

How to **REMOVE** A Board Member



== A board is a team ==
that should be able to work as a congenial and committed group. Board members who do not fulfill their individual responsibilities, who do not abide by the rules set by the board, or who display illegal and unethical behavior do not belong in the boardroom.

Dismissing a board member before his or her official term is up is a stressful and complicated process that the board chair should facilitate but that should involve the full board in the final decision making.

The following steps are designed to help you remove a board member in a professional manner.

1. Prevent

Prevention is the best tool against unproductive or difficult board members.

- Inform prospective board members of the roles and responsibilities that come with nonprofit board service.
- Recruit members who are committed and eager to work and collaborate.
- Require all new board members to participate in a comprehensive orientation, which reiterates what is expected of them.
- Institute term limits to allow natural turnover.
- Keep your bylaws and policies up to date to reflect your board's values. Does your board have a board manual and code of ethics? Do you have an attendance policy? Have all your board members signed a board service agreement verifying that they agree to meet the responsibilities that come with serving on your board? Do your bylaws outline the procedure to be used to remove a board member? Some bylaws require you to justify removal based on fraud, conflict of interest, breach of confidentiality, personal conduct, failure to perform, or some other cause. Some use the term "with or without cause." Others indicate board members must resign at the request of the governance committee or allow a majority board vote.

2. Assess and Communicate

- Determine if the behavior is situational or chronic. At the first sign that the behavior is chronic, the board chair should discuss the matter directly and privately with the individual. The chair may ask another board member — perhaps the governance committee chair — to attend the meeting.
- Be descriptive of the troublesome behavior — provide examples, dates, times, etc.
- Explore what may be causing the behavior. If there are health, work, or other reasons why a board member is not meeting his or her responsibilities, suggest he or she consider taking a temporary leave of absence.
- Suggest ways in which the behavior can be changed.
- End the conversation with a summation that ensures you have made your point clearly and that the individual understands how the behavior affects the group.

3. Ask for Resignation

After giving the board member a chance to improve his or her behavior and seeing no meaningful progress, the board chair should ask the board member to resign — and to do so in writing. This is the least disruptive and disconcerting way to let a board member go.

4. Remove

If the board member refuses to resign, the board should act to remove him or her.

- Review your bylaws to ensure you follow the correct procedures for removing a board member.
- The board chair should respectfully inform the board member why this action will take place and indicate that there will be a recommendation to the full board to vote for removal.
- The board chair should inform the other board members of the steps that were taken to address the behavior and why it has been determined that this action is required.
- Place the action on the next meeting agenda for discussion and, if warranted, call for a motion for removal.
- The board chair should inform the individual in writing when the action has taken place.

ABC ORGANIZATION
124 MAPLE STREET

[Date]

Dear [Firstname]:

In accordance with the bylaws of [name of organization], the Board of Directors has noted that you have [reason for removal].

Therefore, with deep regret, we must terminate your appointment to the board.

We thank you for the support and contributions you provided to [name of organization], and for your continued commitment to its mission.

Sincerely,
[name of board chair]
[name of organization]

Note: This resource applies to nonpaid board members. If you are removing a board member who is paid for his or her service, you may need to comply with employment laws. In these circumstances, please consult with an employment attorney.