

**Atlanta Legal Aid Society, Inc.**  
**Executive Director Succession Plan**

Adopted by the Board of Directors on January 28, 2016

The Executive Director position in a non-profit organization such as the Atlanta Legal Aid Society (“Legal Aid”) is a key element in the organization’s success. As a result, it is critical to ensure that the functions of the Executive Director are well-understood and shared with senior staff and volunteer leaders in order to safeguard the organization against unplanned and unexpected change. Such risk management is also helpful in facilitating a smooth leadership transition when it is predictable and planned.

The Board of Directors desires to formalize the process for managing Atlanta Legal Aid in the event of the Executive Director’s sudden short-term or long-term unavailability (including but not limited to termination, death, retirement, incapacity, or resignation without notice) and to outline the steps that may be implemented when necessary to search for a successor, whether planned or sudden. This Succession Plan supersedes the one adopted by the Board on April 23, 2009, and satisfies Goal 2 of the Strategic Implementation Plan pursuant to the 2014-2016 Strategic Plan approved December 19, 2013. This Plan is intended to outline a process that could be used by the Board of Directors. The Board shall have the ultimate authority to proceed as it deems appropriate under the circumstances then existing at the time. Reflecting the unique culture of Legal Aid, the Board expressly recognizes the importance of, and commits to, meaningful Legal Aid staff input in the search, selection, hiring and transition of a new Executive Director. The President and/or the President-Elect should review and, if necessary, recommend that the Board update, this Plan annually in conjunction with the transition in leadership of the Board.

This Plan is set out in two parts, Part I: Unplanned or Short-Term (Planned) Succession, and Part II: Planned Succession (Resignation or Retirement). Part I is further broken down into Temporary and Short-Term (less than 90 days), Temporary and Long-Term (90 days or longer), and Permanent Unplanned.

## **Part I: Unplanned or Short-Term (Planned) Succession**

### **I. Definitions**

- A. **Temporary Absence:** A temporary absence is one in which it is expected that the Executive Director will return once the events precipitating the absence are resolved. A temporary absence is less than 30 days, and does not include planned leave such as a vacation. A temporary short-term absence is 30-89 days. A temporary long-term absence is 90 days or more.
- B. **Unplanned Absence:** An unplanned absence is one that arises unexpectedly, in contrast to a planned leave such as vacation or a sabbatical.
- C. **Long-term Absence:** A long-term absence is 90 days or more.
- D. **Permanent Absence:** A permanent absence is one in which it is firmly determined that the Executive Director will not be returning to the position.
- E. **Acting Executive Director:** The Acting Executive Director shall assume management responsibility immediately upon being informed by the Executive Director of a planned leave of 30 days or more or upon determination that the Executive Director is absent without explanation. The following succession shall determine the Acting Executive Director: Deputy Director, Director of Advocacy. The current Organization Chart is attached to this plan as Exhibit A.
- F. **Interim Executive Director:** The Executive Committee, in its discretion, may appoint an Interim Executive Director, for any vacancy in the position of Executive Director determined to be at least 30 days. Positions which may be appropriate to consider to serve as Interim Executive Director include, but are not limited to the following:
1. Current Board President, who would take a temporary leave from the Board;
  2. A previous Board President or current Board Member;
  3. Director or manager-level staff, including: Deputy Director, Director of Advocacy, Office and Unit Managing Attorneys.
  4. Another appointee or splitting executive duties among designated appointees, as appropriate.

## II. Plan Implementation

The Board of Directors authorizes the Board President to implement the terms of this Unplanned or Short-Term Succession Plan in the event of an unplanned temporary or temporary short-term absence, or a planned leave of 30 days or more in duration.

- A. The Executive Director shall promptly inform the Board President of a planned leave.
- B. The Acting Executive Director shall assume management responsibility immediately upon being informed by the Executive Director of a planned leave of 30 days or more, or upon determination that the Executive Director is absent without explanation. The Acting Executive Director shall immediately inform the Board President of an unplanned or unexplained absence of the Executive Director.
- C. The Acting Executive Director shall serve until an Interim Executive Director, if any, is appointed as described below.
- D. As soon as feasible, following notification of an unplanned temporary or short-term absence of the Executive Director, the President shall convene an Executive Committee meeting to affirm the procedures recommended in this plan, or to modify them if needed.

III. Immediate Management Issues: These should be addressed by the President in consultation with the Acting Executive Director.

- A. Tend to any security issues, including signature authorizations, locks, codes, passwords, credit cards, and technology;
- B. Identify imminent major deadlines;
- C. Assess financial obligations and contracts; request a special audit if indicated;
- D. Develop appropriate internal and external messages regarding the transition; and
- E. Any other issues identified by the President and/or the Acting Executive Director.

IV. Succession Plan: Temporary, Planned or Unplanned Absence – Short Term (Less than 90 days)

A. Priority Functions of the Executive Director: Temporary Staffing Strategy

1. For unplanned absences of less than 30 days, the Temporary Staffing Strategy described below may become effective. In the event of a temporary short-term (30-89 days) planned leave or unplanned absence, the Executive Committee shall determine if the Temporary Staffing Strategy is sufficient for this period of time.
2. Attached as Exhibit B is the current Executive Director Job Description.
3. Among the duties listed in the job description, the following are considered to be the key functions of the Executive Director and have a corresponding recommended temporary staffing strategy.

<b>Key Executive Director Functions</b>	<b>Temporary Staffing Strategy</b>
Leadership & Vision	Board President and Acting/Interim Executive Director
Board Administration & Support	Acting/Interim Executive Director
Programs & Office Management	Acting/Interim Executive Director and Managers of Units and Offices
Financial Management	Acting/Interim Executive Director, Financial Manager and Treasurer
Human Resources	Acting/Interim Executive Director, Deputy Director (if not the Acting/Interim Executive Director) and Outside HR Counsel
Community Relations	Acting/Interim Executive Director
Public Relations	Acting/Interim Executive Director and Director of Communications and Annual Giving
Spokesperson	Board President
Facilities & Operations	Acting/Interim Executive Director
Relationships with Funders	Acting/Interim Executive Director, Director of Communications and Annual Giving, and Grants Manager

4. The President shall have the authority to use the above recommended Temporary Staffing Strategy or to make such modifications as he/she deems appropriate or necessary.

B. Appointing an Interim Executive Director

1. Based on the anticipated duration of the absence, the anticipated return date, and accessibility of the current Executive Director, the Executive Committee may appoint an Interim Executive Director, as well as continue to implement the Temporary Staffing Strategy.

2. Positions which may be appropriate to consider for Interim Executive Director are listed in I.F. above, but the Executive Committee may select any such person as is deemed appropriate at the time.

C. Authority and Restrictions of the Acting or Interim Executive Director

1. The Acting or Interim Executive Director shall have full authority for day-to-day decision making and independent action as the regular Executive Director.

2. Decisions that shall be made in consultation with the Board President and/or the Executive Committee include staff hiring and terminations, significant or non-routine financial issues, taking on a new project, opening or closing an office, and taking any public position on behalf of the organization.

D. Compensation

1. Director or manager-level staff appointed as Interim Executive Director may receive an end of year bonus or additional benefit. This shall be determined by the Executive Committee based on the duration of the assignment and available resources.

2. If a staff member serves as Interim Executive Director for 6 months or more, the Executive Committee may consider a salary adjustment.

3. A current or former Board member appointed as Interim Executive Director may enter into an independent contract agreement, depending on the circumstances of his or her availability.

E. Board Oversight and Support to the Interim Executive Director

1. The Interim Executive Director reports to the Board President. In the event the Board President becomes the Acting Executive Director, the Board Vice-President shall be appointed President.

2. The Executive Committee shall be alert to the special support needs of the Interim Executive Director and shall continue to meet monthly during the service of the Interim Executive Director.

F. Communications Plan

1. Promptly after an Interim Executive Director has been appointed, the Board President and the Interim Executive Director shall meet to develop a communications plan including the kind of information that will be shared and with whom.
2. As soon as possible, the Board President and the Interim Executive Director shall implement the communications plan to announce the organization's temporary leadership structure to staff, the Board, and key supporters.
3. Key stakeholders who may need to be contacted include the following, whose current contact information shall be maintained in the organization's database:
  - Officers and Members of the Executive Committee and Board of Directors
  - Members of the Advisory Committee
  - Members of the Annual Campaign Committee, Capital Campaign Committee, and the Endowment Committee
  - Major Funders
  - Bar Association, Civic and Non-Profit Leaders
  - Government Leaders
  - Other Organization Contacts
  - National Association Contacts (NLADA, MIE, Equal Justice Works, Pro Bono Institute)
4. Within 5 business days, the Board may distribute a press release with general information appropriate to the situation.

V. Succession Plan: Temporary, Unplanned Absence – Long Term (90 days or more)

- A. The procedures and conditions to be followed shall be the same as for the temporary short-term absence, with the following additions:
  1. The Executive Committee shall consult with the Interim Executive Director and give immediate consideration to temporarily filling the management position left vacant, if any, by the Interim Executive Director, or reassigning priority responsibilities to other staff where help is needed. This recognizes that

for a term of 90 days or more it may not be reasonable to expect the Interim Executive Director to carry the duties of two positions.

2. The Board President, on behalf of the Executive Committee, is responsible for gathering input from staff and reviewing the performance of the Interim Executive Director according to the organization's performance review policy. A review shall be completed between 30 and 45 days.

## VI. Succession Plan: Permanent Unplanned Absence

### A. Procedures:

1. Procedures and conditions to be followed shall be the same as for a temporary short-term absence with the following additions:

a) The Board shall consider the need to hire an Interim Executive Director from outside the organization. This decision shall be guided, in part, by internal candidates for the Interim Executive Director position, the expected timeframe for hiring a permanent Executive Director, and the management needs of the organization at the time of the transition.

b) The Board shall implement the Succession Plan for a new permanent Executive Director as set forth in VII. below.

### B. Hiring an Outside Interim Executive Director

1. If an Interim Executive Director is hired, the Board President and Executive Committee shall negotiate an independent contractor agreement with a defined scope of work.

2. The scope of the agreement with an Interim Executive Director shall be determined based on an assessment of the organization's needs at the time of the leadership transition.

3. The rate of compensation shall be based on guidelines for Interim Executive Directors as determined by relevant national and regional surveys.

### C. Responsibilities of the Interim Executive Director

1. The Acting or Interim Executive Director shall have full authority for day-to-day decision making and independent action as the regular Executive Director.

2. Decisions that shall be made in consultation with the Board President and/or the Executive Committee include staff hiring and terminations, significant or non-routine financial issues, taking on a new project, opening or closing an office, and taking any public position on behalf of the organization.

D. Board Oversight and Support to the Interim Executive Director

1. The Interim Executive Director reports to the Board President.
2. The Executive Committee shall be alert to the special support needs of the Interim Executive Director and shall continue to meet monthly during the service of the Interim Executive Director.
3. The Board President and Executive Committee are responsible for gathering input from staff and reviewing the performance of the Interim Executive Director according to the organization's performance review policy. An initial review shall be completed between 30 and 45 days thereafter.

**Part II: Planned Succession**

VII. Succession Plan: Anticipated Resignation or Retirement

- A. Determination: When the Executive Director anticipates a resignation or retirement, that anticipation and the anticipated date should be discussed first with the President of the Board. In consultation with other members of the Executive Committee, the President and the Executive Director will set the anticipated date. The President or the departing Executive Director will announce the departure to the staff, Board, stakeholders and the public, as appropriate.
- B. Interim Executive Director: The Executive Committee will determine whether an Interim Executive Director should be appointed and, if so, the procedure to be followed is that set out in Section VI. Permanent Unplanned Absence above.
- C. Search Committee
  1. Appointment: The President shall appoint a Search Committee consisting of current members of the Board, including at least one client-eligible Board member, and may, if appropriate and desired, include former Board members, staff and other stakeholders. If a member of the Search Committee becomes Interim Executive Director or a candidate for Executive Director, then that person shall no longer be a member of the Search Committee. In appointing the Chair of the Search Committee, the President shall give preference, to the extent feasible, to someone with previous non-profit executive search experience.
  2. Duties:
    - a) Review the strategic plan and analyze the strengths, weaknesses, opportunities and challenges to determine the type of leader needed and the characteristics required to lead the program into the future;

- b) Ensure that director and manager-level Legal Aid staff have an opportunity to provide input into the desired chief executive profile, including experience, qualifications and leadership competencies;
- c) Consult, as deemed appropriate, with the Georgia Center for Nonprofits, the Management Information Exchange, the National Legal Aid and Defender Association, and/or any other appropriate organization in preparing for and conducting the search;
- d) Identify potential outside consultants to assist in coordinating the search and, if appropriate, recommend a consultant and proposed budget to the Executive Committee for its consideration and approval;
- e) Develop a chief executive profile to include desired experience and qualifications, and required leadership competencies as related to the needs and values of the Society, and review and update the Executive Director job description and qualifications in light of C.2.a, C.2.b and C.2.c above;
- f) Establish a schedule for the application and selection process;
- g) Determine appropriate methods to advertise the position (locally, statewide, and nationally) and to collect applications;
- h) Select candidates to be interviewed;
- i) Interview selected candidates and, among other things, review with each candidate:
  - The Mission, values and culture of Atlanta Legal Aid
  - The Strategic Plan
  - Expectations of the Executive Director by Officers and members of the Board of Directors
  - Staff relationships
  - Evaluation procedures and schedule; and
- j) Conduct reference checks and due diligence on those candidates the Committee is most seriously considering;
- k) Select 2-3 candidates to recommend to the Board of Directors for its consideration;

- l) Review the organization's salary and benefits and compare with similar organizations and make a recommendation to the Executive Committee regarding salary and benefits for the new Executive Director;
- m) Coordinate training and orientation for the new Executive Director, if requested by the President.

D. Duties of the Executive Committee and the Board of Directors:

1. The Executive Committee will review any recommendation from the Search Committee regarding engaging an outside consultant to assist in coordinating the search and, if appropriate, retain a consultant and approve a budget and schedule for the consultant's work.
2. The Executive Committee will conduct interviews of the candidates recommended by the Selection Committee.
3. The Executive Committee will ensure a meaningful opportunity for director and manager-level Legal Aid staff to meet each candidate recommended by the Search Committee prior to the Executive Committee interviews of the finalists. The President and the Search Committee Chair will convene a meeting (meet and greet) to introduce each finalist to the senior staff, with an opportunity to ask questions of each other. The President and the Search Committee Chair shall obtain staff feedback in such form as is deemed appropriate and provide such feedback to the Executive Committee in conjunction with its deliberations.
4. The Executive Committee will either (a) select one of the candidates interviewed to be recommended to the Board, (b) request or direct the Search Committee to conduct more interviews from available candidates, (c) request or direct the Search Committee to suggest more candidates to the Executive Committee to interview, or (d) request or direct the Search Committee to begin a new search.
5. The Executive Committee shall set the salary and benefits package to be offered to the candidate recommended to and approved by the Board.
6. The Board of Directors will either approve the candidate recommended by the Executive Committee or request that the Executive Committee and/or Search Committee interview additional candidates or, if necessary, begin a new search.
7. The President shall extend an offer to the selected candidate.
8. Upon the selected candidate accepting the offer, the President shall notify the other candidates who were interviewed that the position has been filled.
9. The Executive Committee shall determine whether, and on what terms, to engage the departing Executive Director as a consultant.

10. The Search Committee shall develop a plan for orientation and transition, with the President or his/her designee to coordinate in conjunction with key staff.

E. Transition Tasks: Ensuring a smooth and seamless transition is vitally important to the success of the new Executive Director. The President should consult with the Search Committee, the Executive Committee and the Board, as appropriate, to determine all necessary and appropriate steps, which may include:

1. Identify and ensure appropriate introductions, both within the organization and with external stakeholders;
2. If there will be any overlap between the new and departing Executive Directors, the President shall meet with the staff and the Executive Directors and make clear the date as of which the new Executive Director assumes full responsibility, to avoid any confusion;
3. Update the Executive Director's job description and qualifications, as needed;
4. Develop an administrative calendar with immediate and major deadlines;
5. Review program policies and procedures and keep current;
6. Ensure appropriate security for all codes, passwords, keys, etc.
7. Review and update strategic plan, as appropriate; and
8. Develop annual goals and prepare to evaluate the Executive Director annually.

Approved and adopted by the Board of Directors of the Atlanta Legal Aid Society, this 28th day of January, 2016.

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William H. Stanhope, President 2015-2016

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Elisa Smith Kodish, Secretary

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Chad Allan Shultz, Vice-President

# EXHIBIT A

## Atlanta Legal Aid Organization Chart

# EXHIBIT B

## Executive Director Job Description