

Board Officer Succession Planning

A plan to ensure leadership succession is critical for your organization's success. Board officer succession planning can help identify leadership qualities, elect the best candidates for the positions, train the officers for their roles, and ensure timely rotation.

Role of officers

The role of officer is separate and apart from the role of board member, with different responsibilities. Most state laws require certain officers on each board. These roles are defined in the bylaws. The following positions are common:

- **Board Chair.** The chair's responsibility is to develop the board as a cohesive and effective team. They model the characteristics needed. The chair is also the day-to-day supervisor of the CEO with whom they should be meeting regularly.
- **Vice-Chair.** The vice-chair fills in when the chair is not able to carry out the duties. BoardSource recommends boards refrain from electing vice-chairs who do not want to ascend to the chair role. Some boards also have a *chair-elect* who is a chair-in-waiting. This position provides for expected succession when the term of the chair is up.
- **Treasurer.** The treasurer is responsible for stewarding the organization's resources. This position often serves as the chair of the finance committee.
- **Secretary.** The secretary keeps the minutes and the board's records as may be the official signer of the board as per the bylaws. The tasks of this position may be

completed by a staff person, with the executive's oversight. In an organization without an office or staff, the secretary may be the keeper of the minutes and the board records.

More detailed job descriptions for officers can be found in the BoardSource publication, *The Nonprofit Policy Sampler*.

Electing officers

BoardSource recommends a governance committee seek board members on an ongoing basis and recommend their appointment annually or as needed. The governance committee coordinates the board's annual review of itself and is in the best position to accurately assess who among the members are ready and able to take on a leadership role, though board officers may not have to come from your current board. The role of board officer is separate from the role of board member, as may be their term of service. The committee collects nominations from board members, communicates with candidates, and finally recommends one candidate who emerges as the best choice for each position. The full board votes on the nominations.

In membership organizations, the members — besides electing the board — may also elect the officers. The membership organization's election process will be outlined in its bylaws.

Lack of candidates

What should a board do when there are no willing or capable candidates?

Long-term solutions:

- Ask the preliminary question: Why don't we have candidates for all of the officer positions? Only by defining the underlying reason are you able to find a long-term solution.
- Assess your recruitment criteria. Bring in new board members with leadership experience. Let candidates

Immediate solutions:

- Analyze the job descriptions and expectations. If any are too demanding, divide the responsibilities. Having too much to do may act as a deterrent for potential candidates.
- If you have a chair-elect position, discuss its benefits. Is long-term commitment too demanding for some

know they are encouraged to consider officer responsibilities.

- Evaluate your training and leadership development opportunities. Help willing candidates learn and obtain the tools they need to take on added duties. Serving as committee chairs is an excellent occasion to learn.
- Intentionally build and train the board to fulfill its role.

candidates? How could this person share the duties?

- Consider shortening the overall term lengths to make the commitment more acceptable.
- As a last resort, determine if the present officer would extend their term by a year to provide training time for their successor. This action should not serve as an option to delay necessary leadership change. It might also necessitate an amendment in the bylaws.

Term limits

Officer terms are usually limited, even when board members terms are not.

Considerations for second term should be tied to regular performance evaluation. Before a candidate can be re-elected, they must go through peer approval. Term limits also permit other board members to have a chance to exercise their leadership skills. It is easier to avoid stagnation, undue concentration of power, and continuous inadequate leadership if the positions come with a set term.

Removal of officers

Officer positions are term-limited. However, the bylaws should spell out the process for board officer removal. Removal is necessary when a major issue is raised or disagreement cannot be solved by other methods. Reasons for removal could include not fulfilling board requirements or inappropriate behavior. Each board needs to determine the gravity of the charges on a case-by-case basis. Each board must determine whether the officer-in-question will be removed from the position or be asked to leave the board.