Cyd-Bwyllgor Corfforedig
Gogledd Cymru
North Wales
Corporate Joint Committee

NORTH WALES CORPORATE JOINT COMMITTEE

20 November 2026

TITLE: Anglesey Freeport – nomination to the company board

AUTHOR: Alwen Williams, Chief Executive Officer

1. PURPOSE OF THE REPORT

1.1. To seek approval in principle to nominate Hedd Vaughan-Evans, Portfolio Director, as a non-executive director of Porthladd Rhydd Ynys Môn Limited (company number 16100612), the company identified by its legal advisers as the Anglesey Freeport company.

1.2. The report explains the proposed regional benefits, the responsibilities of the role and the safeguards required before the nomination is formally communicated for appointment. It is based on the correspondence and documents supplied to date; outstanding assurances are identified below.

2. DECISION SOUGHT

2.1. To approve in principle the nomination of Hedd Vaughan-Evans, Portfolio Director, as a non-executive director of Porthladd Rhydd Ynys Môn Limited (company number 16100612), subject to the conditions and implementation arrangements below.

2.2. To authorise the Chief Executive Officer to communicate the formal nomination only after the Monitoring Officer has confirmed in writing, in consultation with the s.151 Officer, that the essential legal, governance and financial safeguards described in paragraphs 4.8-4.11 have been satisfactorily addressed. This authority is to implement the CJC's decision and does not authorise officers to select another nominee or waive those safeguards.

3. REASON FOR THE DECISION

3.1. Participation offers an opportunity to strengthen alignment between the Freeport's activity with the CJC's regional economic wellbeing responsibilities and its work on investment, transport and strategic planning. Hedd's portfolio responsibilities provide a relevant connection with that work. The intended benefit is better coordination across North Wales, informed engagement and appropriate reporting, rather than a commitment to support any individual Freeport project.

3.2. A decision in principle allows that strategic choice to be made now while preserving proper scrutiny of the appointment arrangements. The outstanding enquiries do not, in themselves, prevent such a decision, provided members understand the remaining risks and the nomination is not released until the specified safeguards have been met.

4. BACKGROUND AND RELEVANT CONSIDERATIONS

4.1. Anglesey Freeport is a place-based economic development initiative. The proposal before the CJC concerns participation in its company governance, not the conferral of Freeport status or approval of tax, customs, planning or funding arrangements. The CJC's economic wellbeing role provides the principal rationale for engagement; its regional responsibilities must continue to be exercised independently.

4.2. The company identity has been expressly confirmed by Burges Salmon, acting for Isle of Anglesey County Council: Porthladd Rhydd Ynys Môn Limited, company number 16100612. It is a company limited by guarantee. The decision must relate to this entity and should not be confused with another company or organisation using the Anglesey Freeport name.

4.3. On 22 September 2026, Quod on behalf of the Anglesey Freeport sought confirmation of Ambition North Wales' board representative ahead of a proposed first board meeting on 16 October. On 23 September, the Chief Executive identified Hedd as the proposed representative. Subsequent correspondence on 7 and 8 October clarified that a formal company directorship was intended, involving consent to act and Companies House identity verification.

4.4. The proposed role is non-executive: scrutiny, strategy, oversight and collective board responsibility, rather than day-to-day executive management. It is nevertheless a formal directorship. Hedd would need to understand the business, prepare for meetings, question proposals and financial information, and act independently in the interests of the company and in accordance with its purposes. His position as a CJC nominee would not allow him simply to follow CJC instructions when exercising company powers.

4.5. The anticipated regional benefits include better coordination of investment opportunities, infrastructure, skills and supply chains, and earlier identification of overlaps or competing priorities. These are reasons for participation, not guaranteed outcomes. The appointment must leave the CJC free to assess funding, investment and delivery proposals on their merits and in the interests of the whole region.

4.6. In response to the conflict enquiries, Quod (for the Company) supplied the Freeport Code of Conduct and Register of Interests, both version 1.0. These provide a useful framework for registering and declaring interests and withdrawing from conflicted business. They address part of the concern, but the existence of a register does not itself resolve a conflict between Hedd's responsibilities to the CJC and his duties to the company.

4.7. Conflicts may arise where the CJC considers funding, project monitoring, enforcement of grant conditions or competing investment priorities involving the Freeport. The existing procedures should be applied to Hedd's particular role, with any company-law authorisation properly recorded, clear rules on papers and participation, and an alternative officer handling conflicted CJC business. A proportionate documented arrangement is required; a wholly new conflicts policy is not necessarily needed.

4.8. Before formal nomination is released, the Monitoring Officer must be satisfied with the adopted articles, relevant Members' Agreement provisions and appointment terms, including the appointment route, term, resignation and position on leaving the CJC. The documents must be consistent with the CJC remaining a non-member and must not impose an unapproved commitment on the CJC. Hedd must have sufficient information about the company's activities, financial position and expected time commitment to give informed consent.

4.9. The conflict arrangements must be confirmed as applicable to Hedd, including any necessary authorisation, withdrawal from decisions and access to information. There must also be an agreed basis for reporting to the Chief Executive and relevant CJC officers. This is required as Company confidential information cannot automatically be shared because Hedd is a CJC officer; permitted reporting, restrictions and any necessary consents must be clear enough to deliver the intended coordination benefit lawfully.

4.10. Appropriate directors' and officers' insurance should be evidenced as covering Hedd from appointment, with its scope, limits, and material exclusions being clearly understood.

4.11. The Chief Executive and s.151 Officer must be satisfied that the expected officer time, expenses and any other resource implications can be accommodated within authorised arrangements.

4.12. The alternative to a directorship would be to seek an observer or advisory role, which may support engagement with less exposure to company director responsibilities but would not normally carry a director's vote or equivalent access and influence. Such a role would require agreement with the company. Deferring or declining participation would avoid the directorship but reduce the opportunity for engagement. Conditional nomination is recommended as the proportionate approach, provided the safeguards can be achieved.

5. FINANCIAL IMPLICATIONS

5.1. No contribution to the company, shareholding, membership guarantee or funding commitment is sought through this report. Nomination of an individual director does not, of itself, make the CJC responsible for the company's debts or grant liabilities.

5.2. There will be a commitment of officer time for preparation, attendance, training and reporting. The precise time requirement, any remuneration and expenses arrangements remain to be confirmed. The proposal assumes that participation can be accommodated within existing authorised resources; this must be checked before implementation, rather than treated as a confirmed nil-cost appointment.

6. LEGAL IMPLICATIONS

6.1. The CJC's statutory economic wellbeing function is the principal basis for the proposed engagement. The recommendation seeks an express CJC decision on this particular nomination and a limited implementation authority.

6.2. A company directorship carries duties under the Companies Act 2006, including acting within powers, promoting the company's success in accordance with its purposes, exercising independent judgement and reasonable care, skill and diligence, avoiding or properly managing conflicts, and declaring relevant interests. Non-executive status does not remove those duties. Hedd would not ordinarily be liable for the company's debts solely because he is a director, but breaches of duty or other statutory wrongdoing can expose a director to personal liability or sanctions.

6.3. The nomination and the company appointment are separate steps. Following satisfaction of the conditions, Hedd's consent and the required identity verification, the Council's approval and the company's appointment decision must be completed under the adopted articles.

STATUTORY OFFICERS RESPONSE:

i. Monitoring Officer:

The report distinguishes the CJC's nomination from the company appointment and identifies the essential safeguards which must precede implementation. A conditional decision can be taken on that basis. The proposed delegation is limited to confirming compliance and implementing the decision; it does not permit a different nominee or an unapproved financial commitment.

ii. Statutory Finance Officer:

The report sets out clearly the obligations to both the individual and to the CJC of the decision sought. Whilst I do not expect the direct financial costs to be significant, assessment will continue as noted. I do not have objections to the decision sought as I am satisfied that the Corporate Joint Committee is aware, through this report, of the safeguards that need to be put in place before the final decision, but a conditional decision will allow the matter to proceed.