Special Report

Global Edition

The Role of Governance in Family Business Leadership Succession

The Right Leadership. **Worldwise.**

Introduction

Family-owned businesses represent a critical component of economies in all parts of the globe, generating significant business activity and prosperity. However, research suggests that few of these businesses survive into the second generation, and even fewer into the third, fourth or fifth. Beset by internal politics and tension around selecting the next leader, family businesses often follow flawed succession plans, or lack one altogether. As a result, many are unprepared for leadership transition and struggle to demonstrate the value of the business to subsequent generations. This often results in the breakup and sale of the enterprise.

Rigorous governance and oversight through independent board membership provide a critical foundation for family-owned businesses to protect against this vulnerability. By adding independent oversight to the board of directors, family businesses can more effectively choose successors, manage the expectations of family members and, most importantly, successfully manage the leadership transition process.

How can family businesses navigate this process and successfully engage independent directors? What adjustments must the family make to accommodate "outside" directors? What skills and characteristics must independent directors bring to the business? And what will this change in governance mean for the business moving forward?

These are the hurdles family business owners face as they embark upon the often challenging but inevitable process of succession. Drawing upon Boyden's experience, research, and exclusive in-depth interviews with experts on the topic, this report will unpack the challenges ahead and offer solutions and best practices for cultivating multi-generational family businesses.

Lifecycle of Family Businesses

The Value of Family Businesses

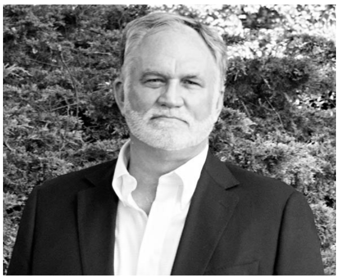
Family-owned businesses are significant contributors to national and global economies, serving to fuel wealth and job creation. According to research from the Harvard Business School, family-owned businesses account for an estimated 80% of all companies worldwide[1] and, as reported by the Family Firm Institute, are responsible for an estimated 70-90% of annual global GDP.[2]

At the regional level, a similar dynamic is at play, with family businesses comprising 80-90% of all enterprises in North America, and in the U.S., about 35% of Fortune 500 companies. They account for roughly 64% of the United States' GDP, 62% of the country's employment, and 78% of all domestic new job creation.[3] The U.S. and global economies are therefore intrinsically connected to the success of family-owned businesses.

"Family businesses are the growth engine for the economy, one of the reasons I'm so passionate about family businesses thriving in America."
Rob Ferguson, President and Principal, CEO Advisor, Ferguson Interests, LLC

[1] *https://hbr.org/2015/04/leadership-lessons-from-great-family-businesses*
[2] *http://www.ffi.org/page/globaldatapoints*
[3] *http://www.familybusinesscenter.com/resources/family-business-facts/*

Laurence Odfjell
Chairman, Odfjell SE



Dr. Charles Cowart
Licensed Psychologist
Cowart Consulting Group

James Hertlein
Managing Partner
Boyden United States

In addition to service to the economy, family businesses provide considerable social benefits through their participation in philanthropy and community service. As Dr. Charles Cowart, a licensed psychologist specializing in organizational development, leadership development and assessment at Cowart Consulting Group in the U.S. illustrates, "Family businesses represent a very positive expression of core values marked by community involvement and support." In fact, research by Ernst & Young suggests that 81% of the world's largest family businesses practice philanthropy, and 47% have a family foundation.[4]

Rob Ferguson, President and Principal at American consulting firm Ferguson Interests, LLC, points out that family businesses also provide a critical source of innovation. Laurence Odfjell, Chairman of Odfjell SE, a fifth-generation family-owned global shipping company based in Norway, explains that "In hoping to pass on value and purpose over generations, family businesses hold a longer-term perspective than the next quarterly report. This outlook encourages them to take an innovative approach to challenges, looking past the short-term to make decisions that enhance long-term opportunities."

Research conducted by Patricio Duran, Nadine Kammerlander, Marc van Essen and Thomas Zellweger, published in the Academy of Management Journal, demonstrates that family businesses are more efficient innovators than other public and private firms. Though working with smaller average R&D budgets than other organisations of similar size, family businesses realise more innovative output for every dollar invested in R&D, as measured by number of patents, number of new products, or revenues generated with new products.[5]

Through their economic significance, philanthropic heart and innovative thinking, family businesses are bedrocks of the economy and its communities. "This value proposition drives my interest in helping these businesses perpetuate their legacy," Ferguson asserts.

Leadership Succession Challenges

According to a recent study by PwC, only 15% of family businesses worldwide have a plan in place for management succession.[6] With leaders holding onto family businesses for too long and children insufficiently exposed to the business, succession planning often falls by the wayside, leaving the business exposed to internal conflict and management upheaval.

Uwe Hasseldieck Paulmann, Founding Partner and Executive Director of ILTIS Consulting, a Santiago, Chile-based management consulting firm, explains that the leader of a family business, particularly in the founding generation, is often reluctant to relinquish control. "These leaders become so deeply enmeshed in the business that they become fearful of leaving the company they have worked for so long to create", says Hasseldieck. "As a result, they avoid thinking about what will happen when they leave the company and subconsciously begin to envision themselves working at the company forever."

Thus leaders often delay succession planning until they are in their later years, when health problems could begin to arise, demanding that the leader consider the company's management future, perhaps for the first time. However at this point, as Allan Marks, Managing Partner at Boyden Australia suggests, "The next generation frequently has had minimal exposure to the business and its processes, as the leader has been running the business on their own. In these cases, the next generation is not always ready to assume real responsibilities and is often not interested in doing so."

[4] *https://www.forbes.com/sites/ey/2015/05/01/why-philanthropy-is-essential-to-family-businesses/#472b05011a91*
[5] *http://amj.aom.org/content/59/4/1224.abstract*
[6] *https://www.pwc.com/gx/en/services/family-business/family-business-survey-2016/succession.html*

Thomas Zay
Managing Partner
Boyden United States

Daniel Hatzenbuehler
Former Chairman and CEO
E. Ritter & Company

John Byrne
Managing Partner
Boyden Chile

Magdy El Zein, a Managing Partner at Boyden Middle East and North Africa, and John Byrne, a Managing Partner at Boyden Chile, add colour to this scenario, explaining that in both Latin America and the Gulf, amidst modernization and development, the second generation is now faced with an array of options beyond the family business. They are now able to go to the U.S. or Europe, work towards graduate degrees and pursue careers in medicine, law and other professions outside their family's organisation. Armed with a fresh perspective, the would-be successors may choose their owns paths, further disrupting the succession process.

With the founding generation no longer able to lead, and the second generation unprepared or unwilling to assume control, the source of power becomes unclear. To fill this void, a variety of people with different stakes in the business and varying perspectives begin to fight for control. This causes tension and gives rise to conflict, jeopardizing the business's long-term prospects.

Due to such flawed succession planning, most family businesses do not succeed beyond the first generation. According to The Family Firm Institute, a mere 30% of all family-owned businesses survive into the second generation, only 12% into the third, and just 3% of all family businesses reach the fourth generation or beyond.[7] With these losses, so too go the economic, philanthropic, and innovative contributions of family businesses.

Boyden Case Study

Boyden's James Hertlein and Thomas Zay, both Managing Partners in the United States, encountered similar challenges while selecting and placing independent board members for a family-owned industrial company in the energy sector. The company founder ran the business himself for years, and under his stewardship, it grew into a multibillion-dollar enterprise. However, despite transitioning his middle-aged children into leadership roles, the founder began to age with no single successor positioned to lead the company and carry forward his vision of maintaining the company as a family-owned enterprise.

Faced with this dilemma, the founder's children recognized the need for a more formal governance and oversight mechanism to handle succession. The scions therefore established a family council to separate family affairs from business matters. They also engaged Boyden to identify three independent directors to sit on the company's board alongside themselves. Collectively it was decided that one of the three independent directors would serve as chairman to ensure objective leadership. Boyden identified the chairman first, and subsequently worked with the chairman to select two additional directors.

In constituting a board with three independent directors, the family business added a layer of rigorous oversight to its corporate governance. These independent directors are positioned to manage the succession process objectively and professionally, ensuring a successful transition of the business to the next generation.

The Importance of Independent Directors

As Boyden's experience illustrates, bringing outside directors onto the board of a family business offers a promising solution to the challenge of succession. By offering an objective viewpoint, detached from family politics, independent directors can provide an unbiased voice of reason to guide the process. They can help identify promising successors, establish firm plans for transferring leadership, and execute the plan in a smooth, professional and impartial manner.

[7] *http://knowledge.wharton.upenn.edu/article/from-fringe-to-mainstream-companies-integrate-csr-initiatives-into-everyday-business/*

Allan Marks
Managing Partner
Boyden Australia

Independent directors also bring valuable prior experience to their role in the family business. This background is often more varied, reflecting the director's own professional ambitions as well as their experience serving on other boards. Daniel Hatzenbuehler, recently retired Chairman and CEO of E. Ritter & Company, a fifth-generation family business in the U.S., notes that "Independent directors bring a deep level of business acumen, technical skills, and experience that family businesses might not otherwise be able to access."

Odfjell suggests that this previous experience serves to professionalize the board, management, and the company at large. "A few years ago, Odfjell identified an opportunity to professionalize our board to better manage succession and associated issues surrounding interest and talent", he explains. "As a result, of our seven board members, six are independent. These independent directors bring their other work and insights to our board, guiding management through issues in a professional and competent manner. This drives our management to run the company in an equally competent manner, thereby elevating the entire company."

In addition, independent directors bring an added layer of accountability and meritocracy to the family business. As CEO advisor Ferguson illuminates, "This revised structure then cascades down throughout the company, increasing accountability and escalating trust immeasurably."

"Independent directors are an important source of wisdom and guidance for a family business approaching leadership transition."
Magdy El Zein, Managing Partner, Boyden Middle East & North Africa

Processes and Best Practices

Family Alignment

Uwe Hasseldieck Paulmann
Founding Partner and Executive Director, ILTIS Consulting

In order to successfully bring independent directors into a family business, several important steps and processes must take place. The first is for the family to align around the notion of independent directors and agree to the change. Many families are sceptical of independent directors as they fear losing control of the business to them. However, as Cowart points out, "The family is not relinquishing control to the independent directors but is rather learning to approach their company with a more objective understanding of themselves and their work."

Once this fear is resolved, the family must adapt its business processes to create an environment that is conducive to independent oversight. This means carefully separating family issues from business operations. "In many family businesses, conversations include both family and business issues, as the two are tightly interwoven," says governance and management expert Hasseldieck. "However, with an independent individual overseeing business processes, it is important that the two become detached, so the independent directors can handle business issues without dabbling in family dynamics." With this adjustment in place, independent directors are able to more easily and effectively access relevant business information.

Hatzenbuehler explains that early in his tenure at E. Ritter & Company, he identified a need to establish a majority independent board to enhance the board's experience and skillset. He also proposed creating a family council separate from the majority independent board. Hatzenbuehler suggested that the family council act as a non-legal entity responsible for family social events, educational opportunities, family employment policies, and bridges to the next generation. Serving as a counterweight to the board and an informal voice of the family to communicate its interests, the council assuaged the family's fears of losing control of the business and aligned them with the notion of an independent board.

Magdy EL Zein
Managing Partner, Boyden
Middle East & North Africa

Understanding Family Nuances

Just as the family must adapt to support independent directors, so too must independent directors possess an understanding of the family's dynamics. Despite efforts to remove family issues from business processes, to a certain degree the family's essence and values will always remain core to the organisation. Thus, independent directors should have the skill and experience to navigate and appreciate family attributes that may be imprinted on the business. As Cowart suggests, "While deep business acumen is important to be a successful independent director, a deep appreciation for family systems is also critical. Effective directors must be able to understand and reconcile both sides of the equation."

Meeting Current and Emerging Needs

In addition to having a level of empathy for family issues and values, independent directors selected for the board of a family business must also meet the company's particular current and emerging needs. This requires a proper audit, selection and vetting process to determine the issues and objectives of the business, identify the associated skills and qualities necessary in a director, and ensure selection of individuals who possess these specific skills.

Needs can also change over time. While at one point a family business might be manufacturing-oriented, this may evolve into a marketing focus, and then over time shift to an emphasis on acquisitions. It is thus imperative to ensure that independent directors possess the skills that are currently important, as well as those on the horizon. These needs should be continuously reassessed and the board re-evaluated to adapt to any changes that may take place within the business. "It is therefore essential that a rotation cycle be designed that governs a periodic partial refresh of the board," advises Hatzenbuehler.

Rob Ferguson
President and Principal, CEO
Advisor, Ferguson Interests, LLC

Creating a Cohesive Portfolio

While independent directors must be aligned around the family business's current and emerging needs, they must also complement one another. Each must offer something that the others do not, so that together they create a complete portfolio. Therefore, when selecting independent directors, the first seat is always the easiest to fill, as the broadest set of skills remains to be acquired. However, with each successive appointment, a degree of freedom is lost in working to meet a narrower profile and a more specific set of skills. To avoid this potential difficulty, it is key to select independent directors with an eye towards the composition of the entire group, rather than simply selecting a series of individuals.

Numbers and Ratios of Independent Directors

When it comes to determining the appropriate number of independent directors to serve a family business, Byrne advises that companies designate an odd number to avoid handing the chairman the deciding vote in every split decision. Hasseldieck adds further specifics, suggesting that such boards have at least two independent members, as it can be difficult for a single director to pose an opinion that diverges from that of the family.

"The board should begin with two independent members which should then be increased as necessary", advises Hasseldieck. Cowart provides additional direction, suggesting that while few family businesses start this way, a majority of the board should ultimately consist of external directors. This helps ensure that the family can access counsel from this beneficial resource. Finally, Ferguson proposes that the chairman be independent, explaining that this composition provides objective insurance against an unforeseen situation demanding emergency succession.

Conclusion

While family businesses offer substantial economic and social benefits at the local, national and even global level, many face significant challenges planning for leadership succession. With founders and leaders often reluctant to relinquish control of the business and subsequent generations unable or unwilling to assume responsibility, the transfer of power becomes contentious. As a result, businesses are exposed to cracks and wounds, threatening their brands, their longevity, and ultimately, their legacy.

By onboarding independent directors, companies insure against these challenges, and owners are able to focus on their vision and goals for the business, as well as plan for appropriate leadership succession in a more objective and methodical manner. Independent board members further professionalize the business by increasing trust and accountability, and bring fresh ideas and best practices based on outside experience.

Still, with the addition of external governance, it is important that the business retain the core values imparted by its founding family. The characteristics, composition, number and nuances of a board with independent directors must be carefully constructed. The independent directors must individually and collectively meet the current and emerging needs of the business, and their business acumen must be matched by an appreciation for the family dynamics at play.

While this process demands meticulous consideration and specialization, upon assembling a tailored set of independent directors, family businesses can function with renewed efficiency and achieve greater success over the long term. Daily business processes and pivotal decisions alike are enriched by an added layer of insight and objectivity. Succession planning and execution can be handled with foresight and care, cementing the family business's legacy for future generations.

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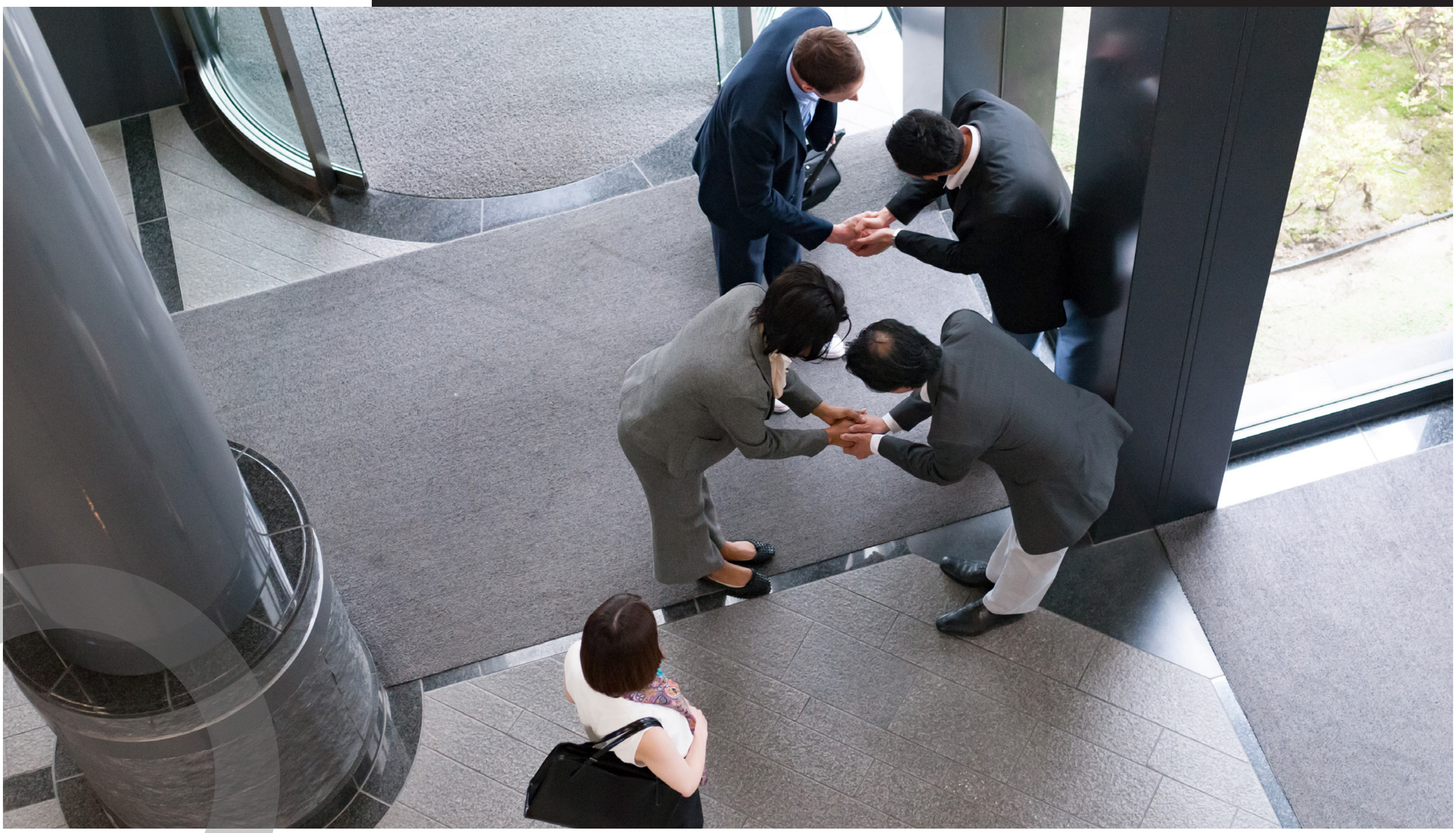

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