



2013, May 21 Board of Directors Meeting

CAJ Board of Directors meeting
May 21, 2013, 10:30 a.m.

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- 69 Signatures

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)

Proxies

1. Misook Gho (CRJM) gave her proxy to Eline de Wilde (Member at Large).

Ex Officio

1. Taizo Morimoto (Supervisor-Auditor)
2. John Sakurai (Supervisor-Auditor)

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SY 12-13:187 Call to Order

The meeting was called to order at 10:44 a.m.

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SY 12-13:188 Devotions

Taizo Morimoto led the board in devotions on Acts 1:8 and Ephesians 4:7.

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SY 12-13:189 Prayer Time for the School

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SY 12-13:190 Approval of Agenda

MSC to approve the agenda, provided the addition of the February 14, 2012, Executive Action Minutes to the consent agenda.

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SY 12-13:191 Second Reading - B4.2 (Cf. SY 12-13:137)

The board accepted the following on March 12, 2013, as a first reading for 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 second reading.

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SY 12-13:192 Second Reading - B4.7.6 (Cf. SY 12-13:141)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:193 Second Reading - B4.7.6.1 (Cf. SY 12-13:142)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:194 Second Reading - B4.7.6.2 (Cf. SY 12-13:143)

The board accepted on March 12, 2013, as a first reading the addition of B4.7.6.2: **A secretary is chosen to take the minutes for the committee.**

MSC to accept as second reading.

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SY 12-13:195 Second Reading - B4.7.6.2.1 (Cf. SY 12-13:144)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:196 Second Reading - B4.7.6.2.2 (Cf. SY 12-13:145)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:197 Second Reading - B4.7.6.2.3 (Cf. SY 12-13:146)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:198 Second Reading - B4.7.6.3 (Cf. SY 12-13:147)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:199 Second Reading - B4.7.6.3.1 (Cf. SY 12-13:148)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:200 Second Reading - B4.7.6.3.2 (Cf. SY 12-13:149)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:201 Second Reading - B4.9.3.1 (Cf. SY 12-13:151)

The board accepted the following on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:202 Second Reading - B4.9.3.1.1 (Cf. SY 12-13:152)

The board accepted on March 12, 2013, as a first reading 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 second reading.

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SY 12-13:203 Correction to Biblical Reference in B2.2.1.5.2

Moved by Gaius Berg and seconded by Gerald May to correct a biblical reference in B2.2.1.5.2:

- *Current:* Deut. 20:13
- *Proposed:* **Lev.** 20:13

MSC to accept the correction.

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SY 12-13:204 Ad Hoc Committee to Review Constitution

MSC that the board, in response to suggestions from the Board of Councilors, task an ad hoc committee formed in the fall to propose a reader-friendly version of Article II.3 in the Gakkou Houjin Constitution.

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SY 12-13:205 Approval of Board Calendar and Annual Agenda

MSC to accept the board calendar and the board annual agenda for SY 2013-2014.

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SY 12-13:206 Executive Session

The board went into executive session for 12:30 to 1:14.

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SY 12-13:207 Governance and Policy Review Committee

The Governance and Policy Review Committee proposed that the interpretation of B2.3.1.4 include that the administration can approve overseas students to attend CAJ.

In response to the committee's report, the board assigned the following tasks:

1. That the headmaster confirm that the election procedures outlined in the board manual conform with the procedures outlined in the Gakkou Houjin Act of Endowment, and bring any changes to the board manual to the next board meeting (see B4.2.7).
2. That the board chair do background research to confirm the reference to B4.3.5.4 in B4.4.2.4 and bring the research findings to the Governance and Policy Review Committee's initial meeting in the fall.

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SY 12-13:208 First Reading - B3.5.4

The Governance and Policy Review Committee proposed that the table included in B3.5.4 be removed.

MSC to accept as first reading.

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SY 12-13:209 First Reading - B4.9.2.1

The Governance and Policy Review Committee recommended the insertion of a new B4.9.2.1, with the current B4.9.2.1 becoming B4.9.2.2 and the current B4.9.2.2 becoming B4.9.2.2.1: **Members of the Board of Councilors, the Board of Directors, and the supervisor-auditors will be selected in accordance with the Act of Endowment Chapter 3, Articles 6-9.4 and Chapter 4, Articles 25-26.3.**

MSC to accept as first reading.

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SY 12-13:210 Use of Gakkou Houjin

The Governance and Policy Review Committee recommends that the board chair, headmaster, and administrative assistant ensure that the following spelling is used for all references to the Act of Endowment translation: "Gakkou Houjin".

MSC that the board chair, headmaster, and administrative assistant ensure that the following spelling is used for all references to the Act of Endowment translation: "Gakkou Houjin".

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SY 12-13:211 Aligning References to the Constitution to the Gakkou Houjin Constitution

The Governance and Policy Review Committee recommends that the board chair, headmaster, and administrative assistant align all the references to the Constitution to the Gakkou Houjin Constitution.

MSC that the board chair, headmaster, and administrative assistant align all the references to the Constitution to the Gakkou Houjin Constitution.

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SY 12-13:212 Change to Division A: Section 3 Bylaws, Article I, B.1

The Governance and Policy Review Committee the following change to Bylaws, Article I, B.1:

- *Current reading:* Notification of intent to withdraw shall be given by the September board meeting. Withdrawal from founding mission status shall take effect on the following June 30."
- *Proposed reading:* Notification of intent to withdraw shall be given by the September board meeting. Withdrawal from founding mission status shall take effect on the following June 30.

MSC to accept the change.

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SY 12-13:213 First Reading - Division A: Section 3 Bylaws, Article I, C.5-6

The Governance and Policy Review Committee proposed the deletion of Bylaws, Article I, C.5, with the current Bylaws, Article I, C.6 being renumbered as Bylaws, Article I, C.5, and with the current Article I, C.6 having the following change in wording:

- *Current reading:* No financial settlements may be made between a withdrawing mission and a replacement mission **after 2005**.
- *Proposed reading:* No financial settlements may be made between a withdrawing mission and a replacement mission.

MSC to accept as first reading.

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SY 12-13:214 First Reading - Division A: Section 4 Legal School Regulations

The Governance and Policy Review Committee proposed the deletion of Division A: Section 4 Legal School Regulations, with current Section 5 being renumbered as Section 4, and with all documents in the current Section 5 being renumbered as Section 4.

MSC to accept as first reading.

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SY 12-13:215 First Reading - Division B: Contents of Division B Policies

The Governance and Policy Review Committee proposed the deletion of Division B: Contents of Division B Policies.

MSC to accept as first reading.

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SY 12-13:216 First Reading - Division B: Overview of Division B Policies, 1.0 Ends

The Governance and Policy Review Committee proposed the following change to Overview of Division B Policies, 1.0 Ends:

- *Current reading:* Policy Statement: Please see Division A, Sections 5.1, 5.2, and 5.3 for school philosophy and mission statement.
- *Proposed reading:* Policy Statement: Please see Division A, Sections **4.1, 4.2,** and **4.3** for school philosophy, **mission statement, and core values.**

MSC to accept as first reading.

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SY 12-13:217 Aligning B4.0 to the Gakkou Houjin Constitution

The Governance and Policy Review Committee recommends that the board chair, headmaster, and administrative assistant update the wording of B4.0 so that it is aligned with the Gakkou Houjin Constitution.

MSC that the board chair, headmaster, and administrative assistant update the wording of B4.0 so that it is aligned with the Gakkou Houjin Constitution.

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SY 12-13:218 Change to B2.1.1

The Governance and Policy Review Committee proposed the following change to B2.1.1:

- *Current reading:* Submit monitoring data required by the board (see Division B, 3.4: Monitoring Headmaster Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
- *Proposed reading:* Submit monitoring data required by the board (see Division B, **3.5:** Monitoring Headmaster Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.

MSC to accept the change.

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SY 12-13:219 Change to B2.4.4

The Governance and Policy Review Committee proposed the following change to B2.4.4:

- *Current reading:* Establish graduation requirements and submit an annual report of graduating seniors to the Board at the last regularly scheduled meeting for each academic year.
- *Proposed reading:* Establish graduation requirements and submit an annual report of graduating seniors to the **board** at the last regularly scheduled meeting for each academic year.

MSC to approve the change to capitalization.

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SY 12-13:220 Change to B2.6.9.1

The Governance and Policy Review Committee proposed the following change to B2.6.9.1:

- *Current reading:* Fulfillment of all the Japanese Government legal requirements for the budget of the school legal status.
- *Proposed reading:* Fulfillment of all the Japanese **government** legal requirements for the budget of the school legal status.

MSC to approve the change to capitalization.

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SY 12-13:221 First Reading - B3.3.3, Step 1

The Governance and Policy Review Committee proposed the following change to B3.3.3, Step 1:

- *Current reading:* The committee will meet **at the end of January** to
- *Proposed reading:* The committee will meet to

MSC to accept as first reading.

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SY 12-13:222 First Reading - B3.3.3, Step 1.a

The Governance and Policy Review Committee proposed the following change to B3.3.3, Step 1.a:

- *Current reading:* Review a self-evaluation written by the headmaster from his job description.
- *Proposed reading:* Review a self-evaluation written by the headmaster from his **or her** job description.

MSC to accept as first reading.

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SY 12-13:223 First Reading - Overview 4.9 and B4.9

The Governance and Policy Review Committee proposed the following change to Overview 4.9 and B4.9:

- *Current 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.
- *Proposed reading:* The board aims to maintain a size of 9 elected members and two supervisor-auditors. The **Governance and Policy Review Committee will work with** founding missions to elicit appropriate nominations for board consideration to fill vacancies on the board.

MSC to accept as first reading.

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SY 12-13:224 First Reading - B4.1.7

The Governance and Policy Review Committee proposed the following change to B4.1.7:

- *Current reading:* The board will monitor and discuss the board's process at each meeting, and its overall performance annually at the June meeting. Self-monitoring , particularly by the supervisor-auditors, will include comparison of board activity and discipline to policies in the governance process and board/headmaster linkage categories.
- *Proposed reading:* The board will monitor and discuss the board's process at each meeting, and its overall performance annually at the **last meeting of the school year**. Self-monitoring **(delete unnecessary space)**, particularly by the supervisor-auditors, will include comparison of board activity and discipline to policies in the governance process and board/headmaster linkage categories.

MSC to accept as first reading.

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SY 12-13:225 First Reading - B4.2.5.1

The Governance and Policy Review Committee proposed the deletion of B4.2.5.1, provided a wiki page is made for the content of B4.2.5.1 and listing page on the index on the main page of BRENDA.

MSC to accept as first reading.

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SY 12-13:226 Aligning B4.2.6 to the Gakkou Houjin Act of Endowment

The Governance and Policy Review Committee recommends that the board chair, headmaster, and administrative assistant propose changes to the wording of B4.2.6 so that it is aligned with the Gakkou Houjin Act of Endowment.

MSC that the board chair, headmaster, and administrative assistant propose changes to the wording of B4.2.6 so that it is aligned with the Gakkou Houjin Act of Endowment.

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SY 12-13:227 Aligning B4.2.8.1 to the Gakkou Houjin Act of Endowment

The Governance and Policy Review Committee recommends that the board chair, headmaster, and administrative assistant update the wording of B4.2.8.1 so that it is aligned with the Gakkou Houjin Act of Endowment, including the change of the title to "Officers of the gakkou houjin".

MSC that the board chair, headmaster, and administrative assistant update the wording of B4.2.8.1 so that it is aligned with the Gakkou Houjin Act of Endowment, including the change of the title to "Officers of the gakkou houjin".

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SY 12-13:228 First Reading - B4.5.1

The Governance and Policy Review Committee proposed the following change to B4.5.1:

- *Current reading:* Members serve as representatives of their member missions. However, the first concern of CAJ board members is to serve the interests of the school, unless such interests are found to be in conflict with the official position of their missions. Members must avoid conflict of interest with respect to their fiduciary responsibility.
- *Proposed reading:* **Board members from the founding missions represent their missions.** However, the first concern of CAJ board members is to serve the interests of the school, unless such interests are found to be in conflict with the official position of their missions. Members must avoid conflict of interest with respect to their fiduciary responsibility.

MSC to accept as first reading.

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SY 12-13:229 Change to B4.6.2

The Governance and Policy Review Committee proposed the following change to B4.6.2:

- *Current reading:* When a board member expects to be absent, the member mission of the absent board member may appoint an observer to attend meetings in place of the absent board member. The observer will have the privilege of expression, but the voting responsibility of the absent member will be delegated to another member of the board by submitting a proxy statement at each meeting. Such proxies will be recorded in the official minutes of the meeting.
- *Proposed reading:* When a **founding mission** board member expects to be absent, **the mission** may appoint an observer to attend meetings in place of the absent board member. The observer will have the privilege of expression, but the voting responsibility of the absent member will be delegated to another member of the board by submitting a proxy statement at each meeting. Such proxies will be recorded in the official minutes of the meeting.

MSC to accept the change.

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SY 12-13:230 Change to B4.6.2.1.b

The Governance and Policy Review Committee proposed the following change to B4.6.2.1.b:

- *Current reading:* They may entrust their vote to another member of the Board, by submitting a written proxy for each meeting.
- *Proposed reading:* They may entrust their vote to another member of the **board**, by submitting a written proxy for each meeting.

MSC to approve the change to capitalization.

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SY 12-13:231 Change to B4.9.2.1

The Governance and Policy Review Committee proposed the following change to B4.9.2.1:

- *Current reading:* At the beginning of a new term of service, each board member and supervisor-auditor shall declare in writing unconditional agreement with CAJ's doctrinal statements, as stated in Article II of the Constitution and Division A, Section 5.4 of the board manual; and support for the purpose of the school, as stated in Article II, 2. b. and Article III of the Constitution.
- *Proposed reading:* At the beginning of a new term of service, each board member and supervisor-auditor shall declare in writing unconditional agreement with CAJ's doctrinal statements, as stated in Article II of the Constitution and Division A, Section **4.4** of the board manual; and support for the purpose of the school, as stated in **Article II, 2** and Article III of the Constitution.

MSC to accept the change.

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SY 12-13:232 Change to B4.9.3

The Governance and Policy Review Committee proposed the following change to B4.9.3:

- *Current reading:* Nomination process for members-at-large and auditors
- *Proposed reading:* Nomination process for members-at-large and **supervisor**-auditors

MSC to accept the change.

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SY 12-13:233 Change to B4.9.3.1

The Governance and Policy Review Committee proposed the following change to 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, 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 **supervisor**-auditor positions on the boards.

MSC to accept the change.

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SY 12-13:234 Change to B4.11.3.3

The Governance and Policy Review Committee proposed the following change to B4.11.3.3:

- *Current reading:* If resolution is not reached at the headmaster level, a grievance appeal may be taken to the school board.
- *Proposed reading:* If resolution is not reached at the headmaster level, a grievance appeal may be taken to the **board**.

MSC to accept the change.

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SY 12-13:235 Change to B4.11.4.4

The Governance and Policy Review Committee proposed the following change to B4.11.4.4:

- *Current reading:* If resolution is not reached at the headmaster level, a whistle-blower's report may be taken to the school board by either party.
- *Proposed reading:* If resolution is not reached at the headmaster level, a whistle-blower's report may be taken to the **board** by either party.

MSC to accept the change.

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SY 12-13:236 Acceptance of Governance and Policy Review Committee Minutes

MSC to accept the Governance and Policy Review Committee minutes for April 11, 2013 and May 14, 2013.

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SY 12-13:237 Election and Designation of Director with Educational Experience

Moved by Steven Tarter and seconded by Brian Vander Haak that Grace Fukuzawa be elected as a member-at-large Director and designated as the Director who has experience in education.

The motion passed.

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SY 12-13:238 Finance and Audit Committee

The Finance Committee recommended using the Nagao Accountancy Corporation for auditing school accounts for fiscal year April 1, 2013 - March 31, 2014.

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SY 12-13:239 Approval of the Audit

The Finance Committee recommended the approval of the Japanese version of the audit report.

MSC to approve the Japanese version independent auditor's report from the Nagao Accountancy Corporation for the year ended March 31, 2013.

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SY 12-13:240 Acceptance of Audit Recommendations

The Finance Committee recommended the acceptance of the Nagao Accountancy Corporation recommendation made as part of the audit for the year ended March 31, 2013.

MSC to approve the Independent Auditor's Report from the Nagao Accountancy Corporation for the year ended March 31, 2013.

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SY 12-13:241 Minimum Adult Employee Wage

The Finance Committee recommended not paying less than Japanese minimum wage (currently ¥850/hour) to any adult employee.

MSC to approve not paying less than Japanese minimum wage (currently ¥850/hour) to any adult employee and reflecting this in the compensation table.

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SY 12-13:242 Summer School Tuition Credit

The Finance Committee recommended providing staff with one summer school tuition credit for one child per each summer school course taught.

MSC to approve providing staff with one summer school tuition credit for one child per each summer school course taught and reflecting this in the compensation table.

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SY 12-13:243 Acceptance of Finance and Audit Committee Minutes

MSC to accept the Finance and Audit Committee minutes for May 14, 2013.

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SY 12-13:244 Headmaster Report

The headmaster shared the school's annual report (the ends monitoring report), reviewed his response to B2.5.4, and encouraged board members to attend the board retreat Morrison Academy in Taiwan next October. He invited board members to senior comprehensives (June 4), graduation (June 7), and the board/staff dinner (June 13). He gave an overview of the Leadership Team's recent retreat, outlined his efforts to preserve institutional memory, and introduced new staff.

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SY 12-13:245 Acceptance of Ends Monitoring Report

MSC to accept the headmaster's ends monitoring report.

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SY 12-13:246 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- Report on headmaster professional development funds usage
- Board chair report on B 3 and B 4
- February 2013 Financial Statement
- February 2013 Profit and Loss
- February 2013 Balance Sheet
- March 2013 Financial Statement
- March 2013 Profit and Loss
- March 2013 Balance Sheet
- Executive Action Minutes February 14, 2012
- Executive Action Minutes January 22, 2013
- Executive Action Minutes February 26, 2013

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SY 12-13:247 Report on Non-compliance

Pauline Carlson reported that this school year the headmaster had no policies in non-compliance and thanked the headmaster for his efforts. The board discussed monitoring partial compliance.

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SY 12-13:248 First Reading - B4.4.6

Moved by Kenichi Shinagawa and seconded by Steve Tarter to change B4.4.6:

- *Current:* The board chair will keep a record of the headmaster monitoring reports on policy compliance and follow up on non-compliance. The board chair will present an annual review of progress on non-compliance policy items (cf. 3.5.5)
- *Proposed:* The board chair will keep a record of the headmaster monitoring reports on policy compliance and follow up on **partial and** non-compliance. The board chair will present an annual review of progress on **partial and** non-compliance policy items (cf. 3.5.5)

MSC to accept as first reading.

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SY 12-13:249 Board Housekeeping

The board confirmed committee assignments for next school year:

- Finance and Audit Committee: Gaius Berg (chair), Grace Fukuzawa, Steven Tarter (Ex-officio: headmaster, business manager, board chair)
- Governance and Policy Review Committee: Gerald May (chair), Misook Gho, Kenichi Shinagawa, Suzanne Warren (ex-officio: headmaster, board chair)
- Headmaster Evaluation Committee: Kenichi Shinagawa (chair), Gaius Berg, Suzanne Warren (ex-officio: board chair)

The board confirmed board attendance at graduation. Pauline Carlson thanked departing board members, Louis Lou and Eline de Wilde, for their service.

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SY 12-13:250 Review of Board Process

The Board reviewed its process.

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SY 12-13:251 Closing Prayer

John Sakurai closed in prayer.

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SY 12-13:252 Approval of May 21, 2013 Minutes

MSC to approve the May 21, 2013 minutes, pending a minute for meeting adjournment.

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SY 12-13:253 Adjournment

MSC to adjourn the meeting at 3:09 p.m.

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Signatures

_____(seal)
Steven Tarter
Board Secretary

_____(seal)
Pauline Carlson
Board Chair

_____(seal)
Gaius Berg
Board Member

_____(seal)
Eline de Wilde
Board Member

_____(seal)
Louis Lau
Board Member

_____(seal)
Gerald May
Board Member

_____(seal)
Kenichi Shinagawa
Board Vice Chair

_____(seal)
Brian Vander Haak
Board Member

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