KATHA KISSMAN

TAMING THE TROUBLESOME BOARD MEMBER

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I dedicate this book to the memory of my late husband, Samih K. Farsoun, who taught me much about integrity, respecting others, living life well, and the ultimate power of love.

Finally, I offer: No one is perfect. No one gets it right every time. But it is in the trying, the learning of lessons, the exchange of kindness, and the celebrating of successes together that the world is made better.

Foreword

This book is long overdue. Over the 30 years that I have been actively engaged in philanthropy, the nonprofit boardroom has undergone a dramatic and often unpleasant change. The days of the genteel, collegial, deferential board of trustees is long since gone. In one sense this is both good and necessary. It can surely be said that many nonprofit boards of the past failed to fully discharge their obligations as trustees. I, for one, plead guilty. Too often we simply rubber-stamped what management recommended and failed to challenge decisions that should have been tested. With management misconduct in both the for-profit and nonprofit world, a higher standard of oversight is absolutely the order of the day. While there are unfortunate examples where trustees have used this revived sense of responsibility to act in inappropriate ways, in most cases, trustees now understand that higher threshold and are raising the bar in the most appropriate ways.

It's those unfortunate examples that beg further diligence. Some trustees have come from a for-profit world where they have often been extraordinarily successful and have thought that their receipts for business success could be translated into the non-profit world without understanding the important, but often subtle, differences. Others have come to a nonprofit board without an adequate understanding of the organization or having clear mutual expectations with behavior flowing from misunderstanding. Finally, there is a group (however small) that comes with a personal agenda. It is this latter group that can be the most troubling because no amount of education is likely to move its motivation from a personal desire to institutional priority.

What Katha Kissman has done is lay out a blueprint for avoiding and resolving the problem of disruptive board members. It is a process that must start with asking a very difficult question: "Are they right?" How off-putting and boorish the behavior, on the substance they may be right. If that is the case, the problem is the institution's, not the board members'. If they are wrong, then you need to understand why. Good-faith disagreement is quite different from a personal agenda.

This book helps to avoid troublesome behavior by reminding us of the need for proper selection and orientation. It helps deal with the problems that do surface from those mistakes. And finally, it helps identify and resolve the individual troublesome behavior problem quickly and with as much grace as possible. This should be required reading not only for every nominating, governance, or trusteeship committee, but should be compulsory reading for every board member.

Richard W. Snowdon, III
The Hill-Snowdon Foundation, Washington, DC

Introduction

The Cambridge Dictionary defines **trouble** as difficulties stemming from a characteristic of someone or something that is considered a disadvantage or problem. *Trouble* could be a situation in which problems or difficulties result from something that has been done or something that has failed to operate as it should. At the extreme, *trouble* could be problems of malfeasance, or could result in arguments, fighting, or violence. **Troubling** is something that causes distress, worry, or anxiety. It may not actually be *trouble* yet, but a red flag that might require attention or intervention.

Troubles or something that initially starts out as *troubling* can lead to **troublesome**. *Troublesome* describes something or someone that causes action or inaction, problems or difficulties. These actions or behaviors can be temporary or chronic, mild and just plain irritating, or serious enough to cause great and lasting damage if not addressed in a timely manner.

Chief executives, board chairs, and consultants constantly seek solutions to the multitude of challenges a nonprofit board may face at any juncture. The short- or long-term effects of an individual board member's troublesome actions or behaviors can be one of the greatest detriments to this leadership team. These effects can be both direct — confusion, loss of energy or focus, difficulty in making decisions — and indirect — weakened morale, loss of productivity and service quality, and in extreme cases, high board or staff turnover and a damaged public reputation.

The first step in finding a successful resolution to difficulties with an individual is recognizing that a person's actions or behaviors usually stem from something specific, whether it is ignorance, misunderstanding, a personality conflict, or a deeper issue. This is predicated on the assumption that a second step will occur — that leadership will intervene directly, humanely, with unity, and in a timely way. If leadership doesn't guide the process, the trouble could be left unattended and may result in disaster. The final step, finding a winning solution, will require unique approaches for different groups and various answers for differing circumstances. In some cases it may involve looking at board structure to affect a minor change in board process, or a major culture shift of the entire board. In other cases it will necessitate "holding up the mirror" to help the individual take a step back and understand the effects of his or her behavior within the context of the board's work, and provide suggestions for change. And yes, the ultimate solution might also mean a change in board membership — asking a board member to give up his or her seat on the board.

Easier said than done, right? Why? Because boards are made up of people. No one enjoys conflict or confrontation, especially with regard to a professional colleague. Successfully working in a group context is highly dynamic and can engender great passion and emotion when disagreements or conflicts erupt. Paying attention to these dynamics and actively honoring the human element requires commitment and work. M. Scott Peck, M.D., in *The Road Less Traveled*, reminds us:

> *…That process of confronting and solving problems is a painful one.*
> *Problems, depending upon their nature, evoke in us frustration or grief or*

sadness or loneliness or guilt or regret or anger or fear or anxiety or anguish or despair. These are uncomfortable feelings … Fearing the pain involved, almost all of us, to a greater or lesser degree, attempt to avoid problems. We procrastinate, hoping that they will go away. We ignore them, forget them, pretend they do not exist . . . We attempt to skirt around problems rather than meet them head on.[1]

Effective communication and positive conflict resolution are easiest to achieve when people treat each other with dignity and respect. It is under this overarching concept that *Taming the Troublesome Board Member* provides strategies, tips, and tools to build an understanding of how to partner with or disengage from troublesome board members to eliminate the unnecessary barriers to the ongoing effectiveness of the nonprofit board.

ABOUT THE BOOK

Case study examples are used throughout this book to illustrate troublesome behaviors and provide analysis and recommendations. Many of these cases are based on real-life situations. The author has created composites from them and taken artistic license to underscore meaning.

The reader should note that the author has categorized and labeled behaviors for the purposes of convenience. The author realizes these categories are imperfect in that different behaviors could be grouped in different ways. These particular categories have been created for ease of understanding in the context of board work.

Chapter 1 further discusses the need to understand the problem before it can be solved, providing information on the realities of group work, the framework for the discussion of troublesome behaviors, and considerations for how to avoid troublesome board members. The behaviors addressed in Chapter 2 are those that have been categorized as displaying poor "boardmanship," stemming from failure to perform the job well. Many of these behaviors could have been prevented with proper recruitment and orientation; most can be addressed with timely recognition and direct intervention. Chapter 3 addresses behaviors that are tied more closely to people skills (or lack thereof) or conflicted personality characteristics. These may or may not be fixable. Some unique troubles have been introduced in Chapter 4, addressing those behaviors that defy easy categorization but which many organizations have faced at one time or another. Most of these circumstances warrant an even more delicate approach to solutions, and possibly a need for additional professional advice and/or alternative leadership solutions. Chapter 5 offers final thoughts on the human realities that should be embraced by all to avoid troublesome.

AUTHOR'S NOTE TO THE READER

As I started writing this book, I made the assumption that I would not have to remind the reader that most troublesome behavior results from certain failures in the recruitment/nomination process of and orientation process for new board members.

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1. Peck, M. Scott, M.D. *The Road Less Traveled.* New York: Simon & Schuster, 1978. Page 16.

Or that not having up-to-date bylaws, a board manual, a regularly reviewed and signed conflict-of-interest policy, or a code of ethics contributes to these challenges as well. Or that ongoing, continuing education for board development is extremely important, and regular assessment along with stated recourse mechanisms is absolutely imperative. To my surprise, I found that the vast majority of the examples and case studies I received directly resulted from these failures. Most surprising was that **it was readily acknowledged that boards had not done this work due to time constraints or fear of insulting already-courted board member candidates.** Therefore, many of these mandates are mentioned within this text so that *all* of the practices and strategies for dealing with troublesome boards and board members are in one place between two covers.

It is anticipated that the average person picking up this book is seeking advice for addressing the effects of a specific behavior in the boardroom. Therefore, the book is organized as a reference guide to provide this ready and selected access. Reading the book cover to cover and reviewing each and every behavior back to back, while flattering to the author, may actually discourage someone from staying on a board (may this not be so!). Rather, the author hopes and trusts that the seeker will find a bit of wit and wisdom overall and practical help in the specific as may be needed.

It is also likely that the reader may be the chief executive or a consultant seeking to address the behaviors of a troublesome board member. Consultants may find specific preventions and solutions when dealing with troublesome behavior, and they may be called upon to coach a board chair in how to set the stage and say the words to address these behaviors calmly, rationally, and humanely. But to be most effective, consultants should be invited to do so by the board chair, not the chief executive. At times the chief executive is the first to recognize a problem and may be most impacted by such behaviors, yet must be careful in his or her criticism of board members. A chief executive certainly can benefit from the contents of this book in an effort to understand what might be happening, but ultimately it is not the chief executive's responsibility to take on the fix. It is the role of the board chair.

I fervently hope that board chairs will find this book empowering and accessible as they are the ones who need to take action; and whenever possible, to do so without the aid of a consultant. While I believe in the ability of a consultant to provide intervention and assistance, in the case of one-on-ones, I'd rather go out of business as a consultant encouraging, "Physician, heal thyself." When the troublesome behavior comes from the board leadership, other board members need to take it on. Again, this is not the chief executive's role.

I hope that the timely reminder and the consciousness-raising about the need to look hard at how the board processes and provides empathy will help board leaders to recognize, intervene, and find the right solution for each situation. The pages that follow will emphasize the commonality of these problems, provide objective analysis from my many years spent in the boardroom, and will serve as a reminder of promising practices while adding the human touch.