

Board Conflict

When Disagreements Gets Ugly: Conflict In The Boardroom

There's really nothing more miserable for a group of volunteers than to find themselves in a situation where one or more people disagree passionately, and in a very personal manner. Suddenly all the stated or assumed values of the organization – respect for the dignity of each individual, professionalism, and inclusion – all go flying out the window. The cure for these situations is often almost as uncomfortable as the ailment, suggesting that prevention is the key to the well-being of the body politic.

A positive aspect of conflict is that it often shows the extent to which some board members care about the organization and are willing to speak out. In many cases, volunteers have to overcome a natural reticence to stand up for what they think is right. This reluctance comes from a combination of unwillingness to get involved in a messy or difficult situation, as well as from a concern about how they will be seen if they disagree. In some cases, the absence of conflict may indicate a certain level of apathy exists on the board.

Symptoms

- Personal accusations are made in the boardroom, or people are arguing and no one is listening to one another.
- People leave the board meeting and cluster in the parking lot to rehash their position or to express what they really think.
- Board members are quoted in the media as disagreeing with policies or decisions made by the board as a whole, or by specific members or the executive director.
- People are resigning from the board in anger, or stop showing up at the meetings.
- Board members are pressured to choose sides in an argument.
- Members send inflammatory emails attacking their opponents and defending their positions.

Root Causes: How Conflict Emerges On The Board

Conflict in the boardroom often has the following root causes:

1. Board members disagree about an issue they care about deeply.

The most common issues that provoke conflict include:

- a. Differences of opinion about mission and key agency activities.** For example, should a group serving battered women also work with the men involved? The answer depends on people's values, not on objective criteria. In these cases, the discussions often evoke strong and passionate opinions about the decision, the organization's standing in the community, and its overall effectiveness in achieving its mission.
- b. Differences of opinion about the competence of the executive director.** When boards do not have a regular process for evaluating the executive director's performance, it all comes down to personality, loyalty, or blaming the director for things that are outside of his or her control. As soon as the discussion gets personal, people are likely to square off.
- c. Generational or organizational transitions.** Communities evolve over time, but sometimes the board do not make adjustments to reflect those changes. In these cases, founding board members and the new (and often younger) members often have different points of view about policy and program priorities, as well as ways of doing business. These generational differences in experience, perspectives and understandings can be frustrating to both old and new members, and can often fuel conflicts.
- d. Bad things happen to good organizations.** A main funder pulls out unexpectedly. A large check is forged. A client is seriously injured while at the agency. A disgruntled employee bring a public law suit. These are just a few of the board's biggest headaches. They have to make quick decisions, particularly in crisis situations that also involve the media. In these cases, members' emotions – particularly fear and anxiety – can often get in the way of clear thinking and reasoned discussion.

2. The board lacks the tools needed to manage disagreement.

Difficult issues do not always generate conflict. Dissent turns into conflict when there are no mechanisms for working through differences or crises. This may be due to:

- a. A lack of understanding about how to manage conflict.**
- b. A board chair who does not know how to lead the board through the conflict.**
- c. Boards that prefer to avoid disagreements.** Many board leaders and executive directors like to determine decision outcomes before they come to a board meeting. As a result, meetings are brief, assent is the norm, and challenging decisions

or recommendations is considered inappropriate or a waste of time. In this kind of a board culture, only the most serious issues ever come to the table for full discussion; and when they lead to disagreement, conflicts often erupt because a) board leaders lack the skill to guide the discussion, and/or b) members lack the experience of working through problems as a group.

1. Even with mechanisms in place for managing differences, passionate people with genuine disagreements may not be able to reach a decision that everyone can live with and support. When consensus is not possible, boards can easily (and quickly) become fractionalized, with some members becoming bitter and leaving the board.

3. People behave in provocative, unproductive ways.

Conflict also arises when one or more people engage in behaviors that others experience as confrontational, inappropriate or otherwise disagreeable.

Sometimes behaviors are perceived as provocative by some but not by others.

Is Bob being a jerk, or is he just raising a difficult issue? Did Lois take it personally when Angela voiced her negative opinions of the special event?

On a board of people with diverse personalities, experiences and backgrounds, being “direct” may be seen as “intolerably rude.”

a. There are times when someone’s actions are clearly inappropriate. When the stakes are high and the issues are important, people can behave in completely inappropriate and uncharacteristic ways. Examples of these behaviors include:

1. Frequently interrupting or talking over other board members.
2. Dominating discussions.
3. Publicly disagreeing with board decisions.
4. Challenging every statement made by certain individuals on the board.
5. Bringing up an issue over and over once a decision has been made.
6. Using overly personal or abusive language.
7. Using dismissive body language (e.g. eye-rolling).

4. Structures promote factions.

Membership organizations or boards with a fixed number of slots for certain constituencies can be particularly susceptible to conflicts that come from misplaced loyalties. Conflict emerges when these board members feel that their job is to actively guard the interests of the group they represent, rather than to present the unique perspective of their constituency. They may not understand that their job as board members is to vote in the best interest of the organization, even if the final outcome is not advantageous to their particular group.

Similarly, when people come onto the board to support the executive director or a friend on the board, they often find themselves in a bind when board members disagree with the executive director or his/her friend.

Committees with more power (perceived or real) than is appropriate can also promote conflict. Examples include:

- Executive committees who make the decisions and then inform the board.
- Nominating committees that only recruit like-minded candidates.
- Finance committees that place financial matters ahead of all other issues.
- Strategic planning committees that do not inform or periodically involve the whole board.

What You Can Do: How Groups Manage Conflict

Moving through conflict can be difficult and time consuming. These crises put board members' commitment to the mission and the community to the test. In these and other situations, helping a board get to consensus on a given issue may be the most important contribution a member can make. For the longer these differences are allowed to fester, the longer it takes to acknowledge, assess and resolve the extent of anger, frustration and hurt in order to address the underlying issues.

1. Test your own understanding of what is happening.

The first thing to figure out is whether there is actually a conflict, or if there is only dissent. Some questions to ask are:

- a. Are discussions about the issue productive?
- b. Are discussions conducted in a respectful manner?
- c. Does the intention of the debate seem to be to help the organization move forward?

2. Determine the nature of the conflict.

- a. Is the conflict caused by real disagreements, personal or inappropriate behaviors, or by structural issues?

3. When there are real differences of opinion.

a. Identify a mediator.

In general, the best person to lead any discussions about the conflict is someone who is seen as reasonably neutral, and who has good group process skills.

1. If the board chair is not part of the conflict and if s/he possesses the requisite management skills, s/he is the most likely person to provide this type of leadership. If that is not possible another board member who is not involved in the conflict may be able to help. From a structural point of view, a logical candidate might be the chair of the governance committee. However, any board member who is not involved in the conflict and who has group dynamic skills can serve this function.
2. In some cases there is no one on the board who has the skills or the impartiality to play this role. At such times it is important to bring in someone from outside the organization to help facilitate discussions. This might be a trained consultant or a volunteer.

3. If the board is unwilling to face the conflict issue directly some groups have enlisted the help of a key funder. Particularly when a funder is already aware of the conflict, having them convene and lead discussions is a powerful way to get people to come to the table. Given the potential ramifications, however, this is clearly a strategy to follow only after careful consideration.
4. The executive director should not be asked to serve as the mediator. S/he is often involved with the conflict and will surely be affected by the outcomes of such a process. His/her role is to provide information that will help the board make good decisions. In some cases, the executive director may be called on to providing coaching or direction on some aspect of the process, particularly those discussions that pertain to specific personnel, programs or services.

b. Build commitment to resolve the conflict.

It is important to acknowledge what is happening and to build a shared commitment to resolving the situation. Just putting a name on what is going on can be a relief. Some of the questions boards discuss at this phase are:

1. What are the consequences of not resolving the conflict?
2. What will be achieved if we do resolve the conflict?
3. Are we still able to see the big picture?
4. What circumstances keep us from resolving this issue?
5. Where do we already have agreement?
6. Are we able to resolve this ourselves or do we need an outside facilitator?

c. Clearly define the issue.

One of the keys to addressing substantive conflicts is to peel away the layers of rhetoric and get to the real issues. This process takes time and skilled leadership. It is also helpful to find initial consensus by working backwards from the current situation until members can find common ground. For example, a board may not argue vehemently about whether they should provide services to male partners of survivors of domestic violence, but they all agree that their mission is to end family violence.

1. To move towards solutions try asking the following questions:
 - What is the real question we are trying to answer?
 - Can we state the issues objectively and in a way that moves the discussion forward?
 - What is the future that we are trying to create with our solution? How will that future benefit the organization and our constituents?
 - What are our shared values (as a board) in relationship to this issue?
 - What are the criteria for a successful resolution of the conflict?
 - What are the merits of each current alternative relative to the criteria? What are the down sides to each, as well as the potential risks and rewards?
 - If we cannot reach consensus right now on a solution to the conflict, can we agree on a next step?

4. When people's actions are creating conflict

a. Establish and reinforce meeting agreements.

Boards tend to skip establishing the protocols required to form a productive meeting environment in favor of getting through the business at hand quickly and efficiently. This can work fine until conflicts emerge.

1. When there is a serious conflict, take the time to collectively agree on what procedures and behaviors are appropriate and productive in the boardroom. Until there is consensus on shared norms, it is difficult to hold individuals accountable for inappropriate actions.

b. Hold each other accountable.

Once such norms have been established, one of the most difficult jobs of board leadership and members is to hold each other accountable for behaving in ways that promote civility both in and out of the boardroom.

1. Posting meeting agreements on flip-chart paper at the beginning of a session is a good way to remind members about meeting protocols.
2. When interpersonal conflicts are creating tension in the board room and they persist after meeting agreements are established, it is time to have a private conversation with the individual(s) involved.
 - Usually, this conversation is the responsibility of the board chair, although it can also be done by the chair of the governance committee. As noted above, this is not the job of the executive director.

c. When all else fails, consider removal from the board.

If a board member is unable to follow the norms established by the group, after the steps described above have been followed, it is time to ask that individual to resign from the board.

1. It is important to develop a protocol for removing directors, which should be included in your bylaws. Usually it requires the approval of a significant majority of the board. Once the protocol is established, it is equally important to follow it if removal is required.

5. When the structure is the problem.

a. Conflicting loyalties. When the structural issues are due to conflicting loyalties, part of the solution is to instruct board members about their role. This discussion focuses on their responsibility to make decisions that are in the best interests of the organization as a whole, rather than on what the respective members want for their particular group.

1. Where possible, teach the leadership of the constituencies involved to respect that “their” board member’s role is to be objective and independent, and not necessarily vote for a solution that is in the interest of the group.
 - Since board members spend a small percentage of their time with other board members, and much of their time with their natural constituencies,

pressure from that direction is hard to resist.

- Shifting people’s thinking about representation from “voting in our best interests” to “ensuring that our perspective is well represented and considered in decision making” takes a long time, and may not be possible in some cases.

2. It is also hard to remain objective when there are personal friendships at stake. How many people are willing to vote their friend off the board or out of a job?

b. Committees that overstep. Getting powerful committees to relinquish some of their autonomy is equally challenging. Some useful tools to try include:

1. Think through why the situation exists. Possible reasons include:
 - The need to fill a vacuum created by another part of the board.
 - Ways of operating that came into being at a different phase of the board’s development, but haven’t been reconsidered as times have changed.
 - Individual or groups who have personal agendas and are using their position on the board to fulfill those objectives.
2. Undertake an annual board self-evaluation to give members an objective framework for assessing the way the board is functioning in comparison with a set of existing standards.
3. Rotate board members to different committees as a way to give them a broader perspective on the issues facing the agency.
4. Discuss the board’s role in accomplishing agency priorities as part of a strategic planning process, and then evaluate how the board needs to be structured in the next phase of the organization’s development.
5. If there is an individual who is unwilling to cede power, the board chair or chair of the governance committee may need to follow the same action steps as described in When people’s actions are creating conflict.
6. Bring in an outside consultant to work with the board on defining board roles, and how committees support the full board in fulfilling their responsibilities.
7. For other suggestions on managing conflict situations:

Roles In Moving Forward

1. If you are the board chair:

Board members are going to look to you to take the lead on resolving the conflict.

- a. If you are part of the conflict, step aside and allow someone who has the skills needed manage the conflict resolution process.
- b. If you do not have group process skills, find someone who does and let them lead the process.
- c. If only one or two people are involved, try taking them to lunch or setting up an informal meeting to talk about what is going on. See if you can get at the real issue that each person is concerned about. If they are legitimate issues, work together to find a way to proceed to get it resolved.
- d. Be direct about the fact that the way that board member is going about the issue is making it harder for other board members to hear what he or she is saying, and describe the changes that you feel need to take place.
 1. If the person is not willing to modify his or her interactions with the board, or the other party to the conflict, you may have to ask that the person or people take a break from the board until feelings or personal conflicts can be resolved.

2. If you are the chair of the governance committee or the vice-chair:

You are next in line for taking the lead on the issue.

- a. As a first step, discuss the matter with the board chair to suggest a way to approach the conflict, and determine who is best suited to taking the lead.

3. Other board members:

- a. If you are not involved in the conflict, try testing your understanding of what is happening with other board members who do not seem caught up in the debate. You can also talk to some of the individuals who are involved to understand their perspective in a less heated context.
- b. If you are part of the debate, check with other board members to see how they are perceiving the situation. This is not the time to try to persuade them of your position. You are trying to see things from an uninvolved point of view.
- c. Talk to the board chair or other board officers about what you are seeing, and how you think the situation might be addressed.
 - Support the board chair if you think s/he has the neutrality and skills required. If not, speak with the board chair privately to suggest an alternative, and how you think that alternative might help manage and defuse the situation. If you feel you have the skills and neutrality needed, by all means offer to take the lead.

- d. If you do not feel that your concerns are being heard when you talk to board officers, it is appropriate to raise them at a board meeting.

4. If you are the Executive Director:

- a. First and foremost, your job is to stay neutral!
- b. Test your understanding of what is going on with the board chair, chair of the governance committee or other board members, and help them think through what steps are needed to move things forward.
- c. Help the board find an appropriate mediator by giving the appropriate board leader a list of suggested outside resources.
- d. Suggest potential resources to the board chair about successful approaches to managing conflict.

How Long Will This Take?

Unfortunately, serious conflicts usually take a long time to escalate, and also take a long time to get resolved. The sooner the conflict is named as such, and a reasonably neutral mediator has been identified, the sooner some relief can be had. Cases in which one group “wins” and another “loses” tend to drag out the longest because the stakes are so high, and people tend to personalize the outcome.

How Outside Expertise Can Help

Outside advice on managing conflict and on mediating during conflict can be essential to bringing successful resolution and healing. Group process skills constitute a particular kind of expertise that many board members will not have. In keeping, an experienced external facilitator who possesses those skills (and who does not have a stake in the outcome) can be extremely helpful in guiding the discussion process.

- As noted earlier, a key funder who is close to the organization can be invaluable in a conflict situation. Having a funder encourage a board to resolve the issues and refocus on the mission and goals of the organization carries a lot of weight.
- It is important to note that not every funder is a close enough partner to trust with confidential or insider information about conflicts, but those who are can be invaluable.

Keys To Success: Creating A Productive Board Culture

First, a word on the importance on making the effort to create a productive culture. We notice that many boards pride themselves on their efficiency, stating “Our board meetings are down to one hour each quarter!” While interminable, unstructured, or rambling board discussions are not desirable or effective, boards do not develop their problem solving “muscles” unless they regularly exercise these faculties.

What many think of as the “soft stuff” (e.g. opportunities to meet socially, articulating shared values and accepted behaviors, etc.) is actually critical to creating a base upon which members can build effective working relationships. Such relationships allow boards to navigate the more difficult and challenging issues. Some examples of the necessary steps to creating a strong, cohesive board include:

1. Make time to talk together as a board about the culture that you want to maintain or create on the board and what is/will be required so can work together productively. Some of the ways that boards create a culture that can tolerate differences of opinion include:

a. Agree on meeting protocols, such as:

1. Start and end on time.
2. Allow members to finish their thoughts before the next speaker begins.
3. Do not revisit a decision in the same meeting once it has been made unless new information has come to light.
4. Focus comments on the issue, not at another speaker.
5. Express your point of view at the meeting, not after the meeting or in a public forum.

b. Agree on protocols for communication outside of meetings, such as:

1. Limit use of email so that it is a vehicle for exchanging information rather than for continuing debate.
2. Not holding informal rehashing sessions after the board meeting where “the real issues” are discussed.
3. Discussion between meetings is encouraged, but lobbying between meetings is discouraged.

c. Get to know other board members and the executive director on a more personal level. Having a genuine relationship with colleagues on the board promotes respectful behavior when difficult discussions need to take place. It is harder to cast those opposed to your point of view as the enemy when you know something about their family, work and values.

1. Knowing people more personally can also help colleagues discern when someone is speaking passionately, which can otherwise be misconstrued as promoting conflict.
2. These relationships can be promoted through a combination of social events, such as an annual board dinner or by collaborating on specific projects.

d. Have stated agreements about what is expected of board members.

Conflicts often arise because one or more board members do not feel that other board members are pulling their weight. It is therefore important to start off by articulating what is expected of every board member.

2. Encourage vigorous discussion, even debate, at the board level about important decisions facing the organization.

The board chair and executive director are key to the success of this practice. How they react to differences of opinion at meetings sends a strong message to board members about whether or not dissent is tolerated at the organization.

a. Managing such a conversation well is equally important to creating a board that knows how to reach consensus when there are multiple points of view.

1. If the board chair does not have strong group process skills, it is a good idea to ask another board member who does have that expertise to lead discussions that are likely to provoke debate. An outside facilitator can play this role.

b. It helps to state outright that the matter being discussed will/is elicit(ing) strong feelings for some board members, and that passion for the issues is one of the reasons that people are asked to join the board.

1. It also helps to remind people of the working agreements to ensure that the conversation remains productive.

3. Give board members the information they need, in a timely manner, to fully understand the issues and choices they are addressing. One of the best ways to provoke conflict is to ask board members to make an important decision with no information, or based on a lengthy report that they receive at the board meeting.

a. Transparency is the watchword here. If a decision has to be made, give it enough time to be thoroughly debated.

b. Ask board members what information they need to feel comfortable formulating an opinion, and give them as much of that information well in advance of the meeting. This process allows consensus to develop over time, and allows board members to fulfill their fiduciary responsibilities.

1. Some of the most important information for board members to have includes an adequate orientation to the organization. Give them a reminder of the history, culture, mission, goals, programs, services, and staffing, etc.

c. There are times when this process simply isn't possible, especially when an unanticipated issue comes up that has to be dealt with immediately.

d. Leave enough time for the discussion to play out as much as possible with the information that is available.

- 4. Agree on communication protocols, both within the board and outside of the board when difficult issues are being decided.** It is almost always destructive when board members take the debate that is taking place in the boardroom out into the community.
 - a. Even before such issues arise,** it is important to talk as a board about why some discussions or issues will be kept confidential, and agree on who will be the spokesperson for the organization.
 - b. When such matters do come up,** the board needs to agree on what to say, what not to say, and to whom.

- 5. Hold each other accountable for agreements made as a group.** Many boards believe that accountability is the role of the board chair. While s/he is certainly plays a key role in this area, it should be made explicit that accountability is shared by all board members.
 - a. Anyone may move a discussion along, encourage others to speak, summarize discussions, question or test the a solution, make sure everyone is ready for a vote, or reign in a member who is not abiding by the rules for discussion.

Where Can I Learn More?

Books

Angelica, Marion Peters. *Keeping the Peace: Resolving Conflict in the Board Room.* Fieldston Alliance.

Axelrod, Nancy R. (2007), *Culture of Inquiry: Healthy Debate in the Boardroom.* Washington, D.C.: BoardSource.

Kissman, Katha. (2006) *Taming the Troublesome Board Member.* Washington, D.C.: BoardSource.

Hammond, Sue Annis and Mayfield, Andrea B (2004). *The Thin Book of Naming Elephants: How to Surface Undiscussables for Greater Organizational Success.* Thin Book Publishing Company.

Articles

Bradshaw, Patricia and Peter Jackson. (Summer, 2007). “Loyal Opposition.” *The Nonprofit Quarterly*

Kaufman, Barbara. (July/August, 2007). “Reining Those “Maverick” Trustees.” *Trusteeship.*

Holloway, Jennifer. (Winter, 2005). “Silence = Bad Strategy.” *Stanford Social Innovation Review*