Executive Director
Succession Plan and Policy

Overview
Executive Director (ED) transitions are pivotal points in an organization’s history and an ED departure can have a significant impact on the organization’s performance. This is why selection, evaluation and retention of the right ED are an important responsibility of the Executive Board. Failure to create a succession plan well in advance of an executive search could result in chaos for the organization. The goal of succession planning is to create the optimal conditions for a smooth and successful leadership transition well before the Board activates the formal search process.

Before the Board considers the succession plan it is important to understand that succession planning reflects an ongoing continuous process that should include the following:

1. Commitment to creating the conditions within the organization’s plan for an incumbent ED to succeed, including periodic conversations about career path and timing of potential succession.
2. Commitment to lengthy ramp down period (planned succession vs. unplanned).
3. Provide ongoing dialogue and discussion for Board members to understand the organization’s current and future strategy.
4. Ensure that the organization has a sound infrastructure in place when the next ED search is launched.
5. Documentation of:
   a. Executive Director job description
   b. AALL strategic plan
   c. Roles and responsibilities (Board, Board President, Board Officers, Executive Director, staff)
   d. Critical operational processes and procedures

According to Nancy Axelrod, author of Chief Executive Succession Planning (2010 Board Source publication), “Succession planning works best when board members and the incumbent chief executive collaborate in advance in a purposeful manner to create the conditions for a successful executive leadership transition.” It is essential, therefore, that Board members understand the job of the ED, the need for a short-term transition or long-term succession plan (especially in the event of an emergency or sudden departure of the ED), and the Board’s commitment to providing ongoing ED assessment and the creation of a climate where the ED can succeed.

The full planning cycle includes both the process and documentation for ongoing succession planning as well as an outline of the process the Board will follow for the next ED search, selection and transition. This plan focuses on a planned succession and an emergency transition, both of which assume the Board members:

1. understand and update the ED job description as needed;
2. agree on expectations for a transition;
3. conduct ongoing Board self-assessments;
4. provide yearly ED performance evaluations; and
5. develop and update, as needed, the AALL ED Succession Plan and Policy.

**Philosophy**

The executive director (ED) position in a nonprofit organization is a central element in the organization’s success; therefore, ensuring the responsibilities of the ED are well understood by staff and volunteer leaders is important for safeguarding the organization against unplanned and unexpected change. This kind of risk management is equally helpful in facilitating a smooth leadership transition when it is predictable and planned.

**Purpose**

This document outlines a planned and an unplanned succession plan for AALL. This plan reflects AALL’s commitment to sustaining a healthy functioning organization. The purpose of this plan is to ensure that the organization's leadership has adequate information and a strategy to effectively manage AALL in the event the ED is unable to fulfill his or her duties.

**Plan Implementation**

The Executive Board authorizes the Board President to implement the terms of this succession plan in the event of a planned or unplanned temporary absence, and a planned retirement or resignation of the ED.

The following assumptions exist:

- a. It is the responsibility of the ED to inform the Board of a planned temporary or short-term absence, and to plan accordingly.
- b. As soon as feasible, following notification of an unplanned temporary or short-term absence, the Board President shall convene a Board meeting to affirm the procedures prescribed in this plan, or to modify them if needed.
- c. It is the responsibility of the ED to inform the Board of a planned retirement or resignation, and to plan accordingly. In the event of a retirement, a notice of at least six months would be optimal.

**Succession Plan in the Event of a Planned, Temporary Absence**

A **planned, temporary absence** is one in which it is expected that the ED will notify the Board and plan for the absence and return in an agreed to amount of time, of between 30 to 90 days.

The full ED position description is attached to this plan (Appendix A); and the ED key functions and day-to-day operations will be under the temporary management of the AALL Director of Finance and Administration during the temporary absence of the ED.
Succession Plan in the Event of an Unplanned, Temporary Absence

An **unplanned, temporary absence** is one that arises unexpectedly, in contrast to a **planned absence** such as a planned medical leave or a sabbatical, of between 30 to 90 days.

The full ED position description is attached to this plan (Appendix A); and the ED key functions and day-to-day operations will be under the temporary management of the AALL Director of Finance and Administration during the temporary absence of the ED.

Succession Plan in the Event of an Unplanned, Long-Term, Temporary Absence

An **unplanned, long-term, temporary absence** is 90 days or more, such as an unforeseen, long-term medical leave.

The procedures to be followed shall be the same as for an unplanned, permanent absence (see next session, below).

Succession Plan in the Event of an Unplanned, Permanent Absence

An **unplanned, permanent absence** is due to any sudden, unforeseen events, and in which the ED will not be returning to work.

An Executive Committee of the Board shall serve as the Transition Team, and appoint an Interim ED for the management of AALL. In appointing an Acting ED, the Transition Team, in consultation with the Board, should consider whether the Interim ED should be a current staff member, or hired from outside the organization. This decision shall be guided, in part, by internal candidates for the Interim position, the expected time frame for hiring a permanent ED, and the management needs of the organization at the time of the transition.

If an Interim ED is hired from outside the organization, the Transition Team shall negotiate an independent contractor agreement with a defined scope of work. The scope of the agreement shall be determined based on an assessment of the organization’s needs at the time of the ED leadership transition.

The Interim ED would have oversight for the day-to-day operations of AALL and report to the Transition Team until a Permanent ED is named.

The Interim ED would:

- Have full authority for day-to-day decision making and independent action as the regular ED.

- Make decisions in consultation with the Board President and/or Transition Team which include staff hiring and terminations, financial issues, legal issues, taking on a new project, and taking policy positions on behalf of the organization.
• Report to the Transition Team

If the Interim ED is a current member of the staff, he or she should receive additional compensation based on the duration of the assignment.

A communications plan for announcing the ED Transition Plan should be developed by the Board President and the Director of Membership, Marketing and Communications to announce AALL’s temporary leadership structure to staff, members and the key stakeholders. The announcements should be made within two days of the appointment of the Interim ED.

**Succession Plan in the Event of a Planned, Announced Retirement or Resignation**

Once the ED has informed the Board, of intent to resign, an agreed to timeline for the departure should be determined by both parties. Once a timeline has been determined, the following steps should be taken:

• Based on the agreed to timeline, the Board should consider appointing an Interim ED, as outlined above in *Succession Plan in the Event of an Unplanned, Permanent Absence*.

• Identify a search firm to conduct a search for a permanent ED.

• Communicate to staff, members and stakeholders the process to be used to search, select and hire a permanent ED.

• Conduct an organizational assessment and translate the results into management requirements

• Review and update the ED profile/position description

• Interview potential candidates

• Agree on new, permanent ED

• Announce the appointment to the staff, members and stakeholders

• Prepare to onboard the new ED

The Executive Committee of the Board shall serve as a leadership transition team, and will develop a formal plan for the new ED. This plan should include written, agreed to goals and expectations for the new ED. It should also clearly delineate the expectations and decision-making responsibilities between the Board and the ED.
Executive Director Succession Plan and Policy: Approvals and Maintenance of Records

Approval of the Succession Plan and Policy
This plan and policy shall be approved initially by the Executive Board. Thereafter, annually, the Executive Committee shall review the plan and recommend amendments to the full Board as needed.

Maintenance or Record
This plan shall be maintained by the current ED, the Director of Finance and Administration and AALL’s legal counsel.

Financial Considerations
It shall be the responsibility of the AALL President, Treasurer, and Finance and Budget Committee to review the organization's finances during absence of the ED. At all times the Treasurer, and Director of Finance and Administration, in addition to the ED, shall have signature authorization for financial documents.

Contract Considerations
It shall be the responsibility of the AALL President, to review any contracts during the absence of the ED. The AALL President shall have signature authorization for all contracts.
AALL EXECUTIVE DIRECTOR RESPONSIBILITIES
Approved March 2007, Board Meeting, Tab 20

PREAMBLE

The following document was prepared by Vice-President/President-Elect Ann Fessenden in consultation with President Sally Holterhoff and the Executive Board, and was approved by the Executive Board in March, 2007. It is intended to 1) describe the relationship between the Executive Board and the Executive Director, 2) indicate the major areas of focus consistent with the priorities established by the Executive Board and 3) describe the general or ongoing duties and responsibilities of the Executive Director.

Only the Executive Board, when it acts as a body through formal actions taken at its regularly scheduled meetings, has the authority to establish priorities or direct that activities be carried out by the Executive Director or staff. The AALL Executive Board uses three key opportunities to guide and shape the Association’s activities and the allocation of resources each year. First, in Spring it approves the priorities and budget guidelines recommended to it by the Finance and Budget Committee; second, in July it approves the annual budget that establishes the extent of resources that will be allocated to all activities; and third, in Fall it approves the Executive Director’s (and through the Executive Director, the staff’s) primary objectives for the next year. All three events are tied to the Executive Board approved Strategic Directions. The Board’s priorities and activities will be consistent with the Association’s Strategic Directions and with the major initiatives already underway.

In a separate document, the Executive Director will outline her/his objectives for the year. These objectives will be consistent with and address priorities and activities approved by the Executive Board. The Executive Director will commit to making every reasonable effort to implement the objectives and any other priorities and activities that are approved by the Executive Board. Implementation may of course be affected by limitations of both staff time and Association resources. It is understood that the Executive Director may reallocate resources and reassign staff in order to achieve these objectives as long as changes are consistent with a reasonable interpretation of previous actions and existing policies approved by the Executive Board.

The Executive Board delegates to the Executive Director Review Committee, and in particular to the Past-President and the current President, the responsibility for reviewing achievements of the past year and for judging the extent to which the Executive Director and staff have been successful in meeting the Executive Board’s expectations. By necessity, this is a subjective process and one that requires superb communication among all parties. To be effective it depends on a relationship based on mutual confidence and trust.
The Executive Director oversees the organization’s day to day activities; is responsible for the overall management of AALL’s Headquarters; assists the Executive Board in formulating policies; is responsible for implementation of policies set by the Board; and represents AALL to other organizations and the public. The Executive Director reports to the Executive Board, through the President, who is the legal head of the Association.

Planning

- Assists the Executive Board in developing, implementing, and evaluating short term and long term plans
- Assists the Executive Board in preparing an annual update to the Strategic Directions which clearly delineates the Association’s priorities
- Monitors the Association’s progress on strategic directions, and ensures that AALL is following the priorities set out
- Recommends the continuance, enhancement, or discontinuance of Association activities
- Is thoroughly familiar with AALL policies and procedures, provides ongoing review, and recommends changes to the Board when needed

Financial Planning, Budgeting and Fund Raising

- Identifies clear means of evaluating programs and measuring their value and benefit to members compared to costs
- Adheres to the annual budget and guidelines approved by the Executive Board

Fund-Raising

- Maintains a high level and quality of successful fund raising activity
- Coordinates all fund-raising activities, taking into account that a major donation might be compromised by solicitation for a less significant account
- Maintains clear procedures and schedules for the Grants and Scholarship Committees regarding solicitations, acknowledgments, and record keeping
- Maintains complete and accurate records of donors and contributor prospects
Support for the Treasurer and Finance and Budget Committee

Oversees the Director of Finance and Administration in providing support for the Treasurer and Finance and Budget Committee by:

- Identifying the need for financial policies and assisting the Treasurer in drafting them for Executive Board approval
- Assisting the Finance & Budget Committee in preparing an annual budget that is in full compliance with the Association’s financial policies and that is presented to the Executive Board in a clear and concise manner
- Supporting the Treasurer by preparing the agenda for the Finance & Budget Committee, and drafting the annual Treasurer’s report
- Providing estimates of revenues and expenses, and cost benefit analyses to the Finance & Budget Committee to enable the Committee to evaluate proposed new programs or changes in existing ones, and develop recommendations for the Executive Board

Financial Records

Oversees the Director of Finance and Administration in ensuring that complete, accurate financial records are maintained, including:

- gathering and analyzing financial and other trend data to accurately assess AALL’s current and ongoing status
- providing clear and concise regular financial reports and projections to the Executive Board and staff
- providing quarterly reports on capital expenditures for hardware and software, and other headquarters improvements
- providing monthly statistical reports on membership and dues income
- assuring that appropriate internal accounting controls and procedures are followed by the staff
- overseeing the annual Association audit and ensures that the Management Letter points are fully addressed

Executive Board and Leadership Governance and Support

General

- Provides regular communications to keep the Executive Board, members and the staff informed in a timely manner
• Suggests the need for new or revised policies and assists the Executive Board with the process of developing them

• Implements Board policies and carries out requests of the President in a timely manner.

• Keeps track of legal requirements for Board members, and makes sure all members understand their obligations

**Board meetings**

• Plans Board meeting agendas in consultation with President

• Prepares and issues Board meeting materials in a convenient format, sufficiently in advance that members have an opportunity to review them

• Handles all travel, meals and other logistical arrangements for Board meetings

• In conjunction with the Secretary, ensures that accurate records of Executive Board actions and minutes are promptly and accurately prepared, maintained and readily accessible

• Provides follow-up and oversight of Board actions; provides regular reports to Board and staff on implementation status of Board actions, issues reminders as needed; makes sure actions take place

• Plans an annual Executive Board retreat in consultation with the President

**Orientation of new Board members**

• Provides information to newly elected Board members by putting them on Board email list; sending them information about how list and Board book works, explaining their role at annual meetings, etc.

• Prepares an annual orientation for newly elected Executive Board members in consultation with the President-Elect

**Support for President and President-Elect**

• Facilitates the work of the President and President-elect, regularly conferring to determine types of support needed and finding ways to provide it to the extent possible within the budget

• Regularly communicates with the President (and President-Elect as needed) to be sure President is familiar with her/his responsibilities and time lines

• Thoroughly reviews all aspects of annual meeting responsibilities with President and President-Elect, and provides direct staff assistance to them if needed
• Develops time lines and scripts for annual meeting events and reviews them with President, President-Elect, and other key players

• Recommends an annual training program for the President-Elect and Executive Director

**Headquarters Management**

• Consistently monitors trends and innovative developments in association management by reading the literature, attending conferences, and comparing AALL programs and services to those of other associations especially when new programs are considered, and existing programs evaluated

• Maintains high quality customer service

• Places special emphasis on communication and the quality of the relationship between members and the staff

• Identifies areas for continuous quality improvement

• Effectively manages Headquarters staff by:
  
  o reviewing and analyzing staff job descriptions and preparing annual performance objectives that are consistent with long range plans, and evaluating performance at least annually

  o building and maintaining excellent staff rapport and communication

  o providing ongoing support to staff, encouraging participation at outside educational programs, in-house retreats, seminars, and staff meetings, providing training in team building and collaborative decision-making

  o training staff on how their duties affect each other, and providing cross-training and back-ups

  o retaining qualified staff by offering competitive salaries and benefits, flextime and adjustable work schedules, and building a supportive organization climate

  o ensuring compliance with appropriate employment laws

**Relations with Outside Organizations and Representations**

• Serves as an effective advocate for the Association with outside organizations

• Expands strategic alliances with other associations to promote AALL’s public policy agenda

• Collaborates with the President in identifying meetings to attend, and relationships to foster
• Regularly reports to the Board on meetings attended and knowledge gained

• Consistently monitors trends and innovative developments in the law library field by reading the literature, attending conferences, and comparing law library issues with those of related law and information fields in order to better understand the law library field and represent the Association

**Member Relations and Communications**

• Maintains productive, professional, and collegial relations with volunteers and members that are based on mutual respect and trust

• Responds to member inquiries accurately, promptly, and courteously; confers with the President or other appropriate Board members when member issues arise

• Keeps members well informed about Association plans and activities through all available means, such as AALLNET web page, email communications, AALL Spectrum and Law Library Journal; ensures that AALLNET information is accurately maintained with current information

• Maintains a favorable Association image with the Chapters and members

**Programs and Services**

• Develops programs and services that meet member needs and expectations and are valued by members

• Offers programs and services that are of high quality and evaluates them regularly

• Oversees implementation of the continuing professional education program

• Develops and maintains an accurate, current database of chapter information and Board member visits

**Annual Meeting**

• Ensures that all aspects of annual meeting are properly planned and executed; takes responsibility for resolving any problems

• Maintains records of the procedure, roles and typical flow of annual meeting events and communicates these to officers or members who have annual meeting responsibilities