



**Westmill Solar Co-operative 2023 AGM Draft Minutes**  
**Held at 10:30 on Saturday 10th June 2023 via Zoom Online.**  
**This meeting was due to be held in person at the Westmill site but was moved online at short notice due to a yellow Met Office weather warning.**

*These minutes are draft until approved at the Westmill Solar 2024 AGM*

## Attendance

Directors Present: Nina Alphey, Mairi Brookes, Angela Bryant, Andrew Crawford, Mark Luntley, Joe Michaels (JMi), Tom Parkinson (Chair).

Members present with a named role at the AGM: Julia Spragg (Prospective Director), Sarah Flood (Westmill Solar Company Secretary, Energy4All Co-operative Development), John Malone (Energy 4All Co-operative Development) (JMa)

Members present (in addition to those listed above): 41 members

**Total members present: 51**

**More than 12 members were present meaning the meeting was declared quorate.**

Observers: Paul Phare (AGM Technical Support, Energy4All) and 11 Westmill Windfarm Co-operative members.

## Welcome- Tom Parkinson (TP)

TP began by warmly welcoming all members joining the AGM. It was a big disappointment to have to cancel the proposed in-person AGM and Open Day at the site due to the forecast thunderstorms and the Met Office yellow weather warning. With only 48 hours' notice, members were particularly thanked for finding their way online and their participation at the AGM.

Engagement is a key part of our co-operative values, and it was noted that the number of members voting ahead of the AGM was down compared to previous years. Members were therefore encouraged to provide feedback to improve future engagement.

It was also acknowledged that the late shift online will have affected voting for some members who had intended to attend the AGM in person. On a show of hands, 6 members present indicated that they had been affected and were encouraged to provide further details via the [info@westmillsolar.coop](mailto:info@westmillsolar.coop) email address so that their views could be suitably reflected in the minutes.

Sarah Flood (SF) ran through the protocols for the AGM and encouraged members to ask questions. Any questions not covered within the AGM itself would be compiled and answered after the AGM had finished.

TP ran through the agenda and introduced the board members and other panellists (Westmill Windfarm Co-operative board members and Energy4All colleagues supporting the event).



## Motion 1: Approval of minutes of the 2022 AGM

The 2022 minutes were taken as read – and subject to the correction of two typos notified ahead of the AGM.

Tom Parkinson proposed the motion. David Uren seconded it.

Votes – 141 in favour (including 44 proxy votes given to the chair), 0 against, 21 abstained.

**Therefore, the minutes of the 2022 AGM were approved.**

## The Performance of the Solar Park – Joe Michaels

JMi introduced himself as the technical lead on the board.

JMi reported that in 2022, the solar plant generated 4,044 Megawatt hours (MWh) of electricity. This exceptionally low performance was due to the failure of one of our four transformers in March 2022. This reduced generating capacity by nearly 30% until a replacement was installed in December. The failure came at the worst possible time – disrupted supply chains following the covid pandemic delayed delivery of the new transformer across the whole of our peak summer period for generation. Had the site been operating at full capacity, it would have generated 5,469 MWh, 11% higher than in 2021 and close to our best performing year of 5,567 MWh in 2020.

Despite the reduced generation, the solar park generated the equivalent consumption of close to 1,400 medium UK households meaning each member has offset the equivalent of 85% of their carbon emissions from their electricity usage. Based on the latest carbon intensity figures of UK electricity, this has avoided 780 tonnes of CO<sub>2</sub> emissions, nearly 1/2 ton per member.

2023 has not got off to a great start either. It has not been a particularly sunny first quarter - we are down 12% in terms of irradiation compared with Q1 2022. We also had two break-ins to the site at the end of February and start of March which resulted in over 37,000m of cable being stolen and reduced our capacity by around 50%. This resulted in 154 MWh of lost generation (equivalent about 4% of 2022's total generation). However, the quick actions of our Operation & Maintenance (O&M) subcontractors and Energy4All meant that we were back operating at full capacity by the end of March.

From an Asset Management perspective, 2022 and Q1 2023 have not been straightforward and have involved significant management input. These events have also highlighted that as one of the earlier solar parks constructed in the UK, some of our components are not standard and replacements therefore not as readily available as we might expect.

The priorities for 2023 are focussed on addressing the lessons learnt:

- Reviewing our security arrangements to make the site more secure and avoid any further break-ins
- Reviewing our supply chain and appropriate spare parts, including the potential of holding a spare transformer at site.



- Reviewing the roles of our Asset Manager and our O&M provider as part of an overall review of our organisational resilience.

### The performance of the solar park – questions and discussion:

- **Security arrangements** - JMi explained that we have a couple of security companies who have been to site and are assessing the current hardware and we are now awaiting quotes regards upgrading the system and replacing components where necessary. In the meantime, we have on-site manned security 24/7.

- **Responsibilities of RINA & BSR** - a full review is being undertaken of our contractual relationships with our subcontractors to make sure that we do have the right support and reporting lines in place.

- **Non-standard components and how easy it would be to move to now standard components** - The system is designed around the components available at the time of construction so changing components can require substantial (and very costly) changes to the whole system – which may also affect our Feed-in-Tariffs. As explained above, a review of the system is being undertaken to guide us on what appropriate parts we should keep on hand including potential second hand transformers.

- **On-site communications upgrade** - we have been looking to have a dedicated broadband line installed at the site which would support future on-site hybrid AGMs and should also support the security upgrade.

- **Panel disposal** - this is not something we've had to do yet. Schemes do exist to support the recycling of the panels. The panels are primarily made up of plastic laminate that surrounds a silicon crystalline wafer. There is limited metal in the panel bar the aluminium in the frame and some electrodes. We are more likely to see these issues towards the 25 / 30 year lifetime of the site by which time we expect there will be more robust mechanisms for disposal and it is something we will keep an eye on.

- **Annual degradation of the panels** –our projections assume a 0.4% reduction in efficiency each year and have had to remedy some degradation issues but generally the panels still appear to be performing well

- **Generation plan for 2023 and impact of the break-in** - the loss of revenue is about £70,000 which is not insubstantial but in a budget of £2.8m there is the potential that this will get made up if there is good weather over the summer.

### Financial report – Andrew Crawford (AC)

AC led by thanking Energy4All and SF with all their work to support the co-operative through the transition from Ethex to Energy4All and with the insurance claim regards the failed transformer.

AC presented a summary of the 2022 accounts highlighting that, despite the transformer outage, the surplus for the year is significantly higher than last year - £1,173k in 2022 vs £849k in 2021. Other points of note were:



- Income is considerably down - £1,960k in 2022 vs £2,206k in 2021 - reflecting the impact of the transformer outage however this was more than made up with £737k of other income from the insurance claim.
- Cost of Sales and Admin expenses have gone up - £972k in 2022 vs £867k in 2021 and £98k in 2022 vs £83k in 2021 respectively, which is partly inflation and partly costs associated with the failed transformer.
- Interest was higher in 2022 - £454k vs £405k because the loan with LPPI is index-linked.

AC highlighted the proposals for the use of £1,173k surplus - Trading Dividend £2.4k, Members interest £565k, Community Funding £141k - giving a surplus before tax of £464k and a surplus after tax of £299k.

AC presented some key figures from the Balance Sheet - Fixed Assets being less than 2021 as we depreciate the asset, Loans being less as we pay back the loan to LPPI, Share Capital being slightly lower due to some withdrawals in the year, and an increase in the development reserve from £500k to £1m.

AC also summarised expected performance in 2023. Forecast income from generation is significantly higher - £506k vs £353k - due to the higher Power Purchase Agreement (PPA) prices that will come into effect in July. Cost of sales is predicted to be slightly less than 2022 as some of the issues associated with the failed transformer fall away. To date in 2023, we are currently tracking close to budget despite the loss of income due to the cable theft because this is largely offset by a higher than predicted increase in the FIT rate from April 23.

### Financial report - questions and discussion:

**Insurance cover** - We are covered for the cable theft in principle but it's not yet clear how much the state of the security systems will affect the claim. The increased excess on our Business Interruption cover (3 weeks compared to 1 week) means that we won't have a lost income claim because we have got the site back-up so quickly. Premium-wise, we have seen an uplift following the claim for the failed transformer.

**LPPI loan interest and RPI** -- the interest rate goes up and down with RPI but this is balanced out by the FIT payments also being RPI linked. The board have been considering whether we should move to an alternative loan provider but this was put on hold whilst the transformer claim was going through.

**Increasing the amount going to Community Funding** -- There is a formula that links Community Funding and member interest meaning that the proposals in relation to the 2022 accounts include a higher contribution than last year. Additionally, we are considering what we might do with the 'super surplus' we expect as a result of our PPA rate increasing so much in 2023/4 - and how we might put this to work in areas such as energy efficiency and we will consult with members on this later in the year.

**CEE payments** - this was raised in the meeting and answered subsequently... The note in the accounts regards £750 being paid to CEE in 2022 is incorrect and should have read £1,125. In 2023 our membership subscription will be £1,100. We are checking with CEE as to why this is less than in 2021".



**PPA rate** - this is based on what Octopus are prepared to pay at any point in time. We tend to fix the price for periods of around 2 years, in advance if possible (and if the rates are good). Our latest PPA runs for 18 months from July 23.

Motion 2: To approve the allocation of £500,000 to the Society's development reserve for the continuation and development of the Society and the furtherance of its objectives.

Clarification was sought on what the development reserve was being built up for. TP explained that various plans, proposals and thoughts are being looked into regards developing the site and developing member's interests and broader outreach. This is very much following on from the Futures event in October 2022. There is still a lot to digest and prioritise but we will be consulting with members on next steps in the next few months.

TP proposed the motion, seconded by James (Surname unable to be ascertained)  
Votes – 143 in favour (including 44 proxy votes given to the chair), 12 against, 7 abstained.

**Motion 2 was passed.**

Motion 3: To acknowledge the directors' decision to pay share interest of £565,342 to members in respect of the financial year ended 31 December 2022, being a payment equal to 14p per share.

TP proposed the motion, seconded by Robert Dancey  
Votes – 160 in favour (including 44 proxy votes given to the chair), 1 against, 1 abstained.

**Motion 3 was passed.**

Motion 4: To approve the allocation of £141,336 for social or charitable purposes within the community served by the Society in respect of the financial year ended 31 December 2022.

TP proposed the motion, seconded by Linda Tillotson  
Votes – 146 in favour (including 44 proxy votes given to the chair), 8 against, 8 abstained.

**Motion 4 was passed.**

TP thanked Nina and the members on the Community Funding grants panel (Bob Pedley, Julia Spragg, Saskya Huggins, Lars Calvert) for their continuing contribution and any members wishing to become involved with this important strand of the Society's work were encouraged to get in touch. Particular thanks were given to Nina who has led on Community Funding for the board for the last 7 years. The presentation that would have been presented at the Open Day by



Nina and Julia will be circulated to members.

Motion 5: To receive and adopt the accounts and auditors' report for the period to 31 December 2022.

TP proposed the motion, seconded by Barbara Muritu.

Votes – 156 in favour (including 44 proxy votes given to the chair), 0 against, 6 abstained

**Motion 5 was passed.**

Motion 6: To appoint the firm of Critchleys Audit LLP as auditor of the Society until the conclusion of the next Annual General Meeting at a fee to be agreed by the directors.

TP proposed the motion, seconded by Barbara Muritu

Votes – 152 in favour (including 44 proxy votes given to the chair), 1 against, 9 abstained.

**Motion 6 was passed.**

Motion 7: To approve a trading dividend in respect of the financial year ending 31 December 2023 of such amount of up to £50 per eligible member (as determined by the directors) and in accordance with such arrangements as to eligibility and otherwise as the directors may determine.

TP proposed the motion, seconded by Rodney Tillotson

Votes – 146 in favour (including 44 proxy votes given to the chair), 7 against, 9 abstained.

**Motion 7 was passed.**

Board Appointments and Remuneration – Tom Parkinson (TP)

TP explained that the proposals were particularly relevant given 2022's challenges which had required a lot of board time. These proposals aim to ensure that the board's and members' contributions more fairly valued and the Society has the resources and support to implement all the things members have said they would like to achieve. It also reflects in part inflation since 2014 when the current fee structure was agreed.

Motion 8: To approve and increase in the annual fees payable to Directors from £1,000 to £2,000 and for the Chair from £1,250 to £2,500.

TP proposed the motion, seconded by Adam Twine

Votes – 125 in favour (including 44 proxy votes given to the chair), 18 against, 19 abstained.



**Motion 8 was passed.**

Motion 9: To authorise the directors to enter into arrangements for the provision of project or other services by directors and other members of the Society on such terms as the directors may determine provided that the aggregate amount of such payments does not exceed £25,000 in any one financial year.

TP proposed the motion, seconded by David Harnett

Votes – 131 in favour (including 44 proxy vote given to the chair), 16 against, 15 abstained.

**Motion 9 was passed.**

Motion 10: To authorise the directors to appoint a chief executive officer and/or other executive management roles as (and on such terms as) the directors consider appropriate.

It was queried as to why there was no fee limit on this resolution. TP explained that currently it was not completely clear what exactly the role(s) might involve. TP reassured members that any arrangement would ensure good value to the co-operative and would likely be on similar terms previously agreed with directors at around £250/£300 per day.

TP proposed the motion, seconded by Trevor Morton-Holmes

Votes – 136 in favour (including 44 proxy votes given to the chair), 14 against, 12 abstained.

**Motion 10 was passed.**

Motion 11: To re-elect Angela Bryant as a Director of the Society

TP proposed the motion, seconded by James Hutton

Votes – 151 in favour (including 44 proxy votes given to the chair), 1 against, 10 abstained.

**Motion 11 was passed. Angela Bryant was re-elected to the board.**

Motion 12: To elect Julia Spragg as a Director of the Society

TP proposed the motion, seconded by David Perrow.

Votes – 148 in favour (including 44 proxy votes given to the chair), 3 against, 11 abstained.

**Motion 12 was passed. Julia Spragg was elected to the board.**

Closing Comments – Tom Parkinson

In closing, TP highlighted upcoming priorities for the Society:





- ensuring the solar park continues to perform and generates to its full capacity - more proactive management to support an ageing asset
- refining our marketing and management structures to maximise our performance and to harness all the talent and enthusiasm we have within our membership to continue to be a community energy pioneer
- upcoming member consultations:
  - how to allocate the 'super surplus' of up to £750,000 anticipated from our latest PPA extension and to take forward ideas from the Futures event such as fuel poverty and home retrofit projects.
  - long-term development of the Westmill site and what our development reserve could be used for.
  - capital structure and refinancing of 2019 bond which is due for repayment in December 2024,

all of which will reinforce the Society's transition to a more permanent co-operative.

In response to a question about biodiversity, TP explained that although we are proud of what we've done to date there is scope to do more in this area.

The Local Energy Bill, now part of the Energy Bill, was also raised in discussion. This initiative was sponsored in Parliament by Westmill Solar's local MP, David Johnston but despite a lot of cross-party support from MPs, the government remain reluctant to mandate arrangements to facilitate having local energy suppliers. Members were encouraged to write to their MPs to show their support.

TP thanked all those who've enabled the co-operative to achieve what it has via their dedication and contributions throughout the year - the members and Directors, our contractors and advisors (Energy4All and Ethex, BSR and RINA), our AGM organisers (WeSET and BoxedUp events) and all attendees. Westmill was founded by people wanting to do something practical to make a difference and that remains our purpose so please get involved.

Meeting closed at 11.30am