

MINUTES
COMMISSION ON HANDBOOK
Internet Conference (Zoom.us)
May 5, 2025

60. Opening Prayer and Adoption of Agenda

With all voting and advisory members present except for Roger Carlisle, David Totsky, and Felix Loc, Chairman Schurb opened with a timely devotion on Acts 9 and 11, noting the retelling of the events described there throughout Acts, always emphasizing the universality of the mission as it flows from the universal atonement, with the justification that is always by faith. Schurb next introduced the agenda, as reflected below, which had been shared by email. The commission adopted the agenda, as follows:

61. Review of Doctrinal Review Bylaws (23-003; Bylaw section 1.9, subsection 3.9.3; CCM Op. 23-3014, 23-3010, 23-3004, 17-2869; 2023 Overture L9-51)

The commission in August approved in concept a draft of non-substantive changes prepared by the Secretary, which relocated, from subsection 3.9.3 to section 1.9, the bylaws dealing with appeals before and after publication and strengthened cross-referencing. In February, the commission also adopted as a “first reading” (of a substantive change to be included in a convention overture) additional language to include after the first sentence of Bylaw 1.9.1.1 (b) to capture the basic thrusts of CCM Op. 23-3010, as follows:

The material of such a document shall be within the purview of the respective board, commission, or other subordinate group; its intended distribution shall be limited to those who are competent to evaluate the issue critically; and the document shall serve only as a penultimate document intended to result in a clearer or more correct public presentation of doctrine or practice in subsequent documents or efforts.

The commission determined at its February meeting to review and finalize, at the present meeting, both items: the non-substantive changes approved in concept in August and the substantive change adopted in February.

In discussion, it was noted that the sentence following the insertion in Bylaw 1.9.1.1 (b), beginning with the words, “Publication of,” might prove misleading, since *publication* might connote widespread distribution. Replacement of these words with “When released” was suggested.

It was moved and **adopted** to adopt as a substantive change the addition of the above sentence to Bylaw 1.9.1.1 (b), together with the amendment of the next sentence to begin with “when released” instead of “publication of.” It was suggested that this be presented to the convention as a separate overture, devoted to this topic. The chairman volunteered to draft this overture.

It was moved and **adopted** without objection to include also the non-substantive but topically related changes approved in concept in August into the same overture.

62. Specific Ministry Pastor Supervision Terminology (23-007; Bylaw 2.13.1; CCM Op. 23-3017)

The commissioned adopted in February, as a “substantial” change destined for a convention overture, the wording approved as a first reading in November. Chairman Schurb was charged to develop a suitable overture, for subsequent approval by the commission, for its eventual presentation to the 2026 Synod convention. This overture, entitled, “To Clarify Terminology for Specific Ministry Pastor Mentorship and Oversight,” he presented to the commission.

The commission reviewed the overture, adding an explanatory sentence referencing the noted CCM opinion and reversing the order of “mentorship and oversight” in the proposed language to read, “oversight and mentorship.”

It was moved and **adopted** to accept the overture as thus amended to be submitted to the Synod convention, the Secretary being requested to submit it on the commission's behalf.

63. Call of Special District Convention (23-012; Const. Art. XII 15 and XI 3-4)

At its November meeting, the commission accepted as a "first reading" a proposed constitutional change, intended to provide for the call of a special district convention by other than the president (along the lines of Const. Art. VIII B 2). The commission returned to this item, the second consideration of which had been deferred from its February meeting.

Proposed and adopted as a "first reading" is an amendment to Const. Art. XII 15 along the lines of Art. VIII B 2:

Article XII Districts of the Synod and Their Regulation

15. In cases of urgent necessity a special session of the district may be called by the district president is empowered to convene special sessions of his district; he must, however, previously have obtained with the consent of at least a majority of the voting members of the district or by three-fourths of the circuit forums of the district without the consent of the district president after having informed them; however, all congregations and other members of the district and the President of the Synod must be notified 30 days in advance and told for what of the purpose of the this intended special session extra meeting is being convened.

The proposal was amended slightly and **adopted** as follows as a substantive and constitutional amendment to be presented to the convention of the Synod:

Article XII Districts of the Synod and Their Regulation

15. In cases of urgent necessity a special session of the district may be called by the district president is empowered to convene special sessions of his district; he must, however, previously have obtained with the consent of at least a majority of the voting members of the district or by circuit forums in three-fourths of the circuits of the district without the consent of the district president after having informed them; however, all congregations and other members of the district and the President of the Synod must be notified 30 days in advance and told for what of the purpose of the this intended special session extra meeting is being convened.

The Secretary will prepare a suitable overture for the commission's review.

64. Mechanism for Incapacity of Secretary (23-014; Bylaw 3.3.1.4)

In its review (Op. 22-3002) of the Board of Directors Policy Manual, the Commission on Constitutional Matters noted that Policy 4.6.3.3 [, providing that '[t]he Board shall determine when the Secretary is unable to serve in that capacity because of prolonged illness or disability, with the Board designating an acting secretary until the Board determines that such illness or disability has been removed,'] seems to be "without bylaw warrant." The Board of Directors Governance Committee referred this matter to the Commission on Handbook (BOD Minutes, Nov. 22-23, 2024, #141), asking that the apparent bylaw lacuna be filled.

This is analogous to the provision provided for the President in Bylaw 3.3.1.4, the only complication being that there is no "Vice-Secretary" permanently in place to step in.

3.3 Elected Officers of the Synod

President

...

Inability to Serve

- 3.3.1.4 When the President is unable to serve, the duties and responsibilities of the Office of President shall be assumed by the First Vice-President.

- (a) The Board of Directors of the Synod shall determine when the President is unable to serve in that capacity because of prolonged illness or disability.
- (b) The First Vice-President shall remain as the acting president until that board determines that such illness or disability has been removed.

The following was proposed:

Secretary

...

Inability to Serve

3.3.3.3 When the Secretary is unable to serve, the duties and responsibilities of the Office of Secretary shall be assumed by an acting secretary appointed by the Board of Directors.

(a) The Board of Directors of the Synod shall determine when the Secretary is unable to serve in that capacity because of prolonged illness or disability.

(b) The acting secretary shall function as such until that board determines that such illness or disability has been removed.

3.3.3.4 In the event of the death, resignation, or permanent incapacity of the Secretary, the Board of Directors of the Synod shall appoint a successor for the unexpired term.

It was moved and **adopted** to prepare this substantive change as part of an omnibus overture to the Synod convention.

The Secretary will prepare a suitable overture section.

65. Conflict of Interest Bylaws (23-009; Bylaws 1.5.1.3–1.5.2; 1.5.7–1.5.8.1)

This matter having been committed to Attys. Hawk and Abegg, this committee reported and the Secretary shared further insight. The commission discussed the matter. Present bylaws focus on issues of personal financial conflict, where there are also potential issues extending beyond these emphasized, particularly within the realm of the duty of loyalty (conflicting loyalties can occur for other than personal, financial reasons, particularly where members serve on multiple boards or in some respect with responsibilities in a related entity) and perhaps also in the realms of obedience and care. These issues, which may be important, are not as clearly treated in the present policy as is personal financial gain. After some discussion of needs revolving around this bylaw, Chairman Schurb suggested that input from the Board of Directors or members thereof would be helpful in understanding the issues needing to be addressed. This was not taken up at this time.

Chairman Schurb suggested development of a fifth sub-subparagraph under Bylaw 1.5.2 (a) to treat more comprehensively the duties comprising the fiduciary responsibility of directors; Atty. Abegg volunteered and was assigned to draft this item.

The commission also discussed the possibility of changes to Bylaws 1.5.1.1–2 to preclude combinations of service that would lead to potential divisions of loyalty. Schurb suggested that Bylaw 1.5.1.2 be amended to preclude members of the Synod Board of Directors from holding any other office (other than those held by bylaw by those serving *ex officio* on the board). Atty. Abegg also agreed to advance this item.

66. Seminary, College, and University Bylaw Anachronisms (23-010; Bylaws 3.10.5.5 [c, g], 3.10.6.1 [x], 3.10.6.2.3)

Without Rev. Carlisle in attendance, the commission deferred this item to a later meeting.

67. Committee Language in Bylaw Section 1.5 (23-015; Bylaws 1.5.3.2–4)

No progress having been made on this item since the previous meeting, this was passed over. The Secretary will attempt a draft for the commission's next meeting.

68. District President Access to Records in Suspension Investigation (23-016)

The Secretary explained an item forwarded by the President of the Synod in his review of a Bylaw section 2.17 investigation. A district president's investigative committee noted that Bylaw 2.14.7.8 (d) gives "subpoena power" only to a hearing panel, in the course of its work, but not to a district president conducting an investigation potentially leading to suspension. The commission discussed the matter as presented, noting that the hearing panel system does not function as a full or standing judiciary, capable of managing essentially a "subpoena power" on behalf of parties in a dispute that is not yet "fully ripe." The commission resolved that it could find no apparent improvement to the bylaws along the lines suggested that would materially improve the situation while being consistent with due process under the Synod's general framework of ecclesiastical supervision and panel review.

The Secretary was requested to communicate this response to the President and to close this item out in the agenda.

69. Instance of *Laypeople* in Bylaw 3.6.6.4 (23-017; Bylaw 3.6.6.4 [a])

The Secretary noted correspondence identifying the single instance of "laypeople"—among 23 instances of "laypersons" elsewhere in the *Handbook*—at Bylaw 3.6.6.4 (a). While the instance could be standardized, another point of view is that this instance is distinguishable from the others as referring to a more general and numerous class, for which purpose "people" is now a more common usage than "persons." Accepting this latter reasoning, the commission **declined** by unanimous consent to take any action on this item and directed that it be closed out on its agenda.

The Secretary will communicate this conclusion to the layperson who submitted the item.

70. Ordering of Bylaw 3.10.6.1 Subparagraphs (23-018; Bylaw 3.6.6.4 [a])

At Bylaw 3.10.6.1, the commission discussed the Secretary's notes in the action item regarding the ordering of items (a–x) and the relation of similar but separated items, such as (m) and (r). The list of subparagraphs in this bylaw was also observed to be very long. The commission, by general consent, determined this to be a separate item. The Secretary was asked to develop a proposed reordering and as minimal as possible clarification for consideration by the commission at a later meeting. It was suggested that a general reordering not represented in the current *Handbook* could be confusing to the convention and that this might, while clearly non-substantive, best be accomplished by an overture.

The commission reviewed a draft prepared by the Secretary with the intention of imparting some organization while making no substantive changes to the requirements, as follows:

- 3.10.6.1 In fulfilling its commonly understood fiduciary duties owed to the institution, and its governance responsibilities, the board of regents shall:
- (a) serve as the governing body corporate of the institution, vested with all powers its members may exercise either as directors, trustees, or members of the body corporate;
 - (~~d~~**b**) as a whole and as individual members, as stewards of the institution on behalf of the congregations of the Synod, embrace and advance with administration, faculty, staff, and students the institution's fundamental purpose as inculcating the faith, as taught in the Scriptures and Lutheran Confessions (Constitution Article II), preparing students to live in this faith toward God and by this faith, in their various vocations, in love toward the neighbor;
 - (~~e~~**c**) govern the institution with consistent 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 as proper to a college or university of the Synod under its objectives (Constitution Art. III), intentionally seeking continual growth as a board in such governance, including that the board shall;
 - (~~e~~**l**) ensure 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, to enable faculty to engage in responsible exercise of

their academic freedom within the confession of the institution and the Synod (Constitution Art. II);

(~~f~~2) actively encourage and expect curricula and policies for student life and behavior consistent with the doctrine and practice of the Synod, and commit the institution to the principles of Christian discipline, an evangelical manner, and good order;

(~~b~~d) govern the institution at all times according to the commitment of the institution, in its mission and otherwise, to carry out its affairs as part of the Concordia University System and in accordance with the Constitution, Bylaws, and resolutions of the Synod, including that the board shall:-

(~~i~~1) review and approve academic programs recommended by the administration and faculty, giving due consideration to the Lutheran Identity and Mission Outcomes Standards and coordination with other Synod colleges and universities;

(~~j~~2) ensure that its institution and constituent parts strive to excel in the Lutheran Identity and Mission Outcomes Standards, and to cooperate fully with processes for ecclesiastical visitation by the Concordia University System and for appointment of the institution's president;

(~~k~~3) ensure that its institution and constituent parts support the proper authorities of the Synod in their roles of ecclesiastical supervision of called workers, placement of graduates, and doctrinal review status appeals, and submit to the Synod's expectations for handling of faculty complaints and dispute resolution, insofar as they apply;

(~~q~~4) exercise its exclusive duty of institutional governance in the interest of the Synod without abdicating its authority to, or commingling its authority with, that of others;

(~~m~~5) 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;

(~~r~~6) 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;

(~~l~~7) duly consider the common confession, mission, interest, and cooperative strength of the Synod, with its congregations, agencies, and other institutions, as it makes decisions with impact beyond its campus, especially as it plans new programs, discontinues existing 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;

(~~g~~8) maintain and approve an institutional master plan, any modifications to which shall be submitted to the Synod Board of Directors for its approval (Bylaw 3.3.4.5 [e]);

(~~h~~9) ensure the communication of board-approved strategic plan documents to the Concordia University System Institution Advisory Council;

(~~s~~e) take the leadership in assuring the preservation and improvement of the assets of the institution and see to the acquisition, management, use, and disposal of the properties and equipment of the institution, including that the board shall:-

(~~e~~1) maintain effective internal controls and operate with financial transparency, annually reviewing and approving the institutional budget and providing, within 30

days of board acceptance and final issuance of the institutional audit, 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;

(~~£~~2) 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; and

(~~¶~~f) 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, including that the board shall: ~~and~~

(~~¶~~1) develop detailed policies and procedures for governance of the institution, to include policies and procedures compliant

(~~¶~~) ~~maintain policies and procedures for handling faculty complaints and dispute resolution in compliance with Bylaw 3.10.6.9.6~~ for handling faculty complaints and dispute resolution;

(~~¶~~2) 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;

(~~¶~~3) initiate a performance review of the institution's president upon identification of significant operational deficiencies; and

(~~¶~~4) effect the removal from office of the institution's president upon a finding, under the procedure of Bylaw 3.10.6.8.3 or Bylaw 3.10.6.8.1 (e) or (f), that he is unfit to serve as the spiritual head of the college or university;

The Secretary explained that this arrangement broke up the long list of items, which had little apparent organization other than a certain appearance of prioritization and conclusion at the extremities, into six broader items, some of which had more specific subitems. Nonetheless, the content remains virtually identical, without even any "outlining" language added. Items presently labeled (m) and (r), which could have caused confusion if taken individually, are now at least adjacent. Certain items, such as those presently labeled (g) and (h), might be understood to have different foci depending on whether they are grouped, for example, under proposed (d) or proposed (e); in the former, a focus more on coordination across the Synod, or in the latter, a more internal focus on simply *having a plan*. The risk of unduly coloring items by such subordination would have to be taken into account in evaluating this approach.

The commission discussed this item, retaining it for further discussion at a later meeting.

71. Allowance for Electronic District Convention Registration (23-019; Bylaw 4.2.2 [a])

The time for the meeting having elapsed, this item was reserved to a later meeting. The Secretary has drafted a proposal.

72. New Items

As the meeting concluded, the Secretary noted a new item identified for potential addition to the commission's list of action items for the triennium:

(A) Synod Convention Registration Lingo (23-020):

The LCMS Office of the Secretary has implemented a new system for the collection of information in the CCN and Convention registration processes. Below is the justification for the proposed changes above.

1. Bylaw 3.1.3.2 uses language of *certification*, which is helpful and should be distinguished from registration. In other words, all delegates, representatives, and their alternates should be certified. Then those who will attend convention should proceed to the *registration* processes for attendance that would include lodging, food, etc.

2. By calling the *certification* process *registration*, it implies (in the minds of some) that the individual is not required to do anything further other than to show up at convention.
3. Not all certified individuals will attend convention or be required to register for the event. Specifically, alternates will not register for convention until they have been notified by their district secretary that their service is required.
4. Pertaining to the word “forwarded”, there is an implication that there is movement of a document, either hard copy or digital, from one person to another. With the implementation of an electronic forms system, this information is submitted to the Office of the Secretary rather than forwarded.
5. Bylaw 3.12.3.4, which deals with the CCN work related to the convention uses “submitted” to refer to the information pertaining to nominees, all of which is being collected using the LCMS Forms system.
6. Finally an observation: Bylaw 3.1.3.2, as it is currently written, appears to be out of place. It is located in the section pertaining to Nonvoting Advisory Delegates and yet refers to all district representation, including voting and nonvoting advisory delegates and representatives and their alternates. The “complete” remedy to this would be to introduce a new subsection, which would promote 3.1.3.2 to 3.1.4. However, this would adjust a great deal of subsequent subsection numbering (in existing 3.1.4 to 3.1.11). An intermediate but not completely satisfying change is to introduce a subsection header to clarify the scope (visually at least) without adjusting the section outline.

The following is proposed:

PRESENT/PROPOSED WORDING

Certification of District Voting and Advisory Delegates and Advisory Representatives

3.1.3.2 All district voting and nonvoting advisory delegates and representatives and their alternates shall be certified before attending a convention of the Synod.

(a) The names and addresses of all voting and nonvoting advisory delegates and representatives and their alternates shall be ~~forwarded~~submitted by the district secretary before the announced registration deadline to the Secretary of the Synod on ~~registration~~the forms provided by the latter.

(b) This procedure shall constitute certification.

73. Discussion, Plan for Next Meeting, and Adjournment

The commission discussed a plan for next meeting, noting that the latter half of July is difficult for the chairman and August for others. The commission proposed the evening of June 26 for a meeting; the others will be polled. Otherwise, the Office of the Secretary will poll dates in September. Chairman Schurb closed with the apostolic benediction.

Subsequent to the meeting, when approving the minutes electronically, the commission also gave its unanimous approval to the text of the overtures prepared for items 23-012, “Call of Special District Convention,” and 23-014, “Mechanism for Incapacity of Secretary.”

John W. Sias, *Secretary*