



Concordia
Seminary
ST. LOUIS

MINUTES OF THE BOARD OF REGENTS

CONCORDIA SEMINARY
SAINT LOUIS, MISSOURI
NOVEMBER 7-8, 2024

Thursday, November 7, 2024

Board Members present: Rev. Joel Brondos, Dr. Paul Edmon, Mr. Matthew Kenitzer, Rev. Bruce Keseman, Rev. Dr. Adam Koontz, Dr. John Lang, Rev. Peter Lange, Rev. Michael Mohr, Rev. W. Maximillian Mons, Dr. Michael Staub, Mr. Mark Stern.

Board Members Absent: Mr. Bruce Paradis.

Staff Present: President Thomas Egger, Provost Ronald Mudge, Mr. Michael Louis.

Chairman Mons called the meeting to order at 7:45 a.m.

Devotion. The meeting opened with prayer and a hymn.

The Board recessed at 7:50 a.m. to attend classes.

The Board reconvened at 10:30 a.m.

Minutes and Agenda.

MOTION: Dr. Edmon moved to approve the minutes from the August 1-2, 2024 meeting as presented; the motion [24-40] was seconded and carried.

MOTION: Dr. Edmon moved to adopt the agenda as presented; the motion [24-41] was seconded and carried.

MOTION: Dr. Edmon moved to adopt the consent agenda as presented; the motion was seconded and carried. This resulted in the adoption of the following action items:

- Approval of Authorized Account Signers [24-42]
- Conflict of Interest Policy [24-43]

Chairman Mons reported that Central Illinois District President Michael Mohr, who is present with us, is the newly designated Council of Presidents representative to our Board. Rev. Mohr introduced himself and the Board welcomed him.

Board Manual Review. Dr. Staub reported that the updated Board Manual has been posted on the Board portal. He led a discussion of Board Manual section 4 dealing with Board of Regents responsibilities. Rev. Lange noted that Synod bylaws require CCM review of policy manuals, so once updates are completed, the Board Manual will need to be submitted to the CCM.

President's Report. President Egger directed the Board to his written report and discussed various activities since the last Board meeting. He noted last week's celebration of the 100th anniversary of the laying of the cornerstone for the current campus. He also reported on his participation in recent discussions with the Evangelical Lutheran Synod.

Governance and Audit Committee. Chairman Mons reported that the committee has directed the administration to submit a grant request to "In Trust" for \$10,000 for study of possible shared efficiencies with the Concordia Theological Seminary Board. The Board had previously directed the committee to review section 9.2 of the Board Manual; the committee recommends no changes. Vice Chairman Staub, Secretary Stern, and Gabriel Fickenscher continue to work on Board Manual updates. The committee reviewed legal services and procedures for review of senior administrators. The committee also noted the need to commence the five-year review process for Dr. Egger as required by Synod bylaws; Vice Chairman Staub will lead the process.

Dr. Egger suggested a process for implementation of senior administrator review, to be done in February of each year with input from the committees that work with each administrator. He would then take Board input into account in his annual reviews of these individuals.

Chairman Mons noted the opportunity to fill the existing open Board-appointed seat. The Board will discuss Board needs at this meeting; Board members can submit names prior to the February 2025 meeting; and the Board will appoint an individual at the February 2025 meeting. Discussion followed.

Provost. Dr. Mudge directed the Board to his written report. He reported that Deaconess Mireya Johnson returned the call to serve as Director of Deaconess Studies; another candidate will be on campus for interviews in the near future. The sabbatical form for faculty has been updated to require faculty who receive a sabbatical to commit to return to teach at the Seminary for at least one year after the sabbatical. He is working with the registrar on simplifying the student evaluation forms to facilitate increased student input. He is also working on streamlining the internal assessment process for educational outcomes. These two items were recommended by the Association of Theological Schools as part of our reaccreditation. Discussion followed.

The Board recessed for lunch at 12 p.m.

The Board reconvened at 1:30 p.m.

Governance and Audit Committee, continued. Mr. Chad Cattoor joined this session and presented an update on the audited financial statements from Armanino. He noted that the auditors reported no material weaknesses and no disagreements with management. There were also no audit adjustments, which speaks to the strength of the internal accounting staff.

On behalf of the Governance and Audit committee, Dr. Staub moved that the Board approve the recommendation of the Governance and Audit Committee and the Finance Committee, and accept the June 30, 2024 audited financial statements and the opinions of the auditors therein; the motion [24-44] carried.

Finance Committee. Mr. Louis updated the Board on the Campus Master Plan, costs, contracting, and financing. He introduced Mr. Martin Hague, Campus Facilities Director, who presented a detailed report on Implementation and Procurement Options and Recommendations relating to Phase I of the Campus Master Plan, Married Student Housing. Mrs. Vicki Biggs also joined this session.

After extensive discussion, a motion to authorize staff and officers of Concordia Seminary to engage Lawrence Group as Architects for the final design and site plan approval of married student housing, and to authorize staff and officers of Concordia Seminary to engage Cole and Associates as Civil Engineers for the final design and site plan approval of married student housing, carried unanimously [24-45].

After further discussion, a motion was made and seconded to adopt the following resolutions:

1. The Board of Regents approves the Subdivision and the transfer to Washington University of the Transferred Interest [approximately 28.633 acres of the westernmost portion of the campus] subject to the terms and conditions established by the Final Agreements (as hereinafter defined)
2. The Board of Regents recognizes that the (i) Transfer Agreement and the other Transaction Documents [with Washington University], including, but not limited to, those listed below, each of which are identified and defined in the Transfer Agreement, and (ii) Synod CC&R [a Declaration of Covenants, Conditions and Restrictions in favor of the Synod], are not yet in final form and further negotiation and revision of the Transfer Documents and Synod CC&R is necessary to finalize the terms on which the Transferred Interest will be granted, including but not limited to resolution of the Major Issues [The rights of Washington University under the Transfer Agreement prior to the Second Closing [the date on which the new Married Student Housing is complete and the Real Property is vacated by the Seminary] in the event of a further change in the zoning and/or zoning overlay of the Real Property [approximately 28.633 acres of the westernmost portion of the campus]; the scope, duration, and location of the athletic facilities to be made available to the Seminary by Washington University; and the right, if any, granted to Washington University under the ROFR in the event of the transfer of a controlling interest in the Seminary to other than a "Permitted Transferee" [as defined therein]] (the "Final Approval Work") [including the following documents:].

- a. Transfer Agreement
 - b. ROFR
 - c. First Closing Deed
 - d. Second Closing Deed
 - e. Lease Agreement
 - f. Side Letter Agreement Regarding Real Estate Taxes
 - g. Shared Use Agreement
 - h. Subordination Agreement
 - i. Declaration of Covenants, Conditions and Restrictions with respect to Lot 2
 - j. Escrow Agreement
3. To accomplish the Final Approval Work and grant the final approvals necessary to close the contemplated transaction, the Board of Regents delegates to Max Mons, Bruce Paradis, Mark O. Stern, and Thomas Egger (the “Final Terms Committee”) the authority, by unanimous written action of such Committee, to approve the final terms of each of the Transaction Documents, the Synod CC&R, and the Subdivision and to approve the execution and delivery of each such Transaction Documents, the Synod CC&R, and any other documents that may be required in conjunction with the creation of the Subdivision [of the Real Property] and/or the transfer of the Transferred Interest to Washington University.
 4. Upon action by the Final Terms Committee evidencing its unanimous written approval of the Transaction Documents, the Synod CC&R, the Subdivision, and any other documents that the Final Terms Committee may determine to be necessary or appropriate to accomplish the transfer of the Transferred Interest to Washington University, the President of the Seminary is authorized to execute each such document on behalf of the Seminary and the Secretary or any Assistant Secretary of the Seminary is authorized and directed to attest to the execution of any such document.
 5. The President of the Seminary is authorized to take any such further action and to execute any such further documents as the Final Terms Committee may approve or determine to be necessary or appropriate to accomplish the transfer to Washington University of the Transferred Interest and/or to otherwise carry out the intent and purpose of this Resolution.
 6. The Board of Regents further authorizes Secretary Mark O. Stern to certify this action of the Board of Regents in any format he finds substantially in compliance with the spirit of this resolution.

7. The Board of Regents further requests (i) approval of the transactions contemplated by this Resolution by the Board of Directors of The Lutheran Church—Missouri Synod (“BOD”) as a component part of the Existing Master Plan approved by the Concordia Seminary Board of Regents in January 2017 and the BOD in May 2017 and (ii) execution of the Subordination Agreement (as defined in the Transfer Agreement) as such Subordination Agreement may be finally approved by the Final Terms Committee and the BOD.

The motion [24-46] carried unanimously

Discussion continued regarding the status of the (January 2017) Campus Master Plan, as well as colocation discussions with Synod entities. The Board thanked Mr. Louis for his diligent work, and he was excused from the meeting.

Academic Committee. A motion was made and seconded that Associate Professor Abjar Bahkou continue with an initial-level appointment and be issued a second one-year contract (his second contract will be July 1, 2025 through June 30, 2026). After discussion, the motion [24-47] carried.

On behalf of the committee, Dr. Edmon moved that Concordia Seminary pursue updating and renewal of the Cross-Cultural Ministry Center Memorandum of Understanding with Concordia University Irvine for a term of 3 years to be presented to the Board of Regents at its November 2025 meeting, keeping the Pastoral Formation Committee informed of the status of the program and any revisions under the new Memorandum of Understanding. Discussion followed. Mr. Stern moved to postpone consideration of the motion to the May 2025 Board meeting; the motion was seconded. It was noted that this would allow consultation with the Pastoral Formation Committee. After discussion, Dr. Staub moved the previous question, which was seconded and carried. The main motion then carried [24-48] by show of hands.

Dr. Edmon moved that the Board enter executive session with guest present; the motion was seconded and carried.

The Board entered executive session at 3:36 p.m.

[EXECUTIVE SESSION, including adoption of action item 24-49.]

The Board exited executive session at 4:17 p.m.

Enrollment. *President Harrison joined this session.* The Board welcomed Rev. Jesse Kueker to deliver the enrollment report. He directed the Board to his written report. Rev. Joel Heckmann and Rev. Craig Reiter are new admissions officers who have joined our staff. The team plans to make over 4,500 phone calls in the coming year to congregations and others, along with providing recruitment kits and other materials. Communications processes have also been enhanced.

Synod National and International Mission. President Harrison reported on Synod International Mission and National Mission activities. He recently completed a visit to the Lutheran Church in India. Synod continues to recruit new missionaries. National Mission is working on numerous church plants. A church relations conference with worldwide partner church leaders is now being held annually, and was recently held in Wittenberg. Assistance is also being provided to the emerging confessional church body in Australia. Synod Communications continues to publicize the Set Apart to Serve Initiative. Synod has obtained a Lilly Foundation grant in support of youth ministry.

The Board recessed at 5:10 p.m.

Friday, November 8, 2024

Board Members present in person: Rev. Joel Brondos, Dr. Paul Edmon, Mr. Matthew Kenitzer, Rev. Bruce Keseman, Rev. Dr. Adam Koontz, Dr. John Lang, Rev. Peter Lange, Rev. Michael Mohr, Rev. W. Maximillian Mons, Dr. Michael Staub, Mr. Mark Stern.

Board Members Absent: Mr. Bruce Paradis.

Staff Present: President Thomas Egger, Mr. Michael Louis, Mr. Chad Cattoor.

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

Devotion. The meeting opened with a devotion by Rev. Lange and a hymn, *The Church's One Foundation*.

Finance Committee, continued. Mr. Cattoor presented the FY 2024-2025 first quarter financial statements. He also presented the FY 2025-2026 proposed schedule of tuition and fees. On behalf of the Finance Committee, Dr. Lang moved to approve the schedule of tuition and fees; the motion [24-50] carried.

Mr. Cattoor also noted that work continues on the water pressure issue on campus which occurred following a water main breach after recent flooding. The Board thanked Mr. Cattoor and he was excused from the meeting.

Presidential Review. Dr. Staub led a discussion of the evaluation process and possible constituent groups to be sampled for evaluation surveys.

Joint Meeting Items. Discussion followed on items to be covered at the joint meeting this afternoon, and recommendations from the joint collaboration team.

Advancement. The Board welcomed Mrs. Vicki Biggs to the meeting. Mrs. Biggs directed the Board to her written report, and presented development results. She reported on the progress of the Christ the Cornerstone Campaign. District conventions begin in January, and we are working with Concordia Theological Seminary for a joint booth at each convention under the theme, “Immovable in faith; abounding in God’s Word”, from 1 Cor. 15:58. There will also be a jointly-produced video. Work has also commenced on joint efforts for next year’s national youth gathering. The Board thanked Mrs. Biggs for her report.

President’s Report, continued. Dr. Egger requested input regarding a possible response to 2023 Convention Overture 6-34 from the Montana District (To Prevent Admission, Reinstatement, or Colloquization of a Divorced Man into the Office of the Public Ministry Who Has Married Another Woman), which was referred by 2023 Convention Omnibus Resolution A to the Seminaries, the Colloquy Committee for the Pastoral Ministry, and to Council of Presidents. It was agreed that we should seek guidance from the CTCR on this topic, and discuss such request with the CTSFW Board at the joint meeting.

Dr. Edmon moved that the Board enter executive session with Dr. Egger and guest present; the motion was seconded and carried.

The Board entered executive session at 9:11 a.m.

[EXECUTIVE SESSION, including adoption of action items **24-51**]

The Board exited executive session at 9:28 a.m.

Dr. Edmon moved to adjourn; the motion was seconded and carried, and the Board adjourned with prayer at 9:28 a.m.

Respectfully submitted,

Mark O. Stern, Board Secretary