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Shortly after being elected U.S. president in 1960, John Kennedy offered Robert McNamara, then president of Ford, the post of treasury secretary. McNamara turned down the offer, saying he wasn't qualified for the job. Then, Kennedy offered him the job of secretary of defense. When McNamara demurred again for the same reason, a frustrated Kennedy exclaimed: "Bob, there is no school to learn to be president, either!"

Leadership at the top is never easy for even the most experienced people. For someone taking on the job of CEO for the first time, mastering the new skills and sorting out the uncertainties that go with the position can be an overwhelming challenge. So it should come as no surprise that the corner suite has a revolving door. The Center for Creative Leadership has estimated that 40% of new CEOs fail in their first 18 months. What's more, the churn rate is on the rise: In a 2002 study, the center found that the number of CEOs leaving their jobs had increased 10% since 2001. As a recent report from the outplacement firm Challenger,

Gray & Christmas points out, "The biggest challenge looming over corporate America [is] finding replacement CEOs."

That's a problem for aspiring chief executives. Look at what we know about the experiences of designated CEO successors—talented and hardworking executives who were successful at each stage in their climb to the number two position. Research conducted in the 1990s (by Michael Watkins, of Harvard Business School, and me) showed that, when promoted from within an organization, less than half the people who reached the number two spot expecting to win the CEO title actually ended up in the position. We also saw more organizations going outside their own ranks to hire designated successors—but disturbingly, once hired, only one-quarter of these candidates were successful at either being named CEO or at staying in the CEO job for more than two years.

Clearly, there is an urgent need for CEOs and boards of directors to have an efficient and effective succession process, but few do.

While HR departments should be driving the process, most have neither the skills to translate best practices nor the credibility with boards to make an impact. Many corporations—even family-owned businesses, where the financial security of generations is at stake—don't even get as far as having a plan. A 2002 survey by the MassMutual Financial Group and the George and Robin Raymond Family Business Institute showed that although 40% of the polled chairmen and CEOs planned to retire within four years, 55% of the ones age 61 or older had not settled on a succession plan.

But would-be CEOs must also bear responsibility for their success. All too often, they fail to recognize that the qualities they must demonstrate to make the leap from likely successor to CEO are different from the skills they relied on to get to the number two position. In addition to excelling at running their businesses, aspiring CEOs must master the art of forming coalitions and winning the support of people who are competitors. These are elements of what psychologist Gerry Egan has called the “shadow organization”—the political side of a company, characterized by unspoken relationships, alliances, and influence exerted by coalitions. Because, in most cases, aspiring CEOs receive little actionable feedback once they become designated successors, they must sharpen their self-awareness as well as their sensitivity to the wants and needs of bosses and influential peers; they must learn to conduct themselves with a level of maturity and wisdom that signals to boards as well as CEOs that they are ready—not just almost ready—to be chief executive.

The CEO Succession Difference

How is top-level succession unique? To answer that question, take the case of Dennis (names in examples throughout this article have been changed). Dennis was on the fast track from the start. An Ivy League graduate, he spent three years in an industry leader's sales-training program, got his MBA at a top school, and completed a finance-training program in another industry-leading company. After 18 months, he moved to the marketing department there, then to a branch manager job for a few years. Next, he jumped to a competitor to become a country manager (“I had to get my international ticket punched”); sales records were set

in his market. Five years later, he was named senior vice president for emerging markets.

Not long after that, Dennis left to become the designated CEO successor at a company in a different industry, where he was unfamiliar with the products and technology. “I wasn't looking,” he said, “but I knew I could run something bigger. I was ready. I was 44 years old, and [the COO and CEO of the company I had left] were in their midfifties...and there were some talented people between me and them. Leaving there was the way to be a CEO faster.” In business school, he had set a goal to become a CEO by age 50. “As I got closer to the top, I became more confident that I'd reach that goal. I had been in four successful companies where I'd seen CEOs up close. I'm not saying that I'm better than they were, but I knew I could do their job.”

The succession plan approved by the board was for Dennis to enter as COO, with marketing, sales, manufacturing, engineering, and service reporting to him while the senior staff people (the head of HR, the CFO, and the general counsel) plus R&D stayed under Harvey, the chairman and CEO. The role of president remained unfilled. If things went well over the first 18 months, Dennis would take on that title. In another year, he would become CEO, and six months after that, Harvey would retire.

While successful over the years, Dennis's new company had seen its growth rate slow as market share eroded. “It was all about the numbers,” Dennis said. “I was brought in because everyone knew I'd find a way to make them. I didn't need to know the technology as long as I could take cost out, manage the brand, and get service to be more responsive. It was right up my alley.” In less than 18 months, he rationalized manufacturing, reorganized to speed up decision making, replaced many people he believed could not perform at a higher level, and helped the balance sheet through a new just-in-time inventory program. He admitted that there was more resistance to changes than he had anticipated and that Harvey had recommended moving forward more gradually and involving some of the older managers to a greater degree. Dennis complained to me: “I filled [Harvey] in on everything, and he never said no...He could have vetoed any of these things, but he never did...He knew that they would pay off.”

But before Dennis was there two years, Har-

Dan Ciampa (DC@danciampa.com)

is an adviser to senior executives, particularly during leadership transitions. He is the coauthor, with Michael Watkins, of *Right from the Start: Taking Charge in a New Leadership Role* (Harvard Business School Press, 1999) and “The Successor's Dilemma” (HBR, November–December 1999).

vey asked for his resignation, saying that things just hadn't worked out as everyone had hoped. He said that he and the board had decided to promote the CFO to president. Harvey did not give Dennis any feedback, explaining that there "really would be no purpose served" in doing so. He added that Dennis had brought much value for the shareholders and should feel good about what he had accomplished—that he was still young and would be a CEO somewhere.

Although the company provided a generous severance package, Dennis was angry, contending that he had been misled and used. I asked him why he believed he had failed to get the job he had so carefully prepared for. "You know, Dan," he replied, "I did all the right things...the things the business needed. To me, it was all because of politics. The engineering guy and the head of manufacturing and [the head] of R&D were all against the changes that I was making....They wanted to keep things the way they were so they could hold on to their power...and they turned people against me. And Harvey doesn't like conflict. He could have told these guys to get with the plan, but he avoided that because it was going to be a tough conversation."

Dennis is a talented executive, but his reaction is a sign of why he failed. He is unlikely to reach his goal until he stops blaming others and considers what he did or did not do to cause his predicament. To start with, his conviction that making the numbers is what it takes to secure the top job is off the mark. While this is important, it's not enough to differentiate one talented CEO candidate from another. Also, Dennis's time as COO was not meant to showcase the abilities that got him to the number two spot. Rather, it was a test of his ability to manage his most important relationships and alliances. In a sense, therefore, Dennis was right—politics undid him. But political skills are essential for a CEO. Dennis neglected to see that he needed other people's help to succeed at this level and that his test was to prove he was capable of embracing a new culture, finding value in it, and appreciating perspectives other than his own. Dennis was also wrong to expect Harvey to clear away the opposition—or even to point to its existence. Understanding who must be won over to your point of view is a key part of managing the succession process.

Pitfalls of CEO Succession

When CEO hopefuls concentrate on doing more of what they have done to succeed, they typically spend too little time cultivating important relationships, especially with their bosses. Consider Vince, a manager who turned around the largest division of a struggling consumer company in less than a year. The company had developed a corporate culture where length of service counted more than performance. Vince made progress toward a performance mentality by replacing some of the people who most resisted change and introducing a performance measurement system that made it clear to those in his organization what was expected of them. At the same time, his informal style and accessibility conveyed to people that he valued them and their contributions. Employees quickly came to trust Vince and lined up behind him and what he wanted to do.

The trouble was that Vince never developed a relationship with his boss. Their regular one-on-one meetings soon became mechanical, and over time, Vince even gave up preparing for them. "He doesn't talk about strategic things. He just does check-ins on what I'm already doing," Vince complained. "It's like he thinks I'm not taking care of these things." After 18 months, discouraged that the CEO was not treating him as a successor, Vince was looking for another job. He had not stopped to analyze what the CEO paid attention to or expected from senior people. In particular, he didn't grasp that it was more important to develop a relationship with his boss than it was for his boss to create one with him. Vince didn't understand that his test was to show that he was perceptive and flexible enough to adapt to his boss's style, which differed from what he was accustomed to.

Even if would-be CEOs succeed in relating well to their bosses, some don't display enough ability to "elevate"—in other words, to gain the perspective expected of CEOs. Consider Leigh, a talented executive who had risen internally through a succession of operating management jobs in a technology-dependent manufacturing company. Because she was not an engineer, Leigh had to work harder and be more prepared than most of her technically trained peers. Although she saw it as unfair, she admitted that it had "made me a more complete, well-rounded manager....I had to learn a lot

more just to get my job done because I wasn't sure I could get support [I needed]." Her hard work and uncomplaining style were noticed by the CEO years before Leigh was promoted to the number two spot. "I knew what she was going through," the CEO said, "but she never showed how difficult it was for her. I think it made her tougher, more mature....It broadened her; she was learning two or three jobs at a time, not just one."

But soon after Leigh became COO, her boss began to wonder whether she could handle the top job. "I didn't worry that she couldn't handle the men she beat out [now peers or subordinates] or that they'd resist doing what she told them....They understood Leigh's strengths as well as I did. It's because I was not sure if she could elevate." He went on to describe complaints from Leigh's managers about not having enough freedom to run their operations. "[Her] being too controlling wasn't my experience with her, so I checked it out myself. I found out that she was jumping in to solve the problems rather than making sure her people solved them. Doing things herself was the way she had gotten ahead, but she didn't understand that at this level it was going to drag her into too much detail. If a task force was not moving fast enough, she would meet with it to get things moving instead of staying above it, laying out what had to happen, and holding the leader of the committee accountable. It was the same with her [direct reports]. If one of them came to her with a problem, she'd give him the answer instead of guiding him to find it himself." Although Leigh was "running a real tight ship, and all the right things were happening, the way she operated kept her from looking out three or four years, seeing where our [technological] edge was threatened, asking what [our major competitor] was doing that we hadn't thought about yet, and really testing her people to see if they could step up to the next level."

If they had been filled in regarding their bosses' concerns, both Vince and Leigh could have turned their situations around. But when it was suggested that Leigh's boss give her feedback, he said unenthusiastically, "I may mention it to her." Vince's boss said, "No, I want to see if Vince gets it on his own." These reactions underline a subtle reality of life at this level: Would-be CEOs can't expect much help in moving to the top spot. Boards

and chief executives will give only the slightest indications of the behavior they expect. It is not that they want the number two to come in knowing all the answers. Rather, they want to see whether a candidate is sensitive to subtle cues and can adjust her behavior accordingly. CEOs and chairmen are more likely to test than to counsel.

Cue awareness is more than window dressing when it comes to trying to win the number one spot. That's because relationships at the top are so heavily scrutinized and the aspiring CEO is always in the spotlight. At this level, a senior manager gets an edge by being concerned with what is best for the whole company as well as with what's good for the units that report to her. Take Helen, a leader in a large, global corporation at the head of its industry. Some saw her as the logical successor to the CEO. She had strong interpersonal skills complemented by charm and humility—rare qualities in her company. Her climb up the ladder was swift; in her midforties, she was reporting to the CEO and running the most profitable part of the corporation. That's when Helen's career plateaued.

Her CEO explained that she was "important to this company in so many ways, but one big reason that she could probably never be a CEO was the downside of loyalty." Although she often talked about the need for teamwork among her peers, she didn't always act as a team player. She made loyalty to her and her agenda the price of admission to her inner circle. She resisted allowing her better people to move to other parts of the corporation, especially if it meant they would be working for another CEO contender. The CEO had a few concerns about her. First, her behavior revealed that she cared more about the success of her own unit than about the success of the organization overall. Second, she kept her better people from jobs in other areas of the company, denying them chances to broaden themselves and robbing other departments of new talent. Third, while she enjoyed intense loyalty within her organization, she had not gained the political support from her peers she would need as CEO, nor had she seeded other parts of the organization with people who knew her well and could help her when she needed it.

Good CEOs and boards are experts at assessing an aspiring CEO's ability to master the nuances of the top job. For Dennis, the test

was to find value in the culture of the company whose performance he was improving; for Vince, to gauge what was important to his boss; for Leigh, to point people toward solutions rather than solving all the problems herself; and for Helen, to help others succeed and to concentrate on improving the organization as a whole, not just her unit. These potential successors did not understand the tests they faced, so they missed subtle cues and were

set back in their quest for the top position.

Winning Criteria

Each of the designated successors in the examples above failed to establish sufficient credibility for their bosses to stand aside. The signs that they were failing were not easy for them to recognize because they were well matched with the strategic and technical needs of their jobs; indeed, these people were talented, ac-

The Winner’s Difference

The following table lists the capabilities of people who have a good chance of becoming CEO—and what elite candidates do in addition in order to get the edge.

	The Good Candidate:	The Elite Candidate:
Management Savvy	<ul style="list-style-type: none"> > knows what is required operationally for short-term results > motivates others to do it > uses time well > prioritizes among issues that are all important > frequently delegates tasks > has a history of developing subordinates and exporting talent > organizes and mobilizes talent toward most significant problems > pushes people to achieve more than they think they can 	<ul style="list-style-type: none"> > avoids jumping in personally to solve problems others can handle > makes the right judgments about what to expend energy on > maintains control of the key decisions and a full pipeline of talented people > makes people feel appreciated and stay loyal
Political Intelligence	<ul style="list-style-type: none"> > accurately reads political currents > understands patterns of relationships quickly in an unfamiliar environment > builds relationships with peers and subordinates > makes sure the CEO and the board know what he or she is capable of doing 	<ul style="list-style-type: none"> > isn’t labeled “political” > recognizes how relationships are likely to affect early success > gets peers and subordinates to go out of their way to help > doesn’t seem self-serving
Personal Style	<ul style="list-style-type: none"> > is a star performer > is intense and driven to excel > is hardworking, usually putting in more time and effort than peers do > enthusiastically backs initiatives that will help the business succeed > is a leader among peers > understands new ways of doing things and makes important connections 	<ul style="list-style-type: none"> > makes success look effortless > allows others’ performance to be recognized, too > manages energy to stay on the “rested edge” and to avoid the “ragged edge” > knows when to hold back and when to let go > enables peers to improve their performance > stays grounded and makes sure basic needs are met while mastering new concepts

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complished managers who contributed much to their organizations. What extra ingredients should they have brought? What criteria should CEOs and boards use in judging CEO candidates? (For a more complete list, see the exhibit “The Winner’s Difference.”)

Watching and analyzing successes and failures at the number two level suggests that executives vary in the degree to which they have the qualifications to win the top job. At one end of the spectrum are managers who have the capabilities they need to be considered as CEOs. Managers on the other end, however, are the elite few who have honed these capabilities with the subtlety and sophistication required for operating effectively at the CEO level.

The capabilities fall into a few broad categories. The first set has to do with senior management best practices—for example, the ability to prioritize the things that will make the difference operationally. At this level, managers must use time wisely, delegate the right tasks, and develop people; these are basic abilities expected of everyone. But the people who make it to the top tend to proceed in subtly different ways than do the senior managers who remain stuck at number two. For instance, winners know what is required for short-term results, and they can direct others to do it. But unlike Leigh, they avoid getting too involved in solving problems that others should handle.

The second set of capabilities has to do with managing the political environment. At the less-sophisticated end of the spectrum are those who accurately read most political currents, while those with better-honed abilities will do so in a way that avoids their being labeled “political.” Most senior executives build good working relationships with peers (which Helen did), but the ones who become CEOs garner active peer support. Often, their peers and subordinates will go out of their way to offer feedback or to point out potential problems (which Helen’s colleagues didn’t do). Most people close to the top also know how to show the CEO and the board what they are capable of doing. But the ones who don’t make it to the number one job tend to believe that they haven’t received the recognition they deserve. (This is true of both Vince and Dennis.) As a result, they come across as too concerned with getting credit. Executives at the other end of the continuum

receive credit by finding ways for their virtues to be touted by others, so they don’t need to shine the spotlight of attention too brightly on themselves.

The third category has to do with personal style. The number two works hard, sacrificing personal time and expending significant effort to achieve impressive results. But the winner never makes a big deal of the success he is responsible for (unlike Dennis and Vince). Of course, being intensely competitive and driven to be the best is a given among high-level managers, but those who are furthest along the spectrum manage to give credit to others involved in successes without diminishing their own recognition. Being a leader among peers is what all senior executives have done to get where they are; elite executives have learned how to do it so that their peers become better performers.

Rules of Engagement

Success at winning the CEO title always depends on the situation, the organizational culture, the types of people and relationships involved, and the personality and style of the candidate. While there are no hard-and-fast rules, a few basic guidelines can help the aspiring CEO shape his own destiny.

Understand the boss’s point of view. Whether the CEO has earned your respect is not the issue here. All that matters is that you respect his position and get to know what is important to him. Start by understanding what contributed most to his success: Who helped him along the way, and are those advisers still valuable to him? How did he handle failures?

Then try to understand the type of person he is. What is his leadership style and approach to decision making? What types of questions does he ask? Does he ask questions to verify what he has concluded or to gain input he has not considered? How does he respond to the answers? Does he tend to make decisions by talking with people one-on-one or in a group? Also, search for clues that indicate the best way to relate to him. Which people influence him the most? How does he manage their advice? How does he want to be kept informed? What behavior does he expect from senior people? How does the boss’s style differ from yours and from the styles of others you have worked for?

It’s essential to appreciate how difficult it is

Most senior executives can read political currents, but only an elite few do so without being labeled “political.”

for him to hand over the reins. Years ago, I was the designated successor for a CEO who I believe was passing the chairman and CEO titles to me only reluctantly. I was determined to work harder and be more productive so he would have no excuse to back away. The founder of the Boston Consulting Group, Bruce Henderson (who had retired and thus gone through his own transfer of power to a successor), was one of my advisers. When I asked him for feedback on what I should be doing differently, I expected a pearl of strategic wisdom about accelerating top-line growth to increase our market share. But he simply said, “Be more understanding about what [the chairman] is going through.” Instead of thinking that Bruce had lost a bit of his edge and being disappointed that he did not say something about what I was going through, I should have taken the time to understand what he meant. If I had, my transition would have gone more smoothly.

Know your limitations. There are many incentives for board members, CEOs, HR people, or executive search consultants to encourage a potential CEO to believe that he is more prepared than he really is. While these people are often well-intentioned, if he believes them, he might pay too little attention to cultivating the particular abilities most important for his success.

Take the case of Wayne, who moved from a *Fortune* 50 global corporation to a smaller company because of the opportunity to become CEO years earlier than if he had stayed put. The incumbent chairman and CEO was ill, and the lead director of the board had taken over most of his duties. Wayne was recruited aggressively by the board members, partly because he had much of what they believed their company needed, but also because the corporation where he had become a rising star was among the world’s best performers and was known for producing very good managers. The board reasoned that Wayne would impress investors and employees alike.

In his first year after joining, Wayne worked hard to master new technologies, markets, and customers. He learned how to impress analysts and institutional investors. His operational skills turned out to be just what the company needed, bringing remarkable bottom-line results and cost savings. His upbeat style was refreshing, and his encouragement to try new ap-

proaches motivated employees to innovate at a rate the company had not seen before. After 11 months, the lead director said, “The board believes things are going really well and wants to accelerate your move up to CEO....You’re our guy.”

Wayne was surprised, pleased, and anxious all at the same time. He appreciated the vote of confidence, but, although he took care not to appear as though he believed the top job exceeded his capabilities, he was unsure that he was ready for such a step. He was still learning the business, and there were challenges (such as acquisitions and technical alliances) with which he had little direct experience and where the managers in charge had not impressed him.

Over the next month, several of the directors spent more time meeting with Wayne than they had in his entire tenure at the company. At first he thought they were testing him, but he soon realized that they were trying to persuade him to take the CEO spot. They were selling.

Wayne lasted 15 months as CEO. He was not ready and should have stayed in the number two spot for another couple of years. It is difficult to blame him for taking the opportunity to be CEO—his failure was really more the fault of the board. Eventually, he would have had the self-confidence and experience to be very effective as head of that company. The board members were more concerned about image and getting someone in the CEO spot quickly. In other words, they cared more about what was good for the board than about what was good for Wayne or even the company.

Manage the shadow organization. In order to get a CEO position, it’s important to grasp the alliances and political realities that aren’t apparent right away but come with top-level jobs. Whether entering a new organization or being promoted to headquarters, the wise manager will find ways to understand how this often-hidden network of relationships and norms can influence her success.

One way to gain such understanding is to trace the histories of successes and failures. Who were the people most responsible, and what happened to them? How did they help form influential groups? What patterns of loyalty emerged? Were there attempts to isolate lessons and ensure they were understood? Is such learning reflected in who has been hired,

in performance management, and in training and development programs? In getting to the core of reality, it is useful to look to Japanese manufacturers of the 1970s. They adopted the habit of asking “why” five times when they discovered an important production or distribution problem, because they believed that root causes lay at least four levels below the surface.

Another way to grasp the political climate is to understand what is actually valued. Most CEOs have endorsed a list of values that are prominently displayed on office walls. In most cases, though, these bear little resemblance to actual behavior or to how the most important decisions are made. To determine whether values are meaningful, find out how they came into existence. They mean something when they have been created over a long period, evolving from ethical wins and mistakes. They stand the test of time. The most cherished are passed from one generation to the next. Values are sure to be superficial, however, when they have been created by outsiders for a fee. Here is a particularly ironic example: One company unveiled a new set of values written by a consulting firm that in the same week admitted its role in another client’s financial scandal.

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Most people who get close to the top are talented, hardworking, and smart enough to go all the way—but fail because they don’t know how

to approach this entirely new challenge. A good number of these failures are avoidable. That we have allowed this to happen in organizations that are otherwise excellent performers is a disgrace; it exacts a huge cost in terms of time, money, and wasted potential. The price is paid by many people: employees depending on a smooth handoff at the top, investors expecting continuous leadership, and families uprooted when jobs do not work out as hoped. Among those at fault are boards of directors that do not oversee the succession process or hold CEOs accountable for a smooth transition, human resource organizations that should have the capacity to help but are not up to the task, and CEOs who do a poor job of coaching potential successors.

In spite of these obstacles, the aspiring CEO can dramatically increase his chances of success by sharpening his perception of the organization’s culture and politics, by mastering the art of building winning relationships, and by improving his self-awareness. Most of all, he must learn to conduct himself with the maturity and wisdom that demonstrate to those making the decision that he is, indeed, ready.

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