Indiana State Bar Association

Committee on Executive Succession

Fall, 2015

As a voluntary association of lawyers, the Indiana State Bar Association is pleased to rely on the efforts of the many members who volunteer their time to serve in a variety of leadership capacities, from the Board of Governors and its offices, to Section Councils to Committee participation. But we also recognize that the Association as we know it could not function without the services of a full-time professional staff. Employing a capable Executive Director to lead the Association and manage the staff is essential for the Association to thrive. This letter is intended to provide background and commentary to accompany recommendations addressing planning for ISBA Executive Director succession.

Unlike the Association's voluntary leadership, much of which is intended to rotate on a regular schedule, we look to the professional staff to provide a measure of both continuity and stability in the Association's operations. This is especially so with respect to the Executive Director. But we also recognize that, as with other employees, the person serving as our ED will change from time to time, for a variety of planned and unplanned reasons. To a greater degree than other paid staff, the ED is a key employee such that it behooves the Association to devote some forethought to issues related to ED succession.

We start from the premise that the Association may not know in advance the precise circumstances when the attached succession plan will need to be implemented. Ideally, the incumbent ED will be in a position to give a minimum of two years' advance notice of her anticipated departure due to retirement, resignation or otherwise. But in other circumstances, including illness, incapacitation, unplanned job change or removal, the lead time could be much less. The attached succession plan developed by the ISBA Committee on Executive Succession includes a suggested timeline for an orderly transition but also attempts to anticipate a wide variety of scenarios, including how to address a temporary long-term absence, and sets forth guidelines to inform the Association's Board of Governors and the members of the ED Search Committee to be constituted as part of these recommendations.

One of the likely threshold considerations for the ED Search Committee will be whether to engage an outside consulting firm to assist and potentially manage the process for identifying a successor ED. It is also reasonable to anticipate that the pool of qualified candidates could include a candidate already employed by the Association in another capacity. While an internal candidate presumably would enjoy greater familiarity with the Association staff, operations and key volunteers, consideration will
also need to be given to such internal candidate’s effectiveness in her current role as well as to the extent that circumstances might warrant a new perspective or direction that could be provided by a leader whose experience has been outside the Association and even outside the State of Indiana. The attached succession plan also addresses when it might be advisable for the Association to engage an interim ED in order to more expeditiously fill this key role and facilitate the transition between the incumbent ED and her ultimate, non-interim replacement.

The ED Search Committee will be responsible for developing the ED job description that forms the basis for the search and ultimate hire. While the Committee on Executive Succession has included in the attached recommendations a profile of the ED function drawn largely from recent experience, the above-referenced timeline incorporates a process for reassessing that profile in light of the particular circumstances at the time of transition. This process calls for engaging staff and a wide variety of key stakeholders to enable the ED Search Committee to critically discern which skills and characteristics would be most essential for the new ED to possess.

When the Association has sufficient lead time, the recommendations address budgeting for the additional expenses attendant a transition to a new ED. Finally, once a new ED has been hired, the attached recommendations touch on the need for, and suggest how to develop and implement, a customized orientation tailored to the newly-hired ED’s background and degree of familiarity with the Association.

In summary, the attached recommendations are intended as a tool to assist future ISBA officers in the task of finding and retaining an effective leader for the Association.

The Committee on Executive Succession was chaired by former ISBA President Dan Vinovich. Committee members included former ISBA Presidents Kris Fruehwald, Jim Riley and Bill Jonas, as well as current or former ISBA Board of Governors members Jim Casey, Tom Felts, Seth Lahn, Clay Miller, Amy Noe, Rafael Sanchez and Shelice Tolbert. Current ISBA ED Tom Pyrz also actively participated in the Committee’s deliberations. The Committee gathered and reviewed several plans from other bar associations throughout the country, studied treatises on best practices concerning association executive succession, met in person on three occasions, exchanged information and ideas telephonically and electronically over the course of nine months and presented its recommendations to the ISBA Board of Governors in September, 2015.
Indiana State Bar Association

Recommendations of the Succession Planning Committee
To the Board of Governors

A. Addressing a Permanent Change in Executive Director

The Succession Planning Committee recommends that the Board of Governors establish an Executive Succession Search Committee (hereinafter “Search Committee”) when it becomes necessary to permanently replace the Executive Director. To the extent possible, the Search Committee should be made up of ISBA members that share and reflect the diverse constituency and backgrounds of lawyers in the State of Indiana.

It is recommended that the Search Committee be comprised of the following:

1. President-Elect
2. Immediate Past President
3. Chairman of the House of Delegates
4-5. Two District Representatives of the Board of Governors (selected by a majority vote of the Board of Governors)
6. Chairman of the Young Lawyers Section
7. One ISBA member who is not currently on the Board of Governors that shall be selected by the Indiana Chief Justice
8-11. Once the above members are selected, the current President shall select four ISBA members who are not currently on the Board of Governors, with special consideration given to geographic and other diverse qualities as diversity is defined by the ISBA policy statement.

Given that the Search Committee’s work may exceed some of its members’ terms of office, we recommend for continuity that those people originally appointed remain on the committee and not be replaced with their successors.

It is further recommended that the Search Committee take the following action in conjunction with the “Transition Timeline for Executive Director” (provided and also recommended):

1. Consider the need for an interim replacement, and plan for the recruitment and selection of an interim replacement and/or permanent replacement;
2. Determine the scope and method of the search, including considering and reporting the need for outside consulting assistance depending on the circumstances of the transition and the Board of Governors’ capacity to plan and manage it;
3. Review the Board’s latest iteration of the position’s job description and the “Future Executive Director’s Profile” (provided and also recommended);
4. Publicize and announce the position;
5. Recommend a salary range and benefit schedule;
6. Interview candidates, check references and vet the candidates, and recommend candidates for final interview and selection by the Board of Governors; and
7. Subject to ratification by the Board of Governors, this committee may undertake other actions it deems reasonable and necessary in conjunction with its task.

B. Addressing a Temporary, Unplanned Long Term Absence (one that is expected to last six months or more)

In the event of a temporary, unplanned long term absence (one that is expected to last six months or more) of the Executive Director it is recommended that the Board of Governors give immediate consideration, in consultation with the Associate Executive Director who shall then become the Acting Executive Director, to temporarily filling the management position, if any, left vacant by the Associate Executive Director. This is in recognition of the fact that for a term of more than six months, it may not be reasonable to expect the Acting Executive Director to carry the duties of both positions. The position description of a temporary manager would focus on covering the priority areas in which the Acting Executive Director needs assistance. Should the Associate Executive Director position also become vacant during such an absence, then the Board should appoint an acting Executive Director (likely from within the existing staff or a temporary interim).
MEMORANDUM

TO: MEMBERS, ISBA SUCCESSION PLANNING COMMITTEE
FROM: EXECUTIVE DIRECTOR
SUBJECT: EXECUTIVE DIRECTOR PROFILE
DATE: 7/12/2016

This is an attempt to develop a profile for a “successful” executive director. The following compilation of characteristics/skills results from my reading of articles as-well-as my personal opinion/evaluation.

The ED must be resilient and able to adapt to different presidential leadership styles each year. He or she must be able to adapt to a new Board of Governors as well. The Board composition changes by up to a 1/3 each year. Other capabilities involve managing two bottom lines – the first being the budget and the second the programs to accomplish the mission. The ED must be able to be a confident, natural communicator and connector to work with committee and section leaders in a manner that is both motivational and yet structured. At all times a passion for the overall mission must be demonstrated. There will always be individuals who are the ED’s detractors. The ED must stay mission focused and avoid paranoia.

Other skills and characteristics of the ED are an ability to:

-- maintaining a positive attitude
-- interact on a national level with contemporaries
-- manage finances
-- understand financial reports
-- remain self-effacing
-- delegate authority
-- make decisions quickly
-- not over-react to situations
-- be patient
-- be compassionate
-- operate with finesse
-- keep any ego under control
-- be passionate for the mission

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-- leverage volunteers’ interests and channel their passions
-- be fearless enough to state an opinion, even one that might be unpopular
-- manage the staff firmly, but with fairness and respect
-- operate under stressful circumstances
-- operate honestly in all matters
-- maintain connection with local and other specialty bars
-- maintain connection with judiciary
-- have thorough knowledge of the association’s rules and policies
-- look for ways to increase membership, increase revenue, save money for the association, and keep the association relevant
-- remind the volunteers of the association’s rules and policies in a respectful manner and without steering them on substantive issues

Ideally these characteristics would be found in an individual who neither desires or needs the spotlight, has extensive management experience and whose sole function is to accomplish the mission while making those around the ED look good.

T.P.
Indiana State Bar Association
Transition Timeline for Executive Director

Private Process (2-3 years out)
☐ Executive director to develop personal plan/timeline
☐ Executive director and ISBA President, President-elect and vice president meet to discuss timeline
☐ The ISBA Executive Committee should identify any costs/financial implications related to the transition and make recommendations to the Budget Committee for the upcoming year.

Private Process (18 months – 3 years out)
☐ When a firm retirement date has been established, the Board should appoint a formal Executive Director Search Committee
  • (see search committee guidelines)
  • Confidentiality/discretion is critical to this process
☐ The Search Committee should construct a more detailed transition timeline
  • Explore transition resources available
  • Recommend to the Board whether the search should be national or regional and whether a search firm should be employed.
  • The search committee may also recommend whether an interim Executive Director should be employed, if appropriate.

Public Process (18 months out)
☐ The ISBA Board should announce the executive director’s retirement
☐ Announce the members of the Executive Search committee
☐ The Board must decide/evaluate
  • Where we are?
  • Where we want to be in 5 years?
  • What sorts of strengths/qualities do we need in a new executive director given our vision for the organization? (review existing “Profile”)
  • Translate/visioning/planning discussions into management requirements/executive director profile and pass guidance to the Search Committee
☐ Define vetting/interview process
  • The Executive Search Committee should provide 3 finalists to the Board
  • The Board has final decision-making authority.
Public Process (18 months out) - continued

☐ Develop internal and external communications timeline
  • The chair of the Search committee must keep the Executive Committee, Board and staff apprised of the search process
  • Are there internal candidates that may expect to apply?
    ° The Search committee must discuss expectations with the staff
☐ Engage search firm, if approved by Board
☐ Meet with director-level staff to gather feedback regarding desired qualities in new executive
☐ Publicize position
  • Association options such as American Society of Association Executives, National Association of Bar Executives, and Indiana Society of Association Executives
  • Nonprofit community options as well
  • Indiana Lawyer, ISBA publications.
☐ Interview/vet candidates (consider reception-type interview)
☐ Check references after reduction to 6 semi-finalists
☐ Send final 3 candidates to interview with the Board of Governors
☐ Work with counsel to develop offer and initial contract terms
☐ Sitting Board President will make the offer subject to Board approval
☐ After individual accepts offer, announce the appointment

Transition Considerations For The Board
☐ The Board should consider appointing a small committee of Board members and Search Committee members to continue to meet regularly with the new executive director to provide guidance and ensure a smooth transition and report to the Board for a period of six months.
☐ The Board should consider whether the former Executive Director should be kept on retainer as a consultant for a period of time, e.g. 3-6 months.