

**Christian Academy in Japan
Board of Directors Minutes
Matsukawa Place, Harvest Hall
8:45 a.m.
November 17, 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 and considered present

Jaine Chung (Jaine Loh) (Japan Baptist Fellowship)

Supervisor- Auditors

Akira Endo

Absent

Takahito Iwagami - Supervisor-auditor

SY20-21:35 Devotions

Larry Spalink shared from Daniel 9 (prayer of confession and intercession).

SY20-21:36 Time of prayer for CAJ (B4.6.7)

Time was spent in prayer

SY20-21:37 Call to order / Determination of Quorum (AoE Chap 3, 18.8)

The meeting was called to order at 9:17 a.m. A quorum was established according to policy.

SY20-21:38 Approval of signers for today's minutes (AoE Ch. 3, 20.2)

MSC to approve Gerald May, Joel Peterson, and Pauline Carlson as signers for today's minutes.

SY20-21:39 Approval of agenda (B 4.3.5.3)

MSC to approve the agenda as amended.

SY20-21:40 Approval of Consent Agenda (B 4.3.3)

MSC to approve the consent agenda.

October 20, 2020 Board of Directors minutes (B 4.2.9.5)

November 2020 Head of School Report - School "Temperature Check"

SY20-21:41 Head of School monitoring report (B 2.3, End – B 1.1 (students) (B2.1.1., 2.5.1, 3.5.2.1)

MSC to accept the monitoring report and acknowledge that B2.3.1.1.3 is out of compliance and the board will continue to engage in ongoing discussion.

Background Information

- **B2.3.1.1.3 Non-Christian homes, up to 20% per grade level, where the parent(s) or guardian(s) agree to cooperate with the school's Christian objectives, provided the applicant is not from the home of a proselytizing religious group. (SY 12-13:77).**
- In March of 2018 (SY17-18:94 Classroom Quota proposal [B 2.3.1.1.3]) the board approved a temporary exception to policy 2.3.1.1.3 such that: Beginning from school year 2018 - 2019, for Kindergarten through grade 2, to allow up to 6 students from non-Christian homes per grade level or 50% of the total, whichever is fewer. After 3 years in the Fall of 2021, the board and administration will evaluate this change to assess the impact on school culture. There will also be an annual review reported to the board by the administration. Allowing for this monitored increase, our percentage of non-Christian families has risen slightly this school year.

Discussion points related to B2.3.1.1.3

- A few classes are over the 20% quota cap (see November Monitoring Report for chart)
- Anda Foxwell provided more information regarding the non-Christian percentage quota (document attached and a hard copy filed with these minutes).
- Anda Foxwell reported that as far as can be told, school culture has not been negatively affected by the increase in non-Christian families attending kindergarten through second grade.
- Assessing the culture of the school is not an exact science. It's difficult to measure.
- The board's job is to look to the future and needs of the school and make adjustments as needed.
- This is an ongoing discussion that will be added to the agenda in future board meetings.
- Issues to be considered: purpose of the school - Christian staffing- financial solvency of the school

SY20-21:42 Board request to the Head of School

Anda Foxwell might be traveling to the States during the Christmas break and has the opportunity to meet with Theresa Sidebotham at her suggestion. It is possible that this holiday travel might not happen if she decides not to travel at this time.

If this travel does happen, and an appointment can be made to meet with Theresa Sidebotham (Telios Law, legal counsel for historical abuse investigation), the board requests the Head of school to meet, in person, during CAJ's Christmas holiday. The board understands that this request is an exception to the temporary staff holiday travel administrative policy due to the COVID-19 pandemic. The board also understands that Anda Foxwell would be working remotely for the two week quarantine period.

Motion approved.

SY20-21:43 November 10, 2020 Governance and Policy Review Committee minutes and recommendations (B 4.7.6.3.2)

Karen Stoesz gave the Governance and Policy Review Committee report.

MSC to approve the November 10, 2020 Governance and Policy Review Committee minutes.

The committee recommends the proposed changes to B 4.1.9 as follows:

MSC to Amend B 4.1.9 (as a second reading)

Board action requires approval by simple majority of a quorum (cf. 4.3.5.2), except where otherwise noted (e.g., Act of Endowment, Chapter 6; Constitution, Article V. 3, Article VI; Bylaws II; Policy Sections 4.2.3, **4.2.6**, **4.3.5.1**). Policy changes will normally require a second reading.

The Finance Committee was asked to review the following entries in the board portal for their discussion and input regarding updating, revising or removal.

- Compensation table
- Philosophy of compensation discussion
- Formula based compensation table

SY20-21:44 November 10, 2020 Finance and Audit Committee minutes and recommendations (B 4.7.6.3.2)

Joel Peterson and Bryan Lewis (business manager) gave the Finance Committee report.

MSC to approve the November 10, 2020 Finance and Audit Committee minutes.

The Development Committee asked the board to use their networks to look for a Development Director or someone who can take the lead in promoting the field/playground campaign.

SY20-21:45 Building committee report

Joel Peterson and Bryan Lewis (business manager) gave the Building Committee report.

- The ARK is still on schedule.
- CAJ is moving forward with asking for rezoning for future building needs
- The Building Committee informed the Board of Directors that they will be reviewing various possible land purchase opportunities and will be engaging in fact-finding discussions related to these properties. Additionally, the Building Committee will provide the Board of Directors with a summary of these discussions and or recommendations/rationale for continuing to pursue these opportunities or not.

SY20-21:46 Board Policy review: B 3.2; 3.3 Governing Styles and Values (B 4.1.6)

B3.2 and B3.3 were reviewed. The board was reminded to be aware of how we communicate with the head of school and in special cases with staff.

The Governance and Policy Review Committee was asked to review and propose an amendment for **B3.3.3.3, Step 1, (d): Review data from the school survey-generated evaluation of the head of school (SY 10-11:19)**

Current wording is misleading, in that the school survey does not evaluate the head of school. During discussion, it was noted that a staff survey of the head of school is not present in current policy. Do we need to add the staff survey to the evaluation process?

SY20-21:47 Board policy compliance: B 4.2 Board Job Description

B4.2 was reviewed for compliance.

The Governance and Policy Review Committee was asked to review B4.2, 4.2.1 and 4.2.1.1.

- **B4.2 The job of the Christian Academy in Japan board, in accordance to God's call and on behalf of the evangelical* missionary community in Japan, is to determine, require, and monitor appropriate organizational performance.** (SY 12-13:191, SY 15-16:69)
“Ownership” seems to be referring to the “evangelical mission community in Japan.” In 4.2.1 and 4.2.1.1 it seems the “ownership” refers to the founding missions and the moral ownership.
- **4.2.1.1 The CAJ board informs its founding missions through their Japan leadership by means of the board minutes and any other necessary documents of special correspondence, of policies, actions, or information related to CAJ’s operation, which may be considered by the board as affecting those missions in Japan or their CAJ missionary constituency in a major way.** (SY07-08:151; SY 10-11:155). The SY07-08:151 cross reference is not correct.

Larry Spalink left the meeting at 1:45 p.m.

B4.2.5 The board shall not fail to have a plan in place for recruiting a new head of school, including hiring a consultant if necessary. (SY 08-09:142; SY 13-14:27)

Refer to the Head of School Succession Plan on the board portal.

The Governance and Policy Review Committee was asked to review and clarify B4.2.6.

- B4.2.6 The board shall hold all property belonging to the Christian Academy in Japan, Incorporated. All purchases and sales of **immovable property** and/or major alterations shall have the approval of three-fourths of **the board** and the Governor of Tokyo.
- What is meant by “immovable property?”
- Does this include the Board of Councilors?

The Governance and Policy Review Committee was asked to review B4.2.7.1 and B4.2.7.2.

- **4.2.7.1 Before May 1 the board shall elect the following: (SY 10-11:19; SY 12-13:17)**
This policy is out of compliance with government requirements. The new board members must elect the officers for the new board term that begins July 1.

- **4.2.7.2 The term of office shall be for one year, beginning July 1.**

The board chair's term is two years. Other officers serve a one year term. This needs to be clarified.

SY20-21:48 Strategic Plan Review

The strategic plan (Governance) was reviewed.

Points of the strategic plan:

- Review, validate and update governance structure every 5 years- we have a regular review of policies - also need to review the use of Policy Governance and its effectiveness for the school
- Strengthen links between board policy and management policy
- Seek individuals with diverse skill set (recruitment)- current supervisor-auditors
- Board training specific to CAJ needs
- Effectively communicate with moral owners

An in-depth discussion and review of each point of the board strategic plan will be dealt with one point at a time over the next few board meetings.

The first point, "Review, validate and update governance structure," will be discussed at the January 19, 2021 board meeting.

SY20-21:49 Other items

Head of School Evaluation Committee members are Gerald May, Joel Peterson, and Karen Stoesz. Gerald May will ask Larry Spalink to see if he would like to join the committee.

Plan how to effectively move forward with the ongoing discussion of B2.3.1.1.3

Gerald May, Jeremy Seminoff, and Karen Stoesz will work together to put together a framework for the ongoing discussion of B2.3.1.1.3.

Gerald May will call an extraordinary Board of Councilors meeting for November 26, 2020 at 9 a.m. See November 17, 2020 Executive Action minutes for details.

SY20-21:50 Board housekeeping

The Board/Staff Christmas Dinner was cancelled this year due to COVID restrictions

SY20-21:51 Monthly review of board process: verbal (B 4.1.7)

The board process was reviewed.

SY20-21:52 Closing prayer

Daniel Sexton closed in prayer.

SY20-21:53 Adjournment

MSC to adjourn at 3:00 p.m.

SY20-21:54 Sign Board of Directors meeting minutes (B 4.2.9.5)

The designated board members signed the following set of minutes:
October 20, 2020 Board of Directors Minutes

Respectfully submitted,

Karen Stoesz
Board secretary

Signers

Gerald May- Board Chair

Pauline Carlson- Board Member

Joel Peterson- Board Member