



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

**24<sup>th</sup> October 2017 at 13:00 at Critchleys, 23 - 38 Hythe Bridge Street, Oxford**

Present:

Nina Alphey, Richard Benwell, Sarah Flood (Secretary), Mark Luntley, Tom Parkinson (Chair), Bob Pedley

In attendance by phone:

Martin Allman, Als Parker

In attendance:

Aude Duquesne (Ethex)

Actions and action owners are highlighted in green

Agenda Item	Discussion, decisions and actions	by
1. Approval of minutes and matter arising	BP noted a typo in AOB: 'Solar Now as a possible candidate for new community benefit fund' rather than 'new treasury management policy' Pending the above correction, the Q2 board meeting minutes have been unanimously approved	Ethex
2. RINA (formerly OST) report	The Board noted that RINA was not able to issue a quarterly report due to PPA providers belatedly providing data and information and, the potentially serious impact of lack of data on the co-operative cash flow. The reasons for the delay are elaborated upon in agenda item 3 below.	Ethex/TP/MA to monitor
3. Ethex Report	<p>From the Ethex report, the following key things since the last board meeting were noted:</p> <ul style="list-style-type: none"> <li>• In light of the issues arising from the PPA switch, the board agreed to the following action: <span style="color: green;">arrange a meeting with PPA provider, PSA provider, RINA, Ethex, WSC to iron out the process</span></li> <li>• Management accounts: BP thanked Ethex for the work put in the estimated generation and income figures provided in lieu of actual figures for the reasons discussed in agenda item 2.</li> <li>• BP outlined his <span style="color: green;">expectations for the 2017 financial performance, to be finalised with SF:</span> <ul style="list-style-type: none"> <li>○ the 2017 member returns are likely to be in line with expectations,</li> <li>○ community fund contribution to about £60k in addition to the 1% turnover to WeSET</li> </ul> </li> <li>• Cash flow is impacted by delayed payment from Good Energy and Coop Energy. BP requested an update in 1 month (Ethex)</li> </ul> <p>BP requested to know the value of the waived payments (interests and capital repayments)</p>	<p style="color: green;">Ethex/TP/MA</p> <p style="color: green;">BP/SF</p> <p style="color: green;">Ethex</p> <p style="color: green;">Ethex</p>

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<p>4. O&amp;M contract review</p>	<p>ML expressed gratitude to MA and other board members for the substantial amount of work put into this and the clean process that lead to the recommendation and decision.</p> <ul style="list-style-type: none"> <li>• bonus under payment: RINA have made a calculation of the underpayment; RINA yet to confirm 2016-17 bonus figures</li> <li>• renewal: MA recommended moving O&amp;M services to BSR, which would offer a higher, more local level of service; TP noticed that the liability limit is rather low (£31k = 100% service value), however it was confirmed that this particular issue can be mitigated through insurance cover; <b>Ethex/TP to confirm liability level of operational all risk cover is appropriate</b>; TP mentioned that LPPI are aware and approve a change of contractor to BSR</li> </ul> <p><b><i>Decision: the board unanimously approved moving to BSR subject to insurance level clarified with Naturesave; length of contract: 3+ up to 5 roll over (including a 3-month notice) also approved</i></b></p> <p><b>MA to inform ENcome of decision</b> <b>Ethex to arrange handover meeting with OST/ENcome/BSR</b></p> <p>NA requested that <b>Ethex record which board meeting</b> O&amp;M renewal discussions would have to take place in order to allow WSC to give 3 months' notice in case WSC wished not to roll over the O&amp;M contract with BSR, ie Q1 2020 board meeting</p> <p>SF reminded the board that access to live data for the website would be appreciated; <b>MA to discuss feasibility with BSR</b></p>	<p>TP/MA</p> <p>TP/Ethex</p> <p>MA Ethex</p> <p>Ethex</p> <p>MA</p>
<p>5. Co-op Energy affiliate proposal</p>	<p>New Coop-Energy scheme explained by AP</p> <p>This would be reward scheme whereby each Westmill Solar member joining Coop Energy would be translated in a small monetary reward for Westmill Solar.</p> <p>ML elaborated that the affiliate scheme idea came up in discussion between Westmill Solar and Coop Energy and within the credit union; he supports the initiative, and would go further building on this low transactional-level relationship; Coop Energy have modelled a trial experiment where their PPA contract rate includes a discounted element and offer customers discounted rate to members sourcing their electricity from Coop Energy.</p> <p>NA expressed a reservation, feeling unsure whether the disadvantage to all members collectively of a few pennies off the PPA contract rate would be justified by any potential benefits of the scheme to WSC or those individual members who switched; she also questioned how Coop Energy would check whether people who apply are Westmill Solar members (inferring that Westmill Solar need to be mindful of data protection regulation)? She also raised the issue of how Westmill Solar members already customers of Coop Energy would be treated</p>	

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	<p>with respect to the discounted customer rate</p> <p>BP confirmed that the financial aspect of an affiliation scheme is negligible. He would like to know if anything else could be offered to Westmill Solar as part of the partnership.</p> <p>RB raised a question around how much control of the messaging would Westmill Solar get. He also asked if people would necessarily switch automatically green, or whether they would be able to join Coop Energy through the User Chooser scheme, possibly choosing a non-renewables tariff.</p> <p>After much interesting discussion, the board agreed to <b>explore this proposal further.</b></p>	<p>AP</p>
<p>6. Community Fund update &amp; member engagement</p>	<p>The board confirmed that formal letter with CEE, and WeSET/LCH are now in place; Ethex confirmed that quarterly payments to WeSET and additional payments to individual organisations are being made.</p> <p>The board is now waiting for proposals from CEE and WeSET/LCH in time for January 2018 board meeting. <b>ML to contact interested parties</b></p> <p>BP asked if the board would prefer to review proposals, or give funds and let the beneficiary organisations decide how they spend the funds; ML suggested a preference towards receiving proposals so that board can report to members on how community benefit funds have been spent; <b>ML to make recommendations at next board meeting regarding international organisations that Westmill Solar could support.</b></p> <p>BP suggested that we should see if we can get support from Coop Energy in case of any future fundraising</p> <p>NA recalled prior discussions about assisting WeSET to improve governance further to have capacity to handle increased funds. BP noted that some of the funds should be spent for that purpose; ML confirmed that WeSET will add a book-keeping development cost in the proposal.</p> <p>BP spotted planning application for battery on the Westmill Solar site. The cooperative could support Adam Twine with that project</p>	<p>ML</p> <p>ML</p>
<p>7. Health &amp; Safety update</p>	<p>The board reviewed the documentation provided by WeSET. TP confirmed that Mike Blanch is happy to build on the Westmill Wind Farm material already available.</p> <p>SF confirmed that Adam Twine contracted Merebrook pre-acquisition to cover all categories of visitors; TP to contact Merebrook to get an overview of what they produced pre-acquisition.</p> <p>SF reminded the board that OST put a cost on taking the H&amp;S at £6k;</p>	

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	<p>wondering if WeSET have considered all the ins and outs.</p> <p>RB to contact WeSET to update their facts and figures to improve site visits quality and impact</p> <p>To be reviewed at next board meeting in January</p>	<p>RB</p> <p>TP</p>
8. 2018 Budget	SF presented figures and suggested to finalise them with BP/NA	BP/NA/SF
9. Update on Lancashire / LPPI and ongoing capital requirements / structure	<p>WSC owe LPPI £10m on our version and £11m on their version of accounting treatment; This discrepancy is acknowledged on both sides and will remain an issue for the foreseeable future. However, there was never a signed agreement to acknowledge this discrepancy in place.</p> <p>The merger between LCPF and LPPI rekindled the discussion. LPPI have finally agreed to allow Westmill Solar flexibility on how operating surplus might be used. Furthermore, LPPI effectively expressed an interest in the co-operative repaying early.</p> <p>The board are exploring options as to what an early repayment might entail.</p> <p>BP/TP to get response from LPPI on a potential £500k prepayment and associated terms</p>	BP/TP
10. 2018 AGM plans	<p>NA/RB reiterated that the Westmill Wind board have yet to nominate a board member to liaise with WSC over joint AGM planning. 19 May 2018 is the only suitable date but needs approval by all Westmill Solar and Wind boards</p> <p>Suggest to hold a pre-AGM meeting; Need to define topic (batteries, Coop energy, refinancing)</p> <p>E4All to do the heavy weight lifting for the 2018 AGM as Ethex did it for the 2017 AGM</p> <p>AD to dig out research information on venues</p> <p>AD to advertise AGM date in Q4 newsletter</p>	<p>NA/RB</p> <p>Ethex</p> <p>Ethex</p>
11. AOB	<p>As a Barclays customer and Westmill Solar signatory, BP has secured online viewing access to Barclays savings account</p> <p>BP attended Bristol Community Energy AGM and might provide some advice on their financial model.</p> <p>AD to move Dropbox Archive folder in safe environment</p>	Ethex
Next meetings	<ul style="list-style-type: none"> <li>Board Meeting – 30<sup>th</sup> January 2018, 13:00</li> </ul>	