

Resolutions and director elections for the Bristol Energy Cooperative AGM, 20 October 2016

A. The resolutions

There are four resolutions to be voted on at this year's AGM:

- 1. That the minutes of the 2015 AGM are approved.**
- 2. That the annual accounts for the financial year ended 30 April 2016 are received.**
- 3. That a return of 5% is paid to members on their investment for the year 2015-16.**
- 4. That the size and composition of the board of directors is amended.**

Background to this resolution

The growth of Bristol Energy Cooperative (BEC) as a business has necessitated a review of the Board size and composition. In particular there is a need for a slightly enlarged Board to accommodate the range of expertise required and to accommodate a number of executive directors. An enhanced ability for the Board to co-opt in necessary skills to the Board has also become important. At the same time the Board feels it important to retain a strong Member and elected Member presence on the Board. The current Board is therefore proposing the following amendments to the 'Board Composition' section of the Primary Rules as below. These rule changes come as a package designed to be internally consistent and the vote is about adoption of the whole package. i.e. they will not be voted on individually. The Board is recommending approval.

Existing wording in BEC's Primary Rules:

Board Composition

65. The composition of the Board shall be as follows:

- (a) Up to 10 Directors elected by and from the Society's Members;***
- (b) Up to 2 Directors, who must be Members, appointed to the Board by co-option. Co-opted Directors are to be selected by the Board of Directors for their particular skills and/or experience.***

Proposed new wording in BEC's Primary Rules:

65. The composition of the Board shall be as follows:

- (a) Up to a total of 12 directors (Executive and Non-executive), of which at most five may be executive directors.***
- (b) Non-executive directors will be elected by members (usually at an AGM) or co-opted (see d and e below).***
- (c) Executive directors will be appointed and dismissed by the Board and subject to 12-monthly review by the Board.***
- (d) At any one time up to 2 Members, selected for their particular skills and/or experience, can be appointed as Non-executive directors by co-option. Co-opted Member directors may***

subsequently stand for election.

- (e) *In addition, the Board may co-opt up to two external non-member Non-executive directors selected for their particular skills and/or experience. Such external independent directors shall serve a fixed period determined by the Board at the time of the co-option and be subject to review at least every 12 months. External independent directors may be removed from office at any time by Board resolution.*
- (f) *At any given time there will be an elected Member majority on the Board.*

Please note that rule (e) currently appears as rule 67 in the 'Co-option of Directors' section but has been moved in order that all rules pertaining to Board composition are in one section.

B. Director elections

BEC's current rules allow for a maximum of 10 directors to be directly elected by members. There are currently 6 directors who have been directly elected by members, and 3 directors who have been co-opted by the board. Two of the member-elected directors are stepping down at the AGM by rotation. Both are standing for re-election. Two of the co-opted directors are also standing down at the AGM, and seeking election from the members. In summary, there are more vacancies for member-elected directors on the board than there are candidates. Members may therefore vote for all 4 candidates.

Here are the statements from the candidates:

David Bunker

I am a Bristol based Chartered Accountant with a long standing commitment to the development of renewable energy and its commercial implementation in the Bristol area. I am enthusiastic to complement the Board of BEC and assist in bringing its very clear vision to achievable and practical projects and have been commercially involved with both the Puriton and Lawrence Weston projects over the last year.

I have previously served as a Trustee for the Centre for Sustainable Energy and as a Director of Mongoose Energy Ltd and I continue to be a Director of Windcluster 2000 Ltd, a windfarm complex based in Cumbria. I have a wide range of experience in financing of renewable energy projects.

I am excited by the prospects offered by the community benefit society model and am continuing to work on a consultancy basis for Mongoose Energy Ltd in fostering and developing projects with a range of community benefit societies.

Andy O'Brien

I've been involved with BEC from the outset, and I'm proud of what we've achieved thus far as a result of a huge team effort.

I've been employed full-time by the co-op for the past 18 months, and in this time have worked with Chris and others to implement a number of significant projects and develop partnerships with many organisations.

I would very much like to continue in my director role, to help build on our momentum and take BEC through another period of significant growth.

Daniella Radice

I am putting myself forward for election as a non-executive director of the Bristol Energy Co-op because I believe it is one of the most exciting organisations in Bristol that is truly showing how we can build an alternative future and I would like to help contribute to that aim. I have been a shareholder of the BEC since its first share offering.

I have been a committed member of the Green Party for over ten years, spending three years as a local councillor with 18 months of that time as Assistant Mayor for Neighbourhoods. During this period the Green Party in Bristol has grown from a very small to a large organisation with now 11 councillors and considerable influence across the city.

I bring a range of experience to the board. Most recently, having been on Bristol's cabinet and executive board I have board level experience of a large and complex organisation and the risks and issues that need a board's attention. As Assistant Mayor for neighbourhoods I introduced a revised waste policy based around the circular economy so I understand how to influence an organisation's strategy and I have an understanding of both the workings of the council and the city as a whole. I also attended the international summit on climate change, (COP15) on behalf of BCC and took part in several panel discussions on Bristol's energy which illustrated how well Bristol is regarded internationally in terms of both its local energy initiatives, including BEC, as well as the work the Council is doing.

During my time in the Green party I developed an understanding of voluntary organisations and volunteering, something I hope to work on the board with, with BEC members and how to enthuse our members to take part in BEC activities.

Before I was involved in politics fulltime I worked as an environmental advisor in both the waste and rail industries. I was able to advance an environmental agenda in large organisations and understand and mitigate environmental risks. I also have experience of construction projects and safety management.

Chris Speller

I have been a Bristol Energy Cooperative director for the last 3 years and for the past 15 months have also worked in a paid capacity for the Coop during the recent period of substantial and rapid business expansion. During this time along with my executive director colleague Andy O'Brien, I have been involved with most aspects of the day-to-day running of the Coop as well the latest phase of project development, including the associated financing and marketing. This expansion has been arduous but rewarding and has seen the Coop's asset base increase from around £250,000 to over £10 million and the number of Coop investors rise to approximately 1000.

I would like to continue working as a Bristol Energy Coop director, and also to continue in an employed Coop role for as long as what I can offer matches what the Coop needs. My primary motivation is to make Bristol Energy Coop a successful business which can significantly contribute to an increasingly rapid deployment of sustainable energy solutions in the Bristol region and further afield.

My vision for the Coop for the next few years includes:

- An expanding portfolio of sustainable energy generating and storage capacity which includes technologies other than solar PV, and is of a size that genuinely inspires and influences directions of travel.
- Providing the infrastructure for virtuous cycles of benefit such as an energy supply business that sells electricity the Coop generates, and running a successful community benefit grant scheme to initiate and leverage good sustainability ideas.
- Being an effective promoter of fairness and equality, sensible localism, and practical action on climate change.
- Providing opportunities, particularly for young people, to gain experience of community renewable energy.

In summary I feel I still have a lot to give to Bristol Energy Coop both in strategic & governance oversight, and in driving some of our projects and aspirations forward, and would welcome your support in remaining a director for another term of office. Many thanks.