

**Christian Academy in Japan
Board of Councilors Meeting Minutes**

Date and Time: 10 February 2020, 8:45am

Meeting Place: Harvest Hall, Matsukawa Place
Higashi-Kurume-shi, Tokyo 203-0013

Current Board of Councilor Members: 19 (*AE* §25)

Councilors Present

1. Buchholtz, Grant
2. Carlson, Pauline
3. Duhrkoop, Pamela
4. May, Gerald
5. Mutenda, Lawrence
6. Peterson, Joel
7. Potter, Nelle
8. Roberts, Mark
9. Roberts, Poppy
10. Sexton, Daniel
11. Shew, Paul Tsuchido
12. Spalink, Lawrence
13. Stoesz, Karen
14. Tada, Hiroaki

Councilors who submitted prior opinions (written ballot) on the agenda

1. Chung, Jaine Yeong Yueh
2. Reasoner, Jonathan
3. Selander, Aileen
4. Taylor, Ken

Absent

1. Gho, Jeong

Ex-officio

1. Abraham, Sobi
2. Foxwell, Anda
3. Rood, Jennifer
4. Seminoff, Jeremy

Quorum: 10 members needed for quorum.

Notation conventions in the minutes:

1. Act of Endowment is quoted as *AE* §*chapter.article* (*number*).

2. All motions were moved and seconded.

Votes were YES for all items by all members providing a written ballot.

SY19-20:12 Call to Order and Establish Quorum

The meeting was called to order at 9:05 a.m. by Chair of the Board of Directors, Gerald May. Eighteen of the nineteen (18/19) Councilors were in attendance including four who submitted their opinions on the agenda items in advance (AE §21.9). A majority (ten) is necessary to establish a quorum in accordance with AE §21.8.

SY19-20:13 Election of the Chair for this meeting

Motion to elect Pauline Carlson to serve as chair for this meeting.

Unanimously approved

SY19-20:14 Election of the Secretary for this meeting

Motion to elect Karen Stoesz to serve as secretary for this meeting.

Unanimously approved

SY19-20:15 Approval of the agenda

Moved to approve the agenda as presented.

Unanimously approved

SY19-20:16 Determination of Signers of today's Minutes

Moved to designate Pauline Carlson (chair) and Nelle Potter and Lawrence Spalink as signers of the minutes for today's meeting.

Unanimously approved

SY19-20:17 Approval of Fiscal 2020 Operating Budget

Moved to approve an operating budget of ¥812,308,000 revenues (net of scholarship and bad debt expenses of 74,450,000) with anticipated expenses of ¥709,902,000 plus depreciation of 72,364,000 from April 1, 2020 to March 31, 2021, producing a cash surplus of ¥102,406,000.

Unanimously approved

SY19-20:18 Approval of Fiscal 2020 Capital Budget

Moved to approve the capital budget of ¥605,000,000 from April 1, 2020 to March 31, 2021, including ¥40,000,000 usual operating capital expenditure, ¥550,000,000 building construction costs and ¥15,000,000 to continue required rectifications of existing buildings.

Unanimously approved

SY19-20:19 Approval of tuition and fee increases for School Year 2020-21

Summary of recommendations and background information.

- Tuition fees increase from between ¥16,000-¥50,000 as per proposed schedule.
- The Elementary EAL Entrance fee of ¥100,000 to become an annual program fee and only apply from Grade 3 while students remain in the program. Not to apply to those who have already paid an Entrance fee.

Moved to approve the tuition and fee increases for school year 2020-2021 as presented.

Unanimously approved

SY19-20:20 Approval of the compensation table

Moved to approve the compensation table for school year 2020-2021 starting July 1, 2020 as presented.

Unanimously approved

SY19-20:21 Approval of building project expansion

Joel Peterson, BoD representative to the Building Committee, presented updates to the value and scope of the project over last year's proposal.

Moved to approve a new total expenditure of ¥840 million to include the new building, field expansion with artificial turf, playground structure replacement and rectification of current buildings. This supersedes the approval given at the March 19, 2018 (SY 17-18:10) meeting.

Unanimously approved

SY19-20:22 Approval for expanded building project loan

Moved to approve a loan in the amount of ¥420 million be taken for project funding (with the understanding that collateral will consist of the piece of land on which the building will stand.)

Unanimously approved

SY19-20:23 Approval for use of building fund moneys

Moved that the ¥160 million of reserves in the 2019 Financial Statement's Balance Sheet, with the title of "#2 Basic Fund", plus an additional ¥40million to be transferred to the fund for the 2019 Financial year, be approved to be used for the purposes of the new building, field, playground structure and related building rectifications.

Unanimously approved

SY19-20:24 Approval for correcting the reported square meterage of school buildings to local authorities

Moved that the Board note in their minutes that the reported square meterage to the government of school buildings is to be adjusted to include minor alterations not previously noted. These are the

guard house construction, the kindergarten restrooms, alterations to the Industrial Arts building including connection and loft, and a reduction in area as a result of a gym balcony which was never built after drawings were submitted for the 1993 construction.

Unanimously approved

SY19-20:25 Approve the extension of our status as a ‘charitable organization’ in Japan, as originally obtained from the government in June 2015.

This needs to be updated every 5 years and will allow Japanese taxpayers to continue to receive tax deductions for capital donations to CAJ.

Moved to approve the extension of our status as a ‘charitable organization’ in Japan.

Unanimously approved

SY19-20:26 Approval of Business Plan for Fiscal 2020

The Business Plan for the 2020 fiscal year (April 1, 2020 - March 31, 2021) was presented.

Moved to approve the business plan for Fiscal 2020 as presented.

Unanimously approved

SY19-20:27 Approval of Revised Act of Endowment

As a result of code changes in Private School Laws, which comes into effect on April 1, 2020, the Board approved the revised Act of Endowment as presented. Effective date of the revision is on April 1, 2020 or the date when the governor of Tokyo approves it. In the case where minor changes in wording are found to be needed, the Board agrees to leave such changes to the Chairperson of the Board of Directors.

Unanimously approved

SY19-20:28 Head of School Report

Anda Foxwell reported as the Head of School focusing especially on the following issues.

- Report on steps taken to prevent the spread of the Coronavirus
- News on student events and activities
- Update on investigation into historical accusations of abuse
- Report on Labor Audit (November 25-29, 2019) - A request was made for the Supervisor-auditors of the Board of Directors to receive the official Labor Audit report and to update the Board of Councilors at the May 11, 2020 Board of Councilors meeting.
- Staffing needs for next school year

Moved to accept the Head of School report

Report accepted with thanks.

SY19-20:29 Building Committee Report

Joel Peterson, Board of Directors representative to the Building Committee, reported on the work of the committee and progress of the project.

Moved to accept the Building Committee Report

Report accepted with thanks.

SY19-20:30 Board of Directors Chair Report

Gerald May gave the Board of Directors Chair's report.

Moved to accept the Board of Directors Chair's report.

Report accepted with thanks.

SY19-20:31 Introduction to Orientation Material

Gerald May introduced the new orientation material for the Board of Councilors members.

SY19-20:32 Approve dates for Board of Councilors meetings for 2020-21

Moved to approve the dates for Board of Councilors meetings for SY 2020-21 as follows:

Monday, September 14, 2020, 8:45 a.m. (orientation and training)

Monday, February 15, 2021, 8:45 a.m.

Monday, May 10, 2021, 8:45 a.m.

Unanimously approved

SY19-20:33 Other Matters

- Date of next Board of Councilors meeting, Monday, May 11, 2020, 8:45am

- Mission Representatives Meeting, Tuesday, April 21, 2020 9:00 a.m.

SY19-20:34 Review and Approval of the Minutes

Minutes were reviewed to confirm the actions of this meeting.

Motion to approve the minutes of today's meeting with the understanding that minor corrections may be approved at our next Board meeting.

Unanimously Approved

SY19-20:35 Closing prayer

Closed in prayer.

SY19-20:36 Adjournment

The meeting was adjourned at 12:31 p.m.

Respectfully submitted,

Karen Stoesz, Board of Councilors Secretary

Signatures:

_____ (seal)
Elected Signer: Pauline Carlson
Board of Councilors Chair

_____ (seal)
Elected Signer: Nelle Potter
Board of Councilors Member

_____ (seal)
Elected Signer: Lawrence Spalink
Board of Councilors Member