A TOOLKIT FOR HEALTH CENTER BOARDS

Navigating CEO Transitions

About NACHC

Established in 1971, the mission of the National Association of Community Health Centers (NACHC) is: "To promote efficient, high quality, comprehensive health care that is accessible, culturally and linguistically competent, community directed, and patient centered for all."

Resources for Health Center Boards

NACHC offers a variety of resources to support health center boards govern effectively and help boards navigate the complex health care environment. In order to access these resources, visit:

- the Health Center Resource Clearinghouse (https://www.healthcenterinfo.org, under "Governance") or
- the NACHC Library (https://conferences.nachc.org/nachc/, under "Health Center Governance")

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Introduction

Across the nonprofit sector, more than one in ten chief executive positions turns over each year. Leading with Intent: 2017 National Index of Nonprofit Board Practices found just over one quarter (26 percent) of currently seated Chief Executive Officers (CEO) planned to leave their position in the next three years. Given the COVID-19 pandemic off the early 2020s, it is possible that more turnover will take place as CEOs experience fatigue from the crisis and/or they redefine their own priorities.

So, the question is not whether your health center *will* experience a chief executive transition, but *when*. The truth is, all careers end in a transition. It is just a matter of *when*, *how*, and *how well-managed* that transition will be.

Although these are relatively infrequent events for individual organizations, managing the transition well is important to the organization's future and continued success. The chief executive plays a defining role in carrying out the health center's strategic direction, ensuring its long-term sustainability, and managing its day-to-day affairs. Therefore, the handoff from one chief executive to the next is a critical moment unlike any other personnel change a health center may experience.

Transitions can involve risk. Transitions can fail because of poor preparation, an ill-suited choice of a new chief executive, or because the board or the organization is not prepared to work effectively with its new executive. Whatever the source, these failures can be very costly for the health center, its patients, and the community served by the center.

A chief executive transition involves more than a search for the next CEO. It is an organizational change process. More than risk management, a well-managed chief executive transition is an opportunity to enhance the health center.

The success of the transition falls to the board.² Managing chief executive turnover is one of the board's most important responsibilities but it can also be their least understood job.

The goal of this toolkit is to help your board avoid the risks and capture the opportunities of a well-managed transition. It will help you understand the *entire* transition process as well as the board's responsibilities to manage it. The toolkit is organized around the three phases of the transition process and the six tasks that boards face in guiding their organization through these phases.

Transition Phases & Timeline

A chief executive transition is an organizational change and hiring process that spans anywhere from several months to one year or more. The sequence of events begins when the current executive makes their intent to depart known (or when the board decides to

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BoardSource, Leading with Intent: 2017 National Index of Nonprofit Board Practices. Washington, DC: BoardSource, 2017

The Health Resources and Services Administration (HRSA) Health Center Program Compliance Manual sets the following requirement in Chapter 19: Board Authority: The health center governing board must approve the selection and termination/dismissal of the health center's Project Director/Chief Executive Officer (CEO). For more information on HRSA requirements related to the board and CEO, see Chapter 19: Board Authority and Chapter 11: Key Management Staff (https://bphc.hrsa.gov/programrequirements/compliancemanual/introduction.html).

Figure 1 - The Three Phases of Executive Transition and the Board's Six Tasks

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make a leadership change), and concludes when the successor has settled into the role.

As illustrated in *Figure 1*, the executive transition process has three phases:

Phase 1: Prepare.

This phase can last several weeks to several months, depending on the executive's departure timeline and whether the organization has created a chief executive succession plan in advance.³

Phase 2: Search and Select.

Even if you have potential successors waiting in the wings, it typically takes at least 90 days to prepare and appropriately vet internal candidates, and often six months or more to complete an external search.

Phase 3: Onboard and Support.

This phase takes one complete budget cycle, or about one year to fully complete, although

most of the onboarding work usually takes place in the first 90 to 100 days.

These timeframes — particularly the *Phase* 1: *Prepare phase* — can vary depending on the health center's size, complexity, operating condition, and prospects for the future. It is also influenced by the current executive's departure timeline and the circumstances surrounding their exit.

Overview of the Board's Six Transition Tasks

As illustrated in *Figure 1*, the board is responsible for the transition process. This involves six tasks, which are covered briefly here, and in more detail in the next sections of this toolkit.

Task 1: Understand and guide the transition.

The board's role involves more than just the hiring process. Its overarching job is to guide

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For information on CEO Succession Planning, see NACHC's **CEO Succession: A Toolkit for Health Center Boards**.

the organization through all three phases of the transition and address all six tasks.

Task 2: Prepare for a leadership change.

The board develops a plan for the overall transition. It makes sure that the organization, search firm to help develop the transition task force (an ad hoc workgroup) the candidate pool and guide the interview designated to lead the transition discussed in detail under "Task 2"), the departing executive, the senior management team, and the board itself are all ready for the transition.

Task 3: Ensure leadership continuity.

The board ensures that appropriate executive leadership is in place throughout the transition, whether that is the departing CEO or an acting or interim executive. This task also includes clarifying the chief executive's role in supporting the board during the transition and designing a thoughtful handoff from the current executive to the successor.

Task 4: Manage communications.

From the departure announcement to the introduction of the successor, good communication is essential. Also, the board should ensure there is professional closure with the departing chief executive.

Task 5: Search for, select, and hire the new CEO.

A central part of the transition is the search for and selection of the new chief executive, which may include vetting internal candidates. Many boards choose to engage an executive process.

This final task begins with a proper introduction of the new chief executive to the organization and the community. This includes a robust orientation for the new CEO and an intentional relationship-building process with staff, stakeholders, and the board itself. Whether your board plans to manage the search and transition directly or engage an executive search firm or consultants to help, this toolkit provides a full view of the transition process. Moreover, it will ensure that you have the tools and perspective to navigate the particulars of your health center's transition successfully.

This process can feel daunting for boards, but it is simply a series of carefully managed steps. Appendix 1 provides an overview of the process in the "Sample Transition Plan Outline."

Key Considerations

This section outlines some guiding principles for CEO transitions. It also proposes bold questions that every board can ask before pressing ahead with the search for its next chief executive.

Guiding Principles for a Successful Transition

Here are some guiding principles that can increase the odds of a successful chief executive transition:

The process will be easier if the board has a CEO Succession Policy. Ideally the center will already have a CEO Succession Policy in place. This is a board adopted policy that outlines the principles, procedures, roles, and responsibilities that the board will follow when the CEO transitions. This policy ensures that the board has a clear game plan to manage CEO turnover at the start of the process.⁴ A board may also adopt some of the additional guiding principles, outlined here. A transition can still be well managed in the absence of a CEO Succession Policy, though the "Prepare" phase may take longer.

Take the long view. When facing an executive transition, boards tend to move too quickly, and they may see the "search" as the transition, when it is just one part. They may advertise the position before they're clear about the right type of leader for the organization, or before they set the stage for a new leader's success.

Begin with the end in mind. A well-managed transition provides an opportunity for the organization to expand its impact under new leadership. The outcome can be much larger than just identifying a successor.

Strive for a good ending so that you can have a good beginning. How a chief executive leaves an organization can say a lot about them and the organization. If there is a messy departure, try to handle it as smoothly as possible. If the CEO's departure is positive, make sure there is ample time for celebration and closure.

Transitions are about capturing opportunities, not just managing risks. CEO turnover can be challenging, but it is also an opportunity. A proactively led chief executive transition can be a defining moment for the health center. For an underperforming center, it can be an opportunity to regroup and redirect. For a successful organization, it can be an opportunity to build on strengths and plan to scale new heights.

Recognize it's more than a hiring exercise.

The board's hiring decision is an organizational change process. It extends well beyond the decision about who sits in the CEO's office.

Advance diversity and inclusiveness. A leadership transition provides a perfect opportunity to review whether the health center's executive leadership and board⁵

- 4 For information on CEO Succession Planning, see NACHC's CEO Succession: A Toolkit for Health Center Boards.
- The Health Resources and Services Administration (HRSA) sets forth expectations regarding health center board composition in Chapter 20 of the Health Center Program Compliance Manual. See https://bphc.hrsa.gov/programrequirements/compliancemanual/chapter-20.html#titletop. Among other requirements, it is important to note the following: "The majority [at least 51%] of the health center board members must be patients served by the health center. These health center patient board members must, as a group, represent the individuals who are served by the health center in terms of demographic factors, such as race, ethnicity, and gender." Please consult the Health Center Program Compliance Manual for additional requirements.

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fully reflect the diversity of the communities it serves. This is a great time to explore what dimensions of diversity are most important to success in the mission, and use the process of planning for, selecting, and hiring a new chief executive to create a more diverse and inclusive organization. Unless already spelled out in the organization's personnel policies, the board can establish explicit diversity goals to guide the transition task force in its work.

Manage the process and attend to the emotions related to change. There is a human dimension to transitions that should not be ignored. Whether a beloved executive is departing or a chief executive's tenure ends badly, transitions provoke emotions for the board, executive team, staff, community, and others. The board and task force should be prepared to acknowledge and address emotional components through communication and possibly proactive intervention.

Don't be bound by history. There is a natural A chief executive transition is a punctuation tendency to carry our history forward. If the board is facing a messy departure, they sometimes go too far in compensating for it. By the same token, if the departing chief executive is successful, there is an inclination to try to find someone just like them. The reality is neither of those executive profiles is appropriate. Where the health center is headed should drive the profile for the new executive.

Be prepared to support the new execu**tive.** The post-hire phase is a critical part of the transition. It is an opportunity to build a strong working relationship between the board and the new executive that centers clear priorities, responsibilities, mutual expectations, and performance measures.

Recognize that founder and long-term executive transitions are special. Often, boards of founder-led organizations are

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overly deferential to the founder's vision and leadership. Moreover, the longer an executive is in place, the more the job and the management team composition grows up around them. The job becomes a reflection of the executive's skills, interests, and maybe even idiosyncrasies. It is essential to unpack the role and understand how to make it more doable for the successor.

Beware of legacy issues. Significant numbers of new CEOs report being blindsided because the situations they inherited were much more problem-laden than the board let on in the hiring process. In most cases, that happened because the boards themselves were not aware⁶ of legacy issues. These could be significant organizational problems that, if left unattended, might hinder or even derail the new executive.

Ask Bold Questions Before Starting the Transition Process

point in an organization's history. It is a time to ask bold questions about the organization and its future, including perhaps the most courageous question of all: "Should our organization continue? Or, should it continue in its current form?"

This can be a moment to explore if there is a better way to achieve your mission by merging with another health center or putting your programs under the wings of a stronger, better-resourced organization.

One of the most significant barriers to nonprofit mergers and consolidations is the question, what should we do with two chief executives after the merger? Your chief executive's departure can provide the opening for a serious discussion about a merger or acquisition. It could be the best way to not only sustain the mission but possibly reach

Stewart, Amanda J. "Exploring Nonprofit Executive Turnover." Nonprofit Management and Leadership, 2016.

a level far exceeding what your organization could achieve on its own.⁷

Health centers may also pose questions about future strategy and direction, such as consideration around service lines. Task 2 includes several strategy-focused questions that can help guide the CEO transition (see "Task 2" (CDC) and local health guidelines, and to enter to interview candidates.8 When it's time to meet with a finalist or final candidates, both can consider safely bringing the individual onsite for a final interview and tour. It is in portant to follow Centers for Disease Continuous (CDC) and local health guidelines, and to enterview candidates.8 When it's time to meet with a finalist or final candidates, both can consider safely bringing the individual onsite for a final interview and tour. It is in portant to follow Centers for Disease Continuous (CDC) and local health guidelines, and to enterview candidates.

Navigating CEO Transitions During Emergencies

Given the health emergency created by COVID-19, it is important to acknowledge that a CEO transition can occur at any time – including times that are neither convenient nor easy for the board to navigate. In such situations, it is equally important to give full attention to all six transition tasks, ask bold questions, and keep the guiding principles in mind.

Boards can leverage technology – including video conferencing – for task force and board meetings with the search firm (if used), and to interview candidates.⁸ When it's time to meet with a finalist or final candidates, boards can consider safely bringing the individual(s) onsite for a final interview and tour. It is important to follow Centers for Disease Control (CDC) and local health guidelines, and to ensure appropriate distancing, masks, and the availability of additional personal protective equipment (PPE).

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For more information, see Mergers and Acquisitions: A Practical Guide for Community Health Centers by the California Health Care Association available at https://www.healthcenterinfo.org/details/?id=2714. For general merger resources, see Lapiana Consulting's Merger and Alliance Toolkit available at https://www.lapiana.org/resources/toolkit/ (registration is required to access the resource).

⁸ Articles about effective virtual meetings can be found at https://www.healthcenterinfo.org/priority-topics/covid-19/covid-19-resources-governance/.

Phase I: Prepare

The first phase of the chief executive transition process is all about preparation, and there are two related tasks:

- Task 1: Understand and guide the transition
- Task 2: Prepare for a leadership change

Factors influencing the preparations in the "Prepare" phase include the amount of prior planning – whether the health center has a succession policy or plan in place, how long the executive has been in the position, the circumstances surrounding the executive's departure, and center's size and operating condition.

Ideally the board can refer to the existing CEO Succession Policy to start the process and identify the principles, procedures, roles, and responsibilities that the board will follow to manage CEO turnover.⁹

Task 1: Understand and Guide the Transition

The board's overarching task is to understand and guide the transition process. This task encompasses all three transition phases. To carry out this task, the board must:

 First, embrace the idea that a CEO transition is a change process, not just a hiring process, which is what many boards assume. A transition involves many changes other than who occupies the CEO's office.

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- Second, understand the scope and dynamics of the transition they face and take that into account to plan and guide the process. This will require some assessment, reflection, and planning, not just dusting off the job description and jumping into search mode.
- Third, guide the entire transition process

 from planning for a leadership change through completing the new executive's onboarding. If the board narrows down and focuses just on the search, they leave the rest of the change process to chance.

Seven Classic Transition Types

A variety of environmental, organizational, and chief executive-related factors influence the nature and dynamics of the transition:

- Environmental factors. These include changes in the healthcare field in general, the impact of a global pandemic, federal policy, as well as local conditions including competition.
- Organizational-related factors. These include size, operating condition, and future prospects.
- Chief Executive-related factors. These include how long the executive has been in the role, their impact on the organization, and the departure circumstances.

boards assume. A transition involves many changes other than who occupies the CEO's the transition and the board's transition management challenge, here are seven classic transition types:

For information on CEO Succession Planning, see NACHC's CEO Succession: A Toolkit for Health Center Boards.

- The high-performing organization. The health center is well led and performing well. The transition challenge is to sustain the success. The board needs to resist the temptation to find someone "just like" the departing chief executive. High-performing executives are often hard to follow. The board will want to ensure that the job is doable for the successor. This may mean streamlining the job and empowering the new CEO to delegate.
- 2. The underperforming organization.
 The organization is performing poorly or is about to go into decline. The challenge here is to properly diagnose the issues and the solutions needed to reset the organization's course. The board must identify and define the issues that led the organization to underperform, then find candidates with the skills and experience to address those issues. The board should be honest with candidates to learn who can offer feasible solutions.
- 3. **The turnaround.** The organization is in decline, perhaps in crisis. The board's challenge is to stabilize the health center first. This is ideally done before launching the search. They should appoint strong interim leadership to help turn the organization around and focus on improving staff morale.
- 4. The hard-to-follow chief executive. The organization is facing the departure of a founder, long-tenured, or transformational chief executive. Because of the imprint they leave, their departure is often seen as a sea change for the organization. Thus, the task force must reassess the job and empower the new CEO to delegate some of the executive's accumulated responsibilities. The board will need to break out of the business-as-usual mentality and reimagine the board-executive relationship with a new leader in place.

- 5. The messy departure. The departing executive has been fired or forced out. Although the termination might have been abrupt, the situation might have been festering. So, it has probably had an impact on staff morale and possibly stakeholder confidence. The board must stabilize the organization, appoint a skilled acting or interim executive, and pay close attention to the communications. The board must also avoid "over steering" when hiring the new CEO so the perceived deficiencies of the former executive do not influence the hiring process.
- 6. Internal hire without a CEO Search. The board promotes an internal candidate without conducting an executive search. This type could be part of any listed situation. The board should carefully weigh the pros and cons of this approach, and not use a promotion to avoid the work involved in conducting a proactive executive search. A promotion should include the same level of rigor in transition, preparation, and vetting as an external executive search.
- 7. **First hire.** The organization is hiring its first chief executive because it is a "new start" health center. The board is faced with delineating a realistic set of duties and expectations for the new role. Also, they must recognize that the skill-set and leadership profile for a startup may be different than an established institution. Keep this in mind while hiring and contracting with the new executive.

Guiding the Transition

Guiding the transition involves some change management as well as psychology. While all transitions involve some level of change beyond a personnel turnover, as we've seen with these different scenarios, some transitions require more significant changes than others.

The change management process is typically staffed by the current or interim CEO, with

oversight from the transition task force (discussed under "Task 2"). Still, the board must be the initiator of the necessary changes. All changes should lead to a sound leadership platform for the new executive, and assurance that the organization is prepared to work effectively with the new CEO.

Which brings us to the psychology of transitions, or how people respond to, and deal with change. Important work by transition expert, William Bridges, outlines three stages that people go through when they process a change:¹⁰

- Ending. An awareness that our world is about to change, in small or large ways, often resulting in a sense of loss.
- 2. **Neutral Zone.** An uncomfortable inbetween time while the changes are taking place and the way forward is not yet clear.
- 3. **New Beginning.** A sense of relief, even excitement about having arrived at the "other side" of the changes.

Notice how these psychological stages map onto the transition phases. The neutral zone — correlated with the *Search and Select* phase and its "in-between" nature — is usually the most challenging, particularly for staff. Clear, confident, appropriate, and frequent communications from the board will go a long way to alleviate staff concerns and keep everyone focused on the mission.

Task 1 Checklist

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- Embrace the board's responsibility to manage the transition, not just conduct the successor search.
- Grasp the scope and dynamics of the transition as the board plans for and guides this process.

- Recognize that an executive transition involves changes beyond a change in personnel. Be prepared to guide the organization through those changes.
- Appreciate the importance of frequent and appropriate communications to combat change-related anxieties, particularly among staff.

Task 2: Prepare for a Leadership Change

To prepare for a leadership change, four areas must be ready: the health center, the CEO job, the internal team, and external advisors.

Health Center Readiness

Health center readiness involves making sure the organization is stable and ready for a new CEO to assume the role. One of the recommended first steps in the preparation stage is an organizational assessment. The first step in this might be an informal assessment of the organization's operating condition – whether it is struggling, stable, or flourishing:

- Struggling. Is the health center facing persistent financial, political, or other challenges that keep it constantly on the edge of viability? If so, it would be wise to revisit the bold question posed earlier: "Should the organization continue or continue in its current form?"
- Stable. All the vital signs point to an essential level of health. As part of the transition, the board should consider how an incumbent executive's departure might affect ongoing stability.
- Flourishing. The health center is thriving and performing well. The board should identify the factors contributing to the thriving condition and keep them in mind during the transition and selection of a new executive.

¹⁰ Bridges, William. Managing Transitions: Making the Most of Change. 3rd ed. Cambridge, MA: Da Capo, 2009.

While this first cut is a start, a more in-depth assessment is recommended. A deeper evaluation, such as an organizational sustainability review, can help identify strengths to build on and weaknesses to shore up. A more thorough review can also help surface legacy issues, mentioned earlier. *Appendix 2* includes a Sample Organizational Sustainability Assessment Questionnaire.

CEO Job Readiness

CEO job readiness is about making sure it is ready for a successor to step into the role and be effective. This is a process of *unpacking*, *refitting*, *recalibrating*, and *redrafting*.

- Unpacking. Understand the current job in practice by interviewing the incumbent and their direct reports. Learn about the job in practice not just what is on paper.
- Refitting. Consider the leadership needs of the present. Get rid of legacy responsibilities and add current responsibilities that are not yet captured.
- Recalibrating. Make sure the job reflects the future leadership needs of the organization.
- Redrafting. Revise the job description, capturing input from the previous steps.

If there is a CEO Succession Policy in place, the CEO job description may already be up-todate or simply need minor adjustments.

CEO Job Profiling Questions

The board does not have to have a granular understanding of the job, but it does need to have a good sense of the leadership demands that the next executive will face. To do that, consider these questions:

1. Where do we stand now as a health center? What are the strengths to build on, qualities to preserve, and weaknesses that our next CEO needs to address?

- 2. What is our vision for the organization's future? Is this a dramatically different direction than the one we are on today? Will this be a time of rapid growth, moderate growth, no growth, or contraction for our organization?
- 3. What are the big, strategic opportunities and challenges on the horizon that must be addressed by our next CEO? Where is our health center headed (or where should it be headed)? How might it change over the projected tenure of our next CEO? What are the biggest opportunities for our organization? The biggest challenges? What are the largest barriers and constraints that stand between where we are now and our vision?
- 4. How do our answers to these questions influence the next CEO's job? How do we see the roles and responsibilities of the job, and how do they differ from the current job description? How does our new understanding of the job influence the qualifications we should seek in candidates? What are the top three to six priorities our new CEO needs to tackle in the first 12 to 18 months on the job?
- 5. Overall, is the focus of the job changing? What two or three sentences describe those changes, and why?

Qualifications for the Job

The National Association of Community
Health Centers has a detailed guide on *CEO Core Competencies with Task Examples.*¹¹ It
outlines 12 competency areas for a CEO, and
it can be useful for boards at this stage:

- 1. General and basic operations
- 2. Systems orientation
- 3. Cultural sensitivity
- 4. Personnel management & teamwork
- 5. Operational management
- 6. Finance & reimbursement

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¹¹ CEO Core Competencies with Task Examples can be found at https://cdn1.digitellinc.com/uploads/nachc/articles/02b4eec14768f9b882228e4f7ad6aa58.pdf.

- 7. Quality management
- 8. Health information technology
- 9. Legal & ethical issues
- 10. Advocacy
- 11. Resilience & joy in work
- 12. Leadership

Internal Team Readiness

It is important that the entire transition team — the board, the transition task force, the departing executive, and the senior management team — are clear about their roles in the process and ready to play their parts. If there is a CEO Succession Policy in place, roles may be defined in that policy. The transition team should be made aware of their roles according to that document.

- The Board. The board plays the driving role in the transition. In that regard, they must recognize that new leadership can be a turning point for the health center, and should not be rushed. The board should be clear and unified about their vision for the organization, and what that means for the executive profile. The board must:
 - Appoint a transition task force to address the search and selection process and oversee the transition.
 - Clarify the roles for the entire transition team.
 - Develop, through the transition task force, a plan to guide the search and transition.
 - Receive the task force's finalist recommendation and hire the new chief executive.

- Support the new CEO and proactively build a working relationship with them.
- Transition Task Force. The transition task force is an ad hoc workgroup whose purpose is to plan and oversee the entire executive transition including the search.
 - Size & structure. Typically, five members is about the right size. In some complicated situations more members may be needed but generally, smaller is more effective. In most cases, a board officer — ideally, an officer in the board's own line of succession to be the next board chair — should chair the task force.
 - Composition. Most of the task force members should be current board members. A good practice is to include past, present, and prospective board leadership. This ensures that the workgroup includes members with institutional history as well as a forward perspective.
 - Staff involvement. Having one or more senior staff members on the task force can bring an on-the-ground perspective to the planning and transition work.
 While staff can advise and support the CEO selection process, they should not be on the interview team. A board may opt to not include staff in the selection process at all, but seek staff input in other ways (see below under "Senior Management Team").

- Responsibilities. Typically, the task force has five responsibilities in its role to be the board's heads and hands on the transition:
 - 1. Overseeing communications
 - 2. Ensuring healthy closure with the departing chief executive
 - 3. Planning and managing the transition process
 - Planning and managing the chief executive search and hiring activities
 - 5. Ensuring a healthy start with the new chief executive

A sample charter for the task force can be found in Appendix 3: Sample Transition Task Force Charge. If there is a CEO Succession Policy in place, it should include information about the composition and duties of the transition 1. **Executive search consultants.** Search task force.

- · Departing Executive. The departing executive's focus should be on leading the organization and supporting the transition process. The departing executive can:
 - Prepare the organization to work effectively with the successor.
 - · Provide information to the board and task force to support research and plans for the transition.
 - · Participate in meet-and-greet sessions with the finalists. (Not for interview purposes but to help inform and educate the finalists.)
 - · Ensure a successful handoff to the new CEO.
- Senior Management Team. The board should clarify the level of involvement they'd like from the senior management team. Senior management can:
 - Participate in the early stages of transition planning.

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- Help get the organization ready to work effectively with the new executive and help to address legacy issues.
- · Facilitate internal communications.
- Participate in meet-and-greet sessions with finalists to aid in the candidates' assessment of the organization.
- Play key roles in onboarding the new executive — prepare briefing materials and help in the new CEO's orientation.

External Advisors

Executive transitions are complicated, time-consuming, and require a broad range of skills that fall outside of the domain of governance. For this reason, boards often choose to work with an executive search firm or other consultants. The three most common types of external guides include:

- firms that focus exclusively on helping to find a new chief executive. These advisors are generally not involved in the transition. The most common type is a retained search firm, which handles the entire search process from developing the position profile to arranging and managing the interview process.
- 2. Executive transition consultants. These consultants can also conduct the search or support the board in carrying out the search, but they also combine that with transition planning and management expertise to help the board manage the transition process.
- 3. Subject-matter experts. Some boards choose to work with subject-matter experts who are hired to work on discrete parts of the transition process, such as meeting facilitation, strategic planning, organizational assessment, or candidate vetting.

The decision on whether or not to use external advisors or what type may help the board/ task force will depend on an honest evalua-

tion of the transition task force's skills, capacity, time, and of course, the budget.

• Ensure the team — the board, transition task force, departing CEO, and senior

Task 2 Checklist

- Ensure the board's transition plan addresses organizational readiness – the health center is stable and ready for the new CEO.
- Make sure the CEO job is ready it is clearly understood, and has been recalibrated to meet the organization's current and future leadership needs.
- Ensure the team the board, transition task force, departing CEO, and senior managers – are ready for their role in the transition.
- Assess and decide whether a search firm or consulting support is needed and affordable.

Phase 2: Search & Select

Phase 2 is about putting into action the plans made during the *Prepare* phase (Phase 1), which involves three board tasks:

- Task 3: Ensure leadership continuity
- Task 4: Manage communications and ensure professional closure with the current CEO
- Task 5: Search for, select, and hire the new CEO

Task 3: Ensure Leadership Continuity

This task should focus on both board and chief executive leadership continuity.

Board Leadership Continuity

Consider how board member and officer terms (dates of service) might affect the transition process, including the onboarding and support phase. The incoming chief executive will need a strong board chair partner. Ideally, the board leaders involved in hiring the new executive will be in place to help the new CEO get started. Preferably, the board chair or incoming board chair who participates in hiring will work with the new executive during the onboarding stage.

If board terms mean that the board chair will end their term in the first 6 to 12 months of the new CEO's tenure, consider extending the chair's term. If that is not possible, another option is to make sure the officer in line for the chair role has a substantial role in the CEO transition process. For example, they can chair the transition task force.

Leadership Continuity

How to handle continuity for a change in chief executive leadership, depends on the incumbent's departure circumstances and timing.

If the incumbent plans to leave before the transition is complete because of a job offer or other circumstances, or the board is terminating or forcing out the executive, the board's first order of business is to appoint an acting or interim executive. If the departing executive is leaving on good terms, ideally, they will be available to provide a handoff and help onboard the acting/interim who succeeds them.

If the incumbent plans to work until their successor assumes the position, then the board should ideally involve the executive in the transition process. They should consider the balance between drawing on the incumbent's perspective and expertise, while not relying too heavily on them. Refer to "Task 2," Internal Team Readiness/Departing Executive for additional guidance.

If the board is opting for an "extended CEO transition," which includes a prolonged role for the exiting executive while the incoming chief executive begins their leadership role, it is important to consider how this strategy supports each executive, as well as overall organizational sustainability. 12 It works best when the successor is internal, and the following conditions are met:

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¹² Kunreuther, Frances, and Stephanie Clohesy. "The Long Goodbye: Advice, How-Tos and Cautionary Tales for Extended Leadership Exits." Building Movement Project, 2016. http://www.buildingmovement.org. Also see NACHC resources "CEO Succession and Transition: A Case Study on Extended CEO Transition at East Boston Neighborhood Health Center" (https://www.healthcenterinfo.org/details/?id=1850) and "Extended CEO Transitions & the Board's Role" (available at https://www.healthcenterinfo.org/details/?id=2101) for additional details and guidance on this type of transition.

- The former CEO has the ability and desire to remain engaged for an extended transition, and wants their successor to succeed
- · Both executives can let go of their "egos"
- Roles are clearly defined, and the exiting CEO understands their role is to advise, counsel, or consult (and not to serve as "co-CEO")
- The board must see clear value from the continued involvement of the outgoing leader and define a role for them that aligns with their interest and capabilities¹³

In cases of an "extended CEO transition," the board must work closely with the exiting and incoming executives to design the transition arrangement and oversee the extended CEO transition.14 There should be frequent checkins designed to ensure that the arrangement works and does not hamper the new CEO's leadership of the organization.

Working with an Acting or Interim CEO

If the board is terminating or forcing the resignation of the current chief executive, or if the CEO is leaving before the search for a successor can be completed, the board should appoint an acting or interim CEO. With a leader in place to "bridge" the transition, the board will have the breathing room for a more comprehensive approach to the search and transition.

Additionally, if the organization is struggling or the executive's departure has been particularly difficult, the board may need to create a "timeout" and call in an interim to help them sort-out and redirect the organization's situation.

Often, an organization needs an interim leader with capabilities that are quite different than what the board might want in the permanent executive. (See *Appendix 4* for a Sample Interim Executive Agreement).

Task 3 Checklist

- Recognize the importance of leadership continuity and avoid simultaneous turnover in the board chair and chief executive positions.
- If the departing CEO will be in place through the transition, be prepared to engage them, as appropriate.
- If necessary, appoint a temporary CEO to bridge a leadership gap.
- Remember that the departing executive or interim CEO is expected to prepare the organization to work effectively with the successor.
- If there is an overlap during transition, be cautious about ongoing roles for the departing executive vs. the incoming executive. Make sure the departing executive's work supports and does not burden the successor, and encourage both executives leave their "egos" behind.15

Task 4: Manage Communications and Ensure Professional Closure with the Current CEO

Good communication is a critical part of successful transitions. How the departure announcement is handled, how communications updates are provided along the way (or not), and how the successor's appointment is announced have an impact on the health center's stakeholders and reflect positively or negatively on the board's professionalism in its handling of both the search and the transition.

¹³ Tuomala, Jari, Donald Yeh, and Katie Smith Milway. "Making Founders Successions Work." Stanford Social Innovation Review. 2018.

¹⁴ Kunreuther, Frances, and Stephanie Clohesy. "The Long Goodbye: Advice, How-Tos and Cautionary Tales for Extended Leadership Exits." Building Movement Project, 2016. http://www.buildingmovement.org.

¹⁵ Kunreuther, Frances, and Stephanie Clohesy. "The Long Goodbye: Advice, How-Tos and Cautionary Tales for Extended Leadership Exits." Building Movement Project, 2016. http://www.buildingmovement.org.

Generally, there are four stages to the communications process:

- 1. **Pre-departure planning.** Behind-the-scenes discussions to prepare the departure announcement as part of the transition planning.
- Departure announcement. The announcement of the current executive's departure to internal and external stakeholders.
- 3. **Progress updates.** Regular communications to keep everyone, especially the staff, informed about the transition's progress.
- 4. **New chief executive introduction.** A set of communication actions to welcome the new leader and introduce them to the organization and community.

Appendix 5 includes a Sample Chief Executive Departure Announcement Worksheet.

Pre-Departure Planning

The communications process begins with behind-the-scenes planning before the departure is announced. Those involved usually include the departing chief executive, board officers, or the executive committee (if the board has this committee), and the board's transition task force, if one has been appointed. The communications plan does not have to be elaborate, but it needs to be carefully thought out. It usually has three elements:

- 1. **Audiences.** For most executive transitions, the audiences include the staff, collaboration partners, close-in stakeholders (such as funders), and the community or public.
- Messages. Messages about the transition

 core messages and talking points
 should be customized for different
 audiences.

3. **Vehicles.** How the messages are delivered. This can range from personalized, faceto-face meetings (or virtual meetings when in-person is not possible) with a key stakeholder, to impersonal vehicles, such as a social media and/or a media release aimed at informing the community. Your staff and key stakeholders should receive the high-touch, personalized treatment when it comes to announcing the departure.

Departure Announcement

The health center's key stakeholders – funders and collaboration partners – should hear about the transition early, directly, and not through the "grapevine." Communication at this level is not overly complicated. The necessary pieces are a departure announcement letter signed by the board chair, a media release, and a simple communications plan. For the plan, consider dividing your stakeholders into three groups:

- Those that need a phone call.
- Those that just need the letter.
- The rest who can read about it in the newsletter or through social media.

In planned transitions, the announcement process follows a sequence such as this: (1) senior management team; (2) staff; (3) key stakeholders; and (4) public. Usually, these announcements are made in rapid succession — all on the same day and generally within a time block of a few hours.

Progress Updates

As the transition unfolds, the board and transition task force should provide appropriate progress updates to the staff and possibly other critical stakeholders. These do not have to be detailed reports; instead, quick updates on what is happening and what is next is sufficient.

New Chief Executive Introduction

Introducing the new executive involves a sequence of actions and events. In addition to the announcement letter and a media release, a proper introduction also involves group meetings, face-to-face meetings, and possibly social events. For example:

- An all-staff meeting to introduce the new chief executive.
- Receptions or coffees with key stakeholders.
- Individual meetings with funders, major donors, and critical collaboration partners.

If using this toolkit during the COVID-19 pandemic, use safe "virtual" alternatives to in-person meetings and social events.

Health centers must also comply with the following requirement from Health Services and Resources (HRSA): "The health center must request prior approval from HRSA for a change in the key person specified in the *Health*Center Program award or Health Center Program look-alike designation." 16

Task 4 Checklist

- Recognize the importance of frequent and appropriate communications throughout the transition process for stakeholders – especially the staff. Avoid the risks of an information vacuum or being too opaque about the search progress.
- Carefully plan the departure announcement and the potential impact of this news on the staff.
- Ensure that a list of key stakeholders is gathered so the new executive can contact them soon after starting the job.

 Consider holding one or more appropriate celebratory events for the departing executive (virtual during the pandemic and in-person when safe to do so), and the incoming executive.

Task 5: Search for, Select, and Hire the New CEO

Before launching the search, the board and transition task force should have in-depth discussions about their understanding of the current and future leadership demands of the CEO job, and how those job demands should influence the mix of skills, experience, and leadership attributes they will seek in candidates for the position.

Typically, discussions about the CEO job description will take place as part of the job-readiness work in *Task 2*. At this point, if there is any uncertainty or disagreement among the task force members regarding candidate characteristics, then go back and revisit that section.

Develop the Profile and Search Plan

With clarity on desired CEO characteristics in mind, the next step is to prepare search support materials. These include a detailed position profile, a one-page job announcement, a compensation plan (or at least a freshly researched salary number¹⁷), a search plan, and a budget for the search and selection process. (If you are working with a retained search firm, they will develop these materials on the board's behalf.)

¹⁶ See HRSA Health Center Program Compliance Manual, Chapter 11: Key Management Staff (see https://bphc.hrsa.gov/programrequirements/compliancemanual/introduction.html).

¹⁷ For more information, please see NACHC's Governance Legal Brief 3: CEO and Senior Executive Compensation – Legal Considerations for Health Centers.

- Position profile. This three to five-page document covers the essential information about the position and the organization. In addition to what you would typically find in a job description, the profile includes an overview of the organization and an outline of the leadership opportunity. It is used for in-depth conversations with candidates, and as a tool to ensure everyone is on the "same page" about the nature of the job.
- Job announcement. This shorter document, typically one-page extracted from the position profile, is used to publicize the position and attract interest in the job.
- · Compensation plan. This behind-thescenes document outlines the board's approved salary range and benefits for the position. The compensation package, particularly the salary, should be well-researched to be competitive with comparable organizations and similar jobs. (The IRS requires a nonprofit to explain its CEO compensation rationale on its annual Form 990. The IRS further requires that compensation be set based on at least three comparables — comparisons with other organizations — among other conditions. For more information on compliance requirements, talk to your organization's auditor.18)
- Search plan. This document outlines the strategies for developing the candidate pool. It summarizes the essential search and selection activities and projected timetable for completion. The plan also includes a budget approved by the board to cover the anticipated costs related to the search and selection process, which typically include:
- Advertising Online postings and print advertising.
- Consulting fees Consultants whom the board or task force may plan to use.

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- Travel reimbursements When safe and appropriate, task force members' and candidates' travel to interviews, if offered.
- Meeting costs When safe and appropriate, space rental and refreshments for task force meetings and interviews when applicable.
- Relocation costs A contingency to cover relocation for a candidate from outside the area, if offered.

With the search materials and plans in place, the task force is ready to launch the recruitment effort. See *Appendix 6* for Sample Position Profile and Job Announcement Templates.

Recruit

The goal of recruitment is to develop a candidate pool filled with talented and diverse people who reflect the communities served by the health center.

A robust recruitment process employs a variety of tools to identify the best possible candidates, such as:

Proactive networking and outreach. Contacting individuals and leaders in the organization's network of professional contacts, trade groups, professional societies, funders, consultants and capacity builders, and anyone else that has relevant contacts within the health care field.

Reaching out to nominators with diverse networks. These are leaders who, because of their network, can nominate candidates who reflect the diversity the task force seeks.

Staff referrals. Encourage the staff, particularly the senior management team, to reach out to their networks.

¹⁸ For more information, please see NACHC's **Governance Legal Brief 3: CEO and Senior Executive Compensation – Legal Considerations for Health Centers**.

Web and social media. This might include employment websites that are specific to nonprofits and healthcare. The National Association of Community Health Centers and many state and regional Primary Care Associations also have job boards. Business social networking sites, such as LinkedIn, are also excellent tools for networking with prospective candidates and nominators.

Advertising. Ads in general-circulation newspapers, print or online, have limited value for this type of position. But health care publications can be useful resources to create awareness about the job opportunity.

Reaching passive candidates. This strategy focuses on a particular type of candidate. "Passive candidates" are people who are not active in the job market and not necessarily looking for a new position but may be enticed by the leadership opportunity once it is presented to them. Often, these are the best candidates. To reach them, start with the health center's networks. Who are the admired leaders who have been in their position for a while use a disposable address rather than a task and might be ready for a change? Who among them has reached a significant milestone for their organization or in their career and may be ready for a new, energizing challenge?

The most proactive tools, such as networking and proactive outreach, are usually the most effective.

Manage the Resumes

A crucial but mundane task is to manage the resumes and coordinate communication with candidates. If you are using a search firm, they will receive and manage the resumes on your behalf. If the task force is conducting the search itself, here are some recommendations:

Check your organization's personnel **policies.** The personnel policy likely contains guidelines regarding applications and resume management that the task force should follow.

Direct all resumes to one point of con-

tact. This is an ideal task for a detail-oriented person with the time to handle the follow-through and record-keeping. Their job is to check for new resumes regularly, send confirmation emails to the candidates, keep a log of the applicants, forward copies of the resumes to the task force members charged with the initial screening, and communicate with candidates as the search progresses.

Require electronic applications. Being able to email digital materials (as opposed to hard copies) makes life much easier for the task force and the resume point of contact.

Use a disposable email address. Unless the organization has a specific application email address or web portal, consider using a disposable email address for this project. Because this address will be widely circulated, it will be a magnet for spam. It is better to force members' personal or business email account.

Maintain solid records. Consider where to store a confidential archive of resumes and search records. The organization should maintain these records for at least two years (perhaps longer depending on state laws), in the event of an employment discrimination claim or another type of legal challenge.

Ensure confidentiality. Everything that a candidate submits is confidential, including the fact that a candidate has applied. Resumes, cover letters, and candidate names should not be shared with anyone outside the task force. Limit knowledge of the applicants to those people who definitively need to know — typically, only the members of the team involved in the hiring process.

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Communicate with the Candidates

Communication with candidates reflects the organization and its professionalism. While most candidates will not be considered by the task force, they are still potential stakeholders for the organization. All applicants should be treated with clarity and respect. Generally, two basic pieces of communication are required:

An application confirmation email. A simple message that confirms the receipt of an individual's application, and thanks them for their interest. It also lets them know the next steps. For example, that they will be contacted directly if they are invited to an interview; or expect to hear from the task force at the conclusion of the search.

A search conclusion email. All applicants,

except the finalists and other interviewees. should receive an email letting them know that the search has concluded. Again, this email can be fairly simple: "Thank you for your interest in the XYZ health center CEO position. I am writing to let you know that the search has concluded with the selection of another candidate. We greatly appreciate that you took the time to share your credentials with us, and we wish you the very best in your career endeavors."

Screen, Interview, and Select

Review resumes. As the candidate pool is developing, the first stage of the selection process is for one or more members of the task force to review the resumes, cover letters, and other materials and sort candidates into tiers based on their qualifications. The levels might look like this:

- Tier 1 Candidates who meet all the criteria.
 Their experience and qualifications are a close match with the job requirements.
- Tier 2 Candidates who meet most of the criteria. Their experience and qualifications are somewhat of a match.
- Tier 3 Candidates who do not meet the criteria. The experience and qualifications are not a match.

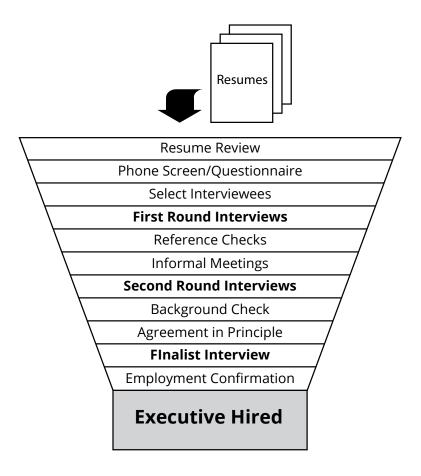


Figure 2 - Screening, Interviewing, and Selection Process

Conduct a phone screen/questionnaire.

The second stage in the screening process is usually a preliminary phone screening interview, or sometimes a candidate questionnaire with the candidates who have the top-tier resumes. This action allows a task force to gather additional information, such as salary expectations and answers to follow-up questions. This additional information can help determine which candidates to interview. See Appendix 7 for Sample Phone Screening Questions.

Select interviewees. In selecting the interviewees, the entire task force (excluding staff) should meet to make these important decisions. Working as a group helps the task force coalesce around the criteria, the candidates, and whether the strength of the pool is sufficient to proceed with interviews. Before the selection meeting, task force members should **Check references.** At least three and as many review the resumes and supporting information, weigh the candidates against criteria outlined in the position profile, and sort resumes into three groups:

- Recommend for an interview.
- Consider for an interview pending answers to some questions.
- · Not recommended for an interview.

The task force should identify at least five to six candidates that they are eager to interview. Short of that, the search should continue with an emphasis on building the field of top-level candidates as soon as possible.

Conduct first-round interviews. The goal of the first round of interviews is to get to know the person behind the resume — their abilities, interest in the position, and fit with the organization's culture. The task force should try to interview at least five to six candidates, depending on the depth of the pool. Usually, a 60-minute interview is sufficient. The result of this initial round should be at least two or

three candidates from whom the task force is eager to hear more.

It is ideal to cluster these first-round interviews together. Either schedule them all in one day or during several time blocks within a few days. If the interviews are spread out, the process can become disjointed, with task force members having a hard time remembering the merits of earlier candidates.

After the second-round interviewees have been selected, the task force chair should either call or send a letter to the first-round interviewees who will not be advancing. This outreach is to inform them of the decision and thank them for their participation. Appendix 8 contains a Sample Interview Agenda and Questions.

as six references who have direct knowledge of the applicant should be interviewed for each candidate. References should represent a range of individuals, such as someone who has supervised the candidate, someone the candidate has supervised, and a peer.

Most search firms also insist on going "off list," to talk with people who are knowledgeable about the candidate but whom the candidate did not name. The task force should take this approach with caution, and only after the candidate signs a release form authorizing it to do so. Make sure that off-list interviews are conducted with the appropriate degree of discretion. Appendix 9 contains Sample Reference Checking Questions.

Hold informal meetings. Some organizations find it useful to arrange informal meetings between the first and second round of interviews. These meetings might include a visit to the office or key facilities, a one-on-one meeting with the departing executive, meetings with staff or senior managers, or social time with board members not represented

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on the task force. Hiring a new chief executive This sort of exercise will bring a forward focus involves a two-way sale between the organizato the interview and set the stage for an tion and the candidate. These interactions can engaging dialogue about the dynamics that provide a useful information exchange.

These informal meetings should be carefully considered and orchestrated. Candidate's candidates as they concerns about confidentiality may have to be taken into consideration. It should be made clear that these informal meetings are about getting to know each other and the organization, but they are not to be considered interviews. Interviews are the domain of the task force and the board.

Conduct second-round interviews. The first round of interviews identifies candidates who are prepared to manage the organization. The job of the second interview is to yield a candidate who can manage and lead the organization. This should be someone who fits the organization's current and future leadership needs. This round of interviews is often longer, and the conversation is deeper. Consider allowing 90 minutes to two hours for each interview. The discussion should center mainly on the opportunities and challenges that the organization faces, and the candidates' abilities to help the organization capture those opportunities and meet those challenges. To elicit that type of dialogue, one strategy is to give the candidates an assignment to prepare. Here is an example:

Please be prepared to open the interview with some brief remarks (10 to 15 minutes) that give us your initial assessment of the strategic opportunities and challenges facing the organization and, equally important, help us understand how your experience and skill set will help you capture these opportunities and address these challenges.

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This sort of exercise will bring a forward focus to the interview and set the stage for an engaging dialogue about the dynamics that the organization faces both today and in the future. This exercise, coupled with the informal meetings mentioned earlier, can also help candidates as they conduct their due diligence on the organization.

After the second-round interviews, the task force should have at least one, preferably two, excellent choices to move forward: a preferred candidate and a stellar alternate.

Conduct pre-employment background

check. A pre-employment background check can be conducted after a finalist has been identified but before the board votes on the selection. It should include areas that are clearly warranted and required by the organization's personnel policies. Background checks are usually done by a firm that specializes in this area and has access to the appropriate databases. It is also suggested that a health center consult with qualified legal counsel about any requirements or restrictions on this process in the state in which the health center is based.

Negotiate an agreement in principle. In this last step, before the finalist goes to the board for review and ratification, the transition task force should negotiate the particulars of an employment offer and establish an agreement in principle. Essentially, all details are worked out with the candidate, but with the understanding that these negotiations are not an offer of employment. Only the board can extend an offer, and only after it considers the individual's candidacy. But it is essential to have the employment confirmation letter or contract negotiated and prepared in advance so it can be signed following the board's finalist interview and ratification meeting.

¹⁹ As part of this policy, centers check against the Office of the Inspector General's exclusion list – which lists individuals and entities excluded from Federally funded health care programs for various reasons such as a conviction for Medicaid or Medicare fraud – so as not to put the center's federal award at risk.

What information should be disclosed to candidates and when?

As the candidates move forward in your process, so should the level of disclosure. Most organizations have sufficient information on their website, so little else needs to be provided before the first round of interviews. Prior to the second interview, where candidates are expecting to do their own due diligence on the organization, you should provide sufficient background information. Here a list of the information you should consider providing:

1. General:

- a. Annual reports from two previous years (if published)
- b. Recent issues of the newsletters/journal, etc.
- c. Information about funders.
- d. Information about any existing or proposed formal relationships, coalitions, joint ventures, etc.
- 2. Governance, policies, and direction:
 - a. Strategic or business plan
 - b. Bylaws
 - c. Board list (with bios, if available)
 - d. Major policies that are relevant to the position, e.g., board governance policies, etc.

3. Financial:

- a. Last two audits (three if there are major fluctuations)
- b. Current year budget
- c. Most recent year-to-date financial statement
- d. Cash flow projection (if available)
- e. Data on membership or donor growth or decline

4. Quality:

- a. Quality data
- b. Uniform Data System (note: this is publicly available)
- 5. Personnel/Operations:
 - a. Personnel policies
 - b. Employee benefit schedule
 - c. Staff and board organization charts (if available)
 - d. Information about major operational contractors, e.g., external fundraisers, major service delivery contractors, etc.
 - e. Disclosure about any ongoing or proposed contracts (or other relationships) with the previous chief executive(s) or any current or past officers

Some organizations adopt a waitand-see attitude, preferring to wait until the candidates ask for information. This is a dangerous practice. One of the top reasons that executives leave prematurely is that they felt misled about the job. Put your cards on the table.

There are sensitive items that the board and task force will need to think carefully about when to disclose. In such cases, a Non-Disclosure Agreement (NDA) may be helpful to consider. Consult with legal counsel on this topic. These items might include:

- 1. Results of any recent or pending merger or acquisition discussions. This information usually is discussed in general terms during the first round of interviews. If a merger is pending, it can be discussed indepth before the final interview.
- 2. Disclosure of any pending lawsuits.
- 3. Disclosure of any pending or recent regulatory actions.
- 4. Disclosure of any pending or recent actions by the organization's sanctioning or accrediting bodies.

Certainly, those items should be discussed with the finalist before their interview with the board, preferably earlier as part of their due diligence research on the organization before the second-round interviews.

Finalist interview & board ratification.

The conclusion of the interview process is an interview and ratification vote by the board. This is both good practice and the Health Resource and Services Administration (HRSA) Health Center Program requires that the board approve the selection of the chief executive. ²⁰ Accordingly, the board's review of the candidate and its affirmative full-board vote to extend an employment offer are crucial.

Early in the transition process, the task force should confirm how many finalists the board wants to interview. In most cases, the task force's charge should be to bring a single finalist to the board. After the board ratifies the finalist and after the contract or employment confirmation letter or employment contract is signed, the task force chair should call other finalists to let them know the outcome and to thank them for their investment of time. Follow this conversation with a thoughtfully prepared regrets letter.

Employment confirmation. The final step in the search is to confirm the offer with an employment letter or contract negotiated at the "agreement in principle" stage. Have the legal counsel review any confirmation letter or draft the employment contract.

Wrap Up the Search

After the new executive has signed their employment letter and informed their current • employer, the task force should wrap up the search.

The task force chair should call other second-round interviewees to let them know the outcome and to thank them for their investment of time. Follow this conversation with a thoughtfully prepared regrets letter.

 Take down any remaining advertising and website posts.

- Send the search conclusion email to the applicants who were not interviewed.
- Announce the new CEO's appointment as outlined under *Task 4*.

Task 5 Checklist

- Before launching the search, make sure the board and task force agrees to the current and future leadership demands of the CEO job and the requisite mix of skills, experience, and leadership attributes being sought in candidates for the position.
- Develop appropriate materials before launching the search, including the position profile, job announcement, compensation plan, search plan, and budget.
- Recruit a deep and diverse candidate pool.
 Make sure there is diversity in the referral sources, and seek passive candidates.
- Create a system for managing resumes and communicating with candidates.
- Have a robust process to screen and interview candidates and to select finalists.
- Conduct multiple rounds of interviews.
- Check candidate references, and contract for a pre-employment background check.
- Be candid with candidates about the organization's circumstances and dynamics of the transition.
- Do not settle for a candidate who lacks the appropriate skills and qualifications because the search has become exhausting or a top candidate has spurned your offer.
- Wrap-up the search with an appropriate announcement of the appointment and communicate this result with the other applicants.

See Health Services and Resources Administration (HRSA) Health Center Program Compliance Manual, Chapter 19: Board Authority at https://bphc.hrsa.gov/programrequirements/compliancemanual/index.html.

How should we handle internal candidates?

Hiring internal candidates is common among nonprofits. The transition task force should establish a clear guideline about how they intend to handle internal candidates. Most organizations encourage internal candidates to apply but put them through the same screening and interview process as any other

candidate. Doing so assures that there is fairness to the process, and that the task force is working from direct information gathered during the selection process rather than assumptions based on prior experience. You may be surprised at what you find when you interview someone you thought you knew or

conduct reference checks with their previous employer (assuming they are not a long-term employee with the organization).

A board may already have established a philosophy about how to handle internal candidates as part of a CEO Succession Policy.

How can we ensure diversity in our candidate pool?

Begin with the recognition that the task force can't recommend, and the board can't hire, a candidate that is not in the pool of candidates. Set a goal to have diversity

in your interview pool and stick to it. Second, seek out diversity in the people who provide recommendations – your candidate nominators. That could be diverse leaders within

your networks and allied organizations, or heads of organizations that represent diverse leaders.

How do we minimize staff turnover during a CEO transition?

It is important for boards to understand that key senior staff may turnover during the CEO transition. This can occur when an in-house applicant is not selected or when a new CEO wants to

bring their own team or key leaders. Chemistry and "fit" may also affect whether key senior leaders want to stay or go.

Phase 3: Onboard & Support

Now that the new executive has been hired, everyone is probably eager to get back to "business as usual." But there is still a final and essential phase of the transition work to be done — onboard and support the new chief executive. The actions in this phase build on and leverage the work from the previous phases and help ensure a successful transition.

Task 6: Onboard and Support the New CEO

The objective of this final stage in the transition process is to help the new CEO become assimilated into the organization so they can fully occupy the CEO role and start to hit their leadership stride.

Onboarding refers to a process of orientation, familiarization, adjustment, and relationship-building as the new executive joins the organization, settles into the role, and begins to take charge. It involves both education and socialization. As the CEO learns about and adjusts to the values and particulars of the organization, the management team, board, staff, and stakeholders learn to adapt to the new executive's leadership and operating style.

Support refers to the ways the board and staff work to develop an effective partnership with the new executive and help them move through the stages of the "taking-charge process" (outlined below). It also might include coaching by outside peers or an executive coach. Many new CEOs coming into the position have not held that role before. Thus, the reality of having full responsibility for the success or failure of an entire organization

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will be new to them. Moreover, reporting to a board is also new territory for many.

CEOs frequently report how lonely it is at the top. Having an external sounding board and an experienced mentor can go a long way to help the executive navigate this new role, responsibilities, and challenges. Many of these things may be outside of their previous realm of experience. Seeking executive or peer coaching should not be seen as a sign of weakness. Instead, it is a smart business practice that can help the new CEO hit their stride faster. The board should support the executive's decision to seek coaching.

Understand the Taking-Charge Process

While the bulk of the onboarding work is completed within the first 90 days or so of the new chief executive's tenure, it is part of a more extensive "taking-charge" process that the executive will go through. It often takes one year or one entire budget cycle for them to settle into the role completely.

In studies involving new leaders in a wide variety of settings, John Gabarro of The Harvard Business School identified five phases leaders move through when taking on a new role. Each phase is driven by the executive's learning process rather than a strict timetable.²¹

 Entry or taking hold. This phase encompasses the first few months of the new chief executive's tenure. It involves his/ her introduction and orientation as well as relationship-building with staff, board, funders, and constituents.

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²¹ Gabarro, J.J. (2007). When a new manager takes charge. Harvard Business Review, 85(1). This publication is considered a seminal work.

- Immersion. With early learning out of the way, the executive begins to manage the organization in a more informed fashion. Learning continues, but usually at a less frenetic pace. During this phase, the executive often begins the planning process – significant strategic or business planning – that is implemented during the Reshaping phase that follows.
- Reshaping. This phase often involves the implementation of the planning work done during the *Immersion* phase. This is the phase when many of the changes made by the new chief executive are introduced.
- Consolidation. This phase includes followthrough on the work done in the *Reshaping* phase and addressing any unintended consequences.
- Refinement. The final phase of the takingcharge process. The executive is no longer considered new, and the job is no longer new to the executive. The pace of change often slows down and involves mostly the refinement of operations and exploration of new opportunities for the organization.

Key Onboarding Actions

With the taking-charge process as context, here are the key onboarding actions:

- Introduce the new chief executive.
- · Provide a thorough orientation.
- Arrange relationship handoff and relationship-building meetings with stakeholders.
- Intentionally build the board-executive partnership.

The "in-between" time after the new executive has been identified but before their start date, is a perfect time to refine the onboarding plan and solicit the new CEO's input.

Introduce the New Executive

Make sure the new executive is appropriately introduced to the health center, the community, and the key stakeholders. This might

involve events, formal and informal meetings, and so forth. The goal is to make sure that those who need to know are aware that there has been a leadership change, and the groundwork has been laid for relationship building. The departing executive or the board chair introducing the new CEO at an all-staff meeting is a good start.

Provide a Thorough Orientation

A thorough orientation is one that helps the executive establish a 360° view of the organization. Some of this content may have been previously covered in the interviews, but it is time to dig much deeper. Here are the potential topics:

- History and background. What are the major events that have shaped the organization and its culture?
- Patients, programs, and services.
 Review services, program offerings, service locations, referral sources, etc. Who is served, with what services, and to what end, or with what outcome?
- Strategic direction and plan. Review the organization's strategic plan. Who was involved in developing the plan, and how? How deeply was the board involved? What role did the senior management team play? Is there buy-in among board and staff? Is the plan still relevant to today's environment?
- Financial review. Provide an in-depth look at revenue, expenses, and margins. What is the current financial status? How is the budget developed, and by whom? How are finances managed, and what is the reporting and accountability structure? Is the organization experiencing any financial issues that were not discussed in the interviews?
- Legal review. Does the organization face any legal issues that have not already been discussed?

- Clinical Quality. What does the clinical quality data look like? Are there areas of challenge?
- Business model and funding outlook.

 What is the organization's current
 business model? What are the strengths
 and weaknesses of the business model
 and funding outlook? What is the current
 revenue mix? What is the projected
 longevity of the existing revenue streams?
- Governance. Have a dialogue about board issues and the status of board development. Does the organization have the right board to meet its current and future governance needs? If not, is there a plan and agreement to assess and act on this? Do board members recognize the need for change?
- Staffing. Are there critical staff vacancies?
 What are the current and emerging human resource issues? What is the organization's approach to personnel review, and are the reviews current?
- Other. Address other topics that aren't on the above list. Facilities? Systems? Information technology?

Who should be involved in facilitating the orientation? The departing executive, members of the senior management team, department heads, board officers and/or chairs of appropriate committees should be involved. Within reason, involve anyone who has information or perspective that is important for the new CEO to hear at the outset. Prioritize the briefings – cover the most important topics and items first. Be mindful of the executive's ability to absorb and retain.

Arrange Relationship Handoff and Relationship-Building Meetings with Stakeholders

For the highest value stakeholders, such as key funders, collaboration partners, and the like, consider conducting "handoff" meetings where the departing executive and successor both meet with the stakeholder "to pass the relationship baton." Others might be one-onone meetings or phone calls between the new executive and the constituent. An obvious but essential point is that the departing executive and senior management team have taken the time to prepare this list of critical stakeholders and have included it in the onboarding plan.

Intentionally Build the Board-Executive Partnership

The board chair should make sure the board and executive build a working relationship early in the new CEO's tenure by clarifying critical aspects of that partnership – goals, roles, expectations, and performance measures – through an intentional process.

- Goals. What are the 3 to 6 top priorities
 that the board and executive should tackle
 together in the executive's first year? If the
 executive steps into the role during a crisis,
 or when the health center is experiencing
 poor performance (defined in Phase I),
 there may be fewer initial goals.
- Roles. During the search, the board should have gotten very clear about the executive's role going forward. Now is the time to take a step back and ask how the board might want to govern differently with a new executive in place. How might the board's role or stance shift?²²

Depending on the nature of the transition, a board may intensify its CEO oversight during the transition process and, at times, boards may also cross the line into operations. If this happens, many boards find it helpful to have a refresher training on appropriate board roles and responsibilities after the new CEO begins in the role. Visit the Health Center Resource Clearinghouse (*www.healthcenterinfo.org*) for various resource guides, online modules, and videos by NACHC and other organizations that can be used for board training on board roles and responsibilities.

- Expectations. Have an explicit conversation about expectations – expectations the board has for the executive and that the executive has for the board.
- Performance measures. How does the board intend to monitor performance? How will they evaluate the executive? What are the specific measures and timetable?

Task 6 Checklist

- Do not skip the onboarding stage.
 Recognize that it is a critical process of education and socialization necessary to launch the new executive well.
- Make sure that the executive is appropriately introduced to the organization and its stakeholders.
- Provide a thorough orientation that involves a handoff by the departing executive, briefings by the management team, and involvement of appropriate board members and committee chairs.
- Ensure that the new executive has time and support to meet and develop relationships with the critical stakeholders early in their tenure. Make sure there is a prioritized list of critical stakeholders.

- Proactively build the board-executive partnership. Understand that the success of that relationship hinges on clear goals, clear-cut roles and responsibilities, explicit mutual expectations, and a performance monitoring and evaluation process.
- Thank the task force for their efforts and stop all task force activities.

Conclusion

At this point, the whole process may seem a bit daunting. A lot of information has been presented in this toolkit, but if you look at the sample transition plan in *Appendix 1*, you'll see that the entire transition process involves a relatively few, but critical, key action steps. A chief executive transition is nothing more than a multistage project. And like any other project, it can be managed, and managed effectively.

Appendices

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Appendix 1: Sample Transition Plan Outline

The following sample plan summarizes the most essential action steps recommended for **= Transition Consultant.** a successful chief executive transition:

- The Core Checklist covers actions to support three phases of the transition.
- The Consulting Needs Checklist addresses additional items to consider when hiring a search firm or external consulting support.
- The Interim/Acting Executive Appointment Checklist proposes activities involved in appointing a temporary CEO.

While the board or task force is responsible for completing all transition tasks and action steps, an executive search firm or transition consultant may arrange or carry-out many of these steps, if such outside counsel is engaged. Those steps are identified with the following symbols: [SF] = Search Firm and [TC]

The Core Checklist

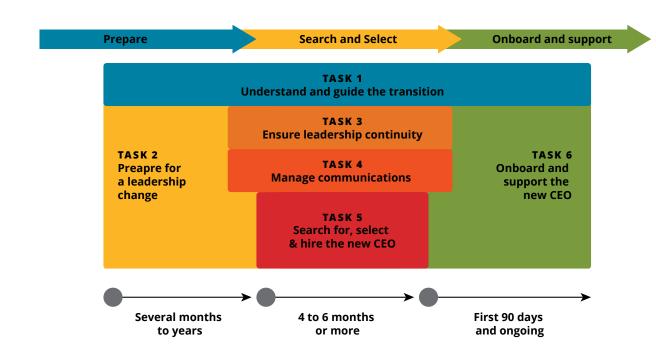
Phase 1: Prepare

The tasks of first understanding and guiding the transition, then preparing for a leadership change are not necessarily linear in process. The activities outlined here can be handled in any order. For example, "stabilize the organization" would move up the list if the board faces a messy chief executive departure.

Events & Action Steps

The CEO departs.

 Planned – The chief executive tells the board about their decision to leave and possible timetable.



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 Unplanned – There has been a death or abrupt permanent departure. Or there has been a grave action that resulted in an immediate termination.

The board consults the succession policy and backup plan.²³

- If there is a succession policy and backup plan for the chief executive position, the board uses this to consider next steps.
- If there is no policy or plan, the board tasks the transition task force with developing these critical documents.

The board assesses the situation.

- Does the board need a crisis communication plan?
- Does it need to issue an immediate statement to stakeholders (for example, in the event of the incumbent's death, a scandal, or other immediate termination)?

The board ensures leadership continuity.

- The board assesses whether it has enough
 time to complete the search for a successor
 before the current executive departs (at
 least four to six months).
- If not, the board considers appointing an interim or acting chief executive. (See the Interim/Acting Checklist below.)

The board asks and answers various bold questions.

- Should the organization continue? or Should it continue in its current form?
- The board decides whether to proceed with the CEO transition, or a merger, restructuring, or shutdown.

The board appoints a transition task force.

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 A five member transition task force is appointed. Ideally it is led by past, present, and future board leaders and augmented with senior staff members. The board clarifies the task force's charge and responsibilities. (See Appendix 3: Sample Transition Task Force Charge)

The transition task force gets organized.

- The task force chair:
 - · Convenes an organizing meeting.
 - Ensures that members understand the task force must manage the entire transition, not just focus on the search.
 - Encourages all members to read the National Association of Community Health Center's Navigating CEO Transitions: A Toolkit for Health Center Boards (i.e., this toolkit).
 - Determines the need for staff support or for staff to augment the task force. (If staff are included, a subset of the task force board members should be designated as the interview team.)

The task force and board make an initial assessment of the organization's readiness:

- Is it struggling, stable, or flourishing?
- What is the transition type? (1) High performing? (2) Underperforming? (3) Turnaround? (4) Hard-to-follow chief executive? (5) Messy departure? (6) Internal promotion without a search? (7) First hire?
- Based on this initial assessment (see *Task* 1), the task force plans accordingly.

If necessary, the task force acts to stabilize the organization.

- If the organization is struggling or the departure is messy, stabilize the organization first.
 - Appoint acting or interim executive leadership if needed. (This is done by the full board.)
 - Attend to staff and stakeholder concerns.
 - Identify immediate issues and uncertainties to be addressed.

²³ For information on CEO Succession Planning, see NACHC's CEO Succession: A Toolkit for Health Center Boards.

 Address any big questions about the organization's viability, condition, finances etc. before planning next steps for the transition.

Determine consulting support needs.

 The board and the transition task force should decide whether or not an executive search firm, executive transition consultant, or other consulting support is needed. (See the checklist below.)

The task force develops the departure announcement plan and the board chair makes the announcement.

- Determine the best time to announce the departure in coordination with the departing CEO and the board chair.
 - Must it be immediate, or can it wait and be concurrent with the executive search announcement? Is there another factor driving the timing?
- Develop communication materials: typically, an announcement letter from the board chair, a media and social media release, possibly some talking points, and a modest communications plan that clarifies who is authorized to speak on behalf of the organization about the transition.
- · Implement the plan.

The task force conducts a deeper organizational review or assessment, or contracts with an external consultant to prepare one. (See *Appendix 2*: *Sample Organizational Sustainability Assessment Questionnaire* for an example.) [TC] The assessment should answer questions such as:

- Are there legacy issues that should be addressed before hiring a new chief executive?
- What opportunities and challenges are on the horizon?
- Is the organization facing a major pivot

 high, low, or no growth? Downsizing?

 Disruption in its market? A major change in strategic direction?

The task force reviews the strategic plan for guidance about the role of the incoming executive. **[SF] [TC]**

Does the organization have a clear direction for at least the next two to three years?

- Based on the plan, can the task force identify 3 to 6 priority actions for the first 12 to 18 months of the new chief executive's tenure?
- If answers to these questions are not clear, the task force should convene a board discussion about strategic direction and priorities for the new CEO.

The task force develops the transition plan, that includes: **[TC]**

 Legacy issues or other issues identified in the organizational assessment, and any issues where the solutions will carry into the new executive's tenure. (Issues should be disclosed to candidates during interviews.)

The task force makes sure the chief executive job is ready. **[SF] [TC]**

- The chief executive's job description is unpacked, refitted, recalibrated, and redrafted to address the current and future demands of the job.
 - The task force understands the job in practice, not just on paper.
 - Responsibilities have been brought up-to-date, emerging and future responsibilities are incorporated, a revised job description has been drafted.

Develop search collaterals. [SF] [TC]

- Draft a position profile based on the new job description.
- Prepare a one-page job announcement.
- Create a search plan and budget.

The task force engages the board. [SF] [TC]

- Hold an extended board meeting (potentially a retreat) for in-depth discussions about the following:
 - Results of the organizational assessment and how it influences the job description and position profile.
 - An upgraded position profile plus a description of candidate attributes that align with organizational and board priorities.
 - Transition plan to address legacy issues including those that will into the new executive's tenure.

Prepare to launch the search. [SF] [TC]

- Finalize search support materials.
- The task force and board get ready to launch the search.

Phase 2: Search and Select

Searching for, selecting, and hiring the new CEO is only part of the organizational prep work necessary to ensure the health center is ready to work effectively with a new CEO. This phase includes preparing for the final transition: onboarding the new CEO.

The transition task force is responsible for ensuring the completion of these activities, but some – with the designation **[SF] [TC]** – may be delegated to the search firm or transition consultant.

Events & Action Steps

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The task force clarifies the search plan. **[SF] [TC]**

- Review the search plan to ensure that everyone involved is clear about:
 - Who is responsible for advertising and phone/email outreach to nominators and prospective candidates.
 - · Who serves on the interview team.
 - Number and type of interviews.
 - Role of the departing executive and senior management team in support of the recruitment and interview process.

- The board's role in reviewing and selecting the finalist.
- Particulars of the hiring process: employment letter or contract, who negotiates, and so on.

Manage the resumes. [SF] [TC]

- Set up a resume management system.
- Clarify who is responsible for reviewing the resumes and what criteria will be used.

Develop the candidate pool. Identify and engage prospective candidates and candidate nominators. **[SF] [TC]**

- Solicit suggestions from the departing executive and senior managers.
- Reach-out to nonprofit leaders in the community.
- Make phone calls and send emails and follow-up.
- · Focus on diversity.

Place advertising. [SF] [TC]

Develop and place advertising.

Screen candidates. [SF] [TC]

- · Screen resumes on an ongoing basis.
- Group candidates in tiers based on qualifications.
- Develop phone screening questions or candidate questionnaire.
- Make phone calls or send candidate questionnaire.

The task force provides regular updates on the search.

- Provide regular progress reports to the board.
- Keep staff appropriately informed (usually in a general way).

Identify interviewees. [SF] [TC]

- Forward resumes and supporting information for top-level candidates, including phone screening notes or completed questionnaires, to the transition task force (or interview team).
- Ask the task force or team members to review each candidate's information. Sort them into A-B-C groups.
- Hold a resume review meeting and select the interviewees.
- Determine if you are ready to proceed with interviews.
- Discuss the interview schedule and potential questions.

Task force conducts first-round interviews. **[SF] [TC]**

- Schedule the first round of interviews, ideally over one day or over partial days in immediate succession.
- Select semifinalists (the candidates invited back for second interviews).

Give semifinalists an assignment. [SF] [TC]

 Ask semifinalists to prepare brief presentations for the second interview.

Schedule and conduct informal meetings. **[SF] [TC]**

- Invite semifinalists to meet with the departing executive, senior management team members, and, potentially, board members who are not involved in the interviews.
- Explain to staff and board participants that they are not making the selection or directing the task force. Their role is informational to the candidates, and advisory to the task force or interview team.
- Allow plenty of time for candidates to ask questions so they can develop a fuller understanding of the organization before the next round of interviews.

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Check references. [SF] [TC]

Interview the semifinalists' references.

Task force conducts second-round interviews and selects a finalist(s). [SF] [TC]

- Conduct forward-focused interviews with the semifinalists.
- Rank the potential finalists for the board's consideration.

Secure background check. [SF] [TC]

 If required or desired, secure a preemployment background check on the finalist.

Negotiate an agreement in principle.

 The agreement in principle is subject to board ratification (and a clear background check if required).

The board interviews the finalist and holds a ratification vote.

- Schedule a board meeting to interview the finalist.
- The board votes on the selection (finalist should not be present for this vote).

The task force announces the appointment. (Usually, the board chair is assigned to make the announcement.)

- Prepare an announcement plan and materials: letter from the board chair, media release, social media, talking points, and announcement plan.
- · Notify HRSA.
- · Implement the plan.

Prepare for the onboarding and support phase.

- Prepare an onboarding plan for the new executive.
- Plan the overlap between departing and incoming executives.
- Ensure that the departing executive has prepared a handoff plan.
- Engage the CEO-elect in the planning.

Ensure closure and recognition (as appropriate).

- Ensure that the departing executive has appropriate closure — with the board and its committees, with staff, and possibly through some form of public ceremony.
- Consider providing formal recognition for the departing executive.

Phase 3: Onboard and Support

This phase is all about making sure the new executive is appropriately introduced to the organization and community and provided with a thorough orientation process. This stage is also designed to establish early, rapid, and effective relationship-building between the new CEO, the staff, the board, and critical stakeholders.

Events & Action Steps

The task force arranges plans to welcome and orient the new chief executive.

- Plan appropriate welcome activities for the first day on the job.
- Ensure that incoming and departing executives discuss their handoff plan.
- Provide a solid orientation for the new executive with:
 - Briefings by the departing executive.
 - Briefings by the members of the senior management team and board members.
 - · Site visits.

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The task force, usually through the departing executive, should arrange a series of relationship-building meetings with:

- All key staff, possibly in an all-staff meeting during new CEO's first week on the job.
- Top stakeholders, possibly joint meetings including the outgoing executive.
- Each board member, by phone or in person, ideally within the first 10 days and certainly within the first 30 days.

Early in the new executive tenure, the board chair and new CEO should work together to:

- Proactively build the board-executive working partnership. Clarify goals, roles, expectations, and performance measures.
- Agree on a schedule of check in conversations.
- Clarify how performance will be monitored and evaluated.

As its final official act, the task force should make sure the organization has a succession policy and a backup plan covering the chief executive position.²⁴

Wrap-up.

 Wrap-up the transition task force's work and disband.

The Consulting Needs Checklist

As a supplement to the core transition checklist, this checklist helps the task force clarify its and the board's consulting needs. Unless otherwise noted, all actions are the responsibility of the transition task force.

Events & Action Steps

Identify the type of consulting support needed, if any.

Transition consultants typically manage the entire process, including the executive search.

- Executive search firms typically address just the executive search – preparing the search materials, developing the candidate pool, screening candidates, and arranging the interviews.
- Specialty consultants help with specific needs, such as meeting facilitation or organizational assessments.

Identify and hire the consultant(s).

- Clarify the consultant selection criteria, which might include:
 - Health center experience

24 For information on CEO Succession Planning, see NACHC's CEO Succession: A Toolkit for Health Center Boards.

- Experience with national or regional searches
- · Experience in health care
- Other criteria specific to the organization
- Define the scope of work.
- Develop and circulate a request for proposals (RFP).
- Interview firms and make the selection using the criteria.
- Make sure the board or transition task force and the prospective consultants have a mutual understanding of what transition means and, more important, what portion of the transition work the consultant or firm will provide. The task force will need to fill in the rest of the work plan.

Adjust the transition work plan if hiring a search firm.

- Make sure the search firm understands how it fits into an overall executive transition process.
- Clarify the respective roles of the search firm and the transition task force to make sure all the transition work is covered.
- Prepare the task force to do some of the essential prep work — such as the organizational and strategic plan reviews — and the onboarding and support stage work.
- In the *Prepare* stage:
 - Typically, the search firm prepares the search collateral materials.
- In the Search and Selection stage:
 - Usually, the search firm provides services related to finding candidates, prescreening them, setting an interview process, scheduling interviews, and preparing for board confirmation of a finalist.
- In the **Onboarding and Support** stage:
 - Typically, search firms do not provide services at this stage.

Adjust the transition work plan if hiring a transition consultant.

 Compare the Core Executive Transition Checklist with the consultant's scope of services. Discuss and confirm with the consultant what is and is not covered.

The Interim/Acting Executive Appointment Checklist

The organization may need a temporary CEO to bridge a leadership gap between leaders. An acting or interim executive can provide the board with breathing room to conduct a more thorough search and transition process. In addition to the Core Checklist above, this supplemental checklist outlines additional steps toward appointing a temporary CEO.

Events & Action Steps

The board clarifies temporary leadership needs.

- Identify the organization's critical needs for an acting or interim executive:
 - Focus on priorities to accomplish during the interim period.
 - Consider the scope and magnitude of legacy issues to be addressed, along with any cleanup work.
 - Define the critical responsibilities for sustaining day-to-day operations.
 - Specify the projected duration of the assignment.
- Recognizes that the organization's temporary leadership requirements may differ from its long-term needs.

The board consults the succession policy and backup plan for guidance on the appointment.

 If there is no policy or plan, the board puts the development of these critical documents on the transition task force's work plan. That work can begin after the new executive is hired.

The board assesses internal capacity.

- If there is no designated backup, the board assesses internal capacity to cover the acting role and meet identified needs.
- In the assessment, the board should not confuse familiarity with capability when considering who can provide solid leadership during the interim. The acting leadership role may be quite challenging depending on the condition of the organization and the outgoing executive's departure circumstances.

If there is not an appropriate staff person to step into the acting role, the board identifies and selects an external interim executive. To do that, the board should clarify and prioritize its selection criteria:

- Prior CEO experience, with prior interim experience a big plus.
- Experience in addressing the types of legacy or transition issues that the organization may be facing, especially if cleanup work is needed.
- A consultative personality to bridge and help prepare the organization for the new chief executive (not to implement the interim's vision).
- A confident presence to reassure staff in what can be a high-anxiety experience, especially if the chief executive's departure was messy.
- A flexible schedule.

To find the right interim candidate, the board or task force should:

- Define the scope of work.
- Develop and circulate a request for proposals (RFP).
- Interview candidates, and make the selection using the criteria.

The task force should onboard and support the acting or interim with:

- A thorough orientation to the organization.
- Introductions to the board, staff, and key stakeholders.
- Frequent check-ins between the acting or interim CEO and the board chair (or transition task force chair).

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Appendix 2: Sample Organizational Sustainability Assessment Questionnaire

INSTRUCTIONS:

- In column A: For each statement, indicate whether the statement is completely true (Yes), somewhat true (Somewhat), not at all true (No), or you don't know (Don't Know).
- **In column C:** Note any action items (areas of concern or weakness) to address.
- Gather input: Gather board and management team input and compare notes.
- Take action: Agree on the action items.
 Use to inform the CEO transition. As appropriate, assign responsibilities for taking agreed-on actions. Put them on the calendar for follow-up.

A. YOUR
ASSESSMENT
Please answer
below with "Yes,"
"Somewhat," "No"
or "Don't Know"

B. SUSTAINABILITY FACTOR/CRITERIA

C. ACTION ITEMS

1. STRATEGY/STRATEGIC PLAN

We have a written plan that defines our health center's future direction and major goals for the next several years.

Our mission is current and relevant. We have a clearly articulated vision that expresses the effect that our services/products have on the community. Our overarching goals are clear, and we have a sound strategy to pursue them.

Our board had a strong role in developing our vision, goals, and strategies. Our board, CEO, and executive team are aligned with critical aspect of our plan.

Progress toward our goals is frequently reviewed by the management team and periodically by the board.

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2. BUSINESS MODEL* (SEE DEFINITION BELOW)

Our business model* has had several years in practice.

Our services/products are needed by clients and valued by funders.

3. BOARD AND BOARD LEADERSHIP

Our board is a high-value asset to the organization. It is well suited to our organization's current and future governance needs. It has the right composition and structure, and its members are working together well.

We have the right board leadership in place.

Our board is effectively performing its roles.

Our board is independent but working in partnership with the chief executive – it's not a "rubber stamp," "micromanaging," nor a "loose cannon" board.

4. EXECUTIVE LEADERSHIP TEAM

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Our executive leadership team fits the current and near-term leadership needs of the health center. There are no holes and no weak links on the team. We have the right structure in place, and the team is working together well.

5. RESOURCES, SYSTEMS, POLICIES & WORK PROCESSES

Operating Reserves. We have a reasonable level of operating reserves.

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Revenue Outlook. Our revenue streams have some longevity. (Most of them will continue beyond the current year's budget or current grant cycle.)

Revenue Diversity. Our revenue streams are appropriately diverse.

Financial Assets. Our financial assets (cash, cash equivalents, stocks, etc.) are invested well and appropriately sheltered from risk.

Physical Assets. We have the necessary physical assets (property, buildings, equipment, etc.) in place.

Reputational Capital. Our organization has a strong, positive brand and enjoys a high degree of visibility in our market/community.

Social Connections. Our organization is well connected with the influencers and decision-makers who are important for our field.

Systems, Policies, and Processes. We have the systems, policies, and work processes in place to deliver quality services/products, and the business functions in place to support our programs well.

Collaborator/Referral Network. We have the appropriate collaborators/referral sources in place.

Stewardship. All of our assets – soft assets (reputation, social, capabilities, systems, and capacity) and hard assets (fiscal and physical) are stewarded well.

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6. ORGANIZATIONAL CULTURE** & OPERATING CLIMATE*** (SEE DEFINITIONS BELOW)

Resilient. Few things trip us up and we bounce back easily.

Adaptive. We readily change to adapt to new realities.

Engaged. Our people are absorbed by and enthusiastic about their work.

Aligned. For the most part, our people have a shared sense of purpose, values, vision, and goals. We have healthy differences and debates, and they serve to strengthen us.

Energized. Our people are in action, actively pursuing a shared vision. They persevere when confronted by obstacles and setbacks.

Proactive communications. The values and impact of the organization are widely understood by the board, staff, and volunteers.

Operating Climate. Our operating climate is stable and positive.

DEFINITIONS

*Business Model — At the most elemental level, a business model is a logic model that describes an exchange of value – the value an organization creates and how it gets paid for creating that value. Some consider the business model a component of the organizational strategy. It's an of an organization. It's shaped by culture area where many nonprofits are most vulnerable. v

**Organizational culture is the set of deep-seat- level of team cohesiveness, etc. ed (often unconscious) assumptions, values, and beliefs that shape how the organization

and individuals within it behave. It's the operating system that guides how the organization works — ingrained behaviors that are difficult to change.

***Operating climate is the day-to-day mood but also influenced by management actions and communications, current events, the cyclical nature of the business, the

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Appendix 3: Sample Transition Task Force Charge

CHARGE: The Transition Task Force is an ad hoc workgroup charged with planning and overseeing the entire chief executive transition process.

APPOINTMENT DURATION: The Task Force shall serve from the time it is appointed by the Board, through the time the onboarding process is complete for the new chief executive.

MEMBERS:

- Member #1 Chair:
- Member #2
- Member #3
- Member #4
- Member #5

STAFF INVOLVEMENT: As determined by the Task Force, select staff members may be invited to serve in an ex officio role to assist the Task Force in planning the transition, preparing the organization to work effectively with the new CEO, and assisting with the onboarding process. Staff members shall not take part in interviews conducted by the Task Force for chief executive candidates.

KEY RESPONSIBILITIES: The Task Force is the board's heads-and-hands partner for steering the organization through the "three phases" of executive transition, and the completion of the board's "six tasks."

 Task 1 — Understand and guide the transition. Ensure that the board understands the particulars of the organization's transition through appropriate exploration and assessments.

- Task 2 Prepare for a leadership change. Develop an overall plan for the transition and make sure the entire team is ready: the board, the departing chief executive, the senior management team, and the Task Force itself. Ensure team members are clear about their roles and responsibilities for the transition. Engage appropriate outside counsel as needed, e.g., executive transition consultant, search firm, specialty consultants to assist in resolving legacy issues, etc.
- Task 3 Ensure leadership continuity.

 Ensure there is appropriate executive leadership in place throughout the transition. Define the role and involvement of the departing chief executive or engages an acting or interim executive if necessary. Make sure that there is a thoughtful handoff process from the current executive [whether temporary or permanent] to the successor.
- Task 4 Manage communications and ensure professional closure with the current executive. Make sure there is an appropriate announcement of the current executive's departure, frequent stakeholder communications during the transition process, and a proper introduction of the successor. Also make sure there is positive closure with the departing executive when possible.
- Task 5 Search for, select, and hire the new chief executive. Ensure there is a robust executive search that results in a deep pool of qualified candidates. Implement a rigorous selection process to identify a highly qualified finalist for the board's consideration.

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 Task 6 — Onboard and support the new chief executive. Ensure that the successor is properly introduced to the organization and the community and he/she receives a solid orientation. Finally, make sure the board and new executive are clear about the fundamentals of their relationship: goals, roles/responsibilities, expectations, and performance measures and tracking/ evaluation steps.

Appendix 4: Sample Interim Executive Agreement

Ensure the center's legal counsel reviews before using.

An agreement between

[name of organization]

and

[name of the interim executive]

for Interim Executive Services

[Name of the interim executive] (Interim) has agreed to serve as the [Interim Chief Executive] for [name of the organization] (organization).

Position Overview:

The Interim's role is to manage the organization and provide staff supervision until a permanent chief executive is hired, and to assist the Board and staff in preparing the organization for the new executive.

Responsibilities:

The Interim supervises all staff through the management structure; oversees the dayto-day operations of the organization; and carries out responsibilities determined by the transition task force and the Board. All hiring and firing of staff, if any, will be done with the concurrence of the Board Chair. [Clarify check-signing authority here: The Interim is authorized to sign all checks, except checks over \$ _____ require a second signature by the treasurer or another officer. OR All checks **Supervision:** are to be signed by _____.] Contracts can be executed only with the approval of the Board Chair.

General Management Duties:

[the following are examples - replace with your own]

- Supervises and coordinates all staff and contractors; provides oversight of day-today operations.
- · Cultivates and manages relations with key stakeholders.
- · Meets all deadlines for all grant and contract applications, reports, and other requirements.
- Provides oversight and reviews management systems. Recommends changes as needed.
- Supports the activities of the board of directors, as agreed, to prepare for, recruit, and orient the new chief executive.
- · Carries out other agreed-upon activities based on priorities outlined in the attached work plan.

The Interim reports to the Board. Day-to-day supervision of the Interim is the responsibility of the Board Chair. The Interim is responsible for maintaining frequent communications with the Board Chair, and for immediately informing the chair of any discoveries, abnormalities, or emergencies. [Weekly phone calls are recommended.]

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Term, Hours, Fees:

The term of the assignment will be [start date] through [anticipated end date]. The termination date is flexible, depending on the progress of the executive search and the organization's needs.

The Interim will be retained as a contractor, at the rate of \$[insert number] per hour. The assignment is not to exceed an average of [insert number] hours per week/[insert number] hours per month. As an independent contractor, the Interim will not be entitled to any employee benefits.

The Interim will submit a monthly invoice with a timesheet to the Board Chair or his/her designee for review and approval. [Note that some interims prefer to work on a retainer rather than an hourly basis. In other words,

the interim is paid a fixed dollar amount each month, and in return, the interim agrees to work at least a certain number of hours or days each month.]

The Interim may terminate this agreement with fifteen (15) days' written notice for any reason unless a shorter time period is agreed. The Organization may terminate this agreement immediately upon a breach or, if no breach has occurred, upon fifteen (15) days' written notice.

Other Agreements:

The Organization will reimburse the Interim for business-related out-of-pocket expenses, such as approved out-of-the-area travel and local non-commuting travel while transacting business on behalf of the Organization.

AGREED BY:	
[Board Chair's name], Board Chair	 Date
	 Date

INTERIM CHIEF EXECUTIVE'S PRIORITIES [START DATE] THROUGH [ANTICIPATED END DATE]

In addition to the general management duties, the following are [organization's] priorities for the interim period:

[Replace these with whatever priorities are important for your organization and its circumstances during the transition.]

IMPROVING OPERATIONS

• [priority 1, 2, 3]

WORKFORCE DEVELOPMENT

• [priority 1, 2, 3]

BOARD RELATIONS/DEVELOPMENT

• [priority 1, 2, 3]

SYSTEM/PROCEDURES DEVELOPMENT

• [priority 1, 2, 3]

Appendix 5: Sample Chief Executive Departure Announcement Worksheet

The purpose of this tool is to capture the pertinent information for the departure announcement letter and media release.

NAMES & TITLES

- Departing chief executive's name as it should appear in print:
- Departing chief executive's exact title:
- Board chair's name as it should appear in print:
- Board chair's exact title:

DEPARTING CHIEF EXECUTIVE'S ROLES AND TENURE

- What position within the organization, if any, did the departing executive occupy before becoming the chief executive?
- When did the departing executive start employment with the organization?
- When did the departing executive become the chief executive?
- What is the departing chief executive's planned departure date?

DEPARTING EXECUTIVE'S ACCOMPLISHMENTS

- What are the departing executive's accomplishments...
 - ...for which he/she would like to be recognized?
 - ... that the board wants to recognize or highlight?
- How has the organization changed under the departing executive's tenure? (Changes in programs, budget, staff, locations, service footprint, etc.)

OTHER

- What, if anything, can we say about the departing chief executive's plans for the next chapter in their life?
- Who has been authorized by the Board to speak to the media or otherwise answer questions regarding the transition?
- What is that person's contact information?

Appendix 6: Sample Position Profile and Job Announcement Templates

POSITION PROFILE AND JOB ANNOUNCEMENT TEMPLATES POSITION PROFILE CHIEF EXECUTIVE - SAMPLE

[City & State]

The position profile is a multipage document that provides a comprehensive description of the leadership opportunity and the job particulars. It helps ensure the board is in agreement about the nature of the position. It is also a tool to support discussions with candidates and a source document for a shorter – usually one page - job announcement. While it might include elements of the job description, a position profile goes beyond the job description to include information about the organization's history, programs, staffing and budget. The profile also provides background and context about the position. It offers a complete picture of this leadership opportunity.

At the top of the profile include a single opening paragraph that sums it all up.

SAMPLE Health Center is seeking an entrepreneurial chief executive to build on our exceptional record of providing...

The Organization

Insert a few paragraphs that provide an overview of the organization, its programs and services, the population or area served, etc. Include information about the budget, staffing, and board. Include a link to the organization's website.

SAMPLE Health Center is the premier provider of...Our programs and services include...

SAMPLE Health Center is governed by an XX-member board of directors. The organization's budget is.... Current staffing includes.... More information about SAMPLE Health Center may be found at [website address].

Location

Include a sentence or two about the location of the headquarters. It's okay to "sell" the location if need be. For example, highlight the quality of life, schools, access to recreational opportunities, etc. (whatever you think would be important for the type of executive you hope to recruit).

The Position

Describe the chief executive's role and the leadership opportunity. Make the leadership opportunity compelling. For example: what difference can the next CEO make for patients and for the community through this position? List three to six priorities set for the early stage of the new executive's tenure. This list represents your leadership agenda (anything more than seven priority items is too much). Mention the reporting structure. Clarify that the chief executive reports to the board and who reports to the chief executive.

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The incoming executive will inherit a high-performing organization renowned for...

The priorities for the first 12–18 months of the executive's tenure, include:

- [Priority 1]
- [Priority 2]
- [Priority 3]

The chief executive reports to the board of directors and the following positions report to the chief executive: [insert].

Key Responsibilities

Include an opening paragraph followed by several bullet points about the key responsibilities.

The chief executive provides leadership to the organization and oversees its day-to-day affairs...

- [Responsibility area 1]
- [Responsibility area 2]
- [Responsibility area 3]

Qualifications

Outline "hard-fact" qualifications, if any, and the knowledge, skills and abilities (KSAs) the position requires. Hard-fact qualifications might include a required certification, a certain education level or degree requirement, such as an MBA, or a certain number of years of work experience. These are facts that can be checked. KSAs, on the other hand, are attributes that are gained through experience and usually have to be sleuthed out in the interviews and reference checking.

Some organizations and search professionals simply lump all these items together under the heading of "qualifications," which is fine. Just make sure that whatever you include is truly a "qualification" – that it is directly related to being able to successfully fulfill the job and carry out the responsibilities. Consider including a statement about salary and benefits.

Ideal candidates for this position will share our commitment to [something about your service or population].

Requirements for the position include:

- [Qualification 1]
- [Qualification 2]
- [Qualification 3]

The successful candidate will bring a variety of experiences, including:

- [KSA 1]
- [KSA 2]
- [KSA 3]

SAMPLE Health Center offers a competitive salary and an attractive benefit package.

Application Process

Conclude with how to apply and your Equal Employment Opportunity (EEO) statement if applicable.

Also include the application deadline if one has been established.

To apply, send an e-mail your resume with a cover letter detailing your qualifications and salary requirements to [e-mail address]. Application deadline is [date]. SAMPLE Nonprofit is an equal opportunity employer.

JOB ANNOUNCEMENT CHIEF EXECUTIVE - SAMPLE

[City & State]

With the Position Profile completed, you're ready to distill it into a one-page position or job announcement. This will be your front-line recruitment tool – posted on jobsites, emailed to prospective candidates, and shared with candidate referral sources. Remember, this is a one-page document. The purpose of the Job Announcement is to entice interest. Consider posting the full Position Profile on your website and providing a link to it in this shorter document.

Start with an opening paragraph that sums it all up.

SAMPLE Health Center is seeking a chief executive to build on our exceptional record of....

In a paragraph, summarize the organization's background and key services, budget, staffing, and board. Follow that with a paragraph about key responsibilities that concludes with a link to the full Position Profile.

SAMPLE Health Center was founded in.... SAMPLE is governed by an XX-member board of directors. The organization's budget is.... Current staffing includes.... Reporting to the board of directors, the chief executive will provide.... For a full description of the position and its responsibilities, please visit: [website].

Ideal candidates for this position will share our commitment to... and will bring a variety of experiences and attributes to SAMPLE, including:

- [Bullet point]
- [Bullet point]
- [Bullet point]

Conclude with how to apply and your EEO statement if applicable.

Also include application deadline if one has been established.

To apply, send an e-mail with a cover letter detailing your qualifications, resume, and salary requirements to [e-mail address]. Application deadline is [date]. SAMPLE Health Center is an equal opportunity employer.

Appendix 7: Sample Phone Screening Questions

- 1. From your resume, I gather that you are... [currently employed or between positions]?
- 2. How does this position fit into your career plans? [Probe for why he/she wants to lead THIS health center at THIS particular time.] 11. What achievements are your greatest
- 3. How did your work or your leadership at your current job [or last job] enhance the impact of the organization?
- 4. Why do you think you are well suited for the position?
- 5. Have you been responsible for supervising 13. If the board were to make you an offer, a team of professionals? [Probe for description. Ask about their supervisory "style."]
- 6. Have you been responsible for preparing and monitoring a budget? [Probe for description.]
- 7. Have you ever reported to a board of directors or supported a board of directors in its governance role?
- 8. Can you give me a quick thumbnail sketch of your work on federally funded programs?
- 9. If I were speaking to your board chair or former supervisor, what would they say are your strengths? Your weaknesses?

- 10. Please describe an experience that you have had - professional or otherwise where you were involved in developing and implementing a new idea, program, service, or concept.
- sources of pride?
- 12. How would you describe the personal values and philosophy that would guide you as you provide leadership in this position?
- when would you be available? What notice do you need to give your current employer?
- 14. Are there any other comments that you would like to make?
- 15. What are your salary expectations?
- 16. Do you have any questions?

Appendix 8: Sample Interview Agenda and Questions

Interview Agenda

- Welcome
- Round-the-table introductions: name and role/involvement with the health center.
- Core questions (below)
- · Open questions
- Candidate questions
- Wrap-up

Core Questions

- To get us started, please give us a very brief thumbnail sketch of your career as it leads up to your interest in this position. Probe: Why this position at this time?
- 2. Looking at your last job, what's different about the organization as a direct result of your work there?
- Please give us an example of a really significant obstacle or challenge that you have faced in your career and how you tackled it.

- 4. What skills and specific experiences would you draw on to serve in the chief executive role at our health center?
- 5. What skills and specific experiences do you bring related to finance and audit?
- 6. What skills and experiences do you bring related to clinical quality?
- 7. What skills and specific experiences would you draw on to raise the visibility of our organization?
- 8. As chief executive, what are the key things that you will expect from the board and what should they expect from you?
- 9. What are some crucial ingredients in fostering high levels of staff performance? Follow up: Do you have some examples of putting those into practice?
- 10. Given what you know about our organization, why do you think you are well suited for the position? What about the job do you think might be most challenging?

Illegal or Inappropriate Questions

Questions pertaining to the following topics should be avoided, as they may be illegal:

- Race, color, or ethnicity
- National origin or birthplace
- Age
- Gender
- Religion
- Political affiliation
- Marital status
- Family issues (number of children, unwed motherhood, family planning, child care needs)
- Sexual orientation
- Arrest record
- Military discharge
- Credit history
- Height and weight
- Disabilities

If in doubt, don't ask.

Appendix 9: Sample Reference Checking Questions

E-mail to Secure References

Dear [Name],

Regarding your application for the [organization] Chief Executive position, we need to contact your personal references. Toward that end, we request at least five references with at least one in each of the following categories:

- Someone who has supervised you (at least two of these) or board chair of prior organization(s) you have led
- · Someone you have supervised
- A peer or colleague who is familiar with your professional work

Please e-mail them to me as soon as possible.

Regards,
[Name and e-mail]
Transition Task Force Chair

Questions to Ask Refernces

- 1. In what capacity have you known [candidate] and how long have you known them?
- 2. How would you describe [candidate's] major strengths?
- 3. Do you have perspective on [candidate's] leadership skills? How did the organization change under [candidate's] leadership? What are some of the challenges and opportunities [candidate] may have faced and how did [candidate] address them?
- 4. Have you had an opportunity to observe [candidate's] communications skills?
 - a. Are there communication situations or approaches where you think [candidate] excels?

- b. How about [candidate's] ability to communicate with diverse constituencies?
- 5. Do you have any perspective on [candidate's] financial management abilities?
 - a. [If yes] How would you rate [candidate's] financial management abilities?
 - b. [Probe for comments.]
- 6. Do you have any perspective on [candidate's] skill at selecting and managing a staff, and building a team?
 - a. [If yes] How would you rate his/her abilities in this area: Strong, so-so, or weak?
 - b. [Probe for comments.]
- 7. Managing a health center involves managing a lot of competing demands. Have you had occasion to observe [candidate's] work ethic, approach to time management, and their sense of organization and planning? How would you describe?
- 8. One of the major aspects of the job is working with a board. [Describe board situation, dynamics.] Do you have any comments on how [candidate] might excel?
 - a. What aspects of this do you think [candidate] would find most challenging?
- 9. Given the thumbnail sketch of the job that I provided at the start of the interview...
 - a. Are there particular aspects of the job that you think [candidate] will excel? [Probe]
 - b. Are there aspects of the job that you think [candidate] would be better off leaving to others? [Probe]
- 10. Is there anything else you think would be helpful for the task force to know as we go forward in this process?

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Appendix 10: Additional Reading for Deeper Knowledge on Executive Transitions

https://www.healthcenterinfo.org/

quick-finds-governance/, which has various resources on CEO compensation and CEO succession.

https://buildingmovement.org/our-work/ leadership/, which has articles about leadership transition, generational shifts, and diversity and inclusiveness.

https://www.councilofnonprofits.org/ tools-resources/succession-planning-nonprofits-managing-leadership-transitions, which has links to a variety of resources on nonprofit CEO succession and transition.

Tebbe, D. (2019). Chief Executive Transitions: How to Hire and Support a Nonprofit CEO, Second Edition. Washington, DC, Board-Source.

https://dontebbe.com, which has free articles and videos for boards and executives on a wide range of leadership succession and transition topics.