



**Minutes of  
ANNUAL GENERAL MEETING  
19<sup>th</sup> October 2022 16.00 – 17.30**

Conducted by video conference with all parties online

Present online:

CBS Directors:            Robert Schrimpf (Outgoing Chair)  
                                  Ann Flaherty  
                                 Julian Leslie  
                                 Peter Roberts  
                                 Marino Charalambous (New Chair)  
                                 Nathan Odom

Members representing schools:

Nathan Odom, Discovery Schools  
Marino Charalambous – North Star Community Trust schools  
Stuart Brady - Headteacher - Bidston Avenue Primary School  
Sian Herschel – Spinfield School

Bond holders and guests:

Anne Chapman, Colin Spiller, David Burnett, David Owers, Donald McLinto, Elizabeth Stacey, Craig Ellin, John Chilton, John Laker, Karen Caille, Lee Paterson, Lesley Strutt, Michael Harrison, Penny Hockley, Nan Pratt, Richard Brooks, Roger.

Observing: Solar Options for Schools  
Georgia Gallimore, Mike Marques

**AGM**

<b>Subject</b>	
<b>1 Welcome</b>  All Directors, Members, Bondholders, Observers were welcomed. Sufficient directors/members being present for the meeting to be quorate the AGM was declared open.	Robert Schrimpf Chair
<b>2 Introduction to Solar for Schools CBS</b>  Currently 80 schools have had solar provided by the CBS so far, the CBS total installed solar capacity is nearly 6MW and over 39,000 students have an opportunity to learn about solar energy. The CBS will avoid 27,000 tonnes of carbon going into the atmosphere.	Julian Leslie, Directors

<b>3 Approval of Minutes for AGM 2021</b>  Draft board minutes, which had been previously circulated were proposed by Peter Roberts as a true reflection of the previous year's AGM, seconded by Julian Leslie and unanimously AGREED.	Robert Schrimpf Chair
<b>4 Performance to March 2022</b>  In the last financial year to March 2022, 12 schools joined resulting in 1037kWp being installed (3046 panels). Across all schools this past year we have avoided 924 tonnes of CO2 by generating just over 4 million kWh of clean electricity.	Ann Flaherty
<b>5 Financial report on activities for year ended March 2022 (Q2, Q3, Q4 2021 and Q1 2022): Draft Accounts</b>  <ol style="list-style-type: none"> <li>1. Income has risen 24% to £479k and is pretty close to financial model forecasts, despite lower than expected consumption.</li> <li>2. Income has increased faster than costs.</li> <li>3. Income for the sale of electricity generated is more than enough to cover interest, operating and administration costs and depreciation, so for the first time into modest operating profits.</li> <li>4. Looks like we are approaching profit share territory and could start paying some modest profit shares to schools next year.</li> </ol> <p>The accounts are a true and fair view of the current position which shows the CBS has sufficient cash flows from operations to pay interest and other costs and is a viable going concern.</p>	Peter Roberts (Treasurer)
<b>6 Approval of Solar for Schools CBS Draft Accounts to end March 2022</b>  Peter Roberts proposed the approval of the audited accounts, the proposal was seconded by Nathan Odom and unanimously AGREED. The accounts to be signed and logged.	
<b>7 Portfolio performance monitoring system</b>  Ann presented an overview of the performance monitoring system, showing that although the systems are overall generating more electricity than forecast, this on its own is not enough to know if systems are generating the expected revenues.  To date the systems have generated over 5% more than forecast, but the amount of electricity consumed by the schools is 20% below forecast. While this was considered a COVID driven situation, the level of consumption in schools has not increased much post COVID.  As a result the amount of electricity being sold to the school is less than forecast. Given that the school pays more for the solar power it uses than the grid pays for any spare electricity returned to it, selling less to the schools and more to the grid results in lower revenues. Currently the	Ann Flaherty

<p>grid is actually paying more for the spare electricity than the school is paying for what it uses, so over the next few years the CBS will generate significantly more revenues than originally forecast despite lower consumption from schools.</p> <p>Overall, despite lower income, EBITA target is only 4% behind targets as operating costs have also been slightly lower. Despite being slightly behind target overall, some of the earlier schools are starting to generate a surplus above their costs and could in theory start to receive these surpluses next year.</p> <p>For now we will monitor the impact of the export windfall and build up some additional reserves before distributing any back to schools.</p>	
<p><b>8 Confirmation of Bond holder interest Payments</b></p> <p>Given the performance of the systems to March 2022, Robert Schrimpfff confirmed that 5% bond interest payments to Bond Holders issued pre 2021 would be processed along with 3.2% interest payments on bonds issued under Offer VI during 2021.</p> <p>Under the terms of Bond Offer VI. Interest rate is based on 2% plus RPI, but capped at 5%. The RPI figure for December 2021 was nearly 8%, which means that for the Interest period starting 1<sup>st</sup> November of this year these bonds will also accrue interest at 5%. i.e. From 1<sup>st</sup> November 2022 to 31<sup>st</sup> October all SFS bonds will be accruing interest at a rate of 5% a year.</p> <p>The total interest payments due this November are about £140k vs just over 500k of cash in the accounts.</p> <p>Bondholders will be notified of the upcoming interest payments are reminded to provide their bank account details or check they are up to date.</p> <p>Interest payments will be made during the first weeks of November.</p>	Robert Schrimpfff (Chair)
<p><b>9 Approval of New School Members:</b></p> <p>To be accepted as one: 16 new member schools were presented at the AGM including those installed this calendar year to the end of October 2022.</p> <p>Ann Flaherty proposed to accept all new members: the Proposal was seconded by Robert Schrimpfff and unanimously AGREED.</p> <p>Sian Herschel, who was key to the school going solar and helped raise additional donations alongside the £1400 donation from Bondholders shared some insights into the process and impact to the school and children. Sian and the directors of the CBS expressed their gratitude to bondholders and donors, without whom the project could not have happened.</p> <p>Thank you to all that donated some or part of their interest in the past to help schools like Spinfield go solar.</p>	Ann Flaherty Sian Herschel

<p><b>10 Election of Directors</b></p> <p>Currently there are 6 directors and the society rules up to 9. One third (longest serving) must retire: Julian Leslie and Robert Schrimpfff stood down but agreed to be nominated again.</p> <p>Julian was proposed by Peter and seconded by Marino.      Nathan was proposed by Ann and seconded by Julian.      Robert was proposed by Nathan and seconded by Marino.      All were unanimously approved.</p> <p>Ann proposed Sian Hershel, given her sterling efforts in helping Spinfield School across the line. Robert Seconded and it was unanimously agreed.</p> <p>Robert proposed Wendy Litherland who has been attending the Directors meetings for a while and develops the education content for Solar for Schools, the proposal was seconded by Marino and unanimously agreed.</p> <p>Peter Roberts had proposed Craig Ellin, an experienced contract manager, who has agreed to join the directors meetings for a year as observer before considering standing for director next year.</p> <p>Robert proposed to step down as Chair as it was only intended to be a temporary solution until a new chair was elected. Ann Proposed Marino, who had kindly offered to chair and the proposal was seconded by Robert and unanimously agreed.</p> <p>Thank you to all the directors for volunteering their time.</p>	<p>Ann Finlayson</p>
<p><b>11 Appointment of auditors</b></p> <p>The proposal is to re-appoint Alan Brookes Ltd, for the auditing of the accounts for end March 2023.</p> <p>Proposed by Robert, seconded by Peter and unanimously AGREED.</p>	<p>Robert Schrimpfff Outgoing Chair</p>
<p><b>12 Energy prices and market outlook</b></p> <p>Julian Lelsie, a CBS director and the head of networks for the National Grid shared his views on the market, briefly summarised here:</p> <p>Electricity pricing requires a crystal ball. But electricity prices are currently high due to a combination of factors relating to supply and demand. Global impacts have pushed wholesale pricing up and that is not going to disappear in the short term. National policy will hopefully see a move from current fuels that generate electricity from (gas) to renewable sources. That will require huge investment in the grid. So while longer terms we should see a fall in the very high rates, it will take time to get the country to a position where solar and off-shore wind generation can make up the difference, so whilst longer term prices may fall from the very high levels we see today, they are highly unlikely to fall anywhere close to or below the traditional price increases that we have seen. Interesting few years ahead.</p>	<p>Julian Leslie</p>
<p><b>13 Bond offer VII update</b></p>	

<ul style="list-style-type: none"> <li>• Raised first £250k in a couple of weeks and we then stopped promoting it as projects being delayed. Drew down £500k in September and holding off next drawdown as long as possible.</li> <li>• The bonds pay 5% interest, starting to accrue 3 months after funds are drawn down and bond certificates issued.</li> <li>• Forecasted interest costs for period starting 1st Nov 2022 for following 12 months for all the bonds raised by the CBS to date will be about £240k depending final amount raised.</li> <li>• If we continue to experience delays in deploying funds, we will return some of the unused funds to reduce interest burden to the CBS.</li> </ul>	<p>Robert Schrimpf</p>
<p><b>14 Education update</b></p> <p>Wendy Litherland provided a brief overview of some of the new education programmes in development and being tested including:</p> <ul style="list-style-type: none"> <li>- Hands on learning during the installation of solar panels</li> <li>- Workshops with students when systems are commissioned</li> <li>- Video based inspections so that students can join the annual visual inspections</li> <li>- A new classroom solar experiment kit in development.</li> </ul> <p>Schools and students are increasingly appreciating the education contribution we are making.</p>	<p>Wendy Litherland</p>
<p><b>8. Any other business: Q&amp;A</b></p> <p><b>Thanks</b> were given to all those who had attended; to the work of the UK team and those holding office within the CBS. There was no further business, and the AGM was closed.</p>	<p>Robert Schrimpf</p>

(Draft form to be signed off at AGM in 2023)

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Chairman

2023