

Executive Search Proposal

Fitchburg State University | President

November 3, 2023

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November 3, 2023



Ms. Jessica Murdoch Vice President, Human Resources & Payroll Services Fitchburg State University 160 Pearl Street Fitchburg, MA 01420

Emailed to: jmurdoch@fitchburgstate.edu

Dear Ms. Murdoch:

Thank you for the opportunity to propose our firm for your consideration in the search for the next President of Fitchburg State University. Isaacson, Miller (IM) would welcome the chance to partner with you on this important recruitment, and we are confident that our experience and disciplined approach would serve you well. We bring distinctive expertise to this assignment, rooted in our deep and immediate experience in a broad range of presidential searches, our understanding of the modern challenges facing public universities, an unparalleled commitment to advancing equity, diversity, and inclusion in search, and our recognition of the signature qualities that are desirable in successful presidential placements. We are a Boston-based firm, and we bring extensive experience with higher education searches throughout the Commonwealth. We believe that you are in an excellent position to attract outstanding candidates for the presidential role by activating our regional and national networks and expertise.

This letter and enclosed materials provide information on our firm, search process, proposed team, relevant experience, and fee structure. You might also refer to www.imsearch.com for information on some of our current searches and recent placements.

Our Understanding and Relevant Experience

Founded in 1982, IM is an employee-owned corporation with approximately 270 employees across the country. Unlike many of our competitors, we do not use independent contractors. Since our founding, we have been committed to strengthening and diversifying the leadership of the civic sector nationwide. We conduct approximately 500 executive searches each year and have completed nearly 9,000 searches over the past 40+ years, most of them for non-profit leaders. More than half of our searches are in higher education, recruiting university and college presidents, chancellors, vice presidents, provosts, and deans. We have the most comprehensive higher education practice in the country. As you will see in the attached list of clients, we have significant experience working with public universities across the nation. Our clients also include research institutes, healthcare institutions, especially academic health care, foundations, arts and culture organizations, environmental defense, economic development organizations, human service agencies, and national advocacy organizations. In 2022, 80% of our searches were for organizations that returned to IM for additional searches after being pleased with our past results.

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Isaacson, Miller

As a result of our work spanning the full spectrum of higher education institutions, we have developed a profound appreciation for the increasing complexity of these positions and a deep understanding of leadership qualities most desired by search committees. We have enclosed a comprehensive list of our searches for presidents and chancellors.

Our Approach to Search

Our process is simple but disciplined and consists of three essential parts—definition, candidate discovery, and selection—built around a schedule, with each deliverable and decision-point planned with you at the search launch.

Definition | Early in the search, we will learn from you. We will visit with you via video or in person, joining you for appropriate on-campus listening sessions to hear firsthand feedback from community stakeholders and arranging individual meetings with the leadership. These meetings will help to build confidence in the search process, giving those who are not on the search committee an opportunity to share their aspirations and concerns for the new leader, as well as the attributes that they believe are necessary for the next President. We will examine the core challenges and identify in detail what makes this job compelling and what constitutes success. Our goal is to write a compelling case for the organization, to make explicit the hard work new leadership must undertake, and to internalize as much as possible the mission, strategy, and culture of Fitchburg State. We take pride in the fact that both clients and candidates appreciate the clarity of our presentation and the nuances that we convey as we describe the search in writing and orally.

Candidate Discovery | After the listening sessions and preparation of the position profile, we network assiduously. IM maintains an extensive proprietary database—Searchlink—that contains more than 642,000 people records, and we add over 3,500 new records per month. This database includes not only prospects and candidates from our prior searches, but also sources we have used, as well as members of selection committees and boards. Our team will tap our extensive networks to recruit excellent candidates, especially those who are not seeking a new position. We will inform your decisions with our sense of their experience, reputations, and aspirations. We will also work hard with you to galvanize the natural networks of the organization. Maximizing a network takes time and effort, and we would partner with you to communicate broadly.

We interview individuals under consideration repeatedly and at length, so that by the time the committee selects and meets with candidates, we will have developed as full a sense as possible of their history, motives, aspirations, and the trajectory of their leadership learning. When our clients hire us, they expect us to know and understand the people we present for their consideration. We understand our clients' commitment and take the responsibility seriously.

Selection | We help in preparation for semi-finalist interviews, providing written and oral guidance on the interview process and proposing questions. We help to structure committee interviews, both to provide an opportunity for the candidates to learn more about the organization and the position, and for our client

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to learn more about each candidate. In the final stages of the search, we help our client make a wellinformed decision and stay in close contact with the finalists to address their questions and concerns. Specialized and dedicated reference professionals conduct at least six thorough references (on-list and off-list) on the finalists, in the form of extensive conversations that yield many pages of commentary. Finally, we are often asked to play an important role in the final negotiations between the candidate and our client. Although we do not provide legal advice, we can help think through compensation packages and provide advice on relocation and family considerations.

We pride ourselves on providing extraordinary service and personal attention to our clients. The best results occur when our team and the committee share a commitment to rigor and to the search as an elaborate learning process—learning first about the role, then about the universe of possibilities for candidates, and finally learning in more detail about fewer and fewer people. In addition to formal search committee meetings, we typically schedule regular check-in calls with the committee chair and have a fair amount of ad hoc contact with the chair and with committee members. We support meetings and calls with a secure website where committee members can follow the progress of the search.

In addition, throughout the search process we will:

- Work with the search committee to design a search process that is in compliance with applicable rules for conducting presidential searches in the Commonwealth.
- Work with the search committee to prepare an "Invitation to Apply" or "Position Profile" for publication and dissemination.
- Make recommendations to the search committee concerning appropriate venues and a distribution plan for the Invitation to Apply.
- Develop a recruitment strategy for each search based on the challenges facing the University and the opportunities it offers potential candidates.
- Identify, recruit, and screen potential candidates.
- Maintain a detailed database for the search, recording all contacts with potential candidates, sources, and research.
- Interview all potential candidates that we determine are qualified before presenting them to the search committee for its evaluation.
- Share comprehensive oral presentations on each potential candidate with the committee.
- Organize interviews—including travel and accommodations, etc.—for the candidates and search committee and help the search committee and the candidates prepare for those interviews. We will also participate in interviews as appropriate.
- Conduct extensive, in-depth referencing (both on-list and off-list) and thorough background checks for all final candidates.
- Close the search after the hire by notifying all candidates and sources of your decision.

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Building a Deep and Inclusive Candidate Pool

Higher education leadership is at the core of Isaacson, Miller's work. We have been tracking the current and emerging talent in the field for more than 40 years, and our knowledge of leadership records and accomplishments is second to none. By virtue of our depth in the sector we have established relationships with presidents, provosts, vice presidents, and deans across every sector of higher education. These relationships will enable us to identify and persuade a broad array of candidates into the pool, including those who are successful and deeply ensconced in their current leadership positions. We will partner closely with the institution to make sure that we use every lever, including occasional direct engagement by the client, to ensure that we have persuaded the best candidates to engage in the process.

Our firm maintains an extensive proprietary database—Searchlink—that contains more than 642,000 people records, and we add over 3,500 new records each month. This database includes not only prospects and candidates from our prior searches, but also sources, as well as members of search committees and boards. As you will see from our enclosed list of previous clients, we have completed a significant number of leadership searches that have introduced us to many individuals whom we can call upon both formally and informally.

To recruit a candidate pool with leaders from underrepresented backgrounds, we have found that the most important success factor is making a significant up-front investment of time to brainstorm, research, and identify a broad and diverse set of potential candidates. The diversity among current leadership in research universities by gender, race, or other aspects of difference—statistics that we track assiduously— are not sufficient to produce a robust pool without intentionality, focus, and commitment. Consistent effort, raising diversity in all sourcing conversations, and thinking creatively and expansively about the types of institutions and leadership roles we might consider ensures that our clients are presented with a truly diverse pool of candidates.

With every search, IM expands its facility to identify individuals from underrepresented populations and deliver on our client's commitment to this critical work. This includes:

- Developing a position profile that is free of bias and addresses the minimum, as well as preferred, qualifications for the position, using "preferred" as much as possible to create an open and inclusive set of criteria.
- Articulating the client's commitment to equity, diversity, and inclusion in communications to signal that the process is fair and equitable, the institutional dedication is genuine, and the climate is welcoming, particularly to individuals from groups that are underrepresented.
- Ensuring that a tailored and targeted research strategy is developed, which emphasizes diversity of candidate backgrounds and profiles.
- Networking with associations and affinity groups focused on diversity and sourcing a diverse network of leaders, as well as tapping into the numerous Minority Serving Institution searches the firm has conducted.

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- Where appropriate, advertising in targeted publications and extending our outreach through postings on relevant websites, listservs, and targeted email lists.
- Encouraging candidates in their application/letter of interest and throughout the interview process to outline their experience, commitment, and results in the area of equity, diversity, and inclusion as it relates to the institutional diversity goals at Fitchburg State.

Proposed Team

If selected to partner with you on this search, I, Daniel Rodas, would lead the search on behalf of IM. I am a senior partner in the firm, and am based in Newton, Massachusetts. I would serve as a strategic thought partner and would participate in all client meetings, interview clients in depth, and provide advice and counsel to the search committee throughout the process. My professional biography is below.

The full IM team would include an associate, who would assist in networking and recruiting; a search coordinator, who would be responsible for logistics and project management of the search; a research specialist, who would participate in brainstorming sessions to develop and refine our networking list; and a reference specialist to interview references provided by the candidate and those known to us from our own sources who have worked with the candidate. Additionally, the entire recruiting staff at IM would be aware of this search. IM is highly collaborative in sharing candidate and source suggestions and in helping to spread the word about any opening.

Daniel Rodas | Partner



Dan joined the firm in 2013 after a career in higher education spanning more than two decades. At Isaacson, Miller, he has built a multi-faceted search practice, leading recruitment assignments in higher education, academic medicine, research institutes, independent schools, and other non-profit organizations. As an experienced executive search consultant, he has an extensive track record of recruiting executive leaders for leading institutions nationally. Dan has led numerous presidential and chancellor searches for a wide range of institutions. He also has

extensive experience with financial and enrollment management searches as well as academic leadership searches.

Prior to joining the firm, Dan served as vice president for planning and vice president for human resources at Long Island University, as well as provost of Southampton College. He has also held administrative positions at Duke, Stanford, and Harvard universities.

Dan holds a BA from Williams College, an EdM from Harvard University, and an MBA and PhD in Higher Education from Stanford University.

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Proposed Timeline

We expect a search like this to take approximately four to five months. In our experience, the factors most likely to affect the schedule will be the initial discovery phase, when we visit the client organization, interview stakeholders, and develop a position profile that is then finalized with the search committee's input—and the selection phase, with finalist interviews, selection of the successful candidate, negotiation, and acceptance. These, in turn, are affected by the number and range of constituencies that must be included, the size and complexity of the organization, and its prevailing customs and traditions with respect to making significant strategic decisions.

We would work with you to develop a schedule that both meets your scheduling requirements and has a high probability of success. We would recommend at least eight and optimally ten weeks for outreach and networking to develop a high-quality, robust pool of candidates with a diversity of backgrounds and professional experiences. The remainder of the time required for the search is largely driven by candidate, search committee, and decision-maker schedules.

A sample timeline and detailed work plan are attached for your review. These guidelines provide a road map for the search and help to ensure accountability.

Fee Structure

IM works for clients on a retainer basis. Our fee is one-third of the amount that you agree to pay the hired candidate for the first year of employment, with a minimum fee of \$60,000. We also incur two types of reimbursable expenses, which are described in more detail along with our guarantee in the enclosed materials.

Conclusion

The selection of a president is the most important task of any university board. We are sensitive to the heightened intensity that will surround this effort and believe that we are in a strong position to support Fitchburg State in its search for a new leader. We believe that the collective energy of our organization and the experience of our team will serve you well. Thank you again for the opportunity to present this information for your consideration of our services. In the meantime, please let us know if we can provide anything further to assist in your decision-making process.

Sincerely,

Daniel Rodag

Daniel Rodas | Partner 617-933-1888 | drodas@imsearch.com

HIGHER EDUCATION | PRESIDENTS + CHANCELLORS SEARCHES 2013 - PRESENT

Alexandria Technical & Community College Alexandria, MN

President

American Academy in Rome New York, NY President and Chief Executive Officer

American University of Armenia Yerevan, Armenia President

American University of Central Asia Bishkek, Kyrgyzstan President

The American University of Paris Paris, France President

Amherst College Amherst, MA President

Antioch College Yellow Springs, OH President

Arapahoe Community College Littleton, CO President

ArtCenter College of Design Pasadena, CA President

Auburn Theological Seminary New York, NY President Bates College Lewiston, ME President

Bay Path University Longmeadow, MA President

Bellarmine University Louisville, KY President

Bentley University Waltham, MA President

Boston Architectural College Boston, MA President

Bowdoin College Brunswick, ME President

California College of the Arts San Francisco, CA President

California Institute of the Arts Valencia, CA President

California State Polytechnic University, Pomona Pomona, CA President

California State University, Channel Islands Camarillo, CA President

California State University, Chico

Chico, CA President

California State University, Fullerton Fullerton, CA President

California State University, San Marcos San Marcos, CA President

California State University, Stanislaus Turlock, CA President

Central European University Vienna, Austria Rector

Chicago Theological Seminary Chicago, IL President

Church Divinity School of the Pacific Berkeley, CA President

The City College of New York New York, NY President

City University of New York New York, NY Chancellor

City University of New York, The Graduate Center New York, NY President

Clark Atlanta University Atlanta, GA President Clarkson University Potsdam, NY President

Cleveland Institute of Music Cleveland, OH President

College of the Holy Cross Worcester, MA President

Columbia College Chicago Chicago, IL President and Chief Executive Officer

Community College of Aurora Denver, CO President

Community College of Denver Denver, CO President

Converse University Spartanburg, SC President

County College of Morris Randolph, NJ President

DePaul University Chicago, IL President

DePauw University Greencastle, IN President

Dickinson College Carlisle, PA President

Dillard University

New Orleans, LA President

Duke University Durham, NC President

Duke University Health System Durham, NC Chancellor for Health Affairs, Duke University and President and CEO, Duke University Health System

EARTH University San Jose, Costa Rica President/Rector

Elizabeth City State University Elizabeth City, NC Chancellor

Emory & Henry College Emory, VA President

Fisk University Nashville, TN President

Front Range Community College Westminster, CO President

The George Washington University Washington, DC President

Georgian Court University Lakewood, NJ President

Goucher College Baltimore, MD President Grinnell College

Grinnell, IA President

Hamilton College Clinton, NY

President

Hamline University St. Paul, MN President

Hennepin Technical College Eden Prairie, MN President

Hobart and William Smith Colleges Geneva, NY President

Hollins University Roanoke, VA

President Howard University

Washington, DC President

Hudson Valley Community College Troy, NY President

Humboldt State University Arcata, CA President

Illinois Institute of Technology Chicago, IL President

Ithaca College Ithaca, NY President

IYRS School of Technology and Trades

Newport, RI President

John Carroll University University Heights, OH President

Johnson C. Smith University Charlotte, NC President

The Juilliard School New York, NY President

Kansas City Art Institute Kansas City, MO President

King Abdullah University of Science and Technology Thuwal, Saudi Arabia President

Lawrence University Appleton, WI President

Lehigh University Bethlehem, PA President

Lesley University Cambridge, MA President

Lincoln College Lincoln, IL President

Lincoln University of Missouri Jefferson City, MO President Louisiana State University Health Sciences Center Shreveport Shreveport, LA Chancellor

Louisiana State University Shreveport Shreveport, LA Chancellor

Loyola University Chicago Chicago, IL President

Loyola University Maryland Baltimore, MD President

Loyola University New Orleans New Orleans, LA President

Marist College Poughkeepsie, NY President

Massachusetts Institute of Technology Cambridge, MA President

Medgar Evers College Brooklyn, NY President

Miami University Oxford, OH President

Middlesex Community College Bedford, MA President

Mills College at Northeastern University Oakland, CA President

Minneapolis College of Art and Design Minneapolis, MN President

Missouri University of Science and Technology Rolla, MO Chancellor

Monmouth College Monmouth, IL President

Monmouth University West Long Branch, NJ President

Moore College of Art & Design Philadelphia, PA President

Morehouse College Atlanta, GA President

Morgan Community College Fort Morgan, CO President

Mount Holyoke College South Hadley, MA President

Mount Saint Mary College Newburgh, NY President

New England College of Optometry Boston, MA President

New England Conservatory Boston, MA President New Jersey Institute of Technology Newark, NJ President

The New School New York, NY Interim President

New York University New York, NY President

Northern Kentucky University Highland Heights, KY President

Northland College Ashland, WI President

Northwestern University Evanston, IL President

Oberlin College and Conservatory Oberlin, OH President

Occidental College Los Angeles, CA President

The Ohio State University Columbus, OH Executive Vice President and Chief Executive Officer, Wexner Medical Center President

Okinawa Institute of Science and Technology Graduate University Okinawa, Japan President

Okinawa Institute of Science and Technology School Corporation

Okinawa Prefecture, Japan President

Oregon State University Corvallis, OR President

Peirce College Philadelphia, PA President

Pennsylvania Academy of the Fine Arts Philadelphia, PA President and Chief Executive Officer

Pennsylvania State University University Park, PA

President

Pitzer College Claremont, CA President

Plymouth State University Plymouth, NH President

Pratt Institute Brooklyn, NY President

Presidio Graduate School San Francisco, CA President Purchase College, State University of New York Purchase, NY

President

Quest University Canada Vancouver, Canada President and Vice Chancellor Randolph College Lynchburg, VA President

Regis University Denver, CO President

Rhode Island School of Design Providence, RI President

Riverland Community College Austin, MN President

Rochester Community and Technical College Rochester, MN President

Rochester Institute of Technology Rochester, NY President

Roger Williams University Bristol, RI President

Roxbury Community College Roxbury Crossing, MA President

Rush University Chicago, IL President

The Sage Colleges Albany, NY President

Saint Anselm College Manchester, NH President

Saint Joseph's College of Maine

Standish, ME President

Salve Regina University Newport, RI President

Samuel Merritt University Oakland, CA President

San Francisco State University San Francisco, CA President

San Jose State University San Jose, CA President

Sarah Lawrence College Bronxville, NY President

Savannah State University Savannah, GA President

Schenectady County Community College Schenectady, NY President

Simmons University Boston, MA President

Sonoma State University Rohnert Park, CA President

South Central College North Mankato, MN President Southeast Technical Winona, MN President

Southwestern Law School Los Angeles, CA Dean and Chief Executive Officer

Spelman College Atlanta, GA President

St. Edward's University Austin, TX President

St. John's College Annapolis, MD President

St. John's College Santa Fe, NM President

St. Lawrence University Canton, NY President

State University of New York at Geneseo Geneseo, NY President

State University of New York Clinton Community College Plattsburgh, NY

President

State University of New York System Albany, NY Chancellor

State University of New York, Downstate Health Sciences University Brooklyn, NY President

Stevenson University

Stevenson, MD President

Stony Brook University Stony Brook, NY President

Suffolk County Community College, SUNY Selden, NY President

SUNY Rockland Community College Suffern, NY

President

SUNY Ulster County Community College Stoneridge, NY President

Transylvania University Lexington, KY President

Tufts University Medford, MA President

Tuskegee University

Tuskegee, AL President

Union College Schenectady, NY President

The Universities at Shady Grove Rockville, MD Executive Director, and Associate Vice President, University System of Maryland

University of Arkansas for Medical Sciences Little Rock, AR Chancellor University of Bridgeport

Bridgeport, CT President

University of California System Oakland, CA President

University of California, Berkeley Berkeley, CA Chancellor

University of California, Davis Davis, CA Chancellor

University of California, Irvine Irvine, CA Chancellor

University of California, Irvine Health Orange, CA Chief Executive Officer

University of California, Merced Merced, CA Chancellor

University of California, Riverside Riverside, CA Chancellor

University of California, San Francisco San Francisco, CA Chancellor

University of California, Santa Cruz Santa Cruz, CA Chancellor

University of Connecticut Storrs, CT President

University of Dayton

Dayton, OH President

University of Detroit Mercy Detroit, MI President

University of Indianapolis Indianapolis, IN President

University of Maryland College Park, MD President

University of Maryland, Baltimore Baltimore, MD President

University of Maryland, Baltimore County Baltimore, MD President

University of Massachusetts Amherst Amherst, MA Chancellor

University of Massachusetts Boston

Boston, MA Chancellor

University of Massachusetts Dartmouth North Dartmouth, MA Chancellor University of Massachusetts Lowell

Lowell, MA Chancellor

University of Michigan, Ann Arbor Ann Arbor, MI President

University of Missouri System Columbia, MO President University of Missouri, Columbia Columbia, MO Chancellor **University of Nebraska Medical Center** Omaha, NE Chancellor, and Vice President, University of Nebraska **University of Nebraska System** Lincoln, NE President **University of Nebraska-Lincoln** Lincoln, NE Chancellor **University of New Hampshire** Durham, NH President The University of New Mexico Albuquerque, NM President **University of New Mexico - Los Alamos** Los Alamos, NM Chancellor **University of New Mexico - Taos** Ranchos de Taos, NM Chancellor **University of New Mexico - Valencia** Los Lunas, NM Chancellor **University of North Carolina System** Chapel Hill, NC

President

University of Rhode Island

Kingston, RI President

University of San Francisco San Francisco, CA President

University of Southern California Los Angeles, CA President

University of the Arts Philadelphia, PA President

University of Virginia Charlottesville, VA President

University of Washington, Bothell Bothell, WA Chancellor

University of Wisconsin-River Falls River Falls, WI Chancellor

University of Wisconsin-Whitewater

Whitewater, WI Chancellor

University System of Maryland at Southern Maryland California, MD Executive Director

Vassar College Poughkeepsie, NY President

Virginia Commonwealth University

Richmond, VA Senior Vice President for Health Sciences and Chief Executive Officer, VCU Health System

Virginia State University Petersburg, VA President

Virginia Union University Richmond, VA President

Washington State University Pullman, WA President

Washington State University, Tri-Cities Richland, WA Chancellor

Washington University in St. Louis St. Louis, MO Chancellor

Wellesley College Wellesley, MA President

Western Kentucky University Bowling Green, KY President

Westminster College Salt Lake City, UT President

Xavier University Cincinnati, OH President

Xavier University of Louisiana New Orleans, LA President

Yale-NUS College

Singapore President

Sample Search Timeline

The following chart illustrates the approximate pace of a typical search. We will develop with you a specific timeline for your search.

WEEK:	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
Understanding the Challenge																				
Launch Meeting																				
Scoping Meetings																				
Finalize Position Profile & Search Schedule																				
Networking + Screening																				
Progress Reports																				
Narrowing the Field																				
First Presentation: A Work in Progress																				
Interviews by Isaacson, Miller								-												
Second Presentation: Candidates																				
Selecting Finalists + Checking References																				
Interviews by Client																				
Checking References																				
Finalist Interviews & Visits																				
The Final Choice																				
Final Selection																			_	
Negotiations/Offer/Acceptance																				

Sample Search Work Plan

Understanding the Challenge	Dates
Launch Meeting Review search process and timeline. Schedule dates for future meetings. Discuss challenges, opportunities, and objectives. Begin developing a profile of the ideal candidate.	
Scoping Meetings IM meets with key internal and external stakeholders, as recommended by the client.	
Finalize Position Profile and Search Schedule Final approval of the public document. Confirm the search schedule. Distribute preliminary lists of applicants + nominees. Solicit suggestions of sources and candidates.	
Networking + Screening of Prospective Candidates	
Progress Reports Regular reports to the search chair on the progress of the search, input from search committee including additional suggestions of sources + candidates.	
Narrowing the Field	
First Presentation A Work in Progress Presentation of active prospects and preliminary candidates to the search committee. This is an opportunity to share insights gleaned from initial networking and to review models for the ideal candidate.	
Interviews by Isaacson, Miller IM interviews candidates in person and notes impressions and recommendations for search committee in preparation for second presentation.	
Second Presentation Candidates Presentation of full candidate pool to the search committee, who decides on pool of candidates to interview.	
Selecting Finalists + Checking References	
Semi-finalist Interviews (by Client) Search committee interviews candidates and selects finalists. Typically takes two full days.	
Checking References IM conducts extensive references on each candidate and reports findings to the committee.	
Finalist Interviews + Visits Client arranges meetings for the finalists with senior staff and a second round of interviews with the search committee (typically 3-4 candidates).	
The Final Choice	
Final Selection Search committee reviews references, evaluation materials + selects its preferred candidate.	
Negotiations, Offer + Acceptance	
IM helps, as appropriate, with the transition of candidate to employee.	

Fees and Expenses

Professional Fees | Isaacson, Miller works for clients on a retainer basis. Our fee for this search is onethird of the hired candidate's first-year earned compensation, with a minimum fee of \$60,000. Compensation includes salary, special deferred executive compensation, signing and performance bonuses—but not contributions to federally qualified pension plans that are available to all employees. We bill our retainer monthly in three equal installments based on an estimate at the start of the search and make any necessary adjustments at the conclusion. Retainers are billed at the time the search begins and at 30 and 60 days.

If, during the course of a search, we introduce a person who is hired for another position within 12 months of the closing of the original search, we will bill a separate fee of 25% of the first year's earned compensation.

If you choose to terminate or discontinue our relationship at any time, your obligation to us would be limited to all fees invoiced and all reimbursable expenses incurred through the date of termination. If there is a significant change in the scope of the search or the agreed upon role definition, if the search is placed on hold by you for more than 60 days or if the search has not resulted in a hire within one year of start date, we will consider this contract terminated and a revised contract with adjusted fees, if necessary, will be negotiated. Our fees are non-contingent and non-refundable.

Expenses | We incur two types of reimbursable expenses: direct and indirect. Direct expenses include advertising and the actual costs of candidate and consultant travel, meals, and lodging associated with the interviewing and selection process and with visits to the client. These expenses are billed separately on the last day of each month and are due within 30 days of billing date.

Indirect expenses cover the administrative support costs to serve our clients well. They include communications and web portal applications, postage and courier deliveries, printing and production, public profile research, references and background checks, and usage of IM's proprietary database Searchlink. We charge 11% of the retainer to cover indirect expenses and include this with the billing of our three retainers. Original receipts are not available for indirect expenses.

Guarantee | If you hire a candidate whom we have evaluated and recommended, and, if within one (1) year from the hired person's employment start date, you choose to terminate the person for any reason (excepting disability, change of ownership, or organizational realignment), or the person leaves for any reason (excepting death, disability, change of ownership, or organizational realignment), then we will reopen the search and replace the person for no additional professional fee, provided that the new search commences within three (3) months of the employment termination date, unless we mutually agree on a later re-launch date. You will be responsible only for ordinary reimbursable expenses and an additional 11% of the original fee to cover additional indirect expenses.