

## What is the Chief Staff Officer's Role in Board Succession Planning?

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I have had discussions with over a dozen Chief Staff Officers (CSOs) who, during their careers, found themselves in a situation where they volunteered to vacate their position, or were “urged” to do so. There appears to be one common factor in these situations, one worthy of exploration.

In hindsight, all of these CSOs wished they had paid more attention to three areas:

- Board succession planning
- Board orientation
- Board development

Board succession planning resulted in the most “I should have’s” from this particular group of association executives. Why? It appears these CSOs paid little attention to board succession - policy and processes in terms of who gets on the Board, qualifications, and commitment levels were ignored. Some believed the bylaws were specific in terms of composition and other related governance provisions, and assumed that all governance matters were the responsibility of the Board through the bylaws and related policies.

In most situations, the Board did not take the elections and/or appointments process seriously. The CSOs and the Board failed to consider improvements to policy and processes that would strengthen the qualifications of those who were elected or appointed to the Board. Board succession planning, to put it bluntly, did not exist.

In fact, some not-for-profit CSOs claimed they found it difficult to attract Board members and, as a consequence, would leave it up to members or other organizations making appointments to find directors who may or may not be qualified to serve. Potential candidates were provided with no information as to what competencies and commitment were required of Board members. The CSOs complained of working with weak Boards, and key competencies needed to fulfill the Board’s roles and responsibilities were missing.

The closest some organizations get to a succession planning is assigning the task to the Past-Chair/President or Nominating Committee who often find themselves one month from a target date scrambling to identify potential candidates. Most Nominating Committee’s terms of reference need revision to reflect more formal succession planning activities.

What is the CSO’s role? The CSO is very much part of the organization’s leadership team and must take an active role in supporting the development of Board succession plans and their implementation. While CSOs are accountable to the Board, they are also tasked with acting on

behalf of members to ensure they get the best value possible. This value extends to the quality of planning, decision-making and delivery of the products and services the organization provides. Development and implementation of a succession plan requires the leadership and input of a CSO.

Where a Board succession plan does not exist, the CSO can educate the Board on why such a plan is necessary and why policies and procedures should be established. The CSO can bring forward a draft policy and procedures, along with related information for Board consideration. When a plan is approved, the CSO should support the plan and the group responsible (i.e. the Nominating Committee). Some organizations feel comfortable having the CSO as a member of the group administering the plan - others have the CSO as a member but with limited voting rights.

In reality, there are a good number of organizations where the CSO is either delegated the task of acquiring Board members, or the task of identifying potential members and providing the information to the Board. Sometimes the delegation is turned over to the CSO and the past Chair/President. Are these awkward situations for the CSO? Volunteer leaders may sometimes hold the view that it is not the CSO's role to identify potential Board members. In other organizations, the Board assumes the CSO understands the knowledge and skills required for Board service and encourages him/her to identify potential candidates for Board consideration.

Some CSOs are uncomfortable in the role of searching for potential Board members and feel they should not be involved in this activity. CSOs comfortable playing a key role in Board recruitment are often guided by policies and procedures - they are part of the team but do not have sole responsibility in this area. These CSOs want input into the qualifications required by Board members. In their view, their job will be easier if they work with a Board that possesses all of the necessary competencies to provide leadership for their organization.

Some CSOs say they have great Boards. At the other end of the spectrum are those who say they have a weak Board. What I've noticed in many instances is that CSOs who boast about the quality of their Board are involved to some degree in Board succession activity. There is no right and wrong in my view – there are too many variables and too many different types of not-for-profit organizations. At a minimum, I would suggest however that the CSO should ensure the organization is on the leading edge in terms of policy and practices for Board succession planning.

Where applicable, CSOs should urge their Boards to consider developing a Board succession plan so that quality governance will continue either by managed succession or in the case of an emergency situation. One societal factor that demands attention in succession planning is the fact that many not-for-profits have very young directors or volunteers. And, the “baby boomers” will be withdrawing from Board service over the next ten years.

There are too many unanswered questions around the role of the CSO and the responsible group for Board succession. The establishment of a policy and plan will provide greater clarity in this area. Some of the activities that need to occur as part of succession planning by a group are:

- Understand the role and responsibilities of the Board, the bylaws, and related requirements;
- Begin work at least six months prior to the expiry of current Board member terms;
- Ask those with satisfactory performance and eligible for reappointment if they are willing to continue to serve;
- Undertake a competency assessment to identify the Board's needs based on members leaving and current deficiencies;
- Establish board selection criteria;
- Review the membership database reports to see which volunteers have checked the "willing to serve" on the Board box in the "willing to volunteer" section, or other sources indicating specific member interest;
- Generate a continuous list of candidates willing to serve on the Board and, based on criteria, those eligible for appointment;
- Interview potential candidates from the eligible list to see if they would like to serve on the Board when a vacancy occurs;
- Provide potential candidates with access to information that will provide them with an orientation;
- Provide an evaluation tool for prospective Board members to assess their readiness. This can be helpful in identifying their strengths and weaknesses in relation to the roles and responsibilities they would face as a director;
- Use an evaluation tool to assist with assessing candidates in terms of potential and motivation to succeed on the Board;
- If elections are required, provide the membership with the official notice and include information on the Board's needs and criteria and ask those nominated to provide information that will demonstrate their capabilities based on the Board's needs and criteria; and
- If the appointment is being made by another organization, provide information on the Board's needs and criteria and ask the organization to find the best match or provide several possible names for consideration.

Those responsible for Board succession should also ensure orientation is provided and that Board developmental needs are addressed. In some cases, these groups may also be involved in officer succession activities.

Determining needs and Board criteria is perhaps the most difficult task for a group. Board criteria can list necessary competencies, as well as personal attributes, level of commitment and other specific requirements. The CSO can play a key role in helping to determine the potential competency gap. Information on Board competencies can be found in *Best Practices and Tools for Not-for-Profit Boards*, a CSAE publication. Included in the publication is information to help a not-for-profit determine the competency gap.

While most are familiar with basic Board member requirements such as strategic planning, finance, knowledge of an organization's business, governance experience, teamwork, communications and decision-making, so much more is required. Reviewing the full list of Board competencies will provide a more comprehensive list. An association may, for example, require that candidates eligible for the Board possess at least ten or more core competencies and at least two or more of the competencies noted in their gap analysis.

Encourage potential Board members to visit your association's website and complete an "Are you ready for the Board?" assessment – this will provide these individuals with a basic orientation and will let them determine their own suitability. Why put potential candidates through this you might ask, when it is already a challenge to find volunteers to serve on the Board? More effort in succession planning will result in a stronger Board and a stronger association, where volunteers serve in areas best suited to their ability. Remember, not everyone wants to sit on the Board - some members are "hands on" and may rather serve on a committee or task force, or volunteer their time to do a presentation.

More and more not-for-profits, historically engaged in "Board election only" processes, are starting to appoint directors-at-large to close competency gaps. Organizations that make regional appointments to a national or provincial Board will benefit if they invest the time to seek out candidates who meet the appropriate criteria. Where a suitable candidate can't be found, the succession planning group can be called into action to identify potential candidates.

A good board succession plan will help to ensure that, collectively, members of the Board have the knowledge and skills necessary to govern with excellence and lead their organizations to even greater success. And, better leadership at the Board and staff level will, of course, benefit the entire membership.

Others have learned the importance of paying attention to the quality and fit for the Board and, as a CSO, the need to play a leadership role in succession planning, orientation and Board development. If applicable, I urge to you put Board succession planning on your "to do" list.

*This column features innovation and practical solutions applied to trends, issues, challenges and opportunities for the association community. Column editor Jim Pealow, MBA, CMA, CAE is a consultant and the CAE Education Program Lead Instructor/Coach for CSAE. He can be reached at [jim@amces.com](mailto:jim@amces.com).*