

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

Date and Time: May 10, 2021 8:45 a.m.

Meeting Place: Kurume Christ Church

Higashi-Kurume-shi, Tokyo and scheduled online video conference

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

Councilors Present

1. Buchholtz, Grant
2. Carlson, Pauline
3. Chung, Jaine Yeong Yueh
4. Duhrkoop, Pamela (online video conference)
5. Matsumaru, Yoshiya (Joshua)
6. May, Gerald
7. May, James (online video conference)
8. Peterson, Joel
9. Potter, Nelle
10. Roberts, Mark (online video conference)
11. Roberts, Poppy (online video conference)
12. Selander, Aileen
13. Sexton, Daniel
14. Shinagawa, Kenichi (online video conference)
15. Skipper, Heidi
16. Spalink, Lawrence (online video conference)
17. Stoesz, Karen
18. Tada, Hiroaki

Supervisor-Auditors

1. Endo, Akira
2. Iwagami, Takahito (online video conference)

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

1. Gho, Jeong

Ex-Officio

1. Foxwell, Anda

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 most of the items by the one member providing a written ballot.

Devotions

Gerald May shared from John 1.

Opening Prayer

Time was spent in prayer.

SY20-21:27 Call to Order and Establish Quorum

The meeting was called to order at 9:16 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.

SY20-21:28 Election of Chair for this Meeting

Motion to elect Grant Buchholtz to serve as chair for this meeting.

Unanimously approved.

SY20-21:29 Election of Secretary for this Meeting

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

Unanimously approved.

SY20-21:30 Approval of the Agenda

Motion to approve the agenda.

Unanimously approved.

SY20-21:31 Determination of Signers of today's Minutes

Motion to designate Heidi Skipper and Nelle Potter, in addition to the Board of Councilors Chair Grant Buchholtz, as signers for the minutes of the May 10, 2021 Board of Councilors meeting.

Unanimously approved.

SY20-21:32 Business Manager's Presentation of Audit and Budget Matters

Business manager Bryan Lewis joined the meeting and gave a report of the audit and other budget matters.

SY20-21:33 Acceptance and Approval of Audited Financial Statements

Motion to accept the Audited Financial Statements and approve the results for the fiscal year April 1, 2020 – March 31, 2021 with revenue of ¥844,846,728 and expenses of ¥760,591,218 resulting in an accounting surplus of ¥84,255,510.

Unanimously approved.

SY20-21:34 Acceptance of Supervisor-Auditors' report

Motion to accept the Supervisor Auditors' audit report for 2020-2021.

Unanimously approved.

SY20-21:35 Approval of third-party Audit (AE §23.1)

Business Manager Bryan Lewis 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, 2021.

Motion to approve the third-party audit for financial year April 1, 2020 to March 31, 2021.

Unanimously approved.

SY20-21:36 Approval of Business Report

Bryan Lewis gave the Business report.

Motion to approve the Business Report for 2020-2021.

Unanimously approved.

SY20-21:37 Approval of Increase to Building Project and 2021-2022 Capital Budget

Bryan Lewis explained the rationale for the proposed increase in the building project budget.

Bryan Lewis answered the questions posed by the board members.

Motion to approve a ¥50,000,000 increase in the building project budget. This resolution effectively increases the fiscal 2021/22 capital budget from ¥430,541,110 to ¥480,541,110. Therefore, this supersedes the approval in BoC Minutes SY20-21:15. It is also noted that this resolution effectively increases the entire project amount from ¥840,000,000 to ¥890,000,000. Therefore, this supersedes the approval in BoC minutes SY19-20:21.

One member abstained.

Approved.

SY20-21:38 Head of School Report

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

- COVID safety protocols
- Update on historical abuse investigation
- Update on WASC visit
- Update on Staffing for next school year
- Head of School Notice of Retirement at the end of SY 2021-2022

Motion to accept the Head of School report.

Unanimously accepted with thanks.

Supervisor-Auditor Takahito Iwagami left the meeting at 11:30 a.m.

SY20-21:39 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

SY20-21:40 Other matters

No other matters were presented.

SY20-21:41 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

SY20-21:42 Closing prayer

Pauline Carlson closed the meeting in prayer.

SY20-21:43 Adjournment

Motion to adjourn at 11:56 a.m.

Unanimously approved

Respectfully submitted,

Karen Stoesz

Board of Councilors secretary

Signatures:

Elected Signer: Grant Buchholtz
Board of Councilors Chair (seal)

Elected Signer: Heidi Skipper
Board of Councilors Member (seal)

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