MINUTES
COMMISSION ON CONSTITUTIONAL MATTERS
Internet Conference Meeting (Zoom.us)
April 24, 2020

15. Call to Order and Opening Devotion
Commission Chairman Dr. George Gude called the meeting to order with all members present, calling on Pastor Owen to open with prayer.

16. Board of Directors Designation or Appointment of Representatives to Agencies (20-2925)

2019 Res. 9-09 allowed the Board of Directors to designate representatives to serve, in a capacity formerly carried out by Synod’s Chief Financial Officer, as advisory members of the boards of the LCMS Foundation, the Lutheran Church Extension Fund, Concordia Publishing House, and the Board of Trustees—Concordia Plans (Board of Directors—Concordia Plan Services), including executive sessions (Bylaw 3.3.4.6 [d]). The mechanism is similar to that by which the President designates his representation on various boards. The board is in the process of implementing such designations and desires to understand the full latitude within which it may do so. The Secretary of the Synod, on behalf of the Personnel Committee of the Board of Directors, therefore poses the following questions to the Commission on Constitutional Matters:

Question 1: Is it allowable (considering especially but not only Bylaw 1.5.1.1) for the Board of Directors to designate (a) an officer, (b) an executive, or (c) another staff member of corporate Synod or of another agency of Synod to serve as its representative?

Opinion: Yes, the position belongs to the Board of Directors, and the individual so designated as representative is not a member of the respective board, but a representative of the Board of Directors, which possesses the position. Bylaw 1.5.1.1 reads:

Unless otherwise specified or permitted by the Bylaws, chief executives and executive directors, faculty, staff, and all other employees on either the national or district level shall not be members of the board of the agency under which they serve, nor shall any such executives or staff be members of the board of any other agency of the Synod.

Bylaw 1.5.1.1 addresses eligibility to serve as an elected or appointed member of a board or commission. CCM Op. 16-2805 deals at length with the distinction between the terms elected, appointed, and designated, as they are used in the bylaws. It indicates that designated is not equivalent to appointed. The terms elected and appointed indicate that the individual so elected or appointed is the one holding the position for a given term. In the case of an individual who is designated as the representative of another, the position belongs to the one who is doing the designating, not to the individual so designated. This also reflects the earlier CCM Op. 12-2662, which specifically stated that being a representative of the President of the Synod (Bylaw 3.3.1.3 [d]) is not to be considered the same as holding an appointed position. Rather, 3.3.1.3 (d) references the manner in which the President of the Synod, to whom the position belongs, is represented at these various meetings.

2019 Resolution 9-09 draws a parallel to Bylaw 3.3.1.3 (d), which gives authority to the President of the Synod to attend, personally or by way of a representative, the meetings of all commissions (except the Commission on Constitutional Matters) and the boards of all synodwide corporate entities, including executive sessions, and establishes a similar process that provides the ability of the Board of Directors to designate a representative to attend the board meetings of the LCMS Foundation, the Lutheran Church Extension Fund, Concordia Publishing House, and the Board of Trustees—Concordia Plans (Board of Directors—Concordia Plan Services (Bylaw 3.3.4.6 [d])). In the case of Bylaw 3.3.4.6 (d), the position belongs to the Board of Directors, which, as a whole, is an officer of the Synod (Const. Art. X A 4) and is authorized to designate someone to attend those meetings on its behalf.
Question 2: Is it allowable (considering especially but not only Bylaw 1.5.1.2 and the precedent of CCM Op. 03-2340 and 12-2662) for the Board of Directors to designate one of its own members to serve as its representative?

Opinion: It is allowable, since the individual in question is not an appointed or elected member of that board to which he or she is designated as a representative. That individual is simply representing the Board of Directors, which possesses the position.

CCM Op. 03-2340, which answered what may appear to be a similar question in the negative, does not apply to this situation because that opinion was referencing a case in which the Board of Directors was appointing someone to fill a vacant elected or appointed position. In that instance the position did not belong to the Board of Directors per se, as in the current situation.

Question 3: Is it allowable for the Board of Directors to designate any suitably qualified member of a member congregation of the Synod, other than the above, to serve as its representative? To what extent do Bylaws 1.5.1.1 and 1.5.1.2 apply to such persons?

Opinion: Yes; Bylaws 1.5.1.1 and 1.5.1.2 do not apply in regard to this designation. See above answers.

Question 4: Is it allowable within the meaning of “the representative designated” for the Board of Directors to designate, with regard to a single board position, more than one individual, with the intention of them serving on an as-available or rotating basis, or does the sense of the bylaw require designation of no more than one individual to a given position at any given time?

Opinion: It is allowable. While appointed and/or elected membership to a board is for a specified term, this is not the case for an individual who has been designated as the representative of the one who possesses the position. The one possessing the position has the freedom to change its representative as is seen fit.

(Note: This opinion on designated representatives of the Board of Directors does not apply to Bylaw 3.6.6.3, which specifically states that the Board of Directors appoints up to two individuals to the Concordia University System Board of Directors.)

17. Texas District Proposed Bylaw Revisions as a Result of the 2019 Convention (20-2926)

By an e-mail of February 5, 2020, the Secretary of the Texas District forwarded such proposed changes to the Texas District Bylaws as the district found necessary to bring them into alignment with changes made by the 2019 Synod convention to the Bylaws of the Synod.

The commission notes, in Texas Bylaws 6.002 and 6.003, that the term “administrative area” appears to be used interchangeably with “region,” the term used consistently in Synod bylaws. The commission suggests standardizing usage to the term used in the Synod bylaws: region.

The commission approves the changes proposed as submitted for adoption by the Texas District Board of Directors under its Bylaw 15.001(c), as changes necessitated by the 2019 Synod Convention’s own Constitution and Synod Bylaw amendments. The commission thanks the district and its secretary for submitting these changes for review and looks forward to review of the district’s further proposed revisions.

18. Nomination Ballot and Voter Registration Processes for Synod Conventions (20-2930)

The Office of the Secretary, for a variety of reasons, hopes to replace, beginning with the 2022 convention cycle, the present paper form and ballot processes for the registration of presidential voters and for the nomination of the President and vice-presidents of the Synod with electronic processes. It intends to replace the former using an in-house system and the latter using a reliable, impartial election contractor. The change would be in pursuit of the following chief aims:
Online-interactive entry of data by congregational officers will allow errors to be detected and corrected at time of registration / nomination, as opposed to a delayed and expensive process afterwards. E.g., e-mails of registrants can be confirmed almost immediately by the system, and users can select precisely which ordained ministers from the roster they mean to nominate, definitively identifying them by their own selection, rather than relying on a later ballot counter to correct misspellings and incorrect or outdated locations.

Elimination of postal transit and data entry time will improve tabulation time, the window for which is now reduced in the case of the presidential election by two weeks due to the election opening six, instead of four, weeks before the convention.

Elimination of postal transit and data entry time will allow timely and accurate reminders to congregations that have not yet registered or cast nominating ballots. This is particularly important as districts are now asked to encourage registration and need to be timely informed of registration status. Automation of the system will allow “reminder” communications to be carried out automatically or (in the case of the nomination system) by a reliable, impartial election contractor.

Relevant bylaws have been designed, with the clear intent of the convention, to support the use of electronic processes in both these regards, but this possibility has either not been fully worked through all relevant bylaws or has been obscured by subsequent modifications. The following questions request an interpretation of to what extent the implementation of the contemplated electronic systems would be either prohibited or constrained by potentially contradictory elements of the governing bylaws. In any case, the contemplated electronic system would make every reasonable attempt—as present processes do—to ensure that the actions reflected are valid acts of the congregation, taken according to its governing documents and resolutions, properly registered by officers of the congregation.

A. Nomination of President, First Vice-President, and Regional Vice-Presidents

Bylaws 3.12.2 and 3.12.2.7 govern the nomination of the President and vice-presidents of the Synod.

Bylaw 3.12.2, treating the nomination of the President and First Vice-President, was amended by 2010 Res. 4-07 (Proceedings. 124–27), acknowledging “the availability of electronic communication tools that allow for timely and economical distribution of materials,” to allow for the use of any “secure and verifiable method,” including electronic methods (cf. the use of “secure and verifiable method” in Bylaw 3.12.2.4). Bylaw 3.12.2 today reads as follows (annotated with changes made in 2010):

**Nominations of President and First Vice-President**

3.12.2 Nominations for the offices of President and First Vice-President shall be made by the member congregations of the Synod.

(a) Each member congregation shall be entitled to nominate from the clergy roster of the Synod two ordained ministers as candidates for president, and two ordained ministers as candidates for First Vice-President.

(b) The Secretary of the Synod shall provide a secure and verifiable method that will offer opportunity to every- mail to each congregation of the Synod to submit nominations ballots for nominating these candidates. He shall, with the approval of the Board of Directors of the Synod, obtain the assistance necessary to accomplish this task.

(c) Each nominating process ballot shall be completed signed by the president and secretary of the member congregations not later than five-four months prior to the opening date of the convention. There shall be no opportunity provided for additional nominations. [2010 Res. 4-07, Proc. 124–27]
(d) The Secretary of the Synod may engage, with the approval of the Board of Directors, an external auditing firm to tabulate the nominations and shall report in the *Convention Workbook* the names and tallies of all ordained ministers who have received nominating votes.

Bylaw 3.12.2.7, treating the nomination of regional vice-presidents, was added by 2010 Res. 8-14A (*Proc. 165–66, Today’s Business* 306). Again, Bylaw 3.12.2.7 today reads as follows:

**Nominations and Elections of Regional Vice-Presidents**

3.12.2.7 After the results of the first-vice-presidential election have been announced, the convention shall elect five regional vice-presidents according to the following nominations and elections process.

(a) Each member congregation of a region (including any non-geographic-district congregations in that region) shall have been given opportunity to nominate two ministers of religion–ordained from the clergy roster of the Synod with residence in its designated region as candidates for regional vice-president.

(b) The Secretary of the Synod shall receive such nominations (signed by the president and secretary of the nominating congregation). [See 2010 Res. 8-14A, *Proc. 165–66, TB 306*, where the foregoing procedure is put in place.]

(c) The names of the five ministers of religion–ordained residing within the boundaries of each geographic region who receive the most nominating votes shall form the slate from which the Synod convention shall select by majority vote each regional vice-president.

(d) No opportunity shall be provided for additional nominations from the floor of the convention. …

Note that the change made to Bylaw 3.12.2, to allow an electronic method for nomination of the President and First Vice-President, was not propagated to the newly-created nomination process for regional offices. Note also that the bylaws specifically allow the use of an external tabulator in the case of the President and First Vice-President nominations, but indicate receipt of the signed ballots in the Office of the Secretary in the case of the regional vice-president nominations. (It is noted that the 2010 procedure also called for nomination of a number of board positions by the same regional process; it was likely felt that the auditor could not be expected to absorb all this activity.)

The present intent to create a coherent electronic process, taking care that it is as secure and as verifiable (or moreso) than the paper ballot process, requires a few questions of the commission:

**Question A.1:** May the process for nomination of regional vice-presidents be adapted from the use of paper ballots to the same secure, verifiable, online system being contemplated for use with the offices of President and First Vice-President?

**Opinion:** The current wording of the Bylaws, on its face, specifically requires that the ballots for nominations of regional vice-presidents must be signed by the president and secretary of the congregation submitting the nomination. This process was added to the Bylaws following the 2010 convention of the Synod, which adopted several resolutions. Resolution 8-14A resolved that vice-presidents two through six be elected regionally and added Bylaw 3.12.1, describing how the regions were to be formed. Resolution 8-16A specified that there were to be five regional lay members of the Board of Directors. Resolution 8-08A established a Board of National Mission and a Board of International Mission, also with regional membership. Resolution 8-08A also adopted 2010 Bylaw 3.12.2.5 (*TB 305–6*, today numbered 3.12.2.7), establishing the process by which all regional nominations and elections were to be done. 2010 Bylaw 3.12.2.5 (b) required that all nominations were to be signed by the president and secretary of the nominating congregation and submitted to the Secretary of the Synod.
The 2010 Synod convention also adopted Resolution 4-07, which made a large number of bylaw changes pertaining to the preparations for conventions of the Synod. One of these bylaw changes altered how the President and all vice-presidents of the Synod were to be nominated. The 2010 change to then-Bylaw 3.12.1 eliminated the requirement of 3.12.1 (b) that all nominating ballots by signed by the president and secretary of the nominating congregation, replacing it instead with a provision directing the Secretary of the Synod to provide “a secure and verifiable method that will offer opportunity to every congregation of the Synod to submit nominations.” This change was not, however, incorporated into the 2010 Handbook with regard to the nomination of regional vice-presidents.

Rather, probably because of a desire to keep the manner of nominations for all regional positions consistent, 2010 Bylaw 3.12.2.3 (b), as incorporated into the 2010 Handbook, followed the process adopted in Resolution 8-08A, continuing to require the signature of the president and secretary of each nominating congregation to sign the form and submit it to the Secretary of the Synod.

The 2016 Synod convention adopted Resolution 11-05, which changed the manner of nominating the regional members of the Board of Directors and the elected members or the Board of National Mission and the Board of International Mission (all of which are regional). In this new process, nominations were no longer limited to congregations, but followed the process for all other nominations received by the Committee for Convention Nominations. The stipulation requiring signatures from the chairman and secretary of a nominating congregation was removed. Resolution 11-05 did not address the manner of nomination for regional vice-presidents.

Since the procedure for nomination by the congregations today applies only to the offices of President of the Synod, First Vice-President, and the five regional vice-presidents, it is the opinion of the commission that Resolution 4-07, adopted by the 2010 convention, can be followed in its original intention to allow the Secretary of the Synod to provide “a secure and verifiable method that will offer opportunity to every congregation of the Synod to submit nominations,” not only for the President of the Synod and the First Vice-President, but also for the five regional vice-presidents as well, without requiring the signature of the president and secretary of nominating congregations.

**Question A.2:** Is the use of a reliable, impartial election contractor to facilitate these nomination processes to be precluded either by the language limiting external tabulation help to an “auditing firm,” or the language, in the regional process, requiring ballots to be received by the Secretary of the Synod?

**Opinion:** Bylaw 3.12.2 (d) uses the term *may* in reference to the engaging of an external auditing firm to tabulate the nominations. The term *may* would allow the process to be handled in-house by the Secretary of the Synod, should he so choose, or by an external tabulator. Since 2010 Resolution 4-07 was intended to apply to the election of the President of the Synod, First Vice-President, and the five regional vice-presidents, the application of this process to the nomination of the regional vice-presidents would allow the Secretary to use a reliable outside resource to tabulate the nominations and certify also these results, should the Secretary of the Synod so decide. This is also comprehended within the sense of his provision of a “secure and verifiable method” using “assistance necessary to accomplish this task.”

**Question A.3:** Could the requirement that regional nominations be “signed by the president and secretary of the nominating congregation” be implemented in some electronic fashion, rather than physically, on an official ballot? (In asking this question, it is noted that there is no ability at the Synod level to verify the signatures currently submitted, and that the security and verifiability of the process presently relates to identifying valid, original physical ballots and keeping records as to which congregations have cast their votes, to prevent duplication or third-party submission. An electronic process could be “verified” more thoroughly, for example, by e-mailing congregational officers when the congregation’s nominating ballot has been cast, to alert them to any potential unauthorized use.)
Opinion: Bylaw 3.12.2 (b) directs the Secretary of the Synod to provide a secure and verifiable method that will offer opportunity to every congregation of the Synod to submit nominations. The Bylaw does not stipulate what this secure and verifiable method might be. This same process may be used for the nominations of the regional vice-presidents. See the answer to Question 1A.

B. Registration of Presidential Voters

Bylaw 3.12.2.3 governs the registration of presidential voters by the congregations-and-parishes (Pfarrgemeinden) of the Synod. This process involves the collection of name, address, e-mail address, phone, and a “security question” for the pastoral and lay voters to be registered. Handwriting of this information on a form and subsequent data entry have proven very error-prone and time-consuming. Especially the important e-mail address has been a challenge. Improperly completed or signed forms take a long time to detect and correct, with the consequence that some congregations have difficulty completing the process in time. An electronic process would reduce the administrative burden and significantly increase assurance, as well as allowing more timely and accurate reminders to congregations that have not yet registered. Bylaw 3.12.2.3, created by 2010 Res. 8-17 (Proc. 167, TB 304–5), as modified in 2016 and 2019, reads:

3.12.2.3 The Secretary of the Synod, using lists of delegates in attendance at the prior year’s district conventions as submitted by the secretaries of the districts, shall compile and maintain the voters list for the election of the President of the Synod in coordination with the secretaries of the districts. This list and any of its parts shall not be disseminated.

(a) This voters list shall include two voting delegates from each congregation in attendance at the previous district conventions who remain members of the congregations they represented:

1. the pastor of each member congregation or multi-congregation parish (assisting pastors are not eligible)
2. a lay person from the congregation or parish

(b) The congregation shall present to the Secretary of Synod 90 days prior to the election a proper credentials form provided by the Secretary, signed by two of the congregation’s officers. If a congregation or parish has more than one pastor eligible to vote, the congregation shall designate on the credentials form which pastor will cast a vote on behalf of the congregation.

(c) If one or both delegates are unavailable, congregations shall be provided opportunity to select substitute voters up to a deadline designated by the Secretary. [2016 Res. 11-03A, Proc. 196]

(d) The registration status of congregations shall be made available to respective district presidents for the sole purpose of their encouraging registration for greater congregational participation. The registration status of congregations shall not be further disseminated. [2019 Res. 9-16, Proc. 201]

The process adopted in 2010, because it relied on information from district secretaries, and not on direct registration by congregations, involved no paper communication with the congregations themselves. In 2016, responding to dissatisfaction that congregations that did not attend the district convention or lost those who had attended it prior to the presidential vote were not able to vote in that election, the bylaw was modified to require direct registration of congregations with the Secretary of the Synod. The implementation specified was along the lines of other official ballot processes: a proper credentials form, signed by two congregational officers. This process involves a significant administrative burden and mail delay and data entry time do not readily facilitate timely and accurate reminders to congregations, especially as now required by subparagraph (d). Prior to the 2016 change, there would have been no obstacle to a completely electronic registration process; the perhaps over-specified procedure dictated, however, in 2016, may be construed to present an obstacle—even though the 2016 action evidences no
intent to create such an obstacle, but perhaps rather a default impression of how another such process might be modeled on existing methods of the time.

**Question B:** Does the language of Bylaw 3.12.2.3 (b) preclude implementation of presidential voter registration by a secure and verifiable electronic means, requiring participation of congregational officers and their affidavit that the registration is taken as an official congregational action?

**Opinion:** The process adopted at the 2010 convention (2010 Bylaw 3.12.2.3) established means by which the list of eligible voters for the election of the President of the Synod was to be submitted by the secretary of each district of the Synod. This list was comprised of the voting delegates who had attended their respective district conventions. When the process was changed by the 2016 convention (2016 Res. 11-03A) to require instead the direct registration of voters by congregations, the wording used in Bylaw 3.12.2.3 (b) replicated the wording of Bylaw 4.2.2 (a), which described the certification, by congregational officers, of their congregation’s designation of voting delegates to a district convention.

Bylaw 3.12.2.3 (b), as so amended, simply states that the congregation shall present to the Secretary of the Synod “a proper credentials form provided by the Secretary.” It does not specify how this form is to be distributed. It could be a paper form mailed to each congregation, or it could be an electronically fillable form accessible on the Synod website.

The bylaw further specifies that this form must be signed by two of the congregation’s officers. This could be done via an electronic signature (which has come to be commonly understood—as in the case of Missouri contract law, for example, for fifteen years—not necessarily to require a handwritten mark) before the form is electronically submitted to the Office of the Secretary. If it were not technically feasible for the two officers to electronically sign the form, the registration could also be submitted electronically, with a printed copy of the registration form, bearing the appropriate signatures, sent to the Office of the Secretary prior to the deadline.

Thus, the wording of Bylaw 3.12.2.3 (b) allows the Secretary of the Synod to use a “secure and verifiable method” for the registration of the voting delegates of each congregation or parish to vote for the president of the Synod so long as it involves the collection by some means of the required “signatures” (i.e., verifiable attestations, by some commonly understood means of physical or electronic signature) of two congregational officers.

19. **Concordia University Wisconsin Bylaw Changes (20-2927)**

By a February 4, 2020, e-mail, the Concordia University Wisconsin (CUW) Office of the President forwarded CUW bylaw revisions having been approved by the CUW Board of Regents for review by the commission.

The commission first notes, as some time ago was indicated in its reviews of Op. 16-2808 and Op. 18-2894, that the CUW articles of incorporation contain the asset disposition language but not the relationship language required by Bylaw 1.5.3.6 and 2016 Res. 9-02A. The commission, as indicated in its Op. 17-2811, understands that an agency must include the required asset disposition and relationship language in its most fundamental governing document (i.e., articles of incorporation), and that it is not sufficient to include the language in a secondary document (i.e., bylaws) if it is not also present in the former. Should this be impossible for some reason, Bylaw 1.5.3.6 allows an exception to be sought from the Board of Directors of the Synod. The commission therefore requests submission of proposed changes to the institution’s articles of incorporation that contain the required language.

The commission notes also some specific concerns with the bylaws as presented:

- Article III, Board of Regents, Section 3.3: The commission noted two instances of “advisory member” (also in Article III, Section 3.6). The members of a board of regents are only such as are named in Bylaw 3.10.6.2. While a board may have advisors beyond the number of its members,
these are not advisory members of the board and should not be regarded or styled as such. (See 2019 Bylaw 3.10.6.2 and the amendment thereto effected by 2019 Res. 9-01 [F].) The membership of the board is definitively fixed by the Bylaws of the Synod.

- *Id.*, Section 3.4: LCMS Bylaw 3.2.4 (a), as amended by 2019 Res. 9-02 (B), sets the three-year term of a regent elected by the district convention as commencing with the close of the district convention at which the regent is elected.

- *Id.*, Section 3.8: LCMS BOD policy for action taken without a meeting requires a unanimous vote in favor, unanimously participated in, a higher standard than that indicated here.

- Article VII, The Faculty of the University: The commission noted for the board’s information that the handling of faculty complaints and removal of faculty for cause (as well as the appeal afforded to any faculty so removed) are required to be handled under board policies consistent with the *Model Operating Procedures Manual* developed by Concordia University System and the Commission on Constitutional Matters, and that the procedure here specified is not simply a matter for the faculty, but involves the president and board of regents, and may in certain instances involve ecclesiastical supervision.

The commission thanks the university for its submission and requests re-submission with the noted concerns addressed, along with an indication of the university’s plan to bring its articles into conformity as described above. The commission looks forward to continuing its review upon that submission.

**20. Concordia University Wisconsin Foundation Bylaw Changes (20-2928)**

By the February 4, 2020, e-mail noted above, the Concordia University Wisconsin (CUW) Office of the President also forwarded CUW Foundation (CUWF) bylaw revisions having been approved by the CUWF board (at its August meeting) for the commission’s review. The commission, having given some initial consideration to various aspects of the bylaws in this, their first review, resolved that it will be unable to review the bylaws adequately without also at the same time reviewing the entity’s articles of incorporation. With thanks for the university’s submission of the foundation’s bylaws, the commission therefore requests the submission of said articles and indicates its intention to continue its review upon their receipt.


By a letter received February 25, 2020, the President of Concordia University St. Paul (CUSP) forwarded bylaw changes effected by the CUSP board, in its October 2018 meeting and in response to the commission’s previous review (Op. 16-2804A), without the commission having approved the text adopted. The commission noted again, relative to the requirements of LCMS Bylaw 1.5.3.6 and 2016 Res. 9-02A, that the university’s articles contain partial (deficient) asset disposition but no relationship language (Op. 16-2804). The commission understands that it is the university’s intention to submit proposed changes to its articles and notes that such language will be necessary to properly undergird these bylaws and to clarify their relationship to those of the Synod.

With regard to the bylaws as submitted, and in particular light of the commission’s previous review:

- Article I, Section 7: This article states that the “Board of Regents…shall fill any vacancies” but then goes on to state (in a third repetition of the same language in the document) that not all vacancies are, in fact, filled by the board of regents. Where regents have been elected by a Synod or district convention, they take office as specified in those instances, and not upon some subsequent action by the board of regents. The commission presumes CUSP shares this understanding, but finds the language here in need of clarification.

- Article I, Section 8: The commission notes that only a proper statement of the relationship of these governing documents to the Constitution and Bylaws of the Synod places this statement, itself a
selective excerpt from the Bylaws of the Synod, into its necessary context. This underscores the need for the required relationship language in the university’s articles of incorporation.

- **Article III, Sections 1–2:** The commission noted concerns in its previous review (largely in connection with the elaboration of these committees in the board policy manual) that “there is a significant potential in this structure for constructive delegation and commingling of authority to/with bodies including [perhaps principally] non-board members.” The board should, therefore, carefully review LCMS Bylaw 3.10.6.5 (added by 2016 Res. 7-02B) in regard to its delegation of authority to committees of mixed board / non-board membership. LCMS Bylaw 1.5.3.4 is noted, which allows creation of “standing committees of specialists to provide professional assistance,” but “proper safeguards must be in place to maintain the proper authority of the board. The creation of such committees must also be reported to the President and Board of Directors of the Synod.” (Op. 16-2804A) The board must also take care to retain supervision of assignments to such committees. These requirements, at minimum, need to be satisfied and acknowledged here.

The commission thanks the university for this submission and looks forward to the opportunity to review proposed articles and to complete its review of these bylaws in their context. The commission also notes the significant issues identified with the board’s policy manual in Op. 16-2804A. The board is asked to submit its present policy manual so that the commission can evaluate progress made in bringing it into alignment with the requirements of Synod’s Bylaws.

**22. Discussion with Council of Presidents (2013 Res. 6-16A)**

The commission had planned to meet jointly with the Council of Presidents, but COVID-19 travel restrictions frustrated this intention. The commission remains committed to continuing the intended conversation with the council, perhaps on the topic of potential revisions of the Synod’s dispute resolution and suspension panel mechanisms.

**23. Study of Voting Privilege in the LCMS (2019 Res. 9-17)**

The Secretary noted that historical research has been conducted and that a first Zoom meeting of the study group has been delayed by COVID-19-related work and disruption. Drs. Gude and Sias hope soon to convene the group.

**24. COVID-19 and meetings of Synod, Districts, other agencies; congregations**

The Secretary informally shared with the commission a number of questions having been raised by agencies of the Synod and congregations whose schedule of in-person meetings has been disrupted by COVID-19 stay-at-home orders. While noting that agency boards of directors are generally able to meet electronically under LCMS Bylaw 1.5.3 and LCMS Board of Directors policies, the commission will be considering guidance for agencies of the Synod, including districts, and congregations, on options to consider in times of difficulty and options for revision of governing documents to improve continuity of critical decision-making in situations that do not accommodate in-person meetings.

**25. Adjournment and Upcoming Meetings**

The commission previously set July 31–Aug. 1, 2020, as a tentative date for its summer meeting, and continues to reserve these dates; this meeting, and any others necessitated in the interim, will be conducted electronically. With its agenda for the present meeting concluded, the commission adjourned.

John W. Sias, Secretary