Executive Director Management & Succession Procedures

Authority: SAME Executive Director Compensation Committee

As of 1 September 2026

I. Executive Director (XD) Performance Management

A. Concept. The XD's performance and compensation are managed in conjunction with the established National Office Performance Management System (see the National Office Employee Handbook) and the Annual budgeting process which is based on the calendar or SAME fiscal year. While this cycle is not in synch with the Society Year (May to May) and change of national presidents, it places a higher priority on serving the priorities of the Society, to which all SAME leaders are committed.

B. SAME Governance and Management Review. In accordance with the SAME Governance Cycle, all policies regarding the XD are reviewed annually as part of the SAME Management and Governance Review. The SAME Executive Committee (XC) is the proponent for all governance and management policies and procedures. The XD Compensation Committee will provide a summary of all XD performance management actions (objectives, reviews, compensation, etc.) to the Executive Committee at the next meeting after which any action occurred and will entertain any discussion regarding Compensation Committee actions.

C. XD Compensation Committee (XCOM). As established in the XD Employment Agreement, the XD's performance is managed by the XCOM consisting of the national volunteer President, President-Elect and SAME Foundation Chair. The SAME Treasurer provides critical input to the XD evaluation process since the Treasurer is most familiar with the XD's management of the Society's finances. The Compensation Committee is free to solicit input from any source they deem appropriate, including independent National Office Leadership Climate assessments and staff surveys.

D. Cycle. Since the transition of XDs is envisioned to take place mid-year (best time of the SAME year for transitioning) and the Society's needs take precedence, a new XD assumes the performance objectives of the outgoing XD regardless of when the transition takes place. The cycle is depicted below.

XD Performance Management Actions

Suspense	Society	XD	National Office Staff	XD Comp Cmte
Dec 23	XC Budget Approval • Incl priorities • Bonus • Raise budget for next year	Bonus Panel		XD Bonus consideration

Jan 31		Annual Review input, draft performance objectives	Annual Review input, draft performance objectives	Evaluate XD, approve new objectives
Mar 31		Salary Raise	Salary Raise Panel	XD raise consideration
Apr 1		Raise effective	Raise effective	XD raise effective
May (JETC)	Annual Meeting	Update objectives		Reset Comp Committee, Review XD objectives

E. Performance Appraisal Format. The XCOM will utilize the established National Office performance appraisal form.

F. Compensation. Since the XD is the highest paid member of the staff, the XD's compensation must be included in the overall budget (affordability) but managed in a manner that does not reward the XD at the staff's expense. Anticipated XD salary increases or bonuses must be determined by the XCOM with the advice and coordination of the Treasurer and the National Office HR consultant. External cash compensation market studies may also be performed to assess competitiveness of SAME to peer organizations, as were performed by consultants in 2021 and 2025. XCOM decisions will be communicated to the National Office Director of Finance & Administration for input to the annual budget. Execution of the budget is dependent on performance and the cycle outlined above. The National Office Compensation system is an effective pay for performance system.

II. SAME XD Succession Management

A. Outcome. Succession planning for the SAME Executive Director (XD) is an ongoing process that ensures the Society is served continuously by the best possible full-time senior executive leadership.

B. Definitions.

1. **XD Contract ("contract").** The XD is employed by the Society on a three-year renewable contract which is negotiated by the XCOM. The SAME President signs the XD contract on behalf of the Society.

XD Succession Committee: The XD Succession Committee consists of the National President, President-Elect, Chair of the SAME Foundation, and two Directors from the National Office selected by the XCOM (one being the Director of Governance & Philanthropy). The XD Succession committee evaluates all XD position applicants received from National Office HR, conducts virtual and/or in-person interviews with

shortlisted applicants, and ranks the applicants for selection decision. SAME National Office Directors will have the opportunity to meet last-round candidates and share observations.

2. **XD Selection Committee.** The XCOM serves as the XD Selection Committee when replacing XDs. The XD Selection Committee evaluates the final ranking and perspectives of XD Succession Committee members and selects the new XD. The XD Selection Committee briefs the Executive Committee (XC) on the status of the selection process at each ensuing XC meeting, maintaining complete confidentiality of all applicants.

3. **XD Search Committee.** At the 2-year mark in the XD contract, the XCOM will convene to determine whether or not a new contracted term will be offered to the XD. If not, they will determine the next steps. The XD Search Committee may be deemed necessary by the XD Selection Committee. The purpose is to enable an informed decision for the next XD contract. The composition, guidance, and timeline of the XD Search Committee in the form of a Charter are set by the XD Selection Committee. At a minimum, the XD Search Committee should be comprised of executive-level SAME members with backgrounds in the Army, Navy, Air Force, and Industry, with diversity in mind. XD Search Committee members shall select a Chairperson from the group. The Chair coordinates the search efforts of the committee and provides updates to the XCOM on candidates who plan to apply. The XCOM keeps all potential candidate information confidential.

C. Succession Concept.

1. **Phases.** There are four main phases in the life cycle of the XD.

   a. Replacement. This phase begins with the current XDs decision to step down and/or the XCOM's decision to replace the XD and concludes when the Selection Committee has made their selection, and the selected candidate accepts the employment offer.
   b. Transition. This phase begins with the hiring of a new XD and concludes with the completion of the XD transition plan. The outgoing XD is responsible for developing the transition plan in coordination with the XCOM if departing voluntarily.
   c. Continuous Assessment: This phase is continuous and consists of two main components: XD performance evaluation and SAME strategic direction review. The XCOM's two primary objectives are: evaluating the extent to which the XD is moving the organization forward and how well the XD is leading the National Office.
   d. Cultivation. While this is a continual process, special consideration is given to cultivating potential XDs towards the end of each three-year contract period. This keeps the possibility of serving in this position in the minds of potential XDs and strengthens the succession planning process for the position.

2. **Phase I: Replacement.**

   a. **Conditions:** There are four conditions under which the XD will be replaced:
      i. Unsatisfactory Performance. XCOM decision.

ii. Unexpected incapacitation of the XD.
iii. Satisfactory Performance. XD decision to step down.
iv. Satisfactory Performance. XD and XCOM agree on time for change.

b. **Timeline:** Once the decision has been made to replace the XD, the XD and President will agree in writing on the terms of the succession. In the event of conditions i. and ii. above, the President will set the timeline which includes communicating the plan to the National Leadership Team (NLT), National Office Staff, XC and BOD.

c. **Qualifications Review:** The XCOM will review the XD position description, contract and qualifications to ensure they reflect the executive leadership needs of SAME and the National Office. The XCOM will consider at a minimum: a National Office staff command climate survey, their own judgment, and the latest strategic direction review.

d. **Place of Duty:** The XD place of duty and office location will be negotiated in his/her contract based on the needs of the Society but will include the National Office as a primary work location.

3. **Phase II: Transition.** The intent of this phase is to provide the new XD with the best possible opportunity to succeed early. Hence, the transition plan will cover adequate background to provide the new XD context for decision making going forward.

a. **Satisfactory Performance Conditions:** The transition period during which both outgoing and incoming XD's are both employed should be minimal for budgeting purposes, yet sufficient to ensure proper transition. A period of 30-45 days is generally recommended.

b. **Other Conditions:** Since the outgoing XD will not participate in the transition in the event of conditions i. and ii, the XCOM will choose a National Office Director to lead XD Transition planning in coordination with the XCOM. The Director of Governance & Philanthropy will work with the selected Director.

4. **Phase III. Continuous Assessment.**

a. **Performance Evaluation.** XD performance goals are established on a calendar (fiscal) year basis, as are all paid employees (national office staff). Performance goal development begins in December for the following year with the Executive Committee (XC) approval of the National Office Priorities. Appropriate elements of the strategic direction review will also be considered. The XCOM formally evaluates the XD twice each year (June, December) in writing and verbally.

b. **Mid-Year Evaluation:** Since the Society year runs from May to May with the change of Presidents occurring in May at JETC, the outgoing President (old XCOM) will complete

the XD midyear performance evaluation no later than 30 June and will include the outgoing Immediate Past President. The XD will simultaneously coordinate any changes to performance goals with the new XCOM.

c. **Strategic Direction Review:** The XD is responsible for maintaining the Strategic Direction Review. This document describes the long-term direction of SAME along specific lines of operation. The scope of this document is the XD's assessment of potential responses to internal and external factors that influence the future organizational health of SAME.

d. **Compensation:** The National Office Compensation system is a pay for performance system that also considers fair market rates for the DC-Maryland-Virginia area and affordability. Staff member salary increases are considered in March (see the Employee Handbook) and in December for competitive bonuses. The XD's compensation should be consistent with this system. The XCOM will consult with the National Office Human Resources Consultant, the Treasurer, and the National Office Director of Finance & Administration who will check affordability, market rates and consistency with the National Office employee compensation. The XCOM will provide budgeting guidance for the XD's compensation.

5. **Phase IV. Cultivation.** Potential future XD candidates, including those who may have previously submitted for the position but were not selected, should be cultivated in advance of the 3-yr XD term completion and during subsequent extensions. Previous Search Committee results can be reviewed in order to identify previously interested candidates or those who deferred applying due to timing or other constraints. National Leadership and especially the AOF should be engaged to informally reach out and encourage interest.

III. Governance. This document will be part of the Annual Governance and Management Review accomplished by the XC each summer. The Director of Governance & Philanthropy will coordinate any changes directed by the XCOM.