



2013, November 5 Board of Directors Meeting

Christian Academy Board of Directors
Board Meeting
November 5, 2013
Business Office Conference Room from 8:46 a.m.

Moved to Matsukawa Place, Harvest Hall, 9:45 a.m

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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)
8. Suzanne Warren (OMS)

Absent

None

Proxies

1. Misook Gho (CRJM) gave her proxy to Pauline Carlson.

Ex Officio

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

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SY 13-14:39 Call to Order

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

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SY 13-14:40 Devotions

Steven Tarter led the board in devotions on Isaiah 43:19 and Habakkuk 1:5.

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SY 13-14:41 Prayer Time for the School

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SY 13-14:42 Approval of Agenda

Gerald May recommended and Kenichi Shinagawa seconded approval of the agenda.

MSC to approve the agenda.

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SY 13-14:43 Governance Retreat Report

Some of the board members attended a governance retreat in Taiwan in early October. The theme was "Good to Great". Those who attended reported on things they had learned, including the "hedgehog concept": find out what you do well, and continue to do it (and do it better). CAJ seems to be way ahead of the game in terms of program compared to other schools. Brian suggested a joint training retreat with board members from Morrison Academy (Taiwan) next fall in Japan.

Gerald May recommended and Suzanne Warren seconded that CAJ invite Morrison for a joint board retreat in Japan the fall of 2014.

MSC that Brian Vander Haak pursue the possibility of a joint retreat with members of the Morrison Academy board.

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SY 13-14:44 Finance and Audit Committee Report

The Committee recommended that the Building Fund monies collected this school year (SY 13-14) be placed in a fund to be used only for significant building projects. Brian wrote proposed new policies B2.7.3.1 (Cf: SY 13-14:53) and B2.7.3.1.1 (Cf: SY 13-14:53).

Brian presented his idea of beginning a mission historical center at CAJ. It would utilize volunteers, students and donations so would not use much in the way of school finances.

Brian Vander Haak recommended and Suzanne Warren seconded that the board approve the founding of a historical center as a repository for historical items related to Protestant Evangelical missions in Japan.

MSC to approve the founding of a historical center.

MSC to accept Finance and Audit Committee minutes.

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SY 13-14:45 Goals/End Results for November 19

Bruce Hekman will be coming to Japan in November to help the board in raising the level of discussion in visioning. Bruce will meet with the board on November 19.

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SY 13-14:46 Ends Review - B1.2 and 1.3

Pauline led a review on Ends Review for B1.2 and B1.3.

Regarding B1.2 board members expressed that "exemplary" means something others would emulate; a model for others; good practice; something people want to learn from; striving for a high standard (for God's glory); quality; each teacher's prep time conducted with highest standards of preparation and witness.

Regarding B1.3 CAJ has invested heavily in improving collaboration.

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SSY 13-14:47 Governance and Policy Review Committee Report

The committee recommended putting second readings on the consent agenda as it will streamline meetings.

Brian Vander Haak recommended and Gaius Berg seconded that second readings be included on the consent agenda.

MSC that second readings be included in the consent agenda.

The committee recommended that a variety of methods, including online surveys, be used to make the review at the end of each meeting more fruitful.

The committee recommended that the Governance and Policy Review Committee chair contact the head of the founding missions and explain the importance of the work of CAJ board members and ask for nominations for the 2014-2016 term.

The committee recommended that the full board discuss policy B2.2.1.5.2 in the full board at some time this year if possible. Pauline Carlson and Brian Vander Haak will prepare pertinent information.

MSC to accept Governance and Policy Review Committee minutes.

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SY 13-14:48 Executive Session

The board went into executive session from 12:30-2:00 and 2:25-2:35.

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SY 13-14:49 Headmaster Monitoring Reports - B2.8 and 2.9

Brian stated he considers himself in full compliance on B2.8 and B2.9. He noted that the board has not worked on an investment strategy and he encouraged the Finance and Audit Committee to work on one.

Steven Tarter recommended and Suzanne Warren seconded acceptance of the monitoring report.

MSC to accept the headmaster's monitoring report.

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SY 13-14:50 Support Team Coordinator Report

Support Team Coordinator Ruth Spalink was welcomed to the meeting. She reported that CAJ provides services and opportunities for students who need individualized programs due to special needs based on an AIM Process (Assessment, Intervention, Management). Individual plans are collaborative with students and parents. There are a number of staff involved (case managers, crossover teachers, guidance, health center, and principals).

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SY 13-14:51 Headmaster Reports

The making and selling of cinnamon rolls at Thrift Shop on October 25 resulted in a profit ¥137,825 which will go to the endowment fund. Discussion of the mission statement will be put on the agenda for the January board meeting. There are English lessons for parents and Bible study for parents. The Christmas Social will be on Friday, December 13.

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SY 13-14:52 Policy Review - B3.2, 3.3, 4.3, and 4.7

Board review of B 3.2, 3.3, 4.3 and 4.7 was tabled due to lack of time.

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SY 13-14:53 First Reading - B2.7.3.1 and B2.7.3.1.1

B2.7 reads: With respect to the actual, ongoing financial condition and activities, the headmaster shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in ends policies.

Accordingly, the headmaster shall not:

Existing: 2.7.3 Spend or permit spending of designated funds other than for specified purposes.

The board discussed adding: 2.7.3.1 Use revenue collected as "building fund" for any purpose other than major capital renovations or new building projects.

Gaius Berg recommended and Steven Tarter seconded adding B2.7.3.1.

MSC to accept as first reading.

The board also discussed adding: 2.7.3.1.1 Fail to report to the board annually the accrued amount and any expenditures from this fund.

Gerald May recommended and Kenichi Shinagawa seconded adding B2.7.3.1.1.

MSC to accept as first reading.

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SY 13-14:54 First Reading - B2.2.11

Current Reading:

2.2.11 With the exception of administrators, limit contract periods to one or two years at a time and one year for staff over the age of 65.

Recommend to remove "With the exception of administrators,".

Proposed Reading: 2.2.11 Limit contract periods to one or two years at a time and one year for staff over the age of 65.

Gerald May recommended and Gaius Berg seconded removing "With the exception of administrators..." from B2.2.11.

MSC to accept as first reading.

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SY 13-14:55 First Reading - B2.6.8.1

Both the cafeteria and SSS are important to the program, so the Finance and Audit Committee does not want to restrict the headmaster to a certain funding level. The committee suggested removing B2.6.8.1.

Grace Fukuzawa recommended and Kenichi Shinagawa seconded deletion of B2.6.8.1.

MSC to accept as first reading.

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SY 13-14:56 First Reading - B2.2.21

Current Reading:

2.2.21 Seek board approval for dismissing a staff member or declining to renew a contract prior to the retirement age of 65.

Recommend to discard "prior to the retirement age of 65".

2.2.21 Seek board approval for dismissing a staff member or declining to renew a contract.

Kenichi Shinagawa recommended and Grace Fukuzawa seconded removing "prior to the retirement age of 65" from B2.2.21.

MSC to accept as first reading.

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SY 13-14:57 First Reading - B2.3.1.2.1

Current Reading:

2.3.1.2.1 Students' English abilities at grade level for high school; within one grade level for middle school; within two grade levels for grades 3 through 5; and at administrative discretion for kindergarten through grade 2.

Recommend:

2.3.1.2.1 Students' English abilities at a level appropriate for their grade level in relation to available resources.

Steven Tarter recommended and Suzanne Warren seconded changing B2.3.1.2.1 to "Students' English abilities at a level appropriate for their grade level in relation to available resources".

MSC to accept as first reading.

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SY 13-14:58 First Reading - B2.6.9.1

Current Reading:

2.6.9.1 Fulfillment of all the Japanese government legal requirements for the budget of the school legal status.

Recommend:

2.6.9.1 Fulfillment of all the Japanese government legal requirements.

Grace Fukuzawa moved and Gerald May seconded removing "for the budget of the school legal status" from B2.6.9.1.

MSC to accept as first reading.

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SY 13-14:59 Second Reading - B3.4.5 (Cf. SY 13-14:8)

The board accepted on September 24, 2013, as a first reading 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 second reading.

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SY 13-14:60 Second Reading - B3.5.5 (Cf. SY 13-14:9)

The board accepted on September 24, 2013 as a first reading 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 second reading.

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SY 13-14:61 Second Reading - B4.4.6 (Cf. SY 13-14:10)

The board accepted September 24, 2013 as a first reading 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 second reading.

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SY 13-14:62 Second Reading - B2.2.2 (Cf. SY 13-14:12)

The board accepted on September 24, 2013 as a first reading 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 second reading.

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SY 13-14:63 Second Reading - B2.2.2.3 (Cf. SY 13-14:13)

The board accepted September 24, 2013 as a first reading 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 second reading.

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SY 13-14:64 Second Reading - B4.2.7 (Cf. SY 13-14:30)

The board accepted on September 24, 2013 as a first reading the following change to B4.2.7:

Current: Board elections

Proposed: Board **officer** elections

MSC to accept as second reading.

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SY 13-14:65 Second Reading - Overview B4.9 and B4.9 (Cf. SY 13-14:31)

The board accepted on September 24, 2013 as a first reading 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 second reading.

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SY 13-14:66 Approval of Consent Agenda

- Executive Action Minutes of September 24, 2013
- In the minutes from the last board meeting, SY 13-14:23 and SY 13-14:24 incorrectly identify the number of the policy to be changed as B3.3.3. It should corrected to be B3.3.3.3.
- 9/2013 Financial Statement
- 8/2013 Financial Statement

Kenichi Shinagawa moved and Grace Fukuzawa seconded to approve the Consent Agenda.

MSC to approve the consent agenda items.

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SY 13-14:67 Board Housekeeping

There were no items for board housekeeping.

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SY 13-14:68 Review of Board Process

The Board reviewed its process, with each member expressing something done well and something that could have been done better during the meeting.

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SY 13-14:69 Closing Prayer

Suzanne Warren closed in prayer.

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SY 13-14:70 Adjournment

Gerald May moved and Suzanne Warren seconded that the meeting be adjourned.

MSC to adjourn the meeting at 3:46 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)
Misook Gho
Board Member

_____(seal)
Gerald May
Board Member

_____(seal)
Kenichi Shinagawa
Board Vice Chair

_____(seal)
Brian Vander Haak
Board Member

_____(seal)
Suzanne Warren
Board Member

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