

Michigan State Bar Foundation

Executive Director Succession Plan

1. Purpose

The purpose of the succession plan is to ensure continuity of operations in the event of an Executive Director (ED) vacancy at the Michigan State Bar Foundation's (MSBF). The plan is designed to:

- Maintain continuity of mission-critical functions;
- Ensure institutional knowledge is shared with successor leadership; and
- Prepare both the organization and the successor for a successful leadership transition.

2. Scope and Definition

This plan applies when the Executive Director (ED) is expected to be absent either:

- Permanently, meaning the ED will not return to the role (e.g. resignation, termination, death, disability, or other separation); or
- Long-term basis, meaning an absence of 90 calendar days or more, where return is expected. (e.g., medical leave, family leave, or other approved leave).

Unless the Board directs otherwise for a long-term absence, this plan will be implemented with appropriate modifications based on the anticipated duration of the absence scope of delegated authority.

Roles and acronyms used in this plan:

- Board President (President): Board officer who leads the Board)
- Executive Committee (EC): Committee authorized to act on behalf of the Board between Board meetings, as permitted by the bylaws
- Transition Committee (TC): Board-appointed committee that manages the transition and search process and makes recommendations to the Board
- Finance and Audit Committee (FAC)
- Chief Financial Officer (CFO)

3. Procedure

The Board will determine whether to recruit and hire an interim ED from outside the organization or appoint an acting ED from within MSBF.

Initial timeline:

- Within 1 business day of notice (or learning of an unexpected absence), the President will notify the Board and convene the EC to confirm interim leadership coverage;
- Within 7 days, the Board will appoint the Transition Committee (TC) and determine whether an acting or interim ED is needed;

- Within 30 days, the TC will present a recommended transition approach and proposed search timeline for Board approval.

The Board will guide the decision by:

- Availability and readiness of internal candidates.
- Anticipated timeline for hiring a permanent ED.
- Organizational needs at the time of the transition.

4. Notice

The ED should provide as much advance notice of departure as possible to support orderly planning and continuity.

5. Communication

Upon receiving notice of an ED departure, the ED and TC will develop a communications plan to reach all significant internal and external stakeholders. The plan should convey the reason and timing of the ED's departure (as appropriate); the Board's plans for leadership transition and search; and whether interim or acting leadership will be in place.

6. Organizational Assessment

The TC will determine whether to conduct a brief organizational assessment. This may include:

- Clarify updated strategic priorities and goals;
- Identify leadership competencies aligned with MSBF's mission and future needs;
- Update the Executive Director position description, if needed and
- Determine appropriate stakeholder input into the process.

7. Finances

The TC will work with the FAC, CFO, and consultants to develop a transition and search budget and recommend compensation and benefits for interim and/or permanent ED roles for Board approval.

8. Interim Leadership (If Needed)

- If the Board elects to retain an interim ED, the President and EC will negotiate a temporary increase in salary for an internal candidate or an independent contractor agreement.
- The agreement will define scope of work, authority, reporting and duration; based on MSBF's needs at the time of the leadership transition.
- Compensation will be based on the availability of organizational resources and needs at the time.

9. Responsibilities of the Interim ED

The interim ED will have authority for day-to-day operations comparable to the permanent ED, subject to any limitations set by the Board in the interim agreement.

The interim ED will:

- Consult with the President and/or EC regarding significant personnel and operational matters and
- Seek approval from the Board or EC when required by policy, budget, or the interim agreement (for example, personnel actions, material unbudgeted expenditures, commencement of major new initiatives, and external or media communications or policy positions presented on behalf of MSBF).

10. Board Oversight and Support to the Interim Executive Director

- The interim ED reports to the President or another Board-designated supervisor.
- The President (or another Board-designated supervisor) will provide support and oversight, meeting at least monthly, or more frequently as needed. Meetings may be held in person, by conference call, or by video call at the call of the President.
- The President and EC will gather staff input and review the performance of the interim ED.
- The President will conduct an initial review of the interim ED after 30 days and every 90 days thereafter, if warranted.

11. Search for New Permanent ED

The Board's role is to ensure selection of a qualified Executive Director who aligns with MSBF's mission, vision, values and strategic goals.

The Transition Committee will:

- Explore the interest of any potential internal candidates for the ED position.
- Determine whether a comprehensive external search is warranted.
- If a comprehensive external search is warranted, develop a diverse and highly qualified candidate pool when seeking qualified ED candidates.
- Narrow the process to approximately three finalists.
- Design the interview process and determine participant roles.
- Determine whether and how the outgoing ED may contribute to the search process, outlining scope and conditions of involvement if appropriate.
- Recommend compensation terms for finalist candidates, with input from the EC and the Finance and Audit Committee (FAC), for approval by the full Board of Directors.
- Make a recommendation to the EC and then to the full Board for approval.

12. Orientation and Other Transition Assistance for New ED

The transition Committee will recommend an orientation and transition plan that includes:

- Regular communication with Board leaders.
- Active Board participation in introductions to key stakeholders.
- Access to training and professional development as needed.
- Clear communication of immediate organizational priorities.

- Ongoing feedback and performance support.
- Periodic review of roles, expectations, and working relationships.
- Transparent communication with the Board, staff, and major stakeholders throughout the transition.
- Recognition and celebration of achievements during the transition period.

Amended by the Board of Directors:

Originally adopted by the Board of Directors:

September 22, 2005