

Christian Academy in Japan
Board of Directors Minutes
Via Scheduled Zoom Video Conference Due to the COVID-19 Situation
8:45 a.m. - 12:00 p.m.
May 12, 2020

Attendance:

Gerald May (TEAM)
Lawrence Spalink (CRJM)
Joel Peterson (Member-at-Large)
Anda Foxwell (Head of School)
Pauline Carlson (ECC)
Jeremy Seminoff (Member-at-Large and Educator)
Jaine Chung (Jaine Loh) (Japan Baptist Fellowship)
Karen Stoesz (SEND)
Daniel Sexton (OMS)

Supervisor- Auditors

Jennifer Rood
Sobi Abraham

SY19-20:113 Devotions

Gerald May shared devotions from 1 Corinthians 12.

SY19-20:114 Time of prayer for CAJ (B4.6.7)

Time was spent in prayer for teachers, students, graduates and other needs.

SY19-20:115 Call to Order and Determination of Quorum (AoE 3:18.8)

The meeting was called to order at 9:07 a.m.. A quorum was established with all members present.

SY19-20:116 Approval of Agenda (B 4.3.5.3)

Motion to approve the agenda as amended.
Unanimously approved

SY19-20:117 Consent agenda (B 4.3.3)

Motion to accept the consent agenda as presented
Unanimously accepted

- Head of School Monitoring Report for May 2020 (B 2.1.1)
- Head of School Report – May 2020
- March 17, 2020 Board of Directors minutes (B 4.2.9.5)
- March 17, 2020 Executive Action minutes
- April 21, 2020 Governance and Policy Review committee minutes (B 4.8.1)
- May 7, 2020 Board of Directors minutes
- May 7, 2020 Finance and Audit committee minutes (B 4.8.2)
- May 11 Business Manager's Report

SY19-20:118 Retirement policy discussion and approval

- Second Reading B2.2.11.1 Maintain a policy in which employees normally retire at the end of the school year in which they turn 66.
- Second Reading B2.2.11.2 Make limited exceptions to offer annual contracts beyond age 66 when it is mutually beneficial to CAJ and the employee and aligns with their respective goals.

Motion to accept B2.2.11.1 and B2.2.11.2 as a second reading with the effective date of July 1, 2020.
Approved

SY19-20:119 Approval of Business Report for 2019-2020

Motion to approve the Business Report for fiscal year 2019-2020.

Unanimously approved

SY19-20:120 Acceptance and Approval of the Audited Financial Statements (B 2.7.12.2)

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

SY19-20:121 Acceptance of Supervisor-Auditors' report for 2019-2020 (AoE 17:4)

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

Unanimously approved

Gerald May voiced the board's appreciation to Sobi Abraham and Jennifer Rood for their service on the board.

The Governance and Policy Review Committee was asked to review the Supervisor-Auditor policies to make sure they are in line with the Act of Endowment.

SY19-20:122 Acceptance of the Third-party Audit (B 2.7.12.2)

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 was distributed to the board members.

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

Unanimously approved

The audit opinion is to be publicly made available and will be done by Anda Foxwell per policy B2.7.12.1

The statement below is the opinion of Mr. Wada of Wada Certified Public Accountant Office:
"It is my opinion that the financial statements described above present appropriately, in all important aspects, the operational status of Gakko Hojin Christian Academy in Japan for the accounting period of ending on March 31, 2020, and the financial conditions as of the same date, in accordance with the Gakko Hojin Accounting Rules."

SY19-20:123 Agreement to the deferral of tuition fee increases and deferral of salary increases

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.

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.

Unanimously approved

For Reference, the following was approved in February 2020

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.

SY19-20:124 Election of Member-at-Large Educator for the Board of Directors (AoE 6:3; 25:2)

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

Unanimously approved

SY19-20:125 Board of Directors Chair Reports (B 4.4.6 & B 4.4.8)

Gerald May presented the following reports:

- Motion to receive B.3, B.4 policy compliance report
Gerald May pointed out that policy B4.4.5 is out of compliance, and he will work to come into compliance.
Unanimously received
- Motion to accept the Head of School Professional Development fund usage report for SY 2019-2020
Unanimously accepted
- Motion to accept the monitoring partial or non-compliance report
Unanimously accepted
 - This partial-compliance is in regard to B 2.6.9.1: “Fulfillment of all the Japanese government legal requirements.” An audit by the Tokyo education department brought out items of non-compliance to some work regulations. We note that the administration is working to correct the issues and is moving toward full compliance in time for the 2020 – 2021 school year.
 - Anda Foxwell reported that good progress is being made in coming into compliance with labor regulations.
- Staff exit report review - No report given (see non-compliance of B4.4.5 as noted above)

SY19-20:126 Approval of Head of School’s professional development budget for the 2020-2021 school year (B3.3.4)

Motion to approve the Head of School’s professional development budget of ¥500,000 for the 2020-2021 school year.

Unanimously approved

SY19-20:127 Board Housekeeping

- Approve Annual Agenda for SY 2020-2021- No annual agenda was presented at this time. An annual agenda proposal will be presented for approval at the July, 2020 BoD meeting
- Discuss selection of board officers for 2020-2022 term
 - The Tokyo government requires these elections to be made by the members whose term begins on July 1, 2020. This necessitates a Board of Directors meeting in early July. The supervisor-auditors facilitate the election of the board officers (B4.2.7.3.2 - 4.2.7.3.5). The board members were asked to be prepared to bring nominations to the July meeting, providing the nominations in written form prior to the July meeting. The nominations need to be sent to supervisor-auditors Jennifer Rood and Sobi Abraham who will forward these nominations to the new supervisor-auditors and the other board members.
- Nomination process:
 - Contact those you want to nominate in advance
 - If they agree, send the nomination to Jennifer Rood and Sobi Abraham by May 30, 2020
 - Jennifer Rood will forward the nominations to the new supervisor-auditors and the other board members
- Set date for July Board of Directors meeting to elect board officers
 - The new supervisor-auditors will be contacted by Gerald May to determine the date of the meeting. This date will then be sent to all board members.

SY19-20:128 Review and Approval of Minutes

The minutes were reviewed.

Motion to approve the minutes.

Unanimously approved

SY19-20:129 Closing Prayer

Sobi Abraham closed in prayer.

SY19-20:130 Adjournment

Motion to adjourn.

Unanimously approved.

The meeting was adjourned at 12:34 p.m.

Respectfully submitted,

_____ (seal)

Karen Stoesz- Secretary

_____ (seal)

Gerald May- Board Chair

_____(seal)
Pauline Carlson- Board Vice Chair

_____(seal)
Joel Peterson- Vice Chair of Finance

_____(seal)
Anda Foxwell- Head of School/Board Member

_____(seal)
Lawrence Spalink- Board Member

_____(seal)
Jeremy Seminoff- Board Member

_____(seal)
Daniel Sexton- Board Member

_____(seal)
Jaine Chung (Jaine Loh)- Board Member