

Minutes



ANNUAL GENERAL MEETING

8.00pm 21st June 2012 – BALNAIN HALL, GLENURQUHART

Attendees:

Directors: Anne MacDonald, Mary Brook, Andrew & Tanya Castell, Nigel Fraser, Norman Ross & Erik Trelfer. Apologies were received from Neil MacInnes, Mhairi Gordon, Bill McDermott & Russell Fraser.

The Annual General Meeting was attended by 16 members (in addition to the Board), Steven Watson of Community Energy Scotland (CES) and Mike Girvan of Corrimony Energy Ltd.

Tanya Castell opened the meeting and welcomed the Members. The minutes for last year's AGM were approved and signed. Copies of the 2012 Report and Accounts and minutes for the last AGM meeting were available from the display area by the entrance doors and will also be available for viewing on our website www.soirbheas.org. A pack of printed information slides were also made available to those attending the meeting [*these can be found on the website*].

DIRECTORS REPORT AND ACCOUNTS

Accounts

There were only relatively small amounts of money involved during the last financial year and nothing notable to report in the transactions during the period as financially, not much had occurred. The more recent large transactions all fell outside this accounting period so will appear in the next set of accounts. Andrew Castell proposed that the accounts be adopted and there were no objections.

Report on the past Year

(Slide 1) summarised the key milestones passed during the year leading up to the Financial Close in May.

(Slide 2) was a diagram outlining the deal structure between Corrimony Energy and Soirbheas, showing a simplified flow chart of how the loans, repayments and revenue move between the various parties. The Co-op have indicated that they will use our ground-breaking model for other wind-farms and Social Investment Scotland will want to use it with communities. The Scottish Government have also taken an interest in it, so we have well and truly put Glen Urquhart on the map. The agreement with Corrimony Energy means that the structure will follow the fortunes of the windfarm, so the annual income will fluctuate depending on the wind etc. It is estimated that we will produce £1 Million revenue for the community during the first 10 years and possibly more in the following decade. The figures were based on the bank's conservative P90 estimates of turbine performance at the site and Mike Girvan commented that this was based on a sound track record and so he was reassured by the bank's support for the project.

(Slide 3) outlined the project time-line from Q3 2012 to 2014 indicating timing of the key construction events and leading up to the point at which revenue would begin to flow to Soirbheas.

(Slide 4) consisted of 4 bullet points recording the broad categories to which the revenue would be applied in the initial years, this being based on the views of the community as expressed in the community drop in meetings and survey we undertook in 2010 and 2011.

STEERING GROUP

Now that the agreements are all in place and the financial arrangements concluded, the steering group has completed its function. Erik thanked all those who have been involved and assured them that their contribution was valued. The support and encouragement they provided was very much appreciated by the directors (especially in the dark, fraught times towards the end), and it was invaluable to have a wide selection of views from the

community in guiding our approach to the project and its goals. The steering group will now be disbanded, but the Board hope that steering group members will continue their involvement and that they and other members will come forward to join the working groups that are to be set up to take various aspects of the project work forward. The Board's function is to lead, direct and take responsibility, but the board cannot shoulder all the work themselves. By forming these groups, the community can have greater involvement in the project and will ensure Soirbheas can deliver.

ELECTION OF DIRECTORS::

In accordance with the Articles of Association, one third of the directors of Sorbheas must stand down each year but may offer themselves for re-election. The directors of Soirbheas Trading Ltd (STL) are appointed by the Soirbheas Board.

Directors Retiring from Soirbheas and not seeking re-election this year are: Andrew Castell and Mary Brook
Directors retiring from Soirbheas Trading Ltd – Anne MacDonald

Non- Executive Director appointed to Soirbheas Trading Ltd on 15/5/12 – Norman Ross

Andrew Castell has agreed to remain on the board of STL and will help us with monitoring and control of cash flow and spread-sheets. Anne MacDonald will continue to serve on the Soirbheas board. Mary Brook was thanked by TC for all her work. Mary was one of the founder members and the very first steering group meeting was held in her dining room! Mary took over as Treasurer last year and will also be stepping down from that role (as soon as we find someone else to take it over).

Norman Ross had been added to the STL board as a non-executive director to bring independence and expertise and so that the STL board does not mirror the Soirbheas board (which would not be good governance). Norman is Finance Director at Highlands & Islands Airport. STL may in the future invest in other projects to raise additional cash flow.

Ratification of Soirbheas Director Appointments

Nigel Fraser was co-opted to the Soirbheas Board in January, a chartered surveyor he brings some additional experience to the Board as he has had previous involvement in renewable energy projects in his professional capacity. On a show of hands the meeting voted overwhelmingly to ratify his appointment.

The following persons have been recommended by the Soirbheas Board to join the Board.

Suzanne Irvine – a child-minder by profession – has been attending steering group meetings and assisted in organising time capsules to be obtained for school projects to bury time capsules at the turbine site.

Mathieu Oosterwijk – originally from Holland, he moved into the area in 2010 and is semi-retired although still doing some consultancy work. Mathieu has worked in the maritime professions as ship's captain, harbour master, marine surveyor, Lloyds of London Marine Agent handling insurance and claims and as a Marine Consultant.

Anne MacDonald nominated Suzanne Irvine who was seconded by Andrew Castell and on a show of hands the members voted overwhelmingly in favour of her election.

Mathieu Oosterwijk was nominated by Mary Brook and seconded by Nigel Fraser and the members by show of hands voted overwhelmingly in favour of his election.

OTHER BUSINESS

Proposals for other directors to join the Soirbheas Board were being sought as ideally the optimum size for the Board would be 6-8 people. Russell Fraser has indicated that he would be willing to serve on the Board and one other person (not yet confirmed) may also be joining. As these nominations were not available in time for the notice period that has to be given to members before an AGM they may be co-opted by the Board at a later date.

Next Steps – (Slide 5)

The money will not begin to flow in to Soirbheas until 2014 as the way the banks operate these projects is that initially income goes into reserve accounts and only when these are all filled will the Revenue Stream start to filter down to Corrimony Energy Ltd and on to Soirbheas.

Plans for the Money – have been developed from the community consultations and surveys that were done previously and Soirbheas are now committed to these with SIS. However these are fairly high level objectives so there is still some lee-way in how the money is used to deliver them. The main headings are Energy Efficiency – Broadband Improvement – Protection of the Environment (climate change, green tourism etc) – Social Improvements (improving life and facilities for the elderly and vulnerable). Working Groups are to be formed for each of these categories to take them forward.

Other Tasks – The last general community-wide newsletter was last Summer so a further newsletter covering progress and plans is to be drafted soon. A great many documents have been involved in the financing and some contain very specific requirements that we must comply with on an on-going/as and when basis. There needs to be clear visibility of these ongoing commitments to ensure that the directors are aware of all these and meeting our obligations under the agreements. Two Directors recently attended a Seminar run by Community Energy Scotland/HIE about How to Make the Most of Investing Money into the Community. The Board will have a planning session shortly to work out how best to implement the next steps. We had hoped to have a paid Community Development Officer (CDO) working for us from this summer but we were unsuccessful in securing funding for this post initially. The CDO would help build membership up and liaise with other community groups on projects and leverage other money to supplement Soirbheas grants to community projects. We were keen to have a CDO working on this in these early stages so that when the Revenue starts to flow it could go directly to projects that were ready to proceed. Now we will have to proceed as best we can with volunteers that we can muster from the community until next year, when the remaining SIS funds should cover the recruitment of a CDO until the funds from the windfarm reach Soirbheas.

QUESTIONS - Tanya Castell then invited any questions from the members

Mathieu Oosterwijk asked how to get up to the site to look at what was going on with the construction. Mike Girvan indicated that for safety reasons it would not be a good idea for a lot of folk to be at the site whilst work was going on but that no work was being done on Sundays so if a visit to an area over-looking the site was to be made, that would be the best time. Obviously construction sites are full of danger and Health & Safety regulations require that access to the site itself has to be strictly controlled so it is not prudent to have hordes of people visiting.

In answer to a question about the track Mike advised that most of it was now in, although some parts are only suitable for 4x4 vehicles. The project is planned to be completed by the end of the year and is on budget. The cable run will be started soon, the bases will be poured September and the turbines should be erected in October.

Steven (CES) commented that we have underplayed our achievement. This project has been very impressive and a great credit to all involved. Our community is very much under the spot-light now because we have overcome so many hurdles in order to make this work. A press release was issued yesterday by Social Investment Scotland and we have also had a mention on the Inverness Courier website.

The formal business concluded, the meeting closed at 9.00 pm

Chairman:



Tanya Castell

Clerk to the Board:



Erik Trelfer

Date: