



Forth Green Freeport Ltd. Board #10 – Minutes and Actions

Edinburgh City Chambers ,253 High Street, Edinburgh, EH1 1YJ

30th April 2025

1-3pm

Board Directors in Attendance:		Other Attendees:	
Dame Susan Rice DBE	Chair	Sarah Murray	FGF Chief Executive Officer
Stuart Wallace	Forth Ports	Laura McIntyre	PMO / Secretariat
Councillor Altany Craik	Fife Council	Eilidh Callum	PMO / Secretariat
Councillor Alan Nimmo	Falkirk Council	Christopher Thomson	Scottish Government
Andrew Gardner	INEOS	Jo McCrea-Curlett	MHCLG
Amanda Templeman	Falkirk Council	Elin Williamson	City Of Edinburgh Council
Councillor Jane Meagher	City of Edinburgh Council	Malcolm Bennie	Falkirk Council
		Pamela Stevenson	Fife Council
		Andrew Muddiman	Royal Navy
		Steve Revell	Falkirk Council
		Diarmaid Lawlor	University of Edinburgh
		Andrew Aveyard	Scottish Futures Trust
		Paul Kettrick	Falkirk Council
Proxies			
Apologies			
Ronnie Muir	Scarborough Muir		
Dave Moxham	Workers Rep	William McAlister	Scarborough Muir
Ilgi Kim	Babcock	Carol Connolly	Fife Council

Agenda Item	Minutes and Actions
1.	Welcome and Introductions No declarations of interest were made at this point. However, SM noted a conflict at the beginning of the seed capital discussion (Item 4). A proposal for seed capital had been submitted by Scottish Water directly to the ICP Sub-Group, with no involvement from SM due to her marital relationship with the CEO of Scottish Water.

2.	<p>Chair Update</p> <ul style="list-style-type: none"> • The Minutes of Board Meeting #9 (Feb 2025) were approved. • Action List – several actions were closed and new actions added. See the action list that follows. • Chair thanked everyone for their hard work on the seed capital and NDR matters. <p>She reminded the Board that its role goes well beyond approvals; it's about doing what it takes to deliver the goals of the Forth Green Freeport.</p> <p>Chair provided an update on recent visits and meetings, some of which were in her GEFI capacity but led to discussions about the FGF. Of particular interest was a visit to the Port of Dubai (arranged via SDI) where the meeting hosts were interested in learning about FGF and were keen to keep in touch as we develop. Other meetings and events include Sustainability Week in Jersey and a Trade Commission meeting for COP30.</p> <p>In her FGF capacity, Chair noted that she attended two GFIB meetings since the last Board. The GFIB is focussed on aligning public sector initiatives and critical economic activity as Grangemouth evolves and it is particularly focussed on Project Willow. AG provided a short update on Project Willow, which is a public report and available to download using the link below. The government and Scottish Enterprise are leading on Phase 2, with SE expected to publish a report towards the end of May on what is to happen next. Cllr Meagher asked who are the government's key contacts/leads on GFIB. CT informed the board that Ed Milliband (MP), Michael Shanks (MP) and MSP Gillian Martin all played a role.</p> <p>https://scotent-uat-sdi-website.azurewebsites.net/media/vlubfykz/project-willow_pid_v214.pdf</p> <p>Chair and FGF CEO met (online) with Cllr Meiklejohn, the leader of Falkirk Council, for a general discussion on the Freeport.</p> <p>Future events in the diary include UKREiif, where both Chair and CEO will participate in panels and round table discussions, and the UK All-Energy Conference on 14 and 15 May, where Chair will lead a panel on investment in the green economy. Colin Pritchard will also attend on behalf of INEOS O&P and participate in panels on Industrial Decarbonisation and Hydrogen.</p> <p>AT noted that at a recent pensions fund conference, there was a session on the green economy and a focus on sustainable investment. AG noted that we focus on sustainable investment from an economic perspective, but we need legislative changes to drive it forward more quickly.</p> <p>➤ Action for Chair: – Cllr Meagher has agreed to join the Audit and Risk Committee and, with all seats filled, Chair will now arrange an initial meeting to bring the group together.</p>
10.	<p>Presentation and Discussion</p> <p><i>Please note that the agenda order changed on the day and item 10 was moved to the top of the agenda.</i></p> <p>Placemaking in the context of the Forth Green Freeport- facilitated by Scottish Futures Trust</p>

	<p>The presentation posed the questions, what is the place making story? Where does the FGF fit? What are the asks? What are our placemaking principles? How does everything connect and provide leverage.</p> <p>Key discussion notes:</p> <ul style="list-style-type: none"> • Cllr Meagher asked how the place principles can benefit marginalised communities – how we organise to reduce risk of harm, use the Freeport to direct investment towards communities, ensure that infrastructure benefits industry and communities. • SM noted that the FGF is more impactful when working collectively rather than as individual entities, providing greater opportunities to drive meaningful change. She emphasised the need to aggregate demand strategically to attract investment. • Cllr Altany was interested in seeing the combined picture and noted that we have to make sure it works in real life. We need the right money in place and we need to look at decision-making, as the decision-making process is too slow. • PS commented that we need to ensure the Freeport dovetails with regional strategies, existing activity and local authority plans. • CT pointed out that it can be a cluttered environment at times and, given that government can be risk-averse, there needs to be more focus on regional working. • SM noted that the planning protocol can be a really powerful tool, if we can show it's working. • • Cllr Meagher commented that, with regard to the future of city deals, there seems to be a change in tone with collaboration and partnership working coming to the forefront. • DSR shared that the UK Freeport Chairs Group believes Freeports need higher visibility within government. A meeting was held with Alex Norris (MP), where discussion centered on seed capital challenges, the necessity for additional funding or loans depending on the Freeport operating model, and the need for joined-up communication among all the Departments which interact with the freeports. The conversation touched on integrating Freeports into broader strategies such as the UK Industrial Strategy. Along with her counterpart at ICFGF, DSR also pushed for faster approvals for FBCs.
3.	<p>FBC Critical Actions and Progress to Signing</p> <ul style="list-style-type: none"> • The NDR critical action has been signed off by government. • The only remaining critical action holding back signing of the FBC is the action relating to Landholder Agreements. <p>SM provided an update on progress and noted that the version of the agreements seen by the board in February has been updated slightly following a ScotGov question on additionality. ScotGov is now content with the template and the lawyers are waiting for final approval from the Landholders' legal team at Pinsent Mason. Upon approval from Pinsent Mason, the template can be issued to the Board for ratification.</p> <p>From an audit and risk perspective, several board members and observers (Cllr Meagher, AM, EW and SW) noted that they would like to know what the top five key sticking points were and how these have been resolved. SM responded there have been no substantive changes to the agreements and noted the action to request that the solicitors undertake</p>

	<p>this explainer summary and bring the final template version accompanied by the legal summary back to board for ratification.</p> <p>Given the urgency to get the agreements signed, the paper and subsequent approvals can be conducted electronically before the next scheduled board meeting. All members present agreed to his approach.</p> <ul style="list-style-type: none"> • CT noted that government are happy with how things are at present but they need to see the signed agreements to move into final approvals which they will then do at pace. The HMT delay which has impacted on ICF's approval is specific to that freeport. Everyone is primed and ready to go. • JMc commented that the past HMT delay, which has been due to resourcing issues and other circumstances, will not apply to FGF. HMT have been primed to expect the FBC. Realistically it will take 4-8 weeks to reach HMT ministers for approval. <p>Chair noted that timing is critical as we move towards recess (28th June – 31st July for Scottish Parliament). Therefore it's essential that the landholders and Opco work quickly to get the signed agreements to government to give time for approvals before Ministers break. CT and JMcC noted that before recess could be a bit of a challenge. Chair urged a two-week period, or as soon as possible, for the final template to come back to the board followed by wet signatures by the end of May.</p> <p>➤ Action for FGF CEO: request that solicitors provide a briefing note on the key issues and how they have been remedied. This should be provided alongside the final agreements for ratification.</p> <p>➤ Action for all landholders: guide the final version of the Agreement through their organisations in order to obtain wet signatures by the of May.</p>
4.	<p>Seed Capital Recommendations</p> <p>Note: SM declared an interest on the Seed Funding paper related to the Scottish Water proposal. The recommendation for Scottish Water was for noting only.</p> <p>Paul Kettrick, Chair of the ICP Subcommittee, presented a report to the Board outlining the Subcommittee's recommendations regarding seed capital and requested board approval. SW expressed concern that expenditures might be driven by a timeline rather than by actual need, and he questioned future go/no-go dates. AT and SR clarified that the application deadline for seed capital is 12th September and that all seed capital must be spent by the March 2028 deadline. SW also requested that regular progress updates be provided to the Board with AM seeking a report on Babcock projects at the meeting that will be held in August/September.</p> <p>SR explained the Grant Offer Letters (GoL) process, noting that seed capital would be disbursed in tranches. He added that the GoL includes sufficient protections to ensure good governance.</p> <p>The Board approved the recommendations set out in the paper and authorised the Accountable Body to issue the GoLs.</p> <p>Any descoping will require a change request; however, this is not a current issue as the government supports the plan, and any modifications can be made after signing. CT noted that they are devising a change control form and process and will provide updates in due course.</p>

	<p>Cllr Craik noted that the request in the case for a request for <u>a new projects project, priority</u> should be for partners only <u>given to partners</u>.</p>
5.	<p>Risk Register</p> <p>EC provided a review of the new and changed risks this reporting period. A new risk (38) relating to NDR was added but this can now be closed following NDR action approval.</p> <p>Requests from members for PMO to consider the status of the following risks at the next risk register update: customs site (29), seed capital (35 and 36) and utilities (34). It was also advised that the risk in relation to Landholder Agreements (33) remains at Very High with scoring pushed to maximum level.</p> <p>➤ Action for PMO: review risk register based on the above.</p>
6.	<p>Operations</p> <ul style="list-style-type: none"> • FGF CEO report included in board papers. • OpCo financing is a significant concern as, without signed agreements, Opco can't invoice landholders for their contributions. As stated at previous meetings, CEO is not prepared to appoint staff until there is sufficient income to pay salaries. • The recruitment process is underway. For some roles, it has proved challenging. While there is a good level of interest for the T&I and Skills and Net Zero roles, there has been less interest in the governance and compliance role. However, the appointment of an HR agency has resulted in greater interest. Interviews are being set up. Babcock's HR will support SM by sitting in on interviews. Note that the CEO will not provide any contract or confirm appointments until resources are in place. CEO would like to note her thanks to OpCo Directors and Subcommittee leads for their support on recruitment. • M&E baselining is now outstanding; hub support on this task has ended. Five out of seven landholders have provided information, a sixth is expected within a day or two but there is no clear timeline for the seventh. The accountable body may have to submit the baseline data with six landholders and provide the seventh if and when it becomes available. There is concern on the declarations to be made by the Accountable Body in relation to the accuracy and reliability of the data provided. CEO will discuss the issue with government at their regular catch-up and feed back to AT. AT must sign off input on behalf of the Accountable Body and SM on behalf of the OpCo. • PS asked what the agreed approach is for the enquiry process – what enquiries are we getting, are they being shared, are we duplicating efforts? EC noted that, until a T&I manager is in place, the enquiries that arrive via the FGF website are triaged and issued to landholders and supporting partners. At present, there is no wider capture/reporting of enquiries; the formal process will be agreed by the T&I Subcommittee. For now, this is an outstanding matter – with confidentiality and FOI being concerns that are delaying agreement of a process. CEO to lead on this with the T&I Chair and Subcommittee. <p>➤ Action for CEO: finalise the enquiries process and share it with the Board and partners.</p> <p>➤ Action for CEO: raise and address the constraints in the M&E process with the Steering Group to develop a procedure that ensures both quality and timely returns.</p> <p>➤ Action for CEO: discuss accountable body concerns in relation to data sign-off with government leads.</p>
8.	<p>Community Engagement</p> <ul style="list-style-type: none"> • This item was postponed to next meeting.

9.	<p>Accountable Body</p> <ul style="list-style-type: none"> A paper was presented to the Board outlining the financial position. It highlighted that RDEL funding is now exhausted and that landholder contributions are urgently needed. CEO thanked Falkirk Council for their efforts. <p>AT noted that the Board should see the final 2025/26 budget for approval and a scheme of financial delegation. SM responded that no further work has been done on the budget, beyond the draft budget presented in December 2024. She is happy to present it at the next board meeting. SM will also consider the request for a scheme of financial delegation.</p> <p>MB noted that we are in an exposed position and proposed that we set a time limit that states, if the landholder agreements are not agreed and signed by a certain point in time, then landholders will be asked to provide a small financial contribution to limit risk. The landholders present stated that their commitment was there and, if needs must, they would be willing to contribute a small amount in advance of signing. Chair noted that this would need the agreement of all landholders on the board and she will take action to contact them.</p> <ul style="list-style-type: none"> ➤ Action for CEO: present Opco budget and scheme of financial delegation at next board meeting. ➤ Action for Chair: contact landholders in relation to a small immediate contribution to limit financial risk.
7.	<p>Subcommittee Update</p> <ul style="list-style-type: none"> Progress and activity reports of each Subcommittee were provided in the board papers. Skills and Fair Work – Deep Dive <p>Presentation provided by Andrew Aveyard – Co-Chair of Fair Work and Skills Subcommittee.</p> <p>There was work undertaken to match the jobs that are likely to be created on site with training opportunities; they could match approximately 4,600 of the 17,500 jobs (pre-Project Willow).</p> <p>Evidence suggests that we have the capability but not the capacity to deliver this training; the Subcommittee will consider this matter in more detail.</p> <p>Presentation was time-limited, and the detailed slides will be issued to all members.</p> <ul style="list-style-type: none"> ➤ Action for PMO: issue presentation slides to all board members.
11.	<p>AOB</p> <ul style="list-style-type: none"> Next meeting is 18th June – Forth Ports, Grangemouth.

#	Action Item	Responsible Person(s)	Due Date	Status	Notes
1	Arrange initial audit and risk subcommittee meeting.	CHAIR	18 th June 2025	In progress	

2	Request legal to provide a summary report with the five key trouble spots and how these have been reminded <u>resolved</u> .	CEO	31 st May 2025	In progress	This report is to accompany the final copy of the agreements.
3	Landholder Agreements – fully signed documents to government.	CEO & Landholders	31 st May 2025	In progress	
4	Risk Register Update	PMO	1 st May 2025	Complete	
5	Enquiry process to be finalised and shared to board and partners.	CEO	18 th June 2025	In progress	To work with T&I Sub (22 nd May).
6	Raise and address the constraints in the M&E process with the steering group to develop a procedure that ensures both quality and timely returns.	CEO	30 th May 2025	In progress	
7	Discuss Accountable Body declaration/sign off concerns with government.	CEO	31 st May 2025	Complete	
8	Present Opco budget and scheme of financial delegation at next board meeting.	CEO	18 th June 2025	In progress	
9	Contact Landowners with regard to a small contribution to limit financial risk.	CHAIR	2 nd June 2025	If required	This is only required if we do not have wet signatures by the end of May.
10	Issue presentation slides – Skills and Fair Work.	PMO	31 st May 2025	Complete	

Outstanding Actions from previous meetings

1	Completion of Landholder and end-user agreements	FGF CEO & All Landholders	6 th Sept 2024	Outstanding	Still waiting on acceptance of template from Pinset Mason/Landholders. As soon as it's given, individual agreements will be issued for signing.
2	Text /key messages for submission of planning applications	Comms Sub	??	In progress	
3	Schedule of Board meetings to be revised to meet the decision-making schedule of business.	PMO & Chair	ASAP	Outstanding	Waiting on feedback from Board members.
4	Landholders to approve the final landholder/end user agreements and progress to signing.	All Landholders	ASAP	Outstanding	FGF CEO still waiting on Landholder

					agreements from Pinsent Mason.
5	Provide the Opco the necessary information for the M&E baselining.	All Landholders	31 st March 2025	Outstanding	Only 5 out of 7 provided the information/return. 6 th landholder expected to provide imminently. May have to submit without all 7.
6	Consideration of utility study	FGF CEO	30 th April 2025	Outstanding	To be discussed at Opco steering group and Opco board, 26 th May.