

How And When To Fire A Board Member

By Dennis C. Miller



Board members are a tremendous asset for most nonprofit organizations, providing needed expertise, as well as the necessary leadership in furthering the mission and success of the organization.

However, occasionally an individual board member can become destructive to the organization. This destruction or “disruptive” behavior can become a negative force to the workings of the board and executive staff of the organization. The effects of this behavior can be poor morale among staff and board, loss of energy, board turnover and a damaged public reputation.

There are many examples of such “disruptive” behavior, but the following are some to illustrate the point:

- Poor preparation, participation and lack of attendance at board meetings;
- Lack of understanding of the board member’s role and the assumption of the role of “change agent” when it is clearly inappropriate and unnecessary;
- Failure to become a team player by accepting the consensus of the board, after issues are fully debated;
- Inappropriately micromanages the group as a whole and operates independently from others in an unwarranted way;
- Consistently failing to follow through on tasks and responsibilities assigned to the board member;
- Failure to honor financial responsibility as a board member by refusing to make a personal contribution on an annual basis to the best of the person’s ability;
- Undermines the board, board chair or chief executive officer either by subtle or obvious means, damaging public opinion of the organization;
- Failure to maintain confidentiality on board matters; and,
- Consistently fails to live up to the values promoted by the organization.

When these behaviors are exhibited, the board chair (not the chief executive officer) has the responsibility to meet with the board member and discuss the behavior and the impact it is having on the organization. Often, the board member will become aware of the behavior and make the necessary changes. However, when discussion or counseling fails to solve the problem, the board member might need to be asked to resign.

If the board doesn’t face up to its responsibility, the problem could become a disaster for the organization and have long-term negative effects. Just as the board holds the chief executive officer accountable and responsible for behavior, the board must do the same for its members.

How does one go about “firing” a board member? This is easier said than done because boards are made up of people and no one enjoys having to deal with confrontation, especially with regard to a professional colleague.

One suggestion is to have the board chair along with at least one other member of the governance or executive committee meet again with the board member in question and address the person’s behavior. One should apply the Golden Rule in these situations; always treat the other person the way that you would want to be treated in this situation. This discussion should strongly inform the board member about the negative implications of the behavior being addressed and the possibility of requesting the person’s removal from the board.

If the behavior does not change, the board chair should contact members of the governance or nominating committee and discuss removing the member from the board. If the governance or nominating committee makes a recommendation for removal, a special meeting of the board should be called (without the board member in attendance) and a vote be taken to remove the member from the board. The board might want to consider engaging legal counsel to review the situation and ensure that the board’s actions comply with the organization’s by-laws.

Another suggestion is to have the board's governance or nominating committee review the situation surrounding the person and consider not recommending a renewed term. The committee's recommendation for non-renewal would also go to the board for a vote.

A third suggestion is for the board to participate in an annual performance assessment and discuss the removal mechanisms in the by-laws and, if necessary, vote to change the by-laws to effectively remove such a board member.

It is highly suggested that the board chair inform the individual board member involved of the board's decision and allow the board member to resign and save face. The removal of an individual from a board can be a humiliating experience and there is no need to make this a personal indictment.

The board should attempt to allow the removed member another way to serve the organization's mission as a way of saying goodbye, unless of course, the board member's actions were immoral or illegal. This position could be as a member of an advisory board, task force or in an emeritus status.

Perhaps one positive outcome of the experience of having to remove a board member would be a more thorough review of the board's recruitment process, orientation programs, and implementation of performance assessments of both the board as well the individual board member on an annual basis.

Though the vast majority of board members volunteer their time, energy and talent to their organizations, they also accept the responsibility and accountability that comes with agreeing to serve on the board. To successfully achieve the organization's vision and further its mission, every board member needs to work together towards achieving those goals bringing fulfillment and meaning to all who serve in such a wonderful role.

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