

**MINUTES OF THE ANNUAL GENERAL MEETING OF  
 THE MEMBERS OF THE DEUTSCHE INTERNATIONALE SCHULE  
 JOHANNESBURG HELD AT THE SCHOOL ON 09 MAY 2018**

PRESENT:

DIRECTORS:	Mr. J. Gutmayer	(Chairman)
	Mrs. A. Matthews	(Deputy Chairman)
	Dr. S. Graef	(Deputy Chairman)
	Mr. A. Schaffrath	(Secretary)
	Mr. B. Bachmann	
	Mr. D. Govender	
	Mr. A. Wissler	
	Mrs. M. Nickels	
	Mrs. L. Oyrer	
	Mr. J. van Niekerk	
	Mrs. B. Kanwischer	

IN ATTENDANCE:	Mr. T. Bachmeier	(Principal)
	Mr. J. Van Wyk	(Deputy Principal)
	Mrs. J. Stölting	(Academic Head)
	Mrs S. Schober	(Primary School Principal)
	Mrs. P. Houart	(Head of Administration)
	Mrs. B. Helmrich	(Regenbogenkids Principal)

ORDINARY MEMBERS: Of 86 members present, 84 were entitled to vote, in person or by proxy, 10 were also employees of the DSJ and none were excluded from voting due to outstanding school fees.

APOLOGIES: Mr. Behrendt - German Embassy

**1. OPENING OF THE MEETING AND THE APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING**

- The chairman, Mr. Gutmayer, opened the meeting at 19:02, welcoming all members of the DSJ and the non-members present.
- The chairman established that a quorum of more than 5% of members, i.e. a minimum of 70 members, was present with 86 members present at 19:00 and declared the meeting duly constituted.
- The chairman confirmed that all AGM reports and documentation had been published on the DSJ website by the 13<sup>th</sup> of April 2018.
- The chairman introduced the current board members and the six senior members of the school management.
- The minutes of the annual general meeting held on 10 May 2017 were approved, with no corrections. These were proposed by Mr. Simon Organ and seconded by Mr. Markus Popken

The chairman then gave a short overview of the school structure:

- The school is registered as a non-profit company.
- It has a constitution that requires the school to have a board of directors made up of 7-12 members that are elected by the members of the school.
- Members of the school are parents, adoptive parent or legal guardians of the learners of the DSJ and all members have a vote, e.g. at the vote of the Board Members.
- The Board works in a supervisory capacity and takes fiduciary responsibility.
- However, the Board does not get involved in pedagogical aspects.

The chairman then explained how the school board operates:

- There are 5 standing sub-committees: Finance, Infrastructure, Personnel, Public Relations and Development.
- Each board member generally serves on 1-2 sub-committees.
- Each committee meets at least 6 times per annum.
- Board meetings are held at least 6 times per annum.
- One board retreat is held annually.
- The board takes full liability for the school's functioning, but receives no remuneration or any other benefits.

#### FINANCE SUB-COMMITTEE

- The average learner numbers of the school was 1100 for the year in comparison to the budgeted 1075 learners.
- In 2017 the school only had 1.1% of school fees outstanding, compared to the 1.5% in 2016.
- Due to the good exchange rates during the year, it was possible to keep the school fee increases in line with inflation at 5.5%.
- The DSJ received funding from the foreign office of the Federal Republic of Germany for the window replacement project to the value of € 1,000,000. The school thanks the BVA for this generous funding.
- The board is of the opinion that the school is financially well managed.

#### INFRASTRUCTURE SUB-COMMITTEE

- With the school being nearly 50 years of age, more infrastructure maintenance is required. It is expected that the school will need to spend another R 3,000,000 for this during the 2018 financial year.
- Further to the large amount of maintenance work in the school, the DSJ was able to complete many other projects, through kind sponsorship:
  - Installation of new computers in the Library, sponsored by the PRC.
  - Installation of new ovens and hobs in the school kitchen, partially sponsored by Miele
  - Installation of air-conditioners in the school management sponsored by Powder-Lak.
  - Solar blankets for the big pool, sponsored by Natco.
  - Installation of new IT equipment throughout the school, sponsored by the Hermann Ohlthaver Trust.
- The planned exam room that was to be built in 2018, had to be delayed due to the funding received for the window project. Due to the sensitive nature of the asbestos problem in the school, the window replacement project took priority. The exam room will be planned after this project has been completed.
- The Infrastructure committee is working continually on new guidelines, i.e. Standard Operating Procedures in which all processes will be documented. The Board is of the opinion that this area of the school is well-run.

#### PUBLIC RELATIONS SUB-COMMITTEE

- This sub-committee works with the marketing department, which is responsible for school functions such as the Open Day, Schulbasar, Family Day, and school expos and media communication.
- The Open day was a success with approximately 80 new applications being received.
- Marketing has been working for the past 2 years in ensuring the DSJ's attendance at the Didacta in Germany, where the school sources most of its German teaching staff.
- The annual Basar should continue to be a community project with strong focus on marketing of the school, as well as being the main annual fundraiser. Basar 2017 was very well received, but the school hopes to get more control on budgeting and expenditure.
- The Board is satisfied with the work of the marketing department and look forward to improved processes for the Basar going forward.

### HR SUB-COMMITTEE

- This committee meets regularly with the school principal to discuss personnel issues.
- Topics discussed included recruitment, salary structures, contracts, as well as legal regulations such as employment equity and visa issues.
- Visa problems were still a big problem, which caused some staff to be suspended, awaiting the necessary approvals. Luckily most problems were resolved successfully, with minimal impact on the learners.
- The Boards' impression is that School management needs to give some serious thought to the personnel situation and recruitment of overseas teachers. The board is of the opinion that the department is well-run and generally problems are always solved.

### DEVELOPMENT SUB-COMMITTEE

- The development sub-committee works parallel to the steering committee of the school.
- This committee concentrates on the long-term strategic development of the school.
- The committee also handles most other areas and problems that are not covered in the other 4 sub-committees.
- Other responsibilities include the planning of the annual board retreat and the annual Future evening.
- During 2017 worked in areas that included the sport and nutrition offerings at the school.
- Also on the priority list was the manner in which the German language could be strengthened among the learners.
- It was also decided that the school's strategy that was set in 2010, should be analysed and possibly redeveloped. Now is a good time to start on this, as the goals set in 2010 have been achieved.
- The introduction of the EMHS and the expansion of the Kindergarten have achieved the increased learner numbers of the school.
- The school is now in the first year of their new 3-year funding agreement with the German authorities, which gives better planning security than we had 7-8 years ago.

### OVERALL IMPRESSION

The board is extremely proud of our school.

The school achieved excellent results in the last BLI 2 (Bund-Länder-Inspektion) and won the Deutscher Schulpreis not long ago.

This once again confirmed the opinion that the school is exceptional and excellent in many areas. Our thanks go to all those who participate in school life and make the DSJ so special.

The good working relationship between the Board and school management allows us to exercise constructive criticism and concentrate more and more on the board's supervisory function without interfering too much in the operational business.

### CHALLENGES

Although there are number of small issues that need to be addressed, Mr Gutmayer raised two of the greatest challenges.

1. Recruitment of teachers is a constant problem. Johannesburg as a location is not the most desirable, although the latest location assessment of the Federal Foreign Office ranked Johannesburg much better than a few years ago, and even higher than Cape Town. This results in lower subsidies for the teachers and leaves Johannesburg very unattractive. Besides this problem it is also not easy to find teachers with the required subject combinations, so that the school does not need to employ unnecessary teachers to cover all subjects.

2. The German language abilities are decreasing from generation to generation. To maintain this level, so our children can complete the Abitur, is becoming increasingly difficult. We have started some initiatives in the last few years to strengthen the German environment, but this seems to be an area that needs constant work.

#### IN CLOSING:

Mr. Gutmayer thanked the following persons on behalf of the Board:

- The parents for their trust in the board;
- The German government for their financial and personnel support;
- The school management for their tireless work;
- The AfdE, that has financially supported a learner-exchange with a High School in Wangen;
- The PRC that works equally hard in making our school successful;
- The Altschüler club, which works in binding the Alumni to our school; and
- All staff – teachers that teach and mentor our children daily and the administration, that ensures the school runs smoothly.

Finally, Mr. Gutmayer extended his personal thanks to his colleagues on the board who are very involved in advancing the school's interests; it was an honour to work as chairman of the Board with his colleagues. He wished them all well and thanked them for all he learnt during his tenure on the Board.

There were no questions raised from the floor to Mr. Gutmayer.

## **2. REPORT OF THE FINANCE SUB-COMMITTEE**

Mr Gutmayer handed over to the chairman of the finance sub-committee, Mr Schaffrath, to present the report of the finance sub-committee.

A written report was circulated with the agenda for and invitation to the AGM. The Committee's Report 2018 as published on the DSJ website refers.

Mr. Schaffrath presented the school's current financial position, highlights of the 2017 financial year and a projection for 2018. Mr. Schaffrath advised that the school fees for 2018 were slightly higher than inflation at 5.5%, due to:

- The exchange rate volatility that is caused by the various political issues that the country faces. The rate was budgeted at 15, and averaged on 15.9. In 2018 the school again budgeted at a rate of 15, which should not be too far off.
- The school currently has 1095 learners, budgeted figure is 1092. In 2017 the school averaged 1096 learners.

The subsidy from Germany was not guaranteed at the time of the 2018 Budget preparation and as such, a slightly lower number was forecast, at R 22 600 000.00.

Mr Schaffrath presented the 2017 income statement and 2018 budget. Overall, instead of the small budgeted loss, the DSJ achieved a surplus of R4.3 million. The main drivers for this surplus were:

- Accurate budgeted figures for school fees
- School fee reductions were less than budgeted
- Significant exchange rate profits
- Lower staff costs, as the school did not have a full staff complement during the year.

The Administrative costs increased in 2017 due to following reasons:

- A provision that had to be made for the City of Johannesburg, where an account needed to be rectified;
- Increased repairs, maintenance and utility costs;
- Higher costs for legal counsel and consultancies.

For 2018, the school has budgeted aggressively. Major repairs and maintenance will take place in 2018, with the school also funding 22% of the window project.

### 3. 2017 ANNUAL FINANCIAL STATEMENTS AND THE REPORT OF THE AUDITORS

It was confirmed that the 2017 annual financial statements and auditor's report issued by Rödl and Partners were made available to all members of the school by being published on the DSJ website together with the AGM notice. The financial statements and auditor's report were also made available at the entrance of the AGM venue.

The financial statements for DSJ and Consolidated Securities were unanimously approved, with no abstentions or objections.

### 4. THE APPROVAL OF THE AUDITORS REMUNERATION

The auditors' fees were proposed and unanimously approved at R 255,196 compared to R 217,100 for the 2016 audit. This amount included the abovementioned detailed review and the audits of the DSJ company and its subsidiary, Consolidated Securities.

The 2017 audit fees were approved unanimously.

### 5. APPOINTMENT OF THE AUDITORS FOR 2018

Mr Schaffrath proposed the re-appointment of company Rödl & Partner as the DSJ's auditors for 2018, which was approved unanimously, with no abstentions.

### 6. THE REPORT OF THE SCHOOL PRINCIPAL

The school principal, Mr. Bachmeier, welcomed the parents and guests to the meeting. The Principal's Report 2018 as published on the DSJ's website, refers. Overall the school had a good year, with well-established finances, sufficient learners and good scholastic achievements.

He pointed out that it was disappointing that of the approximately 1400 parents, only 86 attended the AGM. However, the school sees this as a trust from parents that it is well run. Visitors to the school, such as the BLI inspectors also reassure us, that the school is functioning optimally.

Mr. Bachmeier reviewed the highlights of 2017:

- Academic achievements were again realised with a 100% pass rate for the school leavers. Although the school has achieved this pass rate for the past 17 years, it should not always be taken for granted. The learners also achieved university entrance above the average of the IEB schools.
- The school receives 28-30% of its Budget from the German government. The new funding agreement has been received for the period 2018-2020, after the first contract expired in 2017.
- In the past agreement, 3 goals had been set by the first BLI. These were:
  - Internal differentiation in classes was to be increased. Mr Bachmeier thanked Mrs. Jana Stoelting and all the staff for the work done in this area. The school undertook 27 training courses in this area of development during the 3 year period. Many new teachers that have been employed required training. There is still room for improvement going forward.

- Quality management and controlling in the pedagogical areas – this was dealt with through:
  - Evaluation of the general satisfaction by educators and parents
  - Project group “Engage” which included the evaluation of the digital class book.
  - Diagnostic language test in Grade 2
  - Evaluation of mentoring system for educators
  - Survey on satisfaction of new educators and evaluation of the orientation programme for new educators
  - Evaluation of the final results (IEB and Kombi-stream)
  - In 2018 we are working on a new support concept to increase the German fluency levels. This requires a lot of resources, but is necessary to increase the number of children doing the Abitur.
  
- Infrastructure improvements - these included but are not limited to:
  - Replacement of windows in the entire school;
  - Renovation of floors and ceilings in the class rooms in which new windows have been fitted;
  - Removal of asbestos in the school;
  - Renovation of the roof surfaces;
  - Acquisition of new chairs, desks and cupboards for the refurbishment of 20 class rooms;
  - Completion of the renovation of change rooms;
  - Acquisition of additional benches and creation of shaded areas in various places on the school grounds;
  - Acquisition of new lockers for learners in the secondary school;
  - Refurbishment of the reception area in the school management office;
  - Refurbishment of the conference room;
  - Installation of new air conditioners in the library/learning centre and the exams room;
  - Acquisition of new play equipment and climbing facilities for Kindergarten and primary school;
  - Acquisition of Notepads for educators for the Engage pilot project.
  
- The inspection by the German authorities ( BLI 2) in February 2018 confirmed that all targets were achieved, hence the outcome of this inspection was extremely favourable.
- Based on this, we entered into a new three-year support agreement with the ZfA in December 2017.

Mr. Bachmeier then gave a preview of the schools internal targets for 2018:

- More efficient and professional organisation of our school Basar
- Implementation of a school administration management system which captures and depicts all school processes. The DSJ is the only school that encompasses the full functionality.
- Clarification of the cooperation between the School and the Sports Club – Mr Bachmeier thanked all the parents involved in the creation of the new Club.
- Establishment of a school canteen. This is an ongoing issue that is not yet resolved. The school is awaiting a court date for the hearing. Unfortunately the school does not have a better solution to the situation. The current contract will expire at the end of 2019.

Mr. Bachmeier ended his presentation by thanking all the members of the board, parent representative council, the school management, teachers and administration staff, and lastly parents, for their work, support, involvement, trust and cooperation that make the success of the school possible.

There were no questions raised from the floor to Mr. Bachmeier.

## 7. ELECTION/RE-ELECTION OF BOARD MEMBERS

Mr Gutmayer began the process of electing the members to the board by explaining that:

- The board currently consists of 11 members;
- 2 current members have resigned from the board ( Mr.J. Gutmayer and Mrs. A. Matthews);
- 3 current members (Mrs. S. Graef, Mr. A. Wissler and Mr. A. Schaffrath) have retired in accordance with the Memorandum of Incorporation of the school, but have made themselves available for re-election;
- Other than the 3 retiring members, 1 additional member of the school made herself available for election (Mrs. N. Mbuyi);
- The school's Memorandum of Incorporation prescribes a minimum of 7 Board members, subject to a maximum of 12;
- There are currently 6 vacancies.

The candidates were given an opportunity to introduce themselves and give some background to why they wish to serve on the Board.

Mr Gutmayer explained that there were 6 candidates and 6 open positions and therefore suggested a block vote.

Mr Organ then raised the following points:

- He did not object to the block vote in this case, but felt there was a general weakness in the election proceedings and the schools memorandum of incorporation (MOI).
- As the MOI currently stands, there is no minimum number of votes that a candidate must get before being elected. It could happen that a person could become a board member with the support of as few as 2 parents and there is no way to prevent this.
- Mr Organ suggested that this should be addressed, given that the board controls a company with substantial assets and, also, their important role in the wellbeing of the school.
- Mr Organ requested the board to investigate the matter before the next AGM, amending the MOI if necessary.

Mr Sven Graef responded to these points:

- The board is in the process of reviewing the MOI and would include these concerns in their review.

Three members were against the block vote and there were no abstentions. As the majority rule was in favour, a block vote was therefore agreed upon.

It was explained that staff do not have voting rights.

As there were no objections to the election of the 6 abovementioned candidates, they were declared unanimously elected, with 70 approved votes.

## 8. OTHER BUSINESS

There were no further questions from the floor.

## 9. CLOSURE

There being no further questions or business, Mr Gutmayer closed the meeting at 20:45 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.

J Gutmayer  
Chairman

A. Schaffrath  
Secretary

31 May 2018