

EMERGENCY SUCCESSION PLAN

Agency Name

[Date]

Procedure for the Appointment of an Acting President & CEO in the Event of an Unplanned Absence of the President & CEO

1. Rationale

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of the *Agency Name* and its services to clients, the Board of Directors is adopting policies and procedures for the temporary appointment of an Acting President & CEO in the event of an *unplanned and extended absence* of the President & CEO.

While the Board acknowledges that such an absence is highly improbable and certainly undesirable, it also believes that due diligence in exercising its governance functions requires that it have an emergency executive succession plan in place. It is expected that this plan will ensure continuity in external relationships and in staff functioning.

2. Priority functions of the President & CEO

The full President & CEO position description is provided in Attachment A.

Among the duties listed in the position description, the following are the key functions of the President & CEO to be covered by an acting President & CEO:

- a. Serve as the organization's principal leader, representative, and spokesperson to the greater community; represent WIHD in the community and to key stakeholders in a professional manner; maintain positive relationships with partners and funders; assure that WIHD and its mission, programs, products and services are consistently presented in a strong positive image to relevant stakeholders
- b. Support the Board of Directors and the Board Committees through regular communication; ensure that the Board has the information they need to carry out their responsibilities;
- c. Oversee WIHD operations; convene and lead the management team; work in partnership with the Medical Director, Senior Program Directors and other members of the Executive Committee to ensure that staff are informed and that programs and services continue to operate and meets standards;
- d. Maintain accountability for operating budget; work closely with the Finance

Department to recommend an annual budget (if necessary);

e. Participate in recruitment, interview, selection and evaluation process for direct supervised staff and other key executive level positions

f. Oversee fundraising activities and participate in program for sustainable giving; ensure that there is timely submission of grant proposals and appropriate reporting.

3. Succession plan in event of a temporary, unplanned absence --SHORT-TERM

a. Definitions

-A temporary absence is one in which it is expected that the President & CEO will return to his/her 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.

- A short-term absence is 3 months or less.

b. Who may appoint the Acting President & CEO

-The Board of Directors authorizes the Board Chair, in consultation with the Governance Committee, to implement the terms of this emergency plan in the event of the unplanned absence of the President & CEO.

- As soon as is feasible, the Board Chair shall convene a meeting of the Governance Committee to affirm the procedures prescribed in this plan or to make modifications the Committee deems appropriate.

c. Standing appointee to the position of Acting President & CEO

The position description of the Chief Operating Officer specifies that he/she shall serve as Acting President & CEO in the absence of the President & CEO.

d. Back up for the position of Acting President & CEO

Should the Chief Operating Officer be unable to serve as Acting President & CEO, the first back-up appointee will be the Chief Financial Officer.

In certain circumstances, such as if the standing appointee, the Chief Operating Officer, is new to the COO position and fairly inexperienced with WIHD, the Board Chair, in consultation with the Governance Committee, may decide to appoint the back-up appointee to the acting executive position. The Board Chair and Governance Committee may also consider the option of splitting executive duties among the designated appointees.

e. Training for potential appointees

The President & CEO, with assistance from the Chief Operating Officer, shall develop and implement a plan for training the potential appointee in each the priority functions of the President & CEO which are listed above (section 2). The training plan is attached to this document as Attachment B.

f. Authority and restrictions of the appointee

The person appointed as Acting President & CEO shall have the full authority for decision making and action as the regular President & CEO.

g. Compensation

The Acting President & CEO shall receive a temporary salary increase of up to 90% of the current salary of the President & CEO, or 5% above his/her current salary, whichever is greater. The temporary salary level will be determined by the Board Chair, in consultation with the Governance Committee.

h. Board committee responsible for oversight and support to the Acting President & CEO

As with a President & CEO, the Board will have responsibility for monitoring the work of the Acting President & CEO. The Governance Committee will be alert to the special support needs of the executive in this temporary leadership role.

i. Communications plan

In the event of an unplanned absence of the President & CEO, the Chief Operating Officer shall immediately inform the Board Chair and the Chair of the Governance Committee of the absence. The Board Chair will notify the entire Board membership. The COO will notify the leadership staff of WIHD. As soon as possible after the Acting President & CEO has begun covering an unplanned absence, Board members and the Acting President & CEO shall communicate the temporary leadership structure to the key supporters external to WIHD, including foundations and donors, government contract officers, partnering agencies, and vendors. A list is included in Attachment C.

j. Completion of Short-Term Emergency Succession Period

The decision about when the absent President & CEO returns to lead WIHD should be determined by the President & CEO and the Board

Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of working their way back up to a full-time commitment.

4. Succession plan in event of a temporary, unplanned absence --LONG-TERM.

a. Definition

A long term absence is one that is expected to last more than 3 months.

b. Procedures

The procedures and conditions to be followed shall be the same as for a short-term absence with one addition:

The Governance Committee will give immediate consideration, in consultation with the Acting President & CEO, to temporarily backfilling the management position left vacant by the Acting President & CEO. This is in recognition of the fact that, for a term of more than 3 months, it may not be reasonable to expect the Acting President & CEO 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 President & CEO needs assistance.

5. Succession plan in event of a PERMANENT unplanned absence.

a. Definition

A permanent absence is one in which it is firmly determined that the President & CEO will not be returning to the position.

b. Procedures

The procedures and conditions shall be the same as for a long-term temporary absence with one addition:

The Board of Directors shall appoint a Transition and Search Committee, consisting of Board Members and others, to plan and carry out a transition to a new permanent President & CEO. Serious consideration shall be given to appointing an interim President & CEO. Attachment D includes a list of Executive Transition Resources, and an article on Interim Executive Leadership.

6. Information and Contact Inventory

Knowing where WIHD's key information is located is critical so that if an emergency succession should occur, WIHD would be able to quickly continue work in the most efficient and effective way. Attachment E provides information and a contact list for locating corporate and financial information.

7. Approvals and maintenance of record

a. Succession plan approval

This succession plan will be approved by the Governance Committee and forwarded to the full Board of Directors for its vote and approval.

b. Signatories

This plan shall be signed by the Governance Committee Chair, Board Chair, the President & CEO, and the appointees designated in this plan.

c. Maintenance of record

Copies of this plan shall be maintained in the Board's corporate files, and included in the Board Operating Manual. Copies will be distributed to the President & CEO, the COO, the back-up appointee, and the WIHD corporate attorney.

d. Plan Updating

This plan will be updated as needed, but at least annually.

Approved by the WIHD Governance Committee:

(Signature) , *Chair* *(date)*

Approved by WIHD Board of Directors:

(Signature) *(date)*

Accepted By:

President & CEO

(Signature) *(date)*

Standing Appointee for the Position of Acting President & CEO
Chief Operating Officer

(Signature) *(date)*

First Back-up appointee for the Position of Acting President & CEO
Chief Financial Officer

(Signature) *(date)*

ATTACHMENT A: Position Description

President and CEO Westchester Institute for Human Development

Job Title:	President/ Chief Executive Officer
Function:	<ul style="list-style-type: none">· To give direction and leadership toward the achievement of the organization's philosophy, mission, strategy, and its annual goals and objectives.· To implement the strategic goals and objectives of the organization.· With the chair, enable the Board to fulfill its governance function.
Reports to:	Board of Directors
Major Duties/Functions:	<ol style="list-style-type: none">1. Setting Strategy and Vision: Works with the senior management team and the Board of Directors to define the mission and set the direction and strategy for WIHD; carries out the strategic plans and policies as established by the Board of Directors; advocates/promotes organization and stakeholder change related to organization mission and future opportunities.2. Board Administration and Support: Supports operations and administration of Board by advising and informing Board members, interfacing between Board and staff; ensures staff and Board have sufficient and up-to-date information; supports Board during orientation and self-evaluation; supports Board's evaluation of Chief Executive Officer; recommends governance policies and strategies to the Board to achieve WIHD's goals3. Governance and Administration: Implements policies approved by the Board; oversees WIHD's operations ensuring that they are administered in compliance with Board policies and local, state, and federal standards, and those of regulatory bodies (e.g. NYS Department of Health; Joint Commission for the Accreditation of Healthcare Organizations).4. Financial, Tax, Risk and Facilities Management: Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations; supports programs and activities that are consistent with WIHD's strategy, and phases out projects that do not support the strategy.5. Program, Product and Service Delivery: Makes recommendations to the Board regarding WIHD's initiatives and policies; keeps the Board informed of program outcomes; oversees design, marketing, promotion, delivery and quality of programs, products and services; maintains a current working knowledge of issues and trends affecting

- WIHD at the local, statewide and national levels.
6. Team Building and Human Resources: Hires and leads the senior management team; resolves differences between senior team members; sets direction by communicating a strategy, vision, and values; demonstrates the values and standards of the workplace, providing a positive culture and rewarding strong performance; maintains open communication within the organization; ensures the management of the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations.
 7. Community and Public Relations: Assures the organization and its mission, programs, products and services are consistently presented in strong, positive image to relevant stakeholders; represents WIHD in the community in a professional manner; supports and maintains an active WIHD Community Advisory Committee; maintains positive relationships with the disability community, advocacy groups, disability organizations, and government agencies; participates in local, state and national organizations, councils, and committees related to disability policy and issues; serves on appropriate local, state and national committees and councils.
 8. Relationships with New York Medical College (NYMC): Serves as the Director of the Center on Disability and Health, School of Public Health at NYMC; manages and oversees the WIHD Staffing Agreement with NYMC; manages and oversees the agreement with the graduate program in Speech/Language Pathology; ensures that the working relationships with the various departments at NYMC are positive, productive, and consistent with the goals of WIHD.
 9. Fundraising: Oversees fundraising planning and implementation; actively participates in fundraising on behalf of WIHD; ensures that there is a timely submission of proposals and appropriate administration of fundraising records and documentation.

Qualifications:

The WIHD President and CEO must be a recognized national leader in a disability-related field with a demonstrated commitment to and understanding of disability issues. The person must have:

Educational qualifications of a Ph.D., M.D. (or equivalent);

Demonstrated academic productivity and qualifications for an academic appointment at New York Medical College;

A working knowledge of federal funding sources supporting programs for individual with disabilities;

Significant organizational development experience and demonstrated

success at building and sustaining programs;

Ability to gain the confidence of a diverse set of stakeholders –board members, community leaders, funders, etc. with demonstrated experience in galvanizing effective participation from stakeholders;

Outstanding interpersonal and communication skills, written and oral;

Skills as a collaborative team player with a flexible approach to decision-making;

Successful experience with financial management, governance issues, administration, and leadership in an organization or program.

ATTACHMENT B: Training Plan

Each of the potential appointees is a member of the WIHD Executive Committee which meets on a monthly basis. A standing agenda item for each Executive Committee Meeting will include training on at least one of the priority functions of the President & CEO which are listed in Section 2 of the Emergency Succession Plan. There are six key functions. The President & CEO will assure that each key function will be addressed at least once per year.

Training will cover WIHD processes, structures, systems, and resources that relate to each of the priority functions. Training will be conducted by various members of the leadership staff, along with the President & CEO. Records of the training topics and participants will be kept with the records of the meetings.

ATTACHMENT C: KEY EXTERNAL CONTACTS (rev. February 2012)

Foundations

Partnering Agencies

Governmental Agencies

Community Advisory Committee
Members

New York Medical College

ATTACHMENT D: EXECUTIVE TRANSITION RESOURCES

1. Some Potential Resources for Assistance in Transition Management and in Finding an Interim CEO

- a. Giving Ideas – provides Executive Leadership Transition Management; Succession Readiness Planning and Leadership Development; Emergency Succession Planning; Interim Executive Leadership; Board Development; Organizational Assessment; and Leadership and Process Coaching. The website - <http://www.givingideas.net/> - has links to very helpful resources. Gary Landwirth, Asheville, NC (828) 253-6943
- b. The Support Center for Nonprofit Management - Consulting, Transition Management, and Training for nonprofit and philanthropic organizations - <http://www.supportctr.org/placement.php>
305 Seventh Avenue, 11th Floor, NY, NY 10001-6008, (212) 924-6744
- c. Transition Management Consulting - Transition Management Consulting, Inc. is a nationwide, full-service consulting firm providing professional interim executive management, executive search, transition and succession planning, executive coaching, and management consulting services. Professional interim executives are experienced CEOs, COOs, and CFOs with highly developed skills in organizational transitions, assessment, governance, and change management.
http://www.transitionceo.com/serv_interim.php
3961 Fessenden Street, NW • Washington, DC 20016 • 202.244.3163

2. An Article on the Benefits of Hiring an Interim CEO

The article below refers to “hospital CEOs” but has many important points that are relevant to WIHD.

Hiring an Interim CEO

By Gary M. Stein

The rate of hospital chief executive turnover continues to vex and challenge hospital trustees. It has remained stubbornly high for the past 10 year, averaging 16 percent since 1996, with little variability from year to year.

However, greater variance exists from state to state, with turnover as high as 23 percent in Hawaii and 21 percent in Virginia, and as low as 6 percent in Utah and 5 percent in Maine.

A change in leadership typically raises questions and insecurities among key stakeholders, such as physicians, employees, volunteers, community organizations, and others.

If not managed well, the CEO transition period can lead to the departure of key individuals and affect relationships for years to come. Therefore, hiring an experienced, competent interim CEO should be an integral part of any transition plan.

The board’s most important responsibility is hiring, firing and maintaining a healthy working relationship with the organization’s CEO, and often it is the responsibility most fraught with danger for the organization.

The quality of the process the board uses to make and execute such decisions will usually determine the leadership hiatus most hospitals experience during a CEO transition.

A thorough search process can take up to six months to complete. During this time, the organization could be “on hold” and begin to decline, or it could thrive and position itself to act quickly when the new CEO comes aboard. The direction an organization takes during a CEO transition often is determined by how well it manages stakeholder issues and concerns.

With more than one of every six CEOs being replaced each year, trustees are finding it more difficult to maintain the leadership needed to develop and sustain quality improvement programs, recruit and retain physicians and employees, improve profitability, and conduct fund raising.

That’s why using experienced and knowledgeable advisors for the chief executive search and reviewing board structure and dynamics as part of the executive search process will improve the hospital’s ability to attract and retain the right CEO and regain the needed momentum to develop and execute its key strategic plans.

Hiring an interim CEO allows the hospital to continue on its strategic path, if there is confidence in the path, or to begin evaluating the strategic assumptions and plans driving the hospital or health system, while providing leadership stability to a health care organization in transition.

The person filling this role should not only help the organization pursue its strategic direction but also work with the board, physician leaders and senior executives to create a foundation to support the success of the incoming CEO.

An interim CEO can also shore up key relationships during the transition and, as an outsider not previously part of the leadership team, can provide objective insight into these relationships for the board.

Maintaining these relationships until a new CEO is in place can help prevent key physicians or employees from defecting to the competition during the CEO transition process.

Selecting an interim CEO should be done quickly, but the selection can be as laden with potential pitfalls as the permanent CEO search.

Some of the pitfalls boards should be aware of include:

- Consulting companies that position their “generalists”—i.e., members of their consulting staff who have taken on general management responsibilities for other clients—as uniquely qualified for an interim CEO role.

These types of interim leaders, who try to be all things to all people, rarely meet the need.

- Turnaround companies that offer their “slash and burn” techniques as part of an interim CEO engagement. Some organizations may require drastic performance improvement efforts, but usually not as part of an interim CEO assignment.

- Individuals who are semiretired or between jobs and hoping to get the permanent CEO position. A good rule of thumb is not to allow the interim CEO to be considered for the permanent executive position.

This duality of interest can compromise the effectiveness of the interim CEO and reduce the opportunity for organizational improvement during this transition.

An interim CEO who has his or her eye on the permanent position may hold back, and not do anything aggressive or unpopular, even if the organization needs such actions to improve performance, in order to be in a more favorable position to get the CEO job.

- Appointing an existing senior executive to act as interim CEO. Even if the individual does not want the permanent job, relying on a currently employed executive, such as the chief operating officer or the chief financial officer, reduces the board's opportunity to get a fresh, outside expert who can offer new insights and approaches.

A leadership transition is often the result of the board's disappointment with the current chief executive. In this case, the CEO's team should not be relied upon to provide objective, expert guidance during a transition.

It is important for the board of directors to recognize the special nature of interim CEO engagements and find someone uniquely prepared to fill the role.

The right candidate is often an individual who: specializes in interim CEO assignments; has no desire to fill the permanent CEO position; has a track record of successfully completing interim CEO positions; and agrees with the board of directors about what needs to be accomplished by the organization during the transition period.

An effective interim chief executive also will be able to achieve some immediate improvements in hospital operations and revenue, while laying the groundwork for the incoming CEO's long-term success.

While a change in CEO leadership is a traumatic event for a hospital or health system and its stakeholders, a highly effective interim CEO can provide fresh ideas and begin to rejuvenate a moribund organization.

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This article 1st appeared in the July 2007 issue of Trustee Magazine.

ATTACHMENT E: Information and Contact Inventory for WIHD

Knowing where the organization’s key information is located is critical so that if an emergency succession should occur, WIHD would be able to quickly continue work in the most efficient and effective way.

	Onsite Location	Offsite Location	Online URL
Nonprofit Status			
IRS Determination Letter	<input type="checkbox"/> Corporate Documents	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents
IRS Form 1023	<input type="checkbox"/> Corporate Documents	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents
Bylaws	<input type="checkbox"/> Corporate Documents	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents
Mission Statement	<input type="checkbox"/> Board Operating Manual	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents
Board Minutes	<input type="checkbox"/> Files; Executive Suite	<input type="checkbox"/> _____	<input type="checkbox"/> Scanned to Administration3 drive
Corporate Seal	<input type="checkbox"/> Files; Executive Suite		
Certificate of Occupancy	<input type="checkbox"/> Corporate Documents	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents

Financial Information

Employer Identification Number (EIN) #:

Charities Registration Number:

DUNS Number:

Current and previous Form 990s	<input type="checkbox"/> CFO’s office	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Current and previous audited financial statements	<input type="checkbox"/> CFO’s office	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Financial Statements (if not part of the computer system and regularly backed-up)	<input type="checkbox"/> CFO’s office	<input type="checkbox"/> _____	<input type="checkbox"/> _____
State or District Sales-Tax Exemption Certificate	<input type="checkbox"/> Corporate Documents	<input type="checkbox"/> _____	<input type="checkbox"/> SharePoint Full Board Documents
Blank Checks	<input type="checkbox"/> CFO’s office	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Computer passwords	<input type="checkbox"/> Information Technology	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Donor Records	<input type="checkbox"/> Raiser’s Edge	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Client Records	<input type="checkbox"/> CureMD	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Vendor Records	<input type="checkbox"/> Business Office	<input type="checkbox"/> _____	<input type="checkbox"/> _____

**Note: Nonprofits that are heavily volunteer-based may need to know the following information about their volunteers who they are, how to contact them (home/work phone, email, cell, etc.), where they live/work, expertise, special skills, or any information related to their usefulness or willingness to help the agency (for example, volunteer Jane Doe can walk to our satellite office, lift heavy boxes and knows CPR).*

Auditor

Name:

Phone Number:

Bank

Name(s):

Account Numbers: Routing: Account #:

Branch Representative(s):

Phone Number:

Fax:

Email:

Who is authorized to make transfers? Who is authorized to make wire transfers? Are there alternatives?

, CFO

Who are the authorized check signers?

Both manual and weekly check run checks are printed from MAS-90 with electronic signature. Only the Controller and the CFO have the ability and MAS-90 security authorization to print checks. Checks greater than \$10,000 require a manual signature. Checks greater than \$25,000 require dual signatures. Family members are prohibited from being dual signors on checks. The following are authorized check signors:

Is there an office safe? Who has the combination/keys?

Safe is located in office manager's office., (CFO), and, Office Manager have combination.

Central Contractor Registration (CCR)

CCR Primary POC:

CCR Alternate POC:

Electronic Business Primary POC:

Electronic Business Alternate POC:

Governmental Business Primary POC:

Government Business Alternate POC:

****Usernames and passwords reside with Senior Executive Assistant in President's Office ****

Legal Counsel

Attorney for corporate affairs

Name:

Phone Number:

E-mail:

Attorney for clinical affairs

Name:

Phone Number:

E-mail:

Grants.gov

Authorized Organization Representative (AOR):

****Usernames and passwords reside with Senior Executive Assistant in President's Office ****

Human Resources Information

	Onsite Location	Offsite Location	Online URL
Employee Records/ Personnel Info*	<input type="checkbox"/> Room 306	<input type="checkbox"/> _____	<input type="checkbox"/> _____

**Names, home addresses, phone numbers, email, emergency contacts, etc.*

I-9s

Payroll

Company Name:

Account Number:

Payroll Rep:

Phone Number:

Email:

Facilities Information

Office Lease (for renters)

Building Deed (for owners) _____ _____

Building Management, Security, Housekeeping, Maintenance, Parking

Company Name:

Contact Name:

Phone Number/Email:

Insurance Information

General Liability / Commercial Umbrella

Company/Underwriter: _____

Representative Phone Number: _____

Email: _____

Broker Phone Number/Email: _____

Directors & Officers Liability – See above

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Health Insurance –

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Unemployment Insurance (Executive Payroll ONLY)

Company/Underwriter: _____

Policy Number: _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Workers' Compensation -

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Disability Insurance (short-term)-

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Disability Insurance (long-term)-

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Life Insurance-

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Dental -

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Long Term Care -

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Retirement Plan -

Company/Underwriter: _____

Policy Number _____

Representative Phone Number/Email: _____

Broker Phone Number/Email: _____

Date of Completion for Information and Contact
Inventory: February 2012

Name of Person Completing Document: