



**Solent Freeport Consortium Ltd (SFCL) Board Exceptional Meeting Note**

**Date:** 26 April 2023  
**Time:** 16:00 - 18:00  
**Venue:** MS Teams

<b>Present</b>	<b>In attendance</b>
Anne-Marie Mountifield – Senior Responsible Officer (SRO)	Aldred Drummond - Fawley Waterside
Brian Johnson – SFCL Chair	Chris Ward – nominated s.151 representative for the Accountable Body
David Williams - Portsmouth CC	Crispin Dick - Company Secretary
Derek Pretty - Eastleigh Borough Council	Ian Palacio - Portsmouth International Port
Edward Heron - NFDC	Steve Jordan - Havant Borough Council
Gwen Robinson - Havant BC	Victoria Quinn - DLUHC
Nick Bone - Exxon Mobil	
Paula Swain - Solent LEP	
Richard Parkinson - Solent Gateway	
Rob Humby - HCC	
Sarah Bogle - Southampton CC	
Sue Simmonite - ABP	
<b>Apologies</b>	<b>Executive support for Solent Freeport</b>
Alastair Welch - ABP	Nicola Twiddy
Gavin Parker - NFNPA	Richard Jones
Gerald Vernon Jackson - PCC	Stuart Baker
James Fitzgerald – nominated s.151 representative for the Accountable Body	Vikki Cherrett - AB
Jeremy Howells - University of Portsmouth	
Mike Sellers - Portico	
Steve Thurston - Southampton Airport	
	<b>Guests</b>
	Geraint Davies - Interim RRIC Chair
	KPMG - Daniel Thomas, Lewis Atter, Kirsten Saquil and Selorm Davoh

<b>Agenda Item</b>	<b>Notes</b>	<b>Action</b>
1.	<b>Introductions and Apologies for Absence</b> The Chair welcomed all to the Solent Freeport Consortium Ltd (SFCL) Board Meeting.	

	<p>Given the June meeting will be for the first for the Solent Freeport Chief Executive, the Board <b>Agreed</b> to hold this meeting in person. If any Board Members can host the meeting, please let Nicola Twiddy know.</p> <p>It was advised that a Freeports Chairs Forum is being set up to enable the Freeports to work together on a national framework.</p> <p>Apologies were noted from: Alastair Welch (Sue Simmonite is the nominated alternate), Gerald Vernon Jackson (David Williams is the nominated alternate), Gavin Parker, Jeremy Howells, Mike Sellers (Ian Palacio is the nominated alternate) and Steve Thurston.</p>	<b>Executive</b>
2.	<p><b>Notes of the previous meeting of 2 February 2023 and 13 March 2023, matters arising and declarations of interest.</b></p> <p>The minutes from the Board meeting on 2 February 2023 and 13 March 2023 were <b>Agreed</b>.</p> <p><u>Matters Arising from 2 February 2023</u> Page 2 - the written resolution on the updated Articles of Association was passed and they have been lodged with Companies House. Formalisation of nominated alternates will now be taken forward. Page 2 - the request to use the Solent Leaders Forum as the way to formally engage with the wider Local Authorities and neighbouring authorities will be followed up.</p> <p>Nick Bone joined the meeting (16:12)</p> <p>Page 3 - Skills, Net Zero and Trade &amp; Investment - DLUHC want to make sure delivery in these areas continues at pace with limited delays. Thanks were passed to the Solent LEP Board for their continued commitment to supporting the work of the Solent Freeport. Page 4 - Retain Rates Investment Plan will be considered under item 5 of the meeting. Update - Engagement framework with Trade Unions - Brian Johnson remains in regular contact with the Trade Unions.</p> <p>Aldred Drummond joined the meeting (16:18)</p> <p><u>Matters Arising from 13 March 2023</u> Page 2 - Retained Rates Investment Plan version 1 was submitted on 4 April 2023 with a covering letter to advise that it is work in progress and continues to evolve. Page 2 - Letter from Department of Business &amp; Trade are looking at a possible visit to the area. The Freeport Chair Forum will look at to what extent they can cooperate on future Trade Shows, attending as a collective. Page 2 - A collective letter from the eight English Freeports was submitted regarding the extension of tax incentives, a response has been received and the letter has been shared with the Board via Huddle. Page 3 - Chair and AB to engagement with Government has taken place.</p> <p><u>Declarations of Interest</u> Item 4 and Item 7 - Seed capital programme Aldred Drummond, David Williams, Edward Heron, Ian Palacio, James Fitzgerald, Richard Parkinson, Rob Humby, Steve Thurston and Sue Simmonite</p>	<b>Executive</b> <b>AB</b>





	<p>The following re joined the meeting Aldred Drummond, Chris Ward, David Williams, Ian Palacio, Richard Parkinson, Rob Humby and Sue Simmonite (17:59)</p> <p>Due to time constraints the report from the Retained Rates Investment Committee was moved to after Item 6.</p>	
6.	<p><b>Report from the Remuneration, Employment and Nomination Committee to include an update on recruitment of independent NED's.</b> The papers was taken was read and the highlights from the paper were provided.</p> <p>The SFCL Board:</p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the update in relation to non-executive recruitment, and;</li> <li>• <b>Agreed</b> the amended role descriptions for the four non-executive director positions at Annexe A, and;</li> <li>• <b>Agreed</b> the recommended remuneration for the three non-executive director position, with the Deputy Chair remuneration to be finalised in consultation with the Chair;</li> <li>• <b>Agreed</b> the recruitment pack at Annexe B, and;</li> <li>• <b>Delegated Authority</b> to the executive to launch the process, and;</li> <li>• <b>Noted</b> the Annual Report from FRAC, and;</li> <li>• <b>Agreed</b> to adopt the revised scheme of delegation at Annexe C, and;</li> <li>• <b>Agreed</b> to adopt the Terms of Reference at Annexe D, and;</li> <li>• <b>Agreed</b> to the appointment of Richard Parkinson as interim FRAC Chair, to take effect following the resignation of Cllr Edward Heron from the Board of Solent Freeport Consortium Limited, and;</li> <li>• <b>Agreed</b> the appointment of an additional FRAC Member from amongst the public sector members of the Solent Freeport Consortium Limited Board, and;</li> <li>• <b>Noted</b> the update in relation to the Articles of Association and Alternate Directors, and;</li> <li>• <b>Considered</b> the extent that any interests on the Register of Interests forms submitted by Directors give rise to situations in which those Directors have, or could have, a direct or indirect interest that conflicts with, or might possibly conflict with, the interests of the company (for the purposes of section 175 of the Companies Act 2006), and having considered whether authorisation of such possible conflicts is in the best interests of the company, to <ul style="list-style-type: none"> <li>• <b>Authorised</b> those potential conflict situations subject to the proviso that if any such possible conflict materialises as an actual conflict: <ul style="list-style-type: none"> <li>i. the conflicted director is <b>absent</b> from the part of the meeting at which there is discussion of any arrangement or transaction giving rise to the conflict;</li> <li>ii. the conflicted director <b>does not vote</b> on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting.</li> </ul> </li> </ul> </li> </ul> <p>Sarah Bogle left the meeting (18:04)</p>	<p><b>Executive &amp; Chair</b></p> <p><b>Executive</b></p>
5.	<p><b>Report from the Retained Rates Investment Committee</b> Lewis Atter and Kirsten Saguil provided a presentation to update on the case for tax break extensions, the next steps and the wider pipeline development.</p>	

	<p>Derek Pretty left the meeting (18:20), followed by Rob Humby (18:26) and Richard Parkinson (18:28).</p> <p>The presentation will be shared following the meeting.</p> <p>The SFCL Board:  <b>Noted</b> the update in relation to the Retained Rates Investment Plan.</p>	<b>Executive</b>
7.	<p><b>Any Other Business and Date of Next Meeting</b>  The next meeting is scheduled for 28 June 2023 and will be held in person.</p> <p>No further business.</p>	

**Meeting closed at 18:35**