

Westmill Solar Co-operative Minutes of board meeting

Westmill Solar Board meeting Tuesday 23rd October 2018 13:00 to 16:00

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

In attendance: Noora Firaq, Caroline Ivimey-Parr

From Ethex: Noora Firaq & Caroline Ivimey-Parr

Other invitees: Chris Church (WeSET)

Apologies: Richard Benwell

Agenda Item		Discussion, decisions and actions	by
1.	Approval of minutes, matters arising & declaration of conflicts of interest	<p>Meeting started at 13.00</p> <p>Minutes of last meeting approved. Draft minutes to be circulated for approval.</p> <p>Conflicts of interest:</p> <ul style="list-style-type: none"> • NA is a board member of Low Carbon Hub CIC; • TP works for Co-op Energy; • ML non-executive director for Energy4All and directorship of RESCoop <p>Matters arising:</p> <ul style="list-style-type: none"> • MA to meet with BSR 5th Nov about inverters, BP and MA to discuss afterwards. • NA & RB to discuss next generation engagement at university level • NA to meet with WESET about publicity for WSC on site. 	
2.	OST report	<p>The following key things since the last board meeting were noted:</p> <ul style="list-style-type: none"> • A module has broken and needs to be replaced • Ethex and MA have oversight over number of man hours in the monthly BSR reports. • There are wear and tear issues such as aging inverters. Some parts need to be made to order – replacement strategy to be developed. • Continue rabbit management with BSR • BSR have got quite a few new staff. Ethex and MA are in contact with the relevant people. Review how things are going before the next board meeting. • NF to share asset management renewal information with AP & MA <p>It was a good quarter due to the especially sunny weather over the summer.</p>	<p>Ethex/MA</p> <p>MA</p> <p>Ethex</p>
3.	Ethex report	Another conversation to be had with Naturesave about the insurance increase.	Ethex

		<p>Ethex to pass on a copy of the O&M and SMA contracts to RINA.</p> <p>The board congratulated NF on passing her probation, and agreed to grant her bank access. Circulate documents to all directors to sign.</p> <p>Board comments on Ethex report: Shorter Ops section Figure for Barclays 465,000 to be amended The board and Ethex are looking into renewing the contract with Critchleys</p> <p>Board have yet to discuss and finalise the secondary market contract, considering such aspects as whether capital gains are being made on co-operative shares.</p> <p>Newsletter to contain a call for more board members, and invite possible successors to observe.</p> <p>The board agreed to allow any future share transfer requests unless Ethex has a reason to flag it.</p> <p>There are 22 investors with outstanding payments who Ethex have been unable to contact, a list of these names will be forwarded to the board. They will be contacted by recorded delivery letter in the first instance.</p> <p>Procedural document to send to NA</p>	<p>Ethex</p> <p>Ethex</p> <p>Ethex</p> <p>Ethex</p> <p>Ethex</p> <p>Ethex</p>
4.	LPII update and fundraising options	<p>The board heard the latest set of proposals are with the lawyers and small print is being revised before the papers come back.</p> <p>TP proposed that WSC do some form of share or bond raise. The board unanimously thought that it was a good idea, and discussed how to prioritise those local to the farm. The board agreed to form a task group (comprised of TP, ML and BP) to launch at the AGM and to continue this discussion at future meetings.</p>	<p>BP, TP, ML & Ethex</p>
5.	2019 AGM update	<p>The board heard that RB proposed date of the AGM as May 25th, as RB was not present further details are unknown. The board discussed the restraints on the date, and will check with RB if there is a reason not to have the AGM on the 18th May, thus avoiding the bank holiday and therefore potentially encouraging attendance of younger members.</p> <p>Ethex requested information regarding transport to the AGM and the board decided to contact the Oxford Bus Company.</p>	<p>TP</p> <p>NA</p>
6.	Community Funding	<p>The board heard a presentation from Chris Church of WeSET, including plans for the warm room/visitor/education centre at the site.</p>	

	<ul style="list-style-type: none"> - Update from WeSET (20 mins) - Highworth May Day Festival Support - Wider discussion about community funding & engagement 	<p>The board questioned Chris Church about the capacity, structure, aims and business plan for WeSET.</p> <p>The board requested that WeSET send regular formalised reports, and proposed finding a way to strengthen the relationship and flow of information between the three Westmill organisations.</p> <p>The board discussed WeSETs governance and structure.</p> <p>NF will ask RB about including WSC publicity in the Highworth May Day festival souvenir brochure and about Westmill's own flyers.</p>	Ethex
7.	Twining Proposal update	<p>ML raised the twinning proposal at RESCoop and there was member interest. The board agreed the next step was to prepare a paper detailing what twinning meant, what would be required and what WSC would get from being twinned.</p> <p>NF to forward details to ML.</p>	ML Ethex
8.	Affiliate Agreement	<p>The board signed the affiliate agreement on the day and agreed to keep the affiliate agreement on the agenda for next meeting.</p> <p>AP and RB to meet and discuss the marketing package.</p>	AP & RB
9.	Board succession & remuneration	<p>The board agreed they wanted more members to join in the long term, and in the short term wanted to find board members to succeed the current board.</p> <p>The board agreed to contact a sub-committee of non-director members that would meet to review board remuneration. Some of the board highlighted the importance of not being out of pocket, particularly in view of appealing to a younger demographic, for whom travel and childcare may need to be considered.</p> <p>The board agreed it would be good to have someone on both the solar and wind boards as ML will step back at some point.</p>	TP
10.	Bank and Accounts	<p>A very sunny summer means there will be good returns.</p> <p>The budgeted accrual for loan interest will be amended.</p> <p>It has been identified who the additional FiT payment came from and the next step is for it to be repaid.</p> <p>Critchleys have flagged an HMRC VAT transaction of £6k that was written off before 2015. Meet to discuss how to proceed.</p> <p>The board agreed to discuss appropriate ways to use the surplus arising from the sunny year at the next meeting.</p>	BP Ethex TP & BP

11.	AOB	<ul style="list-style-type: none"> • NA research £1k per annum. Suggested looking at Centre for Alternative Technology • Banking – NF to check whether have to get paper notification. BP to check if can do direct bank transfer from deposit account, transfer from Barclays to Co-op. Ethex to get a PIN device for Co-op bank and forward bank mandates to the board. • The board heard suggestions for WSC to connect with others in the community energy/climate action sphere, such as: <ul style="list-style-type: none"> ○ becoming a member of Community Energy England ○ becoming a voting member of RESCoop ○ Connecting with Swindon Climate Action Network and being added to the mailing list as interested party ○ Showcasing Westmill on the World Peace app 	<p>NA</p> <p>BP & Ethex</p> <p>NA</p>
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Close of meeting at 16:30