



2013, March 12 Board of Directors Meeting

CAJ Board of Directors meeting
March 12, 2013, 8:45 a.m.
Matsukawa Place, Higashi Kurume, Tokyo

Contents

- 1 Attendance
 - 1.1 Present
 - 1.2 Absent
 - 1.3 Proxies
- 2 SY 12-13:123 Call to Order
- 3 SY 12-13:124 Devotions
- 4 SY 12-13:125 Prayer Time for the School
- 5 SY 12-13:126 Approval of Agenda
- 6 SY 12-13:127 Signers of the Minutes
- 7 SY 12-13:128 Second Reading - B4.8.1 (Cf. SY 12-13:88)
- 8 SY 12-13:129 Second Reading - B4.8.1.1 (Cf. SY 12-13:89)
- 9 SY 12-13:130 Second Reading - B4.8.1.2 (Cf. SY 12-13:90)
- 10 SY 12-13:131 Second Reading - B4.8.2 (Cf. SY 12-13:91)
- 11 SY 12-13:132 Second Reading - B4.8.2.1 (Cf. SY 12-13:92)
- 12 SY 12-13:133 Second Reading - B4.8.2.2 (Cf. SY 12-13:93)
- 13 SY 12-13:134 Second Reading - Use of the Term "Board" (Cf. SY 12-13:94)
- 14 SY 12-13:135 Second Reading - B4.4.8 (Cf. SY 12-13:95)
- 15 SY 12-13:136 Board Review of B 4.2, 4.4, and 4.9
- 16 SY 12-13:137 First Reading - B4.2
- 17 SY 12-13:138 Change to B4.4.4
- 18 SY 12-13:139 Change to B4.4.7
- 19 SY 12-13:140 Discussion of Board Self-Assessment Survey
- 20 SY 12-13:141 First Reading - B4.7.6
- 21 SY 12-13:142 First Reading - B4.7.6.1
- 22 SY 12-13:143 First Reading - B4.7.6.2
- 23 SY 12-13:144 First Reading - B4.7.6.2.1
- 24 SY 12-13:145 First Reading - B4.7.6.2.2
- 25 SY 12-13:146 First Reading - B4.7.6.2.3
- 26 SY 12-13:147 First Reading - B4.7.6.3
- 27 SY 12-13:148 First Reading - B4.7.6.3.1
- 28 SY 12-13:149 First Reading - B4.7.6.3.2
- 29 SY 12-13:150 Report on School Support Services
- 30 SY 12-13:151 First Reading - B4.9.3.1
- 31 SY 12-13:152 First Reading - B4.9.3.1.1
- 32 SY 12-13:153 Governance and Policy Review Committee
- 33 SY 12-13:154 Governance and Policy Review Minutes
- 34 SY 12-13:155 Headmaster Report
- 35 SY 12-13:156 Exception for B2.6.8.1
- 36 SY 12-13:157 Appointment of Acting Headmaster
- 37 SY 12-13:158 Exception to B2.3.1.1.3
- 38 SY 12-13:159 Exception to B2.3.1.4
- 39 SY 12-13:160 Discussion of Philosophy of Compensation
- 40 SY 12-13:161 Mission Representatives Meeting Report
- 41 SY 12-13:162 Approval of Consent Agenda
- 42 SY 12-13:163 Board Housekeeping
- 43 SY 12-13:164 Review of Board Process
- 44 SY 12-13:165 Closing Prayer
- 45 SY 12-13:166 Approval of March 12, 2013 Minutes
- 46 SY 12-13:167 Adjournment
- 47 Signatures

Attendance

Present

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)
10. John Sakurai (Supervisor-Auditor)

Absent

1. Taizo Morimoto (Supervisor-Auditor)

Proxies

[back to top](#)

SY 12-13:123 Call to Order

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

[back to top](#)

SY 12-13:124 Devotions

Louis Lau led the board in devotions on Nehemiah 2.

[back to top](#)

SY 12-13:125 Prayer Time for the School

[back to top](#)

SY 12-13:126 Approval of Agenda

MSC to approve the agenda.

[back to top](#)

SY 12-13:127 Signers of the Minutes

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

[back to top](#)

SY 12-13:128 Second Reading - B4.8.1 (Cf. SY 12-13:88)

The board accepted the following on January 22, 2013, as a first reading for B4.8.1:

- *Current reading:*
 - 4.8.1 Governance Committee
 - 4.8.5 Policy Review Committee
- *Proposed reading:* 4.8.1 Governance **and Policy Review** Committee

MSC to accept as second reading.

[back to top](#)

SY 12-13:129 Second Reading - B4.8.1.1 (Cf. SY 12-13:89)

The board accepted on January 22, 2013, as a first reading for B4.8.1.1 the combination of B4.8.1.1 and B4.8.5.1 into B4.8.1.1, and consequently, the deletion of B4.8.5.1:

- *Current reading:*
 - 4.8.1.1 Product: Orientation of missions to elicit appropriate nominations at appropriate time, orientation of new members, continuing education of current members, conducting exit interviews with board members leaving the board, and evaluation of the board process for adherence to policy governance. (SY 10-11:19)
 - 4.8.5.1 Product: Update board policy manual, clarify and amend policy to reflect board decisions, and ensure consistency and completeness of policies.
- *Proposed reading:* 4.8.1.1 Product: Orientation of missions to elicit appropriate nominations at appropriate time, orientation of new members, continuing education of current members, conducting exit interviews with board members leaving the board, and evaluation of the board process for adherence to policy governance. (SY 10-11:19) **Update board policy manual, clarify and amend policy to reflect board decisions, and ensure consistency and completeness of policies.**

MSC to accept as second reading.

[back to top](#)

SY 12-13:130 Second Reading - B4.8.1.2 (Cf. SY 12-13:90)

The board accepted on January 22, 2013, as a first reading for B4.8.1.2 the combination of B4.8.1.2 and B4.8.5.2 into B4.8.1.2, and, consequently, the deletion of B4.8.5.2:

- *Current reading:*
 - 4.8.1.2 Authority: Incur costs of no more than set aside in accordance with the policy on cost of governance. (cf. Division B, Section 4.10)
 - 4.8.5.2 Authority: The policy review committee will suggest modifications to, additions to and locations of board policies within the board manual. (SY 07-08:39)
- *Proposed reading:* 4.8.1.2 Authority: Incur costs of no more than set aside in accordance with the policy on cost of governance. (cf. Division B, Section 4.10) **Suggest modifications to, additions to, and locations of, board policies within the board manual. (SY 07-08:39)**

MSC to accept as second reading.

[back to top](#)

SY 12-13:131 Second Reading - B4.8.2 (Cf. SY 12-13:91)

The board accepted on January 22, 2013, as a first reading for B4.8.2 the combination of B4.8.2 and B4.8.4 into B4.8.2 and, consequently, the deletion of B4.8.4:

- *Current reading:*
 - 4.8.2 Audit Committee
 - 4.8.4 Finance Committee
- *Proposed reading:* 4.8.2 **Finance and** Audit Committee

MSC to accept as second reading.

[back to top](#)

SY 12-13:132 Second Reading - B4.8.2.1 (Cf. SY 12-13:92)

The board accepted on January 22, 2013, as a first reading for B4.8.2.1 the combination of B4.8.2.1 (with a wording change) and B4.8.4.1 into B4.8.2.1, and consequently, the deletion of B4.8.4.1:

- *Current reading:*
 - 4.8.2.1 Product: Set specifications and scope of outside audit and select audit firm by no later than the January board meeting each year.
 - 4.8.4.1 Product: Preliminary review of annual operating and capital budgets, monthly financial statements, long-term financial trends, and financial implications of program changes. Provide financial orientation and continuing education of board members as directed by the board.
- *Proposed reading:* 4.8.2.1 Product: **Preliminary review of annual operating and capital budgets, monthly financial statements, long-term financial trends, and financial implications of program changes. Provide financial orientation and continuing education of board members as directed by the board.** Set specifications and scope of outside audit and select **and approve** audit firm by no later than the January board meeting each year.

MSC to accept as second reading.

[back to top](#)

SY 12-13:133 Second Reading - B4.8.2.2 (Cf. SY 12-13:93)

The board accepted on January 22, 2013, as a first reading for B4.8.2.2 the combination of B4.8.2.2 (with a wording change) and B4.8.4.2 into B4.8.2.2, and, consequently, the deletion of B4.8.4.2:

- *Current reading:*
 - 4.8.2.2 Authority: Review the audit report and management letter when received and incur no more than \$30,000 per year.
 - 4.8.4.2 Authority: To report unusual issues to the full board, along with options for action steps. (SY 07-08:10)
- *Proposed reading:* 4.8.2.2 Authority: **To report unusual issues to the full board, along with options for action steps. (SY 07-08:10)** Review the audit report and management letter when received and incur no more than **¥3,000,000** per year.

MSC to accept as second reading.

[back to top](#)

SY 12-13:134 Second Reading - Use of the Term "Board" (Cf. SY 12-13:94)

The board accepted on January 22, 2013, as a first reading the following addition to the beginning of the board manual: **The term "board" in the board manual refers to the Board of Directors, unless otherwise noted.**

MSC to accept as second reading.

[back to top](#)

SY 12-13:135 Second Reading - B4.4.8 (Cf. SY 12-13:95)

The board accepted on January 22, 2013, as a first reading the addition of B4.4.8: **The board chair shall report annually in writing on board compliance with section B3 and B4 of the board policy manual.**

MSC to accept as second reading.

[back to top](#)

SY 12-13:136 Board Review of B 4.2, 4.4, and 4.9

The board reviewed and discussed policies regarding the board job description, the board chair's role, and board size, nomination, election, and terms. During the review of B4.2, the board talked about the wording (see SY 12-13:137), emphasized the importance of God's call, and asked the Governance and Policy Review Committee to consider the changes to B4.2 (see SY 12-13:137) and to unpack them in light of continuing dependence on God and communication with the evangelical missionary community. During the review of B4.4, the board talked about keeping deliberations to the point, the definition of "mission," and proposed changes to B4.4.4 (see SY 12-13:138) and 4.4.7 (see SY 12-13:139). During the review of B4.9, the board talked about board qualifications in terms of agreement with CAJ's doctrinal statements (B4.9.2).

[back to top](#)

SY 12-13:137 First Reading - B4.2

Steven Tarter moved and Eline de Wilde seconded the following change to B4.2:

- *Current reading:* The job of the Christian Academy in Japan board, on behalf of God and the evangelical missionary community in Japan, is to determine and demand appropriate organizational performance.
- *Proposed reading:* The job of the Christian Academy in Japan board, **in accordance to God's call and on behalf of** the evangelical missionary community in Japan, is to determine, **require, and monitor** appropriate organizational performance.

MSC to accept as first reading.

[back to top](#)

SY 12-13:138 Change to B4.4.4

Brian Vander Haak moved and Steven Tarter seconded a change in capitalization for B4.4.4:

- *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 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.
- *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.

MSC to approve the changes to capitalization.

SY 12-13:139 Change to B4.4.7

Brian Vander Haak moved and Steven Tarter seconded a change in capitalization for B4.4.7:

- *Current reading:* The board chair shall report annually on the use of the Headmaster Professional Development funds.
- *Proposed reading:* The board chair shall report annually on the use of the **headmaster professional development** funds.

MSC to approve the changes to capitalization.

[back to top](#)

SY 12-13:140 Discussion of Board Self-Assessment Survey

The board reviewed the results of its 2012-2013 self-assessment survey, noting a variety of things, including the adequacy of input from moral owners, the positive feedback from missions about the ways CAJ meets owners' needs, the board's receiving adequate information to make decisions, the board's use of policy governance principles, and possible wording changes to survey items (for example, survey item 1). The board reviewed the range of responses regarding committees being asked to develop options and implications, and not recommendations (see survey item 41 and B4.7.1). Overall, the board found the survey helpful and decided to ask committees to review the wording of survey items and consider including survey items related to finance.

Each committee was asked to review appropriate survey results (including anecdotal feedback) before the next board meeting.

[back to top](#)

SY 12-13:141 First Reading - B4.7.6

The Governance and Policy Review Committee recommended the addition of B4.7.6: **The committee chair, in consultation with other members of the committee, chooses a meeting date and time.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:142 First Reading - B4.7.6.1

The Governance and Policy Review Committee recommended the addition of B4.7.6.1: **The committee chair is responsible to arrange with the school the use of a meeting room.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:143 First Reading - B4.7.6.2

The Governance and Policy Review Committee recommended the addition of B4.7.6.2: **A secretary is chosen to take the minutes for the committee.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:144 First Reading - B4.7.6.2.1

The Governance and Policy Review Committee recommended the addition of B4.7.6.2.1: **Once the draft minutes of the meeting are written up, the committee secretary sends the draft minutes to all the people that attended the meeting, including ex-officio members, for corrections and comments.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:145 First Reading - B4.7.6.2.2

The Governance and Policy Review Committee recommended the addition of B4.7.6.2.2: **The chair sets a reasonable deadline for responses from the committee members regarding corrections and comments on the draft minutes.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:146 First Reading - B4.7.6.2.3

The Governance and Policy Review Committee recommended the addition of B4.7.6.2.3: **Once the committee chair and most or all of the members of the committee give final approval of the draft minutes, the chair or designee will send the final draft to the designated school staff person for placement on the board portal.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:147 First Reading - B4.7.6.3

The Governance and Policy Review Committee recommended the addition of B4.7.6.3: **Once committee minutes are placed on the board portal, any further changes to the committee minutes would need to be brought to the next board meeting and explained to the full board by the chair or secretary of the committee.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:148 First Reading - B4.7.6.3.1

The Governance and Policy Review Committee recommended the addition of B4.7.6.3.1: **If the board agrees, then the committee can amend their minutes to reflect the requested changes.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:149 First Reading - B4.7.6.3.2

The Governance and Policy Review Committee recommended the addition of B4.7.6.3.2: **All committee minutes must be voted on by the full board either in a stand-alone vote, or on the consent agenda, to become the official minutes of that committee.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:150 Report on School Support Services

Flossie Epley, director of School Support Services (SSS), reported on her division, noting that this is SSS's 30th year. To address demographic changes and declining enrollment, SSS worked to make it more accessible for families, more visually appealing, and more financially feasible, resulting in increased enrollment. SSS currently serves 72 families and 8 affiliated schools.

[back to top](#)

SY 12-13:151 First Reading - B4.9.3.1

The Governance and Policy Review Committee recommended the following for B4.9.3.1:

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

MSC to accept as first reading.

[back to top](#)

SY 12-13:152 First Reading - B4.9.3.1.1

The Governance and Policy Review Committee recommended the addition of B4.9.3.1.1: **The headmaster will ask the members of the Leadership Team for names of potential nominees to fill the member-at-large and auditor positions on the boards and communicate these to the chairperson of the Governance and Policy Review Committee.**

MSC to accept as first reading.

[back to top](#)

SY 12-13:153 Governance and Policy Review Committee

The Governance and Policy Review Committee gave an overview of election process for the Board of Directors and Board of Councilors proposed a list of names for possible nomination for the Board of Directors and Board of Councilors, which the board then discussed. The board chair will do appropriate follow-up.

[back to top](#)

SY 12-13:154 Governance and Policy Review Minutes

MSC to accept the Governance and Policy Review Committee minutes.

[back to top](#)

SY 12-13:155 Headmaster Report

The headmaster asked to have monitoring reports removed from the consent agenda (which the board granted) and requested permission to add an additional Leadership Team name to the names of those who read and verified the report, which the board granted. The headmaster then gave an overview of finances and staffing for School Support Services (SSS) and invited the board to consider how much it wants to invest in SSS, in light of B2.6.8.1 (see SY 12-13:156). He invited input on how to categorize staff as "missionary" in terms of access to benefits.

The headmaster reviewed B2.3.1.4, noting that his understanding is that the board currently controls the admission of students from overseas; the Governance and Policy Review Committee was asked to review B2.3.1.4. He also reviewed B2.6.8 and B2.4.11, asking for clarification on what constitutes "adding any academic track or new division" (B2.4.11).

He then reported that the audit is scheduled for April, that parents recently completed a survey, that he has added 2 entries to the headmaster blog, that on March 1 staff were involved in professional development, and that this summer CAJ will continue its summer school program.

[back to top](#)

SY 12-13:156 Exception for B2.6.8.1

MSC to approve the exception to B2.6.8.1, allowing for up to 2 times the projected revenues for School Support Services for fiscal year 2013-2014.

[back to top](#)

SY 12-13:157 Appointment of Acting Headmaster

MSC to approve the appointment of Rick Seely, business manager, as acting headmaster, July 1 - August 1, 2013, in accordance with B2.5.3.

[back to top](#)

SY 12-13:158 Exception to B2.3.1.1.3

MSC to approve the exception to B2.3.1.1.3 for kindergarten, first grade, and seventh grade for school year 2013-2014.

[back to top](#)

SY 12-13:159 Exception to B2.3.1.4

MSC to approve the exception to B2.3.1.4 for a student for school year 2013-2014.

[back to top](#)

SY 12-13:160 Discussion of Philosophy of Compensation

The headmaster showed the board a wiki entry which contains documentation related to the philosophy of compensation. The Finance Committee was asked to continue the discussion of the philosophy of compensation.

[back to top](#)

SY 12-13:161 Mission Representatives Meeting Report

The board chair reported on the Mission Representatives Meeting, noting that missions expressed thanks for CAJ, shared how CAJ helps meet special needs, and gave input on boarding and on the impact of missionaries moving to Tohoku.

[back to top](#)

SY 12-13:162 Approval of Consent Agenda

MSC to approve the following consent agenda item: monitoring reports 2.6 (excluding non and partial compliance reports, reports differing from draft, and monitoring reports with questions sent to the board chair prior to the meeting)

[back to top](#)

SY 12-13:163 Board Housekeeping

The board will have a meeting on April 1, 2013, starting at 3:00 p.m. and during which board officers will be elected. Board members were asked to bring their hanko to this and all subsequent board meetings, and asked to help with making cinnamon rolls at Thrift Shop. The board decided to put an advertisement in the school yearbook. There will also be a board meeting on May 21.

[back to top](#)

SY 12-13:164 Review of Board Process

The Board reviewed its process, noting that a significant amount was accomplished and the importance of preparing for meetings.

[back to top](#)

SY 12-13:165 Closing Prayer

Pauline Carlson closed in prayer.

[back to top](#)

SY 12-13:166 Approval of March 12, 2013 Minutes

MSC to approve the March 12, 2013 minutes, pending a minute for meeting adjournment.

[back to top](#)

SY 12-13:167 Adjournment

MSC to adjourn the meeting at 3:22 p.m.

[back to top](#)

Signatures

Steven Tarter
Board Secretary

Pauline Carlson
Board Chair

Gaius Berg
Board Member

Kenichi Shinagawa
Board Member

[back to top](#)

Retrieved from "https://caj.ac.jp/info/index.php?title=2013_March_12_Board_of_Directors_Meeting&oldid=1148"