

Excerpts from LinkedIn BoardSource — Group Discussion:
What Are Suggestions for Dealing with Problem Board Members?

“The term ‘problem Board members’ runs a wide gamut from mildly cantankerous to fully non-performing. So, addressing behavior will depend on what the behavior is and how severe its effect.

In the meantime, I'm writing a series of posts on my blog (<http://leadingbydesign.blogspot.com>) about removing deadwood from a board. Certainly some of the interventive mechanisms are useful in dealing with any ‘problem.’”

“I’m looking for suggestions for dealing with the know-it-all, been-there-forever (no term limits), disruptive, negative-thinking, controlling, bully Board member who is already onboard. Whew, sounds like Chevy Chase in *Christmas Vacation* unloading after receiving a fruit-of-the-month gift instead of a bonus.”

“One of my mentors early on advised me to ‘keep a Board member between myself and a problem.’ Board members who are problems should be addressed by their peers—other Board members. As staff, you can advise the peer on what the issue/s is/are, how you would recommend resolving the issue and determining whether ‘this marriage can be saved.’ All too often, we don’t provide the right kind of support to a ‘problem’ Board member who just flails around trying to find his/her way in the wilderness of Board governance, membership and leadership. It is part of our job to help Board members be good Board members. Unless the Board member has a certifiable personality disorder [said very tongue-in-cheek], the resolution usually (caveat intended) can be tailored to match the expectations and needs of both Board and NPO.

But then, I coined a phrase of my own when I worked with a very dysfunctional board of 64 members, ‘If they’re not paying you enough for therapy, it’s time to go!’ Sometimes a board, or organizational culture can make you crazy and if it starts to affect your health and wellbeing, then it’s time to move on.”

“But, if allowed to continue, nobody will want to be on the Board, you’ll lose good people, or you will have more people behaving unproductively.”

“Very often a Board member will begin to see his/her position on a board as part of their identity and will start eliminating any competition through any means they find personally acceptable.”

“We are still grappling with a situation where our problem Board member IS our Board chairman. Our by-laws didn’t allow for term limits before I began working here and he has been president for about four years now. He has a very abrupt, bullying personality and many people have vowed never to return to our facility (I work for an historic movie theater that now operates as a civic center) until he is no longer involved. In the past, his communication style has browbeat other members into not speaking up, even convincing them that they would rather not run for the chairman position because he insists that it is far more responsibility, both administratively and liability-wise, than they care to take on. I found shortly after I started that other Board members needed honest information about what Board membership and leadership was and what it wasn’t, as many of them have great potential, but had never served on an effective and well-run board.

A big part of our plan to solve the problem is educating other Board members about the

role of the Board chairman and the qualities needed for a person in that position, as well as empowering them in their own roles as members. We have seen much positive progress this year with changes to our by-laws, more assertiveness on the part of other members and a contagious excitement and momentum over the progress that we have been able to make with these improvements. Our elections are in April and we hope to see a new chairperson elected to the seat.

It has been a long and frustrating process, with a lot of uncomfortable actions needing to be taken, but I feel it has been worth it.”

“I’ve served on many boards, am now a Board consultant and the only way I’ve been able to deal with the ‘problem’ Board member is through a third party. As a consultant, I don’t want to sound self-promoting, but it is very difficult for a peer, or executive officer to address the problem. If the Board as a whole can be ‘sold’ on the idea of governance training, or Board evaluations, this issue can be addressed at that time by a facilitator. As I’m sure you all know, this is not an uncommon issue!”

“In my experiences, addressing the challenges of legacy Board members (who may exhibit behaviors seen as damaging, yet believed to be constructive) requires the active involvement from a core group of the other Board members working in partnership with staff leadership.”

“Article authored by Jerry Panas about working with boards — The Aye’s Have It: <http://www.contributionsmagazine.com/Panascopes%20Articles/ayeshaveit.html> Not precisely on topic but helpful thoughts about ways to get perspectives of all Board members on the table (which a problem member can prevent by taking up much time to share their views at a meeting).”

“I’m working with a small board (10 members, three of which are new). The ‘difficult’ Board member dominates discussions and discounts the comments of other Board members who are now feeling a great deal of frustration by his behavior.”

“I posted ‘How to Fire a Volunteer’ (<http://strategicgov.blogspot.com/2007/10/how-to-fire-volunteer.html>) in October 2007 and according to web analysis, it remains the most-often read/Googled thing I’ve ever written ... sad, but true!”

“I think the staff professional must take an active role, but it is not, at least initially, to communicate with the problem member.

As others have suggested, staff’s role is to bring the situation to the President, or Chairman’s attention (if need be). That person is the leader of the Board and as such should not abdicate his responsibility when it’s difficult, or distasteful.

The staff person should discuss strategy with the Pres/Chair and support the effort. Since Pres/Chairs have different personalities, strengths, ways of conducting meetings, etc., the course deemed most effective will vary. Also, it may not be a goal that will be accomplished quickly, or by one person. At some point, it may even be necessary to bring in the CEO of the organization.

As with so much of what we do, we need to evaluate each step taken and recalculate the next.”

“I have had success with recruiting a new Board member who intimidates the problem folk which usually makes them pull back, or resign.”

“It is difficult to address dysfunctional Board behavior, or a Board member who is really a problem without strengthened by-laws, or failing to enforce the by-laws we have. For all but the smallest board, these should include:

- **Term limits. Two three-year terms are very common.**
- **Annual election of officers.**
- **Limits on how many terms someone can serve as an officer.**
- **Clear delineation of the difference between the Chair’s responsibilities vs. that of the Executive Director, or chief paid executive.**
- **Good orientation of new members.**
- **Clear descriptions of the Board’s responsibilities and expected behavior. Problems often occur if the Board is a mix of big donors who do not care about governance and good governance people. This may leave the Board without enough members who understand, or care about their governance responsibilities. Often an active board and an advisory council can solve that.**
- **Clear description of what the minimum expectations are for a Board member.**
- **A by-law clause for the removal of a Board member when it is deemed by a super majority of the Board that the removal is in the best interests of the organization. Detailed complaints are not needed.**
- **In my experience, good organizations are well-served by a Board Development and Nominations Committee. This, in my experience, is not the Executive Committee and does not have the Chair, or the Executive Director on the committee as a voting member. Ideally, the committee does its work getting lots of input from both without them having to be in all the meetings. A well-run Board Development and Nominations Committee can over a couple of years upgrade the caliber of talent being brought onboard. Also, each year they can upgrade the discussion on the responsibilities of both individuals and the Board.”**

“Depending on the relationship with that particular problem Board member, it may, or may not be useful for the CEO (I’m assuming this is the ‘director’ you’re referring to) to step in and question this problem member regarding what we may call bad behavior. I would recommend that the CEO first confer with a member of Board leadership s/he trusts and with whom s/he can discuss most anything. Strategize a bit before walking in to the lion’s den. Rebecca Hunter and Kelly Rosenleaf suggested the conversation might be better if coming from a Board peer than the CEO. Unless, of course, it’s the Board chair who’s the source of the difficulty. This hypothetical case we’re discussing has the potential of bringing down the CEO instead of getting the recalcitrant member to change his/her ways. Leaving the situation to work itself out can undermine the effectiveness of the whole group. The horns of a dilemma, but I’m on the side of ‘damned if you do’ vs. ‘damned if you don’t.’”