

Board & Chief Executive

Division of Human Resources Responsibilities

Core principle: The board has exactly one employee — the Chief Executive. All other staff report to and through the chief executive. The board's sole HR authority is hiring, evaluating, compensating, and (if needed) separating the chief executive.

Who Does What: Board vs. Chief Executive

Board Chair / Board	Shared	Chief Executive
Staff Oversight, Compensation & Evaluation		
- Oversee hiring, compensation, and evaluation of the chief executive - Ensure a succession plan exists for the chief executive	Ensure sufficient resources to attract and retain excellent staff	- Oversee and evaluate all other staff - Set staff salaries within board-approved budget - Handle all staff discipline, coaching, and separation
HR Policy		
- Approve whistleblower, conflict-of-interest, and personnel policies - Review and update HR policies as needed	Shared commitment to organizational culture and sustainability	- Implement all board-approved HR policies day-to-day - Draft and recommend policy updates to the board
Budget & Compensation		
- Approve the total personnel budget - Set chief executive compensation (salary, benefits, review cycle)	Fiscal stewardship of personnel expenses	- Prepare and propose personnel budget to the board - Manage staffing and all other compensation within approved budget

Governance vs. Management: Who Recommends? Who Decides? Who Carries It Out?

HR-related rows are highlighted. Adapted from Clarify Governance vs. Management Boundaries.

Decision Area	Recommend	Decide	Execute
Staff Hiring & Management	Chief Executive	Chief Executive	Chief Executive
Hire / Dismiss Chief Executive	Executive Committee / Board	Board	Board Chair
Approve Annual Budget (incl. personnel)	Finance Committee & CE	Board	Chief Executive

Board Don'ts: HR Boundaries to Respect

Nonprofit boards should NOT:

- Insert themselves in operational activities — managing staff is the chief executive's job
- Handle any HR matters beyond the Chief Executive
 - Should not communicate with staff beyond projects, committees, or events
 - May advise on culture initiatives, best practices, or resources — but through the chief executive
- Work around the Chief Executive for personal agendas
- Disclose confidential HR or personnel information with outside parties
- Misrepresent or bad-mouth the organization or its staff