

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

Minutes of the twenty fourth Annual General Meeting (‘AGM’) of the Charity held at Lauderdale House, Waterlow Park, Highgate Hill, London, N6 5HG and by Zoom Video-Conference Facility on Tuesday 6 July 2021 at 7:00 p.m.

Present:	Martin Adeney	Chair
	Katy Baldwin	Trustee
	April Cameron	Trustee
	Nicola Jones	Trustee
	Steve Kennard	Trustee
	Lucy Lelliott	Trustee
	Stuart Orr	Trustee
	Teresa Sladen	Trustee
	Evelyn Wilder	Trustee
	Richard Morris	Protector
Total of 62 members of the Charity including Friends, Trustees and Protectors (see attendance list)		
Apologies:	Doreen Aislabie	Trustee
	Nigel Thorne	Trustee
	Charles Essex	Trustee
	Tye Blackshaw	Protector
	Philip Williams	Protector
In attendance:	Ian Dungavell	Chief Executive
	Lucy Thompson	Operations Manager
	Adrienne Graham	Bruce Wallace Associates Limited, minutes
	Elizabeth Jones	Farrer & Co.

Introduction, Notice and Voting

The Chair welcomed the Friends of Highgate Cemetery Trust to the hybrid AGM, declared a quorum was present and opened the meeting, noting that apologies had been received from Doreen Aislabie, Nigel Thorne and Charles Essex (Trustees) and Tye Blackshaw and Philip Williams (Protectors), who were unable to attend.

The notice of meeting was taken as read and a short explanation was provided as to how the AGM would be conducted given some members were present at Lauderdale House and others had joined the meeting electronically via Zoom, notably on how members could ask questions, make comments and cast their votes. The Chair clarified that voting for members joining online would be conducted by electronic poll on each resolution and the votes cast electronically, and for those physically present, votes would be on the voting paper received when arriving at the venue. Should proxy votes have been sent in from those present, only votes cast at the meeting would be counted. The electronic poll results, voting papers and proxy votes received, would be counted by the proxy officer Lucy Thompson with Richard Morris as scrutineer and announced on the Charity’s website after the meeting. Friends were asked to raise their hands or use the ‘raise hand’ button on their screen should they wish to share views or raise queries.

Resolution 1: Minutes of the 2020 AGM

The Chair proposed and Penny Linnett seconded Resolution 1 in the notice of meeting, being an ordinary resolution to approve the minutes of the 2020 AGM.

The Chair reported that Bruce Wallace Associates Limited had been engaged to record the minutes of the 2020 AGM professionally, and welcomed them back again this year.

As no questions were raised when invited, Resolution 1 to approve the minutes of the 2020 AGM was put to the vote by electronic poll and via voting paper.

Resolution 2: Financial Statements

The Chair proposed and Ian Kelly seconded 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 2020 ('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 acknowledged the difficult sixteen months of on and off covid restrictions with the Financial Statements for 2019-20 showing approximately 40% decline in visitor numbers. However, this had been offset by West Cemetery self-guided visits and an increase in revenue from grave sales resulting in the year finishing with net income of circa £236,000, further augmenting reserves in preparation for substantial expenditure on the Conservation Plan.

Strong grave sales had continued post year end and visitor revenues remained down on pre-covid times. Serious investment in the Conservation Plan had also commenced, notably on the next step being the detailed Landscape Plan.

The Chair explained the engagement of Artelia UK, professional project managers, to assist with the detailed Landscape Plan and of Purcell, architects, to survey opportunities for new construction and improved facilities for staff and visitors and determine whether the Charity's ambitions were realistic. Thereafter, two competitions had been launched in compliance with public procurement procedures culminating in selection of Gustafson, Porter and Bowman to assist with the Landscape Plan and Hopkins Architects for the full architectural assessment of existing monuments and proposals for possible new construction. The Chair reported that both had impressed with their respect and appreciation for the Cemetery as well as their initial ideas and understanding of the technical challenges.

It was confirmed that public consultation would continue as ideas were developed and reported that a number of topographical and other surveys had been undertaken to expand understanding of the Cemetery while an expression of interest to the Heritage Lottery Fund was being considered to assist with financing.

The Chair expressed thanks and appreciation to trustee Steve Kennard who had undertaken a huge amount of work as Chair of the Conservation Plan Committee and welcomed Kate White, an experienced project architect, who had been appointed to the staff as full-time Projects Director.

Notwithstanding that there had been no progression of the Parliamentary Bill (the 'Bill') for 12 months after initial entry into the House of Lords early last year, in March a hearing had determined that the Bill should proceed and more recently the Bill had received an unopposed second reading in the House of Commons. Subsequently an unopposed bill committee chaired by the Deputy Speaker, Dame Eleanor Laing, had determined that some small amendments should be discussed. Although there remained the possibility of a debate on Third Reading, it was still hoped the Bill might receive Royal Assent in the autumn. The Chair paid tribute to the thorough preparation, site examination undertaken and the way that Ian Dungavell had set out the Charity's case and answered questions at the meetings which had been commended by both the House of Lords and the House of Commons.

Work undertaken on the Charity's governing documents and articles by the Governance working party led by Lucy Lelliott was highlighted, noting that as part of any Heritage Lottery Fund application, updated governing documents demonstrating compliance with best practice were needed.

Progress made by Lucy Thompson on the planning and construction of the new Chester Road gate to allow electronic access was noted.

The Chair formally thanked the staff led by Ian Dungavell and Lucy Thompson for their day-to-day work at the Cemetery despite the impact of furlough and compulsory stays at home. The many Charity volunteers were also thanked, noting how they had adapted in response to changing government regulations and how Eve Wilder had rebuilt popular talks programmes in a Zoom format. Appreciation was also extended to the tireless work of the Trustees, willingly giving of their time and energy.

The Chair also paid tribute to Peter Palumbo, Lord Palumbo of Walbrook, long serving President of the Charity who was now stepping down. Appreciation and thanks were extended to three Trustees also stepping down including Charles Essex, for his five years of support to the Charity; to April Cameron who had chaired the Landscape Committee and used her horticultural expertise in actively planning the planting and treatment of trees working in both the Cemetery and Waterlow Park as well as her other roles around the Cemetery; and to Lucy Lelliott for chairing the Governance working party and the work in reforming the Charity's articles and her involvement with staff well-being and commitment to bereavement counselling.

The meetings and contacts made during the year had highlighted the respect and admiration in which the Cemetery was held and the Chair paid tribute to the work of generations of Friends over the years. The trustees were committed to continuing to look after the trees, monuments and buildings; ensuring the Cemetery would continue to function as an active burial ground and making sure that visiting would be easier and more rewarding.

The Chair invited questions and comments on the Financial Statements and a query was raised about the care and maintenance of planting following implementation of the Landscape Plan as well as how this would be funded. The Chair confirmed that maintenance was a vital part of the Landscape Plan and the Project Manager was aware how important ongoing maintenance would be. In the first instance, a combination of Lottery funding, if the application was successful, and the Charity's financial reserves would be utilised, following which a fund-raising strategy would be determined to provide ongoing funding.

Questions were also asked about financing the Bill through Parliament and anticipated costs of the Landscape and Architectural Plans. The Chair explained that approximately £200k had been spent on the Bill, much of which was expected to be recovered. The projected cost of both

the Landscape and Architectural Plans up to RIBA Stage One was circa £750k.

Once questions had concluded, Resolution 2 to receive the Financial Statements of the Charity for the year ended 31 August 2020 was put to the vote by electronic poll and via voting paper.

Resolution 3: Auditors

The Chair proposed and Stuart Orr seconded 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.

The Chair invited questions and, as none were raised, Resolution 3 was put to the vote by electronic poll and voting paper.

Resolution 4: Election of Trustees of the Charity

The Chair proposed and Lucy Lelliott seconded Resolution 4 in the notice of meeting, being an ordinary resolution to elect or re-elect as Trustees of the Charity a. Liz Fuller b. John Robinson c. Katherine Baldwin and d. Nicola Jones.

The Chair explained that the first notice of meeting had inadvertently omitted the names of the two Trustees standing for re-election and that a revised notice had been sent to all members. It was noted that this year there were four vacancies: Katherine Baldwin and Nicola Jones were retiring by rotation and had indicated they wished to stand again and were offering themselves for re-election; Lucy Lelliott, was retiring as she had reached the end of her permitted term; and Charles Essex was standing down.

It was noted that best practice, as recommended by the Charity Commission, outlines that new Trustees are recruited whose skills and experiences complement existing Trustees and who make a strong contribution to the Charity's work. The Chair explained that the vacancies were advertised to all members and through a variety of networks, and a nominations committee had been established to interview candidates and make recommendations to the Board. Statements from the candidates, supported by the Board, had been included in the AGM booklet.

With no queries or comments arising following an invitation from the Chair for questions, Resolution 4 to elect or re-elect (a) Liz Fuller (b) John Robinson (c) Katherine Baldwin and (d) Nicola Jones as Trustees of the Charity was put to the vote by electronic poll and voting paper.

Resolution 5: Appointment of Trustee

It was noted that Resolution 5 concerned the appointment of Stephen Smith as a Trustee. The Chair proposed and April Cameron seconded Resolution 5 in the notice of meeting, being an ordinary resolution to approve the appointment of Stephen Smith 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 April Cameron had reached the end of her permitted term. Stephen Smith's practical and academic knowledge of horticulture and historic gardens was considered invaluable as the Charity progressed its Landscape Plan.

Questions were invited but, as there were none, Resolution 5 to approve the appointment of Stephen Smith as a Trustee was put to the vote by electronic poll and voting paper.

Resolution 6: Protectors' Report

The Chair proposed and Adam Cooke seconded Resolution 6 in the notice of meeting, being an ordinary resolution to receive the Protectors' report. The Chair explained the role of the Protectors was to ensure that Trustees act in accordance with the objects of the Charity and not in a manner likely to prejudice the welfare of the Cemetery. Each year the Protectors were required to produce a report to confirm this, which had been sent to Friends in the AGM booklet.

The Chair invited questions and, as none were raised, Resolution 6 to receive the Protector's report was put to the vote by electronic poll and voting paper.

Resolution 7: Special Resolution: Updated Articles of Association

The Chair proposed and Catherine Budgett-Meakin seconded Resolution 7 in the notice of meeting, being a special resolution, that the regulations in the Articles of Association on the Charity's website and produced at the meeting, signed by the Chair for the purposes of identification, 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.

Lucy Lelliott explained that it was incumbent on all charities to update and review their governing documents regularly and having not done so for a number of years, the Memorandum and Articles of Association, combined in a single consolidated document, had been updated reflecting the needs of the Charity and best practice. Elizabeth Jones, charity law specialist at Farrer & Co. had drafted the updated Articles of Association and was in attendance via telephone to answer any questions.

Lucy Lelliott outlined the most notable changes being inclusion of wording to clarify the powers of the Charity; removing reference to the role of the Protectors following full consultation with both Protectors and Trustees; updating clauses to allow delegation of authority to committees; address how conflicts of interest would be dealt with and changing the number of elected Trustees to a minimum of 6, rather than 7, whilst preserving the maximum number of Trustees at 12.

Questions were invited and a Friend queried amendments relating to the termination of a Member's Membership by resolution of the Trustees and the removal of a Trustee by Ordinary Resolution at a general meeting. In addition, the Friend queried the reduction in the notice of general meetings to 14 days. Elizabeth Jones confirmed that the reduction in notice of general meetings was to reflect changes in company law. The inclusion of provisions to terminate a Member's Membership and to remove a Trustee were noted as usual provisions in the unlikely event that a Member was acting in a way that was detrimental to the Charity or where a Trustee had stopped working with the Charity, but had failed to resign.

A query was raised why certain of the new provisions differed from those found in the Charity Commission's model articles of association for charitable companies and it was explained that the model articles were a guide and, whilst helpful, bespoke provisions were required for the Charity to reflect specific practices.

Once questions had concluded, Resolution 7, that the regulations in the Articles of Association

on the Charity's website and produced at the meeting, signed by the Chair for the purposes of identification, 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 was put to the vote by electronic poll and via voting paper.

Any Other Business

A question was put forward with regard to diversity and the Chair acknowledged that this was an area of importance for the Charity and explained that during the nomination process a wide range of applicants had been encouraged to apply for the vacant roles. It was noted the Charity would continue to actively encourage diversity going forward.

There being no further business, the Chair declared the meeting closed at 8.10 p.m.

CHAIR

2021 Annual General Meeting: electronic poll and paper voting results (including proxies)

All resolutions were approved, with votes received as set out below.

Resolution	Description	Votes For	Votes Against
1	Approve 2020 AGM minutes	177	0
2	Receive 2020 Financial Statements	179	0
3	Reappoint auditors and determine remuneration	179	0
4a	Elect Liz Fuller as Trustee	179	5
4b	Elect John Robinson as Trustee	176	5
4c	Re-elect Katherine Baldwin	163	4
4d	Re-elect Nicola Jones	162	4
5	Approve the appointment of Stephen Smith as a Trustee	182	2
6	Receive the Protectors' report	178	0
7	Adopt Charity's articles of association	164	11