

ENGLISH DISTRICT BOARD OF DIRECTORS MEETING

February 22, 2025

Meeting Location:

Lutheran Church of the Risen Savior, 555 South La Cañada Drive, Green Valley, AZ 85614.

Attendance: Voting Members - Rev. Todd Arnold, Mr. Christopher Cassel, Ms. Carol George, Mr. Thomas Habitz, Mr. Thomas Honebrink, Mr. Rod Lane, Rev. Justin Laughridge, Mr. Terry Leu, Rev. Jeffrey Miskus (*Pres.*), Mr. Keith Vieregge, Mrs. Kristin Wellik, Rev. Luke Zimmerman. **Non-Voting Members** - Rev. Robert Kieselowsky, Rev. Zachary Marklevitz, Rev. Michael Morehouse, Mrs. Sally Naglich, Mr. Jim Thielen. **Staff** - Mr. Albert Amling, Mr. Ronald Grimm, Mr. John Hoover, Rev. Derek Mathers.
Not Attending: Rev. Robert Rogers.

Call to Order: Chairman Terry Leu called the meeting to order at 9:05am.

1. Opening Devotions

Rev. Michael Morehouse led opening devotions, following the Morning Daily Prayer for Individuals provided in *Lutheran Service Book* (p. 295).

2. Roll Call and Determination of Quorum

Secretary Luke Zimmerman called the roll of members, determining that a quorum of voting members was present.

3. Introduction of LCEF District Vice-President

Chairman Leu introduced Mr. John Hoover, LCEF District Vice-President for the English and SELC Districts. Mr. Hoover began his work with LCEF on October 1, 2024. His office is based at LCEF Headquarters in St. Louis, MO; Mr. Hoover is a resident of the St. Louis Metro Area. His previous work experience was in lending, which he will use in his new role with LCEF. He shared how he had been led to apply for the LCEF position, which had opened when he was looking to switch employers.

4. Introduction of New Board Member: Ordained Minister - Eastern/Lake Erie Region

Chairman Leu introduced Rev. Justin Laughridge, who had been appointed by electronic ballot on December 4, 2024 to replace Rev. Robert Kieselowsky as a voting Board member [*cf. NOV 2024 BOD Meeting Minutes, Item 6*]. Rev. Laughridge serves as pastor of St. Luke – North York (Toronto), ON. He shared information about his congregation's identity as a site of multi-ethnic ministry.

5. Approval of NOV 2024 Meeting Minutes

Secretary Zimmerman presented the draft minutes from the Board's meeting of November 2, 2024 for approval. Motion: *"To approve the minutes as presented."* Motion carried.

6. Review of Prior Meeting

Chairman Leu initiated a discussion of the Board's prior meeting for comment by members. Board members mentioned the warm reception that they received from the parishioners at Calvary - Mechanicsburg, PA. They favorably commented on the ministries being conducted at the congregation, many of which are carried on by the parishioners' initiative without direct pastoral leadership. Board members also favorably spoke about the installation of Rev. Robert Kieselowsky as Eastern Region Vice-President during the Divine Service held on November 3, 2024.

7. District President's Report

President Miskus began his report by emphasizing the District Convention's theme verse: *"I have been crucified with Christ and I no longer live, Christ lives in me. The life I live in the body I live by faith in the Son of God who loved me and gave himself for me."* (Galatians 2:20) Understanding this identity is critical to living the baptized life in Christ. He spoke of how this is further described in 1 Peter 2:9, focusing on the phrases: *"You are a chosen race.... You are a royal priesthood.... You are a holy nation.... You are God's treasured possession."*

President Miskus discussed his ongoing daily prayer for pastors and congregations of the District and his personal devotional study.

President Miskus updated the Board about 2025 District Convention preparations. Appointments of floor committees and other important positions have been completed. Overtures are being collected. Dr. Chad Kendall from Concordia University Chicago has been selected as the keynote speaker. A hymn and banner have been created for the convention. Part of his preparation includes attending other district conventions to observe how these function and meeting with former LCMS President Gerald Kieschnick about chairing conventions.

President Miskus highlighted aspects of his travel among District congregations from November 2024–February 2025. These visits usually involve preaching and meeting at congregations, including participation in congregational anniversaries and dedications of renovated church buildings. He also conducted several installations of ministers. During that period, he also attended some meetings with the Council of Presidents and was present with the Council of Presidents at the January 2025 March for Life in Washington, DC.

President Miskus reported that he conducted the annual review of District Staff in December 2024. He emphasized that he was extremely pleased with the staff members' devotion to the district.

President Miskus mentioned items of information learned at Council of Presidents meetings, including updates on disaster relief funding for people affected by Hurricanes Helene and Milton, as well as the recent California wildfires. He shared that the Synod received a total of \$104,000,000 in revenue during 2024, while incurring expenses of \$72,000,000. The final year net asset position for the Synod is just shy of \$190,000,000.

President Miskus informed the Board that the Arizona Campus Christian Center [AZ CCC] had been dissolved on July 17, 2024 and that the property had been sold to First United Methodist Church for \$709,500; closing took place on November 13, 2024. AZ CCC reported negative cash on hand [\$23,263.90] for maintenance and legal fees owed and added \$10,396.13 for furnishings and office equipment, resulting in a total value of \$692,902.23. Seventy-five percent of this sum (\$519,676.88) was paid out to members, leaving a reserve of twenty-five percent still owed. The District has received two checks: (a) \$104,573, which is 12.28% of the liquidation amount minus reserve amount and (b)

\$104,598.44, which is 20.1276% of the liquidation amount minus reserve amount. An additional final check may be issued following the winding up the corporation and liquidating all its assets. In response to this, legal counsel has recommended two actions for the District to pursue: (1) To obtain money judgments reflecting full amounts owed to PCUM, ELCA, and LCMS or (2) Offer to purchase the property from FUMC for an amount substantially less than the fair market value (e.g. \$1,000,000). Further information from legal counsel is expected next week. Board members were instructed to anticipate a special teleconference meeting in the near future to deal with the matter. Discussion was raised by Board members about the objectives of having a campus ministry at Arizona at that site.

President Miskus described the ongoing individual teleconferences that he holds with pastors of the District; conversations with 120 out of the 150 active pastors in the District have been completed. This program also includes speaking with retired pastors within the District. This led to a discussion about the roles of retired clergy within the District and how they may be a resource for assisting congregations that need pastoral care.

President Miskus updated the Board about the series of teleconferences that also holds with the Vice-Presidents and Circuit Visitors of each region. The next set of these will take place later in Eastertide, as the participants requested not holding them during Lent.

President Miskus raised a matter of a "30% Grant" that had been issued to Zion - Detroit, MI. Grant money was to be utilized for funding a vicar being placed at the congregation; however, a vicar was not assigned to the congregation. The congregation is requesting that the Board permit that grant to be used for pastoral salary for the call of an associate pastor who will become the sole pastor of the congregation following the retirement of Rev. Mark Braden. Motion: *"To approve the repurposing of grant moneys issued to Zion - Detroit, MI."* Discussion about the process used for these grants and whether repurposing is a good precedent ensued. Following discussion, the motion was withdrawn. The congregation was encouraged to submit a new grant application outlining the revised purposes for using the grant moneys.

8. Canada Corporation Report

Mr. Jim Thielen, Chairman of the Canada Corporation, informed the Board about the restructuring and repositioning of the Canada Corporation underneath the governance of Lutheran Church Extension Fund (LCEF):

- (A) The LCMS Commission on Constitutional Matters granted approval the articles of amendment to the Canada Corporation. Subsequent to that approval, the LCMS Board of Directors adopted a resolution approving those articles for approval by Special Resolution on November 22, 2025.
- (B) On December 5, 2024, two virtual meetings were conducted to finalize the restructure and reposition the Canada Corporation.
 - (1) The Canada Corporation Board of Directors met and adopted two resolutions, which were both approved unanimously:
 - (a) A resolution authorizing the Directors to file Articles of Amendments with the Ministry of Public and Business Services Delivery as required under the provisions of the Not-for-Profit Act, 2010.
 - (b) A resolution to approve By-law 2024.1 related generally to conduct the business and affairs of the Corporation.
 - (2) A General Meeting of the Members of the Canada Corporation was conducted, where the Members took two actions, which were both approved unanimously:

(a) Members adopted a Special Resolution authorizing the Directors to file Articles of Amendment with the Ministry of Public and Business Service Delivery, as required under the provisions of the Not-for-Profit Act, 2010. The Articles amend the Corporation's current Supplementary Letter Patent dated May 14, 2010, to change the name of the Corporation to The Lutheran Church Extension Fund-Missouri Synod Canada Corporation and to establish a mandatory range of Directors, with a minimum of three (3) and maximum of fifteen (15) directors.

(b) The Members confirmed the By-law 2024.1 related to the general conduct of the business and affairs of the corporation. These By-laws contained a provision to repeal all former By-laws of the Corporation.

(C) A new Board of Directors for the restructured Canada Corporation has been appointed, which held its first meeting on January 23, 2025. Voting members appointed to this Board are:

- Rev. Charles St. Onge; Ascension Lutheran, Montreal, Quebec (Secretary) (one-year term)
- Rev. Philip Gai; St. Marks Lutheran, Mississauga, Ontario (one-year term)
- Ann Marie Weselan, St. Marks Lutheran, Mississauga, Ontario (Vice Chairman) (two-year term)
- Rev. Gerald Luck (retired), St. Marks Lutheran, Mississauga, Ontario (two-year term)
- Sue Elsholz; Ascension of Christ Lutheran, Beverly Hills, Michigan (three-year term)
- Jim Thielen; Church of St. Luke-Lutheran, Toronto, Ontario (Chairman) (three-year term)

(D) As part of the bylaws restructuring the Canada Corporation, other individuals are entitled to notice of, to attend, and to speak, but not vote, at all meetings of the Board of Directors:

- President and Chief Executive Officer of LCEF
- Chief Financial Officer of LCEF
- President of the English District, being an officer of the English District
- President of SELC District and Vice President of the SELC District
- District Vice President for the English District, being an officer of LCEF
- English District Assistant to the President - English District (Treasurer)
- Beth Berner, administrative assistant to Bart Day

Mr. Thielen noted that these actions bring the Canada Corporation restructuring and repositioning process to a conclusion from the Synod and District perspective, though final legal approval from Canadian governmental entities has yet to be granted. This process was initiated by the Board's action in December 2022 [*cf. DEC 2022 Meeting Minutes, Item 8*]. The restructuring and repositioning of the Canada Corporation also marks a paradigm shift concerning the assets available for management and the potential scope of activity within all of Canada, as well as the roles that the new management board members will have and the skill sets needed by those members. He specifically thanked Mr. Bart Day and Treasurer Sally Naglich for the work hours spent in this process and past District President Jamison Hardy and current District President Jeffrey Miskus for their ongoing support of the process.

Following this report of actions, Board members asked about the benefits of this restructuring and repositioning of the Canada Corporation. The full benefits are yet to be fully manifested at this time, but they are anticipated to be seen.

9. Constitution Committee Report

Secretary Zimmerman submitted the report of the District Constitution Committee, which advised the Board to approve the revised governing documents from Good Shepherd – Toledo, OH; Shepherd of the Mountains – Pinetop, AZ; Christ – Aurora, ON; Redeemer – Oakmont, PA; Bethany – Fort Wayne, IN; and St. Paul – Paris, TX. Motion: *“To approve the revised governing documents from Good Shepherd – Toledo, OH; Shepherd of the Mountains – Pinetop, AZ; Christ – Aurora, ON; Redeemer – Oakmont, PA; Bethany – Fort Wayne, IN; and St. Paul – Paris, TX.”* Motion carried.

10. District Treasurer Task Force

Mr. Thomas Honebrink and Secretary Zimmerman reminded Board members that discussion about recommendations was tabled to this meeting [cf. NOV 2024 Meeting Minutes, Item 21]. A brief discussion concerning how the District was in the position that currently finds itself was conducted. Board members shared their opinions about how the task force should move forward to complete its work. Motion: *“To direct the Task Force to draft governing documents wherein the District Treasurer and the District Executive: Business and Finance are positions held by two different individuals.”* Following discussion, the motion carried.

11. Recess & Lunch

At 12:05pm, Chairman Leu declared the meeting in recess for lunch. Rev. Todd Arnold gave Board members a short tour of the congregational facilities after lunch.

At 1:20pm, Chairman Leu called the meeting back to order.

12. Corporate Operations Task Force

Mrs. Kristin Wellik introduced a resolution from the Corporate Operations Task Force: *“To Revise the Corporate Operations Manual to Include Compensation for President when a New Call Is Taken”* During discussion of the proposal, question was raised about the ambiguity of the phrase *“from the date of his resignation from office”* and the necessity of having a different paragraph regarding acceptance of calls. A motion to amend was made: *“To amend the proposal by changing Paragraph 2 to read: ‘Voluntary. If the President leaves office during a term, he shall receive one (1) month’s salary and health and retirement benefits from the date that his successor assumes the duties of the office. During the transition period, the outgoing President shall be available as a consultant.’ And to remove Paragraph 4 from the proposal.”* The motion to amend was adopted. A further motion to amend was made concerning Paragraph 1: *“To amend the proposal by changing Paragraph 1 to read: ‘End of Term. If the President cannot or chooses not to run for another term in office or is defeated for reelection, he shall receive three (3) months’ salary and health and retirement benefits from the date of his successor’s installation.’”* The motion to amend was adopted. A subsequent motion was made: *“To adopt the task force’s proposal as amended.”* Motion carried. [See Attachment A].

A Board member inquired whether the Corporate Operations Task Force should remain in place and what its role should be. Chairman Leu suggested that the task force should continue to be empaneled, as further revisions to the *Corporate Operations Manual* may need to be considered prior to the triennium drawing to an end.

13. Afternoon Devotions

Vice-President Michael Morehouse led afternoon devotions, following the Noon Daily Prayer for Individuals provided in *Lutheran Service Book* (p. 296).

14. Amending District Governing Documents concerning the Canada Corporation

Secretary Zimmerman presented several action items for the Board to amend various District governing documents that included references to the Canada Corporation. These were identified for Board members in a December 23, 2024 document entitled: "References to Canada Corporation in English District Governing Documents." That document outlined the different actions required to amend District Bylaws, District Endowment Fund Governing Documents, District *Corporate Operations Manual*, and District Board of Directors Policies.

Motion: *"To adopt the Overture: 'To Amend District Bylaws 6.2.5 and 9.1.2'."* [See Attachment B]. Following short discussion, the motion carried.

Motion: *"To adopt the Resolution: 'To Amend English District Endowment Fund Governing Documents Paragraphs 5.3.1 and 5.6'."* [See Attachment C] Following short discussion, the motion carried.

Motion: *"To adopt the Resolution: 'To Amend English District Corporate Operations Manual Relating to the Canada Corporation.'"* [See Attachment D] Following short discussion, the motion carried.

Motion: *"To adopt the Resolution: 'To Amend English District Board of Directors Policy I.D.'"* [See Attachment E] During discussion, question was raised whether to delete *"or the Canadian equivalents"* in Policy I.D.3. During discussion, another question was raised about the effective date of policy changes and whether they should be adopted at the present time. Following discussion, the motion carried.

15. District Convention Matters

Secretary Zimmerman reviewed with Board members a document entitled: "A Basic Primer on Circuits & Regions" to prepare the Board for establishing Electoral Circuits at its June 25, 2025 meeting. President Miskus emphasized the importance of congregations to submit the 2024 statistical reports to the Synod, so that proper sizing of Electoral Circuits can be determined.

President Miskus also stressed the necessity of congregations to elect and accredit their delegates to the District Convention. At the time of the Board's meeting, 35 congregations were on record of having done so. At least one-third of District congregations must be represented at District Conventions for legal sessions to be held [cf. *LCMS Constitution XII.14*]. That will require registration of delegates from at least 53 congregations.

No overtures other than which were previously adopted in the meeting [cf. *Item 14*] were identified for the Board to submit to the District Convention.

District Floor Committee meetings and delegate orientation will be conducted via teleconference.

Board members were reminded that members who were eligible for re-election were to submit their consent forms to the Committee on Nominations to indicate their willingness to serve.

16. District Treasurer's Report

Treasurer Sally Naglich presented (a) the preliminary Statements of Financial Position as of December 31, 2024 and 2023, (b) the Statements of Activities and Functional Expenses for the 11 months ended December 31, 2024 for U.S. and Canada, and (c) the November 30, 2024 Financial Statements for Canadian Church Extension Fund.

The Statement of Financial Position - U.S. includes the Buffalo, New York residential property as Property Held for Sale of \$100,000 which was sold on January 24, 2025. A gain of \$13,000 will be reflected on the January 31, 2025 financial statements. Assets also include loan receivables from the Campus Christian Center of \$523,000, Canada Corporation of \$949,500, Illinois property sale of \$122,664 which is due in full on June 1, 2025, past president's home of \$346,069, and California property sale of \$1,250,177. The district has loans payable of \$664,057 to Lutheran Church Extension Fund. The current total of net assets without donor restrictions is \$7,732,683 compared to \$8,061,426 a year ago. Of the current net assets without donor restrictions the Board of Directors has designated \$4,625,002. In addition, the Statement of Financial Position shows the breakdown of donor restricted funds of \$590,531.

The Statement of Activities shows a decrease in net assets of \$362,831 on the U.S. books. The decrease was due to a decrease in congregational giving offset by investment gains but the deficit is mainly a result of additional ministry grants, synod support, scholarships and debt reduction grants disbursed from the amounts received in prior years from dissolving congregations. Additional presidential salary and benefits also contributed to the deficit. The Statement of Functional Expenses details those comparisons to budget in Gifts/Grants, Salaries & Benefits, Travel, and Property.

On December 5, 2024 the English District Lutheran Church-Missouri Synod (Canada Corporation) Board and members approved changes to the Bylaws and governing documents of the organization. The amending documents have been filed with the government and are waiting for approval of those changes. For accounting purposes, the Canada Corporation which includes both the congregational activity and the Extension Fund activity will be an activity of the Lutheran Church Extension Fund and will be presented as a discontinued activity on the January 31, 2025 Financial Statements of the English District LCMS. Operating agreements are being drafted by legal counsel and until those are in place and the approval of the new governing documents, we have continued to record financial activity as well as begun work to separate the activity as of December 6, 2024. The included December 31, 2024 Financial Statements show an increase in net assets of \$49,121 CAD\$.

Motion: *"To accept the Treasurer's Report."* Motion carried.

17. District Endowment Fund Report

Chairman Leu spoke about recent Endowment Fund Manager Board meetings. One matter being discussed is the selection of a manager of endowment fund assets currently being held in a Vanguard portfolio.

Chairman Leu also reported that grant proposals from two congregations were approved by the Endowment Fund Board of Managers. The managers submitted grant proposals for affirmation by the Board: a full grant of \$40,000 to Ascension - North Olmsted, OH for its NOAH program and a partial grant of \$5,000 to Grace - Wyoming, MI for retrofitting congregational facilities for West Michigan Lutheran High School use. Motion: *"To affirm the Endowment Fund Board of Managers' decision to approve the \$40,000 grant to Ascension - North Olmsted, OH and the \$5,000 grant to Grace - Wyoming, MI."* Motion carried.

Following discussion of the grant proposal affirmations, a Board member asked about the criteria used when making the decisions to approve grant proposals and how congregations who apply for grants might be steered to other relevant entities for potential funding. Another Board member inquired about the Endowment Fund Board of Managers' satisfaction with the quantity and quality of grant proposals being submitted by congregations.

18. District Staff Reports

Rev. Derek Mathers, Assistant to the Bishop and District Mission Executive, directed the Board to his written report. A Board member inquired about use of the Ministerial Health Commission by District workers and whether those workers have access to mental health programs under Employee Assistance Program aspects of Concordia Plans Services. It was noted that a number of District workers are not covered under Concordia Plans Services, making those programs unavailable to them. Another Board member asked whether any common topics have been raised by pastors or other church workers concerning issues that they need assistance with. Rev. Mathers mentioned that one common topic is financial compensation and health of church workers, which the District does not have direct authority to deal with; however, the District does provide education debt reduction grants, which is a limited way to deal with the matter. The matter of developing a battery to evaluate situations where church worker stresses may be likely to arise was also mentioned. President Miskus also spoke about flow charts created to determine the type of help needed by congregations and how the District can assist them by providing help or directing them to available resources. Another question was raised whether Rev. Mathers has the necessary resources to complete his work. That question was answered affirmatively, while also noting positive interactions with the LCMS Office of National Mission.

Mr. Albert Amling, District School Ministry Executive, directed the Board to his written report. He also announced that Sarah Driscoll from Redeemer Lutheran High School - Verona, PA, received the 2025 Lutheran Education Association Distinguished Lutheran Secondary Educator Award. A Board member asked about progress toward development of the Southern Arizona Lutheran School Association; a task force is currently working on organizational aspects of the association, including the governing structure to be established. Another Board member inquired about the difficulty of recruiting called LCMS teachers; Mr. Amling noted that some developments have arisen that may bring some improvement to that, though it is still an ongoing concern. Another question was raised whether Mr. Amling has the necessary resources to complete his work. That question was answered affirmatively.

Mr. Ron Grimm, District Planned Giving Coordinator, directed the Board to his written report. He informed the Board that congregational investments have slowed from previous reports.

Mr. John Hoover, LCEF District Vice-President, directed the Board to his written report. He also thanked Board members for the District's support of LCEF and President Miskus and other District Staff for their welcome and inclusion of him as a fellow member. He commented that visitation to smaller congregations has been well received, as they frequently feel overlooked. A Board member inquired about the statement in the written report that LCEF sacrificed liquidity for margin in 2024 and whether that would be the case going forward; Mr. Hoover answered that the same is currently expected in 2025. Another Board member asked whether Mr. Hoover planned to travel to Canada; his response indicated that travel plans are being arranged. A response was given that different communication plans may need to be developed. Chairman Leu announced that LCEF will be sponsoring the District t-shirts at the National Youth Gathering.

19. Review of Board Flow Chart

Chairman Leu noted that the required actions listed on the Flow Chart of Repeated Activities for the Board had been completed.

Chairman Leu also provided a brief summary of the Board of Directors report that will be submitted to the 2025 *Convention Workbook*.

20. Items for Next Meeting

Items for the June 2025 meeting were identified:

- Evaluation/adoption of any late overtures to the 2025 District Convention.
- Establishment of Electoral Circuits for the 2026 Synod Convention.
- District Treasurer Task Force governing documents proposal.

21. Future Meeting Dates and Locations

JUN 25, 2025	Detroit Metro Area (<i>held in conjunction with District Convention</i>)
AUG 22-23, 2025	Detroit Metro Area (<i>two day meeting anticipated; travel day is AUG 21</i>)
NOV 2025	TBD

22. Closing Prayer and Adjournment

At 4:00pm, Chairman Leu solicited a motion to adjourn the meeting. Motion: *"To adjourn the meeting."*
Motion carried.

Vice-President Morehouse conducted the Early Evening Daily Prayer for Individuals provided in *Lutheran Service Book* (p. 297).

Submitted,

Rev. Luke Zimmerman
Secretary, LCMS English District

ATTACHMENT A

To Revise the *Corporate Operations Manual* to Include Compensation for President when a New Call Is Taken

RATIONALE

The English District Board of Directors was made aware that the *Corporate Operations Manual* did not cover what to do about compensation and retirement compensation when the District President accepts a call to serve in a different capacity.

The *Corporate Operations Manual* currently contains the following information, and proposed revision has been added in red:

II. The Office of President

- A. The term Bishop may be used in addition to or as an alternate term to President, especially in inter-church relations.
- B. Retirement Compensation
 - 1. ~~End of term. If the President cannot, chooses not to run for another term in office or is defeated for reelection, he shall receive three (3) months' salary and health and retirement benefits from the date of his successor's installation.~~ End of Term. If the President cannot or chooses not to run for another term in office or is defeated for reelection, he shall receive three (3) months' salary and health and retirement benefits from the date of his successor's installation.
 - 2. ~~Voluntary. If the President leaves office during a term, he shall receive three (3) months' salary and health and retirement benefits, payable bi-weekly or however it is typically paid, from the date of his resignation.~~ Voluntary. If the President leaves office during a term, he shall receive one (1) month's salary and health and retirement benefits from the date that his successor assumes the duties of the office. During the transition period, the outgoing President shall be available as a consultant.
 - 3. Involuntary. If the President is removed from office, he shall receive thirty days' salary and health and retirement benefits, payable bi-weekly or however it is typically paid, from the date of his removal.
 - 4. If appropriate, retirement compensation for the outgoing President shall begin three months after the election of a new President.

Therefore be it

Resolved, That the *Corporate Operations Manual* [June 2018 Revision, Page 1] be revised as listed above.

ATTACHMENT B

To Amend English District Bylaws 6.2.5 and 9.1.2

Preamble

At its December 2–3, 2022 meeting, the English District Board of Directors enacted an agreement with Lutheran Church Extension Fund (LCEF) that would transfer governance of the Canada Corporation from the English District to LCEF. LCEF would replace the Canadian congregations of the English District as the sole member of the Canada Corporation and that, as the sole member, it will have the power to elect that entity's Board of Directors.

The agreement with LCEF to assume governance of the Canada Corporation was done, so that LCEF could potentially provide loans to Lutheran congregations and church workers in Canada that held membership outside the English District. That included both SELC congregations and church workers, as well as congregations and church workers belonging to Lutheran Church—Canada.

Authorization for LCEF to provide loans to entities not belonging to The Lutheran Church—Missouri Synod (LCMS) required The LCMS to amend its bylaws. The LCMS Bylaws were amended at the 2023 Synod Convention [2023 Resolution 9-10A], allowing LCEF to lend to non-Synod entities with the approval of the LCEF's governing board and the approval of The LCMS Board of Directors.

LCEF's assumption of governance of the Canada Corporation received final approval by The LCMS Board of Directors when it met on November 22–23, 2024. On December 5, 2024, the Members and Board of Directors of English District Canada Corporation voted to amend the corporation's governing documents. These actions mean that the former subagency of the English District—the Canada Corporation—has now become an incorporated subagency of an agency of the Synod—LCEF.

Rationale

With the Canada Corporation having become an incorporated subagency of LCEF, it is no longer under English District governance. The English District Board of Directors no longer has fiduciary responsibilities concerning the Canada Corporation. This makes representation of the Canada Corporation to the English District Board of Directors no longer necessary. Additionally, the change in status of the Canada Corporation includes a Board of Directors with members who are not members of English District congregations. Such an entity should not be empowered to make appointments to English District boards or committees.

Therefore be it

Resolved, That English District Bylaw 6.2.5 be amended as follows:

PRESENT/PROPOSED WORDING

~~6.2.5 Vacancies that occur in the office of District Endowment Fund Manager shall be filled:~~

~~(a) A vacancy in any regional manager position shall be filled by appointment by the District President, subject to approval by the Board of Directors.~~

~~(b) A vacancy in the Canadian representative position shall be filled by appointment by the Canada Corporation.~~

6.2.5 A vacancy in any regional manager position on the District Endowment Fund Manager Board shall be filled by appointment by the District President, subject to approval by the Board of Directors.

and be it further

Resolved, That English District Bylaw 9.1.2 be amended as follows:

PRESENT/PROPOSED WORDING

~~9.1.2 The Board of Directors shall have six (6)~~ five (5) non-voting members:

~~(a) The Vice-Presidents of the District~~

~~(b) The Treasurer of the District~~

~~(c) The Chairman of the English District of The Lutheran Church—Missouri Synod (Canada Corporation)~~

ATTACHMENT C

TO AMEND ENGLISH DISTRICT ENDOWMENT FUND GOVERNING DOCUMENTS PARAGRAPHS 5.3.1 and 5.6

Rationale

With the Canada Corporation having become an incorporated subagency of LCEF, it is no longer under English District governance. The change in status of the Canada Corporation includes a Board of Governors with members who are not members of English District congregations. Such an entity should not be empowered to make appointments to English District boards or committees.

Therefore be it

Resolved, That English District Endowment Fund Governing Document Paragraph 5.3.1 be amended as follows:

PRESENT/PROPOSED WORDING

- 5.3.1 The Board of Managers shall consist of:
- a. The Treasurer of the District, who shall serve as treasurer of the Fund;
 - b. One member of the District Board of Directors elected by the Board;
 - c. One regional manager (preferably laity) elected from each region of the District;
 - ~~d. One Canadian representative elected by the Canada Corporation;~~
 - e.d. The District President.

and be it further

Resolved, That English District Endowment Fund Governing Document Paragraph 5.6 be amended as follows:

PRESENT/PROPOSED WORDING

5.6 Vacancies

- 5.6.1 A vacancy in any regional manager position shall be filled by appointment of the District President, subject to approval by the Board of Directors. The appointed manager shall serve the remainder of the term.
- ~~5.6.2 A vacancy in the Canadian representative position shall be filled by appointment of the Canada Corporation. The appointed manager shall serve the remainder of the term.~~
- ~~5.6.3~~ 5.6.32 A vacancy in the Board of Directors position shall be filled by appointment of the Board of Directors. The appointed manager shall serve the remainder of the term.

ATTACHMENT D

TO AMEND ENGLISH DISTRICT CORPORATE OPERATIONS MANUAL RELATING TO THE CANADA CORPORATION

Rationale

With the Canada Corporation having become an incorporated subagency of LCEF, it is no longer under English District governance. This means that references to supervision of the Canada Corporation should be removed. Additionally, the District Treasurer no longer serves a role with the Canada Corporation based upon his or her office.

Therefore be it

Resolved, That the Job Description for Executive Assistant to the President: Business and Finance and Treasurer within the English District *Corporate Operations Manual* be amended as follows:

PRESENT/PROPOSED WORDING

5. RESPONSIBILITIES

- A. Guided by and supportive of the mission and vision of the President, s/he will, in an executive capacity, be available to the President and work cooperatively with the President and other members of the District staff.
- B. Organize and administer all financial systems of the District, including accounting, reporting, analyzing, planning, and budgeting. Be responsible for banking and investing funds, receiving and disbursing the monies of the District, and borrowing and loaning money in its name. Serve as Treasurer, trust officer and business advisor to the Board of Directors. Regularly report on fiscal and business matters to the Board of Directors and the District Convention. Report to the congregations through the District newsletter.
- C. Manage and protect the assets of the District. Maintain and insure its properties. Buy and sell property in its name. Engage legal counsel when necessary and act as the District's agent in matters of law and real estate. (Note provisions under "Contracting Policies")
- D. Maintain and supervise the clerical and accounting personnel in the District office and oversee employee payroll and benefits.
- ~~E. Serve as Treasurer of The English District of The Lutheran Church—Missouri Synod (Canada Corporation).~~
- ~~F.E.~~ Perform such related duties as the Board of Directors may assign to him/her and administer his/her office in accordance with the rules and regulations adopted by the English District, as directed by its Board of Directors.
- ~~G.F.~~ Shall abide by the rules and intentions of the Executive Handbook.

and be it further

Resolved, That English District *Corporate Operations Manual* be amended by removing the section on The English District of the Lutheran Church—Missouri Synod (Canada Corporation) [Pages 22–28] in its entirety.

ATTACHMENT E

TO AMEND ENGLISH DISTRICT BOARD OF DIRECTORS POLICY I.D

Rationale

With the Canada Corporation having become an incorporated subagency of LCEF, it is no longer under English District governance. The English District Board of Directors no longer has fiduciary responsibilities concerning the Canada Corporation. This means that references within English District Board of Directors policy to having oversight over CCEF (Canadian Church Extension Fund) funds and transactions are moot.

Additionally, the current policy statement regarding indemnity/performance bonds for District employees handling cash does not reflect the current practices of safeguarding against theft, fraud, or other financial wrongdoing. Indemnity/performance bonds have been replaced by insurance coverage against such actions.

Therefore be it

Resolved, That English District Board of Directors Policy I.D be amended as follows:

PRESENT/PROPOSED WORDING

D. English District, The Lutheran Church—Missouri Synod, Board Policy: “Protection of Assets”

To prevent disrepair, excessive risks, untraceable transactions or conflict of interest in the management of the English District, The Lutheran Church—Missouri Synod resources, the District President will not:

1. Allow any one individual to have complete authority over a financial transaction, including LCEF and CCEF loans.
2. ~~Allow the existing indemnity/performance bond for those people handling cash to be reduced or canceled.~~ Allow the existing insurance coverage for theft, fraud, or other financial malfeasance by District employees to be reduced or canceled.
3. Allow the deposit of English District—LCMS funds (except LCEF & CCEF) in institutions where they are not fully protected by NCUA or FDIC or the Canadian equivalents.
4. Allow abuse or misuse of English District—LCMS assets. English District properties will be inventoried and a system in place to ensure adequate safeguards to prevent loss, damage or theft of property. An annual inventory shall be conducted and be made available to the Board of Directors upon request and based on fire replacement insurance values.
5. Allow insurance coverage of English District—LCMS assets to fall below the level of replacement value.