



Succession Plan for **President/CEO**

Purpose

Leadership plays an essential role in the success of an organization. This document is to ensure that the leadership, governance and daily operations of LeadingAge Ohio continue in a consistent, competent manner to protect the interests of the organization during the process of changing of the President and CEO, either in an emergency or in a planned transition. This Succession Plan should be considered a confidential internal document of the Board of Directors until the time of implementation. This Plan contains both approved board policy and the process that should take place in the event of a President/CEO transition.

Roles

The Board of Directors of LeadingAge Ohio (the Board) has reviewed the job description of the President /CEO and has a clear understanding of the President/CEO's role. A copy of this Plan will be held by the Chair of the Board of Directors and in the President/CEO's office along with a copy of the President/CEO's Employment Agreement. Copies of the Plan are available upon request by any Board member and shall be reviewed with the incoming Board members as part of their orientation. The Plan and the President/CEO's job description shall be reviewed periodically by the Executive Committee (the Committee).

Succession Plans

A. In the Event of an Emergency or Temporary, Unplanned Absence

1. Subject to Sections B and C, below, an emergency or temporary, unplanned absence shall mean that the President/CEO has been deemed, without prior notice or planning, to be unable to perform the responsibilities and duties of his/her position for a period of fewer than 60 days.
2. In the event of an emergency or temporary, unplanned absence of the President/CEO, the Director of Advocacy, or such other senior LeadingAge Ohio employee in the event that that the Director of Advocacy is unavailable to do so, is to immediately inform the Board Chair of the President/CEO's absence.
3. As soon as it is feasible, the Chair shall convene a meeting of the Board or Executive Committee, at the Chair's discretion, to affirm the procedures prescribed in this Plan or to make modifications as the Committee/Board, as the case may be, deems appropriate (hereinafter in this Section, a reference to the Board shall also include the Committee, in the event that the Chair has determined that the Committee shall be convened to handle this issue instead of the full Board).
4. The Board may (a) appoint one of the persons designated by the President/CEO as set forth on Schedule A as Acting President/CEO; or (b) consider other appropriate options, such as splitting executive duties among various directors, as appropriate.
5. Once the Board has appointed the Acting President/CEO or otherwise delegated decision-making authority under this Section, he or she will have such authority for decision-making and independent action as the Board shall grant, including such authority for decision-making and independent action as the President/CEO currently possesses. The Acting President/CEO may be offered additional compensation and work assistance until a permanent President/CEO is in place.
6. The Board Chair, along with the Board, is responsible for monitoring the work of the Acting President/CEO. The Chair and Board will be sensitive to the special support needs of the Acting President/CEO in this temporary leadership role.

B. Absence as a Result of Disability

1. In the event the President/CEO becomes disabled, is unable to discharge the duties and responsibilities of his/her position, and it is uncertain how long the disability period will last, the process will initially differ from that set forth above until a determination has been made that the disability is permanent and will lead to termination of the President/CEO's responsibilities. If the disability is sudden and significant, the Board shall proceed with implementation of this Plan pursuant to Section C, below.
2. In the event the Board determines that the disability is not temporary but may last for a period longer than 60 days, the Board shall have the option to determine whether this Plan needs to be implemented.

C. As a Result of a Planned Transition

1. This provision governs in the event that the President/CEO retires, resigns, is terminated, or his/her disability is deemed likely to last a period longer than 60 days.
2. The President/CEO will attempt to provide six months' notice prior to his/her anticipated retirement.
3. The President/CEO will provide two months' notice of his/her resignation per his/her employment contract.
 - a. The resignation notice is to be provided to the Board Chair, who, in turn, will inform the full Board of Directors.
 - b. The President/CEO will inform LeadingAge Ohio members, the President/CEO of LeadingAge and other key stakeholders of the Association through announcements, the form and timing of which will be agreed upon by the President/CEO and the Executive Committee/Board of Directors.
4. As part of the planned transition process, the incumbent President/CEO will maintain current information and contact inventory that summarizes information that may be useful in the transition and search process, similar to that set forth on Schedule B, attached hereto.
5. Additionally, the President/CEO shall offer input for consideration at the Board's request when choosing candidates for the President/CEO position.

Communications Plans

A. Unplanned Absence

1. Upon transferring the responsibilities to the Acting President/CEO, the Board Chair will immediately notify staff members, the Board and key stakeholders of the delegation of authority. As soon as practicable after the Acting President/CEO has assumed the delegated authority conferred by the Board, Board members and the Acting President/CEO shall communicate the temporary leadership structure to the members, members of the legislature, and key regulatory agencies.
2. The Board Chair will then implement the transition as set forth in the planned notice and announcement.

B. Planned Transition Notice and Announcement

Upon recommendation of the Committee, the Board shall appoint a President/CEO Search Committee, the majority of whom shall be current Directors and name a Chair of the Search Committee. The names and roles of the Search Committee and a timeline of the succession/search process will be shared with members and staff concurrently with or shortly after the Planned Transition announcement.

Search Committee Responsibilities

The philosophy and practice of the Search Committee will be to search proactively for the best qualified candidate from national, state and internal talent pools while employing the best practices of executive search and adhering to all state and federal employment laws. The search committee will schedule regular meetings and follow an established search process that addresses the following:

- Determine if a search consultant is needed and select and engage an executive search consultant if warranted.
- Develop a work plan and timeline for the search process to be ratified by the Board
- Profile/Outline key competencies for new President/CEO, to be ratified by the Board.
- Consult with the President/CEO and other staff as appropriate.
- Consult with LeadingAge leadership as determined in the *Alignment Agreement*.
- Without revealing confidential information, make regular and timely reports regarding the search process to the Board and members.
- Select one or more candidates who will undergo multiple interviews, as well as full reference checks, and, if desired, physical/psychological assessment.
- Schedule meetings for the final candidate(s) with the full Board and any other staff as deemed advisable, and with select LeadingAge Ohio constituencies, as determined by the Search Committee.
- In consultation with the Executive Committee and search consultant, if any, the Search Committee Chair will recommend remuneration, benefits, and other compensation arrangements to the Board at the time of its final decision.
- The Board will vote on the selection of the President/CEO, with the selection of the new President/CEO announced through a communications plan developed by the LeadingAge Ohio Director of Communications/Public Relations and any outside public relations assistance as deemed necessary. The communications plans will be approved by the Search Committee and in consultation with the Executive Committee.
- Search Committee will identify key elements of a first year’s transition plan, which plan will be developed in consultation with the incoming President/CEO and the outgoing President/CEO, if appropriate.

Approved by the LeadingAge Ohio Board of Directors on _____

By : _____(signature)
Cynthia Bougher
Chair
LeadingAge Ohio Board of Directors

By: _____(signature)
Kathryn Brod
President/CEO
LeadingAge Ohio

Dated: _____

SCHEDULE A

ACTING PRESIDENT/CEO DESIGNEE

Susan Wallace
Chief Policy Officer

President/CEO LeadingAge Ohio

Date of Designation: _____

