

Board members: Silence is not governance

By Bob Harris

You could hear a pin drop after I asked questions of the board of directors. Not a word. Silence. The directors avoided eye contact — turning to their executive director in hopes he would answer for them.

My image of a meeting of the board of directors includes robust discussions and lively debates. Communication and curiosity is at the heart of good governance.

Directors have a fiduciary duty to fulfill their roles. Officers or directors, whether inexperienced or seasoned, have accepted the duty to advance and protect the interests of the members, mission and organization. Being silent or absent at board meetings is not acceptable.

Directors sometimes have unique approaches to their roles on the board:

- **The Observer** — "I think I'll just study a few meetings before I speak up." or "I don't understand governance, so I will just observe." The problem with the observer is that each and every director has a vote and is expected to participate.
- **The Timid Director** — They feel they have minimal experience and knowledge. "Others with more experience and the executive officers will probably say what needs to be said." The insecure director should acquire the information he or she needs about the organization, ask plenty of questions, and seek a board-buddy or mentor.
- **MIA** — "The bylaws said we could have excused absences!" While the bylaws may allow for an absence, corporate governance requires the presence of directors. Even in their absence, all directors have a liability for the decisions of the board. Because board seats are accepted voluntarily, there is a presumption that directors will allocate sufficient time to fulfill their duties.
- **Groupthink** — This phenomenon occurs within groups where the desire for harmony overrides the duty to question and debate. Directors think other directors must agree so they don't "rock the boat" and go along with it; making poor decisions.
- **Rabbit Chaser** — This director seldom offers concrete ideas but frequently starts sentences with, "I just have a question." In his or her mind the question must sound "smart." Then two or three



other directors appear to help by answering the question that often has more to do with history and little to do with the agenda item.

- **Digitally Distracted** — This director comes to the meeting but is quickly seen in the prayer-position typing text messages below the table. Using email and texting should be discouraged to maintain confidentiality.
- **Part of a Crowd** — A director may feel he or she doesn't need to be accountable, especially on a large board. They think, "It's only a volunteer position." Some directors don't volunteer for anything in hopes others will carry the weight. Accountability should be emphasized at board orientation and enforced by the chief elected officer.

All directors have a duty to participate in the governance process. The approaches of simply listening, avoidance or waiting to learn are not appropriate.

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