

FRIENDS OF HIGHGATE CEMETERY TRUST

**Annual General
Meeting
27 April 2016**

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Friends of Highgate Cemetery Trust

Swain's Lane
LONDON N6 6PJ

Company no. 3157806
Charity no. 1058392

From the Chairman

I am pleased to invite you to join us at the Annual General Meeting (AGM) of the Friends of Highgate Cemetery Trust. It will be held at the Highgate Literary and Scientific Institution, 11 South Grove, London N6 6BS on Wednesday 27 April 2016 at 7pm. It will be followed by a talk by Dr Brent Elliott, one of our outgoing trustees.

The formal notice of the meeting is on page 4.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the proxy form enclosed with this mailing and return it as soon as possible. It must reach us by 7pm on Monday 25 April 2016. Only members who are paid up at that time will be able to vote in the meeting whether in person or by proxy. If you attend the AGM please bring the form with you to help us speed up registration.

As usual the key business is to receive the Annual Report and Accounts and to deal with the election of Trustees. This year we have more candidates than we have places available. The candidates have each been interviewed and the Board has recommended for election those whose skills and experience it feels would be particularly beneficial to the Charity. I have enclosed a note about the process and statements from those seeking election.

Exceptionally this year we propose a small change to our Articles of Association which is the subject of a special resolution. The Board believes that the change is in the best interests of the Charity and we explain why on page 13. I hope you will support this.

If you have any questions about the AGM or have any questions for the Board, please email them in advance to me at chairman@highgategemetry.org. Please do not contact the candidates directly.

On behalf of the Board of Trustees, I would like to thank you for your continued support.

Yours sincerely

Ian Kelly
Chairman

Notice and agenda

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Friends of Highgate Cemetery Trust ('the Charity') will be held at the Highgate Literary and Scientific Institution, 11 South Grove, London N6 6BS on Wednesday 27 April 2016 at 7pm, for the following purposes:

RESOLUTION 1: Minutes of the 2015 AGM

Ordinary Resolution: To approve the minutes of the 2015 AGM.

RESOLUTION 2: Financial Statements

CHAIRMAN'S REPORT

CHIEF EXECUTIVE'S REPORT

Ordinary Resolution: To receive the Financial Statements of the Charity for the year ended 31 August 2015.

RESOLUTION 3: Auditors

Ordinary Resolution: To re-appoint Hammonds as auditors for the Charity until the next general meeting of the Charity at which accounts are laid before the members and to authorise the Board to fix their remuneration.

RESOLUTION 4: Election of Trustees of the Charity

Ordinary Resolution: To elect or re-elect as trustees of the Charity a maximum of four (4) of the following candidates:

- a. Doreen Aislabie
- b. Adam Cooke
- c. Charles Essex
- d. Pat Hardy
- e. Matt Lewis

RESOLUTION 5: Appointment of Trustee

Ordinary Resolution: To approve the appointment of Teresa Sladen.

RESOLUTION 6: Protectors' Report

Ordinary Resolution: To receive the Protectors' report.

RESOLUTION 7: Amendment to Articles of Association

Special Resolution: To amend the Charity's Articles of Association by deleting clauses 9.1 and 9.2 and substituting the following:

"9.1 Except as provided in Article 9.2, at the third annual general meeting after his election or appointment a Trustee whether elected or appointed shall retire.

9.2 A Trustee shall be eligible for re-election or re-appointment; however no Trustee (other than the chairman appointed under Article 13.4) may serve for a period of more than six years (starting from the date of the general meeting at which (i) he was elected, or (ii) his appointment by the Board was approved) without a period of at least a year out of office. The chairman may, following the prior agreement of the Board in accordance with Article 13.1 (save that, in the case of equality of votes, the chairman shall not have a second or casting vote for this purpose), continue as a Trustee for a seventh year."

Any other business

To transact such other business as may be properly brought before the Meeting.

BY ORDER OF THE BOARD

Ian Kelly
Chairman

16 March 2016

Notes to the agenda

RESOLUTION 1: Minutes of the 2015 AGM

A copy of the minutes is available on our website, www.highgatecemetery.org/about/AGM.

RESOLUTION 2: Financial Statements

The trustees are required to present to the Annual General Meeting (AGM) (the Meeting) the audited accounts and the Trustees' and Auditor's Reports for the financial year ended 31 August 2015.

A summary of the Consolidated Statement of Financial Activities and Balance Sheet for the last financial year is published with our Annual Review. A full version of the audited Financial Statements is available on our website, www.highgatecemetery.org. Any member wishing to have a printed copy of this material should contact the office.

RESOLUTION 3: Auditors

The auditor is appointed at every general meeting at which accounts are presented to members. The current appointment of Hammonds as the Charity's auditor will end at the conclusion of the AGM and they have indicated that they are willing to stand for reappointment. It is normal practice for trustees to be authorised to agree how much the auditor should be paid and Resolution 3 grants this authority to the Board.

RESOLUTION 4: Election of Trustees of the Charity

This year there were vacancies created by the retirement by rotation of Adam Cooke and Matt Lewis, who are seeking re-election, and Brent Elliott and John Waite, who are required to step down having reached the end of their permitted terms. In addition Neil Hollows has decided to step down from the Board at this Annual General Meeting.

Following best practice as recommended by the Charity Commission, the Board seeks to recruit new trustees who can make a strong contribution to its work. To do this, the Board identified which skills and experience it needed to complement those of existing trustees and sought applications from suitable candidates.

This year, the Board sought candidates with skills and experience in the following areas: Historic environment/heritage especially with regard to architecture and conservation planning; community engagement; and practical HR experience and skills. The vacancies were advertised to all members by post and on our website, as well as through a number of

networks including our Twitter feed and various e-newsletters.

A nominations committee was set up to interview candidates and to recommend to the Board which should receive their endorsement, considering their individual skills and experience and their ability to work well as part of a team. The nominations committee consisted of Ian Kelly, Doreen Pastor and Ceridwen Roberts. The trustees seeking re-election took no part in the process.

The two existing trustees seeking re-election, Adam Cooke and Matt Lewis, are recommended by the Board. The other three candidates include Charles Essex and Pat Hardy, both of whom secured a board recommendation.

After considering the report of the nominations committee, the Board recommends that members vote in favour of the election of Adam Cooke, Charles Essex, Pat Hardy and Matt Lewis.

HOW VOTING WORKS

- Only those candidates who receive more 'For' votes than 'Against' votes will be considered for election as a trustee, and will be elected if vacancies exist.
- If the above process would result in there being a greater number of trustees than the maximum number set under the Articles of Association, those candidates with the higher number of 'For' votes will be elected, such that the total number of trustees does not exceed the maximum.
- If there are candidates who have an equal number of 'For' votes, then the one with fewer 'Against' votes will be elected.
- As last year, the votes will be counted by our Proxy Officer, Hilary Deeble-Rogers, and scrutinised by Richard Morris, Protector.

CANDIDATES' STATEMENTS

Please consider both the candidate's statement and the Board's recommendation before voting; you are able to vote for or against each candidate. The candidates' statements are on the following pages.

The candidates for election



4a. DOREEN AISLABIE

In order to be an effective trustee of Highgate cemetery requires, in my opinion, an individual to have an intimate knowledge of

the cemetery itself and that is why I am submitting my application to become a Trustee for the second year running.

My main areas of concern and a desire for further progress are unchanged.

- 1) More involvement of the 'Friends' in the direction of the Cemetery
- 2) Recognition in more practical ways of the sterling work carried out by all of the volunteers.
- 3) Identifying ways to improve the relationship with grave owners.

I consider that my varied involvement, now spanning 9 years, in guiding, landscape and care of a specified number of war graves enables the positive experience to influence the above aims. This includes my 30+ years in Health and Safety.

I hope you would agree with me and lend my your support by voting for me or naming myself as your chosen candidate on any proxy forms at the forthcoming AGM. Thank you.



4b. ADAM COOKE

Adam Cooke has been a trustee of FOHCT for almost three years and is now standing for re-election. He is a solicitor and partner of the global law firm DLA Piper where he

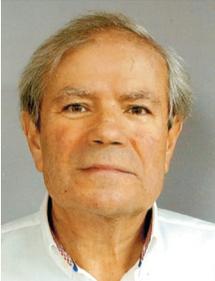
specialises in intellectual property.

His particular contribution to FOHCT has been on legal matters, including governance, real estate and contracts for the supply of services & erection of monuments. His interests outside law include the history and conservation of buildings as well as natural history, gardening and cycling.

For over 20 years Adam has been a member of the Society for the Protection of Ancient Buildings and the Victorian Society as well as a Fellow of the Royal Geographical Society. He is also a trustee of another charity, SOS Sahel International UK. Its work is focused on assisting marginalised communities, such as nomadic cattle herders and other pastoralists, in countries bordering the southern edge of the Sahara.

Closer to home, Adam and his wife and their three children live locally, within a mile of Highgate Cemetery.

- *The Board recommends this candidate.*



4c. CHARLES ESSEX

The positive contributions I can make as a trustee are:

- Assist in increasing and protecting funds. (I achieved this for a charity for many years). You

already raise income from visitors. I will further enhance this by promotion to wider audiences, both locally and abroad.

- As an FCA I wish to encourage improved reporting to the Board and simplify the capture and recording of financial information, coded into our different sectors.
- Support and encourage employees and volunteers, calling on my HR experience employing 75 personnel in my previous accountancy practice. Checking that we have sensible contracts of employment for staff and clearly defined rules for volunteers, including a straight forward written strategy to cover complaints. To increase the number of volunteers by promoting ourselves locally.
- Prioritise spending. Clearly define exactly where and how much our funds are to be spent for agreed projects.
- To share responsibility with all trustees on compliance, prudence and duty of care. Streamline systems and seeking to minimise time spent on administration.
- To help all trustees wherever possible.

- *The Board recommends this candidate.*



4d. PAT HARDY

Having lived in Highgate for almost thirty years, I, like most Highgate residents feel very fortunate to have the Cemetery in our neighbourhood and would like to use the

knowledge, training and experience I have acquired to contribute to securing and enhancing its future.

After working as City Lawyer for several years, I obtained a PhD in Victorian art and embarked upon a curatorial career at the National Portrait Gallery, National Museums Liverpool and now work at the Museum of London as Curator of Paintings, Prints and Drawings. I've therefore acquired not only a significant amount of knowledge about London, its art and its history but also am very aware of the need for and best practice in conservation planning and the care and preservation of objects.

Community engagement is hugely important for Museums so I would also expect to bring some up to date insights to the Trust in relation to different strategies for attracting and retaining diverse audiences.

- *The Board recommends this candidate.*

The candidates for election



4e. MATT LEWIS

Matt Lewis was elected as a Trustee in 2013, and having completed three years, is now standing for re-election. He is shortly to retire

from KPMG, the global accounting and advisory firm where he has been a partner for 20 years specialising in audit and transaction advisory work.

Given his accounting background, Matt has made a particular contribution to the financial affairs of FOHCT, including its accounting, budgeting, investment arrangements with BNY Mellon, and internal controls.

He chairs the Finance Committee and is a director of the Charity's trading subsidiary, Highgate Cemetery Limited.

Matt lives in East Finchley with his wife and two sons.

- *The Board recommends this candidate.*

Appointed trustee

RESOLUTION 5: Appointment of Trustee

Under our Articles of Association, there are up to three trustees who are appointed by the Board on the basis of their specialist skills and experience. They are called 'appointed trustees'. Such appointments take effect only when approved by the members at an AGM.

There is one vacancy for an appointed trustee following the retirement of Dr Brent Elliott who is not eligible for re-election. Brent had been nominated by The Victorian Society and had specialist skills in the historic environment, particularly in relation to architecture and gardening.

TERESA SLADEN



Teresa Sladen studied sculpture at Camberwell School of Art (1958-61); History of Art at Birkbeck College (1972-6) and Medieval Art and Architecture at the Courtauld Institute (1976-8).

In 1983 she joined the staff of the Victorian Society where she was made Director in 1987. Six years later, after becoming a historic buildings consultant, she carried out many surveys of churches for English Heritage and worked on conservation plans for a number of major historic buildings including the Victoria and Albert Museum, the Natural History

Museum, Salisbury Cathedral and York Minster. At Salisbury and York this involved listing and assessing the quality of all the sepulchral monuments inside the buildings.

She is a founder member of the Mausolea and Monuments Trust and in 2005, having compiled a gazetteer of all the mausoleums then known to exist in England, obtained a grant to publish this on the web.

Protectors' report

RESOLUTION 6: Protectors' Report

The function of the protectors is to ensure that the trustees act in accordance with the charitable objects and do not act in a manner likely to prejudice the welfare of the Cemetery. The protectors are required to submit an annual report on whether the trustees have so acted, and we are pleased both to confirm that they have, and to add some comments and some thanks.

Whilst it is of course necessary for the trustees to act in accordance with the charitable objects, the welfare of the Cemetery also depends on the trustees making progress in their aims, and successfully managing competing needs and priorities. As we reported last year, we believe that much of the Cemetery's success depends on its preservation as a place of historic interest and beauty, and in this context it also depends on achieving a proper balance between the needs of graveowners and visitors, and between the priorities of the hard and soft landscapes.

In order to provide a framework within which to balance these competing needs and priorities, we are pleased that the trustees have decided to commission consultants to prepare a draft conservation plan. Such a plan will be particularly important given the expected decline in burial income, as we would be concerned if priorities were to be set in relation to financial contributions. Issues will need to be carefully addressed for their conservation impact and in relation to the need to keep the Cemetery as a place of remembrance, especially in respect of its graveowners.

Given the historic interest and beauty of many of the Cemetery's memorials and monuments, we are delighted that the monument conservation programme has continued, with a recent focus on the East Cemetery.

Lastly, but by no means least, we would like to thank the Cemetery staff and volunteers, whose contribution continues to be so vital to the success of the Cemetery.

Margaret Butt and Richard Morris

A copy of the Protectors' report is also available on our website, www.highgatecemetery.org/about/AGM

Amended articles of association

RESOLUTION 7: Amendment to Articles of Association

Our Articles of Association is our governing document setting out the charity's purposes and how it is to be administered. One of the duties of a trustee is to ensure that the charity does not breach any of the requirements or rules set out in its governing document.

From time to time, charities change their Articles of Association to ensure that they remain up-to-date. If you would like full copy of the current Articles of Association please see our website, email ian@highgatecemetery.org or telephone Hilary Deeble-Rogers on 020 8340 1834.

We seek your approval for a Special Resolution which will have the effect of allowing the Chairman of the Charity to serve a maximum term of seven years as a trustee rather than six. The reason for this is to provide more flexibility in succession planning for the Chairman. It is not unusual amongst charities for the Chairman to have an extended term of office.

We therefore propose the following amendment as shown by the words in red type below in existing Articles 9.1 & 9.2:

“9.1 Except as provided in Article 9.2, at the third annual general meeting after his election or appointment a Trustee whether elected or appointed shall retire.

9.2 A Trustee shall be eligible for re-election or re-appointment; however no Trustee (other than the chairman appointed under Article 13.4) may serve for a period of more than six years (starting from the date of the general meeting at which (i) he was elected, or (ii) his appointment by the Board was approved) without a period of at least a year out of office. The chairman may, following the prior agreement of the Board in accordance with Article 13.1 (save that, in the case of equality of votes, the chairman shall not have a second or casting vote for this purpose), continue as a Trustee for a seventh year.”

The Board believes that this change is in the best long-term interests of the Charity.

Completing the Proxy form

As a member of the Charity you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Charity. You can appoint a proxy using the form enclosed with this mailing. You may only appoint a proxy using the following procedures.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

A proxy does not need to be a member of the Charity. If you appoint a proxy other than the Chairman your proxy must attend the meeting. To appoint as your proxy a person other than the Chairman of the meeting, set out their full name and address in the space provided. If you sign and return this proxy form with no name set out, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

To appoint a proxy using the proxy form, the original form must be:

- completed, signed and dated;
- posted to: The Proxy Officer, Friends of Highgate Cemetery Trust, Swain's Lane, London N6 6PJ;
- received no later than *7pm on Monday 25 April 2016*.

Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you wish your proxy to cast your votes for or against a resolution you may insert an 'X' in the appropriate box. If you do not want your proxy to vote on any particular resolution, you may insert an 'X' in the 'Vote withheld' box. A 'vote withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes for and against the resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put before the meeting.

Board voting recommendations. With regard to Resolution 4, the Board recommends that members vote in favour of the election of Adam Cooke, Charles Essex, Pat Hardy and Matt Lewis. The Board considers all the other resolutions are in the best interests of the Charity and, accordingly, recommends that all members vote in favour, as they themselves intend to do. If you do not tell the Chairman how to vote, he will vote in this way. The notes to the agenda on page 7 explain how voting works.

**HIGHGATE
CEMETERY.**