

	<b>Policy/Procedure Name:</b>	<b>President and Chief Executive Officer Selection and Succession Planning</b>
<b>Manual:</b> Governance	<b>Number:</b>	
<b>Section:</b> Leadership	<b>Effective Date:</b>	01 JUN 2006
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### Rationale

The position of President and Chief Executive Officer (CEO) is a central element in the organization's success. Therefore, ensuring that the key functions are well understood by senior staff and volunteer leaders is important for safeguarding the organization against unplanned and unexpected change. This risk management strategy is also equally helpful in facilitating a smooth leadership transition when it is predictable and planned.

This document reflects MAHC's commitment to sustaining a healthy functioning organization including steps to be taken in the event of an emergency situation, a short term temporary absence, a long term temporary absence or a permanent unplanned absence.

### Purpose

To ensure that the organization's leadership has adequate information and a strategy to effectively manage MAHC in the event the President and CEO is unable to fulfill their duties and in order to enable:

- Maintenance of continuity of leadership for the organization in the event of a temporary vacancy, resignation, retirement or termination of the President & CEO; and
- Leadership growth and development within the organization.

### Scope

The policy pertains to the Muskoka Algonquin Healthcare (MAHC) Board of Directors and the President and Chief Executive Officer.

### Policy

- The Board will ensure there is a documented succession plan in place in case the President and Chief Executive Officer position becomes vacant due to sudden vacancy (e.g. death, resignation, or termination) or planned vacancy (e.g. retirement).
- The succession plan will also specify the process for appointing an interim President and Chief Executive Officer should the President and Chief Executive Officer require an extended leave of absence from the Corporation due to personal, health, or other reasons. The President & CEO is expected to cultivate management talent at the senior ranks of the organization including one or more successors to his/her position through internal succession planning.

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- In the event a CEO absence arises that is not specifically addressed in the Policy, the Board Chair shall be authorized to make decisions concerning the situation that has arisen and to report to the board regarding the actions taken
- The President & CEO will report on the succession plan annually, including the following:
  - Identification through this policy which member (or members) of senior management is recommended to fill the role of interim President & CEO should a planned or unplanned vacancy in the position occur.
  - The status of management talent within the top ranks of senior management including the potential successors to the role of President & CEO and the next level of management.
  - Activities undertaken throughout the year to promote leadership development and succession planning throughout the organization including activities undertaken to keep one or more senior managers informed of overall operational activities.

### Definitions

#### **Unplanned/Planned Absence, Temporary Short Term:**

- A unplanned/planned leave (vacation, sabbatical, illness) and it is expected that the CEO will return once the events precipitating the absence are resolved.
- Is 30 days or less.

#### **Planned Absence, Temporary Medium-Term:**

- A planned leave (vacation, sabbatical, etc.) and it is expected that the CEO will return once the events precipitating the absence are resolved.
- Is between 30 and 90 days.

#### **Planned Absence, Temporary Longer-Term:**

- A planned leave (parental leave, medical etc.) and it is expected that the CEO will return once the events precipitating the absence are resolved.
- Is greater than 90 days.

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### Unplanned Absence, Temporary Long-Term:

- One that arises unexpectedly.
- Is 90 days or more.

### Unplanned Absence, Permanent:

- One in which it is firmly determined that the President and CEO will not be returning to the position.

### Acting President and CEO

- To be appointed in the event of a planned temporary short or medium term absence in accordance with Section 2.2 below.
- May be appointed for a temporary longer-term absence greater than 90 days that is approved by the Board of Directors.

### Interim President and CEO

- Hiring of an Interim President and CEO will be considered by the Board of Directors in the event of a Unplanned Absence, Permanent as outlined in *Section 4 Unplanned Absence, Permanent Succession Plan*

## 1. Temporary Succession Plan

### 1.1 Plan Implementation

The Board of Directors authorizes the Board Chair to implement the terms of this temporary succession plan in the event of a planned or unplanned absence.

It is the responsibility of the President and CEO to inform the Board Chair of a planned temporary absence.

It is the responsibility of the temporary incumbent to immediately inform the Board Chair of an unplanned absence.

As soon as feasible, following notification of an unplanned absence, the Board Chair shall convene a Board meeting to affirm the procedures prescribed in this plan, or to modify them if needed.

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## 1.2 Priority Functions of the President and CEO and Temporary Staffing Strategy

As per the President and Chief Executive Officer Direction and Position Description Policy, among the duties listed, the following are considered to be the key functions of the President and CEO and have a corresponding temporary staffing strategy:

### Temporary Staffing Strategy - Key CEO Functions

- Leadership and Vision - Board Chair with temporary incumbent.
- Board Administration and Support – Temporary incumbent with the Executive Assistant to the President and CEO and Board Liaison.
- Community & Public Relations Communications – Corporate Communications Officer with Board Chair.
- Clinical Issues – Chief of Staff.

## 2. Planned Absence, Temporary Succession Plan

### 2.1 Temporary Staffing Strategy

For temporary planned or unplanned absences of 30 or fewer days the President & CEO will refer to the current annual *President and CEO Succession Plan (Appendix “A”)*

In the event of a temporary medium-term planned or unplanned absence (i.e. 30-90 days) the Board Chair shall determine if the Temporary Staffing Strategy outlined above is to be activated and is sufficient.

### 2.2 Appointing an Acting President and CEO

Based on the anticipated duration of the absence (i.e. greater than 90 day) and the accessibility of the current President and CEO, the Board Chair may recommend to the Board the appointment of an Interim or Acting President and CEO and/or continuing with the Temporary Staffing Strategy outlined above.

Annually, the President and CEO will provide a written report (Appendix “A”) to the Performance Management Committee that outlines the potential/recommended appointees to the position of an Acting President and CEO.

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- In determining this recommendation, the President and CEO will take into consideration the competencies in alignment with the LEADS leadership capability framework as well as experience, tenure and readiness to serve in the capacity of an Acting President and CEO.
- The final recommendation will move forward to the Board of Directors in an in-camera session.

### 2.3 Authority and Restrictions of the Acting President and CEO

The Acting President and CEO shall have full authority for day-to-day decision making and independent action as the permanent CEO. Decisions that shall be made in consultation with the Board Chair include senior staff hiring and terminations, financial issues, and taking public policy positions on behalf of the organization.

### 2.4 Board Oversight and Support to the Acting President and CEO

The Board shall be alert to the special support needs of the Acting President and CEO in this temporary role. The Performance Management Committee shall convene monthly when an Acting President and CEO is appointed.

### 2.5 Communications Plan

Within 48 hours of the appointment of the Acting President and CEO, the Board Chair and the Acting President and CEO shall meet to confirm a communications plan drafted by Corporate Communications.

## 3. Unplanned Absence, Temporary Long-term

Procedures to be followed shall be the same as for a temporary absence with the following addition:

- 3.1** The Acting President and CEO shall give immediate consideration, in consultation with the Board Chair, to temporarily filling the management position left vacant by the Acting President and CEO or reassigning priority responsibilities where help is needed to other

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staff. This is in recognition that, for a term of 90 days or more, it may not be reasonable to expect the Acting President and CEO to carry the duties of both positions.

**3.2** The Performance Management Committee is responsible for gathering input from stakeholders and reviewing the performance of the Acting President and CEO. Feedback shall be collated and shared with the Acting President and CEO between 30 and 45 days. This process will be supported by the Associate Vice President, People.

#### **4. Unplanned Absence, Permanent Succession Plan**

While the decisions are being made as identified in the procedures below the Board of Directors will appoint an Acting President and CEO.

**4.1 Procedures** to be followed shall be the same as for a temporary absence with the following addition:

- a) The Board of Directors shall consider the need to hire an Interim President and CEO from outside the organization instead of appointing an Acting President and CEO. This decision shall be guided, in part, by the presence of internal candidates for the President and CEO position, the expected time-frame for hiring a permanent executive, and the management needs of the organization at the time of the transition.
- b) The Board of Directors shall appoint a President and Chief Executive Officer search committee to implement the organization's Succession Plan to transition to a new permanent CEO.

#### **4.2 Hiring an Interim President & CEO**

If an Interim President and CEO is hired, the Board Chair supported by the Associate Vice President, People shall negotiate an independent contractor agreement with a defined scope of work. The scope of the agreement with an Interim President and CEO shall be determined based on an assessment of the organization's needs at the time of the leadership transition.

#### **4.3 Responsibilities of the Interim CEO**

An Interim President and CEO shall have full authority for day-to-day decision making and independent action as the regular Permanent and CEO. Decisions that shall be made in consultation with the Board Chair include senior staff hiring and terminations, financial issues, and taking policy positions on behalf of the organization.

#### **4.4 Board Oversight and Support to the Interim President and CEO**

The Interim President and CEO reports to the Board. The Board shall be alert to the special support needs of the Interim President and CEO in this temporary role. The Performance

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Management Committee shall convene monthly when an Interim President and CEO is in place.

The Performance Management Committee are responsible for gathering input from stakeholders and reviewing the performance of the Interim President and CEO. Feedback shall be collated and shared with the Interim President and CEO between 30 and 45 days. This process will be supported by the VP, People.

## 5. Compensation

The Acting CEO may receive additional remuneration for the acting period up to 6 months.. This shall be determined by the Board Chair, in consultation with the Board, based on the duration of the assignment and available resources. If staff serve as Acting President and CEO for 6 months or more, a salary adjustment will be enacted.

## 6. Permanent Planned Vacancy

The process to fill a permanent planned vacancy is as follows:

- The Board will establish a President and Chief Executive Officer search committee consisting of:
  - the Chair, or their designate, who shall serve as committee chair;
  - two Elected Directors;
  - the Chief of Staff; and
  - such other members as the Board may determine from time to time.
- The search committee will be provided with appropriate resources to perform its mandate, including a search firm subject to Board approval.
- The search committee will interview a short list of candidates and recommend to the Board its candidate of choice.
- An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with organizational policy, in a form as required by the Board, and subject to satisfactory results of a criminal reference check as determined in the sole discretion of the Board.
- An employment agreement will be executed by the Chair and the candidate accepting the position of President and Chief Executive Officer.

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- If a new President and Chief Executive Officer has not been appointed prior to the departure of the incumbent President and Chief Executive Officer, the individual approved by the Board to act as interim President and Chief Executive Officer during a sudden vacancy shall act as interim President and Chief Executive Officer until a new President and Chief Executive Officer is appointed, unless otherwise determined by the Board.

### **Cross Reference**

President and Chief Executive Officer Direction and Position Description Policy

### **Notes**

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### Appendices

Appendix “A” – Temporary President and CEO Succession Plan Template

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### Appendix “A” - Temporary President and CEO Succession Plan

#### Short-Term (less than 30 days)

	Decision Maker	Acting President and CEO Appointee
Planned	President & CEO	To be determined annually by President & CEO
Unplanned	Board Chair	

#### Medium-Term (30 – 90 days)

	Decision Maker	Appointees
Planned or Unplanned	Board Chair	Acting President and CEO  To be determine if the Temporary Staffing Strategy is sufficient/activated: <ul style="list-style-type: none"> <li>• <i>Leadership and Vision:</i> Board Chair with temporary incumbent</li> <li>• <i>Board Administration and Support:</i> Temporary incumbent with the Executive Assistant to the President and CEO and Board Liaison.</li> <li>• <i>Community &amp; Public Relations Communications:</i> Manager, Communications &amp; Stakeholder Engagement with Board Chair.</li> <li>• <i>Clinical Issues:</i> Chief of Staff</li> </ul>

#### Longer-Term (greater than 90 days)

	Decision Maker	Recommended Appointee
Planned or Unplanned	Board Chair to recommend to Board of Directors appointment of Acting or Interim President and CEO	<i>To be completed and presented separate from policy annually to the Performance Management Committee annually for recommendation in-camera to the Board of Directors</i>

*The approved Temporary President and CEO Succession Plan shall be posted annually on the [Education and Resources page of the Board portal](#).*

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