

# Instrument for Internal Governance of Concordia Seminary in Exile

Robert W. Bertram

*Foreword: Bertram is believed to be the chief architect of the Internal Governance Document; but its contents were joyously accepted and endorsed by the Seminex faculty, staff, and administration – and Bob would probably agree that the document is theirs.*

*The Internal Governance Document (IGD) represents a staple in Bob's thinking, with roots in the Dominican monastic order, that "the decision-makers shall be the consequence-takers, and the consequence-takers shall be the decision-makers." That approach to responsibility has a long trajectory in theological ethics, and is perhaps most notably at the center of H. Richard Niebuhr's, "The Responsible Self." For further reading, Bertram's most concise presentation on this matter is evident in his article entitled "Responsibility: A Confessional-Ethical Splice" (available in the on-line Crossings library).*

*In many ways, the IGD represents an historical opposite to the top-down manner of operation evident from the experiences of many who came to Seminex. One need only consider that the decisions that were governed at Concordia Seminary were under the jurisdiction of the "Board of Control." How much they sought to extend that control is evident in the controversy in the LC-MS and the resulting exile of faculty and students. This cruciformed-historical episode, I believe, prompted Bertram to prepare a modus operandi at Seminex in the IGD where that kind of top-down management would not be repeated.*

*One might also consult Ed Schroeder's commentary on the IGD in his Foreword to Bertram's book, A Time for Confessing (Grand Rapids: Eerdmans, 2008), xiii-xiv, which actually inspired me to put the IGD into print once again. I admit, it is not easy reading, but it is best read as a document for the overtones and undertones of its theological composition, for which Bertram was a master.*

*Michael Hoy, 5/20/09, The Ascension of our Lord*

## Prologue

Conceived in crisis, born in faith, Concordia Seminary in Exile is a community of Christian men and women dedicated to confessional witness in the church we love and to the best in theological education.

As a result of the events which have brought us into exile and which characterize our life in exile we have come to a particular self-understanding. We are part of a confessional movement. We have a witness to make of our Lord Jesus Christ because our Lord Jesus Christ is our Witness before Almighty God. As our Lord gave himself to us, so too, we, as the church, give ourselves to the world.

We are members of our Lord's body, the church. Therefore, our ways of living together, dealing with one another, and accomplishing our common tasks will be ways of openness, trust, acceptance, admonition and forgiveness. A primary concern in all our action will be the building up of our community, the expression and cultivation of our brotherhood and sisterhood.

We believe that our special vocation is to be a community whose ministry is teaching and learning, first of all among one

another, but also in God's church and His world around us, always under the reliable discipline of His Word. Every member of our community shares mutually in this ministry of learning and teaching.

We have come to appreciate faculty and students as members of two classes, equal in membership status which share equal responsibility for the community's identity, confession, and educational process.

## **Working Assumptions**

- 1) There shall be maximum participation of the members of the community in matters which affect the community as a whole.
- 2) Each membership class has an integrity of its own and is free to make its own decisions, though it considers seriously the implications of its decisions for the other membership class and for the community as a whole.
- 3) The basic distinction between policy formation and administration of policy is a distinction of function, not of person. Every student and faculty person has a role in both policy formation and administration of policy.
- 4) Policy formation decisions are made at the earliest stage commensurate with the scope and significance of the policy, and are reported for possible review at each subsequent stage.
- 5) Policy formation decisions of significance for the community as a whole are made with the representative or corporate participation of all membership classes; no policy formation decision of significance for the community as a whole shall be made without participation of both membership classes.
- 6) Policy formation of decisions of significance for the community as a whole normally are made through a process that goes from faculty and students to the Board of Directors and then back from the Board of Directors through the president of

the administrators for implementation and to the faculty and students for review and control with the Board of Directors conducting its own review and control.

7) Faculty-student policy committees and task forces assist the faculty and the students in making policy recommendations, in reviewing the effectiveness of policy, and in suggesting necessary policy revisions.

8) Faculty-student administrative committees and task forces assist the administrators in implementing policy.

9) Administrators assist and counsel policy committees and task forces in forming and recommending policy.

10) When a disagreement arises within the community it shall be resolved collegially.

## **Procedures for Internal Governance**

### **I. Policy Formation**

**A.** There shall be a three way division of labor for policy formation and administration of policy within the seminary community: Division of Seminary Relations, Division of Academic Affairs, Division of Community Life.

**B.** There shall be a division policy committee for each division responsible to faculty and students for policy recommendations within its own division.

**C.** The three division policy committees shall perform the following functions:

1. They shall recommend to faculty and students through the Faculty Coordinating Committee (FCC) and the Student Coordinating Committee (SCC) policy proposals on the basis of solicited and determined needs and opportunities seen by the two membership classes and which they themselves perceive within the

division.

2. They shall review the implementation of policy within their division in terms of established policy and “against the corporation’s goals.”

3. They shall refer to administrators within their divisions concerns which have to do with implementation of policy rather than policy formation, plus any new ideas for pacing administrative innovation and improvement which are suggested by established policy.

4. They shall report all decisions to the community.

**D.** The three division policy committees shall be responsible for policy formation in fiscal and budgetary matters in their respective divisions. Where fiscal matters overlap, policy committees shall integrate their efforts.

**E.** Each of the division policy committees shall consist of four faculty members (three elected by the faculty and the fourth being, by virtue of their office, for the Committee on Seminary Relations the President, for the Committee on Academic Affairs the Academic Dean, and for the Committee on Community Life the Dean of Community Life) and four students (the fourth year representative, the second year alternate, and two students elected at large serve on Seminary Relations Committee; the second year representative, the first year alternate, and two students elected at large serve on the Academic Affairs Committee; the first year representative, the fourth year alternate, and two students elected at large serve on the Community Life Committee).

**F.** Each of the three division policy committees shall formulate and periodically review its own job description for recommendation to the two classes.

**G.** The three division policy committees may request the

Coordinating Committee to establish task forces within their division of policy consideration and with limited assignment and longevity; these task forces will consist of an equal number of faculty and students when the task is common to both classes. The three division policy committees may make suggestions for task force personnel. The policy task forces and administrative standing committees with policy concerns shall report directly to the respective division policy committee.

**H.** There shall be two overarching committees that deal with policy formation, called the Faculty Coordinating Committee (FCC) and the Student Coordinating Committee (SCC), whose responsibilities shall be to coordinate the work of their respective membership classes and to serve as a channel between the membership class and the policy committees.

**I.** Function and Duties of the FCC and SCC: the Faculty Coordinating Committee and the Student Coordinating Committee, in addition to their general coordinating and channeling responsibilities, shall each for its class:

1. be a committee on committees;
2. schedule meetings and arrange their agendas;
3. coordinate the policy considerations of the three division policy committees, especially in cases where they overlap or differ;
4. keep abreast of the reviewing and referring which these committees are doing within their divisions, so as to keep the community's whole policy-at-work under a single overview;
5. receive recommendations from the three division policy committees and relay them to their class for approval or, where that seems inadvisable refer them back to the committees for reconsideration;
6. refer to the three divisions policy committees such new ideas as might generate innovation or improvement within their

administrative divisions;

7. do its own reviewing, referring and recommending, but then only in those matters which do not fit within the scope of any of the three division policy committees;

8. use its own overlapping membership in the three division policy committees to keep them in touch, firsthand, with larger community-wide issues;

9. stay in close communication and coordination with its parallel Coordinating Committee, as per Bylaw 5.5;

10. conduct a periodic review of all task forces to ascertain which task forces are functioning maximally, which need strengthening, and which are no longer needed;

11. be directly and regularly accountable for all its doings to its class as a whole;

12. facilitate the biennial review of the president (5.9) and the annual evaluation of faculty members (5.10);

13. submit items to the agenda of the Board of Directors on behalf of its class in accordance with Bylaw 5.6;

14. facilitate, in all the above functions, "the aforesaid Guiding Principles of mutual respect, openness and trust among all who share in (the) life" of the community and, to that end, "at all times to seek the counsel and advice of" and to "report openly to" all those to whom it is responsible.

**J.** The relationships of the FCC and the SCC: the FCC and the SCC shall:

1. meet together at least once a month for the purpose of monitoring the administration of the community's policy and of coordinating the policy-forming activities of the faculty and student classes;

2. communicate weekly through their executive committees (SCC Chairperson and Communications Coordinator, FCC Chairperson and Secretary) to apprise each coordinating committee of the concerns and activities which affect both classes;

3. meet jointly upon the resolution of either of the two coordinating committees;
4. be the channels by which all policy formation matters are communicated from one class to the other through the respective chairpersons;
5. call a "town meeting" of the two classes whenever they deem it necessary. Such a "town meeting" shall take place at least once every two months;
6. arrange for an annual review of the usefulness of the internal governance structure for report to their respective membership classes.

**K.** Policy formation shall proceed through the following stages: from task force to policy committee, to coordinating committee, to membership class, to Board of Directors. Policy recommendations or decisions at each stage shall be reported to the community. At the immediately succeeding stage the policy recommendation may be reviewed, referred back, adopted, or forwarded to the next level as is deemed advisable. The group involved in any succeeding stage shall have the privilege of reopening the matter for consideration.

## **II. Administration**

**A.** The President of the seminary shall be responsible for the administration of policy in the community as a whole and in each of its divisions and shall exercise his responsibility to the Division of Academic Affairs through the Academic Dean and in the Division of Community Life through the Dean of Community Life. The president may appoint other administrators to assist in the implementation of policy in all three divisions and in the community as a whole.

**B.** The President may create administrative committees and task forces within each division to help implement policy.



The President shall appoint all members of administrative committees and task forces upon recommendation of their respective Coordinating Committee, in the spirit of Bylaw 5.3

**C.** The President shall, within the concurrence of the faculty and in conjunction with the students, appoint an Academic Dean, Dean of Community Life, and other administrative officers for the efficient functioning of the seminary.

The President shall deploy faculty and students on administrative committees and task forces as judiciously as possible so that the primary responsibility of teaching and learning as described in the prologue above and the Articles of Incorporation remains normative.

**D.** The President shall be advised by the Commissioner of the student class on all appointments of students to assignments or positions within the administrative structure of the seminary prior to appointment. The President shall be related to the student class through the Commissioner, who shall act as a channel for handling conflicts between individual students and the administration of the community.

**F.** Administrative committees and task forces shall be convened and chaired by the president or by his immediate assistants, the two deans, or by whichever administrative appointee of his is in charge of the respective administrative area.

**G.** Disagreements shall be resolved collegially:

1. A disagreement whether a particular decision is “policy formation” or “administration of policy” shall be resolved by a joint meeting of an equal number of representatives of the appropriate faculty-student policy committee and the corresponding administrative agency.

2. A disagreement as to whether an issue is peculiar to one membership class or common to both membership classes shall be

resolved by the FCC and the SCC meeting jointly. Voting shall be as follows: the FCC shall, as a unit, have one vote, and the SCC shall, as a unit, have one vote.

## **III. Governance of the Two Classes**

### **A. Faculty Class**

1. Elections: with the exception of the President and the two Deans, the faculty members of the three policy committees shall be elected in April for one non-renewable term of two years. Those whose two year terms on one of the policy committees expires shall not be eligible for election to one of the other policy committees for a period of one year. Auxiliary administrative officers shall not be elected to the policy committee in the division in which they serve.

2. One out of every three years each faculty person shall be excused from membership on administrative committees with the exception of those whose job description requires ongoing membership on a specific administrative committee.

3. The election of the members of the FCC by the faculty shall occur after the meeting of the nine faculty members elected to the policy committees.

4. The following procedure shall be followed in the FCC elections: Of the three faculty members elected to the Committee on Seminary Relations, one shall be elected to serve also on the FCC; of the three faculty members elected to the Committee on Academic Affairs, one shall be elected to serve also on the FCC; of the three faculty members elected to the Committee on Community Life, one shall be elected to serve also on the FCC.

5. The term of office for FCC members shall be two years and non-renewable.

6. Faculty Officers: the faculty shall elect a chairperson from among the three elected faculty members of the FCC for a one

year non- renewable term. The faculty shall also elect a secretary from its own number to serve for one year non-renewable term. The chairperson and the secretary shall not be the president or a dean.

## **B. Student Class**

### **1. The officers and their functions:**

#### **a. The Commissioner shall:**

- (1) be a student elected for a one year non-renewable term;
- (2) preside over all meetings of the student class;
- (3) serve as spokesman for the student class to the faculty class, to the Board of Directors and to the public;
- (4) advise the Administration of Seminex when such advice is deemed necessary by either the administration or the student class;
- (5) be responsible for whatever financial matters the SCC and student class require;
- (6) have the right to appoint person(s) to represent him/her in the event that he/she cannot carry out a given duty.

#### **b. The Chairperson of the Student Coordinating Committee shall:**

- (1) be a student elected for a one year non-renewable term;
- (2) convene and preside at all meetings of the SCC;
- (3) monitor the committees and task forces of the SCC in order to provide for maximum coordination – pointing out to the SCC any duplication of efforts between existing committees or task forces;
- (4) recommend to the SCC the formation of whatever new task forces or committees are necessary for the student class's needs;
- (5) maintain a list of people serving on all task forces and committees in order to insure that no one student is overworked and that the community involvement is maximum;
- (6) propose to the SCC members for all task forces and

committees;

(7) represent the concerns of the SCC to any task force or committee;

(8) provide for the evaluation of all committee and task force recommendations and decisions with respect to the community's existing policy as it is articulated in the Articles of Incorporation, the Bylaws, and other policy statements which the community adopts.

c. The Communications Coordinator shall:

(1) be a student elected for a one year non-renewable term;

(2) keep and publish minutes of all SCC and student class meetings;

(3) receive minutes of all the task forces and committees and provide for publication of précis of those minutes in a community journal;

(4) handle all official correspondence of the SCC and the student class;

(5) publicize all meeting dates and times of the SCC and the student class at least 24 hours in advance of the scheduled meeting times;

(6) be responsible for the running of all student elections;

(7) be responsible for holding an annual spring leadership conference for the existing SCC and the three newly elected officers;

(8) be responsible for devising, maintaining, and activating small discussion groups or any other means for making policy decisions in the student class.

2. The three academic class representatives, alternates and students at large:

a. The representative shall:

(1) be elected to a one year non-renewable term by the members of the academic class (first, second or fourth year) in which he

or she is a member;

(2) be elected to serve as a member of one of the three division policy committees (first year representative on Community Life, second year representative on Academic Affairs, fourth year representative on Seminary Relations) in view of his/her competence in that specific area;

(3) serve as representative from his/her academic class to the SCC;

(4) convene and preside at all meetings of the academic class which he/she represents.

b. The alternate shall:

(1) be elected to a one year non-renewable term by the members of the academic class (first, second or fourth year) in which he/she is a member;

(2) be elected to serve as a member of one of the three division policy committees (first year alternate on Academic Affairs, second year alternate on Seminary Relations, fourth year alternate on Community Life) in view of his/her competence in that specific area;

(3) serve as alternate representative from his/her academic class to the SCC when the academic class representative is unable to be present;

(4) serve as secretary at all meetings of his/her academic class.

c. The student at large shall:

(1) be elected by the student class for a one year non-renewable term to serve on one of the three policy committees in view of his/her competence in that specific area;

(2) be six in number with two serving on each policy committee.

### 3. Membership of the SCC

a. The Commissioner, the Chairperson of the SCC, and the

Communications Coordinator and the three academic class representatives shall be elected members of the SCC;

b. The elected members of the SCC may, if they deem it necessary, add two student at large members subject to the concurrence of the student class.

#### 4. Student elections:

a. The Commissioner, Chairperson of the SCC, and the Communications Coordinator shall be elected in April, prior to the Fall semester in which their terms of office begin by the entire student class;

b. The academic class representatives, the alternates, and the at large policy committee members shall be elected in September of the academic year in which their terms of office begin;

c. Screening task forces shall be established by the SCC for all student class elections which will:

(1) determine criteria and publish those criteria for all positions to be filled;

(2) solicit nominations for those positions from the community;

(3) present a slate of nominees with their qualifications for election.

#### 5. Student Class meetings shall:

a. be scheduled at least once every six weeks for reports, update and evaluation of the community in terms of the community's goals as articulated in the Articles of Incorporation and the Bylaws;

b. require a quorum of members (Bylaw 2.6) to conduct official business;

c. be called in special cases by:

- (1) the Commissioner;
- (2) a vote of \_ of the members of the SCC;
- (3) a petition of 10% of the student class;
- (4) a majority resolution of the faculty class or Board of Directors.

**6.** Students who wish to participate on committees or task forces:

Any student who wishes to serve in any capacity in the internal governance of Concordia Seminary in Exile shall give his/her name and qualifications to the SCC Chairperson, if it is a policy position, or to the Commissioner, if it is an administrative position, for consideration. Only those students who have submitted their names and qualifications or whose names and qualifications have been given with their consent for a given position shall be considered.

### **C. Joint meetings of the two classes**

**1.** By concurrent action, the FCC and the SCC may call a joint meeting of the two classes and set the agenda for the same; similarly, ten percent of the membership of each of the two classes presenting to the FCC and the SCC a petition signed by ten percent of the membership of each of the two classes may do the same.

**2.** Such meetings shall be for the purpose of discussion only, not of parliamentary decision except in the case covered by Bylaw 6.4.

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