



Board Governance Committee

Item number 3 – Open session

Subject: Routine Policy Review - Succession Planning Policy – Second Reading

Presenter(s): Amy McDuffee, Mosaic Governance Advisors

Item type: Action

Date and time: September 24, 2026 – 5 minutes

Attachment(s): Attachment 1 – Clean Second Reading Proposed Revisions to the Succession Planning Policy

Attachment 2 – Redlined Second Reading Proposed Revisions to the Succession Planning Policy

PowerPoint presentation(s): None

PURPOSE

To review and take action on the proposed revisions to the Succession Planning Policy, subject to board approval.

RECOMMENDATION

Mosaic recommends that the Committee approve the revised Succession Planning Policy, which incorporates the feedback provided by the Committee at its May 2026 meeting.

BACKGROUND

With the support of the Office of the General Counsel and the board's governance consultant, Mosaic Governance Advisors, LLC (Mosaic), the Committee oversees the Board Governance Manual (BGM) and its periodic review to ensure continued effectiveness and alignment with governance best practices.

As part of this periodic review, Mosaic and staff reviewed the Succession Planning Policy and recommended updates to the Committee at its May 2026 meeting. While the policy's underlying intent and core principles remained unchanged, the proposed revisions improve the policy's structure, organization, and clarity and better align it with the board's strategic governance role.

The policy was originally adopted in 2020 to formalize a new board-level governance practice and, therefore, included detailed process elements that have since been operationalized. The proposed revisions presented upon first reading elevated the policy to a more strategic governance level by framing responsibilities around higher-level concepts rather than operational detail. The updates also expand the policy's scope to clarify and more explicitly articulate the board's responsibilities with respect to succession planning for the board itself and for board consultants, consistent with established governance practices. The Committee concurred with this shift and provided direction to emphasize the importance the Board places on internal staff development and promotion.

Following the May 2026 meeting, Mosaic incorporated the Committee's feedback. The attachments provided illustrate how the Committee's direction was incorporated.

Strategic Plan Linkage: N/A

Board Policy Linkage:

- [Board Governance Committee Charter](#)
- [Policy Review Policy](#)
- [Succession Planning Policy](#)

Optional Reference Documents:

- [Redlined First Reading Proposed Revisions to the Succession Planning Policy \(as presented in May 2026\)](#)