

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

Minutes of the twenty-second Annual General Meeting of the Charity (‘AGM’) held at
the Highgate Literary and Scientific Institution, 11 South Grove, London N6 6BS on
Wednesday 1 May 2019 at 8:00 p.m.

Present:	Adam Cooke	(Chairman)
	Martin Adeney	(Trustee)
	Doreen Aislabie	(Trustee)
	Katy Baldwin	(Trustee)
	April Cameron	(Trustee)
	Charles Essex	(Trustee)
	Nicola Jones	(Trustee)
	Lucy Lelliott	(Trustee)
	Matt Lewis	(Finance Trustee)
	Teresa Sladen	(Trustee)
	Evelyn Wilder	(Trustee)
	Dr Tye Blackshaw	(Protector)
	Richard Morris	(Protector)

Total of 40 FOHCT members including Trustees and Protectors

Apologies:	Pat Hardy	(Trustee)
	Philip Williams	(Protector)

In attendance:	Ian Dungavell	(CEO)
	Adrienne Graham	(Bruce Wallace Associates)
	Martha Bruce	(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 would be announced on the Charity’s website after the meeting.

Resolution 1: Minutes of the 2018 AGM

The Chairman proposed Resolution 1 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2018 AGM.

The Chairman noted that a copy of the minutes of the 2018 AGM had been available on the Charity’s website following the AGM the previous year and reported that Bruce Wallace Associates Limited had been engaged to record the minutes professionally at the 2018 AGM, and welcomed them back again this year.

The Chairman invited questions or comments on the minutes of the 2018 AGM and as there

were no comments arising, Resolution 1 was put to the vote. Resolution 1 was unanimously approved on a show of hands.

Resolution 2: Financial Statements

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 2018.

The Chairman noted that a copy of the Financial Statements had been distributed to the members and also appeared on the Charity's website. It was noted that the AGM had been preceded by a talk from Ian Dungavell on future plans for Highgate Cemetery, proposals in the Conservation Plan and the need to prioritise how they are addressed.

Chairman's Report: The Chairman reported that, as advised by Ian Dungavell during the talk and having received approval from the Charity Commission, solicitors had been engaged and instructed to draft a Private Bill seeking an Act of Parliament to allow Highgate Cemetery to reclaim and re-use graves in order to increase space available for burials. This would take some time and, in the meantime, work by volunteers was also progressing on the cemetery mapping project.

The Chairman stated that a great deal of work had been conducted in relation to the Conservation Plan and that there were three main strands to the proposals. Firstly, concerning management of the trees, monuments and buildings to protect against benign decay and ensure there was a carefully considered planting scheme for trees and shrubs, mindful of location and suitability. Secondly, that Highgate Cemetery would continue to function as an active burial ground, providing for the burial needs of current and future generations by reclaiming and re-using graves. Thirdly, to improve the visitor experience by increasing the sharing of knowledge and ensuring there were adequate facilities to meet visitors' needs and make visits more rewarding. The Trustees were now considering the proposals and how to prioritise implementation.

The Chairman gave an update on progress addressing a number of operational matters, including notification of the appointment of an Operations Manager and a Volunteering Manager; that the East Cemetery was now open one hour earlier from 10.00 a.m. at weekends consistent with weekdays; that there would be late Summer openings in the East Cemetery until 9.00 p.m. on Wednesdays in June and July 2019 and special topic tours in the West Cemetery; that Ian Dungavell and other representatives had participated in an exhibition and talk at Camden Library about Highgate Cemetery's history; and a response from Camden Council on whether they would be able to allow visitor access through the gate at Chester Road, enabling visitors to enter at one side of Highgate Cemetery and leave from the other, was still awaited.

Vandalism of the Karl Marx memorial in two appalling attacks in mid-February was discussed and it was reported that advice had been sought about improving security and the repairs and restoration would be paid for by the Marx Memorial Library. The attacks had generated enormous publicity and a surge of interest in the memorial. The Chairman also reported that 2018 was the bicentenary of the birth of Karl Marx and there had been large delegations of visitors from both Cuba and China. Following the visit, the Chinese Embassy had very kindly contributed £8,000 towards the cost of a new paved area in front of the Karl Marx memorial and had indicated their intention to have closer ties with Highgate Cemetery going forwards. It was confirmed that there would be a Marx Memorial Lecture, 'Marxian Political Economy, 201' by Ben Fine on 9 May 2019.

The Chairman reported that as he and Matt Lewis had been Trustees for six years they were required to step down. The Chairman praised the staff and volunteers of the Charity noting that there had been a period of transition during his tenure which was now complete and operational matters were now being well taken care of by the staff and volunteers, allowing the Trustees to focus on strategy and supervision. The Chairman reported that visitor numbers had increased from 70,000 to 90,000 over the last five years, the biggest increase being to the West Cemetery, without actively seeking publicity or advertising. The Chairman thanked the staff, volunteers, tour guides, landscape gardeners, Protectors, Friends and fellow Trustees for all their hard work in looking after Highgate Cemetery, without which it would not survive or be able to accommodate increasing visitor numbers.

The Chairman reported that restricting access to the West Cemetery was becoming less easy to justify given the need, explained during Ian Dungavell's talk, for the cemetery to be run for the public benefit. The Trustees were therefore considering allowing free-range access to the West Cemetery on a trial basis, without guided tours but still under supervision, on certain days and at specific times. The need to also ensure the history of the West Cemetery was preserved and there was no potential for damage would be taken into account in determining an appropriate solution.

Financial Statements: The Chairman invited any queries or comments in relation to the Financial Statements and a Friend enquired about pension contributions for staff as the figure of £25,000 seemed low. Matt Lewis thanked the Friend for his query, which was noted, and explained that looking at the total package of remuneration, increases for staff were in line with inflation and the Charity was now contributing 8% of salary to employees' pensions, which was above the legal requirement to contribute 3% of salary. Matt Lewis also explained that the Trustees were mindful that employees were not highly remunerated and this was being kept under review.

A Friend enquired if the Financial Statements had been approved as the copy on the website was not signed or dated. Matt Lewis confirmed that the Financial Statements had been approved in January 2019 and this would be clarified on the website.

A question was asked about the 5% drop in visitor numbers to the East Cemetery during 2018. Ian Dungavell explained that adverse weather conditions, notably the 'beast from the east' followed by a long hot summer, had affected visitor numbers to all visitor attractions. It was noted that visitor numbers for the West Cemetery had not reduced in the same way and, whilst it was recognised that some online ratings by individuals for the East Cemetery were not particularly favourable, the suggestion by Friends that pre-booked, guided tours for the West Cemetery had helped to mitigate against adverse weather conditions was considered more likely. It was also noted that the dedicated work of volunteers had helped to prevent an even greater fall in visitors to both the East and West Cemeteries and work was underway to increase the number of tours to counter against the weather impact even further.

Consideration was given to comments from Friends that currently the East Cemetery was undersold and needed more attention. Suggestion that tours of the East Cemetery could be publicised more as there were some very interesting people buried there going back many years was noted and the Chairman invited ideas for how it could be achieved.

A Friend enquired why there was no reallocation of income between the East and West Cemeteries where visitors buy tickets for guided tours of the West Cemetery and also visit the East Cemetery. Matt Lewis confirmed that funds were not reallocated as it was difficult to quantify how many people took the opportunity to visit the East Cemetery after the guided tour.

The point raised was noted and would be considered further by the Trustees.

In response to a question about the Private Bill it was confirmed that lawyers, Bircham Dyson Bell, had been engaged and instructed and the matter was progressing.

Consideration was given to the Charity's reserves position given questions from a Friend about reserves of £9 million at the year end, how much of this was available to spend and what cushion of funds was needed in case burial space ran out. It was noted that a former Chairman had suggested that reserves of £5 million needed to be retained, but there was currently no formal policy. Matt Lewis and the Chairman advised that size of the financial cushion required could not be determined until an Act of Parliament had been passed allowing burial space at Highgate Cemetery to be re-used and reclaimed. It was noted that the Charity was currently in a healthy financial position, consideration was being given to prioritising actions in the Conservation Plan. Once there was more certainty around the expected outcome of the Private Bill, consideration would be given to formalising the Reserves Policy.

In response to a question from a Friend about legal & professional fees of £24,168 in the Financial Statements, it was confirmed that this did not include any legal fees from Bircham Dyson Bell in respect of the Private Bill. Matt Lewis advised that it included costs incurred in the usual course of the Charity's dealings including fees for architects and legal advice on property, employment matters and contracts.

Resolution 2 was put to the vote and the Financial Statements of the Charity for the year ended 31 August 2018 were unanimously approved on a show of hands.

Resolution 3: Auditors

The Chairman proposed Resolution 3 in the notice of meeting, 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.

Resolution 3 was put to the vote and was unanimously approved on a show of hands.

Resolution 4: Election of Trustees of the Charity

The Chairman proposed Resolution 4 in the notice of meeting, being an ordinary resolution to elect or re-elect as Trustees of the Charity a. Charles Essex, b. Steve Kennard, c. Stuart Orr and d. Nigel Thorne.

The Chairman explained that there were vacancies created by the retirement by rotation of Charles Essex, Pat Hardy, Matt Lewis and himself. In this regard, it was noted that Matt Lewis and himself were not eligible for re-election, Patricia Hardy was not standing for re-election and Charles Essex was offering himself for re-election. Following best practice as recommended by the Charity Commission, the Chairman stated that the Board sought to recruit new Trustees who could make a strong contribution to the Charity's work and to identify skills and experience which would complement those of existing Trustees. This year the Board sought candidates with skills and experience in arts or heritage management, horticulture, law and project management, although others with relevant skills had also been encouraged to apply. It was noted that approximately 15 candidates had applied and a nominations committee had been set up to interview candidates and recommend to the Board which candidates should receive

their endorsement. The nomination committee consisted of Martin Adeney, Lucy Lelliott and Teresa Sladen.

The Chairman also explained that statements from the individual candidates had been included in the AGM booklet sent to all the members and the candidates identified themselves for the benefit of those present at the meeting.

The Chairman then provided an opportunity for any queries to be put to the candidates and a Friend asked Charles Essex how he saw his contribution for the following three years and if email contact details would be available for Friends to be able to engage with him. Charles Essex responded by outlining that he considered there were exciting times ahead given the Conservation Plan and he looked forward to continuing his service to the Charity. Charles Essex also reported that he was a member of the Governance Working Party and would be assisting with recommendations to enhance the review and control of the Charity's investments and expenditure of funds. In response to the second part of the query, the Chairman confirmed that no personal email addresses were distributed, but there was a Charity email address where all comments and queries could be sent and they would be redirected as required to the correct person.

Resolution 4 that a. Charles Essex, b. Steve Kennard, c. Stuart Orr and d. Nigel Thorne be elected or re-elected as Trustees of the Charity was put to the vote and the Chairman invited those present to vote using the voting cards provided.

Resolution 5: Re-appointment of Trustee

The Chairman proposed Resolution 5 in the notice, being an ordinary resolution to approve the re-appointment of Teresa Sladen as a Trustee.

The Chairman explained that Teresa Sladen was an 'Appointed Trustee' and as such was appointed on the basis of having specialist skills and experience. It was noted that Teresa Sladen had reached the end of her first term and had indicated her willingness to be re-appointed. The Chairman explained that Teresa Sladen had been active as the Chair of the Landscape subcommittee, was a member of the Conservation Plan Working Group, was leading development of a protocol for the conservation of monuments and memorials, and that the Charity was fortunate to have such a distinguished and competent Trustee.

Resolution 5 that Teresa Sladen be re-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: Protectors' Report

The Chairman proposed Resolution 6 in the notice of meeting, being an ordinary resolution to receive the Protectors' report. The Chairman explained that the role of the Protectors was to ensure that the Trustees act in accordance with the objects of the Charity and do not act in a manner likely to prejudice the best interests of Highgate Cemetery.

There were no questions and Resolution 6 was put to the vote and the Protectors' report was unanimously received on a show of hands.

Any Other Business:

Questions were asked by Friends about why the Charity had a President and now, following the sad passing of The Reverend Jonathan Fielding, three remaining Vice Presidents. The Chairman responded that this practice was historic and reflected common practice at most charities where, traditionally, prominent individuals held these honorary positions to represent the charity, raise the profile and give credibility, to help raise funds and formally recognise service provided to the Charity over many years. This was demonstrated by Ian Kelly's explanation of his appointment as a Vice President and of his continued, current, involvement with Highgate Cemetery. The comments and concerns expressed by the Friends about such appointments, whether they were still needed and what value they brought to the Charity were noted. The Chairman confirmed that the Trustees would review the need for such positions, the process and authority by which they were appointed, the number and length of tenure.

A Friend, on behalf of the Charity, expressed thanks to Adam Cooke, Matt Lewis and Pat Hardy for their services to the Charity. It was noted that Adam Cooke had steered the way as Chairman through transition and obtaining the Conservation Plan and Matt Lewis had brought his expertise to bear as Finance Trustee leaving the finances in good order. Pat Hardy was thanked for her hard work. The Chairman thanked the Friends noting that it had been an enjoyable experience and a privilege to be involved.

There being no further business, the Chairman declared the meeting closed at 9.00 p.m.

CHAIRMAN

2019 Annual General Meeting: voting results

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

Resolution 4: Election of Trustees

Charles Essex: For 68 Against 9 Elected

Steve Kennard: For 72 Against 6 Elected

Stuart Orr: For 77 Against 2 Elected

Nigel Thorne: For 73 Against 6 Elected

Resolution 5: Appointment of Trustee

Teresa Sladen: For 79 Against 2 Appointed