

MINUTES OF THE BOARD OF REGENTS
CONCORDIA SEMINARY, ST. LOUIS, MO., MAY 17-18, 2018

Board Members Present: Rev. Shawn Kumm, Rev. Todd Peperkorn, Mr. Bruce Paradis, Rev. W. Maximillian Mons, Rev. Dr. Daniel Preus, Rev. Dr. Harold Senkbeil, Dr. LeRoy Wilke, Mr. Paul Hegland, Rev. Dr. John Wille, Dr. Herbert Israel, Dr. Paul Edmon, and Mr. Walter Disen. Advisory: Rev. Dr. Lee Hagan.

Staff: President Dale Meyer, Mr. Michael Louis, Mr. Chad Cattoor, Professor Laokousang Seying and Dr. Paul Robinson.

Chairman Kumm called the meeting to order at 8 a.m. in the Bosse-Brauer Board Room.

Professor Laokousang Seying opened the meeting with a devotion based on Genesis 12: 1-3. Professor Seying observed that his family left Laos 43 years ago to come to the United States. The message for us is to trust God as Abraham trusted God. Chairman Kumm noted that he and Professor Seying were at the meeting yesterday of the Seminary Finance Committee. Professor Seying then and today said that he much appreciated the "Concordia Seminary Strategic Planning, Strategies/Initiatives, March 2018." He also spoke about the Ethnic Immigrant Institute Tuition (EIIT) program of the Seminary and cross cultural work of the Synod and Seminary. In his opinion, the Seminary faculty is not ready to embrace North America in the 21st century. He is working on bringing to the Seminary a more diverse student body. He feels the Synod cannot abandon the 90% to 95% of the current makeup of the Synod but the "tide" is coming. He feels that without a major change in the Synod, within twenty years it will be irrelevant but the Synod must be confessionally grounded. He sees the barrier to ethnics as finances and debt. He feels that the Seminary must be intentional in recruitment. In his opinion a pastor must know what is negotiable. Word and Sacrament ministry is not negotiable. He was excused at approximately 9 a.m.

Chairman Kumm spoke about the agenda for the meeting.

Motion: Moved by T. Peperkorn, second by B. Paradis, to approve the minutes of March 8-9, 2018. Rev. Peperkorn withdrew his motion and Mr. Paradis withdrew his second.

Rev. Dr. Daniel Preus noted he read how boards of regents have regular executive sessions and suggested that at every regular meeting of the Board of Regents there be one executive session.

There was brief discussion relative to the email to the Board of May 15, 2018 by President Meyer's office of the April 30, 2018 request to Chairman Kumm of Pastor Allen Doering (Senior Pastor, Christ The King Lutheran Church, Kingwood, TX) that he and Pastor Michael Dorn (Senior Pastor, Trinity Lutheran Church and School, Houston TX) be permitted to sit in as observers at the May 17, 2018 meeting of the Board of Regents. Rev. Doering stated both pastors were graduates of CSL, both had served on a Concordia University Board of Regents "...and have an interest in understanding the governance model of the CSL Board." Chairman Kumm noted that meetings of the Board are closed. He thanked President Meyer and the Governance Committee for considering the matter, said the two pastors were on campus and would meet with him after chapel.

At approximately 9:30 a.m. the Board recessed for chapel and reconvened at 10:30 a.m.

Upon reconvening, Rev. Wille asked for a point of privilege and gave an update on the very major fire damage to historic Trinity Lutheran Church in Milwaukee. Rev. Wille said there was not a total loss. Yesterday, the City of Milwaukee halted work because roof beams had burned and there was concern about a possible collapse. The altar was saved, paintings were saved and the steeple is OK.

Discussion of the agenda occurred. Chairman Kumm told President Meyer he could give his report to the Board tomorrow. President Meyer provided some background on how the recommendation of Rev. Dr. Douglas Rutt for Provost occurred. [Except for Chairman Kumm, Board members did not know who the candidate for Provost was until a packet was delivered to them at the Drury Inn on Wednesday, May 16, 2018. An email to Board members of May 14, 2018 stated in part, "When you check into your hotel room, there will be a packet at the front desk containing information about the candidate for Provost...."] President Meyer expressed his view that the Board Handbook and Board Policy are inadequate to guide us in the future. Chairman Kumm ruled that faculty representatives would appear before the Board.

At approximately 10:45 a.m. Rev. Dr. Douglas Rutt was introduced to the Board. After Dr. Rutt spoke to the Board, Board members raised questions to Dr. Rutt. Dr. Rutt was excused at approximately 12:20 p.m. Chairman Kumm reminded the Board that the dining hall closed at 1 p.m., that the tour of the library would commence at 1:30 p.m. and that the Board would resume consideration of the calling of a Provost as the first item of business when it reconvened.

The Board then recessed at approximately 12:30 p.m.

The Board reconvened at approximately 2 p.m.

Motion: Moved by J. Wille, second by P. Hegland, that the Board go into executive session.

Action: Motion carried.

The Board then went into executive session at approximately 2:05 p.m. and reconvened in regular session at approximately 2:50 p.m.

President Meyer then distributed to the Board proposed Board actions PRES 18-7 to call Rev. Dr. Douglas Rutt as Professor of Practical Theology, PRES 18-3 to appoint him as Provost of Concordia Seminary and PRES 18-8 which is the proposed modified Provost Position Description,

Motion: Moved by P. Hegland, second by L. Wilke, that the Board call Rev. Dr. Douglas Rutt as Professor of Practical Theology.

Motion To Amend: Moved by J. Wille second by P. Hegland, that proposed Board action PRES 18-3 that Douglas L. Rutt be appointed by the Board to serve as Provost of Concordia Seminary and PRES 18-8 that the Board of Regents approves the modified position description for the Provost be combined with proposed Board action PRES 18-3 to call Rev. Dr. Douglas Rutt as Professor of Practical Theology.

Action: Motion to amend carried.

Motion: Moved by P. Edmon, second by P. Hegland, that the question be called.

Action: Motion carried. [It was then approximately 3 p.m.]

Action: Motion as amended carried. (Recorded against: W. Dissen and H. Israel)

President Meyer then brought Rev. Dr. Douglas Rutt back into the meeting and told him he was called as a new faculty member and as Provost.

Motion – (PRES 18-4): Moved by P. Edmon, second by P. Hegland, that the Board of Regents express its gratitude to Drs. Robinson and Okamoto for their service during the interim and directs the Secretary of the Board to communicate that thanks through a letter to each professor.

Action: Motion carried.

The Board recessed from 3:05 p.m. until approximately 3:15 p.m.

Upon reconvening, the Board received a report from President Meyer on the invitation to the Board from the faculty to begin a process of reconciliation between the Faculty and the Board with the Assistance of Ambassadors of Reconciliation (Offered orally by the Faculty's Reconciliation Committee on behalf of the Faculty). (See page 5 of the May 2018 agenda materials.) President Meyer said he appointed Professors David Adams, Andrew Bartelt, Timothy Saleska, Glenn Nielsen and Joel

Biermann to a Faculty Committee which the faculty agreed to by consensus. President Meyer said he then called Mr. Ted Kober of Ambassadors of Reconciliation. Mr. Kober and President Dwight Schettler of Ambassadors of Reconciliation (located in Billings, MT) came and met with President Meyer and the faculty twice. Mr. Kober and Mr. Schettler suggested the faculty write a letter to the Board. Mr. Schettler also suggested Board Chairman Kumm appoint a committee to meet with Ambassadors of Reconciliation. President Meyer said the estimated cost for this was \$6,900 plus charges of \$175 per hour.

Professors Glenn Nielsen and Joel Biermann joined the meeting. Professor Nielsen read to the Board a letter. After reading the letter to the Board, Professor Nielsen provided Board members a copy of the letter he had just read.

Professors Nielsen and Biermann were excused at approximately 2:30 p.m.

Motion: Moved by T. Peperkorn, second by J. Wille, that the Board go into executive session.

Action: Motion carried.

The Board went into executive session at approximately 3:22 p.m.

The Board reconvened in regular session at approximately 4:45 p.m.

Motion: Moved by P. Hegland, second by B. Paradis, that the Board with gratitude accept the letter from the faculty and accept the offer to enter into reconciliation with Ambassadors of Reconciliation and that the Board asks the Provost to be a part of the process.

Motion: Moved by T. Peperkorn, second by J. Wille, to table until tomorrow.

Action: Motion carried.

The Board joined in a table prayer and ate dinner.

Executive Vice President and Chief Operating Officer Louis said he was withdrawing agenda item EVP 18-3 to approve leasing Cotta Hall to the Lutheran High nSchool Association. That Association has not moved forward on such a lease.

Motion - (EVP 18-14): Moved by P. Hegland, second by B. Paradis, that the Board of Regents approves leasing approximately 2,000 square feet of Loeber Hall to the International Lutheran Women's Missionary League if satisfactory terms can be worked out. The board also authorizes the president and other officers of Concordia Seminary to prepare and execute such documents as required.

Motion: Moved by P. Edmon, second by P. Hegland, that the question be called.

Action: Motion to call the question carried. [It was then approximately 5:15 p.m.]

Action: Motion carried.

Motion -- (EVP 18-15): Moved by L. Wilke, second by P. Hegland, that the Board of Regents engages Brown Smith Wallace, LLC to perform an audit of the financial statements and Federal programs of Concordia Seminary for the year ended June 30, 2018. It further directs the Chairman of the Board of Regents to sign the engagement letter when received.

Action: Motion Carried.

Mr. Louis presented the 2018-19 proposed budget found on agenda pages 30-39.

Motion -- (EVP 18-16) Moved by the Finance Committee, that the Board of Regents adopts the attached budget for the fiscal year ended June 30, 2019 and instructs the administration to take all additional necessary actions implied by such adoption.

Action: Motion carried.

Motion: - (PRES 18-6): Moved by T. Peperkorn, second by P. Hegland, that the Board of Regents approves a 2018-2019 budget of \$153,450.00 for the "Eugene E. and Nell S. Fincke Memorial Endowment Fund (Graduate Chair) and \$244,475.00 for the "Louis A. Fincke and Anna B. Shine Memorial Endowment Fund" (Systematics Chair).

Action. Motion carried. (W. Dissen abstained.)

Finance Committee Chairman Paradis told the Board that on Friday that Committee would make a recommendation on executive compensation.

Chairman Kumm then invited President Meyer to make his report. President Meyer said that KFUO had invited him to do a one-hour weekly podcast which offer he accepted for he found it a good way to tell the story of Concordia Seminary,

President Meyer distributed to the Board a document headed, "Resolutions Passed by the Board of Regents, March 9, 2018, and the Required Reports." (Copy attached.) On page 2 thereof was a draft of a proposed letter that "...will be presented to the Faculty for adoption after the May meeting of the Board of Regents." That letter would be addressed by the Faculty to the Pastors of the Wyoming OR South Wisconsin District. The opening sentence of the proposed letter commenced: "We write to you about the open letter we sent in our response to the public resolution passed by your pastoral conference..." The Board recommends that the opening sentence be revised to read, "We write to you to express our regret about the open letter..." President Meyer said he was OK with taking such a revised draft of letter to the faculty.

At approximately 6:05 p.m. the Board recessed until 8 a.m., Friday, May 18, 2018.

FRIDAY, MAY 18, 2018

Board Members Present: Rev. Shawn Kumm, Rev. Todd Peperkorn, Mr. Bruce Paradis, Rev. W. Maximillian Mons, Rev. Dr. Daniel Preus, Rev. Dr. Harold Senkbeil, Dr. LeRoy Wilke, Mr. Paul Hegland, Rev. Dr. John Wille, Dr. Herbert Israel, Dr. Paul Hegland and Mr. Walter Dissen. Advisory: Rev. Dr. Lee Hagan.

Staff: President Dale Meyer, Rev. Dr. Paul Robinson, Mr. Michael Louis and Mr. Chad Cattoor.

Chairman Shawn Kumm called the meeting to order at approximately 8 a.m.

Professor Rev. Dr. Mark Rockenbach opened the meeting with a devotion based on Psalms 1. Following the devotion, Professor Rockenbach spoke about his work at the Seminary. He was excused at approximately 8:50 a.m.

An amended agenda was distributed by Chairman Kumm.

Motion: Moved by H. Senkbeil, second by M. Mons, that the amended agenda be adopted.

Action: Motion carried.

Interim Provost Rev. Dr. Paul Robinson gave his Academic Report.

Dr. Robinson recommended Dr. Timothy Saleska, Associate Professor of Exegetical Theology, be advanced to Professor Exegetical Theology as set out in agenda item PROV 18-3, page 47 of the agenda.

Motion: Moved by P. Hegland, second by L. Wilke, that the Board approve the proposed advancement in rank effective July 1, 2018.

Action: Motion Carried.

Dr. Robinson recommended Dr. David Peter, Associate Professor of Practical Theology, be advanced to Professor of Practical Theology as set out in in agenda item PROV 18-4, page 50 of the agenda.

Motion: Moved by P. Hegland, second by P. Edmon, that the Board approve the proposed advancement in rank effective July 1, 2018.

Dr. Robinson recommended that Professor Charles Arand be granted a half-year sabbatical leave as set out in agenda item PROV 18-5, page 62 of the agenda.

Motion: Moved by P. Hegland, second by P. Edmon, That Professor Charles Arand be granted a half-year sabbatical leave at full salary for the winterim and spring terms, 2018-19 (Jan 2-May 17, 2019), subject to a final determination of teaching and administrative duties in consultation with and with the approval of the provost and/or president.

Action: Motion carried.

Dr. Robinson recommended that Professor Joel Elowsky be granted a half-year sabbatical leave as set out in agenda item PROV 18-6, p. 63 of the agenda.

Motion: Moved by P. Edmon, second by P. Hegland, that Professor Joel Elowsky be granted a half-year sabbatical leave at full salary for the winterim and spring terms, 2018-2019 (Jan 2-May 17, 2019), subject to a final determination of teaching and administrative duties in consultation with and with the approval of the provost and/or president.

Action: Motion carried.

Dr. Robinson recommended that Professor David Maxwell be granted a half-year sabbatical leave as set out in agenda item PROV 18-7, page 64 of the agenda.

Motion: Moved by D. Preus, second by M. Mons, that Professor David Maxwell be granted a half-year sabbatical leave at full salary for the fall and winterim terms, 2018-May 2017, 2019), subject to a final determination of teaching and administrative duties in consultation with and with the approval of the provost and/or president.

Action: Motion carried.

Dr. Robinson recommended that Professor Timothy Saleska be granted a half-year sabbatical leave as set out in agenda item PROV 18-8, p. 65 of the agenda.

Motion: Moved by L. Wilke, second by Hegland, that Professor Timothy Saleska be granted a half-year sabbatical leave at full salary for the winterim and spring terms, 2018-19 (Jan 2-May 17, 2019), subject to a final determination of teaching and administrative duties in consultation with and with the approval of the provost and/or president.

Action: Motion carried.

Dr. Robinson recommended the Board grant emeritus status to Dr. Paul Raabe referring to agenda item PRES 18-5, page 46 of the agenda.

Motion: Moved by P. Hegland, second by P. Edmon, that the Board of Regents grant the title "Professor Emeritus" to Dr. Paul R. Raabe.

Action: Motion carried.

Motion: Moved by J. Wille, second by P. Hegland, that the Board approve the regular minutes of March 18-19, 2018.

Action: Motion Carried.

Motion: Moved by P. Edmon, second by P. Hegland, that the Board go into executive session.

Action: Motion carried.

The Board went into executive session at approximately 9:15 a.m. and reconvened in regular session at approximately 9:18 a.m.

The Board took up for consideration the tabled motion of yesterday, namely: "That the Board with gratitude accept the letter from the faculty and accept the offer to enter into reconciliation with Ambassadors of Reconciliation and that the Board asks the Provost to be a part of the process."

Motion: Moved by P. Edmon, second by J. Wille, that the tabled motion be amended to have a person from Ambassadors of Reconciliation come to the August Board meeting and talk to the Board of Regents. The Board directs the Chairman of the Board to write the faculty explaining the Board's action.

Motion: Moved by W. Dissen, second by D. Preus, that the Board go into executive session with only Board members present.

Action: Motion defeated.

The Board then recessed at 9:40 a.m. for the baccalaureate service at the chapel agreeing to reconvene at 2 p.m. During the recess the Governance Committee of the Board agreed to meet to consider the pending motion and bring back to the Board its recommendation for consideration.

The Board reconvened at approximately 2:13 p.m. All Board members were present as were President Meyer and Interim Provost Robinson.

Governance Committee Chairman H. Senkbeil said the Governance Committee met during the recess and had prepared a substitute motion for the tabled motion.

Substitute Motion: Moved by the Governance Committee, that the Board of Regents accept the faculty's request to enter into conversation. We direct the Board

Chairman to appoint a small committee of the Board to meet with representatives of Ambassadors of Reconciliation to chart a direction forward. In the interim we ask Ambassadors of Reconciliation to distribute their material to every member of the Board.

Motion: Moved by B. Paradis, second by J. Wille, that the question be called.

Action: Motion to call the question carried. [It was then approximately 2:27 p.m.]

Action: Motion to consider the substitute motion carried. [Recorded against: Mr. Disson and Dr. Israel.]

Motion: Moved by T. Peperkorn, second by P. Hegland, that the question on the substitute motion be called.

Action: Motion carried.

Action: Substitute motion carried.

President Meyer continued his report. He thanked Professors Robinson and Okamoto for their great work. He said he had asked for a list of faculty over age 60. He feels we need to find professors and also look at diversity.

There was discussion of resolutions 1, 3 and 4 of the Board of March 8-9, 2018.

Resolution #1 pertained to Professor Erik Herrmann's social media posts that the Board addressed in March. Rev. Dr. Hagan, Rev. Dr. Wille, Dr. Edmon and President Meyer will interview Professor Herrmann regarding possible false doctrine. Drs. Wille and Edmon expect to participate remotely.

Resolution #2 of the Board of March 8-9, 2018 pertained to the retraction of the Summer 2017 *Concordia Journal* article by Dr. John Jurchen of Concordia University, Seward, Nebraska. President Meyer said he would add the amendment of Mr. Hegland on the bottom of page 4 of the document he distributed to the Board yesterday at 5:30 p.m., titled, "Resolutions Passed by the Board of Regents, March 9, 2018, and the Required Reports."

Resolution #3 of the Board of March 8-9, 2018 was addressed by President Meyer by reading pages 3 and 4 of the document he distributed to the Board yesterday at 5:30 p.m. titled, "Resolutions Passed by the Board of Regents, March 9, 2018."

Resolution #4 of the Board of March 8-9, 2018 regarding the putting in place of policies so that social media are monitored was addressed by President Meyer.

Dr. Edmon recommended that there be an additional reviewer that is external to the Seminary. See page 4 of the above noted document, bottom of page 4, "Generally, it is the policy..."

Motion: Moved by Hegland, second by Wille. that the Board of Regents accept the noted language with an additional reviewer and an external reader.

Motion: Moved by B. Paradis, second by P. Hegland, that the question be called.

Action: Motion to call the question carried. [It was then approximately 3:21 p.m.]

Action: Motion carried.

With respect to the policy presented to the Board on Resolution #4, Pastor Peperkorn noted that people are not divided from their office with regard to social media. Dr. Wilke would like employees redefined as staff and faculty. It is recommended that training be undertaken for faculty and staff.

President Wille said that he had nothing to report from the Council of Presidents.

Dr. Senkbeil requested to be excused as the Board prepared to recess.

The Board recessed from approximately 3:25 p.m. to 3:50 p.m.

Synod Vice President Daniel Preus reported on activities of the Synod's praesidium. 2018 is a year of district conventions for all 35 districts meaning that the Synodical President and all the vice presidents of the Synod are very busy attending district conventions and making presentations. He will be at the upcoming Minnesota North, Oklahoma and Central Illinois District Conventions. The booklet *Joyfully Lutheran* is being distributed at district conventions. Dr. Preus spoke about declining membership numbers of Christian mainline churches in North America but said overseas the picture is encouraging. He said there are discussion going on with the Lutheran Church in Madagascar that could lead to fellowship, that developments in Ethiopia are good and discussions are going on with the Lutheran Church in Tanzania but ordination of women there presents a problem. There are possibilities with respect to the confessional Lutherans in Scandinavia.

Rev. Mons reported that he and President Meyer met yesterday at 3 p.m. regarding evaluation of President Meyer. He thanked Dr. Herbert Israel for providing information on evaluating a president. President Meyer said he appreciated the meeting with Rev. Mons. He feels that monthly meetings with the Governance Committee would be good. He said he wants an open and transparent relationship with the Board. Mr. Paradis said he would like to have President Meyer present for a discussion of salaries of subordinates but desires salaries be discussed in executive session.. Pastor Peperkorn suggested there be a Board self-assessment. Mr. Hegland suggested engaging an outside firm for that.

Motion: Moved by P. Hegland, second by D. Preus, that the Board go into executive session.

Action: Motion carried. [It was then approximately 4 p.m.]

The Board convened again in regular session at approximately 4:54 p.m.

Motion – (BOR 18-5): Moved by P. Edmon, second by P. Hegland, that the Board of Regents establishes cash salaries for the President, Provost, Executive Vice President, Chief Financial Officer and Senior Vice President for Seminary Advancement as detailed in the attached schedule. Additionally, the Board asserts the comparisons are valid and representative of similar positions and that executive compensation at Concordia Seminary is not excessive.

Motion: Moved by P. Edmon, second by J. Wille that the cash salary of President Meyer be \$216,500.

Motion: Moved by J. Wille, second by P. Hegland, that the question be called.

Action: Motion to call the question carried. (It was then approximately 4:56 p.m.)

Motion: Motion carried. [Recorded against: Mr. Dissen, Dr. Israel.]

Rev. Dr. J. Wille and Mr. B. Paradis were excused at approximately 5 p.m. as they had an airplane flight schedule to meet.

Pastor Peperkorn spoke about the Board's August retreat meeting and requested Board members to submit names of a potential Board appointed regent together with vitae on any person proposed for appointment.

Consideration was given to the May 9, 2018 letter of Pastor Paul Rockrohr of St. Luke's Lutheran Church, Golden, CO addressed to President Meyer and members of the Board of Regents. The letter had an attachment of a summary of a conversation between Rev. Rockrohr and Dr. Okamoto on October 20, 2017. In his letter Rev. Rockrohr observed that there "...has been a great deal of controversy in our beloved Synod because of the publication of the summer issue of the Concordia Journal--- especially in relation to our confession of Creation and thereby the certainty of the Word...." Rev. Rockrohr said he shared his concerns with District President Anderson in October 2017 and at a circuit meeting in November 2017. He also noted he spoke with Professor Okamoto. President Meyer suggested further dialogue between Rev. Rockrohr (and persons he might bring with him as he proposed) and Professors Okamoto and Aarand.

Motion: Moved by W. Dissen, second by P. Edmon, that the Board encourages Pastor Rockrohr to meet with the faculty personnel as he proposed and bring with him the persons proposed in his letter of May 14, 2018.

Action: Motion Carried.

Chairman Kumm told the Board that in January he would be in Liberia. A change in the tentative scheduled meeting date of January 16-18 may occur.

Motion: Moved by P. Hegland, second by L. Wilke, that the meeting adjourn

Action: Motion carried.

The meeting adjourned with prayer at approximately 5:30 p.m.

Respectfully submitted,


Walter C. Dissen
Secretary