

SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.

Succession Procedure

Policy Category: 19.0.4 Governance

Policy Owner: President/CEO

Origination Date: 2/2/2015

First Date Approved by Board of Directors: 2/16/2015

Purpose: To establish a procedure for filling a permanent vacancy in SCH&DC CEO position.

Steps:

1. The Executive/Finance Committee will meet in person or by phone to review next steps.
2. SCH&DC Administrative Assistant will provide the current SCH&DC CEO job description and CEO salary ranges supplied by PACHC and NACHC, as well as CEO salary data currently housed with SCH&DC Human Resources.
3. The Executive/Finance Committee may consider any recommendations of the former SCH&DC CEO, if available.
4. The Executive/Finance Committee may consider any recommendations of the SCH&DC Leadership Team. The Executive/Finance Committee may collect these recommendations through in-person meetings, phone calls, or email. The SCH&DC Administrative Assistant will coordinate any phone or in-person meetings, if appropriate.
5. The Executive/Finance Committee or its designated representative may meet in person to discuss options with the Chief Human Resource Officer.
6. The Executive/Finance Committee may choose to retain the services or source the position with an executive search firm/headhunter and/or independently advertise the position. The SCH&DC Human Resource Manager will provide information and/or support as necessary. The SCH&DC Administrative Assistant may provide administrative support to the Executive/Finance Committee, if the Executive/Finance Committee and/or Board Chair determine it is desired.
7. Any candidate interviews will utilize a consistent process and tools. The SCH&DC Human Resource Department may be a resource to the Executive/Finance Committee, if desired.

SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.

8. The interview process will include both representation from the SCH&DC Board of Directors, The SCH&DC Board of Directors Executive/Finance Committee, and SCH&DC Leadership Team. The interview structure will be determined by the Board Chair, with input as requested.
9. The Executive/Finance Committee may appoint an Acting CEO, if necessary.
10. SCH&DC must submit the final candidate's resume to SCH&DC's HRSA Project Officer for approval.
11. The SCH&DC Board of Directors must formally approve the hiring of the CEO.
12. The Board Chair must sign any employment contract between the SCH&DC Board of Directors and a CEO.
13. The SCH&DC CEO must be an employee of SCH&DC (and not hired through a management contract).
14. The Executive/Finance Committee will review a new and/or acting CEO 90 days after start and develop a longer-term performance review plan, as well as a six (6) month review.

SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.

CEO EMERGENCY SUCCESSION PLAN

Plan for the Appointment of an Acting Chief Executive Officer in the Event of an Unplanned Absence of the Chief Executive Officer

Rationale

In order to ensure the continuous coverage of executive duties critical to the ongoing operations of the Center and its services to patients and the uninterrupted performance of the leadership and guidance necessary of the CEO's function, the Board of Directors has adopted the following policies and procedures for the temporary appointment of an Acting Chief Executive Officer in the event of an unplanned and extended absence of the Chief Executive Officer (CEO) wherein he/she is unable to perform the duties of his/her office.

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

Succession Plan in Event of a Temporary, Unplanned Absence

Definitions

- A temporary absence is one in which it is expected that the CEO will return to his/her position once the events precipitating the absence are resolved and
- An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical, but in either case, the precipitating event shall be one that has rendered him/her unable to perform the duties of his/her office.

Appointment of Acting CEO

- The Board of Directors authorizes the Executive/Finance Committee to implement the terms of this emergency plan in the event of the unplanned absence of the CEO.
- The Board of Directors should select and designate an Acting CEO.
- In the event of an unplanned absence of the CEO and/or the Acting CEO shall immediately inform the Chair of the Executive/Finance Committee of the absence.
- As soon as is feasible, the Chair shall convene a meeting of the Executive/Finance Committee to affirm the procedures prescribed in this plan or to make modifications the Committee deems appropriate and necessary.

SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.

Cross Training Plan for Appointees

The CEO shall develop a plan for training the potential appointees. The training plan will be attached to this document when the plan is completed.

Authority and Restrictions of the Appointee

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

Compensation

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

Board Committee Responsible for Oversight and Support to the Acting CEO

- As with the CEO, the Executive/Finance Committee of the Board will have responsibility for monitoring the work of the Acting CEO. The Executive/Finance Committee also will be alert to the special support needs of the executive in this temporary leadership role.
- The Executive/Finance Committee will also give consideration, in consultation with the Acting CEO, to temporarily backfilling the management position left vacant by the Acting CEO.

Communications Plan

- As soon as possible after the Acting CEO has begun covering an unplanned absence, Board members and the Acting CEO shall communicate the temporary leadership structure internally and to key external supporters:
 - HRSA
 - Other government contract officers
 - Key community partners

In the event of a permanent absence, one in which it is firmly determined that the CEO will not be returning to the position, the procedures and conditions shall be the same as for a long-term temporary absence while the Board initiates the Succession Policy procedures.

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Reviewed: 05/10/2018, 05/01/19, 05/07/2021, 04/27/2022

Approved by Board of Directors: 05/21/2018, 05/20/19, 05/24/2022