

A BOARDROOM ADVISORY REVIEW

The Succession Readiness Review.

Twenty-five questions for NomCo Chairs to test whether the succession plan would hold in a moment that cannot wait.

Boardroom Advisory
by Beyond Governance

beyondgovernance.com

AN ESSAY FOR THE NOMCO CHAIR

The plan you think you have, and the plan that would actually work.

Succession planning is the area of board work most likely to be confused with a document. The document exists. The plan, very often, does not.

Every board has a succession plan. It is tabled at the Nomination Committee, refreshed at some cadence, and signed off without amendment. It contains names, sometimes a readiness timeline expressed in colour. What it rarely contains is an honest view of whether the named successors would actually take the role, or whether the board would back them if they did.

The gap between the plan on paper and the plan in practice almost never surfaces in the ordinary course of business. It surfaces on the morning a Chief Executive resigns, or is incapacitated, or is asked to leave. At that moment, the Nomination Committee discovers whether its work over the preceding three years was governance, or ritual.

> **The succession plan is the part of the board's work most flattering to review, and most unforgiving to rely on.**
>
> — Beyond Governance

Three patterns recur in the post-mortems. The plan was designed for an orderly transition and never stress-tested against a sudden one. The internal candidates named on the slate had shadowed, attended, presented — but had never been asked to decide, visibly, against the grain. And the plan was produced *for* the committee rather than *by* it: curated upward, ratified without challenge, never interrogated on the premises.

What the review is for

This review produces, in a single sitting, an honest appraisal of where your own committee's plan sits on that spectrum. It is not a benchmarking exercise. It has twenty-five questions, each designed to surface a specific slippage between the plan you believe you have and the plan that would hold under pressure.

Some questions will be easy. Those are not the point. The point is the questions at which you hesitate — where the answer you would write is not the one tabled at the committee. Those are the questions that define the workstream for the next six months.

BEFORE YOU BEGIN

A review for NomCo Chairs, in private.

The review produces no score. It produces an honest appraisal — of the plan you think you have, against the plan that would actually work.

Every board has a succession plan. Most of them are inadequate. The adequacy gap rarely surfaces until the moment succession is actually required — which is typically also the moment when it is too late to close it.

Succession plans fail most often in three ways. They plan for the orderly transition and not the sudden one. They identify successors on paper who have not been developed in practice. They confuse a list of names with a plan.

How to use this review

Answer the questions alone, in one sitting, ahead of the next formal succession discussion. **Do not consult colleagues.** The purpose is an honest appraisal — and the honesty is forfeited the moment the document is shared.

At the end, identify the **three questions where your answer was weakest**. Those three are the agenda for the next NomCo meeting.

> **Five parts. Twenty-five questions.**
>
> CEO succession (orderly) · CEO succession (emergency) · Chair succession · Board composition & NED refresh · Pipeline & development. Each question has room to write; each section closes with a reflection page.

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PART ONE · QUESTIONS 01–05

CEO succession, orderly.

If the CEO announced their retirement today, would the board know who to appoint and why?

QUESTIONS 01 – 02

01

RETIREMENT IN TWELVE MONTHS

If the CEO announced their retirement today, effective in twelve months, who would the board appoint as successor?

NOTES

02

DEVELOPED OR PLACEHOLDER

Of the internal candidates on the succession slate, which have genuinely been developed for the role, and which are placeholders?

NOTES

QUESTIONS 03 – 04

03

TESTED IN FRONT OF THE BOARD

When was the last time an internal successor candidate was tested on a significant board-facing responsibility?

NOTES

04

THE SEARCH BRIEF, IF IT WERE WRITTEN TODAY

If the board ran an external search, what would the brief say about the capabilities the business needs in its next CEO?

NOTES

QUESTION 05

05

SUBSTANTIVE, NOT PROCEDURAL

Has the NomCo discussed succession to the CEO in the last six months, substantively and not procedurally?

NOTES

PART ONE · REFLECTION

Before you move on — reflections on orderly CEO succession.

Step back from the individual questions. What pattern do the answers together suggest about this part of the succession picture?

WHAT STOOD OUT	QUESTIONS TO FLAG FOR THE NOMCO AGENDA

PART TWO · QUESTIONS 06–10

CEO succession, emergency.

If Monday morning arrived without the CEO, what would actually happen — and under whose authority?

QUESTIONS 06 – 07

06

MONDAY MORNING

If the CEO were incapacitated tomorrow, who would run the business on Monday morning, and under what authority?

NOTES

07

BRIDGE, OR SUCCESSOR

Is the emergency CEO a viable permanent successor, or a bridge?

NOTES

QUESTIONS 08 – 09

08

STRESS-TESTED, NOT JUST WRITTEN DOWN

Has the emergency succession plan been stress-tested in any way beyond being written down?

NOTES

09

THE CHAIR, WITHOUT THE DOCUMENT

Does the Chair know, without consulting the plan, who takes over in an emergency?

NOTES

QUESTION 10

10

THE FIRST DECISION IN THE MORNING

If the emergency succession were required tonight, what is the first decision the board would need to take in the morning?

NOTES

PART TWO · REFLECTION

Before you move on — reflections on emergency CEO succession.

Step back from the individual questions. What pattern do the answers together suggest about this part of the succession picture?

WHAT STOOD OUT	QUESTIONS TO FLAG FOR THE NOMCO AGENDA

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PART THREE · QUESTIONS 11–15

Chair succession.

When the Chair goes — by plan or by surprise — who steps into the role, and is the board ready to back them?

QUESTIONS 11 – 12

11

WHEN THE SEARCH NEEDS TO BEGIN

When does the Chair's current term end, and when does the search for their successor need to begin?

NOTES

12

CREDIBLE INTERNAL CANDIDATES

Of the current non-executives, which would be credible candidates for the Chair role, and which would not?

NOTES

QUESTIONS 13 – 14

13

THE SID AS SUCCESSOR

Has the SID been developed, formally or informally, to be a potential successor to the Chair?

NOTES

14

SUDDEN DEPARTURE

If the Chair stepped down suddenly, which NED would the board turn to, and is that person ready?

NOTES

QUESTION 15

15

INTERNAL OR EXTERNAL

Does the composition of the board support any of the succession options, or would the board need to recruit a new Chair externally?

NOTES

PART THREE · REFLECTION

Before you move on — reflections on Chair succession.

Step back from the individual questions. What pattern do the answers together suggest about this part of the succession picture?

WHAT STOOD OUT	QUESTIONS TO FLAG FOR THE NOMCO AGENDA

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PART FOUR · QUESTIONS 16–20

Board composition and NED refresh.

Whether the board you have is the board the strategy needs — and whether the NomCo is leading the refresh, or only ratifying it.

QUESTIONS 16 – 17

16

THE NEXT TERM TO END

Which current director's term ends next, and has the search for their replacement begun?

NOTES

17

SKILLS AGAINST THE THREE-YEAR STRATEGY

If you looked at the board through the lens of the three-year strategy, which skills are missing?

NOTES

QUESTIONS 18 – 19

18

TENURE AND SUBSTANTIVE INDEPENDENCE

Which directors have been on the board longest, and at what point does tenure begin to affect independence in substance as well as in form?

NOTES

19

DIVERSITY AGAINST INVESTOR EXPECTATIONS

Does the board's composition reflect the diversity expectations of your current and future investors?

NOTES

QUESTION 20

20

LED BY NOMCO, OR BY THE CHAIR

Is the nomination process genuinely led by the NomCo, or effectively led by the Chair with NomCo ratification?

NOTES

PART FOUR · REFLECTION

Before you move on — reflections on board composition and refresh.

Step back from the individual questions. What pattern do the answers together suggest about this part of the succession picture?

WHAT STOOD OUT	QUESTIONS TO FLAG FOR THE NOMCO AGENDA

PART FIVE · QUESTIONS 21–25

Pipeline and development.

Whether the executives the board would want on a future slate are being developed now, and whether they know it.

QUESTIONS 21 – 22

21

THREE OR FOUR FUTURE CANDIDATES

Below board level, who are the three or four executives most likely to be on a future succession slate, and what development are they receiving now?

NOTES

22

BOARD EXPOSURE

Do those future candidates have board exposure? In what form, and how often?

NOTES

QUESTIONS 23 – 24

23

PIPELINE, NOT JUST SLATE

When was the last time the NomCo reviewed the executive pipeline, as distinct from reviewing the succession slate?

NOTES

24

HOW SUCCESSION DECISIONS ARE MADE

Does the executive population know, in broad terms, how succession decisions are made and what capabilities are valued?

NOTES

QUESTION 25

25

THE RETENTION CONVERSATION

If a senior executive you wanted to retain received an external approach tomorrow, would the succession conversation you would need to have with them be credible?

NOTES

PART FIVE · REFLECTION

Before you move on — reflections on pipeline and development.

Step back from the individual questions. What pattern do the answers together suggest about this part of the succession picture?

WHAT STOOD OUT	QUESTIONS TO FLAG FOR THE NOMCO AGENDA

REVIEW SUMMARY

The three questions where your answer was weakest.

Of the twenty-five, note the three where your answer was weakest. Those three are the agenda for the next NomCo meeting.

01 QUESTION NUMBER · WHY YOUR ANSWER WAS WEAK · WHAT TO DO NEXT

02 QUESTION NUMBER · WHY YOUR ANSWER WAS WEAK · WHAT TO DO NEXT

03 QUESTION NUMBER · WHY YOUR ANSWER WAS WEAK · WHAT TO DO NEXT

WHAT THE RESULTS TELL YOU

Reading the review.

A NomCo that can answer every question with confidence is an unusual one. Where is yours unusual, and where is it honest?

If you answered most questions confidently and three with difficulty, **the three are your workstream for the next six months**.

If you found yourself uncertain on more than ten questions, succession planning is functioning on paper rather than in practice. That is the most common finding — and the one that most reliably predicts difficulty when succession is actually required.

The next conversation

> The usual next step is a structured conversation outside the NomCo, with someone independent of the internal candidates.
>
> — Beyond Governance

That independence matters. Most succession plans are weakest where they are most politically sensitive, and the sensitivity is what prevents the plan from being tested.

How Beyond Governance supports NomCo Chairs

We provide independent succession planning advisory, covering CEO, Chair and NED succession. Engagements are delivered at a fixed project fee and are free of the conflicts that come with placing the candidates.

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LET'S TALK

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