

Board Conflict at Your Nonprofit

How to Manage It Before It Manages You

**Conflict is inevitable.
Unmanaged conflict is optional.**



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To provide free legal assistance to community-based nonprofits that serve low-income or disadvantaged individuals.

We match eligible organizations with volunteer lawyers from the leading corporations and law firms in Atlanta who can assist nonprofits with their business law matters.

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Client Criteria

In order to be a client of Pro Bono Partnership of Atlanta, an organization must:

- Be a 501(c)(3) nonprofit.
- Be located in or serve the greater Atlanta area.
- Serve low-income or disadvantaged individuals.
- Be unable to afford legal services.
- Employ at least one paid staff person.

Visit our website at www.pbpatl.org to apply.

Legal Information

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Agenda

Three Ideas Hold the Presentation Together

Conflict-focused

Unmanaged conflict can damage relationships, weaken governance, and pull attention away from mission.

Dialogue-focused

Disagreement can strengthen decisions when it stays mission-focused, informed, and respectful of board process.

Governance-focused

The board's job is to manage hard conversations through duties, role clarity, and lawful process.

Healthy debate becomes harmful conflict when process, authority, loyalty, or mission focus breaks down.

What Participants Should Be Able to Do

Recognize common triggers

Spot disputes before they become governance problems.

Distinguish disagreement from conflict

Separate healthy dissent from personal, factional, or process-damaging behavior.

Clarify roles

Understand the board, Executive Director, board committee and board chair responsibilities.

Choose the right intervention

Use conversation, board process, documentation, legal guidance, or formal action at the right moment.

Legal Grounding Without Losing the Practical Thread



Duty of Care

Make informed decisions. Attend, read, ask questions, and use reasonable inquiry.

Duty of Loyalty

Put the nonprofit's interests ahead of personal, financial, or factional interests.

Duty of Obedience

Follow the mission, articles, bylaws, board policies, and lawful purposes.

More on Board Basics:

Understanding the Legal Duties and Responsibilities of Nonprofit Board Members

<https://tinyurl.com/PBPABoardBasics>

Where Board Disputes Commonly Arise

Mission / strategy

Different views on priorities, growth, programs, or risk.

Board / ED roles

Directors bypass the ED, direct staff, or treat individual preference as board direction.

Information/trust

Concerns that information is late, filtered, incomplete, or unevenly shared.

Conflicts of interest

Personal, financial, donor, vendor, or organizational interests affect judgment.

Behavior

Confidentiality, attendance, side conversations, or disruptive conduct interferes with board work.

Formal authority

Questions about bylaws, notice, quorum, voting, committees, or removal.

Productive Disagreement vs. Harmful Conflict

Productive disagreement

- ✓ Questions assumptions and improves decisions
- ✓ Uses facts, mission, and options
- ✓ Invites dissent before decisions
- ✓ Honors roles, recusals, confidentiality, and minutes

Harmful conflict

- ! Personalizes disagreement or forms factions
- ! Uses side conversations to pressure or surprise
- ! Bypasses authority or weakens the ED role
- ! Turns process into an afterthought

Board, Executive Director, and Chair: Who Does What?

The Board

Acts collectively. Sets mission direction, approves major policies, oversees finances and risk, and selects and evaluates the Executive Director.

Executive Director

Leads operations, manages staff, implements board direction, and reports important matters through appropriate channels.

Board Chair

Protects the board's process: agenda discipline, meeting flow, difficult conversations, and alignment with the ED on governance matters.

More On Board/Staff Roles:

Whose Job is it Anyway? Navigating Board-Staff Relationships at a Nonprofit

<https://tinyurl.com/BoardStaffRoles>

How the Chair Guides Difficult Conversations

Before the meeting

State the decision needed, confirm authority, frame the fiduciary issue, and ensure materials are shared.

During the meeting

Invite dissent, separate facts from opinions, keep the discussion mission-focused, and pause for recusal or process questions.

After the meeting

Confirm the decision, record the process, assign follow-up, and clarify what will be communicated.

Useful chair language “Let’s identify the governance question first.” | “What do our bylaws or policies require?”
| “Do we need to pause for advice before acting?”

Practice: What Would You Do?

The board chair limits discussion on a controversial program because the chair believes dissent is hurting morale.

- 1 What is the governance issue?
- 2 Which fiduciary duty is implicated?
- 3 What document or rule should be checked?
- 4 Who should guide the next conversation?
- 5 Does this require formal action or advice?

Practical Moves When the Discussion Gets Difficult

BOARD CHAIR RULES OF THUMB

1

Keep the discussion on mission, not personalities.

Refocus the board on what best serves the organization.

3

When emotions rise, return to process.

Use agenda, facts, authority, and decision rules to steady the room.

5

When risk increases, slow down.

Pause for recusal, additional information, or advice before acting.

2

Invite dissent before decisions are made.

Healthy disagreement improves the board's duty-of-care work.

4

When process is unclear, return to the bylaws.

Do not improvise around notice, quorum, voting, or authority.

6

The chair's job is not to win the argument.

The chair's job is to protect the board's decision-making process.

Chair mindset: protect the board's process so the board can make a decision the organization can trust.

How Board Members Can Help Resolve Conflict

WHEN THE CHAIR DOES NOT STEP IN

Ask for process, not victory

A board member can calmly ask: "Can we pause and identify the governance question we are trying to answer?"

Bring the group back to mission

Redirect the discussion from personalities to the organization's purpose, beneficiaries, and best interests.

Name role confusion respectfully

If directors are drifting into operations or staff direction, ask what decision belongs to the board and what belongs to the ED.

Request the governing documents

Ask to check bylaws, policies, committee charters, conflict policies, notice rules, or prior minutes before acting.

Encourage a better forum

Suggest executive session, committee review, legal advice, mediation, or a later meeting if the board is not ready to decide.

Protect the record

Ask that the minutes reflect the process: materials reviewed, recusals, quorum, votes, and follow-up actions.

Helpful posture: be a process steward, not a faction leader. Board members can support the chair's function without trying to become the chair.

A Practical Way to Manage Conflict Early

FOUR-STEP RESPONSE



1

Name the issue

Is this about mission, role boundaries, information, conduct, conflict of interest, or authority?

2

Check the rules

Review bylaws, committee charters, conflict policies, notice requirements, and prior minutes.

3

Choose the right forum

Chair conversation, committee work, executive session, special meeting, mediation, or legal advice.

4

Document the path

Capture notice, quorum, recusals, materials reviewed, votes, and follow-up actions.

When Informal Handling Is Not Enough

ESCALATION

! A personal, financial, vendor, donor, or organizational interest is involved

! The dispute involves misconduct, fraud, misuse of assets, harassment, or retaliation

! The board is considering censure, suspension, resignation request, or removal

! Board members are bypassing the Executive Director or directing staff

! Notice, quorum, voting authority, recusal, or minutes are unclear

! A contract, grant condition, donor restriction, regulatory requirement, or law may be implicated

Removal Is a Governance Tool, Not a Conflict Shortcut

Before formal action

Confirm articles, bylaws, who elected the director, notice, voting threshold, quorum, conflicts, and whether advice is needed.

Possible actions

Private chair conversation, committee referral, recusal, resignation, non-renewal, censure if authorized, or removal if legally available.

Guardrails

The process should be authorized, fair, documented, and focused on the organization's best interest, not discomfort with dissent.

Key distinction: a difficult director is not the same thing as a legally removable director. Check the governing documents and applicable law.

Practice: What Would You Do?

Use the fiduciary-duty lens to choose the next step

Scenario 1

A director bypasses the Executive Director and tells staff to share internal reports directly.

Scenario 2

A director with a related business interest participates in a heated debate about a vendor decision.

- 1 What is the governance issue?
- 2 Which fiduciary duty is implicated?
- 3 What document or rule should be checked?
- 4 Who should guide the next conversation?
- 5 Does this require formal action or advice?

Closing Checklist

Before conflict manages the board, ask:

- 1 Are we focused on mission and the organization's best interest?
- 2 Do we understand the board, ED, chair, and individual director roles?
- 3 Have we checked the bylaws, policies, notice, quorum, recusal, and voting rules?
- 4 Are we documenting a fair, informed process?
- 5 Do we need advice before informal conflict becomes formal action?

Questions?

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