

THE FRIENDS OF HIGHGATE CEMETERY TRUST
(the 'Charity' or 'FOHCT')

Minutes of the twenty-sixth Annual General Meeting ('AGM') of the Charity held at The Chapel, Highgate Cemetery, Swain's Lane, London, N6 6BS on Wednesday 17 May 2023 at 8:00 p.m.

Present:	Martin Adeney	Chair
	Doreen Aislabie	Trustee
	Katy Baldwin	Trustee
	Liz Fuller	Trustee
	Steve Kennard	Trustee
	Stuart Orr	Trustee
	John Robinson	Trustee
	Stephen Smith	Trustee
	Evelyn Wilder	Trustee
	Andrew Yeo	Trustee

Total of 36 members of the Charity including Friends and Trustees (see attendance list)

Apologies:	Alice Brown	Trustee
	Nicola Jones	Trustee

In attendance:	Ian Dungavell	Chief Executive
	Judith Chadbourne	Head of Finance (Proxy officer)
	Martha Bruce	Shakespeare Martineau, Minutes
	Guinevere Short	Head of Operations
	Nick Powell	Visitor Experience Manager

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 Trustees Alice Brown and Nicola Jones who were unable to attend.

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 being announced on the Charity's website after the meeting.

Resolution 1: Minutes of the 2022 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 2022 AGM.

The Chair reported that Martha Bruce, now of Shakespeare Martineau, had been engaged to record the minutes of the 2022 AGM professionally, and welcomed her back again this year.

Questions were invited and observation made by a Friend that the AGM minutes had been placed on the website prior to their approval at this meeting was noted.

Once questions had concluded, Resolution 1 to approve the minutes of the 2022 AGM was

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

Resolution 2: Financial Statements

The Chair proposed and Doreen Aislabie 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 2022 ('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 visitor numbers continued to recover strongly and were 18% up on last year, plus a further 17% so far this year; strong demand for graves was being met; the first round of applying for funding from the Lottery was complete and FOHCT had been invited by the National Lottery Heritage Fund to submit a detailed application for a development grant; a healthy surplus on 'business as usual' activities last year meant all but £20,000 of the £686,231 expenditure on the initial RIBA Stage 1 Briefing and Preparation work for the Conservation Project in the year had been covered by income received during the year; and Highgate Cemetery had moved up to number 27 in Trip Advisors' list of places to visit in London.

The Chair reported very strong performance in the financial year ended 31 August 2022 and that visitor income had reached a new high, helped by a temporary reduction in VAT rates as well as the 18% increase in visitor numbers. However, it was reported that at 83,574, visitor numbers were still below and climbing towards the 100,000 pre-Covid record. In addition, market uncertainties meant the value of the FOHCT's investments had declined after a sharp rise the previous year when they had recovered from previous under-performance.

Highlights from the current 2023 year's performance to date were outlined to the meeting. Notably, for all 'business as usual' activities excluding the Conservation Project, results year to date were ahead of budget due to buoyant grave sales and the continued rise in visitor numbers which were up about 17% as indicated earlier. The value of the FOHCT's investments was currently the same as at the end of last year.

The Chair reported that following review of the activities of Highgate Cemetery Limited ('HCL'), FOHCT's trading subsidiary, HCL's activities were now limited to a narrower range of commercial activity including merchandise sales, filming facilities and catering to bring it into line with the Charity Commission's current recommended good practice.

It was noted that work on the Conservation Project was progressing well and was now in the later stages of RIBA Stage 2, Concept Design. A budget of just over £900,000 had been provided for completion of this stage, some of which would be funded by 'business as usual' activities and the balance would be drawn from reserves deliberately accumulated for this purpose. The Trustees were acutely aware of the scale of the figure and were using their shared accountancy, architect and project manager skills to scrutinise matters closely, noting that the original estimate had been negotiated down by over £100,000. At the end of Stage 2 FOHCT would have a thoroughly researched and costed comprehensive set of options to enable the Trustees, following public consultation, to prioritise what was affordable and

should be continued, and more specific information about this was expected towards the end of the summer.

The Chair highlighted the value of the data being collected through work on the Conservation Project. Notably this included topographic surveys; detailed information on soil types and condition; water and how to improve drainage through innovative solutions; trees, including their species and condition; and examination of all paths and research into suitable visually appealing surface coverings which do not wash away. The Chair further reported that the emerging plans for the landscape had benefited from the detailed research on the original historic planting and the individual trees. Furthermore, Historic England and the Camden planners had complimented FOHCT on the thoroughness of its research led approach.

From the information collected regrettably it was apparent that Ash dieback was more widespread and was progressing more rapidly than first thought and it was expected many trees would be lost. However, the Chair highlighted that their removal would let more light into some areas of the Cemetery and encourage growth of a wider range of species which, properly managed, would enhance bio-diversity.

The Chair also reported that the condition of all listed monuments in the Cemetery had been surveyed and carefully examined, as had spaces where the absence of graves might potentially allow FOHCT to construct accommodation for the gardeners, staff and volunteers as well as possible visitor activities. FOHCT's architects were determining possible solutions for the need for more accommodation, subject to obtaining agreement from Camden Planning Authorities, Historic England given the Cemetery was a Grade One registered landscape and designated as Metropolitan Open Land. One option under consideration was a major restoration of The Chapel, reinstating its dramatic pinnacles and lantern and returning the old Dissenters Chapel to public use and accommodating staff elsewhere. However, just to go through the various pre-application meetings with the authorities would result in fees charged by them of over £30,000, plus additional costs for engaging specialist professional planning advisors.

The Chair also drew attention to progress made over the past four years, commencing with publication of the Conservation Plan in 2019 and commissioning of the grave mapping project in the same year. It was noted that, as had been advised in the talk on The Highgate Cemetery Grave Mapping Project provided immediately prior to the AGM, this provided the first accurate record of exactly where everything was in the Cemetery. 2019 also saw the demise of the historic cedar, submission of the Private Bill to Parliament to extend the life of the Cemetery which was fundamental to its long-term economic sustainability, and a rise in visitor numbers to record levels.

However it was explained that in 2020, when the pandemic struck, tours were abandoned and the Cemetery was closed for weeks. Whilst this had challenged FOHCT's finances, it had been overcome by the decision to open the West side of the Cemetery to unguided visits as an experiment. This was so successful it was now permanent.

The Chair further explained that in 2021, as Covid waned, the public competition to find two sets of architects to help deliver the ideas in the Conservation Plan had been launched and,

from over 40 entries, two outstanding practices were selected to assist FOHCT. In that same year the governance structure was reviewed and the Friends approved new articles in line with good practice recommendations, important in applying for grant support.

It was noted that last year, the Private Bill finally received Royal Assent as the Highgate Cemetery Act 2022 and work started to implement the provisions relating to reclaiming old graves, whilst the architects completed RIBA Stage One. The Trustees had also reviewed FOHCT's governance and resources and strengthened the in-house team with appointments of an in-house Head of Finance for the first time and a new Project Director. The Chair also reported that in 2022 another step was taken to make the Cemetery more friendly and accessible by opening up the West side courtyard to the public, followed this year by the temporary location of the coffee van and tables close to the end of the Colonnade, views on which were invited from the Friends.

The Chair explained that the expression of interest for funding from the National Lottery Heritage Fund made this year was successful and FOHCT have been invited to submit an application later this year, by which time it was expected RIBA Stage 2 concept phase would be complete and there would be some proposed options to share with the Friends as well as the Lottery.

It was noted that throughout this time the Cemetery had continued to operate successfully, still providing burial space and rebuilding visitor numbers, to the extent that visitor income was currently ahead of last year and was at an all-time high. The Chair reported that much of this progress was due to the efforts of the Friends in the past. This strong foundation was being built on now, reflecting the changing nature of the Cemetery and the need to protect its reputation as 'celebrated' and 'Britain's most famous cemetery'.

The Chair recognised the considerable work of the volunteers including Jean Pateman, who stepped in when the Cemetery was in effect abandoned by the owners, and the many volunteers who tend the gardens and graves, sell the tickets and guide the visitors with a friendliness, deep knowledge, and a fierce commitment to look after the Cemetery which charms and surprises those who visit. The Chair also emphasised recognition that the FOHCT was custodian of a recognised national asset which demands professional management and business know-how with the necessary funding and expenditure.

Expression by the Chair of his appreciation to the Trustees and the permanent staff of the Cemetery with whom he had worked over the past few years was noted. The Chair added that the FOHCT were fortunate in the skills and experience of the Trustees, voluntarily given above and beyond what might be expected, including professional experience in project delivery and finance as well as in landscape and gardening work, historic buildings and the law and that they had taken their responsibilities for scrutiny very seriously. The palpable appreciation received from visitors and grave-owners every day for the efforts made by staff was also highlighted.

The Chair also extended thanks to three Trustees who were stepping down. Firstly, Nicola Jones who had supervised FOHCT's finances and been a tower of strength, ensuring proper procedures were followed in making financial decisions but now, because of her obligations

as Chief Financial Officer of the Museum of London, needed to step down. Secondly, Eve Wilder who was required to step down having reached the end of her permitted term and who had been a guide, Chair of the Events Committee for some years, an active member of the Governance Committee and a regular contributor to Trustee discussions. Thirdly, Doreen Aislabie who had also come to the end of her term and who had been a guide, kept a close eye on finances and expenditure, served as a director of Highgate Cemetery Ltd ('HCL') and been a long-time champion of the annual Remembrance Day ceremony at the Cemetery war memorial.

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

A question was asked about how much the Conservation Project had cost for preliminary work so far and the projected total cost. In response the Chair explained that, as detailed in the Annual Review 2021-2022 and the Financial Statements, £10m had been designated for the Conservation Project, just over £1.02m had been spent on valuable preliminary work and surveys in 2021 and 2022, and £900k of costs had been agreed for work on RIBA Stage 2 beyond which the Trustees would need to review and determine what further expenditure was required and appropriate for the next stages.

A question was also asked about progress made with the re-use of burial space now the Highgate Cemetery Act 2022 had been passed permitting reclamation of old graves and given that loss of income through diminishing availability of grave space had been identified as a principal risk in the Risk Management on page 9 of the Financial Statements. In response, Ian Dungavell explained work was progressing using information obtained through the grave mapping project, mindful of the strict undertakings given to Government about how the powers to re-use graves and remove memorials would be exercised as well as the need to obtain planning permission and to protect the heritage of the Cemetery. Ian Dungavell further explained that the first list of graves proposed to be reclaimed was expected to be published in the national press, on the FOHCT's website and at the entrance to the Cemetery by the end of the year which meant that, after allowing a reasonable period for any surviving grave owners who come forward opportunity to object, these graves would be available for re-use in the middle of 2024.

A further question was asked about the need to remove old memorials, and whether new memorials could be added alongside or on the reverse of the old memorials as had been done in the City of London Cemetery. Ian Dungavell explained this would be considered for those memorials that were in reasonable condition, but there were many factors to be taken into account in deciding whether this was appropriate including the desire to preserve heritage and attractive romantic decay, balanced with the needs of families buying the re-used graves and whether the extent of decay on the old memorials remained attractive. It was also noted that removal of memorials required planning consent and all these factors would be considered by the Monument Assessment and Advisory Committee being set up. Public submissions would be invited on the Committee's proposals and there would also be a period of wider public consultation.

Ian Dungavell also explained that graves with no memorials would be considered for re-use in the first instance, of which some fifty had been identified along the old Marx grave path alone and there were thought to be approximately 20% without memorials in the Cemetery as a whole.

Once questions had concluded, Resolution 2 to receive the Financial Statements of the Charity for the year ended 31 August 2022 was put to the vote and unanimously approved on a show of hands.

Resolution 3: Auditors

The Chair proposed and Eve Wilder 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 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) Paul Candler (b) Claire Jebson and (c) Charo Rovira as Trustees of the Charity.

It was noted that this year there were three vacancies created by the retirement by rotation of Doreen Aislabie and Eve Wilder who had come to the end of their permitted terms, and the resignation of Nicola Jones.

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 Charity'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 Katy Baldwin, Liz Fuller and Stuart Orr 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. In response to challenge by a Friend about the nomination process and concern that nine potential candidates had been reduced to three 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 the Friends and with recommended best practice. In response to further questions and concerns expressed by a Friend about taking the interests of Friends, grave owners and their families into account when decisions were made, both Paul Candler and Claire Jebson confirmed that the range of stakeholders considered would vary depending on the issue under discussion, including all those that might have an interest or potential interest in the matter, and also extend to the wider community, schools and local residents.

Once questions had concluded, Resolution 4 to elect (a) Paul Candler (b) Claire Jebson and (c) Charo Rovira 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 Simon Edwards as a Trustee. The Chair proposed and Liz Fuller seconded Resolution 5 in the notice of meeting, being an ordinary resolution to approve the appointment of Simon Edwards 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 the Chair, Martin Adeney, had reached the end of his permitted term. The Trustees had appointed Simon Edwards as his experience with Highgate Literary and Scientific Institution, strong local links and already being a volunteer guide at the Cemetery meant he was particularly suitable for appointment as a Trustee at this time.

Questions were invited and observation was made by one Friend about his wonderful work with photography at the Cemetery. However, as there were no questions, Resolution 5 to approve the appointment of Simon Edwards as a Trustee was put to the vote and the Chair invited those present to vote using the voting cards provided.

Any Other Business

On behalf of the Trustees and staff, Liz Fuller expressed considerable thanks to Martin Adeney for all his work whilst a Trustee and Chair, particularly with regard to progress made with the Conservation Project; his guidance and calm, authoritative chairmanship; his detailed challenge of matters under consideration; and his deep appreciation of Highgate Cemetery and all those involved and interested in it.

There being no further business, the Chair declared the meeting closed at 8.55 p.m.

CHAIR

2023 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	Elect Paul Candler	107	0
4b	Elect Claire Jebson	104	2
4c	Elect Charo Rovira	107	0
5	Approve the appointment of Simon Edwards as a Trustee	107	0