



Westmill Solar Co-operative 2024 AGM Draft Minutes
Held at 12:00 on Saturday 22nd June 2024 in-person at FarmED and online via Zoom.

These minutes are draft until approved at the Westmill Solar 2025 AGM

Attendance:

Directors Present: Tom Parkinson (Chair), Mairi Brookes (online), Angela Bryant, Andrew Crawford, Mark Luntley, Joe Michaels (online), Julia Spragg

Members present with a named role at the AGM: Sarah Flood (Westmill Solar Society Secretary, Energy4All Co-operative Development)

Members present in-person (in addition to those listed above): 48

Members present online: 25

Total members present: 81

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

Observers included: Kerry Bowe (Westmill Wind and Solar Communications and Support Officer), Paul Phare (Energy4All), Rachael Hunter (Energy4All), Mike Smyth (Energy4All).

Welcome – Tom Parkinson (TP)

TP began by warmly welcoming members to the AGM, both in-person and online. Sarah Flood (SF) ran through the protocols for the hybrid AGM and encouraged all 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. TP confirmed that the discussion on the capital restructuring would take place before the vote on motion 7 and that all the ordinary business resolutions would be completed first to leave more space for this discussion, with the vote on motion 7 concluding the AGM.

Solar Park Performance – Joe Michaels (JMi)

JMi reported that the solar park generated 4,643 MWh of electricity in 2023, higher than 2022 (4,044 MWh), but still lower than the average (5,200 MWh) due to the break-in and cable theft in March and inverter failures in the summer months.

The key focus in 2023 was risk mitigation and improving key Operations and Management relationships with BSR and RINA to ensure a quicker response to problems arising. The relationship with Energy4All has also helped and JMi thanked John Millen of Energy4All for his key part in this increased responsiveness. The security issues in 2023 also highlighted the need

for better security practices and this has been addressed with a new system being fully installed in November 2023.

JMi reported that the priorities for 2024 are to progress with site development plans with Westmill Wind and to increase our stock of parts on site to reduce supply chain problems and ensure quicker repairs.

Performance of the Solar Park Q&A:

Janet Warren (in person) commented the closer working together of Westmill Wind and Solar on comms and site development (and whether this might ultimately lead to formally combining the two co-ops) and questioned whether shared connections and the availability of power on site might provide further synergies.

Andrew Jones and Liz Reason (in person) and David Abley (online) questioned whether the transformers might need upgrading or replacing given the issues in 2022.

- JMi answered that the transformer failure had not been expected and although the remaining transformers all appeared to be functioning properly, steps were being taken to purchase a new 'spare' transformer to avoid the lengthy delays that had occurred with securing a replacement in 2022.

Financial Report – Andrew Crawford (AC)

AC presented a summary of the 2023 accounts, key points of note were:

- Income was up compared to 2022 but some way under budget.
- Theft and inverter failures were partly offset by good PPA (Power Purchase Agreement) prices, due to impact of the war in Ukraine but which were likely to reduce in 2025.
- Cost of sales includes significant costs for security measures after the break-in which should not be replicated in future.
- Interest payments to LPPI were bigger than previous years, in part because interest is linked to RPI and inflation rates have been high but also because of the £1 million capital repayment.
- Board recommending an interest payment to members of 10%.

The Forecast Income Statement for 2024 assumes more normal plant performance than in previous years so (as things stand) a much better year financially at operational level.

Financial Report Q&A:

Vivian Woodell (in person): What caused the large change in the 'other operating income' costs between the two years?

- 'Other operating income' is our insurance claim repayments which were much larger in 2022 for the transformer failure than for the cable theft in 2023.

Community Funding – Julia Spragg (JS)

JS explained Westmill Solar's 'concentric circles' approach to community funding at local, national and international levels and highlighted the breakdown in the 2023 community grants between:

- Reduce greenhouse gas emissions
 - o 7 grants for energy efficiency

- 2 grants for food-related projects
- Reduce fuel poverty: 3 grants
- Raise awareness of climate change: 1 grant

JS confirmed that the board has agreed to offer repeat funding to the 3 recipients of fuel poverty grants without the need for formal applications given the continuing high need in that area.

JS also outlined the Wiltshire Village Hall Project administered by Nina Alpey that involved funding 8 Energy Surveys from EiE (the Environmental Information Exchange) and follow-up work which would expand the impact of Westmill Solar outside Oxfordshire.

JS encouraged members to recommend organisations to apply for grants to apply for grants themselves. Members can join the community grants panel and they can also nominate a community building for a free energy audit. JS also mentioned that she will be standing down after the AGM and encouraged members to consider taking over as Community Funding Lead on the board.

Community Funding Q&A:

Liz Rothschild (in person) and various other members (online) had specific questions/comments on the destratification fan that had been the subject of one grant and which mixes the air in large rooms to even out the heating across the space.

Member unknown - How does the total amount of money awarded last year compare to other years?

- TP answered saying that it does fluctuate in line with member interest payments but the board seeks to ‘even out’ expenditure at around £100,000-120,000 per year.

Liz Reason (in person) - How much are the energy audits with EiE?

- JS answered that it is about £1,000 per survey

TP also thanked the community grants team for the work that they do in managing that scheme.

Approval of ordinary business motions:

Motion 1: To approve the minutes of the 2023 AGM

The 2023 minutes were taken as read.

PROPOSED BY: TOM PARKINSON

SECONDED BY: DAVID UREN

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|------------------|---------------|-------------------|--------------------|--------------|
| IN FAVOUR | 35 | 10 | 113 | 85 | 243 |
| AGAINST | 0 | 0 | 0 | 0 | 0 |
| ABSTAIN | 8 | 2 | 25 | 0 | 35 |
| MOTION CARRIED | | | | | |

Motion 2: To acknowledge the directors' decision to pay share interest of £394,631 to members in respect of the financial year ended 31 December 2023, being a payment equal to 10p per share.

PROPOSED BY: TOM PARKINSON

SECONDED BY: LINDA TILLOTSON

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|-----------|--------|------------|-------------|-------|
| IN FAVOUR | 35 | 10 | 133 | 85 | 263 |
| AGAINST | 0 | 1 | 0 | 0 | 1 |
| ABSTAIN | 0 | 0 | 1 | 0 | 1 |
| MOTION CARRIED | | | | | |

SF highlighted a Zoom chat comment that while 10% appeared a reasonable return, it only actually reflected recent inflation rates.

Motion 3: To approve the allocation of £98,658 for social or charitable purposes within the community served by the Society in respect of the financial year ended 31 December 2023.

PROPOSED BY: TOM PARKINSON

SECONDED BY: LIZ ROTHSCHILD

| VOTES CAST | In-person | Online | In-advance | Chair | Total |
|-----------------------|-----------|--------|------------|-------|-------|
| IN FAVOUR | 34 | 12 | 113 | 85 | 244 |
| AGAINST | 0 | 0 | 12 | 0 | 12 |
| ABSTAIN | 1 | 0 | 9 | 0 | 10 |
| MOTION CARRIED | | | | | |

Motion 4: To receive and adopt the accounts and auditors' report for the period to 31 December 2023.

PROPOSED BY: TOM PARKINSON

SECONDED BY: RODNEY TILLOTSON

| VOTES CAST | In-person | Online | In-advance | Chair | Total |
|-----------------------|-----------|--------|------------|-------|-------|
| IN FAVOUR | 35 | 12 | 123 | 85 | 255 |
| AGAINST | 0 | 0 | 0 | 0 | 0 |
| ABSTAIN | 0 | 1 | 11 | 0 | 12 |
| MOTION CARRIED | | | | | |

Motion 5: To re-appoint the firm of Critchley's 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.

PROPOSED BY: TOM PARKINSON

SECONDED BY: ANDREW JONES

| VOTES CAST | In-person | Online | In-advance | Chair | Total |
|-----------------------|-----------|--------|------------|-------|-------|
| IN FAVOUR | 33 | 11 | 121 | 85 | 250 |
| AGAINST | 0 | 0 | 3 | 0 | 3 |
| ABSTAIN | 0 | 1 | 10 | 0 | 11 |
| MOTION CARRIED | | | | | |

Motion 6: To approve a trading dividend in respect of the financial year ending 31 December 2024 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.

It was highlighted that some members had found working with Your Co-op Energy difficult and that they were not always able to answer questions or assist. TP asked that any of these comments be fed back to the board (some were noted on the online chat) so that they can be highlighted in upcoming meeting with Your Co-op Energy. Andrew Jones felt that members might not be fully aware of the trading dividend and TP confirmed that members should expect to see more information about this year's scheme in September or October.

PROPOSED BY: TOM PARKINSON

SECONDED BY: IAN HUGHSON

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|------------------|---------------|-------------------|--------------------|--------------|
| IN FAVOUR | 26 | 10 | 119 | 85 | 240 |
| AGAINST | 0 | 2 | 4 | 0 | 6 |
| ABSTAIN | 5 | 2 | 11 | 0 | 18 |
| MOTION CARRIED | | | | | |

Re-election of directors

TP took the opportunity to thank the board for their hard work during the year and to introduce Andrew Crawford and Mark Luntley as seeking re-election. TP also thanked Julia Spragg for her hard work ahead of her retirement at the AGM and asked that any members interested in joining the board should speak to any board member or Energy4All staff.

Motion 8: To re-elect Andrew Crawford as director of the Society.

PROPOSED BY: TOM PARKINSON

SECONDED BY: ADAM TWINE

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|------------------|---------------|-------------------|--------------------|--------------|
| IN FAVOUR | 34 | 11 | 117 | 85 | 247 |
| AGAINST | 0 | 0 | 2 | 0 | 2 |
| ABSTAIN | 0 | 3 | 15 | 0 | 18 |
| MOTION CARRIED | | | | | |

Motion 9: To re-elect Mark Luntley as director of the Society.

PROPOSED BY: TOM PARKINSON

SECONDED BY: LIZ REASON

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|------------------|---------------|-------------------|--------------------|--------------|
| IN FAVOUR | 34 | 12 | 115 | 85 | 246 |
| AGAINST | 0 | 0 | 4 | 0 | 4 |
| ABSTAIN | 0 | 2 | 15 | 0 | 17 |
| MOTION CARRIED | | | | | |

Capital restructuring – Tom Parkinson (TP)

TP reminded members of the email of April 9th which set out the restructuring proposals which were based primarily on the responses to the April 2021 and December 2023 member surveys. The two Zoom presentations in April had been attended by 50-60 individuals and the recording of this and the presentation slides are available on the Westmill Solar website.

TP highlighted that the proposals had been designed to address specific issues such as the ageing membership and to allow the co-operative to adjust to changing circumstances over the past decade and, in particular, to reconcile the regulatory requirement to offer the minimum returns necessary to attract (or retain) capital. The Founders' Bond was a mechanism to honour the higher risk taken by members in 2012 while still offering suitable returns for new members.

TP opened the floor for clarifying questions for the Founders' Bond and refinancing.

- Andrew Jones – if people don't take up the founders' bond, how is that money distributed?
 - o Members who do not take up the founders' bond (which is entirely optional) will simply continue to hold the same number of shares but with a lower expected annual return rate of 8%. The money that would be saved in members' interest would be kept within the co-op for development plans that are under consideration and will themselves be subject to member consultation.
- **Member Unknown** – what are the timescales for the refinancing plans?
 - o TP answered that the vote on motion 7 will provide a snapshot of members' support (or otherwise) for the proposals. The board will then continue consultations with members and, as appropriate, further refine the proposals.
 - o Plan is to go to members in September/October to offer the opportunity to exchange shares for the Founders' Bond. The 2024 bond offer would also happen over the autumn so that 2025 begins with a 2024 bond, Founders' Bond and remaining share capital.
 - o New members will be sought in 2025 once the site development plans have been further developed and it is known how much money is needed.
- Richard Statham – How do you know if you are a bondholder or shareholder?
 - o All bondholders are also shareholders and as long as you hold at least 2 shares (to be able to make ½ of your shares into the founders' bond) then you are eligible for the founders' bond.
- Vivian Woodell questioned whether the proposed interest on the Founders' bond was too high given that if something were to happen to the co-operative the bonds would be paid first and also the rate of return is guaranteed.
 - o TP answered that the bond had been structured to reflect more closely the type of return anticipated in the original share document, including a gradual return of this capital.
- **Member Unknown** asked for more detail on the proposed 2024 bond.
 - o TP explained that the responses to the member questionnaire showed that most bondholders from the 2019 bond offer liked the bond and would like the arrangement to continue and the intention is to provide existing bondholders with the opportunity to 'roll-over' into a new bond on very similar terms (e.g. 5 year term, IF-ISA compliant) although the interest rate may be a little higher as prevailing interest rates are now higher. The board does not anticipate people being able to increase their holdings of bonds.
- Maggie Mason (online) mentioned that many members might have changed financial circumstances and would need sufficient time to make their decisions, which had not been the case with the latest capital withdrawal offer.
 - o TP answered that if any members feel they missed out on the opportunity to withdraw their capital, the offer could be renewed/extended and also members are able to ask to withdraw their capital at any time.
 - o The aim is to give members at least 6 weeks to make up their minds. The board is aiming to give members as much notice as possible and keep them updated on any key developments as consultation continues.

- Richard Caswell – How does it work for members to pass their shares to their children or next generation?
 - o TP answered that it is entirely up to members how and when they choose to do that. Arguably it may be easier to make the decision on the founders' bond before transferring as the current member will know more about the situation, but it is entirely up to members how and when this is done. Westmill Solar will be organising a specific window for managed transfers, however as with the capital withdrawal, this will not be a one-off opportunity.

TP opened the floor for members to give their views on the proposals.

- Philip Wolfe expressed concern that the board was seeking to broaden the society's vision and fund this by reducing returns before any concrete proposals had been developed. He also felt that a special qualifying majority of the total membership (not just of voting members) would need to be obtained before any such plans were implemented.
 - o TP answered that although the proposals involve adjusting the strategy set out in the 2012 share offer document, the board did not believe there was any justification to disapply the usual simple majority voting requirement to obtain members' consent. There has been extensive consultation and no reason to assume that these members who have not responded would be against the proposals. The board respects every vote against any resolution and seeks to maintain a consensus as much as possible - so (assuming the motion is passed) will continue to listen to suggestions on how the proposals might be improved and to consult with members as plans are developed. But the co-op needs to adjust to changing circumstances and, particularly, to bring in new members.
- John Malone and Vivian Woodell both expressed support for the proposals as being consistent with the wider goals set out in the 2012 share offer document about tackling climate change and supporting the community energy sector. In their view it was also appropriate for the board to focus not just on members' financial but also their wider cultural and social needs and (per John Malone) the vision for Westmill Solar (and Wind) to be innovative and act as exemplar(s), not simply to maximise financial returns.
- Adam Twine highlighted the importance for him of ensuring the inclusivity of the co-op and that minority voices can be accommodated in the decision-making process.
 - o TP noted that the proposals had essentially emanated from substantial member feedback in 2021 and particularly to the December 2023 questionnaire. The board would continue to seek feedback and improvements to the proposals to ensure they properly reflect the wishes of members - and the proposed motion permits the founders' bond terms to be adjusted from the current draft. The board is very conscious that members want Westmill Solar to continue to be successful, is moving in a very measured way because it knows it is members' money at stake and fully expects the consultation and debate on future development plans to continue.
- Philip Wolfe asked TP to answer why the board is asking for a vote before informing members about different investment and diversification options.
 - o TP answered that by the end of the year, the board hopes to be able to come out to members with different options. This process has been delayed (not least to await what policy changes might be made after the upcoming election) but the board wants to have a clear understanding of where members are, ensure that it has the ability to bring in new members and further discussions will continue from there.

- **Member Unknown (in person)** – I think that the members who are actively engaged and involved with the process should have more of a right of what is being decided of what the co-op does compared to those who do not participate.

SF highlighted that there had also been some questions and (generally supportive) comments in the Zoom chat. Additional questions can be sent to info@westmillsolar.coop and the board will respond to questions and add them to the website FAQs.

TP then moved the meeting to a vote.

Motion 7: To authorise the directors to issue a ‘founders’ bond’ on the draft terms and conditions circulated with this AGM notice (but subject to such amendments as the directors may consider appropriate) and to implement an offer to members for the conversion of some of their existing share capital into this ‘founders’ bond’ in accordance with the terms and conditions outlined in the circular to members of 9 April 2024 (also subject to such amendments as the directors may consider appropriate) in order to reconcile the interests of existing and prospective members and as an initial step to enable the Society to do more to tackle climate change.

PROPOSED BY: TOM PARKINSON

SECONDED BY: DAVID UREN

| VOTES CAST | In-person | Online | In-advance | Chair proxy | Total |
|-----------------------|------------------|---------------|-------------------|--------------------|--------------|
| IN FAVOUR | 28 | 13 | 101 | 85 | 224 |
| AGAINST | 2 | 0 | 18 | 0 | 19 |
| ABSTAIN | 2 | 1 | 16 | 0 | 19 |
| MOTION CARRIED | | | | | |

Conclusion of business – Tom Parkinson

TP thanked Ian and FarmED for the talk and for hosting - and all the guest speakers and those members who had attended in-person and online. Thanks also to the Energy4All team for the work they did to prepare for the day and to Ben from That Event Company for the AV support. Mark Luntley extended a thank you to TP for his hard work for both the AGM and for all of the work that has been done over the year. TP said a final thank you to Julia Spragg for her work on the board. She was presented with a painting of the site for her contribution as a director.

Meeting ended at 13:40