

FRIENDS OF HIGHGATE CEMETERY TRUST

Annual General Meeting 6 July 2021

6.30pm **Doors open**

7pm **AGM starts**

8.30pm **Close**

TO ATTEND ONLINE

We will email you the Zoom joining details on 5 July. Please make sure we have your email address.

TO ATTEND IN PERSON

Places may be limited, depending on coronavirus restrictions in place at the time. Please see page 5 for instructions about how to reserve your seat.



Please send us
your email address
to attend the meeting
online!

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Please
make sure
we have your
email
address!

*For you to attend the virtual meeting, your email address needs to be recorded on our membership database. You can check if we have it by going to <https://highgatecemetery.org/help/join> and clicking on the 'Sign in without password' link. If we don't have your email, it would be helpful if you could send it to membership@highgatecemetery.org as soon as possible, but certainly *no later than 9.30am on Monday 5 July*. We will email the joining instructions to everyone by 5.30pm on 5 July. Attending the meeting is as simple as clicking on a link. Please see page 15 for more information.*

Friends of Highgate Cemetery Trust

Swain's Lane
LONDON N6 6PJ

info@highgatecemetery.org

Company no. 3157806
Charity no. 1058392

From the Chair

I am pleased to invite you to join us at the Annual General Meeting (AGM) of the Friends of Highgate Cemetery Trust.

While it is at last possible to hold a physical meeting, regulations about social distancing at present restrict the number of members who may be accommodated in the room. We understand also that many members might feel hesitant about attending. We will therefore hold the AGM with the opportunity to attend either physically or electronically, or to vote by proxy. Because of the physical restrictions, we would ask those who wish to attend in person to register in advance as we may have to cap numbers.

The meeting will begin on Tuesday 6 July 2021 promptly at 7pm.

Whether you choose to attend in person or electronically, we ask that everyone consider using the enclosed proxy form to cast their votes in case of any last minute illness or technical problems on the night. If you do cast your vote at the meeting itself, your proxy will automatically be cancelled to avoid double counting. Please return the proxy form as soon as possible. It must reach us by 5pm on Friday 2 July 2021. Only members who are paid up at that time will be able to vote in the meeting whether electronically or by proxy. It is of course possible that arrangements may have to be altered by unforeseen changes in Government regulation. In that case we will notify you in advance.

The formal notice of the meeting is on page 4. As usual the key business is to receive the Annual Report and Accounts and to deal with the election and appointment of trustees. This year we have three new candidates, whose statements are on pages 8-9.

This year we are also proposing to update our governing document. The Charity Commission recommends that charities keep their governing document under review to ensure that it is up to date. Reasons for the change are outlined on page 12. A key change is the removal of our unusual office of protector. This alteration would bring us into line with Charity Commission model articles and has the support of our current protectors.

If you have any questions about the AGM or have any questions for the Board, please email them in advance to me at chair@highgatecemetery.org. You will also be able to ask questions at the meeting.

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

Martin Adeney
Chair

To attend in person, you will need to reserve a seat. See below.

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 Lauderdale House, Waterlow Park, Highgate Hill, London N6 5HG on Tuesday 6 July 2021 at 7pm, for the following purposes:

RESOLUTION 1: Minutes of the 2020 AGM

Ordinary Resolution: To approve the minutes of the 2020 AGM.

RESOLUTION 2: Financial Statements

CHAIR'S REPORT

CHIEF EXECUTIVE'S REPORT

Ordinary Resolution: To receive the Financial Statements of the Charity for the year ended 31 August 2020.

RESOLUTION 3: Auditors

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 4: Election of Trustees of the Charity

Ordinary Resolution: To elect as trustees of the Charity the following candidates:

- a. Liz Fuller
- b. John Robinson

RESOLUTION 5: Appointment of Trustee

Ordinary Resolution: To approve the appointment as trustee of Stephen Smith.

RESOLUTION 6: Protectors' Report

Ordinary Resolution: To receive the Protectors' report.

RESOLUTION 7: Updated Articles of Association

Special Resolution: That the regulations in the document on the

Charity's website and produced at the meeting, and signed by the Chair so as to identify it, be adopted as the Charity's articles of association in substitution for and to the exclusion of all existing articles of association of the Charity.

Any other business

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

BY ORDER OF THE BOARD

Martin Adeney
Chair

26 May 2021

TO PARTICIPATE ONLINE

We will email you the Zoom joining details on 5 July. Please make sure we have your email address.

TO VOTE BY PROXY

Please see page 14 for an explanation of your rights to vote by proxy.

TO ATTEND IN PERSON

Places may be limited, depending on coronavirus restrictions in place at the time. To reserve your seat or join the waiting list, please visit our website, <https://highgatecemetery.org/about/AGM>. If you cannot use the internet, please phone 020 8347 2473.

Please note that without reserving a seat it is absolutely not possible for members to attend the 2021 AGM at Lauderdale House. This is to ensure a safe meeting for all. We do hope everyone else will be able to participate virtually by Zoom.

Notes to the agenda

The explanatory notes which follow should be read in conjunction with the agenda for the Annual General Meeting.

RESOLUTIONS 1: Minutes of the 2020 AGM

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

RESOLUTION 2: Financial Statements

The trustees are required to present to the Annual General Meeting (AGM) the audited accounts and the Trustees' and Auditor's Reports for the financial year ended 31 August 2020.

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.highgatecemeterly.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 Knox Cropper Chartered Accountants 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 are two vacancies created by the retirement of Charles Essex and also of Lucy Lelliott, who was re-elected in 2018 and has reached the end of her permitted term. 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 finance and accounting, horticulture, legal, fundraising and marketing and commercial business, although others with relevant skills were also encouraged to apply. The vacancies were advertised to all members by post and on our website, as well as through a number of networks.

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 Martin Adeney, Nicola Jones and Stuart Orr.

After considering the report of the nominations committee, the Board recommends that members vote in favour of the election of Liz Fuller and John Robinson.

HOW VOTING WORKS

- Only those candidates who receive more 'For' votes than 'Against' votes will be considered to be elected.
- The votes will be counted by our Proxy Officer, Lucy Thompson, and scrutinised by Richard Morris, Protector.

CANDIDATES' STATEMENTS

Please consider the candidates' statement before voting. You are able to vote for or against each candidate, or withhold your vote. The candidates' statements are on the following pages.

Candidates for election

4a. LIZ FULLER



Having worked for 19 years as a solicitor at a senior level in the City of London advising on sophisticated financial transactions, ten years ago I left to requalify in building

conservation. I now work for charity, SAVE Britain's Heritage, campaigning for historic buildings at risk.

I am deeply interested in historic places, their protection and their use. A key focus of my work for SAVE is the considered and sustainable use or reuse of historic buildings as a means to ensure their survival. I appreciate that Highgate Cemetery is both a unique historic site open to the public and a working cemetery where space for quiet contemplation is needed.

I have recently become a grave owner at Highgate and therefore have a strong personal connection with, and appreciation of, this beautiful and emotive place.

I put myself forward for election as a trustee with the intention of drawing on my legal skills and knowledge together with my experience of the active application of conservation issues at this important point in the cemetery's history.

4b. JOHN ROBINSON



I am excited by the opportunity to help to preserve the history and plan a sustainable future for Highgate Cemetery. It is a special place and will long continue to be cherished by

the Friends, families of those memorialised, general public and the staff. If appointed, I would bring extensive experience as a Finance Director in commercial, professional services firms like BCG and White & Case. Over the last 10 years, I have worked in the Charity sector both as a Finance Director and as a Trustee.

From this Trustee experience, I have learned how best to contribute in meetings, work collegiately and resolve challenges; supporting the chief executive to run the organization in accordance with the charitable mission.

Additionally, I am a volunteer mentor for the CIPD, Charity Finance Group and Brunel University because I believe mentoring is a great way to increase diversity and inclusion in the professions. I have benefitted enormously from listening and learning about the different values, perspectives and attitudes to work of impressive, younger people from different backgrounds.

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.

April Cameron, who was re-appointed in 2018, has reached the end of her permitted term and is not eligible to stand again for election. Stephen Smith's practical and academic knowledge of horticulture and historic gardens will be invaluable as we progress with our landscape masterplan.

As we are fortunate to have such a distinguished and competent trustee, the Board now seeks approval for the appointment of Stephen Smith.



STEPHEN SMITH

Perhaps most relevant to my application for the post of a trustee is my 40 years of experience as a professional horticulturist. Over the course of my career I have worked in a variety of jobs, many related to historic gardens and landscapes. Work has included several years teaching at Capel Manor and latterly at RHS Wisley, where I continue to teach garden history and garden conservation. Between 2002 and 2012 I was Landscape Manager at

Grosvenor, where I initiated and oversaw major replanting and restoration projects in each of the garden squares of the London Estate.

Until earlier this year I was for several years a trustee of the Professional Gardeners Trust, a charity providing financial support for the education of horticulturists and I have been a convenor of the History of Gardens and Landscapes Seminar at the Institute of Historical Research for eight years. I currently work as a freelance consultant and horticulturist and am pursuing a PhD, researching eighteenth century landscapes, at Queen Mary, University of London.

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.

Object: To promote the public benefit in relation to Highgate Cemetery by any means appropriate and likely to preserve it as a place of historic and other interest and beauty: The Staff and Trustees of the Cemetery succeeded in maintaining wide public access to the Cemetery as extensively as possible throughout the past year notwithstanding the logistical difficulties associated with additional regulations and ensuring public safety on the site. The opening up of the West Cemetery to self-guided walks has led to a marked increase in the appreciation of and respect for the area's unique character, and not, as was often predicted in the past, resulting in harm and damage being sustained by the historic memorials and their setting. Whilst engagement with the public and community via the program of group activities and events has been limited, virtual events and physical exhibitions that can be engaged with on an individual, socially distanced basis have been organized and more are planned for the coming months.

Object: To permit the Cemetery to be used as a public burial ground: We are pleased that the private bill on burial continues to progress through Parliament. The passing of this bill is vital to the Cemetery being used as a burial ground for as long as possible, and this aim also underpins the wider conservation of the Cemetery – not just from its financial support, but also by the way it ties the past to the present. The Cemetery should continue to be both a place of sanctity for those who are buried and a place of sanctuary for those who visit. We therefore look forward to this role as a public burial ground being central to the Landscape Masterplan.

Object: To secure the repair, restoration and preservation of the Cemetery, its monuments and buildings and other artefacts and their settings for the public benefit: Despite the acknowledged difficulties of working over the past year, the Conservation Project Group has made excellent strides

in preparing the delivery of the Conservation Plan. A Project Director has recently been appointed, and the first work streams identified and prioritised. The competition for the landscaping portion of the Plan drew huge interest from amongst the profession, with the opportunity to view and comment on the four shortlisted schemes proving extremely popular amongst the Friends. It is anticipated that the architectural competition will be decided before the end of the year. Preparations are also progressing to submit lottery heritage funding applications to help with individual portions of the Plan.

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.

Tye Blackshaw Richard Morris Philip Williams

Updated articles of association

RESOLUTION 7 : SPECIAL RESOLUTION

The Articles of Association is FOHCT's governing document setting out its charitable objects, how it is to run itself, arrangements for strategic oversight, powers to promote these charitable objects, and what happens in the event of winding up.

It is important for any charity to periodically review its Articles of Association to ensure that they reflect the needs of the charity, as well as best practice. Having carried out a review, we believe some (largely minor) statutory and procedural changes are needed . We have sought professional legal advice from charity experts to ensure that these changes reflect latest practice.

A copy of the proposed new articles can be downloaded from our website at <https://highgatecemetry.org/about/AGM>. If you would like a printed copy, please email ian@highgatecemetry.org or telephone 020 8347 2473.

Summary of changes:

- The Memorandum of Association and Articles of Association are now combined in a **single consolidated document**, reflecting best practice in the charity sector.
- **Make clear the powers of the Charity.** A number of changes make explicit the ability of the Charity to do certain things that it was already permitted to do through charity or company law. For example, powers in section 5 relating to investments, properties and leasing, research, joint ventures, raising funds and holding financial reserves. In practice, the powers of the Charity remain unchanged, but putting these powers explicitly in the Articles removes any uncertainty. In a number of places, the changes also make clear that the Charity must follow charity law when exercising certain powers.
- **Remove the role of the Protectors.** After consultation the Protectors and Trustees have collectively decided this role is no longer needed. This is the most substantive change proposed in the new Articles and is referenced more fully in the note from our current Protectors on the next page.
- **Tidy up some administrative issues** to help with the effective running of the charity. For example, the new Articles make clear that the Board can delegate matters to committees, and sets out more clearly the process for dealing with conflicts of interest.

- **Number of Trustees.** While the maximum number of trustees remains the same at 12, the new Articles now specify a minimum of 6 elected trustees (rather than 7) and a maximum of 9. As now, up to 3 additional trustees may be appointed.

Statement from the incumbent Protectors:

We confirm our support to the proposal to remove the role of Protectors.

Normally the Protector role is reserved for complex financial trusts, often involving off-shore holdings, where oversight of the trustees is otherwise not so transparent. It is unusual in the case of a charity, where the trustees must by law act in its best interests, and the statutory body of the Charity Commission is there to regulate.

The management of the Cemetery is in a very different place from 1997, when the Protectors were included in the new corporate structure of the Friends, established as preparation for the Friends to take over the ownership of the Cemetery. It is also in a different place from 2010, when it was first proposed that the Protectors be stood down at the same time as the Friends finally took ownership.

The 2010 proposal did not command the necessary 75% majority, and there was perhaps understandable caution as to how Cemetery ownership would play out. However we believe that such caution should have been assuaged by the success of the Cemetery over the last eleven years.

In 2010 the members approved the Articles change which provided for an additional three trustees to be appointed for their expertise, and this has significantly contributed to a more effective trustee body, as has a more structured approach to trustee recruitment, induction and training in accordance with good governance best practice. In addition the recruitment in 2012 of a highly qualified chief executive has greatly contributed to more effective professional management.

The Cemetery is now well set, with the Private Bill, the Conservation Plan, the Project Director, and the landscape and architectural competitions.

We believe that a professional management team, guided strategically by properly elected and appointed Trustees accountable to the members, is the best way forward for the Cemetery.

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 electronically. If you have appointed a proxy but attend the meeting, 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 Chair your proxy must attend the meeting. To appoint as your proxy a person other than the Chair of the meeting, set out their full name and email address in the space provided. If you sign and return this proxy form with no name set out, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, 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 Chair 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 5pm on Friday 2 July 2021.

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. The Board considers all the 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 Chair how to vote, he will vote in this way. The notes to the agenda on page 6 explain how voting works.

Tips for the virtual meeting

Getting familiar with Zoom... try it now!

You can join a test Zoom meeting to familiarize yourself with Zoom and make sure your microphone and speakers work at any time before the AGM. Visit zoom.us/test and click Join. Our meeting will have slightly different controls, but this is the best way to test your setup.

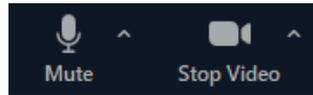
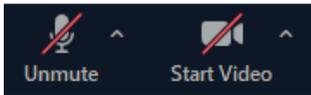
In the AGM itself

Please check that Zoom is displaying your correct name. You can rename yourself by selecting your name in the Participant list

Audio Settings Click on this button to change your audio settings. You can also click the upward arrow (^) to change your speaker.



If you would like to speak: Click on 'Raise Hand' to indicate that you would like to ask a question. It will turn blue.



When you are invited to speak: If the Chair invites you to speak, you will receive a notification. You can then **Unmute** and **Start Video** and talk during the AGM. All participants will be able to see and hear you.

Note: You will still be able access the audio and video settings by clicking on the ^ arrow next to the buttons.

Try out Zoom
now
at zoom.us/test

**HIGHGATE
CEMETERY.**