

Christian Academy in Japan
Board of Councilors Meeting Minutes
May 16, 2022
8:45 a.m.

Current Board of Councilors Members: 19 (AE §25)

Councilors Present

1. Carlson, Pauline - online
2. Chung, Jaine Yeong Yueh
3. Duhrkoop, Pamela
4. Matsumaru, Yoshiya (Joshua)
5. May, Gerald
6. Peterson, Joel
7. Potter, Nelle
8. Roberts, Mark - online
9. Roberts, Poppy -online
10. Sexton, Daniel
11. Skipper, Heidi
12. Spalink, Lawrence
13. Stoesz, Karen
14. Tada, Hiroaki
15. Trim, Kathy - online

Guests Present (incoming board members for SY 2022-23)

1. Tiffany Neufeld - online
2. Devora Umipig-Julian- online
3. Keiko Sexton- online
4. David Mawhinney- online
5. Mark Bedow- online
6. Greg Swenson- online

Councilors Who Submitted Prior Opinions on the Agenda

1. Buchholtz, Grant
2. May, James
3. Shinagawa, Kenichi

Absent

1. Gho, Jeong
2. Iwagami, Takahito- supervisor-auditor

Supervisor-Auditors

1. Endo, Akira

Ex-Officio

1. Foxwell, Anda
2. Seminoff, Jeremy

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.

Devotions

Gerald May shared from Nehemiah 8 about the celebration of God's accomplishments through the people in building the wall around Jerusalem. In a similar way we are celebrating what God has accomplished recently in regards to CAJ.

Opening Prayer

Time was spent in prayer for CAJ.

SY21-22:42 Call to Order and Establish Quorum

The meeting was called to order at 9:17 a.m. by Chair of the Board of Directors, Gerald May. 18 of the nineteen (18/19) Councilors were in attendance. A majority (ten) is necessary to establish a quorum in accordance with *AE §21.8*.

SY21-22:43 Election of Chair for this meeting

Motion to elect Daniel Sexton to serve as chair for this meeting.

Approved.

SY21-22:44 Recognition of Secretary for this meeting

Poppy Roberts was asked to take the minutes for this meeting.

SY21-22:45 Approval of the Agenda

Motion to approve the agenda as presented.

Approved.

SY21-22:46 Approval of the Selection of the Signers of the Minutes

Motion to designate Lawrence Spalink and Karen Stoesz, in addition to the elected meeting chair Daniel Sexton, as signers for the minutes of the May 16, 2022 Board of Councilors meeting.

Motion to approve the selection of the signers of the minutes.

Approved.

SY21-22:47 Presentation of Audit and Budget Matters

Bryan Lewis, business manager gave a presentation of audit and budget matters

Motion to accept the business manager's report with great thanks.

Approved

SY21-22:48 Acceptance and Approval of Audited Financial Statements

Motion to accept the Audited Financial Statements and approve the results for the fiscal year April 1, 2021 – March 31, 2022 with revenue of ¥872,580,897 and expenses of ¥875,872,579 resulting in an accounting deficit, including depreciation of ¥75,038,629, of ¥ (3,291,682).

Approved.

SY21-22:49 Acceptance of the Supervisor Auditor's Report

Motion to accept the Supervisor Auditors' audit report for 2021-2022.

Approved.

SY21-22:50 Approval of the Third-party Audit (Act of Endowment, Chapter 4 #23.1)

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, 2022 was distributed to the board members.

Motion to approve the third-party audit for the financial year April 1, 2021 to March 31, 2022.

Approved.

SY21-22:51 Approval of Business Report

Motion to approve the Business Report for 2021-2022.

Approved.

SY21-22:52 Update on building program (Joel Peterson)

Joel Peterson gave an update on the building program:

- Working to finish final playground
- Looking to the future for possible building projects

Motion to accept the building report with thanks.

Approved.

SY21-22:53 Approval of Updated BoC Operating Procedures

Karen Stoesz presented the updated BoC Operation Procedures

Motion to approve updated BoC Operating Procedures

Approved.

SY21-22:54 Presentation of the revised BoC duties and Responsibility Document

Karen Stoesz presented the revised BoC duties and responsibilities document.

SY21-22:55 Head of School Report – Anda Foxwell

Head of school Anda Foxwell gave a head of school report including the following items:

- Covid updates
- Staff updates
- Use of new facilities and upcoming dedication ceremony

Motion to accept the head of school report with deep appreciation.

Approved.

SY21-22:56 Investigation Update Report

Anda Foxwell gave a historical abuse investigation update.

Motion to accept the investigation report.

Approved.

SY21-22:57 Other Matters Deemed Necessary (as needed)

No matters were brought to our attention.

Nelle Potter left the meeting at 11:00 a.m.

SY21-22:58 Review and Approve today's Minutes

Minutes were reviewed to confirm the actions at 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.

Approved.

SY21-22:59 Closing Prayer by Lawrence Spalink.

SY21-22:60 Adjournment

Motion to adjourn at 11:17 a.m.

Approved.

Respectfully submitted,

Poppy Roberts
Board of Councilors secretary

Signatures:

_____ (seal)
Elected Signer: Daniel Sexton
Board of Councilors Chair

_____ (seal)

Elected Signer: Lawrence Spalink
Board of Councilors Member

_____ (seal)

Elected Signer: Karen Stoesz
Board of Councilors Member

CAJ Board of Councilors Meeting, May 16, 2022

Response Agenda

In accordance with Act of Endowment Chapter 3, Article 18.10 the board officer named below submits the following written opinions for items within the approved agenda for this meeting. By such submission this officer is considered present as part of the voting quorum.

Name of Councilor: (Jim May)

1. Devotion and prayer
2. Call to Order and Determination of Quorum (BoD chair)
3. Election of Chair for this meeting
 - Daniel Sexton in nomination
 - Other nominations (?)

I approve YES

4. Acknowledge Secretary for this meeting
 - Poppy Roberts has agreed to serve as secretary for this meeting.
 - Karen Stoesz will provide support.
5. Approval of Agenda

I approve YES

6. Election of signers of the minutes of this meeting
 - a. Elected chair for this meeting
 - b. Karen Stoesz in nomination
 - c. Lawrence Spalink in nomination

I approve YES

7. Business Manager's presentation of audit and budget matters (Bryan Lewis)
8. Motion to accept the Audited Financial Statements and approve the results for the fiscal year April 1, 2021 – March 31, 2022 with revenue of ¥872,580,897 and expenses of ¥875,872,579 resulting in an accounting deficit, including depreciation of 75,038,629, of ¥ (3,291,682).

I approve YES

9. Motion to accept the Supervisor Auditors' audit report for 2021-2022.

I approve YES

10. Motion to approve the third-party audit for financial year April 1, 2021 to March 31, 2022 (Act of Endowment, Chapter 4 #23.1)

I approve YES

11. Motion to approve the Business Report for 2021-2022.

I approve YES

12. Update on building program (Joel Peterson)
13. Approval of updated BoC Operating Procedures (Karen Stoesz)

I approve YES

14. Presentation of the revised BoC duties and Responsibility document (Karen Stoesz)
15. Motion to approve Head of School Report for 2021-2022 School Year. (Anda Foxwell)

I approve YES

16. Update on Investigation Response (Anda Foxwell)
17. Other matters deemed necessary for the Councilors to consider, if any.
18. Review and approve minutes of this meeting

I approve YES

19. Motion to Adjourn

I approve YES

CAJ Board of Councilors Meeting, May 16, 2022

Response Agenda

In accordance with Act of Endowment Chapter 3, Article 18.10 the board officer named below submits the following written opinions for items within the approved agenda for this meeting. By such submission this officer is considered present as part of the voting quorum.

Name of Councilor: Grant Buchholtz

1. Devotion and prayer
2. Call to Order and Determination of Quorum (BoD chair)
3. Election of Chair for this meeting
 - Daniel Sexton in nomination
 - Other nominations (?)

I approve YES

4. Acknowledge Secretary for this meeting
 - Poppy Roberts has agreed to serve as secretary for this meeting.
 - Karen Stoesz will provide support.
5. Approval of Agenda

I approve YES

6. Election of signers of the minutes of this meeting
 - a. Elected chair for this meeting
 - b. Karen Stoesz in nomination
 - c. Lawrence Spalink in nomination

I approve YES

7. Business Manager's presentation of audit and budget matters (Bryan Lewis)
8. Motion to accept the Audited Financial Statements and approve the results for the fiscal year April 1, 2021 – March 31, 2022 with revenue of ¥872,580,897 and expenses of ¥875,872,579 resulting in an accounting deficit, including depreciation of 75,038,629, of ¥ (3,291,682).

I approve YES

9. Motion to accept the Supervisor Auditors' audit report for 2021-2022.

I approve YES

10. Motion to approve the third-party audit for financial year April 1, 2021 to March 31, 2022 (Act of Endowment, Chapter 4 #23.1)

I approve YES

11. Motion to approve the Business Report for 2021-2022.

I approve YES

12. Update on building program (Joel Peterson)

13. Approval of updated BoC Operating Procedures (Karen Stoesz)

I approve YES

14. Presentation of the revised BoC duties and Responsibility document (Karen Stoesz)

15. Motion to approve Head of School Report for 2021-2022 School Year. (Anda Foxwell)

I approve YES

16. Update on Investigation Response (Anda Foxwell)

17. Other matters deemed necessary for the Councilors to consider, if any.

18. Review and approve minutes of this meeting

I approve YES

19. Motion to Adjourn

I approve YES

CAJ Board of Councilors Meeting, May 16, 2022

Response Agenda

In accordance with Act of Endowment Chapter 3, Article 18.10 the board officer named below submits the following written opinions for items within the approved agenda for this meeting. By such submission this officer is considered present as part of the voting quorum.

Name of Councilor: (Kenichi Shinagawa)

- 1. Devotion and prayer**
- 2. Call to Order and Determination of Quorum (BoD chair)**

3. Election of Chair for this meeting
Daniel Sexton in nomination

I approve YES

4. Acknowledge Secretary for this meeting
Poppy Roberts has agreed to serve as secretary for this meeting.
Karen Stoesz will provide support.
5. Approval of Agenda

I approve YES

6. Election of signers of the minutes of this meeting
 - a. Elected chair for this meeting
 - b. Karen Stoesz in nomination
 - c. Lawrence Spalink in nomination

I approve YES

7. Business Manager's presentation of audit and budget matters (Bryan Lewis)
8. Motion to accept the Audited Financial Statements and approve the results for the fiscal year April 1, 2021 – March 31, 2022 with revenue of ¥872,580,897 and expenses of ¥875,872,579 resulting in an accounting deficit, including depreciation of 75,038,629, of ¥ (3,291,682).

I approve YES

9. Motion to accept the Supervisor Auditors' audit report for 2021-2022.

I approve YES

10. Motion to approve the third-party audit for financial year April 1, 2021 to March 31, 2022 (Act of Endowment, Chapter 4 #23.1)

I approve YES

11. Motion to approve the Business Report for 2021-2022.

I approve YES

12. Update on building program (Joel Peterson)

13. Approval of updated BoC Operating Procedures (Karen Stoesz)

I approve YES

14. Presentation of the revised BoC duties and Responsibility document (Karen Stoesz)

15. Motion to approve Head of School Report for 2021-2022 School Year. (Anda Foxwell)

I approve YES

16. Update on Investigation Response (Anda Foxwell)

17. Other matters deemed necessary for the Councilors to consider, if any.

18. Review and approve minutes of this meeting

I approve YES

19. Motion to Adjourn

I approve YES