

**Westmill Wind Farm Co-operative Ltd (Reg. No. 29816 R)**  
**Draft Minutes of the Annual General Meeting.**

**Held on Zoom video-conferencing.**  
**On 10<sup>th</sup> June 2022 at 11:45am.**

**Present:**

**Directors:** Mark Luntley (Chair), Douglas Parr, Joshua Brown, Vivian Woodell, Gary Bills, Aude Duquesne, Jess Dunning (elected during the meeting).

**(Acting) Company Secretary:** John Malone

**Energy4All ('E4A'):** Sarah Flood, Paul Phare

**Members:** 50 **Observers:** 17

**1. Welcome and Introductions:**

Mark Luntley (Chair) welcomed members to the Westmill Windfarm AGM.

Mark explained the move, at short notice, to on-line meeting. A yellow weather warning had been issued for the immediate vicinity of the site. So, the decision was taken to cancel the on-site AGMs of both Westmill Wind and Solar as well as the WeSET Open Day.

Mark expressed the disappointment of the Directors not to have the opportunity to meet members on-site and thanked members for joining the on-line AGM.

After outlining the agenda for the meeting, Mark set-out the Objectives of the Board:

- Increase turbine availability
- A realistic vision for the site
  - Co-operation
  - Wind and solar work together
  - Beyond generation
  - Supporting other co-operatives
  - REScoop
  - Genuine member democracy
- An effective and diverse board

Mark noted that a question on the accounts from a member had been discussed by the Board and Energy4All accounts team and referred to the auditors. This had led to no change to the Balance Sheet or Year End results. Mark thanked the Member for the question and confirmed that updated figures were included in the presentation to the meeting and updated accounts would be circulated to members. The changes were:

- £1,500 stock adjustment
- £31 cashflow adjustment

**2. Asset Management and Site Performance**

Gary Bills (Board Technical Lead) stated that the Availability for the site in 2022 had been disappointing at 79.6% (compared with 90% in 2021 and a target availability of 95%).

He noted that the below average wind resource for the year, with wind speeds down significantly, had also had an impact on overall performance.

He explained that the Availability had been due to a number of turbine and other faults:

- Grid outages caused computer failure - difficulty sourcing replacement parts
- Yaw gear boxes required replacing – stock upgraded
- Capacitors failing
- 2 gear oil pumps failed
- Pitch tracking faults

After setting out month by month performance figures, Gary listed the maintenance work that had been completed:

- Pitch cone replacement
- Hydraulic oil change
- Yaw gearbox replacement 2 turbines
- UPS replacement 4 turbines
- Blade inspections

And the work which was on-going:

- Gearbox inspections
- SCADA replacement
- UPS replacement at T1
- 8 Yaw gearboxes in stock
- Oil cleanliness and restoration system (system still being approved)

He concluded by explaining that after review of the performance of the current Operation and Maintenance Contractor (Jacobs), which had improved markedly over the past few months, and with their five-year contract term drawing to a close on 2023, he had overseen a tender process to identify the O&M Contractor for the next five years. He had worked with Martin Elliot of BVG Associates – adviser to the board – and John Millen of E4A, who provides Asset Management support. The outcome of the tender process is that a new company has been selected to take over from Jacobs in the coming months. One of the important aspects of the new contractor proposal is that they have technicians based closer to the Westmill site, so response times and costs will be reduced compared to the current arrangements. The aim is to have the new contractor in place by September this year. Final contract negotiations are on-going.

Gary thanks BVGA and E4A for their work.

### **3. Power Prices**

Josh Brown talked about Power Prices.

He explained that the Westmill Wind site is split in two, with 3 turbines and 2 turbines being separately metered. There are, therefore, two Power Purchase Agreements (PPAs) to arrange.

Josh outlined the electricity prices that had been in place in 2022 and the increased prices that the Board has signed PPAs for through to September 2025.

- 2022 - average PPA price: £66.13/MWh
- 2023 - average PPA price: £71.46/MWh.
- 2024 - average price: £90.29/MWh.

### **4. Financial Presentation**

Aude Duquesne highlighted the key aspects in the accounts.

She noted that income was reduced due to low turbine availability and poor wind resource. Improved electricity sale prices had helped to mitigate against the impact of these on overall income. Operating costs had been high so the overall result for the year was a deficit of £103,538. She mentioned that there had been expenditure on: consultants looking at the future of the site; developing the approach to Operation and Maintenance; extending the site lease; running the Westmill Futures event, amongst other things.

Aude also flagged the Trading Dividend (£1000) and the Community Fund donation to WeSET (£9,500).

Presenting the Balance Sheet, Aude commented that although 2022 had been challenging financially, the co-op was in a strong position with over £1m of Cash and Deposits. The Board has recently reviewed the Treasury Strategy in order to protect the cash that the co-op has available to it.

Aude confirmed that given the deficit made in the year the Directors have proposed not to pay share interest to members.

### **5. Directors Remuneration**

Doug Parr provided background to the Motion to be put to the meeting concerning the proposed increase in remuneration for Directors – from £500 to £1000.

He stated that he does not draw the Directors fee he is entitled to.

He explained that the £500 fee available to Directors is a recognition of the work that Directors undertake and that it has not increased since the inception of the co-op. All Directors spend a considerable amount of time ensuring the successful operation of the co-op on behalf of Members.

He acknowledged that the Directors role is essentially voluntary and suggested that the proposed increase is modest and fair for the responsibilities taken on by Directors.

## **6. Questions**

The Board responded to questions raised by members in the meeting.

Can yaw motors and gear boxes and other parts be reconditioned?

Yes, this is possible. We think we have found a new company who can provide this service effectively.

Are the turbines insured?

Yes, the turbines are covered by Operational All Risks insurance. The board consider claims as breakdowns arise. There were no claims in 2022.

It is proposed to raise the Directors' fees but the proposal is lower for the Wind Co-op than for the Solar Co-op. Should the fees not be aligned?

Whilst alignment with Westmill Solar fees has been considered by the board, the proposed increase for Wind Directors is felt to be appropriate in view of the year's financial performance.

What length of Power Purchase Contract for generated electricity is appropriate?

The decision of length of contract in a volatile market can be difficult. Attempting to trade on very short-term contracts can bring significant reward but is subject to significant risk. The Board has an obligation to manage the co-op prudently and, in general, considers between 6-month and 18-month contracts to be appropriate.

## **7. Directors Presentations**

ML introduced the three Directors who are standing for election to the board.

He thanked Ryan Rushton who has stepped down from the board.

Doug Parr and Josh Brown have retired on rotation today and are standing for re-election.

Jess Dunning is a new Director standing for election.

Each Director made a short presentation.

## **8. Motions**

It was explained that given the late switch to an on-line meeting it had not been possible to organise voting for attendees at the meeting.

With the cancellation notice, members had been encouraged to vote on-line prior to the meeting so that their votes could be counted.

It was acknowledged that this may have left some members in the position of not being able to vote. These members were encouraged to write to Westmill Wind to confirm their voting choices so that these would be recorded in the Minutes.

The Motions were all proposed by the Chair, Mark Luntley.

Seconders were requested and noted in the meeting.

The results of the on-line only voting were then presented – see below.

During the course of the voting Eoin Lees commented on the Trading Dividend arrangements. Mark Luntley noted the comments and stated that these would be taken into account as the Board reviewed the Trading Dividend arrangements. The Trading Dividend is discussed regular at Board Meetings.

Prior to voting on Motion 3, Mark reminded members that the annual accounts were to be updated in-line with comments made at the start of the meeting.

Results of Voting as follows:

<b>Motion 1: To approve the minutes of the 2022 AGM.</b>				
<i>Proposer:</i> Mark Luntley		<i>Seconder:</i> Eoin Lees		
Results of voting as below:				
<b><i>Votes Cast</i></b>		<b><i>Online/Postal</i></b>	<b><i>Chair</i></b>	<b><i>Total</i></b>
<i>In Favour</i>		92	48	140
<i>Abstain</i>		28	0	28
<i>Against</i>		0	0	0
<b><i>Motion carried</i></b>				
<b>Motion 2: To approve the allocation of community funds in respect of the financial year ended 31 December 2023 by way of £7,500 to WeSET and £2,000 to Energy4All to support the co-op development officer role.</b>				
<i>Proposer:</i> Mark Luntley		<i>Seconder:</i> Annette Heslop		
Results of voting as below:				
<b><i>Votes Cast</i></b>	<b><i>At AGM</i></b>	<b><i>Online/Postal</i></b>	<b><i>Chair</i></b>	<b><i>Total</i></b>
<i>In Favour</i>		106	48	154
<i>Abstain</i>		4	0	4
<i>Against</i>		10	0	10
<b><i>Motion carried</i></b>				
<b>Motion 3: To receive and adopt the Report of the Directors and the annual Accounts for the year ended 31st December 2022, together with the Report of the auditors thereon.</b>				
<i>Proposer:</i> Mark Luntley		<i>Seconder:</i> Paul Rea		
Results of voting as below:				
<b><i>Votes Cast</i></b>	<b><i>At AGM</i></b>	<b><i>Online/Postal</i></b>	<b><i>Chair</i></b>	<b><i>Total</i></b>
<i>In Favour</i>		113	48	161
<i>Abstain</i>		4	0	4
<i>Against</i>		3	0	3
<b><i>Motion carried</i></b>				

**Motion 4: To re-appoint the firm of Critchleys Audit LLP, as auditor until the conclusion of the next Annual General Meeting at a fee to be agreed by the Board**

*Proposer:* Mark Luntley

*Seconder:* Terry (surname not supplied)

Results of voting as below:

<b>Votes Cast</b>	<b>At AGM</b>	<b>Online/Postal</b>	<b>Chair</b>	<b>Total</b>
<i>In Favour</i>		113	48	161
<i>Abstain</i>		3	0	3
<i>Against</i>		4	0	4
<b>Motion carried</b>				

**Motion 5: To approve a trading dividend in respect of the financial year ending 31 December 2023 of such amount of up to £50 per eligible member (as determined by the directors) and in accordance with such arrangements as to eligibility and otherwise as the directors may determine.**

*Proposer:* Mark Luntley

*Seconder:* Rodney Tillotson

Results of voting as below:

<b>Votes Cast</b>	<b>At AGM</b>	<b>Online/Postal</b>	<b>Chair</b>	<b>Total</b>
<i>In Favour</i>		102	48	150
<i>Abstain</i>		7	0	7
<i>Against</i>		11	0	11
<b>Motion carried</b>				

**Motion 6: To approve the increase in director annual remuneration from £500 per annum to £1,000 per annum.**

*Proposer:* Mark Luntley

*Seconder:* Lyn Curtis

Results of voting as below:

<b>Votes Cast</b>	<b>At AGM</b>	<b>Online/Postal</b>	<b>Chair</b>	<b>Total</b>
<i>In Favour</i>		98	48	146
<i>Abstain</i>		9	0	9
<i>Against</i>		13	0	13
<b>Motion carried</b>				

**Motion 7: Re-elect Josh Brown as a Director**

*Proposer:* Mark Luntley

*Seconder:* Paul Rea

Results of voting as below:

<b>Votes Cast</b>	<b>At AGM</b>	<b>Online/Postal</b>	<b>Chair</b>	<b>Total</b>
<i>In Favour</i>		108	48	156
<i>Abstain</i>		9	0	9
<i>Against</i>		3	0	3
<b>Motion carried</b>				

<b>Motion 8: Re-elect Doug Parr as a Director</b>				
<i>Proposer:</i> Mark Luntley		<i>Secunder:</i> Eoin Lees		
Results of voting as below:				
<b><i>Votes Cast</i></b>	<b><i>At AGM</i></b>	<b><i>Online/Postal</i></b>	<b><i>Chair</i></b>	<b><i>Total</i></b>
<i>In Favour</i>		107	48	155
<i>Abstain</i>		9	0	9
<i>Against</i>		4	0	4
<b><i>Motion carried</i></b>				
<b>Motion 9: To elect Jessica Dunning as a Director.</b>				
<i>Proposer:</i> Annette Heslop		<i>Secunder:</i> James Hutton		
Results of voting as below:				
<b><i>Votes Cast</i></b>	<b><i>At AGM</i></b>	<b><i>Online/Postal</i></b>	<b><i>Chair</i></b>	<b><i>Total</i></b>
<i>In Favour</i>		112	48	160
<i>Abstain</i>		6	0	6
<i>Against</i>		2	0	2
<b><i>Motion carried</i></b>				

Mark Luntley closed the meeting by extending his thanks to the AGM organisers and to all board Directors, for their work and support throughout the year.

The AGM closed at 13:03

*Mark Luntley*

Mark Luntley, Chair  
**Westmill Wind Farm Co-operative Ltd**