

Succession Planning for the Board

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The Question:

What succession planning should we be doing for the Board of Directors?

The Answer:

Board succession planning is a critical task, but one that often doesn't get a lot of attention. The responsibility for succession planning for the board will generally belong to the Nominating or Membership Committee, where one exists.

The main goal is to smooth the transition as directors leave the board and ensure that positions are filled and skills gaps addressed. It is important to think not just in terms of board membership, but also committee membership, board and committee chairs, and officer positions.

A good first step is to review what rules and requirements your board is subject to. These may be found in governing legislation, in the by-laws of the organization or in its policies. They may include:

- minimum and maximum numbers for board and committee membership
- required committees
- required officer positions
- term limits on board, committee and officer positions
- possibility of term renewal or maximum number of terms permitted
- requirements re: representation from stakeholder groups
- independence requirements

Also consider when the terms for board membership, committee membership and officer positions expire – in many organizations they expire either at or immediately following the annual general meeting, which is also when new directors are elected to the board.

A useful tool to help boards stay on top of succession planning is to develop a chart which can include the board members, their length of service, expiration of their current term, as well as committee and officer positions held. This will help give a clear picture of upcoming vacancies which will need to be filled.

The nominating committee or board chair should have regular candid discussions with board members regarding their intentions in order to avoid surprises. Some organizations ask directors to reconfirm their commitment annually. Directors should also have input into what committee or officer positions they are interested in holding. Some organizations have a requirement that directors hold officer positions or participate on committees, and this should be made clear when the director is brought on to the board.

Some vacancies will require recruiting from outside the board. An up-to-date skills matrix will help identify the skills of current board members as well as those of departing members which will need to be replaced. Organizations may want to maintain an 'evergreen' list of potential board members in order to facilitate the recruitment process.

The positions of committee chairs, officers, and the board chair will generally be filled by existing board members. The nominating committee has primary responsibility for identifying suitable candidates for these positions and ensuring that they obtain the training and experience on the board necessary to prepare them for the role. Organizations may use a laddered succession plan in which directors proceed through officer positions towards the chair position, or chair significant board committees prior to assuming the role of board chair.

This discussion so far relates to planned succession. Not-for-profit board members should also be aware of the possibility of unexpected departures from the board and have a plan in place to fill key positions quickly should it become necessary.

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