

**MINUTES (proposed)
BOARD OF DIRECTORS**

**Double Tree by Hilton, Ann Arbor North, Ann Arbor, Michigan
February 21–22, 2025**

149. Call to Order and Opening Devotions

Chairman Preus called the regular February meeting of the Board of Directors to order with all members present except for First Vice-President Peter Lange. (Leo Mackay had to depart the meeting for another obligation at 4PM on Friday, during item 163.) Also in attendance were Chief Administrative Officer (CAO) Felix Loc, Chief Financial Officer (CFO) Nathan Haak, Chief Mission Officer (CMO) Kevin Robson, and Attorney Lucie Huger of UB Greensfelder, general counsel.

On Friday, Michigan District President David Davis offered opening devotions based on Psalm 133, explaining that brothers dwelling in unity is “a hard thing in a sinful world,” but a true treasure, a gift in Christ’s reconciliation, and something the Synod’s leaders are called to steward that it be “a beautiful fragrance, and fruitful, with us and into the world.” On Saturday, Concordia University System President Jamison Hardy offered opening devotions based on James 1:2, commenting on working resiliently, in the confidence of faith.

150. Agenda and Consent Agenda

Chairman Preus introduced the meeting agenda (p. 8/369) and consent agenda (pp. 10–11/369). These were separately moved and adopted, the consent agenda reading as follows:

WHEREAS, The Board of Directors has adopted a policy allowing for the use of a consent agenda;
and

WHEREAS, Board Policy 3.9.4, “Consent Agenda,” reads:

3.9.4.1 The Board makes use of a consent agenda to expedite the conduct of routine business during Board meetings in order to allocate meeting time to education and discussion of substantive issues.

3.9.4.2 The consent agenda should consist of routine matters that require Board action. Typically, these items include the approval of minutes, acceptance of officer and other written reports (excluding the quarterly financial/budget report), and adoption of routine or non-controversial action items.

3.9.4.3 The Chairman shall be responsible to approve the proposed consent agenda for each meeting upon recommendation of the Chief Administrative Officer. The consent agenda shall be distributed with the meeting docket.

3.9.4.4 The consent agenda will be presented to the Board for adoption as soon as practicable after the opening devotion on the first day of the meeting.

3.9.4.5 Any item which appears on the consent agenda may be removed from the consent agenda upon request by a member of the Board. Items removed from the consent agenda will be considered at another time during the meeting as determined by the Chairman. The remaining items will be voted on by a single motion to approve the consent agenda.

3.9.4.6 The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

therefore, be it

Resolved, That the Board of Directors herewith accept this consent agenda which includes the following:

- Officer and Agency Strategic Reports
- President, First Vice-President, and Church Relations

- Secretary and Rosters, Statistics, and Research Services
 - Council of Presidents
- Chief Administrative Officer
- Chief Financial Officer
- Chief Mission Officer
 - Board for International Mission
 - Board for National Mission
- Commission on Theology and Church Relations
- Concordia Historical Institute
- Concordia University System
- KFUE Radio
- Board of Directors Committee Reports
 - Governance Committee
 - Personnel Committee
- Action Items
 - Approval of 11/22–23/2024 Board of Directors Minutes and 1/13/2025 Executive Committee Minutes

and be it further

Resolved, That the minutes of this meeting reflect the acceptance of the reports and other items as listed above.

151. Hong Kong International School Update

The board entered executive session.

151X. Executive Session I: Hong Kong International School Update

The board returned from executive session.

152. President's Report

President Matthew Harrison, in addition to his written report (pp. 38–43/369), noted “unending activity,” with four district conventions so far (one of them ongoing) and the season “ramping up.” New district presidents have been elected in North Dakota, South Dakota, and Southern Illinois, all “solid men.” He gave thanks for those outgoing and incoming, noting varying procedures in different districts for assumption of office. Harrison noted a “pretty intense” workload with much travel. Executive wing executive assistants are back to full strength, the wing “rocking and rolling” with “great hires.”

Noting that “ecclesiastical supervisory discussions” are ongoing and calling for prayers, Harrison mentioned that a “rogue seminary” has “given birth to itself,” operating out of Sioux Falls, with forty men said to be under training or in vicarage, or even being called “pastor.” This is a push for completely online training, even more locally focused than the Specific Ministry Pastor (SMP) program and completely independent of the Synod’s seminaries, which are accused, by proponents of the new model, of not being “missional.” Harrison noted that the convention has been strongly supportive of the seminaries and the ideal of residential formation. The Synod’s seminaries report that students intending to do remote study, if they visit the seminaries, tend to want to go residential. The standard of our seminaries—even on entrance—is stronger than exit exams of others. The Pastoral Formation Committee is working on finalizing new SMP program guidance in May or June.

Harrison noted that district conventions have been “very calm,” although new Synod-political websites and organizations are appearing. The Council of Presidents has been “very positive.” Change at the Ann Arbor campus is the most challenging issue at present. Noting Luther’s difficult reconciliation efforts toward the end of his life, Harrison reported his having gathered parties to related disagreements at St. John, Wheaton, Ill., for a day of “straightforward conversation,” to try to reconcile differences. The publicity now given to the matter has made finding constructive solutions more difficult. A long-term lack of financial information distinguishing AA costs and useful for identifying real operational issues made the CUWAA board blind to issues for many years. (Finance and Audit Committee Chairman Mackay and CFO Haak noted work, pursuant to 2024 Res. 7-04B, to improve the board’s understanding, and the difference between

comprehensive financial statements and operational information breaking out different aspects. The idea, Mackay noted, is to have an interested but external look, an “early warning system.”) Harrison noted spending much time with Michigan District President Davis and that he appreciates the district’s shock at the Ann Arbor campus developments. The Synod needs Michigan, and Michigan needs the Synod, to be healthy into the future. Harrison has been considering further means of reconciling parties “at odds.” Stathakis noted appreciation for the President’s visit to Michigan District.

153. Chief Mission Officer’s Report

Chief Mission Officer Kevin Robson extended upon his written report (pp. 75–87/369), noting that the LWML Convention and Youth Gathering are upcoming, major events and that work is underway to fulfil activities initiated by the 2023 convention. He also pointed out a “couple of highlights” in the various areas related to or under his supervision:

- Board for / Office of National Mission (BNM/ONM): Robson is “very proud” of response efforts, by LCMS Disaster Response and by local districts, to Helene floods and California wildfires. The Church Planting Initiative continues, with a new director expected to be called soon and partnerships underway with 23 districts on 67 church starts in various stages. Staff recruitment progress is being made, with directors for discipleship and family ministry called and accepted, and a manager for business operations.
- Board for / Office of International Mission (BIM/OIM): The last BIM meeting extended calls to ten new missionary households (about 100 are deployed right now) and a similar sized cohort is coming in May. Missionary recruitment under Rev. Mark Rabe is bearing much fruit.
- Office for Pastoral Education (OPE) / Pastoral Formation Committee: The research project on approaches to and outcomes of residential and non-residential routes to ordination continues, with district presidents surveyed and circuit visitors being surveyed, along with institution faculty and staff. *Set Apart to Serve* continues to measurably impact and gain momentum across the Synod. A budget variance will be requested. A resolution will be needed to authorize continuing through the present fiscal even while seeking restricted funds.
- Mission Advancement (MADV): Work is underway on a collaborative agreement with LCMS Foundation to identify living donors needing estate plans. A \$2.1 million (M) grant request, covering 18 projects, has been prepared for the Schwan Foundation and a \$6.6M proposal is being prepared for the Bolick Foundation. Lilly has awarded \$750k to “nurture children through worship and prayer,” their second grant to the Synod in six months.
- Communications (COMMs): A \$5M grant is being conceptually developed, for expanding the telling of the story of Christ and the Church to an unbelieving culture. The timeline for the digital platform/ website rollout, now hoped for in April or early May, has proven to be a struggle, with the translation of approximately 14 thousand (k) pages of content onto 30+ new templates “a man-hour grind.”

A board member questioned participation in “pan-Lutheran RSOs”; Robson clarified that status requires that the organization not conflict with LCMS doctrine and practice and that it meet a required level of LCMS congregant participation in governance. Even long-term relationships are regularly subject to this scrutiny. Robson noted the organizations are legally distinct from the Synod and expected to operate in harmony with it. The President noted efforts to follow up on issues with certain RSOs who have had public instances of conflict with Synod’s position, also noting the importance of LCMS retaining influence through the program, in the earnest hope of advancing harmony with Synod’s position and work.

154. Financial Report and Giving Trends

Chief Financial Officer Nathan Haak extended upon his written reports (pp. 54–56, 57–67, 68–74, and 295–328/369; 48–64/96 in the non-docket reports) with his report on finances and giving trends. He noted that

the LCMS Finance and Accounting team closed three months of financials in January, allowing Haak to present on financials through the first half of Fiscal Year 2025 (FY25H1), ending Dec. 31, 2024.

Haak's report noted a "strong first half" with unrestricted and total net assets up by more than in any of the last five fiscals (supported in part by the recording of Bolick grants in June and district revenues as they occur); at the same time, expenses also increased considerably (excluding convention and Youth Gathering), to \$36.8M for FY25H1 from \$33.9M in FY24H1 and \$31.7M in FY23H1. Among unrestricted sources, district receipts are 4% above 2024 levels; unrestricted gifts/grants are up 20%, and interest/investment income is up 25%, offsetting a 51–52% drop in bequests and other sources. Among restricted sources, global mission revenue is down 30% relative to the prior year's first half and mercy is down 3%, despite a strong push in communications strategy for the half; ONM has benefited strongly from a \$750k Lilly grant (for a five-year project) and disaster giving, increased by 355% year-over-year, reflects the North Carolina hurricane disaster. Restricted bequests are off 71% relative to FY24H1. Excluding disaster FY25H1 restricted gifts and other revenue for the first half are down 12% year-over-year and unrestricted, excluding mark-to-market, is down 13%.

Nonetheless, Haak reports being "in a good position" going into the second half; bequests were "significantly above pace" in the previous year, so that the aggregate concern is reduced. A slight operating deficit (\$95k) is predicted, in line with the budget, at year end, thanks in part to a \$750k contingency included in the budget. On the non-operating side, strong market gains are expected again to increase net assets, but not to the remarkable extent seen in FY2024.

Haak commented on various categories of expenditure, noting timing impacts and effects relevant to FY26 planning. He noted that the significant net asset buffer in the Global Mission Fund, which supports ONM and OIM, has been almost completely consumed, meaning these units are likely—unless revenue is received in key areas—to accelerate their unrestricted draw through year-end.

Haak covered standard metrics: a current ratio of 5.4, an 80% program spending ratio, 109 days on hand (229 including term notes) and 193 FTEs (at 12/31). He noted cash balances, explaining that investments have been brought well into compliance with the policy the board adopted last February, with no more than 125% of the unrestricted net asset balance, including fixed assets, being invested; strong liquidity is allowing the Synod to remain invested without being forced to sell at inopportune times.

At the end of January, headcount stood at 197, an increase of 12 in FY25. FY26 budget preparations are underway, with personnel budgets submitted and development of the operating budget underway. Noting that expense already exceeded revenues in FY26, that expenses, excluding convention and Youth Gathering, have shown a 10.2% annualized growth rate since 2021, and that "a time of assimilation and settling" was needed—despite a number of positions outstanding and hoped for—Haak suggested not too much more be done too quickly.

155. Fiscal Year 2025–26 Budget Preview

CFO Nathan Haak continued, presenting a conceptual preview of the Fiscal Year 2025–26 (FY26, running July 1, 2025–June 30, 2026) budget, to be presented to the board for its approval at its upcoming May meeting (pp. 72–74/369). Haak presented a number of slides indicating his paradigm for thinking about future budgeting and board tolerance for planning for a historical aggregate on bequest income, allowing a smoothed budgeting approach.

Haak broke out (p. 56/96), since FY17, historical giving from large foundations and from active donors, bequests/inventory/services, and "special items" (e.g., dividends, property proceeds, items not historically part of the operating budget) highlighting a real increase in large foundation giving, which is projected to increase. Bolick started in FY17 at about \$25k/yr., with some level of Schwan giving. In FY23, Bolick saw a first real bump, increasing through subsequent fiscals. This is the biggest driver of potential future growth in "base revenues." Projecting over FY26–29, FY26 would be expected to dip in total revenue with this-year disaster giving falling off (a low-impact drop). Throughout the period, growth from large foundations

is hoped to make up for declining “special item” returns in the period, provided that active donors maintain current levels. Haak, noting “lumpiness” of historical results and that timing of items will result in a “lumpier” future than the “average” predictions for FY26–29. To maintain total income in line with the long-term average, support by large foundations seems to need to grow, through the period, to approximately 25% of total living / active giving. Alternatively, district and living membership giving would have to increase, although demographics suggest otherwise. Bequest receipts “will be lumpy;” extended historical averages are proposed to be used as budget amounts. It is up to the board to determine how “special items” and reserves are applied to successive budgets. Haak solicited input from the board as he and staff continue to prepare the FY26 budget.

Haak noted (p. 63/96), on the basis of projected revenues and inflationary growth in base budget expenditures, “manageable” annual expenditures of cash reserves (operational deficit budgets) which could bring days reserve down to 180–120 days in three or four budgets. Haak suggested the board needs to consider strategically the use of its “excess reserves” of \$20–30M over the next several budgets by carefully managing the planned and realized drawdown, which has been hitting \$2M a year. This would mean, in FY26, a total expense budget, excluding convention and Youth Gathering—provided the planned \$5M dividend is fully utilized and a \$1.68M drawdown is allowed for—of no more than approx. \$83M.

President Harrison advocated both growing the reserve and making wise use of revenue. Staffing levels will be key. Discussion noted growth and assimilation of employees needs to be at a manageable pace (approx. 60 people have been brought in, mostly replacements and some expansion) over the last few years.

Haak raised the matter of the *Set Apart to Serve* budget deviation (p. 64/96), which covers work with Standing Partners on developing next phases (including second-career and “All Nations” components and building a donor base with individuals, foundations, and potentially universities); an initial request of \$420k was reduced to \$294,250. This authorization would increase total activity spending to \$692,515; without it the work “stalls.” CMO Robson indicated the FY26 and FY27 budgets are expected to continue at similar levels, tailing off into a maintenance mode in the subsequent three budgets.

It was moved and **adopted**:

Resolved, that the approved budget for the Office of Pastoral Education be increased by \$294,250 to allow for the continuation of the work of the *Set Apart to Serve* initiative.

156. Finance and Audit Committee

Finance and Audit Committee Vice-Chairman Mackay reported concisely on his committee’s meeting of the evening prior. The committee:

- welcomed the Chairman for part of its meeting.
- approved overall FY26 budget objectives for the Internal Audit (IA) department. Chris Wood has transitioned back to department head; an audit supervisor position has been described and a senior auditor is being sought to head, with two more auditors, district audit work. Total IA staff is planned at five and presently at 2.5 FTE. Fifteen district audits have been closed out, with two closing conferences remaining. In Southern Illinois, the first of five years of catch-up auditing is complete.
- discussed the audit plan and reviewed a written report by external auditor Armanino.
- discussed investment-side revenue estimates. High-yield bonds have done well; their use is being reviewed. Private equity, which is utilized by Concordia Plan Services and will be offered by LCMS Foundation, is being examined as a potential opportunity. “Theses” of such vehicles would be examined for suitability of LCMS investment. Products are available with some cash balance for liquidity, while allowing higher return than other equity vehicles.
- reviewed cash and investment positions. LCMS has 240 days of cash and “almost-cash,” available in 30-60 days. Haak will bring a proposal to shift some of this to higher return vehicles. LCMS

currently holds a conservative portfolio with 42% in equity, 37% fixed, 21% cash (for non-endowment financial assets). Policies and rates are shifting. We are looking for a “safe but remunerative position.”

157. Preparation for Meeting with the Michigan District Board of Directors

Chairman Preus noted the board had received from its membership and the Michigan District Board questions and items to be discussed in the afternoon discussion session. The board entered executive session.

157X. Executive Session II: Preparation for Meeting with the Michigan District Board of Directors

158. Luther Classical College

The board continued in executive session.

158X. Executive Session IIIA: Luther Classical College

159. Concordia Plan Services

The board continued in executive session.

159X. Executive Session IIIB: Concordia Plan Services Property Casualty Insurance Program

160. LCMS Foundation

The board resumed, after a lunch hiatus, executive session.

160X. Executive Session IIIC: LCMS Foundation

161. Legal Report

The board continued in executive session.

161X. Executive Session IIID: Legal Report

The board returned from executive session.

162. Old Latin School Commerzbank Purchase

CMO Robson updated the board on this matter, referred by the board, at its November 22–23 meeting, to the Operations Team and President to prepare a proposal for the board’s Executive Committee. A grant request to fund the property purchase was declined. A plan based on LCEF loan financing, to be secured by the property, is being devised. An integral part is site management of the Old Latin School (OLS) and *Commerzbank* by the Office of International Mission. Arrangements have been made for full leasing of

OLS and three of five apartments. LCMS Church Relations is now booking the facility to increase occupancy. The International Lutheran Society of Wittenberg (ILSW) will be the likely purchaser but with OIM site management. Robson is “more convinced than ever” that the acquisition is the right move. CFO Haak outlined the financial arrangements as presently conceived, the goal being that rent income would cover the debt service. A business proforma and plan will be presented to the Executive Committee. An appraisal will be part of the LCEF loan process.

163. Meeting with the Michigan District Board of Directors

The board joined the Michigan District Board of Directors for conversation. Rev. Gallup opened with prayer. CAO Loc offered opening remarks and started introductions. Secretary Sias gave a brief overview of the relative Constitutional and Bylaw responsibilities of the Synod Board of Directors, Concordia University System, the several boards of regents, and board of directors of the districts in which they operate.

Chairman Preus offered a reflection, relating his family history with the former Concordia University Ann Arbor (CUAA), his service on the board of the school 2010–13, and his prior and subsequent service with the Board of Directors and the Board of Regents at Concordia, St. Paul. Having served as both a director and as a regent, he noted his experience that directors—in their oversight responsibility—have a much more limited view of university circumstances than do regents, who have the supervision. He related that the 2010 plan for Ann Arbor required a five-fold fundraising increase to keep the university going, which was not realistic; enrollment decline also had to be reversed. It was determined that CUAA would not make it on its own. Discussion with Concordia University Wisconsin (CUW) ensued, or was renewed, regarding merger in a desperate situation. Ultimately a merger (really, Preus commented, more of an “acquisition” or “absorption”) resulted. CUW took on significant risk, significant debt, and operations, seeking operational efficiency. Many other parties made financial sacrifices, including the Michigan District and LCMS BOD and LCEF. Other districts participated in a comprehensive package to prevent Ann Arbor from disappearing. There was a broad desire to find a solution that would keep Ann Arbor activity going but also significant skepticism that CUW could bear it. At the same time, others thought that CUW “got a great deal.” The CUAA BOR and administration were eliminated. CUW(AA) is all that remains.

A plan was put together, Preus commented, but the future wasn’t known, how all the moving parts would work. Preus remembers much uncertainty by all involved—no one can read the future. He remembered one detail—that the Synod’s reversionary interest in CUAA was released in favor of CUW, in view of its taking on significant operational risk. Finally, he remembered increased enrollment being a part of the plan, primarily by bringing in student athletes. Increasing enrollment increased loss on athletic scholarship students. The view seemed to be that bringing in athletics would strengthen the university generally and increase profitable enrollment. Now we are twelve years on, and the nature of the merger, the reversionary interest, and the athletic enrollment model are all of interest again.

President Davis thanked the Board of Directors for the time together and thanked President Harrison for consistently helpful conversation through this whole matter. Big accents of late for the district are (1) reading our Bibles, being people of the Word; (2) church planting and revamping; (3) parochial education 2.0—adding micro and home schools to traditional; (4) leadership development for church workers, deacons (not leading to ordination) and other laypeople; and (5) reaching out in our communities. The district board sees Concordia events through this lens. He noted a perceived “distance” between Michigan and the Synod and spoke more broadly about what is on the district’s mind, explaining how it comes to bear with Concordia, a great difficulty for the church body as a whole. Davis referred to a document outlining concerns about perceived imbalances:

- between pure doctrine and mission emphasis in: academic vs. vocational emphasis at seminaries, reluctance to balance alternate routes, prior approval, and identity politics. Michigan roots were in mission and church planting.

- between tradition and “today” in: increased accent on ancient / 16th century liturgical forms, lack of acceptance of contemporary worship, with personal preference for tradition over contemporary becoming a matter of authority (“worship wars are over and contemporary people are out”).
- between the bureaucracy of the Synod and the local ministry of congregations, with: representation favoring many small congregations and districts; Synod seeming to be an end unto itself (self-preservation) rather than serving congregations and mission, which would benefit from a network; a “cumbersome and impenetrable” Synod bureaucracy leads to an appearance of lacking transparency, inertia, and disfavor from local congregations and especially laity.

This all has injured trust. With regard to Ann Arbor, Michigan feels a wrong decision was made in a wrong way—principally a philosophical decision, by new leadership, rather than a financial decision. Davis noted interpretation of financial reporting from the Ann Arbor campus is disputed and aspects of the CUS “Lutheran identity” visitation. If this property goes off to secular use, Davis felt, conflict across the district and beyond may result. He acknowledged that Michigan understands that “what was Concordia [Ann Arbor] is gone.” But he seeks—under Psalm 133—a moment of coming together for the sake of the Gospel. “If there are two sides,” he noted, “both sides agree on Scripture and Confessions but neither side believes the other does.” Can, he asked, the events on the Ann Arbor campus “spark a moment of coming together,” perhaps around a goal of accomplishing something new in Michigan?

Jim Saalfeld of the Michigan District Church Extension Fund (CEF), in its 125th anniversary next year, shared history and statistics about the fund, which is the largest remaining district extension fund, noting that Michigan CEF leadership contributed to the formation of LCEF, but that Michigan has felt a sustainable district CEF brings good things to the table for district congregations, and therefore has not joined. The CEF represents \$200M in investments and \$400M in loans, with a 23% capital ratio. Annual grants to congregations and ministries are provided under various themes. Nearly every Michigan circuit held a convocation this year, supported by the CEF. Relations are important, and walking together is taken seriously, whether with Synod and its entities or with congregations and schools. “God is good.” Talents have been multiplied through the CEF to bless ministries.

The boards spent some time asking each other questions, with Chairman Preus and Secretary Sias responding for the Board of Directors of the Synod and President Davis and Chairman Boergert responding for the Michigan District Board. After some discussion, the boards shared fellowship and dinner provided by the Michigan District and its CEF.

164. Concordia University System Update

Concordia University System (CUS) President Jamison Hardy updated the board, noting gratefulness for significant financial resources provided to enable extensive formal and informal visitation of the Synod’s universities. Boards of regents have been asked to include CUS representation at board of regents meetings. Hardy has recently been at two of the five schools and he looks forward to being at the rest—something he describes as “a fixture” going forward, giving CUS an opportunity to speak into potential issues. The second board of regents training (Bylaw 3.10.6.2.2) is planned for May, with the presidents and chairs coming in early to discuss issues like master plan processes with CUS and BOD leadership.

Hardy described the universities as healthy and strong (but not without financial challenges). The enrollments of three are increasing and the other two are stable. All are working to bolster their endowments to increase their financial health and wellness. All five presidents are focused on being Lutheran “and not ashamed of it” and progress is being made on Lutheran identity across all campuses. The boards are also committed. The CUS Institution Advisory Committee (IAC) frequently discusses leaning into identity and not away from it. 24,622 students are enrolled system wide with 802 in church work preparation. Hardy indicated he set a goal of having 1,000 church work students (a 25% increase) in two years and is adjusting the use of CUS resources to support church work students at every Concordia. Uniform expectations have been developed for church work programs and Hardy is encouraging universities and seminaries to

incentivize pre-seminary students to attend a Concordia rather than another institution. CUS is working with Higher Things and LCMS Youth Gathering to promote the church work programs. CUS is also represented at every district convention, with presentations at 70% of districts.

Among highlights from the schools, Hardy noted: Irvine has received significant grants for engineering and nursing; St. Paul is the second-largest private school in Minnesota, after 10 years of enrollment growth; Nebraska has the largest church work program and has developed various scholar programs; Chicago has just capped church worker tuition; Mequon has just renovated its fieldhouse and cafeteria.

Many protocols have been written as a result of 2023 Res. 7-04B, including a draft protocol, pertaining to Bylaw 3.10.6.6, for the addition of new schools to the system. The board's input has been requested.

Hardy indicated the informal visitation process was completed at all campuses by September 2024. A team of six conduct various interviews in pairs. Board member Hoem spoke glowingly about his participation in the recent Concordia Nebraska informal visitation, noting especially training in Lutheran theology for faculty and staff and how encouraging it was to visit with more than 200 church work students. The process was carefully structured, and the structure worked well to promote meaningful conversation with campus constituents and leadership.

In discussion, Hardy explained he can “lay out a plan” for the system and can visit—this being the role of CUS—but lacks “operational control” of the universities.

A board member asked about “Lutheran identity,” as to whether there was pushback regarding “identity politics.” Hardy said the Lutheran Identity and Mission Outcome Standards are not a “purity standard” but a guidepost, that criticism has been limited, and that boards and administrations have been universally supportive. President Harrison noted these were adopted by the convention by an overwhelming margin.

The board entered executive session.

164X. Executive Session IV: Concordia University System Update

The board returned from executive session.

CUS President Hardy noted that he and CUS Chairman Braden visited recently with Wyoming District President John Hill and Luther Classical College (LCC) President Harold Ristau and Academic Dean Ryan MacPherson. The visit resulted in LCC inviting CUS to conduct an informal visitation this fall as the first step in a potential application by LCC to join CUS. Conversation is ongoing and the visitation has not yet been scheduled.

Hardy concluded by stating his belief that CUS is in its healthiest place in his 25 years as a pastor and that CUS “intends to keep it there.”

165. Concordia International School—Shanghai Update

The board returned to executive session.

165X. Executive Session V: Concordia International School—Shanghai Update

The board returned from executive session.

166. Strategic Plan Update

CMO Robson indicated the Admin Team has nothing new to report on this project, although it hopes to continue the *Hoshin Kanri* exercises regarding schools and transformative giving. It is planning a series of regular meetings to “move this down the field.”

167. Personnel Committee Report

Personnel Committee Chairman Jan Lohmeyer extended on the written report of his committee (pp. 135–38/369), noting that the committee, in its meeting of January 21:

- discussed the annual salary range adjustment resolution, requesting Human Resources obtain additional data from Concordia Plan Services on salary changes across the Synod, for the committee’s consideration at its April meeting.
- discussed the honoraria for regional vice-presidents, determining to resume the discussion in October.
- reviewed proposed changes to Policy 6.4.5.10, regarding extension of calls to rostered individuals employed in various ways by corporate Synod or by an agency of Synod. This was referred to the Governance Committee. The Secretary briefly explained this issue from theological and legal perspectives.
- discussed potential bonuses for certain administrative team members other than the President, as having been suggested by the President, declining to pursue this item.
- discussed CAO Loc’s progress in his executive MBA program and noted (to the board’s congratulations) that Locs are expecting mid-August. CAO Loc updated the board on progress in his program, again noting the high quality and intensity of the program at Washington University (pp. 137–38/369). The program is already providing valuable perspective on university financials. An international residency is scheduled for mid-October.
- Nathan Thomas shared that there are 193 full-time staff workers (plus 8 from the year before). Some positions are challenging to fill because of specific skill set needs and the slowness of the process. Bringing in an organizational consultant could help determine the right size for the organization. The committee discussed this possibility but brought no recommendation. This idea was **referred** to CFO Haak and officer group for budget preparation.

168. Governance Committee Report

Governance Committee Chairman Jesse Yow extended on the written report of his committee regarding its meeting of January 13 (pp. 102–134/369), noting that the committee:

- reviewed proposed changes in sections 4.14–20 of the Board Policy Manual, pursuant to the reviews conducted by the Commission on Constitutional Matters and Secretary following the 2023 Synod convention. In Policy 4.15.5.1, *support rate* was defined; a policy for engagement of legal counsel was proposed at Policy section 4.18.2; and work on board committee language at Policy 4.18.6.3 was deferred given ongoing work by the Commission on Handbook on bylaws related to committees (action item, pp. 104–111/369).
- noted to the Finance and Audit Committee and Chief Financial Officer Policy 4.15.7.3 for review.
- asked the Chief Financial Officer to draft policy related to conflicts of interest, to be reviewed at the committee’s April meeting.
- deferred to April its study of risk management / insurance program policies, which requires some input from the Chief Financial Officer.

- addressed remaining Policy Manual changes due to 2023 Res. 7-04B and 7-05A (action item, pp. 112–20/369).
- deferred to April the proposed changes to Policy 6.4.5.10, as described in the Personnel Committee report. The pastors on the Personnel Committee offered to consult on these items.
- adopted the Secretary and Chief Financial Officer’s proposed incorporation of investment policies, which had been adopted in substance in the board’s February 8–9, 2024, meeting (action item, pp. 121–34/369).
- deferred to April or August its consideration of details proposed by Chairman Preus to be added to Policy 1.7.9 (or elsewhere) treating of authority delegated to the districts.

Yow described the committee’s work as “triage,” balancing urgent items with the need for steady progress. The chairman thanked the committee for progress made.

169. LCMS Entity Activity Development (LEAD) Committee

Committee Chairman Andrew Grams shared thoughts on the committee’s work, thanking the members. The committee will need to interface with the ad hoc committee working on potential changes related to the property/casualty item. It also anticipates an opinion from the Commission on Constitutional Matters (CCM) on potential LCEF property management entities; Grams note this and the CCM opinion on the property/casualty matter will be informative. The committee has engaged a team to further its work on potential agency/subagency bylaw changes (but still seeks district representation). It will be meeting in March to formulate an initial plan, hoping the noted CCM opinion will then be in hand. Finally, contemplating the meeting with Michigan District’s board the day before, Grams noted the need for ongoing committee engagement with district boards of directors to “get a pulse” and “bring back to the board issues that are percolating.”

170. Publicity from the Board of Directors

Chairman Preus noted a number of discussions with board members regarding how the board could, as it has in the past, communicate effectively with the Synod at large regarding a number of issues before it. This would relate both to issues the board is “getting ahead of” and the board’s response to items that occur from time to time. Preus noted CMO Robson’s suggestion of adding a PR staff member, suggesting this would be the time to give a directive to the CFO and officer group to bring a proposal to the board for addressing PR more proactively. In response to a question, CMO Robson suggested this be a full-time position, needing to sit in the Communications unit. The board discussed the perspective of “public relations” vs “journalism and governance information” and the importance of understanding when the right answer is not to enter the gladiatorial combat of social media.

It was moved and adopted:

To commend this issue to the CFO and officer group for consideration and recommendation.

171. Ann Arbor City on a Hill

The board entered executive session.

171X. Executive Session VI: Ann Arbor City on a Hill

The board returned from executive session.

172. Action Items

Chairman Preus presented the following action items after CAO Loc responded to a question regarding potential options for International Center renovations; this information will be shared with the board:

(A) Concordia University System Amended and Restated Articles of Incorporation and Bylaws

President Jamison Hardy of the Concordia University System (CUS) submitted for the board's approval under Bylaw 3.6.1.7 proposed revisions of the synodwide corporate entity's articles of incorporation and bylaws (pp. 247–61/369). It was moved and adopted:

WHEREAS, Resolution 7-04B of the 2023 Convention of the Synod significantly restructured the Concordia University System, necessitating the amendment and restatement of its Articles of Incorporation (pp. 248–50/369) and Bylaws (pp. 251–59/369); and

WHEREAS, Such Articles of Incorporation and Bylaws have been prepared for amendment and restatement by the CUS Board of Directors and submitted to the Commission on Constitutional Matters; and

WHEREAS, The CCM has approved both documents in its Opinion 24-3026A (pp. 260–61/369); and

WHEREAS, The CUS Board of Directors has approved all of the changes necessitated in the aforementioned CCM Opinion during its January 2025 meeting; and

WHEREAS, Bylaw 3.6.1.7 (a) requires that the Board of Directors of The Lutheran Church—Missouri Synod also review and approve these documents; therefore be it

Resolved, That the Board of Directors of The Lutheran Church—Missouri Synod approve the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Concordia University System.

(B) Annual Budget: FY26 President Allowances and Regional Vice-President Honoraria

Leadership is asking that the Synod Board of Directors review and confirm/endorse the following practices that have been in effect since before the current administration (p. 262/369):

1. The Synod President's allowances for entertainment and vehicle expenses;
2. The Second – Sixth Vice Presidents' honoraria.

In addition to the base compensation, the Synod President currently receives a \$10,000 entertainment allowance and a \$12,000 vehicle allowance. These allowances are annual amounts, paid on a semi-monthly basis according to the pay schedule. This was addressed by the board in February 2014 as part of the FY15 budgeting process and has been reviewed annually since February 2020 as part of the FY21 budget.

The Second through Sixth Vice-Presidents, as part of the Praesidium, serve the Synod in various non-employee capacities. Currently, they each receive a monthly honorarium in the amount of \$800 for an annual total of \$9,600 (\$48,000 total for the five).

These expenses are and have been included each year in the President's Office expense budget that is approved by the Board. In response to the Audit Committee's request, the Personnel Committee encourages the board to approve these items as part of its budget process, as relates to officers of the Synod.

It was moved and adopted, the President's abstention being noted:

WHEREAS, The Synod President, as a full-time executive, has ancillary expenses due to extensive travel and vast ecumenical, ecclesiastical, and administrative responsibilities; and

WHEREAS, The regional vice-presidents are elected officers of the Synod and advisors of the President and, upon the President's request or as requested by the Synod, shall assist him in discharging his responsibilities or represent him; and

WHEREAS, The Accounting Department endeavors to prepare a comprehensive annual budget that reflects all expenses; therefore be it

Resolved, That President's entertainment and vehicle allowances of \$10,000 and \$12,000, respectively, are approved and shall be included in the FY26 budget; and be it further

Resolved, That the FY26 budget include an honorarium of \$800 per month for each of the Second through Sixth (regional) Vice-Presidents (for a total of \$48,000).

(C) Annual Budget: FY26 Salary Range Adjustment Resolution

The Department of Human Resources conducts an annual review of local and national salary trends and compares them with the current LCMS salary ranges and actual salaries. The objective of this analysis is to measure the ability of International Center employers to remain competitive with the local not-for-profit market. This high-level objective directly correlates with the LCMS compensation philosophy which was originally adopted by the Board in 2006 and re-affirmed by the Personnel Committee in 2014:

In striving to be good stewards of the dollars entrusted to us, we shall pay fair salaries in a fashion which rewards performance to be able to attract, motivate, and retain employees.

The term "fair" shall be interpreted as fair pay based upon the role within Corporate Synod; striving to pay at or within 10 percent of the market value for the job held (using not-for-profit standards to define the market value), and the incumbent's performance in the position.

The Department of Human Resources worked with respected compensation consultants at CBIZ to review and recommend updates to the current process. This recommendation was presented and affirmed at the June 2021 meeting of the human resources committee. Salary increase budgets are determined through a blended utilization of a wider range of LCMS district, entity, and pastor salaries and market data projections. Salary range adjustments are determined by a separate source of validated market survey data specifically reporting industry salary range projections. These processes are evaluated on a regular basis to ensure continued alignment with industry best practices.

It was moved and adopted (pp. 263–64/369), the President and Secretary abstaining:

WHEREAS, The salary range adjustment methodology has been validated by market survey data specifically reporting industry salary range projections; and

WHEREAS, The results of the analysis indicate an adjustment is required to remain compliant with the system; therefore be it

Resolved, That effective March 1, 2025, the salary ranges be adjusted by approximately 2.4% to reflect alignment with market survey data; and be it further

Resolved, That as of July 1, 2025, employees whose compensation falls below the minimum for their salary grade shall have their salary adjusted to reflect the new minimum for their grade to remain compliant with the system.

(D) Revision of Board Policy, Subsections 4.14–20 of Section 4, "Board Governance Relationships (Boards, Commissions, and Officers)"

As noted above in the presentation of the Governance Committee, in the course of its regular review, the committee recommended changes to the Board Policy Manual, Subsections 4.14–20 of Section 4, "Board Governance Relationships" (pp. 102, 104–111/369). It was moved and adopted:

WHEREAS, Board of Directors Policy 3.13.4.1 (a) directs the Governance Committee to review the policies of the board and to make recommendations for new or amended policies; and

WHEREAS, The Governance Committee reviewed Section 4.14–4.20, “Board Governance Relationships,” as well as applicable recommendations from the Secretary and from the Commission on Constitutional Matters’ post-convention review; and

WHEREAS, Board members are encouraged to provide comments and suggestions regarding these proposed changes and any other change they deem appropriate to raise for the board’s consideration during the review of these policy sections; therefore be it

Resolved, That the Board of Directors adopt the changes to The Lutheran Church—Missouri Synod Board of Directors Policy Manual as outlined on Exhibit A attached to the January 13, 2025, Governance Committee minutes (pp. 104–111/369); and be it further

Resolved, That the Board of Directors also direct the table of contents, index, and other references to be updated, as necessary.

(E) Revision of Board Policies 1.7.7, 10–11; 4.17.1.13; and 6.1.1.1 Related To 2023 Res. 7-04B

As also noted above in the presentation of the Governance Committee, the committee, upon recommendation of the Secretary, recommended changes to the Board Policy Manual, Subsection 1.7, “Oversight of Property and Business Affairs Delegated to Agencies” and Policies 4.17.1, Audit Committee: “Responsibilities – Seminaries and Universities,” and 6.1.1.1, dealing with “Board Authority to Set and Monitor Management Policies” (pp. 103, 112–16/369). All dealt with aspects of policy requiring updating since the adoption of 2023 Res. 7-04B. It was moved and adopted:

WHEREAS, Board of Directors adopted changes to Board Policy Sections 6.3.3.1, 6.3.3.2, and 6.3.3.8–6.3.3.12, regarding master plans and capital projects for colleges, universities, and seminaries, as well as recommendations from the Secretary and CCM Review after the 2023 Synod Convention, and developed suitable changes at its November 22–23 meeting; and

WHEREAS, The Governance Committee reviewed Section 1, “Board Responsibility and Accountability,” which addresses master plan policies in Section 6.3; and

WHEREAS, Board members are encouraged to provide comments and suggestions regarding these proposed changes and any other change they deem appropriate to raise for the board’s consideration during the review of these policy sections; therefore be it

Resolved, That the Board of Directors adopt the changes to The Lutheran Church—Missouri Synod Board of Directors Policy Manual as outlined on Exhibit B attached to the January 13, 2025, Governance Committee minutes (pp. 112–20/369).

(F) Incorporation into Policy Manual of Investment Management Policies

As also noted above in the presentation of the Governance Committee, the committee received and recommended the proposal of the Secretary and Chief Financial Officer for incorporating the investment policies adopted in substance by the board at its February 8–9, 2024, meeting into the text of the board’s policy manual (pp. 103, 121–34/369). It was moved and adopted:

WHEREAS, The Board of Directors adopted Investment Policies at its February 8–9, 2024, meeting, which policies have not been incorporated in the policy manual; and

WHEREAS, The Governance Committee updated Sections 3.13.3 and 4.18 to incorporate the adopted Investment Policies; and

WHEREAS, Board members are encouraged to provide comments and suggestions regarding these proposed changes and any other change they deem appropriate to raise for the board’s consideration during the review of these policy sections; therefore be it

Resolved, That the Board of Directors adopt the changes to The Lutheran Church—Missouri Synod Board of Directors Policy Manual as outlined on Exhibit C attached to the January 13, 2025, Governance Committee minutes (pp. 121–34/369).

(G) Authorization to Create a Legal Entity in Romania

LCMS Office of International Mission Executive Director Cory Rajek brought an item requesting the board authorize, under its Policy 6.13, standing up a legal entity in support of international mission activities (pp. 289–91/369).

Background

The LCMS’s commitment to mission work in Romania stems from a deep conviction to share the Gospel of Jesus Christ and serve the spiritual and physical needs of the Romanian people. The existing mission plant and the presence of several missionaries demonstrate the LCMS’s substantial investment in Romania. Establishing an official LCMS legal presence would provide the infrastructure allowing a solid foundation for continued growth and impact.

The current missionary global entry process, while permitted under Romanian law, poses potential limitations on future mission activities and places our missionaries at greater risk. OIM desires to provide a legal global entry pathway that is consistent with historical methods to minimize the risk to our missionaries and the mission.

The LCMS Office of International Mission (OIM) has been working with the CMO and CAO to standardize operations throughout all LCMS global regions and, where necessary and appropriate, to establish non-governmental organizations (NGOs) that are well-coordinated and overseen by the LCMS and that enable OIM to operate legally in foreign countries and that also comply with LCMS policies and procedures, thus ensuring continuity of operations and oversight through periods of LCMS change leadership and administration of field personnel and operations.

It was moved and adopted:

WHEREAS, The Lutheran Church—Missouri Synod (the “LCMS” or the “Synod”) has determined that it is desirable to establish a legal presence in Romania in the form of a not-for-profit association (the “Association”) under the law of the Country of Romania to better support and facilitate the work of the LCMS in Romania and Eurasia; and

WHEREAS, The Board of Directors of the LCMS (the “BOD”) has the authority, pursuant to Sections 6.13.1.1 and 6.13.1.2 of the LCMS Board of Directors Policy Manual (the “BOD Policy”), to approve new corporations as agencies of the Synod and to “authorize and approve the creation of legal entities in foreign countries, as it deems necessary or appropriate, for the purpose of establishing, facilitating, and/or operating foreign missions”; and

WHEREAS, The Lutheran Church—Missouri Synod in Convention adopted Resolution 9-02A in 2016 establishing and revising certain requirements to be included in the governing documents of incorporated agencies, which Resolution allows that certain provisions may be altered or deleted with the approval of the BOD; and

WHEREAS, The Chief Administrative Officer of the LCMS, in coordination with the Chief Mission Officer of the LCMS and the Executive Director of the LCMS Office of International Mission, recommends to the BOD that the Association be established in Romania pursuant to the BOD Policy, with the wholly owned LCMS entity “Concordia International Foundation” (“CIF”) as its founding and permanent member; and

WHEREAS, The Association shall be a properly authorized, valid and operating legal entity in Romania in accordance with the laws of Romania, as confirmed by review of the governing documents of the Association by local or special counsel engaged for the purpose of forming the Association, and

that the governing documents of the Association also shall be reviewed and approved by the LCMS's general counsel to ensure compliance with the BOD Policy except as otherwise waived herein; now; therefore be it

Resolved, That the Board of Directors of the LCMS does hereby pledge and agree as follows:

Section 1. Authorization and Approval of Establishment of a not-for-profit Association in Romania. The establishment of a not-for-profit Association pursuant to the laws of Romania, with LCMS entity "Concordia International Foundation" as its founding member (the "Founding Member"), to provide support to LCMS, CIF and LCMS- and CIF-affiliated staff in Romania and Asia in fulfillment of the foreign mission policies and purposes of the Synod, including the advancement of education, development, public welfare, religious, missionary and humanitarian purposes, as needed and as permitted under the law of Romania and the Association's governing documents, in compliance with the BOD Policy, is hereby authorized and approved.

Section 2. Authorization and Approval of Documents. In connection with the establishment of a not-for-profit Association in Romania pursuant to this Resolution, the execution and/or filing of the Rules, subject to their prior approval by (a) the Commission on Constitutional Matters ("CCM") of the LCMS after its examination of the documents pursuant to Section 3.9.2.2.3 of the LCMS Bylaws, (b) the general counsel of the LCMS pursuant to the BOD Policy, and (c) such other employees of the LCMS as shall be charged with reviewing such documents for and on behalf of the LCMS, is hereby authorized and approved.

Section 3. Appointment of LCMS Representative and Authorization and Execution of Documents. The Lutheran Church—Missouri Synod herewith authorizes CIF to serve as the Founding Member for the Association. The Chief Administrative Officer, the Secretary, and the CIF Board of Directors are hereby authorized to execute and authenticate any documents necessary, if any, related to the establishment of the Association on behalf of the LCMS.

Section 4. Further Authority. The Chief Administrative Officer is hereby authorized and held responsible to engage officers, agents and employees of the LCMS and CIF to take such further action, and to approve and execute such other documents, certificates, powers of attorney and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, including, but not limited to (a) the review by the CCM, the general counsel of the LCMS and other LCMS employees so charged of the governing documents of the Association in the country of Romania, to verify compliance with the BOD Policy, including that CIF directly or indirectly retains majority control over the appointment or election of the members and/or directors who are responsible for the management of the Association and that its stated purposes are in fulfillment of the LCMS and CIF foreign mission policies and purposes; (b) the filing of such documents with the appropriate governmental authorities in Romania; and (c) the filing of such additional documentation with the appropriate governmental authorities in Romania as shall be necessary for the Association to function in Romania, including applying for visas for LCMS, CIF and Association employees, seeking certain tax benefits, if applicable, for the entity and its employees, and such other matters as the management of the Association shall determine to be in its best interest, in compliance with the intent of this Resolution. The Founding Member is authorized to take such action as may be necessary or desirable to carry out and comply with the intent of this Resolution, including the creation of the Association.

Section 5. Repeal of Conflicting Resolutions. All prior resolutions of the BOD or any parts thereof in conflict with any or all of this Resolution are hereby deemed not applicable to the matters authorized in this Resolution to the extent of such conflict.

(H) Authorization to Create a Legal Entity in Japan

LCMS Office of International Mission Executive Director Cory Rajek brought another item requesting the board authorize, under its Policy 6.13, standing up a legal entity in support of international mission activities in Japan (pp. 292–94/369).

Background

The LCMS has a longstanding history of mission work in Japan, dating back to the post-World War II era. This work has been instrumental in establishing and nurturing the growth of Lutheranism in Japan, culminating in the formation of the Japan Lutheran Church (JLC). While the LCMS deeply valued its partnership with the JLC, the doctrinal divergence between the JLC and the LCMS led to the 2023 LCMS Convention (Res. 5-07) voting to break fellowship with the JLC.

The changing landscape of Lutheranism in Japan has opened new avenues for mission work, however. Within this landscape are pastors and congregations who adhere to confessional Lutheran theology and practice. The LCMS seeks to support and encourage these individuals and communities, providing them with resources and fellowship that align with our beliefs.

The LCMS Office of International Mission (OIM) has been working with the CMO and CAO to standardize operations throughout all LCMS global regions and, where necessary and appropriate, to establish non-governmental organizations (NGOs) that are well-coordinated and overseen by the LCMS and that enable OIM to operate legally in foreign countries and that also comply with LCMS policies and procedures, thus ensuring continuity of operations and oversight through periods of LCMS change leadership and administration of field personnel and operations.

It was moved and adopted:

WHEREAS, The Lutheran Church—Missouri Synod (the “LCMS” or the “Synod”) has determined that it is desirable to establish a legal presence in Japan in the form of a not-for-profit association (the “Association”) under the law of the Country of Japan to better support and facilitate the work of the LCMS in Japan and Asia; and

WHEREAS, The Board of Directors of the LCMS (the “BOD”) has the authority, pursuant to Sections 6.13.1.1 and 6.13.1.2 of the LCMS Board of Directors Policy Manual (the “BOD Policy”), to approve new corporations as agencies of the Synod and to “authorize and approve the creation of legal entities in foreign countries, as it deems necessary or appropriate, for the purpose of establishing, facilitating, and/or operating foreign missions”; and

WHEREAS, The Lutheran Church—Missouri Synod in Convention adopted Resolution 9-02A in 2016 establishing and revising certain requirements to be included in the governing documents of incorporated agencies, which Resolution allows that certain provisions may be altered or deleted with the approval of the BOD; and

WHEREAS, The Chief Administrative Officer of the LCMS, in coordination with the Chief Mission Officer of the LCMS and the Executive Director of the LCMS Office of International Mission, recommends to the BOD that the Association be established in Japan pursuant to the BOD Policy, with the wholly owned LCMS entity “Concordia International Foundation” (“CIF”) as its founding and permanent member; and

WHEREAS, The Association shall be a properly authorized, valid and operating legal entity in Japan in accordance with the laws of Japan, as confirmed by review of the governing documents of the Association by local or special counsel engaged for the purpose of forming the Association, and that the governing documents of the Association also shall be reviewed and approved by the LCMS’s general counsel to ensure compliance with the BOD Policy except as otherwise waived herein; now; therefore be it

Resolved, That the Board of Directors of the LCMS does hereby pledge and agree as follows:

Section 1. Authorization and Approval of Establishment of a not-for-profit Association in Japan. The establishment of a not-for-profit Association pursuant to the laws of Japan, with LCMS entity “Concordia International Foundation” as its founding member (the “Founding Member”), to provide support to LCMS, CIF and LCMS- and CIF-affiliated staff in Japan and Asia in fulfillment of the foreign mission policies and purposes of the Synod, including the advancement of education, development, public welfare, religious, missionary and humanitarian purposes, as needed and as permitted under the law of Japan and the Association’s governing documents, in compliance with the BOD Policy, is hereby authorized and approved.

Section 2. Authorization and Approval of Documents. In connection with the establishment of a not-for-profit Association in Japan pursuant to this Resolution, the execution and/or filing of the Rules, subject to their prior approval by (a) the Commission on Constitutional Matters (“CCM”) of the LCMS after its examination of the documents pursuant to Section 3.9.2.2.3 of the LCMS Bylaws, (b) the general counsel of the LCMS pursuant to the BOD Policy, and (c) such other employees of the LCMS as shall be charged with reviewing such documents for and on behalf of the LCMS, is hereby authorized and approved.

Section 3. Appointment of LCMS Representative and Authorization and Execution of Documents. The Lutheran Church—Missouri Synod herewith authorizes CIF to serve as the Founding Member for the Association. The Chief Administrative Officer, the Secretary, and the CIF Board of Directors are hereby authorized to execute and authenticate any documents necessary, if any, related to the establishment of the Association on behalf of the LCMS.

Section 4. Further Authority. The Chief Administrative Officer is hereby authorized and held responsible to engage officers, agents and employees of the LCMS and CIF to take such further action, and to approve and execute such other documents, certificates, powers of attorney and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, including, but not limited to (a) the review by the CCM, the general counsel of the LCMS and other LCMS employees so charged of the governing documents of the Association in the country of Japan, to verify compliance with the BOD Policy, including that CIF directly or indirectly retains majority control over the appointment or election of the members and/or directors who are responsible for the management of the Association and that its stated purposes are in fulfillment of the LCMS and CIF foreign mission policies and purposes; (b) the filing of such documents with the appropriate governmental authorities in Japan; and (c) the filing of such additional documentation with the appropriate governmental authorities in Japan as shall be necessary for the Association to function in Japan, including applying for visas for LCMS, CIF and Association employees, seeking certain tax benefits, if applicable, for the entity and its employees, and such other matters as the management of the Association shall determine to be in its best interest, in compliance with the intent of this Resolution. The Founding Member is authorized to take such action as may be necessary or desirable to carry out and comply with the intent of this Resolution, including the creation of the Association.

Section 5. Repeal of Conflicting Resolutions. All prior resolutions of the BOD or any parts thereof in conflict with any or all of this Resolution are hereby deemed not applicable to the matters authorized in this Resolution to the extent of such conflict.

173. Meeting Review

The board continued in executive session to review the meeting according to Board Policy 3.9.1.5.

173X. Executive Session VII: Meeting Review

The board returned from executive session.

174. Adjournment

Having concluded its agenda, the board adjourned.

John W. Sias, *Secretary*