

MINUTES OF MEETING FOR AECB Ltd.

Association for Environment Conscious Building Ltd. Company No 5336768

Place of Meeting: The Studio, Cannon Street, Birmingham

Date and Time: 4th September 2009 at 9.00am

Directors present: Christine Armstrong, Paul Ellis, Nick Grant, Chris Herring [Chairperson], Neill Lewis [Secretary to Board], Jo Saady, Geoff Stow, Peter Wilkinson [Company Secretary & Treasurer]

Others present: Andy Simmonds [AECB Executive Officer], Liz Reason [CarbonLite Project Manager];

Others present [Passivhaus Buildings presentation and discussion]:

John Walker [prospective Chair of Passivhaus Buildings]

Daniel Nabarro [business adviser to Passivhaus Buildings]

Apologies: Peter Wilshaw

Declaration of interest: *All members were reminded that they should state at the beginning of the meeting any declarations of interest for any of the agenda items. Once stated the member cannot vote on the item and if ruled by the chair must leave the meeting during the discussions and voting*

Item nr.	Minutes	Action by:
229	Approval of the minutes from the meeting on 12 th June 2009 Deferred until the next meeting	
230	Approval of minutes from the meeting on 8 th May 2009 The Minutes of the AECB Board meeting held on 8 th May 2009 at FoE, The Warehouse 54-57 Allison Street, Birmingham, B5 5TH were accepted as an accurate record of the proceedings. <i>Proposed Chris Herring, Seconded Peter Wilkinson Carried unanimously</i>	
231	Matters arising from previous minutes Agenda item 3	
	162b Investigation into a general policy of contract procurement for AECB members & external consultants, including the nature of the contracts themselves, is proceeding, based on Lancashire County Council procedures. Paul Ellis and Andy Simmonds will investigate separately alternative simple models for agreement by the sub-group and hence report to the Board by the next meeting	Peter Wilkinson Paul Ellis Andy Simmonds
	186a Peter Wilkinson reported that back-ups of financial records were kept at two separate addresses and that Sally Hall routinely backed up the records weekly and kept her copy in a metal box. This was considered satisfactory by the Board	
	202c Discussion about payments from Ecotricity and the Phone Co-op link was deferred until the next meeting	
	203a CARBON TRUST NETWORKS – Andy Simmonds reported that the Carbon Trust accepted that AECB derived income from sales of Gold Standard guidance, but there was as yet no income from CarbonLite courses and so this had not been presented to them.	
	216 Geoff Stow reported that he had set up a facility for posting reports onto Google Groups, which was available to Board members as required. It was agreed that there was no current need for this and further work would be postponed until the need arose	
	217b Christine Armstrong and Paul Ellis reported that that they were exploring the use of direct debit payment of membership fees	Christine Armstrong Paul Ellis
	218b Neill Lewis reported that there had been no progress in producing a standard PowerPoint presentation. This would be discussed with the new Business Development Officer when appointed	Jo Saady & Neill Lewis
	224a Chris Herring informed the Board that Fran Bradshaw's offer to represent the AECB on the UKGBC Development Group had been rejected by the UKGBC	

	225c	Andy Simmonds reported that he had not investigated the viability of publishing printed copies of the guidance but would wait until after the end of the error reporting period to do so.	Andy Simmonds
232	A	Financial Report: Agenda item 4 The AECB Financial Reports, September 09 were circulated prior to the Meeting	
	a	Paul Ellis reported that a duplication in the Profit and Loss report meant that the actual Net Profit was not £25,524.57.	
	b	"AGM Income" should read "Conference Income"	
	c	"Miscellaneous Sales" referred to TSB Consultancy	
	d	Paul Ellis undertook to circulate copies of 2008/2009 budgets to assist sub-groups in submitting budgets for the financial year 2009/2010 by end September	Paul Ellis Sub-groups
233		Executive Officer's (EO) report: Agenda item 5 There was no EO's Report	
234		Sub-group reports: Agenda items 6 & 8	
		Conference 2009, Web site, Personnel Management, CarbonLite Management, SussEd , PR/Marketing, Business Development and CarbonLite reports were circulated prior to the Meeting	
234	A	Conference & AGM 2009	
	a	The sub-group report recorded a profit but the actual amount was still to be confirmed.	Conference Sub-group
	b	Chris Herring reported that the video recording of the conference was not as successful as hoped but that the interview with Wolfgang Feist was of sufficient quality to be posted on the web site.	Chris Herring
	c	Nick Grant agreed to investigate capturing stills from the video and Geoff Stow would make a general request to members for photographs. Each would send them to Sally Hall for use as required	Nick Grant Geoff Stow
	d	Members of the 2010 Conference Sub Group were appointed as follows: Neill Lewis, Liz Reason, Geoff Stow It was agreed that Chris Baines would be invited to sit on the sub-group	
	e	Following a discussion of possible themes and venues, the Board agreed that one day would be devoted to Materials and the other day would showcase the new Passivhaus Buildings Trust. The sub-group were instructed to consider Milton Keynes and Birmingham as venues	Conference Sub-group
234	B	Membership & Regional Groups	
	a	No report had been issued	
	b	Jo Saady reported that there had been a good response following the Conference and that five new groups had been formed	
	c	Jo Saady reported that the e-mail database was out of date. It was agreed that a notice should be posted on the website inviting members to update their contact details	Jo Saady
	d	Jo Saady agreed to contact member Claire Thomas to agree how Claire could assist with subgroup activities	Jo Saady

234	C	Web site	
	a	The Board agreed that current improvements were acceptable	
	b	The subgroup agreed to investigate why the photographs of members' projects on the front page did not rotate	Chris Herring Nick Grant
	c	The subgroup agreed to consider using the photograph boxes to highlight subjects of note, such as Gold Standard details and Dr Feist's interview videos	Chris Herring Nick Grant
	d	The subgroup agreed to up-date the "About the Board" section, including deleting reference to the Steering Committee and replacing missing photographs	Chris Herring Nick Grant
234	D	Personnel	
		The subgroup undertook to address the implications of the proposed Passivhaus Buildings with AECB staff	Subgroup
234	E	CarbonLite	
		The report was noted	
234	F	SussEd	
		The Board is minded to change the name of SussEd in line with current proposals for re-branding. The PR/Marketing subgroup undertook to produce recommendations at the next meeting	PR/Marketing subgroup
234	G	PR/Marketing	
	a	Christine Armstrong agreed to expedite a decision from EcoBuild regarding proposals made to manage the seminar programme for 2 days	Christine Armstrong
	b	Members would be offered discounted entrance fees in exchange for time spent on the AECB stand	Christine Armstrong
	c	Christine Armstrong agreed to submit a budget to the Board for rebranding and would consult Daniel Nabarro	Christine Armstrong
235		Passivhaus Buildings: Agenda item 7	
	a	John Walker, Daniel Nabarro and Liz Reason gave brief presentations on the proposed Passivhaus Buildings organisation, following which there was a general discussion with Board members	
	b	<p>Following the Passivhaus Buildings discussion, the Board agreed the following resolutions:</p> <ul style="list-style-type: none"> • Passivhaus Buildings Trust be established as a wholly owned subsidiary company of the AECB. • Passivhaus Buildings Trust should have its own board of directors, and chair. • Passivhaus Buildings Trust board should have operational autonomy from AECB operations. AECB would only step in if a crisis arose, e.g. operational or financial crises. An agreement would cover when and how it stepped in. With this model, PBT could become a charity • Passivhaus Buildings Association should be a subsidiary of the Trust and not directly under control of the AECB. • The existing Carbonlite management sub group should be reappointed as the Passivhaus Buildings sub group, with Geoff Stow as additional member • The Passivhaus Buildings sub group shall have delegated authority to act on behalf of the board in establishing and developing the Passivhaus Buildings Trust. • The initial subscribers to the Passivhaus Buildings Trust shall be agreed by the Passivhaus Buildings sub group. <p><i>Proposed, Chris Herring; Seconded, Jo Saady. Carried unanimously</i></p>	

236		Grayson Conference Proposal; Agenda Item 9	
		Following a discussion of the proposal, it was agreed that the Board did not have sufficient time or resources to organise such a conference. Peter Wilkinson was delegated to suggest to the Graysons that they liaise with Christine Armstrong and Geoff Stow on EcoBuild presentations	Peter Wilkinson
237		Chief Executive Officer: Agenda item 10	
		Following a discussion about the perception of the title "Executive Officer", it was agreed that Andy Simmonds' title be changed forthwith to Chief Executive Officer [CEO] with no change to his job description or salary. <i>Proposed, Chris Herring; Seconded, Jo Saady. Carried unanimously</i>	
238		AECB Name: Agenda item 11	
	a	The AECB Business Development Report was circulated prior to the meeting	
	b	With due reference to all previous discussions, the Board agreed the following resolutions: <ul style="list-style-type: none"> The full name "The Association for Environment Conscious Building" was inappropriate but it was undesirable to introduce a new name. The name AECB with the strapline "the sustainable building association" be formally adopted forthwith. All references to the former name, together with the logo be removed from stationery, marketing material, newsletter, web site and bank account. Members would be informed that the old AECB logo was no longer available for their use. The cost of changing the name at Companies' House be investigated <i>Proposed, Chris Herring; Seconded, Nick Grant.. Carried , 7votes in favour, 1 vote against</i>	Business Development subgroup
239		Charitable Status: Agenda item 12	
		Discussion was deferred to the next meeting	
240		Any Other Business: Agenda item 13	
	a	CarbonLite Project Director Liz Reason's contract and funding expires end September 2009. The Board agreed the following resolutions: <ul style="list-style-type: none"> Liz Reason would continue as Director at her current salary until the Passivhaus Buildings Trust [PBT] Memorandum and Articles of Association were signed Liz would continue fulfilling her PassNet responsibilities. Immediately that the PBT Memorandum and Articles of Association were signed, the AECB would make a loan of £9,000 to PBT to use at its discretion and consider a further loan six months after signing, depending on the PBT financial status. Each loan would be repayable within 2 years. 	
	b	Guardian10:10 challenge The Board agreed to actively support the Guardian10:10 challenge to cut carbon emissions by 10% in 2010 by promoting it among members. <i>Proposed, Paul Ellis; Seconded, Geoff Stow. Carried unanimously</i>	Geoff Stow
	c	Volunteers on subgroups Chris Herring reported that Sally Hall was preparing a skills questionnaire to be sent to members who express an interest in working on any of the subgroups.	
	d	Assisted places at the Annual Conference The Board agreed that the AECB should not provide assisted places for retired members attending the Annual Conference. <i>Proposed, Neill Lewis; Seconded Christine Armstrong Carried unanimously</i>	

240	e	<p>Childcare costs The Board agreed that childcare costs for Directors who attended AECB meetings were a claimable expense.</p> <p><i>Proposed, Chris Herring; Seconded Paul Ellis. Carried, 7 votes for; 1 vote against</i></p>	
241		<p>Date and venue of next meeting. Friday 6th November 2009, 10:00 am at the FoE offices, The Warehouse 54-57 Allison Street, Birmingham, B5 5TH.</p> <p>Conclusion – the meeting ended at 5.05 pm.</p>	
		<p>Circulation All Board Members Andy Simmonds, Sally Hall, Liz Reason</p>	

Signed by Chair Date