

## Successful Board and ED Approaches to Navigate Staff Management

**One area of great caution for boards is intervening in staff-level personnel decisions or situations;** unfortunately, this is a trap that boards often get caught in, either when approached directly by staff or when board members feel they should intervene. It is rarely appropriate for board members to involve themselves in personnel-related conflicts, even though it may seem or feel appropriate on the surface. Boards hire executive directors to run the core functions of the daily operations, and this includes staff management unless the Board has an explicit mandate to be involved (e.g., approving Personnel, Compensation Policies). When you give the ED the responsibility and authority for staff management, Boards and the ED benefit greatly from having shared clarity and agreement on what this means in practice. *For example, it means:*

***The ED makes hiring and firing decisions*** without the need to consult the Board, as long as they are done within guidance required by Personnel Policies, relevant laws, budget, etc.

***The ED has the right to make mistakes.*** By hiring someone, you implicitly say, “We trust you or else we wouldn’t have hired you and given you this responsibility and authority.” This implicitly must include the right to do things differently than the Board would do or even make poor decisions. If the Board intervenes and starts second-guessing the ED – trying to do their job – then they risk undermining the confidence, creativity, and learning of the ED, not to mention creating unintended issues (e.g., overstepping privacy, boundaries, etc.). This likely ends up demoralizing the ED who may increasingly start defaulting tough decisions to the Board, bogging down decision-making, and distracting the Board from their core governance focus (making non-ED level personnel decisions is not governance).

***Supporting the ED.*** When a Board intervenes in a personnel situation, it ends up having to decide who they would support – the ED or the staff member – because you can’t do both. This creates a winner-loser dynamic, which ultimately ends up disempowering both the ED and staff members (obvious exceptions are when the ED has violated a policy, a whistleblower, harassment, fraud, etc.). It is a slippery slope: once a board intervenes, it is hard to pull back.

### Some ways an ED and their board can navigate tricky personnel situations:

1. **Make sure the Board is clear about the ED’s authority** in personnel matters and why it is important to honor that even if the Board has a different perspective.
2. **Outline a clear Conflict Resolution or Grievance policy** in the [Personnel Policy](#) that also specifies situations where the staff member may go directly to the Board (e.g., harassment, illegal behavior, etc.). And how staff-level conflicts or disagreements should be handled (e.g., talk with the ED, in cases where the Conflict policy relates to an ED-Staff member conflict, the Board Chair or Personnel Committee, etc.).

3. **Ensure the policy is followed and understood by all Board and staff** (i.e., annual disclosure and signing of COI statements) and request Board members not get involved in personnel issue discussions if approached by staff (unless it is within the scope of the policy).
4. **Follow procedures if a staff member contacts the board** about an inter-staff conflict (including with the ED):
  - a. Confirm they have followed the Conflict/Grievance policy steps, and if they have not, encourage them to do that; remind them the ED is responsible for management decisions.
  - b. Inform the Board Chair, if the complaint addresses issues that could represent a significant risk (to programs, morale, organizational reputation, etc.).
  - c. If the chair is informed, determine whether the Executive Committee/Officers should be consulted and a conversation with the ED is warranted. The employee with the grievance should be consulted if this step is taken to ensure their consent, unless the issue is one the board feels it must act on regardless, e.g., illegal behavior.
5. **Identify potential conflicts-of-interest ahead of time**, e.g., if a staff member has a personal connection to a staff member (family member, some financial tie, close friend, etc.)
6. **Ensure the ED seeks appropriate legal advice** in a timely manner if there are any legal risks.
7. **Instate a clear “need to know” agreement** with the Board. Make sure the Board is clear on the legal and privacy requirements related to personnel issues. This is so Board members do not pressure the ED to release confidential information or talk about any personnel issues outside the Board or even within the Board in some situations (e.g., Personnel Committee has access to more confidential information).
8. **Have a “no big surprises” agreement**, wherever possible, between the ED and Board (this applies to everything ideally, not just personnel issues). However, this does not automatically mean the board will or should get involved in addressing the issue.
9. **Form a Personnel Committee for the ED** to draw on in situations of senior-level staffing or delicate staffing issues, to get advice if the ED wants it (they don’t have to follow it) or to help with managing the board’s reaction, etc. to the news.
10. **Conduct annual formal evaluations of the ED** that involve anonymous or confidential staff feedback, so any significant issues staff have with the ED do not fester for long. This can help eliminate from the Board needing to intervene in personnel matters where they may not have seen clear patterns emerging. E.g., Board is hearing/seeing patterns of concerns from staff, the ED has let go of many staff for performance issues and where there is some concern that the ED might be the issue.