

Westmill Solar Co-operative Minutes of board meeting

Westmill Solar Board meeting Tuesday 24th April 2018, 12:00 to 15:00

Present: Martin Allman (by phone), Nina Alphey, Richard Benwell, Mark Luntley, Als Parker, Tom Parkinson (Chair), Bob Pedley (by phone).

In attendance: Sarah Flood and Sam Parkinson

Agenda Item	Discussion, decisions and <i>actions</i>	<i>by</i>
1.	<p>Approval of minutes and matters arising</p> <p>TP briefed the board of the agenda for the Board Meeting</p> <p>TP put forward the idea for Directors to meet again the morning of 18th May 2018 to discuss certain points that may be pushed back from the board meeting - Approved by the board although some Directors indicated their unavailability</p> <p>The board congratulated Nina Alphey for being appointed as the Community Director of Low Carbon Hub CIC and Mark Luntley to the board for REScoop. Both declared possible conflict of interests</p> <p>The minutes of Q4 2017 Board meeting were approved unanimously</p> <p>Matters arising not covered by the agenda:</p> <ul style="list-style-type: none"> • 'conflict of interests' spreadsheet to be circulated to Board members • ML twinning proposal for the site: to be discussed at next board meeting • Board Governance: to be discussed at next board meeting • Registry Services <ul style="list-style-type: none"> - TP to move forward in discussions with Josh Brewer Ethex to set up Registry services. - Ethex to note in post AGM communication to alert change in Registrar 	<p>Ethex</p> <p>TP</p> <p>Ethex</p>
2.	<p>OST report</p> <p>The following points of discussion were made from the OST report:</p> <ul style="list-style-type: none"> • Board approved the quote from Rebecca Brain Horticulture to fill in the rabbit burrows and warrens on the site and to look at improved fencing to prevent rabbits accessing the site. • Following delays in delivery of the Quarterly report from RINA and previous poor communication the board highlighted that clarification was needed 	

		<p>between Westmill’s expectations and RINA’s responsibilities.</p> <ul style="list-style-type: none"> MA to continue to discussions with Richard Abraham and Richard Thompson 	MA
3.	Ethex report	<p>From the Ethex Report the following key things were noted.</p> <ul style="list-style-type: none"> On accountancy: The requested changes for the Co-operative Bank (to add Minna Harkonnen) have yet to go through – PW signature needed Proposal by SF and BP to reopen the Barclays current account to make it easier to transfer funds across from Savings account – approved unanimously Share transfers: A member had been purchasing a large number of shares recently. It was noted that the maximum holding is 100,000. Discussion to be had at the pre-AGM meeting about encouraging more local and young investors and to focus on engagement for new members (local). Promoting the fact that local people can buy shares in a local co-op Member engagement: Ethex made the board aware of a complaint they had received from a Westmill member regards their experience of the secondary market which then led on to questions around Westmill Solar itself. TP has been in liaison with this member and Ethex/TP will update the board if any further questions are raised. Government Engagement: BEIS network and strategy group visited the site on 14th March featuring around 25-30 energy and economics analysts – the board stated that it would be useful in future for WeSet to communicate with Westmill when visits like this are happening. (see section 8) Cooperatives UK AGM on Friday 18th May – all Westmill directors unable to go due to clash with pre-AGM meeting same day. 	<p>Ethex</p> <p>BP/Ethex</p> <p>Board</p>
4.	Annual Accounts	<ul style="list-style-type: none"> SF and BP informed the board that the figures for 2017 looked to be in good shape and that following discussions with Critchleys, a 2nd version of the yearly accounts would be circulated to the board for approval. The board delegated responsibilities of the Annual papers as follows: <ul style="list-style-type: none"> NA and SF to work through any final comments and amendments to accounts RB and TP to amend the narrative of the report accordingly 	<p>NA + SF</p> <p>RB +TP</p>

		<p>- Upon completion, share report with rest of board for final approval – Deadline for sending out to members by 1st May 2018</p> <ul style="list-style-type: none"> • The board commented that certain points should be include in the narrative for the Annual Report: <ul style="list-style-type: none"> ○ £500,000 repayment to LPPI ○ Co-op affiliate programme (see agenda 9) • Community Funding - following conversations with Mike Blanch, TP and ML stated that there had been little progression in possible distribution of this funding for 2017. Still held in accounts. ML, TP and RB to have further discussions with Mike about a full set of proposals to announce possibly at AGM • Board thanked the work done by Ethex and Critchleys getting the annual report and accounts to where they are currently 	ML/TP/ RB
5.	LPPI update	<p>BP – not much changed since last Board meeting</p> <ul style="list-style-type: none"> • LPPI still reviewing the terms of the loans and possibility to give flexibility for investment type • BP to proceed as before • LPPI Treasury Policy Version 2 approved by Board unanimously 	BP
6.	Battery Storage Proposal for site	<p>Adam Twine has received response from Cambourne Energy for a possible 6MW Battery storage alongside wind and solar site – has asked for representatives from the board to be available for a possible meeting.</p> <p>ML proposed that a further meeting be organised between the wind and solar co-operatives, Adam and an expert on battery storage to look deeper into the model possibilities and to come out with the best possible scenario</p> <p>Further contact to be made between Adam and other parties (REGEN, Omnium) of which this proposal could be of interest</p>	AP
7.	AGM	<p>Confirmed ML and MA standing for re-election but to look at other possible candidates as back up</p> <ul style="list-style-type: none"> - Anthony Sampson – TP to contact again as previously stood at AGM and to invite to future board meetings <p>Official invite for AGM deadline for Tuesday 1st May evening RB and TP to send official invite doc to Tammy at E4all</p>	Ethex

		<ul style="list-style-type: none"> Ethex to chase those members following who have not RSVP and to highlight the high levels of participation last year Streaming and Recording – Enrgy4all announced no facilities but Ethex to look at possibility for Westmill Solar <p>The board determined that the AGM should be broken down as follows:</p> <ul style="list-style-type: none"> 45 mins for Operational (MA) and Financial (BP) update highlights for the Co-op 45 mins <ul style="list-style-type: none"> for questions from members (circulate with members if they had any questions in advance of AGM) breakout session for community funding update BSR and Adam Twine invited to AGM to talk about storage on site (RB to chase both for RSVP) Interest payments for this year to either be before switching to Ethex Registrar services or after. (Registrar/AGM) <p>Final agenda agreed upon by the board- discussion that for next year co-ops are better co-ordinated.</p> <p>Ethex to continue communicating with E4all in regards to set up, registration and parking.</p> <p>The board agreed to look at the possibility to hold a joint AGM next year during the summer – Westmill Wind hesitant due to their current end of year date – NA to continue discussing with Ian Thomas.</p> <p>RB and NA to chase Tammy for videos to be shown on screens</p>	<p>Ethex</p> <p>NA</p> <p>RB/NA</p>
8.	WeSet relationship	<p>Following recent guided visits, it has been noted that the materials used by WeSet currently focus heavily on Westmill Wind but not the same amount of detail is being given to Solar. The board agreed that more should be done to help develop the information to explain the benefits of having both Wind and Solar site so close to one another.</p> <p>TP to suggest that Mike Blanch be present at more Board meetings. RB to contact Marcus Simmons about going through current facts and figures sheet and adding to it.</p> <p>Board agreed to discuss further at next BM/Pre-AGM meeting</p>	<p>TP</p>

9.	Affiliate Scheme	<p>AP announced that Co-op Energy are now 100% renewable across all tariffs (REGO backed). Westmill has been sent a draft Affiliate Agreement from Co-op.</p> <p>The board discussed the possible advantages and disadvantages of the Agreement. Overall the board determined that the agreement seemed an interesting idea but that more needed to be done to ensure the scheme is beneficial for the Co-operatives futures</p> <p>AP take feedback from board meeting to the Co-op. TP and RB to be included. Possibility of mentioning to members at the AGM.</p>	AP/TP/RB
10.	Director Expenses	<p>TP brought forward the fact that currently there is no formal expenses policy relating to Directors travel time and costs and that for some board members the costs of travel are particularly high. The board agreed that the presence of as many board members as possible at meetings was extremely beneficial towards productivity</p> <p>It was agreed to look into the possibility of creating a travel pot with which board members could claim travel costs against should they be particularly high</p>	Unassigned
11.	Rates	<p>In 2017 the rateable value was re-assessed. The Solar Trade Association deemed the methodology fair however how it is applied can be subject to negotiation. Altus Group feel they can help us get a saving. Currently we are getting transitional relief but this is decreasing.</p> <p>In 17/17 the rates were £30k, in 18/19 they are 40k and by 20/21 they will be £62k</p> <p>Board to decide if they would like rates negotiated</p>	Board
12.	GDPR	<p>Further discussion was had to ensure GDPR compliance by 25th May 2018.</p> <p>SF noted that Westmill would not need to ask members to opt in as Westmill is only sending members information about Westmill itself and therefore there is a legitimate interest. TP said that although they may not need to opt in it is important that Westmill informs their members of these data changes and the data we hold.</p> <p>The board decided that there needed to be a list of Action Points set out to ensure what data is held, who it is shared with. SF and TP to compile a report for the board and that a draft data handling</p> <p>ML suggested a penetration testing of data security in 12 months</p>	SF/TP
	Next Meetings	<p>Pre-AGM Meeting – 18th May 2018</p> <p>Annual AGM – 19th May 2018</p>	