

Christian Academy in Japan
Board of Councilors Meeting Minutes

Date and Time: 15 May 2017, 8:45am

Meeting Place: Harvest Hall, Matsukawa Place

1-2-12 Shinkawa-cho, Higashi-Kurume-shi, Tokyo 203-0013

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

Councilors Present

1. Berg, Gaius
2. Buchholtz, Grant
3. Chung, Jaine Yeong Yueh
4. Johnson, Paul
5. Leenders, Johanna
6. May, Gerald
7. Mutenda, Lawrence
8. Peterson, James
9. Peterson, Joel
10. Roberts, Mark E.
11. Selander, Aileen
12. Sexton, Daniel
13. Sexton, Keiko
14. Shew, Paul Tsuchido
15. Spalink, Lawrence
16. Stoesz, Karen
17. Tada, Hiroaki

Councilors who submitted written Proxy

1. Kunnecke, Stephen
2. Taylor, Kenneth

Absent

None

Observers

1. Foxwell, Anda, Interim Head of School
2. Seely, Rick, Business Manager

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.

Opening Prayer

Hiroaki Tada opened in prayer at 8:45am.

SY 16-17:20 Call to Order and Establish Quorum

The meeting was called to order by Chair of the Board of Directors, Gerald May. Nineteen of the nineteen (19/19) Councilors were in attendance (including 2 by proxy). A majority (ten) is necessary to establish a quorum in accordance with *AE* §21.8.

SY 16-17:21 Election of the Meeting Chair

Motion to elect Lawrence Mutenda to serve as meeting chair in accordance with *AE* §21.7

Unanimously approved.

SY 16-17:22 Approval of the Agenda

Motion to approve the agenda as amended.

Unanimously approved.

SY 16-17:23 Signers of the Minutes

Motion to designate Paul Shew and Hiroaki Tada, in addition to Board of Councilors Chair Lawrence Mutenda, as signers for the minutes of the May 15, 2017 Board of Councilors meeting.

Unanimously approved.

Discussion and Actions

SY 16-17:24 Review of and acceptance of the audit for April 1, 2016 to March 31, 2017

Business Manager Rick Seely reported the Financial Statement for the fiscal year ending March 31, 2017, with operating revenue of ¥812,912,026 and operating expenses of ¥834,295,171 resulting in a loss of ¥21,383,145. He also presented the Independent Auditor's Report from Mr. Wada of Wada Certified Public Accountant Office for the fiscal year ending March 31, 2017, including explanations of balance sheet, profit and loss results and cash flow.

The 2016-2017 Financial Statement and Auditor's Report were both accepted unanimously.

SY 16-17:25 Acceptance of Resignations from Board

Motion to accept resignations of Gaius Berg and Karen Stoesz from the Board of Councilors effective June 30, 2017 (*AE* §27.2.2).

Unanimously approved.

SY 16-17:26 Election and Approval of Board of Councilors Members

Motion to elect Jonathan Winter as replacement for Karen Stoesz on the Board of Councilors effective July 1, 2017 and fulfilling the remainder of her term to June 30, 2018 (*AE* §25.1).

Unanimously approved.

Gerald May reported that Nelle Potter was elected by the Board of Directors to replace Gaius Berg on the Board of Councilors effective July 1, 2017, and fulfilling the remainder of his term to June 30, 2018 ("elected by the Board of Directors from among alumni" *AE* §25.3).

SY 16-17:27 Approve Election of Board of Directors Member

The Board of Directors elected Carol Love as Supervisor Auditor on the Board of Directors to replace Jonathan Winter effective July 1, 2017, and fulfilling the remainder of his term to June 30, 2018 (*AE* §7).

Motion to approve the election of Carol Love as stated above.

Unanimously approved.

SY 16-17:28 Report from the Head of School

Interim Head of School Anda Foxwell reported about the current situation of CAJ.
Unanimously accepted with appreciation.

SY 16-17:29 Approve Corporate Tuition Fee Schedule for School Year 2017-2018

Business Manager Rick Seely proposed corporate tuition fee schedule for 2017-2018.
Motion to set the corporate tuition for the 2017-18 school year with a base increase of 6.0% to 6.2% from the prior year. (Chart with details in appendix.)
Unanimously approved.

SY 16-17:30 Business Report for 2016-2017 and Business Plan for 2017-2018

Business Manager Rick Seely presented the Business Report for 2016-2017 and the Business Plan for 2017-2018. Both addressed Academia, Facilities, Financial and Corporate aspects of school life.
Unanimously accepted both.

SY 16-17:31 Report from the Head of School Evaluation Committee

Gerald May reported on the very positive results of the Head of School evaluation.
Unanimously accepted.

SY 16-17:32 Report from the Head of School Search Committee

Gerald May reported on the Head of School search, which is progressing appropriately. The content of the report is confidential.
Unanimously accepted.

SY 16-17:33 Date of Next Meetings

Gerald May announced the Board of Councilors meeting dates for 2017-2018 School Year as follows:
March 19, 2018
May 14, 2018

SY 16-17:34 Review and Approval of the Minutes

Minutes were reviewed to confirm the content and actions of this meeting.
Motion to approve the minutes of today's meeting with the understanding that corrections may be approved at our next Board meeting if necessary.
Unanimously approved.

SY 16-17:35 Closing Prayer

Mark Roberts closed in prayer.

SY 16-17:36 Adjournment

The meeting was adjourned at 1:13pm.

Respectfully submitted,
Paul Tsuchido Shew, Board of Councilors Secretary

Signatures:

_____ (seal)
Lawrence Mutenda
Board of Councilors Chair

_____ (seal)
Elected Signer: Paul Tsuchido Shew
Board of Councilors Member

_____ (seal)
Elected Signer: Hiroaki Tada
Board of Councilors Member

Appendix 1: Corporate Tuition Fee Schedule