

BOD - Policy 2 - Board & CEO Succession Planning

Guiding Principles

Headway Directors have responsibility for the governance of the organisation. At all times, the Board seeks to ensure it has diverse and suitably skilled Directors and the most capable CEO to lead Headway. This ensures the organisation the best chance of achieving its goals, maintaining oversight of the organisation and being future focussed.

In encouraging potential interest in joining the Board, the Board will be mindful of the 'fit' between the current Board team and the new member

Policy

The Headway Board, under the constitution, consists of a minimum of seven members and up to twelve Directors who, in combination, have the skill to understand the external and operating environment of Headway, guide the direction of and effectively lead the organisation. They are responsible for appointing the CEO.

The Board aims to include Directors who have knowledge / skills in the following areas:

Business	Industry	Information Sharing	Representation
Finance	Advocacy	Marketing	Inclusive and accessible
Risk	Government	Social media	Listening
Governance	Networks	Information technology	Service participant, carer, friend, family, person with a disability
Legal context of Headway	Disability, youth and welfare services	Listening	Willingness to challenge and probe
Decision-making	Connected to members	Deliver a clear case	Imagination, curiosity and vision
Strategic thinking	Leadership		People skills
Fundraising	Not for profit		Courage and resilience
Human resources			Work with others
Business management and systems			

Election Of The Chair

The Chair of Headway is appointed by the Directors for a term specified at the time of the appointment. While it is the role of all Board members to contribute to the effective management of the group, the Chair has the specific role of oversight of the CEO and Chairing the meetings. The skills required for this role are:

- Leadership

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- Conflict management
- Guide, mentor and manage the Directors and CEO
- Set Board meeting agendas and
- Chair meetings

Procedure

In March of each year, the Board determines if the current Directors have the skills required to fulfil the plans through a skills matrix and board evaluation process. It establishes if the retiring Board members are seeking re-election requiring specific skills to be recruited.

General awareness raising of the Board's role include the following on the website and or social media:

- Skills gained from being a Director
- Interview about their role on the Board
- Director's profile

The N&RC are responsible for the annual performance and remuneration review of the CEO.

Board Succession Planning Responsibilities

A Board member or the CEO planning to resign/retire from the Board should, as soon as possible, signal their intention to the Chair of the Nominations and Remuneration Committee or to the Headway Chair to enable sufficient time to recruit a replacement.

Each Board member has a responsibility to assist in identifying potential candidates who would complement the skills of the Board and submit these to the N&RC.

The N&RC will undertake the assessment for suitability of any Board or CEO candidates and guide them to follow the process set out in the constitution for election of Board members or casual vacancy appointments. In the case of the CEO, the recruitment process will be undertaken through a third-party recruitment company in order to attract a broad, skilled group of candidates.

Advertisement Of Director Positions

If there are further skills needed on the Board or resulting from retiring directors, vacancies or a new Headway direction the N&R Committee will:

- Advertise the position/s of director in at least three locations suitable to attract the skills for the position/s
- Encourage current directors to assess their networks for suitable candidates to respond to the advertisements
- Develop a repository of potential Directors to which all Directors contribute

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Headway Documentation

Relevant Headway documentation will be updated and available for candidates and N&R Committee members available to answer questions from candidates where relevant.

The N&R Committee will encourage the candidates to nominate for election at the next AGM.

The new director/s will be inducted following the induction process outlined in Appendix 1.

The new member/s must be willing to abide by the Board Roles and Responsibility statement (outlined in Policy 1- Rules, Regulation & Conduct of Board members).

CEO Transition Procedure

- The outgoing CEO is required to give the Board at least one month's notice of their intention to resign. They should provide the Board with a list of all current commitments and responsibilities. The Board will work with the outgoing CEO concerning transition planning, with the aim of achieving a seamless handover from the old to new CEO.
- The N&RC will confirm the attributes, skills, and experience that is required of a new CEO and then confirm an appropriate position description and key selection criteria in order to brief the recruitment company.
- The Chairperson will provide staff with a memo to advise them of the resignation and the process being undertaken to replace the CEO.
- The Board may choose to directly recruit and appoint the CEO or to engage an external recruitment/search agency to undertake advertisement and short-listing. An information pack for prospective applicants will be prepared and include the position description, key selection criteria, annual report, strategic plan and Constitution, as well as a covering letter with brief details about the organisation and reasons for the vacancy.
- Remuneration decisions are delegated to the N&RC.