

**Minutes of the 32<sup>nd</sup> Annual General Meeting of the Public Relations Consultants Association (Ireland), held on Zoom platform due to Covid-19 restrictions on gatherings on Friday 26 February 2021.**

<b>Present</b>	<b>Apologies</b>
Justin Bowers Keating & Associates Kathryn Byrne Limelight Communications Joe Carmody Edelman Lucy Cronin Instinctif Partners (Ireland) Owen Cullen Cullen Communications Caroline Heywood Walsh:PR Neasa Kane-Fine RPS Project Communications Emma Kelly Elevate Tim Kinsella MKC Communications Gill Madden FleishmanHillard Siobhán Molloy Weber Shandwick Sharon Murphy Wilson Hartnell Michael O'Keeffe Teneo Mari O'Leary O'Leary PR & Marketing Ann-Marie O'Sullivan AM O'Sullivan PR Ltd. Aoibheann O'Sullivan Murray Martina Quinn Alice PR & Events Jim Walsh Walsh:PR Doug Whelan ClearStory International	Mary Crotty
<b>Also Present</b>	
Dr Martina Byrne (CEO)	
Áine Sheehan	
Frank Condon	
Annmarie Jordan	
Declan Mulhall (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 AM O'Sullivan and seconded by S Molloy.

**3. Matters Arising**

There were no matters arising.

**4. Chairperson's address**

The Chairperson welcomed the attendees and delivered her address.

She thanked the Board for their time and commitment to the PRCA - Siobhan Molloy of Weber Shandwick, Gill Madden of Fleishman Hilliard, Martina Quinn of Alice PR, Joe Carmody of Edelman, Owen Cullen of Cullen Communications and Lorna Jennings of Hanover (represented by Colin O'Donnell while she is on maternity leave) and welcomed two members who joined the Association during the year: Ray Gordon of Gordon MRM and James McCann of Clearstory International.

The Chair then went on to review what had transpired to be a productive year.

Following the passing of special resolutions at the previous AGM, the Memorandum and Articles had been updated and brought into compliance with the Companies Act 2014. She noted that there was one Special Resolution to be put before the current meeting - to allow general meetings to be held online if necessary, in the opinion of the Directors.

The new Complaints Procedure was established, and Barrister and former Ombudsman Paulyn Marrinan Quinn had agreed to become the independent Chairperson of the committee.

The PRCA application to be accepted onto The Bar Council's Direct Access Scheme was successful, which means that all PRCA members can avail of the Bar of Ireland Direct Professional Access Scheme, that is being able to access a Barrister directly without having to go through an instructing solicitor.

Dr Martina Byrne had made representations on behalf of PRCA to Office of Government Procurement (OGP) on the Framework, as well as to the Arts Council on its late cancellation of an RFT. In January there was a joint submission with the PRII to the Future of Media commission and Martina also drafted a briefing note on the right to disconnect and the right to work from home.

After many years, the Governance of the Benevolent Fund, held jointly with the PRII, had been updated and new Trustees established. This fund is now financing a very timely new benefit for PRCA members employees, the Membership Assistance Programme.

From a Financial perspective, the association had a strong year up to 31<sup>st</sup> October 2020, despite the challenges of COVID-19, recording a surplus after a contribution was made to the Benevolent Fund. This was welcome news as it supports the Association as it re-invests into valuable resources including the MAP.

The Accounts for 2019/20 were audited by KSI Faulkner Orr represented at the AGM by Declan Mulhall.

A significant milestone was achieved during the year with 100% compliance with the Consultancy Management Standard which is the internationally recognised quality standard for the industry.

The Chair noted that one of the highlights of the PRCA calendar is The Awards for Excellence. The 2020 ceremony was hosted online back in June due to COVID-19 and featured two new categories including the PRCA Agency of the Year. She congratulated members Edelman and Anne Marie O'Sullivan on winning the larger and smaller Agency of The Year, respectively. The 2021 Awards are underway and see the introduction of another new category this year - the Best Integrated Campaign.

The Cannes Young Lions competition was held in 2020 however, because of the cancellation of the international event, the winners, Lughán Deane and Orna Clarke from Murrays will go forward to represent Ireland in 2021.

The PR Sector Research Study which is conducted every two years by Amarach was completed in early June and presented by Gerard O’Neill to those members who participated in the survey at the end of August.

A new membership benefit was launched in September, the PRCA Membership Assistance Programme. This offers the employees of member companies support facilities and counselling. It is 100% confidential and a free service for management and staff alike and the Chair encouraged members to let staff know that this service is available to them.

In November, the Chair attended the International industry ICCO conference which was held virtually.

In terms of Members Events, and in addition to briefing sessions on best practice in evaluation and measurement based on The Barcelona Principles, and advice from the Award’s Judges, the PRCA hosted four virtual events – expert briefings - for members during the year.

All in all, the Chair said 2019/20 had been a very productive and successful year for the PRCA and the Association is in a strong position to face 2021. The Chair thanked the Executive Team at Merrion Square: Dr Martina Byrne, Aine Sheehan, Annemarie Jordan, Dulach Glynn, Frank Condon and Tom Hardy for all their efforts and hard work.

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

The Honorary Treasurer presented his report. All members had received the accounts for 2019/20 through the members-only area of the PRCA website. The Treasurer began by thanking the auditors KSI Faulkner Orr, and Declan Mulhall 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>, 2019 to October 31<sup>st</sup>, 2020.

As mentioned in the Treasurer’s report last year, the 2019 financial year was an exceptional year. The 2020 financial year had turned out to be another exceptional year but unfortunately, it was for a very different reason. However, the Treasurer was pleased to report that, despite that, the PRCA accounts had maintained a healthy financial position and while it had budgeted for a small surplus of €143, the Association was able to record a surplus of €3,085 this year.

The PRCA operates on a relatively modest budget and there had been a decrease in income of €15,145 compared to the previous year. For example, The Awards for Excellence ceremony had to be held online and this impacted income and due to its cyclical nature the income was CMS was significantly lower this year also.

The Association had maintained membership fees in line with last year.

Expenditure for the year was down despite expenses for legal advice in relation to the updating of the M&A.

The Treasurer commented that the Association's position allowed it to start contributing to the Benevolent Fund again especially now that it was funding the Membership Assistance Programme. Mental Health and wellbeing are a critical issue for many people, including PR agency owners and staff, and the Treasurer said he believed the profession needed to collectively talk more about these issues.

In conclusion, the Treasurer was pleased to report that the Association now has a reserve of €35,975. From a cashflow perspective, he said it is also in a good position with money in the bank. The new credit control process has paid dividends, and he was pleased to report that trade debtors at year end was zero. He thanked members for timely payments of fees.

Looking to the year ahead, he said the Board are anticipating a similar year in terms of finances and forecasting a surplus of €3,500.

In concluding his report, he thanked the CEO and all the team at 84 Merrion Square for their efficient running of the Association and for their support during the past financial year. In particular, he thanked Áine Sheehan for her valuable assistance in maintaining and reporting the Association's finances and achieving that zero-euro debtors report.

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 O Cullen and seconded by E Kelly.

## **7. Appointment of new Chairperson**

The Chair, Mari O'Leary, said that as she had served a full two-year term as Chairperson, a vacancy arises for a Chair of the Board. The Board proposed that Owen Cullen, current Board member, Company Secretary, and Treasurer of the Association, be appointed new Chairperson of the Board to serve a two-year term.

M Quinn seconded the proposal.

M O'Leary noted that Owen Cullen was duly appointed Chair of the Board and she congratulated him. M O'Leary also said that as outgoing Chair, she will be staying on the Board for the coming year to assist a smooth transition.

Attendees congratulated Owen on his appointment and thanked Mari for her work over the past two years.

## **8. Election of Board Members**

As there were two vacancies on the Board and two nominees, two current Board members who had stood for re-election, were re-elected: Joe Carmody and Siobhan Molloy.

The Chairperson thanked Joe and Siobhan for their service and commitment.

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

The Chair advised that there was one Special Resolution before the meeting to amend the Memorandum and Articles of the Association to allow general meetings to be held online if necessary, in the opinion of the Directors

The amendment was proposed on behalf of the Board by Mari O’Leary and Owen Cullen.

A copy of the Special Resolution was made available for members with the other documents related to the AGM.

The Chair asked if there were any questions or comments on the proposed amendments. As there were none, 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.”*

A poll was held using the Zoom tool.

The special resolution was passed unanimously.

## **10. Motions**

There were no other motions.

## **11. Incoming Chairperson’s Address**

The incoming Chair began by paying tribute to Mari O’Leary for a fantastic job over the past two years, in exceptional and often very challenging circumstances. He assured her that he would do his best to continue her work.

He noted these were still exceptional times, in PR, in business generally, and in the wider scheme of things. While certain sectors of the industry remain very challenged, agencies had largely been able to adapt quickly and get on with the business of representing and promoting clients.

From an agency perspective, he said he thought the back-to-office conversation is going to be an issue when things start returning to normal. That is going to represent a big internal communications challenge, along with a sweeping new set of health and safety measures, once offices re-open. In tandem with that, he said he thought there would be a major new focus on employee wellbeing and mental health as people re-adjust to life in the office. People have been through a lot, they are perhaps not as resilient as they were this time last year, and they are going to need a lot of empathy.

There are going to be major practical considerations for agency managers around things like risk management, insurance, and so on. He referred to the Expert Briefing for Members on Corporate Risk Insurance which would follow the AGM.

From a client perspective, he forecast the profession would see more clients wanting to align with societal and sustainability issues including climate and the environment; food security; homelessness; diversity; and other issues. Clients are going to have to show more purpose, and agencies are going to have to help them do that. He said the profession would likely see continued pressure on organisations to undergo digital transformation or evolution.

Clients are going to remain in 'crisis-standby' mode for some time. For some, crisis management may not be a speciality but there is no doubt agencies have stepped up in the past 12 months and guided clients through a very difficult and delicate time.

From an industry perspective, PRCA members have a role to play in restoring faith in communication and information. There will be an increased focus on performance measurement and metrics in PR, in tandem with renewed scrutiny around budgets and spending.

The relief that comes with the roll-out of vaccines will be underpinned by anxiety about what comes next, and the sector can probably expect caution when it comes to budgets. On the subject of budgets, Owen announced the Board are planning an interim survey next month to explore the impact of Covid-19 on agency financials.

Among the plans for the year is a review of the value proposition of the PRCA. The Board has carried out an extremely thorough SWOT analysis that will form the basis of this discussion over the coming months. The incoming Chair also promised to contact members to hear their views on how PRCA can help and serve.

In conclusion he acknowledged the work of everyone at 84 Merrion Square: Martina, Ann-Marie, Áine, Frank, Dulach and Tom on behalf of all PRCA members.

## **12. AOB**

There was no other business and the meeting concluded at 12:35pm

**Mari O'Leary**

**PRCA Chairperson**

**Date**