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THE GARDENS TRUST
Tenth Annual General Meeting 2024,
Tuesday, the 17th September 2024 at 6pm, via Zoom

AGENDA

1. **Welcome (Peter Hughes KC, Chairman of the Board)**
2. **Resolution 1: Minutes**
To approve the Minutes of the 9th Annual General Meeting held on Thursday 7th September 2023.
3. **Resolution 2: Annual Report and Accounts**
To receive the Accounts together with the Report of the Directors and the Independent Examiners for the year ended 31st December 2023.
4. **Resolution 3: Independent Examiners**
To re-appoint Able & Young as Independent Examiners and to authorise the Board to fix their remuneration.
5. **Resolution 4: Articles of Association**
To adopt revised articles of association.
6. **Resolution 5: Election of Directors**
To elect, or, as applicable, re-elect various Directors and Trustees for a term of three years.

Explanatory notes

- Full papers (including accounts, the proposed (revised) articles of association committee reports and brief biographies of those standing for election or re-election) are on our website at <https://thegardenstrust.org> (see the "About Us section in the footer).
- Please submit questions in advance by 31st August 2024, to catriona.hoyes@thegardenstrust.org
- Individual Members and County Gardens Trusts representatives vote as two separate classes of members and a majority of each class is required in favour of any resolution for it to be passed.
- Individual Members and authorised representatives of County Gardens Trusts who are not able to attend the meeting can vote by appointing a proxy to attend the meeting and vote on their behalf, or by submitting their proxy electronically or by post. Your proxy can be the Chairman of the meeting, or another person of your choice. Instructions on how to complete the Proxy Form and where to send it are provided on the enclosed form. If you have a joint membership, please email catriona.hoyes@thegardenstrust.org to request a second form. CGT voting representatives will be emailed a proxy voting form.

Your vote is important to us and will help to ensure a quorum at the meeting, even if you cannot attend in person.

NOMINATIONS FOR TRUSTEES

The Trustees are Directors of the Gardens Trust for the purposes of company law.

The Board is recommending that Jo Barnes, Victoria Thomson and Stephen Horrocks be elected to the Board for an initial term of three years to fill vacancies on the Board.

The Board proposes to re-appoint Rachel Savage and Chris Blandford pursuant to Article 37.1 of the Articles of Association.

By order of the Board

Catriona Stenhouse (nee Stenhouse)

Company Secretary

Dated 9th July 2024

FURTHER INFORMATION FOR RESOLUTION 5
AT THE TENTH ANNUAL GENERAL MEETING OF
THE GARDENS TRUST

1. Standing for Election

(a) Victoria Thomson

Victoria is an experienced and knowledgeable planning, conservation and policy professional. She has thirty years' experience across national and local government, a government agency, academia, and charities. She has a particular interest in the use of the planning system to protect historic parks and gardens.

Victoria has been closely involved with The Gardens Trust for a while, she sits on our Conservation Committee and has contributed articles to *Garden History* on a couple of occasions. Victoria's research for her PhD in 2015 was into the evolution and effectiveness of planning policy and legislation in the protection of historic parks and gardens.

(b) Jo Barnes

Jo has over 25 years' experience in the historic and natural environment sector starting as a commercial archaeologist, before moving to the public sector, first as a building conservation officer, leading on conservation areas and urban regeneration through heritage led projects, and then to Natural England as a regional heritage adviser, specialising in the maintenance, management and reinstatement of designed landscapes.

Now at the National Trust, Jo leads on the conservation management of historic and natural assets in the South East. Her work involves balancing development opportunities for our heritage assets with long term sustainable futures.

(c) Stephen Horrocks

Stephen is standing to be elected as a trustee and our new treasurer. Stephen is a chartered accountant, now retired from full time work but has 40 years of accounting experience, the last 20 of which were spent in senior leadership roles in strategic and business facing finance roles. Stephen has also held a number of voluntary board roles in recent years and is a very keen gardener, busily restoring his Norfolk garden.

2. Standing for Re-Election

(a) Rachel Savage

Rachel Savage has over 25 years' experience in the charity sector. She has considerable experience of strategic and financial planning, brand and audience development, facilitating organisational change, and delivering large scale marketing and fundraising campaigns. Prior to becoming Director of Planning for a full service marketing agency working with a number of charities, she held senior management, marketing and fundraising positions at the RHS, Save the Children and Voluntary Service Overseas. She has an MA in Landscape History and is researching part-time for a PhD, exploring the relationship between nineteenth-century domestic planning and garden design. Rachel is currently Chair of the GT's Audience Development, Marketing and Communications Committee.

(b) Chris Blandford

Chris Blandford OBE is a landscape architect, master planner, and heritage specialist. He is Vice Chair of the Gardens Trust. Until 2017 he was Chairman and CEO of the award-winning CBA

Studios, which he founded in 1977. Working nationally and internationally, he gained a broad range of technical experience in both the conservation and development fields, as well as considerable managerial and commercial expertise. He is a Fellow of the Landscape Institute, President of World Heritage UK, Vice Chairman of the South Downs National Park Design Review Panel and a past trustee of ICOMOS. He has regularly advised government on design, heritage and environmental matters. In retirement he lives and works in the Weald of Sussex surrounded by the extensive garden that he and his wife have created over 40 years. Chris is presently the GT Vice-Chair and until 2023 was the GT's Conservation Committee Chair.



**DRAFT MINUTES OF THE NINTH ANNUAL GENERAL MEETING OF
THE GARDENS TRUST**

held on Thursday 7 September 2023 at 70 Cowcross Street, London, EC1M 6EJ, commencing at 1.30pm

1. Welcome and Introduction

Peter Hughes, Chairman, opened the meeting and welcome members to the ninth AGM of The Gardens Trust. Peter Hughes reflected on the passing of a year since the eighth AGM which had opened as the world learnt of the sad news of the death of Her Majesty the Queen. He went on to describe the highlights of a busy year for The Gardens Trust, which is performing in line with the Business Plan but, as expected, at a deficit.

2. Apologies for absence

Apologies, to the extent received, were shared with the members.

3. Voting

Maureen Nolan provided details of the Proxy Forms received from individual members and CGTs, and whether any spoiled votes had been received. Maureen Nolan explained that voting at the meeting would be carried out by a show of hands. As usual, a majority of votes from individual members and CGTs would be required for each resolution.

4. Minutes of the previous AGM

A motion to approve the minutes of the eight AGM, held on Thursday 8th September 2022 by Zoom, was proposed and seconded. The room was clearly in favour. The motion was **agreed**.

5. Annual Report and Accounts for the Year Ended 31 December 2022.

Lisa Watson, Treasurer, introduced the Report and Accounts for the year ending 31 December 2022.

Lisa Watson explained to the meeting that, whilst the operating outcome for The Gardens Trust was a negative figure of £37,431 (before investment gains and losses), this was broadly in line with expectations given increased investment in staff and the reduced take-up in our programme of online lectures, talks and presentations.

Lisa Watson acknowledged The Gardens Trust's gratitude for its grant funding from Historic England and the National Lottery Heritage Fund, and the support from the Finnis Scott Foundation, the Bedford Road Charitable Trust and individual members of The Gardens Trust (in a collective amount of £12,500) for our 50th Anniversary Special Issue of the Journal.

Lisa Watson concluded her presentation by acknowledging that The Gardens Trust has reached a very existing stage of its development, and efforts by The Gardens Trust are making a real difference despite all the challenges faced by organisations across our sector. Success fundraising is critical to The Gardens Trust's sustainability.

There were no questions on the report. A motion to receive the Report and Accounts for the year ending 31 December 2022, together with Reports from the Directors and Independent Examiners was proposed and seconded. The room was clearly in favour. The motion was **agreed**.

6. Appointment of Auditors and their remuneration

A motion to re-appoint Able & Young as Independent Examiners and delegate authority to the Board to fix their remuneration was proposed and seconded. The room was clearly in favour. The motion was **agreed**.

7. Election and Re-Election of Board Members.

A motion to elect **Catriona Stenhouse** and **Francesca Murray** as Trustees for a term of three years was proposed and seconded. A motion to re-elect **Lisa Watson**, who had completed her second three year term, as a Trustee (and co-opted member of the Board pursuant to Article 37.1 of The Gardens Trust Articles of Association). The appointments were proposed together but there was a separate vote on each individual in turn. Brief biographies had been provided in the AGM booklet.

A motion to elect **Catriona Stenhouse** as a Director for a term of three years was put to a vote. The room was clearly in favour. The motion was therefore **agreed**.

A motion to elect **Francesca Murray** as a Director for a term of three years was put to a vote. The room was clearly in favour. The motion was therefore **agreed**.

A motion to re-elect **Lisa Watson** as a Director for a term of [] years was put to a vote. The room was clearly in favour. The motion was therefore **agreed**.

8. Conclusion of the meeting

At the conclusion of the AGM, Peter Hughes thanked Dr Sally Jeffry and Maureen Nolan for their service contribution to The Gardens Trust over their terms as Trustee and Company Secretary (as applicable) and also all members in the room for attending.

There being no further business, the meeting was closed.

**REPORT OF THE TRUSTEES AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023
FOR THE GARDENS TRUST**

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Company number

03163187 (England and Wales)

Registered Charity number

1053446

Registered office

70 Cowcross Street

London

EC1M 6EJ

Trustees

Members of the Board of Trustees who served during the period and up to the date of signature are listed below:

Christopher John Blandford

Deborah Jane Evans

Dr Clare Hickman

Peter Thomas Hughes KC

Dr Sally Roberta Jeffery (resigned 8th September 2022, reappointed pursuant to Article 37.1 1st January 2023)

Dr David John Edward Marsh (resigned 7th September)

Maureen Patricia Nolan (resigned 7th September pursuant to Article 37.1)

Catriona Stenhouse (appointed 7th September 2023)

Francesca Murray (appointed 7th September 2023)

Paul Anthony Rabbitts (appointed 8th September 2022)

Rachel Jane Savage

Gillian Sian Sinclair (appointed 8th September 2022)

Elizabeth Jane Watson (reappointed 8th September 2022 pursuant to Article 37.1)

Ex officio and non-voting members of the Board:

Joanna Elizabeth Davidson

Company Secretary

Catriona Hoyes (nee Stenhouse)

Independent Examiner

Rekha Shah

Association of Chartered Certified Accountants

Able & Young Ltd

Chartered Certified Accountants Airport House

Purely Way

Croydon

Surrey

CRO 0XZ

Bankers

Barclays Bank plc
Leicester
LE87 2BB

CAF Bank Limited
PO Box 289
West Malling
Kent
ME19 4TA

REPORT OF THE BOARD OF TRUSTEES

The Board of Trustees (who are also Directors for the purposes of companies law) present their Annual Report together with the Financial Statements of The Gardens Trust ("the Charity") for the year ended 31 December 2023.

The Trustees confirm that the Annual Report and financial statements of the Company comply with the current statutory requirements, the requirements of the Company's governing document and the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities", further details being set in the accounting policies.

STRUCTURE, GOVERNANCE AND MANAGEMENT**Constitution**

The Company is a charitable company limited by guarantee constituted under Articles of Association, as amended by Special Resolution dated 24 July 2015, and is a Registered Charity number 1053446, Registered Company number 03163187 (England and Wales).

Method of election of Board of Trustees

Board members are elected for a three-year term of office and are then required to retire at the next Annual General Meeting but are eligible for re-election for a further three-year term. The names of those who are due to retire and wish to stand for re-election to the Board are listed in the papers for the Annual General Meeting.

Policies adopted for the Induction and Training of Board Members

Newly elected Trustees are provided with copies of the previous Annual Report and Financial Statements, the Trust's Articles of Association, the Trust's Business Plan, the Risk Register, Trust policy documents, Minutes of previous Board meetings and Charity Commission advice on the duties of Trustees. All Trustees serve on Committees or otherwise have responsibilities within the Trust in addition to serving as Trustees.

Organisational structure

The Board has Committees responsible for: Conservation; Audience Development, Marketing, & Communications and Education & Training. In 2002, the Board also had a Steering Group as required by the terms of grant funding provided by the National Lottery Heritage Fund. It also has a Management Committee comprising the Officers and the Chairs of Committees. The Board

meets quarterly, with additional ad-hoc meetings as required, the Management Committee meets monthly, normally on the first Tuesday of the month, and the Committees meet on a regular basis.

By the end of 2023, the Trust had a complement of staff comprising: Head of Operations and Strategy; Administration and Membership Officer; Finance Officer; Conservation Officer; Casework Manager; Assistant Casework Manager; Audience Development and Engagement Officer and two Volunteer Support Officers. A third Volunteer Support Officer was employed for most of the year (until November 2023) engaged during the year on a specific project assisted by a grant from Historic England. All staff apart from the Head of Operations and Strategy and the Administration and Membership Officer were employed part-time.

OBJECTIVES AND ACTIVITIES

1. Charitable objectives

The objects of the Charity are for the public benefit:

- to promote the study of the history of gardens and gardening, landscape gardening and horticulture in all its aspects;
- to promote the protection and conservation of historic parks, gardens and designed landscapes and to promote and advise on their conservation;
- to promote the County Gardens Trusts and through them, education, appreciation and involvement of the public in matters connected with the arts and sciences of Garden Land; and
- to encourage the creation of new parks, gardens and designed landscape.

2. Public benefit

The Board of Directors, as Trustees, confirm that they have complied with the duty in Section 4 of the Charities Act 2006 to have due regard to the Charity Commission's general guidance on public benefit.

CHAIRMAN'S REPORT

This is my fourth annual report as Chairman of the Board of Trustees. 2023 has to be seen as a year of challenge and change for all those organisations involved in the charitable sector and the Gardens Trust is no exception. It was the year in which, in some respects, life began to return to normal after the Covid pandemic, but in other respects new challenges emerged. These included an unwelcome return to high inflation, a cost of living crisis affecting charitable giving, and, of even more acute concern, a much more dangerous world with war in Europe and in October 2023, fresh conflict in the Middle East.

As national charities go, the Gardens Trust is a relatively small organisation, but it has an important part to play as the voice for the country's rich heritage of parks and gardens and for their protection and conservation. It is the only charity which is exclusively dedicated to this. It has a special role as the only statutory consultee in the planning system which speaks solely on behalf of the designed landscape rather than buildings and archaeological remains. We have always had to fight for our voice to be heard, and with the pressure for more house building and the development of large environmental projects such as solar farms, we will need to shout all the louder in the future.

To fulfil our charitable objectives, we depend on a small and dedicated team of staff, trustees, and volunteers. Just as vital, though, is the support we receive from our members, both individual members and the thirty six County Gardens Trusts and the Welsh Historic Gardens Trust. In the past, we have received essential financial assistance from grants, provided mainly by Historic England. The

national financial climate, though, is now such, that this source is no longer as dependable or generous as in the past. We must look for alternative means of financial support. This includes our members, supporters, and other initiatives to raise funds.

During 2023 the restrictions of the Covid pandemic were gradually relaxed but life did not just return to pre-pandemic normality. The pandemic disrupted existing networks and patterns of doing things. Teams of volunteers had been disbanded and needed to be re-formed. In-person events had been suspended and when they could be re-introduced, people had got out of the habit of attending events. Some still felt a reluctance to mix. Online talks and events, which had been such a lifeline during lockdowns, whilst still popular, were less-well supported. In common with other charities, the Gardens Trust has faced financial challenges coming out of the pandemic.

In my last annual report, I referred to the implementation of our strategic Business Plan and the need carefully to manage our resources, and the need to rely to a limited extent on our reserves. Our objective was to provide a sound and resilient platform from which to build the future of the organisation. There are a number of priorities for the future of the Trust that have been identified. One is in relation to our role as statutory consultees in the planning system. The number of planning applications has grown year-on-year and there is an increasing number of sensitive and controversial proposals. Our conservation team do an incredible job but we need to expand our team to ensure that we can meet the burden of the work for the future. Another is to grow our membership, to find new ways of explaining what we do and why it is important, and to encourage younger people to join us. A third is to broaden our financial appeal. We cannot rely on membership subscriptions alone. In 2023 we appointed our first fund raising officer, Tara Hamdi. She has considerable experience in the field and is working on ways to attract new sources of financial support.

Our trustees knew that 2023 was always going to be a difficult year as we implemented the Business Plan. It has, though proved more challenging than anticipated. This has been, in part, because of the economic and financial climate but also a consequence of the pandemic. We have been obliged to rely on our reserves to a greater extent than we had planned for and would have wished. The alternative would have been to scale back on our activities and plans for the future. The Board considered that this would have been a retrograde step, and that our underlying financial position was sufficiently secure for us to avoid taking such measures. It does, though, add to the urgency for the future of raising our own funds and reducing our dependency on support from public funds.

On the positive side, though, 2023 was also a year of achievement for the Gardens Trust. More information can be found in our Impact Report for the year and the committee reports on Conservation, Audience Development, Marketing and Communications, and Education and Training. In brief, though, we received 777 planning consultations affecting registered parks and gardens and submitted 545 written responses. These were the highest figures ever. Our conservation team, Margie Hoffnung, Alison Allighan, and Daniel Bowles, and members of the Conservation Committee chaired by Chris Blandford, and our volunteers in the County Gardens Trusts around the country did an amazing job.

We successfully used social media to engage with audiences we would otherwise not reach and alert them to what we do and why it is so important for the future. There were over 145,000 visitors to our weekly blog and an incredible 224,851 views of posts on social media. In addition we provided training for 660 volunteers. This success owes much to Frankie Taylor, our Engagement Officer, and the members of our Audience Development Committee chaired by Rachel Savage. The attendance figures for our programme of online and in person lectures and events for the year exceeded 12,000. These achievements would not have been possible without the hard work of the Education and Training Committee chaired by Sally Jeffery, supported by a team of volunteers helping to produce the online

talks. In addition, we continued to publish *Garden History*, the GT News and the online Ebulletin, thanks to the support and commitment of Barbara Simms, editor of *Garden History*, Susannah Charlton and Charlotte Cassel. Sally Jeffery retired as both a trustee and chair of the Education and Training Committee at the end of the year, but will continue to support the work of the committee. We are immensely grateful to her for her contribution over many years.

Towards the end of the year, Chris Blandford informed me that he needed to reduce his commitments and relinquish his role as Vice-Chair of the Board of Trustees and chair of the Conservation Committee. This is a decision that he took with reluctance. As Chairman, I have benefited from his experience and sound advice. He has also made a huge contribution through his work leading the process to create the Business Plan and through chairing the Conservation Committee. Happily we will not be losing him entirely and he has agreed to continue to serve as a trustee.

This will be my last annual report. I have chaired the Board for four years through a period of significant change for the Trust. It is due time for someone younger to take the helm. Someone who can provide new vigour and lead the Trust forward. In 2025, the Gardens Trust will celebrate its tenth birthday, and by the time of the 2025 Annual General Meeting, the Board of Trustees will have a new chair. It has been a privilege to serve as a trustee and to chair the Trust. I look forward to the Gardens Trust continuing to grow in stature over the years to come and to provide a strong voice for garden history, for the protection of our rich heritage of parks and gardens, and for their conservation for the benefit and enjoyment of future generations.

Peter Hughes KC

FINANCIAL REVIEW FOR THE YEAR ENDED 31 DECEMBER 2023

In 2023 the operating outcome for the Gardens Trust's was a negative figure of (£115,756), before gains/losses. This was broadly in line with what was expected. As in the previous year, we needed to increase our investment in staff hours, although we would have been grateful for a more realistic level of grant funding given the scope of activity required.

The Gardens Trust has continued to benefit from support from Historic England funding, not only in respect of our statutory casework and County Gardens Trusts support activities, but also in other project work, such as the very popular *Suffolk's Unforgettable Garden Story* research project. We delivered our Lottery-Funded *Engaging with our Future* project. Our Historic England-funded *Volunteers Save Space!* Project has been very successful in finding ways to engage new people with historic park and garden volunteering. The Gentian Trust was very generous in facilitating the Gardens Trust to fund other small projects.

The value of our investments began to rise again, and at the end of the year our net gain was £8,638. Taking account of this increase and our operating loss the negative outcome for the year was (£107,118), with total funds carried forward of £418,333.

Lisa Watson, Honorary Treasurer

STATEMENT OF THE BOARD OF TRUSTEES RESPONSIBILITIES

The Trustees (who are also the Directors of The Gardens Trust for the purposes of company law) are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing those financial statements, the Trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charitable company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Risk Management

Following Charity Commission guidance, the Board has adopted a Risk Management Policy and agreed a Risk Register. This is monitored and reviewed annually and actions agreed to manage significant risks. The Board has reviewed the Risk Register during the year and agreed actions to address or mitigate the identified significant risks.

Approved by order of the Board of Trustees on 9th July 2024 and signed on its behalf by:



Peter Hughes KC – Chairman