

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

**Date and Time:** May 11, 2020 8:45 a.m. - 12:00 p.m.

**Location:** Via Scheduled Zoom Video Conference due to the COVID-19 situation

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

**Councilors Present**

1. Buchholtz, Grant (ECC)
2. Carlson, Pauline (ECC)
3. Chung, Jaine Yeong Yueh (JBF)
4. Duhrkoop, Pamela (OMS)
5. May, Gerald (TEAM)
6. Mutenda, Lawrence (Member-at-Large)
7. Peterson, Joel (Member-at-Large)
8. Potter, Nelle (Member-at-Large Alumni)
9. Reasoner, Jonathan (SEND)
10. Roberts, Mark (Member-at-Large)
11. Roberts, Poppy (Member-at-Large)
12. Selander, Aileen (TEAM)
13. Sexton, Daniel (OMS)
14. Shew, Paul Tsuchido (Member-at-Large Educator)
15. Spalink, Lawrence (CRJM)
16. Stoesz, Karen (SEND)
17. Tada, Hiroaki (Member-at-Large Staff)
18. Taylor, Ken (JBF)

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

1. Gho, Jeong (CRJM)

**Ex-officio**

1. Foxwell, Anda (Head of School)
2. Lewis, Bryan (Business Manager)
3. Rood, Jennifer (Board of Directors Supervisor-Auditor)

**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.**

**SY19-20:37 Devotions and Prayer**

Gerald May opened with devotions and prayer.

**SY19-20:38 Call to Order and Establish Quorum**

The meeting was called to order at 9:00 a.m. by Chair of the Board of Directors Gerald May. Nineteen of the nineteen (19/19) Councilors were in attendance including one 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.

**SY19-20:39 Election of the Chair for this meeting**

Motion to elect Jonathan Reasoner as chair for this meeting.

Unanimously approved

**SY19-20:40 Election of the Secretary for this meeting**

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

Unanimously approved

**SY19-20:41 Approval of the agenda**

Moved to approve the agenda as amended.

Unanimously approved

**SY19-20:42 Determination of Signers of today's Minutes**

Moved to designate Jonathan Reasoner (chair), Karen Stoesz (secretary) and Lawrence Spalink as signers of the minutes for today's meeting.

Unanimously approved

**SY19-20:43 Business Manager's Report**

Business manager Bryan Lewis joined the meeting to give the business manager's report. Bryan Lewis and Joel Peterson, Vice Chair of Finance, gave the business manager's report.

Motion to receive the business manager's report.

Unanimously approved.

**SY19-20:44 Approval of Business Report**

Motion to approve the business report for 2019-2020.

Unanimously approved with thanks.

**SY19-20:45 Acceptance and Approval of the Audited Financial Statements**

Motion to accept the Audited Financial Statements and approve the results for the fiscal

year April 1, 2019 – March 31, 2020 with revenue of ¥884,814,106 and expenses of ¥829,486,303 resulting in an accounting surplus of ¥55,327,803.

Unanimously approved

Ken Taylor left the meeting at 10 a.m.

Lawrence Mutenda left the meeting at 10:08 a.m.

**SY19-20:46 Acceptance of Supervisor-Auditors report**

Motion to accept the Supervisor Auditors' audit report for 2019-2020.

Unanimously approved

**SY19-20:47 Approval of third-party Audit (AE §23.1)**

Member of the Board of Directors Joel Peterson presented the Audit Opinions from the Independent Auditor's Report from Mr. Wada of Wada Certified Public Accountant Office for the fiscal year ending March 31, 2020.

Motion to approve the third-party audit for financial year April 1, 2019 to March 31, 2020.

Unanimously approved

**SY19-20:48 Approval to defer tuition fee increases and related salary increases**

Joel Peterson, Vice Chair of Finance for the Board of Directors, presented the rationale behind the motion to defer tuition fee increases and salary increases for the 2020-2021 school year.

Motion to agree to the deferral of proposed tuition fee increases and deferral of related salary increases to assist families affected financially by COVID-19 restrictions.

Unanimously approved

Anticipated impact of such changes project an operating budget income to ¥787,558,000 and expenses to ¥685,152,000 resulting in no change to the approved budget cash surplus of ¥102,406,000.

For Reference, the following was approved in February 2020 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.

Paul Shew left the meeting at 10:46 a.m.

**SY19-20:49 Elections for the Board of Councilors (AE §3.6, 4.25)**

Motion to elect the following mission-nominated representatives for membership on the Board of Councilors for a two year term starting July 1, 2020 - June 30, 2022:

CRJM: Jeong Gho

CRJM: Lawrence Spalink

ECC: Grant Buchholtz

ECC: Pauline Carlson

JBF: Heidi Skipper

JBF: Jaine Yeong Yueh Chung (Jaine Loh)

SEND: James (Jim) May

SEND: Karen Stoesz

OMS: Pamela Duhrkoop

OMS: Daniel Sexton

TEAM: Aileen Selander

TEAM: Gerald May

Unanimously approved

**SY19-20:50 Election of Members-at-Large for the Board of Councilors**

A discussion regarding the timing of informing board members who were not nominated for a new term was discussed.

Motion to elect the following for membership on the Board of Councilors for a two-year term starting July 1, 2020-June, 30, 2022:

Member-at-large: Mark Roberts

Member-at-large: Kenichi Shinagawa

Member-at-large: Yoshiya (Joshua) Matsumaru

Member-at-large: Joel Peterson

Approved

One member abstained

**SY19-20:51 Election of Member-at-Large Staff Representative for the Board of Councilors (AE §25.2)**

Motion to elect Hiroaki Tada to serve as Member-at-Large (Staff representative) on the Board of Councilors for a two-year term starting July 1, 2020 and ending June 30, 2022.

Unanimously approved

**SY19-20:52 Approval of Member-at-Large Alumni Representative for the Board of Councilors (AE §25.3, 25.4)**

Motion to approve the Board of Directors election of Nelle Potter to serve as Member-at-Large (Alumni representative) on the Board of Councilors for a two-year term starting July 1, 2020 and ending June 30, 2022.

Unanimously approved

**SY19-20:53 Approval of Member-at-Large Educator for Board of Councilors (AE §25.3, 25.4)**

Motion to approve the Board of Directors election of Poppy Roberts to serve as Member-at-Large (Educator) on the Board of Councilors for a two-year term starting July 1, 2020 and ending June 30, 2022.

Approved

One member abstained

**SY19-20:54 Election of Board of Directors**

Motion to elect the following list of nominees from the six sponsoring missions to the Board of Directors for membership on the Board of Directors for a two-year term starting July 1, 2020 - June 30, 2022:

CRJM: Lawrence Spalink

ECC: Pauline Carlson

JBF: Jaine Yeong Yueh Chung (Jaine Loh)

SEND: Karen Stoesz

OMS: Daniel Sexton

TEAM: Gerald May

Unanimously approved

**SY19-20:55 Election of Member-at-Large for the Board of Directors**

Motion to elect Joel Peterson as Member-at-Large for the Board of Directors for a two-year term starting July 1, 2020 - June 30, 2022.

Unanimously approved

**SY19-20:56 Approval of Supervisor-Auditors for the Board of Directors (AE §7)**

Motion to approve the Board of Directors election of Akira Endo as Supervisor-Auditor for the Board of Directors for a two-year term starting July 1, 2020 and ending June 30, 2022.

Unanimously approved

Motion to approve the Board of Directors election of Takahito Iwagami as Supervisor-Auditor for the Board of Directors for a two-year term starting July 1, 2020 and ending June 30, 2022.

Unanimously approved

Gerald May thanked Jennifer Rood and Sobi Abraham for their service on the board.

### **SY19-20:57 Head of School Report**

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

- COVID-19 response
- Distance learning
- Update on investigation into historical abuse allegations
- Update on building project- Name of new building is “The Ark”
- Update on fundraising

Moved to accept the Head of School report.

Unanimously accepted with thanks.

### **SY19-20:58 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.

Unanimously accepted

### **SY19-20:60 Other matters**

Gerald May reminded the members of the next Board of Councilors meeting on September 14, 2020.

We thank Paul Shew and Lawrence Mutenda for their many years of service on the Board of Councilors.

Ken Taylor rejoined the meeting at 11:27 a.m.

### **SY19-20:61 Review and approve minutes of this meeting**

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

### **SY19-20:62 Closing prayer**

Jennifer Rood closed in prayer.

### **SY19-20:63 Adjournment**

Motion to adjourn the meeting.

Unanimously approved.

The meeting was adjourned at 11:57 a.m.

Respectfully submitted,

Karen Stoesz, Board of Councilors Secretary

**Signatures:**

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Elected Signer: Jonathan Reasoner  
Board of Councilors Chair

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Elected Signer: Karen Stoesz  
Board of Councilors Member

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Elected Signer: Lawrence Spalink  
Board of Councilors Member