



## Forth Green Freeport Ltd. Board #9 – Minutes and Actions

Forth Ports, 100 Ocean Drive, Leith, EH6 6JJ

11<sup>th</sup> February 2025

10 a.m. to 12 p.m.

Board Directors in Attendance:		Other Attendees:	
Dame Susan Rice DBE	Chair	Laura McIntyre	PMO / Secretariat
Stuart Wallace	Forth Ports	Steve Revell	Falkirk Council
Councillor Altany Craik	Fife Council	Christopher Thomson	Scottish Government
Councillor Alan Nimmo	Falkirk Council	Sarah Murray	Chief Executive Officer
Andrew Gardner	INEOS	Elin Williamson	City Of Edinburgh Council
Ronnie Muir	Scarborough Muir	Pamela Stevenson	Fife Council
Amanda Templeman	Falkirk Council	Angela Walmsley	MHCLG
Councillor Jane Meagher	City of Edinburgh Council	Malcolm Bennie	Falkirk Council
Ilgi Kim	Babcock	Debbie Johnson	Spreng Thompson
Proxies			
None			
Apologies			
Dave Moxham	Workers Rep	Jo McCrea-Curlett	MHCLG
		Pamela Smyth	Forth Ports

Agenda Item	Minutes and Actions
1.	<b>Welcome and Introductions</b> DSR Introduced Cllr Meaghar and Ilgi Kim.
2.	<b>Matters for Board attention/ and or approval</b> <ul style="list-style-type: none"> <li>Minutes of Board Meeting #8 (Dec 2024) – approved</li> <li>Action List - no updates</li> <li>Chair's Update - DSR is judging the Jersey Sustainability Awards and speaking at the Jersey Sustainability Summit in March and chairing the investment session at the UK All-Energy Conference in April. Both present opportunities to discuss the Freeport and FGF may want to have a trade presence at the All-Energy Conference.</li> </ul> <p>As we approach the transition into full business mode, DSR is working with SM to consider the Board schedule, meeting format, agenda and related matters. Meetings should be aligned with annual events such as year-end and allow for OpCo and subcommittee meetings to be scheduled in an orderly way. The legal advisors have noted that there is no formal Governance Board'; we are the Board of Forth Green Freeport Ltd, also TopCo. Board meetings are to be in-person meetings by default.</p> <p>DSR attended a meeting of Freeport Chairs, a meeting with the UK Freeport Minister, Alex Norris MP, is being scheduled in March.</p> <p>DSR reported from a recent meeting with Tracy Gilbert MP who is supportive of the Freeport, especially in relation to jobs and skills. To help her dispel ongoing ill-informed positions, TG would find key messages helpful. This reflected a similar set of concerns raised by the deputy First Minister, Kate Forbes MSP, in December.</p> <p>The Board agreed that stronger push-back on false news and good news stories should be developed.</p> <p>RM asked if there are any reference documents to give more information; Cllr Meagher mentioned that CEC tend to rely on stock answers. FAQs would be extremely useful as part of a myth-busting document. It was noted that there are FAQs on the FGF website, but these could be more robust.</p> <p>SM stated that a comprehensive slide deck is also available, and the website is being redeveloped. SW suggested that joint messaging with ICF on some topics may be useful.</p> <ul style="list-style-type: none"> <li>Director Changes – Forth Green Freeport Ltd (the "Company") The Chair reconfirmed that John Anthony Donaldson had ceased to be a director on 19th July 2024 and Councillor Cameron Blyth Day had ceased to be a director on 9th December 2024.</li> </ul> <p>It was noted that pursuant to article 18.3, Rosyth Royal Dockyard Limited (Babcock) appointed Mr Ilgi Kim as a director, and the City of Edinburgh Council appointed Councillor Jane Meagher as a director.</p> <p>The Board approved: the Resignations; and the appointments of Mr Ilgi Kim as of February 3<sup>rd</sup> 2025 and Cllr Jane Meagher with immediate effect, as directors of the Company, each having consented to act.</p>

	<p>The Chair instructed Brodies LLP to make all necessary and appropriate entries in the books and registers of the Company and arrange for the necessary forms to be filed at Companies House.</p> <p>A proposal to bring Brigadier Andy Muddiman on to the Board was discussed. Cllr Nimmo asked in what capacity would Brigadier Muddiman join the Board. DSR explained here are two possible routes - membership by an entity or as an individual. Brigadier Muddiman is being put forward as a highly influential individual who has closely supported the development of the Forth Green Freeport.</p> <ul style="list-style-type: none"> <li>➤ <b>Action for PMO/CHAIR:</b> Schedule of Board meetings to be revised to meet the decision-making schedule of business.</li> <li>➤ <b>Action for PMO:</b> Latest slide deck to be shared with members.</li> <li>➤ <b>Action for PMO:</b> ensure Companies House is updated with these changes.</li> <li>➤ <b>Action for CHAIR:</b> write to all directors to request their position regarding Brigadier Muddiman joining the board.</li> </ul>
3.	<p><b>Subcommittee Updates</b></p> <ul style="list-style-type: none"> <li>• With additional capacity in place from the Freeports Hub, work is underway to get subcommittees up and running. The fair work and skills subcommittee is making preparations for its first meeting, to be chaired by Dave Moxham and Andrew Aveyard of Edinburgh University. Similarly, the net zero subcommittee, to be chaired by Joanna Doig of Forth Ports, is also preparing for its first meeting. The chair of the innovation subcommittee will be announced soon; Babcock will lead.</li> <li>• Trade and Investment: A workshop was held with all landowners presenting the value proposition for each site. The workshop was designed to underline the supportive environment being built around landowners include SNIB, SE, SDI, NWF, DBT, and UK and Scottish governments.</li> <li>• Infrastructure, Community and Place: Main issues are pushing seed capital projects forward and concluding on the FBC critical action relating to retained NDR Strategy. A first meeting with key agencies has taken place and representatives of utilities are being brought around the table as well.</li> <li>• Seed Capital Business Cases – Only 2 final business cases were submitted by the extended deadline; the remaining 4 projects were submitted as drafts. Therefore this Board will be asked to approve seed capital projects at the April meeting.</li> </ul> <p>If a project is approved, the grant offer letter (GOL) can be issued and projects can start after April Board (subject to MOU being in place). The GOL has been drafted. For projects that have submitted full business cases, these have been assessed and have passed the initial subsidy control gateways' Projects must be submitted in final form by the 31<sup>st</sup> March. Projects should give detail of follow-on investment.</p> <ul style="list-style-type: none"> <li>➤ <b>Action for ICP Subcommittee:</b> submit and present a report to the April Board meeting seeking approval of seed capital projects which have submitted all required information by 31<sup>st</sup> March 2025, and have been assessed by the ICP subcommittee as appropriate.</li> <li>➤ <b>Action for all Project Sponsors:</b> update the ICP subcommittee of progress in attracting follow-on investment. This information is to be brought to the April Board meeting report referenced above.</li> </ul>

	<ul style="list-style-type: none"> <li>➤ <b>Action for FGF CEO:</b> write to outstanding project proposers to request an explanation of delays in submitting the final drawdown templates referred to in the report above.</li> <li>➤ <b>Action for all partners:</b> all partners invited to resubmit proposals previously rejected on the grounds of limited seed capital availability at the time and invite partners to prepare new project proposals. Any proposals must be able to demonstrate movement at pace and unlocking investment.</li> </ul>
4.	<p><b>Policy Update</b></p> <ul style="list-style-type: none"> <li>• Freeports Policy update from UK Government- statement on freeports has not yet been published and there is no indication yet of date as it is back under review. It is expected that the policy statement will focus on aligning the Freeports' agenda with other government strategies such as 'making work pay' and the UK Industrial Strategy. It is expected that other proposed changes may have more impact on the English Freeports.</li> <li>• Project Willow - AG provided an overview and update on Project Willow which is a joint government study into low carbon alternatives for Grangemouth. The 1st phase looked through 9 different lenses, most requiring different government legislation to make alternatives economical. A public information document is just about to be issued as there is a lot of political interest. Phase 2 is looking at building consortia of investors. It is about Grangemouth in the round and not just the refinery. Freeport Tax site status helps with the processes that need to take place.</li> </ul>
5.	<p><b>FBC Critical Actions Update</b></p> <ul style="list-style-type: none"> <li>• Landowner Agreement -SM provided an update on the status of the draft landowner and end-user agreements. These are sitting with Pinsent Masons who are still awaiting responses.  SM underlined the consequences of further delays to the submission of signed agreements. Informal feedback is that the drafts circulated represent a close to final draft.  DSR asked for immediate action to get this over the line.  SW thinks we have covered all the bases to underpin FGF operations and is looking for a pragmatic approach to this activity.</li> <li>• Non-domestic rates - The Retained NDR Strategy came to the Board previously and was duly approved. A critical action on the FBC sought a strengthening of the FGF Board in the decision-making process and business involvement in the development of projects. Further informal feedback has been received.</li> </ul> <ul style="list-style-type: none"> <li>➤ <b>Action for all landholders:</b> Please provide the necessary approval for the signing to take place.</li> <li>➤ <b>Action for PMO:</b> consider if we would be better to get formal feedback before resubmitting the critical action response.</li> </ul>
6.	<p><b>Operations</b></p> <ul style="list-style-type: none"> <li>• Chief Executive Officer Update -All subcommittee chairs are to attend OpCo Board. Fair Work &amp; Skills SC to be co-chaired by Dave Moxham, STUC, and Andrew Aveyard, University of Edinburgh.  Net Zero SC to be chaired by Joanna Doig of Forth Ports with thanks to Colin Pritchard for assistance in transitioning this group.  Blair Jameson will chair Trade and Investment SC.</li> </ul>

	<p>There will be a future schedule of Board updates from subcommittees on a thematic basis.</p> <p>There was a meeting with Melanie Ward MP (Cowdenbeath and Kirkcaldy) on the 6th of February; she is keen to see more community engagement.</p> <p>Scottish Cities week in London went really well.</p> <p>PMO and OpCo are having discussions with both Governments about the gathering of baseline data – government want baseline from September 2024. It is quite an involved ask and the hub has been asked for support. Support of businesses in securing employment and existing asset data would be welcomed.</p> <p>Decision: The Board agreed this approach and landholders offered to support the gathering of baseline data.</p> <p>OpCo now have a bank account and would appreciate some landowners making advance payments.</p> <p>Cllr Craik suggested that, if anyone is meeting a local MP or MSP, they invite a local authority representative along.</p> <p>Six monthly MP/MSP briefings online will continue to be held; SM and DSR will lead on this.</p> <p>Cllr Meagher has regular sessions with MPs/MSPs and happy to slot them in and welcomed FGF input into these</p> <ul style="list-style-type: none"> <li>Steering Group Update- Preparations are underway for the transition to new structures once the FBC is finalised and MOU in place. Therefore the Steering Group is now meeting jointly with the OpCo Board.</li> </ul> <p>➤ <b>Action for landholders:</b> please provide the necessary information for the M&amp;E baselining.</p>
7.	<p><b>FBC Progress</b></p> <ul style="list-style-type: none"> <li>FBC Feedback -There is no formal feedback yet, though informal feedback suggests that sticking points are retained NDR governance and landowner agreements (see above).</li> <li>Customs Site Approval - We now have customs site approval. A MOU with Forth Ports is in development. Once in place, an announcement will be made.</li> </ul>
8.	<p><b>Marketing, Comms and Engagement</b></p> <ul style="list-style-type: none"> <li>Update from Comms and Engagement and LAs -DT updated members on the focus of the group. Planned work includes messaging particularly around Grangemouth. FGF is being drawn into Grangemouth discussions including GFIB. DT sits on the Falkirk Infrastructure Projects Communications Group. There is some planning around comms for Project Willow.</li> </ul> <p>FGF comms work is also looking at myth busting, to combat external anti-freeport messaging; work on messaging will be on the website and other channels. A website audit has been completed and amendments are being made.</p> <p>Stakeholder engagement is ongoing and we have secured dates for MP / MSP briefings. Plans are being put in place to support recruitment of OpCo staff. Comms group is considering a plan when the MOU is signed. Local community activity is underway at all three local authorities.</p> <p>A communications paper (subcommittee update) will be circulated after the meeting.</p> <p>Grangemouth Community Council is pulling together a public meeting at the end of the month. FGF may be asked to attend. Cllr Nimmo confirmed this as the 20th of February at 7 p.m. in Grangemouth High School.</p>

	<p>➤ <b>Action for DJ (Spreng):</b> subcommittee update report to be circulated.</p>
9.	<p><b>PMO Update</b></p> <ul style="list-style-type: none"> <li>• Risk Register – new or revised risks as follows: <ul style="list-style-type: none"> <li>▪ Risk 29. Customs risk has now been removed.</li> <li>▪ Risk 36. Seed Capital has been covered today, risk remains.</li> <li>▪ Risk 2- DSR noted that inflation has gone down; does this risk still need to be at high?</li> <li>▪ Risk 8 - Work around Trade and Investment offer is still required; while progress is being made, the risk shouldn't change.</li> <li>▪ Risk 34. AT – last March ICP Working Group Chair put forward a paper proposing front-funding a utility study. This was rejected because of the timing; revisiting this should now be considered.</li> </ul> </li> </ul> <p>➤ <b>Action for PMO :</b> EW – suggested we need to add a risk around NDR governance, and the risk associated with additional sign-off at the three Councils if required as a result of changes to the NDR Strategy.</p> <p>➤ <b>Action for PMO :</b> revise inflation risks</p> <p>➤ <b>Action for FGF CEO:</b> discuss with Opco whether we should revisit the utility study and bring a proposal to board.</p>
10.	<p><b>AOB</b></p> <ul style="list-style-type: none"> <li>• Next meeting is 30<sup>th</sup> April – City of Edinburgh Council will host in the City Chambers. Other dates are subject to change and PMO will be in touch regarding availability.</li> </ul> <p>➤ <b>Action for all:</b> Lunch will be provided at next meeting, please confirm attendance and dietary requirements to PMO.</p>

#	Action Item	Responsible Person(s)	Due Date	Status	Notes
1	Schedule of Board meetings to be revised to meet the decision-making schedule of business.	PMO & Chair	ASAP	In Progress	
2	Latest slide deck to be shared with members.	PMO	14/2/2025	Complete	

3	Companies House update for director changes.	PMO	21/2/2025	Complete	
4	Write to all directors to request their approval re Brigadier Muddiman.	Chair	28/2/2025	Complete	
5	Submit and present a report to the April Board meeting seeking approval of seed capital projects	ICP Sub	22/2/2025	In progress	This action is somewhat dependent on the action 6 and 7 below and requires input from landholders/seed capital sponsors.
6	Update the ICP Subcommittee of progress in attracting follow-on investment.	Seed Capital Project Sponsors	31/3/2025	In progress	
7	Write to outstanding project proposers to request an explanation of delays in submitting the final drawdown templates .	FGF CEO	31/3/2025	In progress	
8	Resubmit reserved seed capital proposals or prepare new project proposals.	All Landholders /partners	14/5/2025	In progress	
9	Landholders to approve the final landholder/end user agreements and progress to signing.	All Landholders	ASAP	Outstanding	FGF CEO still waiting on landholders agreement and estimated time period for signing.
10	PMO to consider if it is better to wait for formal NDR feedback from government before resubmitting the critical action response.	PMO	30/4/2025	Complete	Decision made to wait on feedback from government.
11	Provide the Opco the necessary information for the M&E baselining.	All Landholders	31/3/25	Outstanding	Some landholders have yet to provide information to Opco.

12	Comms subcommittee report to be circulated.	PMO	14/2/2025	Complete	This was not circulated within the time frame listed but is included in the papers for the next board meeting.
13	Add risk to risk register in relation to NDR critical action	PMO	1/4/2025	Complete	
14	Revise inflation risk on risk register	PMO	28/2/2025	Complete	
15	Consideration of utility study	FGF CEO	30/4/2025	In progress	
Outstanding Actions from previous meetings					
1	Completion of Landholder and end-user agreements	FGF CEO & All Landholders	6/9/24	Outstanding	Linked to action 9 above. As at 21/4/25 this action still requires Landholder input for final agreement before proceeding to signing.
2	Text /key messages for submission of planning applications	Comms Sub	??	In progress	