



2011, April 19 Board of Directors Minutes

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Attendance

Present

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

Absent

1. Eline de Boo (GZB for CRJM)
2. John Houlette (WorldVenture)
3. Tim Johnson (TEAM)

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SY 10-11:143 Call to Order

The meeting was called to order.

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SY 10-11:144 Devotions

Donn Townsend led the board in devotions about doing all things through Christ who strengthens us.

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SY 10-11:145 Prayer Time for the School

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SY 10-11:146 Proxies

Tim Johnson gave his proxy to Gaius Berg, and John Houlette gave his proxy to Pauline Carlson.

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SY 10-11:147 Approval of Agenda

MSC to approve the agenda.

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SY 10-11:148 Signers of the Minutes

MSC for Aileen Selander and Donn Townsend to be signers of today's minutes, in addition to Pauline Carlson (board chair) and Steven Tarter (board secretary).

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SY 10-11:149 B 2.6.8.1 revision

The headmaster asked the board to capitalize school support services in B 2.6.8.1

MSC to capitalize **S**chool **S**upport **S**ervices and add the acronymn (**SSS**) to B 2.6.8.1.

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SY 10-11:150 B 2.2.11 Interpretation

MSC understands the headmaster's decision and accepts as a reasonable interpretation of B 2.2.11 that staff contracts will be limited to one year in length, except for administrative contracts.

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SY 10-11:151 Headmaster's Report

The headmaster reported that his understanding is that once consent agenda items are posted or sent out, they are considered to be finalized. In recognition of this and to make it possible to make minor changes after consent agenda items are posted or sent out, the headmaster recommended that when items are posted on the agenda, that the date and time be included.

The headmaster gave an update on progress made toward changing the school's legal status, noted a key next step is increasing the school's cash reserves, outlined the school's plan for increasing cash reserves, and recommended that the board continue proceeding with getting the school's legal status changed.

The headmaster reported that CAJ has started its "Love in Action" fundraising campaign for ongoing disaster relief, that progress has been made toward making online board documentation searchable, that CAJ will maintain its current staffing levels for next year, that CAJ will do one-to-one laptops for seniors next year, that technology will be further integrated into the elementary classrooms next year, that there will be a TV screen posted in the atrium that will feature senior presentations, and that "Love in Action" is next year's theme.

The headmaster gave an overview of events on March 11 and outlined CAJ's disaster response, including building evacuation, virtual classes, school re-opening messages, and calendar changes. CAJ is focusing on finishing the year well.

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SY 10-11:152 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- February 15, 2011 Board of Directors minutes
- February 15, 2011 Executive Action minutes
- March 2011 Financial Statements
- April monitoring reports on B 2.6 (excluding non and partial compliance reports, reports differing from the electronic draft, and monitoring reports with questions sent to the board chair prior to the meeting)

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SY 10-11:153 Second Reading - B2.7.8.1 (Cf. SY 10-11:122)

The board accepted the following addition of B.2.7.8.1 on February 15, 2011, as a first reading:

All contracts or leases must be signed by a member of the leadership team.

MSC to approve as second reading.

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SY 10-11:154 Second Reading - B2.2.2.1-2.2.2.3 (Cf. SY 10-11:123)

The board accepted the following on February 15, 2011, as a first reading:

▪ *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 second reading.

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SY 10-11:155 Second Reading - B4.2.1.1 (Cf. SY 10-11:124)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:156 Second Reading - B4.2.9.3 (Cf. SY 10-11:125)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:157 Second Reading - B4.3.5.5 (Cf. SY 10-11:126)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:158 Second Reading - B4.4.4 (Cf. SY 10-11:127)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:159 Second Reading - B4.9 (Cf. SY 10-11:128)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:160 Second Reading - B4.9.1.1 (Cf. SY 10-11:129)

The board accepted the following on February 15, 2011, as a first reading:

- *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 second reading.

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SY 10-11:161 Second Reading - B4.6.2.1 (Cf. SY 10-11:130)

The board accepted the following addition on February 15, 2011, as a first reading:

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 second reading.

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SY 10-11:162 Second Reading - B4.2.5.1 (Cf. SY 10-11:131)

The board accepted the following addition of B4.2.5.1 on February 15, 2011, as a first reading:

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 second reading.

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SY 10-11:163 Finance Committee Report

The Finance Committee reported on its last meeting, including the headmaster's decision not to provide semester refunds and not to withhold transcripts for unpaid bills related to family responses regarding the earthquake, a review of ways CAJ is working to increase its cash reserves, a review of a timeline of the legal status change, and a recommendation for a bridge loan.

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SY 10-11:164 Loan

MSC to approve borrowing ¥25,000,000 after May 1 as a bridge loan, with the entire amount to be paid by the end of August 2011.

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SY 10-11:165 Semester Refunds

MSC to endorse the headmaster's decision to not provide mid-semester refunds for families who have left school due to the current crisis.

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SY 10-11:166 First Reading - Article 39 in the Act of Endowment

MSC to approve the deletion of the following from Article 39 in the Act of Endowment:

This Corporate Body shall be retained until May 31, 2011.

The vote was unanimous.

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SY 10-11:167 Start-up Committee Members for SY 11-12

MSC to approve the following to serve on the Start-up Committee for SY 11-12:

1. Eline de Wilde (member at large)
2. Gaius Berg (for World Venture)
3. Pauline Carlson (ECC)
4. Misook Gho (CRJM)
5. Dixie King (OMS)
6. Gerald May (TEAM)
7. Kenichi Shinagawa (member at large)
8. Steven Tarter (SEND)
9. Brian Vander Haak (headmaster)

The vote was unanimous.

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SY 10-11:168 Board of Councilors for SY 11-12

MSC to approve the following to serve on the Board of Councilors for SY 11-12:

1. Melinda Balona (member at large)
2. Michael Essenburg (member at large)
3. Jay Haworth (ECC)
4. John Houlette (World Venture)
5. Andrea Johnson (ECC)
6. Lawrence Mutenda (member at large)
7. Stephen Kunnecke (SEND)
8. Jonathan Reasoner (SEND)
9. Aileen Selander (TEAM)
10. Daniel Sexton (OMS)
11. Paul Shew (member at large)
12. Lawrence Spalink (CRJM)

The vote was unanimous.

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SY 10-11:169 Board Officers for Next Year

The board decided to nominate and vote on board officers in May.

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SY 10-11:170 January Executive Action Minutes

MSC to correct clerical errors in the January 18, 2011, Executive Action minutes and then have them signed again.

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SY 10-11:171 Committee Structure under Nine-Member Board

The board discussed how to handle standing board committees, given that next year the number of board members will be reduced from twelve to nine. By a show of hands, the board decided to have four members assigned to both the governance and policy review committees, and to have four members assigned to both the finance and audit committees; the headmaster will be an ex-officio member of all committees.

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SY 10-11:172 Reflection on Board Self-evaluation Survey

The board reviewed the results of its self-evaluation survey, noting that completing the survey was helpful and that the survey should be completed again next year. Connecting with the owners was found to be a weakness. One option would be to give this to the Governance Committee. Board committees were encouraged to use the survey results as they plan for next year.

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SY 10-11:173 Review of Board Process

The Board reviewed its process and was encouraged to check individual responsibilities for making cinnamon rolls for Thrift Shop.

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SY 10-11:174 Closing Prayer

Aileen Selander closed in prayer.

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SY 10-11:175 Adjournment

MSC to adjourn the meeting at 1:27 p.m.

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Signatures

Steven Tarter
Board Secretary

Pauline Carlson
Board Chair

Aileen Selander
Board Member

Donn Townsend
Board Member

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