

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

**Held on Wednesday 27 April 2016 at the  
Highgate Literary and Scientific Institution, South Grove, London N6**

**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, Lucy Lelliott and Ceridwen Roberts (Trustees); Richard Morris and Margaret Butt (Protectors); a total of 51 FOHCT members including trustees and protectors

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

**APOLOGIES:** Doreen Pastor, John Waite; The Revd John Fielding (Vice President)

1. The Chairman, Ian Kelly, extended a warm welcome to all attending and apologised on behalf of two trustees, Doreen Pastor and John Waite, who were absent due to recent family bereavements.
2. Doreen Aislabie questioned the acceptability of the Chief Executive Officer, Ian Dungavell, being on the platform given this was a meeting of the Friends; she asked if he could return to the body of the floor once he had delivered his statement. The Chairman responded that it was in accordance with Charity Commission guidelines for the CEO to be present.
3. The Chairman explained that the meeting would first of all comprise the formal business of the AGM and would then be followed by a talk from Dr Brent Elliott entitled "Dear Dead Days Beyond Recall". Voting on resolutions 1, 2, 3 and 6 would, as usual, take place via a show of hands whilst voting on resolutions 4, 5 and 7 would take place on voting papers; resolution 7 was a Special Resolution and therefore required a 75% majority. The voting papers would be counted by Hilary Deeble-Rogers as Proxy Officer and the count would be scrutinised by Richard Morris, as one of the Protectors.

**Resolution 1: Minutes of the 2015 AGM**

4. Sue Berdy raised various points, including how much grave space remains available for resale; she said that she had done extensive research on the registers and she believed that at least 100 years of space remained. Dr Dungavell disputed this but said he would welcome the opportunity to meet her so that she could explain her research to him.
5. The Chairman proposed that the resolution that the minutes of the 2015 AGM should be approved and this was carried on a show of hands.

**Resolution 2: Financial Statements**

6. The Chairman said that a full annual review for 2014-15 had already been circulated to all members with the notice of meeting.
7. Dr Dungavell was asked to give his report. He covered three areas:
  - Paths: the new surfacing being trialled on the George Eliot path has weathered well but, before deciding whether to roll out this new treatment more widely, it is necessary to check how it stands up to vegetation growing through it. The Faraday path is being repaired; half has been done and it is hoped that the second half will be completed over the next month. It

- should be much more resilient although it may still be vulnerable and need to be closed after exceptionally heavy downpours.
- New Sepulchre: this is running some 4-6 weeks behind schedule but is being built to a very high standard
  - Conservation Plan: he had approached the Heritage Lottery Fund with a view to soliciting funding for this under the “Parks for People” programme but had learned that we would not be eligible under that programme as we do not give free access. He would therefore be looking at other ways to seek funding from the HLF.
8. Doreen Aislabie asked whether we had had to approach English Heritage for the work on the Faraday path. Dr Dungavell answered that we had not as it was a straightforward repair, but we would have to approach them before doing anything more significant.
  9. Josephine Farley asked when the Faraday path would be completed and Dr Dungavell said it was being held up by the scaffolding at the Glass House and by current shortages in the landscaping team so he could not be precise.
  10. Doreen Aislabie asked if the Parks for People programme might be available for the East Cemetery. Dr Dungavell confirmed that we are not eligible as we do not give free access (i.e. we charge for entry).
  11. Rowan Lennon asked when the sleeping angel would be repaired. Dr Dungavell said it was due to have been done this week but had had to be postponed due to the recent cold snap of weather. However it was top of the list once the weather warmed up.
  12. Sue Berdy asked about the Conservation Plan. Dr Dungavell explained that it was to take into account all aspects of the Cemetery – landscape, grave space, memorials, conservation, tourism, the needs of different stakeholders – so as to ensure the best future of the Cemetery. She argued that there was no need to pay someone to advise us on the available grave space since the information is all in the registers; she urged full investigation of re-using grave space, both on the common graves and by reclaiming space above existing graves.
  13. Sue Berdy asked what the expression “knitted into the local community” on page 8 of the Annual Review meant – was there an emphasis on burying the local community? The Chair explained that this referred to the fact that local people are supportive of what is happening at the Cemetery.
  14. Rowan Lennon asked about the references to the long-term decline in burial income and asked whether this would tip the Cemetery into becoming primarily a tourist attraction. Dr Dungavell said that it was nonsense to think that the Cemetery should not encourage tourism – from its very outset it was marketed as an attraction for visitors and cemetery tourism was huge in the nineteenth century; the well-known Paris cemetery Père Lachaise receives over 2 million visitors a year while being open for burial. There was no antithesis between burial activities and tourism. Rowan Lennon asked that the balance be kept right and Sue Berdy again repeated her assertions that the Cemetery will not fill up so there will be no long-term decline in burial income. She asked Dr Dungavell how many of the plots sold in the last 15 years remain empty today – he replied that he did not have the information to hand.
  15. The Chairman asked that questions on the report and accounts be directed to Matt Lewis, the finance trustee.
  16. Doreen Aislabie asked why governance costs had risen from £8,000 to £23,000 from 2014 to 2015. Matt Lewis explained that this was due to legal costs, a VAT review and a health & safety audit. Dr Dungavell explained that the legal work included clarifying the ownership of the Cemetery which had been recorded just as the Official Custodian for Charities.
  17. Sue Berdy asked various questions, including:
    - Why the auditors were not in attendance at the meeting. The Chairman agreed that they should be asked to attend next year.

- Why the combined entry ticket revenues were allocated wholly to the West Cemetery, arguing that this did not properly reflect the ticket revenues for the East. Dr Dungavell explained that the report showed what tickets were sold. Some people purchasing a West ticket did not visit the East Cemetery.

The Chairman proposed that the financial statements should be received; this was seconded by Emma Bishop and carried on a show of hands.

### **Resolution 3: Auditors**

The Chairman asked that the re-appointment of the auditors, Hammonds, be approved; this was seconded by Ceridwen Roberts and carried on a show of hands.

### **Resolution 4: Election of Trustees**

18. The Chairman read from the notes that had been circulated to all members explaining the election process. He explained that Matt Lewis and Adam Cooke were standing for re-election, after a three year term, and that Dr Brent Elliott and John Waite were standing down having reached the end of their terms of office. In addition Neil Hollows had also decided to stand down. He thanked all three retiring Trustees very warmly. He invited questions, commenting that he would allow one question per member and reserved his right to disallow questions on topics already covered.
19. Rowan Lennon commented that in the past Trustees had become guides; she felt that newer Trustees were not doing this, reducing their engagement with the Cemetery. Dr Dungavell explained that other skills were important; being a guide was not all that was necessary to being a Trustee.
20. Doreen Aislabie was concerned that, with the two routes to election being either via nomination or by a board recommendation, the election was geared to board endorsement; she felt that the board should give more emphasis to those who have shown a strong past commitment to the Cemetery.
21. Sue Berdy asked if the constitution of the Cemetery meant that there was a different timetable for the deadline on applying via a Friend's nomination as opposed to a board recommendation. Dr Dungavell confirmed that both routes worked to the same timetable.
22. David Wiseley asked all the potential trustees how they proposed to engage with volunteers to promote the Cemetery to diverse audiences.
23. Pat Hardy explained that her work at the Museum of London invested heavily in volunteers; they were offered training and given assistance in preparing for talks etc. It was important to keep them engaged and up to date especially in working with people for whom English was not a first language. The Museum much appreciated the contribution made by volunteers, interns and work placement students.
24. Rowan Lennon said that volunteers used to share information actively but this no longer happened, that she felt special tours had been banned and there was a limit on knowledge at the Cemetery.
25. Doreen Aislabie explained that she had been a volunteer at the Cemetery for nine years and hence knew many of the volunteers; she would be well placed to take their concerns to the board who she felt did not listen to them; she was keen to get more perks to assist in volunteer retention.
26. Charles Essex explained he had been the managing partner of a firm of accountants dealing with clients and staff; this had made him realise the importance of dealing with people – keeping them informed and looked after; working with the volunteers would be high on his agenda.
27. Adam Cooke endorsed what the previous three candidates had said; he could not personally make the commitment to becoming a guide but he fully appreciated the role played by volunteers.

28. Matt Lewis said that he was an active volunteer, if not a guide, using his financial expertise in preparing/approving budgets, internal financial reporting and oversight of the investment portfolio.
29. The Chairman invited those present to vote on the voting papers; Doreen Aislabie asked how many proxies had been received and the Chairman said he did not know – the proxies would not be counted until after the meeting as part of the full vote count to be scrutinised by one of the Protectors, Richard Morris.

#### **Resolution 5: Appointment of Trustee**

30. The Chairman proposed the appointment of Teresa Sladen as an appointed trustee and this was seconded by Dr Brent Elliott. The Chairman asked if there were any questions and it was generally agreed that she represented an excellent candidate.

#### **Resolution 6: Protectors' Report**

31. The Chairman explained that the Report was signed by only two of the Protectors as Dr Janet Wolf, the third Protector, had resigned but unfortunately her resignation had not been received in time to propose a new candidate for approval as a third Protector. He wished to record our thanks to her. He suggested that any questions should be directed either to Richard Morris or to himself.
32. Doreen Aislabie asked about the subsequent letter that Dr Wolf had sent out to Friends and the follow up letter from the Chairman; she asked that the issues raised by Dr Wolf be addressed at the meeting. The Chairman explained that the first knowledge he had was from her letter of resignation; he asked to meet her to discuss them but she declined, so he could do little more. He had not seen the letter she subsequently circulated as it was not sent to all members; various Friends had been concerned to receive it and hence he had felt the need to explain his position. He did not recognise her views and neither did other members of the board. He understood and sympathised with her recent health issues but felt that it was relevant that she had only attended three of the last ten meetings so she was not fully familiar with the latest workings of the board of trustees.
33. Doreen Aislabie commented that Dr Wolf would nonetheless have received all the paperwork in advance of meetings and the minutes thereafter and therefore attendance at every meeting was not necessary. The Chairman commented that it would have been a courtesy for Dr Wolf to discuss her concerns with him and this courtesy had not been extended.
34. John Caird asked that the meeting move on and that Friends be allowed to approve the report made by the other two Protectors.
35. Peter Knight commented that Dr Wolf has, in the past, made approaches to the Chairman and the Chief Executive Officer and has also raised concerns at board meetings; he believed a lot of what she has raised is relevant and was disappointed with the Chairman's response.
36. Averil Burgess asked how the proxy voting worked. Lucy Lelliott explained that effectively there were four options open to Friends using the proxy card: they could appoint a third party and either instruct that person how to vote or they could leave the form blank and allow that person to decide how to vote having attended the meeting on their behalf; equally they could appoint the Chairman as their proxy and again they could instruct him how to vote or leave the vote to his discretion. Ms Burgess asked whether there was any distinction between voting at the meeting or by proxy and it was confirmed that there was none.
37. Dr Wolf commented that it was wrong of the Chairman to say he had no idea of her issues as he had witnessed them; she chose not to meet him to discuss what he called her grievances – these were in fact valid concerns and verifiable facts. The Chairman commented that he considered them opinions which he did not recognise; he maintained it would have been a courtesy to meet to discuss them.

38. Emma Bishop supported John Caird's desire to move on. She viewed Dr Wolf's letter as one of resignation and wanted to hear from the other two Protectors – the majority.
39. Sue Berdy asked Richard Morris if he had any concerns. Richard Morris explained that Dr Wolf had still been a Protector when the report was prepared and she had been invited to contribute to it; she chose to resign but her letter was not received until after the report had been finalised. He did not recognise or agree with her concerns. Ms Berdy asked him to expand on his comments on the conservation plan; he said that the Protectors would be concerned if visitors were prioritised over burials and conservation but he thought this was a hypothetical concern. The Protectors welcomed the commissioning of a conservation plan.
40. The Chairman proposed that the Protectors' Report be received and this was carried on a show of hands.

#### **Resolution 7: Amendment to the Articles of Association**

41. The Chairman explained the background to the proposed change – to allow for better flexibility in succession planning.
42. Konrad Borowski queried the wording of the proposed change and said that this would have the effect of allowing a Chairman to become a permanent fixture, that is without any requirement to stand down for at least one year at the end of the proposed seventh year.
43. Adam Cooke confirmed that no such effect was intended. The point of the amendment was to allow a Chairman to continue as Chair and hence do a seventh year as a trustee if the circumstances warranted this – it was not always possible to find a trustee who could make the substantial commitment to being a Chair.
44. Sue Berdy queried the notion that people became indispensable to the Cemetery and was assured that this was purely a contingency – there is no intention to have long-serving chairmen. Doreen Aislabie asked if Friends would be informed in advance if this proposed clause were to be invoked. Adam Cooke reminded her that it was the trustees who elected the Chairman and not the Friends.
45. John Caird felt the proposed wording was quite clear to him.
46. Konrad Borowski proposed a couple of amendments to the motion under discussion which would have the effect of preventing the Board from appointing the outgoing chairman as chairman in a seventh year as a member and would ensure that at the end of the seventh year the outgoing chairman (now sitting as an ordinary Board member) should be required to spend at least a year out of office before seeking re-election as a Trustee.
47. The Chairman ruled that as no advance notice of Konrad Borowski's proposed amendments had been given they could not be put to a vote at the meeting.
48. There was discussion on the merits of putting the resolution to the vote Dr Dungavell suggested that Members should feel able to vote having heard the assurances from the trustees but that, if they still had concerns, it was open to them to vote against the proposed change. It was also made clear that as this was a Special Resolution, it was not possible to amend the wording at this meeting – voters could only choose to support or reject the proposal as it stood.
49. The Chairman proposed the resolution to make the change to the Articles and this was seconded by Emma Bishop and John Caird.

#### **Other Business**

50. Emma Bishop proposed a vote of thanks to the board of trustees.
51. David Wisely commented that visitors often ask on tours what the cost of the repair to the sleeping angel will be. Dr Dungavell undertook to get back to him.

52. Doreen Aislabie asked that the Chairman remember Richard Tewkesbury who had died during the year. He agreed and pointed out that there had been an obituary in the newsletter. There would also be an obituary in the next newsletter on Bruce Russell who had recently died.
53. Sue Berdy asked that consideration be given to offering grave owners and volunteers free membership of the Cemetery. The Chairman undertook to look into this and revert.
54. The Chairman thanked everyone for their patience and declared the meeting closed (at about 9.00pm).

## **2016 ANNUAL GENERAL MEETING : VOTING RESULTS**

Resolutions 1, 2, 3, and 6 were passed by show of hands.

Resolution 4: Election of Trustees

- a) Doreen Aislabie: For 58 Against 12 Not elected
- b) Adam Cooke: For 88 Against 22 Elected
- c) Charles Essex: For 71 Against 26 Elected
- d) Pat Hardy: For 94 Against 14 Elected
- e) Matt Lewis: For 91 Against 20 Elected

Resolution 5: Appointment of Trustee

Teresa Sladen: For 103 Against 12 Appointed

Special Resolution 7. Amendment to Articles of Association

For 82 Against 31 Not passed (73% in favour but 75% required to pass).