# Conflict in the Boardroom

Turning boardroom tension into better governance

Conflict on a board is not a sign that something has gone wrong. It is often a sign that directors are genuinely engaged and hold different views — which is exactly what governance requires. The problem is not disagreement. It is how disagreement is handled. Left unaddressed, conflict hardens into factions, undermines the chair, and erodes the board's ability to govern.

## 1 Why Boardroom Conflict Is Different

Board conflict carries additional weight because it is not just about individuals. It affects the board's collective authority, the CEO's confidence in the room, and the organisation's direction.

The most common sources are: competing views on strategy or direction; historical grievances that pre-date the current agenda; a dominant voice that others have stopped challenging; a director who conflates their professional expertise with the CEO's role; a chair who avoids difficult conversations rather than facilitating them.

## 2 Recognising the Early Warning Signs

Board conflict rarely arrives suddenly. Watch for: side conversations between meetings that replace direct discussion; sarcasm or eye-rolling in the room; one or two directors consistently silent; decisions that look unanimous but feel forced; a CEO who seems nervous before presentations.

The earlier the chair intervenes, the easier the conversation.

## 3 The Chair's Role in Managing Conflict

The chair is responsible for the culture of the room. That means actively creating conditions where challenge is welcome but personal conflict is not.

In the meeting: draw out quieter voices, redirect conversations that become personal, summarise competing views before calling for a decision, and close debate clearly. Between meetings: one-on-one conversations with directors carrying unresolved tension are often more productive than raising it at the table.

A chair who avoids conflict does not protect the board from it — they simply delay it and allow it to compound.

## 4 Facilitating a Constructive Conversation

When conflict needs to be addressed directly, structure helps:

Define the issue clearly: 'Here is what I am observing. What is your read on the situation?'

Explore perspectives: 'What matters most to you here?'

Agree on the impact: 'What is at stake for the board if this remains unresolved?'

Plan the path forward: 'What can we each commit to changing?'

Keep the conversation focused on governance and outcomes, not on personalities or history.

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## 5 When a Director Will Not Engage

A director who consistently fails to contribute, prepares poorly, or behaves in ways that damage board function presents a specific governance challenge.

The chair should raise it privately first, with specifics. If the pattern continues, the board has a responsibility to act — not out of personal preference, but because every director has an obligation to the organisation, not just to their own seat.

See BCF chapter C6 for a detailed guide to this scenario.

## 6 What Good Disagreement Looks Like

The goal is not a harmonious board. It is a board where rigorous challenge produces better decisions and genuine oversight.

Good boardroom disagreement is: focused on the issue, not the person; welcomed by the chair as evidence of engagement; resolved through logic and evidence, not through seniority or persistence; followed by a clear decision that the whole board commits to.

The board that never disagrees is not a well-functioning board. It is a board that has stopped thinking.

> *Related chapters in the BCF: C4 (Conflict on the Board), D1 (Giving a Director Feedback), D3 (Managing a Meeting That Is Going Off the Rails), C6 (A Director Who Will Not Contribute).*