

DEUTSCHER SCHULVEREIN KAPSTADT

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 12 May 2021

Place: online via Teams platform **Time:** 18:00h
Voting via nVotes digital secure platform "nLive"

Present: 91 members, 20 guests

Apologies: none

1. **OPENING**

The chairperson of the Board, Mrs Bausinger, welcomed all participants logged in on the Teams platform and thanked the IT team and Mr Weilguni for their support.

2. **RULES OF PROCEDURE OF THE ONLINE AGM**

Mrs Naumann explained the rules of procedure of the AGM in detail (the rules of procedure were also sent out with the invitation to the AGM) and gave every participant of the meeting the opportunity to ask questions. No questions or comments were received.

3. **CONFIRMATION OF QUORUM**

As there was no quorum at the beginning of the meeting, the official opening of the meeting was adjourned by 30 minutes in accordance with article 15 of the constitution of the School Association.

4. **WELCOME**

After the time of adjournment had passed, Mrs Bausinger welcomed all participants present and duly opened the meeting. She gave a special welcome to the Trustees Mr Peter von Hase, Reinhold Dietz and Mr Dietmar Frey, and the honorary members Mr Reinhard Naumann and Mr von Dombois.

Mrs Bausinger asked for a moment of silence to remember those members of the school community who had passed away since the last AGM: Oliver Krebs, Jonathan Lamprecht, Graeme Kiewitz, Theodor Iliev and Oloff Burger.

5. **MINUTES OF PREVIOUS AGM**

Annual General Meeting of 25 June 2020

Mrs Bausinger gave every participant of the meeting the opportunity to ask questions or raise comments concerning the minutes of the previous AGM on 25 June 2020. No questions or comments were received.

Vote #1

Mrs Bausinger proposed to pass the resolution that the minutes of the previous AGM are approved and ratified. Heike Gertholtz seconded the resolution. The resolution was approved unanimously.

6. ANNUAL REPORTS

6.1 Headmaster's report

The detailed Headmaster's report was sent to all members with the invitation to the AGM. Mr Kirmse further elaborated on different aspects of the report during his presentation.

The year started with less learners than last year but remains stable at above 900 learners. The number of primary school learners has decreased while the number of middle school learners has increased.

Corona Pandemic

- Multiple challenges in 2020
- Lockdown, distance and hybrid learning
- Massive rollout of IT infrastructure

Education

- Huge development step in online based teaching and learning
- Core curriculum completed despite the pandemic
- 100 % IEB pass rate, 50 A's
- Best Kombi-Abi of all times (\emptyset 2.01), 4 learners with \emptyset 1.0
- Sports Olympiad, study trip, excursions and exchange programmes could not take place
- Social-emotional development gaps and interventions
- Academic development gaps and interventions
- Learning development consultations

Training and professional development

- Majority of professional training has been changed to online formats
- Focus on online teaching and learning methods, use of internet-based infrastructure
- Teacher and staff development training in TDI aspects and emotional support continued

Cooperation

- Regular consultations of the Headmaster with SRC, teachers' council, chair of board, chair of parents' council
- Excellent cooperation with the German Consulate
- Regular exchange with other German Schools in sub Saharan region and within the ISASA network of schools
- Continued support from the Central Agency (ZfA) and Federal Foreign Office

Infrastructure

- 2020 Corona emergency budget
- Further improvement of our infrastructure and safety
- Restoration of sports field
- Expansion of internal fibre backbone
- Science Centre project 2021/2022

Outlook 2021

- Close academic and social-emotional development gaps
- DSK is well prepared for any possible hybrid or online phases
- With more vaccinations to come, a return to even more normal operations will most likely be possible towards the last term of school
- Curriculum 2021 on track, exams will take place

Mr Kirmse thanked the outgoing chairperson Mirabel Bausinger for the good cooperation during the last few years.

Mr Kirmse thanked all learners and parents especially during lockdown and phases of hybrid learning, the teachers and school management team and the school board. He thanked the German Ministry of Foreign Affairs and the Central Office of Schools Abroad for their sustained support.

Vote #2

Mr Kirmse proposed to pass the resolution that the Headmaster's report is accepted. Peter Snyckers seconded the resolution. The resolution was approved unanimously.

Chairperson's report of the activities of the School Management Board

6.2 Mrs Bausinger thanked the ZfA, KMK, German Consulate and especially Mr Hansen, teachers, parents, Mrs Ewers and the administration team, school management and honorary members. She thanked the School Management Board, her fellow board members as well as board members at the other German Schools and all stakeholders for their dedication and support of the DSK.

She also thanked the local supporters: Gisela Lange Trust, Knacke Trust, Olthaver Trust (Mr Henning von Platen), Evangelischer Frauenbund Köln, Mr & Mrs Edler of the Hanse Education Trust and Rotary am Kap.

Due to the online format, Mrs Bausinger introduced all board members with their respective portfolios:

- Isabell Anders: Treasurer, ITC & STEM
- Mirabel Bausinger: Chair, Personnel, Governance
- Michael Bauer: Building
- John Blake: Finance, Transformation, Diversity and Integration
- Fiona Gahwiler (co-opted): Building
- Nita Holm: Secretary, Kindergarten & Primary School, Arts & Culture
- Ntsekhe Moilola: Steering Committee, Transformation, Diversity and Integration, ITC & STEM
- Angela Naumann: Deputy Chair, Marketing, Sport, ITC & STEM
- Claudia Nolte-Schamm: Social and Environmental Responsibility, Transformation, Diversity and Integration
- Bulelwa Nombutuma: Marketing, Transformation, Diversity and Integration
- Rainer Nowak: Deputy Chair, Legal, Governance, Personnel

Mrs Bausinger thanked them for their time and contribution and looked back at the goals the Board had set the previous year:

- Recovery from the crisis
- Review of risk portfolio
- Responsible financial management

She elaborated further on some of the key areas of work over the past year including the strategic planning of the upgrade of the science facilities at the school.

Mrs Bausinger outlined the overall Board priorities 2021/2022:

- Manage and strengthen the school out of the pandemic
- Advance the building of the Science Centre

- Be an employer of choice
- Strengthen the integration of the German and English streams
- Academic excellence;

She outlined some key areas of work within each Board portfolio:

- Finance Committee: continued responsible financial management and planning
- Building Committee: development of science centre, establish and maintain maintenance plan
- Personnel Committee: review of salary model, recruitment of key positions
- Marketing Committee: develop and maintain creative new ways of communication, Skooler and AG online registration system
- Arts & Culture: give this portfolio renewed focus post Covid
- ITC & STEM: make STEM a priority across the DSK (DaF and DaM), ensure appropriate ITC infrastructure on both campuses
- SER: ensure environmental standards are met in Science Centre design
- Steering Committee: complete conflict resolution policy, input and update other policies, start preparation for BLI 3
- Kindergarten and Primary School: support Kindergartens to ensure seamless transition to Grade 1, address and meet parents' needs in Primary School
- TDI: continued diversity trainings for teachers, staff and learners; identify and work on TDI statements/policies
- Sports: ensure a back to normal in sports offering, long-term athletic development approach
- Legal matters: ongoing legal advice, POPI Act

Mrs Bausinger gave every participant of the meeting the opportunity to ask questions or to raise comments concerning the report on the activities of the School Management Board.

No further questions or comments were received.

Formal acceptance of the activities of the School Management Board

Vote #3

Mrs Bausinger proposed to pass the resolution that the Chairperson's report on the activities of the School Management Board is accepted. Jacinta Subjee seconded the resolution. The resolution was approved unanimously.

7. FINANCE REPORT 2020

7.1. Financial statements 2020

Mrs Anders, as Treasurer of the School Management Board, presented the audited financial statements as per 31 December 2020, which were sent out with the AGM invitation.

Key points from the income statement:

- Aims of Corona Budget achieved
- Higher income than budgeted
- Lower expenses
- Interest income held up well with falling interest rates
- Surplus helps fund science centre

Corona Expense Management: the original aim was to ensure that all learners can continue to progress. The budget was forecast with R11,3 M, the actual expense was R4,8 M.

- Ensure appropriate infrastructure in place for school, teachers, learners to progress with digital and distance learning
 - Invest in IT infrastructure and software
 - Protect funds for salaries, bus costs
- Enabling affected learners to stay at the school via fee rebates and help with equipment/data etc.

Income statement 2020

- Overall income R6,2 M (8%) higher than 2019
- Subsidies received from Germany were R10,3 M (82.5%) higher than budgeted due to an extra stream being approved and favourable exchange rates
- Covid reduced canteen and other income by 43%

Expenditure 2020

- Overall expenditure was R5.48 M below the original budget, incl. Corona costs-committed savings delivered and exceeded
- Minimal maintenance
- Reduced canteen costs
- Active management of bus costs
- Salaries lower due to TERS refund, low hourly costs and some unfilled positions

Balance Sheet 2020 vs. 2019 audited financials for the year ended 31 December 2020 was sent out with the AGM invitation

Balance Sheet: Audited reserves overview for the year ended 31 December 2020 was sent out with the AGM invitation

Mrs Anders gave every participant of the meeting the opportunity to ask questions or raise comments concerning the financial statements. No questions or comments were received.

Vote #4

Mrs Anders proposed to pass the resolution that the Treasurer's report about the accounts of the School Management Board as presented by the Treasurer are accepted and the annual financial statements of the School Association for the 2020 financial year including the auditor's report are approved. Heidi Mittendorf seconded the resolution. The resolution was approved unanimously.

7.2 APPROVAL AND RATIFICATION OF ACTION OF THE SCHOOL MANAGEMENT BOARD

Vote #5

Mrs Anders proposed to pass the resolution that the actions of the School Management Board during the past 12 months are approved and ratified. Angela Naumann seconded the resolution. The resolution was approved unanimously.

7.3 Budget 2021

Mrs Anders presented the budget and revised forecast, which were sent out with the AGM invitation.

- Provision made for further Corona costs
- Fill empty positions

Ms Anders gave every participant of the meeting the opportunity to ask questions or raise comments concerning the budget and revised forecast.

Questions:

Harro von Blottnitz asked if the 0 % increase in school fees is for the current year or 2022

Ms Anders confirmed that this figure applies only to the current year.

Harro von Blottnitz asked why no provisions were made for bursaries in the balance sheet?

Ms Anders explained that bursaries related to academic achievement continue and are offset by fees. Rebates also continue as usual. All rules and regulations in this regard continue to be in place. Rebates are not reflected on balance sheet anymore.

Harro von Blottnitz agreed and noted that this change should have been documented.

No further questions or comments were raised.

Vote #6

Mrs Anders proposed to pass the resolution that the budget and revised forecast for the 2021 financial year as presented by the School Management Board is approved. Rainer Nowak seconded the resolution. The resolution was approved with one vote against.

7.4 Appointment of Auditors

Mrs Anders explained that Mazars has been appointed as the school's independent auditors since 2018.

Vote # 7

Mrs Anders proposed to pass the resolution that the appointment of Mazars as independent auditors of the School Association is approved. Mirabel Bausinger seconded the resolution. The resolution was approved unanimously.

Mrs Anders thanked the School Management Board, the trustees and Mrs Ewers and the administration team for their support.

8.0 PROPOSED RESOLUTION: CHANGES TO CONSTITUTION DEUTSCHER SCHULVEREIN KAPSTADT

Mr von Hase (Trustee) asked for the presentation of the changes to the constitution to be postponed to an extraordinary meeting for school members before putting the vote to the school community.

Mr Nowak confirmed that they had received the Trustees' request on the morning of the AGM and that the board had decided to leave the item on the agenda for different reasons:

The process of changing the constitution has been a long process which started already in 2018 and involved various stakeholders such as the Trustees and the ER. This process was concluded last year before the previous AGM with a view to vote on the changes in that AGM. However, the board decided not to add them to the agenda of last year's AGM because of technical uncertainties which may arise during the first ever online AGM.

If the item was not decided on in this AGM, an extraordinary meeting would have to be called. Those meetings are usually not well attended and hence reach just a small fraction of the school community, which is not ideal. Therefore, if the changes were not to be voted on in this AGM, he would suggest to the Board that they had to be voted on in the next AGM.

Mr Nowak proposed to summarize the changes which are not extensive and easy to understand and ask the members present to decide afterwards if they felt there was a need for a postponement of deciding on the changes of the constitution.

Amendments to School Constitution

- School Management Board decision in 2018 to amend constitution to improve governance and address procedural shortcomings
- Establishment of Working Group (WG) to prepare draft amendments relating to procedural and governance topics
- WG met on various occasions and prepared draft amendments
- WG made recommendation to Board in 2020
- German Central Agency for School Abroad (ZfA) approved amendments in 2020

Nature of amendments

- "Modernisation"
 - Provision for EFT payment
 - Provision for legal guardian
 - Terminology: e.g. "learner" instead of "pupil", "alumni" instead of "friends"
 - Gender neutrality: e.g. "Chairperson" instead of "Chairman"
- Governance
 - AGM to be held after 5 months (previously 4 months) from financial year end
 - Permission for member to be represented by proxy (a member can only hold one proxy)
 - Board must consist of at least five members
 - Board may pass resolutions without holding a meeting (round robin resolutions)
 - Board election protocol
 - Up to 6 (previously 4) co-opted members
- Provisional management
 - If Board has less than 5 members, Consul General will appoint provisional manager
 - Extraordinary meeting within 30 days after appointment of provisional manager to elect new Board members
- Improvement of weak and/or vague drafting, correction of errors
- Reduction of quorum to 5% of the school members present at the appointed start of the meeting.

Questions:

Mr Frey (Trustee) objected that the new constitution had not been presented to the Trustees and not all changes are documented e.g. that a member cannot be excluded anymore in case of non-payment of school fees. He disagreed to decide on the amendments in this AGM as he felt these changes were fundamental. He commended the effort that went into the amendments but felt that other fundamental issues needed more discussion.

Mr Nowak explained that the reason for deleting the provision that half of the elected board members must resign at every AGM was for practical reasons, as there are 9 elected board members. He further explained that the consequences of non-payment of school fees is dealt with in and is subject to the school contract between the school and the parents concerned. A provision in the constitution in terms of which membership is terminated because of outstanding fees is potentially in conflict with the school contract. The school contract allows for termination based on school fees being unpaid. Once the school contract is terminated, membership in the school association terminates automatically. The relevant wording in the school constitution was thus removed from the Constitution.

Heye Daun: commended the effort which went into this and thanked Mr Nowak for the hard work he put into this. He expressed his trust in the expertise of the team which worked on the amendments of the constitution.

Harro von Blottnitz: commended the efforts and pointed out that the process of drafting changes to the constitution had started already in 2017 and had been a process with the input of members of the school community, the board and ER with legal background. He considered the fact that Rainer did not mention this in his motivation in the beginning a missed opportunity.

Mr Nowak stated that there is a disagreement between the Board and the Trustees. He further pointed out that Trustees are in charge of finances and related matters but have no special authority on amendments to the constitution unless they relate to the clauses dealing with their respective rights and obligations concerning the finances and related matters. He advised that he is very happy to meet with them to explain the reasons for the changes and that he would hope that the Trustees would agree with those. He suggested for the members to go ahead with the amendments so that the Board and the School Association can operate in compliance with governance requirements.

Heike Brunner: If the decision was now to accept the changes to the constitution, how can further changes, that may come up in a meeting with the trustees after the AGM, still be adopted?

Mr Nowak replied that he would be happy to present any such changes to the Board.

Nick Charalambides: is it possible for the school community to accept changes subject to acceptance by Trustees?

Mr Nowak explained that this option is not available. Trustees who are school members can each vote but have no special right to approve or disapprove in this matter. He added that he was confident that after further discussions with the Trustees, they would accept the changes or their suggestions could be accommodated.

Mr Nowak proposed to pass the resolution that the amendments to the constitution are approved. Peter Snyckers seconded. 2/3 majority achieved (68 votes for, 13 votes against).

9. ELECTION OF THE SCHOOL MANAGEMENT BOARD

The term of office of four members of the School Management Board had come to an end: Mirabel Bausinger, Nita Holm, Bulelwa Nombutuma and Rainer Nowak. Mrs Bausinger and Mrs Holm will not stand for re-election.

Mrs Naumann thanked Mrs Bausinger and Mrs Holm for their valuable support.

The six candidates for the four open positions on the School Management Board were:

- Rainer Nowak
- Bradley Grantham
- Richard Doyle
- Suzanne Maier
- Marian Dudler-Petoors
- Bulelwa Nombutuma

Mrs Naumann explained the election rules, which were also presented on a slide. Every candidate required a relative majority of votes to be elected. If more than five candidates received a majority of votes, the number of votes received in descending order would identify who is elected as new board member. Candidates standing for election today may not be co-opted to the School Management Board until the following AGM.

Every candidate had an opportunity to introduce herself or himself.

Vote # 9

Mrs Naumann explained the procedure of the School Management Board election on nVote, which was also presented on a slide. Voting was done through the nVote system by ticking the relevant block next to the preferred candidates. Every member could give up to four votes. Only one vote per candidate. Votes were counted electronically. Voting was open for 2 minutes. The voting was monitored by the school's independent auditors who were linked to the system and were overseeing the election and counting process.

Outcome of vote

The following candidates were duly elected (in alphabetic order):

- Richard Doyle
- Suzanne Maier
- Bulelwa Nombutuma
- Rainer Nowak

8. ANY OTHER BUSINESS

No topics were raised.

End of meeting: 21h00

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Chairperson

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Secretary