

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING
OF
THE FRIENDS OF HIGHGATE CEMETERY TRUST**

Held on Wednesday 29 April, 2015 in the Cemetery Chapel

PRESENT: Ian Kelly (Chairman), Matt Lewis (Finance Trustee), Penny Linnett (Hon Secretary and Minute-taker), April Cameron, Adam Cooke, Brent Elliott, Neil Hollows, Peter Knight, Ceridwen Roberts and John Waite (Trustees); Richard Morris and Margaret Butt (Protectors); a total of 50 FOHCT members including trustees and protectors

IN ATTENDANCE: Ian Dungavell/Hilary Deeble-Rogers (Highgate Cemetery Ltd)

APOLOGIES: John Shepperd, Eddie Daley and Janet Wolf

The Chairman proposed that the Notice of Meeting be taken as read and explained the procedures for voting. In particular, he pointed out that the votes would be counted by Hilary Deeble-Rogers and that the counting would be overseen by Richard Morris, one of the Protectors, as an official scrutineer.

1. Approval of minutes of the sixteenth Annual General Meeting (2014)

The Chairman invited questions on the minutes of the meeting.

Sue Berdy questioned the accuracy of the reference to the repairs of the East Cemetery toilets and also to the reference to the wallabies “bouncing in and out”. The Hon Secretary produced her manuscript notes of the 2014 meeting to demonstrate that the minutes were a true reflection of what had been said.

Sue Berdy therefore wished it to be recorded that she believed that the reason for the repairs to the East Cemetery (£10,500) was in fact due to a mistake made by the architects as a result of which the outflow was wrongly connected to the water drain rather than to the sewers. Ian Dungavell however said that he did not believe this to be the case as Camden Council had approved the planning application.

Sue Berdy also wished it to be recorded that she believed the wallabies to have been deliberately introduced into the Cemetery by someone who was in a position of trust and had therefore been given keys to the Cemetery; she believed at least two of the wallabies had died within days.

There being no further questions or matters arising, the Chairman proposed that the minutes be approved and this was seconded by Emma Bishop. The resolution was passed on a show of hands.

2. Financial statements/reports

The Chairman gave his report on the activities at the Cemetery since the last AGM; he explained that, since this year’s Annual Review had an expanded commentary, he would keep his comments brief.

The financial position remained solid with visitor numbers continuing at a high level and the Cemetery's commercial activities bringing in substantial revenues. The "visitor experience" had changed dramatically in recent years with open access to the Chapel and a far more efficient ticketing system. The events programme had been very active with both distinguished speakers and evenings of lighter and enjoyable entertainment.

As a result of the levels of income, we were able to continue to improve the fabric of the Cemetery – the restoration of the North Lodge had been undertaken and the monument restoration programme had been continued. Of special interest had been the attention paid to the WW1 graves.

The contribution of those working diligently on the databases was to be applauded and the archives were at last being properly stored and archived with help from the Pateman Memorial Fund which had also financed some imminent replanting on the verges of the main paths. The Newsletter continued to be an impressive advertisement for us.

All this was due to the dedication of so many – the volunteers who guide tours, look after the East Gate and work on the landscape are our life blood and the Chairman thanked them heartily. Our own landscape staff are out in all weathers and thanks too to the office staff – especially those who are our public face at funerals; they are highly respected and do much to enhance our reputation. Thanks were due to Ian Dungavell, our Chief Executive, who has brought enormous commitment and enthusiasm to the role with such good effect.

Finally the Chairman wished to put on record our thanks to the two retiring trustees – past chairman John Shepperd and Eddie Daley – who have given unstinting time and support to the Cemetery for which we were most grateful.

The Chairman then invited the Chief Executive to give a report on the year. He focussed on four areas:

- a) Paths: he had been looking for a product for the paths with the appearance of gravel but the performance of tarmac. A new product was being trialled in two areas of the East Cemetery; if this proved satisfactory it could be rolled out in other areas.
- b) Guide-training: a joint programme of training for new guides had been instituted in conjunction with the Camden Tour Guides Association; the first cohort would soon be completing this and it was planned to consider extending this to existing guides by way of refresher training. As ever, he was keen to recruit new volunteers and he invited suggestions as to how best to achieve this.
- c) Conservation plan: a conservation plan would be prepared to consider major strategic issues such as how remaining grave space should be used, what the future of the Cemetery should be once grave space had been filled, how many tours should we look to be giving as grave sale income declined, what would be the impact on grave owners and on the fabric of the Cemetery, what

facilities would be necessary etc. He cautioned that this plan would not be a fast process but that there would be widespread consultation of all stakeholders in seeking the optimal strategy moving forward.

- d) The new sepulchre: planning permission has been received for this and he read out the strong positive thumbs up that the Council has given to the design. He said that the sepulchre continued the 19th century tradition of high quality architecture and that work would probably begin in the next two months; some disruption in the courtyard was inevitable but that it should be finished early next year.

The Chairman invited questions on the financial statements.

Sue Berdy asked how they could be voted on by Friends when they were only receiving them – she felt this had no legal merit. Ian Dungavell answered that the Companies Act did not require them to be voted on but that this was normal practice as it enabled a discussion on the accounts by Friends.

Doreen Aislabie said she was pleased with the work on paths and asked that the Faraday path be prioritised. Ian Dungavell said that, as the West Cemetery is a Grade 1 listed landscape, he would need to consult with English Heritage before any work could be undertaken – always assuming that the new product being trialled proved suitable. Doreen Aislabie also asked about progress on the repairs to the Beer doors; Ian Dungavell said that the structural engineers' report had finally be received. He shared the frustration of volunteers and Friends but hopefully repair work could begin shortly.

Eric Albani asked whether dark tourism was appropriate at the Cemetery. Ian Dungavell said that the Cemetery had nothing to do with it – it related to tourism at sites of atrocities which was not the case at Highgate – and the Chairman asked Friends to restrict their questions at this stage to the financial statements.

Konrad Borowski asked two questions about disclosures in the Financial Statements. First, with reference to the document “Accounting and Reporting by Charities: Statement of Recommended Practice” he queried why (i) there was no breakdown of total staff costs and (ii). no details of the number of employees whose emoluments fell within each band of £10,000 from £60,000 upwards was given. Second, with reference to the document "Report of the Inquiry into Charity Senior Executive Pay and Guidance for Trustees on Setting Remuneration (April 2014)” which had been set up and reported to The National Council for Voluntary Organisations, a number of recommendations had been made which also had the support of the Charity Commission. These included disclosures in respect of the remuneration of staff including the highest paid individual and further explanation of remuneration policy. Konrad Borowski noted that this was not being done and asked for an explanation.

In reply Matt Lewis agreed that the breakdown of staff costs was not included in the accounts, although the total cost was. The additional analysis was not considered material, or likely to add much value. In respect of the recommendation on disclosure of Directors' remuneration in the Report referred to, this was considered best practice but was not compulsory and some of the leading charities are still debating what they

will do on that. Being a small charity FOHCT would not lead on this but wait to see what the others did.

Sue Berdy asked how many plots had been sold but were not yet occupied; she was concerned that the Cemetery was selling plots too cheap by selling them too soon. Ian Dungavell said that it was only compassionate to allow a grave owner to acquire a plot next to an existing family grave so that the family could remain together – that had been one of the original attractions of the Cemetery after all. She also asked whether there was a policy to re-use grave space and Ian Dungavell said that there were no plans for this.

Doreen Aislabie asked what the expected spend on monument restoration was in the current year; Ian Dungavell said that there was an allocation of £150,000 but that it was hard to budget; significant items such as the repairs to the Beer doors could distort this considerably. However two people were employed on a rolling basis on the ongoing programme – working on the recommendations of the recent East Cemetery Scoping Study – and the benefits of this could be seen in the recent transformation of graves on the path to Marx. Matt Lewis confirmed that this year's budget was in line with previous years.

Rose Constantine asked if subscription income included Gift Aid and Ian Dungavell confirmed that it did.

Jeremy Thorp asked what was happening to the Chester Road railings following the tree damage last autumn; Ian Dungavell said the delay had been caused by the need to get three quotes for our insurers and that this was a specialist job. Our structural engineers had now supplied names of further contractors to approach and it was hoped that the repairs could soon be started.

There being no further questions, the Chairman proposed that the financial statements be received; this was seconded by Ceridwen Roberts and passed on a show of hands.

3. Reappointment of the auditors

The Chairman proposed that Hammonds be re-appointed and this was seconded by Adam Cooke and passed on a show of hands; the trustees were authorised to fix their remuneration.

At this point the Chairman asked if anyone present at the meeting was recording the proceedings. Sue Berdy confirmed that she was and, when asked, agreed to turn her recording off.

4. Election of trustees

The Chairman explained the process that had been followed this year – details of which were set out in the papers that had been sent to Friends. He would not be allowing questions of the candidates themselves – they had already supplied their statements; however he would take questions on the procedure that had been adopted. Before that, however, he read an email from Isabel Raphael, a former Protector, clarifying that quotations circulated by one of the candidates from a past Protectors' report related to one published when she had been a Protector; this was therefore over

7 years old and related to a set of circumstances relevant then but misleading to refer to today's context and she wished Friends to be aware of this.

Della Hirsch questioned the negative recommendation accorded to one candidate and said she had never seen this used before. She felt the letter circulated by this candidate to Friends was not inappropriate in the circumstances. She was also concerned, as a grave owner, with any macabre associations at the Cemetery; the Chairman stated categorically that there was no suggestion of encouraging any dark tourism.

Rowan Lennon asked why, when there were already themed tours and visitor attractions at the Cemetery, it was felt that this was an area on which trustee skills were needed and why a candidate's interest in dark tourism had not been disclosed. The Chairman responded that her studies into dark tourism were not relevant to the Cemetery and therefore did not require disclosure.

Konrad Borowski argued that it was humiliating for someone who had indicated that they would stand as a trustee if the board recommended voting against that person. Jeremy Thorp said that this practice was one adopted by the National Trust who indicated quite clearly which candidates the Board recommended and which they did not.

Eric Albani asked how a candidate could be recommended by the Board when she lived in Bristol – the Chairman stated that this had been fully discussed in the interview process and satisfactorily answered. In addition he repeated that there was no intention whatsoever to introduce dark tourism in the Cemetery.

Rowan Lennon argued that the Cemetery was a living Cemetery and that the wishes of grave owners were paramount – the Chairman agreed and said this would be fully reflected in the forthcoming Conservation Plan.

Emma Bishop asked if all candidates were interviewed in depth, with their skills assessed in the round and fairly. The Chairman confirmed this was the case and Charles Essex, the fifth candidate to have been interviewed and who also did not obtain a board recommendation, concurred that he had felt his treatment had been totally fair and the Board's subsequent decision had been fully and satisfactorily explained to him.

Eric Albani requested that in future years the AGM should revert to the previous format with candidates taking questions from Friends.

Peter Knight said that he felt that the negative recommendation in bold should not have been included in the papers. He suggested that, if the subject of 'dark tourism' was excluded, that questions should now be allowed to be put to the candidates.

Sue Berdy asked why questions were not being allowed; the Chairman said that it was in view of so much hostility; all the candidates had been fairly and fully interviewed and had all made statements to the Friends to enable them to decide how to vote. Sue Berdy then asked how many proxies had been received and the Chairman said he did not know.

Doreen Aislabie asked how the Chairman intended to apportion the votes, for which he had received proxies, between the various candidates and he said he had not yet decided.

Friends were invited to vote on the voting papers provided and the Chairman said that the results would be posted on the website the following morning.

5. Appointment of trustee

The Chairman explained that Capel Manor had nominated April Cameron to fill the vacancy for a trustee with landscape knowledge and he proposed that her appointment should be approved; this was seconded by John Waite and Friends were invited to vote on the voting papers provided.

6. Protectors' Report

The Chairman invited questions on the Protectors' Report but there were none. He proposed that it be received; this was seconded by Adam Cooke and passed on a show of hands.

7. Appointment of Protector

The Chairman explained that Janet Wolf had been unable to attend the meeting due to ill health but offered herself for re-election as a Protector; he therefore proposed the resolution and this was seconded by Doreen Aislabie. He invited Friends to vote on the voting papers provided.

8. Revised Articles of Association

The Chairman invited questions on the proposed amended Articles of Association.

Doreen Aislabie asked about the significance of the revised clause 10.1.2 whereby health could be a reason for dismissal as a trustee. Adam Cooke explained that in the existing Articles, the test was expressed as being the trustee's inability to manage his own financial affairs but it was felt that this was not something the other trustees would naturally know. Therefore the proposed wording reflected that in the model Articles. He said that whether a trustee had become incapable of acting as a trustee by reason of any mental or physical illness or injury would be decided by a majority of the trustees, but he confirmed that the trustee's performance/attendance would have to be significantly impaired before any action could be taken.

Sue Berdy asked about the removal of trustees due to a breach of the code of conduct as outlined in 10.1.6. She argued that this bypassed the Friends and that it was the Friends who elected trustees and who should therefore be able to remove them. Adam Cooke reminded her that the Protectors were there to oversee the trustees.

Sue Berdy criticised the board for not making the tracked changes available until she had requested this be done; the Chairman thanked her for having pointed this out.

There being no further questions, the Chairman proposed the adoption of the revised Articles and this was seconded by Neil Hollows; the Chairman encouraged them to vote on the voting papers provided, pointing out that, as it was a special resolution, their adoption would require a 75% majority to vote in favour.

The voting papers were then collected.

Any other business

The Chairman asked if anyone wished to raise any other business.

Eric Albani asked again about discounts for pensioners and complained about the overly complicated charging structure. The Chairman undertook to take his comments on board and ask the trustees to review the matter once again.

Rowan Lennon complained that visitors taking photographs held up the tours and made it impossible to complete them in the time provided. She requested that consideration be given to special tours for photographers. The Chairman said that this was not a matter for the Friends and suggested she raise it at the next volunteer forum.

There being no further business, the meeting concluded.