

[Organization Name]

**[Executive Title]
Succession Policy**

Introduction

A change in executive leadership is inevitable for all organizations. It is a time of both risk and opportunity. It is a period in an organization's history when the [Board President/Board Chair] must increase his/her level of engagement. It is also a time when some may seek assurance of the organization's viability and long-term sustainability.



Consider: (1) Clarify or confirm the title of the top Board leader (i.e. Board President, Board Chair, etc.)
(2) Typically, the Board designates the Board leader as the one accountable to the implementation of the Succession Policy. Unless requested otherwise, the policy will reflect this designation.

A succession policy for the [Executive Title] position is a routine risk management and sustainability planning tool. The Succession Policy ensures organizational sustainability by providing a proactive, orderly plan for executive leadership transitions.

To that end, the Board of [Organization Name] is adopting this Succession Policy for purposes of:

1. Focusing Board attention on leadership development through annual communications between the [Executive Title] and Board about the depth of staffing and succession plans for [Senior Management Team] positions



Consider: Clarify or confirm the terminology used as a reference to the senior-level of leadership (i.e. Executive Management Team, Executive Team, Senior Management Team, Management Team, etc.)

2. Establishing principles, role clarity and procedures to support positive leadership transitions that foster good endings and beginnings with departing and arriving leaders and build organizational capacity when a planned or unplanned executive leadership change occurs

The [Board President/Board Chair] shall be responsible for implementing this policy and its related procedures, and for annually reviewing and updating the policy as needed.

Guiding Principles

1. [Organization Name] is open to and will consider both internal and external candidates when filling the [Executive Title] position. A national search will be conducted unless the board concludes that a current staff member is appropriate and available for the job.



Consider: A key principle to be discussed involves three questions:

- 1) Will there always be a search or is a search optional depending on internal or known candidates?
- 2) If there is a search is it a “national” search? Because of the interne, most searches end up being national to some extent.
- 3) Does the organization have a policy or practice of giving preference to internal candidates? While management or staff position vacancies may be offered to internal staff before advertising or outreach externally, for the [Executive Title] most organizations post simultaneously internally and externally.

Depending on your answer to these questions, you may prefer the wording as is, one of the options or some blend of options. Craft the language to establish the principles you want to guide your [Executive Title] search.

In the event of a leadership transition, it is important to agree on a plan of action around conducting a local or national search unless there’s clear justification for an internal hire without a search, encouraging internal candidates to apply before opening the search to external candidates, and deciding if an external search will always be conducted.

Optional Language 1: [Organization Name] is open to and will consider both internal and external candidates when filling the [Executive Title] position. A national search will be conducted unless the Board concludes that a current staff member is appropriate and available for the job.

Optional Language 2: As a matter of policy, the Board believes that its due diligence responsibility, as well as the interests of the organization and its clients, will be best served by a robust, competitive search process that involves both internal and external candidates. Therefore, we will conduct a vigorous national search for the [Executive Title] vacancy.

Optional Language 3: As a matter of policy, [Organization Name] believes in promoting from within. Therefore, we will consider internal candidates first for any vacancies before opening the search to external candidates.

Optional Language 4: As a matter of policy, the Board believes that its due diligence responsibility, as well as the interests of the organization and its clients, will be best served by a robust, competitive search process that involves both internal and external candidates. Therefore, we will conduct a vigorous search for the [Executive Title] vacancy. [Organization Name] encourages and invites internal candidates to apply.

2. In organizations such as [Organization Name], the [Executive Title]’s position is often shaped by the incumbent’s talents and areas of specialized interest. That person’s departure might necessitate other organizational changes including the creation of new positions and/or realignment of current positions.
3. The preeminent goal of a transition to a new [Executive Title] is maintaining continuity of [Organization Name]’ mission-related work. A transition also presents an opportunity for the organization to continue to grow and develop.

Plan Implementation

Getting Organized

In the event of a planned or unplanned leadership transition, the Board shall immediately appoint a Transition and Search Committee (Transition Committee) which shall plan and manage the transition, including the search for a new [Executive Title].



Consider: Clarify the name of the Committee (i.e. Transition Committee, Search Committee, or Transition and Search Committee)

Consider: Clarify the scope of the committee given that the Transition Committee is an ad hoc committee whose purpose is to plan and oversee the entire executive transition process. Most organizations prefer to have one Committee and to call it the Transition and Search Committee or transition Committee for short. This is done to convey the importance of attention to both the transition and the search. In cases where the transition is complex and the Transition Committee faces a complicated set of duties, a larger Transition Committee might be advisable and a subset may be designated as the Search Committee to focus on reviewing candidates and initial screening and interviewing. When this occurs it is important to clarify who the finalist is interviewed by after the first interview by the Committee – by the full Transition Committee, by the Executive Committee or by the Board.

The Transition Committee shall be comprised of at least five and no more than seven members, with a minimum of four Board members that serve as the majority. Ideally these Board members will represent past, present and prospective future leaders of the board of the board. The Board may also consider appointing a staff member(s) and/or another stakeholder(s) to the Transition and Search Committee or as advisors to the Committee.



Consider: This Committee is a great place to develop future Board Chairs and leaders. Thoughtful attention to making sure the Chair of the Committee has sufficient time and a commitment to an open and thorough process is important.

Consider: Clarify the size of the committee by clearly stating the preference about the composition of the committee (i.e. Number of Board members, staff, stakeholders, etc.). There should be consideration to having an odd number of committee members to aid in a majority vote when necessary.

Consider: Clarify the involvement of the staff and/or stakeholders. Specify the level of engagement expectations. Regarding staff, most organizations involve the managers in larger organizations and staff in smaller organizations in providing input to the position profile and requirements for the Search. One of the roles of the Transition Committee is to keep staff informed during the process. In some organizations when there is a culture of staff involvement in all hiring, one or two staff members may be asked to serve as an advisor to the Committee or to be on the Committee.

Consider: Often in large organizations with complex programs and/or complex stakeholder communities the Transition Committees tend to be larger (more than the 5 to 7 members identified above) and occasionally they segregate the duties, having a larger Transition Committee and a smaller subset appointed as the "Search Committee" or a "Selection Team" that handles the interview process while the larger committee guides the overall transition.

Consider: We are not necessarily recommending a larger committee -- we believe small is beautiful -- but want to flag that circumstances may dictate a larger committee and point out the flexibility around the composition and structure of the roles should circumstances dictate a larger committee or different structure.

Optional Language 1: The Transition Committee shall be comprised of at least seven and no more than nine members including at least five board members. Ideally, these board members will represent past, present, and prospective future leaders of the board and members of the Executive Committee. The Board may also consider appointing as advisors to the Transition Committee, stakeholder(s) and a staff liaison.

Additional Language 1: The Transition Committee may recommend that the Board President, should circumstances warrant, appoint a Search Subcommittee of the Transition Committee to handle the initial screening and interview process. The Transition Committee will guides the overall transition process for the organization, participates in the interview of finalists, and recommends a finalist to the Board for ratification.

Lines of Authority and Responsibility

1. **Board:** The selection of the [Executive Title] is the responsibility of the Board.
2. **[Executive Title]:** The current [Executive Title] has the responsibility to continuously identify, encourage, and help to develop, senior managers within the organization who are qualified to meet future leadership needs, whether that be on a temporary or permanent basis. The current [Executive Title] has the responsibility to plan for the orderly transition of all senior managers.
3. **Senior Managers:** The current senior managers are responsible for developing bench strength to ensure that planned and unplanned transitions are well managed and the internal talent pool is continuously expanded.

Board Action in the Event of Vacancy in the [Executive Title] Position

1. **Organizational Assessment:** The Board and Transition and Search Committee shall take time to assess the leadership needs of the organization before the search for a new [Executive Title] is conducted. The assessment shall include a review and update (if needed) of the organization's strategic plan. The assessment will be designed to help assure the selection of a qualified and capable leader who fits well with the organization's mission, vision, values, culture, goals, and objectives, and who has the necessary skills to lead the organization.
2. **Option of Appointing an Acting or Interim [Executive Title]:** To assure the organization's operations are not interrupted while the Board assesses the leadership needs and recruits a new [Executive Title], the Board may appoint an Acting [Executive Title] from among senior executive staff or hire an Interim [Executive Title] from outside the organization if necessary.
3. **Duties of the Acting/Interim [Executive Title]:** Among such duties will be to ensure that the organization continues to operate without disruption and that all organizational commitments previously made are appropriately executed, including, but not limited to, speaking engagements, grant and contract obligations, reports, licenses, certifications, membership renewals, and other obligations to funders and other stakeholders.
4. **Limitations on the Acting/Interim Executive Director:** The Acting or Interim Executive Director may have the same authority for day-to-day decision-making and independent action as the Executive Director except as further defined by the Board President. Decisions requiring [Board President/Board Chair] approval, after consultation with the Executive Committee or other appropriate committee as directed by the Executive Committee, include retention or termination of Senior Management Team members, expansion of programs, cultivation of new partnerships or collaborations with external parties, acquisition of public policy positions on behalf of the organization, and execution of new contracts or other financial decisions not included in the current approved budget.



Consider: This section cross references with the Emergency Backup Succession Plan. What are unique risks for your organization in terms of executive decision making? Are there different or additional limits you want to place on the authority of the acting or interim executive?

Consider: Will the Acting/Interim Executive have limitations on the authority to hire or terminate staff, to sign contracts including limits on the size of contracts and to sign checks including limits on the size of checks?

5. Simultaneous Transitions for the [Executive Title] and Senior Management Positions: After appointing an Acting or Interim [Executive Title] from within, the Board may make other temporary senior management appointments from among other senior management staff, external hires, or whatever combination of those options best assures continuity in leadership and program success through the transition period and afterwards.

Preparation Time Frame for Replacement of the [Executive Title]

1. The optimal period for the [Executive Title] to announce his/her departure from that role – or proposed commencement of a new role in the organization – is at least six to twelve months before the date of departure. The notice period for the departing [Executive Title] may be significantly shorter if the departing [Executive Title] takes another position instead of retirement.
2. The organization's Board understands that the time required for successfully completing a planned leadership transition is approximately six to twelve months.

Role of the Outgoing [Executive Title] in Planned Transitions

1. The departing [Executive Title], unless otherwise directed by the Transition Committee, will be involved in some transition activities such as: fundraising, communicating with funders and other stakeholders, and briefing the incoming [Executive Title].
2. The departing [Executive Title]'s role during the transition after the new [Executive Title] starts, if any, shall be developed in consultation with the [Board President/Board Chair] and Transition Committee and communicated to the Board.

Initial Implementation of the Transition Plan

1. Within fifteen (15) days of the announcement of a planned departure, the [Board President/Board Chair] in consultation with the Board shall appoint a Transition and Search Committee. (See Plan Implementation, p. 2 for Committee composition).
2. The Transition and Search Committee shall be responsible for implementing this transition plan and further developing the plan as needed. The Transition and Search Committee shall continue to provide regular updates to the Board on progress in implementing the transition and search. The Committee shall ensure that the [Senior Management Team] and staff are kept informed of progress as the transition and search progresses.
3. At its first meeting, the Transition and Search Committee shall review its charge from the Board (see sample in attachment 1), including responsibilities related to conducting the search process. The Transition Committee may recommend that the [Board President/Board Chair] appoint a separate Search Committee, while the Transition Committee manages the overall transition process for the organization. The Committee

shall also discuss and decide upon how the senior staff will be substantively involved in the transition planning process and be consulted in the selection process.

4. The Transition and Search Committee, as agreed by the Board, shall also determine the need for consulting assistance (i.e., transition management consultant and/or executive search firm) based on the circumstances.



Consider: Clarify who will make the decision on a search firm. Typically, it is the Executive Committee or [Board President/Board Chair] with the approval of the Executive Committee, unless a Transition Committee is set up early and has been working on succession and then transition occurs.

5. As needed, the [Board President/Board Chair] shall authorize an organizational assessment and schedule a Board Retreat to review and/or refresh the organization's strategic plan and Succession Policy as needed.

Emergency Backup Plan – Companion Document

1. Related to the position of [Executive Title]: To be prepared at all times for a leadership transition, the organization shall maintain an up-to-date Emergency Backup Plan with guidelines for the planned or unplanned short-term and long-term absence of the [Executive Title]. This plan is approved by the Board and will be reviewed annually. The plan can also serve as the Transition Plan when there is a vacancy in the [Executive Title] position.
2. Related to [Senior Management Team] Positions: To be prepared at all times for a senior management transition, the [Executive Title] shall maintain an up-to-date Emergency Backup Plan with guidelines for the planned or unplanned short-term and long-term absence of members of the Management Team. Those plans shall be provided to the [Board President/Board Chair] and made available to the Board.

[Organization Name] Commitment Regarding Diverse Candidates and Staff Leader Development

1. In order to provide career advancement for staff, the organization shall encourage the professional development of current employees.
2. In order to support the Board's due diligence and ensure that the best possible candidate is hired, the organization shall implement a search and selection process that is open to internal and external candidates.
3. In order to develop a finalist pool that is reflective of the community, the organization shall work proactively to develop a diverse pool of candidates for the [Executive Title] position.

Adopted by the Board of Directors on the ____ day of _____, 2013.

[First Name] [Last Name], [Board President/Board Chair]

