



CONCORDIA SEMINARY
SAINT LOUIS, MISSOURI
FEBRUARY 6-7, 2020

Board Members present: Rev. Dr. Tyler Arnold, Dr. Paul Edmon, Mr. Paul Hegland, Rev. Bruce Keseman, Dr. John Lang, Rev. Peter Lange, 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: None.

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

Thursday, February 6, 2020

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

Devotion. Dr. Robert W. Weise, professor emeritus of Practical Theology and previously the Lutheran Foundation of St. Louis Chair in Pastoral Ministry and the Life Sciences, presented a devotion on “The Scriptures, the Confessions, and the Reconstruction of Mankind”. The board thanked Dr. Weise for his detailed and thoughtful presentation.

Minutes and Agenda. After Dr. Weise left the meeting, Chairman Peperkorn distributed minutes from the October 3-4, 2019 board meeting.

MOTION: Dr. Wille moved to approve the minutes as presented [20-21]; the motion was seconded and carried.

MOTION: Mr. Hegland moved to adopt the agenda for the meeting as previously circulated [20-22]; the motion was seconded and carried.

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

(1) Dr. Meyer discussed the ongoing service provided to the Seminary by our emeriti faculty.

- (2) Dr. Meyer stated that he has appointed Dr. Paul Robinson as the new library director, replacing Dr. Ben Haupt in light of Dr. Haupt's increased responsibilities as associate provost.
- (3) Dr. Meyer asked Mr. Cattoor to share information on campus safety measures. A combination of student workers and a contracted outside security service are used, along with a camera system. Lighting systems and exterior door access control have also been improved in recent years.

Action Item: To Approve Changes to Bylaw 3.10.5.7.9 Standard Operating Procedures Manual.

Due to some minor bylaw changes effected by the 2019 convention of the Synod and due also to observations from comparison with and exercise of related processes, the Secretary of Synod recommends that we revise the Standard Operating Procedures Manual for Bylaw 3.10.5.7.9 as shown on pages 151-152 of the board packet.

MOTION: Dr. Wille moved to approve the changes [20-23]; the motion was seconded and carried.

Action Item: Procedure for release of board minutes.

MOTION: Dr. Wille moved [20-24] that the typed minutes of each board meeting, following approval by the board, be posted in pdf form on the board of regents page of the Seminary web site, commencing with the October 2019 minutes that were approved at this meeting. The motion was seconded.

The board recessed for Chapel at 9:30 a.m.

The board reconvened at 10:30 a.m. Dr. Meyer was absent from this session to teach a class.

After discussion, the motion [20-24] carried.

Action Item: Auditor engagement.

MOTION: On behalf of the Governance Committee, Dr. Wille moved to approve the engagement of Brown Smith Wallace, LLC to perform an audit of the financial statements of Concordia Seminary for the year ended June 30, 2020, and to direct the Board Chairman to sign the engagement letter. After discussion, the motion [20-25] carried.

Action Item: Colocation. Dr. Wille moved to transmit a memo, requesting potential indications of interest in colocation to the CSL campus, from the board to the Synod Board of Directors, Missouri District, Lutheran Church Extension Fund, Lutheran Hour Ministry, Concordia Plan Services, Concordia University Wisconsin, and Concordia Publishing House. Discussion followed in relation to the campus master plan process. Rev. Keseman moved to refer the matter to the Finance Committee; the motion was seconded.

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Mr. Hegland moved to enter executive session with staff present; the motion was seconded and carried.

After executive session, the board returned to open session. The pending motion to refer to the Finance Committee carried.

Report: Faculty Needs Assessment. Dr. Rutt presented a report of his assessment of faculty staffing needs in light of current staff administrative responsibilities and course delivery needs.

The board recessed for lunch at 12:02 p.m.

The board reconvened at 1:15 p.m.

Discussion continued regarding faculty staffing needs.

Report: Enrollment. Dr. Haupt presented the Enrollment Report and led a general discussion regarding enrollment, recruitment, and what data would be most useful for board analysis.

Dr. Meyer departed the meeting at 2 p.m. to teach a class.

The board thanked Dr. Haupt and the Enrollment Committee for their work on this issue.

Report: Financial. Mr. Cattoor presented highlights of the December 31, 2019 financial statements. The Seminary's cash position is stable and strong.

Action Item: Signature resolution.

MOTION: The Finance Committee moved that the Board grant Dale A. Meyer, Michael A. Louis, Douglas L. Rutt, and Chad J. Cattoor, signature authority over Seminary owned bank and brokerage accounts and other Seminary owned assets, and additionally authorize the Board Secretary to certify this board action as often as necessary in order to accomplish said action. The motion [20-26] carried.

Action Item: Line of credit.

MOTION: On behalf of the Finance Committee, Mr. Paradis moved that the Board approve a line of credit application with the LCMS, and instruct the Board Chairman and University President to execute and deliver the original to the Treasurer of the LCMS. Mr. Cattoor noted that the Synod provides an operating line of credit to the Seminary for cash flow purposes and there is no fee to have this line of credit in place. The Seminary rarely utilizes this line of credit; however, it provides a safety net in the event of unforeseen circumstances. The motion [20-27] carried.

Report: Chapel renovations. Chairman Peperkorn provided an update on the stained glass installation. The chancel window is expected to be installed this spring prior to the call service. The Timothy & Titus

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window is expected to be re-installed in the space over the chapel entrance doors at some point. Other items will also require work, including the organ due to damage that occurred several years ago.

Report: Board manual. Dr. Wille distributed printed copies of portions of the proposed Board Manual for review by the board, and led a discussion of these sections. Dr. Wille also presented a draft of the Enrollment Committee charter.

Action Item: August meeting dates.

MOTION: Dr. Wille moved to reschedule the August joint board meeting with the Concordia Theological Seminary from August 6-7 to August 26-27, 2020. The motion [20-28] carried.

The board recessed at 3:20 p.m. for a Town Hall meeting with the faculty in the Presidents Room, to discuss the status of the presidential search committee and Elite 8 committee work.

Friday, February 7, 2020

The board reconvened at 8 a.m. on February 7. Mrs. Vicki Biggs, Senior Vice President and Chief Communications Officer, Seminary Advancement, was also in attendance. Rev. Lange was absent to attend the Synod Board of Directors meeting.

Devotion. Dr. Robert A. Kolb, professor emeritus of Systematic Theology, presented a devotion based on the Beatitudes, and discussed his current work. The board thanked Dr. Kolb for his insights.

Report. After Dr. Kolb left the meeting, Chairman Peperkorn introduced Mrs. Biggs, who reported to the board on opportunities for the board to serve as ambassadors/advocates for the Seminary. She provided an overview of the Generations 20/20 campaign, the current three-year (2018-2020) extension of the original Generations (2012-2017) campaign.

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

The board reconvened at 10:35 a.m. Staff, other than Dr. Rutt, were not present for this session.

Report. Board Manual revisions. Dr. Wille presented the Enrollment Committee charter.

MOTION: On behalf of the Board Manual revision *ad hoc* committee, Dr. Wille moved that the board adopt the Enrollment Committee charter. After discussion, the motion [20-29] carried.

Dr. Wille then distributed revised copies of Section 4, "Governance Policies and Procedures". Extensive discussion followed. The Board Secretary was asked to prepare a draft charter for the Executive Committee.

The board recessed at 11:40 a.m. for lunch with the Seminary Guild.

The board reconvened at 1:35 p.m. Rev. Lange, Dr. Rutt, Mr. Louis, and Mr. Cattoor joined the afternoon session; Dr. Hagan was not present for the afternoon session.

Report: Student Loan Alternatives. Chairman Peperkorn led a discussion regarding the possibility that at a future time, Christian institutions may be forced out of government-related financial aid programs (loans and work study). Conversations have been initiated with the Lutheran Church Extension Fund about the possibility for LCEF to provide alternative loan funding. LCEF would like the CSL board, together with the Concordia Theological Seminary board, to invite LCEF to submit proposals to this end.

MOTION: Mr. Hegland moved that the board ask LCEF to provide a proposal to the August 2020 joint board meeting for LCEF-originated student loans for Seminary students; the motion [20-30] was seconded and carried.

Report: Board retreat. Chairman Peperkorn reported that the Executive Committee will work to plan the activities for the August 2020 joint board meeting with a goal to have a report for the May 2020 board meeting.

Action Item: Colocation (continued). Mr. Paradis reported that the Finance Committee will revise the proposed memorandum, and proposes to schedule an in-person meeting (prior to the May board meeting) with International Center and other relevant personnel to discuss colocation and master plan options.

MOTION: Mr. Paradis moved that the Finance Committee be authorized to transmit a memorandum to appropriate LCMS parties regarding co-location on campus, and schedule in-person meetings with such parties, prior to the May board meeting. The motion [20-31] was seconded and carried.

Council of Presidents Report. Dr. Wille provided a brief report on Council of Presidents activities. It is anticipated that the number of calls will exceed the number of available Seminary graduates.

First Vice President's Report. Rev. Lange noted that because he also serves on the Synod Board of Directors as a non-voting member, he is working to mitigate schedule conflicts between the two boards.

Report. Board Manual revisions (continued). Dr. Wille distributed a revised copy of section 4 of the board manual.

MOTION: On behalf of the Board Manual Revision *ad hoc* committee, Dr. Wille moved adoption of the revised section 4 as further revised. After discussion, the motion [20-32] carried.

Mr. Hegland distributed a revised copy of section 6 of the board manual.

MOTION: On behalf of the Board Manual Revision ad hoc committee, Dr. Wille moved adoption of the revised section 6. After discussion, the motion [20-33] carried.

Executive Session.

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

[Executive Session]

A motion to exit executive session carried.

Mr. Hegland moved to adjourn; the motion was seconded and carried, and the Board adjourned with the benediction at 4:30 p.m.

Respectfully submitted,
Mark O. Stern, Board Secretary