



Grasping the nettle of a problematic board member

A significant number of boards have and continue to experience the challenge of a problematic board member who impacts on the board's effectiveness and harmony. This can vary from slightly disruptive and irritating behaviour to quite serious disruptive behaviour that can cause extreme problems for the other board members and executive team. In some cases, I have worked with boards who have made allowances for less-than-ideal behaviours because of the strong overall contribution of the board member but in many cases, boards are putting up with disruptive behaviour from board members who are not even making a genuinely valuable contribution to the board!

Even the most experienced of chairs have found problematic board members difficult to deal with and in quite a number of cases have embraced *"hope is a strategy"* hoping that the problem will recede in time but in the majority of cases it never does. The following factors have also contributed to chairs and board teams finding it difficult to *"grasp the nettle"* of dealing with problematic board members;

- As board teams meet relatively infrequently, there can be a tendency to put up with disruptive behaviour
- There is still a lot of "legacy thinking and ivory tower culture" around boards where it is almost not "the done thing" to pull up a well-known or senior board member for their behaviour
- Individual board member performance feedback & appraisals are still only adopted by a small percentage of boards which robs the chair of a formal structured process to deal with serious board member behaviour issues
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- In many cases, board members do not have formal contracts for their board role and in many cases do not have formal terms that are subject to renewal
- Many chairs in the complex board environment can find serious board member behavioural issues difficult to deal with.

Let's look at some of the common board member behavioural issues on boards in terms of problematic board member types ;

The “CEO Wannabe” – this represents a board member who is continually second-guessing the CEO & executive team as well as being unduly critical of executive decisions and performance. In many cases, this board member was either a former CEO or executive. This type of board member can be seriously prone to trying to micro-manage the CEO & executive team, does not respect the line between executive & non-executive and can cause significant disruption to the flow of board meetings and decision-making processes.

The “Pit Bull Terrier” – this represents an overly aggressive & combative board member, continually generating unnecessary tension in board discussions and often prone to being verbally abusive at the board as well in some extreme cases bully executives and fellow board members. This is a more common problem that what folks realise and is perhaps the most serious of the cases of a problematic board member. Another impact of this behaviour is that this type of board member can get used to hogging the discussion bandwidth of board meetings and discourage other board members from genuine challenge and thoughtful contributions.

The “Super-director” – this is an unusual case of disruptive board member behaviour whereby a particular board member's experience & credentials are so far superior to other board members that they dominate discussions too much and it can almost be like having a one-person board as other board members become hesitant over time to challenge their views.

The “Executive Cheerleader” – this is the case of a board member who rarely or never challenges the CEO & executive team and in many cases was brought in by the CEO. He continually in a deliberate manner downplays or deflects issues that might create problems for the CEO and because of this is not respected/trusted by the other board members.

The “Checked-out board member” – this is quite a common case of a board member who often arrives at board meetings late, hasn't reviewed the board package properly, is often on their phone/laptop when executives are presenting & other board members speaking, quite frankly is going through the motions and has effectively checked out (although quite content to collect monthly director fees). Many boards have erred in leaving board members in place like this for too long as it sets a very poor example to the other board members and executives in particular that this behaviour is tolerated in the board room.

The “Overwhelmed board member” – this is the case of a board member who is simply lost in the boardroom and seriously out of their depth. During substantive discussions on either complex finance, operations and strategic areas, they effectively become paralysed and can't meaningfully contribute to the board meeting. This is very unfulfilling for both the board member and the board.



In terms of guidance of how a chair can grasp the nettle of dealing with a problematic board member who is genuinely disrupting the board, the following are potential practical steps. *It's important to note that each situation is unique, each organisation's constitution, memo & articles are unique, each country's legal framework is different so these are only intended as high-level guidelines – for serious cases, appropriate legal opinion should be sought to identify an optimal course of action.*

Step 1 – Identify & calibrate nature & impact of problem

This involves the chair either recognising the problem herself or having other board members provide specific feedback highlighting this. The chair would then consult as appropriate with the CEO and other board members to calibrate the nature and seriousness of the problem. In the case of the chair being the board member with behavioural issues, it is often the CEO in conjunction with the senior independent board member who needs to handle this.

Step 2 – One-on-one in-person meeting between the chair and board member

This could be either an ad-hoc meeting called to discuss this issue or be part of a regular check-in or board member performance assessment process. In either case, it's important that the chair highlight the issue in a very clear but sensitive professional way, its impact on fellow board members & board and provide the board member the opportunity to respond to this. In some cases of for example overly aggressive or micro-managing board member behaviour, board members could be legitimately concerned by a CEO's handling of a critical area or build-up of risk.

In a number of cases, board members genuinely do not realise the impact of their behaviour, they embrace the feedback in a constructive way and modify their behaviours going forward. This is the ideal scenario. In a number of cases, board members can push back hard and require the chairman to display a strong mix of leadership and emotional intelligence to achieve an appropriate solution.

Step 3 – Concrete action plan to address the problem

Where a disruptive board member refuses to acknowledge or modify their behaviours, a chair has no choice but to face up to this and take appropriate steps to address this to protect the integrity and effective functioning of the board. This can either be a more formal process of escalation and in the most serious cases, can lead to the appropriately handled removal of the board member from the board.

Problematic board members that seriously disrupt a board's operations and effectiveness represent a considerable challenge for both the chair and fellow board members. In many cases over the years, the "nettle was not grasped" in facing up to this problem at the appropriate early stage and implementing an effective action plan to address this.

"Where poor director behaviour is tolerated, it inevitably leads to a serious impact on the board as a team and ultimately lets down all other board members, shareholders and stakeholders. This is a particular case of where a chair needs to show genuine leadership in facing up to and solving this problem."

Kieran Moynihan is the managing partner of **Board Excellence** (www.board-excellence.com) – supporting boards & directors in Ireland, the UK and internationally, excel in effectiveness, performance and corporate governance.

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