



## Harborough Energy Ltd Board Meeting 21<sup>st</sup> October 2019 Minutes

**Held on:** Monday 21<sup>st</sup> October 2019  
**Venue:** NBJ Ltd, Husbands Bosworth, Leicestershire  
**Attendees:** Gavin Fletcher (Chair), David Robbins, Sharon Burke, Neil Burke, John Twiddell, Darren Woodiwiss, Peter Jones (later arrival)  
**In Attendance:** Donna Hanlon (minutes)  
**Apologies:** None

### Actions in bold and list of actions at end of minutes

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#### 1. Welcome and apologies

Peter Jones sent apologies for a late arrival and therefore GF chaired the meeting on his behalf. No further apologies had been received.

#### 2. Minutes of Board meeting held on 20<sup>th</sup> August 2019

The minutes were accepted as a true and accurate reflection of the last meeting.

All of the relevant action points were signed off as complete or addressed later in the meeting and any key points surrounding these were raised as follows:-

- Deceased shareholders – GF advised that the widow of one of the shareholders has now been refunded and the solicitor representing the estate for the other deceased shareholder has been contacted.
- The issue of shareholder repayment will be addressed at the AGM.
- JT provided the meeting with a printout showing export data for NBJ. It was concluded that things seem to be working satisfactorily and in fact NBJ are leading the pack in comparison to others (as per the comparison data from Sheffield University). If these regular checks continue to be carried out, it will be much easier to spot if things are going wrong.
- DR asked if JT could provide him with the NBJ reference number to be able to access the Sheffield data. **Action DR and JT**
- NBJ are not taking a manual log of meter readings at present
- , but it was agreed that weekly readings would be instigated. **Action: NB and SB**
- NBJ are now up to date with their invoices. Thanks were given to NB and SB for their patience whilst this was resolved.

#### 3. Action Points not covered in Agenda

##### a) Director Resignations

Oliver Savage and Judith Waddington have both formally resigned as Directors. Discussion was held regarding who is responsible for lodging this information with Companies House. It is believed that Master Accounting currently have the information regarding this and that this should be investigated further. **Action: DH**

## b) Dropbox

It was reported that DR had kindly sorted out the Dropbox and it should now be much easier to navigate around.

## c) Governance Issues

GF is working on getting a full understanding of what needs to be done with regards to governance. DR referred to the document in Dropbox call the 'HE HS1 Responsibilities - Admin and Oversight' as a starting point as this needs to be updated which will then encourage further discussion. It was agreed that a process sheet is needed for all areas of governance. It was agreed that DH would update the document as far as possible and then GF and DR would arrange a meeting to discuss this in further depth. **Action: DH, GF and DR.**

DR reported that the FCA have launched a portal that he is currently trying to gain access to, to see who has authority to update the records. The final annual return will be due by January 2020 at the latest so will need investigating further. **Action: DR and DH**

## d) Warmer Homes

DH ran through her paper on the processes currently in place for Warm Homes and also suggestions of what HE could do further in terms of management reporting to ensure that things are being scrutinised adequately. In addition to the points already suggested on the paper, it was agreed that DH would liaise with Street Home Solutions to find out more detailed management reporting information such as:

- Details of any complaints, the nature of the complaints and the action taken.
- Details of where the referrals are coming from if not via HE.

Some discussion was held surrounding the reputation of Harborough Energy and if we should check for customer feedback occasionally. It was asked whether a sample of the customer base could be provided to enable this to be implemented. Care should be taken here with data protection issues as it would depend what the resident had agreed with Street Home Solutions at the outset. A possible solution would be to provide a letter at the outset from Harborough Energy regarding this.

Another suggestion was to look at independent review schemes such as Trust Pilot. It was agreed that this might be something to ask Street Home Solutions to consider.

In summary it was agreed that things are moving in the right direction and the process would be continue to be reviewed and tweaked.

## 4. Risk Register Update

DR advised that he had updated and simplified the Risk Register, drawing particular attention to the items marked in 'red' that had been changed. DR asked that all those listed on the Risk Register checked the points allocated to them to ensure they are happy with their areas of responsibility. He also asked that attention was made to the 'high risk' items to ensure the relevant actions are being taken. **Action: GF, PJ and JT**

## 5. Treasurer role and Financial Report

### a) Shareholder ledger and management – deceased members

As previously reported, GF advised that the deceased members shareholdings had been actioned. It was agreed that until they have been paid out, those acting for the 'estate' would be contacted instead. It was agreed that GF would provide DH with the relevant Solicitor information to be able to update the contact list. **Action: GF and DH**

It was also agreed that GF would provide DH with details of the shares paid out to be able to update the master document. **Action: GF and DH**

**b) Bank account**

SB reported that current balances in the accounts as at 21<sup>st</sup> October 2019 were:

Harborough Solar One: £20,819

Harborough Energy: £ 2,002

**6. Operational Matters**

**a) Environmental Energies**

Discussions were held regarding warranties and DR presented the meeting with the hard copy of the warranty folder for NBJ. It was suggested that it would be useful to get an electronic copy of this to save in the Dropbox (we have electronic copies already for Woodnewton and Archway), so DH will contact EE in the first instance to get hold of this. **Action: DH**

It was also agreed that whilst doing this, DH should also ask if EE would be interested in providing a quotation for maintenance and support of all three sites, including inspection of electrical connections. **Action: DH**

**b) HS1 AGM**

GF advised the meeting that Master Accounting have completed the accounts. GF had followed up, asking for background regarding the negative reserves and Master Accounting had clarified this further (depreciation and project / development costs). Master Accounting had concluded that the projects were financially viable. They had suggested that they could prepare a projection of where each project is going in forthcoming years if required (there would be a cost associated but would be useful for investors).

It was agreed that at this stage, it would be proposed that the shareholders are paid interest and not capital on their shares. GF will provide a 'cashflow' slide which will show the money available in the business now, and will outline how the cashflow on the operations matches the liabilities on the dividend payments.

The following two resolutions were proposed and seconded:

1. That the draft accounts are accepted. (Proposed by GF, Seconded by PJ)
2. That Master Accounting are asked to prepare projections and also attend the AGM. (Proposed by GF, Seconded by PJ)

GF therefore agreed to ask Master Accounting if they could follow up with projections and also attend the AGM. **Action: GF**

JT asked if areas such as depreciation could be highlighted in 'layman's terms. GF explained that he will present this at the AGM and will have cashflow information available to accompany the accounts.

It was highlighted that a physical copy of the accounts need to be signed to go onto to the website.

It was agreed that Peter Jones would act as Chair at the meeting (proposed by GF and seconded by DW).

It was also agreed that the invitations to the AGM should be sent out during week commencing 28<sup>th</sup> October 2019 and the timings would be 5.45 pm arrival for a 6.00 pm start, and 7.15pm finish. It was suggested that tea and coffee for 20 is pre-ordered in the first instance. **Action: DH**

**c) Western Power**

Discussions had been held at the last meeting as to whether a letter for compensation should be sent to Western Power. It was decided to leave this for now, however they may be interested in looking at a more strategic supply-side relationship. It was agreed that JT and PJ would contact Western Power regarding this. **Action: JT and PJ**

**7. Education Trust & other bids and initiatives**

A protracted discussion was held, regarding where the boundaries are for Harborough Energy and what should be looked at as priority. Some initiatives were discussed such as vertical access wind turbines, batteries and flex schemes.

JT advised in his view HE should stick with reasonable technology like PV. It was agreed to approach other options with caution to ensure there is the expertise to show feasibility.

It was agreed to focus on the multi-academy trust in Market Harborough in the first instance and then see if there are any working feasibility studies that can be found for anything further.

With regards to the Rural Community Midlands Energy Funding Bid, the forms and date have been received and GF will look at this if PJ is not able to do so. **Action: PJ and GF**

**8. Any Other Business**

Following on from the discussion re batteries and other initiatives, NB asked if there is anything that can be done to help to get the benefit of what is happening on the NBJ site at weekends. It was agreed that Gavin would speak with a contact of his, Ian Chilvers, to investigate this further. **Action: GF**

With regards to the Schools and Changing Climate event, DW advised the meeting that only 2 suppliers had committed to the event (despite others being chased a number of times) and 5 were needed to make it viable. Due to the lack of interest it was proposed that this be postponed for the time being.

**9. Date and location of next meeting**

Next Harborough Energy Board meeting to be held on Tuesday 21<sup>st</sup> January 2020 at 6pm at NBJ Ltd, Husbands Bosworth, Leicestershire.

HS1 AGM date confirmed as Tuesday 19<sup>th</sup> November, 17.30 arrival for a 18.00 start at The Angel Hotel, High Street, Market Harborough

There being no further business, the meeting was duly closed at 19.50pm

Signed .....

Gavin Fletcher (Chair)

### Action Points from Board meeting

Action	Who	By When
Complete minutes of October Board meeting and circulate	DH	ASAPE
Directors resignations details to be updated on FCA website	DH / Mark Buckmaster	ASAP
JT to provide DR with the NBJ reference number for accessing Sheffield data	JT	ASAP
NB / SB to instigate taking manual meter readings	NB / SB	ASAP
DH to update the 'Admin & Oversight' document and send to GF and DR for further discussions on roles and responsibilities	DH	ASAP
GF and DR to meet to discuss governance and roles and responsibilities	GF and DR	ASAP
DH to liaise with Street Home Solutions regarding provision of additional management reporting information	DH	ASAP
Risk Register – Directors to review risk register and double check the risks allocated to them are OK- give updates to DH if not (especially the points flagged in red)	GF, PJ and JT	By next meeting
Shareholders who have been repaid to be moved onto a new spreadsheet and deleted from original database	DH	ASAP
GF to advise DH of the details of the shares paid out to deceased shareholders estate for updating	GF	ASAP
DH to check with EE if they can provide electronic version of warranties folder for NBJ.	DH	ASAP
DH to ask EE for information / quotations on maintenance contracts (with particular reference to inspection of electrical connections)	DH	ASAP
JT / PJ liaise with Western Power to establish if there is any interest in a more strategic supply-side relationship.	JT and PJ	ASAP
HS1 – GF to take Master Accounting up on offer of additional work on projections for forthcoming years	GF	ASAP
GF to ask Mark Buckmaster if he will attend HS1 AGM to speak through accounts	GF	ASAP
DH to pre-order refreshments for 20 for AGM		
Invites to be sent to shareholders of HS1 AGM	DH	w/c 28 <sup>th</sup> Oct

