



# BOARD ETHICS

HOW TO PREVENT YOUR  
BOARD FROM  
BEHAVING BADLY

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## ***ETHICS:***

*The rules of conduct recognized in respect to a particular class of human actions or a particular group.*

Propriety of conduct within church and nonprofit organizations is under more scrutiny than ever these days. At the heart of this issue is how governance members conduct themselves. Both denominational and independent ministries have various governance structures, like boards of elders or directors, or even councils that maintain fiduciary responsibility over the organization.

Whatever the structure is called and however formed, the responsibilities and expected behavior of the governance group is crucial. Common to all these groups is a requirement that individual board members will conduct themselves in an appropriate manner that benefits the ministry.

Sadly, that essential propriety is not always present. A recent church conflict began when a staff member undermined the senior pastor by constantly complaining to a board member, while never approaching the senior pastor about the complaints. Feelings got hurt, people got angry and the conflict evolved into a major staff and board crisis.

Although board members are chosen for their maturity and sound decision-making abilities, they won't always know the right way to behave in all situations. In this instance, the board member inadvertently encouraged the staff member's unbiblical manner of resolving conflict by listening to the complaints. He thought that as a board member, it was his responsibility to listen to any and all complaints, even inappropriate ones.

Individual board members come with differing experiences and expectations. Some have served on previous boards while others are totally inexperienced at governance. When key decisions need to be made or sticky situations arise, it can be difficult for board

members to know their appropriate response. The norms of conduct aren't always clear since the member hasn't necessarily been schooled in the principles of governance.

Consider the following key ethical statements that pertain to board members' behavior:

1. **In Good Faith** - All responsibilities and activities must be done with good intentions (Luke 6:44, Galatians 5:22-26). This statement is found in many state laws regarding churches and other nonprofits. It's the standard for evaluating decisions that Board members make.
2. **Duty of Care** - Decisions should be made with the care an ordinarily prudent person in a like position would exercise under similar circumstances (Romans 12:8, James 3:13-17). This is often called the litmus test of public scrutiny. If your decision was published in the newspaper, would most prudent or reasonable people agree with it? If not, you'd better rethink it!
3. **Duty of Loyalty** - All decisions are made in a manner the individual reasonably believes to be in the best interests of the ministry, not the individual (Galatians 5:19-21). It is necessary to remember that the reason a board of governance exists is to serve the public good and ensure the well-being of the organization, not to serve the whims of any individual.
4. **Duty of Unity** - Unity of action and spirit are required. The board speaks with one voice or not at all. (Psalm 133:1; Eph 4:3). Many board members don't realize that as an individual serving on a governance board, you have no authority. Only when the entire board acts is there binding authority. Additionally, sharing your dissent to a board decision with a non-member is not allowed. Doing so is self-promoting and creates dissension.
5. **Duty of Confidentiality** - Board members do not share board decisions or conversations with others (including spouses) unless the board gives approval (Proverbs 11:13; 20:19; 26:20). This is the sister ethic to Duty of Unity. To build confidence, trust and unity with each other, board members must respect the confidential dialogue that happens on a governance board. Otherwise you risk causing offense, dissension and divisiveness.
6. **Duty of Organizational Clarity** - The board only has one employee. The Senior Ministry Leader reports to the board and all staff and ministries report to the Senior Ministry Leader (Exodus 18:17-27). Haphazard lines of authority and responsibility create chaos and hinder

effectiveness. The Board must model sound organizational practices and discipline itself in respecting the leaders' authority. A caution for husband wife ministry teams: Make sure your lines of authority are clear or you will confuse your staff as well.

7. **Duty of Appropriate Process** – The manner in which the Board interacts with the staff is crucial. Not adhering to good relational processes most always causes offense. Additionally, each Board member must understand his or her relationship to the Board chairperson. For example:
  - a. Board Members should not investigate or discuss important staff issues or concerns with staff members unless prior approval of the Board has been obtained and the Senior Ministry Leader has been notified. Not doing so disrespects the authority and position of the Senior Ministry Leader.
  - b. Board Members should not entertain staff-initiated complaints about the senior leader or other leaders except through a formal or agreed-upon grievance procedure. Not adhering to agreed-upon procedures for resolving complaints is one of the major causes of turmoil and offense.
  - c. Board members are subject to the authority of the Board Chairperson. The role of the Chairperson is to manage the affairs, relationships and work of the board for the benefit of the ministry. To do so effectively, each member must be a team player and work under the authority of the Chairperson. (Ro 13:1-2; 1 Peter 5:5; 1 Cor 1:10; Matt 18:15-17; Acts 21:24b).

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