



2011, February 15 Board of Directors Minutes

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Attendance

Present

1. Misook Gho (CRJM)
2. Eline de Boo (GZB for CRJM)
3. Pauline Carlson (chair) (ECC)
4. Ellen Haworth (ECC)
5. Donn Townsend (OMS)
6. Haunani Whittet (OMF for OMS)
7. Steven Tarter (SEND)
8. Jon Winter (SEND)
9. Aileen Selander (TEAM)
10. John Houlette (WorldVenture)
11. Gaius Berg (independent) (WorldVenture)
12. John Sakurai (Supervisor-Auditors)
13. Brian Vander Haak (headmaster)

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Absent

1. Tim Johnson (TEAM)
2. Taizo Morimoto (Supervisor-Auditors)

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SY 10-11:96 Call to Order

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SY 10-11:97 Devotions

Jon Winter led the board in devotions about focusing on Jesus.

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SY 10-11:98 Prayer time for the school

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SY 10-11:99 Approval of Agenda

MSC to approve the agenda.

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SY 10-11:100 Proxies

Tim Johnson gave his proxy to Aileen Selander.

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SY 10-11:101 Signers

MSC for Ellen Haworth and John Houlette to be signers of today's minutes, in addition to Pauline Carlson (board chair) and Steven Tarter (board secretary).

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SY 10-11:102 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- January 18, 2011 Board of Directors minutes
- January 18, 2011 Executive Action minutes
- February 8, 2011 Executive Committee minutes
- February 2011 monitoring reports: B 2.4; 2.7 (minus 2.7.11; 2.7.11.1; 2.7.11.2)

(excluding non and partial compliance reports and reports differing from the electronic draft)

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SY 10-11:103 Second Reading – Bylaws, Article I.A (Cf. SY 10-11:86)

The board accepted the following on January 18, 2011, as a first reading:

- *Current reading:* The privileges of a member mission shall be:
- *Proposed reading:* The privileges of a **founding mission (or a duly appointed replacement mission)** shall be:

MSC to approve as second reading.

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SY 10-11:104 Second Reading – B4.8.3.1.4 (Cf. SY 10-11:91)

The board accepted the following on January 18, 2011, as a first reading:

- *Current reading:* Review annually the headmaster succession plan and ensure that the plan will provide for a smooth and orderly transition (SY 10-11:19)
- *Proposed reading:* Remove "Review annually the headmaster succession plan and ensure that the plan will provide for a smooth and orderly transition (SY 10-11:19)" from the manual.

MSC to approve as second reading.

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SY 10-11:105 Second Reading - By-laws

MSC to approve the by-laws as second reading.

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SY 10-11:106 Ownership Discussion

On behalf of the Governance Committee, Eline deBoo reviewed the previous board discussion regarding who the moral owners and stakeholders are. Eline then facilitated a brainstorming session on listing moral owners and ways to categorize moral owners.

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SY 10-11:107 Start-Up Committee Report

On behalf of the Start-Up Committee, Pauline Carlson reported on the committee's budget votes and discussion of the legal status requirement of having 25% of an annual budget in liquid assets. Headmaster Brian Vander Haak described how the school is moving forward on meeting this legal status requirement.

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SY 10-11:108 Gender Inclusive Language

In response to a query by a mission, the board considered making the language of the doctrinal basis of the corporation (Article II.Basis.3) gender inclusive.

Referred to the Policy Review Committee to bring a recommendation to the board. (Article II.Basis.3).

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SY 10-11:109 Wording of Article VI of the Constitution

MSC to change the proposed wording of Article VI of the Constitution:

- *Current reading:* Articles II, III and VI of this constitution may be changed with 100% approval confirmed by the Board of Directors in two consecutive school years.
- *Proposed reading:* **However**, Articles II, III and VI of this constitution may **only** be changed with 100% approval confirmed by the Board of Directors in two consecutive school years.

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SY 10-11:110 Executive Session

The Board went into executive session to discuss the headmaster's evaluation.

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SY 10-11:111 First Reading - B3.3.3.3.Step1.b

The Headmaster Evaluation Committee recommended:

- *Current reading:* Review data from the leadership team evaluation of the headmaster
- *Proposed reading:* Review data from **a survey or from interviews of the leadership team members for** the leadership team evaluation of the headmaster

The Board decided to stay with the current reading.

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SY 10-11:112 Headmaster Report on Policies in Non-Compliance and Partial Compliance

Headmaster Brian Vander Haak reported on policies in non-compliance and partial compliance, including the calendar for school year 2011-2012.

MSC to recognize the headmaster's report on policies in non-compliance and partial compliance.

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SY 10-11:113 Response to Non-Compliance of B2.4.6

MSC to recognize the lateness of compliance on B2.4.6, with the understanding that there will be compliance in the future.

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SY 10-11:114 Response to Partial Compliance of B2.7.5

MSC to recognize the partial compliance on B2.7.5, with the understanding that there will be compliance in the future.

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SY 10-11:115 Response to Non-Compliance of B2.7.10

MSC to recognize the non-compliance on B2.7.10, with the understanding that this is due to current changes in the financial system and that reports will be completed as soon as possible.

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SY 10-11:116 Additions to Headmaster Report

MSC to approve the addition of B2.7.11.3 and changes to B.2.7.13 to the headmaster's report.

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SY 10-11:117 Headmaster Report

The headmaster asked the board to clarify where the values fit in the hierarchy of policy and to clarify its expectation of the values, given that he reports on values when reporting on End 1.3. The Board said that the values were a policy, which the headmaster is permitted to interpret and implement.

The headmaster reported on current and upcoming student activities (including senior comprehensives), staffing for next year, the school improvement process and the upcoming accreditation cycle, the impact of flu, and the fundraising campaign.

The headmaster reported that Board policies have been formatted as wiki entries.

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SY 10-11:118 Verification of Policy in Wiki Format

MSC to approve having the headmaster verify and report on the accuracy of the wiki-formatted Board policies.

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SY 10-11:119 Removals from Electronic Version of Board Manual

MSC to remove the Table of Contents and Title and Preference from the electronic version of the Board Manual.

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SY 10-11:120 Electronic Index for Board Manual

MSC to approve having the headmaster and staff develop an electronic index for the Board Manual.

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SY 10-11:121 Second Reading - B2.7.11.1-2.7.11.3 (Cf. SY 10-11:55)

Current reading:

2.7.11.1 Missionary rates will be applied to all full-time Christian workers.

2.7.11.2 Applicants for missionary tuition rates who do not hold a religious activities visa must present at the time of application:

2.7.11.2.1 A statement from a Christian church or other Christian institution, certifying to the applicant's full-time Christian service.

2.7.11.2.2 A statement as to primary purpose in Japan, description of missionary endeavor, indication of time commitment, source(s), and amount of support.

2.7.11.3 Fee schedule will include accident insurance for all students.

Proposed reading:

2.7.11.1 **Preferential tuition assistance** will be applied to all full-time Christian workers.

2.7.11.2 Pre-approved preferential tuition assistance levels will be set annually for mission organizations that meet an established criteria.

2.7.11.3 Applicants for **preferential tuition assistance** who do not hold a religious activities visa must present at the time of application:

2.7.11.3.1 A statement from a Christian church or other Christian institution, certifying to the applicant's full-time Christian service.

2.7.11.3.2 A statement as to primary purpose in Japan, description of missionary endeavor, indication of time commitment, source(s), and amount of support.

2.7.11.4 Fee schedule will include accident insurance for all students.

MSC to approve as second reading.

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SY 10-11:122 Proposed Budget

The Finance Committee proposed a budget for school year 2011-2012, which includes a 3% increase on tuition. Funds from the Tuition Assistance Program are available. Rick Seely was invited to the meeting to explain the budget.

MSC to approve the proposed budget that includes a 3% tuition increase.

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SY 10-11:123 First Reading - B2.7.8.1 (Cf. SY 10-11:15)

The Policy Review Committee recommended the addition of policy B2.7.8.1 as follows: **All contracts or leases must be signed by a member of the leadership team.**

MSC to approve as first reading.

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SY 10-11:124 First Reading - B2.2.2.1-2.2.2.3 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

▪ *Current reading:*

2.2.2.1 Sponsoring-mission-supplied

2.2.2.2 Non-sponsoring-mission-supplied

2.2.2.3 Non-mission affiliated

▪ *Proposed reading:*

2.2.2.1 **Applicants supplied by founding missions**

2.2.2.2 **Applicants supplied by other missions**

2.2.2.3 **Applicants not affiliated with a mission**

MSC to approve as first reading.

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SY 10-11:125 First Reading - B4.2.1.1 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

▪ *Current reading:* The CAJ board informs its member missions through their Japan leadership by means of the board minutes and any other necessary documents of special correspondence, of policies, actions, or information related to CAJ's operation, which may be considered by the board as affecting those missions in Japan or their CAJ missionary constituency in a major way. (SY07-08:151)

▪ *Proposed reading:* The CAJ board informs its **founding** missions through their Japan leadership by means of the board minutes and any other necessary documents of special correspondence, of policies, actions, or information related to CAJ's operation, which may be considered by the board as affecting those missions in Japan or their CAJ missionary constituency in a major way. (SY07-08:151)

MSC to approve as first reading.

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SY 10-11:126 First Reading - B4.2.9.3 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

- *Current reading:* The secretary shall prepare minutes of all meetings of the board and shall distribute the regular minutes to all board members, the board secretary file, the headmaster, and Japan leadership of all member missions. (SY0708:150)
- *Proposed reading:* The secretary shall prepare minutes of all meetings of the board and shall distribute the regular minutes to all board members, the board secretary file, the headmaster, and the Japan leadership of all **founding** missions. (SY07-08:150)

MSC to approve as first reading.

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SY 10-11:127 First Reading - B4.3.5.5 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

- *Current reading:* If an unusual emergency situation arises, such as outbreak of war, sudden repatriation, or a natural disaster, it may be difficult to call a board meeting under the regular procedures. In this case a meeting attended by representatives of at least three member missions is considered to be a legal meeting. In the event that the regular mission-appointed representative cannot attend, any member of that mission is to be recognized as a mission representative. Any action taken by the meeting must be ratified by a later regular meeting of the board. (SY 10-11:19)
- *Proposed reading:* If an unusual emergency situation arises, such as outbreak of war, sudden repatriation, or a natural disaster, it may be difficult to call a board meeting under the regular procedures. In this case a meeting attended by representatives of at least three **founding** missions is considered to be a legal meeting. In the event that the regular mission-appointed representative cannot attend, any member of that mission is to be recognized as a mission representative. Any action taken by the meeting must be ratified by a later regular meeting of the board. (SY 10-11:19)

MSC to approve as first reading

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SY 10-11:128 First Reading - B4.4.4 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

- *Current reading:* Once a year a meeting will be held by the board chair to present an annual report on the state of the school, provide an opportunity to educate mission leadership on CAJ's programs, and to gain information from the missions relevant to the board. Leaders or representatives of member missions, missions supplying the school with personnel, missions with students at the school and missions with students in the school support services program will be invited. (SY 06-07:118; SY 08-09:134; SY 09-10:140)
- *Proposed reading:* Once a year a meeting will be held by the board chair to present an annual report on the state of the school, provide an opportunity to educate mission leadership on CAJ's programs, and to gain information from the missions relevant to the board. Leaders or representatives of **founding** missions, missions supplying the school with personnel, missions with students at the school and missions with students in the school support services program will be invited. (SY 06-07:118; SY 08-09:134; SY 09-10:140)

MSC to approve as first reading.

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SY 10-11:129 First Reading - B4.9 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

- *Current reading:* The board aims to maintain a size of 9 elected members and two supervisor-auditors. The board governance committee will orient member missions to elicit appropriate nominations for board consideration to fill vacancies on the board. (SY 10-11:19)
- *Proposed reading:* The board aims to maintain a size of 9 elected members and two supervisor-auditors. The board governance committee will orient **founding** missions to elicit appropriate nominations for board consideration to fill vacancies on the board. (SY 10-11:19)

MSC to approve as first reading.

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SY 10-11:130 First Reading - B4.9.1.1 (Cf. SY 10-11:51)

The Policy Review Committee recommended:

- *Current reading:* Approve or disapprove member missions' nominations for new board members.
- *Proposed reading:* Approve or disapprove **founding** missions' nominations for new board members.

MSC to approve as first reading.

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SY 10-11:131 First Reading - B4.6.2.1

The Policy Review Committee recommended the addition of policy B4.6.2.1 as follows:

Absent board members may discharge their responsibilities in one of two ways:

- a. They may submit a written opinion (tantamount to voting) on any specific item or items of business.**
- b. They may entrust their vote to another member of the Board, by submitting a written proxy for each meeting.**

MSC to approve as first reading.

SY 10-11:132 First Reading - B4.2.5.1

The Policy Review Committee recommended the addition of policy B4.2.5.1 as follows:

Headmaster Succession Plan (revised Jan. 2011)

Executive Search

Form a prayer team that will provide specific prayer support for the entire headmaster selection process.

Form a search committee:

To do this the Board Chair in consultation with the Executive Committee will:

- Compile list of members from each of the following: Executive Committee, other non-Executive Committee members of the CAJ board, board auditors, Leadership Team members, parents of CAJ students, and CAJ teachers
- Select people to contact from list
- Bring to Board for ratification
- Assemble approved committee

Set up advisory group separate from search committee to provide input into the search process

Initiate web page that provides information to the school community such as search committee membership, search process, search status, biographic information from accepted candidate

Search Committee to check headmaster profile and modify as required; interview alumni and staff for input

Check application package (preliminary application and main application) and modify as required

Distribute headmaster profile requirement to school associations; (ACSI, CSI...) contact appropriate international schools regarding position opening

(Optional) Search committee to select executive search company and provide desired headmaster profile and financial compensation information to the company

Make preliminary application package available

Review results of preliminary applications, select applicants to receive full application

Review all received full applications and bring one recommended candidate to the board

Interview applicant approved by Board; provide opportunities for both LT and Board to interact with candidate

Consult with LT and Board re candidate; bring recommendation re hiring to full Board

If hiring is not successful review full applications and repeat candidate selection process

In the event that the headmaster is suddenly incapacitated

Communication

The chair will be in communication with the Leadership Team.

Interim Management

The board chair will select an interim headmaster from among the

leadership team and ratify this with the whole board.

Financial oversight during the transition

In the transition time while an acting headmaster is being selected, the business manager in consultation with the Finance Committee, with the CAJ board chair as ex-officio will continue to operate the financial affairs of the school.

Documents Needed to Support Succession Plan:

Headmaster Profile (B 3.1 – Headmaster qualifications)

Application Package

- preliminary application form - adapted from school application form
- full application procedure instruction sheet
- CAJ constitution
- school philosophy (A5.1)
- desired profile
- full application

MSC to approve as first reading.

SY 10-11:133 Update on B2.10.12 and B2.10.9

The Policy Review Committee will reword at a future meeting.

The committee asked the board chair to investigate the history of policy B2.10.9 and bring the report to the next committee meeting.

SY 10-11:134 Absence of Board Chair

Pauline Carlson, chair, left the meeting at 3:00p.m. and turned over the leadership of the meeting to Jon Winter, vice chair

SY 10-11:135 Ends Discussion

On behalf of the Governance Committee, Eline deBoo facilitated a discussion of End 1.3:

- *Current reading:* An organizational culture, sensitive and responsive to current and changing demographics, which reflects the board approved values (faithfulness, caring, collaboration, diversity, excellence, and stewardship)
- *Proposed reading:* An organizational structure which reflects board-approved values (faithfulness, caring, collaboration, diversity, excellence, and stewardship) and is aware of and responsive to demographic trends.

There was consensus on the proposed reading.

Next, to make End 1.7 read more clearly and to increase consistency with the proposed Constitution, Eline invited the Board to consider including language from Article III of the Constitution regarding constituencies into the Ends, particularly the purpose statement.

The Board asked the Governance Committee to bring to a future board meeting a document including the proposed Constituion, Article III; Policy B1, Ends; and the committee's recommendations for changes to the Ends.

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SY 10-11:136 Return of Board Chair

Pauline Carlson, chair, returned to the meeting at 3:22p.m. and resumed leadership of the meeting.

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SY 10-11:137 Meeting Absence and Proxy

Haunani Whittet left the meeting at 3:30p.m. and submitted her proxy. She designated Donn Townsend to be her proxy.

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SY 10-11:138 Board Housekeeping

Board Chair Pauline Carlson distributed planning table to be used in Board planning, reviewed a tool to help the board evaluate itself, and facilitated a discussion on ways to better document and store Executive Action minutes.

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SY 10-11:139 Executive Action Minutes

MSC to have a section on BRENDA for Executive Action minutes.

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SY 10-11:140 Review of Board Process

The Board reviewed time allocation.

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SY 10-11:141 Closing Prayer

Donn Townsend closed in prayer.

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SY 10-11:142 Adjournment

MSC to adjourn the meeting at 3:59 p.m.

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Signatures

Steven Tarter
Board Secretary

Pauline Carlson
Board Chair

Ellen Haworth
Board Member

John Houlette
Board Member

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