

## **Board Officer Selection**

### **Question:**

*What advice do you have for how to conduct appropriate succession planning for board officer positions?*

### **Answer:**

My advice starts with the obvious – have a plan. This means being intentional and transparent. Do not leave board officer selection to chance. Boards do not leave CEO succession to chance – why would they with their own leadership?

This is a good job for the Governance Committee (rather than the board chair, although the current chair can and should be involved).

The plan should include:

- A written policy statement for officer (typically Board Chair, Vice Chair, Treasurer, and Secretary) selection. Although not officers, some boards also ensure descriptions for Committee Chair role and duties.
- Officer terms (usually found in the bylaws). Officers typically serve one-year appointments and must be re-elected annually; sometimes the board chair is an exception and may serve a two-year or three-year term. Policy should state the number of times an officer may be re-elected (in other words, term limits). Policy may also allow for extenuating circumstances such as keeping officers (especially the chair) in place during CEO transition, major fundraising campaigns, or to see the organization through particularly challenging situations (such as the pandemic).
- A succession plan including timelines for each officer. The Governance Committee should have a “grid” that shows each key leadership position, who the current leader is, potential successors for the current leader, and the timeline of service. Some boards have committee vice chairs with the intent that the committee vice chair will succeed the Chair. The grid will readily show if there is no known successor for key leadership positions.
- Formal process description (how the board goes about officer nomination and selection).
- Position descriptions (what each job entails including the number of hours involved). The number of hours required for the Chair position should be thoughtfully stated; too many boards underestimate the time involved and a chair can be appointed who finds they do not have the time needed. If that happens, things fall to the CEO, the Vice Chair, or through the cracks and everyone ends up frustrated. These descriptions should be revisited regularly to ensure currency and updated as needed.
- Selection criteria (the competencies, qualities, characteristics, skillsets needed for the position).

- A process to evaluate board leaders. Assessment of the Chair, in particular, is essential to having strong governance. (See prior blog on that.) As much as I hate to say it, it is difficult for governance / boards to rise above even a mediocre Board Chair, let alone a subpar one. Make Chair assessment a regular part of the board's business.

Two additional important points:

1. As for the CEO, some boards include an emergency succession plan for the Board Chair position; typically, policy names the Vice Chair to step in until a new Chair is selected.
2. New board member recruitment should be done with leadership succession in mind. In other words, you should seek future leaders for critical board positions (officer and committee chairs); in fact, some boards only bring on new board members who have leadership qualities. This does not mean that every single recruit/new board member *will* take on a leadership role, but they *could*.

One final thought on this last point, be careful about making implicit assumptions about new board members wanting leadership posts. Not everyone will want to step up or have the time to do so. A good practice is for the Board Chair to speak with each board member privately, annually, to see how that person is experiencing their board and committee service, what they see as areas of strength and areas for improvement of the board, what they find fulfilling and frustrating, if they have interest in leadership positions, etc.