



Board-Staff E-Mail Communication

By E. Grant MacDonald

E-mail has been a great boon to many non-profit organizations in facilitating more timely and economical communication between board members, and between the staff and the board. Being connected electronically has made it easier to schedule meetings, distribute minutes, board meeting agendas and reports. Many organizations have gone beyond reliance on e-mail to set up password protected sections on their web sites for board members as a location for posting minutes, meeting schedules, board policies and by-laws.

Unfortunately non-profit organizations can fall victim to the indiscriminate use of e-mail communication, especially in the context of their governance practices. This can result in information overload for boards and executive directors, or worse, it can even create and add fuel to communication conflicts. Our increasing reliance on e-mail has blurred the lines between private and official communication and further complicated our relational interactions in the frequently charged arena of organizational leadership. In terms of the board and staff communications, these lines are probably in need of greater definition.

I would recommend that nonprofit organizations discuss and set some guidelines or ground rules for managing the volume and content of board and board staff e-mail communication. Some of the following practices may be appropriate or at least valuable for stimulating a useful conversation about becoming more discerning in the quest for greater openness and transparency.

1. Executive directors and board chairs (presidents) should strive to communicate with all of the board.

Communication with the board on substantive matters (i.e. not scheduling a meeting) should normally be with all board members, not selected members, and not with the chair alone. This approach is consistent with the idea that the executive director reports to the whole board not to the chair, nor through the chair to the board. If, in your organization, regular executive director-chair communication is the norm, its frequency and content ought to be considered by the whole

board since this relationship can get in the way of the chair fulfilling his/her fundamental responsibility for tending to the board's effectiveness and the executive directors fundamental responsibility for operational effectiveness.

If your board operates with committees there may also need to be guidelines for managing committee and committee-staff e-mail communication. With the exception of committee recommendations to the whole board, we would recommend that committee e-mail communication be restricted to committee members only, perhaps with copies to the executive director and board chair for information only.

If your board relies on an executive committee, e-mail guidelines for communication to it, and from it, should also be discussed. If the executive committee normally makes organizational decisions between full board meetings, a practice increasingly frowned upon; notes from its meetings should certainly be e-mailed to the whole board.

E-mail can certainly keep lines of communication open and information flowing but board members, and board chairs in particular, can easily get overwhelmed. Copying others who are not directly involved can be seen as an open and respectful practice but it is good to know what people are actually experiencing in terms of the volume and kind of information they want to receive. This cannot be known unless the matter is brought out into the open.

2. Board members and executive directors need to be very careful about forwarding any e-mails they receive.

I would strongly recommended that as part of a board code of conduct policy, executive directors and board members agree to some boundaries around forwarding or *blind copying any* e-mail communication either within the organization or from the organization to persons outside. This is probably the most important rule of all in terms of preventing disagreements from spinning out of control into a nasty conflict especially ones that could be damaging to the reputation of the organization.

When emotionally-charged e-mail messages begin to fly around an organization it is worth reminding ourselves that when feelings are running high on an issue, one should not compose and send, or respond to or forward e-mail messages without great care and perhaps then only after "sleeping on it". Just as in face-to-face conversations where feelings tend seep into our communication, e-mails messages hastily written can be very damaging.

In my view, an e-mail message should be regarded, first and foremost, as the property of the sender. It is not the receivers to do with at they wish.

3. Individual board members should avoid e-mailing other individual board members if they have a concern about the organization.

Unless the message is to a whole group, whether it be the whole board or a whole committee, I see no reason why one board member should e-mail another board member about an organizational issue. It is important to keep conversations out in the open and not contribute to

the creation of “cliques” within the board or the virtual equivalent of private hallway conversations. To put a positive spin on this point, a board should agree that “in the interest of openness, all governance related e-mail communications be with the whole board”.

This of course begs the question of “who should I talk to if I see a problem” which not just an e-mail issue. Boards members will only know whether they should contact the executive director or even another staff person, or the chair, if the board has talked about it.

4. Executive directors should always indicate in their e-mails to the board, the purpose of the message.

I would recommend that executive directors try to be clear about the purpose of every substantive e-mail communication to their board. Is it for information only, to seek board members’ advice, or, is it seeking approval for a course of action that needs a board decision (or an executive committee decision) between board meetings?

There are good reasons for executive directors to **keep volunteer directors informed** between board meetings. The advantage of designating a message as “FYI” is that it does not require board member response and therefore will not result in a barrage of e-mail replies. Of course there may be a rare case where someone sees in a “FYI” message a potential organizational risk that no one but such feedback is what one would want.

Despite its widespread practice, I would argue that the use of e-mail by executive directors for **soliciting “feedback” from the board** could be a problem. Many executive directors will disagree. This kind of communication can create uncertainty and confusion. Is a board member response optional? It would be good if executives and boards remind one another that receiving advice from board members does not infuse it with an ounce of the board’s authority. The executive director remains accountable for any action taken on the advice of board members as individuals.

Executive directors need to ask themselves in every situation where they need advice: “Who are the best individuals to consult?” On operational issues they may not be board members. If the executive director needs advice, and often they do, they should seek out someone well qualified to provide it. That person may be a board member but the person’s status as a director should not be relevant even though it may be helpful that they know the organization’s situation. E-mail communication or not, executive director and board members should be cautious about developing a consultative relationship outside of the board’s usual deliberative processes.

E-mail voting and decision-making is problematic and in some jurisdictions might not be recognized as legally binding if the decision has not been subject to collective deliberation, the kind of exchange of views that face-to-face board meetings or even conference call meetings theoretically provide. Much has been written on this subject. Boards that regularly conduct business online ought to create procedures that assure that decisions are well considered decisions, boards that do not need to be careful.

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Simone Joyaux (*Nonprofit Quarterly*, Summer 2001) in her argument against the use of executive committees as a mechanism for a small group of the board to make emergency decisions vital to the organization, also holds true here; e-mail voting in an emergency situations without any real deliberation, seems equally irresponsible.

Boards of organizations that have considered and developed a strong practice of virtual discussion and decision-making would likely meet a deliberative test. Boards who have not established such a practice needs to create some guidelines to ensure that e-mail decisions, when they are needed, meet a deliberative standard. This might includes the identification of options or pros and cons of a choice as well as a real exchange of views rather than merely the collecting of views.