



2012, May 15 Board of Directors Minutes

CAJ Board of Directors meeting
May 15, 2012, 8:45 a.m.
Matuskawa Place

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Attendance

Present

1. Gaius Berg (for WorldVenture)
2. Eline de Wilde (Member at Large)
3. Misook Gho (CRJM)
4. Louis Lau (for OMS)
5. Gerald May (TEAM)
6. Kenichi Shinagawa (Member at Large)
7. Steven Tarter (SEND)
8. Brian Vander Haak (Headmaster)
9. Taizo Morimoto (Supervisor-Auditors)
10. John Sakurai (Supervisor-Auditors)

Absent

1. Pauline Carlson (ECC)

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SY 11-12:155 Call to Order

The meeting was called to order at 8:46 a.m.

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SY 11-12:156 Devotions

Taizo Morimoto led the board in devotions on how God provides for us (Phil. 4:19).

SY 11-12:157 Prayer Time for the School

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SY 11-12:158 Proxies

Pauline Carlson gave her proxy to Eline de Boo (Wilde).

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SY 11-12:159 Approval of Agenda

MSC to approve the agenda.

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SY 11-12:160 Signers of the Minutes

MSC for Kenichi Shinagawa and Gaius Berg to be signers of today's minutes, in addition to Eline de Wilde (acting board chair) and Steven Tarter (board secretary).

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SY 11-12:161 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- Monitoring Reports B 1.0 (Ends)
- Acting Board Chair follow up on partial, non-compliance monitoring reports
- Acting Board Chair report on usage of Headmaster pro-d funds
- March 2012 Financial Statement
- March 2012 Profit and Loss
- March 2012 Balance Sheet

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SY 11-12:162 Headmaster Report

The headmaster shared that CAJ is preparing for the eclipse, gave an update on new staff, and explained how staff are involved in professional development. He then described factors affecting school size, how the school is working to help new students increase their biblical literacy, and efforts to redesign CAJ's web site.

As part of the headmaster report:

- Flossie Epley shared about the history of and recent changes to School Support Services.
- Anda Foxwell talked about high school this school year in terms of new things (high school orientation, 9th grade orientation, and Love in Action trips), growing things (School Without Walls Program, parent meetings, high school staff meetings, senior trip to Thailand), and future things (building servant leadership, discussing teaching strategies with high school staff, and supporting parents in parenting teenagers).
- Tanya Hall described middle school, with its 127 students, emphasis on cognitive and social development, and annual theme (Love in Action). This year she hosted parent meetings regarding transitions and international education and helped middle school staff reflect on grading and develop the Bible curriculum.

The headmaster talked about his monitoring report and graduating seniors. He requested a November discussion and action concerning board policies B4.9.1.2, B4.5.1.1, and B4.5.1.3.

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SY 11-12:163 Finance Committee

On behalf of the Finance Committee, Rick Seely (business manager) reviewed budgets for this school year and next school year, explained that the fiscal year now ends in March (instead of June) and that the school was able to increase cash reserves, and shared the audit report from Nagao Accountancy Corporation that includes statements regarding cash flow, activity, and financial position. He closed with an overview of the timeline for changing the school's legal status.

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SY 11-12:164 Approval of the Audit

The Finance Committee recommended the approval of the audit.

MSC to approve the Independent Auditor's Report from the Nagao Accountancy Corporation for the year ended March 31, 2012.

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SY 11-12:165 Change in Terminology to Act of Endowment

The headmaster recommended to change "statutory auditor" to "supervisor-auditor" in the English translation on proposed Act of Endowment.

MSC to change "statutory auditor" to "supervisor-auditor" in the English translation on proposed Act of Endowment

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SY 11-12:166 Proposed Act of Endowment: 21.2, Number of Board of Councilors

The headmaster recommended that Board of Councilors be composed of 8 members Board of Directors (not including the headmaster) and 11 members of the Board of Councilors.

MSC to recommended to the Board of Councilors that Board of Councilors be composed of 8 members Board of Directors (not including the headmaster) and 11 members of the Board of Councilors.

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SY 11-12:167 Supplemental Provisions of Act of Endowment

The headmaster recommended that the supplementary provisions section of the proposed Act of Endowment can have the date added and directors' names added without further approval.

MSC that the supplementary provisions section of the proposed Act of Endowment can have the date added and directors' names added without further approval.

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SY 11-12:168 Confirm Start-up Committee

MSC to confirm the following slate for the Start-up Committee for SY 12-13:

1. Gaius Berg (for WorldVenture)
2. Pauline Carlson (ECC)
3. Eline de Wilde (Member at Large)
4. Misook Cho (CRJM)
5. Louis Lau (for OMS)
6. Gerald May (TEAM)
7. Kenichi Shinagawa (Member at Large)
8. Steven Tarter (SEND)
9. Brian Vander Haak (Headmaster)

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SY 11-12:169 Change in Numbering to B4.4.6

The headmaster recommended that the second policy labeled 4.4.6 be renumbered as 4.4.7.

MSC the second policy labeled 4.4.6 be renumbered as 4.4.7.

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SY 11-12:170 First Reading - B4.2.7.1

The Policy Review/Governance Committee recommended:

- *Current reading:* At its April meeting the board shall elect the following:
- *Proposed reading:* **Before May 1** the board shall elect the following:

MSC to accept as first reading.

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SY 11-12:171 Change to B4.2.7.1.1

The Policy Review/Governance Committee recommended:

- *Current reading:* Officers of the jun gakko hojin (juridical person): board chairman, vice chairman, and vice chairman of finances (cf. Act of Endowment, Chapter 4)
- *Proposed reading:* Officers of the jun gakko hojin (juridical person): board chairman, vice chairman, and vice chairman of finances (cf. Act of Endowment, Chapter **3**)

MSC to accept the proposed change.

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SY 11-12:172 First Reading - B4.2.7.1.3

The Policy Review/Governance Committee recommended the addition of B4.2.7.1.3: **The headmaster shall not serve as an officer or the secretary.**

MSC to accept as first reading.

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SY 11-12:173 First Reading - B4.2.7.3.1

The Policy Review/Governance Committee recommended:

- *Current reading:* The headmaster shall be asked to chair the election of board officers.
- *Proposed reading:* **A supervisor-auditor** shall be asked to chair the election of board officers.

MSC to accept as first reading.

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SY 11-12:174 First Reading - B4.2.9.3

The Policy Review/Governance 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 the Japan leadership of all founding missions.
- *Proposed reading:* The secretary shall prepare minutes of all meetings of the board and shall **make them publicly available.**

MSC to accept as first reading.

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SY 11-12:175 First Reading - B4.2.9.3.1

The Policy Review/Governance Committee recommended:

- *Current reading:* The secretary shall be responsible for keeping a back-up of the board minutes; documenting all hand-outs given at the meetings; preparing updated policies and sending them out to the staff in a timely manner.
- *Proposed reading:* The **board** secretary shall be responsible for **ensuring a copy** of the board minutes **is kept in the board secretary file**.

MSC to accept as first reading.

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SY 11-12:176 Proposed Changes to B4.2.9.4

The Policy Review/Governance Committee was asked to review its proposed changes to B4.2.9.4.

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SY 11-12:177 First Reading - B4.4.2.3

The Policy Review/Governance Committee recommended:

- *Current reading:* The chair may delegate **this** authority but remains accountable for its use.
- *Proposed reading:* The chair may delegate authority but remains accountable for its use.

MSC to accept as first reading.

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SY 11-12:178 First Reading - B4.9.1

The Policy Review/Governance Committee recommended:

- *Current reading:* At the April meeting, the board shall:
- *Proposed reading:* **Before May 1** the board shall:

MSC to accept as first reading.

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SY 11-12:179 Changes to B4.5.2.1.1-3

The proposed changes to B4.5.2.1.1-3 were tabled until September.

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SY 11-12:180 First Reading - B3.1.1.7

The Policy Review/Governance Committee recommended:

- *Current reading:* Serve as an advisor to the board, and as an ex officio member of board committees.
- *Proposed reading:* Serve as **a member and** an advisor to the board, and as an ex officio member of board committees.

MSC to accept as first reading.

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SY 11-12:181 Second Reading - B4.9.1.2 (Cf. SY 11-12:129)

The board accepted the following on March 20, 2012, as a first reading:

- *Current reading:* Individuals may not be nominated or serve if they are staff members of the Christian Academy in Japan.
- *Proposed reading:* Individuals may not be nominated or serve if they are staff members of the Christian Academy in Japan, **except for the headmaster**.

MSC to accept as second reading.

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SY 11-12:182 Second Reading - B4.9.3 (Cf. SY 11-12:130)

The board accepted the addition of B4.9.3 on March 20, 2012, as a first reading:

4.9.3 Nomination process for members-at-large and auditors

4.9.3.1 The six founding missions, the Leadership Team, and members of both boards will be asked by the chairperson of the Policy Review/Governance Committee of the Board of Directors for names of potential nominees to fill the member-at-large and auditor positions on the boards.

4.9.3.2 The list of names will be brought to the Policy Review/Governance Committee for discussion.

4.9.3.3 The Policy Review/Governance Committee will narrow the list down to a shorter list of names to contact to ask if they will be willing to have their name placed in nomination. The Policy Review/Governance Committee will take into account the person's church/mission affiliation, work, gender, and relationship to the school (alumni, parent of student, family member employed by the school, etc.) during the winnowing process.

4.9.3.4 People willing to have their names placed in nomination will then be asked to send a resume detailing work experience, church involvement, relationship to the school, and personal testimony, and send that information to the Policy Review/Governance Committee Chair.

4.9.3.5 The information from the nominees will then be brought to the board that is voting on the nominations.

4.9.3.6 All voting will be done by secret ballot.

4.9.3.7 The six founding missions will continue to send in their mission's nominations to fill their slots on the boards.

MSC to accept as second reading.

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SY 11-12:183 Second Reading - B2.2.10 (Cf. SY 11-12:142)

The board accepted the following on March 20, 2012, as a first reading:

- *Current reading:* When hiring principals, the business manager, or the director of school support services, bring the respective candidate's file to the board meeting for review, discussion and approval.
- *Proposed reading:* When hiring principals, the business manager, or the director of **School Support Services**, bring the respective candidate's file to the board meeting for review, discussion and approval.

MSC to accept as second reading.

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SY 11-12:184 Second Reading - B2.5.1 (Cf. SY 11-12:133)

The board accepted the following on March 20, 2012, as a first reading:

- *Current reading:* Keep the Leadership Team current with administrative issues and procedures so as to be able to replace the headmaster in emergency situations.
- *Proposed reading:* **Appoint and maintain a Leadership Team comprised of key staff that meets regularly to assist the headmaster in pursuing the mission of CAJ.**

MSC to accept as second reading.

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SY 11-12:185 Second Reading - B2.5.1.1 (Cf. SY 11-12:134)

The board accepted the addition of B2.5.1.1 on March 20, 2012, as a first reading: **Keep the Leadership Team current with administrative issues and procedures so as to be able to replace the headmaster in emergency situations.**

MSC to accept as second reading.

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SY 11-12:186 Second Reading - B2.5.1.2 (Cf. SY 11-12:135)

The board accepted the addition of B2.5.1.1 on March 20, 2012, as a first reading: **Report on the membership and activities of the Leadership Team annually or any time its membership changes.**

MSC to accept as second reading.

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SY 11-12:187 Second Reading - B2.1.1.1 (Cf. SY 11-12:136)

The board accepted the addition of B2.1.1.1 on March 20, 2012, as a first reading: **Have the Leadership Team read and verify monitoring reports based on their experience and perspective before they are approved by the board.**

MSC to accept as second reading.

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SY 11-12:188 Second Reading - B2.4.13 (cf. SY 11-12:137)

The board accepted the addition of B2.4.13 on March 20, 2012, as a first reading: **Maintain an identified set of Administrative Policies that can only be modified, added to, or removed by majority action of the Leadership Team.**

MSC to accept as second reading.

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SY 11-12:189 Second Reading - B2.2.1.2 (Cf. SY 11-12:144)

The board accepted the following on March 20, 2012, as a first reading:

- *Current reading:* Active participation in a local church doctrinally compatible with CAJ's statement of faith.
- *Proposed reading:* **Are in active partnership (giving and receiving) with** a local church doctrinally compatible with CAJ's statement of faith.

MSC to accept as second reading.

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SY 11-12:190 Board Agenda for SY 12-13

Eline de Wilde recommended the agenda for SY 12-13.

MSC to approve the board agenda for SY 12-13.

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SY 11-12:191 Committee Assignments for SY 12-13

The following are committee assignments for SY 12-13:

Finance/Audit

- Gaius Berg (chair)
- Gerald May
- Steve Tarter
- Ex-officio: headmaster, board chair, business manager, board auditors

Governance/Policy Review

- Eline de Wilde (chair)
- Misook Gho
- Louis Lau
- Kenichi Shinagawa
- Ex-officio: headmaster, board chair, business manager, board auditors

Ad Hoc Headmaster Evaluation Committee

- Gaius Berg
- Eline de Wilde
- Louis Lau (chair)
- Ex-officio: board chair

Ad Hoc Legal Status Committee

- Pauline Carlson (chair)
- Misook Gho
- Gerald May
- Taizo Morimoto
- Kenichi Shinagawa
- Steve Tarter
- Ex-officio: headmaster, business manager, business office administrative assistant

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SY 11-12:192 Board Member Attendance Exception

Gaius Berg recommended that Misook Gho be allowed to be absent for more than 2 consecutive meetings without replacement for SY 12-13, in exception to B4.6.1.

MSC to approve that Misook Gho be allowed to be absent for more than 2 consecutive meetings without replacement for SY 12-13, in exception to B4.6.1.

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SY 11-12:193 Review of Board Process

The Board reviewed its process.

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SY 11-12:194 Closing Prayer

Gerald May closed in prayer.

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SY 11-12:195 Approval of May 15, 2012 Minutes

MSC to approve the May 15, 2012 minutes, pending a minute for meeting adjournment.

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SY 11-12:196 Adjournment

MSC to adjourn the meeting at 12:29 p.m.

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Signatures

Steven Tarter
Board Secretary

Eline deWilde
Acting Board Chair

Kenichi Shinagawa
Board Member

Gaius Berg
Board Member

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