

## **EASTERN DISTRICT BOARD OF DIRECTORS**

**FRIDAY, OCTOBER 12, 2018**

St. Luke Lutheran Church, Cheektowaga, New York

### **SPECIAL ORIENTATION MEETING**

**Directors Present:** Cyndi Alviani; Susan Bell; Jim Carr; Mark Erbelding; Carl Fretthold; Melissa Fultz; Secretary Karl W. Haeussler; Pastor Dan Hahn; Pastor Fred Hoover; Terry Miller; Garrett Nash; Pastor John Pingel; Pastor Carl Prostka; and, President Chris Wicher.

**Directors Absent:** None.

**Special Guests:** Rick Porter; and, Barbara Williams.

**Meeting Called to Order.** After the President and the Secretary had determined that a quorum had been established, in the absence of a Chair the meeting was Called to Order by the President at 8:14 a.m. who was going to Chair this Special Orientation meeting.

**Opening Devotion.** The opening devotion was given by Pastor John Pingel. His focus was on “A Letter to a Dying Church.” Its focus was on how the Church appears to be dying in the eyes of the world yet is quite alive in the Spirit of our Resurrected Lord and Savior. And while some local congregations are dying and have closed, many are finding new life in the power and hope of Word and Sacrament. Five emphases were presented: 1) Read the Bible daily; 2) Be willing to take risks; 3) Reject negativity and strive toward positivity; 4) Have a grateful spirit; and 5) Live for others and not for yourselves. Overall, with our focus upon the Lord and His Word we are not dying, rather we are alive and kicking.

#### **Opening Comments.**

- \* The President expressed his pleasure that there was perfect attendance for this meeting and that he is hopeful for a great triennium.
- \* The President passed out Conflict of Interest forms while explaining any potential conflicts that we need to be aware of while we are serving on the District Board of Directors.

#### **Introductions and Getting Acquainted.**

- \* Ice breaker/discussion starter.

The President presented six statements about our Eastern District and asked us to respond to each in one of the following ways: strongly agree; agree; disagree; or, strongly disagree.

Our Eastern District can change the world.  
Our Eastern District has a focused mission.  
Our Eastern District is facing a major threat.  
Our Eastern District is living in the past.  
Our Eastern District stands on the threshold of opportunity.  
Our Eastern District is alive and growing.

Each member was then asked to give their response to one of the above statements while answering the following questions about themselves: who are you; where are you from; which congregations have you belonged to; how long have you been a member of your present congregation; and, how long have you been in the LCMS.

### **Board of Director Overview.**

The President began passing around a roster listing each member of the Board of Directors along with their contact information. Each member was asked to make any corrections, if needed.

He then passed out a Travel Insurance Form to each member. They could complete them at this meeting or return them to the District Office later.

\* Relationship of District President + District Staff + District Board of Directors + Synod.

The governance and structure of the District is much different than the governance and structures of most congregations. At the recently held Convention the Bylaws and Regulations were finally brought up to date to the reality of the present governance and structure of the District.

All members of the Board of Directors are elected by the District Convention. The District President is the CEO of the District managing the programs of the District along with overseeing the District Staff. (The staff is accountable to the President and not the Board of Directors.) The District President also acts on behalf of the Synod as the ecclesiastical supervisor of the Pastors and congregations of the District. The Board of Directors is a policy board that monitors the District President making sure he is in line with the purpose, policies and the outcomes of the District.

\* Governing Documents and Policies.

The Constitution of Synod is the Constitution for every District in Synod including ours. Other important Governing Documents for our Eastern District:

- + District Bylaws. (This truly serves as our Constitution.)
- + District Regulations. (This truly serves as our Bylaws.) + District Governance Policies.
- + District Personnel Manual.

Aside from the President, all of the District Staff are part time (most of them working Monday through Thursday from 8:30 a.m. to 4:30 p.m.) Rick Porter is also affiliated with Lutheran Church Extension Fund (and Ruth Marzano also works for LCEF). Bruce Sutherland is also affiliated with Lutheran Hour Ministries. Bob Wirth and Rich Paul are also affiliated with LCMS Foundation.

The Eastern District, geographically, includes all of New York State west of Rome, Utica and Binghamton; the entirety of the Commonwealth of Pennsylvania save for York County; and, Garrett County in extreme western Maryland. The District presently has 126 congregations with more than 130 Ordained Ministers and more than 140 Commissioned Ministers. The Eastern District is the oldest District in the Synod, the only remaining of the original four Districts from 1854. (Our Articles of Incorporation are still the same.) Back then, geographically, our District was everything east of Ohio.

\* Desired Outcomes.

Four years ago, the Board of Directors adopted five outcomes for our District and then added one more. They are as follows:

- + Making Disciples. Congregations have outreach as their primary focus. They pray for, plan and implement ministries to make disciples of a growing number of people locally and beyond.
- + Linking Disciples. Networking and sharing of information between congregations and staff and entities of the District occur regularly in order to match resources with God-given opportunities and to enhance working together.
- + Equipping Disciples. Congregational leaders and church workers are equipped, empowered, and enabled to pursue Christ's mission locally and beyond.
- + Care of Church Professionals. Physical, emotional, intellectual, financial, and spiritual support systems exist to demonstrate concern and provide care for professional church workers.
- + Serving Disciples. Congregational leaders and church workers are Christ-like in their compassion and care in serving others.
- + Connecting Congregations. Congregations and leaders are inter-connected, walking together in Synod and, where appropriate, with the Church-at-large.

This Board may review these outcomes during this triennium.

The District can only make suggestions to congregations which are seeking help and guidance. Moreover, the District does not have magic solutions for their problems and concerns.

If church workers and leaders are equipped and healthy then this spreads to the rest of the congregation. This is why the primary focus of our President and District Staff is on church workers and leaders. This is the approach that Jesus used with His disciples.

### **Eastern District Board of Directors (Pioneer BOD) and Carver Governance Model.**

The President turned the meeting over to Rick Porter.

\* Relationship of the District Board of Directors with Pioneer Camp and Retreat Center.

While Pioneer Camp and Retreat Center (the land) is owned by the Eastern District it is responsible for its own operations. The District Board of Directors used to serve as the Pioneer Board of Directors, yet this was changed three years ago and explained at the previous District Convention.

Pioneer is a membership corporation and we are owners of it. The District Board of Directors presently elects members to serve on the Pioneer Board of Directors. (This was done by the previous Board in August.) Pastor Alex Knowles is the Director (CEO) of Pioneer Camp and Retreat Center and oversees a staff. He is also a member of the Pioneer Board of Directors. Pastor Ron Breight is our representative on the Pioneer Board of Directors. Barb Williams as District Treasurer is also the Treasurer for Pioneer. Pioneer is also under the ecclesiastical supervision of the District President.

Pioneer used to operate primarily summer camp and other related programs for the congregations of the Eastern District. This model is not economically sustainable any more (and many other similar church camps have closed across our Synod for this reason). Pioneer has found a different model which is proving to be sustainable.

Since we are the owners of Pioneer Camp and Retreat Center the Pioneer Board of Directors is to act in accordance with our expectations. We will talk more about this later.

\* Carver Governance Model.

While individual members of the District Board of Directors may represent a region or section, each one of us is serving the entire Eastern District.

The Eastern District no longer operates under a Board structure, rather it now operates under a Carver Governance Model. This change was a gradual one beginning in 1995 as this possibility was first discussed. In 2000, permission was received from the District Convention to begin making the change. Since 2011 we have been operating this way and it has been moving the District more productively toward our desired outcomes.

While some Board members were elected by a region or section, each Board member is serving the entire Eastern District. Moreover, all members of the District Board of Directors are equals under policy governance.

Three questions from Carver that establish the need for policy governance.

1. How can a group of peers be a responsible owner representative, exercising authority they will never completely see, toward goals they cannot fully measure, through jobs and disciplines they will never master themselves?
2. How can they fulfill their own accountability while not, at the same time, infringing unnecessarily on the creativity and prerogatives of management (that make it happen)?
3. How can they do so when within themselves they disagree, there is a limited time for the task, and there is an unending stream of organizational details demanding inspection?

How? It is done through setting policies that will guide those serving within the organization toward its desired outcomes. This is how you can get the job done when you can't be there. "The purpose of the board job is, on behalf of ownership, to see to it that the organization achieves what it should and avoids what is unacceptable." We are not a church council that approves what has already happened, rather we write proactively the framework for what will happen.

How a Board accepts responsibilities can be seen in the following: governing as opposed to managing; knowing the owners and achieving outcomes for them; avoiding unacceptable means; describing what success looks like (desired outcomes); and, delegating while holding accountable.

Rick led us to section 2.2 of the District Governance Policies, Accepting Responsibility. While we began reviewing and discussing this section it was noted that even though we are not in an official Board of Directors meeting, we can still approve anything retroactively when the official meeting begins after lunch.

2.2.6 emphasizes that Board members leave a meeting with a united voice.

While discussing 2.2.12 it was questioned as to whether the Executive Committee was eliminated or not.

Consent was given approving everything in section 2.2 with the exception 2.2.12. Rick will check on the question raised about the Executive Committee.

The Board turned its attention to all of Section 2. Rick noted the following color code: parts highlighted in yellow have not been reviewed in many years; parts highlighted in green have been official acts of the Board; and, parts highlighted in blue describe the job of the Board.

**Closing Prayer.** A closing prayer was given by Pastor John Pingel. This Special Orientation Meeting adjourned at 11:56 a.m.