



## Harborough Energy Ltd Board Meeting Tuesday 14<sup>th</sup> March 2023 Minutes

**Held on:** Tuesday 14<sup>th</sup> March 2023 at 7pm

**Venue:** Zoom Video Conference

**Attendees:** Peter Jones (Chair), John Twidell, Darren Woodiwiss, Carl Tiivas, Stephen Rankine

**Apologies:** Darren Woodiwiss, Stephen Rankine

**In Attendance:** Lesley Burrows – My Admin Support (minutes)

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

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**1. Welcome and apologies for absence. (PJ)**

**2. Minutes acceptance from 18.01.23**

**3. Action Points from previous Minutes (if not covered in Agenda below)**  
N/A

**4. Health and Safety Issues**

No issues arising.

**5. Treasurer role & Financial Report (CT)**

**a) Overview of operating cash flow / balances**

CT confirmed the balance after interest payments have been paid equates to £24K in the bank. A good position for the next year. Our revised annual income estimate for the next year amounts to £30K, but £9K will be needed to cover deceased members capital repayment. Previously income was just under £20K.

JT commented on the kw/h on export by Good Energy and the amounts we receive are insufficient **(CT)** to look in possible re- negotiation. The contract to be located **(LB)**.

**b) Shareholder interest payments & HMRC Reporting**

CT confirmed Interest payments / bank transfers have been paid out 14.03.23.

The deceased member of Estate payment amounts to £9K for the final payment later in the year.

PJ raised the issue of contractual obligations to our Members in terms of safeguarding their payments via deferred payouts on deceased'd Estates. CT pointed out this was a careful balancing act and the upside was that redemptions also improves longer term security for remaining

Members. : Considering the broad flows dividend interest works out around £7K/£8K annually, which will reduce after capital pay-back. Our net payments out are less than £20K and income is £30K. CT commented he is happy to model the next 15/20 years to completion of the projects. The provision of Community Benefit remains important to fulfilling our Mem and Arts so he will build in

donations of c£2K a year. It was noted our income is high because of the re-negotiated electricity prices. How we manage our costs and admin (formerly borne by HE rather than HS1) will require a readjustment of accounts. Our strategy therefore remains to pay capital back as quickly as possible but leave adequate reserves which reduces our overall interest payments.

JT commented (regarding capital cost exposure) that in the case of inverters we need to plan for each of the systems to have at least 1 replacement per site over the 20 year amortisation. Bank Triodos and Market Harborough Building Society were mentioned as possibilities for setting up provisioning accounts. CT enquired on what the price allowance for each inverter would be prudent and he would liaise with Share Energy on this.

CT commented that SVB (Silicon Valley Bank) in the USA have gone bust whereby a large amount of community projects had their finances held with this bank therefore would possibly be wise to spread the accounts into several banks/building societies.

**c) Depreciation of assets in accounts CT will work on straight line assumptions. Share Energy**

CT confirmed our main outgoings within the next year are SE amounting to £4K plus VAT, payment dates tbc possibly quarterly.

CT commented on asking Share Energy on outages and their experiences and whether anything has mirrored NBJ's incident.

**d) HS1 Annual Return – submit to FCA (CT/LB)**

CT confirmed the AR30 annual return form is complete and Community Benefit was discussed (this came up upon filing the AR30 as one of the questions on the return) with HS1 being a Community Benefit Society therefore requiring details of what benefits we will be providing. Hence mention of donating c£2K.

**6. Governance**

**a) Annual accounts – (MB/CT)**

As above

**b) Interest payments due (CT)**

As above

**7. Harborough Energy Ltd – winding up/ checklist (CT)**

**a) Official Closing Date**

CT now confirmed the application with Companies House has accepted closure 08.03.23.

**b) DS01 Scheduled for Feb 2023**

CT now filed with Companies House for Striking Off and has been accepted which takes 2 months to complete (held in the Gazette should for the public) – May is the target date for closure.

**8. Operational Matters (JT)**

**a) Technical update / analytical report on performance (JT)**

**b) Output (CT)**

**c) Site visits (JT)**

**d) Woodnewton / electrician (JT)**

PJ has written to the Bursar at the Woodnewton Trust re: expansion, HS1 to put them in touch with Share Energy. No response has been elicited.

**e) NBJ loss of earnings**

JT mentioned the cut out of NBJ (related to NBJ's installation of voltage optimization equipment) and not connecting back on after the outage for about 9 days. NBJ were provided with a generator very quickly, this would not operate with the solar panels switched on, therefore we suffered a loss equating to c.+£100. **(CT)** to liaise with Share Energy and how they would handle these issues and possible compensation as mentioned above. It is unlikely to be worth pursuing from an insurance aspect.

**f) Archway House**

HS1 have now been provided with the antennae for Archway. JT/CT commented the modem box pictures sent from Emig doesn't match the device and where it is to be installed. **(CT)** To contact Environmental Energy and Emig to provide details about the device and where it is to be fitted and how. DR has provided details of how Emig works to CT accordingly, however Emig's picture (pelican device) differed. JT suggested tracking the cable at Archway. It was confirmed no electricity has been lost with no antennae.

**g) Risk Register (All)**

LB discussed the register roles to be amended accordingly with roles and responsibilities: RO1 CT, RO2 CT, RO8 PJ, R13 DW, R14 CT.

**h) Price Increase Letters**

CT commented last year we reviewed Woodnewton and Archway's tariff in March and to be reviewed in August 2023 according to the PPA on the anniversary of the commissioning date. The commissioning date for NBJ was end of December 2022, the review rate has now increased. Archway and Woodnewton's rate are being charged 18% off the government cap. CT commented The Government Cap for schools and businesses until the end of March 2023. PJ commented review letters to be sent out for Woodnewton and Archway for July 2023 for a review rate date August 2023. **(PJ)**

**9. All other bids, initiatives and other matters**

**a) Community Benefit Fund – pending**

Members were sent emails for ideas towards Community Benefit, with local charities. CT commented Sustainable Harborough are carrying out Cost of Living Crisis work and energy efficiency and possibly provide some funds **(CT)**. A meeting with Sustainable Harborough is being held on the 25<sup>th</sup> March and whether any Board members are able to attend. **(CT)** to circulate the list to the Board with the ideas the Members provided. PJ commented our views to be submitted which would be an affordable project to be associated with.

**b) Big Solar Co-op – pending (CT)**

HS1 advised and suggested NBJ to contact BSC regarding his property for more solar panels and form a project going with them with possibly no capital expenditure upfront from NBJ. NBJ are keen to have more solar panels on their roofs and is actively assessing. Also there are old roofs capable of accepting new solar panels. CT commented (using the open solar software) NBJ could fit c80 kw array if he dotted and spread panels around his roofs.

CT keen to work with BSC and to be involved with new projects: they use community groups to feed in possible sites to them.

PJ suggested passing BSC details on to the Diocese Church in Leicester and possibly to become involved at arms length .This equates to c.300-400 churches. If there is feedback from the church a link will be facilitated possibly to BSC. **(PJ)**. JT commented Kings College holds 80 kw on their site.

**c) New Project NBJ (PJ)**

As above –otherwise we are not initiating new sites.

**d) File sharing / Dropbox : complete (DW)**

HS1 aiming to liaise with Share Energy upon commencement this year, seek their advice on which file sharing to use. JT commented not able to use Dropbox due to space. Previous Board meetings discussed the files to be stored in the HS1 GDrive, instructions have been sent to all the Board accordingly. LB commented other companies are using Sharepoint.

**e) CEE £165 contribution (CT)**

CT commented CEE are asking for a contribution. Voluntary contributions to CEE of £28 per year (for companies income less than 0- £20K per year) to be offered and support their work on our behalf. This has been agreed with the Board to contribute £28 this year.

CT commented Community Energy England act as a good umbrella group for community groups around the country and lobby for changes in legislation.

**f) Possible Sale of Assets NBJ (PJ)**

PJ discussed the possible buy out for the sale of assets to NBJ, although CT commented there could be a standing overhead charge and once SE take over, there would be lot less admin work for HS1. NBJ would need to provide enough money to pay back the capital to the investors at full depreciated value plus adequate provision for remaining overhead costs (depending on whether BSC would accept a pro rata reduction in fees). As significant personal investors NBJ Directors will benefit from any pay back which will offset their company increase in investment. NBJ to decide if they choose to buy. ACTION – CT to work up some numbers for discussion and a decision regarding any offer via the Chair.

JT commented a similar project (Leicester Co-op) had a bio-mass heating at a school that bought them out and was a complex procedure.

CT commented Share Energy are paying off their schemes in c. 10-12 years.

**10. A.O.B**

JT commented A Leicester school had bought out their scheme from a co-operative he was involved in for £519,000 which was paid back to members for their shares . However they haven't worked out the extra written off carried interest value (of c. £100,000 ) promised to members amounting to around 20% of the sale yield. In the Contract the school could buy them out on those terms (unlike our Agreements).

**11. Date & location of next meeting**

Tuesday 13<sup>th</sup> June – 19.00 hours via vidcon

Signed .....

Peter Jones (Chair)

**Action Points from Board Meeting 14.03.23**

Action	Who	By When
Good Energy contract :	LB/CT	LB unable to locate
Possible negotiation with Good Energy re: costs	CT	
Share Energy re: loss of earnings due to outage	CT	
Contact Environmental Energy and eMig	CT	
Review letters : Woodnewton and Archway to draft end of June	PJ	
Community Benefit Funding : Circulate list to the Board – Members provided	CT	
BSC details: pass to Diocese Church in Leicester	PJ	
Amend risk register	LB	
Sustainable Harborough Cost of Living Crisis contact them what we have to do	CT	