GOVERNANCE MATTERS®

For Effective Nonprofits

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BOARD LEADERSHIP

Deadwood

Deadwood or Just Dormant?

A Guide to Stimulating Board Engagement

Well, before you try to clear out deadwood you might want to understand what killed it. Having an inactive board can be symptomatic of a number of common ills we see in the board room. Once you have a better understanding of what's going on you will be better prepared to craft a workable solution.

Having a significant number of inactive individuals on the board can sap the energy from those board members who want to fulfill their governance and leadership responsibilities. It also means that you are likely to continue engaging in unproductive practices, ensuring a future of continued apathy and, eventually, a dying board (figuratively, and sometimes literally!)

Symptoms

- People don't come to board meetings.
- We can't get a quorum.
- The executive committee does everything.
- The board president does everything.
- The executive director does everything.
- Committees aren't functioning.
- I can't get the board to do fundraising.

Root Causes: Why Some Board Members Don't Participate

Common wisdom says that typically there is a core group of very active board members, a middle circle of people who are occasionally active, and a third group who rarely, if ever, participate. This third group tends to get labeled as "deadwood," and is often the subject of great frustration, especially among the first group. To better understand what is happening with inactive board members, consider the following situations:

1. Board members are not motivated to participate.

a. Board members were told they did not have to do anything when they came on the board. In their fear of scaring off potential board members, many nonprofits make the mistake of telling board prospects that they really do not have to do very much… and then old members are surprised when that is exactly new members do or do not do! Board members who agreed to serve in a figurehead role to help out a friend who was starting a nonprofit organization, and who have remained on the board as the organization has matured, are one example of this phenomenon.

b. Someone else is doing all the work. Why would I take time away from all the other things I have to do to take on a task that Mary or Bob seems to be doing so well? Volunteers are busy people, and they're also shy about stepping on each other's toes. So when the work seems to be getting done by the board chair, or the executive director, or by one or two others, remaining board members feel they can relax into a more passive or advisory capacity.

c. Board meetings seem to have no purpose. The are boring, or go on too long, or are primarily social or networking events rather than business meetings. So members do not want to come, particularly those who are already busy in their professional or personal lives. Since the board meeting is the primary vehicle for keeping members focused on mission, priorities and policy-making, when they are not managed or engaged properly, members tend to drift away.

2. Some leaders want to retain control.

a. The executive committee makes all the decisions. Somewhat related to "someone else is doing all the work," having a strong executive committee can send the signal that other board members are really extraneous to decision making and leadership. Board members who are not on the executive committee start to wonder why they're on the board and mentally drop out.

b. The executive director discourages participation. Some executive directors view the board as a necessary evil. Their fondest wish is that board members would leave them alone and just go raise money. When board members tentatively ask questions or offer suggestions, the executive director makes it clear that their involvement is unwelcome, inappropriate and/or unappreciated. As a result, members often oblige by becoming uninvolved.

c. Lack of participation goes unchallenged. On some boards, it is tacitly accepted that only a core group of members will do the work. In fact, in some cases that core group likes having the power and is willing to accept the responsibility that comes with their positions on the board. Other members get the message that it really does not matter if they participate. Or worse, that their participation is not appreciated or welcome.

3. Members do not know what to do.

a. Board members are not asked to do something specific. Just as in fundraising, if you want something from someone you have to ask them. Many nonprofits believe that board members will just figure out what is needed and step up to the task. This expectation has many fallacies. Most people, particularly those who have never served on a board, cannot intuit what is needed for a given organization. They need to understand how they personally can make a contribution, which is based on their skills, relationships and other attributes.

b. There is no explicit connection between the board's work and the mission of the organization. As organizations mature, the work of the board becomes more and more related to resource development and finances. Unlike staff, board members do not have daily involvement with the delivery of direct services, so they can quickly lose sight of why the organization's work is important. To be effective leaders and advocates – particularly in fundraising – board members need to stay connected to their passion for the organization's mission, and be reminded about the impact the that the organization has on its constituencies.

c. Board members are inexperienced at volunteer leadership.

4. Personal considerations make participation difficult or impossible.

a. The board member's situation has changed. Even when people come on the board with the best of intentions, real life has a way of getting in the way. Especially when members do not know each other very well, they may be reluctant to spell out what is going on in their lives. It can be easier to just drop out.

b. Board members are not allowed to leave. When board recruitment efforts are ineffective or non-existent, there is tremendous pressure on current members to stay involved, even when they do not feel they have the time or desire to do so. They are asked to stay "just one more term" and it is easier to relent than to argue, but they are often absent from doing the actual work. And in these situations, the active board members become annoyed and resentful of the member's lack of involvement.

c. People really are busy. There really are more demands on everyone's time today. In boards across the spectrum, from old established agencies to newly created grassroots organizations, board members often have limited flexibility as they balance work and family commitments. Even volunteers with extensive control over their time find themselves torn in too many directions.

What You Can Do

While it is unrealistic to expect all board members to contribute the same amount of effort at all times, you can remove some of the key obstacles to member involvement once you understand the underlying causes for non-performance.

1. Name what's happening.

At the risk of getting too philosophical, the first step towards solving a problem is owning the problem. Try to describe the problem rather than insert judgments about what is happening. For example, comment that "Fewer than half of our board members come to board meetings" rather than stating "Half the board isn't carrying their weight." Some alternatives for taking this step include:

2. Try to understand the root causes.

The best way to understand why people are acting as they are is to ask them. Ask individuals members in one-to-one conversations, what issues or conflicts they have that might inhibit their ability to meet their responsibilities.

3. Match the solution to the root cause.

For the causes we have identified, you may want to try some of the following strategies.

a. **Help board members reconnect to the mission and goals of the organization.** One reason that board members become disengaged is that they lose sight of why the organization's work is important, and what it is trying to accomplish. Activities that can help members reconnect to their original passion include:

1) **Bring clients and/or program staff into the board meetings.** Tell stories about the impact the organization is having in the community.

2) **Physically connect board meetings to the mission.** Hold meetings at different program sites or schedule a meeting right before a performance.

3) **Be inspirational.** Have members talk about their personal connection to the mission, and invite others to talk about the background for their unique bond.

4) **Have discussions at board meetings about the mission.** Talk about why the mission is relevant, what are emerging needs, and what role the organization might play in responding to those needs.

5) **Undertake a comprehensive strategic planning process.** A well-designed planning process will cause the board to reexamine, in depth, the mission and goals of organization.

6) **Distribute mission-related articles and news items.** Current events that relate to the agency's mission can foster important and engaging discussions around how the organization addresses that issue or current need.

b. **Make explicit agreements about the roles and responsibilities of board members.** In many cases, there are no stated (either written or explained) expectations for board members. Too often with older organizations a board member's role is assumed, or in the case of newer agencies, the roles and responsibilities are unformulated. When there is nothing explicit, who is to say that a board member isn't fulfilling his or her responsibility? Expectations are usually stated in the following areas:

1) **Attendance at board meetings.** As part of the duty-of-care, attendance at board meetings should be non-negotiable. However, periodically life can get in the way of a board member's commitment. The by-laws often describe the number of absences that a member is permitted in a year. Wise Giving Guide standards suggest that there be at least three board meetings a year, and that at least two of these be held in person.

NOTE: The organization has an obligation to make board meetings productive since board members are required to attend.

2) **Participation on committees or task forces.** For boards with more than three or four members, it is useful to break up the work into smaller areas of focus. Many boards ask their members to participate on at least one committee or task force each year in addition to full board service.

3) **Familiarity with mission and programs.** To fulfill their oversight responsibilities and to be successful ambassadors for the organization, members need to know what is going on. Members should be familiar with the main programs, including why they are important, how they are being carried out, and some elemental understanding of recent accomplishments.

4) **Giving Expectations.** It is important to articulate the expectation that serving on the board means that members are making the organization their philanthropic priority. All board members are expected to make a contribution that is meaningful for them. Some boards choose to have a minimum dollar amount that board members are expected to "give or get." Having such a threshold allows prospective board members to decide if they want or are able to participate at the expected level. Other organizations find that setting a specific level hampers their ability to bring economic diversity to the board, and also discourages board members who can give more than the minimum from doing so. These boards prefer to negotiate specific giving levels with each individual board member and this is usually done by the board chair in one-to-one conversations.

There are many ways that these expectations can be developed; these include:
- discuss and outline the at a full board meeting, or
- develop a draft by the executive committee or the board governance committee and present it at the full board meeting.

NOTE: Board members need to have the opportunity to participate in developing the board contract if they are to be held accountable for meeting the expectations that are developed. A committee or task force can draft the expectations for discussion, but it's not effective to have them announced to the board as a fait accompli.

Finally, it is important to highlight that completing a board self-assessment prior to articulating board expectations can facilitate the process.

c. **Talk to individual board members about how they would like to be involved in the organization's development.** It is essential to sit down with board members to discuss their future participation in light of the expectations that have been established. Every exemplary organization that participated in this study described some version of a face-to-face meeting with each board member, usually at the end of the board member's term, to discuss their future involvement. These conversations are usually convened by the board chair and/or the chair of the board development or governance committee. The executive director may or may not be involved. Topics of conversation usually include some of the following themes:

1) **Thank the board member for their service to date.** Make specific references to the board member's actual contributions.

2) **Ask the board member how s/he views the future directions of the organization.** How might s/he want to be involved in supporting those directions?

3) **Review the board contract to see if the member is comfortable accepting the responsibilities.** This a good opportunity to uncover new interests and identify new ways to reenergize a member.

4) **Agree on a member's next step.** Determine whether the best role for the board member is to continue on the board, to stay on a committee without the board responsibilities, to take on an individual assignment without board responsibilities, or to take a break from service to the organization. All of these are legitimate options, and should be treated as such.

5) **If the board member wishes to continue, discuss how that individual can make his or her greatest contribution to the organization.** Discuss how the board chair/chair of the board development/governance committee and/or the executive director can support their efforts.

6) **If the member chooses to leave the board, find ways to publicly recognize that person's contribution.** Appreciated and recognized members are likely to continue to be a supporter and ambassador even if they are no longer on the board. Also, they may be needed in future when their situation has changed.

d. Establish a culture of engagement and responsibility. There is some reluctance in the nonprofit sector to set the bar too high for volunteers. We are afraid to scare them away from service. However, in high functioning boards we have found that setting high, but realistic, standards encourages serious engagement with the mission and the organization, and results in more active and effective participation.

　　1) One way to accomplish this goal is to establish an annual board self-evaluation process. Having regular discussions of the organization's goals, and the board's role in achieving those goals, reinforces the importance of the board's involvement in achieving the mission. Often, the annual self-evaluation reminds members of how much has actually been accomplished over the course of a year. Too often boards forget to celebrate their accomplishments because there are so many immediate challenges. Reminding volunteers that the organization has achieved significant results helps to motivate members to keep looking ahead.

e. Provide leadership training for board members. Sometimes people do not take on leadership tasks because they have not had any experience or training in these roles. Organizations need to help develop leadership by presenting committee chairs with the opportunity to learn management skills, including how to manage volunteers, set agendas, run meetings, establish goals, objectives and plans of action.

　　1) Make succession planning, and capacity building, part of the role of more senior board members. When time is limited it is often faster to do something yourself than to coach someone else in getting it done. However, doing this consistently ensures that you will be the only one doing that job forever!

　　2) Redefine the job of the executive committee from being that of primary decision making body to being the group that sets the board up to have informed, productive discussions of policy matters. While it is more expedient to look to the officers and committee chairs for answers, it's more beneficial to the organization for board members to develop problem solving skills as a body.

f. Ensure that board meetings are effective.

g. Consider alternatives to in-person meetings. Nothing beats in-person meetings for building relationships and establishing trust. However, it is not always feasible for a group of volunteers to be in the same room, or even the same state or country, at the same time. In business, phone meetings have become acceptable ways to communicate. Younger board members may prefer to have an on-line discussion, falling back on a phone call if consensus cannot be reached electronically.

Roles in Moving Forward

1. If you're the board chair:

a. **Discuss causes** of board inactivity and strategies for improvements at a board meeting with those members who are active.

b. **Meet individually** with board members to find out what keeps them on the board and what their assessment of board service is at this time.

c. **Develop a questionnaire** that board members can complete anonymously and return to you or the executive director.

d. **Work with a board consultant** to develop a board self-assessment instrument and process.

e. **Bring in a board member from another board** that has had to overcome this same problem to learn about how they accomplished this goal.

f. **Reflect on how your style might encourage**, or discourage, board involvement.

2. If you're an officer, or the chair of the board development/governance committee:

a. **Work with the board chair** and/or the executive committee to determine the best approach for raising this situation with the full board and gathering data from individual board members.

3. If you are another board member:

a. **Talk to the board chair** about your concerns and suggest that there be a discussion at the meeting. If the chair is not responsive talk to the chair of the board development/ governance committee or the vice-chair to see if you can find another leader to support the need to address the problem directly.

b. **Offer to do the data gathering** if s/he is reluctant and there is no board development/governance committee.

c. **Find a core of people like you** who want to work on the situation. You may only find two or three others in the beginning. Work with this group to craft an approach to the situation that you will bring back to the board.

4. If you're the executive director:

a. Talk to the board chair and suggest ways that the situation might be discussed with the full board.

b. Work with the chair to develop a data gathering approach to suggest to the full board.

c. If the board chair is unwilling or unable to move forward, suggest that you will work with the executive committee or the board development/ governance committee, or a small group of board members to craft an approach to the situation.

How Long Will This Take?

It will probably take a long time to see a full turnaround. Signs that you are making progress will probably include:

1. A higher level of energy/engagement from continuing board members.
When people see that something is actually changing they feel a sense of optimism.

2. Some people will leave the board.
That can be a bit unnerving at first, but is often a prerequisite for supporting new growth (think pruning…)

3. More engaging board meetings.

4. Greater urgency around recruiting new board members.

You may also need to go through the process more than once, with gradual improvement after each phase of change. Our exemplary organizations learned that it takes years for the board to mature, and that the question "how can we make our board more effective" will have different answers at different phases of development.

How Outside Expertise Can Help

An outside consultant can work with the board and executive director to help identify the root causes of board inactivity, and to design solutions. One of the tools that consultants use is a board assessment, which asks board members to describe their experience of serving on the board, and to assess the board's effectiveness in fulfilling its governance responsibilities. The consultant then summarizes all of the responses into a report that is discussed by the full board and facilitates a discussion on findings. Alternatively, the consultant speaks with individual board members and offers his or her own assessment of the board's strengths and weaknesses, with attendant recommendations for improvement.

Another role consultants play is to engage the board in discussions of mission, vision and planning. For example, in the case study presented below, the Council of Senior Centers and Services of New York (CSCS) used consultants to facilitate the strategic planning processes that helped them refocus their mission and board involvement.

Funders can also play an important role by asking questions about board involvement that encourage the board to examine their own level of participation. Funders can also refer nonprofits to consultants with expertise in board development, and can support this work with funding. If a funder is on the board s/he is particularly well positioned to raise concerns about the lack of member involvement.

Board members often appreciate hearing from leaders from other organizations about how their organization addressed the transition that their board is trying to make.

What if it Doesn't Work?

First of all, remember that change takes time. Lots of time. After a reasonable amount of time, if an organization is not seeing some of the signs of change stated above, or if the "old guard" is unwilling to move in a new direction, newer members may have to decide if this organization is important enough for them to make a long term commitment to change, or if they can find a different organization that can make better use of their talents.

Lessons from Exemplary Board Leadership

Board Transformation at The Council of Senior Centers and Services of New York

The Council of Senior Centers and Services of New York (CSCS) successfully navigated the transition from a 54 person board, comprised exclusively of member organizations, to a mature governing board of 27 that includes service providers, community members and corporate leaders.

CSCS was originally founded to as an advocacy group, convening providers to address contractual negotiations and programming issues with the New York City Department for the Aging (DFTA). As such, its board was comprised primarily of senior administrators from member agencies who reviewed the government's policies towards aging, and any contractual issues affecting their funding and programs.

Every month brought a new crisis between the providers and DFTA, and board meetings often lasted several hours. The board's activist stance enhanced the agency's stature as "the" place to be for a provider of services to the elderly, and CSCS succeeded in strengthening those relationships. Networking at board meetings was a primary activity, and the business of managing the agency came second to its focus on self-advocacy and convening membership.

In the early 1990's, CSCS engaged its members in a strategic planning process, the second in its history. Motivated in part by the loss of two founding board leaders, CSCS decided to engage consulting professionals to help them reorient their administration and governance to become more professional.

The strategic planning activities of the late 1980's and early 1990's readied the agency to undertake an even more comprehensive strategic planning initiative from 1999-2002. This process led to fundamental changes in how CSCS is governed and operates. The plan was developed with technical assistance funded by the United Way of New York. The board recognized that it needed to perform more efficiently, and to help CSCS move from being primarily a networking nexus to a more mission-driven, advocacy organization.

The president of the board was a leading advocate for bringing changes in the governance structure at CSCS. She had been a social worker and also was a philanthropic leader, and she knew that it was imperative to diversify the board – particularly with regard to bringing on representatives of the corporate community. Some members of the board joined her in recognizing that fostering relationships among providers was not the business of the board, and that the board needed a more broad-based membership to help the agency expand its vision and strengthen fundraising efforts.

Through a highly dedicated effort of a small, well-respected and diligent strategic planning committee – including the president and members from the provider and corporate sectors – the by-laws were redrafted to create a governance committee structure, with a clear charge and procedures for each committee. The nominating committee became the board development committee. This committee took on the task of reducing the size of the board over time, and to identify and recruit new members with more diverse backgrounds and skills. The committee also outlined ways for longstanding members to exit the board but continue their voluntary involvement through participation in applicable task forces or action committees.

The committee introduced the idea of term limits, which directly affected the balance on the board between representatives of member agencies and others. While the outcome was to retain a majority of representatives from provider agencies on the board, the process led to both a reduction in the total board, and the inclusion of more members from the corporate community. Peers were engaged to approach long-standing board members and to encourage them to rotate off the board. Committee membership remained open to past board members.

The transition of the board from membership to full governance took place over a three year period and continues to this date. At each juncture, the strategic planning committee invited people to express their hesitations, worries and concerns. Honest, sometimes intensive discussions ensued, allowing members to identify problems and explore resolutions before moving ahead. The leaders took care to acknowledge the work that the founding generation had done in establishing the agency, recognizing that their contribution was equally important as the current work preparing for the future.

A dramatic outcome of the strategic planning and change process is that the business of the charity is now the substance of the CSCS board meetings. Meetings are now one hour long and starting and end on time. The agenda and reports are distributed in advance, and there is no discussion of committee work at the meetings. Votes are conducted only on resolutions. Both board members and the executive director speak of a warm, collaborative spirit that has been cultivated through this strategic planning and change management process.

Summary of Key Ideas

The case demonstrates the following key ideas for helping an inactive board become engaged and productive:

- Board members must understand and be passionate about their organization's vision and mission.
- Board members need to be actively engaged in strategic thinking and planning.
- The importance of the partnership between the board chair and the executive director, who work in tandem to effect change on the board.
- Funders and consultants or other experts can help, especially in times of transition.
- Fundamental change requires a long period for the transition to be successful.

Success from the Start

The following practices promote board leadership and engagement from the start:

- Clear expectations, roles and responsibilities, and opportunities for participation are explained during the recruiting process.
- There are other ways of engaging candidates who are not able or willing to fulfill board member expectations.
- There is a specific focus on leadership development including orientation, training and partnering with more seasoned board members.
- There is a succession plan for board officers and committee chairs.
- Board members are placed in appropriate leadership positions after a reasonable amount of board service, and are supported in fulfilling their leadership responsibilities.
- Board policies allow long term members who continue to contribute to remain engaged with the board through leadership roles on committees, advisory councils or related task forces.
- Past leaders allow new leaders to lead.
- Board members who do not fulfill their duties are invited to take a sabbatical or move to another volunteer role.
- There are structures and systems in place that support board engagement.

Resources: Where Can I Learn More?

Brudney, Jeffrey L. and Vic Murray (1997), "Improving Nonprofit Boards: What Works and What Doesn't." Nonprofit World 15 (3): 11 – 17.

The authors present findings identified after surveying leaders of 851 nonprofit organizations about the deliberate steps taken to change the functioning of the boards in their organizations. The results indicate that each organization needs to choose its own "best" way of running its board based on its culture, environment, etc.

Robinson, Maureen K. (2000). Nonprofit Boards That Work: The End of One-Size-Fits-All Governance. New York, NY: John Wiley & Sons.

The study stresses that in order for boards to become more effective, it is important not to restrict them to a particular set of roles and responsibilities. More attention needs to be paid to the current organizational needs, culture and environment in order to find a balanced point where board members are motivated and have the necessary tools to realize their leadership potential.

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