5. **Call to Order and Opening Devotion**

Commission Chairman Dr. George Gude called the meeting to order with all members present, calling on Secretary Sias to open with devotions. He did so on the basis of readings for All Saints’ Day, on Friday, Rev. 7:9–17 and, on Saturday, Psalm 149 and 1 John 3:1–3.

6. **Review of Inactive Agenda Items**

The commission noted one opinion request and three policy manual reviews carried over on its agenda from the previous triennium. These items having long ago been tabled, pending further input or progress from submitting parties, the commission determined to remove the following from its agenda:

- Follow-up on opinion 16-2784A (Michigan District Board of Directors)
- Eastern District Governance Policy Manual (Op. 17-2807)
- North Dakota District Policy Manual (Op. 17-2843)
- Mid-South District Accountable Manager Governance Document (Op. 14-2736)

Submitting agencies may file new requests for review or opinions at any time they are prepared to do so.

The commission notes that where it has indicated that the Constitution, Bylaws, and resolutions of the Synod require changes to provisions of policy manuals, such provisions need *urgently* to be revised, as with regard to them agencies may be operating improperly, or outside their authority, and possibly subjecting themselves needlessly to liability.

7. **SELC District Proposed Bylaw Changes (19-2918)**

By a September 4, 2019, e-mail, counsel for the SELC District forwarded proposed changes to SELC District Bylaw section 10.4, related to electronic meetings of the district board of directors. The commission finds the additions to be consistent with the Constitution and Bylaws of the Synod, provided that any form of electronic meeting or electronic attendance used is consistent with LCMS Board of Directors policies governing such meetings, as may be amended from time to time (LCMS Bylaw 1.5.3; see LCMS Board of Directors Policy Manual at www.lcms.org/bod, especially policies 2.4.3–6).

Elsewhere in the SELC Bylaws, the commission noted a few areas requiring clarification or updating:

- **Bylaw 9.3:** The words “congregation or which” should instead read “congregation that”
- **Bylaw 11.5.1:** In keeping with changes to Const. Art. XII 10 b (2019 Res. 9-05, unless the same should fail of ratification), it should be added that a congregation that is part of a multi-congregation parish, but not the congregation supplying the voting lay delegate, may elect and depute an advisory lay delegate.
- **Bylaws 11.5.2 and 7:** In keeping with changes to Const. Art. XII 10 b (2019 Res. 9-05, unless the same should fail of ratification), advisory members should be renamed advisory delegates.

With these changes incorporated, the commission gives its approval to the bylaw proposal and thanks the SELC district for submitting its documents for review.

The Secretary was asked to draft a letter to district boards of directors indicating the areas of district bylaws likely to be impacted by the changes effected by the 2019 convention, including the above, as well as the change to district-level regional representation and perhaps other elements. It was also proposed that a mechanism be suggested, like that already in use in several districts, that would allow a district board of directors, with CCM approval, to modify district bylaws to reflect changes explicitly and concretely required by changes to LCMS bylaws, without waiting until the subsequent district convention.
8. Oklahoma District Personnel and Operations Policies (19-2919)

By an August 21, 2019, e-mail, the Oklahoma District Secretary forwarded the district’s Personnel Policies and Procedures Manual (dated July 2019, labeled as revised November 2018) and Operations Procedure Manual (dated September 2018, labeled as presented to the Board in August 2018) for the commission’s review.

In the Personnel Policies and Procedures Manual, Policy 2.200, the commission notes the phrase “to the extent allowed by state law” and suggests that the district may not wish to confine, in its policies, its fundamental First Amendment right to determine who will serve in churchly positions and vocations by such subordinate laws as may from time to time be adopted. Compare LCMS Bylaw 2.1.2 (f)(2): “The Lutheran Church—Missouri Synod, in referencing the laws of the State of Missouri in these Bylaws and in the Synod’s Articles of Incorporation, intends to acknowledge its responsibility to be subject to civil authority. In all such references, however, the Synod intends to retain all authority and autonomy allowed a church under the laws and Constitution of the United States and the State of Missouri.” Likewise, LCMS Articles of Incorporation, Objective II c: “…to acknowledge and assert the protections granted by the First Amendment to the Constitution of the United States.”

Under the same policy, it should also be noted that the positions of pastor, associate pastor, etc., are not positions filled by the district. These titles are exclusive to congregational service. The language should be adjusted to avoid giving the false impression that this manual applies to congregations of the Oklahoma District in regard to the calls they extend, or the false impression that such congregationally-called workers are personnel of the district.

The commission identified nothing in the Operations manual contrary to the Constitution and Bylaws of the Synod. The district and its secretary are thanked for forwarding their policies for the commission’s review.


The commission reviewed the draft of the 2019 Handbook previously prepared by the Secretary and provisionally approved by the Commission on Handbook (COH), awaiting consultation with this commission. Noted were the following items, which the Secretary was directed to share with the sister commission:

- **Bylaws 2.5.2–3**: In discussion of the COH action item related to Bylaws 2.5.2–3 (COH Issue19-005) it was suggested that the language of Bylaws 2.5.2–3 could be improved by an insertion as follows: “Congregations that are members of the Synod, as well as association schools, agencies, auxiliaries, and recognized service organizations shall…” The commission also offered its suggestion that the relocation of language dealing with agencies, auxiliaries, and recognized service organizations be removed to their respective sections be considered by COH. The commission also noted its willingness to assist Dr. Gude and Secretary Sias as they work with COH on Issue 19-005.

- **Bylaw 2.5.6**: In the final sentence of Bylaw 2.5.6, it was suggested to replace “One serving” with “A pastor.”

- **Bylaws 2.5.6, 2.13.1**: The commission noted a potential unclarity that might be worthy of future resolution: with both assisting pastors and specific ministry pastors having supervising pastors in addition to the district president, care should be taken that the regulations for these two different situations not be confused or commingled.

Along with these comments, the commission expressed its appreciation for the work of the Secretary and its sister commission on the 2019 Handbook and on its index.

The commission reviewed changes to the Standard Operating Procedure Manuals (SOPM) for the noted bylaw sections, as related to 2019 convention actions and to other opportunities for improvement noted by the Secretary in administering the triennium’s cases. The commission provisionally approved the draft manuals for Bylaw sections 1.10 (requiring consultation with the Council of Presidents) and Bylaw sections 2.14–17 (requiring concurrence of the Council of Presidents). The Secretary was directed to present the drafts to the Council of Presidents at its upcoming November meeting for consultation and concurrence.

Generally updates were minor, to correspond to minor bylaw changes enacted by the 2019 convention. The following were the principal changes to the Bylaw section 1.10 SOPM:

- inclusion of recognized service organizations and auxiliaries that have opted to resolve call-related disputes through the system (2019 Res. 4-06A);
- inclusion of material from CCM Op. 16-2798A, intended to assist consulting ecclesiastical supervisors in determining which process to follow;
- note that documents submitted to a panel need to be clearly and individually identified by the parties as exhibits so that they can be handled efficiently;
- allowance for initial consultation with next district officer in line, should ecclesiastical supervisor be intended respondent (2019 Res. 10-01 [A]);
- inclusion, from reconciler training material, of a more explicit treatment of the important step of identifying issues to be decided;
- adjustment of timing for hearing, to correspond to that for Bylaw 2.14–17 processes (2019 Res. 10-01 [B]);
- harmonization of treatment of standards for appeal with bylaw language (Bylaw 1.10.8.2 [d]); and
- explicit specification of long-term practice, that those serving on the initial Dispute Resolution Panel be ineligible for service on a Review Panel in the same matter.

It was noted, for future work, that there is no defined mechanism for removal of hearing facilitators for cause, as there is for reconcilers (Bylaw 1.10.10.4), and that such a mechanism could prove necessary. It was also noted that the Commission on Handbook is considering removing from Bylaw 1.10.12 the impossible requirement that appointment of hearing facilitators be performed “in time for resulting vacancies on district rosters of reconcilers to be filled by appointment by district boards of directors.”

With regard to the Bylaw section 2.14–17 SOPMs, the following principal adjustments were made:

- more fulsome inclusion of Constitution and Bylaw text related to the processes, to render the SOPM a more self-sufficient reference;
- note that documents submitted to a panel need to be clearly and individually identified by the parties as exhibits so that they can be handled efficiently;
- clarification of what constitutes a basis for a district president’s taking action (that is, initiating a formal investigation) under Bylaw 2.14.4, etc., in light of CCM Op. 05-2420;
- clarification of what belongs in the report of the hearing facilitator following a hearing panel proceeding;
- in Bylaw section 2.16, the change that the secretary of the Council of Presidents, not its chairman, conducts the blind draw (2019 Res. 10-01 [D]).

The commission noted, having discussed with the Secretary his review of issues encountered in the cases of the past triennium, and in light of its having been assigned 2019 Ov. 10-28, “To Revise the Synod Dispute Resolution Process,” in 2019 Omnibus A (Proceedings, p. 230; Workbook, p. 535), that it would invite a conversation with the Council of Presidents as to the effectiveness of, and due process afforded by, the Bylaw section 1.10 and 2.14–17 processes. Topics for assessment might include “how the processes are working,” how the appeal panels are supported with materials from the initial panels, how hearing facilitators might be removed for cause, how panel proceedings are recorded for appeal and subsequent
review, and how hearing facilitators are trained and utilized, with an eye toward the importance of continuing education and professional development.


The commission reviewed and provisionally approved, pending approval by the seminary boards of regents, a draft of the Standard Operating Procedure Manual (SOPM) for Faculty and Administration Complaints and Appeal of Termination: Seminaries (Bylaw section 3.10.5.7.9), as prepared by the Secretary to reflect bylaw changes effected by the 2019 convention of the Synod. Principal changes include:

- reiteration of the bylaw-mandated structure and appointment of the review committee in the relevant SOPM definition;
- update of Bylaw 3.10.5.7.9 language and relevant procedure (2019 Res. 10-01 [C]); and
- clarification and amplification of the integrity of and communication with the review committee and its members.

The Secretary was directed to convey the draft to the seminary boards of regents for their approval, in accordance with Bylaw 3.10.5.7.9 (k):

(k) In consultation with the Commission on Constitutional Matters, the boards of regents of the seminaries shall maintain and amend, as necessary, a Standard Operating Procedures Manual which shall serve as a comprehensive procedures manual for this bylaw.

12. Review of Model Operating Procedure Manuals for Colleges and Universities (19-2923)

The commission reviewed and provisionally approved, pending adoption by the Concordia University System Board of Directors, a draft of the Model Operating Procedure Manual (MOPM) for Faculty and Administration Complaints and Appeal of Termination: Colleges and Universities (Bylaw section 3.10.6.7.5), as prepared by the Secretary to reflect bylaw changes effected by the 2019 convention of the Synod. Principal changes include (following the changes made by the convention to Bylaw 3.10.5.7.9, with the intention of keeping the once-identical processes as parallel as possible):

- reiteration of the bylaw-mandated structure and appointment of the review committee in the relevant SOPM definition;
- update of Bylaw 3.10.5.7.9 language and relevant procedure (2019 Res. 10-01 [C]);
- clarification and amplification of the integrity of and communication with the review committee and its members; and
- inclusion of new bylaw language (2019 Res.10-01 [C]) related to requirements for maintaining policies aligned with the MOPM.

The Secretary was directed to convey the draft to the Concordia University System Board of Directors for its approval, in accordance with the following bylaws:

Regarding Concordia University System:

3.6.6.8 The Concordia University System shall maintain a Model Operating Procedures Manual, in consultation with the Commission on Constitutional Matters, regarding the handling of faculty complaints and dispute resolution by college/university boards of regents.

Regarding the college and universities:

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

13. Shared Concordia University President (19-2924)

The chairman of a board of regents of a Concordia college or university inquired of the commission whether two Concordia colleges / universities could, while remaining distinct institutions and agencies of the Synod, be served simultaneously by the same president.

Opinion: The commission does not find such a dual call to be contraindicated by the Constitution or Bylaws of the Synod, provided that the calls extended by both schools are compatible with such an arrangement and the respective boards of regents, both of which must approve the arrangement, are able to satisfy themselves that the duties of a college or university president, to serve as “spiritual, academic, and administrative head of the institution” as further delineated in Bylaw 3.10.6.6, are adequately provided for at both institutions.

The Concordia University System (CUS) also has authority with respect to Synod’s colleges and universities, especially with respect to their coordination (Bylaw 3.6.6.1), and a key role in arranging for their presidential transitions. While this particular circumstance is not directly contemplated in the bylaws, the import of such an arrangement to the governance of two of the System’s schools would require that it be undertaken only in close consultation with CUS. The provisions of Bylaw 3.10.6.6.2, regarding the selection of a college/university president, including the process for prior approval, would be fully applicable to the process for each institution. If such a possibility is contemplated, the transition review (Bylaw 3.10.6.6.2 [a]) and boards of regents’ definition of the institution’s needs and evaluation of characteristics of a sought-after president (Bylaw 3.10.6.6.2 [b]) would need to address its impact, in comparison with the customary alternative.

14. Adjournment and Upcoming Meetings

Noting a relative lack of pressing business, though it expects to begin to see district bylaw changes for review as the district convention season draws nearer, the commission did not schedule an in-person meeting for the winter or early spring. The commission will be able to meet by internet conference or to schedule an in-person meeting if business requires.

The commission has already set a meeting for April 24–25, 2020, meeting Saturday morning and for lunch with the Council of Presidents. A possible substantive topic for discussion (among others) might be review of the dispute resolution and suspension panel procedures. The commission noted that it awaits the council’s appointment of committee members for the study of Synod voting privilege requested by the convention (2019 Res. 9-17).

The commission set July 31–Aug. 1, 2020, as a tentative date for its summer meeting.

With its agenda for the present meeting concluded, the commission adjourned at 11:30 a.m. Saturday.

John W. Sias, Secretary