

FBNN Succession Plan

Chief Executive Officer

Guideline for the Appointment of an Acting Chief Executive Officer in the Event of a Planned or Unplanned Absence of the Incumbent

1. Rationale

The Chief Executive Officer position in a nonprofit organization is a central element in the organization's success. Therefore, ensuring that the functions of the Chief Executive Officer are well-understood and shared among the executive team and senior staff is important to ensure organizational stability and leadership continuity in the event of a planned or unplanned and unexpected change. This kind of risk management is equally helpful in facilitating a smooth leadership transition even when it is predictable and planned.

The purpose of this plan is to ensure the continuous coverage of duties critical to the ongoing successful operations of the Food Bank of Northern Nevada. The Board of Directors is adopting policies and procedures for the temporary appointment of an Acting Chief Executive Officer in the event of an *unplanned and extended absence* or the planned transition of the President & Chief Executive Officer. The Board Chair or Vice Chair in the absence of the Board Chair may determine the appropriate time to initiate the implementation of this plan.

While the Board of Directors acknowledges that such an absence is highly improbable and certainly undesirable, they believe that due diligence in exercising executive-level management functions requires that it have both a standard succession plan and an emergency backup succession plan in place. It is expected that this plan will ensure continuity in the administration of the organization's day-to-day programs and operations, management of external relationships and supervision of staff and finances.

2. Priority functions of the President & Chief Executive Officer position at Food Bank of Northern Nevada

The full Chief Executive Officer position description is attached. (*See Attachment 1*)

Of the duties listed in the position description, the following are considered to be examples of the key functions of the Chief Executive Officer, and therefore, have a corresponding temporary staffing strategy. Functions to be overseen by an Acting Chief Executive Officer are outlined in following paragraph "Business as Usual".

3. Business as Usual

This succession plan and the staffing structure at Food Bank of Northern Nevada is intended to minimize disruption in quality service and maintain business as usual to the extent possible. In the absence of the Chief Executive Officer, unless otherwise determined by the Board of Directors, business as usual includes maintenance of the following:

1. Delivery of services
2. Accounting, billing, payroll, purchasing and payables
3. Staff operations
4. Fundraising

5. Coordination of departmental functions.
6. Liaison with the board of directors
7. Facilities and information technology oversight

4. Succession Plan Implementation

The Board of Directors authorizes the Board Chair to implement the terms of this succession plan in the event of a planned or unplanned temporary, short-term absence of the Chief Executive Officer. The Vice Chair of the board is authorized to implement this plan in the event that the Board Chair is unavailable or cannot be reached. Phone calls and conference calls are an acceptable substitute for any meetings designated in this plan.

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

While this timeline may vary based on circumstances, the suggested steps for implementation are:

- The current CEO, Chief Financial Officer, , or any other member of the senior management team informs Board Chair immediately of the absence.
- The Board Chair appoints an Acting Chief Executive Officer.
- The Board Chair informs Board of the Acting Chief Executive Officer appointment.
- The Board Chair (and potentially other officers) consults with the Acting Chief Executive Officer on the circumstances of the absence, organizational situation and related factors.
- After Board Chair and Acting Chief Executive Officer consult, stakeholders will be notified following the communications plan outlined below.

5. Definitions

- A temporary absence is one in which it is expected that the Chief Executive Officer will return to his/her 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 sabbatical.
- A short-term absence is three months or less.
- A long-term absence is one that is expected to last more than 3 months.
- A permanent absence is one in which it is firmly determined that the incumbent Chief Executive Officer will not be returning to the position.

6. Backup plan in event of a temporary, unplanned absence (SHORT-TERM)

A. Who may appoint the Acting Chief Executive Officer?

1. The Board of Directors authorizes the Board Chair to implement the terms of this backup succession plan in the event of the unplanned absence of the Chief Executive Officer.
2. In the event of an unplanned absence of the Chief Executive Officer, a member of the management team shall immediately inform the Board Chair of the absence.
3. As soon as is feasible, the Board Chair may convene a meeting of the senior management team to affirm the procedures prescribed in this plan or to make

modifications the Board Chair and team deems appropriate. For the purposes of this plan, the Executive Management Team consists of the Chief Financial Officer, the Director of Development, and the Director of Programs.

4. The Board Chair will convene a meeting of the full Board of Directors to inform the Board of actions taken.

B. Back up for the position of Acting Chief Executive Officer

1. Option One – The CFO, or any other member of the senior management team, as designated by the Board Chair, preferably in advance of the needs for such appointment and who has the professional competencies necessary for an interim role. They are dependent upon having functional back up plans to cover daily staff operations and financial operations.
2. Option Two – Source a backup for the position of Acting Chief Executive Officer through Feeding America.

C. Authority and restrictions of the appointee

The individual appointed as Acting Chief Executive Officer may have the same authority for day-to-day decision making and independent action as the Chief Executive Officer except as further defined by the Board Chair. Decisions that will be made in consultation with the Board Chair or other appropriate committees to include: senior management staff hiring and terminations, financial issues, taking on a new project(s), and taking public policy positions on behalf of the organization.

D. Compensation

The Board Chair, in consultation with the executive committee, may consider an interim salary adjustment for the Acting Chief Executive Officer.

E. Board Chair responsibility for oversight and support to the Acting Chief Executive Officer

As with the Chief Executive Officer, the Board Chair and Board of Directors will have the responsibility for monitoring the work of the Acting Chief Executive Officer. The Acting Chief Executive Officer will provide regular updates and meet with the Board Chair, as needed. The Board Chair will also be alert to the special support needs of the Acting Chief Executive Officer serving in this temporary leadership role and support the acting CEO, as needed.

Once the Acting Chief Executive Officer is appointed, that individual will meet with the senior management team to ensure key events and meetings continue, as scheduled.

F. Communications plan

Within one week after an Acting Chief Executive Officer is appointed, the Board Chair, the Governance Committee, the Director of Marketing and Communications, and the Acting Chief Executive Officer will meet to implement an external communications message to announce the organization's temporary leadership structure, including the

kind of information that will be shared and with whom (e.g. major donors, civic leaders, government officials).

Updated key contact information will be maintained in the organization's CRM database for easy access on an ongoing basis by a member designated by the Chief Executive Officer.

7. Backup plan in event of a temporary, unplanned absence (LONG-TERM)

The procedures and conditions to be followed will be the same as for a short-term absence with one addition. The Board Chair will establish a formal CEO Search Committee to identify an interim CEO. The CEO Search Committee may identify an executive search firm to assist with the process.

8. Backup plan in event of a PERMANENT unplanned absence

The procedures and conditions to be followed will be the same as for a short-term absence with one addition. The Board Chair will establish a formal CEO Search Committee to identify a new CEO. The CEO Search Committee may identify an executive search firm to assist with the process.

9. Approvals and maintenance of record

A. Succession plan approval

This succession plan shall be approved by the full Board of Directors and reviewed annually at a formal Board meeting to make any needed changes in the standing appointees or backups. The Board Chair may review and amend the plan at other times if a standing appointee or backup is no longer available to serve in an Acting Chief Executive Officer capacity. The Board Chair may reevaluate the plan when new designees are appointed.

B. Signatures/Notification

The Board Chair, the Chief Executive Officer, and CFO will sign this plan.

The CEO will review the succession plan with members of the senior management team to ensure they understand the succession plan.

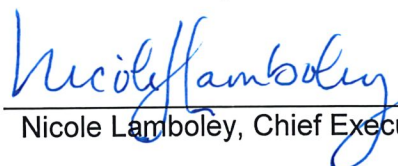
C. Maintenance of record

A copy of this plan shall be retained by the Chief Executive Officer, CFO, and by staff liaison to the Board as part of the official record of the Board of Directors.

Approved by Food Bank of Northern Nevada Board of Directors on July 21, 2021.

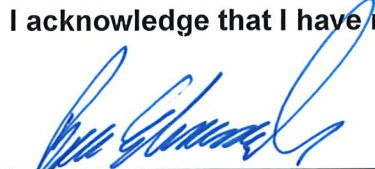


John Lipinski, Board Chair



Nicole Lambole, Chief Executive Officer

I acknowledge that I have reviewed the FBNN Succession Plan:



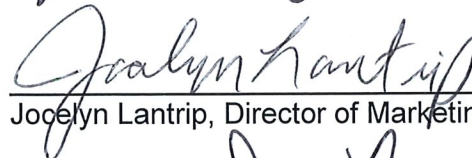
Brian Edwards, Chief Financial Officer



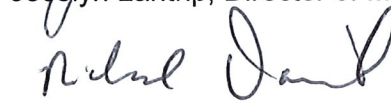
Lori D'Amico, Director of Development



Jenny Yeager, Director of Programs & Community Engagement



Jocelyn Lantrip, Director of Marketing & Communication



Richard Daniel, Director of Operations

Affirmation of board action adopting/amending this policy



Secretary

ATTACHMENT 1

Position Description – President/Chief Executive Officer Food Bank of Northern Nevada

Summary/Objective: The position of President/Chief Executive Officer directs the overall strategic operations of the organization in fulfilling its mission of ending hunger in Northern Nevada. As that mission unfolds, the CEO through community partnerships provides hunger relief in Northern Nevada and the Eastern Sierra. This position acts as spokesperson for the organization and is responsible for strategic planning, fiscal management, fund development and fund raising, and organizational development. Reporting to this position are the Chief Financial Officer, Human Resource Generalist, Director of Development, Director of Programs and Community Engagement, Director of Marketing, and Government Affairs.

Essential Functions:

Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

1. **PLANNING:** Responsible for the development of short and long-term goals through the strategic planning process for the entire organization; for implementation and monitoring of action plans, evaluation of results, and succession planning for all key positions.
2. **FUND DEVELOPMENT:** Directs planning and implementation of a comprehensive fund raising program in collaboration with the Director of Development. This includes major donors, corporate sponsors, fund raising campaigns, endowments and sustainable funds, direct solicitation of donors is also required.
3. **BOARD DEVELOPMENT:** Works with Board to develop its capabilities via education, assistance in Board recruitment, retreats and strategic planning process. Ensures that Board is fully informed on all FBNN functions and encourages diverse expression and dialogue amongst Board members.
4. **LIAISON:** Continues to grow and develop relationships with Feeding America programs and services.
5. **FISCAL MANAGEMENT:** Responsible for final approvals of organization budget for both operations and capital needs. Monitors all financial operations of the organization in collaboration with the CFO.
6. **PROGRAMS:** Responsible for monitoring programs of food acquisition and distribution as well as direct service programs to meet community needs; for collaboration with other similar organizations; for research of other unmet food needs in the organization's service area.
7. **ADVOCACY AND COMMUNITY AFFAIRS:** Responsible for building and maintaining good relations with state and federal officials; providing non-partisan positions on promoting FBNN and its public policy priorities. Demonstrates skill and knowledge in navigating political and legislative processes. Responsible for interpreting the purpose of the organization to the public through all means of communication available to the organization; for maintaining effective client

relations with distribution agencies; and for maintaining appropriate relations with other social service and professional groups in the community.

8. LEGAL: Responsible for meeting all appropriate legal requirements relative to the operation of the organization, including all public accountability at municipal, state and federal levels.

9. STAFF DEVELOPMENT: Provide leadership and vision to all direct reports and their staff with the purpose of developing FBNN "leadership at all levels" so that the team can operate at their peak performance of excellence.

Additional Behavioral Skills/Qualifications:

- ☐ Demonstrates integrity, character, and ethical behavior in all aspects of their life consistent with the organization's mission and core values, including vitality, innovation, and stewardship.
 - ☐ Demonstrates humble self-confidence, authority, strong work ethic, flexibility, and enthusiasm.
 - ☐ Desires to be a part of an innovative, entrepreneurial organization with the ability to initiate, enable and manage change, prioritize, move quickly, and maintain strong followthrough in a dynamic environment.
 - ☐ Possesses superior writing and oral communication skills; is able to understand and translate information for intended audiences with clarity, crispness, and elegance.
 - ☐ Shows a deep appreciation and passion for, and an ability to articulate, the mission of the Food Bank of Northern Nevada.
 - ☐ Uses intellectual depth, maturity, wisdom, and collaborative skills to garner the trust and confidence of donors, volunteer leaders, staff, and other constituents.
 - ☐ Displays excellent interpersonal skills with a demonstrated ability to work well with people at all levels, and a strong commitment to teamwork. Demonstrated commitment to the community.
- Supervisory Responsibility Responsible for supervising senior leadership team

Work Environment:

While performing the duties of this job, the employee regularly works in an office setting and travels to meet with community, national partners, and attend imperative conferences related to ending hunger.

Physical Demands:

The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job.

While performing the duties of this job, the employee is regularly required to use hands and fingers to handle, feel, or operate objects, tools or controls, and reach with hands and arms. The employee is frequently required to stand, talk and hear.

Position Type/Expected Hours of Work:

This is a full-time position. Days and hours of work include but are not limited to Monday through Friday, 8:00 a.m. to 4:30 p.m.

Travel:

Local and national travel is required.

Required Education and Experience:

1. Bachelor's degree or the equivalent years of experience, Master's Degree preferred.
2. Experience in non-profit organizations, food industry management or business administration.
3. Proven Fundraising experience preferred.
4. Successful management of a non-profit organization and supervision of a diverse staff is required.
5. Proven ability to successfully work with a Board of Directors.
6. Proven Leadership capabilities.