H. Stephen Williamson, MPH
President/CEO

February 21, 2014

TO: EMSA Board of Trustees

FROM: Stephen Williamson
President and Chief Executive Officer

RE: Board Assessment Tools

I attended a conference recently on behalf of the American Ambulance Association, given by the American Society of Associations. The conference was about creating better boards.

The American Society of Associations (ASA) is the same organization that produced the tool that the board indicated last month they might be interested in using for our board assessment.

After discussion during the conference, ASA leaders suggested to me that we might first contemplate using one of the two attached tools before using the document we first thought of, as these two tools are free and could satisfy our requirement, or be a good first attempt.

The attached board assessment tool is a spreadsheet with two tabs: a long assessment (Example 1) and a short assessment (Mini Assessment).

If you have any questions, please feel free to call me.

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EMERGENCY SUCCESSION PLAN
Emergency Medical Services Authority
Procedure for the Appointment of an Acting President/CEO in
The Event of an Unplanned Absence of the President/CEO

1. Rationale

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of EMSA and its services to patients, the Board of Directors is adopting policies and procedures for the temporary appointment of an Acting President/CEO in the event of an *unplanned and extended absence* of the President.

While the Board acknowledges that such an absence is highly improbable and certainly undesirable, it also believes that due diligence in exercising its governance functions requires that it have an emergency executive succession plan in place. It is expected that this plan will ensure continuity in external relationships and in staff functioning.

2. Priority functions of the President/CEO position at ***EMSA***

a. The full President/CEO position description is attached.

b. Among the duties listed in the position description, the following are the key functions of the President/CEO to be covered by an acting director:

- Serve as the organization's principal leader, representative and spokesperson to the ***EMSA*** regulated service area;
- Support the Board of Directors;
- Ensure the integrity and strength of Board leadership and address issues around clarity of role, governance, by-laws/policies, authority structure and patient services;
- Prepare executive reports to Board of Directors and Board Committees and attend various Committee meetings.

c. Convene and lead the management team.

d. Participate in the recruitment interview, selection and evaluation process for directly supervised staff and other key executive legal positions.

e. Strategize the organization's short-range and long range program and project goals, particularly in organizing and planning:

- Identify overall resource development goals and funding sources;
- Establish, maintain and cultivate relations with beneficiary cities, non-beneficiary communities and other resources to support organizational programs and activities; and
- Maintain accountability for the current year operating budget and for the financial performance of the authority.

3. Succession plan in the event of a **temporary, unplanned absence – SHORT TERM**

a. Definitions

- A temporary absence is one in which it is expected that the President/CEO will return to his position once the events precipitating the absence are resolved;
- An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation;
- A short-term absence is three (3) months or less.

b. Who may appoint the Acting President/CEO

- The Board of Trustees authorizes the Chairman to implement the terms of this emergency plan in the event of the unplanned absence of the President/CEO.
- In the event of an unplanned absence of the President/CEO, the Chief Operating Officer shall immediately inform the Chair of the Board of Trustees of the absence.
- As soon as is feasible, the Chair shall convene a meeting of the Board of Trustees to affirm the procedures prescribed in this plan or to make modifications the Board deems appropriate.

c. Standing appointee to the position of Acting President/CEO

- The position description of the Chief Operating Officer specifies that he/she shall serve as Acting President/CEO in the absence of the President/CEO.

d. Back-up for the position of Acting President/CEO

- Should the Chief Operating Officer be unable to act as Acting President/CEO, the first back-up appointee will be the Chief Financial Officer.
- In the event the standing appointee, the Chief Operating Officer, is new to the position and fairly inexperienced with **EMSA**, the Board may decide to appoint the back-up appointee to the acting executive position. The Board of Trustees may also consider the option of splitting executive duties among the designated appointees.

e. Cross-training plan for appointees

- The President/CEO, with assistance from the Chief Operating Officer, shall develop a plan for training the two potential appointees in each of the priority functions of the President/CEO which are listed above (section 2). The training plan will be attached to this document when the plan is completed. The COO shall have the responsibility of handling the logistics of the plan's implementation.

f. Authority and restrictions of the appointee

- The person appointed as Acting President/CEO shall have the full authority for decision-making and independent action as the regular President/CEO.

g. Compensation

- The Acting President/CEO shall receive a temporary salary increase to the entry-level salary of the President/CEO position or to 5% above his/her current salary, whichever is greater.

h. Board committee responsible for oversight and support of the Acting President/CEO

- As with the President/CEO, the Board of Trustees will have the responsibility to monitor the work of the Acting President/CEO. The Chairman of the Board of Trustees will also be alert to the special support needs of the executive in this temporary leadership role.

i. Communications plan

- As soon as possible after the Acting President/CEO has begun covering an unplanned absence, Board members and the Acting President/CEO shall communicate the temporary leadership structure to the following key supporters external to ***EMSA***:

  - Government officers
  - Office of the Medical Director
  - Civic leaders
  - Media

4. Succession plan in the event of a **temporary, unplanned absence/LONG-TERM**

a. Definition

- A long-term absence is one that is expected to last more than three (3) months

b. Procedures

- The procedures and conditions to be followed shall be the same as for a short-term absence with one addition:

  - The Board of Trustees will give immediate consideration, in consultation with the Acting President/CEO, to temporarily back-up filling the management position left vacant by the Acting President/CEO. This is in recognition of the fact that, for a term of more than three (3) months, it may not be reasonable to expect the Acting President/CEO to carry the duties of both positions. The position description of a temporary manager would focus on covering the priority areas in which the Acting President/CEO needs assistance.

5. Succession plan in event of a **PERMANENT unplanned absence**

a. Definition

- A permanent absence is one in which it is firmly determined that the President/CEO will not be returning to the position.

b. Procedures

- The procedures and conditions shall be the same as for a long-term, temporary absence with one addition:

  - The Board of Trustees shall appoint a Transition and Search Committee to plan and carry out a transition to a new permanent President/CEO.

6. Approvals and maintenance of record

a. Succession plan approval

- This succession plan shall be approved by the Board of Trustees.

b. Signatories

- This plan shall be signed by the Board President, the President/CEO, and the appointees designated in this plan.

c. Maintenance of Record

- Copies of this plan shall be maintained by the Board President, the President/CEO, the Chief Operating Officer, the back-up appointee, and the ***EMSA*** authority attorney.

Revised by ***EMSA*** Board of Trustees
Date

Please review the following list of basic board responsibilities. Indicate whether , in your opinion the board currently does a good job in an area or whether the board needs to improve its performance. Place a check next to one of the two responses after questions 1-10 and share your written responses to questions 11 and 12.

	Mini Board Self-Assessment Survey	**Does Well**	**Needs Work**
1	Determine mission and vision		
2	Plan for the future		
3	Ensure oversight of fiscal, human, and physical resources		
4	Hire, support, and assess the performance of the CEO		
5	Monitor organization's progress		
6	Provide outreach between board and members & other stakeholders		
7	Ensure legal compliance accountability		
8	Provide for contiinuing education and board development		
9	Ensure an effective process for the nomination and seletion of new board members		
10	Periodically assess the board performance		
11	What other comments would you like to offer related to the board's performance on the board?		
12	How can the board's organization and performance be improved in the next 12 - 24 months?		