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[Board Cafe](#) ^[1] • By Jan Masaoka • July 19, 2011 • [Email](#) ^[2] [Print](#) ^[3]



Photo: Shattered Infinity

Not all nonprofit organizations need or have paid staff. But in those that do, a frequently thorny issue is that of direct contact between staff and board members:

Should board members have contact with staff independent of the executive director? For many executive directors, this issue raises blood pressure faster than almost any other.

Opinion is sharply divided about whether and how other staff should interact with board members. Executive directors often feel that independent board-staff contact undermines their authority and creates the potential for staff to give misleading and undermining information to the board. They can also worry that board members will give inappropriate information to staff, perhaps about a lawsuit settlement, a financial problem, or about what's in the budget for staff raises (or cuts).

Board members want to respect the authority of their executive director, but they also often feel that it's more efficient to meet separately with staff on some matters and that doing so spares the executive from too many meetings. Board members also value the independent viewpoint they develop when not all their information is filtered through the executive director. And when staff-board contact is prohibited, the board is often the last to know about serious problems such as financial troubles, lawsuits, and reputational issues.

It's too easy to say that there ought to be enough confidence on all sides so that executives need not be anxious about what staff might say to board members on their own. That is certainly the case with many boards and executives, but the question must still be answered even where that confidence doesn't exist.

Staff members often attend board meetings to make presentations, to observe, or to respond to questions. For example, the board of an arts organization might ask for a presentation by the development director on the concept of audience development, or the board of a jobs program might ask the director to talk to the board about welfare-to-work initiatives. Some boards assign a board member to each program manager, although other boards feel that doing so can create "special interests" on the board.



Restricting contact between board and staff usually results in suspicion on the part of the board (that the executive is trying to keep information from the board) and resentment from the staff. The following guidelines can help clarify board-staff contact:



- There are no restrictions on board-staff contact, but the executive director must be informed about meetings. (Example: a voicemail message from the controller saying, "Hey, I just wanted you to know I'm meeting with the board treasurer next week to go over cash-flow projections. Let me know if there's anything you want me to bring up.")
- Because many meetings involve both staff and board -- such as planning a fundraiser or advising finance staff -- it would be a mistake to insist that the executive director be present at all such meetings. But both sides should keep these meetings within bounds; for example, in a meeting between a board member and the development director to discuss board member donations, it would be inappropriate for them to discuss whether the board or the executive director is acting responsibly in finance.
- Board members can request information and reports (such as another copy of the budget or last month's client statistics report), but they must stop short of directing staff work by asking for reports that are not already prepared or otherwise asking staff to perform tasks. New reports and tasks can be requested of the executive director.
- Personnel grievances must go through the channels specified in the personnel policies. Board members should direct staff complaints to those channels.
- The organization should have a whistleblower policy to protect staff and to comply with federal law.

A channel for serious complaints about executive staff

In addition, there needs to be a way for staff to raise serious concerns about mismanagement or malfeasance at the executive level; in other words, to give staff a legitimate channel other than writing to the attorney general. Such complaints might be about sexual harassment by the executive director, improper use of organizational funds, or financial problems being hidden from the board.

One way to do this is to let staff know that the board is open to hearing complaints and concerns on serious matters, but that these must go to the board chair, not to any other board member. As representatives of the public, the board needs to know if staff have serious criticisms to raise; at the same time it's only fair to the executive director and to the board chair for these to be handled in a defined way.

If board members -- other than the chair -- receive a complaint, they must direct the staffperson to the board chair (otherwise staff might start lobbying the board members they see as sympathetic). The board chair can choose to raise the concerns to the executive director or to bring them to the board for investigation. For example, if the board chair hears a complaint about sexual harassment or nepotism, he or she can convene a small investigatory group from the board that interviews staff on a confidential basis. Through these interviews the board group may decide that the charges were just the unjustified accusations of a disgruntled staff member, or they may decide that there is reason for a fuller, more formal investigation.

In short

An important role of the board is to hold the organization accountable to its constituencies and the public. They can't do that without information that comes to them directly without the mediating hand of the executive director. In addition, sometimes the damage that's done by trying to prevent contact is more of a problem than what that contact could spark. And finally: often board-staff contact results in increased *appreciation* for the executive director!

See also in *Blue Avocado*:

- [The Board's Role in HR](#) ^[4]
- [What are the Board's Responsibilities with Volunteers?](#) ^[5]
- [Should the Board Hold Executive Sessions?](#) ^[6]
- [Model Whistleblower Policy for Nonprofits](#) ^[7]

Jan Masaoka is Editor in Chief of *Blue Avocado*. She was once worked for a nonprofit where staff were forbidden to talk to the board, and she still remembers how strongly it made the staff distrust the executive director. This article is adapted from a chapter in *The Best of the Board Cafe*, Second Edition, available [here](#) ^[8].



[Board Cafe](#)

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