

# Disruptive Board Members

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“**H**OW DO YOU DEAL with a board member who dominates most discussions—just never stops talking?” “What do you do when a board member regularly ignores the agenda and forces discussion on extraneous issues?” “What can you do with a board member who can be quite offensive in the way he speaks to or attacks some of the other members?” “What should we do about board members who miss more meetings than they attend; don’t come prepared; or arrive late and leave early?”

These are some of the most common questions we get from board chairs and CEOs that we meet in our work. The board members who exhibit these behaviors are a real challenge for the board and the chairperson. They can and often do have a negative impact on the board’s overall effectiveness and efficiency. Far too many board members just grin and bear it or vent their frustrations in private after the board meeting.

The first thing to remember is any behavior that interferes significantly with the effective and efficient process of governance should be considered “disruptive” and treated as a matter requiring immediate attention. However, it is also advisable to spend a little time analyzing possible causes for the undesirable behavior of some board members before taking action. It’s useful to keep in mind that it is rare for a board member to come to a meeting with a personal goal to disrupt the meeting.

For instance, the domineering board member may feel very passionate about his/her ideas and want to make sure others accept his/her perspectives. The member who strays from the agenda may feel that certain issues can’t wait until a future meeting or isn’t aware that there are procedures for adding items to the agenda ahead of time. The member who has an off-putting or aggressive communication style may be exhibiting normal behavior expected in his/her work environment and feel that being forceful and direct is what board members are supposed to do. Those who are chronic absentees, don’t prepare, or come late and leave early may be overloaded with other responsibilities and haven’t faced the fact that they can’t meet the demands of being a board member.

Attempting to understand the reasons behind some board members’ behavior usually goes a long way toward figuring out how to modify the behavior. Figuring out how best to deal with



disruptive behavior usually falls on the shoulders of the board chair or the chair of the governance committee, with appropriate support from the CEO and other board members. Providing one-on-one, honest, timely, and respectful feedback to a “disruptive” board member (sometimes more than once) is the most impactful approach to bring about the desired change. Of course, this is easier said than done. Therefore, it’s useful to put some “preventive measures” in place to reduce the number of times

these uncomfortable conversations have to take place.

## Preventive Measures

1. Engage the full board in the development of a “code of conduct” for board member behavior and participation in meetings. Encourage everyone to enforce the code’s guidelines during meetings and, periodically, check in at the end of board meetings on how well the guidelines are being followed.
2. During the recruitment process, make sure that board member candidates understand and agree to the board’s code of conduct.
3. Incorporate the code-of-conduct guidelines into the annual board self-assessment discussion to hold the board accountable for following them. Also, consider some form of individual board member evaluation as part of the board self-assessment and use that information to counsel disruptive members. This can dramatically reduce disruptive behavior going forward.
4. Educate board members on constructive ways to raise issues, monitor processes, influence the board agenda, and question policies vs. personalities.
5. Distribute the meeting agenda at least a week before the meeting and make sure it spells out clearly the subjects to be covered and the time allotted for each item. Leave some time for discussion on other issues/concerns on the minds of board members.

Finally, on those rare occasions when nothing seems to work in modifying the disruptive behavior of a board member, ask the individual to leave the board. This may seem harsh, but remember—the overall effectiveness and efficiency of the board comes first.