

**DRAFT MINUTES OF THE TENTH ANNUAL GENERAL MEETING OF
THE GARDENS TRUST
held on Tuesday 17 September 2024
via Zoom commencing at 6pm**

1. **Welcome and Introduction**

Peter Hughes, Chairman, opened the meeting and welcome members to the tenth AGM of the Gardens Trust.

1. **Apologies for absence**

The Chairman explained to the members that apologies for absence had been received from Paul Rabbits, Deborah Evans, Clare Hickman and Frazer Chapman.

1. **Update from Head of Operations and Strategy**

The Chairman asked Linden Groves, as Head of Operations and Strategy to update members on the work of the Gardens Trust over the last twelve months. Linden, along with members of the charity’s team of staff gave a comprehensive update. One notable feature was recognition of the support and encouragement the Gardens Trust and County Gardens Trusts (“CGTs”) derive from each other and the enthusiasm to build stronger relationships, and plans to work towards this in the coming year.

1. **Conduct of the Meeting**

The Chairman explained to the assembled members how the meeting would be conducted. In particular, the Chairman explained that:

1. in light of recent exchanges with Yorkshire Gardens Trust, it had been decided that “Resolution 4” (being the resolution to amend the articles of association for the Gardens Trust) be withdrawn from the agenda so that further consideration could be given to those proposed amendments, as well as the Gardens Trust’s constitution and wider its relationship with CGTs; and
2. one request to speak at the meeting had been received in advance of the meeting (from individual member, Mr Geoff Hughes), which, the Chairman proposed, be facilitated in advance of voting.
3. **Chairman’s Statement**

The Chairman made a statement to the meeting in which he announced his resignation as Chair of the Gardens Trust at the end of this term of office of six years.

In his statement, the Chairman explained, in considerable detail, the rationale for the proposed amendments to the articles of association for the Gardens Trust. In particular, the Chairman referred to the proposed amendments to the articles that relate to the composition of the Board, and did so with reference to the requirements of the Charity Commission, Historic England and National Lottery Heritage Fund with regard to requisite range of skills and experience. The Chairman also brought the trustee recruitment efforts of the Board to the attention of the meeting and thanked Lisa Watson for, at nine years as trustee and treasurer, her very long service to the Gardens Trust whilst we continue look for a replacement.

The Chairman also referred to recent correspondence with some members of the Yorkshire Gardens Trust regarding the Gardens Trust’s handling of the Studley Royal planning application. In doing so, the Chairman also noted that the Gardens Trust and CGTs are autonomous bodies, each free to act without reference to the other. The Chairman explained that the Gardens Trust has a duty, as a statutory consultee, to consider each planning application in a wholly impartial, professional and objective way, taking due note of, and applying all relevant planning rules and guidance. Unlike a private individual or a CGT, the Chairman explained to the meeting, the Gardens Trust cannot object to a planning application simply because we do not like it or think an alternative solution might be preferable. Instead, the Gardens Trust is obliged to respond by reference to relevant planning considerations.

The Chairman thanked the staff, trustees and volunteers of the Gardens Trust for all their work and dedication over the past twelve months.

1. **Member Participation**

Geoff Hughes was invited to speak by the Chairman. Mr Hughes made a statement to the meeting in which he reflected on the working relationship between the Gardens Trust and Yorkshire Gardens Trust, with particular reference to the Studley Royal case. Mr Hughes proposed a protocol for future scenarios in which the Gardens Trust and a CGT disagreed on a matter.

The protocol suggested by Mr Hughes was that firstly, the Gardens Trust should let members and CGTs know at the earliest opportunity that views on such matter did not align. That, secondly, the Gardens Trust should describe to members and CGTs the reasons its position was contrary to that of the CGT and that, thirdly, the Gardens Trust should allow the CGT in question to explain its position to the Gardens Trust membership as soon as possible (via email and/or contribution to the next GT News).

1. **Voting**

The Chairman introduced the Gardens Trust’s company secretary, Catriona Hoyes, to the meeting. The Company Secretary confirmed that 27 Proxy Forms had been received from individual members of the Gardens Trust and 7 Proxy Forms had received from CGT voting reps. The Company Secretary explained that no spoiled votes had been received.

The Company Secretary explained that the meeting was quorate, and that therefore voting would go ahead via Zoom polls (to which proxy votes would be added). The Company Secretary explained that a majority of votes from both individual members and CGTs (under separate polls) would be required for each resolution to be passed.

1. **Minutes of the previous AGM**

A motion to approve the minutes of the ninth AGM, held on Thursday 7th September 2023 at 70 Cowcross Street, was proposed by Rachel Savage and seconded by Tamsin McMillian. For this resolution, proxy votes for individuals were 23 for, 1 against and 3 abstentions and for CGT voting reps they were 6 for, 0 against and 1 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

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

Lisa Watson, as the Treasurer of the Gardens Trust, introduced the Report and Accounts for the year ending 31 December 2023. There were no questions on the report. A motion to receive the Report and Accounts for the year ending 31 December 2023, together with Reports from the Directors and Independent Examiners was proposed by Francesca Murray and seconded by Jill Sinclair. For this resolution, proxy votes for individuals were 24 for, 0 against and 3 abstentions and for CGT voting reps they were 7 for, 0 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

1. **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 by Sarah Dickinson and seconded by Francesca Murray. For this resolution, proxy votes for individuals were 24 for, 0 against and 3 abstentions and for CGT voting reps they were 7 for, 0 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

1. **Election and Re-Election of Board Members.**

A motion to elect each of **Jo Barnes** and **Victoria Thomson**, and to re-elect **Rachel Savage** and **Chris Blandford** as Trustees for a term of three years was proposed and seconded as set out below. The Company Secretary noted that brief biographies had been provided on the Gardens Trust’s website as per the AGM notice. The Company Secretary also explained that, at the time the proxy forms were printed and circulated with notice of the AGM, it was unclear, for medical reasons, who might be able to stand, so the proxy forms had proposed the appointment of all directors recommend by the Board, yet notwithstanding this, at this meeting, we would be voting individually.

A motion to elect **Jo Barnes** as a Director for a term of three years was put to a vote. It was proposed by Jill Sinclair and seconded by Francesca Murray. For this resolution, proxy votes for individuals were 20 for, 4 against and 3 abstentions and for CGT voting reps they were 6 for, 1 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

A motion to elect **Victoria Thomson** as a Director for a term of three years was put to a vote. It was proposed by Rachel Savage and seconded by Sarah Dickinson. For this resolution, proxy votes for individuals were 20 for, 4 against and 3 abstentions and for CGT voting reps they were 6 for, 1 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

A motion to re-elect **Rachel Savage** as a Director for a term of three years was put to a vote. It was proposed by Francesca Murray and seconded by Sarah Dickinson. For this resolution, proxy votes for individuals were 20 for, 4 against and 3 abstentions and for CGT voting reps they were 6 for, 1 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

A motion to re-elect **Chris Blandford** as a Director for a term of three years was put to a vote. It was proposed by David Marsh and seconded by Francesca Murray. For this resolution, proxy votes for individuals were 20 for, 4 against and 3 abstentions and for CGT voting reps they were 6 for, 1 against and 0 abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

1. **Any Other Business**

The Chairman referred to his previous statement and reminded the members that no other business had been notified in advance.

1. **Conclusion of the meeting**

The Chairman thanked all members present for attending the tenth annual general meeting of the Gardens Trust and the meeting was closed at 7.17pm.

**There being no further business, the meeting was closed.**