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Educating and Forming lay and ordained leaders for the church in the changing world.
[Adopted by the Board of Trustees in 1999; reaffirmed October 23, 2015.]

Summary of Work

HISTORY

Established by resolution in 1817, the General Theological Seminary was the first seminary of The Episcopal Church and the only one founded by the General Convention. In 1827, General moved to its current location on farm land given by Clement Clarke Moore, who was a parishioner at Trinity, Wall Street. The establishment of General Seminary gave rise to the neighborhood of Chelsea, currently one of the most vibrant neighborhoods in New York City. It was the express decision of the Convention that the Seminary be in New York City, and General's location remains an essential aspect of its character and mission.

Throughout our two hundred (200) years, General Seminary has always had a two (2) part mission: education *and* formation. In order to achieve those equally important missional goals, we have three (3) foci of sustainability and are building upon Four Strategic Pillars.

THREE FOCI FOR SUSTAINABILITY

In order for General Seminary to continue into the next two hundred (200) years of our life, we must be sustainable three (3) ways: financially, missionally and culturally.

Financial sustainability means that on a mid and long term basis, we must only spend the resources we have available. Plainly put, sooner rather than later, the proverbial lines must meet. At the time of our

last General Convention report, we had a structured annual budget deficit of almost \$3 million. In the most immediate fiscal year (2016-17), we ended with a bottom line surplus, even after accounting for depreciation and maintaining a responsible five (5) percent endowment draw. This past year, we welcomed our largest entering class in recent times, over doubling the number of new students from several years' past. We pay attention to every revenue source (annual giving, five (5) percent endowment draw, housing, tuition and ancillary income), none of which account for over twenty (20) percent of our total operating income. We are ever-vigilant on spending. With a myriad of factors determining the bottom line each year, our trajectory is highly favorable and the 2012 *Plan to Choose Life* is being fulfilled. General Seminary is embracing realistic financial sustainability.

Simply put, missional sustainability means that we must do something that the Church wants and needs. The 2014 *Way of Wisdom* and its capstone, *The Wisdom Year*, was a specific response to a near-universal plea across constituencies that General Seminary educate and form leaders ready to “hit the ground running.” Now in its fourth full year, the *Way of Wisdom* is producing those desired results by giving ordination-track graduates the intellectual grounding and sophistication – paired with real life training and decision-making – to prepare them for ministry in the 21st century. We continue to respond to the Church’s desires by creating new degree and certificate programs, ever improving our provision for ordination-track leaders and providing accredited degrees and other offerings for lay leaders alike.

Similarly, educational excellence continues to be embraced by General Seminary. We have twenty-five (25) faculty members of all classes, the vast majority of whom possess terminal degrees and all of whom are actively engaged in scholarship and service within the Church and the Academy. The Christoph Keller Library has maintained its preeminence as a leading center of Anglican Studies for the entire Church, with a collection that serves as a resource to Anglicans throughout the Communion. Beginning with a self-study in 2016, our accreditation through ATS was reaffirmed (without notation) through spring/Easter 2024. General Seminary is embracing missional sustainability by responding to the Church’s present-day needs.

Finally, cultural sustainability is embodied by our common vision. With agreement across constituencies, we are able to devote resources efficiently and effectively to the shared goal set forth in our Mission Statement. Stakeholders and evaluators alike have observed our steadfast commitment to a shared vision. As an entire community we are invested in educating and forming leaders for the Church. We are culturally sustainable and continue to work to embrace systemic health and wholeness.

FOUR STRATEGIC PILLARS

To live into our Mission Statement and keeping our eye on the above three (3) foci of sustainability, we are building on four (4) Strategic Pillars:

Strategic Pillar I:

Continue to refine our traditional ordination-track Master of Divinity program with responsive attention to the evolving needs of the Church and the world.

Continuation of General Seminary's two (2) centuries old commitment to academic excellence together with renewed attention on formation reflect the Church's expressed desire for preparation of ordained leaders for the 21st century church. *The Way of Wisdom* integrates all disciplines of seminary education to provide an enriching, integrated, and contemporary multidisciplinary experience combining our traditional rigorous academics; hands on experience in Chapel service and parish ministry; and practical training in a wide range of subjects, from pastoral leadership to financial stewardship. This approach culminates in *The Wisdom Year*, in which seniors will have the opportunity to synthesize all they have learned by serving in real-world paid, part-time positions in ministry settings.

Strategic Pillar II:

Develop substantially more non-ordination track, non-residential, vocationally-focused Master of Arts and Certificate programs in related areas, useful to the wider Church and the world.

Through its recently accredited MA in Ministry and its well established MA in Spiritual Direction, General Seminary is positioned to offer a wide range of degree programs that prepare laypersons for careers in such areas as spiritual direction, pastoral care, pastoral counseling and youth and young families ministries and chaplaincies. These programs significantly benefit the Episcopal Church and other denominations and support our efforts to achieve each of the three (3) foci of sustainability. Preparation for vocationally-focused lay ministry preparation is an important part of General Seminary's next two (200) hundred years.

Strategic Pillar III:

Seek out and embrace partnerships and affiliations of all types.

By joining forces with other seminaries and educational institutions, students at each these institutions will be able to tap into an even wider range of world-class learning experiences at a time when financial pressures are limiting the ability of all of these institutions to expand their curricula. Our New York City presence, compelling integrated offerings and the world class faculty we can attract from throughout the tristate area will make us a key beneficiary of these alliances and provide the basis for exploring even deeper partnerships. Fellow Episcopal and other Christian seminaries are also natural partners for relationships of all kinds.

Strategic Pillar IV:

Engage in a successful capital campaign for preservation, renovation and refreshment of the Chapel of the Good Shepherd, together with a major gifts initiative for endowment of scholarship, programs and faculty positions.

The repair, refurbishment and endowment of the Chapel of the Good Shepherd is a key priority at General, and will be the goal of a major gifts initiative tower the next five (5) years. A planned Capital Campaign will also focus on permanent support for positions, programs and scholarships. Funding for entrepreneurial ventures will also be included. This major-gifts initiative is set to correspond to our two hundred (200) years of anniversaries (establishment, incorporation, matriculation of first class, appointment of first faculty, first graduation and establishment on Chelsea Square).

AN IMPORTANT CHALLENGE FOR GENERAL SEMINARY AND THE 2018 GENERAL CONVENTION

With ongoing success in embracing financial, missional, and cultural sustainability and building upon the Four Strategic Pillars, General Seminary is addressing a fifty (50) year challenge head on: board size.

For Fifty (50) years, The Association of Theological Schools has urged governance changes.

Beginning nearly fifty (50) years ago, our accrediting agency, the Association of Theological Schools, on every successive comprehensive re-accreditation visit has made the same observation evolving into clear recommendations: address the board size and revise the structure to be more nimble. The following are excerpts of nearly fifty (50) years of ATS decennial reports chronicling those recommendations:

1968: It might be wondered whether ecclesiastical control of this kind [election of two-thirds of trustees by General Convention] could serve to hamper the effective development of a seminary in terms of the internal dynamics appropriate to an educational institution. The long history of the school appears to offer no significant evidence of this having occurred. Indeed, if there is a problem at all it may well be of the contrary nature, namely, a question as to whether this method of election of Trustees promises to bring as much involvement in the life and work of the Seminary as might be desired. But, this is only a passing observation. [1968 Accreditation Report (April 21-15, 1968 Comprehensive Visit) *Excerpt from page 3*]

1977: Structure. A. Governance and Administration. The Board of Trustees of General Theological Seminary is composed of competent and dedicated people, including a large number of clergy and some lay people. We commend the Board for its interest in the Seminary and for its recent action in restructuring the Board. We recommend, however, that: 1) the Board be reduced in size to make it

an even more effective instrument... [1977 Accreditation Report (November 6-9, 1977 Comprehensive Visit) Excerpt from page 6]

1984: Governance and Administration. It cannot be stated strongly enough that the role of the Board of Trustees is crucial to the future well-being of the General Theological Seminary. This report wishes to single out the Board as the single most important element in the structure of General Theological Seminary during the period of 1984-1990. The reason is the role that only an active, vigorous Board of Trustees can play in institutional advancement. ...

The issues and concerns that such a project might encompass should include the following:

- a) Initiation of the following areas of inquiry is in order: a review of the relationship of the Board to the General Convention of the Episcopal Church; various discussions of its merits; and a decision as to its value for General by 1987...
- d) The manner of electing members to the Board, particularly the need for GTS to have a role and/influence on the selection of nominees to insure that genuine interest to serve the Seminary is keenly present and that the classic roles of Trusteeship are understood and actively embraced.
- e) If these issues are adequately addressed, then the issue of the right working size of the Board will receive the review it merits. [1984 Accreditation Report (November 13-16, 1983 Comprehensive Visit) Excerpt from pages 3-4]

1994: Governance and Administration. Board. The Board of Trustees of GTS is made up of forty-two (42) members, with the usual set of committees. Currently a special Board Committee has the task to review Board mission, structure and functioning. It has not yet finalized its recommendations. The likely outcome is some streamlining and downsizing in order to make possible more “ownership” of the school by board members and an outcome which appears desirable. [1994 Accreditation Report (November 13 – 16, 1994 Comprehensive Visit) Excerpt from pages 3-4]

2004: Authority and Governance. In response to long-standing concerns about the ineffectual structure of the Board of Trustees and a general lack of “ownership” by a number of individual trustees, in 2001 GTS contracted with Malcolm Warford of the Lexington Seminary to consult with the Board and administration, conduct a survey and prepare a report. [2004 Accreditation Report (November 14-17, 2004 Comprehensive Visit) Excerpt from pages 10-11 (unnumbered)]

[N.B. The Warford report recommended the “Commission” system, significantly increasing the number of participants in board governance. During the lead-up to the financial crisis beginning in 2010 and continuing through the governance consulting of In Trust President Dr. Douglass Lewis in 2014, this increased diffusion of decision-making was widely recognized as one of the significant contributing factors of the lack of financial and missional oversight from 2004 onward.]

2016: Authority and Governance... Based on rules set forth in the Constitution, the Board of Trustees is unusually large (42) and its membership is elected by various sources; its own nominations, alumni elections, the General Convention of The Episcopal Church and others by virtue of the offices they hold. The school has worked around its cumbersome size and election process by empowering its Executive Committee to function between board meetings. Although the board has become decidedly more transparent in the last two (2) years, the Executive Committee functions almost as a “Board within the Board.”

Every trustee who was interviewed stated that the Board of Trustees was too large to be fully effective in governing a school that is intent on meeting the challenges of contemporary theological education. This may be especially true in the case of GTS, whose board will be required to oversee the establishment of a new culture of planning, evaluation and financial sustainability. In these times, such work requires a board that is nimble, that has a steadfast adherence to mission, and that exercises its authority only as one body.

The evaluation committee understands that board composition and structures of election can be amended only by mutual agreement of the Board of Trustees and the General Convention of The Episcopal Church and that GTS is limited in its ability to influence the Convention. With that fact in mind, we encourage that attention be given during the next period of accreditation to the size and complexity of the school’s unusually large board (forty-two (42) trustees elected by four (4) different bodies and, until recently, an additional twenty-four (24) non-voting representatives), and how it can be reduced and simplified for greater nimbleness and self-direction so that it may continue to most effectively meet the demands of 21st century theological education (Standard 7, section 7.3.1.10). [emphasis in the original] [2016 Accreditation Report (November 14-17, 2016 Comprehensive Visit) Excerpt from pages 10-11]

[N.B. The “additional twenty-four (24) non-voting representatives” referred to the ill-advised expansion of the board under the “Commission” system instituted after the 2004 Warford recommendations.]

[End of 1968 – 2016 ATS reaccreditation report quotations]

The ATS has been clear for nearly fifty (50) years: General Seminary’s forty-two (42) person board is too large to be as effective as necessary in the 20th and 21st century.

For 150 years, General Convention has struggled with how to establish a seminary for the whole Church.

General Convention has similarly struggled with how to help General Seminary create effective governance. In 1814, the relatively new Episcopal Church began to discuss and debate how to educate and form ordained leaders for what it hoped would be growth less. This was less than forty (40) years after the near death of our Anglican faith following the American Revolution. By 1817, the debate

ended and the Church chose national training for priests rather than local, diocesan training. The *General Theological Seminary* was encouraged to be born. A little later, by act of the New York Legislature, sponsors separately incorporated General Seminary under New York law and that institution continues to this day.

Despite conclusion in 1817, the debate about local vs. national training did not end. By the next General Convention, Virginia had its own seminary and General Seminary had not yet coalesced as the general expression which General Convention had desired. A little later, with the financing of Jacob Sherrerd and the gift of land by Clement Clark Moore, General Seminary then had a permanent home and funding, yet, regional desires for seminary training continued. Other seminaries were being formed in other areas of the rapidly expanding United States.

The next ninety (90) years were an effort by General Seminary to live into its role as a seminary for the whole Church by using the vehicle of governance. A complex system was devised whereby each diocese had certain seats on an ever-expanding Board of Trustees, all based on what amounted to the level of diocesan monetary contributions. This House of Representative approach - with donated money as the electorate - was balanced by a Senate-esque appointment of each and every bishop in The Episcopal Church to the General Seminary board. Clerical and lay trustees appointed by dioceses served alongside every bishop in The Episcopal Church. Though unicameral, the almost-hundred year's experiment of General Seminary was to embrace the whole Church through governance.

The written annals of General Convention frequently chronicled the growing dis-ease of a board of that size. For the three (3) successive conventions of 1871 in Baltimore, 1874 in New York City, and 1877 in Boston, General Convention struggled with the size of the governing board of General Seminary. In Philadelphia in 1883, General Convention acknowledged a need for change as the "number of trustees is almost 400 and growing." In Richmond in 1907, the convention journal stated that the "present method prescribed for the government of the Seminary in the selection of Trustees is cumbrous, antiquated, and unsatisfactory." By 1913, the New York City General Convention finally passed resolutions, to which the General Seminary Board of Trustees agreed, to reduce the over four hundred (400) members to a then-lithe forty-two (42).

Current attention to size of board membership

In response the fifty (50) years of ATS urging and one hundred and fifty (150) years of General Convention struggles, we have collaborated with the Resolution 2015-Do75 General Convention Task Force Regarding the Relationship between General Convention and General Seminary regarding our board size. Now, General Seminary needs the help of the 2018 General Convention.

The board size is set forth in our Constitution. Neither General Convention nor General Seminary may unilaterally change it; both must agree. Board size and composition is something both have struggled with for our two hundred (200) years of history together. The conclusion is that the fond memories

of history should never dictate future acts. That is, history is history; forward movement is its own initiative. Good forward movement changes the future.

The usefulness of the current relationship is also important. As chronicled above, the nature of the relationship between General Seminary and General Convention is about the struggles with governance and how it may have served in ages past, but it neither serves the 21st century Church nor Seminary. The noble undertaking of using governance to (a) keep close ties between General Seminary and General Convention, and (b) create a “representative type” of governance, however well meaning, never achieved its goal. The birth of almost all of the other seminaries in The Episcopal Church occurred during this time and General Seminary was increasingly not *general*. Throughout the decades of debate about General Seminary’s governance, the *quality* of the plethora of board members was never challenged; the *quantity* was always recognized as the functional challenge.

The current size of forty-two (42) trustees with various constituencies electing members was born out of that crash diet of the 1913 General Convention. Over the next one hundred (100) years, the way the forty-two (42) members were chosen continued to be refined, but each version always defaulted to four (4) independently-elected groups: trustees, General Convention, the seminary alumni, and three (3) individuals (elected by three (3) different bodies on their own) *ex-officio*. In 1994, the current constitutional structure was approved by both General Convention and General Seminary, not reducing the total number of trustees, but redistributing the way they are elected. Now, twenty-four (24) members are elected by the board itself, nine (9) members are elected by the alumni, six (6) members are elected at each General Convention (two (2) bishops, two (2) priests/deacons, and two (2) laity), and three (3) members serve *ex-officio*, each elected by another body altogether. Forty-two (42) board members elected by five (5) different bodies!

Never - literally *never* - has anyone described the size and electoral complexity of our Board of Trustees to anyone and received the response, “now that’s a good idea.” No one has ever expressed even the remotest thought that a forty-two (42) member board elected by five (5) independent bodies is either efficient or useful. No one has ever even hinted that with a blank piece of paper, this is the governance system which would be created.

No one has made a single argument - ever - that our current governance structure is as effective as it should be. Just like the forty (40) plus years of debate from 1871-1913 to re-structure the Board from over four hundred (400) members to forty-two (42), there was never any question that each of the members were of high quality. Rather, it was then as it is now, an issue of size. No other Episcopal seminary has anywhere close to forty-two (42) board members: they range from twelve (12) to thirty-one (31) with a wide range in between. No other ATS accredited theological school has forty-two (42) board members from five (5) independent bodies either.

The lack of utility and efficiency of the current constitutional structure has been borne out by history and reviewed by well-qualified outsiders. For over *almost fifty (50) years of analysis*, ATS has recommended a change in governance size and flexibility, including our most recent accreditation report: “every trustee who was interviewed stated that the Board of Trustees was too large to be effective in governing a school that is intent on meeting the challenges of contemporary theological education.” The 2016 report even bluntly said that attention must be given to “the size and complexity of the school’s unusually large board (forty-two (42) trustees elected by four (4) [actually, five (5)] different bodies...) and how it can be reduced and simplified for greater nimbleness and self-direction so that it may continue to most effectively meet the demands 21st century theological education.”

In addition to the ATS and historic General Conventions, the former Presiding Bishop provided a 40,000-foot perspective of Church governance. Less than a decade ago, the Most Rev. Katherine Jefferts Schori announced at General Convention that “the watch word of the Church today must be ‘alacrity.’” While she may not have been speaking directly about General Seminary, she was referencing Church structures in general. In summary: we must be nimble!

A forty-two (42) member board with a constitutional structure able to change every three (3) years and only upon identical agreement of both General Seminary and General Convention is the antithesis of ‘alacrity.’ We are distinctively not nimble *because of* the structure of our governance. When constitutional changes can only happen during one ten (10) day period in July or August every three (3) years by getting almost one thousand (1,000) deputies to agree with over two hundred (200) bishops and at the same time be in concord with forty-two (42) board members who do not meet concurrently with General Convention; creates structural impediments to needed constitutional change. The legislative record shows how often it has been debated vs. how often it has happened.

Our own recent history has demonstrated the difficulty of our cumbersome governance structure. For example, in the most recent financial crisis of 2009-2011, the accepted lore is that a decade ago, the board as a whole was caught off guard that General Seminary had amassed over \$42 million in mortgage-secured debt and was rapidly running out of cash. No one person was at fault in that crisis and the board as a whole was comprised of well-meaning, devoted bishops, priests and laity, all elected from various constituencies. Rather, the system failed itself. With forty-two (42) members all elected from those various constituencies, many former board members reported that it was easy to feel detached and that “someone else” would fix the myriad problems. The almost fifty (50) years of ATS analysis had come to life.

An overly large board encourages lack of ownership (ATS’ word) or in other words, buy-in. Further, the appointment/election mechanism of four (4) independent and separate bodies transmit a constant, albeit incorrect, reminder to board members that they have a duty to their electing constituents. Well-recognized non-profit law conversely requires a duty of loyalty by serving board members to General Seminary alone and never to the electing/sending bodies. Often times, as board

members feel they are “representatives” of who elected them, the myriad issues of fiduciary duty are clouded. Devoted, well-meaning members’ actions are defeated by the size and complexion of a governance system designed over one hundred (100) years ago in 1913. Again, no one person fits the failing; the structure promotes failure.

The 1871, 1874, 1877, 1883, 1907 and 1913 General Conventions, the ATS reports of 1968, 1977, 1984, 1994, 2004 and 2016, a multitude of Church and governance leaders, and our own living history are all unanimous on the need for change. Each has addressed how the size and complexity of the General Seminary board has had a direct effect on the quality of governance. The General Seminary board and its constituents all agree that a change is necessary.

This General Convention now has the opportunity to positively affect the future.

THE WAY FORWARD: A PROPOSED RESOLUTION FOR AN EFFECTIVE AND EFFICIENT 21ST CENTURY SEMINARY.

Sheer size and election-complexity has held General Seminary’s board from working at maximum efficiency and effectiveness for over one hundred (100) years. But, fortunately, the 2018 General Convention can help remedy that.

The General Seminary may be considered an “interim body” as it is listed on the General Convention web-site as such. In addition to that ability to submit an “A” resolution, we understand that groups of bishops (“B” resolutions), dioceses (“C” resolutions), and individual deputies (“D” resolutions) intend to propose identical resolutions regarding reduction of the General Seminary board size. As such, on October 19, 2017, the General Seminary board unanimously passed the following resolution to be submitted to the 79th General Convention in July, 2018 in Austin, Texas. The Alumni Board also has given its full support. Further, the 2015-D075 Committee has expressed full support for the following resolution:

[Beginning of Resolution]

Resolution A083 Implementation of The Way Forward - Establishing an effective and efficient 21st Century Seminary

Resolved, the House of _____ concurring, That the 79th General Convention concur with the October 19, 2017 unanimous resolution of the Board of Trustees of The General Theological Seminary of The Episcopal Church that Article III of its Constitution be amended as follows:

ARTICLE III

The Board of Trustees shall be constituted as follows: The Presiding Bishop of the Church; the Bishop of the Diocese in which the Seminary is located; the Dean of the Seminary; the President of the Alumni Board; one (1) Bishop chosen by the House of Bishops; one (1) presbyter or deacon and one (1) lay person chosen by the House of Deputies; three (3) persons chosen by the Alumni of the Seminary; and the remaining Trustees shall be elected by the Board of Trustees. The Board of Trustees shall fix by

Resolution from time to time at its Annual Meeting the total number of Trustees, which number of Trustees shall be not less than nineteen (19) nor more than thirty (30) members. The Presiding Bishop, the Bishop of the Diocese, the Dean of the Seminary, and the President of the Alumni Board shall be members *ex-officio*. The Bishop elected by the House of Bishops and the persons elected by the House of Deputies of the General Convention shall be elected at each convention for a term of three (3) years. The three (3) Trustees elected by the Alumni (excluding the President of the Alumni Board who shall serve *ex-officio* while holding that office) shall be elected annually by the Alumni Board for staggered terms of three (3) years. The persons elected by the Board of Trustees shall be elected at the Annual Meeting or other duly called meetings of the Board of Trustees for staggered terms of three (3) years;

And be it further

Resolved, That this shall be effective January 1, 2019, provided that it shall then have been ratified and approved by the Board of Trustees and provided further that all members of the Board of Trustees holding office on such effective date shall continue to hold office until the expiration of their respective present terms of office.

EXPLANATION

The effect of this Resolution is:

- Reduction in the board size from forty-two (42) to between nineteen (19) and thirty (30), depending on current need of the seminary and the Church, giving flexibility and speed to such annual decisions;
- Continuation of election of trustees in roughly equivalent proportions as currently provided: General Convention, alumni, the board, and the *ex-officio* electing bodies;
- Recognition of the significance of the alumni executive board by provision of its President/Chair as a new *ex-officio* member of the board; and
- Because of natural attrition, all current trustees are able to fulfill their current term and current term limits would be recognized. In other words, no current trustees would lose their place nor have to resign with implementation of this Resolution in January, 2019.

The proposed Resolution addresses the fifty (50) years of General Seminary's outside, independent accreditation body, ATS, urgings for flexibility and overhaul, one hundred and fifty (150) years of General Convention's own struggles with empowering General Seminary to be responsive to the Church's needs for the current time, and legions of Church leaders' direct and oblique comments about governance. It continues to recognize the multi-layered constituencies of The Episcopal Church's original seminary and gives it the flexibility and effectiveness needed for the rapidly evolving changes of the 21st century Church.

General Seminary needs the help of the 2018 General Convention to continue to move forward on this important trajectory. This is an opportunity for the Church to embrace a solution for an adaptive challenge rather than default to a technical fix.

[End of Resolution]

CONCLUSION

General Seminary's mission and the mission of The Episcopal Church align. The three (3) foci of financial, missional and cultural sustainability are universally applicable to all holy undertakings. Our Four Strategic Pillars are creating a flexible, responsive place for equally training lay and ordained leaders for the 21st century Church. We are pleased with our progress over the past three (3) years and have outlined a clear, broadly-supported path for adaptively addressing the governance challenges of a 21st century seminary, a seminary of the *whole* church.

Faithfully submitted,

The Rt. Rev. Clifton Daniel, III
Chair, Board of Trustees

The Very Rev. Kurt H. Dunkle
Dean and President

Proposed Resolution

RESOLUTION A083 IMPLEMENTATION OF THE WAY FORWARD - ESTABLISHING AN EFFECTIVE AND EFFICIENT 21ST CENTURY SEMINARY