and international, large and medium in size and of the diversity of client work undertaken by members.

The Chairperson congratulated Gill and Martina on their appointment.

## **8. Special Resolutions to amend and update the PRCA Memorandum and Articles of Association**

The Chair advised that there was one Special Resolution before the meeting: to update and amend the Memorandum and Articles of the Association. A copy of the amended PRCA Memorandum and Articles was circulated to members in the AGM pack.

The Chair asked if there were any questions or comments on the amendments. As there were none, and as she had earlier summarised the rationale for the updates and amendments, she proceeded to read the Special Resolution before the meeting:

*“That the Memorandum and Articles of Association/Constitution in the form attached hereto be and is hereby adopted as the Memorandum and Articles of Association /Constitution of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association /Constitution of the Company.”*

She then called for a vote by show of hands. The special resolution was passed unanimously.

Jim Walsh asked what the deadline was for comments and suggestions on the Complaints Procedure. The CEO advised that, following the vote on the Special Resolution, she would now be opening a call for submissions from the membership.

#### **9. Motions**

There were no other motions.

#### **10. AOB**

At the request of Sharon Murphy, there followed a useful and constructive discussion with contributions from many attendees on how member companies were responding to potential event cancellations due to concerns related to the emerging Covid-19 issue.

There was no other business and the meeting concluded at 12:45pm

**Mari O’Leary**

**PRCA Chairperson**

**Date**