



PEACE MAKER
That's OK. We'll deal with it

CHAMELEON
I'm not sure; both options sound good

PRIMA DONNA
I gave this organization so much time and money; no one cares

ENTERTAINER
Would somebody please pass me the microphone

COMPLAINER
We don't need to talk about this, we need money!

RULER
I hope we'll actually decide on something today!

ANALYTIC
If I could just have one more piece of information

FLAKE
Oh no, I am late again!

A Typical Board Meeting ...

CONFLICT IN THE BOARDROOM

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OUTLINE

SESSION I: CONFLICT IN THE BOARDROOM

SESSION II: CONFLICT BETWEEN DIFFERENT CONSTITUENCIES

SESSION III: THE ROOT OF THE PROBLEM

SESSION IV: KEY FACTORS THAT CREATE CONFLICT

SESSION V: PREVENTIVE STRATEGIES

**SESSION VI: DESIGNING & CONDUCTING
A CONFLICT RESOLUTION PROCESS**

SESSION I

CONFLICT IN THE BOARDROOM

- ❖ **Nature of Boards**
- ❖ **Conflict When it Helps**
- ❖ **Conflict When it Hurts**
- ❖ **How to Deal With Conflict**

NATURE OF BOARDS

- Nonprofit boards bring together people with strong convictions and often different views.
- These differences can be experienced as constructive or destructive
- Managed well, they can be a source of energy and innovation
- Managed poorly, differences on the board, expressed or unexpressed, can damage personal relationships and diminish an organization's effectiveness. The toll is sometimes great

TYPICAL BOARDROOM CAST OF CHARACTERS

- 1. Analytics**
- 2. Know-it-alls**
- 3. Entertainers**
- 4. Prima Donnas**
- 5. Peace-makers**
- 6. Rulers**
- 7. Rumor mongers**
- 8. Chronic complainers**
- 9. Flakes**
- 10. Chameleons**

CONFLICT WHEN IT HELPS

- Different views
- Weigh in many points of views
- Gain best picture of options
- Better decision making
- Better buy-in to outcome and implementation

THE WISDOM OF CROWDS

“Diversity and independence are important because the best collective decisions are the product of disagreement and contest, not consensus or compromise.”

James Surowiecki-The Wisdom of Crowds

CONFLICT WHEN IT HURTS

- Attacks on individuals and organizations
- Frustration amongst board members
- Parent organization gets involved
- Good trustees may decide to leave the board
- The principal may decide to leave the school
- Split in the community
- Legal action

HOW TO DEAL WITH CONFLICT

Before: Preventive Strategies

Prevent conflict before it disrupts your board

During: Intervention

Resolve conflicts quickly once they are evident

After: Reaching Resolution

Conduct a fair conflict resolution meeting

SESSION II

CONFLICT BETWEEN DIFFERENT CONSTITUENCIES

- ❖ Conflict Between Board Members**
- ❖ Conflict Between the Principal and the Board**
- ❖ Conflict Between the Staff and the Principal**
- ❖ Conflict Between the Board and Donors**

CONFLICT AMONG BOARD MEMBERS

- A recent study of the members of over 50 boards in Minnesota found that most people join boards to:
 1. Network
 2. Make friends
 3. Do something good
- The study also reported that:

Avoiding conflict is the most common reason for members' resignation

CONFLICT BETWEEN THE PRINCIPAL AND BOARD

- When a principal is in serious direct conflict with the board, he/she usually loses and may resign or is fired. Occasionally the whole board resigns
- The organization usually loses momentum, continuity, expertise, leadership, the confidence of its staff and reputation
- When a significant conflict develops between the principal and the board, the following people can help:
 - The board chair
 - A community leader with conflict management skills
 - A team of well respected elders
 - Professional mediator

CONFLICT BETWEEN STAFF AND PRINCIPAL

- Staff grievances should be handled by the principal
- New employees and board members need to be told during orientation that the principal will resolve staff issues and the board will not entertain staff grievances
- However, if it becomes a major conflict, to save the organization, the board will assign a subcommittee to look into this conflict
- There are two reasons for referring the conflict to a subcommittee:
 1. Maintaining confidentiality
 2. Freeing the rest of the board to attend to other issues

CONFLICT BETWEEN BOARD AND DONORS

Conflict between the donors and the non-profit is damaging for both entities. Unresolved conflicts jeopardize their reputation and resources.

There are generally three types of conflict:

1. Resource allocation conflicts
2. Data collection and reporting conflicts
3. Relationship conflicts

“It’s hard to imagine ongoing business success without occasional strong disagreement, and well-managed conflict seems necessary for sustained high performance.”

William S. Frank, CEO of CareerLab

SESSION III

ROOT OF THE CONFLICT

- ❖ Troubled Board**
- ❖ Troublesome Board Member**
- ❖ Troublesome Board Chair**
- ❖ Troublesome Principal**

*Conflict can be a vehicle for social change or
A destructive force that leaves individuals
and groups unable to progress.*

ROOT OF THE CONFLICT

When conflict arises, questions the board asks:

What is the root of the problem?

Did we recruit well?

Was this person brought to the board for the right reasons?

Did this person receive adequate training?

Are we dealing with a troubled board or a troublesome board member?

A TROUBLED BOARD

The board has lost its focus and fails to maintain good standards of governance

- Drifting from the mission
- Failure to concentrate on policy issues
- Macro-management
- Poor preparation for meetings
- Failure to set and follow good agendas
- Inadequate orientation
- Inadequate evaluation
- Lack of strong leadership

A TROUBLESOME BOARD MEMBER

Troublesome behaviors of a board member must be dealt with by the board chair. The following list indicates some of the behaviors of a troublesome board member:

- Doesn't come to meetings
- Arrives late to meetings
- Comes unprepared
- Confuses roles and responsibilities
- Micromanages
- Fails to integrate into the organizational culture
- Deviates from the mission
- Doesn't follow through
- Insists on personal opinion
- Criticizes the school in public
- Fails to maintain confidentiality
- Serves personal interests
- Doesn't work as a team player
- Acts without authority
- Monopolizes conversations
- Doesn't participate and sits silently
- High maintenance

THE TROUBLESOME BOARD CHAIR

Troublesome behaviors of a board chair must be dealt with by the governance committee

1. The board chair lacks leadership and does not properly manage the board
2. The board chair does not run meetings efficiently and effectively
3. The board chair displays troublesome board member behavior

THE TROUBLESOME PRINCIPAL

- Poor performance
- Subordination
- Lack of appreciation or use of board support
- Poor working relationship with the board
- Unresponsiveness
- Withholding information
- Excessive staff turnover
- Ineffective public relations

SESSION IV

KEY FACTORS THAT CREATE CONFLICT

- ❖ Nature of Boards**
- ❖ Poor Governance**
- ❖ Board Culture**
- ❖ Challenging Issues**
- ❖ Controversial Issues**
- ❖ Major Unplanned Changes (internal or external)**

*“People who want to move things forward
and don’t expect to have conflict are
expecting rain without thunder”*

Zen Master

KEY FACTORS THAT CREATE CONFLICT

1. Nature of Boards

1. Governance is harder than management
2. People with strong convictions and different views
3. Group of volunteers
4. Shared leadership
5. Strong-willed people
6. Limitations in human and financial resources
7. Diversity/clash of cultures

CLASH OF CULTURES

COLLECTIVIST CULTURE (S. American, Asian, Middle Eastern)	INDIVIDUALISTIC CULTURE (American, Canadian, European)
Children learn to think in terms of “We”	Children learn to think in terms of “I”
Identity is based on the social network to which one belongs	Identity is based on the individual and their ideas and accomplishments
Harmony is valued and should be maintained; direct confrontation should be avoided	Individual expression is more valued than harmony; direct confrontation is acceptable
Relationships are more important than tasks	Tasks are more important than relationships
Collective interests prevail over individual interests	Individual interests prevail over individual interests
Harmony and consensus in society are ultimate goals	Self-actualization by every individual is the ultimate goal
Opinions are predetermined by group membership	Opinions are expected to be developed by the individual
Hiring and promotion decisions take the individual’s social networks into account	Hiring and promotion decisions are based on individual skills and rules and disregard social networks

Adapted from Hofstede, G Cultures and Organizations

KEY FACTORS THAT CREATE CONFLICT

2. Poor Governance

- Failure to recruit, orient and train properly
- Lack of understanding of board governance
- Unclear roles and responsibilities
- Lack of evaluation process
- Lack of policies and procedures
- Failure to run efficient and effective board meetings

KEY FACTORS THAT CREATE CONFLICT

3. Board Culture

Board chair helps to create a board culture that:

- Plans for adequate discussion time on critical issues
- Encourages that every member participates
- Encourages that every member feels their views are heard and respected
- Encourages facts and data not hearsay
- Ensures that no key decisions will be made without adequate information
- Encourages respectful disagreement
- Leads the board to a process of consensus
- Encourages everyone to support the board decision

KEY FACTORS THAT CREATE CONFLICT

4. Challenging Issues

1. Admissions standards
2. Program/Curriculum
3. Arabic Program
4. Faculty
5. Technology
6. Tuition/Affordability/Financial Aid
7. Leadership/Management

WHY CONFLICT HAPPENS

5. Controversial Issues

- Removal of a board member
- Non-renewal of principal's contract
- Termination of an influential employee
- Dismissal of a student from an influential family

KEY FACTORS THAT CREATE CONFLICT

6. Major Unplanned Changes

- External crisis
- Budget deficit
- Under-enrollment
- Principal's resignation

SECTION IV

PREVENTING CONFLICT

- ❖ Ten Preventive Strategies**
- ❖ Board Development Plan**
- ❖ Boardroom Etiquette**
- ❖ Skillful Board Chair**

The Board Chair's Role

Eight Characteristics of a Successful Board Chair

Recommendations for Board Chairs

TEN PREVENTIVE STRATEGIES

- Skillful Board Chair: Carefully select the board chair and provide training to him/her to provide leadership to the board
- Governance Committee: Establish a governance committee to provide orientation, training and guidance to the board
- Board Development Plan: Establish a Board Development Plan
- Recruit Carefully: Establish a board profile/matrix to make a conscientious effort to select board members carefully
- Clear Expectations: Make clear to the board members what the expectations are
- Board Contract: Require board members to sign a letter of agreement in terms of trustee service
- Trial Period: Require prospective board members be subject to a trial period
- Term Limits: Establish term limits such as three-year terms with a limit of two consecutive terms
- Conflict Resolution Process: Develop a conflict resolution process and provide training to board members
- Termination Process: Adopt bylaws that spell out processes by which a board member can be removed by vote, if necessary

BOARD DEVELOPMENT PLAN

To ensure that board members receive the proper board training, boards should establish a “Board Development Committee”. The Board Development Committee is responsible for:

1. Creating a governance committee
2. Identifying and recruiting new board members
3. Planning for an annual board evaluation
4. Planning orientation program for new members
5. Planning on-going board training workshops
6. Planning carefully organized annual retreats
7. Scheduling a few minutes’ board training session every board meeting
8. Arranging for board buddies
9. Creating, reviewing and revising board development tools like a “Board Manual”, “Bylaws” and “Boardroom Etiquette”

BOARDROOM ETIQUETTE

The board chair, with the whole board, establishes boardroom etiquette/norms. The board chair ensures that boardroom etiquette is followed.

- Arrive on time and attend the entire meeting
- Come to meetings well-prepared
- Do not interrupt the speaker
- Listen to what others have to say
- Critique the problem, not the board member
- Be courteous to others

THE BOARD CHAIR'S ROLE

The board chair is the leader of the board and responsible for everything in the board, including providing guidance and discipline to the board members:

- Clarifies roles and expectations before they are on board
- Encourage that every board member has a specific responsibility
- Encourage discussion and debate
- Offers guidance and help to board members
- If a board member is out of line, disciplines
- Offers appropriate thanks and appreciation
- Encourage participation so broad spectrum of views and perspectives are presented
- Ensures that no one feels penalized for voicing an unpopular view
- Encourages asking questions
 - ✓ These are the questions we are still wrestling with...
 - ✓ What are your thoughts on each?
 - ✓ What questions have we failed to ask that we should have considered?

8 CHARACTERISTICS OF SUCCESSFUL BOARD CHAIRS

1. Develop shared vision
2. Build trust
3. Ensure participation
4. Create a learning culture
5. Ensure that the board values and embraces diversity
6. Challenge the board to creative problem solving
7. Embody and model integrity
8. Build community

RECOMMENDATIONS FOR BOARD CHAIRS TO PREVENT CONFLICT

1. The board chair runs meetings in a fair, professional, and orderly fashion
2. The agenda is well-designed by the board chair and school head
3. The board package is received by the board members in advance
4. The board sticks to its agenda. The board chair keeps board members on task
5. Each board member is given an adequate opportunity to participate in discussion and decision-making
6. Board members relate to each other in a courteous, dignified, and ethical manner
7. The board always bases its decisions according to the mission of the school
8. Board members agree to support decisions made by the board, even if they
9. Board members recognize that they have no individual power, and operate accordingly
10. Standard parliamentary procedures and bylaws are followed
11. Board meetings start and adjourn on time
12. Board members arrive at meetings on time and stay until the meeting is adjourned
13. Board members read their agenda packets before the meeting and prepare to discuss issues on the agenda
14. The board defers action on items not on the agenda until they can be studied and discussed, and the administration has had a chance to respond
15. The board works toward compromise and consensus when there are disagreements among members

SECTION V

DESIGNING & CONDUCTING

A CONFLICT RESOLUTION PROCESS

- ❖ How to Handle Conflict**
- ❖ Role of a Conflict Manager**
- ❖ Step-by-step Conflict Resolution Process**
- ❖ Conduct the Process**
- ❖ Agreement to Participate in a Conflict Resolution**
- ❖ Reasons to Remove a Difficult Board Member**
- ❖ Disciplining a Difficult Board Member**
- ❖ Removing a Difficult Board Member**

HOW TO HANDLE CONFLICT

1. Take action immediately
2. Assign a conflict manager
3. Prepare to collect information
4. Talk with the complaining party
5. Talk with the person accused
6. Make plans for further investigation
7. Work to resolve the problem
8. Ensure that inappropriate behavior will not reoccur
9. Ensure that no reprisal or retaliation occurs

ROLE OF THE CONFLICT MANAGER

The board chair, the governance committee member, senior board member or an outside consultant might work as a conflict manager.

As a conflict manager, there are six key tasks you must perform in any conflict resolution process you design:

1. Be impartial and trustworthy
2. Provide an orderly process
3. Establish a safe environment
4. Balance power between the disputing parties
5. Stimulate possibilities for resolution
6. Represent the interest of the organization

STEP-BY-STEP CONFLICT RESOLUTION PROCESS

1. Identify the conflict
2. Decide whether to intervene or not
3. Identify parties, issues, and emotions
4. Analyze the conflict
5. Design the process
6. Educate parties and get agreement to participate
7. Conduct the conflict resolution meeting
8. Set up a system to be sure agreement is followed

CONDUCT THE PROCESS

1. Set up the meeting environment
2. Open the meeting and set the ground rules
3. Explain the process
4. Have each party describe their experience
5. Invite questions for clarification
6. Discuss and sort issues
7. Generate ideas for solutions
8. Review and modify the issues and possible solutions
9. Agree to a resolution
10. Formalize the agreement

AGREEMENT TO PARTICIPATE IN A CONFLICT RESOLUTION PROCESS

The parties acknowledge and agree to the following ground rules or use the following sample to create their own guidelines:

1. We will attend the scheduled conflict resolution meeting
2. We will agree to negotiate in good faith
3. We will agree that all discussions are privileged and confidential
4. We will agree to discuss the issues using respectful language and behaviors
5. We will agree to respect different views
6. We will all present our positions as clearly as possible and answer questions
7. We will not argue over others' positions, instead we will ask questions that will encourage understanding of different positions
8. We will take whatever time is needed to reach a consensus
9. We will explore each person's position thoroughly
10. Once we reach an agreement we will honor the agreement

REASONS TO REMOVE A DIFFICULT BOARD MEMBER

Reasons:

- Unethical behavior
- Conflict of interest
- Preventing the board from doing its work
- Consistently dominating discussions
- Consistently being disrespectful to others
- Consistently disrupting meetings
- Consistently not attending meetings
- Inactivity

DISCIPLINING A DIFFICULT BOARD MEMBER

- Conversation making clear the protocol and expectations for all trustees
- Separate the behavior from the person
- Make it clear that inappropriate trustee behavior cannot continue
- Suggest time away from the board
- Resignation or removal from the board may follow if no change occurs

REMOVING A DIFFICULT BOARD MEMBER

Saying good-bye to a board member is a difficult task and should be approached delicately.

1. Understand the root of the problem is critical in finding the best way to change the situation.
2. Provide guidance and give time. It is a process but if nothing helps, then,
3. Decide on a strategy:
Less-formal: Personal intervention by board chair or designated person
Formal: Conflict resolution meeting
Final meeting: Asking the board member to leave
4. Give options and suggest resignation

***Learning to manage conflict,
like learning anything else, takes practice.
It is a skill that the best boards consciously work on.***

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