



WHAT WOULD YOU DO?

QUESTIONING AUTHORITY: MICROMANAGING BOARD MEMBERS

Brenda, the chief executive of Kids Dream Big, was at the end of her rope. Just this morning, her HR manager had received an e-mail from Ned, a long-time board member, containing probing questions regarding the recent departure of the organization's marketing coordinator. Brenda planned to call Ned as soon as she calmed down.

This wasn't the first time Ned had gone to a staff member with questions about the organization. Ned made a habit of telephoning, sending emails, and dropping into staff offices when he was on-site for board meetings. Once, he even cornered the director of development at the grocery store and grilled her about mailing lists! Brenda was frustrated when he contacted staff because she was always diligent in following up with him and other board members when they asked questions.

In the seven years that Brenda had been running Kids Dream Big, she had fostered openness and transparency with the board, often providing its members with more information than she deemed necessary. Ned, however, seemed intent on reading between the lines or sensing subterfuge where there was none. When had this behavior started? Was it around a year ago, when his favorite music program had been cut? Or eight months ago, when he retired from running his small music store? She couldn't remember exactly — it seemed like it had been going on forever.

Brenda felt she was meeting Ned more than half way in his desire for information, and, frankly, she was losing her patience. The last three times that her staff had told her of Ned's inquiries, she had called him, answered his questions, and politely, but firmly, asked him to contact her directly in the future. She explained that staff felt uncomfortable responding to his requests, sometimes because a matter was confidential, as with the recent staff departure, and sometimes because Ned seemed to question instructions staff members had received from Brenda.

With this morning's request, Brenda found herself wondering what Ned was really up to and if she had a bigger problem than just a "nosy" board member. She wanted to be prepared when she called him, but, she wondered, prepared for what? How could she handle Ned when she wasn't sure what was really motivating him?

What should Brenda do?



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How would you solve the dilemma described in this case? This exercise is especially constructive used as the basis for a robust discussion among board members around the board table. After you've finished writing your own responses, see how your solutions compare to those written by other nonprofit leaders on the following page.



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Worksheet

The following responses were provided by members of the BoardSource community. There may be other appropriate responses. We encourage you to visit the BoardSource website for more resources on the [board-staff partnership](#).

RESPONSE 1

Ned is a troublesome board member whose behavior is disruptive to the staff and who interferes in the chief executive's domain. Brenda should voice her concern about this situation to the board chair, who is responsible for managing board member behavior. Otherwise, this situation will continue to sap Brenda's energy and frustrate staff.

The chair should meet with Ned privately, listen to his concerns, and clarify that the board's role is to oversee the organization, not manage the staff. The chair should tell Ned not to take his concerns directly to the chief executive because his actions may be misinterpreted by her and may have serious negative repercussions. (Of course, the chair should keep Brenda in the loop about this conversation.) Ned should be given an opportunity to change his behavior, but the consequences of failing to do so (potential removal) should be made clear to him.

Policies and written guidelines should be put in place to ensure that the board's role is clear and distinct from the role of staff. Written job descriptions for board members, the board chair, and the chief executive should spell out the duties delegated to each. Installing term limits to allow natural turnover (Ned is a long-time board member) and updating bylaws and key board policies annually will also help. Perhaps it is time for a refresher course for the whole board on division of labor, respective roles, communication procedures, and chain of command.

The key to troublesome board members is prevention. Careful recruitment, intensive orientation, ongoing professional development to differentiate management from governance roles, and regular board self-assessment are vital to promote effective board-staff partnerships.

RESPONSE 2

Ned apparently believes that he has the right to question any staff member on any topic without observing any protocols. Ned's behavior is intrusive, going well beyond a reasonable interest in the organization's welfare: He has pried into the circumstances surrounding a sensitive confidential personnel matter, inquired into mailing lists, and questioned the chief executive's instructions to her staff.

Ned doesn't seem to understand the chain of command, appropriate protocols and courtesies, or his proper role as a member of the board. Although Brenda has asked Ned to contact her directly for information, he's not doing so.

Where, one has to wonder, is the board chair in this situation?

If Ned objects to the way the organization is being managed, he should discuss it with the board chair. Similarly, if Brenda is having difficulty communicating with Ned, or with any other board member for that matter, she needs to discuss it with the chair. Following these discussions, it is appropriate that the chair take action, possibly speaking to Ned privately, or bringing Brenda and Ned together for a frank and open discussion. This is what a constructive partnership is all about. Lines of communication need to be open and powered by mutual trust.

If Ned is the board chair, Brenda needs to have more than a phone conversation with him. They must meet formally — perhaps in the company of a governance consultant — to review their written job descriptions, discuss their

respective roles and responsibilities, and explore the characteristics of a strong board–staff partnership, including the appropriate levels of interaction between board and staff. They should decide how to move forward in building and maintaining a partnership that is, as stated above, based on mutual trust and open lines of communication, and focused on helping Ned learn how to govern more and manage less.

A constructive partnership of the board and chief executive is the nexus of effective organizational communication and management. Ned’s micromanagement may actually end up providing this board and Brenda with the opportunity to strengthen that partnership and the board’s overall governance practices.

RESPONSE 3

Brenda should not call Ned. Instead, she should determine how to handle micromanagement from a board member by calmly reviewing the situation, focusing on her role and the board’s role, and determining whether the additional information she has been providing Ned and the board relates to management or governance. In addressing Ned’s issues, has she become part of the problem by providing information that is too detailed? She recognizes that a good working relationship with board members is critical. However, it is just as important for Brenda to recognize the boundaries of her role. Failure to involve the board chair may allow the situation to escalate.

Brenda should speak with the board chair and tactfully explain that, while she appreciates Ned’s interest and his dedicated board service, she is concerned that Ned is working outside the board structure, which is not in her best interest or that of the organization or staff. She should note that Ned’s actions seem to have intensified after the recent loss of a favorite program and his retirement.

The board chair’s role is to talk to Ned to determine the underlying issue for his micromanagement. Is it a lack of clarity and understanding of roles and responsibilities, a desire and time for more board involvement, or other concerns? Does the board have clearly defined, written roles and responsibilities that board members agree to in writing? If the board chair will not talk to Ned, then Brenda has a problem that is more serious than Ned’s continued micromanagement. She has a board issue.