Term Limits are a Convenient Crutch

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During the last three weeks I've attended three board meetings and joined several board committee conference calls. These meetings have reminded me of the wonderful benefits—as well as the significant time commitment—associated with serving on boards. The friendships I've formed and governance lessons I've learned have been priceless. But from time to time something happens at a board meeting that makes me wonder whether staying on the board is the best use of my time. Although I haven't quite figured out an algorithm or decision-tree that will make my decision to leave an easy one, years of board experience have helped me see some of the warning signs that it's time to go. One such warning sign is unaddressed bad behavior by a fellow board member.

Should He Stay or Should He Go Now?

Everyone who has advised, served on or reported to a board has met (or heard stories about) at least one ineffective, disruptive or obnoxious board member. The public sector would crumble without the tireless contributions of dedicated, generous volunteer leaders. But the sector would be so much better if governing boards had the resolve to help unproductive and disrespectful members move off the board and on to other pursuits.

What's the risk of ignoring bad behavior? Ineffective, rude and absentee board members bring the entire board down. And have you ever noticed that whether we're talking about paid staff, service volunteers or board members, the poor or poisonous performers are the last to resign? I hate to have to say this, but absent an incentive to leave, or an escort to the nearest exit, the worst members of your board will probably remain at the table for years after you've moved on.

There are two principal options for dealing with a board member whose presence is no longer mission-productive:

1. **Address the bad behavior, poor attendance or inadequate performance issue without delay** – In my article titled "Enforcing Board Member Responsibilities," I discuss ways to hold each board member's feet to the fire. For example, in my experience it's incredibly important that board members are reminded about what they have agreed to do. When a board member's conduct is egregious, this intervention may include a request that the board member resign, or risk being voted off the board. The person who will deliver this tough message should be identified long before the trouble starts brewing.

Suitable candidates include the Chair of the Board Development or Governance Committee, the board Chair or the Vice Chair. Note: The CEO/Executive Director should never be asked to fill this role.

2. **Allow the bad board member to cycle off when his or her term ends** – I'm always chagrined to hear about the re-election of an ineffective or disruptive board member in an entity whose bylaws provide term limits. Why does this happen? In some cases the real culprit is an ineffective board development process. Sadly, some boards still scramble at the last minute to conscript volunteer leaders. And of course it's always easier to re-elect a member than do the work required to recruit, vet and onboard a new volunteer. For boards that are opposed to confrontation or squeamish about calling it like it is, term limits are a convenient way to limit the damage done by an ineffective or disruptive board member. When the poor performer's time is up, thank them for their service and send them on their way.

During the 24th annual "This Year In Nonprofit Law" event held in Philadelphia this week and hosted by my colleague Don Kramer, I was reminded of a "Ready Reference Page" published by Don back in 2005. That article, part of the terrific publication called *Don Kramer's Nonprofit Issues*®, was titled "Term Limits Are For Cowards." Don argues forcefully that the downsides of term limits outweigh the benefits. If you're not already a subscriber and fan of Don's work, you should be. While I agree that term limits sometimes force the premature departure of high-performing leaders whose wisdom, commitment and leadership are wanted and needed, I think that there are two compelling reasons why term limits are a convenient and helpful crutch.

First, although addressing poor performance and outright bad behavior when it occurs is absolutely preferable to allowing a board member to cycle off at the end of her term, few boards have the courage and stomach to do this. In the absence of the resolve needed to hold every member accountable, term limits allow poor performers to leave gracefully. Second, and more importantly, term limits necessitate a laser like focus on board development that every mission deserves. With board members—good and not so good—automatically cycling off the board every year, board development becomes an active, thoughtful and ongoing process.

In too many cases, the absence of term limits leads to a lazy board development process, with the same cast of characters re-elected to new terms every election cycle. This lazy practice robs the entity of the new perspectives and ideas that give your mission a boost every time new board members join the governing team. New board blood forces and inspires a board to challenge assumptions that constrain our missions and impact. As a member of three local and three national boards, I've also seen the personal reward of term limits: although it's hard to say goodbye to a treasured board leader, it is incredibly exciting to meet interesting, bright new members. As I think about my period of service coming to an end on two of the boards where I serve, I am excited envisioning that my departure will create space for someone with a different point of view to step in, learn and serve.

At my speech at "This Year In Nonprofit Law" I shared my view that governance rules and structures must be specifically fashioned to suit the mission, goals, culture and aspirations of an organization. Creating and evolving a governance model is hard work. The importance of your mission and the hard work required deserve the best governing team you can assemble. When a bad actor or unreliable member winds up on your team roster, you need to take action. Bite the proverbial bullet and address the issue head on, or lean back on your crutches, including term limits, and let nature take its course.

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