

DISABILITY RIGHTS NEBRASKA

Chief Executive Officer Succession Plan

Adopted June 4, 2011

This document generally applies to a **planned departure** of the Chief Executive Officer (CEO) of Disability Rights Nebraska. However, there are also provisions for an **extended absence or a temporary, unplanned absence** of the CEO, as defined below. Provisions for **extended absence** or **temporary unplanned absence** are addressed in sections B (2) and (3); C (1) (b) and (c); and G.

1. **Planned Departure:** A planned departure is one in which it is firmly determined that the CEO will not be returning to the position due to retirement or a planned resignation.
2. **Extended Absence:** An extended absence is one of more than three months in which it is expected that the CEO will return to his/her position at the end of the absence. An extended absence may be a planned leave, such as a vacation or sabbatical, or an unanticipated absence due to illness.
3. **Temporary, Unplanned Absence:** A temporary absence is one of less than three months in which it is expected that the 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, or an unplanned separation or termination from employment.

A. Statement of Goals

1. Maintain continuity of both internal leadership of Disability Rights Nebraska and Disability Rights Nebraska's leadership role in the disability movement in the Nebraska and the United States of America.
2. Maintain continuity of coverage of executive duties within Disability Rights Nebraska, including fiscal management, chairing the Management Team, overseeing personnel matters, etc.
3. Maintain stability of Disability Rights Nebraska program operations and funder relationships.
4. Reassess priority capacities needed for the future of Disability Rights Nebraska and factor the results of that assessment into the search criteria for the CEO.
5. Design a structure and process for the search which will maximize the likelihood of hiring the right match for the Disability Rights Nebraska internal and external environment.

6. Orient and transition the new CEO into his/her new role with the staff and Board, with minimal.

B. Notification

1. **Planned Departure.** When it is clear that the current Chief Executive Officer (CEO) is leaving the job, the Executive Committee of the Board will oversee the notification process. As a first step, the other members of the Board and the staff of Disability Rights Nebraska will be notified at approximately the same time. If the Executive Committee chooses, the outgoing CEO would be invited to be part of the notification of the staff.

If circumstances permit, the notification of the staff will be done in person by the Board Chairperson and/or one or more other members of the Board. At this meeting, the staff would be briefed on the steps and timelines for the CEO recruitment process, with clarification regarding how and when Disability Rights Nebraska staff will have input. The Board's intentions regarding an Acting Chief Executive Officer (Acting CEO) (see Sections C and G) would also be explained, or a clear date would be given by which time the Board would make that decision.

After the Disability Rights Nebraska Board and staff have been notified, the Board Executive Committee will oversee the notification process for the disability community in general and key external supporters of Disability Rights Nebraska. This may include, but not be limited to, government contract officers, foundation program officers, civic leaders, major donors, the National Disability Rights Network.

2. **Extended Absence.** If the CEO is planning to take an extended leave of absence, he/she will notify the Board Chairperson. When possible, the extended absence will be negotiated between the CEO and the Chairperson in consultation with the Board Executive Committee. The CEO and Chairperson will coordinate notification of other members of the Board and staff of Disability Rights Nebraska. Board and staff members will be notified at approximately the same time. Notification of the disability community and key external supporters of Disability Rights Nebraska will also be coordinated between the CEO, Chairperson, and Acting CEO.
3. **Unplanned Absence.** See Section G.

C. Acting Chief Executive Officer

1. **Appointment of an Acting Chief Executive Officer.**

- a. **Planned Departure.** Unless the Disability Rights Nebraska Board and CEO agree on a schedule for the departure of the Chief Executive Officer which would result in an overlap in the employment of the outgoing and incoming CEO, the Disability Rights Nebraska Board will appoint an Acting CEO to head the agency during the period in which the CEO position is vacant.

This would generally require a special meeting of the Board (in person and/or via conference call). The Board may inquire of the prospective Acting CEO(s), whether she/he intends to apply for the CEO position, and may take that into account in deciding who to appoint as Acting CEO.

The Board may appoint any person they deem qualified to serve as Acting CEO; however to ensure management continuity the board would likely select an existing member of the Disability Rights Nebraska Management Team. ***Generally it is not advisable to appoint an individual who has decided to apply for the CEO position.*** The appointment of an Acting CEO requires a simple majority vote of a quorum of members present at a regular or special meeting of the Board.

- b. **Extended Absence.** If the absence of the Chief Executive Officer (CEO) is expected to last more than three months, and the CEO intends to return to the position, the Chairperson of the Board in consultation with the Board Executive Committee may appoint an Acting CEO from the Management Team. Generally it would be expected for continuity of leadership that the Chief Operating Officer (COO) would be the person appointed as the Acting CEO during the extended absence of the CEO. Immediate consideration, in consultation with the Acting CEO, will be given to **temporarily** filling the management position left vacant by the Acting CEO. This is in recognition of the fact that for a term of more than three months, it may not be reasonable to expect the Acting 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 CEO needs assistance.

- c. **Temporary, Unplanned Absence.** See section G.

2. **Authority and Compensation of the Acting Chief Executive Officer.** The Acting CEO will carry out all of the duties in the CEO position description (Appendix I). The Board may decide to make revisions to the CEO position description as it deems appropriate.
 - a. The Board may, if it sees fit, make a temporary adjustment in the salary of the individual appointed as Acting CEO.
 - b. The Acting CEO will have the same authority for decision making and independent action as that of the regular CEO. However, if any members of the Management Team vacate their positions during the tenure of the Acting CEO, the Acting CEO will consult with the Board Executive Committee as to the advisability of initiating the hiring process for that position before the new CEO begins. Conducting such a hiring process would require prior approval of the Board Executive Committee.
 - c. The Board Executive Committee **may** decide to establish more intensive communication between the Board and the Acting CEO than is typical in the Board - CEO relationship. Such communication **could** take the form of:
 - more frequent than usual written CEO reports to the Board
 - more frequent conference calls between the Board officers and the Acting CEO than the current frequency of calls
 - more in-depth fiscal reporting to the Board than is usually required.
3. **Letter of Appointment.** Appointment to the Acting CEO position will be formally reflected in a letter from the Board Chairperson to the Acting CEO, reflecting the Board's action to make the appointment. This letter will include all important conditions of the appointment, i.e. salary adjustment (if any), revisions/exceptions to the CEO position description, communication expectations, etc. If there are any types of decisions normally handled by the CEO which the Board prefers to make at the Board level or require advance consultation with the Acting CEO before the Acting CEO makes the decision, the Board will clearly indicate this in the letter of appointment.

D. Hiring Process

1. As soon as possible after it is clear that the outgoing CEO will be leaving his/her position, the Board Executive Committee will appoint a Search Committee. The Search Committee will consist of 5-7 current or former Disability Rights Nebraska Board members, and one current Disability Rights Nebraska staff person who is

not a candidate for the CEO position; all will be voting members of the Search Committee. The Executive Committee will also designate one of the members as chair of the Search Committee. The chair must be a current Disability Rights Nebraska Board member. The Board Chairperson may serve as a member or chair of the Search Committee.

2. The Search Committee will oversee the CEO search process, but the final hiring decision will be made by a majority vote of the full Board (or a majority of Board members present, if the number present satisfies the Board's quorum requirements). The Search Committee will develop the following materials as part of the process (soliciting comments from the full Board on the items marked with an asterisk);
 - a. Updated CEO Job Description *;
 - b. Selection Criteria for the CEO *, sorted into two sections: "musts" (skills/experience considered **essential** to the job) and "wants" (additional desirable but not required skills/experience) – **Disability Rights Nebraska staff input will be elicited on these criteria before final Board approval;**
 - c. Questions for Interview #1, Reference calls and Interview #2 (if needed);
 - d. A Salary Scale for the CEO position * (no formal "scale" exists at present, although there is a detailed record of the annual salary changes of the CEO for the last ten years).

The Search Committee may request assistance in developing these materials from the Acting CEO, or another Disability Rights Nebraska staff person, or an outside consultant. The Committee would not request assistance from the Acting CEO **if the Acting CEO is a candidate for the CEO** position (in which case such involvement would provide the Acting CEO an unfair advantage over other applicants). In this situation, the Board can request assistance from another Disability Rights Nebraska staff person or retain an outside paid consultant, whichever the committee prefers.

3. The Search Committee may review, or designate one or two members of the Committee to review recent performance evaluations of any current or former Disability Rights Nebraska staff who apply for the Chief Executive Officer job. The committee may also conduct a criminal background check on all candidates for the CEO position.
4. Given the importance of the hiring of a Chief Executive Officer (CEO), the job will simultaneously be posted internally and externally (i.e., within the state and nationally); there will not be a restricted application period for internal candidates only.

5. The Search Committee is responsible for:
- a. developing a budget for any foreseeable costs associated with the search process (e.g., outside consultant, executive search firm, search committee travel) and submitting it to the Board (or Executive Committee) for approval;
 - b. designing and overseeing a recruitment/search process (with the assistance of Disability Rights Nebraska staff and/or an executive search firm if desired) - this process will include the use of the Disability Rights Nebraska listserv and the Internet **(final design requires Board approval)**;
 - c. creating and maintaining a complete and accurate written records and set of files for the entire search process;
 - d. maintaining complete confidentiality of all of its deliberations regarding specific candidates;
 - e. adhering to the employment provisions of Title I of the ADA regarding generally accepted employment practices in relation to candidates who have or may have disabilities;
 - f. presenting a recommendation to the full Board of at least one (and no more than three) qualified candidates for the full Board's consideration (assuming there is at least one qualified candidate), with an accompanying verbal summary of the Search Committee's view of the strengths and weaknesses of each recommended candidate (in relation to the Selection Criteria) – this recommendation(s) of the qualified candidate(s) will be presented to the Board before arrangements are made for the Board's face-to-face meetings with the candidate(s)
 - g. arranging for Disability Rights Nebraska staff to meet with the finalists and creating a process for the staff's impressions to be conveyed to the Board before the Board makes a final decision;
 - h. reporting to the full Board if the initial search does not produce a qualified candidate, and recommending a revised search timeline and extension of the Acting CEO appointment accordingly to extend the search.

6. If possible, the Search Committee will meet with the outgoing CEO to hear the CEO's views on:
- the skills she/he considers most crucial in carrying out the CEO's duties (now and projecting into the future);
 - current challenges facing Disability Rights Nebraska and likely future challenges that will face the new CEO;
 - the current Disability Rights Nebraska management structure;

- *(optional - if the Search Committees decides to ask for this)* the key elements (positive and negative) of the past performance of any current or former Disability Rights Nebraska staff who are applying for the CEO job.

7. After the Search Committee recommends one, two, or three candidates to the full Board, the Board will schedule a Special Board meeting to meet the finalist(s) before making a decision.

8. After the Board rules out “non-viable candidates”, makes its final selection (and rank orders the “viable candidates” if there are more than one), the Board Chairperson (and/or whoever she/he designates) will begin negotiations with the Board’s first choice candidate regarding compensation, start date, and any other specific terms of employment. Prior to these negotiations, the Board will provide guidance to the Board Chairperson regarding the salary range to be offered.

9. If negotiations with the first choice candidate are unsuccessful, the Board Chairperson would notify the full Board. At this point, negotiations can begin immediately with the approved second choice candidate (if the Board has identified a viable second choice). If no viable second choice has been identified, the Board can ask the Search committee if they have any additional recommendations from the initial batch of applicants for the Board to consider, or the Board can decide to start the process over.

10. Once negotiations are completed, the Board Chairperson will develop a letter of employment laying out the terms and conditions of employment, including start date and salary. The Board Chairperson (at his/her option) can seek assistance on this letter from the Acting CEO or other Disability Rights Nebraska staff as s/he sees fit. After the candidate has signed and returned this letter the hiring process is completed.

E. The Transition from outgoing CEO (or Acting CEO) to new CEO

The outgoing CEO and/or Acting CEO may meet with the new CEO to review:

- the nature of the Board-CEO relationship, and the role of Board committees;
- current matters pending with the Board;
- the current Disability Rights Nebraska Strategic Plan, and how the planning processes work;
- the rationale behind the current organizational structure, how well it’s working at present, its shortcomings, etc.;
- the current/recent performance of all staff directly supervised by the CEO;
- any current personnel problems within the entire staff;

- key features of the relationships between Disability Rights Nebraska and our various governmental funding sources;
- Disability Rights Nebraska's overall development strategy, and current CEO development activity;
- the overall current Disability Rights Nebraska fiscal situation, including the last 3 annual audited statements
- the salary system at Disability Rights Nebraska
- the performance evaluation system at Disability Rights Nebraska
- the current system advocacy roles, appointments, and relationships of the outgoing CEO (e.g., with government officials, other advocacy leaders)
- the current level of delegation (of authority, responsibility, decision-making powers) from the CEO to each of the managers.

F. Beginning the Relationship Between the New CEO and the Disability Rights Nebraska Board

The following topics will be discussed with the new CEO. The Board Chairperson will decide which topics will be discussed with only the Board Chairperson, which with the Board officers, and which with the entire Board:

- the role of the Board, the CEO and the Board committees;
- the Board's expectations of the CEO;
- a clarification of which decisions the Board retains for itself and which it delegates to the CEO;
- the Board's approach for annual performance evaluation of the CEO, and how CEO base pay and bonus are determined;
- the purpose of the Board meetings, how the Board generally uses its time in Board meetings, and which things the Board generally does not spend much or any of its time on;
- current and future challenges facing Disability Rights Nebraska;
- any specific priorities the Board would like the CEO to focus on in the first year.

G. Temporary, Unplanned Absence of the Chief Executive Officer

In the event of an unplanned absence of the Chief Executive Officer (CEO) and if the CEO is unable to do so, the Chief Operating Officer (COO) will immediately inform the Board Chairperson of the absence. As soon as it is feasible, the Board Chairperson should convene a meeting of the Board Executive Committee to appoint an Acting Chief Executive Officer (Acting CEO) and affirm the procedures prescribed in this plan or to make modifications as the Committee deems appropriate.

1. Notification Plan. Immediately upon transferring the responsibilities to the

Acting CEO, the Board Chairperson will notify staff members and members of the Board of Directors of the delegation of authority.

As soon as possible after the Acting CEO has begun covering the unplanned absence, Board members and the Acting CEO shall communicate the temporary leadership structure to key external supporters of Disability Rights Nebraska. This may include, but not be limited to, government contract officers, foundation program officers, civic leaders, major donors, the National Disability Rights Network.

2. **Completion of Unplanned Period of Absence.** The decision about when the absent CEO returns to lead Disability Rights Nebraska should be determined by the CEO and the Board Chairperson. 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 Chairperson, with the intention of the CEO working back up to a full-time commitment.

APPENDICES:

1. Current CEO Job Description
2. Information and Contact Inventory
3. Organizational Chart

APPENDIX 1:
JOB DESCRIPTION FOR CHIEF EXECUTIVE OFFICER

APPENDIX 2

Information and Contact Inventory for Disability Rights Nebraska

APPENDIX 3:
DISABILITY RIGHTS NEBRASKA
Organizational Chart