NAEP CEO Search Process and Committee Charges

Background and Overview

The appointment of the right CEO is crucial to the success of any organization. The selection of the CEO is one of the most important responsibilities of a Board. The NAEP membership, Board of Directors (BOD), staff, sponsors and business partners will all benefit from a comprehensive and thoughtful process.

Per the NAEP bylaws: Article VI. Chief Executive Officer

A) Appointment and Status: The Board shall appoint a Chief Executive Officer and shall control the term of office, fix the salary, and provide all necessary funds and facilities for the proper performance of the Chief Executive Officer’s assigned responsibilities.

As such, NAEP’s board president (with BOD consensus), has appointed the NAEP Board President, Nichol Luoma, to chair the committee. Search committee membership is composed of no more than 12 representatives and diverse stakeholders from the following key stakeholder groups: former national board members, district national board members, regional leadership, NAEP staff, business partners, and the general membership.

There are advisory groups to support the search committee; each one chaired by a representative search committee member. An Ad Hoc member and partner is assigned to coordinate with strategic partners and sponsors and assists in identifying key strategic opportunities. The Ad Hoc members are NON-VOTING.

To ensure we heard the voice of all interested constituents, NAEP published a survey requesting feedback on attributes that are critical to selection. The survey included an opportunity to submit interest to serve on the search committee. Best efforts were made to reach out to retired board members, sponsors, and business partners. The survey was open to all stakeholders per the above and was published on 1/22/18 and closed on 2/4/18.

The search committee, with consultation throughout the process with the advisory groups, puts forward one to two candidates to the board for a vote. There will be a webinar presentation by the finalists to the stakeholders in this group so that feedback can be obtained and submitted to the BOD for consideration.

The goals for milestones are listed under the timeline and org chart section. Please keep in mind the complexity of the search process and that this will be fluid and will be updated as needed.
Timeline and Org Chart

January
- ☑ Survey/interest to serve form sent out and received back

February

March/April
- ☑ Search committee and advisory groups approved and formed with initial meetings setup
- ☑ Search firm retained

May/June/July
- ☑ Publish job description and recruitment
- ☐ Initial candidate prescreens

August
- ☐ First-round interviews with semi-finalist candidates
- ☐ In person interviews with finalist candidates

September/October
- ☐ Finalist webinar for membership
- ☐ Board of director interviews
- ☐ Contract finalization
Roles and Responsibilities

**NAEP Board:**

The NAEP BOD owns this process and can make changes as needs arise. It should be understood that there will be unanticipated events that occur and the BOD reserves the right to make real time adjustments so that we can maintain flexibility and protect confidentiality as needed. The BOD will be charged with appointment of the search committee and the advisory groups with the exception of the regional advisory group (except in the event we have to take action due to a participant failing to meet roles and responsibilities described below). Candidates will be sourced from the survey as listed above. The NAEP President will appoint one of the District Board Members to serve on the committee.

The NAEP Board will interview the finalists as put forward by the Search Committee, taking into account member feedback, and either appoint a CEO or charge the committee with restarting the search. The NAEP Executive Committee, which is comprised of the Past President, the President, Senior Vice President, and Treasurer, will finalize the contract of the appointed candidate and obtain board approval for hiring.

**Regional Leadership:**

Each Regional board was asked to submit one leader in their region to the advisory group. The search committee representative was selected by the National BOD from the pool put forward. Regional leadership should have submitted their candidate by February 4, 2018.

Regions will communicate status to the general membership as required.

**NAEP Staff:**

There will be one member of the NAEP staff represented on the search committee that will be appointed by the BOD.

**Search Committee:**

**The search committee charge:** To advance two finalists to the NAEP BOD for consideration taking into account feedback from the advisory groups.

**Search committee selection process:** The President and the Immediate Past President worked with the District Board members not serving on the committee to review the survey for candidates and recommended a selection committee to the BOD who approved the search committee. Interested members not selected for the committee were invited to be a part of an advisory group in the appropriate category. Every participant in the process is expected to commit to and respect the process and their individual roles and maintain appropriate confidentiality during the process. As such, there will be a Non-Disclosure Agreement required as well as a certification affirming that any conflicts of interest during the process will be disclosed.
The search committee shall:

- In consultation with the Board, identify and appoint a Secretary of the committee who shall facilitate documentation of the meetings and the process. The role of Secretary may be provided by an external party selected by the committee and approved by the Board. The Secretary will be an ex-officio member with no voting powers.
- Finalize a comprehensive CEO search and selection process based on fairness, transparency and accountability.
- Finalize the profile of the role that is aligned with NAEP’s mission, and values, along with its strategic priorities.
- Finalize the position description that will be used for advertising the position.
- Finalize channels for efficient advertisement of the position and attract good candidates.
- Establish the selection criteria for the position.
- Select a representative panel to do initial phone/web interviews of the candidates - The composition of the panel is up to the committee, but is not restricted to members of the committee only if availability dictates.
- Be available to commit to in person interviews for advanced candidates. A minimum of five (5) committee members must be present for interviews (chair may allow some members to dial in by phone).
- Recommend to the NAEP Board, a candidate or a set of candidates for the position of CEO.
- Communicate regularly with the Board and other stakeholders on the progress of the Search Committee.
- Committee members should declare any perceived, potential and real conflict of interest with any candidate and discuss with the committee strategies to address such conflicts. Mitigating measures should be documented and attached to the final selection report that will be transmitted to the NAEP BOD.

The search committee chair shall:

- Coordinate and lead meetings as appropriate.
- Guide group to consensus; take vote if not possible.
- Communicate with the Board of the Directors.
- Recommend changes to this charter as business conditions require.
- Replace search committee/advisory members (with board approval) if the members are unable to honor commitments or adhere to roles and responsibilities.
- Manage relationship with secretary. Approve minutes and action items as required.
- Coordinate a webinar with selected finalists and solicit feedback from membership prior to submission to BOD.
Search committee member role and responsibilities:

- Some search committee members will also chair an advisory group comprised of representatives of the stakeholder group they represent.
- Members should engage in respectful, open, thoughtful discussion, ensuring a breadth of opinion and thought.
- Committee members are expected to attend all scheduled Committee meetings and interviews with candidates and to remain on the Committee until its work is fully completed.
  - Anticipate an hour every two weeks in February/March.
  - In-person interviews may be required.
- Respect the process and maintain focus on the goal of the Committee.
- Disclose real or potential conflicts of interests as they occur to program chair.

Search Committee Decision Making Process:

- Only members of NAEP will be voting members. For example, business partners and Ad-Hoc representatives will participate, but will not have a formal vote.
- The Committee will strive for consensus in assessing and making recommendations on the candidates; however, a majority vote will prevail.
- In the event of a tie, the committee shall bring the issues to the NAEP BOD for further review and discussion, and if there still is no consensus or a tie is found, then the President of the Board shall cast the deciding vote.
- A quorum of five is required for vote.

Search Committee Meetings:

- The committee will meet at least twice every calendar month or as the need arises.

Advisory Committees:

The advisory committees shall:

- Represent its constituent group in all matters
- Advise its respective search committee chair on input regarding:
  - The profile of the role that is aligned with NAEP’s, mission, and values, along with its strategic priorities.
  - Provide input on position description.
  - Develop the position description that will be used for advertising of the position.
  - Give input and feedback on selection criteria for the position.
- Participate on screening interviews and potentially in person interviews at the request of the Chair.
The advisory committee chair shall:

- Coordinate and lead meetings as appropriate. Updates and questions to the group may be done via email.
- Represent the advisory group on the search committee.
- Recommend replacement of committee members to search chair if the member is unable to honor commitments or adhere to roles and responsibilities.

Individual advisory committee role and responsibilities:

- Committee members should engage in respectful, open, thoughtful discussion, ensuring a breadth of opinion and thought.
- Committee members are expected to attend all scheduled Committee meetings and participate in interviews at the request of the Chair.
- Respect the process and maintain focus on the goal of the Committee.
- All members of the Committee are responsible for ensuring the best possible candidate is recommended to the Board.
- Committee members should declare any perceived, potential and real conflict of interest with any candidate and discuss with the committee strategies to address such conflicts. Mitigating measures should be documented and attached to the final selection report that will be transmitted to the NAEP BOD.

Advisory committee Decision Making Process:

- Little formal decision making will be required, but each advisory committee shall strive for consensus in recommendations to search committee. Committee chair will facilitate the group and relay input to the search committee as appropriate.

Confidentiality for all participants:

- Members of the Committee and any advisory committee shall maintain strict confidentiality in all matters related to the search at all times.

Resources:

Headhunter — Spelman Johnson
Attorney for drafting agreement
Non-Disclosure / Conflict of Interest Agreement for participants