



Policy Number: 15
Organization: Ontario Land Trust Alliance (OLTA)
Title of the Policy: Board Succession Planning Policy & Process
Recommended by: BD&GC Chair & Vice Chair– Sept 25, 2018
Approved by: OLTA Board of Governors – Sept 25, 2018
Next Review by: September, 2019 and as may be required annually

1. Purpose of Board Succession Planning

The OLTA Board is committed to Succession Planning (SP) as set out in this statement of its policy and process. Board succession is a critical task in the continued productivity and long-term sustainability of the OLTA and its mission. The main goal of Board SP Policy is to plan, organize and enable the smooth transition as Governors leave the Board and ensure key positions and skill gaps are filled. It is important to think not only about Board membership, but also Committee members, the Board Chair, Committee Chairs, Vice Chairs and Officer positions. Succession planning is the ongoing Board process of identifying, assessing and developing people to ensure continuity of the Board and the OLTA.

2. Guidance from the OLTA Strategic Plan

OLTA's **Strategic Plan 2017-2020 – "Promoting Excellence in Land Conservation"** was approved by the Board of Governors on May 2, 2017. OLTA's mission is **to strengthen land conservation in Ontario by building and supporting a strong land trust movement**. One of the four strategic goals is to **Upgrade Organizational Excellence and Financial Stability at OLTA** to improve the pace of growth, the quality of leadership and the permanence of impact at OLTA. The current Strategic Plan is posted in the Board of Governors Manual and OLTA Dropbox for handy access by the Board of Governors.

3. OLTA Board of Governors and Committees

The OLTA Board of Governors is currently 9 members with a capacity of 15 members. OLTA has a Board Chair, Vice Chair, Secretary and Treasurer as well as a Chair of the Board Development and Governance Committee (BD&GC). According to OLTA Bylaws, it is within the Job description of the Board Vice Chair to lead corporate succession planning, in consultation with the BD&GC and Executive Director, and with approval of the Board of Governors. The Board may establish other Standing Committees or Working Groups from time to time e.g. CEA Working Group to tackle priorities or resolve issues within assigned terms. Terms of reference for the Committees and Tasks, job descriptions for Governors and Officers, and basic recruitment and nominations policy have been approved by the OLTA Board.

The Chair and Board are also served by an Executive Director (ED) who has a small professional staff. The ED may also set up operational groups of staff, Governors and volunteers to help plan and unroll actions on operational priorities within the strategic directions approved by the OLTA Board.

4. Board Succession Planning Components and Processes

Subject to the OLTA mission, vision, strategic direction and current priorities, the components and processes for ongoing OLTA Board succession planning include at least the following:

4.1 Board Appointments, Positions, Roles and Terms

The OLTA Bylaw provides basic direction and requirements for the duties, size, terms and election of the OLTA Board of Governors and its Officers. OLTA maintains a current list of board members, officers, and their terms of appointments. This list is updated, at least, annually by OLTA staff for use by the BD&GC. In preparing for AGM nominations. Documents that set out Board member names, terms, positions and duties are included in the OLTA Board Manual and Dropbox for access by Governors.

4.2 Board Skills Assessment and Evaluation Process

The BD&GC (via its Chair & Vice-Chair) leads the annual assessment of the Board profile and recruitment of new members. Upon formal request, each Governor completes an annual self-evaluation of Board performance through a **Board Member Self-Review**. Additionally, the status of the Board leaders and officers are reviewed annually to evaluate the members' desire to remain on the Board, change their membership on committees or task groups and/or become an officer of the organization.

A "planned outlook or line of corporate succession" for leadership positions of the OLTA Chair, Vice Chair, Secretary and Treasurer is established in these discussions and evaluations. Copies of the Board Skills Matrix and related Leadership Assessment Tools are included in the OLTA Board of Governors Manual. However these may be updated by BD&GC from time to time as appropriate.

4.3 Board Recruitment and Nominations Process

The collective results of the Self-Assessments are reviewed by the BD&GC Chair/Vice Chair and skill gaps are identified. To fill skill gaps, individuals are identified, in discussion with the Committee and the full Board of Governors, with appropriate skills, for the BD&GC Chair/Vice Chair to pursue specific action. Further, a search advertisement through the OLTA Website or BoardMatch sources may be circulated to improve the area of search. The purpose of the search is to attract, find and recruit potential board candidates to be interviewed by the Committee Chair and Board Chair or Vice Chair. Applicants and candidates are interviewed for qualifications and selected carefully for nominations.

Governors must be elected at the AGM in accord with the OLTA Bylaw. Nominations for new OLTA Governors are vetted with the BD&GC and recommended to the Board by the Committee Chair for their approval. Nominations for these new Board Members (Governors) are then presented at the Annual General Meeting in October and elected by the membership. In the case of unfilled skill gaps or sudden unplanned resignations, the OLTA Board may make interim appointments of new Governors but only until the next AGM, when they can be continued in the election process. Planning ahead for succession and transition reduces the need for interim appointments to fill gaps on the Board.

4.4 Board Orientation, Learning and Training Process

New Governors are provided with an Orientation Session by the BD&GC Chair and the ED for OLTA with support from the Board Chair. The orientation agenda includes an Overview of OLTA Programs, Role of the Governors, Index to Board Manual (with the OLTA policies) and some Q&A time. All Board members are requested to join an OLTA Committee, sit on a Working Group or otherwise contribute their specific talents as volunteers to help with OLTA activities, events, project and/or reports.

Board members are also provided with information on training and development opportunities, such as invitations to OLTA seminars and webinars on Eco-Gifts, notice of Charity Law seminars, and requests to attend the **Annual Gathering** – an OLTA educational & training event plus AGM.

Due to limitations in OLTA annual budgets, Governors may be asked to pay for all or part of the fees for learning opportunities. At other times, learning items on topical issues may be included on OLTA Board agendas. Periodically, OLTA has a Board Retreat and guest speakers are invited to attend. Usually, every 2 to 3 years, the Board Retreat also includes a workshop on next Strategic Plan.

4.5 Annual Performance Interviews with Governors

The Board Chair or Vice Chair conducts an annual review of performance with each Governor based on their specific duties and goals in the signed “**Board Member and Confidentiality Agreement**” through a personal interview (e.g. face to face meeting, telephone call or electronic interchange). Results of the annual interviews are summarized in a written report by the OLTA Chair or Vice Chair for reference in performance management and succession planning.

Governors may bring issues on performance of the OLTA Chair directly to the Chair, to the Board or, at their discretion, to the OLTA Vice Chair for discussion and appropriate resolution in accord with job expectations set by the Board. Based on the results of the annual reviews, performance improvements are recommended and implemented. Requirements for the recruitment of Governors or Officers to meet succession needs will also be identified.

5. Personal Information and Board Confidentiality

OLTA Board has approved a **Privacy Policy (Policy 11)** for the protection of its employees, volunteers, members, donors, funders, partners and other stakeholders and supporters. Personal information that pertains to the Board of Governors is safeguarded as specified in Policy 11. Board confidentiality and conflict of interest are also guided by the approved **OLTA Code of Conduct (Policy 1)**.

6. Periodic Review of Succession Planning

Board succession is a fundamental task in continued sustainability of OLTA excellence and so it is very important that this Succession Planning Policy/Process be examined annually to ensure that succession planning is in continuous progress and updated periodically to meet corporate needs. The next wave of OLTA Officers must be part of the emerging leadership for development and training.

7. Records of Board Succession Planning

Records of succession planning are in BD&GC working files. Approved policies, processes or guides are recorded in Board minutes, corporate files or Board Manual in accord with **Records Management Policy (Policy 8)**. Dropbox is used by the OLTA as “secure cloud storage” for Board access.