

**Westmill Solar Co-operative
Minutes of board meeting**

26th April 2016 at 9.30 at The Low Carbon Hub, Park End Street, Oxford.

Present:

Tom Parkinson (TP)(Chair), Martin Allman (MA), Richard Benwell (RB), Mark Luntley (ML),

In attendance: Sarah Flood (SF), Adam Lewthwaite (AL) Jamie Hartzell (JH) – Ethex

| Agenda Item | Discussion, decisions and actions | by |
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| 1. Approval of minutes and matters arising | <ul style="list-style-type: none"> • The minutes of the last minutes were approved. <p>Matter arising</p> <ul style="list-style-type: none"> • PW will confirm status of the financial model with LCPF. • TP will provide a document to state that whilst directors fees are paid via payroll they are not employees. This will protect Westmill Solar and the individual directors in regard to PAYE. | PW TP |
| 2. OST report | <p>It was noted that:</p> <ul style="list-style-type: none"> • A small number of solar panels were damaged in a storm; the panels have been replaced. • The irradiation levels were lower than forecast due to the irradiation levels being forecast too high. The forecast has been amended by OST. • MA comments that OST are being proactive and putting in place sensible measures and procedures to ensure the smooth running of the park. • OST have offered to completed a thermographic imaging to identify faulty panels and improve proactive maintenance. • It was discussed whether additional payments such as inverter replacements and thermographic imaging should be included in the next full O and M contract. • The SMA cost-benefit analysis report will be provided by OST in the next few weeks and will be circulated to the board to review. <p>A discussion was held regards impacts of insolvency of Abakus AG:</p> <ul style="list-style-type: none"> • Abakus AG has declared insolvency and Westmill Solar board was informed. Abakus Manchester have also been in contact. They remain a going concern and are currently still continuing to deliver against our O&M contract. • There are a few risks to Westmill, namely the parent company guarantee, which the board are discussing with Abakus Manchester in order that a suitable alternative guarantee can be put in place. • With agreement from Abakus Manchester, Westmill Solar is currently withhold its payment for the next 6 months of the O&M contract until all relevant guarantees are in place. | MA |
| 3. Ethex Report | <p>It was noted that:</p> <ul style="list-style-type: none"> • Ethex will provide Lancashire with the quarterly OST reports by way of keeping LCPF up-to-date with the technical performance of the site. | Ethex |

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| | <ul style="list-style-type: none"> • Ethex will contact OST regards producing an annual report in Q4 in order to be able to more easily compare irradiation comparisons. • This quarter there have been 7 share transfers. • Ethex will request the registry trust report on whether investors purchasing transferable shares are existing investors or new investors, as well as their location. | Ethex Ethex |
| 4. Management accounts (up to Q1 2016) | <p>It was noted that:</p> <ul style="list-style-type: none"> • The operating profit is £265,763 (£75,952) higher than expected, and the profit after interest and depreciation is a loss of £9,997 (£76,449 better than expected). A loss in Q1 and Q4 is expected as the irradiation is lower in these quarters but evened out by stronger irradiation in Q2 and Q3. • Electricity generation this quarter was higher than forecast. • Ethex clarified that all payments in the accounts are fixed except for the Abakus premium and the site rent, any unexpected costs are brought to board meetings for approval. • Ethex is working with OST in order that a formula for predicting the Abakus premium can be ascertained. • In the management accounts the negative value under the community fund heading is the reversing of a year-end journal and will be adjusted in the next management accounts. | OST/Ethex |
| 6. Signing off on year-end accounts | <ul style="list-style-type: none"> • The board agreed and signed off the strategic report. • The end of year accounts were also approved and signed. • The board discussed the option to make less frequent (but larger) capital repayments in the future to keep administrative costs down. | |
| 7. B to A Shares | <ul style="list-style-type: none"> • The conversion of B shares to A shares is being finalised. The effective date will be the 27th of October when it was agreed in the board meeting. New share certificates will be sent out before the AGM. The associated costs of seeking legal advice and making the transfers totals £1,500. | |
| 8. Uncashed cheques | <ul style="list-style-type: none"> • The registry trust continues to chase the cheques that are currently uncashed. | |
| 9. AGM preparation incl. resolutions | <ul style="list-style-type: none"> • ML and SF will arrange a meeting with Westmill Wind to finalise the AGM logistics. • The board discussed potential resolutions for the AGM. • The board agreed the resolution for a 6p interest payment. | ML, SF |
| 10. Westmill Solar website revamp | <ul style="list-style-type: none"> • RB provided a summary of his review of possible options of the Website revamp. He concluded that there are four main areas to cover with the website: members, individuals and organisation interested in the Westmill story, and to provide further investment opportunities and promote locality. • There is a range of potential new functionality that the board may consider adding to the website including: a members forum, a blog regarding what is happening through the year. • The board discussed the need for moderating and input over any new functionality and discussed the capacity for doing this. • The general cost of revamping the website is between £3-5k depending on an off the peg website or a more custom design which will cost more. • RB will investigate the cost of transferring the current information | |

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| | into a new system. | RB |
| 11. Health and Safety | <ul style="list-style-type: none"> • OST have put forward a proposal to take on the Solar Park Manager function regards Health & Safety. This includes a full review of existing policies and how they are implemented. The board questioned whether a full review was required given that there are already working H&S systems in place. • The board will review the proposal sent through. • There is potential to join the Health and Safety policy with Westmill Wind. ML will introduce Mike (Health and Safety lead on the Westmill Wind board) to RB for further discussion. • The board agreed to introduce a health and safety lead on the board. | ML/RB |
| 13. Excess financial Surplus | <ul style="list-style-type: none"> • AT presented to the board the findings from the members financial surplus working group based on the survey sent out to members. • ~180 members replied to the survey to date. • The board asked AT whether he felt that the members would want to help in the distribution of these funds. AT felt it would be a challenge to find people with relevant experience who are willing to help find projects for these funds. • It was commented that the working group would need to communicate regularly with the board or have a board member on the group. • TP agreed to draw up a paper to go out with the AGM papers to frame key considerations for the co-operative regards financial surplus. | TP |
| AOB | <ul style="list-style-type: none"> • It was discussed if dropbox pro is the correct model for Westmill's data needs. ML will investigate citrix as an alternative as another project he is working on is also looking into this issue. • The board discussed the option to open another bank account to split the Westmill cash funds in order to minimise risk. • ML proposed putting a small amount of money from the community fund into international projects potentially which also promote renewable energy. | ML |
| Next meetings | <ul style="list-style-type: none"> • AGM – 21st May • Board Meeting – 26th July <p>Ethex to contact Critchleys to see if we can use their rooms for board meetings.</p> | Ethex |