

AGM MINUTES 2 JUNE 2021

Minutes of the Annual General Meeting (AGM) of the Deutsche Internationale Schule Johannesburg Board held on 2 June at 18h00 via Microsoft Teams.

Present Directors:

Ms Brugman S (Chair)
 Ms Bruns M (Deputy Chair)
 Ms Balliah D
 Dr Chasi S
 Prof Domingo W
 Dr Mthimunye Z
 Mr Pawlowski S
 Ms Ramplin M
 Mr Tabi Tabe Tabi
 Mr Von Gottberg J

In attendance:

Mr Bachmeier T (Principal)
 Mr van Wyk J (Deputy Principal)
 Ms Wiethe R (Pedagogical Director)
 Ms Niederheitmann H (Head of Administration)
 Dr Schäfer M (German Ambassador)
 Mr Scholz C (SRC Representative)
 Ms Fischer J (PRC Chair)

Secretariat:

Ms Erasmus A

1 OPENING AND WELCOME

The Chair, Ms Brugman, opened the meeting at 18h00, thanked and welcomed all those present, especially Dr Schäfer, the German Ambassador, other German Embassy staff, previous DSJ Board chairs and members and DSJ staff.

On behalf of the German Embassy staff, Dr Schäfer expressed his appreciation for the work and resilience of the staff and parents during the past months. He was impressed how brilliantly the school managed the crisis, changed to online learning and continued to dispense quality German education to learners from all walks of life, proven by the excellent Grade 12 results. The protocols put in place prevented big outbreaks within the school. With his term in South Africa coming to an end, he wished the school well and that it would continue to build on its legacy.

Ms Brugman thanked the Ambassador for his continuous good support and advice over the past 4 years and also wished Mr Behrendt well on his retirement.

2 GOVERNANCE

The Chair established that a quorum of more than 5% of members (1325) a minimum of 66 members must be present. 105 members had an online presence at 18:00, so she declared the meeting duly constituted.

Ms Bruns explained the voting procedure to all members. The voting results would be verified by the auditors, and the results would be published as soon as verified.

The Agenda is based on the requirements of the Memorandum of Incorporation (MOI):

- Approval of the minutes
- Note and accept the School Committee reports (3)
- Voting on the approval and acceptance of the Annual Financial Statements (AFS) (3.1)
- The appointment of the auditors and the remuneration of the auditors (3.2)
- Note and accept the School Principal's Report (4)
- Voting and acceptance of the updated Memorandum of Incorporation (5)
- Voting on new Board members (6)

The Chair reported that the notices and above-mentioned reports were sent out via Engage to members and were available on the DSJ website (www.dsj.co.za) from 04.05.2021.

2.1 THANK YOU

The Chair thanked all those involved in setting up and managing the online AGM. She extended a special thank you to the AHK (Southern African-German Chamber of Commerce and Industry) for their technical assistance, School Management, Ms Oliver and her DSJ IT colleagues and fellow Board members.

3 REPORT OF BOARD CHAIR

Ms Brugman presented the financial statements, which had been circulated prior to the meeting. (see appendix)

1. Statement of comprehensive income:

Ms Brugman highlighted that the favourable exchange rate assisted the school in sustaining the revenue required for the activities of the school and thanked the German government for its continued support in 2020. She also thanked the parents for continuing to pay their school fees despite the difficulties of the last year. Interest of 5% was earned on the Stanlib money market investment.

2. Statement of assets and liabilities:

There was no significant increase in assets – a physics lab was upgraded, and IT equipment was purchased to facilitate e-learning. Cash reserves were built up in 2020, amongst others due to not having to pay for the bus service during lockdown. The school always aims to have enough cash reserves on hand to cover all expenses for 3 months.

The Board is pleased with the financial health of the school, and this allows for infrastructure investment.

3.1 RESOLUTION: AGM 2020 MINUTES, ANNUAL FINANCIAL STATEMENTS AND THE AUDITORS

The following resolutions were put to the members for approval:

1. Approval of AGM minutes 24.06.2020
2. Approval of 2020 Annual Financial Statements
3. Approval of Auditor's remuneration for FY 2020 (R210 000 in FY2020, R197 000 in FY2019)
4. Approval of the reappointment of Rödl and Partner for the 2021 Financial Year (budgeted amount R220 000)

The voting results would be verified by the auditors and the results would be published as soon as verified .

3.2 COMMITTEE REPORTS 2020/1

Ms Brugman highlighted the committee reports 2020/1. (see appendix – Powerpoint)

The role of the Board is to provide governance and oversight of activities of management as they relate to investments, spend and decision-taking around the ongoing health of the school, as well as the governance structures of the school.

Assistance is provided where management does not have capacity, e.g significant infrastructure projects. Ms Brugman expressed the Board's sincere thanks to School Management, every staff member and all parents for their input in making 2020 a success despite the great difficulties. She also thanked the institutions that supported Mr Bachmeier and his team during 2020 in finding an appropriate response to the pandemic, going online and reopening: the German Embassy, Principals of other German Schools in South Africa, Prof Naidu and Dr Thomas.

She thanked the Personnel Committee for their oversight role in the remuneration and reward of staff, as well as support with visas where required.

The Finance Committee spent a lot of time modelling the 3-year rolling cash flow projections to ensure viability and sustainability of the school to provide excellent education and be able to meet its obligations.

No major infrastructure projects were attempted in 2020; the main aim was to ensure that the academic year was finished, and risk was minimised for staff, pupils and the community. A new cafeteria operator was appointed, the viability of the Loch Ave properties was investigated, and a security upgrade subsidy proposal will be submitted to the German government.

The principal's formal contract expires in August 2022. Due to the extraordinary Covid situation, the German government has allowed a once-off extension of the contract for a 9th year. Mr Bachmeier has submitted an application for a one-year extension of his contract. The Board will make a decision during June; this is then subject to approval by ZfA and Mr Bachmeier's sending state in Germany. Afterwards, the recruitment process for a new principal will be started.

Ms Brugman thanked her fellow Board members for their commitment and support for the school.

3.3 MAIN FOCUS AREAS OF THE BOARD 2021/2

Summary of Focus areas for next term of the Board

- Submit and finalise security concept
- Repairs and maintenance at the school
- Photovoltaic system for the school
- New SRC constitution

3.4 QUESTIONS

The Chair advised that questions had been received from members and proceeded to read the questions and answers. (See annexure: PP presentation)

4 REPORT OF PRINCIPAL

The principal highlighted the following:

- the excellent academic performance,
- stable learner numbers,
- relative stability of personnel numbers,
- excellent parent satisfaction survey results and
- the financial overview of income and expenses.

The School Management had to find a compromise between ensuring financial stability and keeping learner numbers as high and stable as possible while at the same time protecting the health of staff and learners. The school had to comply with German and SA legal regulations, while enabling the social and academic progress of learners as much as possible.

There was high parent, staff and learner satisfaction.

Mr Bachmeier thanked all for a great team effort in navigating 2020: staff, learners, parents and friends of the DSJ and the German authorities.

There is a special community spirit at the school (commented on by school prize adjudicators) which stood the school in good stead in 2020 and was perhaps the secret of its success.

4.1 QUESTIONS TO PRINCIPAL, HEAD OF ADMINISTRATION, DEPUTY PRINCIPAL

Mr Bachmeier proceeded to read the questions and answers. (See annexure: PP presentation)

For more detailed Q&A sessions, members are invited to the monthly open meetings with the principal.

Ms Niederheitmann dealt with questions regarding the trial of the new bus company (Metro bus strike) and Uber drivers (see appendix)

Mr van Wyk dealt with the Corona update from January to June 2021 and questions to the Deputy Principal (see appendix)

5 UPDATE OF MEMORANDUM OF INCORPORATION AND APPROVAL

Prof Domingo reported on the updates made to the MOI (distributed before the meeting).

For ease of review and voting:

- Substantive changes in yellow,
- Procedural changes in blue,
- Tracking of drafting, typographical and clarifying improvements and
- Comments and questions from parents have been added to the MOI; thank you for the input.

There needs to be a vote on every amendment for 2021 as per the highlighted sections in the MOI and a 75% majority must be received for the amendment to be approved.

5.1 APPROVAL OF CHANGES TO MOI

The following changes were put to the members for approval:

1. Substantive changes,
2. Changes in procedure and
3. Drafting, typographical and clarifying improvements.

The voting results would be verified by the auditors, and the results would be published as soon as verified.

6. ELECTION OF NEW BOARD MEMBERS

Approval of the election of the Board members for 30 June 2021 to June 2022.

4 vacancies to be filled:

- Luca van Allmen resigned in 2020 and
- Zukiswa Mthimunye, Tabi Tabe Tabi and Marilyn Ramplin stepped down as per MOI requirements and have not made themselves available for re-election.

On behalf of the other colleagues, Ms Brugman thanked them for their energy and advice, commitment and enthusiasm. They brought stability to the Board and will be sorely missed.

The resolutions to vote on the election of Ms McQuarrie, Dr Hallacker, Mr Saretzki, Ms Nikschtat, Mr von Heynitz, Ms du Plessis and Ms Fischer were put to the members to vote on individually.

The voting results would be verified by the auditors, and the results would be published as soon as verified.

10 CLOSING

The Chair thanked the members for their attendance, it has been the highest participation at AGM. She also expressed a heartfelt thank you to all the members for their continued support of the school, the staff and their children. The school has shown resilience to continue to meet the demands and challenges that it faces as a community.

Particular thanks go to Ms Oliver and the IT department for their technical assistance at the meeting, all went smoothly this year.

There being no further business to be discussed, the Chair closed the meeting at 19:50.

Recommended as a true reflection of the meeting:

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Chair Ms S Brugman

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Deputy Chair Ms M Bruns

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Date