



2015, January 20 Board of Directors Meeting

Board of Directors Meeting
Matsukawa Place
January 20, 2015

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Attendance

Present

1. Gaius Berg (for WorldVenture)
2. Pauline Carlson (ECC)
3. Chong Eun Lee (Grace Fukuzawa) (Member at Large and Educator)
4. Johanna Leenders (Mieke Sasaki) (CRJM)
5. Gerald May (TEAM)
6. Daniel Sexton (OMS)
7. Kenichi Shinagawa (Member at Large)
8. Karen Stoesz (SEND)
9. Brian Vander Haak (Head of School)

Ex-Officio

1. Sobi Abraham (Supervisor-Auditor)
2. Taizo Morimoto (Supervisor-Auditor)

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SY 14-15:50 Call To Order (Act of Endowment, Chapter 3, Articles 18.3, 18.8)

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

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SY 14-15:51 Devotions

Gaius Berg led in devotions. Referring to the governance articles that the board members read in preparation for the board meeting, Gaius spoke about our relationship with our ultimate Owner, the Lord God. The board broke into groups of two to discuss the school values and the scriptural foundations for those values.

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SY 14-15:52 Prayer Time For The School

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SY 14-15:53 Approval of Agenda

Kenichi Shinagawa moved, Daniel Sexton seconded.
MSC to approve the agenda.

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SY 14-15:54 Ends Review - B 1.5; B 1.6

Pauline Carlson led a review on Ends for B1.5 - Finance and B1.6 - Facilities.

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SY 14-15:55 Head of School Monitoring Report B 2.10, 2.4

Brian reported himself to be in full compliance with the following policies: B 2.10, 2.4; Gaius Berg moved and Mieke Sasaki seconded that we accept the Head of School monitoring reports and agree that all of the policies in the monitoring report are in full compliance. MSC to accept the head of school's monitoring report.

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SY 14-15:56 Head of School Decision Preparation Report

Brian reported on the following items:

- Head of School transition plan
- Calendar for 2015-16 and the projected start and end dates for the next three years
- Japanese translation of mission statement
- Securing board files

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SY 14-15:57 Head of School Incidental Report

Brian reported on the following items:

- Statement of Faith implementation
- 65th anniversary celebration underway
- Staffing for SY 2015-16
- WASC mid-term accreditation visit March 1-3

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SY 14-15:58 Preparation for Mission Representatives Meeting

Pauline Carlson directed the board to three articles by "The Governance Coach" related to Moral Ownership, Stakeholders and Beneficiaries of CAJ. We discussed our understanding of these concepts in terms of who are our owners are and how we connect with them and fulfill our purpose. We also discussed questions to ask the mission representatives at the upcoming meeting.

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SY 14-15:59 Amendments to B4.5.2 - Current Reading

Gerald May presented a series of amendments to B4.5.2 as recommended by the Governance and Policy Review Committee. The current reading is as follows:

B4.5.2 Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

B4.5.2.1 Board members' interaction with the head of school or with staff must recognize the lack of authority vested in individuals, except when explicitly board authorized.

B4.5.2.2 Board members' interaction with the public, the press, or other entities must recognize the same limitation and the inability of any board member to speak for the board, except to repeat explicitly stated board decisions.

B4.5.2.3 Board members will give no consequence or voice to individual judgments of head of school or staff performance.

B4.5.2.4 Board members should be conscious that their words and actions can be perceived as representing the board even when that is not the intent.

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SY 14-15:60 First Reading - B4.5.2.3

Brian Vander Haak moved and Mieke Sasaki seconded that B4.5.2.3 be renumbered as B4.5.2.2. MSC as first reading

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SY 14-15:61 First Reading - B4.5.2.4

Daniel Sexton moved and Grace Fukuzawa seconded that B4.5.2.4 be renumbered as B4.5.2.3. MSC as first reading

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SY 14-15:62 First Reading - B4.5.2.2

Karen Stoesz moved and Kenichi Shinagawa seconded that B4.5.2.2 be renumbered as B4.5.2.4 and reworded to read as follows:

B4.5.2.4 At no time should a board person comment to outside entities on behalf of (or as could be construed as being a spokesman or representative of) the board except to repeat explicitly stated board decisions.

MSC as a first reading

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SY 14-15:63 First Reading - B4.5.2.5

Daniel Sexton moved and Grace Fukuzawa seconded to add a new policy numbered B4.5.2.5 as follows:

B4.5.2.5 During a crisis, tragedy, scandal or sensitive situation, all requests by reporters, organizations and individuals for information, comment or opinion should be deferred to the head of school and/or the board designated spokesperson.

MSC as a first reading

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SY 14-15:64 Amendments to B4.5.2 - Full Amended Reading

The final amended reading based on the preceding actions under B4.5.2 is as follows:

B4.5.2 Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

B4.5.2.1 Board members' interaction with the head of school or with staff must recognize the lack of authority vested in individuals, except when explicitly board authorized.

B4.5.2.2 Board members will give no consequence or voice to individual judgments of head of school or staff performance.

B4.5.2.3 Board members should be conscious that their words and actions can be perceived as representing the board even when that is not the intent.

B4.5.2.4 At no time should a board person comment to outside entities on behalf of (or as could be construed as being a spokesman or representative of) the board except to repeat explicitly stated board decisions.

B4.5.2.5 During a crisis, tragedy, scandal or sensitive situation, all requests by reporters, organizations and individuals for information, comment or opinion should be deferred to the head of school and/or the board designated spokesperson.

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SY 14-15:65 First Reading - B2.9.4.1

Kenichi Shinagawa moved and Daniel Sexton seconded that a new policy be added under B2.9.4 as point B2.9.4.1 as follows:

B2.9.4.1 fail to report annually on any compensation from CAJ beyond the established head of school salary and benefits.

MSC as first reading

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SY 14-15:66 Remove from Consent Agenda B2.4.13

Gerald May moved and Gaius Berg seconded to remove B2.4.13 (see SY 14-15:34) from the consent agenda to allow for further review and discussion of the proposed policy.

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SY 14-15:67 Amendment to B2.4.13 - Megumi Mission Archive Policy

MSC to refer B2.4.13 to the Governance and Policy Review Committee for further study.

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SY 14-15:68 Approval of Consent Agenda

Gerald May moved and Kenichi Shinagawa seconded to approve the consent agenda items.

- Second readings, B2.8.7, B4.8.2.1, B2.9.1, B4.2.9.5, B2.4.3.6, B4.3.6.1
- November 28, 2014 Board of Directors minutes
- November 28, 2014 Board of Directors Executive Action minutes
- January 13, 2015 Governance and Policy Review minutes

MSC unanimously to approve the consent agenda items

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SY 14-15:69 Board Policy Review B3.1, 4.10, 4.11

The board reviewed policies related to head of school qualifications, cost of governance, and grievances, whistle blowing and complaints. It was noted that the Governance and Policy Review Committee currently has B4.11 under study and will come with recommendations for the March board meeting.

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SY 14-15:70 Head of School Qualifications B3.1.2.12, B2.2.1.7

MSC to refer B3.1.2.12 (and related B2.2.1.7) to the Governance and Policy Review Committee for further study.

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SY 14-15:71 Board Compliance Report on B3.2, 4.5, 4.6, 4.7

Individual board members reviewed and determined that the board is in compliance with policies B3.2, 4.5, 4.6, and 4.7.

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SY 14-15:72 Board Housekeeping

Pauline Carlson discussed preparation for the online board self-evaluation. She also presented the idea of removing the pdf policy files from the board manual in BRENDA thereby using only the web interface ("wiki") for online record keeping. All board members and auditors agreed this was appropriate.

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SY 14-15:73 Monthly Review of Board Process - verbal (B 4.1.7)

The board members reviewed and evaluated the day's meeting process.

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SY 14-15:74 Closing Prayer

Brian Vander Haak closed the meeting in prayer.

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SY 14-15:75 Adjournment

Brian Vander Haak moved and Daniel Sexton seconded to adjourn the meeting. MSC unanimously. The meeting was adjourned at 2:35 pm.

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_____(seal)
Gerald May
Board Secretary

_____(seal)
Pauline Carlson
Board Chair

_____(seal)
Gaius Berg
Board Vice Chair for Finance

_____(seal)
Chong Eun Lee (Grace Fukuzawa)
Board Member

_____(seal)
Leenders, Johanna (Mieke Sasaki)
Board Member

_____(seal)
Daniel Sexton
Board Member

_____(seal)
Kenichi Shinagawa
Board Vice Chair

_____(seal)
Karen Stoesz
Board Member

_____(seal)
Brian Vander Haak
Board Member and Head of School

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