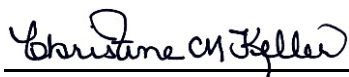


Monitoring Report VI: Emergency Executive Director Succession

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I certify that the information contained in this report is true.



October 28, 2022

Christine M Keller, Executive Director & CEO

Date

Policy Language

In order to protect the Board from sudden loss of Executive Director services, the Executive Director will have no fewer than two other executives sufficiently familiar with Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an acting successor.

Interpretation 1

The Executive Director will develop and annually review a plan for emergency Executive Director succession to include a clear chain of command, authority, conditions for enacting the plan, and responsibility for contacting the President if the plan is enacted.

Evidence 1

The Emergency Executive Director Succession plan was reviewed and updated in October 2022 by the Executive Director. The succession plan stipulates that the Deputy Director & CFO (Jason Lewis) will assume the Executive Director duties and responsibilities if the Executive Director & CEO is unavailable or unable to carry out her duties. If both the Executive Director and Deputy Director are unavailable or unable to carry out the Executive Director responsibilities and duties, the Associate Deputy Director (Leah Ewing Ross) will assume the Executive Director duties and responsibilities. (See appendix for more details.)

Interpretation 2

At a minimum, the staff in the Emergency Executive Director Succession plan will be familiar with governance processes, policies, and reporting through attendance and participation in Board meetings, policy governance training, and by contributions to and review of reports prepared for the Board. These practices provide assurance of knowledge and familiarity with policy governance and Board processes in the case of an Executive Director absence.

Evidence 2

The two Executive Director successors regularly attend Board meetings. Both have in-depth knowledge of policy governance and regularly provide guidance and input for the Board monitoring reports and contribute information to the incidental reports.

Interpretation 3

The Executive Director successors will have a basic understanding of significant projects, member services, funding sources, administrative processes, and strategic priorities for the Executive Office.

Evidence 3

The Executive Director successors meet regularly to discuss Association strategies and issues, new and ongoing projects, and contribute to important association decisions. In addition, the Deputy Director served as the Interim Executive Director for 18 months and has direct experience managing the Association portfolio.

Interpretation 4

All AIR staff will receive a written document that details the chain of command, authority, conditions for enacting the Emergency Executive Director Succession plan, and responsibility for contacting the President if the plan is enacted.

Evidence 4

All staff received a memo outlining the succession information on October 10, 2022. (See appendix) All staff have acknowledged electronically their receipt and understanding of the information. Any new staff will receive copies of the plan for review and signature when hired. In addition, the succession plan was discussed during a staff meeting on October 27, 2022.

APPENDIX – Copy of Executive Director/CEO Succession Memo



October 10, 2022

To: AIR staff
From: Christine Keller, Executive Director & CEO
RE: Executive Director Emergency Succession Plan

As part of our Association’s governance, the AIR Board of Directors established a policy requiring that at least two individuals are prepared to assume the duties and responsibilities of Executive Director & CEO in case I am unable to carry out my duties and responsibilities.

I am also responsible for providing a copy of the written succession plan to each of you as AIR staff members on an annual basis and asking for your acknowledgement that you have read and understood the plan. The succession plan explains the chain of command, authority, conditions for enacting a succession plan, and the responsibility for contacting the AIR President if the plan is enacted. While intended to cover conditions that require an extended absence, the core ideas also provide guidance if I am temporarily unavailable and a critical decision must be made immediately.

Executive Director succession planning is not to be confused with your ability to make decisions that are delegated to you as part of your typical job responsibilities and role.

Executive Director & CEO Succession Plan

Chain of Command

The chain of command for AIR is as follows and will continue until further notice:

- The Executive Director & CEO has final authority as delegated by the Board of Directors.
- If the Executive Director & CEO is unavailable or unable to carry out her duties, the Deputy Director & CFO (Jason Lewis) will assume the Executive Director duties and responsibilities.
- If both the Executive Director & CEO and Deputy Director & CFO are unavailable or unable to carry out the Executive Director responsibilities and duties, the Associate Deputy Director (Leah Ewing Ross) will assume the Executive Director duties and responsibilities.

Authority

If another staff member in the chain of command assumes the Executive Director role, that individual is obligated to adhere to the Executive Limitations and Ends policies established by the Board of Directors. The acting Executive Director is empowered with the management authority delegated by the Board to

APPENDIX – Copy of Executive Director/CEO Succession Memo



assure that the organization continues to function. The only exception to this authority is that personnel actions to terminate or demote employees requires approval of the President as well as the acting Executive Director.

Conditions for Enacting a Succession Plan

Each individual in the chain of command has the authority to enact the succession plan by a) confirming that there is an immediate and critical leadership decision that must be made and has not been delegated to staff, and b) confirming that the staff member(s) at all higher levels of the chain of command are unavailable or unable to assume leadership for the Association. Each individual in the chain of command accepts responsibility to use this power appropriately.

Communication to the President

If the succession plan is enacted, the AIR staff member who is serving in the Executive Director role will notify the President (before the May 2023 annual business meeting – Karen Webber; after the May 2023 annual business meeting – Jonathan Gagliardi) as soon as possible based on the demands of the emergency conditions.