

Christian Academy in Japan

Board of Directors Minutes

Kurume Christ Church

May 17, 2022

8:45 a.m.

Attendance:

Gerald May (TEAM)

Joel Peterson (Member-at-Large)

Anda Foxwell (Head of School)

Daniel Sexton (OMS)

Jeremy Seminoff (Member-at-Large and Educator)

Pauline Carlson (ECC)- attended online

Karen Stoesz (SEND)

Jaine Chung (Jaine Loh) (JVENTURE)

Lawrence Spalink (CRJM)

Supervisor- Auditors

Akira Endo

Absent

Takahito Iwagami- supervisor-auditor

Guests (incoming BoD members SY 22-23)

Mark Bedow- supervisor-auditor- online

David Mawhinney- HoS- online

Tiffany Neufeld- online

Greg Swenson- online

Minute Conventions

All motions were moved and seconded.

SY21-22:117 Devotions

Anda Foxwell shared how one of her responsibilities as head of school is to guard and communicate the vision, mission and values of the school. Our students are confronted over and over again with the truth that God is over all creation. Our hope is for each student to experience the transforming work of God in their lives. Colossians 1:17

SY21-22:118 Time of prayer for CAJ (B 4.6.7)

Time was spent in prayer for students and staff.

SY21-22:119 Call to order / Determination of Quorum (AoE Chap 3, 18.8)

The meeting was called to order at 9:23 a.m.. A quorum was established with all members present.

SY21-22:120 Approval of agenda (B 4.3.5.3)

Motion to approve the agenda as presented.

Approved

SY21-22:121 Approval of signers for today's minutes

Motion to designate Karen Stoesz and Lawrence Spalink, in addition to the board chair Gerald May, as signers for the minutes of the May 17, 2022 Board of Directors meeting.

Approved

SY21-22:122 Acceptance and Approval of the 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

SY21-22:123 Acceptance of Supervisor-Auditors report

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

Approved

SY21-22:124 Approval of third-party Audit (AE §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

SY21-22:125 Approval of Business Report

Motion to approve the Business Report for 2021-2022.

Approved

SY21-22:126 Approval of Head of School's professional development budget

Motion to approve the Head of School's professional development budget of ¥400,000 for the 2022-2023 school year. (refer to the Board Chair report called "Disposition of Head of School Professional Development Funds for SY 2021-22")

Approved

SY21-22:127 Review and approve Governance and Policy Review Committee minutes

Karen Stoesz gave the G&PR Committee report.

Policy revision and addition recommendations:

Current Policy:

B 2.3.5 Operate without appropriate policies on child protection, harassment, and health conditions/medical records that are communicated to students and families.

Addition of B 2.3.5.1 (First Reading)

Motion to approve the addition of B 2.3.5.1 Inform the board if there has been a reported violation of the code of conduct by staff or volunteers.

Approved (First Reading)

Current policy

B 2.2.8 Have all staff and non-parent volunteers sign a contract.

Amend B 2.2.8 (Second Reading)

Motion to amend B 2.2.8 Have all staff sign a contract (SY 05-06:211; SY 10-11:19), as a second reading.

Approved

Addition of B 2.2.8.1 (Second Reading)

Motion to approve the addition of B 2.2.8.1 Have auxiliary staff sign an agreement appropriate to the position they will fulfill, as a second reading.

Approved

Addition of B 2.2.8.2 (Second Reading)

Motion to approve the addition of B 2.2.8.2 Have all volunteers and auxiliary staff sign the child safety code of conduct, as a second reading.

Approved

Current policy:

B3.3.4 The board shall not fail to care for the head of school by providing professional development funds, consultants, and counselors as needed. (SY 08-09:141)

Amend B 3.3.4 (Second Reading)

Motion to amend B 3.3.4 The board shall not fail to care for the head of school, **being careful to provide, as needed, professional development funds, discretionary leave, and access to consultants and counselors.** (SY 08-09:141), as a second reading.

Approved

Current:

B 4.2.9.6 All board related documents will be posted to **BRENDA** by the board secretary or the board chair who will receive training as needed. (SY18-19:122)

Amend B 4.2.9.6 (as a Second Reading)

Motion to amend B 4.2.9.6 All board related documents will be posted to the **board portal** by the board secretary or the board chair who will receive training as needed. (SY18-19:122), as a second reading.

Approved

Current:

B 4.2.9.6.1 The executive action minutes will only be posted to **BRENDA** by the board secretary or the board chair. (SY18-19:109)

Amend B 4.2.9.6.1 (as a Second Reading)

Motion to amend B 4.2.9.6.1 The executive action minutes will only be posted to the **board portal** by the board secretary or the board chair. (SY18-19:109), as a second reading.

Approved

Current Policy

B 4.2.7.1.1 Officers of the gakkou houjin: **board chairman, vice chairman, and vice chairman of finances** (cf. Act of Endowment, Chapter 3) (SY 09-10:143; SY 11-12:171)

Amend B 4.2.7.1.1 (as a Second Reading)

Motion to amend B 4.2.7.1.1 Officers of the gakkou houjin: **board chair, vice chair, and vice chair of finance** (cf. Act of Endowment, Chapter 3) (SY 09-10:143; SY 11-12:171), as a second reading

Approved

Current Policy

B 4.2.7.3.2 One position shall be filled at a time, and in the order of **board chairman, vice chairman, vice chairman of finances**, and secretary.

Amend B 4.2.7.3.2 (as a Second Reading)

Motion to amend B 4.2.7.3.2 One position shall be filled at a time, and in the order of **board chair, vice chair, vice chair of finance**, and secretary, as a second reading.

Approved

Current Policy

B 4.2.8.2 **Vice chairman**. The **vice chairman** shall assist the **chairman** whenever possible in the discharge of duties, and in the absence of the **chairman**, shall take over the **chairman's** duties.

Amend B 4.2.8.2 (as a Second Reading)

Motion to amend B 4.2.8.2 **Vice chair**. The **vice chair** shall assist the **chair** whenever possible in the

discharge of duties, and in the absence of the **chair**, shall take over the **chair's** duties, as a second reading.

Approved

Current Policy

B 4.2.8.3 **Vice chairman of finances**. The **vice chair of finances** shall collaborate as necessary with the business manager regarding the financial affairs of the school. (SY16-17:35)

Amend B 4.2.8.3 (as a Second Reading)

Motion to amend B 4.2.8.3 **Vice chair of finance**. The **vice chair of finance** shall collaborate as necessary with the business manager regarding the financial affairs of the school. (SY16-17:35), as a second reading.

Approved

Current Policy

B 4.3.3.1 Definition of consent agenda

Items distributed prior to the board meeting and deemed by the head of school and **board chairman** meeting-by-meeting likely not to need discussion are put on the consent agenda to be voted on in one motion.

Amend B 4.3.3.1 (as a Second Reading)

Motion to amend B 4.3.3.1 Definition of consent agenda

Items distributed prior to the board meeting and deemed by the head of school and **board chair** meeting-by-meeting likely not to need discussion are put on the consent agenda to be voted on in one motion, as a second reading.

Approved

Current Policy

B 4.8.3.1 The executive committee shall consist of the **board chairman, the vice chairman, the vice chairman of finances**, and the secretary.

Amend B 4.8.3.1 (as a Second Reading)

Motion to amend B 4.8.3.1 The executive committee shall consist of the **board chair, the vice chair, the vice chair of finance**, and the secretary, as a second reading.

Approved

Motion to approve the May 11, 2022 Governance and Policy Review Committee minutes.

Approved

SY21-22:128 Review and approve Monitoring Report

Motion to approve the May 2022 Monitoring Report.

Approved with great thanks.

SY21-22:129 Review and approve Head of School Report

Motion to approve the May 2022 Head of School report.

Approved with thanks.

SY21-22:130 Approve Acting Head of School for July, 2022

Anda Foxwell's contract ends June 30, 2022. David Mawhinney's contract does not take effect until August 1, 2022. We need leadership coverage from Anda's departure in June through the month of July. After discussion with the head of the HR department and the board executive the following people are presented for our approval. This is in accordance with B 2.5.3 "Seek board approval for the appointment of an acting head of school during absences of more than two weeks."

Motion to approve the appointment of Nathaniel Rudd as Acting Head of School from July 1 to July 16, 2022.

Approved

Motion to approve the appointment of Pamela Kumate as Acting Head of School from July 17 to July 31, 2022.

Approved

SY21-22:131 Abuse Memorial update

Anda Foxwell gave an update on the abuse memorial.

Anda Foxwell has been in contact with the alumni representatives regarding a memorial. Feedback has been received from several alumni and Anda will meet with this group again on May 27, 2022. Incoming head of school David Mawhinney will join a meeting with this group to introduce himself to the alumni representatives.

A survey has been sent to the appropriate alumni gauging interest in attending an alumni retreat for those affected by the historical abuse investigation.

SY21-22:132 Executive Session

See May 17, 2022 Executive Action minutes for details.

SY21-22:133 Consent agenda

Motion to approve the consent agenda as presented.

Approved

- March 15, 2022 BoD minutes
- March 15, 2022 Executive Action Minutes
- May 10, 2022 Finance Committee Minutes
- Monitoring partial or non-compliance report (Board Chair report)
- Head of School Professional Development fund usage for SY 2020-2021 (Board Chair report)
- B.3, B.4 policy compliance report (Board Chair report)

SY21-22:134 Board Housekeeping

- Approve Annual Agenda for SY 2022-2023 (Board Chair Report)
Motion to approve the annual agenda for SY 2022-2023 acknowledging that items might be added throughout the year.
Approved
- International School’s Governance Conference- Chiang Mai, Thailand is scheduled for September 2022
- Establish an ‘advisory body’ to assist the board(s) in the coming school year- Joel Peterson, Karen Stoesz, and Gerald May are available, as needed, to answer questions from the new board members.
- The board appreciates Kurume Christ Church for allowing us the use of their meeting hall for our meetings. The board does pay the church for the use of the building for our meetings.

SY21-22:135 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.

Approved

Motion to approve the May 17, 2022 EA minutes.

Approved

SY21-22:136 Closing Prayer

Anda Foxwell closed in prayer.

SY21-22:137 Adjournment

Anda Foxwell was presented with a gift to express the board’s gratitude for her many years of faithful service.

Motion to adjourn the meeting at 2:08 p.m.

Approved

Respectfully submitted,

Karen Stoesz
Board secretary

Signatures

_____ (seal)
Gerald May- Board Chair

_____ (seal)
Lawrence Spalink- Board Member

_____ (seal)
Karen Stoesz- Board Member