

# How to Address a Board Member Who Is Not Engaged

An engaged board is vital for the success of any organization. Board members are expected to actively contribute their expertise, offer strategic guidance, and provide oversight. However, there may be times when a board member becomes disengaged, whether due to personal reasons, lack of interest, or other commitments. As a fellow board member, CEO, or board chair, it's important to address disengagement early to ensure the effectiveness of the board and the company's success. Here's how to approach the situation thoughtfully and constructively.

## 1. Identify the Root Cause of Disengagement

Before addressing the issue, it's essential to understand why the board member is disengaged. Disengagement can stem from a variety of reasons, such as personal distractions, lack of clarity in their role, or feeling disconnected from the company's vision.

### Example:

A board member of a growth-stage SaaS company seemed disengaged during meetings, missing several sessions and contributing minimally. After a one-on-one conversation, the board member revealed that they felt unclear about their specific responsibilities and the company's current challenges.

### Best Practice:

Reach out to the disengaged board member privately to understand their perspective. Be empathetic and approach the conversation with a mindset of problem-solving, not judgment.

## 2. Clarify Expectations and Role

Sometimes disengagement arises from ambiguity regarding the expectations for a board member's role. Ensure that every board member understands their responsibilities and the company's needs.

### Example:

A board member of a startup began attending meetings less frequently, citing a lack of understanding about how they could contribute. After discussing the company's current challenges, the board chair clarified the member's role in fundraising and industry connections, which helped re-engage the director.

**Best Practice:**

Clearly define each board member's role and expectations at the outset. Regularly revisit these expectations, especially if there are shifts in the company's focus or goals.

**3. Foster a Culture of Engagement**

Engagement starts with the board's culture. Board meetings should be dynamic and inclusive, encouraging all members to contribute. If one board member is disengaged, it could signal a larger issue with the culture of the board itself.

**Example:**

In a company's board meeting, one director had become noticeably disengaged, often zoning out during discussions. The board chair took steps to encourage more interactive discussions, giving everyone a chance to voice their opinions. This shift in the board meeting format helped foster a more engaging environment.

**Best Practice:**

Foster a culture of participation by making meetings interactive and collaborative. Use a mix of open discussions and structured sessions that actively involve each member.

**4. Address the Issue Directly and Professionally**

If a board member's disengagement continues, it's important to address the issue directly. Have a private conversation with the individual, expressing your concerns while remaining professional and solution-oriented.

**Example:**

A chairperson noticed that a board member consistently failed to engage during board meetings. After a private conversation, the chairperson learned that the board member had personal commitments that conflicted with board duties. Together, they agreed on a plan to manage expectations and reassign certain responsibilities.

**Best Practice:**

Frame the conversation in terms of the board's needs and the company's success. Avoid blaming or criticizing the individual—focus on finding a mutually beneficial solution.

**5. Reassign Responsibilities or Committees**

Sometimes, disengagement happens because a board member feels disconnected from the company's current focus or from the areas they are working on. Reassigning responsibilities or committees can re-energize the board member by aligning them with areas where they can add the most value.

**Example:**

A director on the audit committee of a tech company became disengaged due to a lack of interest in the financial aspects of the business. The CEO and chairperson reassigned the board

member to the product innovation committee, where their expertise was more relevant and the work was more engaging.

**Best Practice:**

If a board member is disengaged, look for ways to align their interests and expertise with the company's needs. This can reignite their passion and involvement.

**6. Set Clear Performance Metrics and Feedback Loops**

Create an environment where board members are held accountable for their participation. Set clear performance metrics and feedback loops to ensure that each member is fulfilling their role and responsibilities.

**Example:**

A board instituted a quarterly self-assessment process for all members to evaluate their engagement and contributions. This allowed both the board member and leadership to have a frank discussion about engagement levels and areas for improvement.

**Best Practice:**

Regularly assess board member performance and engagement through self-assessments or 360-degree feedback. This can identify any issues early and provide an opportunity for course correction.

**7. Know When to Take Action**

If a board member continues to disengage despite repeated efforts to address the issue, it may be necessary to take more decisive action, such as asking them to step down.

**Example:**

A board member of a startup was repeatedly disengaged, missing meetings and failing to respond to communication. After attempts to re-engage and several discussions, the board made the decision to part ways with the director. This decision allowed the company to bring in a new board member who was more aligned with the company's current goals.

**Best Practice:**

If a member's disengagement is harming the board's effectiveness, it's essential to act decisively. Ensure that the process is professional, with a clear understanding of the reasoning and an opportunity for the board member to gracefully exit.

**8. Offer Support and Resources**

Sometimes disengagement is a result of external factors, such as personal issues or feeling overwhelmed by other commitments. Offering support, whether through additional resources, time management assistance, or more frequent check-ins, can help the board member re-engage.

**Example:**

A board member of a nonprofit organization expressed frustration about their ability to manage both work and board responsibilities. The board chair offered additional support, such as a less frequent meeting schedule and delegation of certain tasks, which helped the board member feel more able to contribute.

**Best Practice:**

Be proactive in offering support. Recognize that disengagement might not always be a lack of interest but a sign of personal or professional challenges.

**Conclusion**

Addressing a disengaged board member requires sensitivity, understanding, and proactive measures. By identifying the root cause of disengagement, clarifying roles, and fostering a collaborative and accountable culture, you can help re-engage the board member and strengthen the overall effectiveness of the board.

To learn more about navigating board dynamics and enhancing your board's effectiveness, join our **1:1 coaching sessions** or attend our **Board-readiness Mastermind events**. Visit [TheBoardDirector.com](https://TheBoardDirector.com) for more resources and guidance.