



**CAMBRIDGESHIRE
& PETERBOROUGH**
COMBINED AUTHORITY

Agenda Item No: 10

CAMBRIDGESHIRE & PETERBOROUGH COMBINED AUTHORITY LOCAL AUTHORITY TRADING COMPANIES

To: Audit and Governance Committee

Meeting Date: 29 July 2022

Public report: Yes

Lead Member: Not applicable

From: Robert Fox
Interim Governance Officer

Key decision: No

Recommendations: The Audit and Governance Committee is recommended to:

a) Note the update on the Combined Authority Trading Companies

Voting arrangements: Note only item, no vote required

1. Purpose

1.1 At the request of the Audit & Governance Committee at its 28 January 2022 meeting this update report is presented to the Committee to provide information on the governance status and the organisation of the Combined Authority's Local Authority Trading Companies.

2. Background

2.1 At its meeting on 28 January 2022 proposed terms of reference were considered and approved by the Committee in relation to its review and assessment of the Combined Authority's Trading Companies. The Committee agreed the following Terms of Reference at that meeting:

Terms of Reference for the Cambridgeshire & Peterborough Combined Authority Audit and Governance Committee in Relation to the Review and Assessment of the Authority's Trading Companies

- a) Assist the Combined Authority in fulfilling its oversight responsibilities in relation to reviewing and monitoring activity of the trading companies;
- b) Advise the Combined Authority Board on any matters within the Committee's powers pertaining to the trading companies;
- c) Provide appropriate review and challenge of the Combined Authority's governance arrangements of its trading companies and its appointments to the boards of the companies;
- d) Provide appropriate review and challenge on the financial information provided to the Combined Authority by the trading companies;
- e) Commission, where appropriate, the Combined Authority's internal audit function to undertake discrete activity relating to the Authority's governance of its trading companies.

2.2 The aim of these Terms of Reference is to ensure effective governance by way of bringing a robust and independent approach to the trading companies. It should be noted that the individual trading companies, and their Boards, are not directly accountable to this Committee.

2.3 The Combined Authority currently has six trading companies registered with Companies House. One of these One CAM Limited is in the process of being struck-off the register and this is likely to be completed this summer. The Combined Authority has completed all the necessary paperwork in terms of the company accounts at closure and statements of compliance. Final closure is now in the hands of the company legal advisors and the formalities are taking place. It is anticipated that the final strike-off from Companies House will occur before the end of the summer. Additionally, a paper was received at the Combined Authority Board reconvened meeting on 27 June 2022 recommending that officers be instructed to prepare a future report for the CA Board on options for, and impacts of the closure and winding-up of both Angle Holdings Limited and Angle Developments (East) Limited. The trading companies are:

Angle Holdings Limited

Incorporated in September 2019, Angle Holdings was originally set up to be a holding company for all CPCA companies. It is, however, the holding company for Angle Developments (East) Limited only; and has a single share in the Cambridgeshire and Peterborough Business Growth Service. mi

Angle Developments (East) Limited

Angle Developments (East) Limited is a housing development company incorporated in September 2019 and is owned in the main by Angle Holdings. It was incorporated with the intention of delivering affordable housing schemes and forming joint ventures with local developers in order to contribute to the housing element of the 2017 devolution deal for Cambridgeshire and Peterborough.

Cambridgeshire & Peterborough Business Growth Company Limited

Incorporated in August 2020 the Cambridgeshire & Peterborough Business Growth Company (GrowthCo) consists of three major services. These are:

The Business Growth Service: targeting places and companies that will have the most impact on our goal to shift to a more inclusive growth dynamic across sub-economies;

The Inward Investment Service: for a new all-economy foreign direct investment and capital investment promotion service for the promotion of employment space and employment property development opportunities to investors and companies from the UK and overseas; and,

The Skills Service: a digital and physical service connecting business with skills providers and talent, including targeted support to double the number of apprenticeships over five years.

The majority shareholder in the Business Growth Service is with the Combined Authority, with Angle Holdings currently retaining a single share.

One CAM Limited

One CAM Limited was incorporated in September 2020 and was established as a special purpose vehicle (SPV), as a necessary and best-practice step for delivering the infrastructure intended as part of the CAM.

Peterborough HE Property Company Limited

Incorporated in June 2020 the Peterborough HE Property Company Limited (Propco1) is a special purpose vehicle to deliver the new University on the embankment site in Peterborough. The Propco1 is the SPV for phase 1 of the programme and comprise of the Combined Authority, Peterborough City Council and the academic delivery partner, Anglia Ruskin University.

Peterborough R&D Property Company Limited

Incorporated In November 2020 for the construction of a Research & Development building which will deliver an Advanced Manufacturing Innovation Eco-System for Peterborough. The Peterborough R&D Property Company Limited (PropCo2) is a joint venture between the CPCA and Photocentric Limited.

3. Update on the Combined Authority Trading Companies

- 3.1 Since the Committee received its last report on trading companies and agreed the terms of reference the Combined Authority has appointed Trowers Hamlin to undertake all company secretarial activity on its behalf on a twelve-month contract which commenced in April 2022. The contract with the supplier includes key milestones in line with Companies House filing dates as well as a data protection schedule. Company secretarial support is provided for all operating Trading Companies and includes preparation of agenda, minutes and attendance at all company Board meetings and Annual General Meetings. The supplier will also run two directors training sessions per year as part of the contract.
- 3.2 Trowers Hamlin initially undertook an audit of the statutory registers and Companies House filings to identify any gaps following a thorough review of the company articles of association against the Combined Authority constitution. Additionally reviewing and monitoring the company shareholder agreements; groups structure charts; and an assessment of strategic risks has been undertaken. Following these reviews, a number of minor issues have been identified which the supplier is in the process of rectifying. None of these issues in any way compromises either the Combined Authority or the individual directors.

- 3.3 Information held about each of the trading companies, including filings and directorships, is available for public view on the Companies House website. The company articles of association and shareholder agreements are all in the public domain and provide detail on the expected number of directors on each company and the number of Board meetings each company is expected to hold each year. The links for each company are included for the Committee below:

Angle Holdings Limited: [Angle Holdings](#)

Angle Developments (East) Limited: [Angle Developments \(East\)](#)

Cambridgeshire & Peterborough Business Growth Company Limited: [GrowthCo](#)

One CAM Limited: [One CAM](#)

Peterborough HE Property Company Limited: [PropCo1](#)

Peterborough R&D Property Company Limited: [PropCo2](#)

4. Financial Implications

- 4.1 There are no financial implications to this report.

5. Legal Implications

- 5.1 There are no specific legal implications related to the content of this report.

6. Public Health Implications

- 6.1 There are no public health implications to this report.

7. Environmental and Climate Change Implications

- 7.1 There are no environmental and climate change implications to this report.

8. Other Significant Implications

- 8.1 There are no other implications to this report.

9. Background Papers

- 9.1 No background papers are identified for this report.