



Harborough Energy Ltd Board Meeting 21st January 2020 Minutes

Held on: Tuesday January 21st 2020
Venue: NBJ Ltd, Husbands Bosworth, Leicestershire
Attendees: Peter Jones (Chair), David Robbins, Sharon Burke, Neil Burke, John Twidell, Darren Woodiwiss, Gavin Fletcher
In Attendance: Donna Hanlon (minutes)
Apologies: None

Actions in bold and list of actions at end of minutes

1. Welcome and apologies

Peter Jones welcomed all to the meeting. Apologies for a late arrival were received from David Robbins and John Twidell.

2. Minutes of Board meeting held on 21st October 2019

The minutes were accepted as a true and accurate reflection of the last meeting and duly signed by Gavin Fletcher as Chair of that meeting.

All of the relevant action points were signed off as complete or covered later in the meeting, other than the updates to follow:

With regards to the action that regular meter readings commence at NBJ, NB advised that this has not yet commenced due to the time of year, but will be actioned in the Spring.

GF advised of a productive meeting that had been held with DR in early January. In addition to reviewing the roles and responsibilities for HE, they had reviewed the processes behind Warm Homes. GF has been liaising with Amanda May at Street Home Solutions regarding the Warm Homes scheme and working to get their papers and processes up to date.

Due to the possible opportunity to work with Uppingham Community College, the plan is to find more installers to go onto the framework. Once potential installers are identified, it was agreed that it would be useful to do a credit check in the first instance, which NB kindly offered to assist with when required.

Action: GF / NB

3. Action Points not covered in Agenda

a) Governance Issues

All were encouraged to review the list of roles and responsibilities that had been put together and feedback any comments. DH will recirculate this document along with the completed minutes.

Action: DH / All

b) Shareholder ledger

There was nothing to discuss regarding the shareholder ledger on this occasion.

4. Risk Register Updates

It was agreed that the most up to date versions will be circulated along with the minutes for all to review and feedback any comments. **Action: DH / All**

With regards to the risk register, it was highlighted that it would be useful to hold a separate meeting to go through this along with any other development issues etc. It was agreed that this meeting should be arranged for late Spring. **Action: GF**

5. Treasurer role and Financial Report

a) Bank Account

GF presented his paper to the Board. He explained that the £5,000 repayment that had been made to the estate of the deceased shareholder had affected the capital.

With regards to the bank account for Harborough Energy, the balance currently stands at £466.43. GF advised that there had been previous provision made for a further £2,500 to be recharged to HS1, therefore it was proposed that this be transferred over at this point.

PJ asked that a set format is agreed for financial reporting to the Board and said that it would be useful to see it in a column format by project, with headings to include income year to date, cumulative income for each project, costs etc. PJ advised that he will provide GF with an idea of how this could look and GF will re-format on this basis for the next meeting. **Action: PJ, GF**

GF advised that income has been actually better than expected, due to the fact that Archway and Woodnewton are using 100% of electricity as opposed to the predicted 75%.

b) Shareholder Interest Payments

GF advised of the proposal to pay shareholder interest and a discussion was held regarding how any further deaths of shareholders could affect the capital. It was asked whether, if further deaths were to occur, it would be possible to make a repayment in the same way as has been done this time. It was agreed that this could be problematic and would certainly need to be put into the risk register. **Action: DH / DR**

NB suggested that because repayment had been made this time, a precedent had been set. GF clarified that it had been advised at the AGM that this capital repayment had been made, however the family of the deceased had been advised that this was at the discretion of the Board. PJ suggested that if similar occurred again, the shareholding could be offered out to other subscribers to take up. It was asked what is stated in the memorandum and articles of association regarding whether this "share buy-back" option could be offered and GF agreed that he would investigate. **Action: GF**

c) Proposals

The following proposals were duly submitted, seconded and agreed:

- 1) That investor interest payments for project 1 and 2 are paid in Jan/Feb 2020 as follows:
Project 1 – interest payment at 5% - £4,174.50
Project 2 – interest payment at 4% - £3,960
- 2) That the sum of £2500 be moved across from Harborough Solar One to Harborough Energy.

Action: GF

6. Operational Matters

a) Environmental Energies

DH advised the meeting that she had asked EE to quote on maintenance for all 3 of our sites and they had come back with a list of various questions to address prior to them being able to quote accurately.

PJ suggested that this list be circulated amongst the directors and JT could be the final arbiter to help to decide exactly what was needed from EE. NB suggested that these quotes would need to be different for each site as some sites would have different needs to others, and he would be able to complete the queries for the NBJ site.

It was agreed that DH circulate these questions to the Directors and then ask JT for assistance in putting together the final list of requirements. **Action: All / DH**

b) Western Power

PJ explained to the meeting that it had been thought prudent to wait and see how things went with the Learn Academy Trust before approaching Western Power, as it things go to plan, Harborough Energy will then be in a stronger negotiating position.

c) Warm Homes including Charnwood Borough Council

GF advised the meeting that Warm Homes work for the Harborough District has dropped off recently, but they are just about to do some more publicity. GF reported that the Harborough District is one of the top performing districts in the country for this work.

It was advised that Charnwood Borough Council are now looking to enter into an agreement with us and discussion was held as to whether we want another local authority on the scheme, along with the potential problem of only having one installer to satisfy any requests.

Discussion was held about whether allowing one installer to have the monopoly causes a potential problem. GF advised that Street Home Solutions are good and trustworthy, and in fact there are no other installers that we know of that could assist (following the financial difficulties of previous installers). A suggestion was made that it could be argued that SHS hold the choice in the market as they manage the installers and not us, but it was thought it might be useful to ask Amanda May what her views would be on the possible challenge faced with having one supplier

Action: GF

It was agreed that if possible, it would be best to keep things simple and avoid any additional work in managing more installers.

Some debate was held regarding customer feedback and how we go about finding out if there are any problems with the installers, particularly as they are going into people's homes. The issue is

that feedback currently goes to local authorities and to get hold of this, the individual would have to give us their permission. It was wondered whether an SAE could be left with the homeowner with a short questionnaire but there are cost implications with this. This is something that should be addressed with Street Home Solutions.

Another issue is to ensure that Street Home Solutions advise of the vetting procedures that they carry out to check for the employment status of any individuals working for them.

In summary it was agreed that GF would liaise with Amanda May at Street Home Solutions regarding the following points:

- To establish any views on using solely one installer
- To check if Amanda gets access to any customer feedback from the local authorities and if this can be shared with us.
- To establish what vetting procedures are carried out by Street Home Solutions for the recruitment of installers.

Action: GF

7. All other bids and initiatives

a) Woodnewton / Schools

PJ advised that he will be sending the bursar a copy of the bid that has been done for Learning Academy Trust once the grant comes in, to ask if they may be interested in pursuing something similar.

GF advised that he feels hopeful that the grant should be received and notification of this should be here within the next few weeks. The grant is for £40,000 and will be to survey 10 schools in the Market Harborough and surrounding area. The aim is to look at the schools heating and electricity needs, considering every tool possible to de-carbonise this, including biomass, deep bore heat pumps etc. DR raised that when the feasibility study is carried out it would be useful to ask them to also sign up to a MOU.

Gf advised that once funding has been received, agreement needs to be made regarding how the project will be managed. An open meeting will need to be held with a consultant, the main people at the school and within Harborough Energy to discuss this further. There could also be a role for My Admin in this project and this needs scoping further to set out what this role would cover. GF advised that he would send out some further questions to Directors regarding this and would welcome any feedback. **Action: GF / All**

A query was raised regarding whether this project might be eligible for tax relief but GF explained that renewables are not generally accepted unless there is lots of research involved (and the relief would only be on those parts where research is involved).

b) Uppingham Community College

As outlined earlier in the meeting it was agreed that work would be done to get extra installers on the framework first of all before taking this any further.

DW asked whether it would be worth revisiting Welland Park and Robert Smyth school to see if there might be any further interest and it was agreed it could be worth looking at again in the near future.

c) Batteries and other initiatives

GF reported that he had spoken a while ago to his contact Ian Chilvers, who had shown some interest in discussing storage batteries further. He has heard nothing since so agreed to follow up on this. **Action: GF**

8. Any Other Business

a) Energy Usage

JT kindly produced a print-out of his analysis of energy generation, which all at the meeting found of interest. He particularly highlighted an area of time in November / December where sunshine hours were much reduced, which fits in with the recent EMiG data produced for the invoicing that had been queried by DH.

Some discussion was held regarding whether it would be useful to put these charts onto the website to show the level of detail that Harborborough Energy / our Technical Director goes into. It was agreed that this would be useful and a good sales tool. Therefore JT agreed to put something together for the website and DR will ensure this gets put onto the site. **Action: JT and DR**

b) Post FiT Challenges – Big Solar Co-op

DR gave an update to the meeting on an informal call he had had with Noel Lambert and John Halle, as they are looking for 5 new pioneer sites to work with and wanted to know if Harborborough Energy would be interested in taking part. DR advised that the problem that Harborborough Energy faces is that although it is successful and working well, the problem is with scaling up, and therefore further consideration should be given to this. They aren't looking at a merge as such, but more about connecting co-operatives, collective buying and development etc. It was agreed that DR and GF should look to explore these options further to find out a little more about their proposals. **Action: DR / GF**

This led to further discussion regarding the community and JT advised that the best opportunity is at the housing planning stage within the councils. DW advised that he has sent documents to the council already and he is due to be invited to one of their meetings. PJ advised that he would be put together a strategic scoping document from Harborborough Energy to the council that is hard-hitting and wide ranging in it's approach. It was highlighted that something like this had been produced before, and therefore DR will look at this and work with PJ to bring this up to date. **Action: DR / PJ**

9. Date and location of next meeting

Next Harborborough Energy Board meeting to be held on Monday 20th April at 6pm at NBJ Ltd, Husbands Bosworth, Leicestershire.

There being no further business, the meeting was duly closed at 19.25

Signed

Peter Jones Chair)

Action Points from Board Meeting 21.1.2020

Action	Who	By When
Credit checks on potential installers as required	NB / GF	As required
To review the updated schedule of roles and responsibilities	DH / All	Next meeting
To review and comment on risk register	DH / All	Next meeting
To convene a separate meeting to review risk register and other developmental issues	GH	May
To standardise the format of financial reports to the Board	PJ / GF	Next meeting
To add an extra item onto risk register regarding potential deaths of shareholders and how to treat shareholdings	DH / DR	Next meeting
To investigate the memorandum and articles of association to establish what is stated re share buy-backs	GF	Next meeting
Shareholders interest payments to be made	GF	February
Transfer of funds from HS1 to HE	GF	February
DH to circulate queries from EE re maintenance quotes for input from Directors	DH / all	ASAP
GF to liaise with Street Home Solutions with various queries re installers and customer feedback	GF	ASAP
GF to circulate Directors with queries re scoping schools project	GF / All	ASAP
GF to follow up with Ian Chilvers	GF	
To consider putting technical data onto HE website	JT / DR	ASAP
To speak with Big Solar Co-op and explore initiative further	DR / GF	ASAP
To put together a strategic scoping document to send to Harborough District Council	DR / PJ	ASAP