Guidelines for Succession Planning

Ohio State Bar Association

February 2011
Purpose and Scope

The Board of Governors of the Ohio State Bar Association adopts these guidelines to assist them in addressing an absence, disability, death, or departure of the Executive Director. When faced with a vacancy, the OSBA shall use these guidelines to facilitate the transition to both interim and longer-term leadership.

One basic premise underlying this plan is that the OSBA is currently in a position to operate effectively and responsively for a period of up to six months without the benefit of a permanent replacement to fill an unanticipated vacancy in that position. The other basic premise underlying this plan is that a permanent successor Executive Director shall not be chosen by the vagaries of the moment, but based upon the thoughtful, long-term needs of the OBSA.

The Board has reviewed the current job description of the Executive Director. See Exhibit 1. The Board has a sufficient understanding of the role of that position in the OSBA's organizational leadership, program development, program administration, operations, Board of Governor's relationships, financial operations, resource development and community presence.

I. Triennial Board Self-Assessment

At least once every three years, the President of the OSBA shall appoint a committee not to exceed three members of the Board of Governors to oversee and conduct a self-assessment by and for the Board of Governors. During this self-assessment process, every member of the Board of Governors shall complete a survey/questionnaire in which the Board does a self-assessment of the type and characteristics which this Board would like to see in a future Executive Director, should and/or when a permanent change in the Executive Director position may occur.

This Board self-assessment shall generally follow the concepts of the Board self-assessment process described in Exhibit 2 attached hereto. The triennial questionnaire/survey shall seek input from all members of the Board of Governors in response to questions similar to those as listed under “Questions to Consider” in Exhibit 2. A copy of the first such OSBA Board self-assessment questionnaire/survey is attached hereto as Exhibit 3.

Upon that three-person committee’s completion of the collating of responses and then organization of the results from the questionnaire/survey, the Board of Governors shall meet and discuss those results. And, based upon those results and discussions, the three person committee shall propose and the Board of Governors shall approve the creation of a “future Executive Director profile” to be utilized under Section IV of this policy.

This triennial OSBA Board of Governors self-assessment process, including the approval of the “future Executive Director profile” referenced above, shall be completed no later than the Changeover Meeting or the June meeting of the Board of Governors the year of the self-assessment process. This policy recommends that the self-assessment process begin in January of that same year.
II. Addressing a Temporary, Unplanned Absence: Short-Term

A short-term absence is one of less than six months in which it is expected that the Executive Director will return to that position once the events precipitating the absence are resolved. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical.

1. President’s Duties and Authority. The President of the OSBA, subject to ratification by the Board of Governors, shall immediately implement the terms of this process upon the occurrence of an unplanned absence of the Executive Director.

Upon learning of a pending or actual unplanned absence of the Executive Director, the President may appoint a temporary Acting Executive Director or defer that appointment for action by the Board of Governors. As soon as it is reasonably feasible, the President shall convene a meeting of the Board to ratify the temporary appointment or to make its own selection of an Acting Executive Director.

2. Authority of the Acting Executive Director. The person appointed as Acting Executive Director has the same full authority for decision-making and independent action as the Executive Director. In the event the President and Board of Governors implement changes to the scope of duties for the Acting Executive Director, those changes should be subject to periodic review.

3. Board Oversight. The President in conjunction with the President-elect will monitor the work of the Acting Executive Director. The Acting Executive Director will provide, at a minimum, bi-weekly reports on the actions planned, pending, and taken.

4. Communications Plan. Immediately upon transferring the responsibilities to the Acting Executive Director, the President will notify staff and members of the Board of Governors of the delegation of authority.

As soon as reasonably possible after the Acting Executive Director has begun covering the unplanned absence, the President and the Acting Executive Director will communicate the temporary leadership structure to the members of the OSBA, the media, governmental officials, and other appropriate parties.

5. Completion of Short-Term Emergency Succession Period. The Board of Governors and the absent Executive Director will determine when the absent Executive Director returns to official capacity. At the earliest practical opportunity, they will establish a mutually agreeable start date, work schedule, and any changes or limitations to the returning Executive Director’s scope of duties. In the event the Board of Governors and the absent Executive Director implement temporary changes to the scope of duties for the Executive Director upon his or her return to work, those changes should be subject to periodic review.
III. Addressing a Temporary, Unplanned Absence: Long-Term

A long-term absence is one that is expected to last more than six months. The procedures and conditions to address this situation are the same as for a short-term absence with one addition:

The Board of Governors will give immediate consideration, in consultation with the Acting Executive Director, to temporarily filling the management position, if any, left vacant by the Acting 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.

IV. Addressing a Permanent Change in Executive Director

A permanent change includes any situation where the incumbent Executive Director will permanently vacate the position. The procedures and conditions are the same as for a long-term temporary absence with these additions:

1. Appointment of a Transition and Search Committee. The President shall appoint a Transition and Search Committee to plan and carry out a transition to a new permanent Executive Director. Where the vacancy is part of a planned transition, the President will convene the committee at least twelve months prior to the effective date of the vacancy. The Transition and Search Committee will consist of up to seven members, three of which will serve by virtue of their capacity as the OSBA President, the OSBA President-Elect, and the Immediate Past President of the OSBA. The President shall select two additional members of this committee from the Board of Governors. The President also shall select at least one but not more than two OSBA members who are not current members of the Board of Governors to be on this committee.

2. Duties of the Transition and Search Committee

   a. This committee may consider and report the need for outside consulting assistance depending on the circumstances of the transition and the Board of Governors’ capacity to plan and manage it.

   b. This committee shall consider the need for an Interim Executive Director, and plan for the recruitment and selection of an Interim Executive Director and/or permanent Executive Director.

   c. This committee will review the Executive Director’s position description and the future executive director’s profile defined in Section I of this policy.
d. This committee shall recommend a salary range and benefit schedule; determine the scope and method of the search; interview external and internal candidates; and recommend candidates for final interview and selection by the Board of Governors.

e. Following a selection decision by the Board of Governors, this committee shall communicate an offer and confirm an acceptance; and after hiring, in conjunction with the then President and President-elect, provide for and supervise an extensive orientation.

f. Subject to ratification by the Board of Governors, this committee may undertake other actions it deems reasonable and necessary in conjunction with its task.

3. Communications Plan. The President will periodically communicate the details and progress of the search to the Board of Governors, the membership, media, and outside interests, as is reasonably appropriate.

V. Annual Review

In conjunction with the Strategic Plan, the Board of Governors will review these Guidelines for Succession Planning on an annual basis and implement any necessary changes or amendments. As part of that activity, the Executive Director shall: 1) review his/her position description annually and make revisions accordingly; 2) advise the Board of Governors of his/her plans for retirement, severance, or temporary absence; and 3) at the request of the President or Board of Governors, create and periodically update a list of names of potential candidates for the Executive Director position for both temporary and permanent scenarios.

As adopted by the OSBA Board of Governors at its meeting on July 27, 2007.
And as amended by the OSBA Board of Governors at its meeting on May 5, 2010.
EXHIBIT 1

STAFF POSITION DESCRIPTION

POSITION TITLE: EXECUTIVE DIRECTOR

Basic Function

Serves as the chief executive officer, responsible for the effective conduct of the affairs of the Association. Recommends and participates with the other officers and the Board of Governors in formulation of the Association’s mission, goals and objectives and related policies. Within that framework, plans, organizes, coordinates, controls and directs the staff, programs and activities of the Association.

Responsible for budget and fiscal management, the executive director also provides liaison with affiliated organizations of the Association.

Specific Responsibilities

1. Coordinates Board of Governors and Council of Delegates meetings, arrangements, agenda and related materials and reports, minutes and follow-up.

2. Works with the Board and staff to develop policy and vision for the OSBA; supervises the execution of those policies and vision plans.

3. Administers staff personnel activities, which includes recruiting, hiring and training of employees.

4. Supervises the Association staff.

5. Supervises staff compensation and fringe benefit program which includes a retirement plan.


7. Supervises the election of Association officers, Board of Governors representatives and members of the Council of Delegates.

8. Provides liaison with affiliated organizations of the Association and serves as treasurer of several such affiliates.

9. Acts as the Association’s staff on-site travel program coordinator.
Internal Relationships

Responsible to the Board of Governors. Key staff executives report to the executive director. Has regular contact with other Association staff members.

External Relationships

Has regular contact with elected officers and the Board of Governors and its committees. Maintains personal contact with local bar associations and the general Association membership to the greatest degree possible. Maintains appropriate relationships with other associations, industry, government, public service organizations, and vendors to enhance the image of the Association and the attainment of its objectives.

Qualifications

Must have a four-year university degree at a minimum (ideally an MBA or JD) and at least seven years of association management experience.
EXHIBIT 2

ORGANIZATIONAL ASSESSMENT QUESTIONS THAT DETERMINE
THE CONTEXT FOR UPCOMING CHIEF EXECUTIVE LEADERSHIP
TRANSITIONS

The assessment tool should be reasonably simple in design and execution, and the process
must be perceived as meaningful. Questions in these eight key areas provide examples of the
kinds of issues and queries that are likely to yield common themes and perceptions regarding
an organizations needs and directions.

1. Mission

A good place to start in the organizational assessment is to revisit the organization's reason
for existence. If the mission statement does not serve as an up-to-date guidepost to planning
and decision making, it may be best to wait until the new chief executive is in place to guide
the organization through the delicate exercise of mission revision. This is a good time to
invite questions that board members and other stakeholders may have regarding the
organization's fundamental purpose and the drivers of change that the next chief executive
must tackle. If there are significant philosophical differences about the organizations core
purpose, this will impinge on the next chief executives work.

Questions to Consider

- Is our current mission statement an adequate reflection of our organization's
  present reason for existence?

- Do the organization's programs, services, and products reflect our mission?

- What will be most important for our next chief executive to understand about
  our mission?

2. Vision

If mission is what the organization is, vision is what the organization strives to be. The view
of the organization's desired future will help the board determine the kind of chief executive
it needs to guide that vision. If current consensus on a clear, well understood vision does not
exist, it is better to say to the chief executive candidates, "Here are some of the key questions
that we have about our future direction" or "We need to decide where the organization should
go and what it should be over the next few years, and here are some of the choices we face."

Questions to Consider

- Do we have a collective vision of what will be different three to five years
  from now as a result of the work of our organization?
• What are the principal accomplishments we want to produce during the next five years?

• How will we expect the next chief executive to help us define and create our preferred future? Are we looking for a visionary or a chief executive who will engage others in defining, refining, and responding to the organization's vision?

3. Financing

The board is ultimately responsible for the financial well-being of the organization. Ideally, a robust strategic plan linked to a realistic financial plan, adequate reserves, and sound financial controls are in place to attract the next chief executive. This is often not the case in the nonprofit sector. Heavy dependence on limited sources of revenue, declining income streams, and uncertainty about how to build future financial stability can create unrealistic expectations for securing a rainmaker chief executive. In other cases, the actual financial condition of the organization is either not clear to the board or not adequately revealed to the candidates. The Organizational assessment stage is a good time for the board to make sure it has a true picture of whether the organizations financial condition is strong, weak, or steady.

Questions to Consider

• What are our major sources of revenue, and what proportion of our expenses do they support?

• Are our key revenue sources rising or falling?

• Do we have sufficient reserves?

• What expectations will we place on the next chief executive to generate new revenue, explore alternative revenues formulas, or employ other measures to create greater financial stability (e.g., raising funds from private sources, increasing dues from new members or membership categories, designing new programs or services sold to new members or customers)?

• Will the new chief executive be expected to help the board put better financial controls into place?

4. Governance

The role, structure, and performance of the organizations board and how it views its relationship to the chief executive will influence the character of an executive leadership transition. The board is better positioned to understand this if there has been an assessment of the board’s composition, structure, and core practices on an ongoing basis, as discussed earlier. Whether or not the board has engaged in regular assessment, it should take some
time to define its role in relationship to the new chief executive, to identify areas of board operation that need attention, and to highlight how a new chief executive will be expected to work with and through the board.

In too many cases, discussions about governance deficiencies are deferred until the new chief executive starts the job. Telling the truth about dysfunctional governance cultures is often avoided because it exposes people to charges of bias and expectations of remedies. But if board members refuse to examine the underlying issues for chronically troublesome behaviors and practices, they will continue to breed for the new executive.

Questions to Consider

• How does the board add the greatest value to the organization at this time?

• Which areas of governance or board operation are in need of attention or improvement? What needs to change before the board hires the chief executive? How will it expect the next chief executive to help the board address these matters?

• How can the board and the next chief executive work most effectively together to build and maintain a strong working relationship?

• What kind of authority is the board prepared to grant the next chief executive, and what kind of accountability mechanisms should it consider to ensure responsible board oversight of the chief executive's performance?

• Does the current chief executive's job description need to be revised?

5. Management

Two of the most precious assets of most nonprofit organizations are the employees and volunteers who advance the organization's mission through day-to-day work. Unless the organization is largely volunteer driven, a major portion of the chief executive's time will be spent on hiring, overseeing, evaluating, empowering, and retaining the right staff. The human resource skills of the chief executive are likely to change as the organization evolves, particularly as the number of direct reports to the chief executive decrease as the staff grows. Nevertheless, everyone expects the chief executive to create a climate that fosters high performance, healthy group dynamics, and accountability from staff and volunteers. The members of the board, and especially the members of the professional staff, will be key sources of intelligence on the kind of management style that will work best.

Questions to Consider

• What are our greatest human resources challenges?
• What kind of management style does our organization need in the next chief executive to recruit, motivate, and retain the best and brightest staff members? Will this require a change from the current organizational culture?
• What behaviors in our next chief executive are likely to build trust, high performance, and accountability from our employees?
• What role will we expect our next chief executive to play in the management of our direct service volunteers?

6. Communications

An increasingly competitive environment and greater scrutiny from government regulators, donors, members, and service recipients have prompted nonprofit leaders to invest greater resources in actively promoting the unique value of their services and activities. An executive leadership transition affords an opportunity to review how the next chief executive can strengthen the organizations marketing, public relations, promotion, and outreach efforts.

Questions to Consider

• What and who are the market(s) we serve and the people who decide whether to participate in or purchase our programs, services, or products?

• How well do we keep our members, clients, customers, donors, and other stakeholders informed about our work?

• How can our next chief executive help us design and implement more effective communications strategies?

• What role do we expect our next chief executive to play in our communications with our various constituents?

7. Organizational Culture

An organizations culture reflects the human side of organizational life - the written and unwritten rules that shape how it operates and the basic assumptions and shared beliefs about the place that people bring to their work. These values are often so ingrained In the life of the organization that they are unstated until the organization undertakes a formal process such as strategic planning, significant restructuring, or an executive leadership transition. During the organizational assessment stage, board members should determine which aspects of the communal culture need to be nurtured, altered, or radically changed. This will provide major clues for determining the skills and personal style the next chief executive must bring to accomplish this task.
Questions to Consider

- What are the core values, beliefs, or assumptions about how our organization operates that will be important for our next new chief executive to understand?

- Which values reflect "non-negotiable behaviors" that we want the chief executive to uphold and nurture?

- What creates the greatest frustration, confusion, or dysfunctional behavior in our organization that we will want the new chief executive to help us change?

- Will the chief executive need to fit the culture and traditions of our organization, or will he or she be expected to change it? How?

8. Chief Executive Leadership Questions

Each organizational assessment questionnaire should include additional questions that do not fit neatly into the above categories but are likely to bear fruit for the chief executive profile.

Questions to Consider

- What are the mega issues facing the organization that should consume the greatest amount of the chief executive's time?

- What are the key drivers of change in the external and internal environment that we expect our chief executive to help us tackle?

- What must the chief executive do particularly well in order for the organization to fulfill its mission?

- Have we recently engaged in strategic planning? If so, how adequate is our current plan? If not, what kind of strategic thinking process do we want our next chief executive to help us launch?

- Are we looking primarily for continuity or change from our next chief executive?

- What are the top three leadership skills that we most need from our next chief executive?

- What personal qualities and relationship skills does our chief executive need to succeed?

- What behaviors and skills do we want our chief executive to model as a leader and a manager that are important in our organizational value system?
• What specific performance indicators will demonstrate that our chief executive is successful after his or her first three months?

• What suggestions do we have for the board to attract, recruit, and retain the most qualified candidate?

A board that undertakes the executive search process without assessing and articulating the organization's current issues and leadership needs is neglecting one of the most critical phases of succession planning. Boards that do not invest in an adequate organizational assessment before beginning the executive search phase frequently end up creating requirements for the new chief executive that are based solely on the perceived strengths or deficiencies of the last occupant of the office. This can also discourage qualified candidates from proceeding to the next level if it becomes clear from the halting responses to their questions that the board has not taken the time to genuinely explore organizational needs.

"Chief Executive Succession Planning, An Essential Guidance for Boards and CEOs." [2nd edition] [BoardSource]
EXHIBIT 3

I. Core Values, Core Purpose
   • Do the OSBA's programs, services, and products reflect the OSBA core values and core purpose?
   • Which of the OSBA core values (member satisfaction, professionalism, foresight, quality products and services) will be most important for consideration by the next Executive Director?
   • Is the BHAG (Big, Hairy Audacious Goal) of the OSBA (to make membership in OSBA indispensable to Ohio lawyers) still relevant? How, if at all, should it be modified?

II. Vision
   • What are the three most important objectives to be accomplished by OSBA over the next three years?
   • What are your expectations for the next OSBA Executive Director with respect to these objectives? Should the next (SBA Executive Director be expected to take the lead in conceiving and implementing strategies for accomplishment of these objectives? Should the new Executive Director be expected to direct the OSBA's preferred future? Or, should the Executive Director respond to the vision OSBA's future as articulated by the direct stakeholders (i.e. members, specifically the Board of Governors)? Or, is he or she expected to act as a facilitator whereby strategies are developed by the direct stakeholders (i.e. the members, specifically the Board of Governors)?

III. Financing
   • Does the OSBA have sufficient reserves? What is the role of the Executive Director in building sufficient reserves?
   • What revenue strategies do you believe the next OSBA Executive Director should implement? Examples: (i) raise funds from private sources; (ii) increase dues revenue (either through dues increases, increasing the member base and/or creating new membership categories); (iii) conceive and implement new entrepreneurial programs and/or services. What is the role of the next Executive Director in developing these?
   • Does the OSBA need to implement better financial controls? If so, what is the role of the next OSBA Executive Director in this regard?
IV. Governance

- Which areas of OSBA governance or Board operation are in need of improvement? What changes, if any, should be implemented before the Board of Governors hires the next Executive Director? What expectations should be placed on the next Executive Director to effect change in this area?

- What should a new Executive Director do to create a solid working relationship with the OSBA Board?

- What changes, if any, would you make in the authority of the office of Executive Director? What types of accountability mechanisms (i.e. annual formal performance review) should be incorporated into the employment relationship between OSBA and the next Executive Director?

- Should the current job description for the office of Executive Director be revised? If so, how?

V. Management

- What are the OSBA's greatest human resources challenges?

- What kind of management style should the next Executive Director possess in order to recruit, motivate, and retain the best and brightest staff members and to build among the staff a high level of trust, performance, and accountability?

- What role should the OSBA's next Executive Director play in the management/oversight of OSBA section and committee members?

VI. Communications

- How would you describe the effectiveness of OSBA communications (internal and external)?

- To what extent should the OSBA's next Executive Director be responsible for the design and implementation of more effective communications strategies?

- What role (or roles) does the Board of Governors expect the next OSBA Executive Director to play in communications with our various constituents (members, staff, non-lawyer members, legislators, judiciary, public, etc.), especially in light of numerous and ever-changing forms of media and technology available?
VII. Organizational Culture

- What institutional memories, core values, beliefs and traditions should the next Executive Director learn and understand?
- Which values reflect "non-negotiable behaviors" that the next OSBA Executive Director should uphold and nurture?
- What factors create frustration, confusion, or dysfunctional behavior in the OSBA? What is the role of the Executive Director in encouraging "good behavior" and discouraging "bad behavior"?
- Must a new Executive Director be compatible with the current organizational culture of OSBA? Are changes in organizational culture desirable? If so, how?

VIII. Executive Director Leadership

- What mega issues facing the OSBA should consume the greatest amount of the new Executive Director's time?
- What are the key drivers of change in the external and internal environment that the Board will expect the next Executive Director to help tackle?
- What character or personality traits would you look for in a new Executive Director?
- How adequate is the OSBA's current strategic plan? What kind of strategic processes do we want our next Executive Director to help the Board launch?
- Are you looking primarily for continuity or for change from the next OSBA Executive Director?
- What top three skills should the next Executive Director possess?
- What personal qualities and relationship skills does the next OSBA Executive Director need to succeed?
- What specific performance indicators will demonstrate that the next OSBA Executive Director is successful after his or her first year? After three years?
- What suggestions do you have for the Search and Transition committee so that OSBA may recruit the most qualified candidates?
- Please describe any other lectors which you believe would be relevant to the work of the Search and Transition Committee.