

1 **Declaration of the ELCA to People of African Descent**

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3 *On June xx, 2019, the Church Council of the Evangelical Lutheran Church in America adopted the*
4 *following declaration as a statement addressed to people of African descent.*

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6 “There is no longer Jew or Greek, there is no longer slave or free, there is no longer male and
7 female; for all of you are one in Christ Jesus” (Galatians 3:28).

8
9 The Evangelical Lutheran Church in America (ELCA) apologizes to people of African descent
10 for its historical complicity in slavery and its enduring legacy of racism in the United States and globally.
11 We lament the white church’s failure to work for the abolition of slavery and the perpetuation of racism in
12 this church. We confess, repent and repudiate the times when this church has been silent in the face of
13 racial injustice.

14
15 The ELCA acknowledges that slavery created and perpetuated racism, a truth this nation and this
16 church have yet to fully embrace. The enslavement of Africans was based on a false narrative of the racial
17 inferiority and the demonization of black people by the majority culture. Slavery was supported by white
18 religious, legal, political, and scientific leaders and institutions for social, political, and economic gain.
19 During the 246-year transatlantic slave trade, which began in 1619, an estimated 12 million people from
20 Africa were stolen from their native lands, separated from their families, torn from their culture, killed for
21 seeking freedom, tortured through inhumane forms of punishment, and subjected to lifetimes of captivity.
22 While the white church stood silently by, people of African descent resisted through acts of rebellion,
23 created new expressions of spirituality and Christian practice rooted in African traditions, and organized
24 movements for freedom.

25
26 The ELCA teaches that racism is sin and that racism denies the reconciling work of the cross.¹
27 Rooted in slavery, racism is manifested through the history of Jim Crow policies, racial segregation, the
28 terror of lynching, extrajudicial killings by law enforcement, and the disproportionate incarceration of
29 people of color.² Descendants of formerly enslaved Africans are still denied equal access and opportunity
30 in church and society while white people collectively benefit from unequal access, opportunity, and
31 power. Institutional racism currently exists in the ELCA through discriminatory treatment within the call
32 process; inequitable compensation of clergy of color; racial segregation; divestment from black
33 communities and congregations; systemic policies and organizational practices; and failure to fully include
34 the gifts of leadership and worship styles of people of African descent.

35
36 The ELCA trusts that repentance begins and ends with the work of a gracious God. In prayerful
37 response to the African Descent Lutheran Association’s request for an apology, this church enters into a
38 season of confession and lamentation. Beyond empty promises or well-meaning intentions, this church
39 recommits to the work of racial justice, socio-economic equity, and racial reconciliation. This apology is a
40 recommitment to the process of right and equitable relations within this church, and the flourishing of
41 Christ’s church universal. This recommitment means working toward a deeper understanding of slavery
42 and its legacy, of institutional and structural racism, of white privilege, and of attitudes and foundations of
43 white supremacy. It means praying for the renewal of this church as disciples of the living Christ.

¹ *Freed in Christ: Race, Ethnicity, and Culture* (Chicago: Evangelical Lutheran Church in America, 1993), 4-5.

² *The Church and Criminal Justice: Hearing the Cries* (Chicago: Evangelical Lutheran Church in America, 2013).



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REPORT OF THE AD HOC COMMITTEE FOR ADVOCACY AND PUBLIC VOICE

I. RECOMMENDATIONS FOR ACTION BY THE COUNCIL

The committee discussed a number of proposed resolutions and public statements based on the opening address of the President, the report of the General Secretary, recommendations from regional leadership meetings and proposals from individual council members. We extend our deepest appreciation to those Council members who shared their expertise, advice and comments with the committee and the staff for their support.

2. Commemorating the 2019 Quad-centennial of the Forced Transatlantic Voyage of Enslaved African Peoples to the Americas – Human Beings Not for Sale!

It is

RECOMMENDED: to adopt the following resolution:

Resolution on Commemorating the 2019 Quad-centennial of the Forced Transatlantic Voyage of Enslaved African Peoples to the Americas – Human Beings Not for Sale!

The LWF Council, meeting in Geneva, Switzerland from 13 to 18 June 2019, under the theme “Because we know God’s voice” (John 10:4), deliberated and adopted the following resolution:

The LWF Twelfth Assembly meeting in Windhoek, Namibia, on the occasion of the 500th anniversary of the Reformation, proclaimed that “Human beings are not for sale” and called for its member churches to address the historic and contemporary realities of human enslavement and trafficking.

This year is the 400th anniversary of the forced transatlantic voyage of enslaved African peoples. The transatlantic slave trade impacted peoples in major regions of the world, including Africa, Europe, and the Americas.

The transatlantic slave trade, which ripped enslaved African peoples away from their rich traditions, histories, and assets, led to systematic oppression of people of African descent in the United States and globally; colonial and post-colonial policies; racist beliefs, policies, and practices; imbalances of privilege, power, and wealth; and the continuing demand for low or no-wage labor which are manifestations of the legacy of slavery.

Enslaved peoples and their descendants have engaged, and continue to engage, in acts of spiritual resistance, building legacies and institutions reflecting deep commitments to freedom, including Christian churches and institutions. Such acts of resistance have challenged the global Lutheran communion with difficult truths and infused the Lutheran community with new life. On the basis of God's love for us, which has been made real through the life, death, and resurrection of Jesus Christ, we affirm that all human beings, their rights and dignity, are not commodities to be traded or sold.

The global ecumenical family, of which the LWF and its member churches are a part, is commemorating the 400th anniversary and engaging in work to address the legacy of slavery, the sin of racism, and the epidemic of human trafficking as part of the UN Decade in Solidarity with People of African Descent 2015-2024. To this end, the Council calls upon its member churches to:

- Confess the complicity of Christian churches, including parts of the Lutheran community, in the transatlantic slave trade and the legacy of slavery.
- Reflect upon the impact of the horrific 400-year living history of slavery, racism, disempowerment, disenfranchisement, and oppression resulting from the forced transatlantic slave trade;
- Honor the resilience and spiritual resistance of peoples of African descent throughout these 400 years, including as a vital part of the Lutheran movement;
- Engage, in partnership with the global ecumenical movement, in ongoing work to address this legacy of slavery, including anti-racism and racial justice work, work toward economic justice, including reparations, and work to address and end modern forms of slavery and human trafficking.
- Commemorate this 400th anniversary in contextually appropriate ways, and to participate in the activities of the World Council of Churches' Pilgrimage of Justice and Peace, the UN Decade in Solidarity with People of African Descent, and observe the International Day of Remembrance of the Victims of Slavery and the Transatlantic Slave Trade annually on March 25.

"But let justice roll down like waters, and righteousness like an ever-flowing stream." (Amos 5:24)

Governance Policy Manual Executive Summary

Last November, the Church Council adopted Part 1 of the Governance Policy Manual, and Part 2 was presented for discussion at the April 2019 meeting. (This included an additional section of Part 1 addressing responsibilities of individual Church Council members.) At that meeting, for good reason and after insightful discussion, the decision was made to defer final consideration of Part 2 of the Manual. Since that time the Ad Hoc Governance Policy Committee (AHGPC) has taken into consideration issues raised at the Church Council meeting, as well as other issues not fully developed in the earlier draft. The result of that further consideration is an updated and improved draft of Part 2, which the ad hoc committee brings to the Church Council for possible adoption.

It is particularly timely to do so when many newly elected synod bishops soon will attend orientation and the 2019 Churchwide Assembly will elect new members to the Church Council who will begin their service later this year. The ELCA Church Council Governance Policy Manual provides important analyses of key governance principles and clarifies the interface between key components of this church that can facilitate strengthening the focus and effectiveness of mission and ministry.

This memo highlights editorial revisions to the draft document presented at the April 2019 Church Council meeting. The Ad Hoc Governance Policy Committee recommends the adoption of the updated Part 2 (and new paragraph 4 to Part 1), and the implementation of its provisions to inform and facilitate the governance of the ELCA.

Part 1 (continued)

4. Responsibilities of individual Church Council members

- Subparagraphs A-D have been reorganized and edited to more clearly describe the areas of responsibility for individual Church Council members.
- The Church Council Orientation Manual has not been reviewed as part of the AHGPC work; it will need to be carefully reviewed and edited to align with the Manual.

Part 2

1. Organization and structures of the Church Council

- The revised Manual does not allocate governance responsibilities to a single committee. Rather, specific governance-related responsibilities are allocated to the Church Council, the Executive Committee, and/or the Board Development Committee. In general, governance responsibilities related to organization and the roles and responsibilities of committees, boards, task forces, and ad hoc committees are allocated to the Executive Committee, whereas training and building governance capacity responsibilities are allocated to the Board Development Committee. In addition, provisions in subparagraphs A-D more specifically describe what should be included in actions to create committees, boards, task forces, and other groups. (These requirements include carefully describing roles and responsibilities and timetables for reporting.) The provisions also encourage use of technology in meetings and the importance of periodic evaluation.

2. Meetings of the Church Council

A. Types of meetings, scheduling and attendance

- This section describes the frequency of Church Council meetings and specifies the mechanism for adding additional meetings, including provision authorized under Minnesota law for calling a special meeting of the board of directors. (The Committee discussed this provision and the required number of voting members to call a special meeting [one-quarter], and referred the provision for input to the General Counsel.) This section also specifies that some portion of a Church Council meeting each

triennium will be held in conjunction with the Conference of Bishops and a meeting (or portion of a meeting each triennium) will be devoted to a retreat.

- A new paragraph in this section addresses the Open Meetings Policy.

B. Calendars

- This section, which is the same as proposed last April, calls for the development of a triennial calendar.

C. Agendas and meeting materials

- The timetable for preparation and dissemination of agendas for Church Council meetings remain the same as in the prior draft. The discussion of components of the agenda and the importance of focusing on priorities has been strengthened.

D. Meeting process

- Two new paragraphs have been added to this section. A new second paragraph addresses the status of visitors. It has been carefully worded to provide discretion to the chair regarding invitations to visitors to speak. (Under the Open Meetings Policy, visitors have neither voice nor vote.) It also carefully describes the protocol for discussion of issues. (“When a matter on the agenda is pending, debate and discussion ordinarily will take place among Church Council members before comments from visitors are invited.”)
- The new third paragraph describes the shared responsibility of members and guests to maintain good order, asks that electronic devices be muted, and authorizes recording or live-streaming of Church Council sessions only with the approval of the chair.

E. Meeting evaluations

- Responsibility for developing evaluation templates and review of evaluation results rests with the Board Development Committee with input from the Executive Committee. Responsibility for the process observation process rests with the Board Development Committee. Issues/problems surfaced by the process evaluation process may be referred to the Vice President, the Executive Committee, or the Board Development Committee. This provides flexibility in how to report and address sensitive issues that may surface in process observation.

G. Updates and training between meetings

- Periodic updates from the Presiding Bishop will include both matters relating to the Church Council and the churchwide organization. This reflects the Church Council’s governance role as board of directors for the churchwide organization.

5. Related policies

- Financial policies have been added to the list. Also, the decision was made to not add an appendix containing a complete list of policies at this time, because this is neither necessary nor a good use of staff or committee time with a churchwide assembly pending. This can be done at a later time.

In conclusion, the Ad Hoc Governance Policy Committee is pleased to present this completed Manual for the Church Council’s consideration. The effort has benefited from remarkable collaboration and hard work. The task is now to orient the Church Council, the Conference of Bishops, and the churchwide staff so that together they can enhance the governance of this church to the benefit of its mission and ministry.

Evangelical Lutheran Church in America Church Council Governance Policy Manual Part 1 (expanded)

4. Responsibilities of individual Church Council members

Given the polity of the ELCA and the collective responsibilities of the Church Council in terms of governance, it is important that Church Council members understand their individual responsibilities as directors of the churchwide organization and members of its interim legislative authority. Translating concepts of fiduciary, strategic and generative leadership from the collective to individual responsibilities requires ongoing reflection on both the structure and polity of this church and best practices in terms of governance.

The starting point is that Church Council members must understand and act as representatives and fiduciaries of the churchwide organization. They are not delegates from a particular congregation, synod, or geographical area or constituency. Although the method of nomination may be based on geography and/or other criteria, Church Council members do not function as a House of Representatives in which they have a home constituency. This does not mean that members of the Church Council should forget the geographical area from which they come and the issues and concerns of the congregation they attend and the synod in which they reside, but their role is to represent the interests of this whole church. Embedded in that understanding is the reality that every churchwide representative has an inherent potential conflict of interest because actions taken in furtherance of the fiduciary responsibility to the churchwide organization may not always be consistent with the best interest of a particular synod or congregation.

In this context, it is important that individual Church Council members covenant with one another and the leadership of this church that, in fulfilling their fiduciary duties, they understand and accept the following individual responsibilities.

A. Preparation

- Become familiar with the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*, this Governance Policy Manual, and other policies and documents relevant to the governance of this church.

- Review pre-meeting materials and conscientiously prepare for Church Council and committee meetings, as well as retreats and other Church Council events.

B. Participation and decision-making

- Attend and actively participate in Church Council and committee meetings, as well as retreats and other Church Council events.
- Exercise loyalty, discretion and best judgment in making informed decisions, consistent with applicable governing documents and policies, following open discussion; in participating in meetings, always treat fellow members, staff and visitors with dignity and respect.
- Participate in evaluation, process observation and providing constructive feedback of the Church Council and its structures; always assist in improving its effectiveness and fulfilling its missional responsibilities.
- Communicate clearly, support the actions and decisions of the Church Council, and preserve the confidentiality of decisions and discussions held in executive and closed sessions.

C. Collegiality and relationships

- Facilitate and assist in mentoring new members and help establish an atmosphere of collegiality and mutual support among Church Council members.
- Assist in identifying and recruiting talented and committed individuals to serve on committees, boards and task forces and in leadership positions in this church, including future members of the Church Council.
- Foster effective teamwork with the churchwide organization staff and be sensitive to their responsibilities in management and implementation of churchwide ministries and policies; in so doing, bring to the attention of the vice president potentially inappropriate or harmful behavior of a fellow member.

D Commitment to the ELCA

- Serve as an ambassador of and be willing to be an advocate for the ministries and priorities of the ELCA in congregations, synods and other settings.
- Be a faithful steward and support financially ministries of this church.
- Remember in prayer the leaders of this church and the members and activities of the Church Council.

Part 2

1. Organization and structures of the Church Council

In accordance with provisions in Chapter 14 of the CBCR, the voting members of the Church Council are the four officers, the chair of the Conference of Bishops and 32-45 individuals elected by the Churchwide Assembly. There also are nine liaison synod bishops, one from each region, who serve as advisory members with voice but not vote (14.31.01.). In addition, representatives of ecumenical partners, ethnic ministries, separately incorporated ministries and others attend Church Council meetings as guests.

In the exercise of its governance responsibilities and in furtherance of its fiduciary, strategic and generative leadership of this church, the Church Council shall organize itself consistent with provisions of CBCR Chapter 14. The Church Council shall authorize or establish standing committees, other committees, boards, task forces and other groups necessary to assist the Church Council in carrying out its work. The responsibilities of each such committee, board, task force and group shall be specified in CBCR provisions, charters, policies and/or authorizing actions of the Church Council. In all cases, the enabling documents must include: (a) specific descriptions of the responsibilities and authority of the committee, board, task force or group; (b) its composition and leadership and (c) requirements for reporting to the Executive Committee and/or Church Council. In fulfilling its fiduciary responsibilities with respect to governance, the Executive Committee shall answer questions, provide clarification, as necessary, and make recommendations to the Church Council regarding the roles and responsibilities of committees, boards, task forces and groups.

A. Standing committees

The standing committees of the Church Council are described in the bylaw and continuing resolutions following CBCR provision 14.40. Additional responsibilities, procedures and requirements are described in charters, prepared by the committees and approved by the Church Council or the Executive Committee.

B. Temporary committees, boards, task forces and ad hoc groups

In addition to standing committees, the Church Council or the Executive Committee also may establish temporary committees, boards, task forces and/or ad hoc groups to facilitate and assist in the work of the Church Council and to communicate with and to serve as liaison to others in this church. Such committees, boards, task forces and ad hoc groups may contain individuals in addition to Church Council members, bishops and staff, who may be appointed by the Church Council or Executive Committee to serve

as advisory members. The Church Council or Executive Committee shall describe the authority for and responsibilities of such committees, boards, task forces and ad hoc groups, as well as their composition, their leadership and a timetable for reporting. Actions taken, recommendations for action and requested reports shall be communicated in a timely manner or within the timeline set by the Church Council and/or Executive Committee.

C. Meetings of committees, boards, task forces and ad hoc groups

Committees, boards, task forces and ad hoc groups must meet often enough to fulfill their responsibilities under the applicable governing and policy documents and the instructions provided by the Church Council and/or Executive Committee. Committees, boards, task forces and ad hoc groups are encouraged to use technology to meet in advance of scheduled in-person meetings in order to facilitate identification of issues and streamlining of agenda time for the Executive Committee and Church Council. When reports to the Executive Committee or Church Council are required, meetings or conferences of committees, boards, task forces and ad hoc groups (whether in person or electronically) should take place sufficiently in advance to raise agenda matters according to the timetable specified below. In particular, standing committees should meet electronically before a regularly scheduled meeting of the Church Council, as necessary, in addition to during the in-person meeting.

D. Evaluation of organization and structures

During each triennium, the Church Council shall evaluate its committees, boards, task forces and ad hoc groups. The evaluation shall include how their activities meet the criteria specified in the relevant governing document provision(s) and applicable policies, as well as how they align with the strategic plan and goals of the churchwide organization.

2. Meetings of the Church Council

A. Types of meetings, scheduling and attendance

In accordance with ELCA constitutional provision 14.12., the Church Council shall meet at least two times a year. In addition, in the year of a Churchwide Assembly, a one-day meeting precedes the assembly. Additional meetings may be scheduled by the Executive Committee in consultation with the Office of the Presiding Bishop. If feasible, during each triennium, a portion of at least one meeting or a separate meeting will be devoted to a retreat, and a portion of one Church Council meeting will be scheduled with a meeting of the

Conference of Bishops.

In accordance with this church's Open Meetings policy and because the Church Council is an elected decision-making body, its business shall be conducted in open session, except when executive sessions or closed sessions are authorized by the policy. Thus, meetings are public sessions and open to guests and visitors, unless otherwise indicated in the meeting agenda or unless the Church Council votes to enter executive or closed session.

In accordance with *Robert's Rules of Order*, the Church Council may meet in executive session, either when indicated on the agenda or upon adoption of a motion to enter executive session. Prior to beginning an executive session, the chairperson shall identify which staff members and others are invited to participate in the executive session. If actions are taken in executive session that may be publicly disclosed, the chair will report those actions when the Church Council returns to open session. If confidential minutes are taken in executive session, they will remain confidential unless authorized for public distribution by the Executive Committee.

The Open Meetings policy also provides for two types of closed sessions: "background" and "off the record" sessions. The policy prescribes the purposes of these sessions, the authorized participants in addition to Church Council members, steps to be taken prior to entering closed sessions, and reporting requirements.

Voting members and advisory members are expected to attend Church Council meetings; they should not miss more than one full day of a meeting or two consecutive meetings. If a member needs to be excused, electronic notification should be sent to the secretary.

The Office of the Presiding Bishop shall be advised by voting members if invitations have been extended to attend a Church Council meeting to persons other than those identified in the meeting materials.

B. Calendars

A calendar of Church Council meetings shall be prepared to schedule meetings at least three years in advance. In addition to identifying prospective meeting dates, the triennial calendar will identify subjects that should be addressed at each meeting, including scheduling follow-up consideration of Churchwide Assembly actions and reports on matters previously delegated by Church Council action. Scheduling of

Church Council meetings and matters to be addressed shall be coordinated with meetings of the Conference of Bishops. The Office of the Presiding Bishop in consultation with the Executive Committee will regularly review and update the triennial calendar.

C. Agendas and meeting materials

The Office of the Presiding Bishop in consultation with the Executive Committee shall prepare agendas for all Church Council meetings. At least 60 days before the commencement of a Church Council meeting, chairpersons of standing committees of the Church Council shall advise the Office of the Presiding Bishop and the Executive Committee of matters that the committees intend to bring to the Church Council, including anticipated recommendations and an estimate of the amount of time required for report and consideration in a plenary session. In addition, at least 45 days before the commencement of a Church Council meeting, members of the Church Council and liaison bishops will be invited to request matters for inclusion on the Church Council agenda. Such requests should include a brief explanation of the topic to be addressed, its importance and relevance to the responsibilities of the Church Council, and an estimate of the amount of time required. (In exigent circumstances, these deadlines may be waived.)

A provisional schedule will be distributed at least 30 days prior to Church Council meetings. Draft agendas will be distributed to Church Council members, liaison bishops, invited guests and appropriate churchwide staff at least 14 days before meetings.

Meeting agendas must include issues of governance, including addressing implementation of actions of the Churchwide Assembly, evaluation of implementation of the strategic plan, and fulfilling fiduciary responsibilities and missional imperatives identified in the CBCR. Either prior to or during every meeting, the agenda should include a component of training on some aspect(s) of the ministry of this church and/or governance responsibilities of the Church Council. In addition, portions of every meeting should include time for generative discussions about where God is leading and how this church can live into the future to which God is calling it. In addressing the agenda components and time requirements of a meeting, it is imperative to allocate time based on priorities at the meeting, including sufficient time to consider matters requiring action.¹

¹ BoardSource describes the challenge of balancing the need for efficient decision-making while maintaining a focus on teamwork and collegiality in furtherance of an organization's mission as follows: "The most effective boards plan their meetings to focus on the important matters of governance while preserving the sense of community and mission that brings the organization

Agendas also must include focus on the spiritual aspects of servant leadership. Worship and prayer also must be incorporated into the fabric of Church Council meetings, as well as in committee meetings and in all activities that take place during the times that a Church Council meeting is scheduled. Balancing these multiple imperatives is challenging but must be accomplished in a proactive manner.

In order to enhance efficiency, meetings may include en bloc agendas.² Any Church Council member may request that a matter or matters on the en bloc agenda be considered separately; a request may be made to the secretary with notification to the Office of the Presiding Bishop to do so. The request should be made before the meeting begins. In addition, in order to further enhance meeting efficiency, agendas also may include special orders and time estimates for discussion/action in order to inform members in advance of the meeting.³

Fulfilling the responsibilities of the Church Council — including all modes of leadership (fiduciary, strategic and generative) — necessarily requires dissemination of relevant materials on a timely basis before meetings. A delicate balance must be maintained between an overwhelming “information dump” and providing necessary materials addressing only proposed actions. To the extent reasonably possible, the presiding bishop, in collaboration with the Executive Committee, shall provide an executive summary of key issues to be addressed at Church Council meetings at least 30 days before the meeting. In addition, to the extent reasonably possible, reports should include dashboards reflecting progress in implementing the strategic plan and other goals.

To the extent reasonably possible, meeting materials will be distributed at least 14 days before the meeting or earlier if reasonably possible.⁴

together.” C.F. Dambeck, M. Davis and R.L. Gale, *Structures and Practices of Nonprofit Boards* (second edition) (2009).

² “En bloc” agendas are analogous to “consent calendars” or “consent agendas.” See *Robert’s Rules of Order Newly Revised* (11th edition), pp. 361-62.

³ A “special order” is a matter scheduled for a particular time that takes precedence over what is being addressed when the time occurs. See *Robert’s Rules of Order Newly Revised* (11th edition), pp.364-65. In addition, agendas may contain estimates of discussion time for planning purposes, but they are not binding unless they are special orders.

⁴ Distribution of materials may be accomplished by electronic transmission or posting on a dedicated portal or website, as approved by the Church Council and consented to by members. The late distribution of materials does not preclude consideration of a matter.

D. Meeting process

Pursuant to bylaw 14.12.02, “[T]he Church Council shall use parliamentary procedure in accordance with *Robert’s Rules of Order*, latest edition, unless otherwise ordered by the council.” Bylaw 14.12.03 also prohibits proxy and absentee voting. The Church Council may adopt standing rules or rules of organization and procedure to provide additional procedural rules or processes to facilitate its work. Notwithstanding these rules, it is very important for the Church Council to set aside meeting time for generative discussions, prayer and reflection, and other nonlegislative purposes.

In accordance with the Open Meetings policy, visitors are welcome to attend open sessions of meetings of the Church Council or its committees, but they do not have voice or vote. At the discretion of the chairperson and within the constraints of the agenda, the chairperson may invite comments or call upon visitors to speak. When a matter on the agenda is pending, debate and discussion ordinarily will take place among Church Council members before comments from visitors are invited.

Members of the Church Council, staff and guests share the responsibility to maintain good order and to not disrupt meetings. To assist in maintaining good order, persons in the meeting space are requested to mute electronic devices and to refrain from behavior that disrupts the meeting. Electronic recording or live-streaming of Church Council or committee meetings is not authorized without prior permission of the chairperson.

E. Meeting evaluations

An integral governance aspect of the work of the Church Council is self-evaluation. The purpose of evaluation is to provide feedback on both its effectiveness in addressing the substantive matters on the agenda and the process by which discussion and actions are addressed. With respect to the former, a meeting evaluation form, developed by the Board Development Committee and approved by the Executive Committee, will be distributed at or shortly following the conclusion of every meeting. The evaluations will be reviewed by the Board Development Committee and the Executive Committee, and a summary will be distributed to all Church Council members before the next meeting. In addition, each year the Church Council shall conduct a more thorough evaluation of its work; the evaluation template will be developed by the Board Development Committee and approved by the Executive Committee. The results of the evaluation will be analyzed by the Board Development Committee and the Executive Committee, and a summary will be distributed to all Church Council members. (In addition to elected members of the Church Council, liaison bishops also will be asked to

provide input to all evaluations of the Church Council. Others also may be invited by the vice president to complete evaluations.)

In addition to substantive evaluations, a process observation team shall be identified for each meeting of the Church Council by the Board Development Committee. The process observation team will monitor the conduct of business and the manner of discussion and debate and report during the meetings on issues such as whether agenda matters have been fully addressed, whether multiple viewpoints and voices have been heard, whether discussion has been respectful, and whether there has been clarity in decision-making and delineation of follow-up, if any. The process observation team is authorized to make suggestions to the vice president, the Board Development Committee, and/or the Executive Committee to improve the work of the Church Council.

F. Minutes

Minutes constitute the official record of the proceedings of the Church Council, and their preparation and maintenance are the responsibilities of the Office of the Secretary (13.41.01.). Draft minutes of open sessions will be distributed with meeting materials in advance of meetings. Church Council members are encouraged to advise the Office of the Secretary of additions or corrections to the minutes at least 14 days in advance of meetings so that plenary time is not spent addressing such issues and approval of the minutes may be included in the en bloc agenda.

Minutes of executive sessions will not be included in minutes distributed as part of meeting materials. If minutes of executive sessions are taken, they must be distributed and approved in executive session. The Office of the Secretary shall keep a separate file of minutes of Church Council executive sessions.

G. Updates and training between meetings

To the extent reasonably possible, the Office of the Presiding Bishop with input from the Executive Committee will provide periodic updates between meetings regarding the work of the Church Council and the churchwide organization and anticipated issues on the horizon.

In addition, the Board Development Committee, in consultation with the Office of the Presiding Bishop and the Executive Committee, may schedule a primer or other educational session(s) to be conducted electronically between regular meetings of the Church Council.

4. Relationships and communications

As the board of directors and the interim legislative authority of the churchwide organization, the Church Council interacts with many entities, organizations and individuals both within and outside of the denomination. These relationships are essential to the ministry of the ELCA, to practicing interdependence and to developing synergistic leadership.

The starting point in analyzing interrelationships is Chapter 8 of the CBCR. It both addresses the polity of the ELCA and defines the interrelationships among the expressions of this church, as well as with agencies and institutions. With respect to congregations and synods, the churchwide organization shares a relationship of interdependence: “Each part, while fully the church, recognizes that it is not the whole church and therefore lives in a partnership relationship with the others” (8.11.). Chapter 8 continues by describing relationships and defining responsibilities of this church with respect to institutions and agencies, other Lutheran organizations, interchurch agencies, institutions and councils, church-to-church relationships and others. Within the polity of the ELCA, it is the churchwide organization that “shall implement the extended mission of the Church, developing churchwide policies in consultation with governmental, ecumenical, and societal agencies in accordance with accepted resolutions and/or in response to specific agreed-upon areas of responsibility” (8.14.). In the exercise of its fiduciary responsibilities, the Church Council must endeavor to nurture and strengthen these relationships, but the Church Council must remember that its role is governance and not management.

A. Church Council relationships with churchwide organization and staff

As a general proposition and principle of governance, the Church Council is responsible for exercising fiduciary, strategic and generative leadership of the churchwide organization. The Church Council has tools to ensure that the churchwide organization is fulfilling its role within the mission of this church. Consistent with actions of the Churchwide Assembly and provisions of the CBCR, the Church Council develops and oversees the implementation of a strategic plan, develops and oversees the implementation of policies consistent with the plan and the applicable governing documents, approves a budget and authorizes expenditures consistent with fiscal policies and the budget, and periodically reviews the work of the offices and units of the churchwide organization. (These collective responsibilities are described in Part 1.) It does not manage the offices and units of the churchwide organization or supervise staff. Implementation of policies and programs and personnel management are responsibilities of the churchwide staff under the supervision of the presiding bishop.

Translating these concepts and the provisions of the CBCR into effective governance that recognizes different roles and appropriate limitations can be complicated. As a preliminary matter, clear communications and transparency are important to maintaining constructive relationships between the churchwide organization and the Church Council. In addition, a number of general principles should guide communications between Church Council members and churchwide officers and staff:

- As a general proposition, communications between a Church Council member and churchwide officers and staff should be channeled through the Office of the Presiding Bishop, except as otherwise authorized by the CBCR, by approved policies, or with the permission of the presiding bishop. (For example, questions about CBCR interpretation should be directed to the Office of the Secretary; budgetary issues may be directed to the Office of the Treasurer.) When in doubt, a Church Council member should advise the Office of the Presiding Bishop through the appropriate executive that communication is taking place with a staff person. Thus, it is not appropriate to telephone or to email a staff person in a unit or office without the knowledge of the Office of the Presiding Bishop or other relevant officer. As a matter of practice, such communication should take place with the consent of the relevant officer or, in the case of email or correspondence, by providing a copy of the communication to the relevant officer.
- In the event that a Church Council member learns of an issue or problematic action on the part of a churchwide staff person, the member should communicate the issue immediately to the appropriate officer or executive.
- When a policy of this church is under consideration for revision or for development and the policy is one that will be subject to adoption by the Church Council, the Church Council shall set out a roadmap for the process for development, review and adoption that includes a timeline.

B. Relationships and communications with the Conference of Bishops

The relationship between the Church Council and the Conference of Bishops is important and unique because each synod bishop is the chief executive officer and pastor of a synod with specific responsibilities in relation to congregations and the churchwide organization. Synod bishops, Church Council members, and leaders in the churchwide organization also are interconnected and unified by common purposes and principles of organization in this church (CBCR Chapters 4, 5 and 8). Collectively, the Conference of Bishops has defined responsibilities with respect to the Church Council.

The Conference of Bishops is a unique asset to the Church Council and this church as a whole. The Church Council is encouraged to work proactively to engage the Conference of Bishops in consultation and in providing advice and recommendations on numerous issues that warrant generative discussion and thoughtful advice.

With these interconnections, it is important to maintain effective lines of communication between the Conference of Bishops and the Church Council. Official communications between the Church Council and the Conference of Bishops should be limited to written communications between the officers and the chair of the Conference of Bishops. Informational communications between individual bishops and the appropriate churchwide staff and/or Church Council members are encouraged, but they are not intended to officially transmit referrals or respond to actions by the Conference of Bishops. Recommendations from the Conference of Bishops to the Church Council shall be transmitted through the chair of the Conference of Bishops.

If the Conference of Bishops is required to review an existing or proposed policy that the Church Council must approve in accordance with the CBCR, the Church Council shall refer the policy to the Conference of Bishops for review. The referral shall describe the scope of the requested review, as well as sufficient background to provide a roadmap of the issues to address and a timetable for reporting to the Church Council.

C. Relationships and communications with synods and congregations

In the exercise of interdependence, it is important for the Church Council to interact with and provide mutual support to synods and congregations. Nothing in this Governance Policy Manual should be interpreted to inhibit interdependence and mutual support, but clarity is required with respect to “official” communications and the role of individual Church Council members when interacting with synods and congregations. Notification to synods and congregations of official ELCA policy is the responsibility of the presiding bishop and/or secretary, and care must be exercised in the interpretation of that policy.

As indicated in the listing of their responsibilities, all Church Council members are encouraged to serve as ambassadors of the Church Council and this church outside of meetings. In this regard, if a Church Council member will speak at a synod event or in a congregation of the synod as a representative of the Church Council, the synod bishop should be notified in advance. In such situations, Church Council members should clearly articulate when they are attending a meeting or speaking as a representative of this church. If potential disputes or problematic issues are anticipated, Church Council

members are encouraged to confer in advance with the appropriate executive in the Office of the Presiding Bishop and/or Office of the Secretary, as well as with the synod bishop.

5. Related policies

The CBCR identifies many policies of the churchwide organization for which the Church Council has governance responsibility, and the Church Council has a fiduciary responsibility for ensuring that these policies are up-to-date and that the churchwide organization is faithfully implementing them. A number of other policies are necessary for the Church Council to consider in the exercise of its fiduciary responsibility. These include, but are not limited to, the following:

- Policies for the churchwide organization:
 - Personnel policies
 - Open meetings policy
- Policies called for in the CBCR:
 - Policies for addressing social concerns
 - Policies addressing standards for ministry
 - Policies addressing discipline
 - Financial policies

6. Review and amendment

At least triennially, provisions of this Church Council Governance Policy Manual shall be reviewed and amended, as necessary. Proposed amendments shall be reviewed by the Executive Committee in consultation with the Office of the Presiding Bishop and Office of the Secretary in advance of presentation for action to the Church Council. Any Church Council member, liaison bishop, or churchwide staff member may suggest amendments by submitting proposals to the Executive Committee. Amendments will be adopted by majority vote of the Church Council and become effective immediately upon adoption.

En Bloc Items

A. Proposed amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*

The Churchwide Assembly adopts amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. The process for amending the governing documents is specified in Chapter 22 of the ELCA Constitution. The adoption of bylaw amendments and continuing resolutions can be submitted closer to a Churchwide Assembly. The following bylaw amendments and continuing resolutions are being proposed. A two-thirds vote of the 2019 Churchwide Assembly is required for adoption.

CC ACTION [EN BLOC]

Recommended:

To recommend the following for adoption by the 2019 Churchwide Assembly of the Evangelical Lutheran Church in America:

To adopt, *en bloc*, with the exception of such amendments as may be considered separately, the amendments to the *Constitutions, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*; and

To authorize the Office of the Secretary to make appropriate changes in the Constitution for Synods and the Model Constitution for Congregations congruent with the ELCA Constitution as amended.

- 10.01.01. Names and Boundaries.** The names and boundaries of the synods shall be:
Synod 1.A—Alaska. The state of ALASKA.
Synod 1.B—Northwest Washington. The counties of Island, King (north), San Juan, Skagit, Snohomish, Whatcom in the state of WASHINGTON; the congregation Bethany, Kitsap County, in the state of WASHINGTON.
Synod 1.C—Southwestern Washington. The counties of Clallam, Clark, Cowlitz, Grays Harbor, Jefferson, King (south), Kitsap, Lewis, Mason, Pacific, Pierce, Skamania, Thurston, Wahkiakum in the state of WASHINGTON.
Synod 1.D—**Northwest Intermountain**. The state of IDAHO; the counties of Adams, Asotin, Benton, Chelan, Columbia, Douglas, Ferry,
...
- 18.01.A08.** *The regions shall be numbered 1 through 9 and comprised of the following synods (as designated in bylaw 10.01.01.):*
*Region 1—Alaska Synod; Northwest Washington Synod; Southwestern Washington Synod; **Northwest Intermountain** Synod; Oregon Synod; and Montana Synod.*
...
- 19.02.C05.** *For purposes of nominations for the Church Council on a rotating basis, the following pairing of synods shall be observed insofar as possible:*
*Alaska Synod and Northwest Washington Synod; **Northwest Intermountain** Synod and Montana Synod; Southwestern Washington*
...