



Board / Executive Director Authority Matrix

Who decides what: decision rights, spending limits, hiring and firing authority, and the escalation path — on one page.

WHAT THIS HELPS YOU DO

Use this matrix to settle, in writing, which decisions belong to the board, which belong to the executive director, and which require both — before the next collision costs a staff member or an ED.

WHEN TO USE THIS DOCUMENT

- When a board member last week directed a staff member directly
- At every ED transition, before the new ED starts
- When spending approvals are inconsistent or improvised
- After a governance conflict, while motivation is high
- During strategic planning or bylaws review

WHAT THIS DOCUMENT HELPS PREVENT

- Board members managing staff and staff triangulating the board
- EDs making board-level commitments without authority
- Spending disputes with no written thresholds
- Founder-board standoffs that consume entire organizations
- Staff terminations tangled in board politics

Faulkner HR Solutions focuses on the system behind the people problem. This tool is designed to help employers slow down the decision, identify the risk, and create proof before the issue becomes a claim, complaint, turnover event, or credibility problem.

BEFORE YOU START: READINESS CHECKLIST

Gather the following before working through this document. Incomplete inputs are one of the most common reasons employer decisions fail under later scrutiny.

Have it	Input	Notes / location
☐	Employee name and role	
☐	Date of incident, request, or separation	



Have it	Input	Notes / location
☐	Supervisor involved	
☐	Policy or handbook section that applies	
☐	Prior documentation on file	
☐	Pay records, if applicable	
☐	Relevant emails, texts, notes, or complaints	
☐	Decision-maker name	
☐	Deadline, if applicable	



AUTHORITY MATRIX

For each decision, mark: B (board decides), E (ED decides), B/E (ED recommends, board approves), or E→B (ED decides, informs board). Fill the thresholds. Then adopt it by board action so it binds.

Section 1 — People Decisions

Decision	Authority (B / E / B-E / E→B)	Notes / threshold
Hire / evaluate / terminate the ED	B	
Hire staff within approved budget		
Terminate staff		
Set individual staff compensation within ranges		
Adopt/change pay ranges or benefits plans		
Approve personnel policies / handbook		
Discipline below termination		
Engage HR/legal counsel for personnel matters		

Section 2 — Money Decisions

Decision	Authority	Threshold (\$)
Approve annual budget	B	
Spend within budget, per transaction		Up to \$____
Unbudgeted spending		E up to \$____; board above
Sign contracts / leases		E up to \$____ and ____ months
Accept grants with new obligations (match, hires, programs)		
Open accounts / change signatories	B	
Borrow or pledge assets	B	

Section 3 — Program and External Decisions

Decision	Authority	Notes
Start / end programs		
Mission, bylaws, strategic plan changes	B	
Public statements / media on controversy		
Partnerships and MOUs		



Decision	Authority	Notes
Litigation decisions	B	

Section 4 — Communication Rules

Adopted	Rule	Notes
☐	Board members do not direct, evaluate, or task staff; requests route through the ED	
☐	Staff concerns about the ED go to the board chair through a written path — not through friendly board members	
☐	The chair speaks for the board between meetings; individual members don't commit the board	
☐	ED informs the board of material risks between meetings (define 'material')	
☐	Committee chairs may request staff SUPPORT per charter — not assign staff WORK	

Section 5 — Escalation Path

Conflict	First step	If unresolved
ED and board member disagree on authority	Check this matrix; chair arbitrates	Full board decides; matrix amended
Staff complaint about the ED	Written path to chair; documented	Board-directed review / outside investigator
Board member contacts staff directly (again)	Chair reminder, same week	Board discussion; governance policy enforcement
Spending dispute	Matrix thresholds control	Board finance committee ruling

Adoption

Adopted by board action on (date, motion reference)	
Review cycle (annually, and at every ED or chair transition)	
Distribution (every board member, ED, leadership staff)	

Role	Name / signature	Date
Board chair		
Executive director		



STOP AND REVIEW BEFORE ACTING

If any statement below is true, pause. Get the decision reviewed by HR, counsel, or Faulkner HR Solutions before you act.

- ☐ A board member is currently supervising, tasking, or evaluating a staff member.
- ☐ The ED signed a lease, loan, or major grant the board learned about afterward.
- ☐ Staff have discovered which board members will overrule the ED.
- ☐ The founder holds an undefined role that outranks the org chart.
- ☐ Spending limits exist in someone's memory of a 2019 motion.
- ☐ The ED's evaluation is overdue by more than a year.

MINIMUM DOCUMENTATION STANDARD

Before this file is closed, the employer should be able to answer every question below and point to where the proof lives.

Question	Your answer / where the proof is stored
What happened?	
When did it happen?	
Who observed or reported it?	
What policy, standard, deadline, or expectation applies?	
What decision was made?	
Who had authority to make the decision?	
What alternatives were considered?	
What risk was reviewed?	
What follow-up is required?	
Where is the proof stored?	

COMMON MISTAKES

1. Writing the matrix but never adopting it by board action, leaving it aspirational.
2. Setting spending thresholds so low the board becomes a purchasing department.
3. Letting 'the board hires the ED' quietly become 'the board approves every hire.'
4. Building no written path for staff complaints about the ED — so they route through gossip.
5. Treating founder authority as unmappable; that's the map you need most.
6. Filing the matrix instead of using it at the first violation.



WHAT TO DO NEXT

Draft the matrix with the ED and chair together, adopt it by board motion, and put it in every board orientation packet. Enforce it gently and immediately at the first violation — the second violation is a pattern, and patterns become the culture.

Before you terminate, deduct, discipline, classify, or respond, get the decision reviewed.

Call 210.446.8730 or email thomas@faulknerhrsolutions.info.



Mission does not replace infrastructure. If the same people problem keeps coming back, the system needs to be rebuilt.

Need help applying this to a real workplace decision?

Faulkner HR Solutions helps Texas employers, nonprofits, municipalities, and growing businesses fix the people systems behind recurring workplace problems.

If this document raised a risk flag, do not guess your way through the next step.

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Website: faulknerhrsolutions.info

DISCLAIMER

This resource is provided for general employer education and planning purposes. It is not legal advice and does not create an attorney-client relationship. Employment laws, agency guidance, and local requirements may change. Employers should review the facts of each situation before acting and consult appropriate HR or legal counsel when needed.