

# THEORY OF ESCALATION:

## How to raise awareness around a serious Board issue



### 1. Start at the Subcommittee level

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Have an informal meeting with your relevant subcommittee and raise your concerns with them before anyone else. Ask them to do some research or analysis based on the issue that you have raised. Liaise with them about appropriate ways to raise it with the Board. If the subcommittee is not interested then...

### 2. Go to the Chair level

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Have a discussion with your Chair about your concerns and request the Chair to investigate further. Offer support if that is appropriate and strategize with the Chair the various options for moving the issue forward. If the Chair is not interested then...

### 3. Take it to the individual Director level

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One of the most effective ways of bringing an issue to the attention of the Board is to caucus individual directors between Board meetings. It is probably wise to approach all Board members individually rather than just the ones you know will consider your concerns. Be careful that this is not seen as deceptive or underhanded, be overt and transparent in your communication in a way that highlights the key issues of your concerns. This can be by phone, email or face-to-face. It might be useful to ask another Director to raise this as an issue with the Chair to get it tabled as a Board discussion. If the Board is not interested then...

### 4. Escalate to the Auditor level

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Sometimes the only way you can get the attention of the your Board is to get your external auditor to raise this as an issue for further investigation. Discuss with your auditor the various strategies available to you. At this point in the escalation, you're likely to have a hostile Board. Be prepared to receive comments and behaviors aimed at encouraging or forcing you to drop the issue. If the auditor is not interested...



## 5. Resign

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You may wish to stop the escalation at the Board level, but you may also wish to seek legal advice regarding how much and to whom you voice your concerns if you wish to take it further than the Board.

As a Director, you are expected to escalate an issue until all reasonable avenues have been explored. You should not resign until you have escalated the issue to an extent where you feel you can go no further. You may wish to stop the escalation at the Board level, but you may also wish to seek legal advice regarding how much and to whom you voice your concerns if you wish to take it further than the Board.

### How long will this take?

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This whole process could be as short as a month or two, or as long as 12 months. The key thing is to escalate when required and to not let the issue grow under your watch as a Director.

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