



Dealing with 'Maverick' Board Members

It is not uncommon in our work with boards to be taken aside after a session and told about 'the board member from hell'. While we are well aware that such individuals exist, what constantly strikes us as unfortunate is that few boards seem to know how to deal with such a disruptive individual. In this article we describe some of the 'maverick' behaviours we hear about. We also offer some possible explanations for such behaviour and suggest some solutions.

The 'under-performance' of individual board members through the lack of an expected contribution is an unaddressed problem for many boards. Of greater significance, however, is when boards are seriously distracted and their performance diminished by the perceived disruptive or negative behaviour of one or more board members.

The board must combine as a team and to this end it is vitally important for directors to find effective ways of working together in the best interests of the organisation as a whole by facilitating value-added governance.

Avoid hasty judgements

Before accepting the judgement offered on a 'dysfunctional' board member, we have found it advisable to first assess whether or not such concerns are not more reflective of a wider, systemic problem or perhaps even differences in expectation. On occasions, for example, it has seemed to us that a board member complained about was simply contributing to the board's deliberations in an independent and challenging manner. To fellow directors, however, the forthright behaviour was uncomfortable, even threatening, and certainly inconsistent with expectations of how someone who is a good 'team player' should behave.

Such expectations should, however, be reassessed. One of the greatest risks faced by any leadership group - particularly a governing board - is the effect of 'group think'. An aspect of this well-known phenomenon is, for example, the tendency for directors to collectively make stupid decisions that their intelligence would not have allowed them to make as individuals.¹ A key attribute of any effective board member, therefore, is the confidence and ability to exercise independence of thought and the ability to communicate their views effectively.

From our own observations we have concluded that the dividing line between behaviour that is merely challenging and that which is truly negative and disruptive depends primarily on the way in which a board member's behaviour is interpreted by fellow directors. If it can be concluded, for example, that a person is able to 'disagree without being disagreeable' he or she is likely to be seen not as a troublemaker but as a person the board should learn to value and work with.

When, however, a director genuinely is troublesome and their behaviour has a truly negative impact on the board we offer the following thoughts. These are by no means the last word on this subject but we believe that they have the potential to assist boards to better understand and respond to the problems they face.

Why do some board members become 'disruptive'?

Boards generally work hard to avoid conflict and engender productive, participative relationships among members (and between the board and Chief Executive). Sometimes, however, there are people who frustrate all efforts to include them in that collaborative relationship. Still others feel alienated from a process in which, nominally, they should be included.

When individual board members choose not to take part or are excluded from board processes they may, in time, come to exhibit forms of behaviour that may be perceived by others as disruptive. In the worst cases the progressive impact may result in an even higher level of alienation or exclusion.

There is a wide range of reasons and circumstances in which individual directors can come to be seen as a negative influence on good governance. These include the following:

- **Misplaced expectations.** Many boards contain members who did not know what they were letting themselves in for. It is not unusual, for example, to find that they underestimated (or were misled about) the amount of work likely to be involved. Alternatively, they misunderstood the nature of the board's work. The latter situation is often reflected in role confusion (usually between board and CEO). This is particularly true of those board members who are mainly interested in, and would by choice focus on, the operational side of an organisation.
- **An inability to influence fellow board members to their own way of thinking.** Many people are motivated to serve on a board because they have a particular issue they wish the organisation to address. Very quickly they may discover that they cannot muster sufficient support from fellow directors to achieve the desired change. What happens next depends on the way the individual handles 'rejection'. If he/she reacts badly and alienates their colleagues a vicious downward spiral in relationships can easily result. In some cases we have seen, 'poor loser' behaviour progressively (and rapidly) diminishes a board member's ability to influence board decision-making in the desired direction. Whether or not the

individual's frustration/dissatisfaction is expressed openly and assertively or covertly and surreptitiously, other board members will often punish the behaviour - perhaps by actively marginalising the individual. This further increases frustration and encourages feelings of resentment - on both sides. Relationships may be irreparable.

- **'Personal' agendas.** Personal agendas can be reflected in a tendency by, or a perception that, some board members act primarily in their own personal interests or in those of another constituency rather than in the interests of the organisation as a whole. Sometimes the motivation to join the board is to 'sort out' the organisation or someone in it (often the CEO). Related to this can be a reluctance to accept a share of the board's collective responsibility and accountability.
- **Misuse of personal position.** A variation on personal agendas sees board members who consistently ignore a conflict of interest and use their position to gain (usually, but not always, for themselves) some form of advantage which would not otherwise be open to them. A particularly invidious variation on this is when there is a misuse of the power of the position to exercise undue influence over staff members in support of the individual's misplaced aspirations.
- **An inability to do the job.** It is not unusual for board members who are 'out of their depth' to become disruptive. This behaviour may not be confined to the boardroom. For example, an ineffective board member may conclude that greater influence can be asserted outside the boardroom by working with external constituencies or the news media resulting in the undermining of the board.
- **An inadequate job description and/or poor board or meeting leadership.** This may allow individuals to 'hijack' board agendas and meeting time. Boards are particularly subject to the influence of 'boardroom bullies' who, by force of personality, status or position, dominate to ensure that they have things their own way. Unfortunately it is not uncommon that a board chairperson acts in such a manner. Some board members misread the power (and responsibility) of their position to direct staff or to become a personal 'court of appeal' for staff with a gripe about something in the organisation. Both behaviours undermine the board's ability to hold the Chief Executive accountable.
- **Lack of commitment/wrong motives.** While it is increasingly acknowledged that appointment to any board represents a serious commitment with real accountability, it is not uncommon to find board positions occupied by people who are 'adding to their CV' or who, by their own admission, are simply 'doing the organisation a favour'. People who are board members in little more than name only can become disruptive when, for example, they are challenged to meet the same standards of performance as their colleagues.

- **Irregular attendance.** Individuals who attend only occasionally can affect the performance of their board. This commonly occurs, for example, where such individuals insist on, and are allowed to relitigate matters dealt with previously in their absence.
- **Attention seeking.** While not an extreme form of disruption, it is not uncommon to find board members whose eagerness to underline their self-assessed importance, or to demonstrate their apparent level of understanding, leads them to attempts to dominate their board's 'air time'. Rather appropriately one of our associates has described such people as 'flashers'! This may also reveal itself in the capricious use of personal power in an unpredictable manner.
- **Lack of discipline and/or loyalty.** This concerns an unwillingness to act in a manner consistent with agreed priorities and processes. There are many manifestations of this problem. It can be very frustrating, for example, for other directors (and the CEO) if an individual is consistently ill prepared for meetings, consistently 'side-tracks' discussion, and interferes in responsibilities the board has delegated to the CEO. Another example is that of board members who will not respect the integrity of the board's decision and take their (rejected) positions to the public or news media. They are, in a sense, 'going over the head' of the board, often revealing confidential or damaging information in the process.
- **Inadequate interpersonal or group participation skills.** Some board members struggle to work constructively and collaboratively with others. This may be reflected, for example, in an unwillingness to compromise or a failure to accept that, in a collective, shared responsibility decision making process, good governance is to some extent like good politics - 'the art of the possible'.
- **A lack of personal openness and integrity.** Some board members, despite all attempts to be seen otherwise, are simply inconsistent or unreliable. They may, for example, offer support for a board position one moment and then later - outside the boardroom - attack it. This type of 'passive-aggressive' behaviour can very easily undermine trust and confidence. A variation on this theme is the ability to 'spring surprises' in an apparently deliberate and manipulative way. For example, issues that a board member could have brought to the attention of the Chair or CEO in advance of a meeting are 'dropped' onto the board table in a manner apparently designed either to make the board member look 'on the ball' and/or to deliberately embarrass others.

Possible solutions

As been stressed, a board is a group of individuals who, in order to carry out their role, interact with and depend on each other. It makes decisions on a collective basis and it carries collective responsibility. It is a shared responsibility team. It works on behalf of stakeholders in partnership with the Chief Executive and senior management. It must find effective ways for what is often (and ideally) a diverse group of people, to work together and stay

focused on the value it must add to the organisation. If your board is convinced that one of its members truly presents problems, we offer some solutions that might assist you to address the problem. Some are focused on the individual, others are more systemic in nature.

- **Check board size.** Some of the problems referred to above are more likely to occur in larger boards. It has been suggested that a group of 7 or 8 members is optimal². A smaller board is less inhibiting to its members who are more likely to come to know each other better and participate and share in the deliberations and decision making to a greater degree.
- **Seek a shared sense of purpose.** Board members co-operate most when many of their personal goals and aspirations for the organisation are similar and few are contradictory. When members are in a collaborative, co-operative relationship they are more likely to trust each other's actions - they recognise what each person is trying to contribute to the accomplishment of the shared goals. In a focused board, members know what they want to accomplish, believe in what the board is trying to achieve, are more likely to choose effective and efficient means for achieving objectives and will avoid individually dysfunctional behaviour. Ensure that there are clear written statements of organisational purpose, agreed strategic outcomes and key results to be achieved by the organisation and that these have been developed, and are owned jointly, by the board.
- **Seek to understand what conditions will provide a satisfying experience for members.** If a board provides a reasonable amount of satisfaction for its individual members they will be attracted to remain in the group and are more likely to behave in a way that will contribute to their satisfaction and not jeopardise their membership and participation. A range of conditions has been identified as likely to motivate board members. For example:³
 - Pride in board abilities and achievements is emphasised
 - Board goals, work programmes, resources etc are organised to enhance the likelihood of successful outcomes
 - The board has clear goals which are tangible and attainable
 - There is alignment between organisational and personal goals and values
 - Board members understand their roles and how they are expected to contribute
 - Board members understand what value they derive from membership
 - Board members' mutual reliance and interdependency is acknowledged and valued

- Board members understand the obstacles in the way of achieving their collective goals and have an agreed approach to how these might be overcome
- There is a shared commitment to talk frankly (and regularly) about how board performance can be improved
- There is a shared sense of responsibility for the board's performance that draws forth a desire to improve personal contributions.
- **Evaluate organisational achievement.** Boards have the power to influence and achieve something worthwhile for others. Stakeholder groups are both within (e.g. staff) and outside the organisation (shareholders, members, suppliers, funders, customers, beneficiaries, etc). To the extent that stakeholders are informed about and accept or are satisfied with the organisation's performance, there will be less pressure on individual board members to try and 'distance' themselves from an unpopular situation.
- **Ensure that there are good problem solving and decision making processes.** Good problem solving processes enable board members to share in the constructive exploration of issues and options. Open and inclusive decision making processes leave no room for disenchanted board members to develop conspiracy theories that allow them to justify poor behaviour. It is tempting, but ultimately self-defeating, to ignore or suppress a long-winded or unpopular member. He/she is entitled to their turn but not to dominate - allow each board member to be heard and ensure he/she knows they have been listened to - provide feedback on their ideas.
- **Select/elect the right people.** Despite obvious difficulties, even elected boards can be proactive in ensuring that potential directors who have shown that they will likely make the right sort of governance contribution, and are available for election, are made known to electors as the type of person needed on the board. Where appointment is possible use the same merit based/criterion referenced selection processes as are typically used for senior executive appointments. Encourage prospective board members to undertake their own 'due diligence' to ensure they know what they are getting into and are prepared to make the expected contribution. (see *Good Governance* #15)
- **Express clear expectations and apply a thorough induction process.** Every new board member should receive an appointment letter that spells out expected contributions, terms of appointment etc. Provide for an induction process that makes the new board member feel at home and ensures they understand the board's processes, policies and behavioural norms.
- **Limit tenure.** Apply fixed terms of appointment that require a board member to face re-election or reappointment within a reasonable time frame (say three years). Apply term limits in a manner which does not assume automatic reappointment. Prevent continual reappointment - force a compulsory 'time out' after say two or three successive terms.

- **Agreed role definitions and processes.** Develop a shared view of desirable governance performance attributes. Be sure the role and responsibilities of the board and individual members are clearly spelled out along with appropriate policies on, for example, Code of Conduct, Conflict of Interest, interaction with Chief Executive and staff etc. These should reflect an explicit governance philosophy and be complemented by other governance process policies that, together, set explicit expectations and standards of performance for the board as a whole and its individual members. Emphasise the shared responsibility of the board's work (including for its own discipline). The board is more important than any one member - only decisions made by the board as a whole are binding.
- **Board effectiveness evaluation.** Adopt a regular board and board member performance evaluation process assessing the board and its individual members against agreed performance criteria. (see *Good Governance # 7*). Ensure positive contributions are reinforced and areas requiring improvement are made explicit and desired changes are agreed to.
- **Adopt a board development programme.** Create a board culture that demands continuous improvement. Ensure there is a board learning and performance development focus as part of regular effectiveness evaluations. This may include ongoing skills development (for example, group management, meeting management and chairing skills).
- **Model good behaviour.** When one board member behaves badly others are easily tempted to respond 'in kind'. If other board members engage, 'tit for tat' in the undesirable behaviour (e.g. making insults, using disrespectful and dismissive body language, interrupting etc.) the opportunity to impose discipline is lost.
- **Adopt 'impeachment' procedures.** Provide in your constitution for a means of termination (say a 2/3 vote of the board) in circumstances where a board member is contravening agreed codes (e.g. on conflict of interest or ethical behaviour) or putting the organisation at risk by preventing the board from doing its work.
- **Personal intervention.** Have someone (perhaps the board chair or an 'elder' statesman or woman) meet informally with the 'maverick' board member one-on-one to discuss concerns, to counsel and to seek desired changes.
- **Ask them to resign.** If after all reasonable efforts have failed to produce a positive change a troublesome board member may be asked to resign - a step usually taken by the board Chair with the support of the board. In some cases it may be necessary to gain the support of the nominating/appointing organisation or constituency.

We are conscious that boards facing problems like these may well have identified a number of these options. It is never easy, however, to deal with the very real human feelings and dynamics involved. In future issues of Good

Governance we will therefore address some of these situations in more detail setting out some thoughts about the practical process steps involved. Please let us know if there are any situations that you would particularly like a steer on.

- 1 Bob Garratt (Ed.) (1995) Developing Strategic Thought. London, McGraw-Hill, p.252.
- 2 Alvin Zander (1993) *Making Boards Effective*. San Francisco, Jossey-Bass Publishers. p.2
- 3 derived in part from Zander, *Op cit.* pp. 14-15