89. **Call to Order**

Chairman Michael Kumm called the board’s August meeting to order, with all members present by internet conference due to COVID-19-related considerations. Also in attendance were Chief Administrative Officer (CAO) and acting Chief Financial Officer (CFO) Frank Simek, Chief Mission Officer (CMO) Kevin Robson, and General Counsel Matt Buesching of Thompson Coburn. Chairman Kumm explained that the customary verbal elaborations of reports included in the consent calendar would be omitted due to the online format. Noted also was that the corporate Synod budget for the remainder of FY21 (Q2–Q4) will be dealt with in the board’s September 22 meeting. He called upon First Vice-President Peter Lange to open with prayer, which he did on the basis of Romans 12:12–15.

90. **Adoption of Agenda**

The meeting agenda (p. 8/193 of the printed board docket, attached to the protocol copy of the minutes) was moved and adopted.

91. **Consent Agenda**

The meeting’s consent agenda (pp. 9–10/193) was moved and adopted:

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

WHEREAS, The Board policy reads

3.6.2 Consent Agenda

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

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

3.6.2.3 The board chair shall be responsible to approve the proposed consent agenda for each meeting upon recommendation of the Chief Administrative Officer. The consent agenda shall be distributed with the meeting docket no less than one week prior to the meeting. The consent agenda will be presented to the board for adoption as soon as practicable after the opening devotion on the first day of the meeting.

3.6.2.4 Any item which appears on the consent agenda may be removed from the consent agenda by a member of the Board. Items removed from the Consent Agenda will be considered at another time during the meeting as determined by the Chairman. The remaining items will be voted on by a single motion. The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

therefore, be it

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

- Financial Services Reports
  - Accounting
- Board of Directors Committee Reports
  - Governance Committee
  - Personnel Committee
- Action Items
  - Approval of May 15, 2020, LCMS BOD Minutes
  - Approval of May 29, 2020 Executive Committee Minutes
and be it further

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

92. **Personnel Committee Report / Chief Financial Officer Selection Committee Update**

Personnel Committee Chairman Larry Harrington, elaborating on minutes included in the board docket (pp. 45–46/193), reported on his committee’s meeting of July 28. Harrington noted the two appointments to be handled in the present meeting and the recommendations of the committee as included with the related action items below.

Val Rhoden-Kimbrough, Executive Director of LCMS Human Resources joined the board, with all other staff excused, to discuss the triennial comprehensive review of the Chief Administrative Officer. Chairman Kumm has discussed the results with Chief Administrative Officer Simek, and the Personnel Committee has recommended reappointment. Comments from the committee, the officers, the board, and Ms. Rhoden-Kimbrough were uniformly and warmly positive.

With staff returned to the meeting, Harrington noted the board’s ability (Bylaw 3.3.4.6 [d]) to designate representatives to attend various boards in the stead of the Chief Financial Officer (currently, in an acting capacity, CAO Simek), to relieve the office of the burden of excessive meetings and allow more attention to other significant aspects of the work. The Personnel Committee previously requested and received an opinion from the Commission on Constitutional Matters clarifying the board’s freedom in making such designations (CCM Op. 20-2925). It was moved and adopted:

Resolved, that the Chief Financial Officer act on the board’s behalf, under the authority granted the board in Bylaw 3.3.4.6 [d], to designate representatives where prudent, with the board to be informed of such designation.

Chairman Michael Kumm updated the board on a meeting of the Chief Financial Officer (CFO) Selection Committee, which met August 10. He noted the present hiring freeze and the developments that have taken place and are being contemplated in the executive structure of corporate Synod, as well as the capacities of CAO Simek being demonstrated in his additional service as interim CFO. He related the selection committee’s determination, on the basis of all the foregoing, to suspend indefinitely the CFO selection process, pending either a change in situation or a permanent restructuring of the Operations Team. CAO Simek will continue to serve as interim CFO. Personnel Committee Chairman Harrington noted the exceptional qualifications of still-available candidates and noted that, should conditions change and the structure continue to call for a distinct office of CFO, an opportunity to acquire an excellent candidate might yet exist.

It was noted that board policies sometimes require or suggest countersignatures of CAO and CFO. Presently the Secretary is serving as the additional signatory where two signatures are required, a substitution generally allowed in the policies. Nonetheless, a review and possible revision of such policies is suggested as a project for the Governance Committee.

93. **Audit Committee**

Audit Committee Chairman Keith Frndak reported on his committee’s meeting of the previous evening.

He noted that Chairman Gerhard Mundinger and President Dean Wenthe of the Concordia University System, as well as Presidents Patrick Ferry and Brian Friedrich, of Concordia University Wisconsin and Concordia University, St. Paul, respectively, spoke to the committee on the condition of the colleges and universities of the Synod, both generally and through the COVID-19 pandemic. Generally, the schools have taken measures to weather the situation and are predicting stable operations and finances, though there remain certain challenges and uncertainties.
The Lutheran Church Extension Fund updated the committee on outstanding lines of credit presently extended to all schools but Concordia University Texas and its work on securing previously unsecured lines.

The committee also reviewed the budget for the second through fourth quarters of Fiscal Year 2020–21 (FY21) as revised by Synod staff, indicating a reduction of approximately $1.2M (on an annualized basis, offset in FY21 by severance costs) from the last round of figures. While Audit Committee Chairman Frndak noted the significant positive impact of the anticipated Payroll Protection Program loan forgiveness in FY21, he cautioned that this support is temporary and that the FY22 budget is likely to be even more challenging.

The committee also noted that the LCMS National Housing Support Corporation dissolution has taken longer than expected but is approaching completion. LCMS Internal Audit Executive Director Joann Spotanski also updated the committee on her department’s activities.

It was moved and carried to enter executive session.

93X. Executive Session I: Audit Committee

The board returned from executive session.

94. Governance Committee

Governance Committee Chairman Christian Preus, elaborating on the minutes in the board docket (pp. 42–44/193), reported on his committee’s recent meeting of July 31.

Preus noted attendance of Chairman Max Phillips and President Bart Day of the Lutheran Church Extension Fund (LCEF), who brought to the attention of the committee the additional duty of members of the LCEF Board of Directors as members of the Board for Church Extension (BCE; Bylaws 3.10.7–3.10.7.1), which adopts polices and takes other actions with regard to the individual district church extension funds (CEFs) that have not come under LCEF (presently, Michigan, Texas, Central Illinois, and Southern Districts). District CEFs have been encouraged over time to join LCEF but have never been required to do so; consolidation would offer the districts access to an expanded loan pool, offering greater diversification of risk and ability to offer larger loans, as well as an economy of scale in increasingly complex compliance requirements.

LCEF board members are questioning this dual role as members of the BCE and may suggest that the convention remove Bylaws 3.10.7–3.10.7.1 and dissolve of the BCE. This would involve some discussion of how the district CEFs are, then, coordinated and monitored, beyond by their own districts. Should this change be desired, the process should be initiated soon so that the various districts involved can discuss this in their conventions before a proposal comes to the 2022 convention. This remains a topic of conversation between LCEF and the Governance Committee.

The committee reviewed the board’s Board-Officer Relationship Policies (Section 3) and is not recommending changes at this time but noted that this is a section that will require extensive revision. It was felt by the Governance Committee that this is properly part of the comprehensive revision that is being contemplated by the board policy task force. Resumption of this work was encouraged.

Preus noted a contradiction in the board’s policies regarding the timing of the board’s self-review, with an action item proposed below.

The committee also reviewed the board’s policies regarding the recognized service organization (RSO) program in light of 2019 changes to Bylaw section 6.2 and attendant 2019 Resolutions 4-06A and 4-07, as well as the report of the 2016 Res. 4-03B Task Force. Committee member Andrew Grams has worked with
Secretary Sias and CMO Robson; they are finalizing an extensive revision to this section of the manual, in connection with review of the RSO agreement with legal counsel. The committee’s intention is to present this revision to the board for adoption in November.

95. **Update on 2019 Res. 7-03 Task Force on a New Governance Structure for the Concordia University System**

Christian Preus, chair of the committee appointed to develop the proposal for a new governance structure for the Concordia University System (CUS), reported on the committee’s work, elaborating on minutes included in the board docket (pp. 144–65/193).

Preus noted an excellent committee with very conscientious members. The committee is very close to a solid initial recommendation involving significant bylaw and structural changes. The approach may be characterized as a “two-kingdoms” model, placing responsibility for financial and legal matters much more explicitly and exclusively on the boards of regents themselves. Colleges and universities, presently agencies of the Synod, whose property is property of the Synod, would become affiliates, and their property would no longer be property of the Synod. While the LCMS Board of Directors would retain some financial monitoring, mindful of the congregations’ interest in functioning schools, present master plan and loan approvals, for example, would be a thing of the past. Schools would independently obtain their own financing from LCEF or other sources.

On the right-hand kingdom side, a much more transparent and structured process has been developed for strengthening the connection of the schools with the congregations of the Synod and their mission. This is along the lines of a familiar accreditation model, but with accreditation performed by a commission of the Synod and focusing on Lutheran identity and mission outcomes, including church worker preparation.

In the proposal, CUS would be dissolved as a synodwide corporate entity and replaced with a Commission for University Education, with a chiefly theological role. The commission’s chief function would be development and implementation of the accreditation process, as well as assisting in finding suitable regents and other chiefly right-hand kingdom responsibilities.

Collaboration among the universities has garnered a great deal of time and attention in the committee’s discussions. The committee has found it best to allow the universities to work this out themselves; the CUS as such has not proven an effective vehicle for cooperative or consolidated operations. There is some hesitancy as to whether the colleges and universities will finally determine to work together to improve efficiencies, as seems to be necessary; this is, however, properly the role of the several boards of regents, and a successful model ultimately needs to be effective for, and responsive to, the constituent schools.

Whether to adjust the composition of the boards of regents is another topic of active discussion; the schools and their boards tend to favor greater independence in selection of their own members, but the committee has hesitated to recommend significant changes in this area.

It was moved and carried to enter executive session.

95X. **Executive Session IIA: Update on 2019 Res. 7-03 Task Force on a New Governance Structure for the Concordia University System**

96. **Legal Report**

The board continued in executive session.
96X. Executive Session IIB: Legal Report

97. Corporate Synod Workforce Planning

The board continued in executive session.

97X. Executive Session IIC: Corporate Synod Workforce Planning

The board returned from executive session.

98. Action Items

Chairman Kumm presented to the board the following action items, as scheduled for the present meeting:

(A) Liquidation of Concordia Health and Welfare Fund—Kazakhstan

CAO Simek introduced an action item on behalf of the Office of International Mission, Eurasia Area. It was moved and adopted:

WHEREAS, The Lutheran Church—Missouri Synod, a Missouri nonprofit corporation (the “LCMS”), has a representative office (the “Representative Office”) in the Republic of Kazakhstan, registered by the Ministry of Justice of the Republic of Kazakhstan (Registration Certificate No. 454-1900-Π-ο (ИУ) dated 19.06.1996;

WHEREAS, the LCMS is the founder of the Public Fund “Concordia Health and Welfare Fund” (the “Fund”) in the Republic of Kazakhstan, registered by the Almaty Department of Justice (Registration Certificate No. 27101-1910-Ф-д (ИУ) dated 24.06.1999;

WHEREAS, the Fund was created by the LCMS to facilitate mercy work in Kazakhstan;

WHEREAS, the Fund owns the following real property (collectively the “Real Property”) located in Kazakhstan:

(a) a non-residential premises located at Almaty city, Almaly district, 78 Kazybek Bi street, n/p. 69; Registration code: RKA1201800085197045; Cadastral numbers: 20:311:005:046; 20:311:005:046:78:A;

(b) a residential building located at Almaty city, Turksib district, 72A Ostroumova; Registration code: PKA0201300115627906; Cadastral numbers: 20:317:001:169; 20:317:001:169:72a/A; and

(c) a residential building located at Almaty, Alatau district, 16 Dzhezkazganskaya street; Registration code: RKA0201300117049405; Cadastral numbers: 20:321:061:052; 20:321:061:052:1/A;

WHEREAS, the Fund has been notified by the government of the Republic of Kazakhstan that it is required to be reorganized and reregistered with the government in order to continue its existence;

WHEREAS, the Management Advisory Council of the Fund has determined that rather than reorganizing and reregistering the Fund, it is preferable to liquidate the Fund;

WHEREAS, pursuant to the Fund’s Charter, the LCMS’ approval must be obtained in order for the Fund to implement a voluntary liquidation;
WHEREAS, the LCMS has been informed that the plan for liquidating the Fund includes the transfer of the Real Property by the Fund to the local religious association “Evangelical Lutheran Church of the Holy Apostles Peter and Paul” (BIN 070240014910);

WHEREAS, the LCMS has determined that it is desirable to approve the voluntary liquidation of the Fund; and

WHEREAS, the LCMS has determined that it is desirable to liquidate its Representative Office in the Republic of Kazakhstan and cease its activities with respect thereto; therefore be it

Resolved, That the voluntary liquidation of the Fund based on clause 3.9.5 and 6.1 of the Charter of the Public Fund “Concordia Health and Welfare Fund” in the Republic of Kazakhstan is approved; and be it further

Resolved, That, in connection with the liquidation of the Fund, the Managing Advisory Council of the Fund is empowered to take those measures provided by the legislation of the Republic of Kazakhstan in case of liquidation of a legal entity, including the appointment of a liquidation commission and approval of the liquidation balances with respect to the Fund; and be it further

Resolved, That the LCMS acknowledges that the above-mentioned Real Property will be donated by the Fund to the local religious association “Evangelical Lutheran Church of the Holy Apostles Peter and Paul” (BIN 070240014910); and be it further

Resolved, That the liquidation of the Representative Office of the LCMS in the Republic of Kazakhstan is approved in accordance with clause 6.2 of the Bylaws of the Representative Office; and be it further

Resolved, That Mr. Burtsev Alexander Vladimirovich, Acting Director of the LCMS’ registered Representative Office, date of birth, March 3, 1972, citizen of the Russian Federation, passport No. 53 0747169, issued by the Ministry of Foreign Affairs of the Russian Federation dated October 28, 2014, is empowered to undertake all necessary actions related to liquidation of the Representative Office and to represent the Representative Office at the Ministry of Justice of the Republic of Kazakhstan, state revenue authorities, public service centers and also other governmental and non-governmental bodies and organizations in regards to all the issues on liquidation of the Representative Office in the Republic of Kazakhstan, including submitting of all the necessary documents concerning the liquidation of the Representative Office, making changes in such documents, approving of liquidating balances, closing all bank accounts of the Representative Office, destroying the seals of the Representative Office, transferring of necessary documents of the Representative Office to archive, and undertaking other actions concerning the liquidation of the Representative Office consistent with these resolutions; and be it further

Resolved, That to facilitate Mr. Burtsev’s activities as described in the preceding resolution, the LCMS designate Mr. Burtsev as the LCMS’ attorney-in-fact pursuant to a power of attorney to be executed and delivered by the LCMS.

(B) Reappointment of Chief Administrative Officer

Synod Bylaw 3.4.2.2 requires that the Chief Administrative Officer of the Synod be reappointed every three years with the concurrence of the President of Synod. To fulfill this requirement, the personnel committee initiated a comprehensive review on June 22, 2020. A total of thirty (31) reviewers were asked to evaluate CAO Simek’s performance in four areas: board support, administration, leadership and leadership competencies (pp. 182–93/193). In addition to the numeric ratings, the written comments affirmed the recommendation to re-appoint. It was moved and adopted:

WHEREAS, The Personnel Committee has completed the requirement to conduct a comprehensive review of the Chief Administrative Officer prior to the end of his current term; and
WHEREAS, The results of the review indicate that Frank Simek is successfully performing the duties and accomplishing the objectives as Chief Administrative Officer; and

WHEREAS, President Harrison has reviewed the results and has given his concurrence to re-appoint Frank Simek; therefore be it

Resolved, That effective October 1, 2020, Frank Simek be re-appointed to a three (3) year term as Chief Administrative Officer.

Chairman Kumm warmly commended CAO Simek’s service as “reflecting great credit upon himself, the Board of Directors, and The Lutheran Church—Missouri Synod.”

(C) Concordia University Texas Funding and Project Approval Request

Concordia University System Chairman Gerhard Mundinger and President Dean Wenthe joined the board to present an approval request related to debt refinancing and the construction of a new 237-bed residence hall and athletic fields for soccer, track, and tennis, consistent with the university’s previously-approved 2018 master plan. Elaborating on materials included in the printed board docket (pp. 79–133/193), Wenthe introduced the project, noting the shortage of housing in Austin, especially in the campus locale, and the role of improved sporting facilities in increasing enrollment. Space is available for growth, and the college-age population is growing in the Austin area, in contrast to other parts of the country. Mundinger noted that the returning class is strong, even considering COVID-19 factors, that the pro forma statements are strongly supportive of approval, and that the enhancement of sporting facilities is likely to be a factor in students’ decisions to attend. Both noted the attractiveness of present rates for refinancing of long-term debt, and that the school’s financial performance and Austin growth are strong.

The board welcomed Concordia University Texas Board of Regents Chairman Christopher Bannwulf, President Don Christian, and Chief Financial Officer Lynette Gillis. These guests responded to questions from the board that 325 students are presently fully residential; the remainder do not live on campus. Approximately 1000 (1/3) are traditional undergraduates, others being online or graduate (half of these also interact regularly with the campus). The dormitory has historically been at capacity, and more contemporary housing may be an easier sell for prospective students. With the board’s questions answered and these guests excused, it was moved and adopted:

WHEREAS, After presentations and review at four separate CUS Board of Directors meetings beginning in February of 2020 and concluding on August 13, 2020, the following resolution related to Concordia University Texas was adopted by the Concordia University System Board of Directors:

WHEREAS, Concordia University Texas has transitioned into a stronger financial position since the refinancing of its debt in 2014; and

WHEREAS, A balloon payment in the amount of $23 million is due on the refinanced loan in 2023 that requires additional refinancing in order to meet the payment obligation; and

WHEREAS, Concordia University Texas has experienced increased demand for on-campus housing and has therefore begun a process of design for a new 237 bed residence hall; and

WHEREAS, Concordia University Texas has plans to implement new policies that will ensure that this new residence hall is filled; and

WHEREAS, New athletic fields for soccer, track, and tennis are needed in order for Concordia University Texas to be competitive in the athletic conference and be enabled to participate in “home” matches on the campus instead of complexes many miles from campus; and

WHEREAS, These new athletic complexes will allow for the expansion of offerings for student athletes leading to increased enrollment and higher rates of retention for student athletes; and
WHEREAS, Concordia University Texas projected models through 2024 demonstrate that the full cost of the principal and interest payments will be realized by that time with financial viability ratios consistently being met or exceeded; and

WHEREAS, The residence hall project and the Soccer/Track/Tennis Complex project are consistent with Concordia University Texas’s Campus Master Plan approved by the CUS Board in June of 2018 and subsequently by the LCMS Board in August of 2018; and

WHEREAS, Concordia University Texas has requested financing not to exceed $53.5 million to refinance its debt and complete the residence hall and athletic projects; and

WHEREAS, Frost Bank has offered Concordia University Texas terms for a loan not to exceed $53.5 with an interest rate range of 3.5%, a loan term range of 20–30 years, and fees of a 0.25% origination fee and closing and swap fees not to exceed 2% of the loan value; and

WHEREAS, The Concordia University Texas Board of Regents approved these loan terms, the debt refinancing ($24,984,811), the residence hall project ($18–20 million), and the Soccer/Track/Tennis Complex project ($8–9 million) at its February 7, 2020 meeting; and

WHEREAS, The Concordia University Board of Directors has considered this resolution at four separate meetings, and Concordia University Texas has continued to provide additional information to address the concerns of the CUS Board: most recently the President, Chief Financial Officer, and Chairman of the Board of Regents provided further financial analysis at the special meeting on August 13, 2020; therefore be it

Resolved, That the Concordia University System Board of Directors acting in a specially scheduled meeting via Zoom on August 12, 2020, approves the request of Concordia University Texas to refinance its debt in the amount of $24,984,811; and be it further

Resolved, That the CUS Board of Directors approves the proposed residence hall project together with the associated financing not to exceed $20 million; and be it further

Resolved, That the CUS Board of Directors approves the proposed Soccer/Track/Tennis Complex together with the associated financing not to exceed $9 million; and be it further

Resolved, That the CUS Board of Directors approves Concordia University Texas securing the total loan package offered by Frost Bank in an amount not to exceed $53.5 million for the debt refinancing, the residence hall project, and the Soccer/Track/Tennis Complex project; and be it further

Resolved, That the CUS Board of Directors approval includes the following terms offered by Frost Bank: an interest rate not to exceed 3.5%, a total loan term not to exceed 30 years, and fees not to exceed a 0.25% origination fee and closing and swap fees not to exceed 2% of the total loan value; and be it finally

Resolved, That the CUS Board of Directors encourage the Board of Directors of The Lutheran Church—Missouri Synod to concur with this action and approve the request of Concordia University Texas to refinance its debt, complete the residence hall project, complete the Soccer/Track/Tennis Complex, and secure financing from Frost Bank in an amount not to exceed $53.5 million and the terms approved by the CUS Board above.

therefore be it

Resolved, That the Board of Directors of The Lutheran Church—Missouri Synod approve the request of Concordia University Texas to refinance its debt in the amount of $24,984,811; and be it further
Resolved, That the Board of Directors approve the proposed residence hall project together with the associated financing not to exceed $20 million; and be it further

Resolved, That the Board of Directors approve the proposed Soccer/Track/Tennis Complex together with the associated financing not to exceed $9 million; and be it further

Resolved, That the Board of Directors approve Concordia University Texas securing the total loan package offered by Frost Bank in an amount not to exceed $53.5 million for the debt refinancing, the residence hall project, and the Soccer/Track/Tennis Complex project; and be it finally

Resolved, That the Board of Directors approval includes the following terms offered by Frost Bank: an interest rate not to exceed 3.5%, a total loan term not to exceed 30 years, and fees not to exceed a 0.25% origination fee and closing and swap fees not to exceed 2% of the total loan value.

(D) Appointment to LCMS Holdings Limited (Hong Kong) Board of Directors

Chairman Kumm introduced the following item (p. 137/193); it was moved and adopted:

WHEREAS, Jerry Wulf, LCMS Chief Financial Officer and board member of The LCMS Holdings Limited, Hong Kong (“Holdings”), retired in January 2019; and

WHEREAS, Article 113 of the Holdings Articles of Association states:

“The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.”

and

WHEREAS, In a Holdings Board of Directors meeting, the remaining directors of Holdings resolved that Rev. Daniel McMiller be nominated and appointed as a director of Holdings, and that for the sake of good order said appointment become effective immediately and only upon the concurrence and endorsement of the Board of Directors of The Lutheran Church—Missouri Synod (“LCMS”); therefore

be it

Resolved, That the LCMS Board of Directors concur with and endorse the action of the Holdings BOD to appoint Rev. Daniel McMiller to serve as a director of Holdings.

(E) Vacancy Appointment: LCMS Board for International Mission, Layperson, Great Plains Region

Midterm vacancies in positions filled by election at the Synod convention are filled by the process specified in Bylaw 3.2.5, with the board’s role further defined in its Policy 5.7.2.2. The chairman of the LCMS Board for International Mission informed the LCMS Office of the Secretary that, due to the resignation of Mr. Robert K. Van Gundy, it would be necessary for the LCMS Board of Directors to make an appointment to fill the following vacancy position:

**LCMS Board for International Mission**

(1) one layperson representing the Great Plains region

for the remainder of the 2016–2022 term (less than one-half term)

The LCMS Office of the Secretary sent out a call for nominations on February 28, 2020, requesting response by May 1, 2020, and, assisted by the LCMS Department of Human Resources, compiled information on all nominees, including the slate of candidates from the previous convention. This information was submitted, in its entirety, to the Standing Committee on Nominations, to the Personnel Committee, and to the Board of Directors for inclusion in the board appointments book.
The Standing Committee on Nominations, having evaluated all submitted nominations, biographical sketches, and confidential evaluations, having been charged to select a slate of no fewer than three and no more than five candidates, on July 22 presented the following slate to the board, together with all nominative, biographical, and evaluative information submitted (pp. 138–139/193 and pp. 1–84/153 of the appointment book):

<table>
<thead>
<tr>
<th>Candidates (three to five selected by the Standing Committee on Nominations)</th>
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</thead>
<tbody>
<tr>
<td>Anderson, Kendall — Rapid City, South Dakota (SD)</td>
</tr>
<tr>
<td>Edson, John W. — Plymouth, Minnesota (MNS)</td>
</tr>
<tr>
<td>Erickson, Krista K. — Sioux Falls, South Dakota (SD)</td>
</tr>
<tr>
<td>Von Seggern, Virginia — Orchard, Nebraska (NEB)</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Non-Candidate Consenting Nominees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schmall, Gregory G. — Bayard, Nebraska (WY)</td>
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</tbody>
</table>

The Personnel Committee met on Tuesday, July 28 and considered the information on all nominees, including the slate as prepared above. The full slate is presented to the board, according to policy, with the Personnel Committee recommending especially John W. Edson as their first selection and Krista K. Erickson as their second.

The board, having considered the slate of candidates, as well as nominations, biographical statements, and evaluations of all consenting nominees, and the recommendation of its own Personnel Committee, in one electronic ballot elected:

John W. Edson — Plymouth, Minnesota (MNS)

The Secretary of the Synod is charged to notify this appointee and to thank the other nominees, on behalf of the board, who allowed their names to be considered.

(F) Appointments: Concordia University System Board of Directors, Nonvoting Advisory Members

Due to bylaw changes enacted by 2019 Res. 7-01A, the LCMS Board of Directors may appoint up to two persons (lay, ordained, or commissioned) to serve as nonvoting advisory members on the Board of Directors of Concordia University System. These new positions would fulfill a role previously carried out by Synod’s Chief Financial Officer, to advise the CUS board and to assist the LCMS Board of Directors in its oversight of and coordination with the synodwide corporate entity and its constituent college and universities.

The LCMS Office of the Secretary sent out a call for nominations on January 14, 2020, for responses by February 28, 2020, providing the qualifications/restrictions to bear in mind from Synod Bylaw 3.6.6.3, and providing the general qualifications, with specific emphasis on a background in finance, business operations, and law, especially as related to higher education. The LCMS Office of the Secretary and the LCMS Department of Human Resources has compiled information on all nominees (pp. 140–141/193 and pp. 85–153/153 of the appointment book). Qualifications required by Bylaw 3.6.6.3 have also been verified as part of the appointment process by the Chief Administrative Officer and the Secretary of the Synod.

The Personnel Committee of the Board of Directors, having evaluated all submitted nominations, biographical sketches, and confidential evaluations, in its meeting of July 28, 2020, proposed the following slate, consisting of at least two candidates per position to be appointed:

<table>
<thead>
<tr>
<th>Candidates (elect up to two) (three to five selected by the Standing Committee on Nominations)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eickhoff, Dennis R. — Bargersville, Ind. (IN)</td>
</tr>
<tr>
<td>Evans, Thomas L. — Eagan, Minn. (MNS)</td>
</tr>
<tr>
<td>Gehrke, Stevin H. — Lawrence, Kan. (KS)</td>
</tr>
<tr>
<td>Krause, Jay — Maryville, Ill. (SI)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Non-Candidate Consenting Nominees</th>
</tr>
</thead>
</table>
The Personnel Committee also recommended filling both of the advisory member positions, recommending as primary candidates Dennis R. Eickhoff and Stevin H. Gehrke. The committee submits Jay Krause as a secondary candidate.

The board by consent adopted the slate presented by the Personnel Committee, supporting the election of two members. In one electronic ballot, the board elected:

Dennis R. Eickhoff — Bargersville, Ind. (IN)
Stevin H. Gehrke — Lawrence, Kan. (KS)

The Secretary of the Synod is charged to notify those appointed and to thank the other nominees, on behalf of the board, who allowed their names to be considered.

(G) Amendment of Policy on Board of Directors Self-Review

It was moved and adopted (p. 142/193):

WHEREAS, Board of Directors Policy 2.12 requires a self-review of the board’s effectiveness and efficiency, specifying it to be carried out “at least annually”; and

WHEREAS, The Triennial Calendar of Activities in the Board of Directors Policy Manual (pp. 10-1–2) shows both an annual self-review in November of each year and a triennial self-review, involving a survey after the February meeting in the third year of the triennium (next 2022) and a report in the following May meeting; and

WHEREAS, The Board of Directors last carried out its formal self-review in February–May 2019, on the stated triennial schedule; and

WHEREAS, The Board of Directors in its meeting of November 16, 2016, adopted Policy 2.7.1.11, which specifies that the board conduct an executive session review of the efficiency of each meeting, the adequacy of information presented, guidance for board officers, or committees, or other matters identified by the board, providing timely evaluation of board performance; and

WHEREAS, The above per-meeting review and the more comprehensive triennial, survey-based review together provide for adequate assessment of the board’s effectiveness and efficiency; therefore be it

Resolved, That Board of Directors Policy 2.12 and the Triennial Calendar be revised to reflect only a triennial board self-review, occurring as presently scheduled, eliminating reference to the annual or “at least annual” self-review.

99. Meeting Review
The board entered executive session to review the meeting according to its policies.

99X. Executive Session III: Meeting Review

100. Adjournment
The board returned from executive session. With the agenda concluded, Chairman Kumm asked First Vice-President Lange to offer the benediction. He thanked the board members for their work, and the board adjourned its meeting.

John W. Sias, Secretary