



## BOARD MEETING MINUTES

Meeting Type: Board Meeting #045 March 2021

Participants: Sheila Clark - Chair  
Andrew Swann – Treasurer  
Peter Thomas – Operations  
Carol Thomas – Projects and Finance  
Chrissie Sugden - Bookkeeper  
Cath Auty – DIG Appointed Director  
Irene McClonnan – DIG Appointed Director  
Michael Odumosu – Elected Director  
Adrian Shaw – Elected Director  
David Hardstaff– DIG Appointed Director  
Sam Marshall – Company Secretary  
Rowena Tew – Meeting Minutes (non-voting)

Details: 16<sup>th</sup> March 2021, 7.30pm

### MINUTES

#### 1) Apologies

None

#### 2) Conflicts of Interest

None

#### 3) Approval of previous minutes

- a. #044 – February Board Meeting  
Peter Thomas said that there was an amendment as according to the minutes he said that there was a target of 120kwh whereas it was 125524kwh. This should be amended for accuracy.

Carol put a poll up for the Directors to vote. There was a 66% approval which is enough to approve the amended minutes.

#### 4) Matters Arising not covered by Agenda

- a. Carol – Update on Power for the People case study – it is being chased but Carol has not had the time to do it this month.  
**Action: Carol to circulate something to the board in the next few days.**
- b. Sam – Update on response from EConnect map – on the 8<sup>th</sup> of January she requested that Awesome Energy be put on the map. However, at the end of the meeting Sam confirmed that we are now on the map.

## 5) Board Decisions Made by Email

None

## 6) Chair's Report

- a. Administrator post: Rowena Tew was appointed. Sheila thanked the directors who took part in the interview panel and Carol for putting the briefing document together and for sorting out the questions for interview. Sheila asked Rowena to introduce herself briefly.
  - i. Rowena said that she is a musician and paddler who wanted to get involved in community projects here having moved to Taynuilt in February. She is interested in finance and administration so looks forward to the role.
- b. Sheila welcomed DIG Nominated Director: David Hardstaff who Sheila asked to introduce himself.
  - i. David has lived in Dalavich for about 7 years, he is a shareholder in AED and is looking forward to getting up to speed
- c. Sheila welcomed both Rowena and David and said that they had joined at a particularly busy time with a lot to do. Carol and Andrew have been working on some challenging paperwork and some new shareholder issues.

## 7) Communications since last meeting

- a. Board Paper regarding share holdings
- b. Shareholder Tax Return: this is the only item that is not on the agenda
  - i. Carol briefed the board as follows: This is a tax return that was discussed at a previous meeting and it requires us to make a return to HMRC regarding interest paid to Shareholders. The information was submitted before the due date and the whole thing was resolved by the end of the first week of March. The ONS have assured Carol that everything has been received. Andrew emphasised that it was increasingly important to get these reports accurately completed given the recent announcement in the budget that Corporation Tax is going up from 19% to 25% and this will only affect us when profits, after considering CBF payments and interest payments is above £50,000.00 which should not happen often, but it underlines the importance of getting tax returns in and properly done as this saves us money.
- c. SIS quarterly reports issued.
- d. Insurance Statement request
- e. Applications for Administrator post (14)
- f. Candidate Questionnaires (6)
- g. Share inquiries and associated Comms
- h. DIG Representative
- i. FiT Comms and claim
  - i. Carol circulated information to the team at the time.

- j. New Stream Renewables
- k. Shareholder Tax Return
- l. Year End Accounts Queries (AW)
  - i. Carol said these will go on for a while.
- m. ALoMC Claims and comms (Accelerated Loss of Mains Change Programme).
  - i. Carol pointed out that we may have to set this grant against last years accounts as the upgrade happened in the last financial year. It was an upgrade from the G59 to the G99 grid connection by CiNK to comply with the ALoMC protocol. The grant is fixed at £4800.00 and J Cox from CINK kindly sorted the paperwork for submission. The grant relates to the ops costs last year. We expected the CINK service to cost several thousand pounds but last year we were only charged £1200, and they didn't charge us anything to do with the electronic bits, when queried with Jonathan Cox at CINK he said that the powers that be think that we are amazing as we have given some wonderful references and got some business for them so they reduced the rate of the service. We will have to inform the accountants when the grant comes in that it specifically relates to operational work done last year.
- n. VAT Submission

## **8) Company Secretary Report**

- a. AGM Preparation (Board Member Bios and info)
  - i. Adrian has updated his bio already but please will all other directors (and RT) submit an update or confirm that it is ok to go ahead with the bio's already held for the glossy brochure that goes to the shareholders.
  - ii. Carol confirmed that Sam Welsby is going to help Rowena to do the work into Canva. Sam can then get on with being Company Secretary.
  - iii. Carol also pointed out that we need to sort the AGM preparation before the next board meeting as we will not have time to go through it all then.
  - iv. Carol also said that adoption of the new rules is an Extraordinary resolution whether at an AGM or not and therefore there needs to be a 75% vote in favour not the 51% needed for a standard resolution. As this is an extraordinary resolution it will be needed to be a separate item on the agenda.
  - v. The company accounts need signing off by the board before being sent out and published. The deadline for sending details out to the shareholders for the AGM is the 30<sup>th</sup> April 2021.
  - vi. Sam Welsby has made it clear that she will not stand down from her post until after the AGM and will even co-host with Rowena should that be necessary to ensure that nothing goes wrong.

- vii. To have a smart backdrop on Zoom Sam will need updated headshots as soon as possible – that includes David Hardstaff and Rowena Tew.
- b. Shareholder Statements and Notices
  - i. To date Sam has not done anything with this.
  - ii. Carol has said that we need to get out to the Shareholders something asking them if they have any nominations for the board within the next week. They can nominate themselves and we have had five people standing for three positions in the past.
  - iii. Sam Welsby, Rowena and Carol are going to do 90% of the work to get the details collated. The letters are available in Google Drive in both word and pdf format ready as they are not going to be much different from last year.
  - iv. Sam and Sheila are both standing down (as per the company rules) but both are standing for re-election.
- c. Shareholdings (see Finance)

## 9) Finance Report

- a. Bank Balance

Carol confirmed that the bank balance as of last Friday 12<sup>th</sup> March £256,000 as the FiT payment had been received.

- b. Year-End update

Andrew explained that he had received a call about the Year-End and that the accounts would look more complicated relating to the tax this year because we will start to build a deferred tax liability as we are writing off assets for tax purposes faster than we are writing them off for accounting purposes. We will not be paying any tax this year. Deferring tax is not an issue currently, but we are deferring tax at 19% and may end up paying at a higher rate depending on what our taxable profit in the year is.

Andrew expressed concern that the completed accounts may not be available by the 30<sup>th</sup> of April as to achieve this we would need a first draft by the end of this month. Carol did say that they had started work at the beginning of March and she had given them the deadlines relating to the AGM. She also said that the final accounts do not have to go into the glossy brochure for the AGM, but they do need to go into shareholders briefing packs which also contain a finance report from Andrew. The accounts will have to be on the website for the shareholders by the end of April. Ideally formal approval needs to happen at the next board meeting in April.

- c. Admin Manager – Update – dealt with.
- d. Share Holdings (see Board paper)

Additional shares are being requested and there is a concern about this. When they were initially issued there was a lot of risk long term. Now people are asking to purchase when it looks as if they will get a certain 4% return which is why they are interested. The only uncertainty now is when they will get the initial investment returned. Andrew has been using his financial model and sent out three ideas before the meeting.

He pointed out that the company is not run for the benefit of the shareholders but for the community.

We must hold enough capital in reserve to be able to cope with the death, bankruptcy or “special plea” of a shareholder.

In the rules we have three years in which to repay the capital requested. After a discussion regarding the options a poll was presented on the Share Equity proposal:

|   |      |
|---|------|
| 1 – Cap on shareholding of £25,000 per person           | 100% |
| 2 – Proposal total shareholding limit of £575,000       | 100% |
| 3 – Retaining the option for shares in lieu of interest | 89%  |
| 4 – Share repurchase policy                             | 89%  |
| 5 – De Minimis  | 78%  |

(The figure in red is the outcome of the poll)

For administration purposes the number of shares changes nothing but the number of shareholders does add a lot of administration.

The open share offer can be closed by the Board and as people apply for shares, it is possible that they can be rejected.

Sheila thanked Andrew for the enormous amount of work putting the information together and explaining it so clearly, with the model he has put together working so well, and Carol for putting the poll up.

**Action: RT to check what needs to be presented to the AGM**

## 10) Community Benefit Fund

a. Progress report – Sheila, Irene and Carol need to get this sorted so that they can get the rule change to the AGM and then ask Foundation Scotland to let AED appoint them so the community can start accessing the funds. DIG are looking at their business plan Monday 22/3/21

**Action: Carol to contact Tom 17/3/2021 followed by Irene and Sheila (or their nominee).**

## 11) Operational Report

### a. Generation Data

February: 93762kWh versus a 105524kWh target so we missed target although we are still ahead of the plan year-to-date. SSE shut us down for four days while they worked on the network. Our target for March is 105524kWh so we should hit target comfortably. Currently we are at 288kW and there is more wet weather forecast towards the end of the month.

### b. Maintenance and repairs

Time spent with CINK as just before the shutdown we had really cold weather and the only heating is done by the generator itself as it gives of 10% of the power it generates in heat. Peter was concerned about freezing and damp problems into the electronic circuits when the generator was shut down and the temperature outside was -6/-7degrees overnight. The main concern from CINK was getting moisture into the control panel cabinets. We checked with SSE and there was power to the powerhouse just we could not generate any output. We put a small electric heater into the powerhouse should we need it for the future.

In May we should be doing the pigging, Peter is discussing with Hugh Campbell from Campbell of Doune finalising the design of some stock logs to give more safety in terms of river rise. This will ensure that the water is safely diverted so the people from D A MacDonald who are doing the pigging will be safe. They are available at the end of May for us.

### c. Old Power House

Not done anything – it is too cold.

**Action: Sheila and Peter need to go and decide exactly what to do with it.**

### d. Outstanding Safety Equipment

A rope is outstanding as this was cancelled by Amazon. It is still outstanding and will be sourced.

## 12) Any other business

None

## 13) Date & Time of Next Meeting

20<sup>th</sup> April 2021 at 7.30PM – please keep an eye out for details coming through as there is very little time between this and the AGM. If there are any issues for the AGM we may ask for availability for an ad-hoc meeting.

**Action: Rowena will send through a list of deadlines for everyone.**

Meeting closed at 9.00PM



Minutes passed at Board meeting #46 on 20<sup>th</sup> April 2021

*Sheila M. Clark*