

DRAFT

**Cultural Council of Greater Jacksonville**

**Succession Plan**

August 13, 2018

# Introduction

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of the organization and its services to clients, the Board of Directors is adopting policies and procedures for an executive absence or transition, planned or unplanned. The board believes that due diligence in exercising its governance functions requires that it have a succession plan in place. It is expected that this plan will ensure continuity in client services, external relationships, and in staff functioning.

Though this plan defines the overall transition process and expectations, it is expected that details of the plan may need to be amended to better fit situational need at the point of transition.

# Definitions

* A **temporary absence** is one in which it is expected that the Executive will return to her/his position once the events precipitating the absence are resolved.
* A **permanent absence** is one in which it is firmly determined that the Executive will not be returning to the position.
* An **unplanned absence** is one that arises unexpectedly, in contrast to a **planned leave**, such as a vacation or a sabbatical.
* A **short-term absence** is 4-6 weeks.
* A **long term absence** is one that is expected to last more than 4-6 weeks.
* An **emergency permanent transition** is one which arises unexpectedly, and in which it is firmly determined that the Executive will not be returning to the position.
* A **departure-defined transition** is one initiated by the Executive, such as a retirement or job change, in which the Executive’s timing of departure is known.
* A **board-initiated transition** is one where the board asks the Executive to step down.

# Transition Roles and Responsibilities

**Board of Directors –** The board has the ultimate responsibility for the hiring, evaluating, and if necessary, terminating the Executive Director. Before and during the transition process the board:

* Reviews the organization’s succession plan on an annual basis
* Ensures that the strategic plan is current (progress monitored annually and updated a minimum of every three years) and used to establish the necessary skill set and experience for the next Executive Director
* Supports the work of the transition team and promotes and adheres to the communications plan
* Approves the Interim Executive Director, if one is hired
* Determines what functions can be handled internally and identifies those that need external resources
* Establishes parameters for the role of the outgoing Executive Director as needed
* Approves the Executive Director’s job description
* Makes the final selection of the organization’s Executive Director
* Commits to playing an active role in the new Executive Director’s onboarding

**Board Chair –** Representing the board, the chair:

* Appoints the transition team chair and communicates regularly to ensure progress in accordance with anticipated process and timeline
* Focuses on regular mission work and governance, leaving most of the transition work to the transition chair or transition team
* Communicates both internally and externally about the organization and transition
* Works with the transition team chair in contracting for additional resources (i.e. search support or interim Executive Director)
* Facilitates the board’s final candidate selection process
* Makes the offer of the position to the final candidate based on the terms approved by the board
* Provides leadership in onboarding the new Executive Director.

**Executive Committee of the Board of Directors**

While the Cultural Council of Greater Jacksonville does have an Executive Committee, this committee can be convened under only the most emergent situations when the full board is unavailable to meet with short notice; those decisions would then be amended and should be approved ultimately by the full board. The Executive Committee has no special actions to perform with respect to the transition process.

**Transition Team –** Composed of a core group of board members, it can also be supplemented with community resources with needed relevant expertise. The transition team:

* Finds and recommends interim leadership candidates and compensation to the board or executive committee, if needed
* Assesses organizational readiness
* Creates the desired candidate profile
* Supervises the overall search process
* Participates in all face-to-face interviews
* Makes a recommendation to the board of directors on two to three final candidates
* Provides support to the onboarding process of the new Executive Director.

**Search Committee** -- A subgroup of the Transition Team, it provides support and oversight for the search process.  Like the Transition Team, it may include non-board members, specifically those with human resource, employment law, and/or search expertise. The Search Committee:

* Ensures the position posting is broadly and appropriately distributed
* Participates in the initial screening and review of resumes
* Determines which candidates qualify for interviews
* Selects standardized questions for interviews
* Assures adherence to desired timeline for search activities.

**Transition Team Chair** – As a key member of the board of directors, the transition team chair:

* Project manages the development of the first succession plan, likely with the help of an ad hoc taskforce
* Works with staff annually to ensure the succession plan components are current
* Project manages the transition process for the organization, freeing up the board chair to focus on continuity of operations and governance
* Develops the anticipated time frame for the transition process with the transition team
* Communicates regularly with the board chair
* Develops communications messaging relevant to the transition and defines timing, person responsible and method of communication
* Ensures maximum possible participation by the transition team in each interview
* Facilitates the selection process of the final two to three candidates.

**Interim Director** – Selected by the board of directors when appropriate and necessary, the role of an interim director will vary according to each organization’s needs. The interim director:

* Manages day-to-day operations between the departing and the new Executive Director
* Ensures a healthy transition between a longtime or founding Executive Director and a new leader
* Provides board and staff support following the sudden departure of an Executive Director
* Quickly intervenes when a transitioning organization is in crisis
* Reviews and assesses the organization for sustainability and provides a report to the board within ten days of appointment.

**Departing Executive Director** – If the relationship with the departing Executive Director remains primarily positive, the departing Executive Director:

* Works with the transition chair to ensure a current succession plan is in place
* Makes recommendations to the board chair for updating his or her job description as needed
* Maintains, with support staff, a current information inventory, the Executive Director Checklist
* Assists with the onboarding by orienting the incoming Executive Director to the organization, arranging key introductions and imparting essential corporate knowledge
* Serves as a resource as requested and defined by the board chair and the new Executive Director.

**Incoming Executive Director** – Based on board agreement, the incoming Executive Director:

* Creates a 90- to 120-day plan that includes objectives mutually set with the board chair
* Takes advantage of the ability to observe objectively with fresh eyes
* Learns and listens before implementing major change
* Respects the work of his or her predecessor.

**Staff Management Team** – Those reporting to the former Executive Director can play a significant role. They:

* Ensure continuity of operations filling voids as needed
* Maintain an inventory of current information supporting the Executive Director Checklist
* Provide input into and participate in the search process as requested by the transition team
* Prepare staff for change
* Assist in orienting the new Executive Director.

# Notification

In the event of an absence or transition, the Executive shall notify the Chair of the Board of Directors immediately. If the Executive is incapacitated or otherwise unable to do so, or if the whereabouts of the Executive is unknown, staff shall immediately provide notification. If the Board Chair is unavailable, the Vice Chair will be notified. If both Board and Vice Chairs are unavailable, the Financial Committee Chair will be notified. The Board Chair will notify the Executive Committee and the full board, immediately.

Notification will be the same for all transition situations except that of a board-initiated transition in which case the board will already be involved.

# Compensation for Current Executive Director

In the event of an approved short- or long-term temporary absence:

* Vacation time will be used first, where the Executive Director continues to receive full salary and benefits.
* Additional compensation during the remainder of the short- or long-term absence will be at the discretion of the executive committee. A reduced work schedule may be negotiated.
* It is desirable that healthcare benefits remain in place for all absences.

A departing Executive Director may receive severance pay at the discretion of the board or as pre-defined in the existing Executive Director contract (in the event one exists), always with the effort to maintain a budget neutral transaction if there are no reserves.

# Use of an Interim Director

The agency may use an Interim Director in the following circumstances – each being situational and at the discretion of the board. The board wishes to maintain a budget neutral transaction if there are no reserves.

* Temporary long-term absence
* With a departure-defined transition – only if the Executive Director position will be vacant for an extended period of time
* After an emergency transition

Interim Directors may come from the following sources:

1. Current staff member, if qualified in the judgment of the Board.
2. Trained / Experienced Interim Directors (sources: Nonprofit Center Program, Clarity Transitions referral)
3. Former senior staff
4. Current and former Board members
5. Graduates of the Nonprofit Center Community Coaches program
6. Individuals with nonprofit chief executive experience
7. Nonprofit consultants
8. Other companies/non-profits who may “lend a CEO” for a period of time.

If the Interim Director is external, we have no preference that she or he should want to become the new full-time Executive Director. If the Interim Director is selected from staff, she or he may choose to apply for the position of new full-time Executive Director, but that promotion is not guaranteed in the event of an application. The prior position will be retained for a staff member serving as Interim Director, unless her or his performance dictates overall termination of employment.

## Authority and Restrictions of the Interim Director

The person appointed as Interim Director shall have the full authority for decision making and independent action as the regular Executive for managing the operations with the exceptions noted below which require approval from the Executive Committee. In cases of significant exceptions, the Executive Committee may deem full board approval appropriate to exceed these restrictions.

* Changes in the organization’s vision, mission or values
* Taking on financial commitments (leases, loans, etc.)
* Sales or purchases of organizational capital assets exceeding $2,500.
* Discretionary up to $1,000 in expenditures and any amount over $1,000 requiring pre-approved by the Chair or Finance Chair.
* Making investment decisions
* Starting new or discontinuing existing programs
* Hiring and firing of key staff, including named personnel on grants
* Changes in staff pay: increases, decreases, bonuses
* Changes in staff benefits / policy unless required by law
* Starting new or discontinuing existing fund raising events
* Adhering to the communications plan and its limits
* Starting new development opportunities.

## Interim Director Pay

Although it is typical that an Interim is paid more than a CEO, such as full salary for 75% of the hours, the Interim Director for the Cultural Council will only assume management of operations and not of development and fundraising. For this reason, we wish to maintain the Interim Director pay within the limits of the existing budget. The interim Director will be expected to work 40 hours per week.

If a staff member is selected as Interim Director,

* Staff capacity will not be backfilled if the absence is a long-term absence
* The staff Interim Director’s pay will be awarded as bonus at the end of their tenure as Interim, and calculated as the difference in the Executive Director’s starting pay and the staff member’s regular salary, prorated for the number of weeks served as Interim.

If a board member is selected as Interim Director,

* This member must resign from the board for her/her period as Interim Director and will be eligible for reinstatement once a new Executive Director is hired and will continue their term.
* This member will be excused from board donation obligations during their time off the board. Any new board donation obligation will resume when and if the member returns to active board duty.

# Evaluate Need for Strategic & Organizational Review

This evaluation should be performed by the Transition Committee and discussed with the full board. The new Executive Director will also be involved in performing their own assessment of the organization, once hired.

The minimum evaluative questions will include:

* Have we remained on mission?
* Is our financial situation sustainable?
* Do we have issues with staff engagement and retention?
* Do we have issues with board engagement and retention?
* Are relationships with our partners healthy?
* Are we holding on to obsolete programs or missing opportunities for new programs or target audiences?
* Is this an opportunity to more formally collaborate or even combine with another organization?

# Communication Priorities

* Please refer to **Appendix A** at the end of this document for the Communications Plan.

# New Executive Director

## Job Description

* Please refer to **Appendix B** at the end of this document for the Executive Director Job Description.

## Compensation

* The last comparative compensation review was from an Americans for the Arts survey dated 2013 (page 9). Additionally, a compensation and benefits report was compiled by the Nonprofit Center of Northeast Florida, published March 30, 2016 (page 52).
* The preferred salary range: $85K - $110K and/or consideration of a different compensatory plan including base wage with bonus.

## Contract

We do not believe the position warrants a contract with the new Executive Director.

# Search Preferences

In the search, we have defined preferences below in several areas. These preferences may be changed depending on the outcomes of the organization evaluation.

* Required skills and characteristics to match the job description
* We will consider board members with the required skills and characteristics.
  + Any board member who wishes to stand for candidacy will resign immediately from the board.
  + If this board candidate is not selected as Executive Director, he or she will be eligible for reinstatement once a new Executive Director has been hired to serve out the rest of their term.
  + This member will be excused from board donation obligations during their time off the board. Any new board donation obligation will resume when and if the member returns to active board duty.
* We will consider staff candidates with the required skills and characteristics.
* We will focus our search locally/regionally/nationally.
* We will consider employing a search firm to conduct the search only if the situation warrants it (at board’s discretion) and the budget will support it.
* We will consider seeking search support to facilitate the process only if the situation warrants I (at board’s discretion) and the budget will support it.
* We will post the job in the following places (and other agencies as provided by staff):
  + Nonprofit Center of Northeast Florida
  + American for the Arts
  + United States Urban Arts Federation
  + Cultural Council web site (share the link)
  + Florida Philanthropic Network
  + Cultural Council LinkedIn
  + Local schools of higher education: JU, UNF, FSCJ, Edward Waters
  + Send job posting to all CSG’s
  + Florida Association of Public Art Professionals
  + Florida Cultural Alliance
  + Department of Cultural Affairs
  + Other local arts agencies with whom we have relationships

## Search Committee Membership

The Search Chair and search committee members will be named jointly by the Transition and Board Chairs.

* The Search Committee is ideally comprised of 4-6 individuals.
* The Search Chair may be the Transition Chair and, at a minimum, the Transition Chair should be on the search committee.
* Search committee members should have two additional members from the transition committee.
* The search committee should ultimately contain more than 50% board members
* The search committee may contain one external member from a partner organization; e.g.,

Final tally (6):

* 1 – Board chair
* 1 - Transition chair
* 1 - Transition committee member
* 2 - Additional board members – with time left to their term
* 1 – Tier One CSG Executive Director

## Search Tools

* Please refer o **Appendix C** for the Job Posting.
* Please refer to **Appendix D** for the Interview Guide.

# Onboarding: Transition Team to pick up from here in meeting of Thursday, August 16, 2018, 2-3pm.

Are the guidelines below consistent with your organization’s goals? How would you change these for your organization?  pp55-58

Include the version tailored for your organization as an appendix.

It is the board’s responsibility to actively onboard a new Executive Director to assure a smooth transition into this new role.

**Before Day One – Board Role**

* Develop communication plan (see Toolkit). This will include both internal and external communications.
* Set up important meetings with any key stakeholders that should meet Executive Director in advance of day one.
* Ensure information inventory/document backup is organized and ready.
* Review strategic plan with progress to date noted.
* Help with relocation plans and office set-up prior to arrival, so new Executive Director can give serious attention to getting to know the people and organization starting day one. This includes placing furniture, outfitting desk with all necessary items, setting up phone and email, providing computer instructions, furnishing keys, reviewing Employee Handbook, signing personnel documents, etc.
* Provide Executive Director with any relevant information about organization’s history and current state. Executive Director should not be caught off guard.

**Before Day One – Executive Director**

* Research the organization and develop a thorough understanding of all aspects, including history, mission, leadership, board, staff, operations, programming, and facilities. Resources to help with this research would include: bylaws, minutes, financial reports, budgets, website and media.
* Understand circumstances of prior Executive Director’s departure.
* Review strategic plan, measures and progress to date.
* Understand board structure, schedule and expectations.
* Assess organizational strengths, weaknesses, opportunities and threats; set short-term plans.
* Assess the culture of organization. (e.g. how are decisions made and by whom? How do people communicate? What are the organization’s beliefs, values, behaviors, and attitudes?)
* Develop own messaging regarding vision for the organization.
* Be sure office set up is complete.
* Update business calendar with important dates (e.g. board meetings, committee meetings, fundraising, events, community events)
* If relocating to the area, Executive Director should be in community well before the job begins in order to totally focus on the job on day one.

**Day One – Meet and Greet – Board Role**

* Focus internally on: staff, clients, tour and meet board members.
* Board chair or transition team chair should plan to spend most of the day with the new Executive Director (this might include lunch with senior staff, general staff, and/or other board members).
* Consider best way to make introductions – one-on-one meetings, small or large groups, personally or by phone or teleconference. Also, consider best locations, times, and degree of formality based on audience and desired effect and outcomes.

**Day Two and beyond – Board and Executive Director together**

* Communicate – Board and New Executive Director, internal and external
  + Messaging/talking points should be positive with information about the organization, its current leadership, the new Executive Director’s history, experience, expertise and qualities that will help strengthen the organization.
  + Communications should also inform people of plans for introductions and opportunities to meet the new Executive Director.
  + When planning communications, it is important to consider the best methods, locations, times, and degree of formality based on audience and desired effect and outcomes.
* Identify and research key stakeholders (e.g. funders, community leaders).
* Set onboarding meeting schedule with designated board mentor for Executive Director
  + This schedule should be carefully managed for Executive Director to meet the most important/influential people first.
* Develop a 90- to 120-day action plan with board and staff to begin to address any issues/opportunities for achieving early successes on which to build trust and confidence in the new Executive Director’s leadership.

The new Executive Director will be initially evaluated at 90 days/six months. This evaluation will be completed by: (include all)

* Board Chair
* Transition Chair
* Executive Committee
* Governance Committee

This evaluation will/will not include feedback from staff.

The first evaluation will address (select all that apply):

* Progress towards goals
* Either a reaffirmation of the job description and measures or an edited version of those for approval by the board
* Setting new goals and priorities for the remainder of the year
* Discussion of work plans.

# Review Points

* Review Executive Director checklist annually
* Transition Budget review annually
* Review entire plan every 3 years
* Compensation Review every 3 years

# Approvals, Updates, and Maintenance of Record

This succession plan will be approved by the Board of Directors and signed by the Board Chair and the Executive. It will be considered valid through [date].

All Appendices will be updated by the staff to the satisfaction of the Transition Chair whenever there is any significant change to the content and reviewed no less than annually.

Copies of this plan shall be maintained by: select all

* Board Chair
* Executive Director
* Transition Chair
* Other?

Updates will be distributed accordingly.

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Board Chair |  | Executive Director |
|  |  |  |
| Date |  | Date |