Alameda County Bar Association

Chief Executive Officer Succession Plan

October 2013

Purpose: To formalize the process for managing the Alameda County Bar Association ("Association") during the change in Chief Executive Officers taking place in early 2014. The plan is intended to: 1) identify and assign responsibilities necessary to continue the efficient and effective management of the ACBA; 2) outline steps needed to hire the Chief Executive Officer; 3) address any additional concerns relating to the outgoing CEO; and 4) develop a timetable for filling the CEO position.

Management: The Board, upon recommendation from the Succession Planning Committee and the Admin Committee, will determine who should serve as the interim CEO beginning January 6, 2014 and continuing until the start date of the newly hired CEO. The Interim CEO will assume responsibility for the day-to-day management of the Association. "An interim not only stabilizes the organization through the transition, but also provides the board with the time needed to carefully examine the aspirations and direction of the organization so that the new leader can effectively move the organization forward" (from Support Center, "The Interim Executive Director (IED) Solution"). A copy of the draft job description for the CEO position as it is currently defined is attached for reference purposes (Attachment A). In addition to background and experience, the Board will want to consider personality, leadership skills and readiness to manage the ACBA in light of the changing landscape for voluntary bar associations and the long range strategic planning process results.

Two scenarios are possible.

1. Temporarily promote the Director of Administration and Finance (Amanda Picetti) to the Interim CEO position and hire a temporary accountant from Accountemps to fulfill the accounting duties of the ACBA. This approach assures stability and is least disruptive to the association.

2. Hire an outside interim director from an agency such as Compasspoint. One concern with this approach is the time needed to get a new employee up to speed on the many programs and activities of the ACBA—which will detract from conducting the going
business of the ACBA. Staff is researching this topic to determine availability of outside interim executive staff and possible costs.

A draft work plan and priorities for the Interim CEO is attached (Attachment B) and Amanda Picetti’s resume is also attached (Attachment C). A recommendation for the salary for interim CEO should be made in consultation with the current CEO based on current staff salaries at the ACBA and industry standards.

For the Board’s reference, “A Sample Agreement and Work Plan for Interim Chief Executive” is attached (Attachment D), should the Board want a more formal agreement or wish to engage an outside temporary executive.

Recommendation: Promote the Director of Administration and Finance to the interim CEO position, effective January 6, 2014, and hire a temporary accountant from Accountemps, until the CEO position is filled on a permanent basis.

Succession Planning Committee Action:

Admin Committee Action:

Final Recommendation to the Board:

Succession: The Board of Directors should determine whether an executive search firm should be retained to recruit a new CEO or whether the Board wishes to undertake that responsibility itself. Three proposals for executive search firms have been solicited and are attached:

CPS HR Consulting (Attachment E)

Compasspoint (Attachment F)

Claire Taylor Consulting (Attachment G)

Prices quoted for the search range from $25,400 to $40,000. The proposals are similar in that “phases” of the process are distinctly identified; they vary in degree of detail and specificity of tasks and in experience with various client organizations.

For the Board’s reference, a brief article titled “CEO Transition Plan” is attached (Attachment H) outlining the steps involved should the Board wish to undertake the CEO recruiting process itself.
Recommendation: Secure the services of CPS HR Consulting to conduct the CEO search for the ACBA.

Succession Planning Committee Action:

Admin Committee Action:

Final Recommendation to the Board:

Closure with Current CEO:

A retirement or good-bye party is helpful in bringing closure to the tenure of a long-term CEO and helps staff and Board members adjust to the reality of having to select a new CEO. Also, the succession planning literature references “retirement gifts” or “departure gifts” to outgoing CEO’s. The Board may want to consider an outgoing gift or bonus to the current CEO and should seek legal advice from its pro bono legal counsel regarding the legalities of such an action. Any recommendation for this action should be developed in consultation with the President of the ACBA and the Director of Administration and Finance.

Recommendation:

Succession Planning Committee Action:

Admin Committee Acton:

Final Recommendation to the Board:

Timeline:

The executive search firm should be hired soon after the Succession Planning Committee’s October 24th meeting. (Or, if the Board opts to conduct the search itself, the Board should begin its work immediately.)

The ACBA Board of Directors is engaged in an intense long-range strategic planning process to determine its focus for the future and how to remain relevant to the legal community in coming years. On November 8, 2013, the Board will hold a board retreat and review and approve (or disapprove) recommendations from the Long Range Strategic Planning Committee and set the direction for the bar association.
Board members would then be in an ideal position to communicate their thoughts about the type of CEO needed to lead the “new and improved ACBA” to the search firm. It is anticipated that the search process would take approximately four months. Assuming the recommendations above are adopted, an approximate, aspirational timeline would be:

- **Early November**: Board hires executive search firm
- **November-December**: Firm develops criteria, drafts recruitment materials, places ads; Board appoints interim CEO
- **January**: Firm screens candidates; presents strongest candidates to ACBA
- **February**: ACBA interviews; background checks
- **March**: Board hires CEO
Organization:

The Alameda County Bar Association (ACBA) is a 1,500 member voluntary bar association with an annual administrative budget of $1.6 million. The ACBA manages public service programs including: a criminal court appointed attorney program, a State-Bar certified lawyer referral service, and the Volunteer Legal Services Corporation, a separately incorporated 501(c)(3) corporation, providing free civil legal services to low-income people of Alameda County using the pro bono services of volunteer attorneys. The ACBA maintains twelve practice sections and nine committees, is an approved MCLE provider, and hosts a number of special events each year to foster relations among the bar, the bench, and the community. A quarterly publication, *The Bulletin*, a monthly e-newsletter, a weekly MCLE digest, regular email blasts to members, a website and social media including LinkedIn, Facebook and Twitter, all serve as communication links with the ACBA membership. There are currently fourteen staff positions.

Position:

Chief Executive Officer

Accountable to:

ACBA Board of Directors

Primary Objectives of Position:

To advise and assist the Board of Directors in the development of Association policies and programs, being responsible for their ultimate implementation and administration. The Chief Executive Officer (CEO) is responsible to the Board of Directors for the effective operation of the Association and is responsible for the overall management of daily Association activities. Further, the CEO provides personal leadership to staff personnel and the operations of the ACBA to assure the use of sound business principles, effective fiscal management, and full statutory and contractual compliance by the various ACBA operating programs.

Attachment A
Key Responsibilities:

1. Report to the Board of Directors, at regular meetings and through interim communications with officers, progress, plans, and concerns related to policies and programs of the Association and on other important matters related to the legal profession to enable the Directors to effectively carry out their responsibilities;

2. Develop and make recommendations to the Board of Directors on any policies and other matters requiring their consideration and approval, provide supporting information necessary to enable the Board to properly evaluate such recommendations;

3. Evaluate on a continuing basis the association's policies, programs, and activities to ensure proper execution of responsibilities, and provide for short and long range planning for optimum utilization of resources for growth and improved services to the membership and public service aspects of the Association;

4. Assist the Board of Directors in strategic planning efforts and oversee the implementation of strategic planning recommendations;

5. Oversee the development and preparation of annual operating budgets, presenting proposed budgets to the Board of Directors for consideration and approval;

6. Maintain an effective system of financial accounting for receipts and disbursements, exercise prudent judgment in investment of funds within Board guidelines, and present an unqualified financial audit to the Board of Directors bi-annually;

7. Supervise and coordinate the overall administration and function of all policies, programs, and services of the ACBA so as to ensure a high level of service to the membership;

8. Recruit, train, and supervise staff personnel, maintaining a sound and equitable program for evaluation and compensation of personnel which will attract and retain qualified employees, and provide adequate legal safeguards in the event of discipline or termination;

9. Negotiate contracts and assure compliance with ACBA funding sources, including the County of Alameda, the Superior Court of California, the Administrative Office of the Courts, and the State Bar of California, maintaining high standards of productivity, accountability, and quality assurance for the legal services departments subject to such contracts;

10. Monitor Association activities to identify and advise officers and Board on issues affecting governance of the Association and identify need for advice of counsel when appropriate;

11. Serve as CEO to VLSC and engage in fundraising and other activities that promote pro bono legal services; serve ex officio on the VLSC Board of Directors and assure that adequate communication is taking place between VLSC and the ACBA;

12. Serve as liaison to the Alameda County courts, keeping the bench informed as to the policies, programs, and services of the ACBA and fostering an atmosphere of mutual respect and cooperation;
13. Serve as the primary staff contact and resource person for Board committees and task forces, as the President or Board of Directors may request;

14. Maintain effective communication of ACBA policies, programs, and services to its membership through various electronic communications (e.g., monthly e-newsletter, weekly MCLE digest, regular email blasts), the ACBA website and social media (LinkedIn, Facebook and Twitter).

15. Participate in professional activities at the local, state and/or national level that reflect positively on the Association.

16. Establish and maintain effective working relationship with local, identity and specialty bar associations, legal services providers, and other law-related entities serving Alameda County;

17. Perform other duties and assume other responsibilities as may be assigned by the ACBA Board of Directors from time to time.
ACBA CEO Interview Case Study

Instructions

Below is a case study for you to review and respond to. You will have an hour to prepare your response. A computer and printer will be made available to you. Please be prepared to present your response both orally and in writing to the interview committee.

Case Study

The Court Appointed Attorneys Program (CAAP) is the conflicts panel for the indigent accused in Alameda County. The bar association has administered CAAP for approximately 40 years. There is a CAAP Advisory Committee that oversees panel member participation in CAAP criminal matters. Recently the bar association responded to a RFP and negotiated a new contract for three years, which required several changes to CAAP (e.g., payment process, billing schedule, online billing, etc.). The contractual parties are the bar association and the County. The CAAP director is relatively new to this role and legal community. Panel attorneys are classified as independent contractors of the bar association and pay an annual fee to participate on the panel.

Some panel attorneys believe the bar association didn’t have the panel attorneys’ best interests in mind when negotiating the new contract, and have expressed their discontent directly to the Court and the County Board of Supervisors regarding the changes to CAAP and how the program is being administered.

The County, on the other hand, has expressed concern about the quality of representation provided to the indigent accused by certain panel attorneys. The County has stated it is the bar association’s responsibility to manage CAAP and the panel attorneys.

While the bar association has authority to add and remove attorneys from the CAAP panel, only the Court has the authority to appoint attorneys to and remove attorneys from cases. To date, the Court has been unwilling to participate in removing an attorney when there is an issue of a panel attorney’s competency or quality of representation. The CAAP Advisory Committee is aware of allegations of unprofessional behavior and poor representation by particular panel attorneys.

When attorneys have been recommended for removal and/or removed from the panel, they have threatened and/or taken legal action claiming discrimination, wrongful termination, lack of due process, etc.

What are the issues that you can identify? How would you prioritize them? How would you deal with, and how would you advise your staff to deal with these issues?
This draft work plan is based on the recommendation that the Director of Finance and Administration serve as interim CEO. Additional modifications would be necessary if an outside interim CEO is appointed. In addition to her current Director of Finance and Administration duties, which include the HR functions, finance functions, operations, and overseeing membership and communications, the interim Chief Executive Officer would perform the following general management duties:

1. Provide support to the Board of Directors including staffing Board, Admin and Finance meetings; attendance and support at Bench Bar meeting (February 2014)

2. Oversee the January 10, 2014 installation and awards event

3. Provide final review of communications and editorial voice for ACBA communications

4. Manage the finances of the ACBA with assistance from a temporary accountant [Note: key functions of the temporary accountant will be: accounts receivable, accounts payable, preparation of monthly financial statements for ACBA, VLSC, CAAP and other departments];

5. Supervise staff including four direct reports: CAAP Director (new), Director of Access Programs (new), Membership and Education Coordinator (continuing) and Communications Administrator (continuing);

6. Continue implementation of recommendations from the Long Range Strategic Planning process;

7. Oversee implementation of Find A Lawyer program;

8. Provide guidance on preparations for Justice for All: Celebrating Pro Bono event in May;

9. Assist the executive search firm as needed

Among the priorities, the Interim Chief Executive Officer will not be responsible are: attendance at other organizations’ events; attendance at BLI; attendance at ECLA retreat; fundraising for VLSC; a staff retreat (to be scheduled once a permanent CEO is hired); database purchase research. Once the permanent CEO is hired, the interim CEO would return to the Director of Finance and Administration position.
SAMPLE AGREEMENT AND WORK PLAN FOR INTERIM CHIEF EXECUTIVE

[This sample letter of agreement is sent by the interim chief executive to the board chair.]

[Client]

Dear ___________________ (Board Chair)

It was a pleasure to speak with you and I am looking forward to working with you as interim chief executive for [organization]. This engagement letter outlines our mutual understanding about the key responsibilities, terms, and fees as well as the agreed-on priorities for the interim period.

POSITION OVERVIEW

The interim chief executive role is to provide management and supervision until a permanent chief executive is hired and to assist the board and staff in preparing the organization for the new executive.

Responsibilities:

Serve as interim chief executive with authority to supervise, on a part-time basis, all staff through the management structure, oversee the day-to-day operations of the organization, and carry out responsibilities determined by the Transition Committee. All hiring and firing of staff, if any, will be done with concurrence of the board chair. [Clarify check-signing authority here: The interim executive is authorized to sign all checks, except checks over $____ require a second signature by the treasurer or another officer. OR All checks are to be signed by a board member.] Contracts can be executed only with the written approval of the board.

General Management Duties: [following is just an example]

• Provide supervision of staff, consultants, and coordination and oversight for day-to-day operations.
• Provide leadership in cultivating and managing relations with key stakeholders, members and donors.
• Meet all deadlines from funding or contract sources for applications, reports, and other requirements.
• Assist board in fundraising planning, proposal writing, and event planning as mutually agreed and subject to time availability.
• Provide oversight and review of management systems and recommend changes as needed.
• Support the activities of the board, as agreed, in preparing and recruiting and orienting the new chief executive.
• Carry out other agreed-upon activities based on priorities of the attached work plan.

In addition to providing general management, the preliminary assessment and discussion with the Transition Committee suggest the six priorities outlined in Attachment #1. We will want to establish a communication plan, such as regular conference calls, so that the Transition Committee has adequate access to the interim chief executive for information sharing, strategic discussion, and reporting.

Supervision:

Day-to-day supervision of the interim chief executive is the responsibility of the board chair.

Term, Hours, Fees:

The term of the assignment will be _____ through ____. The termination date is flexible, depending on the progress of the executive search and the organization’s needs. The assignment is part time, not to exceed an average of ___ hours per week/___ hours per month.

The interim chief executive will be retained as a consultant, at the rate of $____ per hour. As an independent contractor, the interim chief executive will not be entitled to any employee benefits. Invoices will be submitted monthly and payment is expected within fifteen (15) days. A timesheet will be provided to the board chair or his/her designee for review and approval.

Attachment D
The interim chief executive may terminate this agreement with fifteen (15) days' written notice for any reason, unless a shorter time period is agreed upon. [Organization] may terminate this agreement immediately upon a breach or, if no breach has occurred, upon fifteen (15) days' written notice.

Other Agreements:

[Organization] will provide reimbursement for business-related out-of-pocket expenses, such as approved out-of-the-area travel and local non-commuting travel for [organization] business.

Please indicate your acceptance of this agreement on behalf of [organization] by countersigning below. Thanks again for selecting me as your interim chief executive. I look forward to working with you.

Sincerely,
Jane Q. Interim

ACCEPTED FOR [ORGANIZATION]:

________________________________________   ______________________________
Signature of Board Chair                      Date
INTERIM CHIEF EXECUTIVE'S PRIORITIES
NOVEMBER 1, 20XX THROUGH FEBRUARY 28, 20XX

In addition to the general management duties, the following are [organization's] priorities for the interim period:

IMPROVING INTERNAL/EXTERNAL COMMUNICATIONS

UPCOMING ANNUAL EVENT

FUND DEVELOPMENT

STAFF DEVELOPMENT

BOARD RELATIONS/DEVELOPMENT

SYSTEM/PROCEDURES DEVELOPMENT