

Succession Management: The Role of the Board and the CEO in Ensuring Business Continuity

By Richard V. Smith and Robert Conlon



Asked about his succession plan, the CEO of a major U.S. corporation recently responded that he carries in his pocket a paper with the name of who should be installed in his place if he is unable to continue. This dated and dangerous “hit-by-a-bus” plan is far more common than many organizations would care to admit.

Succession management — the practice of carefully identifying and selecting talent to succeed incumbents in a company’s critical roles — is receiving renewed focus, especially at publicly traded companies. Activist shareholders want to know how the organization will change direction when turnover occurs, and institutional investors need to assess the thoroughness of succession management as a criterion for investment decisions. Moreover, internal stakeholders want to be assured that their leadership is doing more than worst-case disaster planning. Even governmental entities need to know that their investments are protected from a leadership vacuum. The primary responsibility for succession management should rest with the board of directors and the CEO with the assistance of Human Resources.

Effective succession management is much more than simply having a slate of candidates to replace the CEO. It requires ensuring that the organization has the depth and breadth of talent needed to fulfill its most critical objectives. Today’s increased scrutiny on succession management creates a significant opportunity to transform the process into an activity that can create shareholder value. While succession management in most organizations may have evolved beyond a piece of paper in the CEO’s pocket, it still needs significant enhancements to become a strategic advantage.

The impact of unplanned succession can be significant from an economic, operational and cultural perspective. (See the sidebar, “When Succession Management Goes Wrong.”) In the absence of a real succession plan, a candidate often emerges because of a perception that he or she is viewed favorably, without a rigorous analysis to determine whether his or her strengths align with the demands of a larger role.

Not Just the Top

Although succession management has typically been used for upper management, a growing number of organizations are finding that it should also be applied to the company’s most strategic and critical roles, no matter where they may fall in the hierarchy.

Consider, for example, a materials scientist who has designed the proprietary manufacturing techniques that give a company a significant competitive advantage over its competitors, or a customer relationship manager for an organization’s largest accounts. A departure that leaves either of these roles unfilled, or filled by individuals who lack the necessary experience and capabilities, could do significant damage to the organization’s performance.

Companies should have three levels of succession management to ensure a strong pipeline of talent for the most critical roles:

- > **Level 1:** The CEO,
- > **Level 2:** The senior management team, and
- > **Level 3:** Critical roles, based on their long-term strategic and economic value to the organization.

To determine what critical roles warrant a succession plan organizations should segment their workforce according to the roles that most directly drive strategic capabilities. (See the article, [“Building Talent Management: Turning it from a Program Into a Core Business Process,”](#) in the November 2009 issue of *Perspectives*.)

The Role of the Board

Given the economic, operational and potential cultural implications of unplanned departures and the risks associated with having to bring in external talent, corporate boards need to make succession management one of their most critical duties. While a large percentage of directors believe in the importance of having a succession plan, most organizations have nothing more than an emergency interim plan, which can be extremely disruptive. Good governance dictates that leadership succession is a priority, year in and year out.

The board — or its nomination, compensation or selection committee — must be active stewards of CEO and C-Suite succession management, involved in all aspects of the process. This includes assessing potential talent, mitigating risk, making the CEO accountable for executing succession management and planning the development of critical successors. The board’s fingerprints should be all over the organization’s leadership development efforts so directors have personal experience with high-potential candidates. In most organizations, this will require a major increase in the level of time and attention the board pays to the process as it shifts from a “checklist” to a “hands-on” methodology.

A 2006 study by the National Association of Corporate Directors (NACD)^{*} found that many boards still rate their ability to plan for a CEO change as “ineffective.” Few board members have the knowledge and experience they need to run a succession management process. Although some progress has been made since this study, the recession has caused most boards to put succession management on the back burner while they concentrate on urgent operational imperatives. As the economic crisis subsides and organizations begin to refocus on long-term business success and continuity, it is time for boards to reenergize their succession management efforts.

^{*} *The Role of the Board in CEO Succession: A Best Practices Study*, Board Leadership Series, 2006, is available from the [National Association of Corporate Directors](#).

When Succession Management Goes Wrong
<p>What can happen when an organization does an inadequate job of succession management? A major financial institution offers a prominent recent example. While the organization’s results were historically good, the CEO had developed a reputation for alienating top talent, and, in some cases, making questionable firing decisions. As a result, when the economy stumbled, the company was ill-prepared to weather the storm, made problematic decisions and was unable to find a qualified new CEO. External candidates did not think the remainder of the top management team was talented enough to be able to effect the type of turnaround that was necessary. When an internal candidate was finally named to the post, one analyst stated that he had been given the job because “no one from the outside would take it.”</p> <p>While this institution’s results are now improving, it still trails its peers in shareholder return, and literally billions of dollars of value have been lost. Had the CEO and the board been more forward thinking and strategic, the uncertainty could have been mitigated, shareholder confidence bolstered and the turnaround expedited.</p>

Boards that are successful in completing their role in the succession process exhibit two key characteristics:

- ***They have learned how to make decisions objectively.*** The nature of interpersonal relationships and the proclivity of board members to view leadership behaviors through a personal lens can create strong interpersonal dynamics within the board. As a result, some boards make succession decisions based on personal perceptions of an individual's leadership behavior and results.
- ***They have a transparent and well-defined succession process.*** In many organizations, succession management is poorly defined in terms of process steps, ownership and decision rights. A succession management process that is not objective, transparent and robust can be derailed easily, which will result in a poor outcome.

Rigorous succession management processes and tools can bring objectivity and validity to an inherently subjective process.

The Role of the CEO

The company's CEO needs to be challenged to think beyond a strictly hierarchical view of succession, to critically assess talent-related business risks, regardless of where they may be in the organization. The CEO should be the steward of talent for at least one, sometimes two, layers below the senior management team, as well as other critical roles when it comes to ensuring that the organization has the depth and breadth of talent it needs for these positions. Although the board may have input on succession decisions for this cohort, ultimately key decisions and selections should be made by the CEO.

This is not to say the CEO should act alone. He or she should hold the organization's senior leaders accountable for conducting a strategic workforce planning activity that will identify the company's most critical and strategic talent areas. Additionally, Human Resources often plays a facilitative role in this process as well as in identifying critical roles that should be included.

Although the sitting CEO may participate in the CEO succession management process by nominating candidates from his or her management team and providing input on the fit, readiness and performance of the candidates, he or she should maintain no more than a consultative role in making this decision.

Six Key Steps

Sibson Consulting has found six key steps that should be used to manage succession at all three levels of the organization (the CEO, the senior management team and other critical roles):

1. ***Define the role requirements.*** Even the most sophisticated succession management process can fall flat without agreed-upon criteria for success in the targeted roles. Role requirements should be centered around four components: key accountabilities and responsibilities, performance metrics, competencies and critical experience sets.
2. ***Assess the candidates and provide them with feedback and coaching.*** A combination of assessment methods and techniques will yield the most reliable data needed to inform the succession process. These include: historical performance feedback, 360-degree behaviorally based interviews and an objective 360-degree survey-based instrument that focuses on success factors essential to leadership and management roles. All participants should be given their data and participate one-on-one sessions with an assessor to understand their results and the implications in terms of advancing in the process. Participants who are viable candidates should receive coaching to close any gaps that assessment identifies.

3. **Measure the progress of internal candidates.** If there is a defined “end-date” for a planned succession event, organizations should re-assess the top internal candidates for the role based on observations collected throughout the coaching sessions (which should last about six months). If necessary, conduct additional behaviorally based interviews with a sample of managers, key direct reports and relevant business stakeholders to determine candidate fit, readiness and progress against development opportunities.
4. **Generate an external candidate pool (if needed).** Sometimes the internal assessment and coaching process reveals that there is no viable internal candidate. If so, external candidates will have to be assessed just as thoroughly as internal candidates are.
5. **Re-assess candidates and make a selection.** An effective final hurdle for the top candidates is a presentation to key stakeholders on how they would address a strategic business issue or challenge that is relevant to the role. This presentation can provide an opportunity to evaluate an external candidate against an internal candidate and see how they interact with the organization’s key stakeholders. This step often makes it apparent who should get the job.
6. **Provide leadership development and conduct talent reviews.** Ongoing talent reviews and calibration are the backbone of succession management. Talent reviews should periodically assess the depth and breadth of the talent currently in critical roles and the feeder pools of talent into these roles. This process will enable organizations to identify any talent gaps and formulate plans (e.g., training and development strategies).

Conclusion

The following “litmus test” can go a long way towards determining whether the organization is effectively managing succession as a critical business tool. An enthusiastic “yes” response should exist for each of the following statements:

- The board and CEO have clear and significant roles/responsibilities in actively managing succession as a critical business imperative.
- Succession management is a significant accountability for the CEO in managing leadership development of the most critical talent in the organization, and the CEO holds accountable those who manage critical talent.
- The organization is truly committed to proactively addressing leadership needs and critical talent development, and deploys the needed resources to make leading edge succession management a reality.

If any of the answers to these statements is anything other than an unqualified “yes,” it is highly likely that the organization is at risk of losing any competition for critically needed leadership talent. Strategic management and deployment of succession management practices is one of the most important responsibilities of the board and the CEO in ensuring both business continuity and stewardship of an organization for the future.

About the authors:

Richard V. Smith is a senior vice president in the New York office of Sibson Consulting and Executive Compensation and Governance Practice leader. He has 25 years of experience in executive compensation and benefits consulting. He can be reached at 212.254.5444 or rsmith@sibson.com.

Robert Conlon is a senior vice president in the Chicago office of Sibson Consulting. His principal focus is enabling organizations to successfully deploy human capital to create competitive advantage and sustain success. He can be reached at 312.456.7913 or rconlon@sibson.com.

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