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# What to Do When You Really, Really Disagree with a Board Decision

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*Most of the time, nonprofit boards work through consensus. But what if you think a serious mistake is being made? Sometimes knowing what to do in advance if such a situation arises can help you understand the situation more clearly as it unfolds:*

Have you ever been in a situation where the board has made a decision that you think is very wrong and will have severe negative consequences for the organization? Or where you think an important decision has been railroaded through?

As a board member myself and something of a contrarian, I've found myself in these circumstances from time to time over the years. For example, on the board of an organization with a sizable financial deficit, I found myself and one other board member losing a seventeen-to-two vote to take funds from the organization's endowment for current operating expenses. As a member of CompassPoint consulting group for many years, I saw more serious cases, too, such as ones where board members suspected illegal activity or a takeover of the organization by a few very aggressive (and often new) board members.

It's important to remember that reasonable people can disagree in good faith on important issues. The following situations may give you some food for thought if a case that goes beyond reasonable disagreement were to arise for you.

**Question:** The board I'm on is about to make a bad decision. Although the last two years have been very tight financially, they refuse to make any cuts to the expenses. But they don't want to do anything different in fundraising either! If we have another bad year, I'm afraid we won't be able to pay our bills.

**Answer:** Call the board chair and express your concerns. But if you truly expect that the decision will go another way, write a letter to the board that explains your reasons for voting against the budget that has been proposed. Bring this letter to the meeting at which the vote will be taken and ask to read your letter aloud and have it entered into the official minutes. You may be outvoted, but you will have shown how seriously you take the matter. Your reasoning is in the permanent record, and those who did not attend the board meeting will be able to understand your point of view.

Many years from now, someone reading the minutes may also find your comments important and informative.

**Question:** The board has just voted to repair our playground structures rather than replace them, but I believe strongly that repairs won't do and some child may be hurt. What can I do?

**Answer:** Consider asking the board for an independent, expert evaluation of the situation, perhaps by a play equipment specialist. Such an evaluation will bring professional, objective information to the decision. If board members won't do that, or if they choose to ignore a report that indicates the structures are dangerous, at least make sure that your "no" vote is recorded in the minutes. Later, if a child is unfortunately hurt and a lawsuit is brought against the organization, you will be protected if your vote by name has been recorded. After the vote, simply say, "Please put my name into the minutes as having voted NO on this motion." When the minutes are issued, check to be sure your vote has been recorded properly.



**Question:** I've just been voted off the board of a nonprofit because I've been asking too many questions about the finances. I think the board president and the executive director are embezzling money. What can I do?



**Answer:** The first step might be to write a letter explaining your concerns --perhaps proposing an investigative committee -- and send it separately to each board member and to the executive director. Ask them to respond to you by a certain date. You can also contact the auditor (if the organization has a CPA audit) to ask for clarification or feedback on your concerns. If these steps still leave you feeling that criminal activities are taking place, you can write a letter to a few of the organization's key funders and supporters, but be aware that such a step is likely to create a large uproar that could end up backfiring. Your final recourse is to bring the charges to the attorney general in your state. That office is responsible for overseeing nonprofit organizations incorporated within the state; your local state legislator may also be helpful in making sure there is an investigation.

**Question:** I'm still angry and disappointed over a decision the board has made. What can I do?

**Answer:** Once a decision has been made, don't keep bringing it up again or try to take your case to others. For example, if the board has just adopted a budget that you think is unrealistically optimistic, don't continue the argument by trying to convince staff or others that the decision should be overturned. If you feel that other board members understand your point of view but still disagree, and you feel that you could not openheartedly work within that decision, consider resigning from the board and state your reasons clearly in a letter to the board. If, however, you can reluctantly live with the decision, make your disagreements clear, but also make clear that you will work with the decision.

**And finally . . .**

Too often board members feel uncomfortable with a decision as it's being made but decide to remain silent. In some cases it's fine to let the meeting roll on, but in other cases it's an indication of a board that may later be described as "asleep at the wheel." An underlying but too-common reason is that there's an implicit feeling that questioning the staff (or the majority) is being distrustful or not acting as a team member.

If you find yourself experiencing such thoughts, take a few seconds to think it through. There are more choices than simply keeping quiet or being disruptive. Be sure that you take the board's decisions as seriously as the organization needs them to be taken, and doing so will sometimes mean being clearer than is ordinarily necessary.

See also:

- [What's the Point of a Nonprofit Board, Anyway?](#) [4]
- [A Devil's Advocate on the Board](#) [5]

This article is adapted from a chapter in *The Best of the Board Cafe, Second Edition* (2009), by Jan Masaoka. Click [here](#) [6] to order.

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