**Strategy Guide: Dealing with Appointed Board Members**

This is only going to apply to a small percentage of non-profits, but it’s vitally important for those non-profits.

Many boards—especially boards of “agencies”—are composed of appointed board members who come from other businesses, government, or non-profits.

I know of one board whose bylaws actually stated that certain positions in the community—such as the director of such and such museum—had seats on the board, *whether they want to be on the board or not*.

The State Coalition of Women’s Shelters doesn’t actually *need* to have one representative on the board from every county. The Association of Smallville Food Banks doesn’t actually *need* to have the director of every local food bank on the board. It might feel like it. But there are other options.

To state the obvious: people who are “assigned” to sit on a board aren’t going to have the interests of the organization at heart. If they even bother showing up to meetings, they are likely to see the organization as a tool for their own interests with their own organization. You see this type of structure with citywide, statewide, or nationwide boards that represent certain smaller agencies beneath them.

There’s the other problem: an active and positive board member might have to leave your board suddenly because they’ve changed jobs. Sure, this happens with non-appointed members. But it’s particularly a problem with appointed members. One month you have a wonderful board member. The next month, she’s gone. And two months later, a new person’s in their seat who is trying “to do things differently” then their predecessor.

For the leader of the agency, these appointed board members can bring the challenge of board politics to a whole new level. There is only one solution I know of: change the bylaws.

But in order to consider it, you need to change the bylaws. Here’s how.

Work with the board chair to form a committee to study the bylaws. That group of two or three people (plus you!) should take a serious look at the structure of your non-profit governance. Email agencies that your non-profit represents and ask for input. And most importantly work to change the provision that requires appointed board members come from. (While you’re at it, make sure you can add term limits to members. Appointed board members have a way of lingering long after they should be there. Also try to reduce the size; boards with this structure tend to get way too big.)

After a meeting or two, the committee should send a draft recommendation to the Board of Directors. It should be presented at one meeting and discussed. The committee should take that input, redraft any particular sticking point, and then vote on it at the next full board meeting. Work as hard as you can to make sure it passes with the changes you need.

The hardest part of this passage is the transition. No one is going to want to feel like they are being pushed off the board.

The easiest transition is to set up terms that state a board member can serve two three-year terms before stepping down. Staggered correctly, one third of your board will be up for re-election or have to step down every three years. This doesn’t automatically kick out every appointed board member. But that’s ok. Those who are no longer appointed or “required” to go will likely fall off quickly on their own.

Another easy way to handle the transition is to set up an “Advisory Board” that means twice a year with you and the Board of Directors. This allows you to transition a large portion of members off the board quickly and still give them an easy way to make their voice heard. Its especially handy if you want to shrink your board to a more manageable size (boards get harder to handle after 15 people).

And an “Advisory Board” also opens up another opportunity to get to know potential donors and to include more people in your mission. If it only meets quarterly or twice a year, why not pack a lot of people on to it?

This is a long-term solution, but the problem is long-term. Appointed board members can create a lot of difficulties. Look to phase them out and your organization will be stronger.