

Minutes: Board of Directors Meeting – Approved by the Board on 5.5.2020
Minnesota South (MNS) District
Saturday, February 8, 2020, 10:00am – 4:00pm
MNS District Office, Burnsville

Mission Statement

Cultivating leaders intentionally engaged in the mission of God.

1. OPENING DEVOTION

Rev. Steven Wheeler, Senior Pastor of Cross View Lutheran Church in Edina and Vice President of Region II, led the opening devotion based on Matthew 4:17-22. His message highlighted how the call to follow Jesus is personal, powerful and productive. We sang hymns “Come Follow Me, the Savior Spake” and “Hark, the Voice of Jesus Crying.”

2. PARLIAMENTARY OBLIGATIONS

a) Call to Order. The meeting was called to order at 10:20 a.m. by the President, Rev. Dr. Lucas Woodford, in the name of the Father and of the Son and of the Holy Spirit.

b) Roll Call

Present: Rev. Dr. Lucas Woodford; Rev. David Mumme; Rev. Thomas Evans; Rev. Harold Storm; Rev. Steven Wheeler; Rev. Keith Grimm; Mr. Rick Marko; Rev. Christopher Horton; Mr. Daniel Thao; Dr. Gary Elsesser; Rev. Isaac Williams; Ms. Rosa Summers; Mr. John Branstad; Ms. Sara Sorenson; Mr. Dave Kenow; Rev. Dennis Heiden; Mr. Benjamin Hagemann; Mr. Neal Breitbarth; Mr. Leland Huebner; Mr. Joel Landskroener

Staff: Rev. Stefan Wismar; Rev. Dr. William Utech; Mr. Sean Martens

Absent: Mr. Matt Steiner; Rev. Fred Hinz

Excused: Rev. Loel Wessel; Mr. Kai Larson; Dr. Phil Johnson

c) Approval of Agenda

A motion was made and seconded to approve the agenda. The motion was carried.

d) Approval of the Minutes of Past Meeting –*prepared by Keith Grimm, Secretary*

A motion was made and seconded to approve the BOD minutes from December 3, 2019. The motion was carried.

e) Correspondence

1. The Minnesota South District LWML 28th Biennial Convention will take place at the Willmar Convention Center June 19-20, 2020, in Willmar, MN. The District LWML Nominating Committee sent a list of pastors who have been suggested for nomination as Pastoral Counselor for the MN South District LWML. In accordance with their bylaws, this list of names must be approved by the District Board of Directors prior to being placed on the ballot. Upon BOD approval, the nominating process will continue by contacting each pastor.
2. The Concordia University System Board of Directors is seeking nominations for two people to serve as nonvoting advisory members. The deadline for receiving nominations is February 28, 2020.
3. Concordia University Chicago Board of Regents is seeking nominations to fill one vacancy due to the resignation of Mr. Edward Kopff, a layperson elected by the 2019 convention of the Synod. The deadline for receiving nominations is February 14, 2020.
4. The District convention made a number of amendments to the Constitution and Bylaws of the Synod which may necessitate changes to our District bylaws or District office practices.

3. GUEST PRESENTATIONS

a) Rev. Dr. Brian Friedrich, new President of Concordia University St. Paul, shared information about how God is blessing the campus and shared a handout about the Lutheran convictions that guide intellectual inquiry there. President Friedrich gave information about academic celebrations, bridges being built to cultures, and the new Ries Tower facility. More space was created for technology within the library. The goal is to grow undergraduate enrollment to 4,000 students and the graduate enrollment to 3,000 students by 2023. CSP is the third largest private college in Minnesota. There are 900 commuter students at CSP. President Friedrich asked for our prayers, to refer students to CSP, and to support the ministry there.

b) Finance Committee Chairman John Branstad introduced Attorney Mike Melchert, who serves as legal counsel for the MN South District. Mr. Melchert discussed the positives of setting up an LLC for Camp Omega. The District would have 100% control of Camp Omega, but the LLC would provide another layer of liability protection. One of the disadvantages will be additional financial expenses. We will have to carefully oversee Camp Omega's tax-exempt status. President Woodford would be designated as the President of the new LLC. This wouldn't affect the day to day operations of the camp. John Branstad read a resolution from the Finance Committee approving conveyance of Camp Omega real estate to Camp Omega Property, LLC. This was moved and seconded. This resolution was amended to add this line: "The treasurer of the District shall establish a bank

account for the Company and each year fund such bank account with the Board of Director's approved budget for Camp Omega Property, LLC." This amendment was moved, seconded and carried. The amended motion was carried.
The Resolution is attached as Appendix 1.

Rev. Steven Wheeler led us in singing the Doxology for the meal prayer. We took a break for lunch at 12:01pm.

We reconvened at 12:40pm.

4. VISIONING / STUDY ITEMS / PRESENTATIONS

Rev. Stefan Wismar, Executive Assistant to the President, gave a presentation on worker wellness. He highlighted the "Wholeness Wheel" that centers our physical, emotional, relational, intellectual, vocational and financial wellbeing around our baptism. Many of our church professionals aren't balanced in these areas. This is causing many of them (33%) to struggle with major stress, depression, addictions and to leave the ministry. Pastor Wismar then shared a document describing what church workers identified as their greatest needs regarding wellness. Having a trusted "father confessor" and being transparent with one another are vital as we offer encouragement, care and ministry to others. Pastor Wismar is encouraging congregations to implement "worker support teams" to intentionally care and pray for their professional church workers and their families.

5. POLICY FORMATION & REVIEW

Rev. Christopher Horton, Region 1 Pastoral Representative, led us through a review of the Board of Directors Policy Manual. We reviewed policies 1.01 through 1.05.

6. REPORTS

- a) President's Report Highlights, Q & A
Rev. Dr. Lucas Woodford distributed his activity report (December through the first week of February) to the Board.
- b) Financial Report
Mr. Rick Marko, District Treasurer, provided financial results as of December 31, 2019. Congregational support was \$55,000 under budget. District investment gains were excellent in 2019. We ended up the year positive to budget. An auditor is currently reviewing our finances and we should receive a final report in February. Our District shares the largest percentage of congregational mission support with the Synod.
- c) Finance Committee Meeting Minutes / LCEF Report
John Branstad pointed our attention to the quarterly LCEF report.
- d) Initiative Update:

Rev. Dr. Lucas Woodford, District President, briefly reviewed our three initiatives:

- a. *In the Word*
- b. *Ministry Partnerships*
- c. *Worker Wellness*

- e) Other Committee Minutes; schools and commissioned; ministerial health; mission formation; missions, pre-seminary interviews, etc.
No reports were shared.

7. INFORMATION AND DECISION ITEMS

- a) Constitution Committee: Rev. Harold Storm
No constitutions and bylaws were approved at their January meeting. The next committee meeting will take place at St. Peter's Lutheran Church in Edina on April 18, 2020, where they will be reviewing up to eight constitutions.
- b) Treasurer and Business/Finance Manager Position
Lane Nordquist, representing the District's Personnel Committee, recommended that the role of District Treasurer be separated from the Business/Finance Manager position. The District's Personnel Committee also recommends that Rick Marko, who will be retiring on March 31, 2020, be retained as the Treasurer (*as a contract worker*) through this triennium. Then we would hire a new Business/Finance Manager to begin working on April 1, 2020. We would ask Rick Marko to orient and train this new employee. It was moved and seconded to split the Business/Finance Manager position from the Treasurer position. The motion carried.

It was moved and seconded to hire Rick Marko as the District Treasurer on a contract basis for the remainder of the triennium effective April 1, 2020. The motion carried.
- c) It was recommended that the BOD approve a budget of \$20,000 for the Camp Omega Property, LLC to pay operating expenses, such as insurance, annual registration and legal fees. This was made into a motion and seconded. The motion carried.
- d) The following slate of names were approved by the BOD for nomination as Pastoral Counselor for Minnesota South District LWML: Rev. Josh Bernau, Rev. Lyle Fritsch, Rev. Adam Hengst, Rev. David Horman, Rev. Rob Jarvis, Rev. Michael Michalk, Rev. Jason Neel, Rev. Gregory Snow and Rev. Tyge Zucker. This was made into a motion and seconded. The motion carried.

- e) It was moved and seconded that Rev. Tom Evans be nominated for the Concordia University System Board of Directors as a nonvoting advisory member. The motion carried.

8. ROUND TABLE

Celebrations and prayer requests were shared.

9. CLOSING PRAYER

Rev. Steven Wheeler, Vice President of Region II, led our closing prayer.

10. ADJOURNMENT

A motion was made, seconded and carried to adjourn the meeting. The meeting was adjourned by President Woodford at 3:10pm.

Rev. Harold Storm will be the chaplain for the May 5th meeting of the Board.

Please, mark your calendars with these dates!

UPCOMING BOARD MEETINGS:

Tuesday, May 5, 2020: 10a.m. to 4p.m.
Monday and Tuesday, September 21-22, 2020
Tuesday, December 1, 2020
Saturday, February 6, 2021
Tuesday, May 4, 2021
Monday and Tuesday September 20-21, 2021
Tuesday, December 7, 2021

APPENDIX 1

RESOLUTION APPROVING CONVEYANCE OF CAMP OMEGA REAL ESTATE TO CAMP OMEGA PROPERTY, LLC

WHEREAS, the Minnesota South District ("the District") owns real property in Rice County, Minnesota, known as Camp Omega, which is legally described on Exhibit A attached to this resolution (the "Property"); and

WHEREAS, the Board of Directors (the "Board") desires to convey the Property to a nonprofit limited liability company named Camp Omega Property, LLC (the "Company"); and

WHEREAS, the Board finds it is in the best interest of the District to convey the Property to the Company because such conveyance will facilitate the future development of the Property and provide other benefits;

NOW, THEREFORE, be it resolved that:

- 1 The above recitals, including the findings contained therein, are incorporated as resolutions of the Board.
- 2 The President and Treasurer of the District, or either of them acting alone, are hereby authorized, empowered and directed to organize the Company for the purpose of owning the Property and to pay from the District's funds all expenses associated with organizing the Company and transferring the Property to it.
- 3 The President and Treasurer of the District, or either of them acting alone, are further authorized, empowered and directed to execute, acknowledge and deliver on behalf of the District, as the sole member of the Company, all company resolutions, actions and documents requiring member execution regarding the organization or the transfer of the Property.
- 4 The President and Treasurer of the District, or either of them acting alone, are further authorized, empowered and directed to execute, acknowledge and deliver on behalf of the District all documents required or desired to convey the Property to the Company, subject to such terms and conditions as the President and Treasurer may deem appropriate.
- 5 The President and Treasurer of the District, or either of them acting alone, are further authorized, empowered and directed to do or to cause to be done all further acts and things they deem necessary, advisable, or convenient in connection with or incidental to the consummation or carrying into effect of the transactions contemplated by the above resolutions, and all such actions and things shall be deemed ratified, approved, confirmed and adopted. The execution of documents by the President and Treasurer shall be deemed conclusive evidence

of the approval of such documents by the District in accordance with the terms of this resolution.

- 6 The treasurer of the District shall establish a bank account for the Company and each year fund such bank account with the Board of Director's approved budget for Camp Omega Property, LLC.

This Resolution, as amended was moved, seconded and carried.

Exhibit A

Camp Omega Legal Description

Beginning on the North line of Government Lot 1, Section 7, Township 109 North, Range 22 West where said line intersects the Easterly shoreline of Horseshoe Lake; thence due East along the North line of said Lot 1, to the northeast corner of said Lot 1; thence South 3 degrees 12.7 minutes West along the East line of said Lot 1, 1151.00 feet; thence North 82 degrees 06 minutes West, 468.56 feet; thence South 60 degrees 02 minutes West, 490.58 feet; thence South 37 degrees 29 minutes West, 430.04 feet; thence North 11 degrees 55 minutes West to the shoreline of said Horseshoe Lake; thence following the shoreline of said Horseshoe Lake to the place of beginning.

AND

That part of Government Lot Number 2 and the South One-half of Government Lot Number 1, Section 7, Township 109 North, Range 22 West, lying westerly of the following described line: Commencing at the northeast corner of said Government Lot 1; thence due West along the North line of said Government Lot 1, 1,403.07 feet; thence due South 781.1 feet to the shoreline of Horseshoe Lake, the place of beginning; thence South 11 degrees 55 minutes East, 905.16 feet; thence South 74 degrees 21.7 minutes West, 729.74 feet to the shoreline of Horseshoe Lake and there terminating.

AND

That part of Government Lots 1 and 2, Section 7, Township 109, Range 22, Rice County, Minnesota described as follows:

Commencing at the northeast corner of said Government Lot 1; thence on an assumed bearing of West along the North line of said Government Lot Number 1 a distance of 1403.70 feet; thence South 00 degrees 00 minutes 00 seconds West 781.10 feet; thence South 11 degrees 55 seconds 00 seconds East a distance of 905.16 feet to the point of beginning; thence South 74 degrees 21 minutes 42 seconds West a distance of 537.10 feet; thence South 9 degrees 05 minutes 18 seconds East a distance of 219.70 feet; thence southerly 97.94 feet along a tangential curve to the right having a radius of 197.63 feet and a central angle of 28 degrees 23 minutes 42 seconds; thence South 19 degrees 18 minutes 24 seconds West, tangent to said curve, a distance of 224.49 feet; thence North 81 degrees 33 minutes 46 seconds East a distance of 805.63 feet; thence North 1 degree 56 minutes 00 seconds East a distance of 893.71 feet; thence South 37 degrees 29 minutes 00 seconds West a distance of 430.04 feet to the point of beginning.

TOGETHER WITH:

A permanent, nonexclusive right and easement for roadway purposes being in Government Lots 2 and 3, Section 7, Township 109 North, Range 22 West, 5th P.M., Rice County, Minnesota, being 50 feet in width and lying 25 feet on each side of the following described line: Commencing at the Northeast corner of Government Lot 1, Section 7, Township 109 North, Range 22 West; thence due West along the North line of said Government Lot 1, 1,403.7 feet; thence due South 781.1 feet; thence South 11°55' East, 905.16 feet; thence South 74° 21.7' West, 537.1 feet to the place of beginning; thence South 9° 05.3' East, 269.7 feet to the point of intersection of a circular curve, tangent distance equals 50 feet; thence South 19° 18.4' West 829.0 feet to the point of intersection of a circular curve, tangent distance equals 70 feet; thence South 30° 24.6' East, 268.0 feet to the point of intersection of a circular curve, tangent distance equals 60 feet; thence South 8° 10.4' West, 82.5 feet to a point where the centerline of a township road intersects with the south line of the North 17.89 acres of Government Lot 3, Section 7, Township 109 North, Range 22 West, and there terminating.

As such easement is described in that certain Quit Claim Deed dated November 11, 2011 and recorded November 14, 2011 as Document No. 640880 in the Office of the County Recorder, Rice County, Minnesota.

[https://mhslaw.sharepoint.com/sites/dms3/44240/draftdocs/llc/final/joint written action 11-08-2019.docx](https://mhslaw.sharepoint.com/sites/dms3/44240/draftdocs/llc/final/joint%20written%20action%2011-08-2019.docx)