

FREEPORT EAST SHADOW SUPERVISORY BOARD

MINUTES OF MEETING HELD ON 21 MARCH 2022	
virtual meeting	
Present	Shadow Supervisory Board Members: George Kieffer (Acting Chair), Mark Taylor (Acting CEO, Hutchison Ports), Cllr Steve Gallant (East Suffolk Council), Cllr Gerard Brewster (Mid Suffolk District Council), Cllr Lesley Wagland (Essex County Council), Cllr Neil Stock (Tendring District Council), Clemence Cheng (Hutchison Ports) and Chris Starkie (NALEP)
Others in attendance	Fiona Duhamel, Holly Brett and Michelle Gordon (MSDC), Stephen Baker, Andy Jarvis, Paul Wood and Chris Bing (ESC), Steve Evison and Cllr Tom Cunningham (ECC), Ian Davidson and Lee Heley (TDC), Neil Glendinning (HHA), Michael Cousens (Project Manager), Jai Raithatha and Guy Gibson (SCC), Mike Dowdall and Marie Finbow (NALEP), Anita Thornberry (HGP), Paul Davey (Hutchison Ports) and Emily Wright (DLUHC)
Apologies	Robert Edge (HGP), Professor Anthony Forster (University of Essex) and Emily Atack (Gateway 14)
1.	Welcome and introductions
	GK welcomed everyone to the meeting and apologised for missing the last meeting due to technical difficulties.
2.	Minutes of the last meeting
	The notes of the meeting held on 16.02.22 were approved and it was confirmed that all the action points from that meeting had been carried out. GK proposed that Suffolk County Council and Essex County Council each have a permanent place on the Board rather than alternating. This proposal was approved by the Board.
3.	Freeport East Governance Proposals
	<ul style="list-style-type: none"> • The Options Appraisal paper before the Board had been updated to bring greater clarity around the governance options and functions available for delivery of Freeport East following further discussions between partners. The Options Appraisal also includes reference to the financial implications, of which there are few. • The Options Appraisal recommends a Company Limited by Guarantee as the appropriate governance model to deliver Freeport East. • It was acknowledged that GK's email of 20.03.22 regarding the responsibilities of a director of a limited company and the sanctions that failure to discharge them might entail was of great assistance. • It was reiterated that the decision on the preferred governance model was time critical because the Full Business Case requires us to commit to a particular model and there is no alternative solution in terms of the recruitment and appointment of a Chair, Chief Executive and delivery team. In addition, discussions also need to

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	<p>commence in terms of how we are going to deliver the objectives set out in the business case.</p> <ul style="list-style-type: none"> • Essex CC confirmed its acceptance of the CLG model. • Tendring DC also confirmed its acceptance of the CLG model. They had experienced difficulties in the past with how companies had been formed which had led them to adopt a more cautious approach. • It was agreed that the structure (voting) of the company must be right and that there is a clear understanding of what matters are reserved to Members of the Company and what matters are delegated to the Supervisory and Management Boards. The draft Articles of Association will be required as a matter of some urgency. It was noted that Articles of Association tend to be summary documents and we may need something more akin to heads of agreement. ESC confirmed that it was the intention to include this level of detail within the FBC. • ESC also confirmed that it was their intention to instruct Browne Jacobson to draft the Articles following this meeting. Whilst a draft has been prepared, it will need updating following today's discussions. PW will also provide a draft timeline. • ECC stated that the Options Appraisal set out in high level terms what the CLG will do in terms of skills, regeneration etc but that more detail was required in terms of how this will work in practice and how Freeport East will engage with local authorities and other institutions. The table setting out the detailed objectives (vision) for the company should not be lost. • TDC were of the view that voting needs to be done on a consensual basis in order to foster good relations and build trust. The governance structure outlined in our bid states that Board directors will take decisions on a unanimity basis. However, we will need some provision in terms of how to deal with conflicts of interest which might preclude Board members from voting on certain matters. • TDC suggested that an early session on understanding the role of directors and what the status of their directorship is would be beneficial. • The Board agreed the CLG model as the preferred model subject to the drafting of Articles of Association and clarification around decisions and delegations.
<p>4.</p>	<p>Recruitment Update</p>
	<ul style="list-style-type: none"> • The original applications received for both Chair and Chief Executive did not 'hit the mark' and the decision was taken to undertake a second wave of recruitment which ended on 20.03.22. • Six new applications have been received for the role of Chair and 21 for the Chief Executive. These will be reviewed and feedback will be provided to the Board at its meeting on 06.04.22. • Whilst the majority of the applicants are male, the ambition remains that the Board should work to achieve the diversity set out in its policy.
<p>5.</p>	<p>Any Other Business</p>

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	No items.
	Meeting closed at 10:45