

POSITION DESCRIPTIONS

Duties and Responsibilities of the Concordia University Board 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.

3.10.6.2.1 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.

Powers and Duties of the Board of Directors

Powers

- a. The Board of Directors shall have such authority over and responsibility for the property of the district as is generally vested in and imposed upon the Board of Directors of a corporation.
- b. The Board of Directors shall have the power to borrow money in the corporate name of the district, to issue and sell the district’s obligations and evidences of indebtedness, and to exercise such power within and without the State of Illinois.
- c. The Board of Directors shall be legal representative and custodian of all properties and documents of the district, maintain an accurate inventory of all properties, legacies, and valuable documents, and provide for the adequate safekeeping of such documents and negotiable securities.
- d. The Board of Directors shall have all powers necessary or incidental to the full exercise of the foregoing powers and to the discharge of its duties in these Bylaws, the Bylaws of the Synod or duties assigned to it by the district convention.

- e. The Board of Directors shall have the authority to reconfigure the circuits of the district, including making adjustments in the organization of the regions, as long as the principles of Bylaw I.C are observed and the Board has secured advice from all the circuit visitors and the written consent of each circuit visitor of the circuits whose congregations would be affected by the change. Such changes must be implemented in a timely manner so as not to interfere with synod or district convention cycles.
- f. The Board of Directors shall in all actions be accountable to the district convention.

Duties

The Board of Directors shall carry out all duties which have been accorded to it by the laws of the State of Illinois, the Articles of Incorporation of the District, the Constitution and Bylaws of the Synod and District, and the resolutions of the district conventions. In particular, the Board of Directors shall have the specific duties listed below.

- a. **District Mission:** The Board of Directors and President shall develop a Longrange Plan for approval by the district convention and shall implement it through the officers and executives of the district as well as other district commissions and committees. The long-range plan shall take into consideration the mission and ministry emphases adopted by the Synod in its most recent national convention.
- b. **Appointment of Committees:** The Board of Directors shall appoint the members of the Administrative Services Committee. Before appointing members of committees, the Board of Directors shall solicit recommendations from the membership of the district. Such recommendations should name individuals having the necessary experience and expertise required to carry out the duties of such committees as assigned by the Bylaws and the Board of Directors. Appointments should strive to provide regional representation and to include ordained ministers, commissioned ministers, and laypersons.
- c. **Fiscal Matters:** The Board of Directors shall supervise the administration of all district funds; elect the Treasurer; secure an independent audit of all financial records of the district annually, or as often and at any time as it deems advisable, by a certified public accountant; provide fidelity bonds for all personnel receiving and handling district monies; strive to maintain a balanced budget through regularly monitoring the financial condition of the district to make sure that disbursements are in keeping with current receipts; alert the district convention to all explicit or implicit financial commitments contained in all resolutions presented to it together with their effect on subsequent budgets.
- d. **Research:** The Board of Directors shall study the trends and developments affecting the work of the district and its congregations such as population trends, sociological developments, community planning, charitable endeavors, education, economic trends, and financial projections.
- e. **District Executives:** The Board of Directors shall fill executive positions authorized by these bylaws, the district convention, and action of the Board, using procedures which are consistent with the Bylaws of Synod and of the District.
- f. **Public Relations:** The Board of Directors shall maintain a general and continuing public relations program for the district to the end that The Lutheran Church— Missouri Synod, her message, and her purpose may be adequately presented to the public.

- g. Program: The Board of Directors shall do all things necessary to ensure the proper initiation, execution, and coordination of the district's program.
- h. Conventions: The Board of Directors shall report regularly to the convention of the district.
- i. Monitoring and Evaluation: The Board of Directors shall monitor and evaluate the work of all committees, and commissions, taking appropriate action where the Board deems it advisable and making recommendations to the convention.
- j. Church Extension: The Board of Directors shall promote the support of The Lutheran Church Extension Fund—Missouri Synod, and shall see that appropriate procedures and staff support is available within the district office to process applications for loans and to administer the district's participation in the fund.
- k. Personnel: The Board of Directors shall establish and implement personnel policies that define compensation, terms and conditions of employment for all district staff members, its administrative personnel, and workers in parishes that receive financial assistance from the district. The Board of Directors shall disseminate information about the Synod's Board of Managers - Worker Benefit Plans. The Board shall accept applications of those who ask for financial assistance from the Support Program of the Synod and shall investigate and evaluate such requests.
- l. Student Aid: The Board shall receive and process applications for financial aid to students from funds provided by the district

Responsibilities of the District Secretary

The Secretary

- a. The Secretary shall serve as the secretary at district conventions, at meetings of the Board of Directors, and at meetings of the circuit visitors. As such he shall keep an accurate, official record of their proceedings.
- b. The Secretary shall be an advisory member of the Constitution Committee and of such other committees and commissions as designated from time to time by the President. He shall also carry out any other duties as assigned by the President.
- c. The Secretary is ineligible to serve as Chairman of the Board of Directors