

GUENTHER, JORDAN & PRICE

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To: Executive Committee Trustees

Re: The Southwestern Baptist
Theological Seminary

Dear Trustees:

Recent events involving Southwestern Baptist Theological Seminary have given rise to questions about the positions advocated by the Executive Committee's Officers (or simply, "the Officers") in the course of those events and the use of the Executive Committee's legal counsel to support and advocate those positions. You probably received an email raising some of these questions.

Certainly you, as trustees of the Executive Committee, have a right to know how the officers and staff are representing you between meetings. Dr. Floyd has asked us to provide you this very brief overview of the issues involved in recent discussions between the Officers and Southwestern.

In its meeting last October, Southwestern's board affirmed what it called the "suspension" of two trustees from the seminary's board for "trustee misconduct," according to its officers. As a result, these trustees were not allowed to attend board meetings. The "suspension" effectively removed them as trustees. Southwestern's board also found that their suspension was "consistent with the seminary's governing documents and parliamentary authority and not inconsistent with the Southern Baptist Convention's governing documents."

We disagreed and advised the Officers that, in our opinion, Southwestern could not remove from its board, on either a temporary or a permanent basis, a trustee elected by the Southern Baptist Convention. The Officers agreed with us and attempted to persuade Southwestern, sending communications through us to Southwestern's legal counsel. Despite these communications, which included a request to meet with the leaders of Southwestern's board, Southwestern continued to treat the two trustees as being suspended from office until the trustees resigned in late January, 2021.

Here are key points about the discussions your Officers and staff had with Southwestern:

1. An SBC entity cannot and should not remove from service on the entity's board a trustee whom the Convention has placed in office. The election and removal of trustees is fundamental to the structure of the Convention and the primary means of legal control which the Convention has over Convention entities. Protecting these rights was a key reason why the Convention adopted the sole membership governance model. The Convention's sole right to remove trustees is enshrined in every entity's governing instruments, including those of Southwestern.

2. The Officers and staff never expressed any opinion on the merits of Southwestern's dispute with Mr. Pulley and Mr. Hott nor expressed an opinion on whether or not they should have been removed from Southwestern's board through some proper process. The Officers and Executive Committee staff acted out of a desire to preserve key principles of SBC governance and polity. For them the dispute was never about whether Mr. Pulley and Mr. Hott should continue to serve on Southwestern's board, but only about the proper way to remove them.

3. It is absolutely appropriate for the Executive Committee to defend the rights of the Southern Baptist Convention. To say that only the SBC can act to defend its own rights would do grave damage to those rights. The Convention is in session only two days each year. Recognizing this problem, SBC Bylaw 18.E(9) *instructs* the Executive Committee "to . . . make recommendations to entities concerning adjustments required by . . . established Convention policies and practices, and, whenever deemed advisable, to make recommendations to the Convention." Even when it is not acting for the Convention *ad interim* (between annual meetings), the Executive Committee, in its own right, is authorized to make recommendations to entities.

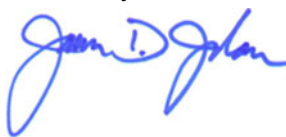
4. The Officers and Executive Committee staff did not exceed their authority in their interactions with Southwestern. In our opinion, the Officers and staff were placed in a situation where failing to engage with Southwestern would have been a dereliction of duties owed to the Convention. Every effort was made to communicate privately and securely with many communications made only from legal counsel to legal counsel. The Officers took no official action on behalf of the Executive Committee, although your bylaws authorize them to do that when appropriate. Instead, the Officers and staff sought to work with Southwestern through dialog and cooperation until the Missions and Ministry Committee could take up the matter in the Executive Committee's February meeting.

. . . .

In our opinion, there was nothing improper about the way the Officers and Executive Committee staff attempted to engage with Southwestern, nor was any information improperly withheld from you.

We are available to provide additional information on this matter as you may direct.

Sincerely,



James D. Jordan



James P. Guenther

cc: Dr. Ronnie Floyd
Rev. Greg Addison