



***Minutes of the Board meeting held on
29th April 2020***

Present/apologies for absence:

- **Present:** Luke Emerton (Chair), Iain Frazer (Treasurer), Hugh Edmond, Anne Hislop, David Howell, Iain MacKay, Chris Robinson, Kayt Howell (Manager), Gordon Cowtan (Consultant),
- **Apologies:** None

I. Approve previous minutes (sent prior to meeting)

- Approved.

II. Review actions

- ACTION: Gordon to send the existing contract to Iain M and arrange a meeting with HWE. Done
- ACTION: Gordon to draft a letter outlining the fact that, due to the current situation regarding Coronavirus, the FDT will not be increasing prices until 1st June and circulate to Board members for approval. Done
- ACTIONS: Kayt and Gordon to phone Iain M to provide him with background information about Balgair. Gordon to pursue the possibility of funding from Community and Renewables Energy Scheme (CARES) and proceed with the commissioning of the report if funding is secured. Done
- ACTION: Kayt to circulate the role and duties of a Company Secretary to the Board. Done
- ACTION: Kayt and Gordon to compile a list of essential tasks and useful contacts to circulate to the Board. Done
- ACTIONS: Gordon to speak to Richard from Falck to discuss the possibility of receiving income figures on a monthly basis. Chris to look into the possibility of an alternative contact. Done

III. Financial Report (info sent prior to the meeting)

- Iain confirmed that the accounts are looking ok at the moment with the Fintry Community Energy (FCE) account covering itself and Renewable Heat Incentive (RHI) and heat payments still due. Luke noted that the fuel costs for April seemed quite high but this would have been for fuel used during January and February. Gordon noted that the FDT is only charged for heat per kWh so the increased charge can only be because the boiler had produced that amount of heat. Iain noted that the RHI payments did not correlate to the amount of heat produced. Gordon explained that it is the way commercial RHI payments are calculated in that there are two tiers to the payments but also the January – March payment often seems low due to the way the payments are made over the year.

IV. Falck figures consultant for Scottish Investment Bank (SIB)

- Gordon explained that the figures for the winter period had been received from Falck and the net income payable to Fintry Renewable Energy Enterprise (FREE) would be £83K. **ACTION: Gordon to circulate an email to the Board with more information.**
- There is a requirement from SIB for the figures to be independently approved by a third party. Gordon had approached three companies to do this – Locogen, Lomond Energy, and Natural Power. Lomond Energy was unable to offer this service, Natural Power's quote was high but Locogen's quote was reasonable (£1200 each time). Gordon suggested using Locogen for a year initially and confirmed that SIB is happy with Locogen. The Board approved this suggestion.
- Gordon had been in contact with a Falck employee as a possible alternative contact who may be able to provide figures on a monthly basis. Still awaiting a reply. In the meantime, Gordon thought it might be possible to make a model using average figures based on information supplied by Chris.

V. Legal relationship between FCE and FDT (see G.C's info)

- Gordon had circulated an email prior to the meeting with regard to FCE and FDT. These are two separate legal entities but there is a lot of cross-over between the two. Gordon feels it would be better to create a more formal relationship between the two companies particularly when funds are being transferred. In general it is not good practice for charities to subsidise their subsidiary companies. One difficulty is that the original loan for the heating system from the Energy Saving Trust (EST) was given to FDT as FCE did not exist at the time of the application. It was agreed by the Board that consideration should be given to this issue. **ACTION: Kayt to include as part of the work being done on governance.**

VI. IT developments (GC info sent prior to meeting)

- Gordon had circulated an email prior to the meeting containing survey for completion. **ACTION: Board to complete survey and return to Gordon.**

VII. Company Secretary role (info sent prior to meeting)

- Kayt had circulated information prior to the meeting outlining the main roles and responsibilities of a Company Secretary. All tasks are currently being covered by staff and Directors. The Board needs to consider if this situation is acceptable with a named Company Secretary having an overview or if the Company Secretary should be carrying out the tasks themselves. Chris confirmed that he is still happy to be the Company Secretary. **ACTION: Board to look through the information and provide feedback.**

VIII. Comments re Consultant's report (info sent prior to meeting)

- The heating issues at Balgair seem to have settled down a bit. Gordon had challenged Highland Wood Energy (HWE) about invoices for call-outs. HWE gave a rebate on one of the invoices and Gordon asked the Board if he should pursue the remaining invoices. It was agreed that these issues would be dealt with when the contract is renegotiated. Iain M confirmed that the original contract had definitely not been written in FDT's favour. A report done recently noted that the price being charged for woodchip seemed high. **ACTION: Gordon to contact other companies to ask if they would be interested in quoting for supplying woodchip and taking over the service contract.**
- Iain M asked who had overseen the original installation at Balgair however, it was noted that the time limit to make a claim against anyone involved has passed.
- Gordon had also circulated a WSP report. **ACTION: Board to read report and send any comments and questions to Gordon by 17/05/2020 for discussion at the next meeting.**

IX. Comments re Manager's report (info sent prior to meeting)

- Kayt confirmed that she had been looking through a variety of policies that FDT has not had in the past but are important and necessary. Anne has been proof-reading the policies prior to circulation to the Board. Kayt suggested that one policy should be

discussed at each Board meeting. Chris has had past experience in creating similar policies and offered his help if necessary.

- Kayt has also been putting together a Directors pack which includes the history of the FDT and useful information including policy documents. The plan is to create a similar pack for employees in the future.
- David suggested it would be useful to create a 'Friends of FDT' group which would consist of former Directors and employees and others who have been connected to the FDT in the past who might be willing to offer advice and expertise in the future. Kayt felt it would be important to make clear what requirements there might be with regard to time involved before anyone was included. **ACTION: Kayt to begin compiling a list of potential 'Friends of FDT' and asked the Board to send her any suggestions.**

X. A.O.B.

- There had been discussion via email about creating sub-committees to deal with certain issues. It was agreed that it would be useful to have an operations sub-committee who would meet with Kayt and Gordon once a month to discuss operational issues. This would consist of different Directors each month depending on availability and issues to be discussed. **ACTION: Kayt and Gordon to decide on a time and an agenda for the first meeting and invite one or two Directors.**
- Kayt and Gordon felt it would be useful to put together a short report at the end of each week to highlight any issues which needed to be considered and comments and/or decisions made. They are conscious that the Directors have limited time available and felt it would be useful to pull out two or three things each week that needed attention. The Board agreed that this would be useful.

Date of next meeting

- Wednesday May 27th 2020 7 p.m.