



Harborough Energy Ltd Board Meeting 9th December 2021 Minutes

Held on: Thursday 9th December 2021 at 6pm

Venue: Zoom Video Conference

Attendees: Peter Jones (Chair), John Twidell, David Robbins, Gavin Fletcher, Darren Woodiwiss

Apologies: James Markwell

In Attendance: Carl Tiivas (member), Donna Hanlon (minutes)

Actions in bold and list of actions at end of minutes

1. Welcome and apologies

PJ welcomed all to the meeting. DR had sent apologies to advise of a late arrival and joined the meeting at 1814. A special welcome was extended to Carl Tiivas who had joined the meeting to review the existing set up of the Board and to find out more about Harborough, with a view to becoming a Director.

James Markwell was unable to join the meeting on this occasion.

2. Introduction from Carl Tiivas

CT advised that he had reviewed the website to learn more about Harborough Energy. His initial concern regarding any possible financial liability had been addressed at the AGM for HS1 in November. PJ advised that there is of course a duty of care, adding that care is needed to ensure that Directors can explain any actions taken and that any interests they may have are declared. It was explained that Directors use a 'best endeavours' basis to debate and arrive at decisions on a consensual basis and that there is Director's insurance in place. JT added there are a lot of Energy Co-operatives, most are bigger than Harborough Energy, some of whom have permanent staff.

CT provided a summary of his background to the meeting. He is a recently-retired physics graduate, having worked in the health service for 33 years. He has been interested in the environment and climate change for the past 10 years, is a member of the Green Party, and is familiar with transition towns and community energy projects, general climate and carbon issues. CT is keen to see what he can contribute to the organisation.

A resolution was therefore put forward to accept CT onto the Board of Directors for Harborough Energy and Harborough Solar One.

Proposed by: John Twidell

Seconded by: Darren Woodiwiss

All present were in agreement and therefore Carl Tiivas was formally accepted onto the Board of Directors.

3. Minutes of Board meeting held on 27th October 2021

The minutes were accepted as a true and accurate reflection of the last meeting and duly signed by PJ.

4. **Action Points not covered in Agenda**

Depreciation issue – GF advised that clarification is still needed on how to best deal with the depreciation of the assets. From an accountant's description, a profit won't be made until the end of the project, however at that point there will be a substantial sum of funds which would be subject to a tax liability. It would be better, if possible, to distribute these funds during the course of the project. JT added that depreciation is a meaningless term in this scenario. DW added that consideration would need to be given to a 'value transfer' if selling to another co-op in the future. GF summarised that the key thing is not to put the project at risk, therefore the point made by Neil Adams at the 2020 AGM was well made, however a conclusion does need to be reached on when community benefit can be paid. It was agreed that GF would write to Community Energy England and Share Energy to see if they have an approach that they could suggest. **Action: GF**

Site visit to Woodnewton – JT advised he had been trying to make contact with the facilities manager at Woodnewton to arrange a visit but he has had no success so far. PJ suggested that he could push this forward with the governors if needed, but JT advised he would try again first of all to see if he has any success. **Action: JT**

5. **Health and Safety Issues**

There were no health and safety issues to raise.

6. **Treasurer role & Financial Report**

Overview of operating cash flow / balances

No new figures were available since the last meeting. GF advised that the insurance monies had now been received for business interruption.

A transfer of funds has been made from HS1 to HE as a small 'loan' which will be repaid once the grant income is received from the LearnAT study.

7. **Governance**

Replacement of Company Secretary – HS1

Following NB stepping down as Director and Company Secretary, it was asked for a Director to take on the role of Company Secretary. PJ advised that a Company Secretary's role is to be the 'legal' representative of the Company, being aware of the administration of the operation and ensuring that nothing happens that the Board hasn't sanctioned. DW advised that he would be happy to fulfil the role and a resolution was passed as follows:

Proposed by: Gavin Fletcher

Seconded by: David Robbins

All present were in agreement and therefore Darren Woodiwiss was duly appointed as Company Secretary for Harborough Solar One.

Annual accounts HS1 and submission to FCA

DH advised that the accounts are now ready for submitting to the FCA, pending a new Company Secretary being appointed. Now the appointment of DW has been confirmed, these will be circulated for signature to PJ as Chair, GF as Treasurer and DW as Company Secretary. Once signatures are back, DH will submit these to the FCA. **Action: DH**

8. Operational Matters

Warm Homes

GF provided the meeting with an update on the transition of the Warm Homes scheme to Street Homes Solutions and the Local Authorities. Because the Local Authorities have worked effectively with Street Homes Solutions already, they are all happy to transfer the agreement to them as a trusted business. GF is working this through to ensure that both Amanda May at Street Homes Solutions and the Local Authorities are satisfied with the handover.

Some points to flag were:

- Web pages – Amanda May had asked for access to the ‘warm homes’ web pages. DR asked if Amanda could be put in touch with him about this to see exactly what is needed. **Action: GF/DR**
- Printed materials – Amanda May has a substantial amount of printed materials with Harborough Energy and the Warm homes scheme printed, and would like to continue to use these until they are no longer valid at the end of Eco3 in March. Some discussion was held regarding this and it was agreed that it would be good if the transition could be tied in with the end of March when the Eco3 scheme concludes.
- DR stressed need to find a way to make it clear who is representing whom. Clarity will be needed on reaching a point where Street Home Solutions are no longer putting themselves forward as working directly with Harborough Energy.

PJ provided CT with some background around the Warm Homes scheme for his further information.

Technical update / analytical report on performance (JT/DR)

JT advised that the sites are all generating, however not a lot is expected in winter months.

NBJ

PJ advised CT of the historic problems at the NBJ site and how lessons have been learnt in terms of implementation procedures and controls.

It was agreed to log some key points of learning following the NBJ issues, those of which are as follows:

1. Gf advised of the lack of clarity regarding where the responsibilities of the installers and electricians laid. As far as EE were concerned, they had installed everything in line with the manufacturer’s instructions, however the manufacturer’s instructions have since changed.
2. JT advised there should be an independent inspection on formal handover at sites, along with a representative from Harborough Energy to take photographs and make comments.
3. There is a potential issue of ownership to consider if systems go out and the ‘host site’ makes repairs to kit without the knowledge of the Board.
4. It was agreed that the company that NBJ used (HowPow) seemed a good contact to assist with anything like this in the future.
5. JT stressed that any damaged components should always be kept as evidence for investigation purposes.
6. GF advised there is a need to agree what is done next time around. Are there standard documents out there (implementation, operation and post-incident). It might be when a system quote is obtained, an independent person is also contracted to represent interests, making sure everything is in order, rated correctly and the system is OK to connect into.
7. Survey of the consumer unit is needed before it is connected to ensure it is OK. This needs to be added to the risk register.
8. A policy handbook / installation handbook will be needed moving forward. Hopefully Renewable energy UK will have something like this available for use.

It was asked that if anyone else has any points they would like to add to this, please could they advise DH. **Action: All**

Site Visits – ongoing

Risk register

A meeting to discuss the Risk Register is convened for 18th January. It was agreed that DH will forward the relevant background information to CT. **Action: DH**

9. All other bids and initiatives

Learn AT and grant status

Some background was given to CT regarding this project.

GF had previously circulated the draft report for LearnAT, as produced by NEP. GF stressed that as a previous circulation had already been sent out and fed back on, any comments should be final comments to ensure it can now be wrapped up.

JT spoke to his comments previously provided; key points of discussion are as follows:

- Well laid-out and professional document. However, it is important to try to get the schools to have a conscience re bigger issues, rather than just financial considerations. GF suggested putting in an opening statement from Harborough Energy setting these things out. As NEP had been asked to do a feasibility study (financial) it would be better to add a separate statement in as the organisation who initiated the project. GF agreed to draft this. **Action: GF**
- Rainwater collection and use could be added. GF advised this could be mentioned in future conversations but is not something for the report.
- They don't include heat recovery in the report. GF will mention this.
- 80% use of electricity within the school needs further clarification.
- The PV set up at Church Langton is very commendable and this ought to be set out as a major example to LearnAT.
- Some discussion was held regarding EV charging. PJ outlined that it could be a good selling point for schools to recruit teachers and could potentially be used by parents and village residents.
- Some reference could be made watch out for heat pumps as there might be funding for this in the future. There is a need to give the reader some sense that oil is bad regardless, that electricity prices will go up as a consumable and the capital cost of this equipment is coming down. It might be not something that can be done today but it could be practical at a future date.

PJ advised he would be happy to do an A4 overview of the report in a covering letter.

DR added he is also keen to close this down, as this now needs moving on to discuss the findings with LearnAT and be invoiced and paid.

Actions agreed:

- All points to be sent to GF on the report by close of business Fri 10th December – **Action ALL**
- Amendment for GF to be sent from DR re 'internal rate of return' – **Action DR**
- Gavin will make specific amendments on the pdf report and send to LearnAT – **Action GF**
- Gavin will circulate a introductory statement for all to consider (that goes in the document)
Action: GF
- PJ will draft a covering letter to send out with the report once it is finalised. **Action PJ**

Thanks were given to GF for all of the energy and effort he has put into this project.

Community Benefit Fund – ongoing

Tugby Parish Council - ongoing

Big Solar Co-Op – ongoing

Husbands Bosworth Glider Club

DW had flagged with the Glider Club the idea that they might be able to buy excess energy from NBJ, however this is entirely dependent on the cost of laying a cable, which could be quite substantial. DW had hoped to speak with James Markwell re this to find out his views, which will be followed up in due course. **Action: DW**

10. Any Other Business

Some discussion was held regarding holding a Board meeting at one of the host sites such as Woodnewton in the future. It was agreed that PJ will raise this as a possibility with the Governors **Action: PJ**

DR will liaise with CT with regards to access to Dropbox and key documents. He also highlighted to CT the 'Roles and Responsibilities' document and asked for CT to review this to see if any specific areas of interest might stand out. **Action: DR / CT**

11. Date and location of next meeting

Tuesday February 22nd at 6pm.

There being no further business, the meeting was duly closed at 7.30pm.

Signed

Peter Jones (Chair)

Action Points from Board Meeting 9.12.21

Action	Who	By When
Write to Community Energy and Share Energy for suggestions on approach to depreciation	GF	ASAP
Continue to try to make contact with Premises Manager at Woodnewton with a view to arranging a site visit	JT	ASAP
Add DW to FCA records as new Company Secretary	DH	On annual return ASAP
Add CT to Companies House and FCA records as new Director	DH	ASAP
Circulate final accounts to GF, PJ and DW for e-signature	DH	ASAP
GF to put DR in touch with Amanda May re web pages / warm homes	GF / DR	ASAP
Risk register – circulate risk register document to Directors to refresh knowledge in advance of next meeting on 18 th January	DH	ASAP
LearnAT – any comments on draft report to be sent to GF	All	By close of business on Friday 10 th December 2021
Learn AT – prepare an opening statement from Harborough Energy for inclusion in final report to LearnAT (circulate to all for consideration upon completion)	GF	ASAP
LearnAT – specific amendments to be made on pdf draft report and send back to NEP.	GF	ASAP
LearnAT – draft covering letter to go with LearnAT final report to be prepared	PJ	For when LearnAT report finalised and ready to send
DW to speak with James Markwell for views re Husbands Bosworth Glider Club	DW	Ongoing
Woodnewton – contact Chair of Governors to investigate possibility of holding a Board meeting on site in Spring/Summer 2022	PJ	Ongoing – for when BST starts
Share Dropbox and other important documents / information with CT including Roles and Responsibilities document	DR / CT	ASAP