

FRIENDS OF HIGHGATE CEMETERY TRUST
(the 'Charity' or 'FoHCT')

Minutes of the twenty-fifth Annual General Meeting ('AGM') of the Charity held at the Highgate Literary and Scientific Institution, 11 South Grove, London, N6 6BS on Wednesday 11 May 2022 at 8:20 p.m.

Present:	Martin Adeney	Chair
	Doreen Aislabie	Trustee
	Katy Baldwin	Trustee
	Liz Fuller	Trustee
	Nicola Jones	Trustee
	Steve Kennard	Trustee
	Stuart Orr	Trustee
	John Robinson	Trustee
	Evelyn Wilder	Trustee
Total of 29 members of the Charity including Friends and Trustees (see attendance list)		
Apologies:	Stephen Smith	Trustee
In attendance:	Ian Dungavell	Chief Executive
	Judith Chadbourne	Head of Finance (Proxy officer)
	Martha Bruce	Bruce Wallace Associates Limited, Minutes

Introduction, Notice and Voting

The Chair welcomed the Friends of Highgate Cemetery Trust to the AGM, declared a quorum was present and opened the meeting, noting that apologies had been received from Stephen Smith and the proposed appointed trustee Alice Brown who were unable to attend.

The notice of meeting was taken as read and a short explanation was provided as to how voting would be conducted, with the results being announced on the Charity's website after the meeting.

Resolution 1: Minutes of the 2021 AGM

The Chair proposed and Adam Cooke seconded Resolution 1 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2021 AGM.

The Chair reported that Bruce Wallace Associates Limited had been engaged to record the minutes of the 2021 AGM professionally, and welcomed them back again this year.

Questions were invited and a query was raised that the AGM minutes had not recorded concern expressed by a Friend that insufficient notice had been provided of two Trustees proposed for appointment. The Chair reported that it was his recollection that the Friend had made comments which had not been properly heard as the microphone had not been used, and had then left the meeting.

Once questions had concluded, Resolution 1 to approve the minutes of the 2021 AGM was put to the vote and unanimously approved on a show of hands.

Resolution 2: Minutes of the 2021 EGM

The Chair proposed and Ian Kelly seconded Resolution 2 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2021 EGM.

Questions were invited and a query was raised that neither the AGM nor the EGM minutes were available on the website. Availability of the minutes was checked during the meeting and the Chair and Chief Executive confirmed they had been available on the website for some time, which was also confirmed by other Friends present.

Once questions had concluded, Resolution 2 to approve the minutes of the 2021 EGM was put to the vote and unanimously approved on a show of hands.

Resolution 3: Financial Statements

The Chair proposed and Teresa Sladen seconded Resolution 3 in the notice of meeting, being an ordinary resolution to receive the Financial Statements of the Charity for the year ended 31 August 2021 ('Financial Statements').

The Chair reported that summary financial statements had been sent to the members with the notice of the meeting and the full Financial Statements had also been published on the Charity's website.

Chair's Report: The Chair reported that despite the last financial year being impacted throughout by Covid, it was a year of major advance and solid financial progress. Finances were managed to achieve a surplus, even without gains on investments due to stock market fluctuations; significant steps had been taken with Conservation projects; and foundations had been laid for the subsequent passage of the Highgate Cemetery Act to assure the future of the Cemetery.

Thanks for these achievements were expressed by the Chair to the staff, led by Ian Dungavell and Lucy Thompson; the volunteers who had kept the Cemetery running and income flowing; the Trustees who had gone above and beyond in the work required to progress and interrogate the development plans and monitor the Cemetery's finances; and to the support received from the Friends.

The Chair reported that as could be seen in the Financial Statements in the past year income increased, largely due to buoyant grave sales and receipts from visitors which, despite the pandemic and lack of overseas visitors, had reached a level second only to the year before Covid. They benefited from the temporary VAT reduction and the decision to open the West Cemetery to self-guided visits, an experiment which the Trustees had agreed to continue. The year had also absorbed the costs of the competition to select the two sets of architects for our Conservation Plan as well as work on the Cemetery Bill, noting that conservation expenditure was now ratcheting up as studies and plans progress.

The Chair also provided an update on the current financial year ended 31 August 2022, notably that grave sales were doing well, and visitor numbers were showing a moderate increase on last year albeit foreign visitors had not yet returned in numbers. At this stage the year was still in the black, but this was expected to change as consultancy costs mount up for work done by the architects and related advisors for work to complete RIBA Stage One, a formal project marker, at the end of last month.

The Chair explained that work undertaken to date on RIBA Stage One meant detailed and imaginative options for what might be done had been determined and the Trustees would review potential costs and what could be afforded taking inflation and other matters into account.

It was also reported that, in parallel, preliminary meetings had been held with the planning authorities and Historic England for a reality check on aspirations, which had been encouraging. Dialogue with the National Lottery Heritage Fund about submitting a bid which meets their criteria was also underway.

The Chair emphasised that, as had been made clear from the start, this was a long-term project which would stretch over 10 to 25 years, with phasing determined to match available resources. The Trustees were conscious that this moment of greatest promise for the Cemetery could also be the moment of greatest peril and they would not embark on projects which could not be afforded. Notwithstanding reserves had been built up over the years to invest in improvements to the Cemetery, a substantial amount would be ring-fenced to cover operational costs and unexpected risk.

It was noted that, at the same time, internal resources had been strengthened to cope with the demands the increased activity would make on very slender office resources. Last year Kate White was appointed Projects Director and this year Judith Chadbourne, a qualified accountant with charity experience, had been appointed the first full time Head of Finance. It was noted that Judith was present at the meeting, acting as Proxy Officer.

The Chair reported that the passage after nearly two and a half years in Parliament of the Highgate Cemetery Act (the 'Act') was a game changer. The final stages had been delayed by negotiations between the Lords and Commons over amendments made to each other's amendments, none of which challenged the central objects of the Bill, and the Bill was eventually enacted on 24 March 2022. It was explained that the Act formally sets out the rights of the Charity, subject to strict safeguards carefully examined in Parliamentary discussions, to reclaim old empty or abandoned graves for future burials. This would enable the Charity to find room for new burials and continue as a working cemetery, which the Trustees considered fundamental to the ethos and atmosphere of Highgate Cemetery.

Work was now underway on the protocols of how grave renewal would work, noting emphasis from the Chair that nothing would be done against the objections of any individual grave owners. Anyone who thought they may have a family grave in the cemetery was being encouraged to come forward and check their ownership, noting that help with transfer of ownership would be provided if required and appropriate.

Thanks were expressed to those who helped with the Bill, notably the Parliamentary agents, BDB Pitmans, who were meticulous; the two local parliamentarians who sponsored the Bill, Lynne, Baroness Featherstone in the Lords where the Bill was first introduced and Catherine West MP who sponsored the Bill in the Commons; and Ian Dungavell, Chief Executive, who in the committee stages had explained at length the provisions of the Bill and answered questions and challenges and the Chair attributed success to his clear exposition and meticulous preparatory work which helped convince Lords and MPs.

Further appreciation was also expressed to Lucy Thompson, Operations Manager, who had been an efficient, charming and reassuring presence during her three year tenure and who had left to take up an administrative post in a college near her home in Cambridge; and to Przemyslaw Talaga, longest serving gardener, who had left after 13 years' service. Interviews

had been conducted for a replacement Operations Manager and announcement of a successor was expected shortly.

The Chair also extended thanks to two Trustees who were stepping down. Firstly, Nigel Thorne who had sadly resigned due to ill health, noting that as project manager of the renovation of Brompton Cemetery his experience had been invaluable, particularly his emphasis on the need to provide for continuing maintenance. Secondly, Teresa Sladen whose six year term had come to an end, noting that as a distinguished architectural historian and former Director of the Victorian Society her understanding of historic buildings meant she had been a helpful advisor on issues affecting historic monuments and, more recently, in the selection and direction of the architects and critique of their plans.

The Chair concluded his report and invited questions and comments on the Financial Statements.

A query was raised about the availability of the Financial Statements on the website which was checked during the meeting and the Chief Executive confirmed they had been available on the website for some time. Furthermore, he had not been contacted by any Friends about problems accessing them, and he would have provided a copy had that been done.

Congratulations were extended by the Friends to the Chair and Board on getting the Bill through Parliament, as this was considered a game changer for the outlook and future of Highgate Cemetery.

A question was asked about the total costs incurred for consultants engaged to assist with the Landscape and Architectural Plans up to completion of RIBA Stage One. Steve Kennard, Trustee and chair of the Conservation Projects Committee, responded that total costs of approximately £750-800k had been incurred since January 2020. In response to surprise and concern expressed by a number of Friends about the scale of costs incurred so early on in the project, the Chair and Steve Kennard explained that this front loading of costs had been anticipated as completing RIBA Stage One was a significant milestone and involved considerable work from a large team including the landscape architects Gustafson Porter & Bowman and their specialist ecologists, tree surgeons and conservation architects looking at the conditions of the architectural monuments, Projects architects Hopkins Architects including their specialist consultants looking at the conditions of the architectural infrastructure as well as Project Managers, Cost Consultants, structural and services engineers for essential and Stakeholder Engagement specialists who will work with our team to make sure what we propose to do and when is clearly communicated. It was further explained that the thorough preliminary work carried out by these consultants was an essential 'information gathering' first step and the foundation for what would happen next, including preparing planning and listed building applications for selected projects, and carrying out extensive surveys conducted to gather real, up-to-date, detailed technical information about the design and condition of all aspects of the site that had not been held before.

It was also explained that this foundation work and the information obtained was essential and would be required when approaching the National Lottery Heritage Fund and other organisations to raise funds for selected projects to complete the work.

Questions were asked about the anticipated costs for the next stages of the Conservation Project and the expected total cost for the whole project overall, noting considerable concern expressed by several Friends about the risk of costs escalating, being committed and not able

to pull out of the project, and the need for tight control, break points and milestones with deliverables to track progress. The Chair and Steve Kennard explained that RIBA Plan of Works stages are used to monitor and control progress, that for example the competitive procurement route used to select the design teams had included a requirement for fees to be submitted and that our Project Managers had been selected because of their experience of working with charity's such as FoHCT, and on projects funded by the NLHF, and that all cost estimate for works include provision for contingency and inflation.

The Chair reported that now RIBA Stage One was complete and survey information had been gathered to determine what work was required and what might be desirable, quotes for RIBA Stage Two work had been received from the consultants engaged. These would be reviewed by the Trustees mindful of the need to ensure work was affordable and in phases, with milestones and break points when further decisions would be made about what to proceed with next. Suggestion was made by a Friend of a £12m cost, which the Chair confirmed was not a recognised figure as quotes had only just started to come in and the Trustees would only proceed and commit to costs on the basis of available funds and what could be afforded. Further confirmation was provided by a Trustee that the Friends had agreed to proceed with the Conservation Plan and, in accordance with this direction, the Trustees had arranged and completed the preparatory work required to cost the project which could be put on hold at any time if needed.

Observation was made that a lack of transparency and communication by the Trustees about work carried out, money spent, what the milestones and deliverables were and how decisions were made by the Trustees to move to the next stage of the project appeared to be the cause of concern expressed by a number of Friends at the meeting. The Chairman acknowledged the point raised about communication and reported that there had been little communication since the announcement of the winners of the competition and the commencement of RIBA Stage 1 last year as work to date had been focussed on surveying what was in the Cemetery to determine and record what was there completed in March this year and therefore what might be possible, as demonstrated by Neil Porter's presentation on landscaping, and that no decisions had been made on what projects to pursue in RIBA Stage 2

Nicola Jones, Trustee, reassured the meeting that proper governance procedures for the Conservation Project were in place and being observed, which adhered to strict RIBA Stage One governance requirements. Notably, specific outputs were required at the end of each stage, various milestones had been agreed and the Trustees met at key points to make 'go/no go' decisions and determine how to proceed. In addition, Nicola Jones also confirmed that the Trustees would discuss the points raised in the meeting by a number of Friends about communication and transparency and determine how this could be taken forward and when to next inform Friends.

Comments were made about the need to exercise caution, control consultancy costs and be aware of the risks of escalation. The Chair confirmed the Trustees were very mindful of these risks and possessed the necessary project management and finance skills to attend to them. Furthermore, in response to a question raised about Gustafson Porter & Bowman and Hopkins Architects engaging sub-contractors and the impact this might have on costs the Chair explained that, as had been demonstrated during Neil Porter's presentation on landscaping, each aspect of the Conservation Plan was very specialist and required suitable experts to deal with them.

Nicola Jones also advised the meeting that the Trustees were determining how to deal with the impact of rapidly changing inflation on costs quoted and that work had just started with

consultants on a Funding Strategy to determine how to raise the considerable funds it was recognised would be needed to complete the work, albeit the Trustees were yet to decide on what work was necessary and feasible and how it would be phased. In response to a question about the cost of the fund-raising consultants, Nicola Jones confirmed it was approximately £10k for a feasibility report to identify potential donors, trusts and organisations that the Charity could approach for funds, what their application requirements were and whether there was anything the Charity needed to attend to in order to be eligible and meet these requirements.

Once questions had concluded, Resolution 3 to receive the Financial Statements of the Charity for the year ended 31 August 2021 was put to the vote and unanimously approved on a show of hands.

Resolution 4: Auditors

The Chair proposed and John Shepperd seconded Resolution 4 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.

The Chair invited questions and, as none were raised, Resolution 4 was put to the vote and unanimously approved on a show of hands.

Resolution 5: Election of Trustees of the Charity

The Chair proposed and Adam Cooke seconded Resolution 5 in the notice of meeting, being an ordinary resolution to elect or re-elect (a) Steve Kennard (b) Stuart Orr and (c) Andrew Yeo as Trustees of the Charity.

It was noted that this year there were three vacancies: Steve Kennard and Stuart Orr were retiring by rotation and had indicated they wished to stand again and were offering themselves for re-election; and Nigel Thorne had, as reported earlier, resigned due to ill health.

The Chair explained that, in accordance with best practice recommended by the Charity Commission, the Board had sought to recruit a new Trustee who would make a strong contribution to the Charity's work and whose skills and experience complemented those of existing Trustees. This year candidates had been sought who had experience of living and working in the local community, especially someone from a minority ethnic background. However, whilst the vacancy had been advertised through a variety of networks and notwithstanding there had been a number of useful discussions that would continue, there had been no success in attracting candidates from a minority ethnic background.

A nominations committee comprising Martin Adeney, Stuart Orr and Eve Wilder had been set up to interview candidates for election as Trustees and make recommendations to the Board.

Statements from the candidates included in the AGM booklet were noted and the Chair invited questions. Stuart Orr was asked by a Friend, in the context of his role as chair of the Governance Committee, about former Trustees remaining involved by being appointed directors of Highgate Cemetery Limited ('HCL') when they step down as Trustees at the end of their six year term; changes made to the Charity's Articles of Association which the questioner considered were now less democratic; and Stuart Orr's own involvement on the nominations committee given he was offering himself for re-election and the questioner expressed concern

this had been engineered to protect his own position.

In response Stuart Orr clarified that he had sat on the interview panel and been involved in the nomination committee's selection of Andrew Yeo and the re-election of Steve Kennard. However, whilst he had put his offer for re-election forward to the nomination committee, he had not been involved in the nominations committee's consideration of his own appointment nor the subsequent agreement reached by the Board to recommend his re-election to the Friends.

Observation was made by another Friend that opportunity had been provided for many people to apply to become Trustees and there had been an open and fair application process, a view mirrored by multiple Friends present at the meeting.

Stuart Orr explained that in accordance with the Charity's Articles of Association no Trustee was allowed to exceed the maximum six year term but that, after that, it had been long accepted practice for some retiring Trustees to be appointed as directors of HCL. The Chair concurred and explained that HCL was a separate company responsible for managing operations of the Cemetery and as such, in addition to have a proportion of independent directors, it was considered beneficial to HCL for former chairs to continue as directors for a short period. This utilised their knowledge, skills and experience gained whilst Trustees and such appointments were only for a limited period, at the end of which they rotated off and were replaced.

Once questions had concluded, Resolution 5 to elect or re-elect (a) Steve Kennard (b) Stuart Orr and (c) Andrew Yeo as Trustees of the Charity was put to the vote and the Chair invited those present to vote using the voting cards provided.

Resolution 6: Appointment of Trustee

It was noted that Resolution 6 concerned the appointment of Alice Brown as a Trustee. The Chair proposed and John Shepperd seconded Resolution 6 in the notice of meeting, being an ordinary resolution to approve the appointment of Alice Brown as a Trustee.

It was outlined that there were up to three Trustees appointed by the Board on the basis of their specialist skills and experience, called 'Appointed Trustees', and a vacancy had been created as Teresa Sladen had reached the end of her permitted term. Alice Brown's considerable experience as a conservation architect meant she was particularly suitable for appointment as a Trustee at this time.

Questions were invited but, as there were none, Resolution 6 to approve the appointment of Alice Brown as a Trustee was put to the vote and the Chair invited those present to vote using the voting cards provided.

Any Other Business

Disappointment was expressed by some Friends with the quality of presentation provided by Neil Porter of Gustafson Porter & Bowman immediately prior to the AGM as a number of slides had not been legible and the talk had not been particularly clear. The Chief Executive apologised as the projector provided by the venue was poor which meant the slides, which were clear and legible when previously seen, had not come across well. Observation was made by another Friend sitting further forward in the room that she could read the slides and, albeit she had experience of reading plans, thought Neil Porter had taken a very complex situation

and broken it down into stages describing how each would be tackled in a manner that was easy to understand.

There being no further business, the Chair declared the meeting closed at 9.29 p.m.

CHAIR

2022 Annual General Meeting: voting results

All resolutions were approved.

Resolutions 1, 2, 3 and 4 were passed unanimously by show of hands.

Votes on resolutions 5 and 6, received by voting card and proxy, were as set out below.

Resolution	Description	Votes For	Votes Against
5a	Re-elect Steve Kennard	113	3
5b	Re-elect Stuart Orr	112	4
5c	Elect Andrew Yeo	114	2
6	Approve the appointment of Alice Brown as a Trustee	113	1