

HUMBER FREEPORT COMPANY LIMITED

BOARD MEETING

THURSDAY 20 NOVEMBER 2025 – 11:00

MINUTES OF MEETING

Attendees: Finbarr Dowling (Chair), Sharon Wroot (NELC), Greg Lacey (ABP), Joanne Barnes (Sewell), Paul Bellotti (ERYC), Matt Jukes (HCC), Tom Wheldon (HBD), Alan Menzies (HEYCA), Marcus Walker (ABLE), Dominic Gibbons (Wykeland).

Attendance by Teams: John Coxon (MHCLG), Lesley Potts (North Lincolnshire), Neal Juster (LMCA).

Observers: Simon Green (CEO), Philip Ashworth (Company Secretary), Andrew Wright (BCA), Michele Tavender (HFCL), Guy Lonsdale (Accountable Body).

Administrative Items

1. Apologies for Absence

1.1 The Chair welcomed new members to the Board and introduced himself. The Chair invited all present to introduce themselves and by way of introduction himself set out his vision for HFCL being *"to create thousands of jobs on tax sites embodied within the Freeport"*.

1.2 Declaration of Interests

1.2.1 Representatives of the landowners declared their interests in potential TIF development projects.

1.2.2 Lesley Potts declared an interest as a director of one of the companies applying for Seed Capital funding.

1.3 The minutes of the previous meeting were approved.

1.4 The CEO noted that all actions carried forward from the previous minutes had been completed.

2. Substantive Items

2.1 AW highlighted some of the key issues in the management accounts highlighting on that the loss was lower than originally forecast and indeed on current forecasting metrics the year out turn was likely to be a small profit. It was noted that the initial loan had reduced as a result of interest accruing on undistributed seed capital monies. It was noted that there was a further £7m of Seed Capital to draw down from HM Treasury which will be drawn down in Q1 2026 subject to MHCLG being satisfied that the seed capital projects were viable and would be completed before 5 April 2026.

2.2 AW pointed out that based on current cashflow forecasting, further short-term lending from the local authority loan would not be required.

2.3 AW presented the draft annual accounts for approval subject to audit procedure by the Board. PP pointed out that there was a missed cross reference in the notes which would be corrected.

JB commented that it would be appropriate for a company of the nature of HFCL to have a strategy report from the Chair. The introduction of a strategy report by the CEO was discussed. Following subsequent discussion, JB agreed that the current strategy paragraph was sufficient for the 2024/25 accounts but that a more detailed strategy report should be included in subsequent accounts. Subject to amendment, the draft accounts were approved.

2.4 The Board considered the paper relating to outstanding payments due to EYRC relating to payments to a consultant. The Board accepted the current position and noted that they could not change the status quo. It was agreed that the additional amount would be added to the "set up" loan and the cap of that loan be lifted to accommodate this amount.

3. **Seed Capital**

3.1 The Board noted the paper produced by the CEO.

3.2 It was noted that each of the 3 new projects had put revised business cases into the Accountable Body and they were currently being reviewed. It was noted that all demonstrated confidence that they could be completed by 5 April 2026. However recent correspondence with MCHLG had indicated that, in extraordinary circumstances, completion of the projects, provided they were in contract, could be extended to FY26/27. The Board noted the position on;

- the status of the new projects; and
- the progress on the existing 3 projects, namely Ideal, SHIIP, and CATCH. CEO noted that the Humbergate project had now been withdrawn from the programme and NELC were looking to divert the monies allocated to Humbergate to an existing project provided the business case passed review by the Accountable Body.

It was noted that the in the case of Humbergate the Accountable Body was the same as the local authority responsible for the project and to ensure transparency it was agreed **Action 1** that the review of the FBC would be shared through the Section 151 Group of the Humber local authorities and ERYC would oversee the Accountable Body's review.

Action 2 DG further requested that ABP share details of milestones and relevant payments for the approved SHIIP scheme.

3.3 The current position on the Seed Capital programme was noted and it was agreed that subject to due process, the funding attributable to Humbergate be reallocated to CATCH.

4. **Sub-Committee Representation**

4.1 The Board noted the paper that was circulated by the CEO in relation to the composition of the FRAC committee and the remuneration committee noted the terms of reference of each of those committees circulated to the Board.

4.2 The Board further agreed that the sub-committees would be reconstituted as follows:

- FRAC – Lesley Potts, Matt Jukes, Marcus Walker, and Dominic Gibbons.
- Remuneration Committee – Chair, Sharon Wroot; and Tom Wheldon.

4.3 **Action 3** The CEO was to propose a date for the first meeting of the FRAC committee.

4.4 **Action 4** PA was to propose available dates for a further directors training day.

5. **Industrial Strategy**

5.1 The Board noted the paper that was circulated by the CEO.

5.2 It was noted that HMG were looking to align the governance/finance of 3 different groupings of strategy implementation, namely;

- Freeports;
- Investment Zones;
- Enterprise Zones.

5.3 The Humber Freeport area had no Investment Zones currently.

5.4 The Enterprise Zones were fully functional but no surplus funds arose from the Enterprise Zones as effectively all retained business rates from those zones were being utilised to repay the capital loans that had been taken to develop the sites originally.

5.5 Consequently, financial merger did not appear to be necessary as the Enterprise Zones were standalone and delivered no further surplus funds.

5.6 Governance of the Freeport and the Enterprise Zones was defacto merged by the fact that all parties involved in operating the Enterprise Zones were represented on the Freeport Board and the Freeport Board effectively gave a voice and platform for the governance of all such sites to be aligned with the strategy plan.

5.7 The Board agreed to the recommendations of, whilst remaining focused, playing a central role in developing the Industrial Strategy Action Planning for the Humber and **Action 5** also agreed to align Enterprise Zone expenditure and planning.

5.8 **Action 6** The CEO was to arrange a map of EZ's within the Humber region.

6. **Retained Business Rates, Hull East and Goole.**

6.1 The Board noted the paper on the application of retained business rates produced by the CEO.

6.2 The Board further noted the paper produced in relation to the TIF capital model.

6.3 It was noted that in April and June discussions had taken place at Board about using retained business rates to fund development of the sites at Hull East and Goole. Subsequent to that, SG had discussions with the National Wealth Fund.

Directors interested in the schemes in Hull East, namely PP, JB, and GL withdrew from the meeting.

6.4 The CEO explained that a request had been made by one of the landowners in relation to the Hull East sites to extend the proposed TIF loan to fund a new access road to the site.

6.5 It was concluded that the Board had no objection to the CEO pursuing discussions but that commitment by the Board would be subject to detailed review of an FBC in relation to the proposal.

6.6 Discussion ensued around the nature and detail of such an FBC. It was noted that HFCL and ERYC were developing a template previously used internally by ERYC for sites in Goole **Action**

7 It was agreed that the CEO would encourage landowners to use a similar template in their applications for TIF funding.

7. Any Other Business

7.1 The CEO wanted to record the Board's thanks to the directors who have stepped down from the Board recently and also to Neal Juster for acting as Chair prior to the appointment of the new Chair.

Date of next Meeting

15 January 2026

Venue: Aura, Hessle

Time: 11 am - 1 pm

Signed


Finbarr Dowling
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Finbarr Dowling

Chair