

Forth Green Freeport Governance Board #6
Forth Ports, Ocean Drive, Leith
23 August 2024
10am to 12pm

Board Members in Attendance:		Other Attendees:	
Dame Susan Rice DBE	Chair	Laura McIntyre	PMO / Secretariat
Amanda Templeman	Falkirk Council	Pamela Smyth	Forth Ports
Stuart Wallace	Forth Ports	William McAllister	Scarborough Muir/FGF Opco
Cllr Cammy Day	City of Edinburgh Council	Alisdair McIntosh	Scottish Government
		Eilidh Callum	PMO / Secretariat
Councillor Altany Craik	Fife Council	Derek Knox	Forth Ports/ FGF Opco
Councillor Alan Nimmo	Falkirk Council	Malcolm Bennie	Falkirk Council
Ronnie Muir	Scarborough Muir	Elin Williamson	City Of Edinburgh Council
Dave Moxham	Workers Rep	Pamela Stephenson	Fife Council
		Ross Jubin	Scarborough Muir/ FGF Opco
		Jo McCrea-Curlett	MHCLG
		Debbie Johnstone	Spreng Thomson
Proxies			
William Watson	Babcock		
Colin Pritchard	INEOS		
Apologies			
Paul Armstrong	Babcock	Callum Spreng	Spreng Thomson
Sarah Murray	Forth Green Freeport		

Meeting Minutes

No.	Agenda Item	Summary Of Discussion	Actions
1	Welcome and Introductions	<p>Proxies Colin Pritchard and William Watson accepted</p> <p>Welcome to new board member David Moxham whose appointment was as ratified and to the Opco Directors and Alisdair McIntosh from Scottish Government.</p> <p>Alisdair explained that as we come to the end of the inward-looking phase of freeport development and move to set-up, there will be more Scotgov engagement both with the board and members</p>	<p>SR</p> <p>AMcl</p>

		<p>individually. Alisdair is moving on to a new role and his successor will be introduced in due course.</p> <p>On behalf of the board, the Chair thanked Alisdair for his significant contribution and efforts.</p>	
2	<p>Governance</p>	<p>Minutes of Board Meeting # 4 & 5 no comments or changes, minutes accepted.</p> <p>Chair Update - Sarah Murray starts 27th August sending apologies that she couldn't attend today. Chair has regularly engaged over the past few months with Sarah and has been keeping her up to date with progress. Sarah has meantime also connected with a number of people associated with the FGF or freeports in general.</p> <p>Over the summer, there have been a lot of requests for Chair / FGF to attend and speak at events:</p> <ul style="list-style-type: none"> - Sarah will speak at the upcoming Prosper event on Scotland's Freeports. Chair also attending. - Sarah will also join a panel at the Forth Valley Business Week. - Chair and Derek Knox previously presented at a Freeport session with Forth Valley Chamber. - Chair will speak at a Freeport session at the CMS Business Conference. - Chair has an upcoming meeting with Green Party MSPs, requested by them - Chair has an upcoming meeting with Dundee's Shirley Anne Somerville, requested by her to discuss how the FGF will impact her area. - Chair to be on a panel at SNP Business Day conference. <p>A question of meeting other parties and MSPs was raised. Chair responded that we will consider doing so proactively once Sarah is in place and the FBC submitted. Meantime, another Teams meeting and presentation for MSPs will be organised shortly after FBC submission.</p>	SR

		<p>SW noted that Forth Ports has been in the touch with Secretary of State and other senior ministers and invited them to the opening of the floating berth.</p> <p>LMCI noted that Kate Forbes and SofS to visit Falkirk for the Falkirk Growth Deal signing - date to follow.</p> <p>AMCI discussed Grangemouth and noted that at the end of the month there is a planned conversation with Scottish Ministers and Westminster about the future of Grangemouth. Ed Milliband is now chairing the Grangemouth future industry board, with Project Willow focussed on how to make the transition work, what are the barriers, how do we address them, what regulatory changes are needed etc. Sarah has been invited to join GFIB.</p> <p>Workers representative –David Moxham of STUC introduced himself and looks forward to being part of the board.</p> <p>Forth Green Freeport Memos and Arts – signed, uploaded, complete</p> <p>OpCo Board – directors who were present at this meeting provided update on progress.</p>	
3	FBC	<p>FBC Submission- Final Tasks</p> <p>Two of the three Councils have now presented the Green Freeport to their members for decision.</p> <p>Cllr Nimmo reported that Falkirk Council unanimously agreed to submit the FBC to Scottish and UK Governments. MB noted that the mood in chamber was positive and full of support, that the the agreements needed to be finalised and then they would be happy to proceed.</p> <p>Cllr Day reported that Edinburgh City Council was in favour of submission, noting that the vote was not unanimous. He noted that the financials were yet to be approved but they did not foresee this to be an issue. Any small changes could now be signed off by Chief Executive, however material changes would need to go back to Council.</p>	

		<p>SW noted that the Vestas planning application is soon to be submitted to Edinburgh City Council as the first big FGF project to go through the planning process.</p> <p>Cllr Craik noted that Fife Council have a different approach; the FGF ratification was approved at cabinet in January with senior officers having delegated authority to submit the OBC and FBC. Fife Council are in support of submission.</p> <p>No further material changes are anticipated.</p> <p>Action: Independent read-through is now required to ensure that the governance mechanisms are in place and what we are saying in our FBC narrative can be made operational.</p> <p>Outstanding Item: Landowner/End User Agreements Update</p> <p>Ross Jubin provided an update on the landowner/end user agreements. The documents have been reviewed by the three local authorities, accountable body (by Brodies) and the land owners' legal rep. A workshop was held and items to be included/explored further are the remedies, recovery, freeport fee schedule and the mechanism for the Councils to contribute. An important action is the need for a comparison between what is in the agreements and what was set out in our critical action response; if there was to be a material change, this would need to be notified to Government and go back to Councils. Legal advisors MFMAC will make the changes to the agreements and undertake the comparison action. Chair set a two week deadline (6th Sept) if possible to complete approved agreements. They are then to be issued for corporate approval and wet signatures.</p> <p>AMCI stated that Government would prefer wet signatures for submission as that reduces risk. But given the timescales involved and the potential that the autumn statement may impact timing for Treasury sign-off, Government is happy for immediate FBC submission with the approved draft agreements, with the OpCo securing wet signatures</p>	
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		<p>during the appraisal process in time for feedback and approvals at the end of the year.</p> <p>Governance Framework</p> <p>LMCI sought approval that the scheme of delegation, TORs, job descriptions and RACI be submitted in draft form owing to the fact that these documents need to be reviewed and shaped by incoming CEO Sarah. Board Agreed to these being submitted as draft with AMCI noting that the FBC should have explanatory text included as to why these documents are draft.</p>	
4	Communications	<p>DJ of Spreng Thomson provided a communication update.</p> <p>Investment Brochure</p> <p>Marketing brochures are almost complete. AT suggested an amendment on Pg 77 of the larger brochure, stating that regeneration is missed from the list of areas being invested in.</p> <p>A detailed investor pack is under development with input from the T&I workstream; this will be advanced with Sarah's input.</p> <p>SDI Maps</p> <p>SDI's interactive maps were presented to the board, with DJ noting that these will be used by SDI at the upcoming Wind conference. RM suggested that while these maps were good, they miss the opportunity to promote vacant development land as they don't focus on cleared land ready for development. DJ to discuss with SDI.</p> <p>PR and Comms</p> <p>It has been agreed that when Sarah joins there will be welcome on socials etc but no big launch.</p> <p>Local Networking Plans</p> <p>There is a push from local authorities on stakeholder engagement with a joined-up approach where possible to workshops, webinars, focus groups and public meetings.</p> <p>John Stevenson will work with Sarah to ensure community and political engagement.</p>	

		<p>INEOS seeking marketing assistance for materials for their community engagement events.</p> <p>It was suggested that marketing and comms group could work on some key text/script for end users/ investors that will be submitting planning applications etc.</p> <p>PMO noted that the T&I workstream have reported difficulty in pitching the freeport. The investor pack will somewhat help this and PMO are considering hosting a workshop with input from the HUB and SDI. More work will be done to explore this with the T&I workstream.</p>	
5	Discussion	<p>Board Effectiveness – What will we cover and how will we do it?</p> <p>The Chair opened a discussion about expectations for the Board, which is pertinent as we sit on the cusp of FBC submission.</p> <ul style="list-style-type: none"> - Discussion on what the Chair brings to the table including strategic discussion, future governance and stakeholder engagement as well as a more pragmatic role. If a member has a concern, they should talk to the Chair. As independent Chair, she wears a neutral hat, and will discuss and help find or work through a solution. - She reminded the Board that they carry ultimate responsibility for the Freeport. This is why she proposed the addition of an audit committee and, for the sake of transparency, the proposed registers pertaining to conflicts and gifts. <p>Conflict register - Chair made it clear that she is a non-executive Member of the OBR - Office for Budget Responsibility. She doesn't anticipate conflicts with the work of the Freeport but if such should arise, she would recuse herself from discussion.</p> <p>Gift Register – SRO and Chair were both invited as guest of MOD to dinner and Military Tattoo.</p>	

		<ul style="list-style-type: none"> - The Board will need to understand role of the PMO once the OpCo is staffed and the FBC has been approved. - FGF has ambitious governance, with a complicated structure and varied partners. Our governance will tie it all together and make the Green Freeport work. - Early on, we agreed that board-level decisions will need to be unanimous. At times that may be challenging, but we are a consortium built on trust and have evolved through compromise. When sitting as the board, our primary focus needs to be on the Forth Green Freeport and its ambition. - Transition from working groups into subcommittees is crucial and getting the correct leaders in place is important so we don't lose traction. - Of prime importance now is setting up the OpCo for delivery. Sarah will develop the structure and get it rolling. This board can act as a discussion forum while Sarah is building a team; indeed it can provide collective input whenever she wants it. - This board needs to contribute more than a tick box for approvals. Through open discussion, appropriate challenge and by sharing knowledge and experience, TopCo can enhance our activities and help get things over the line. With this strategic oversight, OpCo can then deliver. - The complexity of the Forth Green Freeport consortium with its number and diversity of organisations needs careful thought. Everyone needs to consider what they bring to the table when setting the strategic direction. How can the board make the most of the relationships and resources of the partners. Our job is "to do this together". - We have to work together while mindful of each other's reputations. 	
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		<ul style="list-style-type: none"> - The Chair wants to see 'no surprises' – we need to be open and transparent, putting the board's responsibilities first when we consider Freeport matters even as we remain aware of the impact that some of our decisions may have on our partners. 	
6	AOB	LMCl discussed the application for the next tranche of RDEL funding. Board was made aware of an overspend which will be met with the upcoming tranche of funding and noted that there are still financial commitments to be paid including KPMG and other costs. Action - could anyone with invoices or upcoming costs ensure that these are reported to Laura at the PMO.	

Action	By	Date	Status
Community Engagement Plans from Local Authorities	LA Leads		In progress
Follow up meeting with KAG to be arranged	PMO	TBC	In progress
Chief Exec to be recruited	DSR / SW/CD	31/05/2024	Complete
DSR to be invited to attend each of the working groups for an update on the workstreams	PMO/WG Leads	30/06/2024	Complete
Next tranche of RDEL to be claimed	PMO	30/06/2024	In progress

Decision Making Timetable			Progress
Date	Forum	Ask	
For FBC	Board	Board to approve additional Board Member (STUC approached)	Complete
For FBC	Board	Board to approve Security and illicit activity strategy (including risk register)	Complete
For FBC	Board	Board to approve Land Holders Agreement	Complete
For FBC	Board	Board to approve revised Investment Principles	Complete
For FBC	Board	Board to approve Customs Policy	Complete
For FBC	Board	Board to approve revised Fair Work Charter	Complete
For FBC	Board	Board to approve Skills Plan	Complete
For FBC	Board	Board to approve Skills Fund	Complete
For FBC	Board	Board to approve Innovation Strategy	Complete

For FBC	Board	Board to approve Trade and Investment Strategy	Complete
For FBC	Board	Board to approve Planning Matrix	Complete
Tax Site designation	Board	Board to approve planning protocol	Complete
Post FBC Submission	Board	Board to approve Revised Governance	In progress
Post FBC submission	Board	Board to approve sub-committee ToRs and any delegated authority	In progress
Post FBC submission	Board	Board to approve delegated responsibilities of OpCo Board and OpCo CEO	In progress
Post FBC submission	Board	Board to approve Information Protocol	In progress
March 2025	Board	Board to approve 5-year business and financial plan	TBC

