



WHAT WOULD YOU DO?

MISSING IN ACTION: BOARD MEETING ATTENDANCE

Sitting in the Shadyspot Community Center boardroom, Juan, Sylvia, and Monika were fed up. Where were the other eight board members? Stefan, the board chair, should have called the meeting to order 15 minutes ago, but there were not enough individuals present to make a quorum. Juan, Sylvia, and Monika looked at each other, rolling their eyes. They were the only ones who could be counted on to attend each and every monthly meeting.

When most members were present, the board was lively and engaged. Stefan and the chief executive had worked hard to recruit skilled individuals who represented the diverse Shadyspot community, and Juan, Sylvia, and Monika genuinely liked their fellow board members.

Take Addy — a mother of three rambunctious children. She had valuable insights about youth programming. Unfortunately, one of her brood always had an earache or the flu or an upset stomach, and she often was unable to find a babysitter. Then there was Tom, an elderly, wealthy gentleman who led the board in giving. Now quite frail, he rarely left his home. Brad was a savvy investment banker, but often missed meetings because he was in Hong Kong or London for business. And Rita, who had used her connections to the movers and shakers in Shadyspot to boost the Center’s capital campaign, was now an inactive board member due to a campaign of her own — for the state senate.

Many of the absent board members had valid reasons for not attending meetings, but they didn’t always ask to be excused, leaving those who did attend meetings wondering who was going to show.

Stefan cleared his throat. Four more members of the board had entered the room.

The group now had a quorum. He called the meeting to order, indicating that the board should start planning a retreat to discuss strategic planning. Monika couldn’t keep quiet any longer. What, she blurted out, would be the point of going forward with a board retreat if not every member would be present? That comment encouraged Juan to ask if the board members in attendance were aware of a clause in the bylaws stating, “Absence from three board meetings within a fiscal year, without prior notification, is equivalent to resignation from the board.” Noticing that Sylvia was now nodding yes, Stefan realized he and the board could no longer ignore the issue of attendance.

What can the Shadyspot Community Center board do to improve member attendance and who should do it? Should the board implement the clause in its bylaws?



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How would you solve the dilemma described in this case? This exercise is especially constructive used as the basis for a robust discussion among board members around the board table. After you've finished writing your own responses, see how your solutions compare to those written by other nonprofit leaders on the following page.



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Worksheet

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Members of the BoardSource community provided the following responses. There are other actions that could be taken as well. We encourage you to browse BoardSource's topics and resource library for further guidance.

RESPONSE 1

Given the level of Monika, Juan, and Sylvia's frustration, the issue of absenteeism and punctuality for the Shadyspot board has gone on too long. Without engaged members who attend most, if not all, meetings, the board risks making bad decisions, which will affect the center as a whole.

It would be in this group's best interest to discuss improving attendance by focusing on the duty of care and how poor attendance hurts the organization. Because personal circumstances seem to prohibit several board members' involvement, the board could brainstorm solutions. Could it help Addy find a babysitter? The center may have a babysitting training program that could provide names of qualified sitters. Should it plan its meetings further ahead, checking with Brad and Rita to determine when they are available? Should it change the time and frequency of the meetings? Could it create an alternative way to participate, such as a teleconference? Tom may be able to attend meetings by phone.

For some members, now may not be the right time for board service. Because each member is skilled and represents the diverse Shadyspot community, perhaps there are alternative ways each can contribute to the organization, such as on an advisory committee? If missing-in-action members do not resign voluntarily, the board should implement the clause in its bylaws and remove them.

When recruiting new members to fill any vacant spots, Stefan, the board chair, needs to ensure potential members understand and accept their responsibility to attend meetings and be punctual. A member's signature on a board service agreement helps make accountability clear.

RESPONSE 2

Monika is right. Retreats require full attendance. Furthermore, chronically absent members can never catch up enough to contribute their best to the organization on critical issues. But there are larger issues here.

A governance committee is critical for all nonprofits, including Shadyspot. If one were in place, this attendance dilemma might not have come up. A governance committee can help the board chair and chief executive ensure that any prospective member understands not only the letter of the law about attendance but also how important attendance is to the very life of the organization. This committee works continually to develop, educate, and orient board members to their crucial duties, one of which is to meet!

If the clause is in the bylaws, the organization must abide by it. Members must know there are no exceptions — it is essential to fulfill their legal duty of care. Frankly, three misses a year for a board that meets monthly is too many. One is acceptable, two if by chair approval. Otherwise, that member's understanding of and history with the organization will be incomplete.

Depending on the nature of Shadyspot's mission and the board's workload and needs, a reduction in number of meetings may help ensure full attendance. Some organizations can, with the help of consent agendas and engaged committees, get their work done in bimonthly meetings and an annual retreat.

RESPONSE 3

With some governance restructuring and clarity of expectations, the Shadyspot Community Center may be able to engage all the talented members of its board. It might begin by having a full board conversation about the responsibilities that come with serving on a nonprofit board, paying special attention to the duty of care. Stefan also should work with the absent board members to identify why they are missing meetings and explore how the organization might help overcome the obstacles. This should be done before any member misses three meetings.

Taking the board's workload and current structure into account, the board might consider scaling back monthly meetings to perhaps quarterly meetings. Between full meetings, committees can accomplish much of the board's work. Board members should be assigned to these committees based on the skills or connections for which they were recruited. In practice, many committees don't meet in person. They get a lot done via e-mail and phone calls, which would make participation easier and more effective for people such as Addy and Brad.

The board also should make a practice of providing all prospective members with a clear set of expectations for their service and ask directly if they will attend meetings on a regular basis. If the answer is "No," "I think so," or "I'll try," the organization should consider that individual for a volunteer role other than board membership.

All new board members should participate in a robust orientation program as well — one that is very clear about what is expected of them, including board meeting attendance. Some organizations require their board members to sign board service agreements outlining their responsibilities.

The center does not want to lose skilled board members who make important contributions to the organization because of attendance issues. It does, however, have an obligation to ensure that governance and programmatic decisions are made according to its bylaws. By clarifying expectations, working with those individuals who are missing meetings to overcome the obstacles, and perhaps shifting more of the board's work to committees and easing the volume of meetings, it may be able to achieve these goals. If not, it must implement the attendance clause in its bylaws.