

These minutes were approved subject to amendments agreed at the TopCo board meeting on 12 March 2026.

Forth Green Freeport Ltd- Board Meeting #14
Muir Group, Belleknowes Industrial Estate, Inverkeithing, Fife, KY11 1HY
21st January 2026
10am -12.30pm

Board Directors in Attendance:		Other Attendees:	
Dame Susan Rice DBE	Chair	Sarah Murray	FGF Chief Executive Officer
Councillor Altany Craik	Fife Council	Laura McIntyre	PMO / Secretariat
Councillor Alan Nimmo	Falkirk Council	Eilidh Callum	PMO / Secretariat
Alan Muir	Scarborough Muir Group	Jo McCrea-Curlett	MHCLG
Amanda Templeman	Falkirk Council	Svea Meisch	Scottish Government
Gareth Hedicker	Babcock International	Pamela Stephenson	Fife Council
		Andy Muddiman	Royal Navy
		Paul Kettrick	Falkirk Council
		William McAlister	Scarborough Muir Group
		Malcolm Bennie	Falkirk Council
		Steve Revell	Falkirk Council
		Tom Morris	FGF
		Rhona McMillan	FGF
Proxies			
Colin Pritchard	INEOS		
Derek Knox	Forth Ports		
Elin Williamson	City Of Edinburgh Council		
Apologies			
Dave Moxham	Workers Rep		
Stuart Wallace	Forth Ports		
Andrew Gardner	INEOS		
Cllr Jane Meagher	City Of Edinburgh Council		

No.	Minutes and Actions
1	<u>Welcome and Introductions</u> The Chair welcomed attendees and noted apologies from Dave Moxham, Stuart Wallace, Cllr Jane Meagher and Andrew Gardner. <u>Declarations of Interest</u> No new declarations were noted.

2	<u>Chair Update</u> <u>Minutes of Board Meeting #13(Nov 2025)</u> Minutes were approved without amendments. <u>Action List Update</u> All actions except for Action 4 have now been completed and can be removed from the action log. Action 4 – OpCo Budget remains open, the OpCo has advised that the budget cannot be finalised until their business planning process is complete. A draft business plan is expected at the next meeting, after which the budget will be prepared. This action will be moved to the Outstanding Actions section of the log. There is one remaining outstanding action, relating to the AB Costs and Services. The AB has provided the OpCo with additional information, and this item is expected to be finalised by the next board meeting and can be presented at that time. <u>Chair's Update</u> The Memorandum of Understanding (MOU) was signed last Thursday, with strong representation from both Board members and Governments. Positive remarks were made by the Deputy First Minister and the Scotland Office. The Chair expressed thanks to all who attended; to those involved in the planning and organisation; to Forth Ports for providing the venue and tug boat; and to everyone who supported the business case process. The signing marks the transition into the delivery phase. The statutory accounts have been filed, and Companies House compliance requirements have been met. The accountant was authorised to submit the accounts covering the initial period in which the organisation had only recently opened a bank account. No financial activity occurred during that initial period. Following approval at the last Board meeting, the remedies letter requested by the City of Edinburgh Council was held until after the MOU signing. The letter was issued at the start of this week, and Government colleagues have acknowledged receipt and will respond in due course. The Chair provided a brief update on the recent Audit and Risk Committee (ARCo) meeting. The ARCo reviewed several documents that had previously been approved by the Board but had not yet been considered by the Committee due to timing. These included the Reserves Policy, Financial Scheme of Delegation, and the Audit and Risk Committee Terms of Reference. Proposed edits from the ARCo were mainly simplifications, with no substantive policy changes. The ARCo is seeking to appoint an external

	independent Chair. A potential candidate has been identified by the Chair, who will discuss this with the Committee and report back to the Board in due course. In December, the Chair and Sarah attended an informal meeting with the chief executives of the three local authorities at their invitation. The session was viewed as constructive and valuable for all parties, and further such meetings will be arranged as required. Other events attended by the Chair in her Forth Green Freeport capacity included the MiAlgae groundbreaking ceremony on Calachem land and a Babcock keel-laying ceremony for a Type 31 frigate in Rosyth. Action: Secretariat to track formal ministerial response and circulate when received. Action: Chair to update on appointment progress of external Chair for ARC.
3	<u>Seed Capital Update</u> Steve Revell provided a verbal update on seed capital. He confirmed that following the last Board meeting, and after further clarifications that led to approval, Calachem was successful in its bid for seed capital. The signing of the MoU unlocks the seed capital funding. It was also noted that the seed capital deadline has been extended from three years to four years, with the new end date in March 2029. The Accountable Body is currently reviewing the grant offer letter from Government and is seeking clarification on a point relating to asset disposals. Once the funding is received by the Accountable Body, grant offer letters will be issued to Project Sponsors. An early draft has already been shared with some sponsors delivering in this financial year. The ICP Subcommittee is inviting reserve projects to ensure delivery resilience if any current projects drop out. There may be a small amount of headroom to increase total seed capital towards the limit of 25 million pounds, subject to Government agreement. The next ICP meeting on 4 February will consider reserve projects in more detail and is expected to set a deadline for a final round of proposals. With regard to Site Accelerator funding, the FGF partners were informed in December that additional UK Government funding was available on a rapid timescale, with all funding to be spent by 31 March 2026. Three bids were submitted and two were approved: 1. Scarborough Muir for site works at Queensferry One 2. OpCo for an uplift in funding to support a more detailed utilities constraints study Unfortunately, the Babcock masterplanning bid was not approved in this round. Sarah advised that further Site Accelerator funding is expected to become available through

	the Industrial Strategy later in the year. It would therefore be sensible to maintain a reserve list of projects that can be ready for submission if a new funding call is announced. The Chair encouraged Government colleagues to help avoid delays to the release of funds to the Accountable Body promptly so that grant offer letters can be issued. Action: ICP Subcommittee to discuss the need for reserve projects and to set a proposal deadline.
4	<u>Risk Register Update</u> Eilidh Callum provided an update on the current status of the risk register and noted that there has been no significant change in the risk positions since the last meeting. Now that the programme has moved into delivery, ownership of certain risk registers will change, although the programme-level risk register that is discussed at these FGF Ltd Board meetings will remain with the Accountable Body. The Accountable Body and the OpCo plan to hold a risk workshop to refresh the full set of risk registers, transfer responsibility where appropriate, validate risk owners and review mitigations and scoring. This will ensure that we enter the delivery phase with accurate and relevant risk documentation in place. Amanda Templeman raised a question about the mitigating actions associated with Risk 34, Utility Grid Supply Failure, which is currently rated as Very High. The mitigation requires the FGF to maintain active engagement with NESO. Steve and Sarah confirmed that regular contact with NESO is taking place and that a meeting is scheduled for next week specifically to discuss grid connections and explore consortia-led options for cost-effective solutions. Another mitigating action relates to the utilities study. Sarah explained that the additional funding will support a more detailed and comprehensive study. This work is expected to begin in the first quarter of 2026, with tenders being evaluated next week. Eilidh also noted that once the study is commissioned, the risk can be rescored, and it is likely that the rating will reduce from the current Very High level. Action: AB and OpCo to undertake a risk register workshop
5	<u>Delivery Team Update</u> Sarah opened the update by noting that the OpCo Board meeting took place on 7 January, with the draft minutes included in the Board papers. She confirmed that the OpCo remains on track against the six-month delivery plan. The signing of the MoU was highlighted as a significant milestone, and Sarah thanked everyone for their efforts. Media coverage was very positive and has led to an increase in enquiries.

Recruitment is underway for the Net Zero and Innovation Manager post, with strong interest and first interviews scheduled for next week. In the interim, support for Innovation and Net Zero will be provided by the Freeport Hub to avoid any delivery gaps.

Other areas of operational progress include:

- A new IT supplier has been appointed. The team expressed sincere thanks to Peter Benson at Forth Ports for all IT support to date.
- A new legal firm has been appointed.
- The new website is under development.
- The office lease for premises on George Street is progressing.

The next major focus for the team is development of the business plan. WSP has been appointed to lead this work and a draft is expected at the next Board meeting. A key challenge will be identifying suitable KPIs, and input from the subcommittees will help shape these. This will be an iterative process, and year one budget alignment will be developed in parallel.

Engagement with Investors is gaining momentum and will also be a significant area of focus for the team.

A skills round table is being hosted by Ben McPherson MSP, Minister for Higher and Further Education and Gillian Martin MSP, Minister for Climate Action and Energy on 18 February 2026-. This is a joint session with Inverness and Cromarty Firth Green Freeport. The invite list has been prepared and includes representatives from the City Region and Growth Deals. Invitations will be issued shortly.

The utilities constraints study, referenced earlier, will commence at the end of the month and continue through the first quarter.

The drinks reception at Holyrood has been postponed until later in the year. This is viewed positively, as it will coincide with the arrival of a new cohort of MSPs in the autumn.

The Freeport SROs have the opportunity to meet the Minister for Investment, Baroness Poppy Gustafsson MP as well as the Minister for Freeports Miatta Fahnbulleh to discuss challenges, barriers and the support required by the Freeport.

Subcommittee Updates

Subcommittee updates were included in the Board pack. There were no questions from attendees, but Sarah drew specific attention to the Security Working Group (SWG). The SWG meets twice a year or more frequently if required and reports to TopCo rather than OpCo, reflecting the nature of the risks and accountability involved.

The current Terms of Reference name the CEO as Chair of the group. Sarah expressed some hesitation, noting her limited technical knowledge. Discussion around the room acknowledged that chairing the group requires strong governance and accountability

	skills, which Sarah brings. The group itself benefits from expert input from enforcement bodies and port security leads, so technical expertise does not need to sit with the Chair. Decision: The Board agreed that there is value in reviewing learning from other Freeports and considering potential refinements, while retaining Sarah as Chair for now. It was agreed that Sarah, with support from Amanda Templeman, will explore alternative chairing options, consult with other Freeport Chairs on their experience, and bring any recommendations back to the Board in March. Action: Sarah to review the Security Working Group chairing model, consult with Amanda, engage with other Freeport Chairs on lessons learned, and present any recommendations at the next Board meeting. <u>Use of AI tools for minute drafting</u> The FGF will not use live AI bots during meetings but AI tools may be used after meetings to assist with drafting minutes and summaries; these are subject to human review and sign-off. The OpCo's new IT supplier has reviewed AI usage from a security perspective and is happy for the FGF to proceed in this manner. Decision: Approved approach to use AI post-meetings with human oversight. <u>OpCo Income and Expenditure</u> An income and expenditure update was included in the Board papers. This reflects a change from previous updates due to the additional £125,000 of new government funding expected by the end of March. This funding will be received through Falkirk as the Accountable Body and then passed to the Freeport. Although the funding will arrive before the end of the current financial year, it will be earmarked for future use and carried forward into the next financial year. As a result, the forecast underspend will reduce to approximately sixty thousand pounds, subject to final year-end spending. The finance statement will be presented to the Board twice each year.
6	<u>Onboarding</u> Pipeline Dashboard Trade and Investment Manager Tom Morris presented his pipeline dashboard. He noted that the dashboard remains a work in progress, particularly in terms of layout and the type of information that the Board may find most useful. He welcomed any suggestions for refinement.

These are broken down by tax sites and customs sites. Tom noted that further development work is planned to strengthen the customs site element of the pipeline. The team will monitor progression through the stages and record reasons for loss. Sarah highlighted the importance of capturing this information and noted that power requirements and grid capacity constraints are currently the most common reasons for losing potential opportunities.

The dashboard views have been redacted for wider circulation to protect commercial confidentiality.

The intention is that subcommittees will be able to log into the dashboard and access data relevant to their specific area of responsibility. Additional detail can be added as subcommittees provide feedback, for example around critical investor questions such as power availability and connection timescales.

Tom also reported that he now meets with Scottish Enterprise and Scottish Development International every two weeks to review pipeline enquiries. The National Wealth Fund will be joining the Trade and Investment Subcommittee.

Laura McIntyre observed that the board member relationship information shown on the dashboard is not entirely accurate. The Accountable Body will follow up with Tom to confirm the correct allocations.

Alan Muir suggested that the addition of clear stage markers could be helpful, and Tom agreed to explore this further.

Action: Accountable Body to advise Tom on correct board membership information.

Action: Tom to explore the inclusion of visible stage markers in the dashboard.

Onboarding Process

Tom outlined the onboarding process and how it aligns with the Full Business Case and the specific annexes. The process is very much landholder-led with the Opco and TopCo undertaking validation and scrutiny. There are two core outputs of the process:

1. A non-binding in-principle confirmation letter from the FGF to the landholder and end user, copied to the local authority, confirming alignment with FBC requirements to let NDR/reliefs processes commence.
2. A streamlined End User Agreement that attaches the Net Zero Charter and the Fair Work and Skills schedules in a concise form.

There are occasions where variants may be required for example where an end user is a tenant versus becoming a landholder through purchase.

The Board discussed alignment between the terms in the annexes in relation to a gateway review and a gateway policy. It was confirmed that the gateway policy was a term used

in the guidance to describe our investment principles (Annex T). Board members emphasised the need for initial direct oversight on early cases, while avoiding undue delay to time-sensitive investor commitments. After much discussion, they reached the consensus view that the document process should be followed but we must ensure TopCo visibility and scrutiny and the ability to intervene if needed.

The Chair reminded us that this is our best take on the process for now, if we don't feel this process is working as it should, we have the ability to change things (subject to government approvals). As such, we should commit to the document process for now and review as we progress.

Decision: Board endorsed the onboarding approach and documentation set, with specific endorsements for the two investors below, subject to the actions listed.

Investor for endorsement [REDACTED]

[REDACTED]

Decision: Board endorsed proceeding [REDACTED]

Investor for endorsement [REDACTED]

- [REDACTED]

Decision: Board endorsed proceeding [REDACTED]

Amanda questioned how Fair Work, Net Zero and Skills assurance was taking place in the onboarding process. Tom responded that for Fair Work and Skills, structured interviews led by Sharon Pryde (FGF Skills and Fair Work Manager) with investor HR leads against an agreed checklist and alignment to the Skills Fund were undertaken. Similarly, for net zero, a structured review against the Net Zero Charter was led by Dr Isabel Marr (FGF Net Zero and Innovation Manager).

[REDACTED]

	Government stressed the importance of an audit trail and documenting the process as this will feed into the annual conversation. Action : Tom to include case summaries of Fair Work, Skills and Net Zero commitments for first investor projects in the next Board pack. As scrutiny is one of the key responsibilities of this Board, and given that these are the first projects progressing through the process, Amanda suggested that the Falkirk Council Internal Audit Team, which plans to undertake Green Freeport related work during 2026 to 2027, could review these two projects and the associated processes. This would provide additional assurance to the Board. The suggestion was well received. Amanda will discuss the feasibility and potential scope of this work with the Internal Audit Team ahead of the next meeting and bring a recommendation to the board for decision. Action: Amanda to discuss scrutiny with Falkirk Council Internal Audit Team and bring a proposal to the board at the next meeting.
8	AOB The next meeting will take place at OpCo's new office in George Street, Edinburgh on 25th March 2026 at 10am. A Governance overview and training will be provided by Laura at the next meeting.