



National Distrust

The end of democracy in the National Trust

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Zewditu Gebreyohanes



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About the Author

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Acknowledgements

The author would like to thank the following for their help with this report: Prof. David Abulafia CBE FBA, Alexander Baker, Beatriz Barclay, The Rt Hon. Baroness Foster of Aghadrumsee DBE, Alexander Gray, Charles Gray CMG LVO, Miriam Gross, Lord Lexden OBE, Charles Marsden-Smedley, Prof. Anthony O'Hear OBE, Sir Geoffrey Owen, Lucia van der Post, Prof. Gwythian Prins, Lord Roberts of Belgravia, Justin Rushbrooke KC, Liloehka Sebag-Montefiore, Sir Julian Seymour CBE, Amanda Spielman, Prof. Robert Tombs, Sir Michael Tugendhat, as well as many others – including present and former senior officials, staff members, volunteers and members of the National Trust – who wish to remain anonymous.

Executive Summary

A healthy civil society is fundamental to the prosperity of our country. So too are functioning democratic procedures, as they enable good governance and create channels whereby leadership can be held to account. Genuine representation of a breadth of member voices and perspectives is also vital in a membership organisation. The roll-back of internal democracy in the National Trust, a large charity set up by statute to preserve heritage “for the nation”, should therefore be a great concern to all of us.

Quick Vote

The Trust’s recently-introduced “Quick Vote” invites members to approve all the Trust leadership’s voting recommendations in one go. It has substantially altered the results of voting on both Council candidates and members’ resolutions, so that only Trust-recommended candidates and resolutions can now succeed.

That Quick Vote was introduced without prior consultation of members suggests a disregard for democratic principles.

The Trust’s leadership argues that the decision to introduce Quick Vote was taken on advice from the external elections service provider Civica. However, Civica states that it gave advice only on the practicalities, not the principle. It also says that the Trust has rejected Civica’s more critical advice.

A recent National Trust members’ resolution calling for the abolition of Quick Vote was defeated only with the use of over 54,000 Quick Votes, meaning that almost 80% of votes cast against the resolution were themselves Quick Votes. All candidates endorsed by Restore Trust – the grassroots campaign of critical members seeking to return the Trust to its statutory aims – would have been elected in both 2022 and 2023 had the results of each Trust-endorsed candidate not been inflated by over 55,000 and 72,000 Quick Votes in those years, respectively.

Restrictions on attendance at AGMs

Hundreds of members were excluded from attending the Annual General Meeting (AGM) in person in both 2022 and 2023. The Trust’s leadership assert that this was because more members than expected had registered to attend. However, several decades ago attendance was in the thousands, peaking at 2,500 in 1998. Given that the venues booked in 2022 and 2023 had a maximum seating capacity of just 317 and 590 respectively, this would suggest that the

mismatch of supply and demand for AGM seats arose not from unexpectedly high interest, but from the deliberate booking of venues that were too small. This would indicate a desire to stifle dissent.

The Trust's leadership has claimed it is using a system of random seat allocation. However, in 2023, 140 seats were reserved for attendees of its choosing. If the 2022 figure was similar, this represents just under half of available seats that year. When questioned about how many seats were set aside by the Trust's leadership in 2022, Jan Lasik, the Trust's General Counsel and Secretary, wrote that "we will not be engaging in further correspondence on the question of seat allocations at our AGMs", while Jo Cooke, Head of Governance, wrote that "we do not see the merit in spending further time in researching responses for last year's event"¹.

Chairman's discretionary proxy vote (DPV)

Other undemocratic tactics include the Trust's abuse of the Chairman's discretionary proxy vote (DPV) to defeat members' resolutions critical of the management that would otherwise easily have passed. Though abolished for Council elections in 2005, the DPV still exists for members' resolutions.

The Trust's primary defence of the Chairman's DPV is that it allows members unable to attend the AGM to delegate to someone who can attend and will be able to make up his or her mind having listened to the debate. In reality, Civica itself has stated it automatically pre-casts the DPVs in line with the Trust leadership's recommendations before the AGM has even taken place.

Flawed statutory framework

Many of the recent undemocratic trends are possible because of a flawed statutory framework. The Trust's capacity to amend its own Statutory Instrument (SI) is one major flaw. For example, the Trust's leadership was able to effectively exclude members from the AGM chamber under amendments it made to the governing SI in 2022. These amendments had been presented to the membership of the Trust in 2021 in the form of a resolution billed as being about "digital futures". The Trustees' supporting statement argued that the amendments were designed to update the existing SI, which it claimed did not provide for hybrid AGMs or online voting. Yet the Trust's Annual Reports of 2013 to 2017 all refer to "many members who had joined the meeting via the webcast" or "virtually" at the AGMs held in those years, suggesting that the original 2005 SI did not preclude hybrid AGMs (it also did make provision for "electronic" voting). The Trust's leadership therefore misinformed its members.

Other anti-democratic behaviour

The Trust leadership's practice of presenting recommendations to members on how to vote unfairly disadvantages independent candidates and members' resolutions critical of the

¹ Email from Jo Cooke to Zewditu Gebreyohanes [28/11/2023]; Email from Jan Lasik to Zewditu Gebreyohanes [29/11/2023].

management. This is particularly the case for Council candidates, who are not allowed to canvass for votes, while Trust-recommended candidates are promoted by the National Trust itself.

This report makes two recommendations to end the anti-democratic tactics currently used by the Trust's leadership and to prevent further such abuses of power:

1. **The Secretary of State for Culture, Media and Sport should, ahead of the next AGM in autumn 2024, introduce a new Statutory Instrument (SI) for the National Trust.** This SI would reverse the post-pandemic amendments, prohibit all anti-democratic measures (such as Quick Vote, the Chairman's discretionary proxy vote and the prevention of in-person attendance at AGMs), and would not provide for the Trustees to amend it.
2. **The Charity Commission should open a statutory inquiry to identify the root causes of the recent democratic backsliding in the National Trust, to prevent repetition and to re-establish good governance.**

Introduction

The National Trust was set up for the benefit of the nation and its people, with this founding ethos reflected in its statutory and charitable objects. Functioning internal democracy is critical in such a large membership organisation because it enables good governance and accountability. However, despite the Trust leadership's claims that it listens to members, in practice it has rolled back the free and fair elections and voting systems which are a central feature of democracy, leading to a loss of trust among some of its members.

The National Trust for Places of Historic Interest or Natural Beauty (commonly known as the National Trust) was founded in 1894 by three philanthropists – Sir Robert Hunter, Canon Hardwicke Rawnsley and Octavia Hill – whose shared interests in heritage conservation, social reform and public access to open spaces inspired them to establish an organisation that would protect the nation's built and natural heritage for generations to come, providing everyone with special places to visit and to enjoy. The Trust was formally registered as a company the following year, in 1895, under the Companies Act, from which point it began acquiring land and a variety of buildings it deemed to be under threat.

In 1907, the National Trust Act of Parliament came into force, enshrining in law the purposes of the Trust as follows: "promoting the permanent preservation for the benefit of the nation of lands and tenements (including buildings) of beauty or historic interest and as regards lands for the preservation (so far as practicable) of their natural aspect features and animal and plant life" and "the permanent holding and maintenance thereof and for the preventing as far as possible their destruction or disfigurement and for promoting the permanent preservation of buildings places or property having historic associations or being celebrated for their natural beauty".²

The Trust continues to be governed by the Act of Parliament – which underwent its latest iteration in 1971 – to this day, although an additional layer of supra-organisational governance was introduced when the Trust became a charity in 1962.³ Its charitable status means the National Trust can be held to account not just by Parliament but also by the Charity Commission for England and Wales, which regulates charities and makes sure that they are run in accordance with their charitable objects. In the Trust's case the latter are almost identical to its statutory objects.⁴

2 *The National Trust Acts 1907 – 1971, as varied by a Parliamentary Scheme implemented by The Charities (National Trust) Order 2005 and incorporating amendments made by the Commons Act 2006.* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-national-trust-acts-1907-1971.pdf>> [Accessed on 13 December 2023] p.3.

3 *The National Trust for Places of Historic Interest or Natural Beauty: Governance,* Charity Commission for England and Wales. Accessible online at <<https://register-of-charities.charitycommission.gov.uk/sector-data/top-10-charities/-/charity-details/205846/governance>> [Accessed on 16 December 2023]

4 *The National Trust for Places of Historic Interest or Natural Beauty: Governing document,* Charity Commission for England and Wales. Accessible online at <<https://register-of-charities.charitycommission.gov.uk/sector-data/top-10-charities/-/charity-details/205846/governing-document>> [Accessed on 16 December 2023]

While the Act of Parliament and charitable objects provide broad, overarching guidelines on why the Trust exists and how it is to be run, more detailed governance and administration arrangements of the Trust can be found in the statutory instrument the then-Home Office Parliamentary Under-Secretary of State, Fiona Mactaggart, brought into force in March 2005 in order to implement the recommendations of the Blakenham Review (see section 1 of this report): *The Charities (National Trust) Order 2005*.⁵

The National Trust has a membership system in which members are, in theory, allowed to have a say by voting at and attending the Annual General Meetings (AGMs). Votes, in which all members can participate, are conducted every year for the election of candidates to the Trust's Council (the advisory board) and on members' resolutions (see section 1).

Democratic channels are essential to good governance in membership organisations, as the fact that members can participate and have a say enables greater accountability and scrutiny. It is particularly important to the governance of an organisation of the scale of the National Trust, which currently has just under six million members, making it the second largest membership organisation in the United Kingdom, and is a charity set up "for the nation".

However, democracy cannot be said to exist in the absence of free and fair elections. According to Freedom House, "There is more to democracy than free and fair elections, but there can be no democracy without them. Constant vigilance is required to protect this foundational component of political freedom from the threats arrayed against it, [including] regulatory obstacles during the campaign period."⁶

As this report shows, the Trust leadership's methods of selecting and promoting its recommended candidates; abuse of the Chairman's discretionary proxy vote; introduction of the block Quick Vote; and effective prevention of members' attendance at AGMs, has meant that the organisation does not have free and fair elections.

Therefore, while the Trust claims to be a democratic organisation (see Figure 1), its leadership have undermined both accountability and trust among members.

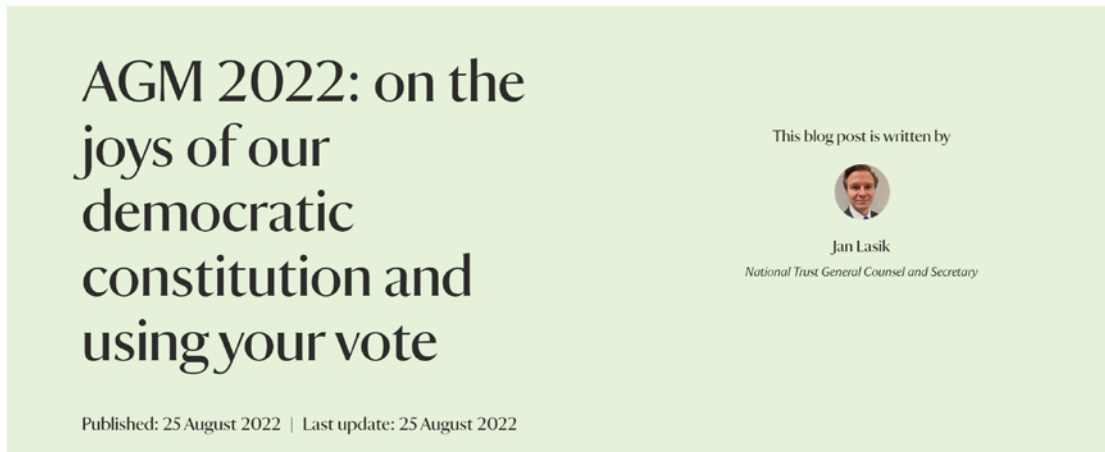
The roll-back of democracy in the National Trust should be of concern not only to members and the public, but also to Parliament and the Charity Commission. This is because the Trust is failing to reflect its original spirit and ethos, and violating the Nolan Principles – selflessness, integrity, objectivity, accountability, openness, honesty and leadership – by which holders of public office must abide and with which the National Trust's governance handbook specifically states the Trust should be "acting in accordance" in order to "ensure accountability".⁷

5 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.2.

6 *Election Integrity*, Freedom House [website]. Accessible online at <<https://freedomhouse.org/issues/election-integrity>> [Accessed 16 November 2023].

7 *National Trust Governance Handbook. Fifth Edition December 2016.* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/governance-handbook-v5.pdf>> [Accessed 15 December 2023]. p.15.

Figure 1⁸



This report describes how democracy has been eroded in the National Trust and sets out policy recommendations for how to make elections and voting systems in the Trust free and fair, thereby restoring trust in the institution.

8 Lasik, J. 2022. *AGM 2022: on the joys of our democratic constitution and using your vote*, National Trust [website]. Originally published at <https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 11 September 2022] Now accessible via WayBackMachine at <https://web.archive.org/web/20220911203102/https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 14 December 2023].

1. Governance in the National Trust: A Brief Overview

Despite several major reviews throughout the National Trust's history to improve internal governance, most notably the Blakenham Review of 2003, there is no clear separation of powers and responsibility between the Board of Trustees, legally responsible for the charity and how it is run; the Council, which is supposed to fulfil a primarily advisory role; and the paid senior management of the Trust, which is responsible for the day-to-day running of the charity but in practice wields more power than both other strands of governance.

The governing body of the National Trust is its Board of Trustees, which comprises between nine and fifteen members.⁹ It is these Trustees who hold legal responsibility for the management and administration of the National Trust. As explained by the Charity Commission in its publication *The Essential Trustee*, "Trustees have independent control over, and legal responsibility for, a charity's management and administration".¹⁰ The Trust's Chairman and Deputy Chairman are drawn from, or automatically become upon appointment, members of the Board of Trustees.¹¹

While Trustees themselves are not elected, they are appointed and held to account by the Council, a 36-strong body, half of which is elected by Trust members; the other half is appointed by appointing bodies, the list of which is reviewed every six years by the Council and on which members also have a vote.¹² The Council is responsible for appointing members of the Board of Trustees and holding them to account, as well as for "arranging the procedures for election of members of the Council".¹³ The Council also has the power to present voting recommendations to Trust members on Council candidates and on appointing bodies.¹⁴ These voting recommendations are drawn up by a Nominations Committee consisting mostly of Council members but which is required to have at least one external member.¹⁵ Given the Council's influence within the Trust, elections to the Council are important and the biggest way in which members can shape how the Trust is run.

The third branch of governance in the Trust is its paid senior management team. As in many arts and culture organisations, the senior management in practice wields more power than the Board of Trustees because it is responsible for the day-to-day running of the charity and

9 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.6.

10 *The essential trustee: what you need to know, what you need to do.* Accessible online at <https://assets.publishing.service.gov.uk/media/64b65c9b71749c001389ed26/CC3_feb20.pdf> [Accessed 14 December 2023] p.2.

11 *Ibid.*, p.6.

12 *Ibid.*, p.9.

13 *Ibid.*

14 *Ibid.*, pp.10-11.

15 *Ibid.*, p.14.

is therefore more informed about the Trust's activities. The most powerful members of the Trust's management are Hilary McGrady (Director-General), Jan Lasik (General Counsel and Secretary), Celia Richardson (Director of Communications and Marketing), Andy Beer (Director of Operations and Consultancy), John Orna-Ornstein (Director of Curation and Experience), Tina Lewis (Director of People), Harry Bowell (Director of Land and Nature), Sharon Pickford (Director of Support and Revenue) and Peter Vermeulen (Chief Financial Officer).¹⁶

There is no clear separation of powers and division of responsibility and accountability for decisions among the three branches of governance in the Trust. That the adviser (Adam Dyster) to René Olivieri, the current Chairman, has long also been the adviser and speechwriter to the Trust's Director-General, Hilary McGrady, is evidence of the lack of a proper separation between the different strands of governance and suggests that the Board of Trustees is seen by the management as a means to achieve its own ends rather than being a body that can effectively hold it to account.¹⁷

Throughout the history of the National Trust, there have been several reviews of its governance arrangements. Of these, two were particularly influential. In the 1960s, calls from a vocal group of reformist members for greater internal democracy and public access resulted in the Trust's commissioning of the Benson Report, which was published in 1969 and led to a restructuring of the Trust, including strengthening the power of the Council.¹⁸ In relation to elections and voting, the report recommended and led to the introduction of a proxy voting option to enable those unable to attend the AGM to appoint a proxy of their choice to vote on their behalf, having attended the AGM and listened to the debate.¹⁹

Concerns about the robustness of governance systems within the National Trust, particularly in relation to democracy, once more came to the fore in the early 2000s. An external review conducted by Lord Blakenham in 2003 made a number of recommendations – many of which were adopted in 2005 – to make the Trust more democratic and to ensure the existence of proper checks and balances.²⁰ One outcome of this review, for example, was the creation of the aforementioned Board of Trustees in an attempt to curb the power of the unwieldy Council.²¹ However, it was emphasised that the Council should act as *"the conscience of the Trust, and the body which, on behalf of the nation, makes sure that the trustees are doing their job properly"*; and that *"The Council would not only appoint the members of the Governing Body but, crucially, it would have the power to remove some or all of them if it believed that they were not acting in the best interests of the Trust"*.²² As this report proves, the Council has not in recent years fulfilled its duty as expected by the Blakenham Review.

16 *National Trust Annual Report 2022-23*. [pdf] Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/national-trust-annual-report-2022-2023.pdf>> [Accessed 01/02/2024] p.32.

17 Gatten, E., and Penna, D., 2024. National Trust adviser claims he influenced Corbyn's Labour manifesto. *Telegraph*. [23 January 2024].

18 *National Trust 1968-69 Annual Report*, p.26.

19 *National Trust 1968-69 Annual Report*, pp.28-29.

20 *National Trust 2005-06 Report and Accounts*, p.2.

21 *Ibid.*

While a sound aim, in practice this has not succeeded and the Council, only meant to be an advisory body, still holds significant power, as explained in section 2 of this report.

22 *Report on the Governance of the National Trust*. April 2003. [pdf] p.8.

Among the democracy-related concerns highlighted in the Blakenham Review were that “there is deep suspicion on the part of a significant number of the Trust’s members about the proxy voting system” and that “members of the Trust do not understand the decision-making process within the Trust, and find it hard to know how to make their voice heard”.²³ Accordingly, it recommended that “Proxy voting should no longer be used for elections to the Council. Voting should be by postal or electronic ballot before the AGM, so that the successful candidates can be announced at the AGM. It would no longer be possible for a member to ask someone else to decide on his or her behalf who to vote for.”²⁴ The recommendation to abolish proxy voting for Council elections was adopted by the Trust. As described in section 4 of this report, the current leadership of the Trust has gone against the spirit of this decision through their introduction of Quick Vote, an option akin to “ask[ing] someone else to decide on his or her behalf who to vote for”.

This report shows how the Trust has, under its current management, acted in contravention of the substance and spirit of past governance reviews by undermining internal democracy and good governance.

| 23 *Ibid.*

| 24 *Report on the Governance of the National Trust*. April 2003. [pdf] p.10.

2. Voting Recommendations

The Trust provides voting recommendations to its members on how to vote which unfairly disadvantage independent candidates and resolutions critical of the management. This entrenches the power of the existing management and undermines the principle of fair elections. There is also evidence to suggest that voting recommendations are not made on the basis of merit.

Every year, during the National Trust AGM season, voting takes place on which new members to elect to the Council and on which members' resolutions to adopt. "Any National Trust member may submit a resolution to be considered at the AGM".²⁵ Voting on members' resolutions can either be done in advance or on the day of the AGM, while all voting on Council candidates takes place before the AGM.²⁶

The Trust's constitution allows Trustees and the Council, the latter having taken advice from the Nominations Committee, to present to Trust members recommendations on how to vote on members' resolutions and on Council candidates, respectively.²⁷ In practice, and as briefly alluded to in the previous section, the unduly intertwined nature of the three branches of governance in the National Trust – the Council (including its influential sub-body, the Nominations Committee), the Board of Trustees and the paid senior management – means that the recommendations on how to vote can be considered those of the Trust's leadership generally.

The system of presenting voting recommendations is unfair because it disproportionately advantages candidates and resolutions enjoying the backing of the incumbent leadership. This is especially the case for Council candidates, because while no candidates are allowed to campaign, the promotion of the Trust-recommended candidates is akin to indirect campaigning due to the Trust's vast reach; the Trust's recommendations are sent out to its millions-strong mailing list in the constant reminders to vote, flagged prominently in the AGM booklets, and publicised continually on social media.

Even though the paid management of the Trust has previously taken umbrage at the assertion that they recommend anybody for election, the Communications Director of the National Trust, plays a critical role in promoting the Trust's voting recommendations on X (formerly Twitter) and thereby mobilising the not-insignificant segment of the National Trust's membership which can

²⁵ *Procedure for members' resolutions*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/procedure-for-members-resolutions>> [Accessed 14 February 2024].

²⁶ The Council elections are more important than voting on members' resolutions, given that the former have tangible results in the form of candidates getting elected, while resolutions are only "advisory" and adoption of them by the Trust is optional even where they are successful. Nevertheless, the Trust would be unlikely, and indeed unwise, to ignore a members' resolution which was passed, meaning that members' resolutions are still important.

²⁷ *The Charities (National Trust) Order 2005*. [Reproduced with amendments.] Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] pp.17, 11.

be found on that social media platform.²⁸ Given that no candidates are allowed to undertake personal campaigning to garner votes, independent candidates – who do not have the external support of the Trust’s leadership – are therefore at a disadvantage compared to the Trust’s nominees. This undermines fair elections because some candidates have higher barriers to success than others; those without friends or contacts in the Trust have a smaller chance of drawing members’ attention to their candidacies.

So stark are the differences in results between recommended candidates and independent candidates that a members’ resolution was proposed at the 2023 AGM to abolish recommendations (see Table 5). Even though the resolution was unsuccessful – the Trustees recommended that members vote against it and as a result over 54,000 Quick Votes were cast against, preventing it from being carried – it highlighted the widespread resentment by independent candidates towards the recommendations system, which is perceived as unfair.²⁹ Apparent evidence of the influence of a Council recommendation on a candidate’s chances was seen for Sally Hunt in 2021. When not recommended by the Council, she achieved just 9,276 votes, polling 19th candidate in the elections;³⁰ the following year, when on the Trust’s slate, she achieved 71,358 votes, polling 4th and getting elected.^{31 32}

Had the process of drawing up a list of recommended candidates been more meritocratic, there might have been a stronger justification for its existence. However, in the run-up to the 2023 elections, evidence came to light to suggest the reverse. This became clear when Lord Sumption (a former Justice of the Supreme Court and celebrated historian) and Philip Merricks (the owner and manager of two award-winning nature reserves in Kent, who was awarded an MBE for services to conservation, as well as being a farmer), who were both candidates in the 2023 elections, were among those not even interviewed by the Nominations Committee, despite being eminently qualified, arguably more so than some of the Trust’s recommended candidates.³³ That neither Sumption nor Merricks were even interviewed suggests that those selected for interview were either people the Trust had from the outset asked to run, or those it was confident would not oppose any of the Trust management’s actions, irrespective of the merits and qualifications of the candidates.

This is not dissimilar to members’ resolutions; in recent years, only those resolutions which pose very little risk to the incumbent leadership and its policies have been supported. In 2022, the Trust recommended that members vote against every single members’ resolution, all of which were critical of the management.³⁴ This means that the Board of Trustees is not acting

28 <https://twitter.com/CeliaRichards0n/status/1753702011629887851>; <https://twitter.com/CeliaRichards0n/status/1572985902246539265>; <https://twitter.com/CeliaRichards0n/status/1575521798040559616>; <https://twitter.com/CeliaRichards0n/status/1566065462269575170>; also see Figures 3 and 4

29 *AGM 2023 Voting Results*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/agm-voting-results>> [Accessed 11 January 2024]. See Section 4, Table 5 of this report for calculation of Quick Vote figure.

30 *National Trust AGM Voting Results: 2021 Council Elections*.

31 *National Trust AGM 2022 Voting Results*.

32 As Table 7 in section 4 shows, she would only have got 16,338 votes in 2022, polling 12th. It should be noted that she only benefitted from these Quick Votes because she was one of the recommended candidates.

33 Moore, C., 2023. The National Trust is concealing from its members how controversial it has become. [Online] 8 September. Available at: <<https://www.telegraph.co.uk/news/2023/09/08/national-trust-concealing-from-members-controversy/>> [Accessed 15 January 2023].

34 *National Trust Members’ Annual General Meeting 2022*. [booklet] pp.45, 49, 54, 59, 64, 69.

as it was intended – and indeed is required by charity law³⁵ – to do by recommending what it deems in the best interests of the Trust and of the nation it serves, but rather is acting to protect the interests of the current management.

As the next two sections of this report show, however, voting recommendations are made more unfair and actively undermine voters' freedom in relation to members' resolutions when coupled with the Chairman's discretionary proxy vote, and now in relation to both resolutions and Council candidates with the introduction of the Quick Vote. If voting recommendations did not exist, neither of these two tactics would exist, as they are both reliant on the premise that there are voting outcomes which the Trust endorses and promotes.

35 *The essential trustee: what you need to know, what you need to do*. Accessible online at <https://assets.publishing.service.gov.uk/media/64b65c9b71749c001389ed26/CC3_feb20.pdf> [Accessed 14 December 2023] p.3.

3. Misuse of the Chairman’s Discretionary Proxy Vote

Instead of simply allowing members unable to attend the Annual General Meeting (AGM) to delegate a proxy who would be able to make an informed voting decision, as it was originally intended, the Trust’s leadership appears to have used the discretionary proxy vote to consolidate control and reduce dissent by quashing members’ resolutions critical of the management that would otherwise have passed. Nor does it serve its original purpose, as all DPVs are cast before the AGM has even taken place, in direct contradiction to the Trust leadership’s claims.

Proxy voting has long been used by the Trust’s leadership to allow members who so wish to appoint a proxy to vote on their behalf at the AGM. The Annual Report of 1968-69 announced the Council’s agreement “that proxy voting should, as recommended [by the Benson Report, which sought to democratise the Trust: see section 1 of this report], be introduced to ensure that members who are unable to attend an annual general meeting can influence decisions.”³⁶ Over time, however, the simple option of a proxy vote has morphed into a Chairman’s discretionary proxy vote (DPV): a vote which the Chairman can cast as he pleases.

In recent years, the DPV has been used to defeat resolutions that would otherwise have passed comfortably with overwhelming member support. Tables 1 and 2 show how, in 2021, two management-critical resolutions put forward by members – one lamenting the decline of curatorial expertise and the other criticising poor treatment of volunteers – would have passed comfortably (by around 18,000 votes each) had it not been for over 20,000 DPVs which were cast against each by the then acting chair, Orna Ni Chionna Turner. The DPV therefore distorts voting outcomes, disenfranchising critical voices within the Trust.

Table 1³⁷

Members’ resolution about curatorial expertise			
The membership deplores the fact that many expert curators have been made redundant, and those remaining have been seriously undermined in their work. By rejecting their expertise, the Trust has made some reckless decisions on the presentation of its properties. ³⁸			
	For	Against, including DPVs	Against, excluding DPVs
TOTAL:	54,708	57,164 (not carried)	36,416 ³⁹
Abstentions	21,166		

| 36 National Trust 1968-69 Annual Report, p.28.
 | 37 National Trust AGM Voting Results: 2021 Resolutions.
 | 38 National Trust Members’ Annual General Meeting 2021. [booklet] p.16.
 | 39 57,164 – 20,748 = 36,416 (National Trust AGM Voting Results: 2021 Resolutions.)

Table 2⁴⁰

Members' resolution about volunteer management			
The membership deplors the recent treatment of the National Trust's volunteers and calls on the Trust to deal with its volunteers in a thoughtful and respectful way. ⁴¹			
	For	Against, including DPVs	Against, excluding DPVs
TOTAL:	56,267	59,015 (not carried)	38,584 ⁴²
Abstentions	17,740		

In 2022, the grassroots members' campaign Restore Trust put forward a members' resolution to abolish the Chairman's DPV. In the supporting statement, it argued that the DPV undermines democratic principles, positing that members who feel unable to vote should abstain, and the vote outcome should rely on a simple majority of those who cast votes For or Against, similar to democratic practices in a General Election.⁴³ In its statement, Restore Trust called for consistency by abolishing DPVs for members' resolutions, as was done for Council elections following the Blakenham Review.⁴⁴

In its response, the Board of Trustees recommended that members vote against Restore Trust's resolution, arguing that the National Trust aligns its voting options with "best practice for general meetings of membership organisations".⁴⁵ The Trustees asserted that the use of DPVs is common and in line with standard electoral practice.⁴⁶ They rejected the charge that the practice is unfair, emphasising that it simply provides an extra voting option for members who prefer to exercise their right in this manner, ensuring a "full range of" choices in accordance with recommended standards.⁴⁷ They highlighted the nature of proxy votes as a way for members unable to attend the AGM to have their votes represented.⁴⁸

Yet, contrary to the leadership's claims, the DPV system is not transparent. Nor is it member-friendly as portrayed. The primary rationale for retaining the DPV, as articulated by the Trust's leadership, is the facilitation of informed decision-making by the Chairman based on AGM debates; this argument was made not only in the Board of Trustees' statement but also in the further "context" section in the AGM booklet, which stated that "A discretionary vote allows the chair to hear the debate at the meeting, before deciding how to cast discretionary votes".⁴⁹ This appears to be untrue. Civica Election Services, the external entity managing the voting procedures on behalf of the Trust, has revealed that the Chairman does not in fact cast the DPVs on the day of the AGM, and indeed does not cast them at all.⁵⁰ Instead, Civica itself pre-casts all

40 National Trust AGM Voting Results: 2021 Resolutions.

41 National Trust Members' Annual General Meeting 2021. [booklet] p.8.

42 59,015 – 20,431 = 38,584 (National Trust AGM Voting Results: 2021 Resolutions.)

43 National Trust Members' Annual General Meeting 2022. [booklet] p.67.

44 Ibid.

45 Ibid., p.69.

46 Ibid., p.70.

47 Ibid., p.69.

48 Ibid.

49 Ibid., pp.69, 70.

50 Telephone conversation between Zewditu Gebreyohanes and Civica staff member via general Civica landline [6 Nov 2023]. Asked whether, when a member votes using the option to appoint the Chairman as proxy, the vote actually goes to the Chairman or straight to CES, the Civica staff member replied that "If you put 'cast your vote', then whether that says that you're using the Chairman as a proxy, that one actually just goes into the system and

discretionary proxy votes in line with the Trust leadership's pre-established recommendations.⁵¹ This contradicts the statement in the Blakenham Review that, "To reinforce the value of the debate on the day, the chairman should no longer decide in advance how he is going to cast any discretionary proxies which he holds. The Chairman should make it clear that he makes that decision only after the debate."⁵²

The Trust's defence that the DPV enables members absent from the AGM to delegate judgment to someone who will be able to make an informed decision following the AGM debates therefore appears spurious. Moreover, the original spirit of the DPV, allowing members to appoint any Trust member as their proxy, has been eroded. As highlighted in the Blakenham Review, it was supposed to be that "there is no obligation on members to give their proxy to the chairman: they can give it to anyone who they believe will be at the meeting and whose judgement they trust. The fact that members **can** give it to the chairman simply represents an additional right which members can use if they choose" [their bold type].⁵³ This is no longer the case: on the forms sent out to them, members are now limited to designating the Chairman as proxy ("Please indicate how you wish the chair of the meeting to cast your (proxy) vote")⁵⁴: a restriction that significantly narrows the democratic potential of this provision.

Criticism from members about the use of the Chairman's DPV is not new. A members' resolution at the 2000 AGM sought more openness in disclosing the number of DPVs cast by the Chairman.⁵⁵ While narrowly defeated (with 49,205 votes in favour and 52,061 against), it prompted a response from the then-leadership to enhance transparency.⁵⁶ In his statement in the subsequent Annual Report, the Chairman at the time, Charles Nunneley, responded as follows:

*"The debate on discretionary proxy votes showed clearly that many members were unhappy with the existing process and felt that the traditional advantages of a secret ballot were becoming outweighed by the desirability of openness and accountability. In the light of recommendations from its Constitutional Standing Committee, the Council has therefore decided to alter the process. In future the Council will recommend to members in the voting papers which of the candidates for election would, in the Council's opinion, help to provide the best range of experience and expertise. When the voting takes place, the chairman of the meeting will then normally cast his discretionary votes in favour of the candidates recommended by the Council, and the number of those votes will be disclosed when the results are announced. I hope that this new approach will answer most of the concerns raised by members."*⁵⁷

it happens straight away so it actually doesn't really go to them, but I don't know why the wording is such that it confuses members. I'm so sorry about that."

51 *Ibid.*

52 *Report on the Governance of the National Trust*. April 2003. [pdf] p.11.

53 *Ibid.*, p.62.

54 *National Trust Members' Annual General Meeting 2023*. [booklet] p.36.

55 *National Trust 2000-2001 Report and Accounts*, p.54.

56 *Ibid.*

57 *Ibid.*, p.6.

The effectiveness of the measures to which the Trust under Nunneley committed has waned over time, particularly with the current leadership's further undermining of democracy in recent years, as described in the next section. However, at least those at the top of the Trust at that time had shown resolve and readiness to improve their methods and to inspire greater trust in the governance processes. This contrasts with the defensive attitude of the current leadership, even in the face of stronger arguments against their practices, which are now less democratic than ever as demonstrated by the next section of this report.

4. Introduction of “Quick Vote”

“Quick Vote” – a new voting option inviting members to mark a single box to express support for all the Trust leadership’s voting recommendations on Council candidates and on members’ resolutions – was introduced on the ballot form in 2022 with no prior warning to members, let alone consultation with them. It has been used by the Trust’s leadership to defeat independent Council candidates and members’ resolutions critical of the management. At the two AGMs since Quick Vote’s introduction, and as a direct result of it, only Trust-recommended candidates and resolutions have succeeded. All the justifications the Trust has provided for Quick Vote are flawed.

On 25 August 2022, days before voting opened for that year’s AGM, the General Counsel and Secretary of the Trust, Jan Lasik, wrote a blog piece for the Trust entitled “AGM 2022: on the joys of our democratic constitution and using your vote” (see Figure 1, Introduction), since deleted from the Trust’s website.⁵⁸ In it, he claimed that “I’m immensely proud to be part of a charity which has membership democracy enshrined at the very heart of its governance”.⁵⁹ He continued, “There really aren’t many charities or membership organisations of our size and scope, which are similarly democratically accountable to their members, or similarly open and welcoming of their members’ involvement in their governance processes”.⁶⁰ The blog post was publicised by Lasik himself and widely disseminated.⁶¹

Yet, when the ballot forms were sent out to members and made available online just a few days later, they featured an unexpected anti-democratic new voting option. Called “Quick Vote” and presented as the foremost option (see Figure 2) on the ballot forms for both Council candidates and members’ resolutions, it invited members to tick a single box to approve all the Trust’s voting recommendations in one go.

58 Lasik, J. 2022. *AGM 2022: on the joys of our democratic constitution and using your vote*, National Trust [website]. Originally published at <https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 11 September 2022] Now accessible via WayBackMachine at <https://web.archive.org/web/20220911203102/https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 14 December 2023].

59 *Ibid.*

60 *Ibid.*

61 *Ibid.*

Figure 2⁶²

Quick vote

In response to members' feedback, and having taken advice from Civica Election Services, the National Trust has introduced a 'quick vote' option for both the Council elections and the AGM resolutions. Quick vote has become a standard feature for ballots conducted by membership organisations. In each ballot, if you wish to vote for all the recommended election candidates or to support the Board of Trustees' recommendations for all the resolutions in full, you can indicate this by selecting the 'quick vote' option in each section, leaving the rest of the section blank.

If you prefer, you can leave 'quick vote' blank and continue to vote separately for election candidates of your choice or on each resolution.

You may only vote in this election in advance of the AGM by voting online or by post. You may not appoint a proxy.

Option 1: Quick vote

If you wish to support the Nominations Committee's recommendations in full, mark a cross (X) in this box and leave the rest of this section blank.

The context behind the introduction of Quick Vote was the rise of the grassroots pressure group Restore Trust at the previous year's AGM and the threat it posed to the aims of the Trust's leadership. While the Chairman's DPV had formerly been quite successful in keeping member dissent at bay, the results of the 2021 AGM – at which three of Restore Trust's six recommended Council candidates were elected and one of its three members' resolutions was passed, with the other two being defeated only as a result of the Chairman's DPV (see previous section, Tables 1 and 2) – showed that if Restore Trust were to manage to mobilise a slightly larger number of members, which it was on track to achieve, it could pose a threat by getting many management-critical resolutions passed and Council members elected. The Trust leadership's fear may have been amplified by the fact that in 2021 Restore Trust had only just been established and had not had sufficient time to amass member and media support to its full potential.

Quick Vote left little if any chance of success for any candidates or members' resolutions not supported by the Trust's leadership. In contrast to 2021, and despite the much greater support it now enjoyed, in 2022 and 2023 Restore Trust failed to get a single recommended candidate elected or a single members' resolution passed. That this sudden change in fortune was thanks to Quick Vote is evidenced by the fact that at the 2022 AGM, 34% of Trust members voting on resolutions did so via the Quick Vote option, with 42% of voting members doing so in the Council elections.⁶³ The Trust has stated that, in 2022, 127,000 members voted on resolutions and 131,000 in the Council elections,⁶⁴ meaning that 43,180⁶⁵ Quick Votes were cast in line with the Trust leadership's recommendations on each members' resolution and 55,020⁶⁶ Quick Votes cast in favour of each Council candidate who enjoyed the backing of the Trust's leadership.

At the 2023 AGM, meanwhile, the proportions of voting members who cast votes using the Quick Vote option for members' resolutions and for Council candidates were even higher than the previous year, at 41% and 46% respectively.⁶⁷ In 2023, 133,000 members in total voted

62 National Trust online voting form, 2022. [Online] Available at: <<https://secure.cesvotes.com/V3-1-0/nt22/en/login?bbp=60909&x=-1>> [Accessed 13 September 2022]

63 *National Trust Members' Annual General Meeting 2023*. [booklet] p.25.

64 Email from Jo Cooke, Head of Governance at the National Trust [04/01/2023].

65 $0.34 \times 127,000 = 43,180$

66 $0.42 \times 131,000 = 55,020$

67 Video of 2023 AGM. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting>> [Accessed 18 December 2023].

on resolutions and 157,000 in the Council elections.⁶⁸ This means that 54,530⁶⁹ Quick Votes were cast on each members' resolution and 72,220⁷⁰ Quick Votes cast in favour of each Trust-recommended Council candidate.

Tables 3, 4, 5 and 6 show how the Quick Vote distorted the outcome of votes on several members' resolutions in 2022 and 2023, which would have passed with large margins in the absence of Quick Votes. Most ironic is the Trust leadership's defeat of the members' resolution proposing the abolition of Quick Vote using 54,530 Quick Votes, meaning that almost 80% of votes cast against the resolution were themselves Quick Votes. This seems a misuse of power.

Table 3 ⁷¹

Members' resolution about the AGM chair's discretionary proxy vote (2022)			
The Chairman's discretionary proxy vote on members' resolutions should be abolished. ⁷²			
	For	Against, including Quick Votes	Against, excluding Quick Votes
TOTAL:	50,263	70,224 (not carried)	27,044 ⁷³
Abstentions	7,343		

Table 4 ⁷⁴

Members' resolution for the removal of quick vote (2023)			
The quick vote should be removed from the AGM voting papers. ⁷⁵			
	For	Against, including Quick Votes	Against, excluding Quick Votes
TOTAL:	60,327	69,715 (not carried)	15,185 ⁷⁶
Abstentions	2,616		

Table 5 ⁷⁷

Members' resolution for the removal of Council election recommendations (2023)			
Members' resolution to rescind para 16(4) of The Charities (National Trust) Order 2005, to make elections to the Council more democratic. ⁷⁸			
	For	Against, including Quick Votes	Against, excluding Quick Votes
TOTAL:	51,071	73,503 (not carried)	18,973 ⁷⁹
Abstentions	6,483		

68 Email from Jo Cooke, Head of Governance at the National Trust [04/01/2023].

69 $0.41 \times 133,000 = 54,530$

70 $0.46 \times 157,000 = 72,220$

71 *National Trust AGM 2022: Vote Results on Resolutions*.

72 *National Trust Members' Annual General Meeting 2022*. [booklet] p.67.

73 $70,224 - 43,180 = 27,044$

74 Figures for "For", "Against, including Quick Vote", "Outcome" and "Abstentions" were obtained from *AGM 2023 Voting Results*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/agm-voting-results>> [Accessed 11 January 2024].

75 *National Trust Members' Annual General Meeting 2023*. [booklet] p.24.

76 $69,715 - 54,530 = 15,185$

77 Figures for "For", "Against, including Quick Vote", "Outcome" and "Abstentions" were obtained from *AGM 2023 Voting Results*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/agm-voting-results>> [Accessed 11 January 2024].

78 *National Trust Members' Annual General Meeting 2023*. [booklet] p.26.

79 $73,503 - 54,530 = 18,973$

Table 6⁸⁰

Members' resolution for the restoration of Clandon House (2023)			
That the restoration of Clandon House should include not only conservation and roofing of the firegutted shell but also, as an absolute minimum, the restoration and recreation of the Marble Hall, with the restoration of other important interiors following as funds allow. ⁸¹			
	For	Against, including Quick Votes	Against, excluding Quick Votes
TOTAL:	49,065	74,298 (not carried)	19,768⁸²
Abstentions	8,962		

Tables 7 and 8 illustrates how, in a similar way, the existence of Quick Vote severely handicapped – such that they had negligible chance of success – the five candidates supported by Restore Trust in 2022 and 2023, all of whom would almost certainly have succeeded without the Trust's new voting innovation. Once again, the distorting effect of Quick Vote is evident from the results once they have been stripped of these Quick Votes. For example, in 2022, were it not for Quick Votes, the lowest-performing Trust-supported candidate, who achieved just 8,571 individual (non-Quick Vote) votes, would have been relegated to 20th place.

Table 7⁸³

Results of 2022 National Trust Council elections			
Name of candidate	Recommending body	No. of votes, including Quick Votes	No. of votes, excluding Quick Votes
Jane Dean	National Trust	74,108 (elected)	19,088⁸⁴
Anne Casement	National Trust	72,963 (elected)	17,943⁸⁵
Harris Bokhari OBE	National Trust	72,120 (elected)	17,100⁸⁶
Sally Hunt	National Trust	71,358 (elected)	16,338⁸⁷
Duncan Mackay	National Trust	66,850 (elected)	11,830⁸⁸
Will Wilkin	National Trust	65,609 (elected)	10,589⁸⁹
Paul Roberts	National Trust	63,771 (elected)	8,571⁹⁰
Philip Gibbs	Restore Trust	46,612 (not elected)	46,612
Bola Anike	Restore Trust	44,649 (not elected)	44,649
Zareer Masani	Restore Trust	41,337 (not elected)	41,337
Prof. Jeremy Black	Restore Trust	40,346 (not elected)	40,346
Phil Bradby	Restore Trust	37,556 (not elected)	37,556
Rosamund Roxburgh	Restore Trust	34,065 (not elected)	34,065

80 Figures for 'For', 'Against, including Quick Vote', 'Outcome' and 'Abstentions' were obtained from *AGM 2023 Voting Results*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/agm-voting-results>> [Accessed 11 January 2024].

81 *National Trust Members' Annual General Meeting 2023*. [booklet] p.28.

82 74,298 – 54,530 = 19,768

83 Figures for "No. of votes, including Quick Votes where applicable" and "Outcome" were obtained from *AGM 2022 Voting Results*.

84 74,108 – 55,020 = 19,088

85 72,963 – 55,020 = 17,943

86 72,120 – 55,020 = 17,100

87 71,358 – 55,020 = 16,338

88 66,850 – 55,020 = 11,830

89 65,609 – 55,020 = 10,589

90 63,771 – 55,020 = 8,751

Edward Bulmer	Restore Trust	28,205 (not elected)	28,205
Stephen Green		26,105	26,105
Madeline Williams		15,672	15,672
Hannah Longbottom		14,249	14,249
Philip Monk		12,085	12,085
Liz Staples		10,325	10,325
Dr Tim Janaway		10,253	10,253
Tim Watkinson		8,114	8,114
Julia Kiss Sekhon		7,017	7,017
Nick O'Riordan		6,370	6,370
Julian Cunningham		6,366	6,366
Philip Wilkinson		5,661	5,661
Sarah Dey		5,214	5,214

Table 8 ⁹¹

Results of 2023 National Trust Council elections			
Name of candidate	Recommending body	No. of votes, including Quick Votes	No. of votes, excluding Quick Votes
Sarah Hollingdale	National Trust	88,156 (elected)	15,936 ⁹²
James Dixon	National Trust	85,787 (elected)	13,567 ⁹³
Inga Grimsey	National Trust	84,021 (elected)	11,801 ⁹⁴
Michael Salter-Church	National Trust	81,023 (elected)	8,803 ⁹⁵
Simon Kearey	National Trust	77,928 (elected)	5,708 ⁹⁶
Philip Gibbs	Restore Trust	48,020 (not elected)	48,020
Andrew Gimson	Restore Trust	47,719 (not elected)	47,719
Violet Manners	Restore Trust	47,326 (not elected)	47,326
Jonathan Sumption	Restore Trust	46,048 (not elected)	46,048
Philip Merricks	Restore Trust	41,997 (not elected)	41,997
Stephen Green		16,959	16,959
Kevin Degenhard		7,486	7,486
Emma Schofield		6,635	6,635
Rajiv Jaitly		6,302	6,302
Bob Mark		6,160	6,160
Michael Goodhart		6,083	6,083
Sid Bains		5,492	5,492
Philip Monk		5,119	5,119
Heidi Hellman		5,098	5,098
Paul Stewart		4,731	4,731
Jim McRobert		4,162	4,162

91 Figures for "No. of votes, including Quick Votes" and "Outcome" were obtained from *AGM 2023 Voting Results*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/who-we-are/annual-general-meeting/agm-voting-results>> [Accessed 11 January 2024].

92 88,156 – 72,220 = 15,936

93 85,787 – 72,220 = 13,567

94 84,021 – 72,220 = 11,801

95 81,023 – 72,220 = 8,803

96 77,928 – 72,220 = 5,708

Jacob Withington		3,723	3,723
Laura MacLeman		3,646	3,646
Barbara Bush		3,603	3,603
Peter Chapman		3,589	3,589
Simon Lloyd-Williams		3,494	3,494
Loree Gourley		3,368	3,368
Lynn Thornhill		3,003	3,003
Tony Gross		2,977	2,977
Stuart Carter		2,983	2,983
Matt Wilson		2,638	2,638
Kathryn Isaken		2,472	2,472
Adam Bray		2,392	2,392
Stuart Gilmour		2,269	2,269
Richard Wood		2,108	2,108
Christopher Paulson		2,038	2,038
David Callaghan		1,649	1,649

While it is impossible to tell how many members who cast Quick Votes would otherwise have made an active decision to cast individual votes in line with the Trust's recommendations, it would appear unlikely that the results of both the votes on resolutions and in the candidate elections would have been so firmly in favour of the Trust leadership's recommendations. For instance, it is almost impossible that the inflation of each Trust-recommended Council candidate's vote tally by 72,220 – as happened in 2023 – reflects what would have been achieved without the aid of Quick Vote.

Placing the Quick Vote as the foremost option takes advantage of order bias and nudges unsuspecting voters towards this option, necessarily inflating the number of votes cast in line with the Trust's recommendations. If a nation's incumbent political party were in charge of drawing up ballot forms and introduced a voting option at the top of the form with the option for members to vote in line with the Government's recommendations, the public would likely recognise this as a significant abuse of power and a subversion of democracy. It is equally undemocratic for the National Trust to resort to such tactics.

Moreover, it appears that the Trust's leadership expected members to use Quick Vote. Announcing in 2022 that voting was "now open", Celia Richardson, Director of Communications and Audience Insight at the Trust, posted on X (formerly Twitter) that it only "takes 2 minutes" to "take part" (Figure 3).⁹⁷ Given that the 2022 AGM booklet was 36 pages long, containing the statements of 37 Council candidates and for four members' resolutions, the only way the process could take "2 minutes", as advertised, would be for members to uncritically select the "Quick Vote" option to automatically approve the Trust's recommendations on how to vote. In another post (Figure 4), Richardson stated that "the 'quick vote' option [...] takes 2 mins".⁹⁸

The message in Richardson's posts was mirrored in a post from the official National Trust account (see Figure 5), asserting that in order to vote in the 2023 AGM, "all you need is your

| 97 <https://twitter.com/CeliaRichards0n/status/1565705523021987840>

| 98 <https://twitter.com/CeliaRichards0n/status/1585522120343392258>

device, your membership card, and five minutes".⁹⁹ Again, Quick Vote is the only plausible way that voting in the AGM could take just five minutes.

Figure 3¹⁰⁰



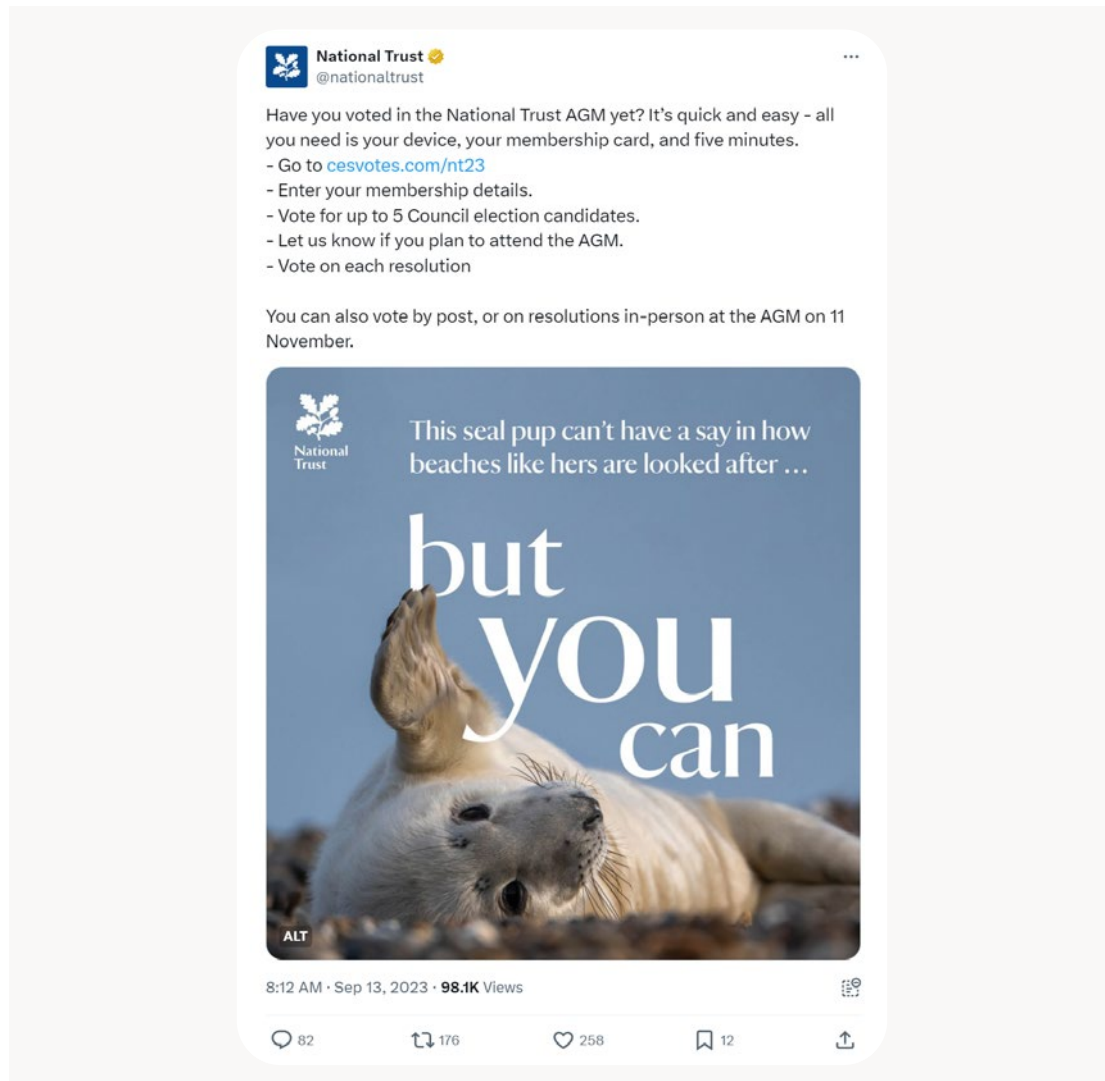
Figure 4¹⁰¹



| 99 <https://twitter.com/nationaltrust/status/1701856376761225479>

| 100 <https://twitter.com/CeliaRichards0n/status/1565705523021987840>

| 101 <https://twitter.com/CeliaRichards0n/status/1585522120343392258>

Figure 5¹⁰²

The use of simplified options such as Quick Vote on the ballot papers can therefore significantly impact the outcome. By reducing the decision-making process to ticking a single box, members are discouraged from individually evaluating candidates and resolutions, potentially distorting the true wishes of the membership. Quick Vote appears to have turned Trust AGMs – important governance events – into rubber-stamping exercises with a predetermined outcome. The simplification of the voting process in line with the leadership's preferences has rendered member participation almost meaningless. Restore Trust has not been alone in opposing Quick Vote. A members' resolution cast at the 2023 AGM which sought to bring an end to Council election recommendations (see Table 5) also appeared to criticise the introduction and anti-democratic nature of Quick Vote, arguing that "It is disingenuous to invite about 5 million National Trust members to vote in the Council elections when the outcome has been so effectively pre-determined before the first vote is cast."¹⁰³

As can be seen in Table 4, Restore Trust proposed a resolution at the 2023 AGM to abolish Quick Vote, emphasising the importance of preserving democratic values within the National Trust. In

| 102 <https://twitter.com/nationaltrust/status/1701856376761225479>

| 103 *National Trust Members' Annual General Meeting 2023*. [booklet] p.26.

its defence, the National Trust's leadership claimed that it "introduced a quick vote option last year in response to member feedback". No evidence has been provided to support this claim, which seems unconvincing: it is not clear what could motivate ordinary Trust members, all of whom already had easy access to the Trust's recommendations on how to vote, to request a single tick-box to approve all recommendations at once. Furthermore, even if the Trust had hypothetically received informal feedback from members which led to their introduction of Quick Vote, this would have raised the question of why the leadership made a special exception to listen to this feedback while ignoring members' feedback on a wide range of other topics, including for instance on removing the Chairman's DPV.

No attempt was made by the Trust to gauge popular opinion among members, such as through formal consultation of members or discussion at an AGM. Indeed, the first members heard of the introduction of Quick Vote was once ballot forms had been released, when they found it presented on the forms as the foremost option. This meant that this major change was shoehorned in by the Trust's leadership without members being given any opportunity to challenge the decision.

When public bodies make decisions, they would usually be expected – while the proposal is still at a formative stage – to consult those who may be affected by the decision; if they do not do so, they may be subject to challenge in the courts through judicial review. The Trust has not explained why it did not formally consult members before deciding to introduce Quick Vote, or even inform them in advance. Ultimately, the fact that the National Trust's management, without prior warning or formal consultation with members, unilaterally introduced Quick Vote shows a disregard for the democratic principles the organisation should uphold. This lack of transparency and consultation undermines the essence of a membership organisation.

The Trustees also claimed in their defence of Quick Vote that "We think it important that voting at National Trust AGMs reflects wider industry practice"¹⁰⁴ Yet the Trustees did not substantiate their assertion by providing any examples of similar bodies whose lead the National Trust was following in introducing Quick Vote.

The National Trust present Civica as having played a central role in decision-making on adopting Quick Vote: "The National Trust is advised on electoral practices by Civica Election Services, the UK's leading provider of voting services. The National Trust introduced a quick vote option last year in response to member feedback and having taken advice from Civica on arrangements at similar large member organisations"¹⁰⁵ However, replying to a concerned Trust member, the Managing Director of Civica, Simon Hearn, stated that "Civica Elections Services provided advice to the National Trust on how a Quick Vote mechanism could be introduced for this year's election and resolution voting. We understand from the Trust that this was in part driven by feedback from their members in relation to the 2021 AGM"¹⁰⁶ Hearn is clear in his letter that Civica's role was centred on advising "around the practicalities of introducing such a

| 104 *Ibid.*, p.25.

| 105 *Ibid.*

| 106 *National Trust Elections*. [Letter from Simon Hearn, Managing Director of Civica Election Services, to National Trust member] 14 September 2022.

mechanism", rather than on advising that such a mechanism should be introduced.¹⁰⁷

The Trust's leadership also appears to have been selective about which advice from Civica it takes. Civica has said, for example, that it advised the Trust to change the confusing wording on its ballot forms in relation to the Chairman's DPV to make it clear that the Chairman does not in fact cast these votes: advice which was reportedly inspired by a significant number of complaints from members, but which Civica reports the Trust rejected.¹⁰⁸ Lastly, even if the Trust had acted purely on the advice of Civica, responsibility for introducing Quick Vote and for the way in which it was brought in rests with the Trustees, not with Civica.

Polyas – another election services provider not dissimilar to Civica – raises awareness of the following:

Leading Ballot Papers (or Confusing Ballot papers): Where ballot papers are formulated to lead voters into voting for a particular choice or candidate. This is an aspect of every election that election managers have to watch out for and while not always illegal, leading ballot papers can draw harsh criticisms for undermining the principles of democracy.¹⁰⁹

The Trust's new ballot form, featuring Quick Vote, is surely an example of a leading and confusing ballot paper. What the deceptively benign-sounding Quick Vote option represents is explained only in the small print and, together with its position as the first option on the ballot form, this means voters could easily be led into ticking the box without fully understanding the implications. Online, the options to choose individual Council candidates disappear as soon as one ticks the Quick Vote option: someone who ticked the Quick Vote option by mistake might not know how to restore the full list of options.

Quick Vote also appears unconstitutional in relation to Council elections. The reasoning given for the abolition of proxy voting for Council candidates in 2005 was, as outlined in the Blakenham Review, that since all voting takes place before the AGM, there is no reason for "a member to ask someone else to decide on his or her behalf who to vote for" and that, accordingly, this should not take place.¹¹⁰ However, the Quick Vote option goes against this principle by enabling the delegation of decision-making for no apparent reason.

The effect of Quick Vote has been exacerbated by the Trust leadership's skewed narrative *post*

¹⁰⁷ *Ibid.*

¹⁰⁸ Telephone conversation between Zewditu Gebreyohanes (ZG) and Civica staff member (C) via general Civica landline [6 Nov 2023]. Asked why the wording surrounding the chairman's discretionary proxy vote is confusing, the Civica staff member (C) replied, "That's up to National Trust. We're administrators for them but I do understand that members get confused by those words, I do understand that." ZG: "Have you had lots of people call in about that?" C: "Yes, quite a number, and I do have to explain to them that actually when you cast your vote it goes straight to the system so it doesn't really go to National Trust but I'm not sure why the wording is such. You need to give the feedback to National Trust or, as I've told other members, write in to us to let us know that it causes confusion and we can provide the feedback to National Trust." ZG: "But it was the same last year so presumably people would have complained last year?" C: "Yes, I cannot answer you as to why it's like that; I can only tell you that that's how National Trust has confirmed the voting style as such." ZG: "But did Civica mention to the National Trust that they'd had lots of complaints last year?" C: "Yes, they know about this."

¹⁰⁹ POLYAS *Election Glossary: Election Fraud*, POLYAS [website]. Accessible online at <<https://www.polyas.com/election-glossary/election-fraud>> [accessed 17 November 2023].

¹¹⁰ *Report on the Governance of the National Trust*. April 2003. [pdf] p.10.

factum, with results announced without mention of how or why no independent candidates or resolutions were able to succeed. Following the 2023 AGM, Celia Richardson posted on X (see Figure 6): "National Trust Council election results have been announced. Record turnout. The five candidates recommended by the elected Council's Nominations Committee were voted in by our members".¹¹¹ As Table 8 demonstrates, however, the results would have been very different had there been an unmanipulated election. This lack of transparency surrounding the influence of Quick Vote has further undermined trust among members.

Figure 6 ¹¹²



The introduction of the Quick Vote by the National Trust represents the single biggest erosion of democratic processes in the organisation's history. Its ongoing use undermines the democratic ideals that should be at the core of the National Trust's governance.

| 111 <https://twitter.com/CeliaRichards0n/status/1723366783657136261>

| 112 *Ibid.*

5. Denying Members a Seat at the AGM

At the 2022 and 2023 AGMs, the Trust's leadership effectively prevented hundreds of members from attending in person, defending the decision by assuring members that this was a fair process and that seats were allocated randomly. As this section reveals, the Trust set aside a disproportionate number of seats for selected attendees before any random allocation took place. Moreover, the Trust's claim that more members than expected had registered to attend declines to mention that in the late twentieth century – at a time when the Trust's membership was much smaller than it is now – the Trust's leadership was booking venues with capacity ten times that of 2022.

The National Trust states that “Our Annual General Meeting is your chance to get involved and help shape the Trust's work”¹¹³ Despite this, at both the 2022 and 2023 AGMs, the Trust effectively prevented hundreds of members from attending in person. The Trust leadership claimed that this was because more members than expected had registered to attend; that it was a fair system of allocation because seats were allocated randomly; and that there is no difference between attendance in person and online.¹¹⁴ All three claims do not stand up to scrutiny.

The maximum capacity of the venue chosen for the 2022 AGM, the Bath Assembly Rooms, was 317.¹¹⁵ Never before in the history of the National Trust had such a small AGM venue been hired, perhaps indicating that this was less about expectations of how many members might attend – especially when membership was reputedly higher than ever and in a year when there was greater member engagement than usual – than about preventing potentially irksome (from a Trust management perspective) dissent from the floor, particularly with a large Restore Trust contingent likely to attend. The following year, a slightly larger venue – the STEAM Museum in Swindon, with a maximum capacity of 590¹¹⁶ – was hired, although this paled in comparison to the venues that were used several decades ago, when membership was smaller (see Table 9). The highest recorded attendance was in 1998, with 2,500 members attending the AGM at the Cardiff International Arena in Wales: a venue with a maximum seated capacity of 5,000.¹¹⁷

¹¹³ *Membership*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/membership>> [Accessed 24 January 2024].

¹¹⁴ Email from Jan Lasik to Zewditu Gebreyohanes [03/11/2023].

¹¹⁵ *Ibid.*

¹¹⁶ *Ibid.*

¹¹⁷ *National Trust 1998-1999 Report and Accounts*, p.55.

Table 9

Year	AGM Venue	Attendance
1987	The Opera House, Buxton	1,000 members ¹¹⁸
1988	Central Hall, Westminster	1,200 members ¹¹⁹
1989	The Dome, Brighton	1,200 members ¹²⁰
1990	Aberconwy Centre, Llandudno	1,600 members ¹²¹
1991	Central Hall, Westminster	1,700 members ¹²²
1992	Symphony Hall, International Convention Centre, Birmingham	1,400 members ¹²³
1993	Wembley Conference Centre, London	650 members ¹²⁴
1994	International Centre, Harrogate	570 members ¹²⁵
1995	Windsor Hall, International Conference Centre, Bournemouth	1,250 members ¹²⁶
1996	Royal Festival Hall, London	1,200 members ¹²⁷
1997	Montfort Hall, Leicester	900 members ¹²⁸
1998	Cardiff International Arena	2,500 members ¹²⁹
1999	Belfast Waterfront Hall	600 members ¹³⁰
2000	Bridgewater Hall, Manchester	1,000 members ¹³¹
2001	The Barbican, London	1,800 members ¹³²
2002	Symphony Hall, Birmingham	1,600 members ¹³³
2003	Guildhall, Portsmouth	1,300 members ¹³⁴

The Trust has admitted that at both AGMs hundreds of members had been turned away from attending in person. It claimed, however, that all places had been allocated randomly by Civica, which is misleading. In reality, the “random” allocation only took place after a large number of seats had been set aside for those deemed by the Trust’s leadership to be critical to the running of the event. At the 2023 AGM, at which over 300 members were turned away from attending in person, only 450 of the 590 seats were allocated by Civica; the remaining 140 had already been reserved by the Trust leadership.¹³⁵ While it goes without saying that there would be Trust members whose attendance at the AGM was vital – such as the Trustees, Council, senior management team, Council candidates and resolution proposers – it is unclear why 140 seats could justifiably be set aside, especially when so many members had been denied a

| 118 *National Trust 1987 Annual Report*, p.15.

| 119 *National Trust 1988 Annual Report*, p.18.

| 120 *National Trust 1989 Annual Report*, p.17.

| 121 *National Trust 1990 Annual Report*, p.15.

| 122 *National Trust 1991 Annual Report*, p.21.

| 123 *National Trust 1992 Annual Report*, p.15.

| 124 *National Trust 1993-1994 Report and Accounts*, p.53.

| 125 *National Trust 1994-1995 Report and Accounts*, p.53.

| 126 *National Trust 1995-1996 Report and Accounts*, p.54.

| 127 *National Trust 1996-1997 Report and Accounts*, p.52.

| 128 *National Trust 1997-1998 Report and Accounts*, p.55.

| 129 *National Trust 1998-1999 Report and Accounts*, p.55.

| 130 *National Trust 1999-2000 Report and Accounts*, p.54.

| 131 *National Trust 2000-2001 Report and Accounts*, p.54.

| 132 *National Trust 2001-2002 Report and Accounts*, p.57.

| 133 *National Trust 2002-2003 Report and Accounts*, p.58.

| 134 *National Trust 2003-2004 Report and Accounts*, p.45.

| 135 Emails from Jan Lasik to Zewditu Gebreyohanes [07/11/2023 and 09/11/2023].

place. The Trust has refused to confirm how many places were set aside by leadership at the previous year's AGM: in what would appear to be a violation of several Nolan principles, above all of openness, Jan Lasik wrote that "we will not be engaging in further correspondence on the question of seat allocations at our AGMs", while Jo Cooke, the Trust's Head of Governance, wrote that "we do not see the merit in spending further time in researching responses for last year's event".¹³⁶ However, if 140 seats were similarly set aside in 2022, this represents just under half the available seats. On the other hand, if fewer seats were set aside in 2022, it is unclear why the Trust's leadership reserved more the following year.

The Trust diminishes the importance of in-person attendance through its claim that "Our hybrid AGM procedures do not distinguish between in-person attendance and online attendance."¹³⁷ Any member who wishes to attend an AGM can, it argues, do so online. However, in practice it is much more difficult to get a question answered at the AGM and almost impossible to raise a point of information in real time if one attends virtually, whereas it is still possible to do so from the floor if a member attends physically. Moreover, it is wrong to assume that all members can attend online or have easy access to good WiFi to support a livestream.

It should not be up to the Trust's leadership to decide whether members can attend in person or merely online; this is a decision that should be left to each member. Accordingly, it is the responsibility of the Trust leadership – in particular the Trustees, who according to the Trust's Governance Handbook are responsible for "making the arrangements for the general meetings of the Trust"¹³⁸ – to make sure that sufficiently large AGM venues are booked. If this means booking venues with seated capacity in the thousands – the norm until the early 2000s – this should be done. It is undemocratic to deny some members, in the Trust's own words, the full "chance to get involved and help shape the Trust's work".¹³⁹

It also seems unjustifiable for there to be empty spaces in the AGM hall, the case in 2022 and 2023, when members have been turned away from attending. Members should only ever be turned away once a large AGM venue is physically full.

The fact that the Trust's leadership is denying members seats at the AGM is relevant to whether the Trust is democratic because, by doing so, the discussion and debate which is a critical component of fair elections and voting systems is being stifled.

136 Email from Jo Cooke to Zewditu Gebreyohanes [28/11/2023]; Email from Jan Lasik to Zewditu Gebreyohanes [29/11/2023].

137 Email from Jan Lasik to Zewditu Gebreyohanes [03/11/2023].

138 *National Trust Governance Handbook. Fifth Edition December 2016*. Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/governance-handbook-v5.pdf>> [Accessed 15 December 2023]. p.15.

139 *Membership*. National Trust [website]. Accessible online at <<https://www.nationaltrust.org.uk/membership>> [Accessed 24 January 2024].

6. Distortion of the Statutory Instrument

The legal basis for some of the Trust leadership's behaviour can be found in the amendments made in 2022 to the Statutory Instrument (SI) which governs the Trust. These were made by the Trust leadership under the cover of a resolution presented to the Trust's membership at the 2021 AGM, ostensibly to expand democracy by allowing members to participate in AGMs and voting online. In reality, the original statutory instrument contained provisions for both hybrid AGMs and electronic voting, and the 2022 amendments were used to limit, not expand, the options of members. They allowed the Trust's leadership to set limits on in-person attendance at AGMs; and also to choose not to post details of AGMs and voting procedures to members as was previously required.

At the October 2021 AGM, the National Trust's leadership proposed a resolution about "digital futures", asking members to "approve new rules for general meetings and Council election ballots" which "would enable members to participate online and to vote electronically on resolutions proposed by members of the Board of Trustees, and also give members the option to receive meeting papers electronically".¹⁴⁰ The foremost reason given for this was a desire "to enable greater member engagement with the Trust's governance processes".¹⁴¹

Superficially, the resolution was innocuous, as it ostensibly focussed on making provisions for the holding of virtual and hybrid AGMs to avoid repeating the Trust's AGM cancellation of 2020 due to the Covid-19 pandemic. As a result, it passed easily without discernible opposition; the amendments to the SI were made in March 2022.¹⁴²

In reality, the amendments to the SI – of which there were over forty – proposed in the resolution seem not to have been designed with the simple aim advertised by the Trust's leadership. The Board of Trustees' statement arguing in favour of the amendments was based on an apparently false premise: that the existing SI did not contain provision for hybrid AGMs or online voting. The Board claimed that it is "not possible to hold a hybrid or virtual general meeting under the permanent provisions of the Parliamentary Scheme as it currently stands".¹⁴³ This would appear to be untrue given that the Trust's Annual Reports of 2013 to 2017 all contain reference to "many members who had joined the meeting via the webcast" or "virtually" at the AGMs held in those years.¹⁴⁴

| 140 *National Trust Members' Annual General Meeting 2021*. [booklet] p.18.

| 141 *Ibid.*

| 142 *The Charities (National Trust) Order 2005*. [Reproduced with amendments.] Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.1.

| 143 *National Trust Members' Annual General Meeting 2021*. [booklet] p.21.

| 144 *National Trust 2013-2014 Report and Accounts*, p.65; *National Trust 2014-2015 Report and Accounts*, p.64; *National*

Nor is it true that the original SI did not allow for members to cast votes online. The 2005 SI clearly made provision for “electronic” voting in relation to Council elections,¹⁴⁵ members’ resolutions¹⁴⁶ and the reviews of appointing bodies.¹⁴⁷

With what motive, then, were the amendments really introduced? Close scrutiny of the amendments reveals that, far from increasing options available to members, they could hardly have been better if the leadership had wanted to reduce these options, decrease member engagement long-term and entrench the leadership’s power.

For example, inserting the following new clause, 37(4), has enabled the Trust’s leadership to require members to pre-register for the AGM and has given it the power to prevent members from attending in person:

*The Board of Trustees may, in its discretion, prescribe measures that will apply to those members of the Charity attending a general meeting in person or by proxy and after so doing will inform the members of the Charity of such measures. Such measures may include a requirement to pre-register attendance, and may, where it is expedient and in the best interests of the Charity to do so, taking into account the law and government guidance, prescribe a limit on the number of members of the Charity (or their proxies) who may be physically present (but not on those who may be present by electronic means) at the general meeting. In the event of any conflict or inconsistency between this scheme and any measures prescribed by the Board of Trustees, the provisions of this scheme will take precedence.*¹⁴⁸

As explained in part 5 of this report, this has denied members the option they used to have to freely attend the AGM because the Trust’s leadership has formally legitimised the deliberate booking of AGM venues that are too small to accommodate all members who wish to attend in person. This means that, whereas in the past members who wished to attend the AGM had the option to do so online instead of in person, now the leadership can force them to attend online instead of attending in person; this is a constraint on their choices, not an expansion of them.

The SI amendments also included an amendment to clause 16(6), shown in Table 10. Under the original 16(6), members had the option to vote either by postal voting (the default option) or using the alternative of electronic voting.¹⁴⁹ While in theory, the amended clause provides

Trust 2015-2016 Report and Accounts, p.58; National Trust 2016-2017 Report and Accounts, p.65; National Trust 2017-2018 Report and Accounts, p.67.

145 16 (6) The arrangements made under paragraph (1) above shall permit every member of the Charity who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically. (*The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.8.)

146 40 (6) The Board of Trustees shall provide for each general meeting a written proxy form for use at that meeting. The Board of Trustees may in addition provide members with the alternative of using an electronic proxy form. (*The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.16.)

147 18 (6) The arrangements made under this clause shall permit every member who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically. (*The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.9.)

148 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.19.

149 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/>>

the same two options, it is a clear basis for the phasing-out of postal voting, as not only is the default option now electronic voting, but the amendment allows the leadership to permit members to cast postal votes only “upon written application”.¹⁵⁰ This potentially excludes many members from the AGM and voting process, and is likely to shut out the traditional, elderly voter base, favouring the younger and technology-savvier members. Once again, the amended clause reduces members’ options.

Table 10

16. Elected members of Council	
16.—(1) The Council shall make arrangements for the holding each year of elections of persons who are to be elected members in accordance with this scheme. ¹⁵¹	
Original	Following 2022 amendment
<p>(6) The arrangements made under paragraph (1) above shall permit every member of the Charity who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically.¹⁵²</p>	<p>(6) The arrangements made under paragraph (1) above shall enable every member of the Charity who is eligible to vote to vote electronically and shall enable such members, as an alternative to electronic voting, to vote by postal voting upon written application to the Secretary or by such other means and/or to such other person as the Charity may notify to the members.¹⁵³</p>

As shown in Table 11 (amended clauses are indicated in bold), a number of changes were made to clause 40 regarding voting on members’ resolutions. The biggest change was the amendment made to 40(6), originally stating that “The Board of Trustees shall provide for each general meeting a written proxy form for use at that meeting. The Board of Trustees may in addition provide members with the alternative of using an electronic proxy form.”¹⁵⁴ The amended clause – now re-numbered as 40(4) following the deletion of clauses 40(2) and 40(3) – states that “The Board of Trustees shall enable every member of the Charity who is eligible to vote to vote by appointing a proxy using an electronic proxy form and shall enable such members, as an alternative to appointing a proxy using an electronic proxy form, to appoint a proxy using a paper proxy form upon written application to the Secretary or by such other means and/or to such other person as the Charity may notify to the members.”¹⁵⁵ This amendment has the same effect as that to 16(6), except in relation to members’ resolutions rather than to Council elections; it limits the options available to members in that while both written and electronic proxy forms were formerly easily available, now the leadership is able to make written proxy forms available only “upon written application”.

uksi/2005/712/made/data.pdf> [Accessed 20 January 2024] p.8.

150 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.10.

151 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.7.

152 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.8.

153 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.10.

154 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.16.

155 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] pp.19-20.

Table 11

40. Voting	
Original ¹⁵⁶	Following 2022 amendments ¹⁵⁷
(1) At every general meeting all matters which fall to be decided at the meeting shall be decided by a majority of the votes of the members of the Charity present in person, and voting by show of hands unless a poll is demanded in accordance with paragraph (2) below.	(1) At every general meeting all matters which fall to be decided at the meeting shall be decided on a poll by a majority of the votes of the members of the Charity who are present in person or by proxy and who vote.
(2) At a general meeting a poll may be demanded in respect of any proposed resolution by: (a) the chairman of the meeting, if he or she considers that the show of hands does not accurately reflect the views of those members who are not present in person but have appointed proxies; or (b) not less than ten members present in person at the meeting.	DELETED
(3) If a poll is demanded in accordance with paragraph (2) above the matter for decision shall be decided by a majority of the votes of the members present in person or by proxy and voting.	DELETED
(4) At a general meeting any member who has been a member throughout the 70 days immediately preceding the meeting may vote. Each such member has one vote.	(2) At a general meeting any member who has been a member throughout the 70 days immediately preceding the meeting may vote. Each such member has one vote. <i>[renumbered]</i>
(5) Members may vote: (a) in person at the meeting; or (b) by proxy using such proxy form as the Board of Trustees shall have provided for use at that meeting.	(3) Members may vote: (a) in person at the meeting; or (b) by proxy using such proxy form as the Board of Trustees shall have provided for use at that meeting. <i>[renumbered]</i>
(6) The Board of Trustees shall provide for each general meeting a written proxy form for use at that meeting. The Board of Trustees may in addition provide members with the alternative of using an electronic proxy form.	(4) The Board of Trustees shall enable every member of the Charity who is eligible to vote to vote by appointing a proxy using an electronic proxy form and shall enable such members, as an alternative to appointing a proxy using an electronic proxy form, to appoint a proxy using a paper proxy form upon written application to the Secretary or by such other means and/or to such other person as the Charity may notify to the members.
(7) References in this scheme to a "proxy form" include either or both of the alternatives provided in accordance with paragraph (6) above.	(5) References in this scheme to a "proxy form" include either or both of the alternatives provided in accordance with paragraph (4) above. <i>[renumbered]</i>
(8) No-one may vote as a proxy unless the completed proxy form is received by the Secretary not less than seven days before the day appointed for holding the meeting at which the proxy is to be used.	(6) A member may not vote by proxy unless a completed proxy form is received by the Secretary not less than seven days before the day appointed for holding the meeting at which the proxy will vote on the member's behalf.
(9) The fact that one or more members of the Charity has not or have not received a proxy form does not invalidate the vote on any resolution.	(7) The fact that one or more members of the Charity has not or have not received a proxy form does not invalidate the vote on any resolution.

Table 12 shows that in relation to voting by members during the six-yearly reviews of appointing bodies, the second amendment, to 18(6), is similar to the ones to 16(6) and to 40(6) described above, in that it changes the default option from postal voting to electronic voting, allowing the Trust leadership to make postal voting only accessible to members "upon written

156 The Charities (National Trust) Order 2005. [Original document.] Accessible online at <<https://www.legislation.gov.uk/ukksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] pp.15-16.

157 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] pp.19-20.

application”¹⁵⁸ This was brought in alongside two amendments, to 18(4)(a) and 18(9)(a), which are barely noticeable and were not properly explained or contextualised in the AGM booklet, so that members would not have fully understood what they were voting for unless they found and familiarised themselves with the over-thirty-page¹⁵⁹ SI. The change from “ballot paper to be issued to members of the Charity”¹⁶⁰ to “ballot open to members of the Charity”¹⁶¹ may be subtle but the two are different things; it is hard not to conclude that the Trust was trying to end conventional mass voting on appointing bodies and, in contravention of the spirit of the original clauses in the SI, limit it to only those members who are independently informed about the voting opportunity. This appears to be further supported by the amendment to 18(9)(a), which removes reference to a “ballot paper drawn up for the purposes of the ballot”.

Table 12

18. Review of appointing bodies	
Original	Following 2022 amendments ¹⁶²
(4) A Nominations Committee appointed in accordance with clause 27 shall review the results of the consultation and shall then make recommendations to the Council as to: (a) which bodies (“the candidate bodies”) should be included in the ballot paper to be issued to members of the Charity ¹⁶³	(4) A Nominations Committee appointed in accordance with clause 27 shall review the results of the consultation and shall then make recommendations to the Council as to: (a) which bodies (“the candidate bodies”) should be included in the ballot open to members of the Charity
(6) The arrangements made under this clause shall permit every member who is eligible to vote to vote by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically. ¹⁶⁴	(6) The arrangements made under this clause shall enable every member of the Charity who is eligible to vote to vote in a ballot electronically and shall enable such members, as an alternative to electronic voting, to vote by postal voting upon written application to the Secretary or by such other means and/or to such other person as the Charity may notify to the members.
(9) The Council shall decide, having regard to the recommendations of the Nominations Committee: (a) which candidate bodies shall be included on the ballot paper drawn up for the purposes of the ballot ¹⁶⁵	(9) The Council shall decide, having regard to the recommendations of the Nominations Committee: (a) which candidate bodies shall be included on the ballot prepared for this purpose

The SI amendments generally reflect a desire to minimise and, where possible, remove the Trust’s obligation to share information with members about the AGMs and voting. This would suggest that the Trust’s leadership wants as few members as possible to participate: the

158 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.11.

159 Following the 2022 amendments, it is 39 pages long. Since only two versions of the SI, the original 2005 version (23 pages in length) and the current version, are available to the public, it is not clear exactly how many pages the SI was immediately before the latest iteration; it has undergone several iterations, with amendments having previously been undertaken in 2008, 2009, twice in 2010, 2016, 2020 and 2021.

160 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.8.

161 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.11.

162 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.11.

163 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.8.

164 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.9.

165 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.9.

reverse of what it constantly claims.¹⁶⁶ An example of this includes the amendments to 32(1) in relation to notice of general meetings. As shown in Table 13, the amended clause removes the requirement to send advance notice of AGMs to members, instead of which such notice may now “be sent in writing, published, or otherwise made available to the members.”¹⁶⁷ This is a very broad definition of giving notice, which is liable to result in fewer members being aware of an upcoming AGM and fewer members participating as a result.

Table 13

32. Notice of general meetings	
Original	Following 2022 amendment
(1) Notice of every general meeting, and the agenda, shall be sent to the members not less than twenty-one days before the meeting. ¹⁶⁸	(1) Notice of every general meeting, and the agenda, shall be sent in writing, published, or otherwise made available to the members not less than twenty-one days before the meeting. ¹⁶⁹

Similarly, the seemingly subtle change from “send a copy” to “provide a copy” in the amendment to clause 35(8), shown in Table 14, appears to indicate a desire not to send out the voting documents to all members, which would have the effect once again of excluding many members who would be expecting postal ballot forms to arrive, rather than an email with a link or a mere notice on the Trust website.¹⁷⁰

Table 14

35. Members' resolutions	
Original	Following 2022 amendment
(8) Subject to paragraph (9) below the Board of Trustees shall send a copy of any statement submitted under paragraph (7) above to every member of the Charity together with the notice of the annual general meeting at which the resolution is to be proposed. ¹⁷¹	(8) Subject to paragraph (9) below the Board of Trustees shall provide a copy of any statement submitted under paragraph (7) above to every member of the Charity together with the notice of the annual general meeting at which the resolution is to be proposed. ¹⁷²

166 Lasik, J. 2022. *AGM 2022: on the joys of our democratic constitution and using your vote*, National Trust [website]. Originally published at <https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 11 September 2022] Now accessible via WayBackMachine at <https://web.archive.org/web/20220911203102/https://www.nationaltrust.org.uk/blogs/directors-blog/agm-2022-on-the-joys-of-our-democratic-constitution-and-using-your-vote?campid=SocialShare_Central_MainSite_Twitter_1431922448570> [Accessed 14 December 2023].

167 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.15.

168 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.13.

169 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.15.

170 This apparent desire to withhold information from members is reflected in the 2022 amendments to the clauses 10, 35(9), 36(2), 36(5) of the statutory instrument.

171 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/ukSI/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.14.

172 *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] p.17.

The 2022 amendments amounted to an aggrandisement by the incumbent leadership through nominally democratic means. Lumping together all the changes and presenting them to the members in a single resolution misleadingly titled “digital futures” legitimised and reduced scrutiny for something that would otherwise have been highly controversial due to the nature and breadth of the changes being brought in. What the amendments did, which the tables in this section serve to illustrate, was introduce new restrictions and make online engagement the default for Trust members, thereby appearing to reduce the non-online vote.

The Trust’s leadership was able to amend the SI because its “Power of amendment” clause specifically allows the Board of Trustees to do so.¹⁷³ The fact that the SI can be amended appears to have had the result of changes being made without proper scrutiny. A future SI – as secondary legislation, statutory instruments are not amendable by either House, necessitating the creation of a new SI – would therefore have to contain very limited, if any, provision for amendment to the SI by the Board of Trustees or any other body within the Trust, in order to avoid a repetition of the Trust’s 2022 amendments.

It should be noted that even though nothing had been seen before on the scale of the 2022 changes, this is not the first time the SI has been amended in a way that departs from the spirit in which it was brought into force following the Blakenham Review. For example, changes made in 2010 included amendments to the clauses on Extraordinary General Meetings to increase the threshold for EGM requisition validity from signatures “by not less than one quarter of one percent of the members of the charity” to “by not less than one percent of the members of the charity”.¹⁷⁴ Moreover, the 2010 amendments increased the number of days within which the Board of Trustees must send “a notice to convene an extraordinary general meeting” from 28 to 70: a watering down of the powers of members.¹⁷⁵

173 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.17.

174 *Ibid.*, p.14; *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] pp.1,17.

175 *The Charities (National Trust) Order 2005. [Original document.]* Accessible online at <<https://www.legislation.gov.uk/uksi/2005/712/made/data.pdf>> [Accessed 20 January 2024] p.15; *The Charities (National Trust) Order 2005. [Reproduced with amendments.]* Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/the-charities-national-trust-order-2005.pdf>> [Accessed 9 January 2024] pp.1, 18.

7. Popular Support for Greater Democracy in the Trust

There is popular support for greater democracy in the Trust not only from many members but also from politicians, both from the right and left of the spectrum. This means that reform to democratise the Trust would be comparatively uncontroversial and can be considered non-partisan.

That greater democracy in the National Trust is a non-partisan and uncontroversial vision with widespread support from members, irrespective of political leanings, is indicated by the result at the 2023 AGM of Restore Trust's resolution to abolish Quick Vote, which showed overwhelming support from Trust members in support of the resolution: of members who cast individual votes for and against, 80% supported the resolution, as compared to only 20% against.¹⁷⁶

While movements for greater accountability and democracy within the Trust, such as Restore Trust, are commonly portrayed as being right wing, just three decades ago these same causes were being championed by left-leaning activists. On 22 June 1992, a motion – ultimately unsuccessful – entitled “National Trust Democracy” was brought before the House of Commons stating “That this House expresses its concern at the proxy voting system employed by the National Trust which allows an unspecified number of votes to be cast by the Chairman as he or she wishes; and calls on the National Trust to implement a fairer and more simplified voting procedure to ensure that all members have full confidence in the democratic processes of the Trust.”¹⁷⁷ The motion was sponsored by six MPs, all from the Labour party: Tony Banks, Ron Davies, Bill Etherington, Doug Hoyle, Alan Meale and Jimmy Wray.¹⁷⁸ The motion was signed by a further 159 MPs, almost all of whom were Labour members; there were also a few Liberal Democrat (4), Conservative (2) and Plaid Cymru (2) members.¹⁷⁹

If the government were to bring before the House a new statutory instrument to address this democratic deficit, as this report recommends, it would be likely to enjoy the support of many on both sides of the political divide.

| 176 Excluding Quick Votes, there were 60,327 votes in favour of the resolution and 15,185 votes against. (See Table 4.)

| 177 *National Trust Democracy EDM*. Accessible online at <<https://edm.parliament.uk/early-day-motion/8074/national-trust-democracy>> [Accessed 18 December 2023].

| 178 *Ibid.*

| 179 *Ibid.*

Conclusion and Recommendations

The introduction of Quick Vote – combined with the erosion of democracy in the various other ways outlined in this report – has made the Trust more tightly controlled by its leadership than ever before. This report ends with two recommendations on how the Charity Commission and Parliament can restore trust in the National Trust by ensuring that there is functioning internal democracy.

Peak democracy in the Trust was reached around 2005, following the adoption of the Blakenham Review's recommendations for how to improve governance, including abolishing the Chairman's discretionary proxy vote in relation to Council elections. At the 2004 AGM, the then-Chairman, William Proby, explained that the governance changes were "designed to help the Trust to ensure that the right decisions were taken in a timely, transparent and accountable way"¹⁸⁰ Yet the backsliding since then, particularly since 2022, has made decision-making much less "timely, transparent and accountable".

The National Trust has been able to avoid scrutiny of its anti-democratic tactics by incrementally aggrandising the authority of its executive under the pretext that the elected Council and Council-chosen Board of Trustees have given their approval. They have thus legitimised actions that would otherwise be considered disreputable or dishonourable.

This is concerning. Every Trust official, elected or unelected, has a duty to abide by the Nolan Principles of Public Service by acting with integrity at all times and making sure the charity is being run in the fairest, most open and most accountable way.¹⁸¹ The paid senior management has a clear personal interest in preserving the status quo and entrenching its power. This is not in the interests of members and of the nation that the National Trust was set up to serve. The Trustees, who hold legal responsibility for the running of the charity, appear to have authorised this misuse of power by the paid executives.

Every member needs to have confidence in the processes and the outcomes of AGMs and voting. If they do not, the democratic system breaks down, undermining trust in the institution. Free and fair elections are therefore of the utmost importance and must be safeguarded.

If trust in the National Trust is to be restored, there should be an overhaul of election and voting procedures, to which end this report makes the following recommendations:

- 1. The Secretary of State for Culture, Media and Sport should, ahead of the next AGM in autumn 2024, introduce a new Statutory Instrument (SI) for the National Trust. This SI would reverse the post-pandemic amendments, prohibit all anti-democratic**

¹⁸⁰ *National Trust Annual Report 2004-2005*, p.47

¹⁸¹ *National Trust Governance Handbook. Fifth Edition December 2016*. Accessible online at <<https://nt.global.ssl.fastly.net/binaries/content/assets/website/national/pdf/governance-handbook-v5.pdf>> [Accessed 15 December 2023], p.15.

measures (such as Quick Vote, the Chairman's discretionary proxy vote and the prevention of in-person attendance at AGMs), and would not provide for the Trustees to amend it.

Instead of being able to amend the SI, Trustees would have to apply to Parliament for a new SI. This would prevent power-grabs by the executive.

Subsequent statutory reviews (see Recommendation 3 below) might result in a more refined SI which addresses and closes any loopholes allowing democracy to be undermined.

2. The Charity Commission should open a statutory inquiry to identify the root causes of the recent democratic backsliding in the National Trust, to prevent repetition and to re-establish good governance.

The Commission has the power to order statutory inquiries as part of its work “to protect the public’s interest in charities”, and “deliberate wrongdoing [...] will be dealt with rigorously and decisively”¹⁸² The inquiry would aim to eliminate any excessively opaque procedures within the Trust so that there are proper checks and balances and to make sure there are always clear channels of accountability in decision-making.

Senior staff and Trustees should be required to explain to the Charity Commission the rationale for recent changes to internal elections and voting systems. The inquiry would also examine the Trust’s system of publishing and promoting its voting recommendations. This report proposes that if such recommendations are to exist, they should not be unduly favourable to the existing leadership and that if the Trust is able to publicise its recommended candidates, all candidates should be allowed to campaign, to ensure that there is a level playing-field.

| 182 *Ibid.*, p.2.

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March 2024

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