



## Secretary Swartling's Memorandum on Elections and the Transition to a Triennial Churchwide Assembly

November 1, 2012

### BACKGROUND

In August 2011, the Churchwide Assembly adopted amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America* to provide for triennial meetings of the Churchwide Assembly rather than biennial meetings. These amendments resulted from practical and philosophical considerations and were spurred by the recommendations of the report of the *Living Into the Future Together: Renewing the Ecology of the Evangelical Lutheran Church in America (LIFT) Task Force*. The Churchwide Assembly overwhelmingly voted in favor of the new approach, but it also recognized that the change would mean many adaptations in traditional practices and follow-up evaluation of many issues. One such complex issue involves the election of persons to serve on boards, councils, committees, and other governing bodies elected by the Churchwide Assembly. Historically, members of the Church Council, the boards of separately incorporated ministries, and churchwide boards and committees were elected to one, non-renewable six-year term, with approximately one-third of the group elected each biennium.<sup>1</sup> Recognizing the need for an alternative approach as well as transition plans, the Churchwide Assembly adopted continuing resolution 12.31.A11 to address the issue of elections. This continuing resolution provides as follows:

To implement the transition to a triennial cycle, the Church Council shall make recommendations to the 2013 Churchwide Assembly regarding elections to the Church Council, boards, and committees. This continuing resolution shall expire upon adjournment of the 2013 Churchwide Assembly.

This memorandum responds to continuing resolution 12.31.A11 and provides background and recommendations for elections to the Church Council and to the boards of trustees for separately incorporated ministries that have their trustees elected by the Churchwide Assembly. (This includes Portico Benefit Services ("Portico"), The Publishing House of the Evangelical Lutheran Church in America (Augsburg Fortress, Publishers or "AFP"), and the Mission Investment Fund of the Evangelical Lutheran Church in America ("MIF").

### CHURCH COUNCIL ELECTIONS

Currently, the composition of the Church Council, which is the board of directors and interim legislative authority of the ELCA, is provided for and described in Chapter 14 of the *Constitution, Bylaws, and Continuing Resolutions of the ELCA*. Constitutional provision 14.31 addresses the composition of the Church Council as follows:

The voting members of the Church Council shall consist of the four churchwide officers, the chair of the Conference of Bishops, and at least 33 and not more than 45 other persons, elected by the Churchwide Assembly.

Constitutional provision 14.32 specifies that "Church Council members shall be elected to one six-year term and shall not be eligible for consecutive reelection."

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<sup>1</sup> The 2011 Churchwide Assembly eliminated program committees for churchwide organization units, so they need not be addressed in this memorandum.

Chapter 19 of the *Constitution, Bylaws, and Continuing Resolutions of the ELCA* provides nomination criteria and information. For example, continuing resolutions 19.21.B11 and 19.21.C05 prescribe a method of obtaining nominees for Church Council positions by Synod Assemblies on a rotating basis. Under these provisions, synods are paired and 11 synods each Churchwide Assembly cycle provide pairs of nominees in designated categories for election by the assembly. For the 2013 Churchwide Assembly, these pairs of nominees already have been provided or have been promised by the designated synods.

The Churchwide Assembly in 2011 also passed amendments to ELCA constitutional provision 19.02 addressing the nomination and election of persons to the Church Council other than those nominated by synods. The amendments, in pertinent part, provide as follows:

The members of the Church Council shall be elected by the Churchwide Assembly. In preparation for the Churchwide Assembly, the Church Council shall determine how this church's commitment to inclusive representation will affect the next election to the Church Council. For 33 of the council members, the Nominating Committee shall invite each eligible synod to submit suggested nominees and shall then nominate persons who fulfill the categories assigned by the Church Council. With respect to the other nominees, the Church Council shall review its size and composition and take into consideration the experience and expertise of existing members and synodical nominees as well as the needs of the council in seeking to fulfill its duties and responsibilities. Based upon this analysis, the Church Council shall instruct the Nominating Committee to provide nominations to specific categories for the remaining positions. Excluding the churchwide officers, there shall not be more than two members of the Church Council from a synod. The Church Council shall have at least two members from each region. . . .

The analysis of the composition of the Church Council is taking place, as well as evaluation of the ways to address the transition to the triennial assembly. In this analysis, a number of underlying assumptions have been made. First, the commitment to the representational principles in Chapters 5 and 6 of the ELCA Constitution will be maintained. Thus, the composition of the Church Council shall consist of at least 60 percent lay persons, of whom as nearly as possible 50 percent are male and 50 percent are female. Ten percent of the council will be persons of color or whose principal language is other than English (ELCA constitutional provision 5.01.f). In addition, a goal exists to have ten percent of the Church Council be youth and young adults (ELCA continuing resolution 6.02.A09).

The second underlying assumption is to minimize the creation of special governing document amendments to implement the transition to triennial Churchwide Assemblies. To the extent possible, existing terms will be recognized, existing procedures for vacancies will be followed, and no one-time governing document amendments will be proposed.

With this background, the following approach is recommended to implement the transition to triennial Churchwide Assemblies with regard to the Church Council.

#### A. 2013 Churchwide Assembly

In accordance with ELCA constitutional provision 14.31, the Office of the Secretary recommends the election of 22 or 23 persons at the Churchwide Assembly in 2013 for positions on the Church Council. These will consist of 11 synod positions, for which nominations already have been or are being submitted, and an additional 11 - 12 positions, for which persons will be nominated by the Nominating Committee. These will be for six-year terms, except a proposed bylaw amendment provides that youth members will be elected for three-year terms.

These elections would provide for a Church Council of 49–50 persons for the two year period from 2013, following the Churchwide Assembly, until August 31, 2015. At that time, the terms of the 11 members of the class of 2015 would expire, bringing the Church Council to 38 or 39 members (approximately the current size).

Based on allocations already provided to synods, the composition of the 11–12 members of the Church Council nominated by the Nominating Committee would be as follows:

- Youth at least 2 positions
- Young adults at least 1 position
- Clergy up to 4 positions
- Other up to 5 positions

This group will need to include at least four persons of color, including a clergy person of color and/or whose primary language is other than English and a lay male person of color and/or whose primary language is other than English.

In addition, a preliminary evaluation of expertise and experience reflects the need to nominate persons with the following areas of expertise/experience: legal; development/fundraising; program evaluation; global mission work; congregational development; financial. It is also recommended that at least one of the clergy positions be designed for someone under the age of 30.

Because there is not a Churchwide Assembly in 2015, members of the Church Council whose six-year terms are scheduled to end that year will end their service as of August 31, 2015, in accordance with a proposed amendment to ELCA constitutional provision 19.02.

It is recommended that the Church Council be asked to examine these issues and to bring further recommendations to the 2016 Churchwide Assembly regarding the size, composition, and election of members to the Church Council. These recommendations should include assessment of whether the size of the Church Council should be altered, whether the current method of allocating positions to synods should be continued, whether the terms of members of the class of 2017 should be allowed to expire in a manner similar to the end of terms of the class of 2015, and related issues.

### **VICE PRESIDENT**

Vice President Carlos E. Peña was elected to a second six-year term by the Churchwide Assembly in 2009. His term is scheduled to end in 2015, a year when there will not be a Churchwide Assembly.

A recommended amendment to ELCA constitutional provision 13.32 will address the issue of the term of the vice president. The proposed amendment states: “The vice president shall be elected by the Churchwide Assembly to a six-year term and serve until a successor takes office.”

The addition of the last clause to this provision means that Vice President Pena, if he is willing, would serve until the 2016 Churchwide Assembly, when he is either re-elected or until a successor is elected. The current term would end on October 31, 2016, under this provision.

### **SEPARATELY INCORPORATED MINISTRIES**

Portico, AFP, and MIF are separately incorporated ministries governed by boards of trustees elected by the Churchwide Assembly. Provisions in the ELCA Constitution that address these separately incorporated ministries (“SIMs”) are in Chapter 17.

Following the Churchwide Assembly in 2011, each of these separately incorporated ministries, in collaboration with the Office of the Secretary, undertook an evaluation of their governance in light of the change to a triennial Churchwide Assembly cycle. After substantial work and discussion, a similar set of proposed amendments to Chapter 17 were developed and approved by the boards of these organizations. Copies of the proposals are contained in the proposed amendments which will be considered at the meeting of the Church Council in November 2012. The significant aspects of these amendments are as follows:

- Trustees will be elected by the Churchwide Assembly for three-year terms with the possibility of two consecutive re-elections. This approach recognizes the desire of some of the separately incorporated ministries to have trustees serve for more than six years because of the steep learning curves required for trustees. Although not included in

the amendments to the governing documents, these proposals also presuppose a process for trustee evaluations to be conducted by each SIM at least once every three years.

- Up to two trustees may be elected from churches with which the ELCA is in a relationship of full communion, provided that they are not from the same denomination. Several of the separately incorporated ministries advocated strongly for such an amendment, both as a way to strengthen the boards and as a way to build bridges to full communion partner churches.
- The amendments clarify that the composition of the board as a whole (including full communion partners) must comply with the representational principles in the ELCA Constitution.
- The amendments clarify that the terms of new trustees begin at the commencement of each board's meeting following the Churchwide Assembly.
- Proposed amendments also address issues of nomination designed to improve board governance and trustee recruitment. One proposed amendment provides for nomination "of at least one" person for each position to be elected by the Churchwide Assembly, instead of a requirement for two nominees, as currently exists. This eliminates a problem that sometimes occurs when only one nominee can be identified or when one nominee declines or becomes ineligible and there is insufficient time for the Nominating Committee to identify a second nominee. Another proposal provides that for full communion partner positions and for trustees who stand for re-election, only one nomination will customarily be provided. (Of course, there is the possibility of nominations from the floor.)

These proposed amendments also will necessitate transition provisions. The following process addresses trustee transition issues for separately incorporated ministries:

- Trustees whose terms expire in 2013 will complete their service. Each board will determine if any members of the class of 2013 will be allowed to stand for election to a three-year term.
- Trustees will be elected at the 2013 Churchwide Assembly for three-year terms. Given the anticipated sequencing of amendments to governing documents and elections, it is anticipated that the elections could include up to two persons who are members of full communion partner churches.
- At the expiration of the terms of trustees whose terms expire in 2015, vacancies will be created. The separately incorporated ministries may request the Church Council to fill these vacancies for one year, until elections can be held at the Churchwide Assembly in 2016. In this scenario, trustees whose terms expire in 2015 may be eligible for election by the Church Council to these one-year terms. Alternatively, the Church Council, at the request of the SIM board, could elect someone else to serve for that year. Such new trustee would be eligible for re-election to a three-year term at the Churchwide Assembly in 2016.
- Trustees whose terms are scheduled to expire in 2017 may be approached in 2016 and given the option to resign so that they may be eligible for election to a three-year term in 2016. Trustees who do not resign will have their terms expire in 2017, as scheduled, at which time the Church Council, at the request of the board, may elect someone to fill the position until the 2019 Churchwide Assembly.
- Elections will be held at the 2016 Churchwide Assembly for all trustee positions, except those positions held by trustees whose terms expire in 2017 and did not resign.

In evaluating these scenarios, it is important to point out that the ELCA governing document provisions for each of these separately incorporated ministries provide ranges for board sizes that were adopted in 2011. These provisions provide flexibility in determining whether to fill unexpired terms or to adjust their board size from time to time based on the needs of the organizations.

## CONCLUSION

This memorandum provides the recommendations regarding elections called for in continuing resolution 12.31.A11, in order to implement the transition to a triennial Churchwide Assembly. Because these recommendations include proposed governing document amendments, the Legal and Constitutional Review Committee will bring a recommended action to the Church Council at this meeting to endorse the proposals, to recommend adoption by the Churchwide Assembly of the proposed amendments, and to instruct the Nominating Committee to nominate individuals to the Church Council and the boards of trustees of separately incorporated ministries as provided herein.