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Managing Difficult Board Members: A Quick Reference Guide



By PharoAcademy Team

Best Practices for Handling Unruly Board Members and Sample Script

Have a difficult board member? Here are some ways to manage them:

- **Set Clear Expectations** – Provide board members with a detailed job description and code of conduct upon joining.
- **Use Strong Governance Practices** – Follow structured agendas, Robert’s Rules of Order, and board policies to maintain order.
- **Engage in Private Conversations** – Address concerns individually before they escalate publicly.
- **Leverage the Board Chair** – Ensure the board chair actively manages discussions and enforces rules of engagement.
- **Encourage Self-Reflection** – Offer board training or mentorship to help members understand their role.
- **Consider Board Member Removal** – If necessary, follow bylaws to remove members who persistently disrupt board functions.

Sample Conflict Resolution Scripts

Script 1: Private Conversation Approach

“[Name], I appreciate your passion for the organization. However, I’ve noticed that some concerns have been raised about [specific behavior]. I want to ensure that we all work together effectively. How can we address this in a way that aligns with our board’s governance and mission?”

Script 2: Addressing Disruptive Behavior in a Meeting

“Let’s take a moment to refocus. Our goal is to make decisions that align with our mission. I appreciate the input, but let’s ensure we are all contributing constructively and respecting the agenda so we can move forward productively.”

Script 3: Redirecting Personal Agendas

“I see that this issue is important to you, and I appreciate your perspective. However, as a board, our role is to make decisions that serve the organization as a whole. Let’s explore how your idea can fit within our strategic priorities, or perhaps we can discuss it in a designated working group.”

Identifying Common Types of Difficult Board Members & How to Handle Them

Board Member Type	Behavior	How to Handle It
The Micromanager	Oversteps into operations, questions staff decisions, and disrupts efficiency.	Reinforce governance roles by clearly defining the board's role versus staff responsibilities. Provide structured updates to preempt excessive questioning. Redirect their energy into committees or special projects where their expertise is valuable without interfering in daily operations. Encourage them to mentor newer board members, channeling their expertise positively. Offer training sessions on effective governance to shift their focus to strategic oversight.
The Disengaged Member	Rarely attends meetings, doesn't contribute, and lacks engagement.	Conduct a personal check-in to understand barriers to participation. Set attendance policies with clear consequences for non-compliance. Assign meaningful responsibilities that align with their interests to re-engage them. Consider an exit conversation if disengagement persists. Recognize small contributions publicly to encourage participation. Provide flexible involvement options, such as virtual participation or smaller tasks.
The Disruptor	Dominates conversations, derails discussions, and resists consensus.	Use strict meeting structures with time limits for speaking, ensuring balanced participation. Encourage solution-based input by requiring constructive contributions alongside critiques. Address behavior privately, emphasizing collaboration and the importance of collective decision-making. Assign them a designated role, such as a discussion facilitator, to channel their energy productively. Establish a board peer review process where feedback is shared constructively.

<p>The Conflict Creator</p>	<p>Engages in power struggles, fosters division, and fuels unnecessary disputes.</p>	<p>Mediate conflicts with structured interventions, potentially involving neutral third parties. Reinforce a collaborative culture by emphasizing shared goals and organizational mission. Document problematic behavior and establish clear consequences for ongoing disruption. Set up structured mediation sessions with board leadership to resolve tensions. Encourage team-building activities or board retreats to foster positive relationships.</p>
<p>The Agenda Pusher</p>	<p>Focuses on personal interests over the organization's mission.</p>	<p>Keep discussions mission-focused by using a strategic plan as a guidepost. Limit their influence by preventing personal projects from dominating board priorities. Redirect their energy constructively by integrating their ideas only when they align with organizational goals. Assign them to a task force where they can explore ideas in a structured setting. Encourage stakeholder feedback sessions to ensure board decisions reflect broader community needs.</p>

Board Conflict Resolution Checklist

Step 1: Identify the Issue

- Is the conflict due to miscommunication, personal interests, or governance issues?
- Has the member in question violated board policies or ethical guidelines?

Step 2: Engage the Appropriate Parties

- Speak privately with the difficult board member to understand their perspective.
- Involve the board chair or governance committee if the issue persists.
- Keep records of problematic behavior and any discussions held.

Step 3: Establish Clear Resolutions

- Set expectations for behavior changes and provide written documentation.
- Offer training or mediation sessions if needed.
- If necessary, implement progressive disciplinary actions as outlined in bylaws.

Step 4: Ensure Ongoing Board Effectiveness

- Conduct regular board evaluations and self-assessments.
- Reinforce a culture of respect, collaboration, and mission-driven decision-making.
- Amend governance policies as needed to prevent future issues.

Sample Code of Conduct & Board Member Agreement

Board Member Code of Conduct

Expectations for Board Members:

1. Act in the best interests of the organization, placing its mission above personal agendas.
2. Demonstrate professionalism, integrity, and mutual respect in all discussions and decisions.
3. Prepare for and attend all board meetings, actively engaging in discussions and voting.
4. Follow conflict-of-interest policies, disclosing any personal or professional relationships that may affect decision-making.
5. Uphold confidentiality regarding board discussions and sensitive organizational matters.
6. Support board decisions once they are made, even if personal opinions differ.
7. Avoid disruptive behavior, including monopolizing discussions or undermining leadership.

Addressing Violations of the Code of Conduct:

1. Any concerns regarding a board member's behavior should be addressed privately by the board chair or governance committee.
2. If a violation continues, a formal written notice will be provided outlining necessary corrective actions.
3. In extreme cases, the board may vote on suspension or removal per the organization's bylaws.

Board Member Agreement

As a board member of [Organization Name], I commit to:

- Supporting the mission and strategic goals of the organization.
- Adhering to the principles of good governance, ethics, and professional conduct.
- Respecting the perspectives of fellow board members and working collaboratively.
- Serving as an ambassador for the organization in the community.
- Engaging in board activities, including fundraising and strategic planning.

Signature: _____

Date: _____

Cheat Sheet: Robert's Rules of Order

Key Terms

- **Motion:** A formal proposal for the group to act on.
 - **Second:** Another member agrees to discuss the motion.
 - **Amendment:** A change to the motion being discussed.
 - **Quorum:** The minimum number of members needed to make decisions.
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Basic Meeting Agenda

1. Call to order
 2. Approval of previous meeting minutes
 3. Reports (officers, committees)
 4. Old business
 5. New business
 6. Adjournment
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Steps for a Motion

1. A member says: "I move that..."
 2. Another member says: "I second the motion."
 3. Chair opens the floor for discussion.
 4. Members discuss, one at a time, when recognized by the chair.
 5. Chair calls for a vote:
 - Methods: Voice, show of hands, roll call, or ballot.
 6. Chair announces the result.
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Debate Rules

- Members must be recognized by the chair before speaking.
 - Focus discussions on the motion at hand.
 - Each member has equal opportunity to speak.
 - Chair enforces time limits and order.
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Voting Methods

- **Voice vote:** Members say “yes” or “no.”
 - **Show of hands:** Visual count of votes.
 - **Roll call:** Each member’s vote is recorded.
 - **Ballot:** Anonymous vote.
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Tips for Success

1. Stay on topic; the chair can redirect as needed.
 2. Respect time limits for discussions.
 3. Document all decisions in the meeting minutes.
 4. Periodically review and refine the process.
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By using this worksheet and cheat sheet, you can smoothly implement and maintain Robert’s Rules of Order, ensuring productive and structured board meetings.

Worksheet: Implementing Robert's Rules of Order

Step 1: Preparation

What do you hope to achieve by using Robert's Rules?

(Example: Better structure, fairness, or efficiency.)

Who will act as the chair and secretary for your meetings?

Chair: _____

Secretary: _____

Will you adopt the full rules or a simplified version?

Choice: _____

Have board members been informed of this change, or does it need to be voted on?

Communication Date: _____

Step 2: Orientation

What resources will you provide to the board? (Check all that apply):

Summary of Robert's Rules

Cheat sheet

Full guidebook

Training session

Date of orientation session: _____

Questions to address during orientation:

Q1: _____

Q2: _____

Q3: _____

Q...Q10: _____

Step 3: Meeting Implementation

Use this format for your agenda:

- Call to order: _____
- Approval of minutes: _____
- Reports (officers/committees): _____
- Old business: _____
- New business: _____
- Adjournment: _____

Introduce this process for motions:

1. A member states: *"I move that..."*
2. Another member seconds the motion.
3. Chair opens the floor for debate.
4. Members vote: _____

Time limits for debates: _____

(Note: This is a hard and fast cut-off time, and it is important to stick to it.)

How will you manage speaking order?

(Example: Use a speaker's list or raise hands.)

Step 4: Evaluation and Feedback

Collect feedback after the meeting:

- What worked well? _____
- What could improve? _____

Plan for adjustments:

- Changes to implement: _____
- Next meeting for review: _____

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