

**[DRAFT] MINUTES OF THE 15<sup>th</sup> ANNUAL GENERAL MEETING OF THE FRIENDS OF HIGHGATE CEMETERY TRUST held on Wednesday 26<sup>th</sup> April 2012 at St. Michael's Church Hall.**

PRESENT: Mr. J. Shepperd (Chairman), Mr. R. Morris (Treasurer), Mr. J. Caird, Mr. E. Daley, Mr. I. Kelly, Mr. A. Martin, Ms. C. Roberts, Mr. R. Trimmer and Mr. J. Waite (Trustees); Dr. J. Wolf and Mrs. M. Butt (Protectors); 55 FOHCT members.

IN ATTENDANCE: Mr. R. Quirk, Mr. J. Bickersteth, Mrs. H. Deeble-Rogers, Ms. L. Robertson, Ms. M. Wynyard (Highgate Cemetery Ltd.); Mr. N. Fenton, Ms. O. Johnson (Consultants); Ms. H. Beasley (minute-taker).

APOLOGIES: Mr. Brent Elliot, Mrs. Penny Linnett, Revd. Dr. Jonathan Trigg, Mr. Malcolm Holmes and 20 members sent their apologies.

The Chairman welcomed everyone to the meeting. He stated that he had taken the chair in May 2011. He explained that he would be standing for re-election this year, so would hand the meeting over to the vice-chair Mr. John Caird from the voting portion of the meeting onwards.

**1) Approval of Minutes of the 14<sup>th</sup> Annual General Meeting (2011)**

Ms. Lizzie Wells raised a matter arising from the minutes of the last meeting on behalf of Mr. Malcolm Holmes. At the last meeting it had been agreed that the closing date for board nominations would be communicated to members punctually. This had not happened. She explained that it could in future be included in the November newsletter. The Chair agreed that this had not been communicated. He apologised for missing this deadline this year. He explained that he will co-ordinate more closely and do better next year.

The minutes were agreed as an accurate and adequate record of the previous AGM.

**2) Chairman's Report 2011-2012 and Financial Statements**

The Chair gave an account of the key developments that have taken place since the last AGM.

i. The Chair spoke on the death of Jean Pateman. He referred to the tribute to her by John Waite included in the Annual Review. The Chair described Mrs. Pateman as a founder member of the Friends who had devoted her life to the cemetery. He stated that Highgate Cemetery would not be the place it is today without her. Condolences were expressed to her friends and family on behalf of the meeting.

ii. The second development was the completion of the renovation of the Chapel. This has been a wonderful success, including the replacement of the vaulted ceiling. The Chair had the opportunity of seeing some of the work going on and was very impressed by the high-level of craftsmanship.

The Chair expressed thanks to Mr. Jon Allen for his work and commended him for bringing the project in on-time and on-budget and on the quality of the work. He also expressed thanks to Mr. Richard Quirk for his contribution to the day-to-day running of the project. He also thanked Mrs. Penny Linnett and her family for financing the stained glass window. He explained that this was a modern design but fits in with the overall design successfully.

The undercroft will also be restored. This will be used for much-needed storage space. It will complete the work done on the Chapel.

The Chapel is now available for funeral services and it is hoped that more people will make use of this service in the future.

iii. Following the Chapel renovation, the events program was now underway again. Already this year there has been a talk on Lizzie Siddal by Lucinda Hawksley and the first use of the Chapel for a play. Coming up is the Marx Memorial lecture by Robert Blackburn on May 9<sup>th</sup>. Mrs. S. Berdy confirmed that places for this were still available. Thanks were given to Mrs. Berdy for her work in organising the events. A round of applause was given.

iv. The Dickens Bicentennial has received widespread media attention and thanks were expressed to John Caird and Bob Trimmer.

v. South lodge has now been renovated. Despite suffering from several types of damp it has now been transformed to an attractive, quiet meeting room which can be used by the bereaved. The other half of the building is now an office for landscape staff and is in use by the stonemason, Neil Luxton.

vi. The monument restoration work is ongoing and has made a huge difference to the cemetery. Photos of the restoration work are included in the Annual Review, and the work is so good that it is hard to tell it has been done. Thanks were given to Eddie Daley for his valuable work in restoration.

It is hoped that this work will continue. The Chair explained that this work does involve spending money but that the cemetery finances are currently healthy. He explained that this restoration work is a valuable project and that restoring the fabric of the cemetery is a useful contribution to the heritage of the cemetery. The cost has been met only from income, not from reserves.

vii. An organisational report from Nicolas Fenton, a management consultant, has been completed. It states that the organisation has been suffering from Founders' Syndrome and that it is necessary to evolve the cemetery management to reflect the serious undertaking that the cemetery has become. There was a need to move onto new, professional structures and procedures. There will also be an audit of staff matters and compliance issues.

viii. A new member of staff has been hired and the meeting welcomed Melanie Wynyard who has taken over the role of volunteer co-ordination. The Chair thanked Mrs. Sue Berdy and Ms. Frances Donnelly for their work in co-ordinating volunteers.

The Chair explained the planned retirement of Mr. Richard Quirk, who had been with the cemetery for twenty-six years. The Chair commended his great commitment and knowledge and thanked him for his contribution. There is now a need for a new CEO. A recruitment agency, Prospectus, have been appointed. They specialise in senior appointments in the charity sector.

Adverts have been placed in the media and the closing date for applications has now passed. There have been 48 applicants, many with impressive credentials and experience. The process will now proceed to shortlisting and interviews. It is hoped to have someone in place by the autumn, ideally by September for an orderly handover.

Mr. Richard Quirk has been incredibly supportive of this process. It was hoped that the cemetery will be able to utilise his services in the future.

Mr. Eric Albani asked whether the new CEO will be answerable to the Board or will be able to run the cemetery as a money making venture. The Chair explained that, as per the constitution, the new person will be answerable to the board. The new CEO will need to have experience in this sector and be sensitive to the needs of the bereaved as well as to conservation issues and business plans. However, the ideal candidate would have initiative and ideas to take forward. They would work closely with the chair of the board.

Mrs. Sue Berdy asked whether there was a danger of micromanagement. The Chair expressed his dislike of micromanagement and his belief that the board's role was to make policy and should be distanced from the day-to-day running of the cemetery. There should be a remove between the board and the executive.

Ms. Doreen Aislabie asked whether the board, an outside person, or the charities commission would be conducting the interviews. The chair confirmed that the board will interview but that they do not yet know who will be on the panel. The charities commission would not be involved. Nicholas Fenton may advise.

Mrs. Sue Berdy asked whether Nicholas Fenton's report would be made public. The Chair explained that the report had been made on the basis of confidentiality. It names individuals including discussing the performance of the Chairman. Consequently, there were no plans to release it at present. However, after some of the issues were resolved it may later be released or an executive summary provided.

The Chair thanked the staff for their amazing dedication, professionalism and sympathy. Lizzie Wells was thanked for her work on a great newsletter. The Chair had received a letter for a lady in Florida who had received and enjoyed the newsletter. She had enclosed a \$1000 cheque.

The Chair thanked the volunteers for their vital efforts in keeping the cemetery going. It is the volunteers who put in the hours and they are an essential part of the cemetery. They can see the value of their work in the renovation and restoration work which would not be possible without them. Their help and support is invaluable.

Ms. Tiffany Sherlock asked why the before and after pictures of the monument restoration had disappeared. Mr. Ian Kelly explained that the boards had fallen into a state of disrepair and that there were plans to get more boards. Ms. Rowan Lennon asked whether it would be possible also to get these images on the website. Mr. Eddie Daley also said that there was a short film which could be linked to from the website. Mr. Ian Kelly said that there were plans to review all aspects of the website. Mrs. Ceridwen Roberts explained that there were a number of ways to improve the visitor experience. The Chair explained that they were reviewing the ways that tours were booked, merchandise, the Chapel as an entry point for displays and for sale of merchandise.

Mr. Eric Albani then raised the question of the East Cemetery being considered lesser. He stated that the shed in the East was horrendous. The floor was stapled down and often dirty. Mrs. Ceridwen Roberts agreed that it did not create a good impression and said that she would be speaking more

about this at the Volunteer Forum on Saturday. Ms. Barbara Kirbyshaw asked if there was an agenda for the Volunteer Forum. Mrs. Ceridwen Roberts agreed that one would be circulated.

Mr. Eric Albani asked about the constitution of the Friends of Highgate Cemetery Trust and the issue of proxy votes being handled by the Chairperson. The Chair explained that as he was standing for re-election, he would not be allocating the proxy votes. Proxy votes would be allocated by Mr. John Caird as the vice-chairman. Mr. Caird added that this election was unusual in that there were as many board vacancies as candidates. However, there was a for or an against vote. Therefore, if a candidate received a number of against votes, then it would be unreasonable to use the proxy votes to balance this out. Mrs. Berdy asked how many proxy votes had been received. The chair confirmed it was less than twenty, far fewer than last year. He also expressed concern over the proxy vote system. He agreed that there was a need for greater transparency but that this was less than in previous years. This year the outcome was very much in the hands of the present group.

Mr. Richard Morris gave the financial report. He referred to the accounts printed in the annual review.

In looking at the Consolidated Statement he explained that this takes into account the income from burials and the expenditure on restoration. The funds carried forward were up on the fund balance for the year previous, after crediting capital gains. The income deficit was due to the restoration work.

Mr. Morris explained that donations were down on the previous year. However, one substantial donation and legacy in the previous year explains the discrepancy.

Burial sales were down. However, again, this was anticipated and reflected a number of high-value plot sales in the previous year which had served to inflate that year's figures. Cremated remains were also down.

Visitor income was up. This was wholly due to an increase in visitor numbers. There had been some loss due to the increase in VAT in January 2010 which had not been reflected through an increased ticket price.

There had also been some direct project expenditure this year including repairs to the east and west walls and the terrace catacombs.

In looking at the Balance Sheet, Mr. Morris explained that there had been an increase in investments. The portfolio was handled by Newton Investment Managers. Some additional funds had been transferred into this investment portfolio. The quarterly assessment said that investments were up since the year-end and were just under three million. The net assets were also slightly up. Steady progress was being made. The full accounts are available on the website and with the charity commission.

Mrs. Sue Berdy asked how much of the donations came from the green box. Mr. Morris said that it was around £20,000 and the rest was from individuals. Mrs. Barbara Kirbyshaw asked about the split of income between the East and the West gate. Mr. Morris said that it was £127,000 for the East and

£115,000 for the West. Mr. Andrew Yeo asked about the investment strategy. The Chair said that it was mostly in equities, property, cash and bonds. Newton were a highly respected firm. The strategy was aimed at long-term capital growth.

The Chair thanked the treasurer for his excellent work and there was a round of applause for Mr. Richard Morris.

### **3) Re-appointment of Auditors.**

The re-appointment of the auditors was agreed by the meeting.

### **4) Election of Trustees of the Charity**

Mr. John Caird took the Chair for the election of the trustees.

This year, unusually, there were three vacancies on the board and three nominees. There would not be any speeches as the candidates were known to the members. However, members would have the opportunity to ask questions.

Mr. Albani asked a question about the investment in the structure of the cemetery. Mr. Shepperd answered that money had been spent usefully in repairing the structure of the cemetery before burial incomes dries up. Future projects would include renovations to North Lodge, toilets in the East cemetery, a new east hut. Restoration work to the Long Avenue, Otway and continued monument restoration were also planned.

Mr. Richard Kuhn asked about alternative income sources in the longer term, given the concerns about finite burial space.

Mr. Caird said that this was a debate that had exercised the board. He explained that the ground staff say there might be additional burial space and that legislation in the future might allow the re-use of graves. Careful strategy might mean that the cemetery never runs out of burial space. However, if burial space does run out then the income stream will be secured through the becoming a high-quality heritage site.

Mr. Shepperd said that applicants for the CEO role would have fundraising experience and this would be an aspect of the new appointment.

Mr. Kuhn asked a further question as to whether the loss of Mrs. Pateman caused a loss of donations and asked the candidates whether they had any ideas for developing donations. Mr. Eddie Daley said that cremations were also a source of revenue and that an area had now been restored to create space for more ashes burials. The renovated Long Avenue could also be used indefinitely as an area for the scattering of ashes. He also said that the monument renovation was an ideal focus point for fundraising and that in not advertising the repair work further, an opportunity to raise funds had been missed. Mr. Peter Knight referred to his candidate statement in which he said that his aim was to keep Jean's legacy alive.

Mr. Albani asked whether the cemetery would be affected by the recent news item about charitable donations. Mr. Shepperd answered that the size of the cemetery's donations meant that this would not apply.

Ms. Doreen Aislabie asked about the announcement of the results. Mr. Shepperd stated that they would be on the website as soon as they had been counted and the proxy votes allocated.

Further discussion of proxy voting followed. Mr. John Caird explained that the Chair has the right to distribute proxy votes and that persons offering proxy votes implicitly trust the Chair to do this. Mr. Shepperd explained that any change in this would procedure would require a change in the Articles of Association. He further agreed that greater transparency was needed to improve on the system of the past.

Mr. Caird announced the end of questions. Votes were cast.

### **5) Re-appointment of Protector**

Mr. Caird explained that members would also be voting for the re-appointment of Dr. Janet Wolf as a protector. It was explained that there was a for and against vote and that the election was not therefore automatic. He explained that motions to a meeting should always have both for and against options.

### **6) Protectors Report**

The Protectors' Report had been enclosed with the AGM materials and circulated to members in advance of the meeting.

Ms. Barbara Kirbyshaw asked about the section of the report where the protectors recommend that more trustees are chosen by appointment, and fewer by election. Mr. John Caird explained the background of the amalgamation of the three charities and that outside organisations with an interest in the cemetery were asked to nominate persons to be cemetery trustees. However, in practice, organisations approached did not want to do this. Therefore the board had decided to make the appointments themselves. Mrs. Berdy said that this was unconstitutional. Mr. Shepperd said that he was surprised to see this in the Protectors' Report as it happened over a year ago. He said that it was a constitutional issue that would need an EGM to resolve.

Clarity was requested on the role of the protectors. Mr. Shepperd explained that the Protectors' role was as whistleblowers. They also have the power to call an EGM. Dr. Wolf clarified that they can also flag up concerns.

The Protectors were congratulated on their report by Isabel Raphael.

Mr. Eric Albani said that there had been a heated debate about the constitution at the EGM. He also said that it was hard to understand and that it should be made plain and clear. Mr. John Caird referred to the Fenton report and to Founders' Syndrome. He suggested that, with a new CEO, new radical changes could be made.

### **7) AOB**

Mr. Jon Allen asked a question concerning the differences between landscape and monuments and the resignation of Jenny Cox. Mr. Alastair Martin thanked Jenny for her contribution to the cemetery and stated that she had chosen to resign. The problem involved the reconciling of two reports on the hard/soft landscape, staff concerns and the Monument Scoping Survey. This caused a number of

pressures and disproportionate stances being taken, leading to a difficult atmosphere. Jenny then chose to resign. Blame did not lie in any direction.

There was some heated debate on this issue which the chair then shut down as not appropriate to the AGM. The board will try to ensure there are no further schisms between the hard and soft landscape and to take a balanced view. He also re-affirmed the existence of the VVF Complaints Procedure and stated that anyone with a complaint should come forward for their complaint to be fairly arbitrated.

Mr. Eric Albani asked a question about why John Gay had been airbrushed out of the cemetery history. Mr. Caird said that this was an extraordinary view. Mr. Albani said that he was a horticultural terrorist and that there was scope for lots of people's views.

Mrs. Sue Berdy and Ms. Lizzie Wells asked a question about the archives on behalf of Mr. Malcolm Holmes. Mr. Holmes was concerned that some of the company archive had been lost after Mrs. Pateman's death. He asks that anyone who might have copies of items at home to please help to restore lost information.

Mr. John Waite explained that some of this archive may have been at Jean's home but that Pawel Ksyta had not been able to locate them. Mrs. Sue Berdy said that it must have existed because Malcolm has copies of some items. Mr. John Shepperd explained that the new storage area can be used for archives and would provide access to archives for volunteers. If volunteers have any items, such as early newsletters, could they please bring them to the cemetery. Ms. Rowan Davies suggested that this request be added to the next newsletter. There was also a request to make burial records more accessible. Ms. Doreen Aislabie asked whether the access to the archives would be available at weekends and Mr. Shepperd confirmed that this was the idea.

Mr. John Fielding wanted to enter a resolution, the text of which was as follows:

"This meeting wishes to place on record its deep appreciation and heartfelt thanks for the untiring efforts and sacrificial commitment of the late Jean and John Pateman, over four decades, which has secured Highgate Cemetery, first and foremost as a place of burial, and also as a site of historic heritage, for further generations."

Mrs. Sue Berdy stated that a resolution has to be entered 21 days in advance of the meeting. The Chair offered to include the piece as a statement, rather than as a resolution. This was agreed by the meeting.