



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

24th January 2017 at 12:00 at Critchleys, Greyfriars Court, Paradise Square, Oxford.

Present:

Martin Allman (MA), Nina Alphey (NA), Richard Benwell (RB), Mark Luntley (ML), Tom Parkinson
Chair (TP), Bob Pedley (BP)

Apologies:

Philip Wolfe (PW)

In attendance: Sarah Flood (SF), Aude Duquesne (AD) – Ethex; Als Parker (AP) – Westmill Solar
Cooperative member

Actions and action owners are highlighted in green

Agenda Item	Discussion, decisions and actions	by
1. Approval of minutes and matter arising	<p>The minutes of Q3 Board meeting were approved unanimously</p> <p>Matters arising not covered by the agenda items:</p> <ul style="list-style-type: none"> • BP had reviewed ENcome’s financial position and reported that he is comfortable with it but he also noted that Encome do not currently have audited accounts but are contemplating carrying this out this year. BP recommended that financial stability of the company supplying the parent company guarantee should be part of the O&M contract renewal tender spec • A few actions listed in the Q3 Board meeting minutes are ongoing: <ul style="list-style-type: none"> ○ Review of Governance to be progressed at the next quarter. This will also include the board risk register which will cover areas such as financial health of parent company guarantor / current FCA position regards best practice for energy co-operatives ○ The Board is awaiting a few things from Encome: <ul style="list-style-type: none"> ▪ Howard Johns’s presentation ▪ Signed and dated copy of the parent company guarantee. This then needs to be checked for renewal date. 	<p>TP/BP/NA</p> <p>Ethex Ethex</p>
2. OST report	<ul style="list-style-type: none"> • The Board welcomed the new format noticed in the Q4 2016 report, particularly the added clarity of the Executive Summary. Ethex to feedback to OST • The Board noted that, while the performance ratio (PR) in Q4 was above the guaranteed PR, the December PR was below the guaranteed level; but was in line with industry levels of 70%. One to watch going forward should it keep happening. Ethex to enquire with OST • It was noted that the O&M contract has degradation of 0.3% p.a. 	<p>Ethex</p> <p>Ethex</p>

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	<p>dedicated to supporting communities should be presented in the accounts to ensure clarity for members and efficient corporate tax management. Options discussed, included:</p> <ul style="list-style-type: none"> ○ Split reserves ○ Post-balance sheet disclosure ○ In accounts <p>Ethex will explore with Critchleys</p>	Ethex
6. Presentation of the 2017 budget	<p>It was noted that:</p> <ul style="list-style-type: none"> • The budget was based on the most recent forecast and 2% inflation • SF confirmed that the rates figure used in the budget was based on a review of the recent rate evaluation figures on the official government website • ML suggest that WSC might be eligible to some level of rebate; Ethex to enquire • Since the budget was drawn up, there has been additional commitment of £15,600 regards the rabbit-proof fencing 	Ethex
7. 2017 AGM	<p>A paper drafted by ML was reviewed and discussed. The draft included</p> <ul style="list-style-type: none"> • Agenda: Board members are encouraged to provide feedback on the timings of the agenda; the Board need to decide whether to run the WSC and Westmill Wind Farm AGMs sequentially, in parallel, or with one at start of the day and the other at the end • Keynote speaker: Maelle Gaellou of Enercoop France confirmed interest and availability • Pre-AGM meetings: the Board welcome the idea of a pre-AGM meeting and thanked Ethex for booking meeting place • AGM venue options: the WSC Board shortlisted 2 venues (The Cornerstone Art Centre in Didcot and The Steam Museum in Swindon) also taking into account other stakeholders feedback; the consensus was to book the venue with the best suited breakout rooms; Ethex is to find out more about breakout room options and revert; a decision needs to be made by the 27th of January in order to allow Energy4all to publish their newsletter • The timetable was reviewed; it was decided that <ul style="list-style-type: none"> ○ the WSC newsletter and advance notice comms would be kept separate; the former is to be sent mid-February, including save-the-date and venue, the latter would be sent late March; ○ invites and AGM papers would be sent after the Q1 WSC Board meeting scheduled on 25th of April (ie 3 weeks before the AGM) • A list of stall invitees was reviewed: RB suggested to invite The Climate Coalition given we are their first co-op member and their week of action is focussing on community energy this year. Prior to event WSC to gather some information/statement on how community energy can help combat climate change; MA suggested to invite private companies such as suppliers to Solar Farms; and other Coops and organisations related to Westmill and Community 	Ethex

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	<p>Energy were also suggested such as CEE, Low Carbon Hub;</p> <ul style="list-style-type: none"> • It was confirmed that BP and PW were due to step down this year and that NA's appointment would also need member ratification • The Board kindly asked all Directors to think how to promote AGM and encourage attendance. 	All WSC Directors
8. Long-term treatment of retained profit	<ul style="list-style-type: none"> • Based on the results of the member consultation in December 2016, it was agreed that the proposed interest payment to members for 2016 should reflect the 85:15 split between members' interest and community payments detailed in the consultation and that this split should also form the basis of proposals for future years on which further member consultation was anticipated. 	
9. Share trading to encourage more local investors	<p>Westmill Solar discussed some ideas for how it could enable an even greater percentage of its members to be local, on top of the existing 70% from within 40km radius:</p> <ul style="list-style-type: none"> • If WSC wanted more local individuals/companies to become members, it could issue more shares and make them available only to local postcodes; • It was understood that the secondary market would not be a suitable mechanism to encourage more local investors because this uses a price and date mechanism based on what individuals are privately willing to buy and sell at. Whilst Westmill Solar has the right to veto any trade by not accepting a person as member, e.g. if they were outside the local area, this would then mean that individuals are no longer able to effectively set the terms of their own transaction; • A pool of available shares could be created where WSC may buy back shares at par and make them available for people local to WSC; this might then require caveats in place restricting the possibility to sell on at higher price on the secondary market for a certain amount of time; • This pool could be created by asking larger shareholders if they'd be willing to release some of their holding for local people to acquire; • It was felt that further work to explore this idea was required. Ethex to research if there are any other coop shares trading using a match bargain market mechanism 	Ethex
10. Nina academic paper	<p>NA produced a preliminary paper aiming to find ways in which WSC can be used as an education resource</p> <ul style="list-style-type: none"> • community fund to support student and research: various options • to sponsor a full studentship, ~£85k over 4 years; probably too expensive for WSC • CASE, NERC: support a studentship for £1k; WSC could offer a project; non-cash version options possible too where company could provide training, or work experience (not suitable for WSC) • graduate/masters courses: WSC would need to find academic supervisor who would like to work with us • SAID MBA strategic consultancy module • Grantham Research Institute (linked to Imperial College) would be 	NA

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	<p>an interesting party to talk to</p> <p>The Board welcomes all avenues but the effort in setting up collaborations should be proportional to the amounts contributed (whether it be cash given, access to site &/or data)</p> <p>It was also suggested that whatever funds contributed by WSC could be supplementing existing funds, rather than standalone funding</p>	by
11. Website update	<ul style="list-style-type: none"> • RB grateful for all constructive comments; he reported that the last remaining issue is the live feed from site meters; RB to finalise the website; and then commission a separate piece of work from developer to look into the live feed. All board members in agreement • SF said that Power Oasis have data that can act as a proxy for live data • ML suggested to find out how power stations do that and was suggesting that WeSET are already offering that functionality on their website • In terms of content, : RB shall produce an indicative blog schedule whereby each Board member will produce 1 blog per year • The Board praised the work gone into the website development, and thanked RB for the significant improvement of the website (design, user-friendliness of navigation) • RB and SF to go on training session on how to maintain the website • NA suggested to refresh FAQ content • need to ascertain what is going to happening to current cms when new website is rolled out; this may include archiving procedure • RB to get a roll out date 	<p>RB</p> <p>SF/RB Ethex/RB</p> <p>RB/Ethex</p> <p>RB</p>
12. Updates	<p><u>12.1. LCCPF (BP)</u></p> <ul style="list-style-type: none"> • TP/BP met LCCPF in December to finalise an addendum agreement regarding WSC's and LCCPF's different accounting methods in relation to loan repayments. However, despite a positive meeting and subsequent communications the final wording of the addendum agreement has not yet been agreed by LCCPF. • In the meantime, an enhanced draft compliance certificate was drawn up, including a list of various supporting documents; this has not yet been officially signed-off by LCCPF but we will be used for the next information return <p><u>12.2. PPA renewal</u></p> <ul style="list-style-type: none"> • TP and AP to take the lead (renewal is due in July 2016) • all board members are encouraged to suggest PPA contractors • Given that WSC would ideally like members to have a direct relationship with the electricity produced, it was suggested that we enquire where WSC members get their electricity from so that we can then ask the PPA providers what they might do to support a relationship with our members as part of the PPA renewal 	TP/AP

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	<p>discussions. The next newsletter in February could be a good platform. Ethex to add survey to next newsletter.</p> <p><u>12.3. Government engagement</u></p> <ul style="list-style-type: none"> • TP/PW met civil servants at the Department for Business, Energy & Industrial Strategy (BEIS) on 11 January, to follow up October's meeting with Nick Hurd and pre-accreditation FiT for small entities (<50kW, e.g. social housing, schools) and direct supply; • TP reported that it was a generally positive meeting but outcome remained uncertain and nothing likely to happen quickly. Anything positive for community energy projects would be welcomed though. • ML is invited to meet on 13 Feb BEIS • ML also invited to meet with Cabinet Office to discuss how to create more community projects 	<p>Ethex</p>
<p>13. AOB</p>	<ul style="list-style-type: none"> • WSC loaned £5,700 to Southill Community Energy in 2014. WSC is potentially prepared to convert the loan to grant on the basis of a proposal for how Southill CE would use the funds. AP has put together proposal of biodiversity (e.g. pond, bees, plants) and offering Southill as research resource. AP to circulate proposal to Board • NA & AP would like to be forwarded the Community Energy England newsletter • Governance: NA's other commitments reduce mid-February so she will have more time to deal with governance work together with TP and finance sub-committee. 	<p>AP/Ethex</p> <p>Ethex</p> <p>NA/TP</p>
<p>Next meetings</p>	<ul style="list-style-type: none"> • Board Meeting – 25th April 2017, 12pm • AGM – 20th May 2017 • Board Meeting – 1st August 2017, 12pm (Anticipated apologies: MA) • Board Meeting – 24th October 2017, 12pm 	