



## To Preserve Concordia Colleges and Universities as Institutions of the Church and Strengthen Their Structural Bonds with Synod

### RESOLUTION 7-02B

**REPORTS R15, R63 (CW, PP. 77-88, 262-267);  
OVERTURES 7-03-09, 7-11-13, 7-15-17 (CW, PP. 364-369,  
371-372); CCM OPINION 13-2695 (CW, PP. 129-130)**

WHEREAS, The Concordia colleges and universities are treasures of the church, built by God's grace with the people's offerings, bequests, and tuition, that serve to educate students for service both in church work and in society at large; and

WHEREAS, The Synod witnessed with great sadness the decision of Concordia University Edmonton (CUE), originally founded by The Lutheran Church—Missouri Synod (LCMS) in 1921 for the purpose of training teachers and seminary candidates, to renounce its Christian mission, sever all ties with the Lutheran Church Canada (LCC), and become an entirely secular, non-Lutheran, and non-Christian institution. As a result, the LCC has been deprived not only of the use of the institution for training its church workers but also of the value of the CUE property; and

WHEREAS, The loss of CUE to the church did not happen overnight, but occurred following several steps (an oft-repeated occurrence described in the book *The Dying of the Light: The Disengagement of Colleges and Universities from their Christian Churches*, by James Burtchaell):

- In 2012, the Board of Governors of CUE acted to revise its bylaws so that the LCC would no longer elect members of the Board of Governors, with the result that the Board of Governors became self-perpetuating. At the time, the President of CUE assured LCC leaders that any decisions CUE made would “not only maintain, but strengthen the shared ecclesiastical bond” with the LCC.
- In November 2015, CUE's Board of Governors voted to remove all references to Christianity from its mission statement and to secularize.

And

WHEREAS, To preserve the Concordia colleges and universities as institutions of the church, it is necessary to strengthen their structural bonds with the Synod, lest the institutions be lost to the church through inattention or the temptation to compromise with secularism; and

#### TASK FORCE MEMBERS

*Task force membership: The president of the Synod was called on to appoint task force members, which could include one or more CUS faculty members, administrators, regents or presidents, as well as other LCMS persons not working for or with any of the CUS institutions. The president or his personal representative could also serve as an ex officio member of this task force.*

##### **Dr. Gerhard Mundinger Jr.**

*Concordia University System Board of Directors\**

##### **Rev. Dr. Scott Ashmon**

*faculty, Concordia University, Irvine*

##### **Rev. Dr. Patrick Ferry**

*president, Concordia University Wisconsin*

##### **Rev. Dr. Brian Friedrich**

*president, Concordia University, Nebraska*

##### **Rev. Dr. Daniel Gard**

*president, Concordia University Chicago*

##### **David Hawk**

*former member, Concordia University System Board of Directors*

##### **Dr. Mark Kalthoff**

*faculty, Hillsdale College*

##### **John Mierow**

*former member, Concordia University System Board of Directors*

##### **Rev. Dr. Steve Mueller**

*faculty, Concordia University, Irvine*

##### **Dr. Jenny Mueller-Roebke**

*former provost, Concordia University, Nebraska*

##### **Christian Preus**

*LCMS Board of Directors*

##### **Rev. Timothy Scharf**

*president, LCMS Southern Illinois District*

##### **Rev. Dr. Andrew Steinmann**

*faculty, Concordia University Chicago*

##### **Rev. Dr. Dean Wenthe**

*president, Concordia University System*

*\*Chairman*

WHEREAS, With prudence, the 2013 LCMS convention adopted Res. 5-01A *To Encourage Continued Faithful Witness by Concordia University System*; and

WHEREAS, The Res. 5-01A Task Force was appointed for the purpose of

- studying and reporting on the issues of confessional Lutheran identity in all Concordia University System (CUS) institutions
- strengthening all CUS institutions' connection to the Synod
- reviewing the composition, size, and selection of boards of regents
- reviewing Bylaw 3.6.6.5 (k) regarding the consolidation, relocation, separation or divesting of CUS institutions
- reviewing governance structures;

and

WHEREAS, The task force developed a series of Lutheran identity standards for CUS institutions, which have been endorsed unanimously by the CUS presidents and are being presented to the 2016 convention for affirmation in Res. 7-01; and

WHEREAS, A significant number of the overtures relating to governance issues within the Concordia University System submitted for consideration by the 2016 convention of the Synod relate to the comprehensive work of the task force; and

WHEREAS, Certain of the recommendations of the task force require further study by the presidents and boards of regents of the CUS institutions and, at their request, the CUS Board of Directors has agreed to recommend further study of such recommendations; and

WHEREAS, 2013 Res. 5-05B improved the governance process for CUS boards of regents by imposing specific requirements for qualifications of regents, and by requiring boards of regents to document to the CUS Board of Directors various key factors including financial stewardship, faithfulness to the church, and educational background suiting them for service on the governing boards of complex and sizeable institutions; and

WHEREAS, Each institution and the Synod at large benefits from the presence on boards of regents of rostered workers of the Synod who faithfully serve the church and who are often alumni of the institution; and

WHEREAS, The President of the Synod has many responsibilities with respect to CUS institutions under long-standing bylaws of the Synod, including, *inter alia*, Bylaw 3.3.1.1.1(c), which provides that he “shall at regular intervals officially visit or cause to be visited all the educational institutions of the Synod to exercise supervision over the doctrine taught and practiced in those institutions”; Bylaw 3.3.1.2 (a), which provides that he “shall at regular intervals officially visit or cause to be visited all the educational institutions of the Synod and thereby exercise oversight over their administration as it relates to adherence to the Constitution, Bylaws, and resolutions of the Synod”; and Bylaw 3.3.1.3 (b), which provides that he “shall make provisions for new district presidents and members of boards and commissions of the Synod to be acquainted with their duties and responsibilities”; and

WHEREAS, The regional vice-presidents of the Synod assist the President of the Synod pursuant to Bylaw 3.3.2 in the visitation of the CUS institutions; and

WHEREAS, Each CUS institution and the Synod would benefit from increased communication and coordination with the Synod at large, to ensure that each institution remains closely affiliated with the Synod; and

WHEREAS, Close affiliation of the CUS institutions and the Synod is crucially important in the rapidly changing culture in which numerous matters of religious liberty are being eroded; and

WHEREAS, The structure of most boards and commissions of the Synod include either the President of the Synod or his representative as a member or members who are appointed by the President of the Synod; and

WHEREAS, To ensure communication and mutual accountability while ensuring that governance of CUS institutions remains with their respective boards of regents, whose vocation, fiduciary duty, and authority within the Bylaws are to be respected, it is appropriate that the Praesidium of the Synod have the authority to appoint one voting member to each respective CUS board of regents; and

WHEREAS, Because the accrediting bodies for institutions of higher education seek confirmation that the ultimate governing authority of each institution is vested in its governing board (for Concordia institutions, the boards of regents) and require that donors to institutions do not exercise undue influence over their governance, it is appropriate that the bylaws be amended for clarity; and

WHEREAS, Certain other bylaw revisions are appropriate for the improved governance of the CUS institutions pertaining to the boards of regents and the office of president of each institution for clarification and in keeping with best practices for governance, to include providing for consistency in interim appointments with the provisions for interim appointments set forth in Bylaws 3.6.1.5 (b) and 3.9.5.3.1 (b); therefore be it

*Resolved*, That the 2013 Res. 5-01A Task Force be commended for its work thus far; and be it further

*Resolved*, That the President of the Synod renew the appointment of the task force members and direct them to continue their work during the next triennium for the purpose of continuing to

- strengthen all CUS institutions' connection to the Synod
- review the composition, size, and selection of boards of regents
- review of governance structures
- review the process for selecting presidents of institutions;

and be it further

*Resolved*, That this task force make its first reports and recommendations to the President by the end of 2017, which shall be provided to the CUS institutions for review and comment for a period of at least six months, and its final report and recommendation, responding to any comments from the CUS institutions on the initial draft, to the 2019 LCMS convention; and be it finally

*Resolved*, That the Bylaws of the Synod be amended as follows:

## RATIONALE

To add linkage with the Synod through appointees of the Praesidium and to clarify issues relating to board of regents governance.

### PRESENT/PROPOSED WORDING

1.1.1.2 The board of regents of each college and university shall consist of no more than 18 ~~17~~-voting members.

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

geographical district in which the institution is located.

3. ~~No less fewer~~ than four and no more than eight ~~laypersons~~ members shall be appointed as voting members by the board of regents according to a process determined by the individual institution.

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

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

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

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

78. Persons elected or appointed to a board of regents should be knowledgeable regarding the region in which the institution is located and shall demonstrate familiarity and support for the doctrinal positions of the Synod and possess two or more of the following qualifications: theological acumen, an advanced academic degree, experience in higher education administration, administration of complex organizations, finance, law, investments, technology, human resources, facilities management, or fund development. Demonstrated familiarity and support of the institution is a desired quality in the candidate. When regents are elected at the national convention of the Synod or appointed by the Board of Regents, qualifications shall be reviewed and verified as outlined in Bylaw 3-12.3.7 by the Secretary of Synod (or designee) and the President of the CUS (or designee). When regents are elected at district conventions ~~or appointed by~~

the board of regents, qualifications of all nominees, including floor nominees, shall be reviewed and verified by the chair and secretary of the district board of directors or their designees.

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

## RATIONALE

In keeping with current scrutiny of executive compensation at non-profits, it is best to leave severance arrangements to the discretion of each board of regents. Additionally, it is appropriate to clarify the process for appointment of interim presidents following a vacancy.

### PRESENT/PROPOSED WORDING

3.10.5.5.1 The president of each college or university shall serve a five-year renewable term of office....

...

(d) In the event that a president's term is not renewed, the office of the president shall be considered vacant as of the end of the term of the incumbent. ~~A president whose term is not renewed shall continue to receive full salary and benefits for six months excepting those benefits specifically associated with the office of the president.~~

(e) ~~When a president retires, the board of regents may continue the president's full salary and benefits for six months excepting those benefits specifically associated with the office of the president.~~

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

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

...

**Action:** Adopted (9)

(Following its formal introduction by the committee and after debate was ended, Res. 7-02B was adopted as presented [Yes: 731; No: 48].)

