

How to Resolve Risky Governance Dilemmas



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While most nonprofit CEOs enjoy celebrating the incredible contributions of their boards, memories of difficult or challenging board members linger long after the board member's term has expired. And in many cases, CEOs lament their decision to ignore board challenges well after the time to act has expired. Below we share four common, risky behaviors of nonprofit board leaders and practical tips on what to do if these dilemmas impede the success of your board.

1. Ghost Board Member

Unfortunately, some nonprofit board members only 'show up' on the board list appearing on a publicly-facing website. These are the volunteers who seemed eager and ready to serve when elected, but consistently fail to attend board meetings or respond to calls, emails, and outreach from staff or fellow volunteers. Sound familiar? You've been ghosted. A board whose membership includes ghosts poses concerning risks, such as the possibility that the perspective or skills of the ghost board member are missing during critical board conversations, and the missed opportunity to fill the ghost member's seat with a new leader who could support the mission in myriad ways.

Tips:

- Brainstorm with the officers of the board or the executive committee ways to engage and involve your ghost board member *without* requiring attendance at meetings. Trustee Emeriti (honorary) role? Shift to a committee role that meets virtually? Guest or host of a special fundraising event held in the board member's home or place of work?
- Find a respectful way to let the board member know participation in meetings and responsiveness to emails from the staff and board are required. Ideally, a member of your nonprofit's Governance Committee will take the lead in reaching out to ghost board members. If calls and emails still go unreturned, consider sending an email saying, "We deeply appreciate your leadership and contributions to our mission! Do let us know if you want to resume participation in board activities, or if you prefer to roll off the board at the end of this year/fiscal year and support our mission in other ways."

2. Bad News Board Member

While rare, from time to time nonprofit board rosters include one or more members who see the boardroom as

an opportunity to engage in verbal combat, show the staff 'who's boss', or believe being a great board member requires playing the role of disagreeable skeptic. The risks of a bad news board member are significant. Effective board members who have much to contribute may choose to roll off the board to avoid future unpleasant interactions with a bad news board bully. No one joins a nonprofit board to add tension and discomfort to their lives. When you ignore a badly behaving board member you are disrespecting everyone else on the governing team.

Tips:

- First, remember that ignoring a bad news board member is never a winning strategy. Why? The behaviors you and others abhor and dread probably don't seem off-kilter to the badly behaving leader. Badly behaving board members are rarely, if ever, self-aware.
- Next, resolve to address the issue or issues head-on in a polite, respectful, one-on-one conversation. Years ago a friend told me that the chair of a board she served on called her to let her know she often rolled her eyes during board meetings, which was interpreted as a sign of disrespect. My friend was unaware that her frustrations were clearly visible to everyone in the room. With insight provided by the board chair she was able to control the eye rolls and find more productive ways to express her views on topics being discussed during board meetings. The person addressing bad behavior one-on-one should always be another board member, such as the board chair, vice chair, or governance committee chair.

3. Role-Confused Board Member

No one emerges from the womb with the insights and understanding required to be an outstanding nonprofit board member. Capable, effective board members learn to excel at governance through participation in governance. A common risky governance dilemma is confusion about the role of the board. While there's no question that boards have ultimate legal, moral, and ethical responsibility for the health and well-being of a nonprofit, when a nonprofit hires its first staff member the board is no longer responsible for day to day operations. The shift from 'doing everything' to providing oversight to the CEO is challenging for many board members.

Tips:

- Develop a one-pager with bulleted lists of Staff (left side) and Board (right side) responsibilities. If any responsibilities are truly shared, add a middle column and note those.
- Designate a board member whose role includes offering gentle reminders of the distinction between governance and management. Your designee might say: "While I love learning more about day-to-day operations, let's get back to questions that fall squarely in the board's domain: issues related to the organization's direction, values, and strategic priorities. We're fortunate to have a staff team, led by our CEO, who can handle the day-to-day without hands on help from the board."

4. Board Member Who Eschews Accountability

The simplest definition of "accountable" is "doing what you agreed to do." On a high-performing board no members need to be cajoled or nudged into accepting responsibility for key leadership tasks; members of a stellar board step up and embrace their responsibilities. From time to time nonprofits inadvertently invite and elect members who never live up to the commitments they make. The risks associated with unaccountable board members are significant. One risk is that this form of unacceptable behavior demoralizes the members working hard to meet their commitments. Who wants to be on a board where everyone shares responsibility but certain members never come through? Another risk is that key roles or tasks will be left undone, leaving the nonprofit in a precarious position.

Tips:

- Since accountability is doing what you agreed to do, versus doing something assigned to you, consider using a simple, one-page board pledge document that each member completes at the beginning of the year to track commitments. The pledge may include making a personal financial contribution, as well as other non-fundraising tasks, such as sharing a list of audit firms that provide services to nonprofits, connecting the CEO to a lawyer whose firm has deep experience advising nonprofits, or identifying qualified speakers for a session at the annual conference.

- Remember transparency is an effective, inexpensive risk management tool. After collecting board pledge statements, include them in the appendix to your board packet so everyone on the board is aware of the items in each board member's commitment.
- Schedule check-ins with each member of the board at least twice annually and ask questions such as:
- Do you have any concerns about completing the roles, tasks or assignments you noted on your annual board service pledge?
- What assistance do you require, if any, to complete those tasks on time?

Risky, unproductive board behaviors waste time and jeopardize the enthusiasm and commitment of the governing team. Ignoring these behaviors is never wise. Identify and promptly address inappropriate behaviors to free up the time and energy you need to focus on your vital, community-serving mission.

Melanie Lockwood Herman is Executive Director of the Nonprofit Risk Management Center. Reach her with questions about risky board behaviors and to discuss practical steps to build the board your mission deserves at Melanie@nonprofitrisk.org or 703-777-3504.