

## **Summary of the Demands and Expectations of Service as a College or University Regent**

To serve as a regent on a college or university board is to carry out an important role in the life of one of the institutions of the Concordia University System. The demands and expectations of service in this role are significant and important both to the institution itself and to the Synod of which it is a part. At the same time, the institution and Synod do not present the regent with competing interests; rather, the regent aims to see that the institution fulfills its mission, which includes its commitment to serve consistent with the Constitution and Bylaws of the Synod and policies of the Synod's Board of Directors, to the mutual blessing of the institution and the Synod it serves.

The regent is expected to demonstrate commitment to the mission of the institution *as an institution of the Synod*. Fundamental to all expectations and demands of regent service are the regent's commitment to the Scriptures and the Lutheran Confessions, a commitment to be exercised in leadership of the institution and advancement of its mission. Regents are expected to be committed to the Synod, to its doctrinal position, mission, Constitution, Bylaws, and resolutions. This involves a commitment to the work of the Concordia University System, which exists "to assist [the institution] with: effective and accountable preparation of commissioned ministers for service in the Synod and of pre-seminary students for study at a Synod seminary; raising up of Lutheran laypersons for lifelong, faithful service to Christ and the neighbor; and robust, intentional engagement of all students with the faith taught and practiced, with application to their vocations in family, church, and state" (Bylaw 3.6.6). It also involves a commitment to understand, and to govern the institution to operate consistent with, applicable secular laws and accreditation processes.

Individual regents and board of regents as a whole are expected to serve according to the enumerated bylaws of the Synod as these relate to all aspects of the university's governance (attached below, to be read as part of this summary). This commitment to the bylaws includes participation in regent training (Bylaw 3.10.6.2.2), without completion of which a regent cannot remain in service.

Within the context of the service delineated above is the expectation that the regent participates regularly in the board and committee meetings that are part of board service. It is desired also that the regent advocate for the institution, participate regularly at events on the campus as requested by the institution, and engage in philanthropic support of the institution by facilitating gifts of others and making their own. Finally, a commitment to the local policies and procedures of the institution being served is vital.

## Relevant Bylaws (2023 Handbook):

### *General*

- 1.5.1 Board and commission members of all agencies shall be members of member congregations of the Synod.
- 1.5.1.1 Unless otherwise specified or permitted by the Bylaws, chief executives and executive directors, faculty, staff, and all other employees on either the national or district level shall not be members of the board of the agency under which they serve, nor shall any such executives or staff be members of the board of any other agency of the Synod. For purposes of this bylaw only, *staff* shall mean:
  - (a) Employees, other than faculty, rostered as ministers of religion—ordained or ministers of religion—commissioned, whether or not serving in such capacity; or
  - (b) Employees of corporate Synod or an agency of Synod, other than faculty, who are responsible for the development and/or implementation of policies, goals, and programs; or
  - (c) Employees of corporate Synod or an agency of the Synod who assist chief executives, executive directors and faculty in their work and are supervised by these individuals directly or through a line of supervision.
- 1.5.1.2 No one, either in the Synod or a district, or between the Synod and a district, shall hold more than one elective office; or hold more than two offices, although one or both be appointive; or ever hold two offices of which one is directly responsible for the work done by the other.
  - (a) An office shall be regarded as elective only if it is an office filled through election by a national or a district convention, even though a vacancy in such an office may be filled by appointment.
  - (b) Doubtful cases shall be decided by the President of the Synod.
- 1.5.1.3 Every board or commission member, officer, and all staff of corporate Synod and every agency of the Synod shall be sensitive in their activities to taking or giving offense, giving the appearance of impropriety, causing confusion in the Synod, or creating potential liability.

### *Disclosure of Conflicts of Interest*

- 1.5.2 Every board or commission member, officer, and all staff of corporate Synod and every agency of the Synod shall avoid conflicts of interest as described in this bylaw.
  - (a) Every agency shall implement the synodwide conflict-of-interest policy, and that policy shall be applicable to them and all staff operating under them. This policy shall include the following provisions:
    - (1) Every board or commission member shall disclose to the chairman of the agency and all staff shall disclose to the chief executive or executive director of the agency any potential conflicts of interest. Each chairman or chief executive or executive director shall disclose personal potential conflicts of interest to the appropriate board or commission.
    - (2) Such disclosures shall include board membership on, a substantial interest in, or employment of the individual or a relative by any organization doing business with corporate Synod or any of the agencies of the Synod.
    - (3) Every board or commission member, officer, and all staff of corporate Synod and every agency of the Synod who receives honoraria or payments for any sales or services rendered to corporate Synod or any of the agencies of the Synod shall disclose such information.
    - (4) All such disclosures shall be reported to the respective board or commission to determine by a vote of its remaining impartial members whether an inappropriate interest exists, and such vote shall be recorded in its official minutes. In the case of officers, all such disclosures shall be reported to the President of the Synod to determine whether an inappropriate interest exists.
  - (b) Responsibilities shall be carried out in a manner reflecting the highest degree of integrity and honesty consistent with the Scriptures, the Lutheran Confessions, the Constitution, Bylaws, and resolutions of the Synod, the policies of corporate Synod and the agencies of the Synod, and civil laws.
    - (1) Activities shall not be entered into which may be detrimental to the interests of the Synod. Any inappropriate activity shall cease or the position will be vacated.

- (2) Information acquired in the course of carrying out duties of the Synod shall not knowingly be used in any way that would be detrimental to the welfare of the Synod.
- (3) No one shall vote on any transaction in which the individual might receive a direct or indirect financial gain.
- (4) The Board of Directors shall establish policy regarding the acceptance of gifts, entertainment, or favors from any individual or outside concern which does or is seeking to do business with corporate Synod or the agencies of the Synod.
- (c) Individuals, prior to accepting elected, appointed, or staff positions, shall initially and annually thereafter sign statements stating that they have received, understand, and agree to abide by this bylaw and the Synod's conflict of interest policy.

***F. Concordia University System Boards of Regents***

- 3.10.6 Each college and university of the Synod, with its president and faculty, shall be governed by a board of regents. The board of regents governs the institution consistent with the institution's mission, which expressly incorporates the institution's commitment to conduct all of its affairs according to the Constitution, Bylaws, and resolutions of the Synod and policies of the Synod's Board of Directors. The board of regents shall have no authority to and shall never exercise any power contrary to the Constitution, Bylaws, or resolutions of the Synod.
- 3.10.6.1 In fulfilling its commonly understood fiduciary duties owed to the institution, and its governance responsibilities, the board of regents shall:
  - (a) serve as the governing body corporate of the institution, vested with all powers its members may exercise either as directors, trustees, or members of the body corporate;
  - (b) govern the institution at all times according to the commitment of the institution, in its mission and otherwise, to carry out its affairs as part of the Concordia University System and in accordance with the Constitution, Bylaws, and resolutions of the Synod;
  - (c) govern the institution with consistent attention to specific ways that the institution is confessing Jesus Christ in full accord with the doctrinal position of the LCMS (Constitution Art. II) and fulfilling His mission in our world as proper to a college or university of the Synod under its objectives (Constitution Art. III), intentionally seeking continual growth as a board in such governance;
  - (d) as a whole and as individual members, as stewards of the institution on behalf of the congregations of the Synod, embrace and advance with administration, faculty, staff, and students the institution's fundamental purpose as inculcating the faith, as taught in the Scriptures and Lutheran Confessions (Constitution Article II), preparing students to live in this faith toward God and by this faith, in their various vocations, in love toward the neighbor;
  - (e) ensure that all faculty receive appropriate formal, ongoing training in the doctrines of Holy Scripture as rightly taught in the Lutheran Confessions as they relate to their academic disciplines, to enable faculty to engage in responsible exercise of their academic freedom within the confession of the institution and the Synod (Constitution Art. II);
  - (f) actively encourage and expect curricula and policies for student life and behavior consistent with the doctrine and practice of the Synod, and commit the institution to the principles of Christian discipline, an evangelical manner, and good order;
  - (g) maintain and approve an institutional master plan, any modifications to which shall be submitted to the Synod Board of Directors for its approval (Bylaw 3.3.4.5 [e]);
  - (h) ensure the communication of board-approved strategic plan documents to the Concordia University System Institution Advisory Council;
  - (i) review and approve academic programs recommended by the administration and faculty, giving due consideration to the Lutheran Identity and Mission Outcomes Standards and coordination with other Synod colleges and universities;
  - (j) ensure that its institution and constituent parts strive to excel in the Lutheran Identity and Mission Outcomes Standards, and to cooperate fully with processes for ecclesiastical visitation by the Concordia University System and for appointment of the institution's president;
  - (k) ensure that its institution and constituent parts support the proper authorities of the Synod in their roles of ecclesiastical supervision of called workers, placement of graduates, and doctrinal review status appeals, and submit to the Synod's expectations for handling of faculty complaints and dispute resolution, insofar as they apply;

(l) duly consider the common confession, mission, interest, and cooperative strength of the Synod, with its congregations, agencies, and other institutions, as it makes decisions with impact beyond its campus, especially as it plans new programs, discontinues existing programs, cooperates and consolidates operations with other Synod schools, operates in a worldwide online marketplace, cooperates with the Synod Board of Directors in the legal defense of the right to the free exercise of our confession, and interacts with the ministries and partner churches of the LCMS, domestically and internationally, in harmony with its programs and consistent with its protocol agreements;

(m) govern transparently, including, without limitation, providing to Concordia University System in a timely manner minutes of board meetings and board and institution policies adopted or modified, and to both Concordia University System and the Synod Board of Directors proposed revisions of institutional governing documents and policies prior to their adoption, and responsively, understanding inquiries and suggestions offered by Concordia University System and the Synod Board of Directors to be offered on behalf of the congregations of the Synod, to which the board is ultimately responsible;

(n) develop detailed policies and procedures for governance of the institution;

(o) maintain effective internal controls and operate with financial transparency, annually reviewing and approving the institutional budget and providing, within 30 days of board acceptance and final issuance of the institutional audit, audited financial statements and other information as specified in the policies of the Synod Board of Directors and to congregations of the Synod upon request;

(p) maintain policies and procedures for handling faculty complaints and dispute resolution in compliance with Bylaw 3.10.6.9.6;

(q) exercise its exclusive duty of institutional governance in the interest of the Synod without abdicating its authority to, or commingling its authority with, that of others;

(r) ensure that all governing and other legal documents and policies of the institution conform to and are consistent with the Constitution, Bylaws, and resolutions of the Synod, and modify institutional governing documents only after proposed modifications have been approved by the Commission on Constitutional Matters and with at least 30 days advance notice to the Synod Board of Directors as custodian of Synod's property;

(s) take the leadership in assuring the preservation and improvement of the assets of the institution and see to the acquisition, management, use, and disposal of the properties and equipment of the institution.

(t) safeguard present and future assets of the institution, making every effort to ensure designation of gifts, whether to the university itself or to any associated foundation, so that they will continue to be available to higher education within the Synod in the event of the closure, divestiture, or separation of the institution;

(u) initiate a performance review of the institution's president upon identification of significant operational deficiencies;

(v) effect the removal from office of the institution's president upon a finding, under the procedure of Bylaw 3.10.6.8.3 or Bylaw 3.10.6.8.1 (e) or (f), that he is unfit to serve as the spiritual head of the college or university;

(w) effectively and intentionally govern the institution and its president so that administration and faculty carry out their management and educational responsibilities in a manner consistent with the foregoing; and

(x) participate fully in the procedures for the selection and regular review of the president of the institution and of the major administrators; approve of the appointment of faculty members who meet the qualifications of their positions; approve sabbatical and study leaves; and encourage faculty development and research.

**3.10.6.2 The board of regents of each college and university shall consist of no more than 18 members, all voting.**

1. One ordained minister, one commissioned minister, and two laypersons shall be elected by the conventions of the Synod.

2. One ordained minister, one commissioned minister, and two laypersons shall be elected by the geographical district in which the institution is located. If any board is required by its governing documents to include one or more persons holding residence or church membership in a specific locality, the institution is responsible for ensuring (including by appointment, if necessary) that individual(s) meeting such requirements are included among those persons serving on such board, and no such geographic restriction shall apply to Synod-elected regents.

3. No fewer than four and no more than eight members shall be appointed as members by the board of regents according to the following process:

(a) Members appointed by the board of regents may not vote on the appointment of members of the board.

(b) The board of regents nominations committee shall seek input from the board of regents members, the president of the institution, the Synod President, the CUS President, and Synod Board of Directors regarding qualified and suitable candidates for appointment.

- (c) The board of regents nominations committee shall properly vet all candidates to ensure the candidates possess the qualifications specified in 3.10.6.2.1 with particular attention given to the needs of the institution.
- (d) The board of regents nominations committee shall not nominate for appointment any person who fails to meet the qualifications required under Bylaw 3.10.6.2.2 (f).
- (e) The appointment shall be made by those board of regents members eligible to vote.

4. The president of the district in which the college or university is located or a district vice-president as his standing representative shall serve as an *ex officio* member.

5. One member, who may be an ordained minister, a commissioned minister, or a layperson, shall be appointed by the Praesidium of the Synod after consultation with the president and chair of the board of regents of the respective institution and the Board of Directors of the Synod.

6. College and university board of regents members may be elected or appointed to serve a maximum of three consecutive three-year terms and must hold membership in a member congregation of the Synod.

7. Not more than two of the elected members shall be members of the same congregation.

3.10.6.2.1 Persons elected or appointed to a board of regents should be knowledgeable regarding the institution and the region in which the institution is located and shall demonstrate familiarity and support for the doctrinal positions of the Synod and possess two or more of the following qualifications or background experiences: theological acumen, an advanced academic degree, higher education administration, administration of complex organizations, finance, law, investments, technology, human resources, facilities management, fund development, or a specific instructional or operational domain designated by the college or university (e.g., "health care" or "marketing"). Demonstrated familiarity with and willingness to advocate for and financially support the institution are desired qualities in the candidate.

(a) Qualification of all nominees for appointment or election as regents, according to the standard indicated above, shall be reviewed and verified by the Concordia University System, which duty may be delegated to a committee composed of its members or others.

(b) Concordia University System shall also ensure that it is prepared to review and verify qualifications of floor nominees at each district and Synod convention, as well as those of regents appointed by a board or in the case of a vacancy, in a timely manner.

(c) Assessment of qualification for service shall be performed on the basis of information submitted by nominees on a regular instrument maintained by the Secretary of the Synod for this purpose.

(d) The Concordia University System and Synod Board of Directors shall provide for training of all regents concerning their responsibility to advance the Synod's confession and mission objectives and their responsibilities under the Synod Constitution, Bylaws, and resolutions. The training shall consist of an initial training as described in 3.10.6.2.2 and ongoing training.

(e) Approximately 18 months prior to each convention of the Synod, Concordia University System shall consult with the President and Secretary of the Synod and the chairs of the boards of regents of Synod colleges and universities regarding its application of the qualification standards, and upon this consultation review and revise its related policies and procedures.

(f) Concordia University System shall after input from the Institution Advisory Council develop and maintain in its public policies a rubric for consistent evaluation of qualification for regent service.

3.10.6.2.2 Persons elected or appointed to a board of regents shall undergo training for such service.

(a) The Concordia University System and Synod Board of Directors shall provide for training of elected and appointed regents concerning their responsibilities under the Synod Constitution, Bylaws, and resolutions, to advance the Synod's confession and mission objectives and to advance their respective institutions in service of the church through the Concordia University System visitation program.

(b) The chair of each board of regents shall, subject to guidelines prepared by the Concordia University System Institution Advisory Council after input from Concordia University System, provide training of elected and appointed regents in the task of governance and in their business and legal duties as regents.

(c) The training under (a) and (b) above shall be provided within one year after each Synod convention and at least annually between Synod conventions.

(d) Failure to complete the initial training within the first year after the first Synod convention after a regent is elected or appointed renders the regent ineligible to continue in office. Upon such failure, the respective board of regents shall declare the position vacant.

(e) Training programs, initial and continuing, may allow for electronic or remote participation.

(f) Concordia University System, in collaboration with its Institution Advisory Council and the Synod Board of Directors, shall prepare and make available a summary of the demands and expectations of service as a college or

university regent, including their responsibilities under the Synod Constitution, Bylaws, and resolutions. This summary shall be reviewed and confirmed by nominees as a condition to being eligible to serve if elected or appointed.

(g) The cost of the development of the regent training by CUS and Synod Board of Directors shall be funded by the CUS; the cost of regent participation in the training shall be funded per capita by the institutions.

3.10.6.2.3 Vacancies that occur on a board of regents shall be filled in the following manner:

(a) If the vacancy occurs in a position that was previously filled by the board of regents, the board of regents shall be the appointing body.

(b) If the vacancy occurs in a position that was previously filled at a district convention, the district board of directors shall be the appointing body.

(c) If the vacancy occurs in a position that had been filled by a national convention of the Synod, the Board of Directors of Concordia University System shall be the appointing body and shall follow the nomination procedure provided for filling vacancies in elected positions on boards and commissions of the Synod as outlined in Bylaw 3.2.5.

3.10.6.3 Recognizing its fiduciary duty as a board, as well as the requirements of accrediting bodies that an institution's governing board be clearly defined and have ultimate authority and independence in the operation of the institution subject to appropriate pre-established policies and rules (e.g., Synod Bylaws), under no circumstances shall a board delegate its authority to, nor commingle its authority with, any other body that includes non-board members. Boards of regents may meet with advisory groups (e.g., a foundation board; the CUS board) to seek input, but no votes shall be taken with such advisory groups present.

3.10.6.4 The board of regents shall be authorized to close the institution or to sell all or any part of the real property that constitutes the campus only after receiving the prior written consent of the Concordia University System Board of Directors and the Synod Board of Directors, except that the board of regents may close or finally divest the institution in the event of legal insolvency necessitating closure or final divestiture after consultation with the Synod Board of Directors and the Concordia University System Board of Directors.

3.10.6.5 The board of regents shall be authorized to relocate, separate, or divest the institution if and only if such has been approved under the following procedure, except in the case of a final divestiture as a result of legal insolvency (Bylaw 3.10.6.4):

(1) A proposal of relocation, separation, or divestiture is presented to the Synod Board of Directors that specifies why the proposal is in the interest of the Synod. The proposal can be made by a board of regents, a committee of the Synod Board of Directors, or by the Concordia University System Board of Directors.

(2) Upon such proposal, the Synod Board of Directors shall require the proposal be developed adequately to allow determination whether the action proposed is in the interest of the Synod, for which the board of regents, the Concordia University System Board of Directors, and other agencies of the Synod shall in a timely manner supply all information the Board of Directors deems necessary.

(3) The Synod Board of Directors shall consult with the involved board of regents, the Concordia University System Board of Directors, the Institution Advisory Council, and the Council of Presidents.

(4) The Synod Board of Directors may negotiate with the involved board of regents terms that are in the interest of the Synod and the general furtherance of its higher education mission.

(5) The action is approved by the Synod Board of Directors by its two-thirds vote and by one of the following by its two-thirds vote: either by the board of regents of the institution being relocated, separated, or divested or by the Concordia University System Board of Directors.

3.10.6.5.1 Two or more Synod colleges or universities shall be authorized to consolidate the institutions if and only if such has been approved under the following procedure:

(1) The boards of regents of the consolidating schools shall present a detailed consolidation plan to the Concordia University System Board of Directors and the Synod Board of Directors. The plan shall be consistent with the requirements of these Bylaws for a Synod college or university, except that it may involve a consolidated board of regents deviating from the composition specified in Bylaw 3.10.6.2, provided that the ratio of elected to appointed regents is not decreased and that all members of the resulting board of regents are members of member congregations of the Synod. Such plan must indicate a definite plan of no more than six years' duration to bring the composition of the board of regents of the institution into compliance with Bylaw 3.10.6.2, and continued affirmation shall be contingent on execution of said plan.

(2) The plan is approved by the Concordia University System Board of Directors and the Synod Board of Directors.

(3) The consolidated college or university shall be regarded as a Concordia University System college or university.

3.10.6.5.2 The board of regents shall be authorized to consolidate a non-Synod school into the institution if and only if a detailed plan of consolidation that is consistent with Synod Constitution, Bylaws, and resolutions has first been approved by the Synod Board of Directors by its two-thirds vote and by the Concordia University System Board of Directors by its two-thirds vote.

3.10.6.6 A college or university that is not a Concordia University System institution may request to join the Concordia University System. After having consulted with its Institution Advisory Council, the Concordia University System Board of Directors may, by its two-thirds vote, recommend that the college or university join the Concordia University System. The Concordia University System recommendation must be submitted either to the convention of the Synod, which by a majority vote, or the Synod Board of Directors, which by a two-thirds vote, may grant membership in Concordia University System. The Concordia University System recommendation and subsequent approval shall be subject to all the requirements and privileges that apply to a Concordia University System institution, including compliance with the Synod Constitution, Bylaws, and resolutions, except that the initial composition of the board of regents may deviate from that specified in Bylaw 3.10.6.2. Such proposal must specify a definite plan of no more than six years' duration to bring the composition of the board of regents of the institution into compliance with Bylaw 3.10.6.2, and continued affirmation shall be contingent on execution of said plan.

*Concordia University System Coordination and Collaboration*

3.10.6.7 Colleges and universities of the Synod are urged to conduct themselves materially in accordance with "our Lord's will that the diversities of gifts should be for the common profit" (1 Cor. 12:4–31; Constitution Preface), strengthening one another through coordination, collaboration, consultation, and efficient consolidation of operations, wherever prudent and practically feasible.

3.10.6.7.1 Colleges and universities of the Synod are free and are encouraged to pursue among themselves efficient collaboration; sharing of administrative and educational resources; and consolidation of operations, academic programs, or institutions, as opportunities present themselves to their respective boards of regents and after input from the Concordia University System Board of Directors.

*Concordia University System College and University Presidents*

3.10.6.8 The president of the institution shall be the executive officer of the board of regents. He shall as his foremost duty serve as the spiritual, academic, and administrative head of the institution and, in addition to this and to the customary executive management exercised by a college or university president, carry out the following responsibilities:

(a) He shall represent the institution in its relations to the Synod and its officers and boards.

(b) He shall supervise, direct, and administer the affairs of the institution and all its departments, pursuant to the Constitution, Bylaws, and resolutions of the Synod and the policies of its Board of Directors, and pursuant to the policies of the board of regents.

(c) He shall bring to the attention of the board of regents matters that require consideration or decision and make pertinent recommendations.

(d) He shall be the academic head of the faculty and be an *ex officio* member of all standing committees of the faculty and its departments.

(e) He shall periodically visit or cause to be visited the classes of professors and instructors, ensure ongoing development and training of professors and instructors, and secure conformity in teaching efficiency and subject matter to the standards and policies prescribed by the board of regents in pursuit of the Lutheran Identity and Mission Outcomes Standards and to the doctrine and practice of the Synod.

(f) He shall be responsible for the provision of spiritual care and nurture for, and, to the extent possible through each mode of instruction, the spiritual formation of, every student, and shall in general exercise such Christian discipline, instruction, and supervision as may be expected at a Lutheran educational institution.

(g) He shall diligently manage the institution subject to, and effectively support the exercise of, the governance of the institution by the board of regents, consistent with the expectations of Bylaw 3.10.6.1. (h) He shall be responsible for the employment, direction, and supervision of all employees of the institution.

(i) He shall be responsible for the business management of the school and for the proper operation and maintenance of grounds, buildings, and equipment.

(j) He shall make periodic and special financial reports to the board of regents.

(k) He shall represent the institution on the Concordia University System Institution Advisory Council.

3.10.6.8.1 The president of each college or university shall serve a five-year renewable term of office under the terms set forth herewith under Bylaw 3.10.6.8.1 (c), beginning with the date of his assumption of his responsibilities as president.

(a) Each president shall relinquish academic tenure upon assumption of the presidency, and shall not be granted academic tenure during the time of presidential service.

(b) The president and board of regents shall develop mutually agreed upon institutional goals and priorities that give direction to the individual as he carries out the duties of the office of the presidency. The board of regents shall annually evaluate presidential effectiveness based on these goals and priorities.

(c) Nine months prior to the end of each five-year term, the board of regents shall conduct a formal review of the president's effectiveness in the current term of office, evaluating his leadership, both of the administration of the institution and of the institution's advancement of Synod's confession and pursuit of Synod's mission objectives. Upon completion of the review and using a ballot containing only the current president's name, the board of regents shall vote, the majority action of the board of regents being required to extend the president's term for an additional five years.

(1) In addition to considering the evaluation report, the board of regents shall as part of its review consult with the President of the Synod and the chairman of the Board of Directors of Concordia University System.

(2) The regents may consult with other boards, commissions, and councils of the Synod as they deem wise.

(d) In the event that a president's term is not renewed, the office of the president shall be considered vacant as of the end of the term of the incumbent.

(e) A president who is on a roster of the Synod is under the ecclesiastical supervision of the Synod. In the event a member is removed from membership in the Synod pursuant to procedure established in these Bylaws, then that member is also considered removed from the position held and shall be terminated forthwith by the board of regents.

(f) A president who is not on the roster of the Synod shall be a member of a member congregation of the Synod. He shall be subject to ecclesiastical supervision, as to doctrine, life, and administration of office, by the respective geographic district president. He shall, for actions contrary to the confession of Const. Art. II or persistence in offensive conduct, after previous futile admonition, be subject to the process of Bylaw section 2.14 or 2.17, as appropriate, as if he were a member of the Synod. Should he be suspended and not contest the suspension, or the suspension be upheld by a hearing panel and/or final hearing panel, he shall be considered removed from the position held and shall be terminated forthwith by the board of regents.

#### 3.10.6.8.2 The following process shall govern the selection of a college/university president.

(a) When a vacancy or an impending vacancy in the office of president is known, the board of regents shall inform the campus constituencies, the Board of Directors of Concordia University System, the President of the Synod, an official periodical of the Synod, and other parties as appropriate. If a vacancy in a presidency occurs, the board of regents shall appoint an interim president, who shall meet the qualifications established for the office of president. He shall bear the title "interim president" and may not serve more than eighteen (18) months without the concurrence of the President of the Synod. Such interim appointee shall be ineligible to serve on a permanent basis without the concurrence of the President of the Synod.

(1) The board of regents shall initiate a transition review of the campus, which shall include consultation with Concordia University System on the basis of the Lutheran Identity and Mission Outcomes Standards and the institution's most recent affirmation review. The review is to provide a report on the state of the campus for use by the search committee, the board of regents, and the candidates.

(2) The board of regents shall, on the basis of the above consultation, compose and, with the concurrence of CUS, publish a request for nominations for the position of president.

(b) The board of regents shall oversee the process of defining the institution's needs, describing the desired characteristics of the new president, and issuing a request for nominations.

(1) A search committee shall be formed that represents the board of regents, the faculty, and the staff. Faculty members and staff members on the committee shall be members of LCMS congregations.

(2) The search committee shall prepare a description of the needs of the institution based on listening forums, the findings of the transition review, and other relevant information. Before publishing a call for nominations, the President of Concordia University System shall convene an in-person conference involving the board of regents, the search committee, and the prior approval panel to discuss the qualifications that will be sought and the search criteria.

(3) The search committee shall develop written criteria that will be utilized by the committee to screen the candidates and will be utilized by the board of regents to guide the presidential election.

(4) A person designated by the board of regents shall act as its agent to issue a request for the nomination of candidates for the presidency of the institution. The request for nominations shall be submitted to the parties who are authorized to nominate. Candidates may be nominated by congregations of the Synod, the Board of Directors of Concordia University System, the board of regents, and the faculty of the institution. The request for nominations shall state when the nominating period closes.



(5) After the nomination period has closed, the agent of the board of regents shall contact each nominee to notify him of his nomination and to determine whether such nominee will allow his name to stand for election. Nominees who wish to be considered must furnish written consent, along with such documentation as the board of regents has requested from candidates in its call for nominations, to the agent by a date set by the board of regents, which date shall be not less than fifteen days after the last nominee is notified.

(6) After the due date set by the board of regents for nominee responses, the agent of the board of regents shall forward the list of nominees who have agreed to let their names stand, together with all materials received from such candidates, to the President of Concordia University System to enable him to convene a prior approval panel consisting of the President of the Synod, the district president serving on the institution's board of regents, and the chair of the Board of Concordia University System. The names of the nominees shall not otherwise be disclosed outside the board of regents.

(7) The prior approval panel shall meet to consider the nominees. The panel may choose to remove names from the list by its two-thirds majority vote. The panel shall complete its work within sixty (60) days after receipt of the list of nominees.

(8) After the prior approval panel has completed its work, the President of Concordia University System shall transmit the finalized list back to the agent of the board of regents within 15 days and shall cause such list to be published in an official periodical of the Synod. The board of regents shall then announce the list of names of nominees who have received approval but shall not publicize the names of those not receiving approval. The announcement shall contain contact information to submit correspondence regarding the nominees and provide a reasonable deadline for receiving correspondence. The board of regents shall establish a procedure for processing correspondence regarding nominees.

(c) The board of regents shall utilize the work of the search committee to continue its search process.

(1) The search committee shall provide a report to the board of regents regarding the qualifications of the candidates with its observations and recommendations.

(2) The board of regents shall provide the candidates with a report containing full disclosure of the condition of the institution.

(d) The board of regents may suspend, terminate, or restart its search at any time, but it may only elect a president of the college or university from a slate it submitted that received prior approval as described above. The President of Concordia University System (or a designee) shall attend the board of regents meeting at which an election occurs as a guest and advisor. The board of regents may require the president-elect to accept or decline within fifteen days.

(e) If the president-elect declines the position, the board of regents is responsible for resuming the effort to fill the vacancy. Candidates from the approved slate shall remain eligible to be elected until a president has been elected and accepted the position.

3.10.6.8.3 The president, in his service as spiritual head of the college or university, shall be ecclesiastically reviewed by the Concordia University System.

(a) The Concordia University System Board of Directors may call up for formal review any action or inaction of the president that, in its view, may be in violation of the doctrine or practice of the Synod (Const. Art. II) or to have caused the institution to be not in good standing with the Synod (Bylaw 3.6.6.4.1 [e]). Such review may be requested of the president himself or of the president and the respective board of regents.

(b) Should the action or inaction prove, to the satisfaction of the Concordia University System Board of Directors and with the concurrence of the President of the Synod, to violate the doctrine and practice of the Synod (Const. Art. II) or to have caused the institution to be not in good standing with the Synod (Bylaw 3.6.6.4.1 [e]), the Concordia University System Board of Directors and President of the Synod shall admonish the president to take appropriate action consistent with the doctrine and practice of the Synod (Const. Art. II), and shall invite the respective board of regents and the district president thereon to join in said admonishment.

(c) Should repeated admonition prove futile, the Concordia University System Board of Directors may, by an affirmative vote of two-thirds of its current members, resolve that the president is unfit to serve as spiritual head of the college or university and so inform the respective board of regents, which shall remove him from office forthwith.

#### *Concordia University System Faculties*

3.10.6.9 The faculty of each college or university of the Synod shall consist of the president, the full-time faculty, and the part-time faculty.

(a) Part-time or temporary faculty members are distinguished by an appropriate title.

(b) Part-time or temporary faculty members shall hold nonvoting membership on the faculty.

- (c) Only the voting or full-time faculty who are in good standing as individual members of the Synod or are members in good standing of a member congregation of the Synod shall participate in faculty decisions regarding the qualification of graduates or colloquy program participants for rostered service.
- 3.10.6.9.1 Except as otherwise provided in these bylaws, the board of regents on recommendation of the president of the institution shall appoint all full-time members of the faculty. The terms and conditions of every appointment shall be stated in writing and be in the possession of both the institution and the prospective faculty member before the appointment is consummated. Limitations of academic freedom because of the religious and confessional nature and aims of the institution shall be stated in writing at the time of the appointment and conveyed to the person being appointed. Faculty members, full- and part-time, shall pledge to perform their duties in harmony with the Holy Scriptures as the inspired Word of God, the Lutheran Confessions, and the Synod's doctrinal statements.
- 3.10.6.9.2 All initial appointments to persons serving on theology faculties, or teaching classes in or cross-listed with the theology department, shall require prior approval by a majority vote of the President of the Synod (or his designee), the chairman of the Council of Presidents (or his designee), and a member of the Concordia University System board selected by the chair, and shall include a thorough theological review. The three voters shall be ordained. The process shall be facilitated by the president of Concordia University System. Initial appointment refers to the initial engagement of any person to teach one or more theology courses, regardless of assigned academic department, other than faculty who teach theology courses no more than one academic year in any three-year period.
- 3.10.6.9.3 A formal procedure shall be in place to carry out performance reviews for all faculty on a regular basis.
- 3.10.6.9.4 Other than honorable retirement, termination of faculty employment may only be the result of the following:
- (a) professional incompetency;
  - (b) incapacity for the performance of duty;
  - (c) insubordination;
  - (d) neglect of or refusal to perform duties of office;
  - (e) conduct unbecoming a Christian;
  - (f) advocacy of false doctrine (Constitution Art. II) or failure to honor and uphold the doctrinal position of the Synod as defined further in Bylaw 1.6.2 (b);
  - (g) discontinuance of an entire program (e.g., social work, business);
  - (h) discontinuance of an entire division or department (e.g., modern foreign language) or college (e.g., college of business) of a college or university;
  - (i) reduction of the size of staff in order to maintain financial viability;
  - (j) discontinuance, merger, or consolidation of an entire college or university operation;
  - (k) expiration of the term of a contract of employment; and
  - (l) for those whose position requires membership in a Synod congregation, if the person ceases to be a member of a Synod congregation.
- 3.10.6.9.5 A faculty or staff member who is on a roster of the Synod is under the ecclesiastical supervision of the Synod. In the event a member is removed from membership in the Synod pursuant to procedure established in these bylaws, then that member is also considered removed from the position held and shall be terminated forthwith by the board of regents.
- 3.10.6.9.6 An appeal process consistent with the *Model Operating Procedure Manual for Faculty and Administration Complaints and Appeal of Termination: Colleges and Universities* (Bylaw 3.6.6.1 [d]) shall be in place for use by faculty members who wish to challenge a termination decision. Notwithstanding the provisions of any such policy, any person connected with an institution who is a member of Synod shall also remain under the ecclesiastical supervision of the Synod, and nothing in any such CUS institution policy shall be construed to limit or constrain any action that may be taken, or the rights or responsibilities of any party, pursuant to the Synod's *Handbook* with respect to a member of Synod.

Adopted 9/19/2024 by CUS Board of Directors

Revised 9/30/2024 by Secretary John Sias

Final Adoption 5/13/2025 by CUS Board of Directors