

OAKHILL SCHOOL AGM MINUTES

held on Tuesday 19 March 2019 at 18h00

in the School Hall



Jannie de Villiers (JdV) opened the meeting & welcomed all present.

JdV touched on the following topics that are happening at Oakhill: Pre Prep Reggio; digital learning; inclusive education; Elevate study skills; matric results 2018; staff changes; 10 day timetable; clubs & innovation; tours & outdoor learning; IBT's; chromebooks; Gr 8-10 think out the box teaching; scholarships; 21st century skills; sports - players, fixtures, coaches, facilities & support; cultural - choir, plays, choir festival; outdoor education; community involvement; campus; health & safety compliance; staff development - growth mindset & diversity; staff performance appraisals - trust, safe environment & black box thinking.

1. Welcome and apologies

The following apologies were noted below: Gill Marcus; Kenneth van Strijp; Lauren Norval; Helen Lever; Mark and Lucy Harvey; Suzan and Paul Kotze; Kelly Shen; Sandy Hart; Andrew Hill; Anne Weir-Smith; Nina Ligeti; Dan Payton.

2. Proxies & Quorum

The AGM was postponed to Tuesday 19th March at 18:00 due to the fact that a quorum was not constituted the previous week. The constitution states that, in the case of not achieving a quorum, the AGM should be postponed by a week. At this follow-up meeting the attendees constituted a quorum, regardless of their numbers.

3. Confirmation of previous annual general meeting minutes

Gordon Shutte (GS) asked for confirmation of the previous minutes which were confirmed and approved to be signed as correct.

4. Oakhill School Association finance report

The following topics were reported on:

1. Operating Income Expenses

- The total revenue is up 5%
- There were some insurance claims from 2017 and 2018
- Greatest expense is salaries at R24M - these salaries are benchmarked with ISASA (Independent Schools Association of Southern Africa)
- Budgeting is based on student numbers (490) although there are currently closer to 500 pupils

2. Long Term Borrowing

- This has reduced as certain amounts due have been repaid. The Board has managed to re-negotiate most of the debentures to extend the terms and to reduce or have interest waived. Focus is on getting the debentures with high interest repaid as soon as possible.
- The DSBA and OSC bond are long term borrowings with agreed monthly repayments.
- Bus and chromebooks are leased.
- We forecast a cash deficit in 2019 as certain debentures fall due to be repaid. The Board has negotiated an overdraft facility which it believes may be required to cover this deficit at year end. The finances are moving in the correct direction with renegotiated terms to 2022. The Board forecasts that based on the current student numbers, the school should be able to keep to these repayments. There is no excess for any capital projects or spend for the next few years.
- The School has not been into the overdraft in December for the past two years but cash flow is now under pressure as debenture repayments become due.

OAKHILL SCHOOL AGM MINUTES

held on Tuesday 19 March 2019 at 18h00

in the School Hall



- Student numbers impact revenue and therefore the borrowing need. It remains critical for the school to focus on maintaining student numbers.

5. Consideration of financial accounts for the year ended 31 December 2016 (Constitution Clause 9.1.1)

1. Capital Expenses
 - No large capital expenses this past year.
 - Insurance claims after the 2017 fires at R2.5M and the affected area have been restored or replaced.
2. Student Numbers Graph
 - The current numbers have plateaued over the last few years.
 - Scholarship applications, with 60 applicants, show there is an interest in Oakhill.
 - Risks include other schools in our area (Plett and George) which have affected the numbers particularly in the Prep.
3. Debtors
 - Debtors in respect of current families is well managed and any required actions are being taken early.
 - In dealing with the "left" (families who have left School) category the Board has changed attorney's and this is now showing positive results.
4. Disputed Additional Fee
 - This category of non payment is from four years ago when a R12000 additional fee was asked to be paid by all parents.
 - The School issued a summons against a parent for non-payment of the levy. This was defended, and a judgement was handed down in the Knysna magistrates court against the School. The School has appealed the judgement, as the board believes there is a reasonable to good chance that the judgement will be overturned on appeal.
5. Cash flow Pressure 2019
 - Long term debts are repaid or re-negotiated as they become due depending on available cash.
 - As earlier advised an overdraft facility has been negotiated with our bankers should this be required.
6. Sale of School
 - Rumours have been heard that the school is for sale.
 - The Board asked for parents to talk to the board rather than to make assumptions or join the rumour mill.
 - The Board confirmed that the school is a valuable asset and will therefore always attract potential buyers. In the past couple of years the Board confirmed that they have received three firm approaches for the school from both local and international interested parties.
 - All three approaches have followed due process but have been rejected by the Board for various disparate reasons.
 - It is the Board's fiduciary duty to assess and investigate all approaches and they will continue to do so.
 - The constitution requires approval by the parents for the Association be sold. Should the Board consider any approach to have real merit, and that approach should result in a firm offer. the Board would then recommend such an offer to parents to vote upon at a special general meeting.
7. Finance report
 - Financial Statements for the year ended December 2018 may be viewed on the school website.

OAKHILL SCHOOL AGM MINUTES

held on Tuesday 19 March 2019 at 18h00

in the School Hall



6. Election of 2 Board Members due to rotation

Two board positions, currently held by Guy Platt and Francois Hay are due for rotation. No new nominees were received and both agreed to continue to serve on the board.

7. Questions & Answers

Q: What new plans are there for the Boarding House?

A: The Board looked at the boarding house for two reasons: strategic (increase the number of students) & the location of the property for sale. After the approval from the parent body the bank changed the finance terms, which meant that the deal (based on financials presented to parents) was no longer an option and the new terms beyond the capacity of the school. The cost of building a boarding house at the OSC was estimated at over R15M and this is way beyond the current reach of the School.

Q: Some parents have heard the rumours that the school is for sale and asked if there is an offer for the school currently?

A: The Board confirmed that currently there is no offer on the table although there have been three approaches in the past from Advtech, Curro and Educas. These offers were under NDA and have been rejected due to price and/or unfavourable terms and conditions.

Q: What is the process should another offer come up?

A: Should the Board receive a formal offer for the School which it believes is worthy of consideration, it will call a special general meeting of parents. A quorum for any special meeting to vote on the matter of a sale requires that 50% of parents must be present (in person or by proxy) and two thirds of those must vote in favour of the sale.

Q: Parents are wanting to get involved with sport to help with coaching and training. Would the school be open to this?

A: Most schools steer away from this as it becomes complicated for various reasons and is not best practice. The question to ask what is best for the children on the field. The School would encourage initiatives that were skills based and that took place outside of the normal programme and for a couple of sessions rather than long term. JdV and JC to follow up on this.

Q: Is there an opportunity for the school to consider soccer (diversity opportunity)?

A: The School is looking at extending the current third term soccer season. This brings its own challenges ie league matches etc. The Board did previously ask JdV to investigate this and the findings suggested that a full season was too long.

Q: An observation was made around the soft skills management available to the board and feedback to the community when unusual events take place with the actions taken. The suggestion was for a sub committee on the board for external counsellors or moderators. RF responded that the rumour mill will not change whatever the feedback as it will then become "The School is giving the response it wants and not the real facts" and that in any case the facts are almost always confidential between the school, the scholars and the parents of any involved parties. Given the morals and principles by which the school is managed all parents are, and should be, secure in the knowledge that all incidents are handled immediately, with care, confidentiality and the appropriate seriousness, as soon as they become known. The suggestion would be forwarded to the Board.

Q: Is there place for a Fundraising Committee or PTA?

OAKHILL SCHOOL AGM MINUTES

held on Tuesday 19 March 2019 at 18h00

in the School Hall



A: GS & JdV happy to discuss but this has not worked in the past. It is suggested that targeted, short term drives for a specific outcomes or projects are easier. GS advised that items such as the cricket nets and the MTB track were made possible by parents raising the funds and contributing their time.

Q: Santa Shoeboxes not meaningful and it was suggested that a sister programme with another school be looked at in its place.

A: The school did not do the Santa Shoebox project last year

8. Closure

AGM closed at 19:15

Richard Foyn

CHAIRMAN OF THE BOARD