

## **Ov. L7-27**

### **To Revise Bylaws to Revisit and Renew the Relationship of Colleges and Universities with the Synod**

#### **Preamble**

The following proposed convention action, having to do with the Concordia University System (CUS), represents the culmination of the collaborative process set forth by 2019 Resolution 7-03 (“To Direct a Collaborative Process to Propose a New Governance Plan”) to propose a new governance plan for CUS that (as the resolution directed) strengthens all CUS institutions’ connection to the Synod, strengthens their confessional Lutheran identity and reflects intensive and extensive review of the composition, size, and selection of their boards of regents, the process of selecting their presidents; the overall governance of the system by the CUS and the boards; and the financial model for the institutions.

This proposal aims to respond effectively—with realism, faithfulness, and hopefulness—to decades of higher education change. What were once colleges devoted almost exclusively to the training of sons and daughters of Synod congregations for church work have—through a process that began as early as 1947, with the development of the “senior college” concept, and that accelerated with each subsequent decade—completely transitioned to four-year, regional universities, reliant for the vast majority of their material operating inputs on sources outside the Synod. A few details are important:

- The colleges once served a “captive Synod audience” of traditional, residential undergraduate students studying in a limited number of academic programs on campuses oriented principally or exclusively toward church work or final pastoral formation at seminary. Today, the universities offer, to a confessionally diverse student population, dozens of competitive online and on-ground undergraduate and masters, doctoral, and professional degrees and programs in a wide variety of disciplines including health care, engineering, education, criminal justice, etc.
- Across the board today, church work (4 percent) and member-congregation students (11 percent) are a small minority on each campus and tuition and fees (especially from profitable, largely graduate, almost exclusively non-church-work programs), grants, and gifts from the faithful, from alumni, and from surrounding communities have replaced a Synod subsidy as principal financial means. Only approximately 5–6 percent of graduates of Synod congregations attend a Concordia university.
- With the size of the schools’ operating budgets (by 2022, collectively, approximately 23 times the total unrestricted budget of corporate Synod), their principal reliance on non-Synod sources of income, their responsibility to those providing those inputs (including the federal government and students investing in programs of education they hope to finish), their expanding but variously-structured endowments, and their potential liabilities vastly outweighing the value of the schools’ properties, any sweeping rearrangement of the CUS would be far more complex than a simple application of present Synod bylaw mechanisms (e.g., Bylaw 3.6.6.4) or a simple convention action.
- It is no longer practical to contemplate empowering any single Synod board to coordinate the business and financial operations of the universities as they presently exist and operate as a unitary whole. Even the few existing layers of authorization in left-hand kingdom matters (e.g., administration, finance, real estate, budget, information technology) have engendered uncertainty regarding the relative roles of CUS, the Synod Board of Directors (BOD), and the boards of regents, although the latter are clearly intended to be the schools’ “governing bodies corporate.”
- While schools’ cash flow and other financial needs were once met with granting by the Synod or lending of funds deposited by other Concordias, this can no longer be the case. Today the CUS no longer manages lines of credit to the schools. Instead, the Lutheran Church Extension Fund and other banks finance the borrowing by schools based on their individual financial circumstances. Neither does the Synod have the resources, even if all other activity were ceased, to keep all of its institutions economically viable (institutions in Selma, Ala., Portland, Ore., and Bronxville, N.Y. having been lost to the Synod in the last five years) or to take on the scale of liabilities that could be expected to arise in connection with colleges and universities experiencing severe financial straits. Nor has the Synod the power to insulate them from the theological drift characteristic of

religious colleges and universities across the country or from increasing uncertainties about viability of American colleges and universities, generally. Nor, finally, has the Synod the flow of church vocation and other interested member congregation students or faculty to fill them at anything approximating their current scale. Their survival, flourishing, and usefulness to the church depend on the utmost performance by highly skilled and qualified governing bodies and administrations, both committed to the institutions' purpose within the mission of the Synod.

- The uniqueness of our Concordias in an otherwise lost-at-sea higher education landscape, however, has radically increased. Gone are days when public schools advocated basic Judeo-Christian morality and moral principles, and secular society willingly supported Christian churches and schools and maintained Christian pro-life and sexuality standards. Today, churches and schools are left to contend with government and society increasingly antagonistic to Christianity, and the church's universities exist not only in competition with each other or with similar regional institutions but with the unique and valuable opportunity to offer a robust and compelling Christian *contrast* to their secular or *legacy* "Christian" counterparts. In a very real sense, what is "right" is also what "could work." That is to say, the viability and prospering, the "marketable brand" of each university is, in the long view, tied to its performance of a mission that is unique in the field of higher education—as a university that believes, teaches, and confesses the Word of God and the Lutheran Confessions.
- There is an opportunity—recognizing that our Concordias are not "legacy institutions" but devoted to faithfully serving the Church and their students as institutions of the Church in their new reality as somewhere between "critical mass" institutions, having enough Lutheran Church—Missouri Synod (LCMS) presence to largely serve the faithful while inviting others seeking what they provide to be immersed in that environment, and "mission" institutions, having largely faithful faculty and staff but focusing more on delivering education to unchurched students than to the faithful. These simple facts have implications and shifting from a "broader" institution to a "narrower" one is an extremely challenging prospect. At the same time, a broader institution may be capable of having a broader mission impact if it can chart the challenging course of such an institution well.

This proposal aims to orient the Synod to continue vigorously in common confession and mission with her colleges and universities, providing opportunities for members of the Synod's congregations to attend and hold before the world high-quality and attractive schools that, both in teaching and campus life, faithfully adhere to and advocate the Holy Scripture and the doctrine and practice of the Synod (Constitution Article II). The crucial roles of boards of regents and university presidents are restated clearly, along with appropriate safeguards, and realistic lines of accountability are drawn. These will be equipped, empowered, and expected to exercise their duty to the congregations of the Synod, as the governing bodies corporate of the several institutions (existing Bylaw 3.10.6.4 [i][1, 6]) and their executives, to do the work for which Synod has established the schools, including training professional church workers (Const. Art. III 3) and laity for service in the Evangelical Lutheran Church (Articles of Incorporation II d), and thoroughly educating and nurturing "others desiring a Christian liberal arts education" (Bylaw 3.6.6.1). At the same time, the complexity and sophistication of the individual schools is recognized, reducing administrative overhead and favoring coordinative and collaborative work that comes "from within" as a means of strengthening the individual institutions while extending their witness and collective influence.

Simply put, the proposal aims to continue thereby the Synod's efforts to uphold the relationship of the schools with its congregations and commending them to their students, while guiding the schools to build on the strength that differentiates them from every other university—the full and pure confession of a Jesus who is never for them "in the way" but in every sense "the Way." The institutions will be guided to thrive in precisely that way that will sustain and increase their unique and indispensable contributions to the common mission of the Synod.

This proposal does not come alone but with commitment, by all Concordia presidents, to the following shared convictions:

1. There is great promise and possibility in the Concordias, individually and collectively, maintaining a close two-way relationship and connection with the Synod through a formal governance structure; supporting the mission and goals of the Synod; strengthening Lutheran identity; accommodating as many congregation member students as possible; equipping *all* who attend with a Lutheran higher education that prepares them to be a blessing to families, churches, communities, and workplaces; and starting to build a bridge between such students and the life of the Church.
2. There is also great promise and possibility in each of the Concordias working—each with unique influence and impact—in concert, called together by a Synod convener to seek cooperative and collaborative efforts and

to support one another, aiming for a shared path forward with collective influence that expands rather than shrinks.

3. The viability and prospering of each university is, in the long view, tied to its performance of a mission that is unique in the field of higher education—as a university that believes, teaches, and confesses the Word of God and the Lutheran Confessions. As Dr. Luther wrote, “I greatly fear that the universities, unless they teach the Holy Scriptures diligently and impress them on the young students, are wide gates to hell” (“To the Christian Nobility of the German Nation concerning the Reform of the Christian Estate,” *Luther’s Works* 44:206–7; WA 6:462). This makes Synod visitation and ecclesiastical supervision—a formal expression of the rich visitation heritage of the Church—invaluable to each institution. As such, each of the Concordias shares a commitment, and welcomes support and accountability, in providing a higher education where the Scriptures are present and prevalent, offering to those within the church and beyond a compelling alternative to secular higher education.

4. We believe that the existing CUS, with some adjustments in practice, shared work, and scope of responsibility, is the best way for the universities to continue to achieve these and other cooperative efforts.

The following proposed amendments to the CUS, reflecting these realities and hopes, have emerged from a series of recent Synod convention actions (2013 Res. 5-01A; 2016 Res. 7-02B; and 2019 Res. 7-03). The culminating 2019 convention action directed the Synod’s BOD—with active involvement of the President of the Synod; the CUS board, advisory council, and president; the institutions’ boards of regents; and others as needed—to propose a new governance plan for consideration and adoption by the 2023 convention. The process directed by 2019 Res. 7-03 required the concurrence of the CUS advisory council and the CUS BOD and a period of review and comment by the entire Synod, which took place between March and September 2021. The following plan—significantly revised by the university presidents and drafting committee while the *Workbook* was going to print—is presented in pursuit of a realistic, sustainable, and transparent framework, satisfying and acting upon the following objectives of the aforementioned resolutions, as summarized in 2019 Res. 7-03, as summarized at the outset.

Each of the following seven sections (A–G) of the proposed governance plan is prefaced by a *rationale* section briefly relating the proposed changes to the above objectives. In response especially to the thrice-expressed (2013 Res. 5-01A; 2016 Res. 7-02B; 2019 Res. 7-03) desire of the convention for materially *strengthened* connections with the Synod’s colleges and universities, detailed bylaws refocus the CUS on providing concrete mechanisms for continued evaluation and improvement where the Synod’s strength most lies and where it most matters: confessional Lutheran identity and mission focus. At the same time, responding to the rationale for 2019 Res. 7-03, to the collective desire expressed by the several boards of regents, and to practical necessity, the following proposal aims, so far as an appropriate governance structure can, to foster and facilitate the coordination and collaboration that will help the institutions to succeed, individually and together—as schools committed to the church and her mission—in an increasingly challenging higher education environment.

## A. TO REFOCUS CONCORDIA UNIVERSITY SYSTEM AS ECCLESIASTICAL VISITOR

### Rationale

In keeping with the charge of 2019 Res. 7-03 to “review the overall governance of CUS and the boards of regents of the CUS institutions,” the interaction of the Synod, its President, BOD, CUS, and the various boards of regents was examined from the perspective of the “two kingdoms” in an attempt to be clear about who is responsible for which aspects of the schools’ governance and in what manner.

It is relatively easy to *distinguish* right-hand (doctrine, practice, ecclesial mission) and left-hand (business, property, legal) aspects of a university’s operation and to understand their different realms of Synod supervision and oversight. The two “hands” can hardly be *separated*, however, especially in the work of a board of regents. Of concern have been recent situations in which “left-hand” realities have overwhelmed the right hand’s ability to continue the mission, or “left-hand” powers and supposed obligations have distracted a board of regents from its right-hand obligations. To be sure, regents are responsible to keep the ship of their institution afloat (in a business, property, and legal sense)—but their work hardly ends there; they are charged much more to *steer* their ship in the direction of the church’s mission (doctrine, practice, ecclesial mission). A ship afloat but rudderless is as useless to the church as is a well-charted course for a sunken ship. Thus, as a Christian lives *in two* kingdoms but *as one* subject—entrusted at once with material gifts and human relationships, on the one hand, but also with the Word of God, on the other—so these two spheres meet in the board of regents of a Synod university. The final responsibility and authority, logically and legally, to

marshal their institution's material means to achieve the Synod's churchly ends, Christ's ends, lie with these regents (2019 Bylaw 3.10.6.4 [i][6]).

Keeping the ships of our schools afloat while maintaining—in challenging seas, these days, for universities of any stripe except those with massive endowments—their freedom to maneuver on the church's charted course is a grand challenge for each board of regents. They need agility to marshal their institutions' material resources for mission. They need to be accountable to the Synod in two distinct ways: first, that they chart, in doctrinal, practical, and mission terms, the right course; second, that they marshal their material resources properly to perform that task, without undue worldly entanglements, and in the long term. Supervision in the first, "right-hand" realm, and oversight in the second, "left hand" realm are both absolutely necessary but each call for different gifts and approaches. CUS has struggled with "left-hand" oversight, not having in itself the necessary business, property, and legal expertise, which has perhaps detracted from its chief aim, namely, to chart a churchly course with the regents and presidents of our institutions.

Proposed is moderate and focused change to CUS, *not* to introduce or enhance mechanisms by which it directs the universities or to involve it in their kingdom-of-the-left business decisions, but to *focus and enhance* the Synod's effort in the guidance, encouragement, and provision of accountability for the schools' accomplishment of their churchly purpose. "Left-hand" accountability of regents for property, business, and legal matters is channeled elsewhere—to the BOD (see Section C below), which has in its members, in its Chief Financial Officer, and in other experts available for its use, the requisite gifts to hold boards of regents accountable—ultimately, to the congregations of the Synod—for their stewardship of "property of the Synod" in cultivating mission and ministry on and beyond their campuses. Mechanisms for what were always the chief aims of CUS must be sustained and strengthened, namely, to set forth and realize a vision for the schools' role in the mission of the Synod, in pursuit of which CUS has worked with them to establish Lutheran Identity Standards for CUS Institutions (2016 Res. 7-01A, *Proceedings*, 171–72) and to advocate the schools' provision of church workers and preeminently and pervasively *Lutheran* higher education programs and campuses.

Section B, below, elaborates the process of visitation and affirmation by which, chiefly, CUS will guide institutions in the way of expressing *Lutheran identity* in all spheres of university life and accomplishing the Synod's *mission outcomes*, including bold confession (Const. Art. III 1–2), quality Christian education (Const. Art. III 5), and preparation of church workers (Const. Art. III 3) and others (Art. Inc. II d) for exemplary service in family, church, and state. This process falls squarely within the churchly tradition of *visitation* and *ecclesiastical supervision* (cf. Bylaws 1.2.1 [j]; 3.3.1.1.1; 3.3.1.2; Const. Art. XII 7) as a means of accountability of the Synod's colleges and universities, under the Scriptures and Lutheran Confessions, to the whole Synod. CUS, acting in concert with the existing Committee for Convention Nominations, will also have an active role in commending highly qualified potential regents for election and appointment to these boards. The boards of regents themselves are dealt with in Section D, further below.

As the function of CUS has changed and will further change to one of Synod theological oversight and coordination, and all business and property roles will cease, the corporate structure of CUS as a synodwide corporate entity is simplified.

### **Proposed Action**

Therefore be it

*Resolved*, That existing Bylaws 3.6.6.4–8, regarding the CUS, be deleted, their content being superseded by the following new bylaws; and be it further

*Resolved*, That Bylaws 3.6.6 and following, regarding the CUS, be revised as follows:

### **PRESENT/PROPOSED WORDING**

#### ***Concordia University System***

3.6.6 Concordia University System, as a corporation under the laws of the State of Missouri, ~~is operated by its members and board of directors in accordance with~~ incorporated as a non-member corporation as provided in its Articles of Incorporation and corporate Bylaws to further the objectives of facilitate ecclesiastical visitation and affirmation of the Synod's colleges and universities (Bylaw 3.10.6f.) and to assist with their cooperation and coordination higher education within the Synod. Any amendments to these Articles of Incorporation shall be subject to approval by the members. It shall seek to assist them with effective and accountable:

- preparation of commissioned ministers for service in the Synod and of pre-seminary students for study at a Synod seminary;
- raising up of Lutheran laypersons for life-long, faithful service to Christ and the neighbor; and
- robust, intentional engagement of all students with the faith taught and practiced, with application to their vocations in family, church, and state.

~~3.6.6.1 The Board of Directors of the Concordia University System has authority with respect to the Synod's colleges and universities. It shall have the overall responsibility to provide for the education of pre-seminary students, ministers of religion—commissioned, and others desiring a Christian liberal arts education by facilitating prior approval as set forth in Bylaw 3.10.6.7.3 for theology appointments to college/university faculties and by coordinating the activities of the Synod's colleges and universities as a unified system of the Synod through their respective boards of regents.~~

~~3.6.6.2 The members of Concordia University System shall consist of the Synod and the colleges and universities of the Synod. The Board of Directors of the Synod and the Council of Presidents of the Synod each shall appoint delegates representing the Synod. The boards of regents of the colleges and universities of the Synod shall appoint delegates representing the colleges and universities. The numbers of delegates appointed by the Board of Directors of the Synod, the Council of Presidents, and the boards of regents shall be established by the Articles of Incorporation and Bylaws of Concordia University System.~~

3.6.6.1 The Concordia University System Board of Directors shall:

(a) define, in consultation with the Institution Advisory Council, and adopt the Lutheran Identity and Mission Outcome Standards ("Standards"), on the basis of which Synod colleges and universities and each of their church worker preparation programs shall undergo Synod visitation; and maintain policies governing, and supervise the performance of, such Synod visitation (Bylaws 3.6.6.4f.), which shall focus on support and accountability for maintaining and strengthening Lutheran identity. Consistent with the Standards, the Concordia University System shall ensure that each institution receives:

(1) regular oversight and fraternal counsel and encouragement through annual, informal visitation that involves free exchange among peers;

(2) in-depth oversight through formal visitation and reporting (including affirmation, commendations, cautions, and recommendations for improvement; Bylaw 3.6.6.4) at least once every three years;

(b) review and approve new implementations of programs of study leading to professional church work in the interest of the institution(s) and the Synod;

(c) facilitate, together with respective boards of regents, the processes of president selection (Bylaw 3.10.6.8.2) and prior approval for appointments to theology faculties of Synod colleges and universities (Bylaw 3.10.6.9.2); [bylaws as renumbered pursuant to amendments that follow]

(d) maintain a *Model Operating Procedures Manual*, in consultation with the Commission on Constitutional Matters, regarding the handling of faculty and staff complaints and dispute resolution by college/university boards of regents, to include notification of any relevant ecclesiastical supervisor, and monitor compliance with such;

*Oversight roles:*

(e) monitor, inquire into, report to the President of the Synod regarding, and promote the ongoing faithfulness of Synod's colleges and universities to the doctrine, practice, and objectives of the Constitution of the Synod (Const. Art. II and III);

(f) monitor—in consultation with the Office of National Mission; the Department of Rosters, Statistics, and Research Services; the Council of Presidents; and the Synod's seminaries—and report to the Synod on the enrollment, graduation, placement, and retention rates in programs leading to candidacy for commissioned ministry or to seminary enrollment and advise the schools on the Synod's worker needs and opportunities for coordination;

(g) receive, revise, and recommend to conventions of the Synod for approval any proposals for creating, essentially revising, or renaming programs of study and certification for commissioned ministry;

(h) in addition to providing its own report, review and respond in each Synod convention Workbook to a detailed triennial strategic report prepared by the Institution Advisory Council, summarizing the state of and outlook for church worker preparation, confessional Lutheran lay education, campus and ethos;

Assistive and coordinative roles:

(i) assist the Synod and its colleges and universities in articulating and advancing the schools' unified public confession and application of the church's doctrine and practice, and, in coordination with the Board of Directors of the Synod, assist in advancing the common defense of their rights to the free exercise of our confession under the Constitution of the United States;

(j) develop and administer, on behalf of the Synod and subject to policies of the Board of Directors of the Synod, financial resources designated to assist the schools in their pursuit of the Standards, in strengthening of churchly identity and in their achievement of mission outcomes;

(k) regularly convene the college and university presidents and, as needed, other leadership to facilitate the schools' coordination, cooperation, and consolidation of operations, in part or in whole, wherever prudent and practically feasible, while not itself assuming any operational or financial responsibility for such efforts;

(l) serve, in consultation with the President and Secretary of the Synod, the Institution Advisory Council, and the boards of regents of Synod colleges and universities, as a resource for the recruitment of highly and variously qualified potential regents, offering in nomination (e.g., as in Bylaw 3.12.3.4 [c]) and suggesting for appointment those suitably qualified;

(m) serve as a resource for regents' development of and mandatory training in governance skills, especially as they relate to the carrying out of the mission of the Synod's colleges and universities within the mission of the church, and foster regents' growth in aspects of governance related to the expectations of the Standards;

(n) serve as a resource for the development of lists of potential teaching and administrative personnel;

(o) together with districts, congregations, local boards of regents, and national efforts, promote student recruitment for both professional church work and lay higher education; and

(p) participate with the Board of Directors, Council of Presidents, and respective board(s) of regents, in determinations to consolidate, relocate, separate, or divest a college or university (Bylaw 3.10.6.5).

3.6.6.32 The Board of Directors of the Concordia University System shall be composed of ~~nineteen~~ voting members and ~~five~~<sup>six</sup> nonvoting members (no more than two members elected by the Synod shall be from the same district, ~~and no executive, faculty member, or staff member from a Lutheran institution of higher education may serve on the Board of Directors of Concordia University System as a voting member~~) and no voting member shall be a regent, executive, faculty member, as defined in Bylaw 1.5.1.1, of a Synod college or university:

*Voting Members:*

1. Two ministers of religion—ordained elected by the Synod
2. One minister of religion—commissioned elected by the Synod
3. Two laypersons elected by the Synod
4. ~~Three~~<sup>Four</sup> laypersons appointed by the ~~delegates of the members of Concordia University System~~ elected members listed above, after consultation with the President of the Synod and the Institution Advisory Council; at least two of the four must have background experience in higher education administration or accreditation

5. The President of the Synod or his representative

*Nonvoting Advisory Members:*

1. A district president appointed by the Council of Presidents
2. ~~Up to two persons appointed by~~ One representative designated by the Board of Directors of the Synod
3. One representative designated by the Commission on Theology and Church Relations
4. The Chief Mission Officer of the Synod or his representative

45. One university president appointed by the Concordia University System Advisory Council who is designated by, and is a member of, the Institution Advisory Council

6. One university board of regents chair who is designated by the Institution Advisory Council and whose institution is a college or university presently affirmed by the Synod.

The advisory university president and university board of regents chair shall be drawn from different institutions. Neither the advisory university president nor the advisory board of regents chair shall participate in the work or the sessions of the board as they relate to the ecclesiastical visitation of any individual college or university.

3.6.6.2.1 Persons elected or appointed to the Concordia University System Board of Directors should have demonstrated familiarity with and support of the institutions-Synod colleges and universities, and shall strongly and demonstrably articulate and support the confession and doctrinal positions of the Synod, and shall possess-have demonstrated a high degree of two or more of the following qualifications or background experiences: theological acumen, an advanced degree, experience in higher education administration, higher education accreditation, professional church worker education, administration of complex organizations, finance, religious non-profit law, higher education law, investments, technology, human resources, facilities management, or fund development or the strengthening of the mission of the Synod's congregations and schools. The Chief Administrative Officer-President of the Synod (or a designee) and the Secretary of the Synod (or a designee) shall review and verify that nominees are qualified to serve as stated above.

3.6.6.3 The Institution Advisory Council shall, as specified elsewhere in these bylaws and upon request, advise the Concordia University System Board of Directors in its responsibilities, providing expert consultation and access to information as necessary to facilitate Concordia University System oversight, on the Synod's behalf, of the schools' Lutheran identity and mission outcomes under the Standards (Bylaw 3.6.6.1). It shall also, as bylaws elsewhere specify and upon request, advise Concordia University System in its responsibilities as they relate to programs leading to candidacy for commissioned ministry and to seminary enrollment.

(a) It shall comprise the presidents (including interim presidents) of Synod's colleges and universities currently affirmed by the Synod.

(b) It may, as necessary for its work and subject to Concordia University System approval, create committees consisting of its own members or others, and, while retaining supervision and accountability, delegate to them certain of its responsibilities.

and be it further

*Resolved, That Bylaws 3.12.3.5 (e-f) and 3.12.3.7 (c) be amended as follows:*

#### **PRESENT/PROPOSED WORDING**

3.12.3.5 The first meeting of the Committee for Convention Nominations shall be at the call of the Secretary of the Synod at least six months prior to the convention of the Synod.

...

(e) In the case of the boards of regents of educational institutions of the Synod, the committee shall consult with the President of the Synod, the Board of Directors of the Synod, the Board of Directors of Concordia University System, and the presidents and chairs of the institutions' boards of regents and receive their input for the committee's consideration. The President of Concordia University System (or a designee) and the Secretary of the Synod (or a designee) shall review and verify that nominees are qualified as stated in Bylaw 3.10.6.2 (8). Only those nominees whose qualifications have been verified as described in Bylaw 3.10.6.2.1 shall be considered to be eligible for selection as candidates for subsequent election.

(f) The Committee for Convention Nominations-Secretary of the Synod shall establish and maintain a procedure to generate and publish in advance of the convention a-lists of names from all who have been nominated for Synod boards and commissions who meet the qualifications (as certified under Bylaws 3.10.6.2-3.10.6.3 and 3.6.6.3 3.6.6.2.1) to serve (1) on a Concordia University System-board of regents of a Synod college or university or (2) on the Concordia University System Board of Directors. Information on such nominees shall be shared with the Concordia University System Board of Directors for use throughout the following triennium as it appoints further members and

1 assists the districts and Synod colleges and universities, respectively, in identifying potential regents  
2 for election and appointment.

3 ...

4 3.12.3.7 The chairman of the Committee for Convention Nominations shall submit the committee's report in  
5 person to the convention at one of its earliest sessions and shall facilitate the amendment of the slate  
6 from the floor.

7 ...

8 (c) Such floor nominations may only be made from the list of names which have previously been  
9 offered to the Committee for Convention Nominations prior to the final deadline for the submission  
10 of nominations, unless the convention shall otherwise order by a simple majority vote. ~~The President~~  
11 ~~of Concordia University System (or a designee) and the Secretary of the Synod (or a designee) shall~~  
12 ~~verify that all floor nominees to serve as a member of a Concordia University System board of~~  
13 ~~regents possess qualifications as stated in Bylaw 3.10.6.2 (8). The qualifications of floor nominees~~  
14 ~~for boards of regents of Synod colleges and universities shall be verified as provided in Bylaw~~  
15 ~~3.10.6.2.1. The Chief Administrative Officer-President~~ of the Synod (or a designee) and the  
16 Secretary of the Synod (or a designee) shall review and verify that all floor nominees to serve as a  
17 member of the Concordia University System Board of Directors possess qualifications as stated in  
18 Bylaw 3.6.6.32.1.

19 ...

20 and be it further

21 *Resolved*, That the Secretary of the Synod, in consultation with the Standing Committee on Nominations, the  
22 CUS BOD and Institution Advisory Council, and Synod BOD, be directed to prepare specific forms for nomination  
23 of regents and CUS directors, whether elected or appointed, that require detailed elaboration of subject matter  
24 qualifications as indicated in Bylaws 3.6.6.2.1 and 3.10.6.2.1, which forms shall be used in each election or  
25 appointment process; and be it further

26 *Resolved*, That the CUS BOD, in consultation with legal counsel, draft new governing documents for the CUS to  
27 bring it into compliance with the above and with all other applicable bylaws and present them, as soon as practically  
28 feasible and in the interest of the Synod, for adoption subject to Bylaw 3.6.1.7; and be it finally

29 *Resolved*, that the CUS BOD and its members be directed to facilitate the adoption and, as applicable, filing of  
30 the new governing documents.

## 31 **B. TO ESTABLISH PROCEDURES FOR FORMAL** 32 **ECCLESIASTICAL VISITATION OF THE CONCORDIA UNIVERSITIES**

### 33 **Rationale**

34 In keeping with the charge of 2019 Res. 7-03 to “strengthen all CUS institutions’ connection to the Synod” and to  
35 “strengthen the confessional Lutheran identity of all CUS institutions,” the role of CUS as assistant to the President  
36 in his *ecclesiastical visitation* (Const. Art. XII 7; Bylaws 1.2.1 [j]; 3.3.1.1.1 [c], 3.3.1.2 [c]; 3.6.6.4 [h]) of the  
37 Concordia universities is elaborated, strengthened, and made more transparent. CUS visitation of colleges and  
38 universities will focus on their Lutheran Identity and Mission Outcomes (that is, their effective preparation of church  
39 workers, thorough preparation of Lutheran laity for service and leadership in the church, and immersion of all students  
40 in a faithful and forthright Lutheran context and curriculum).

41 2016 Res. 7-01A, “To Adopt Lutheran Identity Statements for CUS Institutions as Prepared by CUS Presidents”  
42 (*Proc.*, 171–72), already adopted by the convention and the several boards of regents, provides an initial framework  
43 for the Lutheran Identity and Mission Outcome Standards (“Standards”); the process of visitation set forth in new  
44 bylaws aims to provide a context for evaluating and fostering each institution’s growth in achieving these mission  
45 outcomes. The ecclesial visitation process here set forth assures and fosters growth in the connection of *our*  
46 universities with the Church, its confession, and its non-seminary, higher education mission objectives. The process  
47 holds college and university boards of regents (and through them, presidents, faculties, and staffs) accountable to the  
48 Synod for the governance, administration, and implementation of programs and campus life consistently faithful to  
49 the confession of and oriented toward the mission of the church—not as imposition of an external compulsion but as  
50 “iron sharpening iron” in pursuit of each college or university’s own all-encompassing, sacred purpose.



The visitation process is primarily *formative*, in that it engages institutions in self-study and outside evaluation, relative to the expectations of the Standards. Every institution will be engaged, no matter its present degree of success in pursuing the ideals of the Standards, and challenged to demonstrate concrete plans for such pursuits. While CUS has in the past aimed to state ideals and to work with institutions with identified deficiencies, this model provides a definite process intended accountably and transparently to advance *all* Concordia institutions in their pursuit of the Standards and, therefore, in their service in support of and on behalf of the member congregations of the Synod.

Visitation is also finally *summative*; that is, it can reach the conclusion that the Standards expected have not and cannot reasonably be expected to be reached. While no one desires this outcome, its definite possibility is intended to strengthen the intentional working of all Concordia colleges and universities, taking into account the *possibility* of differences in opinion about objectives or weaknesses in leadership, with CUS in pursuit of the Synod's objectives. The model allows for both quiet and open cautions about weaknesses in a university's accomplishment of the Standards. An institution or program that loses *ecclesiastical affirmation* loses its ability to prepare and declare qualified church workers for rostered service in the Synod as well as some of its rights to participate more broadly in the life of the Synod; it is put on public notice that it is not adequately fulfilling its churchly mission. Such a finding may prompt the removal of a university president for reasons of doctrine and practice as provided in the bylaw revisions proposed hereunder (proposed Bylaw 3.10.6.8.3).

This model recognizes the responsibility, initiative, and creative capacity of local boards of regents and administrations to pursue the high expectations the Synod rightfully has of its colleges and universities. It provides not only for minimum expectations but for individualized, measurable, and reproducible plans for continuous improvement—the development of organic but intentional processes for improvement of each campus, with prescriptions and progress visible to the Synod. It provides a framework for monitoring of and accountability for confessional fidelity, directed and supervised by CUS and carried out with peer input, that can be shared regularly with the members of the Synod, to guide their support and utilization of the institutions.

#### **Proposed Action**

Therefore be it

*Resolved*, That a formal program of Synod college and university visitation be established by the adoption of the following bylaws:

#### **PRESENT/PROPOSED WORDING**

##### *Lutheran Identity and Mission Outcome Standards, Ecclesiastical Visitation*

3.6.6.4 The Concordia University System Board of Directors shall, in consultation with its Institution Advisory Council, define and adopt the Lutheran Identity and Mission Outcome Standards ("Standards"), a regularly published policy document containing standards for ecclesiastical visitation and affirmation of institutions and of programs leading to candidacy for commissioned ministry or to preparedness for seminary study.

(a) The Standards shall express the Synod's expectations for its college or university, including fidelity of campus curriculum and culture intended to propagate the faith, strong theology and campus ministry programs having positive and intentional interaction with the entire faculty and student population and with all curricular programs, and success in preparation of church workers for the Synod and of Lutheran laypeople for distinctively faithful lives of service to church and neighbor and in conveying to all students a clear understanding of the essentials of the faith, generally and in specific relation to their particular vocations.

(b) The Standards shall be elaborated to support both formative and summative functions. They shall engender local development and provide for outside monitoring of formative processes, engaging all institutions fully in intentional and measurable programs intended to advance their expression of Lutheran identity and accomplishment of mission outcomes. They shall also enable the drawing of summative conclusions, concretely identifying strengths and weaknesses in institutions and programs, ultimately to provide clear rationale for decisions about continuation or termination of affirmation.

(c) In addition to the standards with institution-wide applicability, the Concordia University System shall develop and maintain supplemental program standards specific to each type of program intended to result in candidacy for one of the Synod's categories of commissioned ministry or in preparedness for seminary study. Such program standards shall specify, for example, the

1 instructional and practical curricular requirements expected to be satisfactorily completed prior to  
2 qualification for first call or for granting of credit by a seminary for pre-seminary studies. The  
3 Concordia University System shall develop pre-seminary curricular standards in consultation with  
4 the seminaries of the Synod.

5 (d) The Standards shall be made publicly available on the Synod's website and as otherwise  
6 determined by Concordia University System.

7 3.6.6.4.1 Synod colleges and universities shall undergo Synod visitation with respect to the Lutheran Identity and  
8 Mission Outcome Standards, both comprehensively as institutions and with regard to the specific  
9 requirements of each implemented program intended to result in candidacy for one of the Synod's  
10 categories of commissioned ministry or in preparedness for seminary study.

11 (a) Ordinarily each college or university shall receive a formal institutional and program visitation  
12 once in each Synod national convention cycle. These regular, formal visitations shall attend to both  
13 formative and summative elements, evaluating present performance relative to the Standards but  
14 also fostering, monitoring, and advancing initiatives in pursuit of the Standards. A focused review  
15 of a specific alleged breach of the Standards, however, may be initiated by Concordia University  
16 System at any time.

17 (b) Concordia University System may, if a regular or focused review finds that an institution or  
18 program is at risk of not fulfilling the Standards, place the institution or program under a notice of  
19 concern, which may, at Concordia University System's option, be made public. Concordia  
20 University System may lift the notice at any time it determines the risk has been satisfactorily  
21 addressed.

22 (c) Concordia University System may, upon finding an institution to be in breach of the Standards,  
23 either on the basis of a regular visitation report or of a focused review, place the institution on  
24 probation for up to a two-year period. Probation may be extended once for two years and once for  
25 one year, but to no more than five years total, if Concordia University System determines that  
26 substantial progress has been made and that verifiable plans and resources are in place to bring the  
27 institution into compliance. Probation may be lifted earlier by Concordia University System. An  
28 institution not in compliance at the conclusion of the probationary period is no longer affirmed by  
29 the Synod, can no longer declare graduates qualified for placement, and is no longer commended  
30 by Concordia University System to the church.

31 (d) Concordia University System may, upon finding a church work preparation program to be in  
32 breach of the Standards, either on the basis of a regular visitation report or of a focused review,  
33 place the program on probation for up to a one-year period, which may be extended twice, each  
34 extension by up to one year, but to no more than three years total, if Concordia University System  
35 determines that substantial progress has been made and that verifiable plans and resources are in  
36 place to bring the institution into compliance. Probation may be lifted earlier by Concordia  
37 University System. A program not in compliance at the conclusion of the probationary period is no  
38 longer affirmed by the Synod and therefore cannot certify graduates as qualified for initial placement  
39 or be commended and acknowledged as a suitable program of pre-seminary preparation, as the case  
40 may be.

41 (e) An institution or program under probationary affirmation is not "in good standing with the  
42 Synod" for purposes of these Bylaws.

43 3.6.6.4.2 In consultation with its Institution Advisory Council, the Concordia University System Board of  
44 Directors shall implement and maintain policies governing, and shall supervise, the process of formal  
45 visitation for the Synod's colleges and universities on the basis of the Lutheran Identity and Mission  
46 Outcome Standards.

47 (a) In preparation for visitation and affirmation review, each institution and church work program  
48 shall provide, on the basis of a thorough self-study, a written report evidencing compliance with the  
49 criteria and core components of the Standards, as evaluated by the stated measurable factors, as well  
50 as indicating any relevant explanatory factors and initiated or planned efforts to improve specific  
51 aspects of performance relative to the Standards. It shall especially address any issues noted in  
52 previous reviews or specifically requested by Concordia University System. The self-study shall be  
53 delivered to and reviewed by Concordia University System.

1 (b) A visitation team, assembled by Concordia University System upon review of the self-study  
2 report or recommendation of its Institution Advisory Council, shall itself review the self-study report  
3 and then visit the institution, interacting with its board of regents, administration, faculty, campus  
4 ministry staff, and students. An effective visitation, with broad and unimpeded access to campus  
5 program information, policies, and personnel, shall be facilitated by the institution. Each  
6 implemented or proposed church work and pre-seminary program shall receive specific attention.

7 (c) The visitation team shall compile a report of its visit and associated findings, which shall be  
8 shared with Concordia University System and the institution. After allowing 60 days for the  
9 institution to respond in writing to the team's report, Concordia University System shall, with regard  
10 to the institution and each of its implemented or proposed church work programs: (1) affirm without  
11 concerns; or (2) affirm with concerns (notice); or (3) place the institution or program on probation;  
12 or (4) disaffirm, in the case of an initial application, or initiate withdrawal of affirmation; or (5)  
13 initiate further investigation, with the same or a new visitation team.

14 (d) The institution reviewed may within 30 days of being notified of Concordia University System's  
15 visitation determination(s) submit a written appeal and/or response to Concordia University  
16 System's determination. Once Concordia University System has, within 30 days of its receipt,  
17 considered and acted upon any such appeal, its determination is final and not subject to further  
18 appeal.

19 (e) Within the above 30-day period for request of an appeal or within seven days of receipt of  
20 Concordia University System's negative action on a requested appeal, an institution may state a  
21 corrective action plan and request Concordia University System, acting in its sole discretion, to grant  
22 a delay of up to six months in the publication of a negative visitation result to allow initiation of the  
23 plan. Concordia University System may at its option require a summary of the action plan, composed  
24 by the institution and approved by Concordia University System, to be published with any revised  
25 visitation outcome.

26 (f) At the conclusion of the above, the visitation status of each institution and its programs, together  
27 with summary reports of visitation reviews, any imposition(s) of notice or probation, and any  
28 withdrawal(s) of affirmation, shall be timely made available to the Synod through a publicly  
29 accessible website. The information presented shall be of a depth and character that would allow  
30 members of the Synod to evaluate the churchly character, relative value, and mission effectiveness  
31 of each institution and program, and to understand concretely the steps being taken to improve the  
32 same.

33 (g) Visitation teams, composed of members of member congregations of the Synod and assembled  
34 and organized by Concordia University System, shall include representation from peer boards of  
35 regents, administrations, and faculties, and a district president having ecclesiastical supervision of  
36 peer institution faculty, all with demonstrated excellence in advancing and achieving the Standards.  
37 It shall also include representation drawn from the member congregations and ministerium of the  
38 Synod and representative of their interests in the institutions. The Institution Advisory Council, the  
39 Council of Presidents, the Board for National Mission, the Synod Board of Directors, and President  
40 of the Synod may nominate visitors, as may members of Concordia University System.

41 (h) An institution receiving a visitation team shall be notified in advance of the membership of the  
42 team. Either the institution or any member of such a team may challenge the participation of any  
43 member on the basis of actual partiality or the appearance thereof. Concordia University System  
44 shall have in place a procedure for responding to any such challenge within 30 days. A finding by  
45 Concordia University System of actual partiality or the appearance thereof shall disqualify the  
46 member from participating in the visitation. Concordia University System may at its option replace  
47 any member so disqualified or continue with the reduced visitation team.

48 (i) Concordia University System, with the assistance of its Institution Advisory Council, shall  
49 provide training for members of visitation teams, according to policies established by Concordia  
50 University System.

51 (j) Direct costs of the visitation process shall be borne by the institution visited, regulated according  
52 to a schedule devised, in consultation with the Institution Advisory Council, and published  
53 triennially by Concordia University System.

54 and be it further

1       *Resolved*, That Bylaws 3.3.1.1.1 (c) and 3.3.1.2 (a) be amended to clarify the relationship of the President's  
2 official visitation with that of CUS as follows:

3 **PRESENT/PROPOSED WORDING**

4 *Powers and Duties – Ecclesiastical*

5 3.3.1.1       As the chief ecclesiastical officer of the Synod, the President shall supervise the doctrine taught and  
6 practiced in the Synod, including all synodwide corporate entities.

7 3.3.1.1.1     The President of the Synod has ecclesiastical supervision of all officers of the Synod and its agencies,  
8 the individual districts of the Synod, and all district presidents.

9       ...

10       (c) He shall at regular intervals officially visit or cause to be visited all the educational institutions  
11 of the Synod to exercise supervision over the doctrine taught and practiced in those institutions.

12       (1) With regard to Synod's colleges and universities, regular visitation shall be conducted  
13 through the Concordia University System as described in Bylaw 3.6.6.4 and following.

14       (2) He may in addition and at any time specially visit or cause to be visited any educational  
15 institution of the Synod to exercise his ecclesiastical supervision.

16       (3) He shall call up for review any action by the respective board of regents, administration,  
17 faculty, or institution that, in his view, may be contrary to the doctrine and practice of the Synod  
18 and, if he deems appropriate, he shall request that such action be altered or reversed.

19       ...

20 *Powers and Duties – Administrative*

21 3.3.1.2       The President shall oversee the activities of all officers, executives, and agencies of the Synod to see to  
22 it that they are acting in accordance with the Constitution, Bylaws, and resolutions of the Synod.

23       (a) He shall at regular intervals officially visit or cause to be visited all the educational institutions  
24 of the Synod and thereby exercise oversight over their administration as it relates to adherence to  
25 the Constitution, Bylaws, and resolutions of the Synod.

26       (1) With regard to Synod's colleges and universities, regular visitation shall be conducted  
27 through the Concordia University System as described in Bylaw 3.6.6.4 and following.

28       (2) He may in addition and at any time specially visit or cause to be visited any educational  
29 institution of the Synod to exercise his ecclesiastical supervision.

30       ...

31 and be it further

32       *Resolved*, That CUS shall, no later than Sept. 1, 2024, on the basis of the Lutheran Identity Statement adopted in  
33 in 2016 Res. 7-01A and draft materials presented to the convention and in consultation with its Institution Advisory  
34 Council, release the first operational edition of the institutional Lutheran Identity and Mission Outcome Standards;  
35 and be it further

36       *Resolved*, That CUS shall, no later than Sept. 1, 2024, in consultation with its Institution Advisory Council, release  
37 the first edition of uniform standards for the commissioned ministry and pre-seminary programs offered by Synod  
38 colleges and universities; and be it further

39       *Resolved*, That Synod affirmation be granted herewith to the Concordia universities and their presently-approved  
40 ministry programs, with the report of the first visitation and reaffirmation process for each institution and program to  
41 be prepared and available to the Synod not later than 20 weeks prior to its 2026 convention; and be it further

42       *Resolved*, That the CUS and its universities be instructed to make every effort to complete the process of  
43 development, reaffirmation, and reporting as scheduled, with the understanding that the initial implementation is the  
44 first step in a developmental process; and be it further

45       *Resolved*, That in order to account for the possibility that a school or church work program could be disaffirmed  
46 as the result of a negative visitation, Bylaws 2.8.1–2 be amended as follows to become Bylaws 2.8.1–4 (including the  
47 division of existing Bylaw 2.8.2 into Bylaws 2.8.2–2.8.3 and the addition of Bylaw 2.8.4) to clarify that only LCMS  
48 faculty of colleges and universities currently affirmed by the Synod have the authority to declare church workers  
49 qualified for rostered service within the Synod, and then only within programs so affirmed by the Synod:

1 PRESENT/PROPOSED WORDING

2 2.8.1 Candidates shall be declared qualified for first calls.

3 (a) They are those who before the effective date of the first calls will have satisfactorily completed  
4 the prescribed courses of studies and will have received diplomas from their respective ~~educational~~  
5 ~~institutions seminaries of the Synod or in Synod-affirmed programs of colleges or universities of~~  
6 ~~the Synod~~, or have fulfilled the requisites of a colloquy or other approved education program of the  
7 Synod (Bylaws 2.7.2 and 2.7.3).

8 ...

9 2.8.2 It shall be the responsibility of ~~Synod's~~ colloquy committees or, ~~subject to the policies of the Colloquy~~  
10 ~~Committee for Commissioned Ministry and within programs for which their respective institutions are~~  
11 ~~currently affirmed by the Synod~~, the faculties of ~~educational institutions of the Synod-Synod colleges~~  
12 ~~and universities~~ to declare colloquy candidates qualified for first calls.

13 2.8.3 For purposes of declaring candidates qualified for placement and recommending them for membership  
14 in the Synod, the Synod considers ~~the such a "faculty" of an educational institution~~ to be defined as  
15 follows:

16 (a) Seminaries: all full-time faculty members who are in good standing on the Synod's roster of  
17 ordained ministers.

18 (b) Colleges and universities: all full-time faculty members who are in good standing as individual  
19 members of the Synod or are members in good standing of a member congregation of The Lutheran  
20 Church—Missouri Synod.

21 2.8.4 Only faculties of such Synod colleges and universities as are currently affirmed by the Concordia  
22 University System may declare qualified and recommend candidates for first calls, and each of these,  
23 only with regard to programs leading to candidacy for commissioned ministry (Bylaw 2.6.1.1) for which  
24 it is specifically and currently affirmed by Concordia University System.

25 2.8.4.1 A graduate of such a program that was affirmed by Concordia University System at the time of  
26 matriculation but no longer affirmed at the time of qualification for a first call may apply to the Colloquy  
27 Committee for Commissioned Ministry for examination, any necessary remediation, and certification.  
28 The institution offering such a program shall share records with the Colloquy Committee as necessary  
29 to assess the candidate's preparation and fitness for commissioned ministry.

30 and be it further

31 *Resolved*, That Bylaw 2.9.1 be amended as follows (subparagraphs [a] and [b] remaining unchanged):

32 PRESENT/PROPOSED WORDING

33 2.9.1 The Council of Presidents, acting as the Board of Assignments, shall regularly assign to qualified  
34 graduates of ~~educational institutions of the Synod seminaries and Synod-affirmed programs of Synod~~  
35 ~~colleges and universities~~, and to workers available from colloquy programs, as "first calls" those calls  
36 that have been duly extended to fill active member positions as identified in Bylaw 2.11.1 for ordained  
37 and commissioned ministers if positions for which candidates are qualified are available.

38 ...

39 and be it finally

40 *Resolved*, That Bylaws 3.10.3.1–2, establishing the membership and function of the Colloquy Committee for  
41 Commissioned Ministry, be amended as follows, and Bylaw 3.10.3.3 be added as follows, to reflect the new relation  
42 of the Synod and the schools:

43 PRESENT/PROPOSED WORDING

44 3.10.3.1 The Colloquy Committee for Commissioned Ministry shall consist of the First Vice-President of the  
45 Synod as chairman, a representative of Concordia University System, and two ~~college/university~~  
46 ~~presidents of affirmed colleges or universities of the Synod that operate a program or programs that are~~  
47 ~~affirmed by the Synod to qualify graduates for commissioned ministry~~ appointed by the President of the  
48 Synod, ~~two Concordia University System and three faculty members of the same, who are involved in~~  
49 ~~colloquy and appointed by the president of Concordia University System, and one representative from~~  
50 ~~CUEnet.~~

- 1 3.10.3.2 The committee shall direct the Synod's activity in matters of colloquies for commissioned ministers.  
2 (a) The committee shall ~~oversee~~ maintain policies specifying, for each category of commissioned  
3 ministry ~~at each college and university of the Synod~~, the prerequisites for colloquy application,  
4 required courses of study, and internship expectations.  
5 (b) The committee shall also establish and monitor academic and theological standards for each of  
6 the colloquy programs. The committee shall consult the ~~directors of the programs at the Synod's~~  
7 ~~colleges and universities~~ Concordia University System and its Institution Advisory Council when  
8 establishing or reviewing the standards.  
9 (c) The committee shall render a report on the commissioned ministry colloquy activities to each  
10 convention of the Synod.  
11 3.10.3.3 The committee shall additionally facilitate the examination, remediation, and qualification for first call  
12 of suitable candidates from disaffirmed programs applying under Bylaw 2.8.4.1.

13 **C. TO CLARIFY RELATIONSHIP OF THE SYNOD'S BOARD OF DIRECTORS TO**  
14 **THE CONCORDIA UNIVERSITY BOARDS OF REGENTS**

15 **Rationale**

16 CUS has struggled to give attention both to ecclesial and to financial oversight of the institutions, owing in large  
17 measure to a lack of personnel with expertise and time to devote to left-hand kingdom matters. The BOD of the Synod  
18 is the "legal representative and custodian of all the property of [the Synod], either directly or by its delegation of such  
19 authority to an agency of the Synod" (Const. Art. XI E 2). The BOD is the proper body to oversee boards of regents'  
20 stewardship of property of the Synod held or otherwise administered by the colleges and universities of the Synod. It  
21 has authority to and has delegated certain authorities (BOD Policy 6.3.3), under limits and subject to provisions which  
22 can be changed from time to time by the BOD (Bylaw 3.3.4.7 [b-c]). The removal of business and property  
23 responsibilities from the CUS means that the oversight of Synod property (Bylaw 1.2.1 [r]) held by or for the  
24 universities will henceforth rest fully on the BOD, which is charged and equipped (for example, with a Chief Financial  
25 Officer and Audit Committee) to handle such matters.

26 Proposed is that the BOD exercise its oversight of the financial condition and operations of the Synod's colleges and  
27 universities. It is anticipated this will include the BOD working with the boards and administrations of the institutions  
28 to develop appropriate instruments for regular monitoring as well as to address specific challenges that may arise. The  
29 Board also is charged to undertake a process, in the current triennium, to ensure that each college and university of  
30 the Synod make any and all changes to its governing documents necessary to comply with the Synod Constitution,  
31 Bylaws, and resolutions. The boards of regents and administrations of each college and university are directed to  
32 cooperate in this process.

33 **Proposed Action**

34 Therefore be it

35 *Resolved*, That Bylaw 3.3.4.10.1 be added as follows:

36 **PRESENT/PROPOSED WORDING**

37 3.3.4.10 To carry out its obligations under Article XI E of the Constitution and these Bylaws, the Board of  
38 Directors may obtain from any agency of the Synod all records and other information (a) relating to  
39 property of the Synod, and (b) pertaining to matters for which the Board of Directors has oversight  
40 responsibility under the Constitution and other provisions of these Bylaws, including financial records,  
41 records of operations, and information regarding legal affairs of such agency of the Synod.  
42 Notwithstanding the foregoing, an agency of the Synod shall not be required to deliver: (i) records or  
43 information that an agency of the Synod is legally prohibited from disclosing under applicable federal  
44 or state law; and (ii) personally identifiable information pertaining to employees, donors, students,  
45 beneficiaries, investors, borrowers, and participating employers and plan members of Concordia Plan  
46 Services. If any of the records or information requested by the Board of Directors are subject to a  
47 confidentiality agreement, the Board of Directors shall maintain such confidentiality. The goal of this  
48 bylaw is to permit delivery of records and information to the Board of Directors to the greatest extent  
49 possible, subject to clauses (i) and (ii) above. All agencies of the Synod shall cooperate fully with the  
50 Board of Directors when responding to requests to provide records and information.

3.3.4.10.1 In carrying out its oversight responsibilities with respect to the Synod's colleges and universities, the Board of Directors shall give particular consideration to the financial condition and operations of the institutions individually and collectively to evaluate both short-term and long-term effectiveness and viability in satisfying the Synod Constitution, Bylaws, and resolutions, including the applicable objectives under Article III of the Constitution. Consistent with its oversight responsibilities, the Board of Directors may bring to the attention of a college or university president and/or board of regents any matters that, in its judgment, exhibit deficiencies and may suggest corrective action (Bylaw 3.10.6.8.4). The Board of Directors may also report the same to the Synod in convention. The Board of Directors may appoint a committee, consisting of board members or others, to assist in carrying out this responsibility.

and be it further

*Resolved*, That the BOD, in consultation with the Commission on Constitutional Matters, review within the upcoming triennium the governing documents and governance practices of all higher education institutions of the Synod, and all boards of regents and boards of associated foundations be directed to correct any identified noncompliance with the Synod Constitution, Bylaws, and resolutions; and be it further

*Resolved*, That the BOD of the Synod be authorized to develop, consistent with Bylaw 3.3.4.7 and its constitutional authority and responsibility as "legal representative and custodian of all the property of [the Synod]" (Const. Art. XI E 2), legal instruments and policies appropriate to ensure that all Concordia universities bring their governing documents, policies, and practices into full compliance with the Synod Constitution, Bylaws, and resolutions; and be it further

*Resolved*, That the boards of regents of the Concordia universities and the boards of their foundations be directed to consent to said instruments and to adhere to said policies as in the interest of the Synod; and be it further

*Resolved*, That each university of the CUS shall acknowledge in a written agreement, facilitated by the BOD of the Synod, the paramount right, title, and interest of the Synod in the name *Concordia*, agreeing that in the case of separation or divestiture it shall immediately cease to represent itself as a college or university in any sense associated with the Synod and shall within one year permanently cease using, and transfer and assign to the Synod any rights involving, any name including the word Concordia or any derivation thereof; and be it finally

*Resolved*, That the BOD report to the subsequent Synod convention its progress in achieving the foregoing and any proposed bylaw changes or other action needed to more faithfully steward resources for higher education in the Synod.

#### **D. TO REVISE BYLAWS GOVERNING CONCORDIA UNIVERSITY BOARDS OF REGENTS**

##### **Rationale**

In keeping with the charge of 2019 Res. 7-03 to "review the composition, size, and selection of boards of regents" and to "review the financial models for the institutions," the committee reviewed the composition and charge of boards of regents. Existing bylaws dictate excessive governance and even management details for the boards of regents, some of which are severely outdated. New bylaws clarify the relationship between the Synod and the schools, maintaining the essential features of both the regents' authority as "governing bodies corporate" and their duty to the Synod to govern their respective institutions *in the interest of the confession and objectives of all the congregations of the Synod* (Const. Art. II and III).

While a variety of approaches have been proposed for restructuring the boards of regents, the present structure of the boards, with strong representation elected by the congregational members of the Synod but also the flexibility to appoint needed educational governance expertise, supports boards' ability to carry out this authority and this duty. While it was generally affirmed that the present election/appointment model provides a helpful diversity of impressions and of gifts on the boards of regents, it was also generally acknowledged that the model is certainly not uniformly effective or efficient. Despite a great deal of discussion, no alternative model achieved broad support.

In addition to continuing the screening of regents for basic qualifications, proposed bylaws add specific training regarding responsibilities to the Synod and the task of governance.

##### **Proposed Action**

Therefore be it

1        *Resolved*, that Bylaws 3.10.6–3.10.6.3 be revised, Bylaw 3.10.6.4 be replaced, Bylaw 3.10.6.5 be renumbered,  
2 and bylaws be added as follows:

3 **PRESENT/PROPOSED WORDING**

4 ***F. Concordia University System Boards of Regents***

5 3.10.6        Each college and university of the Synod, with its president and faculty, shall be governed by a board of  
6 regents, subject to ~~general policies set by the Synod, including those established by the Concordia~~  
7 ~~University System~~ the Constitution, Bylaws, and resolutions of the Synod and, as to business, property,  
8 and legal matters, by policies of the Synod's Board of Directors. Such board of regents shall serve as the  
9 governing body corporate of the institution, vested, subject to the Constitution, Bylaws, and resolutions  
10 of the Synod, with all powers which its members may exercise either as directors, trustees, or members  
11 of the body corporate. The board of regents shall have no authority to and shall never exercise any power  
12 contrary to the Constitution, Bylaws, or resolutions of the Synod.

13 3.10.6.1     In exercising its relationship to the Synod ~~and to the Concordia University System as set forth elsewhere~~  
14 ~~under Bylaw 3.6.6 and following~~, the board of regents of each institution shall ~~consider as one of its~~  
15 primary duties the defining ~~define~~ and fulfilling of ~~fulfill~~ the mission of the institution ~~within the broad~~  
16 ~~assignment of the Synod as part of the Concordia University System. In fulfilling its commonly~~  
17 understood fiduciary and governance responsibilities, the board of regents shall:

18        (a) as a whole and as individual members, as stewards of the institution on behalf of the  
19 congregations of the Synod, embrace and advance with administration, faculty, staff, and students  
20 the institution's fundamental purpose as inculcating the faith, as taught in the Scriptures and  
21 Lutheran Confessions (Constitution Article II), preparing students to live in this faith toward God  
22 and by this faith, in their various vocations, in love toward the neighbor;

23        (b) govern the institution with consistent attention to specific ways that the institution is confessing  
24 Jesus Christ in full accord with the doctrinal position of the LCMS (Constitution Art. II) and  
25 fulfilling His mission in our world as proper to a college or university of the Synod under its  
26 objectives (Constitution Art. III), intentionally seeking continual growth as a board in such  
27 governance;

28        (c) ensure that all faculty receive appropriate formal, ongoing training in the doctrines of Holy  
29 Scripture as rightly taught in the Lutheran Confessions as they relate to their academic disciplines,  
30 to enable faculty to engage in responsible exercise of their academic freedom within the confession  
31 of the institution and the Synod (Constitution Art. II);

32        (d) actively foster and expect curricula and policies for student life and behavior consistent with the  
33 doctrine and practice of the Synod, and commit the institution to the principles of Christian  
34 discipline, an evangelical manner, and good order;

35        (e) maintain and approve an institutional master plan, any modifications to which shall be submitted  
36 to the Synod Board of Directors for its approval (Bylaw 3.3.4.5 [e]);

37        (f) coordinate institutional planning through the Concordia University System Institution Advisory  
38 Council;

39        (g) review and approve academic programs recommended by the administration and faculty, giving  
40 due consideration to the Lutheran Identity and Mission Outcome Standards and coordination with  
41 other Synod colleges and universities;

42        (h) participate fully in the procedures for the selection and regular review of the president, and  
43 approve the appointment of faculty members;

44        (i) ensure that its institution and constituent parts strive to excel in the Lutheran Identity and  
45 Mission Outcome Standards, and to cooperate fully with processes for ecclesiastical visitation by  
46 the Concordia University System and for appointment of the institution's president;

47        (j) ensure that its institution and constituent parts support the proper authorities of the Synod in  
48 their roles of ecclesiastical supervision of called workers, placement of graduates, and doctrinal  
49 review status appeals, and submit to the Synod's expectations for handling of faculty complaints  
50 and dispute resolution, insofar as they apply;

51        (k) duly consider the common confession, mission, interest, and cooperative strength of the Synod,  
52 with its congregations, agencies, and other institutions, as it makes decisions with impact beyond



its campus, especially as it plans new programs, cooperates and consolidates operations with other Synod schools, operates in a worldwide online marketplace, cooperates with the Synod Board of Directors in the legal defense of the right to the free exercise of our confession, and interacts with the ministries and partner churches of the LCMS, domestically and internationally, in harmony with its programs and consistent with its protocol agreements;

(l) govern transparently, including, without limitation, providing to Concordia University System in a timely manner minutes of board meetings and board and institution policies adopted or modified, and to both Concordia University System and the Synod Board of Directors proposed revisions of institutional governing documents and policies prior to their adoption, and responsively, understanding inquiries and suggestions offered by Concordia University System and the Synod Board of Directors to be offered on behalf of the congregations of the Synod, to which the board is ultimately responsible;

(m) maintain effective internal controls and operate with financial transparency, annually providing, within 30 days of audit completion, audited financial statements and other information as specified in the policies of the Synod Board of Directors and to congregations of the Synod upon request;

(n) execute or cause to be executed with the Synod Board of Directors a contractual agreement that safeguards adherence of the university and its board and administration to the Constitution, Bylaws, and resolutions of the Synod, such as are in force and may from time to time be adopted;

(o) maintain policies and procedures for handling faculty complaints and dispute resolution under an operating procedures manual approved by the Concordia University System Board of Directors;

(p) exercise its unique fiduciary duty of institutional governance in the interest of the Synod without abdicating its authority to, or commingling its authority with, that of others;

(q) ensure that all governing and other legal documents and policies of the institution conform to and are consistent with the Constitution, Bylaws, and resolutions of the Synod, and modify institutional governing documents only after proposed modifications have been approved by the Commission on Constitutional Matters and with at least 30 days advance notice to the Synod Board of Directors as custodian of Synod's property;

(r) safeguard present and future assets of the institution, making every effort to ensure designation of gifts, whether to the university itself or to any associated foundation, so that they will continue to be available to higher education within the Synod in the event of the closure, divestiture, or separation of the institution;

(s) effect the removal from office of the institution's president upon a finding, under the procedure of Bylaw 3.10.6.8.3, that he is not ecclesiastically fit for such service;

(t) initiate a performance review of the institution's president upon identification of significant deficiencies under the procedure of Bylaw 3.10.6.8.4;

(u) annually certify the institution's viability to the Board of Directors of the Synod or to a committee designated by the Board of Directors, providing all supporting documentation, and ensuring timely response to all their requests for financial and business records (Bylaws 3.3.4.10–3.3.4.10.1); and

(v) effectively and intentionally govern the institution and its president so that administration and faculty carry out their management and educational responsibilities in a manner consistent with the foregoing.

3.10.6.2 The board of regents of each college and university shall consist of no more than 18 members, all voting.

1. One ordained minister, one commissioned minister, and two laypersons shall be elected by the conventions of the Synod.

2. One ordained minister, one commissioned minister, and two laypersons shall be elected by the geographical district in which the institution is located. If any board is required by its governing documents to include one or more persons holding residence or church membership in a specific locality, the institution is responsible for ensuring (including by appointment, if necessary) that individual(s) meeting such requirements are included among those persons serving on such board, and no such geographic restriction shall apply to Synod-elected regents.

3. No fewer than four and no more than eight members shall be appointed as members by the board of regents according to a process determined by the individual institution. An appointed member shall not vote on his or her own reappointment.

4. The president of the district in which the college or university is located or a district vice-president as his standing representative shall serve as an *ex officio* member.

5. One member, who may be an ordained minister, a commissioned minister, or a layperson, shall be appointed by the Praesidium of the Synod after consultation with the President of the respective institution and the Board of Directors of the Synod.

6. College and university board of regents members may be elected or appointed to serve a maximum of three consecutive three-year terms and must hold membership in a member congregation of the Synod.

7. Not more than two of the elected members shall be members of the same congregation.

3.10.6.2.1 ~~8.~~ Persons elected or appointed to a board of regents should be knowledgeable regarding the region in which the institution is located and shall demonstrate familiarity and support for the doctrinal positions of the Synod and possess two or more of the following qualifications or background experiences: theological acumen, an advanced academic degree, ~~experience in~~ higher education administration, administration of complex organizations, finance, law, investments, technology, human resources, facilities management, ~~or fund development, or a specific instructional or operational domain designated by the college or university (e.g., "health care" or "marketing").~~ Demonstrated familiarity with and willingness to advocate for and financially support of the institution ~~is a~~ are desired ~~quality~~ qualities in the candidate. ~~When regents are elected at the national convention of the Synod or appointed by the board of regents, qualifications shall be reviewed and verified by the Secretary of Synod (or designee) and the President of the CUS (or designee). When regents are elected at district conventions, qualifications of all nominees, including floor nominees, shall be reviewed and verified by the chair and secretary of the district board of directors or their designees.~~

(a) Qualification of nominees for appointment or election as regents, according to the standard indicated above, shall be reviewed and verified by the Concordia University System, which duty may be delegated to a committee composed of its members or others.

(b) Concordia University System shall also ensure that it is prepared to review and verify qualifications of floor nominees at each district and Synod convention, as well as those of regents appointed by a board or in the case of a vacancy, in a timely manner.

(c) Assessment of qualification for service shall be performed on the basis of information submitted by nominees on a regular instrument maintained by the Secretary of the Synod for this purpose.

(d) The Concordia University System shall also provide for continuing training of all regents concerning their responsibility to advance the Synod's confession and mission objectives.

(e) Approximately 18 months prior to each convention of the Synod, Concordia University System shall consult with the President and Secretary of the Synod and the chairs of the boards of regents of Synod colleges and universities regarding its application of the qualification standards, and upon this consultation review and revise its related policies and procedures.

(f) Concordia University System shall maintain in its public policies a rubric for consistent evaluation of qualification for regent service.

3.10.6.2.2 Persons elected or appointed to a board of regents shall undergo training for such service.

(a) The Concordia University System shall provide for training of newly elected or appointed regents concerning their responsibility to advance the Synod's confession and mission objectives and to advance their respective institutions in service of the church through the Concordia University System visitation program.

(b) Each board of regents shall, subject to guidelines prepared by the Concordia University System Institution Advisory Council in consultation with Concordia University System, provide training of newly elected or appointed regents in the task of governance and in their business and legal duties as directors.

(c) Failure to complete such training within the first year after election or appointment renders the regent ineligible to continue in office. Upon such failure, the respective board of regents shall declare the position vacant.

(d) The several boards of regents are encouraged to implement regular programs of continuing education for regents in both aspects of training.

(e) Training programs, initial and continuing, may allow for electronic or remote participation.

(f) Concordia University System, in collaboration with its Institution Advisory Council, shall prepare and make available an online introduction to the demands and expectations of service as a college or university regent, which shall be reviewed by nominees before they consent to serve if elected or appointed.

(g) The cost of initial regent training shall be assessed on an equitable basis to the Synod schools.

3.10.6.3.2.3 Vacancies that occur on a board of regents shall be filled in the following manner:

...

~~3.10.6.4 — The board of regents of each institution shall become familiar with and develop an understanding of pertinent policies, standards, and guidelines of the Synod and the Board of Directors of Concordia University System.~~

~~(a) It shall develop detailed policies and procedures for governance of the institution, including but not limited to~~

~~(1) attention to specific ways that the institution is confessing Jesus Christ in full accord with the doctrinal position of the LCMS (Constitution Art. II) and fulfilling His mission in our world;~~

~~(2) ensuring that all faculty receive appropriate formal, ongoing training in the doctrines of Holy Scripture as rightly taught in the Lutheran Confessions as they relate to their academic disciplines, consistent with the CUS Lutheran Identity Statement, to enable faculty to engage in responsible exercise of their academic freedom under the CUS Academic Freedom Policy in effect from time to time;~~

~~(3) annual certification of the institution's financial viability;~~

~~(4) creation, modification, and abolition of administrative positions;~~

~~(5) processes for filling and vacating administrative positions;~~

~~(6) a clear plan for succession of administration to ensure that the institution continues to function effectively in the case of incapacity or lengthy absence of the president and other executive officers;~~

~~(7) handling faculty complaints and dispute resolution under an operating procedures manual approved by the Concordia University System Board; and~~

~~(8) all subject matters for which Concordia University System requires policies to be developed (Bylaw 3.6.6.7).~~

~~(b) It shall coordinate institutional planning with other Concordia University System schools and approve master plans for its college or university.~~

~~(c) It shall review and approve academic programs recommended by the administration and faculty after assessment of system policies in accordance with Concordia University System standards and guidelines and institutional interests and capacities.~~

~~(d) It shall review and approve the institutional budget.~~

~~(e) It shall approve institutional fiscal arrangements, develop the financial resources necessary to operate the institution, and participate in its financial support.~~

~~(1) Only the board of regents is authorized to establish a line of credit or to borrow for operating needs, subject to the policies of the Board of Directors of Concordia University System and the Board of Directors of the Synod.~~

~~(2) All surplus institutional funds above an adequate working balance shall be deposited with the Concordia University System for investment. Earnings from such investments shall be credited to the depositing institution.~~

~~(f) It shall establish appropriate policies for institutional student aid.~~

~~(g) It shall participate fully in the procedures for the selection and regular review of the president of the institution and of the major administrators; approve of the appointment of faculty members who meet the qualifications of their positions; approve sabbatical and study leaves; and encourage faculty development and research.~~

1 (h) It shall take the leadership in assuring the preservation and improvement of the assets of the  
2 institution and see to the acquisition, management, use, and disposal of the properties and equipment  
3 of the institution within the guidelines set by the Board of Directors of The Lutheran Church —  
4 Missouri Synod.

5 (i) It shall operate and manage the institution as the agent of the Synod, in which ownership is  
6 primarily vested and which exercises its ownership through the Board of Directors as custodian of  
7 the Synod's property, the Board of Directors of Concordia University System, and the respective  
8 board of regents as the local governing body. Included in the operation and management are such  
9 responsibilities as these:

10 (1) Carefully exercising its fiduciary duties to the Synod.

11 (2) Determining that the charter, articles of incorporation, constitution, and bylaws of the  
12 institution conform to and are consistent with those of the Synod.

13 (3) Carrying out efficient business management through a financial officer appointed on  
14 recommendation of the president of the institution and responsible to him.

15 (4) Receiving of all gifts by deed, will, or otherwise made to the institution and managing the  
16 same, in accordance with the terms of the instrument creating such gift and in accordance with  
17 the policies of the board of regents.

18 (5) Demonstrating concern for the general welfare of the institutional staff members and other  
19 employees, adoption of regulations governing off campus activities, development of policies  
20 regarding salary and wage scales, tenure, promotion, vacations, health examinations, dismissal,  
21 retirement, pension, and other employee welfare benefit provisions.

22 (6) Serving as the governing body corporate of the institution vested with all powers which its  
23 members may exercise in law either as directors, trustees, or members of the body corporate,  
24 unless in conflict with the laws of the domicile of the institution or its Articles of Incorporation.  
25 In such event the board of regents shall have power to perform such acts as may be required by  
26 law to effect the corporate existence of the institution.

27 (7) Establishing and placing a priority on the capital needs of the institution and determining  
28 the plans for the maintenance and renovation of the buildings and property and purchase of  
29 needed equipment, but having no power, without the prior consent of the Board of Directors of  
30 the Concordia University System and the Board of Directors of the Synod, to close the  
31 institution or to sell all or any part of the property which constitutes the main campus, except  
32 that the Board of Regents may close the institution in the event of legal insolvency necessitating  
33 immediate closure after consultation with the Board of Directors of the Synod and the Board of  
34 Directors of the Concordia University System.

35 (8) Recognizing that the authority of the board of regents resides in the board as a whole and  
36 delegating the application of its policies and execution of its resolutions to the president of the  
37 institution as its executive officer.

38 (9) Establishing a comprehensive policy statement regarding student life and behavior that is  
39 consistent with the doctrine and practice of the Synod and that commits the institution to the  
40 principles of Christian discipline, an evangelical manner, and good order.

41 (10) Promoting the public relations of the institution and developing the understanding and  
42 cooperation of its constituency.

43 (11) Requiring regular reports from the president of the institution as the executive officer of  
44 the board and through him from other officers and staff members in order to make certain that  
45 the work of the institution is carried out effectively.

46 3.10.6.53 Recognizing its fiduciary duty as a board, as well as the requirements of accrediting bodies that an  
47 institution's governing board be clearly defined and have ultimate authority and independence in the  
48 operation of the institution subject to appropriate pre-established policies and rules (e.g., Synod Bylaws),  
49 under no circumstances shall a board delegate its authority to, nor commingle its authority with, any  
50 other body that includes non-board members. Boards of regents may meet as a "committee of the whole"  
51 with advisory groups (e.g., a foundation board; the CUS board) to seek input, but no votes shall be taken  
52 at such meetings.

1 3.10.6.4 The board of regents shall have no power, without the prior consent of the Board of Directors of the  
2 Concordia University System and the Board of Directors of the Synod, to close the institution or to sell  
3 all or any part of the real property which constitutes the campus, except that the board of regents may  
4 close or finally divest the institution in the event of legal insolvency necessitating closure or final  
5 divestiture after consultation with the Board of Directors of the Synod and the Board of Directors of the  
6 Concordia University System.

7 3.10.6.5 The board of regents shall effect a consolidation, relocation, separation, or divestiture of the college or  
8 university if and only if such has been approved under the following procedure, except in the case of a  
9 final divestiture as a result of legal insolvency (Bylaw 3.10.6.4):

10 (1) The consolidation, relocation, separation, or divestiture is proposed to the Board of Directors of  
11 the Synod as in the interest of the Synod by a board of regents, by a committee appointed by the  
12 Board of Directors to review university financials, or by the Board of Directors of Concordia  
13 University System.

14 (2) Upon such proposal, the Board of Directors of the Synod shall require the proposal be developed  
15 adequately to allow determination whether the action proposed is in the interest of the Synod, for  
16 which each board of regents, the Concordia University System Board of Directors, and other  
17 agencies of the Synod shall in a timely manner supply all information the Board of Directors deems  
18 necessary.

19 (3) The Board of Directors shall consult with the involved board(s) of regents, the Concordia  
20 University System Board of Directors, and the Council of Presidents.

21 (4) The Board of Directors may negotiate terms that are in the interest of the Synod and the general  
22 furtherance of its higher education mission.

23 (5) The action is approved by the Board of Directors of the Synod by its two-thirds vote and by one  
24 of the following by its two-thirds vote: either by the board(s) of regents of the university(ies) being  
25 consolidated, relocated, separated, or divested or by the Board of Directors of the Concordia  
26 University System.

27 3.10.6.5.1 In the case of the consolidation of a college or university of the Synod, proposed by the respective board  
28 of regents, with a non-Synod school, approval shall be by the Board of Directors of the Synod by its  
29 two-thirds vote and by the Board of Directors of the Concordia University System, by its two-thirds vote.  
30 If the governance structure of the resulting school differs from that of the Synod school, it shall be subject  
31 to the requirements of Bylaw 3.10.6.6.

32 3.10.6.6 Upon a college or university's proposal to join the Concordia University System, the Board of Directors  
33 of the Concordia University System may, having consulted with its Institution Advisory Council, by its  
34 two-thirds vote recommend, and either the convention of the Synod, by a majority vote, or the Board of  
35 Directors of the Synod, by a two-thirds vote, grant membership in Concordia University System, subject  
36 to all the requirements and privileges thereto pertaining, except that the initial composition of the board  
37 of regents may deviate from that specified in Bylaw 3.10.6.2. Such proposal must indicate a definite plan  
38 of no more than six years' duration to bring the composition of the board of regents of the institution  
39 into compliance with Bylaw 3.10.6.2, and continued affirmation shall be contingent on execution of said  
40 plan.

## 41 **E. TO REVISE BYLAWS GOVERNING CONCORDIA UNIVERSITY PRESIDENTS**

### 42 **Rationale**

43 In keeping with the charge of 2019 Res. 7-03 to “review the process for selecting presidents of institutions” and to  
44 “review the financial models for the institutions,” the following bylaws are revised. As with bylaws dealing with the  
45 boards of regents, existing bylaws dealing with institution presidents call for simplification and updating. The  
46 absolutely essential role of the president as spiritual head of the university is emphasized, along with his responsibility  
47 and accountability not only to his board of regents and to CUS but also to the Synod. New mechanisms are put in  
48 place for Synod to demand, for reasons of doctrine and practice, or to advise, for fiscal reasons, a board of regents to  
49 remove a university president.

50 After a significant amount of input from boards of regents, the 2019 Synod convention already made significant  
51 changes to the presidential selection process, moving the work of Synod's prior approval panel earlier in the process  
52 to allow for more effective communication of the panel with the board of regents and to reduce opportunities for

disappointment or misunderstanding formerly associated with the process. These changes have aided presidential appointment processes conducted since and remain in place in the following.

### Proposed Action

Therefore be it

*Resolved*, that Bylaws 3.10.6.6–3.10.6.6.2 be renumbered and revised as follows:

### PRESENT/PROPOSED WORDING

#### *Concordia University System College and University Presidents*

3.10.6.68 The president of the institution shall be the executive officer of the board of regents. He shall as his foremost duty serve as the spiritual, academic, and administrative head of the institution; and, in addition to this and to the customary executive management exercised by a college or university president, carry out the following responsibilities:

(a) He shall represent the institution in its relations to the Synod and its officers and boards.

(b) He shall in the interest of the Synod supervise, direct, and administer the affairs of the institution and all its departments, pursuant to the rules and regulations of the Synod and its boards and agencies Constitution, Bylaws, and resolutions of the Synod and the policies of its Board of Directors, and pursuant to the policies of the board of regents.

~~(c) He shall bring to the attention of the board of regents matters that require consideration or decision and make pertinent recommendations.~~

~~(dc) He shall be the academic head of the faculty, preside at its meetings, and be an *ex officio* member of all standing committees of the faculty and its colleges and departments with the exception of the standing hearings committee or of another standing committee to which the functions of such a committee have been assigned.~~

~~(ed) He shall periodically visit or cause to be visited the classes of professors and instructors, and in general secure conformity in teaching efficiency and subject matter to the standards and policies prescribed by the board of regents and by the Synod through the Board of Directors of Concordia University System and to the doctrine and practice of the Synod, and in intentional and pervasive pursuit of the Lutheran Identity and Mission Outcome Standards.~~

~~(f) He shall advise and admonish in a fraternal spirit any member of the faculty found dilatory, neglectful, or exhibiting problems in his teaching. Should this action prove ineffective, he shall request selected members of the faculty privately to engage their colleague in further fraternal discussion. If this results in failure to correct or improve the situation, the president shall report the matter to the board of regents with his recommendation for action.~~

~~(g) He shall delegate or reassign one or more of his functions to a member of the faculty or staff, although standing administrative assignments shall be made by the board of regents upon his recommendation.~~

~~(he) He shall be responsible for the provision of spiritual care and nurture for, and, to the extent possible through each mode of instruction, the comprehensive spiritual formation of, every student.~~

~~(i) He shall carefully watch over the spiritual welfare, personal life, conduct, educational progress, and physical condition of the students, and shall in general exercise such Christian discipline, instruction, and supervision as may be expected at a Christian educational institution.~~

(f) He shall diligently manage the institution subject to, and effectively support the exercise of, the governance of the institution by the board of regents, consistent with the expectations of Bylaw 3.10.6.1.

~~(j) He shall be responsible for the employment, direction, and supervision of all employees of the institution.~~

~~(k) He shall be responsible for the business management of the school and for the proper operation and maintenance of grounds, buildings, and equipment.~~

~~(l) He shall make periodic and special financial reports to the board of regents.~~

~~(mg)~~ He shall represent the institution on the Concordia University System Institution Advisory Council.

1 3.10.6.68.1 The president of each college or university shall serve a five-year renewable term of office under the  
2 terms set forth herewith under Bylaw 3.10.6.68.1 (c), beginning with the date of his assumption of his  
3 responsibilities as president.

4 (a) Each president shall relinquish academic tenure upon assumption of the presidency, and shall  
5 not be granted academic tenure during the time of presidential service.

6 (b) The president and board of regents shall develop mutually agreed upon institutional goals and  
7 priorities that give direction to the individual as he carries out the duties of the office of the  
8 presidency. The board of regents ~~will~~shall annually evaluate presidential effectiveness based on  
9 these goals and priorities.

10 (c) Nine months prior to the end of each five-year term, the board of regents ~~will~~shall conduct a  
11 formal review of the president's effectiveness in the current term of office, evaluating his leadership,  
12 both of the administration of the institution and of the institution's advancement of Synod's  
13 confession and pursuit of Synod's mission objectives. ~~The president shall then be eligible for another~~  
14 ~~five year term by majority action of the board of regents, voting with a ballot containing only the~~  
15 ~~current president's name.~~ Upon completion of the review and using a ballot containing only the  
16 current president's name, the board of regents shall vote, the majority action of the board of regents  
17 being required to extend the president's term for an additional five years.

18 (1) In addition to considering the evaluation report, the board of regents shall as part of its  
19 review consult with the President of the Synod and the chairman of the Board of Directors of  
20 Concordia University System.

21 (2) The regents may consult with other boards, commissions, and councils of the Synod as they  
22 deem wise.

23 (d) In the event that a president's term is not renewed, the office of the president shall be considered  
24 vacant as of the end of the term of the incumbent.

25 (e) A president who is on a roster of the Synod is under the ecclesiastical supervision of the Synod.  
26 In the event a member is removed from membership in the Synod pursuant to procedure established  
27 in these Bylaws, then that member is also considered removed from the position held and shall be  
28 terminated forthwith by the board of regents.

29 (f) A president who is not on the roster of the Synod shall be subject to ecclesiastical supervision  
30 as to doctrine, life, and administration of office, by the respective geographic district president. He  
31 shall, for actions contrary to the confession of Constitution Art. II or persistence in offensive  
32 conduct, after previous futile admonition, be subject to the process of Bylaw section 2.14 as if he  
33 were a member of the Synod. Should he be suspended and not contest the suspension, or the  
34 suspension be upheld by a hearing panel and/or final hearing panel, he shall be considered removed  
35 from the position held and shall be terminated forthwith by the board of regents.

36 3.10.6.68.2 The following process shall govern the selection of a college/university president.

37 (a) When a vacancy or an impending vacancy in the office of president is known, the board of  
38 regents shall inform the campus constituencies, the Board of Directors of Concordia University  
39 System, the President of the Synod, an official periodical of the Synod, and other parties as  
40 appropriate. If a vacancy in a presidency occurs, the board of regents shall appoint an interim  
41 president, who shall meet the qualifications established for the office of president. He shall bear the  
42 title "interim president" and may not serve more than eighteen (18) months without the concurrence  
43 of the President of the Synod. Such interim appointee shall be ineligible to serve on a permanent  
44 basis without the concurrence of the President of the Synod.

45 (21) The board of regents shall ~~request~~initiate ~~that the Board of Directors of Concordia~~  
46 ~~University System schedule~~ a transition review of the campus, which shall include consultation  
47 with Concordia University System on the basis of the Lutheran Identity and Mission Outcome  
48 Standards and the institution's most recent affirmation review. The review is to provide a report  
49 on the state of the campus for use by the search committee, the board of regents, and the  
50 candidates.

51 (42) The board of regents shall ~~request that the Board of Directors of Concordia University~~  
52 ~~System authorize the institution to,~~ on the basis of the above consultation, compose and, with  
53 the concurrence of CUS, publish a request for nominations for the position of president.  
54 ...

3.10.6.8.3 The president, in his service as spiritual head of the college or university, shall be overseen by the Concordia University System.

(a) The Concordia University System Board of Directors may call up for review any action or inaction of the president that, in its view, may be in violation of the doctrine or practice of the Synod (Constitution Art. II). Such review may be requested of the president himself or of the president and the respective board of regents.

(b) Should the action or inaction prove, to the satisfaction of the Concordia University System Board of Directors and with the concurrence of the President of the Synod, to violate the doctrine and practice of the Synod (Constitution Art. II), the Concordia University System Board of Directors and President of the Synod shall admonish the president to take appropriate action consistent with the doctrine and practice of the Synod (Constitution Art. II), and shall invite the respective board of regents and the district president thereon to join in said admonishment.

(c) Should repeated admonition prove futile, the Concordia University System Board of Directors may, by an affirmative vote of two-thirds of its current members, resolve that the president is unfit to serve as spiritual head of the college or university and so inform the respective board of regents, which shall remove him from office forthwith.

3.10.6.8.4 The president and administration of the university and its subordinate parts, in their stewardship of the business, property, and legal matters of the institution, shall be overseen by the Board of Directors of the Synod (Bylaw 3.3.4.10.1). The Board of Directors may bring to the attention of a college or university president and/or board of regents any matters that, in its judgment, exhibit deficiencies and may suggest corrective action.

## F. TO REVISE BYLAWS GOVERNING CONCORDIA UNIVERSITY FACULTIES

### Rationale

In keeping with the charge of 2019 Res. 7-03 to “strengthen all CUS institutions’ connection to the Synod” and in light of other changes made above, minor revisions to bylaws dealing with the college and university faculties are required. Changes in higher education and in the role of the faculties in the broader work of the Synod have reduced the degree to which the Bylaws of the Synod should or can direct specifics of what are ordinarily internal personnel matters of colleges and universities. In keeping with the general philosophy of the proposal, detailed specifications have been eliminated in favor of allowing boards of regents more flexibility while maintaining Synod’s specific interests through the CUS oversight and visitation.

### Proposed Action

Therefore be it

*Resolved*, that Bylaws 3.10.6.7–3.10.6.7.5.2 be renumbered and revised as follows:

### ~~PRESENT~~/PROPOSED WORDING

#### *Concordia University System Faculties*

3.10.6.7~~9~~ The faculty of each college or university of the Synod shall consist of the president, the full-time faculty and the part-time faculty.

(a) Part-time or temporary faculty members are distinguished by an appropriate title.

(b) Part-time or temporary faculty members shall hold nonvoting membership on the faculty.

(c) Only the voting or full-time faculty who are in good standing as individual members of the Synod or are members in good standing of a member congregation of the Synod shall participate in faculty decisions regarding the qualification of graduates or colloquy program participants for rostered service.

~~3.10.6.7.1 The Concordia University System Board of Directors shall maintain in its policies a list of subject matters that each educational institution must address in its own policies and procedures, to include faculty appointments, employment contracts, contract renewal, contract termination, faculty organization, modified service, sabbaticals, and dispute resolution.~~

~~3.10.6.7.2~~9.1 Except as otherwise provided in these bylaws, the board of regents on recommendation of the president of the institution shall appoint all full-time members of the faculty. The terms and conditions of every appointment shall be stated in writing and be in the possession of both the institution and the prospective



1 faculty member before the appointment is consummated. Limitations of academic freedom because of  
2 the religious and confessional nature and aims of the institution shall be stated in writing at the time of  
3 the appointment and conveyed to the person being appointed. Faculty members, full- and part-time, shall  
4 pledge to perform their duties in harmony with the Holy Scriptures as the inspired Word of God, the  
5 Lutheran Confessions, and the Synod's doctrinal statements.

6 ~~3.10.6.7-39.2~~ All initial appointments to persons serving on theology faculties, or teaching classes in or cross-listed  
7 with the theology department, shall require prior approval by a majority vote of the President of the  
8 Synod (or his designee), the chairman of the Council of Presidents (or his designee), and a member of  
9 the Concordia University System board selected by the chair, and shall include a thorough theological  
10 review. The three voters shall be ordained. The process shall be facilitated by the president of Concordia  
11 University System. Initial appointment refers to the initial engagement of any person to teach one or  
12 more theology courses, regardless of assigned academic department, other than faculty who teach  
13 theology courses no more than one academic year in any three-year period.

14 ~~3.10.6.7-49.3~~ A formal procedure shall be in place to carry out performance reviews for all faculty on a regular basis.

15 ~~3.10.6.7-59.4~~ Other than honorable retirement, termination of faculty employment may only be the result of the  
16 following:

- 17 (a) professional incompetency;
- 18 (b) incapacity for the performance of duty;
- 19 (c) insubordination;
- 20 (d) neglect of or refusal to perform duties of office;
- 21 (e) conduct unbecoming a Christian;
- 22 (f) advocacy of false doctrine (Constitution Art. II) or failure to honor and uphold the doctrinal  
23 position of the Synod as defined further in Bylaw 1.6.2 (b);
- 24 (g) discontinuance of an entire program (e.g., social work, business);
- 25 (h) discontinuance of an entire division or department (e.g., modern foreign language) of a college  
26 or university;
- 27 (i) reduction of the size of staff in order to maintain financial viability in compliance with policies  
28 concerning fiscal viability;
- 29 (j) discontinuance, merger, or consolidation of an entire college or university operation;
- 30 (k) expiration of the term of a contract of employment; and
- 31 (l) for those whose position requires membership in a Synod congregation, if the person ceases to  
32 be a member of a Synod congregation.

33 ~~3.10.6.7-5-49.5~~ A faculty or staff member who is on a roster of the Synod is under the ecclesiastical supervision of  
34 the Synod. In the event a member is removed from membership in the Synod pursuant to procedure  
35 established in these Bylaws, then that member is also considered removed from the position held and  
36 shall be terminated forthwith by the board of regents.

37 ~~3.10.6.7-5-29.6~~ An appeal process consistent with the *Model Operating Procedure Manual for Faculty and*  
38 *Administration Complaints and Appeal of Termination: Colleges and Universities* (developed by the  
39 Commission on Constitutional Matters in consultation with the Concordia University System) shall be  
40 in place for use by faculty members who wish to challenge a termination decision. Notwithstanding the  
41 provisions of any such policy, any person connected with an institution who is a member of Synod shall  
42 also remain under the ecclesiastical supervision of the Synod, and nothing in any such CUS institution  
43 policy shall be construed to limit or constrain any action that may be taken, or the rights or  
44 responsibilities of any party, pursuant to the Synod's *Handbook* with respect to a member of Synod.

## 45 **G. TO ENCOURAGE AND FACILITATE SYNOD COLLEGES AND UNIVERSITIES'** 46 **BUSINESS CONSULTATION AND EFFICIENT COORDINATION AND COLLABORATION** 47 **IN SHARED PROGRAMS AND SERVICES**

### 48 **Rationale**

49 In the impression of the 2019 Res. 7-03 committee, the CUS institutions' success in the present environment—  
50 certainly their thriving, as tuition-dependent schools with relatively limited endowments—requires not only the sort  
51 of shared values advanced by the visitation and affirmation review program developed above but also efficient  
52 coordination and collaboration or organic consolidation. To address this issue, the first *whereas* of 2019 Res. 7-03

acknowledged the college and university presidents' conclusion that "greater integration and collaboration would strengthen the individual institutions and the system as a whole." Given the natural inertia and independence of every individual human institution, however, broad success in such synergetic efforts will likely require strong leadership.

CUS has in the past facilitated some common efforts of the colleges and universities, including the employment of staff and the maintenance of finances, principally in the area of information technology, accounting software, and common efforts toward distance education in support of commissioned minister colloquy. It will no more be charged with such business coordination. Its focus must be on confession and mission rather than on administration and operations, areas that demand, instead, the focused attention of the several boards of regents and their executives. Mechanisms the schools devise together to lend efficiency to their operations simply must be immediately responsive and clearly accountable to the institutions served. In recognition of the value such shared endeavors may have in preserving and extending the schools' mission capacity, the Synod BOD is to be permitted to extend to them the same benefits available to the several schools.

### **Proposed Action**

Therefore be it

*Resolved*, That the Synod in convention implore the boards of regents and presidents of Synod colleges and universities that, being mindful of their common confession and mission, of the Synod's vast historical investment in and present and future reliance on the schools, and of the great responsibility incumbent on them as wise stewards—for the church's sake—of limited resources, they seek diligently and urgently opportunities for coordination, cooperation, and consolidation of operations, in part or in whole, that will reduce unnecessary duplication, share best-in-class resources and leadership, strengthen the institutions' ability to weather challenges, and enhance their ability together to deliver effectively on their mission objectives; and be it further

*Resolved*, That Bylaws 3.10.6.7–7.2 be added as follows:

### **PRESENT/PROPOSED WORDING**

#### **Concordia University System Coordination and Collaboration**

**3.10.6.7** Colleges and universities of the Synod are urged to conduct themselves materially in accordance with "our Lord's will that the diversities of gifts should be for the common profit (1 Cor. 12:4–31; Constitution Preface)," strengthening one another through coordination, collaboration, consultation, and efficient consolidation of operations, wherever prudent and practically feasible.

**3.10.6.7.1** Colleges and universities of the Synod are free and are encouraged to pursue among themselves efficient collaboration; sharing of administrative and educational resources; and consolidation of operations, academic programs, or institutions, as opportunities present themselves to their respective boards of regents and in consultation with the Board of Directors of Concordia University System.

**3.10.6.7.2** In the event of a proposed consolidation of two or more Synod colleges or universities:

**(a)** Prior to effecting a proposed consolidation, the boards of regents of consolidating schools shall jointly present the Concordia University System and Board of Directors of the Synod with their consolidation plan. Such a plan shall be consistent with the requirements of these Bylaws for a Synod college or university, except that it may involve a consolidated board of regents deviating from the composition specified in Bylaw 3.10.6.2, provided that the ratio of elected to appointed regents is not decreased and that all members of the resulting board of regents are members of member congregations of the Synod. Such plan must indicate a definite plan of no more than six years' duration to bring the composition of the board of regents of the institution into compliance with Bylaw 3.10.6.2, and continued affirmation shall be contingent on execution of said plan.

**(b)** The consolidated college or university shall, upon approval of the Concordia University System and Board of Directors of the Synod, be regarded as a college or university of the Concordia University System.