

THE FRIENDS OF HIGHGATE CEMETERY TRUST

Minutes of the twenty-seventh Annual General Meeting ('AGM')
of the Friends of Highgate Cemetery Trust ('the Trust')
held at The Chapel, Highgate Cemetery, Swain's Lane, London, N6 6PJ
on Wednesday 15 May 2024 at 8:00 p.m.

Present:	Liz Fuller	Chair
	Katy Baldwin	Trustee
	Simon Edwards	Trustee
	Claire Jebson	Trustee
	Steve Kennard	Trustee
	Stuart Orr	Trustee
	John Robinson	Trustee
	Charo Rovira	Trustee
	Stephen Smith	Trustee
	Andrew Yeo	Trustee

Total of 48 members of the Trust, including those above (see attendance list)

Apologies:	Paul Candler	Trustee
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In attendance:	Ian Dungavell	Chief Executive
	Judith Chadbourne	Head of Finance (Proxy officer)
	Ben Harber	Shakespeare Martineau, minutes

Introduction, Notice and Voting

The Chair welcomed members of 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 trustee Paul Candler and prospective trustee David Stanford.

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

Resolution 1: Minutes of the 2023 AGM

The Chair proposed and Katy Baldwin seconded Resolution 1 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2023 AGM.

The Chair reported that Ben Harber, partner and Head of Company Secretarial Services at Shakespeare Martineau LLP, had been engaged to record the minutes, and he was welcomed to the meeting.

An observation made by a member that the AGM minutes could not be approved by those who had not attended the meeting in 2023. It was clarified that the approval of the minutes was a point of order within the Notice of AGM for approval and that the minutes could be approved by those members present at the meeting whether or not they were in attendance at the 2023 meeting. It was further noted that the draft minutes had been made available to all members prior to the meeting.

Once questions had concluded, Resolution 1 to approve the minutes of the 2023 AGM was put to the vote and unanimously approved on a show of hands.

Resolution 2: Financial Statements

The Chair proposed and John Shepperd seconded Resolution 2 in the notice of meeting, being an ordinary resolution to receive the Financial Statements of the Trust for the year ended 31 August 2023 ('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 been published on the Trust's website.

Chair's Report: The Chair noted that during the year the Trust showed a robust financial performance demonstrating that the cemetery's operations were solid. Total income for the year to August 2023 was £2,035,284, up on the previous year by over £300,000, reflecting increasing visitor numbers and continued grave sales. The Trust had also benefited from a legacy and a welcome upturn in the financial markets, meaning that investments showed a gain.

Visitor numbers had increased by 12% to 93,855, almost a return to pre-pandemic levels, and the cemetery's rankings on Trip Advisor had climbed from 27 last year to 22, being a couple of places below St Paul's Cathedral but ahead of Madame Tussaud's. The Chair noted that the increase in the ranking evidenced the value of the cemetery's volunteers – in the warmth of the welcome and the quality of the tours. The Chair took the opportunity to thank all of the volunteers – visitor assistants, tour guides and gardeners – for their contribution to this strong performance. Thanks was also extended to all staff for their contribution over the year.

The Chair reported on progress with the Conservation Project noting that the work on Stage 2 had produced a detailed set of findings about not only what was required but also what may be possible with respect to the landscape, drainage, biodiversity and the types and amount of additional facilities the cemetery would need. Detailed reports have provided a greater understanding of the challenges and opportunities of the site and had brought greater clarity about priorities and identified areas where further scrutiny is needed.

The Chair noted that in January 2024 the Heritage Fund awarded the Trust £105,000 development funding towards an expected £6.7m grant for the delivery phase. It was understood that the project had been considered at the highest level within the Heritage Fund and passed their scrutiny. Having worked closely with a dedicated team at the Heritage Fund during the development phase it was anticipated that the Trust would be well placed when applying for the delivery phase.

It was noted that expenditure on the Conservation Project during the financial year had been within budget at £937,053. This figure represented a significant amount of work which had been monitored carefully by the project directors and the trustees, and also by a firm of experienced project managers who also help in benchmarking fees. The Chair reminded members that four trustees were also qualified accountants which provided additional levels of scrutiny evaluating proposals.

The Chair summarised the work for RIBA Stage 3 which was where the specifics of designs for the landscape and new buildings and for the conservation of existing structures come into focus. It was a critical stage leading to the submission of a planning application in September 2024. The Trust was required to submit a full planning and listed building consent application rather than an outline one due to the sensitivities of the site and the listed structures, registered landscape and status as Metropolitan Open Land. Stage 3 costs were expected to be approximately £1.7m.

It was noted that in August 2023 Leo Crane had been appointed Director of Development to lead the fundraising efforts and had already identified a number of possible funders. A patrons' programme would be rolled out and the Trust would explore other areas of giving such as legacies. There were also a number of other initiatives to develop a supporter base.

The Chair noted that building links with the cemetery's neighbours had been a key element of the project and as part of the Heritage Fund development phase work recruitment for a head of public programmes had begun; a learning officer would follow during the delivery phase.

The Chair concluded by noting the changes among the trustees with Alice Brown and Katy Baldwin stepping down. The Chair expressed thanks on behalf of the Trust for all of their hard work and contribution to the cemetery over the years.

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

A question was raised by a member over the cost of the Conservation Project and whether a detailed breakdown was available. Claire Jebson clarified that a summary of the costs and the monies raised could be provided. In response to a follow on question it was noted that there were also some minimal internal costs and external costs incurred in relation to the submission of the application to National Lottery Heritage Fund. It was noted that statutory accounts were only required to include high level information on the expenditure.

In response to a question from a member it was confirmed that conversations were ongoing to obtain the special permission required to build on Metropolitan Open Land.

Once questions had concluded, Resolution 2 to receive the Financial Statements of the Trust for the year ended 31 August 2023 was put to the vote and unanimously approved on a show of hands.

Resolution 3: Auditors

The Chair proposed and Martin Adeney seconded Resolution 3 in the notice of meeting, being an ordinary resolution to appoint Knox Cropper Chartered Accountants as auditors for the Trust until the next general meeting of the Trust at which accounts are laid before the members and to authorise the Board to determine their remuneration.

The Chair invited questions and, a question was raised over the amount paid to the auditors and their tenure. It was confirmed that the audit fees amounted to £5,600 and given the auditors had been in office for many years a review would be undertaken to consider the appointment of new auditors at the appropriate time.

There being no further questions Resolution 3 was put to the vote and unanimously approved on a show of hands.

Resolution 4: Election of Trustees of the Charity

The Chair proposed and Stuart Orr seconded Resolution 4 in the notice of meeting, being an ordinary resolution to elect (a) Liz Fuller (b) John Robinson and (c) David Stanford as trustees of the Charity.

It was noted that this year there were three vacancies created by the retirement by rotation of Liz

Fuller and John Robinson who had come to the end of their permitted terms and were standing for re-election, the retirement at the end of her second term by Katy Baldwin of following the maximum term of office being reached and the resignation of Alice Brown.

The Chair explained that, in accordance with best practice recommended by the Charity Commission, the Board had sought to recruit new trustees who would make a strong contribution to the Trust's work and whose skills and experience complemented those of existing trustees. This year candidates had been sought who had experience of oversight of large projects, fundraising or finance or other relevant knowledge or experience.

A nominations committee comprising Claire Jebson, Charo Rovira and Andrew Yeo had been set up to interview candidates and make recommendations to the Board.

Statements from the candidates included in the AGM booklet were noted and the Chair invited questions. In response to challenge by a member about the nomination process and concern that seven potential candidates had been reduced to the two proposed to the meeting to fill the vacancies, it was confirmed that the process had been conducted entirely in accordance with what had been agreed by members and with recommended best practice. It was also clarified that members were able to nominate a candidate for the role of trustee.

Once questions had concluded, Resolution 4 to elect (a) Liz Fuller (b) John Robinson and (c) David Stanford as trustees of the Charity was put to the vote and the Chair invited those present to vote using the voting cards provided.

Resolution 5: Appointment of Trustee

It was noted that Resolution 5 concerned the appointment of Neil McLaughlin and Stephen Smith as trustees. The Chair proposed and Andrew Yeo seconded Resolution 5 in the notice of meeting, being an ordinary resolution to approve the appointment of Neil McLaughlin and Stephen Smith as trustees.

It was confirmed that there were up to three trustees appointed by the Board based on their specialist skills and experience, called 'appointed trustees'. The Board had appointed Neil McLaughlin, a conservation architect, and reappointed Steven Smith, a professional horticulturalist and landscape historian.

As there were no questions, Resolution 5 to approve the appointment of Neil McLaughlin and Stephen Smith as trustees was put to the vote, and the Chair invited those present to vote using the voting cards provided.

Any Other Business

There being no further business, the Chair declared the meeting closed at 8.50 p.m.

CHAIR

2024 Annual General Meeting: voting results

All resolutions were approved.

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

Votes on resolutions 4 and 5, received by voting card and proxy, were as set out below.

Resolution	Description	Votes For	Votes Against
4a	Re-elect Liz Fuller	109	5
4b	Re-elect John Robinson	110	4
4c	Elect David Stanford	109	5
5a	Approve the appointment of Neil McLaughlin as a trustee	109	5
5b	Approve the appointment of Stephen Smith as a trustee	109	5