

**Christian Academy in Japan  
Board of Directors Minutes  
Matsukawa Place, Harvest Hall  
8:45 a.m.  
October 20, 2020**

**Attendance:**

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

**Attendance via online video conference**

Jaine Chung (Jaine Loh) (Japan Baptist Fellowship)

**Supervisor- Auditors**

Akira Endo

**Absent**

Takahito Iwagami - Supervisor-auditor

**SY20-21:15 Devotions**

Pauline Carlson shared from Proverbs 3:5-6.

**SY20-21:16 Time of prayer for CAJ (B4.6.7)**

Time was spent in prayer.

**SY20-21:17 Call to order and Determination of Quorum (AoE Ch. 3, 18.8 & 4.3.5.2)**

The meeting was called to order at 9:13 a.m.. A quorum was established according to policy.

**SY20-21:18 Approval of signers for today's minutes (AoE Ch. 3, 20.2)**

MSC to approve Gerald May, Jeremy Seminoff, and Daniel Sexton as signers for these minutes.

**SY20-21:19 Approval of agenda (B 4.3.5.3)**

MSC to approve the agenda as amended.

**SY20-21:20 Approval of Consent Agenda (B 4.3.3)**

MSC to approve the consent agenda

- September 14, 2020 Board of Directors Minutes (B 4.2.9.5)
- October 8, 2020 Governance and Policy Review Committee Minutes (B 4.7.6.3.2)
- October 8, 2020 Finance Committee Minutes (B 4.7.6.3.2)
- September 1, 2020 Executive Committee Minutes (B4.8.3.1.4)

**SY20-21:21 Head of School monitoring report (B 2.2, 2.9; B1.4) (Staff) (B2.1.1., 2.5.1, 3.5.2.1)-**  
removed from the consent agenda by general agreement

The following items were discussed:

As the leadership team was verifying the monitoring report, both B2.2.1.6 (Emotional maturity and good judgment) and B2.2.1.7 (Commitment to acquire a basic knowledge of Japanese, commensurate with length of service) were brought up as being difficult to measure.

During the discussion, it was discovered that an old policy was erroneously used, but moving forward the current policy will be reviewed for compliance. Current policy reads: B2.2.1.7 Cross-culturally aware and responsible (SY 15-16:25).

Anda Foxwell posed the following question regarding B2.2.19 to the board: *How is this policy different from other practices that would be covered through the grievance policy (2.2.18; 2.2.20)?*

B2.2.19 Ensure that staff are not discriminated against for using biblically consistent methods to express ethical/moral dissent concerning superiors.

B2.2.19 is in place to ensure that administrative policy includes a biblical grievance policy for staff.

Some questions were asked about the New Jersey teacher certification. This certificate is in line with the government and WASC requirements. There is administrative policy making sure that all teachers have the appropriate teacher certification.

MSC to accept the monitoring report with thanks.

### **SY20-21:22 Governance and Policy Review Committee Report**

Karen Stoesz gave the Governance and Policy Review Committee report.

For future Head of School Evaluation Committees: A recommendation to the Head of School Evaluation Committee from this committee is, if the Head of School Evaluation Committee is going to ask staff about this policy (B 3.1.1.8) in a future evaluation, it would be helpful to give examples of accountability structures that are in place to help clarify the meaning of the policy (See minutes from the October 8, 2020 G&PR committee meeting for more information).

In making a proposal to amend the Act of Endowment, it would be helpful to see what other schools have in their Act of Endowment regarding electronic meetings.

**MSC for the board to ask Head of School Anda Foxwell and Business Manager Bryan Lewis to reach out to their contacts in JCIS and school business managers to see if those schools have a provision for electronic meetings in their Act of Endowment.**

### **SY20-21:23 Finance Committee Report and Recommendations**

Joel Peterson gave the Finance Committee report.

MSC to increase student wages at each age level's pay scale up by 200 Yen, effective immediately. One member abstained from the vote

Grade	Current	Proposed
	<u>Yen</u>	<u>Yen</u>
12	850	1050
11	800	1000
10	750	950
9	700	900
8	650	850
7	600	800
6	550	750

**SY20-21:24 Board Policy review: B 4.1, Governing Styles and Values (B 4.1.6)**

Gerald May led in a discussion of B4.1.

Discussion points:

- Outward vision- wider context than our immediate community and how what we do affects the world around us - being aware of what is going on outside of the school
- Future- we can see this in our building plan, and consideration of longevity of buildings to meet the future needs of the school
- B4.1.3- “owners”- the wider missionary community- legal owners are the Board of Directors
- “Sponsoring”- the 6 missions who took responsibility for the school in 1961
- **B4.1.9** Board action requires approval by simple majority of a quorum (cf. 4.3.4.2), except where otherwise noted (e.g., Act of Endowment, Chapter 6; Constitution, Article V. 3, Article VI; Bylaws II; Policy Sections 4.2.3, 4.2.5, 4.3.5). Policy changes will normally require a second reading.

The Governance and Policy Review Committee was asked to verify the accuracy of the policy references in B4.1.9

**SY20-21:25 Head of School Report – School “Temperature Check”**

Anda Foxwell gave the HoS report.

She reported on the following:

- Staff- shared ways the LT are supporting the staff during this season of COVID-19
- Child Safety and Protection Network facilitator training completed
- Update on investigation of historical abuse allegations
- “Response to Racism” blog post

MSC to accept the October 2020 Head of School Report with thanks.

**SY20-21:26 Communication protocols- brainstorming (B4.5, 4.7, 4.8)**

Gerald May led in a brainstorming session about communication protocols.

**Discussion points:**

- **4.5.2.1 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.**  
Board members must be careful not to give instruction to the head of school or other staff unless explicitly directed by the board. Must be aware of what we say and how we say it could be received differently than intended.
- **4.5.2.2 Board members will give no consequence or voice to individual judgments of head of school or staff performance. (SY 14-15:97)**  
Board members must be careful to direct any persons with opinions about the head of school and staff to the appropriate supervisor.
- **4.5.2.3 Board members should be conscious that their words and actions can be perceived as representing the board even when that is not the intent.(SY14-15:97)**  
Board members must remember that our voice has weight. We must be careful in how we speak, even in general conversation.
- **4.5.2.4 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. (SY 13-14:120, SY14-15:97)**  
**4.5.2.5 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. (SY 14-15:97)**  
The Head of School is the official spokesperson for the school.
- **4.5.1.2 When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.**  
If a board member should be recused from voting, who decides when a board member should not vote?  
Board members must monitor themselves and be proactive in complying with this policy and the board chair also has the responsibility to monitor this as well.
- There seems to be two kinds of communication: 1. Sharing information and 2. Making requests  
When making a request to staff or the head of school, a board member must copy the Head of School and/or the board chair on all communications.  
When sharing information, the board member may send it directly to the head of school, making sure to copy the board chair in all communications.

Gerald May will bring the communication protocols to the board for acceptance at a subsequent meeting.

## **SY20-21:27 Old business**

Emergency Situations – Policy and Process Discussion

### **Background information:**

From March 17, 2020 minutes:

“A question was asked if there is a board process in place to involve the board in emergency situations, especially school closure decisions. There are administrative policies to deal with emergency situations. Do we need board policy to deal with emergency situations or is administrative policy enough?

Policy B4.3.5.5 deals with an emergency situation when the board cannot meet. But there is no specific policy on board involvement in emergency school closing decisions.”

#### **New Discussion:**

An emergency situation requires quick action. The head of school should inform the board in a timely manner of school closures or a change in school attendance.

The Head of School has the Leadership Team, Crisis management team and others available for consultation in emergency situations.

There is current administrative policy regarding emergency school closures.

With general consensus the board decided that no board policy related to school closures needs to be put in place.

#### **SY20-21:28 School size discussion**

Gerald May introduced the board to the following information regarding school size discussion. Information is on the board portal under “D”, “Discussions”: “Why Does CAJ Matter”, “Size Projections”

The board will engage with this information in the ongoing discussion of school size.

Gerald May asked the board to review “Why Does CAJ Matter” in preparation for further discussion.

#### **SY20-21:29 Other items**

The Executive Committee protocols were discussed. The executive committee was reminded to send information of their meetings to the full board in a timely manner.

#### **SY20-21:30 Board housekeeping**

The board members signed up for the following:

- devotions/snacks
- prayer by division
- prayer for new staff

#### **SY20-21:31 Monthly review of board process: verbal (B 4.1.7)**

The board process was reviewed.

#### **SY20-21:32 Closing prayer**

Daniel Sexton closed in prayer.

#### **SY20-21:33 Adjournment**

MSC to adjourn at 3:20 p.m.

#### **SY20-21:34 Sign and put seals on Board of Directors meeting minutes (B 4.2.9.5)**

The board members signed the following sets of minutes:  
September 14, 2020 Board of Directors Minutes

Respectfully submitted,

Karen Stoesz  
Board Secretary

**Signers**

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Gerald May- Board Chair

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Jeremy Seminoff- Board Member

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Daniel Sexton- Board Member