

MINUTES

**BOARD OF DIRECTORS MEETING
INTERNATIONAL LUTHERAN LAYMEN'S LEAGUE**

St. Louis Union Station Hotel

1820 North Market St, St. Louis, Missouri 63103

Friday, January 27, 2023

In Attendance: Kurt Senske, Chairman; Melanie Braun, Treasurer; Patricia Ross, Secretary; Linda Arnold; Eric Brown; Jim Dankenbring; Kirk Farney; Vincent James; Jonathan Laabs; Virginia Miller; Edith Schoepp; Gordon Tresch; LHM CEO Kurt Buchholz, Ex Officio; Pastoral Advisor Rev. Tom Pfothenauer, Ex Officio; LCC Synodical Liaison James Schnarr

Not in Attendance: Gene Partlow, Vice Chairman; Kristi Matus; Don Scifres; LCMS Synodical Liaison Dan McMiller; LLL-Canada Managing Director Lisa Jackson

Additional staff attended at the request of CEO Kurt Buchholz.

01 Kurt Senske, Chairman, called the meeting to order at 9:00 AM.

02 Rev. Tom Pfothenauer, Pastoral Advisor, led a devotion on Daniel 1:6-7, with An encouragement for Board members to remember who they are in the Lord.

M 2022/23-17 Motion was made to approve the consent agenda, including: Approval of Meeting Agenda and Approval of October 2022 Meeting Minutes.

Motion was seconded and passed by voice vote.

03 Melanie Braun, Treasurer and Chair of the Budget & Finance Committee, reported on the Committee's recent meeting. They discussed the LHM Foundation's recent request relative to growing the Endowment, as well as building updates that were received. She invited David Lanius, Chief Financial Officer, to provide a financial update.

CFO Lanius gave an update on finances through the end of the second quarter.

The Board discussed the report and the forecast for the remainder of the year.

04 Chairman Senske reported that the Executive Committee met to review the meeting agenda. They also approved a resolution on behalf of the Board to approve a housing allowance for a new rostered employee.

05 Jim Schnarr, LCC Liaison, expressed his gratitude for participation in the Board meetings. LCC President Teuscher was unable to deliver a report for him to convey. Liaison Schnarr has spoken to President Teuscher about resigning his role as Liaison since he is no longer actively working but thanked the Board for the blessings and learnings from his time

involved with the Int'l LLL Board. He has compiled a list of responsibilities for the role so that President Teuscher can work to provide the name for a new Liaison.

Chairman Senske thanked Liaison Schnarr for his service and insights during his tenure.

06 Chairman Senske reported that he will send a letter to LCMS President Harrison to inquire regarding a name to consider for appointment as LCMS Liaison given current Liaison Daniel McMiller's retirement.

07 President & CEO's Report

Kurt Buchholz, CEO, reported on potential international monitoring opportunities for Board members for the upcoming year. Any Board members who are interested should contact him to let him know of their interest.

CEO Buchholz reported that he attended the Tournament of Roses Parade this year to participate in the Lutheran Hour Ministries Float Committee's activities. This year's float won the prestigious Directors Award and provided a continued witness to a unique TV and in-person audience.

CEO Buchholz reported that the Executive Committee requested that staff propose updates to policy to merge the Nominations and Election Committee responsibilities under the Nominations Committee. Patti Ross, Secretary, and Jon Laabs, Chair of the Nominations Committee, expressed their support for this move as well.

M 2022/2023-18 Motion was made to approve the proposed policy revisions:

~~**2.6.4 The Secretary will serve as Chair of the Election Committee.**~~

2.10.3 Nominations Committee: The purpose of the Nominations Committee is to deliver a recommended slate of candidates for open Board positions to the Board following the procedures outlined in the Bylaws, Article III, Section E, paragraph 3 and to conduct the process of appointment of officers by the Board.

2.10.3.1 As the Nominations Committee builds a recommended slate of candidates for any open Board position, the following requirements will be in place:

- **The candidates, if elected, will remove themselves from any other elected voting office with the Int'l LL or LLL Canada, any subsidiaries or controlled entities thereof, and any districts, zones or other divisions thereof.**
- **Candidates are not personally coed by the Int'l LL or LLL-Canada, any subsidiaries or controlled entities thereof, or any districts, zones, or other division thereof, and are not immediate family members of employed staff thereof.**
- **Candidates are not ordained clergy.**

2.10.3.2 The Nominations Committee will verify the process and results of the annual election, accept the election results on behalf of the Board, and report the election results to the Board and membership.

2.10.3.3 The Nominations Committee will conduct the election of officers at the first board meeting after the election of board members. The committee will also conduct an election to fill any vacancy in an officer position.

2.10.3.4 The Nominations Committee evaluate gaps in the board composition, including the professional experience and skills of members, and recommend to the board appointment of additional members to fill any gaps identified.

2.10.3.5 When the number of board members falls below thirteen (13), the Nominations Committee will use reasonable efforts to recommend candidate(s) to fill any vacancy as soon as practicable.

~~**2.10.7 Election Committee: The purpose of the Election Committee is to verify the process and results of the annual election, accept the election results on behalf of the Board, and reports the election results to the Board and membership. The Secretary will serve as the Chair of the Election Committee. The Chairman will appoint two additional Board members and the CEO will appoint two staff members to serve on the committee.**~~

Motion was seconded and passed by voice vote.

Chairman Senske reported that the Board Development Committee will be reviewing additional proposed policy revisions.

CEO Buchholz invited Lara Heisohn-Sidorski, Chief Operating Officer, and Jeff Craig-Meyer, Senior Vice President and Chief Strategy Officer, to provide updates on risk management strategies.

COO Heisohn-Sidorski provided an update on current cyber security strategies and continued plans. Senior Vice President Craig-Meyer provided an update on the process to acquire key person insurance policies on key staff. Staff will update the Board again once premiums have been established and policies are in place. The Board asked questions and discussed throughout the presentations.

There was no update from LLL-Canada.

08 Chairman Senske presented the future meeting schedule:

- July 20-21, 2023 – St. Louis, MO
- November 2-3, 2023 – St. Louis, MO
- January 26, 2024 – Online
- April 18-19, 2024 – St. Louis, MO
- July 18-19, 2024 – St. Louis, MO
- October 17-18, 2024 – St. Louis, MO
- January 24, 2025 – Online

M 2022/2023-19 Motion was made to go into Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-20 Motion was made to go out of Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-21 Motion was made to approve the slate of candidates for the May 2023 election as presented in Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-22 Motion was made to go into Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-23 Motion was made to go out of Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-24 Motion was made to approve the Resolution to Proceed with Globalization Proposal

Whereas the Board agrees that the plans for future globalization efforts presented at its January 2023 meeting represent the desired path towards achieving the organization's Ends Policies;

Be it resolved that the staff creates the organizational strategic plan and budget for FY 2023-2024 in alignment with the plans presented; and

Be it resolved that as of June 1, 2023, the role of the President & CEO be separated as presented, with the CEO reporting to the Board and serving as the individual indicated in Article II, Section C of the organization's bylaws to carry out the general affairs of the organization.

Motion was seconded and passed by voice vote.

M 2022/2023-25 Motion was made to go into Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-26 Motion was made to go out of Executive Session.

Motion was seconded and passed by voice vote.

M 2022/2023-27 Motion was made to approve the following resolution: RESOLVED, that per the minutes of the January 9, 2023 meeting of the Compensation and Evaluation Committee, and the recommendation contained therein, Kurt Buchholz is hereby granted a

sabbatical from his daily responsibilities, to be taken throughout the months of August and September, 2023, with no reduction or suspension of compensation and benefits.

09 Eric Brown offered a closing prayer.

10 The meeting adjourned at 1:30 PM.

Respectfully submitted by,
Patti Ross, Secretary