



2013, September 23 Board of Directors Meeting

Christian Academy Board of Directors
Orientation and Board Meeting
September 24, 2013
Matsukawa Place, Harvest Hall, 8:45 a.m.

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- 41 Signatures

Attendance

Present

1. Gaius Berg (for WorldVenture)
2. Pauline Carlson (ECC)
3. Grace Fukuzawa (Member at Large and Educator)
4. Gerald May (TEAM)
5. Kenichi Shinagawa (Member at Large)
6. Steven Tarter (SEND International)
7. Brian Vander Haak (Headmaster)

Absent

1. Misook Cho (CRJM)
2. John Sakurai (Supervisor-Auditors)

Proxies

1. Suzanne Warren (OMS) gave her proxy to Brian Vander Haak (Headmaster).

Ex Officio

1. Taizo Morimoto (Supervisor-Auditors)

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SY 13-14:1 Call to Order

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

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SY 13-14:2 Devotions

Brian Vander Haak led the board in devotions on Matthew 13.

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SY 13-14:3 Prayer Time for the School

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SY 13-14:4 Approval of Agenda

MSC to approve the agenda.

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SY 13-14:5 Board Orientation

Following board member introductions, the board reviewed:

- Policy governance principles.
- Fiduciary responsibility, including the role of the Finance Committee, the monitoring of financial policies, the specificity of policy, and the appropriateness of the approval of the budget.
- Confidentiality, including standards for confidentiality and the potential need for a policy regarding when the headmaster should inform the board chair of a situation.
- How board members should respond to given situations, including the importance of speaking appropriately.

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SY 13-14:6 Discussion of School Future

The board discussed the role of the headmaster in planning for the future, given his role as headmaster (within the parameters of policy governance) and role as board member. Next, the headmaster reported his reflections on the question, "Why does it matter that CAJ exists and continues into the future?" The board talked about the role of CAJ in the Japanese Christian community and in the lives of students. The headmaster then outlined factors that he considers when developing future enrollment projections and how he is documenting ongoing board discussions. To further focus on planning for the future, the board decided to schedule an October 22 vision session and to invite a consultant to assist.

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SY 13-14:7 Review of Policy (B1.1, 3.4, 3.5, 4.8)

The board reviewed policies regarding student learning, delegation to the headmaster, monitoring headmaster performance, and board committee structure. The board members were asked to individually review B4.5 and 4.6.

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SY 13-14:8 First Reading - B3.4.5

Gaius Berg recommended and Gerald May seconded the following change to B3.4.5:

- *Current:* Should the headmaster inadvertently violate a board policy, he or she shall promptly inform the board. Board response, either approving or disapproving, does not exempt the headmaster from subsequent board judgment of the action **nor does it necessarily curtail any executive decision.**
- *Proposed:* Should the headmaster inadvertently violate a board policy, he or she shall promptly inform the board. Board response, either approving or disapproving, does not exempt the headmaster from subsequent board judgment of the action.

MSC to accept as first reading.

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SY 13-14:9 First Reading - B3.5.5

Gerald May recommended and Steven Tarter seconded the following change to B3.5.5:

- *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 shall present an annual review of progress on non-compliance policy items.
- *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 shall present an annual review of progress on **partial and** non-compliance policy items.

MSC to accept as first reading.

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SY 13-14:10 First Reading - B4.4.6

Kenichi Shinagawa recommended and Steven Tarter seconded the following change to 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
- *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.

MSC to accept as first reading.

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SY 13-14:11 Headmaster Report

The headmaster reported on B2.2, 2.3, and 2.7.11. He asked for the review of several policies (2.2.11, 2.7.8, 2.2.21, 2.3.1.2, and 2.2.15.2). He then reported that the Act of Endowment has been added to the online board manual, that he is exploring ways to celebrate CAJ's 65th anniversary, and that he would like to post the digitized board archive minutes to BRENDA (which the board approved). He suggested that a member of the Support Team and a member of the Guidance Office give presentations to the board, and he suggested giving the board tours of the school.

The headmaster reported that Anda Foxwell will be serving as acting head from September 30 until October 3, that he had followed up on liability insurance and on a real estate opportunity, that the staff attended a suicide prevention workshop this morning, and that many improvements have been made to CAJ's program.

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SY 13-14:12 First Reading - B2.2.2

Brian Vander Haak recommended and Gerald May seconded the following change to B2.2.2:

- *Current:* Employ staff in order of priority, when applicants are qualified.
- *Proposed:* Employ staff in order of priority, when applicants are **similarly** qualified.

MSC to accept as first reading.

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SY 13-14:13 First Reading - B2.2.2.3

Gaius Berg recommended and Grace Fukuzawa seconded the addition of a new B2.2.2.3, provided the current 2.2.2.3 is renumbered as 2.2.2.4: Applicants affiliated with a mission

MSC to accept as first reading.

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SY 13-14:14 Headmaster Report on Policy in Partial Compliance

Headmaster Brian Vander Haak reported that B2.2.8 is in partial compliance.

MSC to recognize the headmaster's report on partial compliance.

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SY 13-14:15 Response to Partial Compliance of B2.2.8

MSC to recognize the lateness of compliance on B2.2.8, with the understanding that there will be compliance when the headmaster reports on this policy next school year.

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SY 13-14:16 Executive Session

The board went into executive session from 3:37 p.m. until 3:45 p.m.

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SY 13-14:17 Second Reading - B3.5.4 (Cf. SY 12-13:208)

The board accepted the following on May 21, 2013, as a first reading the removal of the table included in B3.5.4.

MSC to accept as second reading.

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SY 13-14:18 Second Reading - B4.9.2.1 (Cf. SY 12-13:209)

The board accepted the following on May 21, 2013, as a first reading: 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 second reading.

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SY 13-14:19 Second Reading - Division A: Section 3 Bylaws, Article I, C.5-6 (Cf. SY 12-13:213)

The board accepted the following on May 21, 2013, as a first reading: 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 second reading.

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SY 13-14:20 Second Reading - Division A: Section 4 Legal School Regulations (Cf. SY 12-13:214)

The board accepted the following on May 21, 2013, as a first reading: 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 second reading.

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SY 13-14:21 Second Reading - Division B: Contents of Division B Policies (Cf. SY 12-13:215)

The board accepted the following on May 21, 2013, as a first reading: the deletion of Division B: Contents of Division B Policies.

MSC to accept as second reading.

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SY 13-14:22 Second Reading - Division B: Overview of Division B Policies, 1.0 Ends (Cf. SY 12-13:216)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:23 Second Reading - B3.3.3, Step 1 (Cf. SY 12-13:221)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:24 Second Reading - B3.3.3, Step 1.a (Cf. SY 12-13:222)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:25 Second Reading - Overview 4.9 and B4.9 (Cf. SY 12-13:223)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:26 Second Reading - B4.1.7(CF. SY 12-13:224)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:27 Second Reading - B4.2.5.1 (Cf. SY 12-13:225)

The board accepted the following on May 21, 2013, as a first reading: 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 second reading.

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SY 13-14:28 Second Reading - B4.5.1 (Cf. SY 12-13:228)

The board accepted the following on May 21, 2013, as a first reading for 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 second reading.

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SY 13-14:29 Completion of Alignments Tasks

Brian Vander Haak reported on the completion of assigned tasks, including the standardization of spelling for *Gakkou Houjin*. The Governance Committee was asked to look at proposals regarding B4.0 and 4.9.2.1.

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SY 13-14:30 First Reading - B4.2.7

Gerald May recommended and Kenichi Shinagawa seconded the following change to B4.2.7:

- *Current:* Board elections
- *Proposed:* Board **officer** elections

MSC to accept as first reading.

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SY 13-14:31 First Reading - Overview B4.9 and B4.9

Brian Vander Haak recommended and Grace Fukuzawa seconded the following change to Overview of B4.9 and B4.9:

- *Current:* 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:* **In accordance with Chapter 3 of the Act of Endowment**, 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.

MSC to accept as first reading.

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SY 13-14:32 Approval of Consent Agenda

MSC to approve the following consent agenda items:

- Executive Actions May 21, 2013
- June 2013 Financial Statement
- June 2013 Profit and Loss
- June 2013 Balance Sheet
- July 2013 Financial Statement
- July 2013 Profit and Loss
- July 2013 Balance Sheet

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SY 13-14:33 Appointment of Constitution Article II Review Ad Hoc Committee

Pauline Carlson appointed the following slate for the Constitution Article II Review Ad Hoc Committee:

- Pauline Carlson, chair
- Andrea Johnson
- Gerald May
- Kenichi Shinagawa
- Lawrence Spalink
- Brian Vander Haak, ex-officio

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SY 13-14:34 Board Housekeeping

Board members signed up for leading devotions and helping with refreshments. The Mission Representatives Meeting is scheduled for January 21, 2014 (9:00-11:00 a.m.).

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SY 13-14:35 Review of Board Process

The Board reviewed its process, noting the good discussion and progress.

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SY 13-14:36 Closing Prayer

Gaius Berg closed in prayer.

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SY 13-14:37 Approval of September 24, 2014 Minutes

MSC to approve the September 24, 2014 minutes, pending a minute for meeting adjournment.

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SY 13-14:38 Adjournment

MSC to adjourn the meeting at 4:31 p.m.

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Signatures

_____(seal)
Steven Tarter
Board Secretary

_____(seal)
Pauline Carlson
Board Chair

_____(seal)
Gaius Berg
Board Vice Chair for Finance

_____(seal)
Grace Fukuzawa
Board Member

_____(seal)
Gerald May
Board Member

_____(seal)
Kenichi Shinagawa
Board Vice Chair

_____(seal)
Brian Vander Haak
Board Member

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