

32<sup>nd</sup> District Agricultural Association

## Board Policies

### 3.04 Board Member Conflict Resolution

*Date Adopted/Last Revised: Month #, 20XX*

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*Note: Capitalized terms not otherwise defined in this Board Policy have the meanings set forth in the Definitions section of Board Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.*

#### Purpose

Board Members are commonly appointed to bring diverse views on issues to the decision-making process. Constructive disagreements between Board Members are encouraged. However, in the heat of debate, disagreements sometimes degenerate into serious conflict on issues or between or among personalities. The purpose of this policy is to outline how conflict between Board Members should be resolved.

#### Policy

If disputes among Board Members begin to interfere with the ability of the Board of Directors to effectively carry out its business, the Governance Committee is responsible for managing and resolving those conflicts. If the Board Chair is party to a conflict, the Board Vice Chair will take on this responsibility. If the Board Vice Chair is party to the conflict, a neutral Board Member will be selected to fulfill this roll by the Board of Directors during a public meeting in accordance with the Bagley-Keene Open Meeting Act.

The Board Chair will review any disputes, and provide an opportunity for the Board Members concerned to represent their positions. Every attempt should be made to resolve such matters expeditiously and fairly. Any recommendations regarding resolution of such matters shall be brought to the Board of Directors for approval, and the ruling of the Board of Directors shall be made during a public meeting and shall be deemed final. Should any Board Member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Board Chair or the Board of Directors.

## **Procedure**

### **Managing Issues-Based Conflict**

The Board Chair, or other delegated representative, will use the following techniques when reviewing issue-based conflicts during Board Meetings between or among Board Members:

1. Acknowledge the value and importance of divergent views in informing decision-making.
2. Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
3. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue.
4. Seek agreement on the objectives, outcomes, or decisions sought by placing this item on the board agenda.
5. Assist the parties to identify and expand points of agreement.
6. Assist the parties in identifying why this issue is important to them rather than encouraging more debate on who has the best solution or idea.
7. Paraphrase or summarize the discussions repeatedly until they have reached consensus on points of agreement and disagreement.
8. Encourage both parties to suggest options for resolution or compromises. Seek agreement on a compromise.
9. If a resolution is identified, check with both parties to see if it is acceptable and will allow them to resolve the matter. Consensus around the issue may not always be possible, but should be a goal.