

SECTION C: ADDRESSING EXECUTIVE DIRECTOR TRANSITION –TURNOVER, RESIGNATION AND TERMINATION

INTRODUCTION

No one stays in a job forever. A certain amount of turnover, even at senior levels, can be a healthy event in the life of an organization. Change allows new ideas to come forward and can also create opportunities for your organization. Of course, managing change can be challenging as well. Your current executive director might choose to leave for a variety of reasons. This could include retirement, shifts in their personal life, taking a new position elsewhere, or even changing careers. The transition may come as a surprise or as part of a long-term plan. In any case, the job of the board is to move swiftly to make the transition happen in a smooth and controlled fashion.

It is also possible that the executive director transition will happen as a result of a termination, which can present significant challenges to everyone in the organization.

However it happens, executive director transition presents the board with multiple challenges, demands, and opportunities. Not only do you need to keep the organization moving ahead as the former leader exits, but the search and transition process for the new ED must be handled skillfully. It's helpful to think through how the transition is going to affect the organization and be proactive in taking steps to make this notable time of change as painless as possible.

How will you recognize the outgoing leader? Except in very rare cases, the outgoing ED deserves acknowledgement for their contributions and dedication to the organization.

Develop a short-term communications plan for the ED transition:

- 1. Decide what is to be communicated to whom.** Both the content and phrasing of the transition messages will change significantly for various audiences. What you share and how will be different for your staff than for your membership. Similarly, your major donors may have concerns that differ from the general public. It is essential to think about deliberately tailoring your message for each of your audiences.
- 2. Decide who needs to be made aware of the transition, and when.** Usually staff and board should know first, followed quickly by key funders, donors, volunteers, and membership, then other partners and peer organizations. It is imperative for the board to convey to staff that it has a plan and will keep their best interests in mind. It's also important to share what the staff's role will be in the search and hiring process for the new ED. Wherever possible, it is best to advise staff members of the transition in person or by phone. Staff should be provided with the name of the board liaison member(s) who can handle any questions that come up.

- 3. Make a list of the essential contacts and vet it carefully to ensure that everyone in your network is contacted in a timely and thoughtful manner.**
- 4. Designate the person(s) responsible for the communications.** This could be more than one person, but it is important that there be clear delineation of roles so that your various audiences see that you are well coordinated in your communication.
- 5. Ensure confidentiality.** Transition often involves sensitive information about both the organization and the executive director. Be careful to screen your communications for internal matters and personal circumstances that may not be appropriate for widespread distribution.
- 6. Determine how the message is to be communicated:** face-to-face, by phone or email, press release, social network, or other methods. Direct communication by phone or in-person is likely best for your most important contacts. It's helpful to plan the sequencing of your outreach to ensure that the people whom you'd like to hear the news directly from you do so by being contacted first.

Develop specific talking points for each audience that include basic information, such as:

- Why the transition is taking place. You need to be prepared to say what you can about the reason for the executive director transition. The ED has likely been highly visible in your community and many people will want to know what happened and why, and what the ED is going to be doing next.
- When the transition will take place. What is the announced date of the current ED's departure? When will an interim person be available for questions or to continue with essential tasks such as strategy and fundraising?
- What the organization is doing to maintain leadership in the interim period before a new ED is hired. How will each of your programs continue to be led? Who is responsible for each primary function that the exiting ED had managed?
- Whom to contact with questions and needs. Donors, members, partners, funders, elected officials and others will benefit from having a single designated point of contact. Developing this protocol will go a long way towards maintaining confidence in your leadership in the early period of the transition.

Options for appointing an interim ED:

- **Appoint an existing senior staff member or board member as interim executive director**
- **Bring in an interim ED from outside the organization**
- **Increase the involvement of the executive committee in the month-to-month operation of the organization**
- **Increase the participation of senior staffers in the organization's operations**

An ED transition also provides an opening to reach out to the broader community and raise the profile of your organization. Consider creative ways to use the search process to bring attention to your organization. For example, you might ask a local or online publication to write an article identifying the significant achievements of your organization over the past few years. This can boost your presence and help expand your hiring outreach.

Communicate to outsiders

- **Key funders.** Foundations and other major funders should also be informed of the changes early on, either by the outgoing ED or a board member. Use the list of talking points discussed above to ensure consistent messaging. Board members should avoid providing too much detail about the ED's departure. They should be prepared to describe, if the funder is interested, the steps the organization is taking in handling the transition.
- **Donors and members of the organization.** Early on in the transition process, be sure to alert your major donors by phone. It is vital that they hear of the transition from you rather than from someone else. In most cases, it is acceptable to notify your membership using common channels, such as e-alerts and newsletters. A special announcement is usually not necessary: you don't want the departure to become a news story of its own. Announcing the ED's exit with positive news or an organizational update can provide reassurance that the organization is on track and focused on its mission.
- **Partners.** It benefits your organization to ensure that close partner organizations know about the transition. They will want to know what impact the changes will have on their projects and who will be the lead person taking on those responsibilities. Communications with these partners should address any questions or concerns they may have.
- **Peers and colleagues.** Involve the outgoing ED in developing a comprehensive list of organizations that are networked or allied with yours and draft a plan for reaching out to them.
- **Officials.** If you are working closely with elected officials, ensure that they hear from a designated person in the organization early on in the transition. Tailor the message with their past and future interests in mind.
- **Media.** A brief press release is usually sufficient to alert the local media once all other key players have been notified. If you have cultivated deeper or more regular contact with particular members of the press, they may appreciate a personal call conveying whatever news you can share.
- **Public.** Update marketing and outreach materials. Once the external communication has taken place, outreach materials such as websites, voicemails, and marketing materials should be modified. Start with the most commonly accessed of these. Due to cost, it may be best to wait until a permanent ED is named before changing printed materials.

Should you decide to appoint an interim executive director, they should be provided with a thorough briefing and description of responsibilities, including:

- **Job description and performance expectations**
- **Guidance on short-term organizational priorities**
- **Programmatic and policy, fiscal management, and human resources**
- **Management authority**
- **A primary contact person on the board**

FINANCIAL CONSIDERATIONS DURING AN ED DEPARTURE

The board should pay close attention to the organization's finances during the transition to ensure financial stability. Guaranteeing timely and accurate accounting of cash flow is especially critical to managing a smooth transition. Ensuring there are adequate funds to meet operational needs will be essential to the confidence of staff and funders.

The board needs to be very aware of how realistic any revenue projections are. Where is money coming from? When should the organization expect it? For what purposes? How will the ED be transitioning information about their relationship with funders and donors?

If your organization's outgoing executive director was deeply involved in financial management, be sure to thoroughly debrief the departing ED around financial matters, especially details that may not be easily retrieved from your financial management system.

It is especially important to investigate the details if the organization does not appear to be on solid financial footing. If you have been relying on your executive director to manage the situation personally, be sure to investigate and document those details and concerns before the ED departs. Engage your board treasurer or other members to assure the entire board that you are carrying out your critical fiduciary responsibilities.

If the organization does not make accurate and timely cash flow projections available to the board regularly, then the board should insist that such projections be developed immediately. The board must monitor the cash flow situation closely to ensure that any downturn in funding does not significantly disrupt the organization's programs, staff, or reputation.

If the organization does not appear to be on solid financial footing, or the board doesn't receive accurate and timely financial information regularly, we strongly recommend the board take immediate action to ensure that highly competent financial management is in place during the transition. This will ensure that accurate, timely, and accessible financial reports are available to the board and to funders.

The board may have to hire an interim financial manager or external accountant in order to achieve this. The cost of using an outside resource could quickly be repaid in the peace of mind that comes from having professional assistance.

Maintain fundraising strategies

Foundations and major donors may observe the progress of the transition carefully. They may hold off on further donations to the organization as they assess their confidence in the new leadership. It is prudent to anticipate that some funders may even take a "wait and see" approach. This could result in donors holding back funds that had previously seemed secure until they're clear on the organization's direction. Prioritizing the development of strong relationships between your new ED and donors is critical.

If you are a current Wilburforce grantee, TREC may be able to provide fiscal management and fund development assistance during transitions.

DEVELOP A PLAN FOR EXECUTIVE DIRECTOR TRANSITION

Once an ED has announced their departure, the board should request a written transition plan from them that identifies their areas of focus and priorities until their departure. It should include goals and tasks that will ensure that daily operations continue unhindered. Identify any transition-related tasks through the plan, and, if possible, address them.

If appropriate, ask that the outgoing ED makes recommendations on the major tasks they see as priorities after their departure. These should focus on big-picture goals and strategic direction. They could also include such topics as relations with key funders, transitioning key program relationships, changes in financial responsibilities, and other essential details.

If the departing ED cannot develop a satisfactory plan, the board will need to step in to support a solid transition. You might consider identifying an appropriate senior staff person and asking them to develop a plan for the board to review. As this is a critical assignment for the health of the organization, it should be made in writing and communicated in person.

Succession Planning

In an ideal situation, your organization will anticipate executive director transition and consider it part of an overall organizational planning process. However, staff and boards of small nonprofits often do not have the time, support, or experience to develop succession plans.

If you have not engaged in this type of planning before the announcement of the executive director transition, you most likely will not be able to do it in a thoroughly in the short term. You might, however, consider adding succession planning to your next round of strategic planning.

Because the average ED hiring process is 3-6 months at a minimum, you may consider appointing an interim executive director.

If you appoint an interim executive director from your existing staff or board, care must be taken to ensure that all involved clearly understand that the arrangement is temporary. If the interim ED wishes to apply for the permanent executive director position, be sure to communicate that they will be treated in the same manner as other applicants.

If you are appointed an interim ED from staff, have a transparent and open conversation with them to make sure they understand that their current job position will be secure if they are not selected for the permanent ED role. The goal of this conversation is to ensure that they understand their value to the organization regardless of whether they receive the promotion to ED or not.

If the interim ED is a board member, you might urge them to either take a leave of absence from the board or considering resigning.

Executive director retirement

Many organizations have had a long-serving executive director, and the day will come when that person chooses to retire. The retiring ED most likely has extensive knowledge of the organization and a wide-ranging list of contacts and peers. While it can feel daunting to hire a new ED after one with long tenure departs, the transition also offers your organization the opportunity for fresh energy, talent, and direction.

The board can address a retirement transition by:

- Requesting a long lead time on an impending retirement, to allow for a smooth transition
- Progressively shifting responsibility to other staff before the ED's departure to provide a reasonable period of cross-training to help staff succeed
- Notifying key funders, donors, partners, and allies well in advance
- Requesting thorough documentation by the outgoing ED on all key areas of their expertise
- Taking the time to honor the outgoing ED for service rendered

Founder Retirement

All of the comments about retirement may come into play if your transitioning executive director is also the group's founder. They are likely to have a unique relationship with staff and donors due to their involvement in the birth of the organization. Often, the founder's personality will have a profound influence on the culture of your group.

In planning for the transition from a founder, consider these factors:

- This transition provides an opportunity to set the organization on a new or refreshed course. How can we reinvent ourselves at the same time that we honor our roots?
- The founder's vision is likely to be deeply ingrained in your organization. Is that vision still true, or is it ready for an upgrade? Which parts of the founder's legacy are most important to retain?
- How will any new executive director measure up to the founder's contributions? Think carefully about how to set the new person up for success without forcing a comparison to the founder.

DECIDING TO TERMINATE THE EXECUTIVE DIRECTOR

Except in rare cases of illegal behavior or gross misconduct, the decision to fire an executive director typically starts with a lengthy discussion of issues around strategy and performance. It can also begin with recognizing that the current executive director's performance is not meeting the organization's needs and that it is time for them to move out of the position.

Terminating employment is emotionally and legally challenging terrain. TREC does not provide legal advice or recommendations. Before recommending or initiating termination, TREC recommends seeking paid legal advice to ensure clear accountability and to avoid any potential conflict of interest. We suggest consulting with an attorney with labor experience in your jurisdiction and may be able to provide referrals through organizations like the National Employment Law Association.

Dismissal for cause

Though rare, circumstances can and do arise when it is necessary to remove the executive director from their job on short notice. Dismissal is typically due to an unacceptable action or unethical personal behavior. Examples include fiscal malfeasance, sexual harassment, drug abuse, or breach of contract as outlined in your organization's personnel policies.

It is imperative to seek legal guidance to protect the organization and staff from alleged wrongdoing while any investigations are underway. It is also important to secure documentation from as many source involved as possible.

Should your board have evidence of any egregious actions or situations involving the executive director, it is imperative that the board initiate action immediately. Take any allegation of unlawful behavior seriously and work quickly to document the incident as thoroughly as possible.

Insist on due process for the ED and seek legal advice for guidance on how to proceed.

Treat dismissal as an option of last resort. As a board, your goal should always be ensuring that you give ample opportunities for your executive director to succeed.

We recommend that success criteria be thoroughly evaluated here, even if they have not been assessed earlier in the ED's time with the organization.

From the beginning of the ED's tenure, communicate expectations in a clear and timely fashion, both in person and in writing, and provide sufficient feedback so the ED knows where they stand. Planning and documentation are essential to meeting performance expectations, and to ending employment gracefully when necessary. They are also the best way to avoid potentially damaging and expensive litigation.

Removing an ED from their post is potentially very disruptive to the staff and work of the organization. Be sure that you have weighed the potential gain from replacing the ED against the very real costs you may incur in doing so.

KNOW WHEN IT'S TIME TO MOVE TO TERMINATE AN ED

Terminating the executive director is one of the most significant and challenging decisions a board can make. Boards often hesitate and may even wait too long to fire an ED. This is not surprising given the gravity of the action and the degree to which many boards are distanced from the month-to-month activity of the ED.

However, if an executive director is consistently underperforming, and you have determined the issue is not training or another controllable factor, letting that person go may be one of the most important decisions you make to support the long-term wellbeing of your organization.

FACTORS TO CONSIDER:

- **Letting poor performance go unaddressed can quickly erode morale inside and outside the organization, possibly leading to even more troubling issues for you to deal with later.**
- **Managing an underperforming ED drains organizational resources, and other employees may feel undervalued if they perceive that a colleague, especially their boss, is receiving special treatment.**
- **Spending your time filling an open position rather than managing someone who should no longer be in their job may be a better use of your resources.**
- **Delaying the termination of ineffective ED could affect the rest of the organization's trust in and respect for the board.**

In making the termination decision, the board should get as much data as possible on the performance of the ED. Often a board can use an anonymous 360° feedback process involving people inside and outside the organization to get frank feedback regarding the ED.

ESSENTIAL STEPS PRIOR TO TERMINATION

The following are critical considerations in the termination process. The board needs to take into account all of these factors before acting to terminate the executive director.

- **Get absolutely clear on what you want to accomplish by dismissing the ED.** It is not uncommon for a board to become frustrated with a few aspects of the executive director's behavior and think that terminating this person might be easier than working to address whatever challenges have arisen. Some assume that a new ED would significantly improve the performance of the organization or even make certain problems "go away." This is rarely the case, so it is helpful to think through the reasoning for termination and share it among all decision-makers before taking action.
- **Test the board's thinking.** Most boards have, at best, incomplete or possibly inaccurate information on the performance of the executive director. Attempt to get as accurate a picture as possible of the ED's performance. Also, consider the "big picture" of the organization's mission and strategy to get as full an understanding as possible of the context of the ED's work.

It may be valuable to take a respected senior staff member into the board's confidence. They should be someone whom you believe has the capacity to have a broad perspective of the organization and can maintain as much objectivity as possible, someone who has demonstrated trustworthiness and can be relied upon to maintain

confidentiality. The board can advise the chosen staffer of their analysis and of their tentative decision to remove the ED and ask for honest feedback. Asking a staff member to carry the burden of this confidential information is no small request; the board should offer the person the opportunity to engage or not, and be respectful of their decision if they decline to become involved. If the staffer does agree, they can become an invaluable sounding board for the board as it develops an assessment of the situation. They can also play a role in developing and supporting a transition plan. If the board is considering an interim ED strategy and it is possible that this same senior staff person could become the interim leader, care should be taken to separate the issues.

You may also consider confidential and discrete inquiries outside the organization, with funders, partners, and others, to test the board's thinking about issues or concerns.

- **Perform legal due diligence.** Before the board gets serious about the possibility of firing an ED, it is critical to seek competent legal advice about what would be required. Seek guidance once the full board is aware of the concerns without delay to avoid exposing the organization and board members to potentially grievous risks around performance and reputation.
- If the firing is done for any reason related to the ED's performance of their specific job duties, the board must ensure that it has documented a legally defensible case for the termination. As with all personnel matters, confidentiality is critical to this entire process.

Be careful not to give the impression that the ED controls this process. As the board, you do. You may have some room to negotiate how long the ED will stay in their position, or how to communicate their departure publicly. However, it is up to you to deliver the message of the board accurately.

- It is also necessary for the board to be aware of the possibility of a contested dismissal. The outgoing ED can contest their dismissal if they believe they were terminated without justification, or in violation of laws protecting employees from capricious action on the part of the board.
- Even the possibility of contested dismissal can put the organization at risk of becoming involved in a lawsuit, with considerable potential complications and expense. As the organization can be liable for significant penalties, and a loss of goodwill in the community, be prepared to consult with appropriate legal counsel to avoid a negative outcome. While it is sometimes the case that people use the threat of lawsuits to enhance their bargaining position, you should consider the potential for conflict seriously.

- **Obtain buy-in and formal agreement on all decisions.** Lack of consensus on the board about changing the employment status of the executive director is a key risk factor in a successful ED transition. A split board becomes a critical problem with some members feeling loyal to the ED while others want to terminate the person.

There are special considerations if the ED has a close personal relationship with one or more board members. These relationships are quite common if the outgoing ED is the founder or has significant tenure, as they may have built the organization around their vision or played a strong role in board recruitment.

The lack of an explicit termination agreement can backfire if the executive director, when terminated, aggressively lobbies their allies on the board and creates turmoil in the decision-making process. It is therefore critical to take the time necessary to secure full board participation in termination discussions and reach agreement on all decisions. The board also needs to be aware of, and ready for, the possibility of complications from an ED contesting the termination decision.

Before you make a decision to terminate the executive director, ask yourself whether you've given them sufficient opportunity to advocate for themselves.

- **Are you being fair in your assessment?**
- **Would more feedback, coaching, training, or guidance help?**
- **Is the problem with the organization, the ED, the work environment, the job itself, or is it some combination?**
- **Is it possible that the ED is being held to impossibly high standards, ones that few people could actually accomplish?**

Whatever the decision, identifying the key “messaging points” that will follow termination is a core responsibility of the board. These should be well articulated and decided in advance of any public announcement. Board members should agree not to deviate from these statements.

IDENTIFY HOW THE ED DEPARTURE AND TRANSITION SHOULD TAKE PLACE.

Options include:

- **The ED leaves immediately.** An immediate departure may be preferable if their performance has been unacceptable, or there is a high degree of conflict between the ED and members of the staff or the board. The departure may take the form of a “paid leave,” with the requirement that the ED complete some outstanding tasks or otherwise support the transition to the interim leadership.

The ED leaves after a predetermined period. An ideal scenario may be for the board and ED to maintain a respectful and productive working relationship, one that allows the ED to provide satisfactory focus on job performance during the transition. The downside to this could be a “lame duck” scenario. Sensitivity to timing is essential.

Key partners and funders of the organization may hold back on new initiatives or funding until new leadership is in place. Therefore, after announcing the termination, it is advisable to limit the time the ED stays to a period of three months or less. With this plan, as soon as the board terminates the ED, they must have a workable hiring plan in place and be ready to implement it.

- **The ED leaves when or shortly after hiring the new executive director.** This extension may be desirable as it allows some overlap between the outgoing and the new ED. It might, however, not be realistic: the outgoing ED’s attention may already be elsewhere, or they may need to move on to their next opportunity before the new ED is hired or onboarded.
- **The ED moves into a different position in the organization.** In some cases, the outgoing ED may be asked to move into a different role in the organization, such as a program or fundraising position. This job change can be a viable strategy, though it is sometimes difficult for the departing ED to transition effectively to the new role.
- **The ED takes on a specific, time-bound task as a way of supporting the transition to the new ED.**

Be clear on the exact nature of the termination

How the termination is positioned and described, both to the departing executive director and others, has critical, practical, and legal implications. There is no way around the fact that firing someone is uncomfortable.

In response to this discomfort, board members may want to ask the executive director to quietly resign as a way of allowing all parties to “save face.” It is imperative that the board demonstrates a high degree of honesty and integrity in the process.

In some jurisdictions, such as Canada, asking the ED to resign quietly could be construed under employment law to constitute constructive dismissal, which is essentially wrongful termination. If the organization had a contract with the ED that allowed either party to break the agreement without cause, then asking the ED to resign quietly may constitute a violation of that agreement. It is critical the board seek legal advice about how to position the termination with both the ED and in public statements.

When dismissing an ED, identify any operational impacts the termination may have and make plans to address them.

The executive director is typically involved in many crucial organizational processes, including program management, fundraising, fiscal management, and community outreach. The board should review all areas of oversight that require the ED's regular attention and assess the impact of the various termination scenarios.

While it may be unrealistic for the board to develop plans to address each of these areas, it is necessary to identify the most critical tasks that involve the ED. Thinking this through helps the board avoid unpleasant surprises in program or staff performance.

While terminating an ED is challenging, handling the situation with professionalism, efficiency, and compassion for the integrity of all involved is a tremendous gift to your organization, as well as to the outgoing ED. Take the time to support your fellow board members throughout the process – and staff in the aftermath – grounding yourselves in your commitment to your mission and work in the world.

The boards' goal should be to minimize surprises and to maintain control during the transition. One approach may be to offer the departing executive director financial or other incentives if they meet specific requests of the board during the transition. Any requests should be mutually agreed upon and in writing.

Consider involving a labor attorney in drafting or reviewing this and any separation agreements.

PLAN FOR THE TERMINATION DISCUSSION

- **Decide who will present the termination.**
The board chair/president is typically the most suitable person to deliver this message. You may choose to have one other board member join the chair, but having more than two people present may make all parties uncomfortable.

Having a second board member present can ensure that the key messages developed by the executive committee are conveyed effectively. This second person will support the board chair if they are nervous and help them if they forget or miscommunicate something. A second person can also add an air of gravity and possibly reduce the chance that the executive director will try to negotiate their way out of being fired.

If the ED later contests accounts of the meeting, the second person can also act as a witness.

- **Set a Date, Time, and Place.** Delivering a termination message can be emotional. The goal is to map out a strategy that makes the process as direct, concise, and respectful for all parties as possible.

Give thought to when and where you will hold the meeting. It may be best to pick a neutral location, such as a conference room or offsite location so that you are free from potential distractions. It is also wise to choose a time that is not only convenient for both parties but also considerate of the departing ED.

- **Consider how much advance notice you give of the meeting and how you position the conversation.** Too much notice may lead to unproductive worrying on the part of the outgoing executive director. You may tell the ED that you want to meet with them to discuss an important issue, but being specific about a planned termination is not advised.
- **Do it in person.** You may run into logistical difficulties if the board member(s) initiating the discussion do not live near to the ED. In this situation, arrange for a board member to travel to the ED to deliver the termination. While it might be tempting to wait until the board and ED are together for a previously-scheduled event, waiting may cause an unhelpful disruption to that event. It can also prolong the termination window, adding additional complexities to an already-challenging situation.

Before the formal announcement of the executive director's termination, the following topics should be addressed and consensus gained on each:

- **Approve the termination action by the full board.**
- **Approve the terms of the dismissal, including severance package, benefits, accrued vacation, and other details. Describe these items in the separation letter.**
- **Identify board member(s) who will act as liaison(s) to staff after terminating the ED.**
- **Determine communication plans for various constituencies. These include the final wording of any written communication for each of your key stakeholder groups. All plans should include:**
 - Name & Contact Information for each person on the list
 - Timeline & sequencing for all communications
 - Board or Staff member responsible for contacting each person
- **Complete the separation agreement. Document all the conditions of the termination are documented in a formal agreement provided to the outgoing executive director.**

As this could be scrutinized in any wrongful termination action, a qualified attorney should review the separation letter before the board formally approves it.

- **Identify interim authority. Staff and the public will need to know who is in charge of each major area of responsibility handled by the outgoing ED. The temporary authority may be an interim ED or existing board and staff members; either way, it is vital that you identify them before terminating the ED.**
 - **If an interim ED is to take the reins, draft a letter specifying the interim ED's scope and authority. Have this ready to be signed by the interim ED as they begin the job.**

- **Prepare yourself and have a plan.** It is best to prepare notes or talking points for the meeting, even though you may find you do not need to refer to them during the discussion. If you decide to use notes, tell the ED that you are using them because this is an important meeting and you want to be sure not to miss anything.
- **Make sure your emotions are under control so you can remain both clear and respectful during what may be an uncomfortable conversation.** It is possible that the executive director may lash out, place blame, or even make you wrong as the bearer of bad news. It is essential for you to avoid becoming angry, arguing with the ED, or trying to explain the details of the decision. You can always stop the meeting if it becomes too emotional. A brief pause can give both sides a chance to cool off.
- **Recognize going into the meeting that you may feel disappointed with the situation.** You and the organization probably had a significant investment in the ED's success, both personally and financially. You may have trepidation about the decision to terminate. However, your commitment to your organization requires action.
- **In a situation where you want the executive director to stay in the job for an interim period, it is helpful to have a Plan A and Plan B for the meeting.** Plan A may assume the ED is willing to entertain staying in the role until new ED is hired. In this case, the meeting may be longer and more collegial in tone with some focus on how to best make the shift. Keeping the ED on staff through the transition is something to consider only if all parties believe it is a workable idea. If this situation seems viable, consider giving the outgoing ED time to consider this possibility, agreeing upon a defined date for a response.

Alternatively, you may need a plan B if the ED is upset, belligerent, or otherwise rejects the idea of staying in the role. You would then most likely have a shorter conversation that covers the minimal information required for the ED to depart.

Plan for these two scenarios as well as any others you can identify. Though you may have options for the ED to consider, you will want to avoid any prolonged negotiation in this first meeting with the ED.

- **Keep It Quick and Clear.** Even though you may spend a lot of time planning and preparing for the termination meeting, the conversation itself should only take a few minutes. Be clear and direct. Uncomfortable as they sound, plan to use words like “terminate,” “let you go,” or “fire,” so there is no misunderstanding about what is happening. By the end of the first few minutes of the meeting, the ED should know that they are being dismissed.
- For most terminations, the meeting will be short and to the point, probably taking no more than 15 minutes. Extending the meeting, while it may feel compassionate, actually makes it harder for everyone. Also, saying more than is needed may expose the employer to additional claims should the ED commence a wrongful dismissal action.
- **Keep in mind that the termination meeting is not an opportunity for the executive director to challenge the correctness of the decision, or debate its merits.**
 - **If the nature of the termination is such that the executive director may be staying on in the position until finding a new ED, then a further follow-up meeting will be required.** Set a time frame and other arrangements for this next meeting, but avoid getting into details in the termination meeting.
 - **You can show compassion by starting your conversation with, “this isn’t going to be easy to hear,” or something similar. However, keep it simple and direct by using the notes you prepared and sticking to the facts.**

Ideally, you will have already had several conversations about the ED's performance, so the news shouldn't come as a complete surprise. You will have moved through a transparent process as described in your personnel policies, which may include all of the following – verbal warnings, written warnings, and personal improvement plans. Be clear, but avoid a laundry list of the ED's performance issues. Stick to observable behaviors and avoid comments about the ED or their personality. Be sure to tell them when their departure is effective.

- **The way you deliver the news can determine how the person reacts, and whether they will pursue legal action.** Communicating respectfully and supporting the ED's dignity is essential.
- **If the ED becomes angry or hostile, you may want to take a brief break.** If the person's emotions are still not in check, end the meeting. Be clear and say you will talk again and soon. At this point, the timetable is yours, not theirs. Avoid an argument by simply stating, "I will not argue with you."
- **At no point allow the person to think you might be "talked out" of the decision to terminate their employment.** You must be explicit about the decision, however difficult it may be for them to receive the news.
- **Close the conversation by giving the ED credit for all the effort they have put forward in their job.** Point out accomplishments and successes.
- **Depending on the situation, you may also want to show support by offering to be a reference.** Again, be prepared to be brief, wish the person well, and conclude the meeting.
- **Offer choices for how the departure happens, if possible.** One way to bring compassion to the termination process is to let the ED determine some aspects of how they will leave. You may, for instance, offer the ED the opportunity to resign, if your legal adviser has approved this option.
- **Deliver the separation letter and clarify next steps.** Before the meeting concludes, make sure the ED receives the separation letter and that the next steps or requirements stated in it are clear. These should include any expectations you have that the ED provides transition support or is available to staff or board as part of the wrap-up process.
- **The termination letter may also include details about severance pay, accrued vacation, benefits, and other specifics.** The ED may want to look over and consider these details before agreeing to the terms of the separation. Questions of how you handle the severance terms should be discussed earlier with the board and approved by your attorney. Depending on the nature of the termination, you may or may not be open to negotiating the terms of dismissal.
- **You may want to offer the ED the opportunity for another meeting once they have absorbed the details of the termination.** Make sure there is an understanding that this will not be a chance to renegotiate the dismissal, but rather to help them transition.

Respect the outgoing ED's dignity. Allow them to speak if they want to and ask any questions they may have. You may even engage in some discussion about what went wrong in the employment relationship, but keep this simple and direct.

WHAT TO AVOID: COMMON MISTAKES IN TERMINATION

- **Don't talk about yourself.** If you say, "I know how you feel," or "I don't want to do this," you may seem more worried about yourself than about them. Do not offer advice.
- **Don't sugarcoat.** Don't offer false praise and tell them all the reasons why you think they're great. It clouds the issue and can be confusing. Pick one or more genuinely positive things to say about the person, but do not go overboard.
- **Don't defend yourself.** Even if the ED has harsh words for you, resist the temptation to tell your side of the story. Stay calm and redirect the conversation back to the person in question and the board's decision.

Provide clarity to the ED on any issues related to termination, including:

- Contact person for any questions they may have after their termination
- Contact person for the return of the organization's property, such as computers and cell phones
- The amount of time the ED has to consider and accept the separation package, if one was offered
- The consequences that will ensue if the separation package is not accepted within the time provided
- Any benefits provided to the ED as part of the separation. These might include things like outplacement counseling or letters of recommendation

Ideally, these issues were addressed in the separation letter to avoid any uncertainty or disputes.

Provide leadership and direction to the organization:

- **Assess and manage the impact of the termination.** Major transitions like the termination of the executive director can create reactions and problems that reverberate in the organization and the community for some time after the event. It is essential that the board considers how it can stay in touch with staff and the community, proactively communicating plans and progress.
- **Your goal is to lay the groundwork for a smooth transition among the organization's remaining staff.** Communicate that the executive director has left the organization and lay out a plan for how the organization's work will continue. Maintain confidentiality around the termination at all times.
- **If the ED is stepping down but staying on until a new ED is hired, it may be helpful for the board chair and the ED to meet with the staff together. This meeting is an opportunity for the board chair and ED to update the organization on the transition and discuss the process and timeline for recruiting the next ED.** The joint meeting allows the outgoing ED to have maximum public support from the board and continue in their effectiveness with staff. It can also potentially minimize the "lame duck" syndrome that could affect the departing ED's effectiveness.
- **If the ED leaves suddenly, bring the staff together as soon as possible to hear and address their concerns and questions. Share your strategy for how to handle the departed ED's workload and map out your plan to fill the vacancy.** If the firing is an isolated incident, you will want to assure staff that their jobs are not in danger.

While terminating an ED is challenging, handling the situation with professionalism, efficiency, and compassion is a tremendous gift to your organization. Take the time to support your fellow board members throughout the process – and staff in the aftermath – grounding yourselves in your commitment to your mission and work in the world. Congratulations on choosing to thoughtfully and proactively address staffing challenges that were impeding your organization's ability to succeed. Now, you are ready to turn your focus to the future.