

Directors behaving badly

Personalities play a huge role in how effectively an association or charity can achieve its objectives. Associations Forum General Manager John Peacock explores some typical problems that arise from difficult board directors – and some ways to improve things.

Whether they purposely decide to be difficult, or it is just an unfortunate characteristic of their nature, a disruptive director can be a huge distraction to the CEO or the elected president.

Here are some of the most common examples of boardroom misbehaviour:

Talking over the top of others

Chairing a meeting is a natural role of a president. However, chairing requires skills that many volunteers, who are often thrust into the role, do not have.

Most boards do not have troublesome people who interrupt meetings, so normal chairing skills are sufficient. However, when poor chairing adversely affects your organisation, invite a person with good skills to lead your meetings.

Using a laptop during a meeting

Taking notes on a laptop is fine, but directors must be focused on the business at hand. Raise this as an issue with the offending director at a later time, so they will not see it as a personal attack. It also helps to write this protocol into your board charter.

Going off on irrelevant tangents

Relate the agenda closely to the strategic plan of the association and stick to it. Know what the organisation is going to do and how much this will make or cost. Keep track of budgets and financial reports.

Make use of the advantages of data projecting so that everyone is focused on the issue at the same time, such as agendas, plans, resolutions and minutes.

Incessant emails between meetings

Some people have too much time on their hands and bombard others, usually the CEO or president and sometimes many

others, with emails of a petty nature. As with some earlier points, email exchange is fine and desirable until it is abused. When this is the case, the board needs a protocol in the charter.

If an unnecessary and distracting amount of emails are being sent by a director, do not reply to them in detail: politely acknowledge the message, and say, "I will be pleased to put the issue you raised on the agenda for the next board meeting."



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Not adhering to meeting resolutions

Directors should stick to the decisions made at a board meeting. If the decision made is weighing heavily on the mind of a director, they should write a rational paper seeking reconsideration at the next meeting. Sabotage and anonymous undermining are unacceptable.

A director simply saying, "I am a delegate of another association and that association disagrees with the decision," is not sufficient. Directors must act in the best interests of the association board they are on. If there is a fundamental clash being on two boards, the director should resign from one.

Bullying, intimidation and abuse

These are serious matters that need to be immediately addressed. Associations and charities have legal responsibilities to

provide a safe working environment, so seek legal advice if bullying, intimidation and abuse occurs.

Micromanaging

Volunteer boards should be clear on who does what, so that directors do not interfere in the efforts of others. The only exception to this is through civil discussions at board meetings.

If a CEO and staff are employed, the

directors need to ensure the association or charity follows the strategic plan, but let the CEO implement it. The principle of "the Board governs and the CEO manages" should be stated

in the charter and followed unless there are serious discrepancies.

In conclusion

These comments on difficult behaviour by some directors are based on many years experience assisting various associations. However, it is not legal advice. The overall message is to have good processes, skilled chairs, trained company secretaries and good constitutions.

Sometimes though, this is still not enough. If not, seek professional association management or legal advice and ultimately, ask yourself whether the situation is injuring your health. If it is, reconsider your position as CEO or president. ■

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