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## Opinion

# How to Deal With a Disruptive Board Member

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An effective board combines directors with unique and diverse sets of skills, backgrounds and experiences. Each director has strong opinions, yet is able to engage in candid and constructive debate and discussion. This type of robust engagement often leads to initial disagreement, but results in effective decision-making with successful outcomes.

In some circumstances, however, debate can morph into disruption, which leads to a common question: How do you deal with a difficult board member?

Before addressing this dilemma, it is important to distinguish between a dissenting director and a disruptive one. Dissenting directors can be positive for a board, because they encourage problem-solving discussion. Strong opinions usually correlate with mutual respect and the inherent capacity to disagree. Even when dissenting directors are blunt or verbose, their perspectives and opinions are often valid.

On the other hand, difficult or disruptive board members impede candid discussion and effective board functioning. Here are a few of the most common types:

- The dominating director — an outspoken bully with an outsize ego
- The MIA director — misses meetings and is unprepared when in attendance
- The director in the weeds — gets bogged down in details and tries to manage the business
- The non-contributing director — adds little or no value to board discussions
- The dinosaur director — a long-standing member who is often stale and tired

When considering these difficult board members, keep in mind that corporate boards differ from corporations in structure and accountability. Corporate directors are elected by shareholders and invested with the fiduciary responsibility to oversee the organization's performance and direction. Whereas corporations and other organizations contain a hierarchy that naturally promotes accountability, since people may be terminated for lack of performance, boards of directors exist as associations of peers expected to work together collaboratively.

Given this dynamic, addressing a difficult board member requires thoughtful consideration of all the factors involved in the conflict.

Given the relationship between the CEO and the board, it can be challenging for the CEO to attempt to manage a disruptive board member. As a result, the non-executive chairman, lead director or presiding director must take charge. If a board is aware that it has a problem, the following are options to consider:

- 1) Fellow board members can speak to the difficult director, taking a collegial tone to make the dialogue constructive. Oftentimes, peer feedback, moral suasion and group norms are powerful levers in redirecting difficult board members.
- 2) If the collective board effort is ineffective, the lead director should intervene in a one-on-one effort to address the situation. Offline conversations about the impact of the difficult director's behavior, the need to be more amiable or the need to adhere to agreed-upon rules of engagement can effectively mitigate the disruption.
- 3) All governance guidelines should include a provision requiring members to submit their resignations to the nominating committee when their board responsibilities change, thus providing the board with the opportunity to weigh the director's continued service rather than renominating him or her automatically.
- 4) If these approaches fail, the board must consider not renominating the disruptive board member.

Considering all these challenges, the ideal strategy is to avoid nominating a disruptive board member in the first place. However, that is perhaps easier said than done. Anyone can look good on a résumé. Directors and nominating committee members must have an eye toward chemistry and fit, taking the board's culture and dynamics into account when recruiting new members.

As with so much else in life, communication is the key to addressing the all-too-common problem of disruptive directors. A difficult board member means you probably have a difficult conversation ahead of you. But if it's managed appropriately, you are much more likely to mitigate potential fallout.

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