



Elements of Succession Policy – A Template

Policy name (s)	Succession Policy for [ORGANIZATION]
Policy number	
Date of initial approval by the Board of Directors	
Updated on	
Legal framework	
Other applicable policies and/or procedures	Human Resources Policy
	Succession Plans
	Transfer of Knowledge Plans
	Annual Performance Evaluation

1 Definitions

Board positions	Elected members or officers who belong to the organization's board of directors.
Competency	A combination of knowledge, skills, and attitude.
Employee	A person paid regularly by the organization in exchange for achieving pre-identified objectives and/or performing specific tasks identified in their job description.
Executive positions	Employees who report directly to the board of directors hold executive positions.
Key position	A position in the organization that requires specialized knowledge or has an impact on the overall strategy, on services, or relationships with stakeholders.
Officer	A board member who has specific responsibilities, such as president, vice-president, treasurer or secretary
Succession	The <i>process</i> of giving way to a new person in each position and ensuring a stable environment is reached after the transition.
Succession Plan	A plan outlining the process of giving way to a new person in a key position in the organization.
Transfer of Knowledge Plan	A plan that includes information, grouped in categories, that must be shared with an incumbent who joins the board of directors or who takes a position as an officer. This plan may be part of every new director's onboarding process or may be integrated into a board manual.

2 Policy Statement

2.1 Objective

This policy is designed and approved by the [Organization] to ensure that rules and guidelines are in place for all matters regarding the succession planning for board positions.

- 2.2 Policy Statement

It is the policy of [Organization] to work towards hiring the most qualified, competent staff to lead the [Organization]. As such, this policy, designed to ensure replacements for key incumbents serving on the board in the [Organization]. It is the [Organization]'s policy to ensure continuity in key positions and essential operations, develop talent internally, encourage professional development, and maintain organizational culture.

The policy will ensure the [Organization] is prepared for an eventual permanent change in leadership – either planned or unplanned – to ensure the stability and accountability of the [Organization] until new permanent leadership is identified. The board shall be responsible for implementing this policy and designates the implementation of its related procedures to the executive director.

It is the board's policy to ensure a transparent, objective, equitable, and inclusive succession process is implemented within the [Organization]'s governance structure.

3 Roles and Responsibilities

For an effective implementation of this policy, the roles and responsibilities of members of the board of directors and the nominations committee and each employee are outlined.

3.1 The Board of Directors

The board must ensure the mission of the [Organization] is upheld and that the [Organization] remains sustainable in the event of the departure individual members.

The board of directors is responsible for:

- Adopting the succession policy and approving the plans that emerge from it.
- Communicating with internal and external stakeholders when a selection process is launched and a change in governance is imminent.
- Allocating the budgets required for implementing professional development plans for members wishing to access board positions.
- Allocating the budgets required for implementing succession plans and the work of its committees.
- Designating a nominations committee to implement the succession plan for board members (the board of directors may wish to establish clear terms of reference for this committee).

- Adopting the succession plans for key board positions.
- Regularly reviewing and updating the job descriptions of officers of the board of directors.
- Evaluating the board's performance annually, including developing a board development plan.

Additionally, each member of the board of directors is expected to act as an ambassador of the [Organization], promote it to partners and to potential Board members. This will ensure that many highly qualified and competent candidacies are received when board seats become vacant. Board members are encouraged to support the nominations committee by asking interesting and interested individuals to send their curriculum vitae to the committee throughout the year.

Each director is also expected to inform the board of directors, in writing, of a planned departure at least three board meetings before their expected departure date, whenever possible.

- ### 3.2 The Nominations Committee

A nominations committee is a permanent committee of the board of directors that meets regularly throughout the year:

- Once per week until the board competency matrix and succession plan template are developed.
- One meeting each year to review candidacies for vacant Board seats before the annual general meeting.
- When a board seat becomes vacant.

The nominations committee is composed of two board members, habitually the president and the vice-president, and the executive director. Any of these members may be replaced by another board member, by resolution of the board of directors. Terms of reference for the nominations committee may be developed to ensure their mandate is well defined.

The nominations committee is responsible for:

- Reviewing board members' various competencies (see Annex 1) regularly to ensure the mix continues to align with the [Organization]'s needs and strategic orientations.
- Maintaining a bank of qualified candidates to fill vacant board positions.
- Assessing candidates for vacant board positions.
- Conducting interviews with potential candidates, as they see fit.
- Recommending new qualified and competent board members to the members at an annual general meeting.
- Recommending new qualified and competent individuals to the board of directors when director seats become vacant during the year.
- Onboarding new board members, in collaboration with the executive director.

- Assigning a mentor to new board members.
- Concluding any business, as occasionally may be mandated by resolution of the board of directors.

4 Succession Planning Process

Succession planning is a structured process that involves identifying and preparing potential successors to take on a new role within the [Organization]. This planning is an essential part of good governance as it ensures continuity of human capital in any organization.

It is also an effective risk management practice for the board of directors, allowing them to adhere to their fiduciary duty and ensure the viability of the [Organization] in the event of a planned or unplanned long-term absence or departure.

The selection planning process includes identifying, recruiting, training and mentoring members who are interested in governance or who have leadership potential. It is a people-centered, objective approach intended to ensure continuity in the organization. The process includes four sub-processes, the first of which is this policy. The second, third and fourth are diagnosis, competencies and plans and are delegated to the board of directors' nominations committee.

The succession planning policy and process provides individuals with an opportunity to join the board but does not guarantee election. An objective selection process for vacant positions is still required to ensure equal opportunities for all members who may be interested in governance.

4.1 Steps for Succession Planning

Once the policy is developed and adopted, the Board of Directors may delegate the following steps to the Nominations Committee.

4.1.1 Diagnosis

The diagnosis phase of succession planning entails three main elements:

1. Identifying the organization's short and long-term objectives.
2. Identifying key positions that:
 - a. impact on the attainment of goals, or
 - b. impact the organization's ability to fulfil its duties, or
 - c. impact relationships with stakeholders, or
 - d. are highly specialized.
3. Assessing members' interest in contributing to the governance of the organization.

It is an ongoing process, integrated into the [Organization]'s annual planning and the board's annual self-evaluation.

When beginning the diagnosis phase for the succession of board members, informal discussions with members are necessary to assess their level of interest in governance. Members who are interested may be asked to submit their curriculum vitae to the nominations committee, which is tasked with maintaining a bank of interested candidates and inviting them to observe board meetings or other related governance activities.

4.1.2 Competencies

The competencies needed to succeed in key roles today may differ from those required in the future. Assessing competencies involves assessing individuals' skills, knowledge, and attitudes to determine if they are ready to take on key positions on the board of directors.

Developing competency profiles for each key position and comparing individuals' competencies against these will facilitate the succession planning process. The organization may choose to use psychometric tools to assess skills and competencies prior to developing succession plans for key positions.

4.1.3 Developing a Succession Plan

An individualized succession plan may be developed for members who are interested in governance and have some but not all of the requisite competencies. The plan includes:

- A description of the knowledge and skills to be developed, with specific timelines and actions.
- A training program and other activities to help address the competency gaps.
- Access to a mentor within the organization or coaching outside of the organization.
- Shadowing opportunities to work closely with the person currently in the role they wish to access.

The succession plan includes a transfer-of-knowledge-plan containing key information and knowledge that must be transferred to the successor.

The development of a succession plan does not guarantee election as these individuals may still be required to present themselves for election at the next annual general meeting of members.

4.1.4 Evaluating the Succession Plan

The succession plan may be evaluated annually to determine if it is successful in preparing employees to fill key positions within the organization.

5 Departure of a Board Member

A board position becomes vacant when a board member has completed their mandate, when the member resigns, or is no longer willing or able to attend meetings for any given reason. Determining the most appropriate successor for board positions is based

on the competencies identified in Annex 1 and on the process adopted by the nominations committee.

The nominations committee is encouraged to maintain a bank of potential candidates who have competencies in governance to succeed departing board members, as identified in the succession planning process. These individuals may be invited to events organized by the board of directors, training sessions on governance intended for the board or the organization's annual general meeting.

5.1 Planned Departure of a Board Member

5.1.1 End of Mandate Succession Planning

When the board of directors begins planning its annual general meeting, they must identify which board members have completed their mandate to determine the number of positions to fill. The board of directors is encouraged to maintain a roster of beginning and end dates for each board position to ensure an efficient succession process.

STEP 1: The nominations committee meets two months before the annual general meeting to prepare a call for nominations from individuals with the competencies required to fill the vacant positions to apply. At this meeting, the nominations committee may wish to review the competencies in Annex 1.

The committee may review potential candidates from their bank of qualified and competent candidates, who have demonstrated interest in governance:

- Attend the last two board meetings of the year, as observers.
- Complete a governance training program.
- Participate in the AGM.

The potential candidates understand their election is not guaranteed, as the members are ultimately responsible for the selection of board members.

STEP 2: The nominations committee meets one month before the annual general meeting to review candidates and prepare a list of qualified individuals to be recommended for election at the annual general meeting. The nominations committee may choose to interview potential candidates before recommending their election.

STEP 3: The nominations committee presents the list of candidates to be presented at the AGM to the board and makes recommendations.

STEP 4: The nominations committee presents the candidates at the AGM for the members to elect new board members.

STEP 5: The nominations committee organizes the newly elected board member's onboarding and assigns a mentor to support them and answer their questions.

5.1.2 Resignation of a Board Member with Notice

Any board member may submit their letter of resignation before the end of their term. Their resignation is accepted by the board of directors at a regular meeting and the succession process to fill the vacancy begins.

STEP 1: The nominations committee meets within two weeks of receiving the resignation letter. At this meeting, the nominations committee may wish to review and update the competencies in Annex 1.

STEP 2: The nominations committee assesses the candidates within the bank of potential candidates. The nominations committee may choose to interview potential candidates before recommending their election.

STEP 3: The nominations committee recommends a new board member who has the competencies required to fill the vacant position until the next AGM. The board of directors adopts a resolution to fill the vacancy.

STEP 4: The nominations committee invites the new board member to the next meeting and begins their onboarding process.

STEP 5: At the next AGM, the nominations committee recommends that the new board member be elected.

5.2 Unexpected Departure of a Board Member

When a board position becomes vacant unexpectedly, the nominations committee must meet as soon as possible after the departure is confirmed and recommend a new board member from the bank of potential candidates. The board of directors adopts a resolution to allow the new member to have all the powers of the administrators of the organization.

At the next AGM, the nominations committee recommends that the new board member be elected.

6 Review of policy

The board of directors will review the succession planning policy every three years and as required to ensure it remains consistent with the board's objectives and responsibilities. Annexes and succession plans emanating from this policy may be updated as needed without board approval, so long as they are aligned with this policy.

7 Annex 1: Board Competencies

Each member of the Board of Directors is expected to demonstrate the following personal qualities:

Integrity	Sense of duty and responsibility
Ethics	Accountability
Political sense	Strategic vision
Analytical abilities	Independence of thought

Together, the Board of Directors should be composed of members with competencies in the following areas:

Governance

Financial management

Human resources management

Knowledge of English-speaking communities

Knowledge of the Community Heritage sector

Risk Management

Familiarity with the Legislative framework within which the [Organization] must navigate

8 Annex 2: Template for an Individualized Succession Plan (Optional)

The following is an example of a plan intended to support the professional development of the Vice-President on the board of directors of an imaginary corporation. It is a succession plan for the position of president.

The succession plan will be evaluated before the election.

Board Member's Name:		Current Position:	Vice-President
Knowledge area of focus :	Governance, ethics and human resources	Position sought:	President
Date of initial assessment:		Date of Plan Development:	
		Date of plan evaluation:	
Objective	Specific actions required	Timeline, resources and commitment	Indicators
Increase self-awareness as a leader	<ol style="list-style-type: none"> Complete the online training course: Search SKILLSETS - McGill University Read The Leader's Guide to Emotional Intelligence by Drew Bird 	From DATE to DATE Course: \$750 Book: \$50 Time to study: 2 hours per work week	<ul style="list-style-type: none"> ● Passing grade ● Summary of learnings from book ● 360 evaluation results show increased self-awareness
Understand the role of a President	<ol style="list-style-type: none"> Watch ICD's "Chairing the Board" training videos Shadow board president of three different organizations 	ICD (Institute of Corporate Directors) membership fee (\$500/yr) Time and travel costs to Montreal: \$550 and 3 days	<ul style="list-style-type: none"> ● 11 of the 33 videos watched ● Open discussion with current president to share learnings
Improve comfort with public speaking to take on "representation responsibilities."	<ol style="list-style-type: none"> Complete an online course from Udemy on Public Speaking 	Courses cost between \$20 and \$50.	<ul style="list-style-type: none"> ● Vice-president prepares speech for AGM

9 Annex 3: Succession Plan for Nominations Committee

Objective	Specific actions	Timeline, resources and commitment	Indicators
To increase the number of members interested in becoming board members on the candidate list.	<ul style="list-style-type: none"> Present to students graduating from Political Science at Bishop's University 	Last day of classes is April 5 Travel reimbursement for Nominations Committee members (\$300) Hire graphic designer to create presentation (\$1,200)	<ul style="list-style-type: none"> 22 university students learn about our organization 3 students sign up to learn more A presentation is ready to use at future events
	<ul style="list-style-type: none"> Present an enticing information session on "The Role of the Board of Directors" at the next AGM 	Prepare presentation by August 23 (three weeks before AGM)	<ul style="list-style-type: none"> A presentation is available to reuse annually and can serve as an onboarding tool 2 members sign up to learn more
	<ul style="list-style-type: none"> Sign up to the Institute of Corporate Directors and post a volunteer board "job" 	Membership cost (\$500/year) Nominations Committee (NC) meets to review candidates Interviews are conducted by NC	<ul style="list-style-type: none"> The list of potential candidates is increased by 12 individuals. A highly competent new board member is elected