

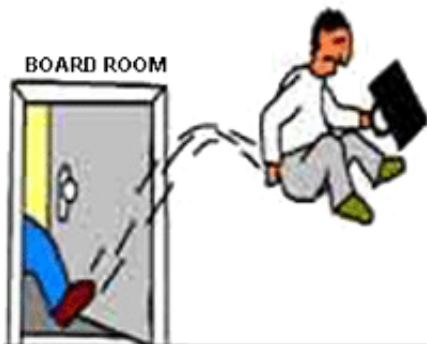
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# Four Ways to Remove a Board Member

## Four Ways to Remove a Board Member

[Board Cafe](#) [1] • By Jan Masaoka • May 16, 2011 • [Email](#) [2] [Print](#) [3]



*Occasionally, a board member needs to be removed from the board. In some cases, a conflict of interest or unethical behavior may be grounds to remove an individual from the board. In other cases, the behavior of a board member may become so obstructive that the board is prevented from functioning effectively.*

The best boards often have strongly felt disagreements and heated arguments. Challenging groupthink and arguing for an unpopular viewpoint are not grounds for getting rid of a board member. But if a board member consistently disrupts meetings or is otherwise destructive and demoralizing, it may be appropriate to consider removing the individual from the board:

### 1. Personal intervention

One-to-one intervention by the board president or other board leadership is a less formal solution to managing problem board members. If a board member has failed to attend several meetings in a row, or has become an impediment to the board's work, the board president can meet informally with the board member in question. The conversation can occur in person or on the telephone; the board president can specifically request a resignation. Examples:

- "I respect your strong opinion that we have made the wrong decision about moving the office. But we can't continue debating the issue. If you don't feel you can wholeheartedly help us try to make the decision a success, I'd like you to consider leaving the board."
- "I suspect this is a time when it's just not possible for you to get to the meetings and participate as fully as I'm sure you would like. I'm wondering if it would be better if we released you from your board obligations . . . what would you think about my sending you an email confirming your resignation due to lack of time?"
- "I'm having a hard time managing board meetings with your frequent interruptions and I am worried about losing board members due to the kinds of criticisms you make of them in meetings. I think it would be best if you would take a break from the board . . . you could resign now, and later, when there's a different board president, talk with him or her about your re-joining the board."

### 2. Leave of absence

Make it possible for individuals to take a leave of absence from the board if they have health, work, or other reasons why they cannot participate fully during the current term. A board member can take, for instance, a 6-month "disability leave," or a 3-month "busy with new job" leave.

You can either keep the person on the board formally (but not expect them at meetings) or you can have them resign for purposes of determining a quorum. Either way the time on leave counts towards their board term; otherwise someone who takes a year's leave can end up being on the board for much longer than is appropriate.

Suggesting a leave of absence to a board member who is, for example, failing to do tasks he or she agreed to do, offers a gracious exit and allows the board to assign tasks elsewhere.



### 3. Term limits

Most boards (62%)<sup>[4]</sup> establish not only board terms but also term limits, such as two-year terms with a limit of three consecutive terms. In such a situation, a board member cannot serve more than six consecutive years without a "break" from the board. After a year off the board, an individual can once again be elected to the board.

Proponents feel that term limits provide a non-confrontational way to ease ineffective board members off the board. Opponents of term limits believe that, with proper board leadership, errant board members can be guided toward either improving their behavior or quietly resigning from the board. (The difficult part is ensuring "proper board leadership" over many years.)

Whether or not you have term limits, place a person's term right next to their name on the board roster; otherwise it's too easy for everyone to forget how long they've been on the board or when their term ends. Example:

- Jack Moon (Term 2 ends January 2012)

### 4. Impeachment

Your organizational by-laws should describe a process by which a board member can be removed by vote, if necessary. For example, in some organizations a board member can be removed by a two-thirds vote of the board at a regularly scheduled board meeting.

If you do not have a way to vote out board members, add this now to the bylaws, not when there's "a problem with a first and last name."

See also in *Blue Avocado*:

- [What to Do When You Really, Really Disagree with a Board Decision](#)<sup>[5]</sup>
- [What to Do With Board Members Who Don't Do Anything](#)<sup>[6]</sup>
- [Board Terms: Try 1 Year Then 3 Years Then 2 Years](#)<sup>[7]</sup>

This article is adapted from one in the *Best of the Board Cafe, Second Edition*<sup>[8]</sup>, by Jan Masaoka. Click [here](#)<sup>[8]</sup> to order.

**Jan Masaoka** is Editor in Chief of Blue Avocado, and has yet to be kicked off a nonprofit board. However, she has resigned from a board when she realized she was out of sync with everyone else.



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