



2012, September 25 Board of Directors Minutes

CAJ Board of Directors meeting and orientation
September 25, 2012, 8:45 a.m.
Matsukawa Place, Higashi Kurume, Tokyo

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Attendance

Present

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

Absent

1. Misook Gho (CRJM)

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SY 12-13:1 Call to Order

The meeting was called to order at 8:45a.m.

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SY 12-13:2 Devotions

Pauline Carlson led the board in devotions on Isaiah 41:10.

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SY 12-13:3 Prayer Time for the School

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SY 12-13:4 Approval of Agenda

MSC to approve the agenda.

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SY 12-13:5 Signers of the Minutes

MSC for Eline de Wilde and Louis Lau to be signers of today's minutes, in addition to Pauline Carlson (board chair) and Steven Tarter (board secretary).

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SY 12-13:6 Revision of Act of Endowment, Article 39, Paragraph 1

The headmaster recommended the following change to the Act of Endowment, Article 39, paragraph 1:

- *Current reading:* この法人は、民法(明治29年法律 第89号)第68条第1項第2号から第 4号までの規定によるほか、理事会及び 評議員会において、それぞれ理事現在数 及び評議員現在数の4分の3以上の議決 を経、かつ、東京都知事の許可を得て解 散する。(English: This Corporate Body can be dissolved, other than by the provisions of Civil Law (Meiji 29, the 89th Law) Article 68, Point 1, Item 2 to 4, by resolution of more than three-fourths of the current Directors at the Board of Directors and three-fourths of the current Councilors at the Board of Councilors, respectively, and with the approval of the Governor of Tokyo.)
- *Proposed reading:* この法人は、一般社団法人及び一般 財団法人に関する法律第202条に規定 する事由により、解散する。(English: This Corporate Body can be dissolved according to Article 202 of the Laws of Ippan Shadan Hojin and Ippan Zaidan Hojin.)

MSC to approve the change. The vote was unanimous.

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SY 12-13:7 Revision of Act of Endowment, Article 39, Paragraph 2

The headmaster recommended the following change in the Act of Endowment, Article 39, paragraph 2:

- *Current reading:* 解散後の残余財産は、理事会の議決を 経、かつ、東京都知事の許可を得て、この法人と類似の目的を有する公益法人又は地方公共団体に寄附する。(English: The property remaining at the dissolution of this Corporate Body shall be donated to an existing public benefit juridical person of similar purpose to that of this Juridical Person or some other public organization by the resolution of the Board of Directors and with the approval of the Governor of Tokyo.)
- *Proposed reading:* 解散後の残余財産は、理事会及び評議 員会において、それぞれ理事現在数及び評議員現在数の4分の3以上の議決を経、かつ、東京都知事の許可を得て、私立学校 法第3条に規定する学校法人又はこの法 人と類似の目的を有する公益法人又は地方公共団体に寄附する。(English: The property remaining at the dissolution of this Corporate Body shall be donated to a gakko hojin provided for in Article 3 of the Private School Law, an existing public benefit juridical person of similar purpose to this Juridical Person, or some other public organization, by the vote of more than three-fourths of the current Board of Directors and Board of Councilors, respectively, and with the approval of the Governor of Tokyo.)

MSC to approve the change. The vote was unanimous.

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SY 12-13:8 Addition of Act of Endowment, Article 39.2

The headmaster recommended the following addition to the Act of Endowment, Article 39: 第39条の2 この法人の存続期間は、平成25年3月31日までとする。(English: This Corporate Body shall be retained until March 31, 2013.)

MSC to approve the addition. The vote was unanimous.

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SY 12-13:9 Addition of Supplementary Provisions to Act of Endowment, Article 39

The headmaster recommended the following addition of Supplementary Provisions to the Act of Endowment, Article 39: 附則 この寄附行為は、東京都知事の認可のあった日(平成 年月 日)から施行する。(English: Supplementary Provisions This Act of Endowment shall come into effect from the day of approval by the Governor of Tokyo.)

MSC to approve the addition. The vote was unanimous.

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SY 12-13:10 Discussion of Gakko Hojin Assets

MSC to approve that at such time as gakko hojin Christian Academy in Japan comes into existence, we intend to donate the assets of zaidan hojin Christian Academy in Japan to gakko hojin Christian Academy in Japan.

The vote was unanimous.

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SY 12-13:11 Reconfirmation of Start-up Committee Members

MSC to reconfirm the following slate for the Start-up Committee:

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 International)
9. Brian Vander Haak (Headmaster)

SY 12-13:12 Start-Up Committee Chair Authorization

MSC to approve that if the Tokyo Metropolitan Government requires minor changes that do not change the meaning or intent of the Gakko Hojin Act of Endowment or the Zaidan Act of Endowment after submitting them for preview, the Start-up Committee Chair will be authorized to make these changes without having to consult with the boards.

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SY 12-13:13 Update of Act of Endowment, English Version

MSC to update the English version of the Act of Endowment so that it is aligned with the approved Japanese version.

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SY 12-13:14 Start-up Committee Meeting, Part 1

The board meeting was suspended, and the Start-up Committee met.

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SY 12-13:15 Board Orientation

The board reflected on policy governance, specifically focusing on what it does and why. The board discussed its role in looking at the big picture, providing oversight of the headmaster, linking with the owners, reviewing the finances, maintaining and setting policies, and praying for the school. The board identified that it should avoid micro-management, complacency, an ad hoc committee mentality, being uninformed, representing the board when speaking as an individual, and focusing on the executive limitations to the exclusion of the ends. Then the board reflected on the need for confidentiality and on how to respond to a variety of situations.

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SY 12-13:16 Start-up Committee Meeting, Part 2

The board meeting was suspended, and the Start-up Committee met. The board resumed its meeting at 11:49a.m.

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SY 12-13:17 Second Reading - B4.2.7.1 (Cf. SY 11-12:170)

The board accepted the following on May 15, 2012, as a first reading:

- *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 second reading.

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SY 12-13:18 Second Reading - B4.2.7.1.3 (Cf. SY 11-12:172)

The board accepted the addition of B4.2.7.1.3 on May 15, 2012, as a first reading: **The headmaster shall not serve as an officer or the secretary.**

MSC to accept as second reading.

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SY 12-13:19 Second Reading - B4.2.7.3.1 (Cf. SY 11-12:173)

The board accepted the following on May 15, 2012, as a first reading:

- *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 second reading.

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SY 12-13:20 Second Reading - B4.2.9.3 (Cf. SY 11-12:174)

The board accepted the following on May 15, 2012, 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 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 second reading.

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SY 12-13:21 Second Reading - B4.2.9.3.1 (Cf. SY 11-12:175)

The board accepted the following on May 15, 2012, as a first reading:

- *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 second reading.

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SY 12-13:22 Second Reading - B4.4.2.3 (Cf. SY 11-12:177)

The board accepted the following on May 15, 2012, as a first reading:

- *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 second reading.

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SY 12-13:23 Second Reading - B4.9.1 (Cf. SY 11-12:178)

The board accepted the following on May 15, 2012, as a first reading:

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

MSC to accept as second reading.

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SY 12-13:24 Second Reading - B3.1.1.7 (Cf. SY 11-12:180)

The board accepted the following on May 15, 2012, as a first reading:

- *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 second reading.

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SY 12-13:25 Review of Policy B2.3.1.1.3

The board reviewed policy B2.3.1.1.3 in terms of possible original intents, types of Christian school models, admissions data and challenges, and Leadership Team input. The headmaster recommended maintaining the admissions cap in B2.3.1.1.3, changing "class" to "grade level," and accepting an interpretation of implementing this policy. The Policy Review Committee was asked to review B2.3.1.1.3 in light of the headmaster's recommendations and board discussion.

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SY 12-13:26 Headmaster Report on Policy in Partial Compliance

The headmaster reported on a policy (B2.2.8) in partial compliance.

MSC to accept the headmaster's report on B2.2.8 in partial compliance.

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SY 12-13:27 Response to Partial Compliance of B2.2.8

MSC to recognize the partial compliance on B2.2.8, with the understanding that there will be compliance by SY 2013-2014.

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SY 12-13:28 Appointment of Acting Headmaster

MSC to approve the appointment of Anda Foxwell, high school principal, as acting headmaster, October 16-30, 2012, in accordance with B2.5.3.

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SY 12-13:29 Headmaster Report

The headmaster informed the board that he has appointed Flossie Epley to serve as acting head September 28-30, 2012. He then recommended that the Finance Committee review liability coverage (B2.8.1) and consider an investment strategy (B2.8.7). He also recommended that the Policy Review Committee review the wording of B2.2.1.5.2. The headmaster gave updates on current enrollment, master resource planning, the name change from "English as a Second Language" to "English as an Additional Language," Back-to-School Day, alumni survey data, communication policy revisions, communication plan development, staff recruitment, and his doctoral program.

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SY 12-13:30 Executive Committee Task

MSC to task the Executive Committee with discussing how to capture and preserve information over time.

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SY 12-13:31 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- Headmaster monitoring reports: B 2.0; 2.2; 2.3; 2.7.11; 2.7.11.1; 2.7.11.2; 2.7.11.3; 2.8; 2.9; 2.0 (excluding non and partial compliance reports, reports differing from draft, and monitoring reports with questions sent to the board chair prior to the meeting)
- August 2012 Financial Statement | August 2012 Profit and Loss | August 2012 Balance Sheet
- July 2012 Financial Statement | July 2012 Profit and Loss | July 2012 Balance Sheet
- June 2012 Financial Statement | June 2012 Profit and Loss | June 2012 Balance Sheet

- [May 2012 Financial Statement](#) | [May 2012 Profit and Loss](#) | [May 2012 Balance Sheet](#)
- [April 2012 Financial Statement](#) | [April 2012 Profit and Loss](#) | [April 2012 Balance Sheet](#)

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SY 12-13:32 Board Housekeeping

The board reviewed a slate of agenda items for its next meetings: how to evaluate monitoring reports, discussion of B4.5.1, non-Protestant staff applicants, and implications of excluding students from non-Christian proselytizing groups. Board members signed up to make cinnamon rolls at Thrift Shop on October 19.

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SY 12-13:33 Review of Board Process

The board reviewed its process, mentioning that there was good discussion on changes to the Act of Endowment, that Kurachi-san was helpful, and that having time for lengthy discussions was helpful.

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SY 12-13:34 Closing Prayer

Louis Lau closed in prayer.

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SY 12-13:35 Approval of September 25, 2012 Minutes

MSC to approve the September 25, 2012 minutes, pending a minute for meeting adjournment.

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SY 12-13:36 Adjournment

MSC to adjourn the meeting at 3:05p.m.

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Signatures

Steven Tarter
Board Secretary

Pauline Carlson
Board Chair

Eline de Wilde
Board Member

Louis Lau
Board Member

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