

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE DEUTSCHE INTERNATIONALE SCHULE JOHANNESBURG HELD AT THE SCHOOL ON 12 JUNE 2019

PRESENT:

DIRECTORS: Mrs. S. Brugman (Chair)
Mrs. M. Bruns (Deputy Chair)
Mrs. M. Ramplin
Mrs. S. Chasi
Prof. Dr. P. Dankelmann
Mr. S. Pawlowski
Mr. T. Tabe Tabi
Mr. L. von Allmen

IN ATTENDANCE: Mr. T. Bachmeier (Principal)
Mr. J. Van Wyk (Deputy Principal)
Mrs. R. Wiethe (Academic Head)
Mrs S. Schober (Primary School Principal)
Mrs. P. Houart (Head of Administration)
Mrs. B. Helmrich (Regenbogenkids Principal)
Mrs. A. Vanselow (German Embassy)
Mr. D. Schneider (Swiss Embassy)

ORDINARY MEMBERS: Of 138 members present, 131 were entitled to vote, in person or by proxy.

APOLOGIES: Mrs. Z. Mthimunye
Mrs. D. Balliah
Prof. Dr. W. Domingo
Dr. C. Quitter
Mr. H. Behrendt (German Embassy)
Mr. M. Schäfer (German Ambassador)

1. OPENING OF THE MEETING AND WELCOME

- The chair, Mrs. Brugman, opened the meeting at 19:03, welcoming all members of the DSJ, Mrs Vanselow (representing the German Embassy), Mr. Schneider, the Altschüler, the Staff Representative Council, the Parent Representative council and the non-members present.

2. GOVERNANCE

- The chair established that a quorum of more than 5% of members (1378), i.e. a minimum of 69 members, was present with 131 voting members present at 19:00 and declared the meeting duly constituted.
- The chair confirmed that the notice and invitation to the AGM was sent out via email or paper form to all parents on the 21st of May 2019.
- The chair also confirmed that all AGM reports and documentation had been published on the DSJ website by the 22nd of May 2019.
- The first item of the agenda was the approval of the AGM minutes dated 9 May 2018, as well as the minutes of the EGM dated 13 May 2019.
- There were no objections from the floor and the minutes were deemed approved.
- As per the MoI, the school principals report and that of the school committees require approval at the AGM. Mr. Bachmeier will give a presentation, which will be published with the minutes of the AGM to all parents and the website of the DSJ.
- The board was unable to provide subcommittee reports, as the new board had only been in office for 5 weeks.
- The chair requested the indulgence of all present, that the board and subcommittee reports would be published to all in the prescribed manner by November 2019.

- There were no objections raised to this request.
- The chair reminded all parents that a translation service was available.

- The chair then noted that according to the Mol of the school, one third of the board i.e.
- 4 board members have to stand down. All four have agreed to stand for re-election.
- The board members are: Mrs. D. Balliah
 - Prof. Dr. P. Dankelmann
 - Mr. S. Pawlowski
 - Mrs. M. Ramplin
- No new nominations had been received
- The chair requested by a show of hands if there were any objections to the re-election of these members.
- It was noted that there were no objections and it was taken that the members were re-elected to the board.
- Mrs. Brugman handed over to Mrs. Bruns to continue with section three of the agenda.

3. VISION, MISSION AND IMPLEMENTATION

- Mrs. Bruns referred parents to the DSJ website to look at the Vision and Mission of the school.
- The board had looked at this as a first step to see what is important for the board to work towards:
 - i. The German culture needs to be maintained and the German Abitur is of particular importance to the school, for which the funding is needed from Germany. The board needs to strengthen the ties with the relevant bodies in Germany to secure the continuation of the funding, without which our school fees would need to increase to around 150k per annum.
 - ii. Academic excellence which will be further explained by Mrs. Wiethe
 - iii. The reputation of the school and ensuring good governance.
- The new board has spoken to many stakeholders (former board members, auditors) and will revise mandates, policies, frameworks as well as the Mol.
- It is planned to clarify the roles and responsibilities between the board and school management.
- The board is looking at the various communication channels available to parents as well and will propose different ideas in due course.
- The board will also look at improving relations with German companies in South Africa as well as the German government.
- The school already has a functional management and academic governance system, which is explained on the slides of the presentation attached.
- These are monitored by the BLI, which last was done in February 2018, results of which are published on the DSJ website.
- Mrs. Brugman continued to explain what the board had needed to arrange in the past 5 weeks, which included signing the financials, arranging the AGM and arranging the committee structures
- She pointed parents to the timeline in the presentation when the board retreat, future evenings and budgets for 2020 will be done.
- Mrs. Brugman then explained which board members will sit on which subcommittee, the information thereto is on the attached presentation.
- Mrs. Brugman then handed over to Mr. Bachmeier for the principal's report.

4. REPORT BY THE SCHOOL PRINCIPAL

The school principal, Mr. Bachmeier, welcomed all parents and guests to the meeting. He also thanked the new board for their quick involvement in the school.

Mr. Bachmeier reviewed the highlights of 2018:

- The "Fördervertrag" with Germany for the period 2018-2020 had been concluded and is now in operation.
- The second BLI had been done with excellent results, which are available on the website.

- Achievements that were set by the school directly:

- The Schulbasar 2018 was run more professionally and managed to achieve a much higher profit margin than in previous years, which was used to purchase a new school bus.
 - The Schulbasar 2019 financials have not yet been finalised, but profits will be used to renovate the Aula,
 - The Engage School management was rolled out
 - A new school canteen is in operation since April 2019
 - All windows in the school were replaced. The project was concluded on time and within budget. Mr Bachmeier thanked Mrs Houart and the Admin team, as well as the German Foreign Ministry for their work and generous funding.
 - The new DSJ sport club which is being run very efficiently.
 - Internal differentiation in the classroom, which was a BLI I goal was a very important goal for the teachers, who found this very challenging. The school held 27 training courses on this topic.
 - The second BLI I goal was that of an improvement of Pedagogical Quality Management (PQM). Many surveys were done to measure this, from parent and learner surveys to staff surveys on the management. This was well received by the BLI II review. Mr. Bachmeier referred to the outcome with excellent results and how well the school is seen by Germany.
- Mr. Bachmeier went on to explain the various school leaving qualifications:
 - DSD I:** a learner with a DSD I certificate and an NSC matric can study in Germany, but would need to do a bridging year to bring the German language up to standard. These are usually the English Medium High School learners.
 - DSD II:** mostly NSEK learners should achieve this. It allows a learner with NSC matric and DSD II to study in Germany.
 - DAM:** these learners should be able to do the Kombi Abitur. Only South Africa has such an agreement between the countries where the qualification is recognised as both a NSC as well as an Abitur. Many German speaking, but local learners are choosing to do the DSD II and Matric. Nowadays we also have 2-4 learners from the NSEK stream, which are doing the Kombi. It is impossible for an English Medium High School learner to do the Kombi.

Mr Bachmeier then shared the averages over the past year. We need at least 12 Kombi learners, but if we could get 25 we would receive more

Mr. Bachmeier went on to share the averages of results over the past years. The exact information is shown in the attached presentation. He went on to say that the school needs a minimum of 12 Kombi learners per year but would be able to get an additional 4 teachers if we had 25 learners achieving the Abitur.

Mr. Bachmeier continued with the average distinctions achieved per learner which stands at 3.6 per learner in 2018. Cape Town achieved 3.5 distinctions per learner, which seems greater in numbers, but this was due to the fact that they had more learners writing the Abitur. The DSK also prescribes that every child with a German passport MUST do the Kombi-Abitur, which the DSJ is not in agreement with.

A question was raised what the numbering system in the Abitur equate to and Mr. Bachmeier explained that this was used in Germany where a 1 is the best mark and a 6 is the worst. So a 2.2 would be a very good mark.

Mr Bachmeier then showed the statistics of teachers leaving the DSJ. There had been rumours that teachers were leaving due to him being the headmaster, which the statistics show is not the case.

Up to 2015, teachers stayed on average 4.4 years, since his arrival, they stayed on average 5.8 years.

Mr. Bachmeier explained how the expat teacher's contracts worked i.e. initial contract period being 3 years, which can be extended by another 3 years and if they have a department which they are responsible for, they can extend another 2 years. So the maximum time an expat teacher can stay is between 6-8 years.

Among the local teachers many are moving to other cities or emigrating.

It has been noted that many locals are leaving the country, which is affecting both teachers and learners.

Mr Bachmeier concluded his report by introducing Mrs. Wiethe, who the school is very grateful for.

Mrs. Wiethe introduced herself to the school community.

- She is in SA with her family and has 2 children in grade 4 & 8
- She worked for the Deutsche Schulakademie in Germany and trained staff to work with shaping of cultural diversity in schools.
- She feels that the DSJ is a good stable school with very competent teachers and motivated learners.
- She then spent time to look at what the school should be working on and two main topics have been decided on, which have been a topic since the 1950's:
 - Dealing with diversity
 - Continuous language education
- To further develop these concepts, the following 3 measures will or have been introduced:
 - End of June 2019, Mrs. Wiethe and Mr. van Wyk will represent the DSJ as reference school in Germany at the ZfA to develop an overall language concept.
 - On the 16th of July, teachers, parents, learners and admin staff will work on defining our goals, seeing what works and what can be changed.
 - The new parent /teacher/ learner discussions have started in Grade 5, which have shown good results and help the learners to gain confidence and self-discipline.
- The outcomes from the 16th of July session will be handed to the school's steering committee, which is made up of representatives of the prefect body, parents, board members, local and German teachers.
- The steering committee will evaluate the outcomes and create a new school program which can be worked on. This will be ready in November 2019.

5. FINANCE REPORT AND APPROVAL OF FINANCIALS

Mrs. Wiethe handed over to the chair of the finance sub-committee, Mrs. Marilyn Ramplin, to present the report of the finance sub-committee.

Mrs. Ramplin thanked all present for the vote of confidence in the new board and explained that the committee had looked at what the big issues at the school are and what would be best for the school going forward.

She also noted that the presentation should be done by management and not by a non-executive board member, but would do so in this instance.

Three items needed to be dealt with:

1. Approval of the 2018 Annual financial statements
2. The 2018 Auditors remuneration
3. The re-appointment of the Auditors for 2020

- 2018 ANNUAL FINANCIAL STATEMENTS AND THE REPORT OF THE AUDITORS

The finance committee needed to sign off the annual financial statements which had been prepared by the auditors under the previous board. They engaged with the auditors, looking at the processes that had been followed.

The auditors followed a substantive process, were happy with the controls in place and in general confident with the control environment.

They were able to give the current board the green light to sign the AFS and gave the school an unqualified audit opinion. They did suggest to review the outdated Mol, which is on the list for the current board to do.

Mrs. Ramplin then gave an overview of the AFS:

- There was a substantive increase of 11.2 mil in the asset value, which is attributable to the window replacement, classroom furniture and the new school bus.
- The 2.1mil reduction in trade and receivable were seen as a positive.

- 400k of interest was made in the money market account, on the subsidies received from Germany.
- Biggest income of the school is the school fees, the German subsidies and interest earned.
- The biggest expenditure being the salary and wages.
- Mrs. Ramplin went on to explain the other categories of expenses, which are noted on the presentation attached.

A question was raised from the floor why the school exchanges the Euro funds from Germany.

- Mr. Cameron, the school financial manager responded that:
 - o The annual budget is set at a certain rate
 - o Money is transferred into ZAR when the rate is favourable to the DSJ
 - o Those funds then earn interest in SA and contribute to the school income.
- Mr. Schaffrath then mentioned:
 - o The schools running costs are in ZAR
 - o The subsidy from Germany is in Euro and is required for the running of the school. The money therefore needs to be exchanged into to cover costs. The Euros are not an investment and when the funds are changed, it is a timing issue to ensure that the school receives the best rate possible at the time.
- Mrs. Ramplin then advised that the new board will be looking to review the school investment policy to get the best benefits for the school.

Another question was raised from the floor as to why note 19 of the Annual Financial Statements does not comply with Sections 30 (4-6) of the companies Act.

- Mrs. Brugman agreed to take the question which had been prepared in the questions section and answer it at this point.
- She thanked Mr. Schaffrath for the question, which was appropriate to ensure that full disclosure is made by the school in terms of regulations.
- Mrs. Brugman advised that the question related to the remuneration of directors and whether the school has any prescribed officers in terms of the companies' act.
- She answered the question as follows:
 - o The board had 5 days to finalise the AFS, in order to meet the AGM deadline as per the Mol.
 - o They first looked whether there was a need to appoint a prescribed officer and therefore needed to do a disclosure.
 - The regulations issued and appointment of a public officer is driven by public interest and includes rules around POPI and the rights of privacy.
 - Advice was sought on the matter which confirmed that these regulations should be interpreted restrictively and one should err on being conservative; where decisions made, should not infringe on POPI or privacy rights, if they are not in the public interest.
 - Based on consultation and advice received from the auditors and management that the critical portfolios of Finance and Infrastructure were well controlled by the previous board, it was the opinion of the finance committee that the appointment of a prescribed officer would not be required.
 - o The DSJ is in line with how other private schools run their organisations and none had designated the headmaster as a prescribed officer.
 - o Comparing the DSK and DSP to the DSJ was not possible as neither school are registered as a company and the regulations therefore do not apply to them.
 - o None of the directors had previously received any emoluments and therefore there was no need for disclosure.
 - o The conclusion of the finance committee was therefore that note 19 was sufficient as shown in the AFS.

- 2018 ANNUAL FINANCIAL STATEMENTS AND THE REPORT OF THE AUDITORS

The financial statements for 2018 were unanimously approved, with no abstentions or objections.

- THE APPROVAL OF THE AUDITORS REMUNERATION

The auditors' fees were proposed and unanimously approved at R 209,984 compared to R 255,196 for the 2017 audit. This amount included the audits of the DSJ company and its subsidiary, Consolidated Securities.

- APPOINTMENT OF THE AUDITORS FOR 2018

Mrs. Ramplin proposed the re-appointment of company Rödl & Partner as the DSJ's auditors for 2018.

A questions was raised from the floor if the school should reappoint Rödl & Partners or if they should rather change audit firms

- Mrs. Ramplin responded that the finance committee will undertake to do a due diligence on the auditors and they would re-evaluate the situation if it is found that they are not fit for the purpose.
- Mr. Ramplin assured that this will be done.

It is a requirement of the Mol to appoint auditors during the AGM, which was again requested. The appointment of the auditors for 2020 was then noted as approved.

Mrs. Ramplin mentioned that a questions had been raised with reference to the R 7mil increase in salaries in the 2019 budget. Mrs Ramplin advised that this was to be used for finding German teachers, which were increasingly difficult to come by.

6. QUESTIONS

Mrs Brugman took the opportunity to thank everyone for the questions received, which showed that there is great interest in the school. The questions had all been accepted in good faith and assured parents that they would all be dealt with.

Questions 1-4

The questions and response from the board to them are available on the presentation attached.

Question 5-9

Mrs Brugman believed the breakdown could be attributed to a personal difference on approach and processes amongst the board members.

She would like to look forward and will introduce a revised code of conduct for the board, management as well as parents as members of the school.

This should allow for transparent dispute resolution, which is critical to go forward.

The school has a procurement policy, but will review it to ensure good governance.

However, the full question cannot be answered factually and Mrs Brugman preferred not to speculate. However, assurance was given that all tender awards would be reviewed.

Question 10

The question and response from the board is available on the presentation attached.

Question 11-12

The questions revolved around governance. Mrs Brugman referred to prior discussion that there will be an introduction of a Code of Conduct, mandates would be reviewed, Mol will be refreshed and the procurement policy will be reviewed. A travel policy will also be implemented.

All policies will be published on the website to members to peruse.

Question 13

The question and response from the board is available on the presentation attached.

Question 14

Mrs Brugman advised that the school will appoint a professional third party company secretary. A quote will be requested from companies to provide this service and an NDA will be signed with the relevant parties.

7. GENERAL AND CLOSING

Mrs Brugman asked for the indulgence of the members to share the tone which the board would like to set going forward.

Mrs Brugman and the board look forward to building on the DSJ heritage and ensuring that the Vision and Mission set out by the school are met.

A question arose from the floor as to whether the problems of the past months were now over? Mrs Brugman confirmed that we need to put the past behind us and move on.

There being no further questions or business, Mrs. Brugman closed the meeting at 20:54 and invited everybody to stay for snacks and drinks and an informal exchange with the Board members and representatives of the school management and teaching staff.

S Brugman
Chair

M. Bruns
Deputy Chair

07 July 2019