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MANAGING THE ERRANT TRUSTEE

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When Committees on Trustees make mistakes in nominating and selecting new board members, the long term consequences are serious. The board, head and chair may be saddled with individuals with very narrow personal agendas and/or dominant or difficult character traits that make them very poor trustees. Sometimes an individual nominated or encouraged to run at the annual general meeting (for those schools with AGMs), has a spouse who can prove very difficult as well or a child who is in constant trouble.

What happens when it becomes evident that a trustee's behavior is no longer just "quirky", but inappropriate, intrusive or even bullying? It is the primary role of the chair of the committee on trustees to have a conversation with this individual. If that does not work, the chair and COT chair together need to have a conversation to try to bring the individual's style issues or actions to his or her attention.

While many of these problems relate to confusing the parent role with the trustee role, others result from the trustee who believes that he or she knows all the answers. The even more dangerous trustee is the one arguing constantly for actions or changes that seem to be reasonable, but underlying such suggestions is an attempt to undermine the head or chair or both.

For example, this Consultant received a call from a harried Chair recently asking if the model of the CFO and the head, both reporting directly to the board and being accountable equally to the board, is an acceptable or frequently used one. It is not. It never is. And it never works.

Why? As much as many of our schools may need to operate in a more "business like" manner, the operations model of a business is vastly different from that of the independent school. To cite a few examples: faculty cultures and behaviors have their unique characteristics; corporate performance evaluation models are not appropriate for our schools; and our schools do not tend to follow the typical demand/supply pricing models that rule the larger marketplace.

No amount of trustee diligence calling for transparency can hide the fact that the Board member in the above example did not support or trust the Head or simply wanted to diminish his ability to have the financial arm of the School support his or her vision. Without that financial support, the head's vision has no credibility.



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In one recent call from a Chair, a Board member had proposed, and was gaining support for, a "dual column" reporting relationship, i.e. the CFO and the Head. I told the Chair that I have only seen such proposals under two circumstances:

1. When the head is suspected of fiscal impropriety, in which case there should be some strong corroborative evidence to substantiate such a supposition;
2. When the board member or a small faction of board members wants to diminish the influence of the head or ultimately prompt him or her to leave

The Chair said it was Number "2". How did I know?

In another example, a Board member called all of the Chairs of Schools within the area to gather data (without Board or Head knowledge or approval) that would support his own particular notion of how the finance committee and budgeting process should work.

He arrived at a Board meeting one day and produced for each Board member a copy of the report that his office had prepared from the interviews. Interestingly, after talking with this individual, the Chairs of the other Schools had begun to ask their own Heads if they were aware of such a "survey". Of course none were.

The Chair asked the Trustee what had prompted him to do this independently. The Trustee said he was exercising "due diligence". The Chair said, "You appear to be acting as a lone wolf to prove your own particular point of view."

After conducting a workshop some weeks later on board governance for this School, I was approached by this Trustee. He admitted: "I have broken almost every rule of the principles of good practice that you have outlined just now. Should I resign?" I said he should ask the Chair himself. The Chair said that he would accept the Trustee's resignation, but the fact that the Trustee had seen the error of his ways indicated that perhaps he could continue to serve.

The Trustee resigned anyway believing he did not have the skills or personal style to serve well and within the rules. However, showing his underlying character, he made the largest gift in the School's history to the capital campaign. Lesson learned. Goodness prevailed.

Errant trustees, if not disciplined or encouraged to leave the board when "discipline" does not work, can halt the work of the board. The head can quit, retire early or be fired and the chair can become worn out by the hard nosed determination of the inappropriate trustee to cause havoc within the board ranks.

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