

THE FRIENDS OF HIGHGATE CEMETERY TRUST
(the “Charity”)

Minutes of the twentieth Annual General Meeting of the Charity ('AGM') held at the Highgate Literary and Scientific Institution, 11 South Grove, London N6 6BS on Wednesday 26 April 2017 at 8:00 p.m.

Present:	Ian Kelly	(Chairman)
	April Cameron	(Trustee)
	Adam Cooke	(Trustee)
	Charles Essex	(Trustee)
	Peter Knight	(Trustee)
	Lucy Lelliott	(Trustee)
	Matt Lewis	(Finance Trustee)
	Penny Linnett	(Trustee and Hon Secretary)
	Ceridwen Roberts	(Trustee)
	Teresa Sladen	(Trustee)
	Margaret Butt	(Protector)
	Richard Morris	(Protector)
Total of 46 FOHT members including Trustees and Protectors		
Apologies:	Doreen Pastor	(Trustee)
	Patricia Hardy	(Trustee)
In attendance:	Ian Dungavell	(CEO)
	Martha Bruce	(Bruce Wallace Associates)
	Dilani Perera	(Bruce Wallace Associates)

Introduction and Notice:

The Chairman welcomed the Friends to the AGM, declared the meeting open and reported that apologies had been received from those Trustees who were unable to attend.

The notice of meeting was taken as read and the Chairman explained how voting would be conducted and the results be announced on the Charity's website after the meeting.

Resolution 1: Minutes of the 2016 AGM

The Chairman proposed Resolution 1 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2016 AGM, and the proposal was seconded by Adam Cooke.

The Chairman explained that the earlier draft version of the 2016 AGM minutes, placed on the website in error, was replaced last Monday with the correct version and advised that the alterations, affecting paragraphs 46 and 47, were not substantial.

The Chairman welcomed Martha Bruce and Dilani Perera, engaged to professionally record the minutes, and thanked Penny Linnett for taking the minutes of previous AGMs in an exemplary manner.

Questions were invited and, in response to comments raised by one Friend who felt there were omissions, inaccuracies and some distortion in the minutes of the 2016 AGM, the Chairman confirmed that all the salient points had been captured, nothing substantial had been omitted and they represented a concise record of the meeting not a pure transcript of discussions.

As no further questions were raised, Resolution 1 was put to the vote and approved on a show of hands.

Resolution 2:

The Chairman proposed Resolution 2 in the notice of meeting, being an ordinary resolution to receive the Financial Statements of the Charity for the year ended 31 August 2016 and the proposal was seconded by Charles Essex.

The Chairman reported that as the auditors had provided an unqualified audit report confirming that, in their opinion the financial statements had been fairly and appropriately represented, and that in practice their ability to answer detailed questions was restricted by the scope of the audit, it had been decided that the additional expense of inviting them to attend the 2017 AGM would not be incurred. It was noted that Matt Lewis, Finance Trustee, was available to answer questions on the financial statements.

Chairman's Report: The Chairman gave a brief report of events over the past year, noting in particular the redevelopment and restoration work carried out in the West Cemetery on the Goodhammer mausoleum, the war memorial, the Colonnade and on relaying the steps. It was noted that undertaking these projects had been a painful and disruptive process, but the improvements were a significant achievement and the Colonnade and courtyard now looked magnificent.

The Chairman also advised the meeting of work carried out in the East Cemetery including roof repairs on the Pocklington mausoleum and adaptation of the Strathcona mausoleum to give prospective visitors an idea of what might be seen on a tour of the West Cemetery. The Chairman also gave an update on work undertaken to re-surface the Faraday path, the installation of new tills for ticket sales in the East and West Cemeteries, purchase of a golf buggy and the engagement of Elle Hazelwood, as volunteering manager, to recruit, train and mentor new guides. Use of the Pateman Memorial Fund to purchase and plant bulbs in the West Cemetery and purchase material and storage for archive records was also advised to the meeting.

Chief Executive's Report: Ian Dungavell reported that the important and exciting decision had been made to commission Alan Baxter Associates to assist with the Conservation Management Plan. It was noted that a key part of the plan was the consultation exhibition being held from 6 to 21 May 2017 in the Chapel, looking at and asking questions about the 'History, Rescue, Today, and what is the Future?' of Highgate Cemetery. Ian Dungavell specifically invited the Friends to visit the exhibition and to provide their thoughts and feedback on the questions posed.

Ian Dungavell also reported that visitor numbers had increased from 67,000 in 2013 to 82,000 in 2016, and more expected due to interest in George Michael's grave, that consideration was being given to extending visiting hours to fit modern expectations, and the missing pinnacles on the chapel would be addressed within the Conservation Management Plan, which would determine how restoration of specific architectural elements in the cemetery would fit with the

many other priorities.

Questions were requested and received on the Financial Statements for the year ended 31 August 2016 and Matt Lewis explained that the net gains on investments had risen from £68k in 2015 to £689k in 2016 due to market movement and good performance by the managers of the Newton Growth Fund for Charities in which the investments were held, predominantly as shares and bonds.

It was noted that income from subscriptions donations and legacies had fallen during the year and Matt Lewis agreed to investigate the reasons. Ian Dungavell reported that, whilst he could confirm there were about 770 Friends, he did not have information available to hand at the meeting to confirm how many Friends had dropped out during the year and how many were new joiners.

Matt Lewis explained that whilst he appreciated use of the terminology 'Other Trading Activities' and what it included, detailed in Note 5 to the Financial Statements, was a little confusing and not as informative as it might be, the financial statements and terminology used needed to comply with prescribed requirements set out in relevant accounting regulations as well as the Charities and Companies Acts.

Matt Lewis further clarified that 'Sundry Income' included income generated from events, hire of the chapel, filming and guide book sales and that 'Governance costs' included legal and accounting costs, the auditor's remuneration, payroll and health and safety costs.

In the interests of moving the meeting forward in the limited time available, the Chairman requested that any further questions on the Financial Statements be raised with Matt Lewis after the meeting.

Resolution 2 was put to the vote and the Financial Statements of the Charity for the year ended 31 August 2016 were approved on a show of hands.

Resolution 3:

The Chairman proposed Resolution 3 in the notice, being an ordinary resolution to appoint Knox Cropper Chartered Accountants 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. The proposal was seconded by Ceridwen Roberts.

In response to a question about the change of auditors Matt Lewis reported that the previous auditors Hammonds had resigned in about June/July 2016 as The Friends of Highgate Cemetery was their only charity client, they were not charity experts and changes to accounting rules meant it was increasingly difficult for them to continue to provide advice and conduct the audit. Consequently Hammonds, had resigned consistent with their decision to withdraw from conducting charity audits and the Board had appointed Knox Cropper Chartered Accountants to fill the casual vacancy created by Hammonds' resignation. It was noted that this appointment would end at the conclusion of the AGM and Knox Cropper had indicated their willingness to be reappointed. Matt Lewis confirmed that Knox Cropper were charging a similar fee to Hammonds.

Resolution 3 was put to the vote and the resolution that Knox Cropper Chartered Accountants be reappointed as auditors for the Charity until the next general meeting of the Charity at

which accounts are laid before the members and that the Board be authorised to fix their remuneration was approved on a show of hands.

Resolution 4:

The Chairman proposed Resolution 4 in the notice, being an ordinary resolution to elect (a) Doreen Aislabie and (b) Eve Wilder as trustees of the Charity and the proposal was seconded by Ceridwen Roberts.

When asked, Eve Wilder agreed to provide her personal contact details in order that she could be contacted on any matters relating to the Charity.

Resolution 4 that (a) Doreen Aislabie and (b) Eve Wilder be appointed as trustees of the Charity was put to the vote and the Chairman invited those present to vote using the voting papers provided.

Resolution 5:

The Chairman proposed Resolution 5 in the notice, being an ordinary resolution to approve the appointment of Martin Adeney as a trustee and the proposal was seconded by Adam Cooke.

The Chairman explained that Martin Adeney was an 'appointed trustee', as he had been appointed by the Board to fill the vacancy created by the retirement of Ceridwen Roberts, and as such it was necessary for him to be approved at this meeting. The Chairman formally thanked Ceridwen Roberts for her considerable contribution to the Charity over the years.

When asked, Martin Adeney agreed to provide his personal contact details in order that he could be contacted on any matters relating to the Charity.

Resolution 5 that Martin Adeney be appointed a trustee of the Charity was put to the vote and the Chairman invited those present to vote using the voting papers provided.

Resolution 6:

The Chairman proposed Resolution 6 in the notice, being an ordinary resolution to approve the appointment of (a) Dr Tye Blackshaw, (b) Richard Morris, and (c) Philip Williams as protectors.

The proposal was seconded by Lucy Lelliott.

Again, when asked, Philip Williams agreed to provide his personal contact details specifically to the Friends in order that he could be contacted on any matters relating to the Charity and Tye Blackshaw requested that any questions for her be sent in writing to the Charity marked for her attention.

Discussion followed about whether it was appropriate for trustees and protectors to provide their personal contact details. It was agreed by the majority that it was not and that questions either be sent in writing to the Charity to be forwarded on to the relevant individual or that they be set up with an '@highgatecemetary.org' email address through which they could be contacted.

Resolution 6 that (a) Dr Tye Blackshaw, (b) Richard Morris, and (c) Philip Williams be appointed as protectors of the Charity was put to the vote and the Chairman invited those present to vote using the voting papers provided.

Resolution 7:

The Chairman proposed Resolution 7 in the notice, being an ordinary resolution to receive the Protectors' report and the proposal was seconded by Adam Cooke.

A question was raised whether the Company's charitable status might be jeopardised by statement on the website that 'George Michael's grave is in a private part of the cemetery, which is not accessible to visitors'. This was considered in light of the fact that one of the charitable objects, set out on page 5 of the Annual Review, was 'to permit the Cemetery to be used as a public burial ground' and concern was expressed about permitting celebrities to have designated private burial areas. The matter was discussed and the trustees and protectors advised that they did not believe there was a conflict as the West Cemetery was still a public burial ground but, as it had been for a number of years, access was restricted to grave owners and members of the public who paid to go on a guided tour.

The meeting was advised that consideration was being given to the numbers of fans who might want to visit George Michael's grave once the headstone was erected and the implications for the Cemetery in accommodating the possible increase in visitor numbers.

The statement in the Protector's report about the anticipated long term decline in burial income and whether it was correct to state that burial space was running out was discussed. The different views and understandings held by Friends of how much burial space was still available and whether it could be re-used was noted and the Chairman confirmed that this would be reviewed in detail as part of the Conservation Management Plan.

Resolution 7 was put to the vote and the Protectors' report was received on a show of hands.

Any Other Business:

A question was asked about money set aside for restoration of monuments, as there had not been any new restorations of monuments in the last twelve months. Ian Dungavell explained that the Conservation Management Plan would identify the conservation priorities and encouraged the Friends to visit the exhibition in the Chapel and to give their thoughts and feedback so that that it could be taken into account during consultation.

A question was also asked about the shortage of guides and what was being done to recruit and retain active volunteers. Ian Dungavell explained that a programme was now in place to recruit volunteers and Elle Hazlewood had carried out three training courses since last August and half the participants had agreed to become guides and were just coming on stream. Ian Dungavell also advised that there was a Volunteers Forum and, if anybody had suggestions on improving retention of volunteers, they would be welcomed.

It was noted that the Chairman was stepping down and Adam Cooke proposed a vote of thanks to the Ian Kelly for all his work behind the scenes over the years and the issues he had dealt with in his role as Chairman.

There being no further business, the Chairman declared the meeting closed at 8:55 p.m.

CHAIRMAN

2017 Annual General Meeting: voting results

Resolutions 1, 2, 3, and 7 were passed by show of hands.

Resolution 4: Election of Trustees

Doreen Aislabie: For 99 Against 5 Elected

Eve Wilder: For 97 Against 8 Elected

Resolution 5: Appointment of Trustee

Martin Adeney: For 99 Against 6 Appointed

Resolution 6: Appointment of Protectors

Dr Tye Blackshaw: For 96 Against 8 Appointed

Richard Morris: For 93 Against 14 Appointed

Philip Williams: For 100 Against 4 Appointed