



# AGM Minutes

# 2015

Minutes of the National Trust's  
121st Annual General Meeting  
held at STEAM Museum, Swindon  
on Saturday 7 November 2015

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**National  
Trust**

Chairman: Tim Parker

Present: Dame Helen Ghosh DCB, Director-General  
Members of the Board of Trustees  
Staff and some 350 members of the National Trust

## 1. Welcome

**Tim Parker, the Chairman**, welcomed members to the 121st Annual General Meeting, his first as Chairman. He explained his involvement with the Trust over many years and gave an insight into his career in both executive and non-executive capacities in a variety of organisations. He saw the main role of the Chairman as one which ensured the National Trust's strategy and objectives were effectively pursued. This required a strong Director-General and Executive Team working together with the Board of Trustees. The main role of the Board was one of encouragement and confidence-building to get the best out of the Executive Team who had delivered good results with energy and determination in 2014/15.

The Trust's landscapes, natural environment and historic buildings were among the great glories of England, Wales and Northern Ireland, and the greatest service the Trust could do for future generations was to pass them on in better condition than it had found them. The Trust offered a powerful antidote to a modern life; an escape from the pressures and preoccupations of everyday existence was worth fighting for, and this was one of the drivers behind the Trust's new strategy, *Playing our part*.

As one of the largest landowners, the Trust had a responsibility to ensure the spaces it looked after were in good condition and able to support a rich variety of animals and plant life. In 100 years the Trust would be judged on how well it had cared for landscapes and natural habitat. It was likely that most of the buildings in the Trust's care would still be standing and their collections intact, but the pressures on the outdoor environment were likely to remain extensive and far less easy to manage, and this was where the Trust needed to stretch its sights in the first half of this new century. Contrary to some perceptions of being a keeper of stately homes, the Trust was concerned with many aspects of conserving houses, gardens, beautiful objects and landscapes.

The Trust could do more to help people identify with it as a cause worth supporting, not just through membership but with donations. The Chairman acknowledged the significant contribution of his predecessor, Simon Jenkins, in helping to make good progress in bringing the Trust's properties closer to visitors and making them more inviting to young

families. There were some outstanding examples of improved interpretation, such as the *Sanctuary from the Trenches* exhibition at Dunham Massey which was presented at the last AGM.

The Trust aimed for a reputation for scholarship and expertise on a par with other major arts organisations. This was worth investing in, and in the context of presentation, it was vital the Trust kept in pace with the digital world. The opportunity to enhance members' experience by investing in digital media was huge, both in the way built and outdoor properties were presented and in other ways that members interacted, such as through maps, guides, cottages, shops and events. Other opportunities for more engagement included bringing more of the Trust's wonderful objects and collections to the people, increasing investment in the substantial let estate and ensuring there was as little unused property as possible.

The Trust continued to invest in its people and had developed excellent leadership programmes and a range of support services for its staff. Apprenticeships and other training opportunities were also supported across a broad range of activities. Some internal aspects of the organisation had been reviewed. This had led to the Systems Simplification Programme – a major, Trust-wide programme which included the introduction of new tills, membership systems and finance systems as well as an improved digital offer for members. The Trust had also changed the way it obtained specialist advice from expert volunteers and was proposing changes to the way its Council operated. Some of these Council changes were the subject of a resolution at this AGM.

Against a backdrop of excellent operational performance over the last year, the Trust faced difficult challenges such as the fire at Clandon Park. Devastating though it was, it brought out many of the best things about the Trust, such as the teamwork demonstrated by everyone who helped on the night of the fire, the painstaking work undertaken to recover objects and the exemplary management of the salvage operation. The future for Clandon Park was yet to be determined, but the work done since the fire to help secure its future was a heartening example of the way the Trust came together in times of need.

## 2. Minutes

It was agreed that the minutes of the meeting held in Swindon on 8 November 2014 would be amended as follows:

A correction was made to the following paragraph shown on page 4 of the previous minutes, with the corrected text shown underlined:

*'Kate Fielden from Marlborough asked why, in view of the March 2006 press statement published jointly by ten conservation organisations including the Trust, it was that the Trust was reneging on the shared vision expressed in the statement which indicated support for a long tunnel for the A303 rather than a short one?'*

The following new paragraph would be inserted immediately after the above paragraph on page 4 of the previous minutes:

*'Kate Freeman from Devizes contrasted the position to the National Trust's stance regarding HS2 under the Chilterns AONB where the Trust had argued for a long tunnel.'*

The following new paragraph would be inserted immediately after the comments from Simon Murray, Senior Director of Strategy, Curatorship & External Affairs, on page 4 of the previous minutes:

*'The Director-General added that the Trust took very seriously its wider responsibilities for World Heritage Sites and, having taken expert opinions, the Trust's view was that the tunnel it supported would be of benefit to the Stonehenge site.'*

The minutes of the meeting held in Swindon on 8 November 2014 were otherwise approved by the meeting and signed by the Chairman.

## 3. Director-General's review of the year

**Dame Helen Ghosh, the Director-General**, had just celebrated three years at the National Trust. She had met many members, supporters, staff and volunteers during her property visits and thanked everyone for their support. The Trust had seen some of its best-ever results over the last year. Stretching financial targets had been met, £71.9 million had been invested in

conservation projects, and more effort was being put into the conservation backlog. More people than ever before were enjoying pay-for-entry properties with over 21.3 million visits during the year, and an estimated 200 million visits to countryside and coastal places. The Trust had ended the 2014/15 financial year with 4.2 million members and 62,000 volunteers who had given more than 4.5 million hours of support.

This year the Trust had launched its new ten-year strategy, *Playing our part*. While the Trust was in good health, conservation challenges continued to grow, so the senior team had asked itself how the Trust was performing against its core purpose of protecting places of historic interest or natural beauty for the benefit of the nation.

Throughout its history, the Trust had always responded to the needs of the time. Its founders provided access to green spaces and what Octavia Hill called 'open-air sitting rooms for urban communities'. In the 1920s and 1930s the challenge was the protection of and access to landscapes such as the Lake District and Snowdonia. When high taxes, depression and war accelerated the collapse of the country house in the 1940s, the Trust stepped in to save some of the finest for the nation. In 1965 Enterprise Neptune was established in response to the development pressures on the coastline, the 50th anniversary of which was being celebrated today.

Following the great expansion of visitor and member numbers in the 1980s and 1990s, the new millennium saw a period of focus on engagement and access, and looking after the properties and places already in the Trust's care. Conservation would continue to be the area of biggest investment. Over the next ten years an additional £300 million would be spent on the conservation backlog. Examples of investments already made included Mount Stewart in County Down which had been reopened after a three-year £18 million restoration project supported by a number of generous donors and foundations. After two years of excavation and extensive conservation work, much of it led by volunteers, this summer saw the opening of a rediscovered labyrinth of tunnels built during the Second World War within the White Cliffs of Dover. Specialist guides led hard-hat torch-lit tours down 23 metres into the cliffs to Fan Bay Deep Shelter, telling the story of the tunnels and the troops who manned them. An appeal had been launched to support the next

phase of restoration at Stowe in Buckinghamshire to its 18th-century glory. Equally importantly, the Trust was continuing to invest in its let estate.

The Trust was playing its part in restoring a healthy, beautiful natural environment, to reduce the gap in the quality of the natural environment and the decline in biodiversity. As one of the nation's biggest landowners, the Trust wanted to help find better, more sustainable ways to manage land that was good for people, nature and the economy. A survey of the 250,000 hectares the Trust looked after was in hand to understand its condition and potential. This would help inform choices about how best to manage the land in the future and to build knowledge which could be shared with others.

The Trust wanted to give visitors experiences which were intellectually stimulating, emotionally rewarding and which inspired them to support the Trust's cause. This year the Trust had been thinking about interpretation and presentation and had begun some projects at a number of properties, such as Penrhyn Castle in North Wales, where the Trust was finding more imaginative ways of engaging visitors with the collection, history and architecture by bringing parts of the house to life, and at Ickworth where the introduction of picture lighting meant visitors could see properly for the first time some of the eccentric Earl-Bishop's art collection.

Another strand of the strategy looked beyond the Trust's boundaries. The 1907 National Trust Act talked about 'promoting preservation' – not just looking after places. In the context of increasing development pressures and funding cuts at government and local authority level, it was important for the Trust to play its part in helping to look after the local heritage and green spaces that mean so much to so many people. With funding from the National Lottery and from Nesta, the Trust was working with Sheffield City Council to explore the possibility of creating an endowment to generate enough revenue to look after the entire city's public parks network for ever. The Trust had also taken over national coordination of Heritage Open Days, a free four-day celebration of local heritage which welcomed three million visitors to over 4,800 events.

Climate change remained the biggest threat to conservation. This was why the Trust was adapting the management of its coastline, land and historic buildings, and taking mitigating action through energy-efficient

land-management activities, and investment in renewables, such as the new biomass boiler at Ickworth. Linked to this, and recognising that the Trust needed to maintain levels of investment income to pay for its vital conservation work, the Trust had changed the way its investment funds were invested. Currently just 5% of the Trust's investment pool was invested in fossil-fuel producers, mainly indirectly through tracker funds. The Trust was taking steps to transfer these investments to a low-carbon equivalent and would be monitoring the overall carbon impact of its investment portfolio. This year the Trust had exceeded its Net Gain target at 10.9% which represented an operating surplus that would be reinvested in conservation and visitor experiences.

The Trust could not deliver its ambitious strategy without the support of its members, which remained the largest source of income, followed by the generous support of legators and donors, as well as the hard work of thousands of staff and volunteers. With such a good foundation, the Trust was confident it could play its part and deliver its ten-year strategy.

In closing, the Director-General paid tribute to Andy Copestake, the Trust's Finance Director, who would shortly be stepping down after 19 years in his role. Mr Copestake had made a significant contribution to ensuring the Trust was well served by its finances and investments. The members joined the Director-General, Trustees and staff in warmly thanking Mr Copestake for all he had done.

#### 4. Members' questions

**The Chairman** invited questions from members in the audience, from those watching online via the webcast, and from those who had submitted them in advance of the meeting.

**Robert Clarke from London** made reference to some recent changes to the Trust's governance arrangements, and in particular those affecting a reduction in the number of advisory panels and some changes to regional/country advisory boards, which had been mentioned in the annual report. Why had these changes been made?

**The Director-General** explained that the Trust could not survive without the enormously valuable contribution of volunteers of all kinds. The Board of Trustees had asked her to lead a project to review the various ways that the Trust accessed specialist advice. The review had clarified that regional/country advisory boards were not decision-making bodies, but provided valuable local expertise. The number of members on each advisory board was being reduced, and in future their contribution would focus on regional strategic issues. While continuing to have access to trustees, the advisory boards were no longer formal committees of the Board of Trustees. In relation to advisory panels, the previous eight groups of individual expertise (such as gardens, archaeology, art and architecture) had been reconfigured to reflect the broader specialisms of: historic environment; natural environment; collections and interpretation; and commercial. The groups would continue to provide invaluable advice to staff.

**Peter Foulston via the webchat** asked how many staff were paid less than the new National Living Wage of £8.15 per hour and when would the Trust bring all its staff into line with this rate?

**Tina Lewis, Director of People & Legal Services,** explained that the Trust was committed to ensuring it paid its staff fairly. In 2014 the base pay was moved to the adult rate of the National Minimum Wage. At present 1% of permanent staff were paid at this rate and 99% paid over it. In April the Trust intended to move to the National Living Wage of £7.20 per hour announced by the Government last summer, which would cost the Trust an additional £1 million; 7% of permanent staff and about half of seasonal staff were currently below this rate. To move all staff onto the Living Wage would represent an additional investment of about £5 million, and this would need to be balanced against any alternative option to invest in the Trust's core conservation work. That said, the Trust was opening negotiations with its recognised trade union, Prospect, in January as it was likely this was something the trade union would wish the Trust to consider. On a related point, while pay levels were important, there were other factors that staff reflected on. Staff surveys were conducted annually, and the last had reported staff satisfaction levels of 93%.

**Annette Haidemenos via the webchat** asked that in light of the recent Radio 4 programme concerning the

appalling conditions on tea estates in Assam, which supplied Yorkshire Tea (which was used in National Trust tea-rooms) would the Trust now change to Fairtrade certified tea?

**Jackie Jordan, Director of Brand & Marketing,** acknowledged that there had been a strong reaction to the issues raised in the BBC's recent documentary. Ethical suppliers were important to the Trust, particularly with regard to social welfare and environmental sustainability. The Trust was proud to work closely with both Fairtrade and Rainforest Alliance in using their certifications as a good test to ensure minimum standards were being met. Following the BBC's investigation, the Trust had made contact with its suppliers, Rainforest Alliance and Taylors of Harrogate, which had conducted its own independent audits and, as a result, had withdrawn its accreditation from one of the plantations in Assam. The remaining three plantations were in the process of implementing plans to ensure that the necessary actions identified within the audits were addressed. The Trust would continue to pressurise Rainforest Alliance to ensure action plans were properly documented and executed. The Trust would also press on with its planned supply review early next year.

**Greg Slay from Chichester** asked, given that we had become a nation of sophisticated coffee drinkers and the Trust had installed Barista coffee machines in a number of its restaurants, what training was provided to staff to ensure quality coffee prevailed over speed of service? Mr Slay also asked about the environmental performance report on page 12 of the Annual Report which touched on the income contribution generated by the Trust's renewables programme. It would have been helpful to understand the impact of this programme on the wider environment, given the nature of the programme and the stated commitments to sustainability practice and the ten-year strategy, including other reportables such as the Trust's carbon emissions, use of recyclable and renewable energy, the staff's use of public transport and air travel, the Trust's use of white paper and so on. Was this level of reporting something that the Trust could consider for future Annual Reports?

**Jackie Jordan, Director of Brand & Marketing,** explained that the contract with Barista allowed for initial and ongoing training for all staff involved in

making coffee where the new machines were installed at Trust properties. Training guides were left with the catering teams to provide information and reminders about how coffee should be prepared and presented to ensure a consistent approach.

**Peter Nixon, Director of Land, Landscape & Nature**, explained that some of the areas Mr Slay had suggested for broader impact reporting were starting to be measured by the Trust's Environmental Management System. This year's Annual Report had focused on energy, and particularly energy reduction, although the Trust was also looking at ways of generating ever continuous supplies of energy. It was the Trust's land-management and farming practices, and particularly those of its farm tenants, which contributed by far the biggest element of the Trust's carbon footprint. This was one of the reasons why improving the Trust's land condition and encouraging environmentally friendly farming by our tenants was so important.

**Peter Bate, from Somerset**, wished to pay tribute to the Armed Forces on this weekend of Remembrance. He also paid tribute to everyone who volunteered their time for the National Trust. He asked if the Trust supported environmentally friendly organic farming, and how this was funded given it generated a lower income than other methods.

**Peter Nixon, Director of Land, Landscape & Nature**, confirmed that the Trust supported organic farming where its tenants wished to operate on this basis, and that the Trust's in-hand farm at Wimpole in Cambridgeshire was managed on an organic basis. The Trust had raised money in the past to help its tenant farmers convert to organic methods, but it would be unrealistic to assume that all tenant farmers would wish to do so. For those who did not convert, the Trust continued to encourage good practice in other ways, such as minimising carbon emissions.

**Alf Keeble, from Swindon**, asked what the Trust was doing to encourage supermarkets to reduce food waste.

**Peter Nixon, Director of Land, Landscape & Nature**, welcomed the question. About 25% of food was wasted at some stage during the production and supply process. Through arrangements with its own suppliers, the Trust was seeking an appropriate level of supply at decent prices for the suppliers, and minimising waste. It was hoped that over time the broader public would

be prepared to pay more for wholesome food, valuing it more and leading to less being wasted.

**Sheila Yates, from Leicestershire**, felt that it would be good to see that food grown in National Trust gardens and orchards was not going to waste. How could this be avoided, particularly at properties which did not have their own catering outlets?

**Peter Nixon, Director of Land, Landscape & Nature**, explained that the Trust always did its best to avoid garden and orchard waste, including entrepreneurial schemes such as at the Trust's Buscot and Coleshill Estate which had a box scheme supplying people in their homes, or in some cases offering surplus walled garden produce for sale or sometimes even for free. The Trust was keen to explore other such innovative ideas.

**Brian Martin via the webchat** asked why entrances to coast and countryside places looked like the entrance to a supermarket car park with new vivid green signs, when the oak leaf omega signs were sufficient.

**Mark Harold, Director for the South West**, reported that the Trust's coast and countryside places were visited by over 200 million visitors a year. An audit was undertaken a few years ago which identified that standards of presentation fell below those at built and other pay-for-entry properties. The audit also highlighted that outdoor places were hard to find by first-time visitors. There was a priority list of about 160 where the welcome and orientation was being improved, including signage, the standard of the car-parks and other facilities, including walks and cycling routes. These improvements were being made and in parallel to protecting nature and wildlife. Feedback indicated that the improvements made to signage had been well received.

**Maureen Traynor, from Bath**, asked about drove ways adjoining Trust land. There had been some problems at Barrington Court in Somerset where farmers were creating barriers around some access points used regularly by walkers.

**Peter Nixon, Director of Land, Landscape & Nature**, explained that there were a variety of highway designations affecting Trust properties, and where these were public rights of way they should remain open. This was the responsibility of tenant farmers where those routes crossed tenanted land. The Trust would always

seek to liaise with its tenants to resolve problems where it could. Whether on Trust land or elsewhere, blocked public rights of way could be referred by anyone to the relevant public authority – usually the highways authority. The Trust had recently launched the NT Land Map which enabled the user to look up any Trust property in England, Wales or Northern Ireland to see its boundaries and match it to an Ordnance Survey map for an overlay of adjoining footpaths.

**Howard Harris via the webchat** asked if the Trust would consider changing its recruitment policy of taking on behind the scenes in-house volunteers for conservation activities if the Trust's current volunteers reduced in number.

**Sue Wilkinson, Director of Supporter Development**, explained that the Trust was very lucky to have a high number of keen volunteers to help behind the scenes. The Trust had a flexible approach towards roles and the way it engaged with volunteers. Volunteers often had the opportunity to undertake a variety of roles and were encouraged to do this if they wished.

**Tim Roberson, from Croydon**, explained that from his perspective as a property volunteer, volunteers generally welcomed a flexible approach towards their role. The local staff readily recognised different levels of expertise and managed people accordingly.

**Pauline Robinson, from Reading**, explained that she too volunteered at a property and enjoyed a range of tasks, but it was a shame that the number of volunteers at any one big property seemed to be on the wane. Where properties offered a variety of attractions for visitors and families, at the same time as hosting weddings and special events during holiday times, then forward planning for more volunteers would avoid them being too thinly spread.

**The Director-General** explained that volunteers gave 4.5 million hours to the Trust in the last year which was enormously valuable. Interestingly, the number of volunteers that visitors saw in houses probably accounted for about 26%. The other 74% were usually involved in outdoor roles. She agreed that it was important to consider how this critical resource was best used to support the Trust's work.

**Russell Self, from Gloucestershire**, had been volunteering in the countryside for over 30 years. He

always chatted with visitors who wanted to hear about what he was doing. Many people often went on to volunteer for themselves.

**Peter Tudge, from Uppark**, had been a room steward for several years. He was interested to hear whether the Trust was in crisis with too few volunteers.

**The Director-General** felt that the Trust was not facing a crisis, and was retaining the high level of commitment that volunteers gave. A recent experiment called 'changing rooms' had involved the installation of CCTV in properties, allowing a more fluid flow through the property, and concentrating volunteers instead on visitor welcome areas. It remained the case that more people came forward to volunteer than there were places for, and the Trust remained open to new and more flexible ways for them to help.

**Frances Williams, from Windsor**, was a volunteer at Saunderton Hub and Cliveden. She endorsed the Director-General's remarks about the generally good level of volunteers at properties. However, during busy summer weekends it was commonplace for a call to go out for more volunteers at bigger properties, so there were pockets of places which still had this need.

**Keith Broadey, from Princes Risborough**, was a volunteer bee keeper and garden volunteer at Hughenden. He also supported other volunteers by helping with their recruitment and inductions, and organising the volunteers' annual conference at the property. Mr Broadey supported the comments made about ensuring food grown in kitchen gardens was not wasted.

**Mr Roberson, from Croydon**, felt that volunteers should be routinely consulted on matters relating to volunteer recruitment, and that rotas could be planned earlier to avoid short-notice requests for additional help during busy periods. He also felt that longer opening hours were putting a strain on a limited number of volunteers and the increasing number of hours they were being asked to give.

**The Chairman** thanked all the speakers for their comments. While the Trust was not facing a volunteering crisis, it was putting more effort into managing volunteers and making better use of their talents. A new system was being introduced to help plan volunteering rotas at properties which should go

some way to eliminating short-notice requests for additional help. The Chairman welcomed feedback from volunteers.

**Mr Jennings, from Somerset**, raised a number of points. He suggested that the Trust should offer a loyalty scheme to members and give them a 10% discount in restaurants and shops. Having visited Tyntesfield on a busy and hot day, he was surprised to be told the windows in the house could not be opened for conservation reasons – why was this? He felt that the children in a hospice close to Tyntesfield should enjoy free access to the property and gardens; could this be arranged?

**The Chairman** undertook to follow up on these points with Mr Jennings after the meeting.

**Nicholas Ennos via the webchat** had noticed that while many paintings were restored and displayed at properties, many of the old pianos were not being restored or played by anyone. Having more pianos played would improve the visitor experience.

**Simon Murray, Senior Director for Strategy, Curatorship & External Affairs**, applauded the principle of filling silent houses by making pianos available for playing. However, he explained that some were simply too fragile to be handled or used. The Trust had about 250 pianos, 45 harpsichords and 20 organs. Of these, about 100 were played, adding enormously to visitor enjoyment. Some objects were too precious to be used in the way they would have been by the original house owners, but it was still important to be able to display them even if they could no longer be played. The underlying aim was to provide multiple sensory experiences for visitors, not just visual ones. At Dyrham Park, for example, which was undergoing significant restoration, a series of rooms had been set up to provide a range of sensory experiences, finishing the tour with a cup of authentic 17th-century hot chocolate. The Trust was offering as many of these and similar experiences to visitors at properties which could provide them.

**The Chairman** thanked everyone for their questions. Any which had not been taken would receive a response after the meeting.

## 5. Adoption of the Annual Report and Financial Statements for 2014/15

The resolution to adopt the Annual Report and Financial Statements for 2014/15 was proposed by Paul Boniface, The Secretary, on behalf of the Chairman, and seconded by Caroline Goodall, Trustee.

The resolution was carried on a show of hands.

## 6. Appointment of Auditors

The resolution to reappoint PricewaterhouseCoopers, of George Street, Bristol, as auditors was proposed by Paul Boniface, The Secretary, on behalf of the Chairman, and seconded by Orna NiChionna, Trustee.

The resolution was carried on a show of hands.

## 7. Elections to the Council

**Paul Boniface, The Secretary**, announced the results of the ballot for elections to the Council and thanked those who had stood. The voting results were as follows:

Clare Broom	20,358	Re-elected
Richard Wright	12,850	Elected
Steve Milton	4,556	
Esther Blaine	11,487	
Preetam Heeramun	11,149	
Richard Bennett	6,880	
Barbara Cooper	20,185	Re-elected
Tracey Barker	7,241	
Nick Stace	14,530	Elected
David Smart	17,685	Re-elected
Keith Broadey	7,956	
Anne Casement	19,140	Elected
Paul Roberts	13,690	Elected
Tim Watkinson	11,388	
Andrew Graham	4,453	
Sanya Sheikh	13,521	Elected
Jonica Fox	19,937	Re-elected

8. Board of Trustees' resolution to reduce the size of the Council and make related changes to procedures

**The Trust's constitution (its Parliamentary Scheme) describes the procedures by which members of the National Trust elect Council members and choose the Appointing Bodies. The proposed reduction in the size of the Council amends those procedures and this needs to be approved by National Trust members. The proposal also requires the approval of the Board of Trustees, the Council and the Charity Commission. We ask National Trust members to approve the reduction in the size of the Council from 52 to 36 members and the related changes to the Parliamentary Scheme by voting in favour of the resolution.**

The resolution was proposed by **Rick Wills, Trustee**, who explained that it had been 11 years since the Trust's governance arrangements were last addressed, resulting in the creation of the Board of Trustees. Last year a small working group had been established to review the organisation's ways of working ten years on, and to determine if any further refinements were needed. It was clear that the Board of Trustees was working well, and having the Council appoint the trustees and hold the Board to account was an arrangement the Trust wished to continue. The working group had made a number of recommendations which had been subject to consultation with members and other internal and external stakeholders. One of the recommendations involved a reduction in the number of Council members, a change which required members' support by way of this resolution.

The role of the Council was to appoint the trustees and hold the Board to account. In particular, this involved ensuring that the organisation's charitable purpose was being followed, that the strategy delivered the core purpose, that operational performance delivered the strategy, and any long-term reputational risks were mitigated. A Council of 52 people was too big to carry out this role effectively – a view which a majority of people who responded to the consultation agreed with. The Council itself had already voted in principle for the reduction in number from 52 to 36, maintaining an even balance of elected and appointed members. The reduction would be achieved over three years through natural retirements and limiting the number of election vacancies filled over the next three election cycles. At the AGM in 2018 the Council would

have reduced to 36 members, at which point there would be an opportunity for members to review and elect the 18 appointing bodies which appointed half the Council members.

**Mr Wills** explained that the proposed changes aimed to improve the efficiency and effectiveness of the way the Council worked. While 36 was not a magic number, 52 was considered to be too many to fulfil the Council's role. The change was not intended to trigger a dramatic change, but to reflect an evolution in the way the Council had worked since the new governance structure had been introduced in 2005.

The resolution was seconded by **Clare Broom, Trustee**.

**Martin Fine, from Calne**, felt that a Council of 36 members was still too big. A much smaller group, perhaps with a maximum of ten of the best qualified and most suitable people, would help the Council ensure the strategy was followed, and deliver a secure, sustainable future for the Trust.

**Mr Wills** explained that this option had been considered. However, it was felt that a Council of this size was likely to create too much of an overlap with the Board of Trustees which currently had 12 members. It was important that the roles of the two groups were distinct.

**Greg Slay, from Chichester**, explained that the National Trust Monitor Group had followed the consultation carefully, and had contributed some thoughts on the matters that had been considered. He suggested that it might be helpful if the smaller Council had a closer relationship with the Trust's members and supporters, perhaps by aligning its elected members to the geographical spread of Trust members.

**John Briggs, from Waterlooville**, asked if the proposals were evidence based.

**Paul Boniface, The Secretary**, explained that the working group was made up of members of the Board of Trustees and the Council. As part of its research and information gathering, it had looked at the governance arrangements of other large charities. A business school had also been commissioned to review available data on the optimum size of decision-making bodies and this had been used to consider the Trust's arrangements.

**Guy Trehane, from Dorset**, acknowledged the value of non-executives in large organisations, and their role in

supporting the executive team in their delivery of long-term strategies. As a former non-executive at the Trust, he was concerned about the risk of undermining the value that non-executives had to play, and that the proposed changes would have the same impact on the Council. It was important to preserve, through a large Council, a cadre of people who could oversee the Trust's governance arrangements and at the same time provide a pool of talented people who could go on to become trustees. The Council acted as the heartbeat of the organisation, and anything which diminished the size of that pool also diminished the Trust's heartbeat.

**John Farley, from Shropshire**, felt that instead of maintaining an equal balance of elected and appointed Council members, it might be preferable to increase the number of elected members to 24 and reduce the number of appointed members to 12. This would go some way to addressing the resolution presented to the 2010 AGM about volunteer representation on the Council.

**Liz Gardiner, from Gwent**, asked if there were any costs involved in reducing the number of Council members.

In his summing up, **Rick Wills** explained that the proposed changes would be cost neutral. He thanked members for their comments, all of which had been raised through the consultation process and had been carefully considered by the working group. He reiterated the Board's view that the recommendations would prove beneficial, and urged members to support the resolution.

**The Chairman** thanked Rick Wills for his final comments. Following a show of hands, a ballot was held. The votes cast at the meeting were added to those of the members who had voted in advance of the meeting. The results of the ballot were as follows:

	For	Against
Specified	19,070	1,108
Discretionary	4,742	15
Abstentions	950	
<b>TOTAL</b>	<b>23,812</b>	<b>1,123</b>

The resolution was carried.

## 9. Members' discussion on proposed improvements to the way in which the Council works

**During 2014 and 2015 we conducted a review of certain aspects of how the National Trust is run. The review resulted in a number of proposals for improving our governance arrangements. One of these was to reduce the size of the Council but there were a number of others. We believe strongly that these proposals will improve the Council's ways of working. While none of these proposed changes require the approval of National Trust members, we would like to use the AGM as an opportunity to listen to any further views that our members have before we take decisions.**

The discussion was introduced by **Rick Wills, Trustee**, who explained that the proposed improvements to the Council's ways of working did not require formal approval by the members. However, they were linked to the resolution that had just been taken about reducing the size of the Council and making related changes to procedures, and members' views on these related proposals were welcomed.

The proposals reflected the way the Council's ways of working had evolved over the last ten years, and the desire to change the balance of trustees who were appointed from the Council and outside the Trust. The proposals also included a change to the tenure of Council members and improvements to their induction arrangements. The Trust would also be looking to make better use of emerging technology and social media to help the Executive Team communicate more effectively with members. The proposals were supported by the Board of Trustees and the Council.

**Robert Clarke, from London**, felt that reducing the number of trustees appointed from the Council was a controversial proposal. A reduction to four felt too few, particularly if that number included the Chairman and Deputy Chairman. While at present this was not an issue, it was possible that in future the Trust could be led by a Board of Trustees with just two of its members appointed in a way that involved the Trust's 4.2 million members. Mr Clarke felt that while members should remain open minded about the balance of Council member to non-Council member trustees, he believed six Council member Trustees was a better minimum number.

A **speaker** felt that it was helpful that the latest annual report included a more detailed analysis of how the Council had held the Board of Trustees to account over the past year. He also felt that there should be some way of publishing the attendance records for appointed members of the Council, as well as for elected members whose attendance records were published when individuals stood for re-election.

**Guy Trehane, from Dorset**, who was a former Council member, felt that limiting the maximum number of terms to two three-year terms for Council members could have the effect of limiting the contribution that individuals were able to make to the Trust's work. From his own experience and observations, it took new Council members a while to get to grips with the breadth and depth of the organisation and how it worked, and it took time for individual members to become effective in their role on the Council. Six years did not feel long enough.

**John Hughes, from Hertfordshire**, who was a former Council member and had chaired the Council's Nominations Committee for the appointment of trustees, explained the importance of having as wide a pool as possible from which to appoint new trustees. The Board of Trustees needed to reflect a broad range of skills and expertise. While the Trust was able to attract sufficient volunteers to join its Council, many of them did not wish to join the Board. The proposal to reduce the minimum number of trustees who were appointed from the Council was not intended to limit the number who could be, but it gave the Trust the opportunity to look externally for more trustees if it needed to, in order to attract candidates with the skills and expertise that might not be available from within the Council at the appropriate time, and to provide assurance that the body that was responsible for holding the executive to account in delivering the strategy was sufficiently equipped to do so.

**Malcolm Leeding, from Oxfordshire**, suggested that if the Trust had not already consulted with the National Trust for Scotland, which had recently re-structured its Board, then it might be helpful to do so.

In his summing up, **Rick Wills** explained that the proposals did not reflect significant changes to the Trust's current arrangements. The proposal to change the maximum tenure for Council members from three to two three-year terms would have the effect of

aligning terms for Council members with those for the Board of Trustees.

**The Chairman** thanked all the speakers for their contributions. All the feedback received would be considered by the Board of Trustees and the Council.

#### 10. Members' resolution about emboldening election candidate names in the voting forms

**We urge the National Trust to agree that the practice of highlighting on the ballot papers the names of those candidates for election to the Council recommended by the Nominations Committee should cease.**

The resolution was proposed by **David Packman, from Ledbury**, who explained that although the practice of highlighting the names of recommended election candidates on ballot papers had been discontinued for a number of years, it had been reintroduced in 2014. The Nominations Committee's obligation to advise members about their recommendations was not disputed, but using the ballot papers for this purpose was a step too far towards directing the members how to vote. All candidates should be treated equally, and the way in which the ballot paper was presented should not bestow unfair advantage or disadvantage to any one or more candidates.

The supporters of the resolution understood that while the Charity Commission had determined that highlighting names did not breach any legal principle, their view should not be regarded as an endorsement for the approach. Highlighting names could be seen as an attempt to manipulate the outcome of the ballot – an accusation that the National Trust should be wary of.

The resolution was seconded by **John Farley, from Ludlow**, who was a former member of the Council and had campaigned for the practice of highlighting names on ballot papers to stop, which was achieved in 2008. He had challenged the proposal to reintroduce highlighting when it came up for the 2014 elections without success. There were other aspects of the election process which could also be changed. For example, the Nominations Committee did not need to match the number of recommended candidates to the expected number of vacancies – the Committee

had the freedom to recommend as many or as few as it wished.

Earlier this year, a challenge had been submitted to the Charity Commission about the Council's decision to highlight names on the ballot paper. The Commission's response explained that the Trust had been advised to record clearly the reasons for its decisions so that they could be explained if necessary. Mr Farley felt that in its relation to this resolution, the Trust had not explained the Council's decision sufficiently clearly.

**Nichola Johnson, Trustee**, responded on behalf of the Board of Trustees. She thanked the proposers of the resolution for giving the Trust the opportunity to hear what members felt about the matter. The questions which the Board of Trustees and the Council debated every year was how to find people from such an enormously wide range of people who would be valuable contributors to the Council, and how members could be encouraged to participate in voting when they could be put off by the number of candidates standing for election.

The Board and the Council recognised that the practice of highlighting names on ballot papers was seen by some members as controversial, but equally as many members supported the practice as it provided them with a reminder of the recommendations. There was no constraint on who members could vote for, whether names were highlighted or not, and members were reminded of this in the election material.

The current election arrangements required the Council to review annually the criteria against which new Council members were elected. Any current or near future gaps in knowledge or expertise that would be lost through retirements were taken into account and reflected in the report and recommendations presented to the members. This year's Nominations Committee had considered this in relation to the Council's needs, and the future needs of the Board of Trustees given that trustees could be appointed from the Council. The Nominations Committee had discussed a number of options about how best to articulate its recommendations to the members, and a majority of Council members had supported the practice of highlighting names. The matter was also discussed at a subsequent Board meeting where the view about continuing the practice was a unanimous one.

In closing, **Ms Johnson** encouraged members to share their thoughts on the matter, including any suggestions about alternative ways of encouraging more members to vote and having a say in how the Trust was run.

**Iris Keeble, from Swindon**, felt that any candidates who had applied for election to the Council, and had not decided to withdraw or stand down for any reason during the process, should go forward as a recommended candidate.

**Liz Gardiner, from Caldicot**, observed that of the nine people elected to the Council today, eight had been recommended and one had not. Members were capable of reading election statements and judging for themselves who to vote for.

**Rosemary Curtis, from Swindon**, felt that the election information could explain the criteria more clearly so that members could see for themselves which candidates had the knowledge and experience that was needed, and thus inform their voting choices.

**Valerie Quarterman, from Birmingham**, felt that the Trust could do more to tell members about their voting rights. Explaining why voting was important might encourage more members to do so.

**Barbara Cooper, from Cirencester**, thanked members for re-electing her today. She reinforced the comments made about the importance of voting. Currently about half of 1% of the membership participated in voting which was a very small proportion of members. Mrs Cooper had been a member of the Nominations Committee in 2014 which had recommended that highlighting names be reintroduced. This approach was not seen as a way of directing members to vote in a certain way; but for those who could not choose how to apply their vote it was an easy aide-mémoire.

**Joe Horan, from Hampshire**, was content with the principle of some election candidates being recommended, but he did not agree that their names should be highlighted on ballot papers.

**Ron Walmsley, from Reading**, felt that irrespective of the Charity Commission's view on the situation, the highlighting of some names on ballot papers, and some not, looked wrong.

**Greg Slay, from Chichester**, was a former Council member who had been elected by the members on

three occasions, and on each occasion his name had not been highlighted on the ballot paper. He felt that this demonstrated the members' ability to make their own decision based on information which was presented to them. He also felt that the Nominations Committee could do more to explain in the election papers why it was recommending some candidates above others. It was not clear whether the goal was to recommend a particular number of candidates, or recommend those who had the skills which best fitted the criteria for that election year. If the recommendation was based on the skills, the members might feel better informed about how to use their vote.

In her summing up, **Nichola Johnson** thanked members for their thoughts and feedback which would be considered by both the Board of Trustees and the Council.

In his closing statement, **David Packman** explained that there seemed to be a widespread feeling that the current recommendation process needed revision. He reiterated the main point for the resolution was that highlighting names on ballot papers was unfair. He urged members to vote in favour of the resolution.

**The Chairman** thanked the speakers for their final comments. Following a show of hands, a ballot was held. The votes cast at the meeting were added to those of the members who had voted in advance of the meeting. The results of the ballot were as follows:

	For	Against
Specified	15,768	3,837
Discretionary	4,819	4
Abstentions	1,452	
TOTAL	<u>20,587</u>	<u>3,841</u>

The resolution was carried.

## 11. Conclusion

**The Chairman** thanked all for attending and watching online, and formally closed the 2015 Annual General Meeting.

