

MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
THE LUTHERAN CHURCH—MISSOURI SYNOD
St. Louis, Missouri
February 13–14, 2015

96. Call to Order and Opening Devotion

Chairman Michael Kumm called the meeting to order with all members present. Dr. Albert Collver, Director of Church Relations/Regional Operations and Assistant to the President, in attendance to provide a presentation on the Office of International Mission's strategic plan, served as devotion leader and provided the opening devotion.

97. Agenda

After Chairman Kumm announced changes to the previously distributed agenda for the meeting, a motion to adopt the agenda as amended was introduced and carried.

98. Consent Agenda

Chairman Kumm called attention to the consent agenda resolution, noting its content and offering opportunity for board members to remove any items from the resolution for attention later in the meeting. The resolution was introduced and adopted without amendment or discussion, as follows:

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 and its content as follows (reports and other documents attached to the protocol copy of these minutes):

Officer Reports: Report of the LCMS President
Report of the LCMS First Vice-President
Report of the LCMS Secretary
Report of the Chief Administrative Officer
Report of the Chief Financial Officer
Report of the Interim Chief Mission Officer

Administrative Services Reports: Information Technologies
Human Resources (*confidential*)

Financial Services Reports: Accounting
Internal Audit

Board of Directors Committee Reports: Personnel Committee
Ad Hoc Retreat Program Committee

Action Items: Approval of November 7 – 8, 2014 Minutes
Interim Appointments for Chief Administrative Officer, Chief Financial Officer, Secretary

[*Note: All non-confidential documents referenced in the Consent Agenda will be attached to the protocol copy of these minutes. Confidential documents will be attached to the executive session minutes from this meeting.*]

99. Overview: LCMS Ministry Objectives

Chairman Kumm called on President Harrison for a presentation on LCMS Ministry Objectives. He reviewed the vision statement developed by his administration: *“The LCMS is the premier catalyst of a seamlessly connected global network of confessional Lutheran partners united in a mission to witness to the gospel, manifest mercy, and enhance our life together.”*

President Harrison also noted the “Five Values” that his administration strives to maintain and foster throughout the LCMS ministries:

- *Fidelity* – Be Lutheran.
- *Quality* – The pursuit of excellence.
- *Credibility* – Inspires belief in projects.
- *Sustainability* – Financial capacity to last.
- *Stability* – Strength to stand and endure.

And he spoke briefly regarding each of his administration’s “Mission Priorities” and specific efforts underway in each of the priority areas:

1. *Plant, sustain, and revitalize Lutheran churches:* Efforts are underway to nurture, plant, and embolden churches in mission; to support and increase parish education so that laymen increase in biblical and theological knowledge; to foster a sacramental theology of mission and outreach; and to strengthen congregations and their members in giving bold witness by word and deed to the love and work of God the Father, Son, and Holy Spirit and in extending the Gospel witness into the world. (Constitution Art. III 2)
2. *Support and expand theological education:* Efforts are underway to cultivate church work vocations among the youth of the church; to support the training of professional church workers through conferences, webinars, and other training; and to recruit and train pastors, teachers, and other professional church workers and provide opportunity for their continuing growth. (Constitution Art. III 3)
3. *Perform human care in proximity to Word and Sacrament ministries:* Efforts are underway to provide opportunities for congregations and individuals to reach out to those in need; to foster a

theology of mercy that remains anchored in the life of the church; and to provide opportunities through which its members may express their Christian concern, love, and compassion in meeting human needs. (Constitution Art. III 4)

4. *Collaborate with the Synod's members and partners to enhance mission effectiveness:* Efforts are underway to assure that mission programs support the Synod's objectives to promote unity of ministry effort, to conserve and promote the unity of the true faith (Eph. 4:3–6; 1 Cor. 1:10); to work through the Synod's official structure toward fellowship with other Christian church bodies; and to provide a united defense against schism, sectarianism (Romans 16:17), and heresy. (Constitution Art. III 1)
5. *Promote and nurture the spiritual, emotional, and physical well-being of pastors and professional church workers:* Efforts are underway to assure that all workers in the field will receive spiritual care in Word and Sacrament; and to provide evangelical supervision, counsel, and care for pastors, teachers, and other professional church workers of the Synod in the performance of their official duties. (Constitution Art. III 8)
6. *Enhance early childhood, elementary, and secondary education and youth ministry:* Efforts are underway to aid congregations in developing processes of thorough Christian education and nurture, and to establish agencies of Christian education such as elementary and secondary schools and to support the Synod's colleges, universities, and seminaries. (Constitution Art. III 5)

Following his report, President Harrison responded to comments and questions:

- Noting a more positive outlook for parochial schools of late, he responded favorably to the suggestion that the topic of school vouchers be added to the agenda of the proposed office in Washington, DC.
- The suggestion was made that a value statement be added to his report emphasizing the importance of not changing the substance of our Synod's confessional position while also pursuing flexibility whenever possible to suit the need for non-Anglo outreach and the mission emphasis that is key to the new structure of the Synod.

100. Office of International Mission: Strategic Plan

Chairman Kumm called on Albert Collver to provide a report of the strategic plan that is being used by the Office of International Mission to carry out its responsibilities. Under the theme "Consolidate, Focus, Renew, and Establish Partnerships," Dr. Collver referred to the executive summary in the materials provided to the board prior to the meeting, noting that the plan of the mission office is not so much a proper strategic plan as it is a work in progress that represents the focusing of strategic ideas to have a greater effect on the mission. Because the report contains sensitive information, it will be attached to the protocol copy of these minutes.

In his oral report, Dr. Collver noted that there are 79 Lutheran churches around the world, with the only places without Lutheran presence being North Africa and the Middle East (where it is unsafe for missionaries). Elsewhere it is necessary to deal with church relations, which becomes an integral part of the strategy of the Synod, *i.e.*, working on establishing partnerships with other Lutheran churches and working on renewing and strengthening partnerships with those who have felt abandoned or forgotten.

The number one request from partner churches is theological education for pastors, deaconesses, and other church workers. The recent opinion of the Commission on Constitutional Matters regarding Synod Bylaw 3.8.3 has begun to produce positive results, including new partnerships with recognized service organizations and mission societies to expand the Synod's capacities.

The Office of International Mission is working to provide chaplains in each region to improve missionary retention and provide spiritual nurture to pastors and other church workers. Budgets are established according to six mission priorities: (1) Plant, sustain, and revitalize Lutheran churches; (2) Support and

expand theological education; (3) Perform human care in close proximity to Word and Sacrament; (4) Collaborate with the Synod's members and partners; (5) Nurture pastors, missionaries, and professional workers; and (6) Enhance elementary and secondary education and youth ministry. Printed materials are being provided according to requests from native churches. The challenge that the Office of International Mission now faces is obtaining resources to provide for missionary needs (projects, books, etc.), such project dollars at present not keeping up with those needs.

Dr. Collver reported that 30–40 foreign students are being brought to LCMS seminaries each year for 18-month to five-year resident programs. Accredited degree programs in other countries are reducing the need to bring people to the U.S., but the need to bring top leadership individuals for training to teach at regional seminaries and Bible schools will continue.

The remainder of Dr. Collver's presentation time was used for responses to questions from the board regarding how funding decisions are made, how fellowship requests are received, the closing of Christian churches in Europe, the Synod's foreign missions relationship with the ELCA, how the Synod relates with other groups, and how works of mercy are incorporated into mission efforts.

101. Concordia University System Report / Concordia Plan Services Report / Legal Report

Chairman Kumm welcomed representatives from the Concordia University System (CUS): Dr. Dean Wenthe, President; Dr. Donald Christian of Concordia University Texas; and Dr. Paul Philp and Dr. William Meyer of the CUS staff. A motion was introduced and carried to move into executive session to receive their report. Sherri Strand of Thompson Coburn LLP was also present and presented her legal report while already in executive session. Concordia Plan Services President James Sanft joined the executive session to provide his report.

101X. Executive Session I

Upon returning to open session, Chairman Kumm called for the financial report.

102. Fiscal Year 2014–2015 Financial Report

Chief Financial Officer Jerald Wulf and Executive Director of Accounting Ross Stroh began the financial report with the good news that as of this day's date, no internal borrowing is included in the report, due largely to current spending below budgeted levels. This good news was offset by their report of a shortage of \$4 million in anticipated designated restricted gifts at year's end (2014). CFO Wulf also reported that plans to hold a Synod-wide fiscal conference have been postponed, to be rescheduled in conjunction with the Council of Presidents meeting in September. Looking forward, he noted that the Human Resource Committee's change in vacation leave policy will create a million-dollar addition to the Fiscal Year 2015/2016 (FY2016) budget. He also noted that two synodwide corporations, Concordia University System and Concordia Historical Institute, continue not to fund entirely their operations and receive significant amounts of unrestricted dollars. A motion was made to enter into executive session for discussion.

102X. Executive Session II

103. FY2016 Budget Preparation Outlook

After the board returned to open session, Accounting Executive Director Stroh provided information on financial support received from districts, noting that a decrease in unrestricted support from districts, which has been ongoing for many years, is projected to continue for FY2016 but to a lesser amount, anticipated to be a reduction of \$350,000. As a result (and including other revenue projections, the total undesignated income is expected to be \$17,144,000 for FY2016, compared to the current year's \$17,291,000. His report was followed by a motion, introduced and carried, to move into executive session for discussion.

103X. Executive Session III

Upon returning to open session, Chairman Kumm called on the Secretary of the Synod for a 2016 convention update.

104. Convention Update

Secretary Raymond Hartwig reviewed the efforts being made with the cooperation of the Council of Presidents to pursue 100 percent participation in the current effort to receive congregations' statistical reports. He has, upon request of the Council of Presidents, produced an early draft of guidelines for application for Synod membership for use by small and ethnic groups interested in membership in the Synod.

Secretary Hartwig also provided a PowerPoint presentation to make the board aware of new bylaw requirements for vetting nominees for the Concordia University System Board of Directors and college/university boards of regents positions, encouraging the board members to consider submitting nominations of well-qualified persons for these critical positions; provided information regarding board member positions that will be filled by election by the 2016 convention (attached to the protocol copy of these minutes); and informed the board of his intention not to allow his name to stand for reelection to the Office of Secretary at the 2016 convention.

105. Board of Director Responsibilities—LCMS Bylaws

Chief Administrative Officer Ron Schultz introduced the board to his document, "Listing of References to the LCMS Board of Directors" in the 2013 LCMS *Handbook*. In the discussion that followed, the importance of distinguishing between references that refer to the board's "LCMS Inc." responsibilities and references that refer to its responsibilities to the "LCMS" as a community of faith was noted. After discussion, legal counsel and the Chief Administrative Officer were tasked with reviewing this distinction and then reporting to the board's Governance Committee.

106. Progress Report—Board of Directors Retreat "Next Steps" Outcomes

Chief Administrative Officer Ron Schultz provided progress reports for each of the eight desired outcomes (identified in November, 2014 minutes, item #94) surfaced by the Board of Directors retreat held in conjunction with the board's August, 2014 meeting. He noted that many of the desired outcomes have already been or are presently being addressed.

107. President Harrison—State of the Church Report

President Matthew Harrison called attention to his written report (attached to the protocol copy of these minutes with the consent agenda materials) and focused his time on what he considered "the most burning thing in the Synod," the decision of a Referral Panel in a recent expulsion case which in turn has prompted widespread discussion in the Synod. He announced his interest in creating a committee to take a

comprehensive look at the current dispute resolution processes and suggest necessary changes to the 2016 Synod convention. Upon conclusion of his oral report, he responded to related questions.

President Harrison also announced his recommendation to fill the vacancy for Chief Mission Officer of the Synod: Rev. Kevin Robson of Baxter, Minnesota. President Harrison noted his bylaw responsibility to obtain the mutual concurrence of the Board of Directors (Bylaw 3.4.3.2) for this appointment, having already received unanimous support from the mission boards. After providing information regarding the background and qualifications of Rev. Robson, a motion was introduced and carried by unanimous voice vote “to concur with the President’s appointment of Rev. Kevin Robson to the position of Chief Mission Officer of the Synod.”

108. Audit Committee Report

Audit Committee Chairman Keith Frndak provided his committee’s report (from what he described as their “marathon” meeting), which included the following:

- The current investment policy of the Synod is quite old, suggesting that the board review its policy periodically.
- A report from Concordia University System has indicated ongoing concerns with several schools that may require significant decisions in the future.
- The committee approved the annual work plan of the Internal Audit Department and will be presenting a board action to approve a new three year external audit contract with Brown/Smith/Wallace LLC.
- The committee reviewed current policies and procedures for Synod grants received and paid, as well as status updates of related corporate entities.

Following the report, Chief Financial Officer Jerald Wulf was asked to provide a proposed written formal investment policy for review by the board. The committee then introduced the following action, which was adopted by the board:

Background

Through discussions with the Chief Financial Officer and the Executive Director of Internal Audit, the Audit Committee has performed an evaluation of the qualifications, performance, and effectiveness of the Synod’s current external auditors. Based on this evaluation, the Audit Committee recommends that the Board of Directors once again appoint Brown Smith Wallace LLC as its external auditors for fiscal years ending June 30, 2015, 2016, and 2017. Be it therefore

Resolved, That the Board of Directors appoint Brown Smith Wallace LLC to audit the consolidated financial statements of The Lutheran Church—Missouri Synod, Inc. for the fiscal years ending June 30, 2015, 2016, and 2017.

Discussion following the Audit Committee report included a request for information regarding the status of the “For the Sake of the Church” campaign and future plans. It was suggested that this would be an issue for consideration by the committee looking into Board of Director bylaw responsibilities. Discussion also continued regarding the sharing of business services by Synod entities. Chief Administrative Officer Ron Schultz and Chief Financial Officer Jerald Wulf were tasked with identifying opportunities to share services in order to maximize savings.

109. Action Items

A. November 2015 Board of Directors Meeting

The board has continued to discuss whether it should meet in conjunction with Lutheran Church Extension Fund (LCEF) Fall Conferences, this following the decision not to do so in 2014. Interest in again doing so in November 2015 prompted the introduction and adoption of following resolution.

Resolved, That the Board of Directors meet in conjunction with the LCEF Fall Conference in November 2015, the board's meeting schedule herewith being altered to meet on Thursday and Friday, November 19–20, 2015.

B. Salary Administration

Personnel Committee Chairman introduced the following action to determine adjustments to the salary scale used to determine employee salaries, which was adopted by the board after brief discussion.

Background

The Department of Human Resources conducts an annual review of local and national salary trends and compares them with current LCMS salary ranges and actual salaries. The objective of this analysis is to measure the ability of the International Center employers to remain competitive with the local not-for-profit market. This high level objective correlates with the LCMS compensation philosophy adopted by the board in 2006:

In striving to be good stewards of the dollars entrusted to us, we shall pay fair salaries in a fashion which rewards performance in order to be able to attract, motivate, and retain employees.

The term "fair" shall be interpreted as fair pay based upon role within corporate Synod, striving to pay at or within ten percent (10%) of the market value for the job held (using not-for-profit standards to define the market value), and the incumbent's performance in the position.

The top paid 150 parish pastors and the top paid 150 institutional executives will be used as a guideline for the placement of the Class 6 executive directors of the program boards and commissions, with some being higher and some being lower.

Action

WHEREAS, The Board of Directors' compensation methodology has been validated via the annual compensation analysis; and

WHEREAS, The local and national salary trends indicate an adjustment to the salary range structure; and

WHEREAS, The local and national salary trends indicate non-profit organizations are awarding salary increases averaging 2.8 percent (2.8%); therefore be it

Resolved, That effective March 1, 2015, the salary ranges be adjusted by approximately 2.4 percent (2.4%) to reflect compliance with the 2006 Board of Directors philosophy of using the average of the top paid 150 parish pastors and the top paid 150 institutional executives as the basis for the Class 6 mid-point, the remainder of the salary scale to be adjusted accordingly; and be it further

Resolved, That as of July 1, 2015, employees whose compensation falls below the minimum for the new salary classifications shall have their pay adjusted to reflect the new minimum for that range; and be it further

Resolved, That the "salary increase budget" for Fiscal Year 2015/2016 (FY) be set at three percent (3%), with some employees receiving more and some less, contingent upon performance; and be it finally

Resolved, That the Bonus Budget for FY16 be set at zero percent (0%) of the FY16 salary budget.

C. Lutheran Housing Support Board Appointments

With an August 11, 2014 letter, the director of the LCMS National Housing Support Corporation informed the Secretary of the Synod of three positions on its board of directors with terms expiring in March of 2015 that require LCMS Board of Directors appointments. A call for nominations resulted in the nomination of those same persons currently holding these positions, each having served for one term and having consented to serve for another term.

During discussion, the suggestion was made that Synod's Board of Directors periodically evaluate decisions made by the board in the past, such as Lutheran Housing Support. A motion was introduced and adopted "to reappoint the incumbent board members to a second term on the Board of Directors of the LCMS National Housing Support Corporation," as follows:

- Robert Chappell, Southfield, MI
- David Dasari, Henderson, NV
- Jennifer Shields, Rock Springs, WY

D. Board of Directors Policy Review – 5.8 Legal Policies

Governance Committee Chairman Christian Preus introduced this proposed action, pointing out the more substantive changes being proposed by his committee primarily to policies governing the issuing of powers of attorney and the establishment of legal entities in foreign countries. It was also noted that the interim Chief Mission Officer is aware of the changes and is supportive of them. After brief discussion, the following resolution was introduced by the committee and adopted by the board.

WHEREAS, LCMS Board Policy 2.10.1.3.1 directs the Governance Committee to review policies of the board and to make recommendations for new or amended policies; and

WHEREAS, During the course of reviewing this section of the manual, the Chief Administrative Officer has solicited input and/or review from the members of the Governance Committee; and

WHEREAS, Board members are encouraged to provide comment and suggestions regarding these proposed changes and any other change they deem appropriate to raise for the board's consideration during the review of these policy sections; therefore be it

Resolved, That the Board of Directors adopt changes to the LCMS Board of Directors Policy Manual, Section 5.8 – Legal Policies, as shown on the attached pages (copy attached to the protocol copy of these minutes); and be it further

Resolved, That the board also direct that the Table of Contents, Index, and other references be updated, as necessary.

E. Revised Triennial Calendar of Activities

Governance Committee Chairman Christian Preus explained the purpose of the Triennial Calendar of Activities, its intent to place on the board's agenda on a regular basis meaningful and productive "visits" with the various entities of the Synod through substantial discussions with their executives. After the following resolution's introduction by the committee, friendly amendments were received to (1) add the Council of Presidents to the visits scheduled for November meetings; and (2) include visits with the Synod's auxiliaries once each triennium, scheduling to be determined by the Governance Committee. The Calendar of Activities including the proposed changes was then adopted as follows.

WHEREAS, LCMS Board of Directors Policy 2.4.11 calls for the Governance Committee to maintain a Triennial Policy Review Calendar; and

WHEREAS, LCMS Board of Directors Policy 5.7.2 outlines the board's responsibilities for appointing persons to certain positions throughout the Synod; and

WHEREAS, The board expressed during its recent retreat a desire to meet with certain ministry partners; therefore be it

Resolved, That the Board of Directors adopt the following revised Triennial Calendar of Activities for the remainder of the 2013–2016 triennium.

F. Amendments to Concordia Plan Services Bylaws

Synod legal counsel Sherri Strand provided introductory comments regarding the following resolution which advocates a number of changes to the Bylaws of Concordia Plan Services. She also addressed concerns and questions the brief discussion that followed. The resolution was introduced and adopted by the board as follows.

Background

In accordance with the Bylaws of The Lutheran Church—Missouri Synod (“LCMS”) and of Concordia Plan Services (“CPS”), amendments to the CPS Bylaws must be approved by the CPS Board of Directors (the “CPS Board”), the Commission on Constitutional Matters (the “CCM”), and the LCMS as the sole member of CPS. The CPS Bylaws vest the LCMS Board of Directors (the “LCMS Board”) with the powers the LCMS otherwise holds as sole member of CPS. The LCMS Board approved the original CPS Bylaws when CPS was incorporated in 2005.

After review, the CCM has recommended certain amendments to the original CPS Bylaws. In addition, both the CPS Board and the CCM have approved an update of certain terminology and descriptions in the CPS Bylaws and the deletion of certain provisions that no longer are necessary, due to insurance coverage or changes in technology. The CCM and the CPS Board of Directors have approved all of the proposed amendments to the CPS Bylaws, which amendments are shown in a redlined format attached hereto as Exhibit A (attached to the protocol copy of these minutes). The CPS Board has requested that the LCMS Board approve the amendments to the CPS Bylaws that are shown in Exhibit A.

Therefore be it

Resolved, That the Board of Directors of The Lutheran Church—Missouri Synod hereby approve the amendments to the Bylaws of Concordia Plan Services that were approved by the Commission on Constitutional Matters and the Board of Directors—Concordia Plan Services, as shown in the attached Exhibit A, “Bylaws of Concordia Plan Services.”

G. Creation of Legal Entity – The Lutheran Center for Religious Liberty

President Harrison presented this resolution to create the new legal entity, “The Lutheran Center for Religious Liberty.” His office provided the following brief summary outlining its vision of the work to be done through this corporation and the biblical and historical context on which this initiative is based.

- Nearly two centuries ago, those who would eventually form the LCMS came to the United States seeking the religious freedom guaranteed in our nation’s Constitution. Today, the religious freedom they sought is under assault and being eroded.

- In the face of what might appear to be a daunting or even discouraging challenge, we remember the words of Mordecai to Queen Esther: “For if you keep silent at this time...you and your father’s house will perish. And who knows whether you have not come to the kingdom for such a time as this?” (Esther 4:14 ESV).
- The LCMS holds strong to its commitment to uphold our belief in traditional marriage as designed by God, the sanctity of all life, and the protection of our religious liberties as guaranteed in the First Amendment of the United States Constitution.
- As disciples of Jesus and citizens of the United States, we are compelled to speak out in defense of our right to live—publicly as well as privately—according to the teachings of our faith.
- Other Christian denominations and religious groups are already working hard to aggressively defend religious liberty as a fundamental freedom in our society and a number have encouraged the LCMS to take a leading role on the national level.
- The LCMS has an opportunity to boldly confess our faith, speak on behalf of those whose voices are weak or absent, and educate or advocate among others as a church body.
- The corporation will carry out its work as a 501(c)(3) by offering information, input, education, advice, and resources regarding the three areas of foci in the public square: marriage, life, and religious liberty.
- The corporation will carefully maintain allowable lobbying activity to be within permissible IRS limits.
- The corporation will actively engage in discussion, establish partnerships, and work collaboratively, as appropriate, with individuals and groups in Washington, D.C. related to foci areas to enhance achievement of corporation goals.

As President Harrison presented the following resolution to the board, he noted the structure and purpose and widespread interest in this endeavor. It was formally introduced and adopted by the board, as follows.

WHEREAS, The Office of the President of The Lutheran Church—Missouri Synod (the “LCMS” or the “Synod”) has determined that it is desirable to establish an LCMS presence in Washington D.D. whose mission would be to advocate the positions of the LCMS by offering information, input, education, advice, and resources regarding three primary areas of focus in the public square: marriage, life, and religious liberty; and

WHEREAS, LCMS legal counsel has recommended that the entity be incorporated in the state of Missouri to carry out this activity; and

WHEREAS, LCMS legal counsel has reviewed and provided guidance and opinion regarding the limitations on lobbying activities of a 501(c)(3) corporation; and

WHEREAS, The Board of Directors of the LCMS (the “BOD”) has the authority, pursuant to 1981 convention Resolution 5-07 and Section 5.8.4 of the LCMS Board of Directors Policy Manual (the “BOD Policy”), to approve new corporations as agencies of the Synod when such agency is created “for the purpose of carrying out their prescribed activities and responsibilities”; and

WHEREAS, The Lutheran Church—Missouri Synod in convention adopted Resolution 4-11 in 2004 establishing certain requirements to be included in the governing documents of incorporated agencies; and

WHEREAS, The Office of the President of the LCMS, in coordination with the Chief Administrative Officer of the LCMS, recommends to the BOD that the proposed corporation be established under the “Missouri Nonprofit Corporation Act,” Chapter 355 of the Revised Statutes of Missouri, as amended, the Chief Administrative Officer, on advice of legal counsel, having assured the BOD that such entity shall be a properly authorized, valid, and operating legal entity; therefore be it

Resolved, That the Board of Directors of the LCMS hereby approve and authorize the establishment of The Lutheran Center for Religious Liberty as a Missouri nonprofit corporation as follows:

Section 1. Authorization and Approval of Establishment of The Lutheran Center for Religious Liberty (the “LCRL”)

The establishment of a corporation under the “Missouri Nonprofit Corporation Act,” Chapter 355 of the Revised Statutes of Missouri, as amended, with The Lutheran Church—Missouri Synod as its sole member, to educate and advance the religious beliefs of the Synod and to receive gifts and grants, and to use such gifts and grants for its proper purposes, or to make distributions thereof for purposes and activities that qualify as exempt, as needed and permitted under applicable law and the corporation’s governing documents, in compliance with the BOD Policy, is hereby authorized and approved.

Section 2. Authorization and Approval of Documents

In connection with the establishment of The Lutheran Center for Religious Liberty pursuant to this Resolution, the execution and/or filing of the Articles of Incorporation, in substantially the form as the draft attached (Exhibit B) and the Bylaws in substantially the form as the draft attached (Exhibit C), and with such changes therein as may be approved by (a) the Commission on Constitutional Matters (“CCM”) of the LCMS after its examination of the documents pursuant to Section 3.9.2.2.3 of the LCMS Bylaws, (b) the general counsel of the LCMS pursuant to the BOD Policy, and (c) such other employees of the LCMS as shall be charged with reviewing such documents for and on behalf of the LCMS, is hereby authorized and approved.

Section 3. Further Authority

The Chief Administrative Officer is hereby authorized and responsible to engage officers, agents, and employees of the LCMS to take such further action, and to approve and execute such other documents, certificates, powers of attorney, and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution, including, but not limited to (a) the review by the CCM and the general counsel of the LCMS of the governing documents of the entity, to verify compliance with the BOD Policy; (b) the filing of such documents with the appropriate governmental authorities; and (c) the filing of such additional documentation with the appropriate governmental authorities as shall be necessary for the LCRL to function, including seeking certain tax benefits, if applicable, for the entity and its employees, and such other matters as the management of the LCRL shall determine to be in its best interest, in compliance with the intent of this Resolution.

Section 4. Repeal of Conflicting Resolutions

All prior resolutions of the BOD or any parts thereof in conflict with any or all of this Resolution are hereby deemed not applicable to the matters authorized in this Resolution to the extent of such conflict.

[Note: Copies of the above-referenced Appendices and the Articles of Incorporation of Lutheran Center for Religious Liberty are attached to the protocol copy of these minutes.]

H. Dates and Location of 67th Regular LCMS Convention

Chief Administrative Officer Ron Schultz brought forward the following resolution without it having been determined which city will be named as the location of the 2019 Synod convention. He provided financial and constituent information regarding each of the cities to be considered (copies attached to the protocol copy of these minutes). After formal introduction and lengthy discussion of the resolution as presented, a motion was introduced and carried to remove Phoenix, AZ and Indianapolis, IN from consideration. After further discussion, a motion was introduced to amend the resolution by naming “St. Louis” in the resolution as the location for the 2019 convention. A motion was then introduced to amend the amendment, changing “St. Louis” to “Tampa.” This amendment of the amendment was adopted, following which the entire resolution as amended was adopted as follows.

WHEREAS, The Lutheran Church—Missouri Synod at its 2010 convention adopted Resolution 4-08 which changed the Synod’s process for selecting convention dates and locations by placing the responsibility for determining the location on the Board of Directors in consultation with the convention manager; and

WHEREAS, The dates for the 67th Regular Convention have been determined by the President of the Synod in consultation with the convention manager to be Sunday, July 21 through Friday, July 26, 2019; and

WHEREAS, The Convention Arrangements Coordinator has solicited information from approximately a dozen cities; and

WHEREAS, Five cities responded to the solicitation with viable proposals for consideration; and

WHEREAS, Proposals from three cities, Tampa, FL; Indianapolis, IN; and Phoenix, AZ provide the best financial and logistical opportunities; and

WHEREAS, The President’s Office has been consulted during the analysis phase of the selection process without endorsement of any recommendation; therefore be it

Resolved, That the 67th Regular Convention of The Lutheran Church—Missouri Synod be held in Tampa, Florida, July 21–26, 2019.

110. Committee/Officer/Board Time

Chairman Kumm opened the floor for questions or discussion of any matters of interest to members of the board. Chief Administrative Officer Ron Schultz reported, in response to earlier discussion by the board, that efforts are being made to make the Synod’s participation in *amicus briefs* more public and that an Internet list of these documents going back to 1996 is nearing completion.

President Harrison used this opportunity to introduce a motion “that the Board of Directors appointee to the Washington D.C. Lutheran Center for Religious Liberty be Mr. Bill Hecht.” After the motion was seconded and following brief discussion, the motion was carried.

With no additional questions or discussion, Chairman Kumm noted that the primary interests of the board looking forward to its May meeting will be the adoption of an operating budget for the Synod and follow-up from discussions with the synodwide corporate entities.

111. Adjournment

With all business to come before the board having been attended to, a motion was introduced and carried to adjourn the meeting. The meeting was closed with prayer by President Harrison.

Raymond L. Hartwig, Secretary