

LLB Meeting Minutes: March 2023

Approved 4-24-2023

Subject/Purpose: Regular monthly meeting

Date: Monday, March 27, 2023

Time: 5:30 PM

Place: Meeting Space 3, Christ Lincoln Sumner

Zoom connection:

<https://us02web.zoom.us/j/85206316652?pwd=U0llejBweXFMcTRLbjJCOTluSGIBUT09>

Participants: indicates attendance

Members: Jud Jesske (Chair), Jeff Lake (Vice-Chair), Rick Stowell (Secretary), Kyle Kaldahl (Treasurer)
 Lori Johnson, Gary Pickering, Kristy Plander, Shayla Reed, Cole Weihe

Executive staff: Michael Eckelkamp, Mike Milbourn

Invited staff: Mark L'Heureux (Executive Director of Schools), Autumn Crable (Director of Staff Engagement), James Moseman (Director of Generosity and Advancement), and Todd Chase (Director of Facilities)

Desired Outcomes of the meeting:

- Staff have clarification on what deferred maintenance projects have been approved and the approved amount.
- Act on proposed resolutions to our Constitution and Bylaws [following District's review].
- Discuss strategic paths forward in light of what may be an extended COO leave or vacancy.

Agenda items

Call to order / Opening prayer: Jud opened the meeting at 5:30 p.m. and Pastor E. gave a short devotion on us pursuing the 'business' of seeking the lost.

Minutes from prior meeting: Gary moved (Shayla 2nd) to approve the February meeting minutes. Motion carried.

Business Item:	Purpose: Inform/Discuss/Decide	Material provided prior to meeting	Duration
1. Maintenance	Get clarification, direction	Updated list of maintenance projects.	20 min

James asked for clarification [in Mike's absence] on deferred maintenance that was approved in October 2022. Several projects have been initiated and others are set to be underway soon, and he wanted to be sure of what could move forward before committing the balance of remaining dollars to projects. James also stated preferences for language to improve optics of expenses made from the Contingency Fund and the Capital Improvement Fund.

Discussion:

- Confirmation was provided that LLB approved a maximum amount of \$200k toward prioritized maintenance needs; LLB did not specify or constrain prioritization of approved projects. The updated list James presented needs to include repair of the recent wind damage to siding at YH, but no concerns were raised otherwise.
- There was agreement that language of motions should tie expenses to the appropriate fund. The real need is, however, revision of fund descriptions and addition of budget categories to better facilitate deferred maintenance expenses.

Recommendation: Proceed with deferred maintenance projects within the approved limit on expenses.

2. Making Room Campaign	Inform	Report provided	5 min
--------------------------------	--------	-----------------	-------

James reported that lead gift meetings are going well. Feedback is positive regarding clarity of the planning process and appreciation that we are addressing deferred maintenance, debt, and the need for space. Silent phase commitments thus far total \$400k. The silent phase will continue toward a target of 60-70% of the total expected campaign budget before bringing the project to the entire congregation. James also provided information about our current status regarding 40-50-60 guidelines for taking on new loans.

Decision/Recommendation: NA

3. Financial report	Inform	Email response from Pinnacle Bank	5 min
----------------------------	--------	-----------------------------------	-------

Treasurer's report: Kyle asked that the minutes reflect the results of his inquiry into the Federal Deposit Insurance Corporation (FDIC) coverage of our bank deposits [related to questions received following national news of bank closings]. Refer to email message thread shown below. In summary, we have a checking account and a 'sweep' account, which is allocated into sub-accounts – with no individual account having more than \$250k in balance, which means all our accounts are 100% FDIC insured.



Tue 3/14/2023 10:11 AM

Christ Lincoln Treasurer <treasurer@christlincoln.org>

Christ Lincoln's FDIC Coverage

To Jesske, Jud J; Luke Castner; Bruce McKeag; Gary ChurchPickering; Jeff Lake; James Moseman; Karissa Brown; Kim Jacobsen; Rev. Dr. Michael Eckelkamp; Mark L'Heureux; Shayla Reed; Rick Stowell; Kristy Plander; cole-weihe@sandhills.com; ljloringajohnson@gmail.com

LLB & FOC,

Recent events this past weekend related to two large bank failures (Silicon Valley Bank & Signature Bank) have spurred multiple phone calls and conversations related to Christ Lincoln's deposits at Pinnacle Bank. At past FOC meetings some folks have raised concerns/questions over having over \$3M at one bank when FDIC insurance only covers \$250k per account. Our deposits are split into a checking account and a sweep account. Long story short, we are 100% FDIC insured with our deposits at Pinnacle Bank because of the mechanics of our sweep account. See email chain with Pinnacle bank below for details and confirmation that our deposits are 100% FDIC insured.

Please don't hesitate to reach out to me with any other questions or concerns.

Kyle
Cell 402-904-0939

----- Forwarded message -----

From: **James Mowitz** <james.mowitz@pinnbank.com>
Date: Tue, Mar 14, 2023 at 10:00 AM
Subject: RE: Sweep Account
To: Christ Lincoln Treasurer <treasurer@christlincoln.org>

You are correct in your description of how the account works – the entire balance of deposits are fully insured.

Decision/Recommendation: NA

4. Lincoln Lutheran support	Inform; Set direction	Document provided via email.	10 min
<p>Mark highlighted that we will have 79 students at Lincoln Lutheran (LL) next year and our outlay will increase by \$30k. He and Pastor E. each stated the need to force the discussion of re-envisioning the funding model for LL while reinforcing our commitment to support LL and Christian education for member families.</p> <p>Discussion: There is broad agreement that messaging is extremely important. While there are reservations about withdrawing from the federation, our requests to consider or develop a more sustainable model have not resulted in needed discussions, and no alternative course of action has come forward to force the discussion. Mark and Pastor E. will follow-up on next steps.</p>			
<p>Recommendation: Draft a plan for messaging to CL members and LL families and proceed to next step.</p>			
5. Policy changes		Document with resolutions provided	25 min
<p>Shayla stepped us through proposed revisions to Constitution and Bylaws amendments that were developed in response to reviewing District feedback.</p> <p style="text-align: center;">Constitutional Amendments</p> <p><u>Resolution 1C – Registered Agent:</u></p> <p><i>Cole moved (Lori 2nd) to approve Res 1C, deleting ARTICLE 9: REGISTERED AGENT AND OFFICE in its entirety.</i> District suggested that this article is unnecessary and problematic in that it requires modifying the constitution every time there is a change in agent/office. No discussion. Approved.</p> <p><u>Resolution 2C – Notice of amendments:</u></p> <p><i>Shayla moved (Gary 2nd) to approve Res 2C contingent upon “in writing” including e-forms of written communication.</i> Res 2C revises the amendment wording for ARTICLE 11: AMENDMENTS as follows, “...and the wording of the amendments proposed, shall be <i>presented in writing, including in electronic form, to the voters at least ten (10) and not more than sixty (60) days before the date of the meeting.</i>” This wording complies with state law for notice requirements and is recommended by District. Discussion addressed provision of notice in multiple forms to accommodate onsite and remote viewing. Approved.</p> <p><u>Resolution 3C – Calls of non-pastoral workers:</u></p> <p><i>Shayla moved (Cole 2nd) to approve Res 3C, which clarifies that CL delegates authority to the LLB only to call “non-pastoral called workers”.</i> This additional wording within the proposed amendment to ARTICLE 5: ORGANIZATION responds to District’s concern, is within Synodical constraints, and aligns with the intent of the original amendment. No discussion. Approved.</p> <p><u>Resolution 4C – Add Treasurer as officer:</u></p> <p><i>Jeff moved (Gary 2nd) to approve Res 4C, which adds “the Treasurer” as an officer of the Congregation.</i> District recommended adding this amendment to ARTICLE 5: ORGANIZATION to comply with state law, which requires a non-profit religious organization to list a “Treasurer” as an officer. Discussion brought forward that adding the Treasurer as an officer might involve a few procedural changes, but there was no opposition. Approved.</p> <p><u>Resolution 5C – Modify language:</u></p> <p><i>Shayla moved (Lori 2nd) to approve Res 5C, which modifies the wording of ARTICLE 11: AMENDMENTS as follows, “Amendments to Articles 2, 3, 4, 6, 7, and 11.B are hereby made irrevocable and unalterable shall not alter or destroy their essential meaning.”</i> District recommended this rewording to represent legal reality. No discussion. Approved.</p>			

Bylaws Amendments

Resolution 6B – Notice of amendments:

Shayla moved (Gary 2nd) to approve Res 6B to have notice for proposed amendments to the Bylaws align with notice for the constitution (Res 2C). Res 6B revises the amendment wording for ARTICLE IX: AMENDMENT as follows, "... Proposed amendments, shall be presented in writing, including in electronic form, to the voters at least ten (10) and not more than sixty (60) days before the date of the meeting." No discussion. **Approved.**

Resolution 10 – Add Treasurer as officer:

Shayla moved (Gary 2nd) to approve Res 10, which adds the "Treasurer" as an officer within ARTICLE IV: OFFICERS OF THE CONGREGATION. Res 10 aligns the Bylaws with the constitution (Res 4C). No discussion. **Approved.**

Resolution 11 – Notice of special meetings:

Shayla moved (Lori 2nd) to approve Res 11, which revises ARTICLE II: MEETINGS OF THE CONGREGATION Item 2, Special Meetings, to align with that for amendments. The proposed new wording in Res 11 is as follows: "Notice of a special meeting or the Annual Meeting shall be provided in writing, including in electronic form, to the voters at least ten (10) and not more than sixty (60) days prior to the meeting and shall include the place, date, time and purpose of the meeting, along with the language of any amendments to the constitution or bylaws to be considered." District recommended this resolution to comply with LCMS requirements. No discussion. **Approved.**

Resolution 12 – Voting requirement for Bylaws:

Shayla moved (Cole 2nd) to approve Res 12, which revises ARTICLE II: MEETINGS OF THE CONGREGATION Item 3, Quorum; Vote Required; Minutes, to include the amendment of Bylaws among the list of actions needing a 2/3 majority vote. This change was recommended by District to comply with state law. No discussion. **Approved.**

Resolution 13 – Add Treasurer as officer:

Shayla moved (Gary 2nd) to approve Res 13, which adds the "Treasurer" as an officer within ARTICLE IV: OFFICERS OF THE CONGREGATION. Upon further review, it was determined that Res 13 is redundant with Res 10, except that Res 10 also amends "ARTICLE IV", not "ARTICLE IX" as was noted in the packet of resolutions provided. With this correction made to Res 10, the **redundant motion and subsequent vote were retracted.**

Resolution 14 – Duties of the Treasurer:

A resolution outlining the duties of the Treasurer needs to be crafted, but was deferred for input from Kyle.

Resolution 15B – Official name of District and Synod:

Shayla moved (Lori 2nd) to approve Res 15B, which includes minor edits to ARTICLE I Item 1 regarding stating of the official names for the NE District and LCMS. No discussion. **Approved.**

Resolution 16B – Typos in ARTICLE III:

Shayla moved (Lori 2nd) to approve Res 16B, which corrects two typographical errors in Item 2 of ARTICLE III. No discussion. **Approved.**

Resolution 17B – Minimum age of officers:

Shayla moved (Gary 2nd) to approve Res 17B, which makes minor revisions to ARTICLE VI: NOMINATION AND ELECTION OF OFFICERS AND MEMBERS OF THE LLB. Res 17B specifically clarifies that:

- The Senior Pastor (aka DoM) is "an ex-officio voting member" of the Nominating Committee;
- Candidates for officer positions must be "nineteen (19) years of age or older."; and
- Notification of nominees is to occur via "video" announcement in worship services [rather than in writing].

A brief discussion of the DoM having voting privilege on the Nominating Committee aligned with thoughts that he should have a voice in this regard and raised little concern given he's 1 of 5 voting members. **Approved.**

Decision: Five resolutions for amending the constitution and seven resolutions for amending the Bylaws were approved by LLB for subsequent review and action by the Congregation.

6. DoM report	Update and discuss		60 min
<p><u>Update on Mike M.:</u> Autumn noted that Mike has gone from temporary to extended leave and is covered under FMLA into the latter portion of April. The staff is continuing to work through challenges associated with covering responsibilities in his absence.</p> <p>Pastor E. described a vision of restructuring some administrative roles to address near- and longer-term needs regarding staff coordination, finances, and facilities. He described two positions – Executive Director of Finance and Executive Director of Schools and Properties – and roles that would be initiated in the process, with both restructured positions being filled by current directors who are contributing significantly in Mike’s absence.</p> <p>Discussion: Substantial discussion occurred regarding both the needs to cover critical responsibilities and the proposed positions. Some key questions behind discussion included:</p> <ul style="list-style-type: none"> - Has the Director of Finance position been posted for long? The position was not posted due to Mike’s absence intervening. - Is correct personnel process being followed? What are the required qualifications? How to assess competencies and proven performance against more-standard qualifications? What additional measures are required? Autumn responded that generally, it is less challenging to restructure existing positions than it is to fit people into different positions. Need to show that due diligence was followed. - Implications for the Treasurer? Feedback from FOC? Indications were that the proposed moves would be perceived positively by both. - What responsibilities would be given up and/or need to be covered as current staff move into new roles? What is future role of COO, if any, and how would positions work together? How would administration of Christ Schools change? Development of a draft revised organizational chart would be beneficial. - Are the directly affected staff members interested in pursuing further conversation in this regard? Yes. <p><u>Budget progress:</u> Pastor noted that a preliminary budget will be presented [tomorrow] for FOC review.</p>			
<p>Decision: LLB affirmed Pastor Eckelkamp moving forward in creating an Executive Director of Schools and Properties position and laying out a plan for redefined positions and a revised Organizational Chart.</p>			
<p>Meeting adjourned at 7:45 p.m.</p>			