



CONCORDIA SEMINARY
SAINT LOUIS, MISSOURI
OCTOBER 3-4 , 2019

Board Members present: Rev. Dr. Tyler Arnold, Dr. Paul Edmon, Mr. Paul Hegland, Rev. Bruce Keseman, Dr. John Lang, Rev. W. Maximillian Mons, Mr. Bruce Paradis, Rev. Todd Peperkorn, Mr. Michael Staub, Mr. Mark Stern, Rev. Dr. John Wille.

Advisory Representative Present: Rev. Dr. Lee Hagan.

Board Members Absent: Rev. Peter Lange.

Staff Present: President Dale Meyer, Provost Douglas Rutt, Mr. Michael Louis, Mr. Chad Cattoor, and Associate Provost Benjamin Haupt.

Thursday, October 3, 2019

Chairman Peperkorn called the meeting to order at 8:00 a.m.

Devotion. Dr. William W. Schumacher, Mission Professor of Historical Theology, Director of the Institute for Mission Studies, and Buehner-Duesenberg Professor of Missions, presented a devotion. The board thanked Dr. Schumacher for his insights.

Minutes. After Dr. Schumacher left the meeting, Chairman Peperkorn distributed minutes from the August 8-9 joint board meeting.

MOTION: A motion to adopt the agenda for the meeting as previously circulated [20-01] was seconded and carried.

Officer Elections. The meeting proceeded to the election of officers for the next triennium. Chairman Peperkorn turned over the gavel for the meeting to Vice Chairman Mons, who entertained nominations for chairman.

Dr. Wille nominated Rev. Peperkorn for chairman. There were no further nominations. A motion to close nominations was seconded and carried.

MOTION: A motion to elect Rev. Peperkorn by acclamation [20-02] was seconded and carried, and Rev. Peperkorn was elected and accepted office.

Chairman Peperkorn resumed the chair.

Mr. Hegland nominated Rev. Mons for vice chairman. There were no further nominations. A motion to close nominations was seconded and carried.

MOTION: A motion [20-03] to elect Rev. Mons by acclamation carried, and Rev. Mons was elected and accepted office.

Dr. Wille nominated Mr. Stern for secretary. Vice Chairman Mons nominated Dr. Edmon for secretary. There were no further nominations. A motion to close nominations was seconded and carried.

ACTION: Mr. Stern was elected as board secretary [20-04] by paper ballot, and accepted office.

Committee Organization. Discussion continued regarding the proposed committee structure for the next triennium, based on the draft prepared by Chairman Peperkorn and included as page 113 of the board packet.

The board discussed whether the finance and audit functions should be combined in the same committee, or be retained as separate committees. It was noted that risk management is an important responsibility of the audit committee function that needs to be allocated. Chairman Peperkorn recommended that the audit and risk management responsibilities be reallocated to the Governance Committee, the charter of which would be revised accordingly.

MOTION: A motion was made and seconded to adopt the committee structure as modified (with audit/risk management responsibilities assigned to the Governance Committee), including ad hoc committees, as shown below. Motion [20-05] to adopt the committee structure as modified, carried.

The board recessed for Chapel at 9:25 a.m.

The board reconvened at 10:30 a.m.

MINUTES OF THE BOARD OF REGENTS, OCTOBER 3-4, 2019

Chairman Peperkorn presented the proposed committee assignments and committee chairmen, as shown below.

Standing Committees	
Executive Committee Chairman, Rev. Peperkorn Vice Chairman, Rev. Mons Secretary, Mr. Stern <i>Dr. Meyer, President</i>	Enrollment Rev. Keseman, Chairman Mr. Paradis Mr. Staub <i>Dr. Haupt, Associate Provost</i>
Governance Rev. Mons, Chairman Mr. Stern Dr. Wille <i>Dr. Meyer, President</i>	Finance Mr. Paradis, Chairman Mr. Hegland Dr. Lang <i>Mr. Louis and Mr. Cattoor, Administration</i>
Academic Dr. Edmon, Chairman Rev. Arnold Mr. Stern <i>Dr. Rutt, Provost</i>	
Ad Hoc Committees	
Board Manual Revision Dr. Wille, Chairman Mr. Hegland <i>Dr. Meyer, President, Advisory</i> <i>Dr. LeRoy Wilke, Advisory</i>	The 4+4 Elite 8 Committee Rev. Mons, Chairman Mr. Paradis Mr. Hegland Vice President Lange

MOTION: A motion was made to adopt the committee membership assignments and committee chairmen as presented; the motion [20-06] was seconded and carried.

President's Report. Dr. Meyer presented the President's Report.

- (1) Dr. Meyer thanked Chairman Peperkorn for the presentation on depression by Chairman Peperkorn last night to students and faculty.
- (2) Dr. Meyer noted that the Symposium had its best attendance ever. Rev. Keseman and Mr. Paradis attended, and discussed their observations with the board.

(3) Dr. Meyer provided an update on the Chapel stained glass window project. Eugene and Nell Fincke were longtime supporters of the Seminary (Mr. Fincke was chairman of the Board of Control). They left the seminary an estate of approximately \$8 million, the largest bequest ever received by the Seminary, with approximately \$800,000 allocated for stained glass windows, with the balance largely used to fund endowed chairs. The main chancel window will be removed later this month (and ultimately reinstalled at the main entrance to the Chapel), and replaced with clear glass until the new chancel window is installed. The center window (depicting the resurrection) will be installed by the end of the academic year. The south transept window design (depicting the crucifixion) is being finalized. The north transept window will depict Christ's ascension and return in judgment. The overall theme is based on the Te Deum Laudamus.

(4) Dr. Meyer stated that he has decided to retire on June 30, 2020, and read a letter to the Board, a copy of which is attached to these minutes. The decision will be announced to the faculty at noon, with a press release this afternoon.

Rev. Peperkorn led the board in prayer and expressed his thanks to Dr. Meyer for Dr. Meyer's faithful service. Chairman Peperkorn stated that the sense of family at the Seminary is a reflection of Dr. Meyer's pastoral heart. Other board members expressed their prayers for great joy to Dr. Meyer and Diane upon retirement, and as they continue to serve the Lord in other vocations. Dr. Meyer stated his intention to support a positive transition to the next president, as well as his appreciation for the staff that have supported him during his administration. The entire board expressed its thanks to Dr. Meyer for his dedicated service.

Presidential Search. Dr. Meyer left the meeting, and the board commenced discussion on the process by which Dr. Meyer's decision will be communicated to the faculty, Seminary community, and church at large, and the process to commence the presidential search. Chairman Peperkorn distributed a copy of the Synod bylaws applicable to the presidential search, as well as an outline of the responsibilities of the various parties involved and a possible timeline for the process (a copy of which is attached to these minutes). Board discussion followed.

The board recessed at 12:06 p.m. for lunch and a tour of the historic faculty homes.

The board reconvened at 1:55 p.m. Dr. Meyer was not present for the afternoon session.

Chairman Peperkorn reviewed action items for the Board in connection with the search process:

1. Appoint Board Designee to receive correspondence;
2. Elect board members to serve on the search committee (three members, one alternate);
3. Adopt a timeline for the process;
4. Review the position description for the President; and

5. Discuss process for submitting nominations from the board (noting that no regular meeting is scheduled between now and February).

Chairman Peperkorn presented a preview of his presentation for the Town Hall meeting to be held later in the afternoon, followed by discussion. It was noted that a committee to plan festivities for Dr. Meyer's retirement will be formed next week.

The board recessed at 2:20 p.m. for the Town Hall meeting in the Presidents Room.

Friday, October 4, 2019

The board reconvened at 8 a.m. on October 4.

Devotion. Dr. David Schmitt, Professor of Practical Theology, Chairman of the Department of Practical Theology, and Gregg H. Benidt Memorial Professor of Homiletics and Literature, presented a devotion about "Preaching Biblical Poetry." The board thanked Dr. Schmitt for his thoughtful presentation.

Minutes (continued). After Dr. Schmitt left the meeting, Chairman Peperkorn outlined the remaining agenda items for the day.

MOTION: A motion was made to approve the minutes for the August 8-9 joint board meeting, with corrections. The motion [20-07] to adopt the minutes as amended, carried.

Audit Committee. Dr. Edmon (chairman of the Audit Committee) and Mr. Cattoor presented *the audited financial statements*. Mr. Cattoor explained the implementation of Accounting Standards Update (ASU) 2016-14 for Not-for-Profit Entities, which changes the manner in which assets subject to donor restrictions, and gifts toward capital projects, are recorded. This change (which had no effect on total net assets) is discussed further in Note 1, part u of the audited financial statements. Dr. Edmon reported that the auditors provided a "clean" report and that the financial statements are in very good shape. This year concludes the engagement of the current auditors; the Seminary will need to engage auditors for next year.

MOTION: The Audit Committee moved [20-08] to approve the audited financial statements; the motion carried.

Finance Committee. Mr. Paradis (chairman of the Finance Committee) and Mr. Louis presented the report of the Finance Committee.

MOTION: It was moved [20-09] to adopt the Disclosure of Conflicts of Interest statement required by Synod bylaws; the motion was seconded and carried. Mr. Louis distributed the statement; each board member present signed and returned the statement.

MOTION: The Finance Committee moved [20-10] to adopt the Tuition and Fees schedule (including rent for renovated faculty housing); after discussion the motion carried.

Academic Committee. Dr. Edmon (chairman of the Academic Committee) presented the report of the Academic Committee.

MOTION: The Academic Committee moved [20-11] to renew the initial level appointment of Professor Kou Seying for a three-year term from July 1, 2020 through June 30, 2023; the motion carried.

MOTION: The Academic Committee moved [20-12] to advance Dr. Thomas J. Egger in rank to Associate Professor of Exegetical Theology; the motion carried.

MOTION: The Academic Committee moved [20-13] to move Associate Professor Mark D. Rockenbach to a continuing-level appointment, effective July 1, 2020; the motion carried.

The Academic Committee presented its proposed policy for Faculty Appointment and Advancement dated September 13, 2019, which has been discussed with the faculty. It was noted that this policy will be incorporated into the new Board Manual.

MOTION: The committee moved [20-14] that the Board approve the committee's recommendation to accept the policy; the motion carried.

Presidential Search (continued). Chairman Peperkorn noted that the Board will need to appoint a Board Designee to receive and process information relating to the presidential search process.

MOTION: It was moved to appoint the Board Secretary as board designee; the motion [20-15] was seconded and carried.

The board recessed at 9:25 a.m. for Chapel.

The board reconvened at 10:32 a.m.

Enrollment Committee. Rev. Mons and Dr. Haupt presented the enrollment report. This fall there are 44 residential MDiv students, and 5 alternate route students. Dr. Haupt distributed copies of the "2019-2020 Enrollment Strategies and Initiatives" document, which includes four initiatives and flows from the overall Strategic Plan. Dr. Haupt reported that he met with senior staff at Concordia Theological Seminary, as well as with Rev. Dr. James Baneck, to discuss recruitment related matters. He also plans to attend the American Association of Collegiate Registrars and Admissions Officers "Strategic Enrollment Management" Conference in Dallas, Texas, in November. He is working with staff to continue to improve our communications plan for recruitment. Faculty will also be involved. It was noted that recruitment

efforts for the non-residential programs have tended to be “islands”; Dr. Haupt now oversees all admissions and is seeking to promote greater coordination. Discussion followed regarding whether program delivery for non-residential routes could be consolidated to improve student recruitment for those programs, and extensive discussion on other activities and possibilities relating to recruitment. The student’s own pastor continues to be a key influencer of decisions to pursue church work vocations.

Council of Presidents Report. Dr. Wille provided a report on Council of Presidents activities relating to the Seminary. The COP is working on a implementing a new background check system for church workers. The COP also recently spent a day discussing SMP issues. At CSL, about 25% of SMP graduates serve as sole pastors and 25% as mission planters, but 50% are staff pastors. This is contrary to 2013 Resolution 5-04B, which stated that SMP pastors should not be placed where residentially trained pastors could be expected to serve. A task force will be created to study this issue. He noted that with regard to recruitment, the fields are white for the harvest, and the church needs to pray that the Lord of the harvest will provide workers.

Board Manual Revision Committee. Dr. Wille distributed copies of the substantially final draft outline for the Board Manual, and reported on the status of the Board Manual. He noted that the Board Manual should be maintained in searchable electronic form; a Board portal is being investigated.

MOTION: On behalf of the committee, Dr. Wille moved [20-16] adoption of the Board Manual outline; after discussion the motion carried.

Presidential Search (continued). Chairman Peperkorn outlined remaining actions to be taken in relation to forming the Presidential Search Committee. He also led a discussion relating to the Position Description for the President. The document was last modified in February 2016, and was approved by the Board at that time; it is the document under which Dr. Meyer has been operating. Dr. Meyer noted that the document is largely derived from the Synod Handbook, but some elements could be clarified without necessitating bylaw revisions. The current Position Description will be used for the call for nominations. It is currently anticipated that as part of its first phase of operations, the Search Committee will advise the Governance Committee if the Search Committee believes any modifications to the document would be helpful. The Governance Committee would review any input and make recommendations for any needed changes, to be determined by the Board at its February 2020 meeting.

The board recessed at 12:08 p.m. for lunch.

The board reconvened at 1:16 p.m. Dr. Hagan and staff (other than Dr. Meyer) were not present for the afternoon session.

Chairman Peperkorn stated that the search committee nominees were Dr. Arnold, Dr. Edmon, Mr. Hegland, Rev. Keseman, Dr. Lang, Rev. Mons, and Mr. Staub.

Following a paper ballot [20-17], Mr. Hegland, Rev. Keseman, Dr. Lang, and Rev. Mons were elected as the Board representatives to the Presidential Search Committee. By common consent, Rev. Keseman volunteered to serve as the alternate, with Mr. Hegland, Dr. Lang, and Rev. Mons as the voting members.

Chairman Peperkorn reported that the faculty will choose its representatives for the Search Committee at the faculty meeting on October 9. Discussion continued regarding the timing of the process.

MOTION: It was moved [20-18] to adopt the “May” schedule as a tentative guideline, but to officially schedule the Call for Nominations issuance for November 1, 2019; to establish January 17, 2020 as the deadline for nominations; and to set January 25, 2020 as the deadline for submitting the list of nominees for publication in an official periodical of Synod, with subsequent dates remaining open. The motion was seconded; after discussion an amendment was made to establish December 31, 2019 as the deadline for receipt of nominations, and to set January 15, 2020 as the deadline for submission of the list of nominees for publication in an official periodical of Synod. After discussion, the amendment [20-19] carried. The previous question was moved; the main motion, as amended, carried.

Discussion continued regarding the process for submission of nominations.

MOTION: It was moved [20-20] that the Chairman be authorized to submit nominations for President on behalf of the Board of Regents through the following process: any Board member may submit names to the Board Chairman by 5 p.m. PT on November 30, and the Board Chairman shall then submit all such names, as the Board’s nominees, to the Board Designee, with a copy to the Board. The motion was seconded, and after discussion, carried.

Executive Session.

The board discussed the process for preparation and release of meeting minutes.

A motion to enter executive session, with Dr. Meyer present, carried.

[Executive Session]

A motion to exit executive session carried.

A motion to adjourn carried, and the Board adjourned with the benediction at 2:46 p.m.

Respectfully submitted,

Mark O. Stern, Board Secretary