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Volume 5  
**Family dynamics  
and governance**



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# Shared purpose? Or cross purposes?

Succession planning is an important consideration for all companies, but for family businesses, there is an added layer of complexity. Throughout the years, a family business serves two masters whose priorities aren't always the same. And when it's time to pass the reins, the interplay between business strategy and family dynamics holds the potential for real conflict. The fortunes of the company and the status of the family are both at stake.

Like every other aspect of business succession planning, the question of family dynamics and governance is best addressed over the long term. This is a process, not an event. Years before an actual change of leadership, the

owners of a family business should consider making clear determinations about its stakeholders, its obligations, and who controls what. For many businesses, these are just decisions. For family businesses, they may prompt the creation of entirely new governance structures.

There's more to this than avoiding trouble. A thoughtfully governed family business can be a boon for everyone involved — not only in terms of wealth creation, but also in promoting harmony, personal fulfillment, and shared purpose. It's no accident some families build their professional lives so close to their personal lives. Good governance can help the business and the family prosper together.

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# Family business challenges

Left to themselves, business concerns and family concerns can interfere with one another. Even with a clear boundary in place, family businesses and their owners should consider most succession planning issues from both perspectives. When it isn't clear which agenda is driving things, the decision-making process can become confused and inconsistent. Family relationships deteriorate, business success suffers, and the succession plan may be derailed.

Communication, or the lack of it, can be a significant issue for families in business. The family business is often the primary source of family income and future wealth, so every family member likely will be affected by the business operations and succession decisions — including the ones who have no formal employment or leadership role in the company. Since all family members may have or want some degree of interest in the direction of the company and expect to have a voice, the succession plan can take this into account.

## Family business models

More than four out of five family business owners believe their families will retain control of their businesses five years from now, but in reality, only about 30 percent of family businesses survive into the second generation, 12 percent into the third generation, and 3 percent beyond that.<sup>1</sup>

Several “business models” have been developed to better understand the inherent complexity within a family business system. The models focus on the interplay of

family concerns and business concerns. They may appear somewhat simplistic at first, but can be very helpful in understanding the relationships and motivations of the individuals within a family business. Families that examine these models and apply one to their personal situations are often surprised by the help they provide in identifying potential areas of conflict.

## Analysis of family and business systems

For every family business, two systems coexist and in some respects compete with one another: the *family system* and the *business system*. Research by family business experts has led to the conclusion that many family business problems can be traced to situations where the family system and business system are in conflict.

## The family system

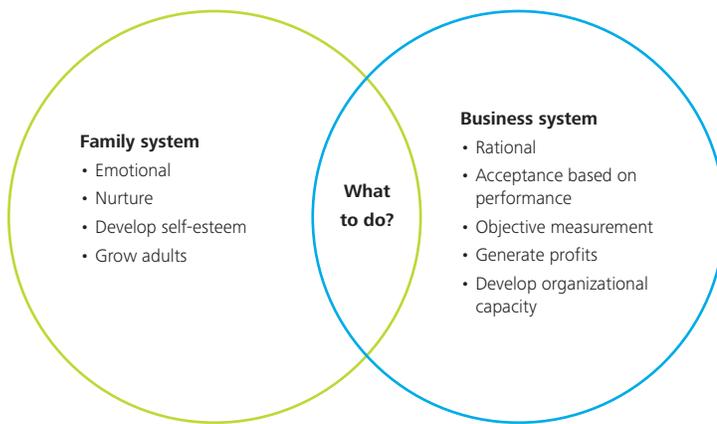
The family system is based on emotion and love, and its key purpose is to nurture and develop self-esteem in younger people so they may grow into emotionally mature and responsible adults. Admittance and acceptance are unconditional and based on relationship alone. The emotional nature of the family setting has a number of effects. While the family system celebrates successes just as any other system does, it can also react to failure in more loving and benign ways. The underperforming family executive may get consolation and encouragement not unlike the Little Leaguer who strikes out too often — a stark contrast to a purely professional environment. On the other hand, when conflict arises amid the emotions of a family environment, it can escalate more quickly.

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<sup>1</sup> “Succession Planning.” Family Business Institute, n.d. Web. <<http://www.familybusinessinstitute.com/index.php/Succession-Planning/>>.

**Figure 1: Two-circle family and business system model**



### The business system

The business system exists to address the needs of its customers, generate profits, increase shareholder wealth, and develop organizational capacity to function and grow. Many businesses, regardless of organizational type, embrace philanthropic or community-building roles as well. In a business system, organizations address these issues in a rational and analytical fashion. Admittance and acceptance in a professional environment generally depend on skill and performance — so in contrast to the warm treatment for a skill-challenged Little Leaguer, the more apt comparison is to a professional baseball player who risks being cut from the team if he strikes out too often. The path to promotions and salary increases requires home runs, no matter what the player’s last name may be.

The family system is distinct from the business system, but as seen in Figure 1, the two systems overlap in many areas. Family issues, tasks, or motivations are placed in the family circle. Business issues, tasks, or motivations are placed in the business circle. The overlap of the two circles illustrates the difficulty that emerges when the competing systems collide.

Consider an example: The patriarch of the family is contemplating the promotion of his son to vice president in charge of sales. Using the model in Figure 1, the family circle will likely consider the promotion to be a positive action because it will likely help develop the son’s self-esteem, allow for father and son to develop a closer working relationship, and provide more salary to the son, enhancing the quality of life for the owner’s child and grandchildren. However, the business circle may indicate that the son is not experienced enough for such an important role in the company. Customers may be unhappy with service. And valuable long-time employees may resent what they see as nepotism. Identifying potential inherent conflicts — where positives in the family system are simultaneously negatives in the business system, or vice-versa — is the first step for family business owners whenever they face a difficult decision that affects both systems. Once they sort out and analyze the issues, they can devise a solution that serves the business concerns while accounting for the family issues.

### Family first or business first?

Some business owners put the family system ahead of the business system. They operate under the premise that family members have a right to express themselves under any circumstances, no matter how ill-informed or disruptive their actions may be. In an extreme example, company management is fully accountable to every single family member on any issue at all times and it is the birthright of all family members to enter or exit employment in the business as they choose, and at the same pay rate as the other family members, regardless of experience or contribution to profits.

These practices may eventually undermine the competitiveness of the business. They could also interfere with a reality-based view of the business; for example, if the family grows and everyone is entitled to participate in the company, the expenses of the company may grow in a way that can't be supported by its true profit-and-loss performance or market potential.

Conversely, other business owners put business issues ahead of family. They do not formulate plans just for the purpose of developing skills and experience in younger family members or grooming them to succeed in the business. In some instances, the promotion process for family members is more difficult than for others. Again in an extreme example, these owners assume until proven otherwise that every family member's opinion is always incorrect, uninformed, and disruptive to management. This approach may suppress the individual development and self-esteem of junior family members, and may make

it harder for the full potential of the next generation to flourish. Family resentments could fester into conflict that destroys interpersonal relationships and tears apart both the business and the family.

While those examples are theoretical extremes, in reality, the family and business systems are equally important to the long-term success and prosperity of a family business. Neither should be neglected. When devising a succession plan, leaders should consider granting equal respect and consideration to both constituencies.

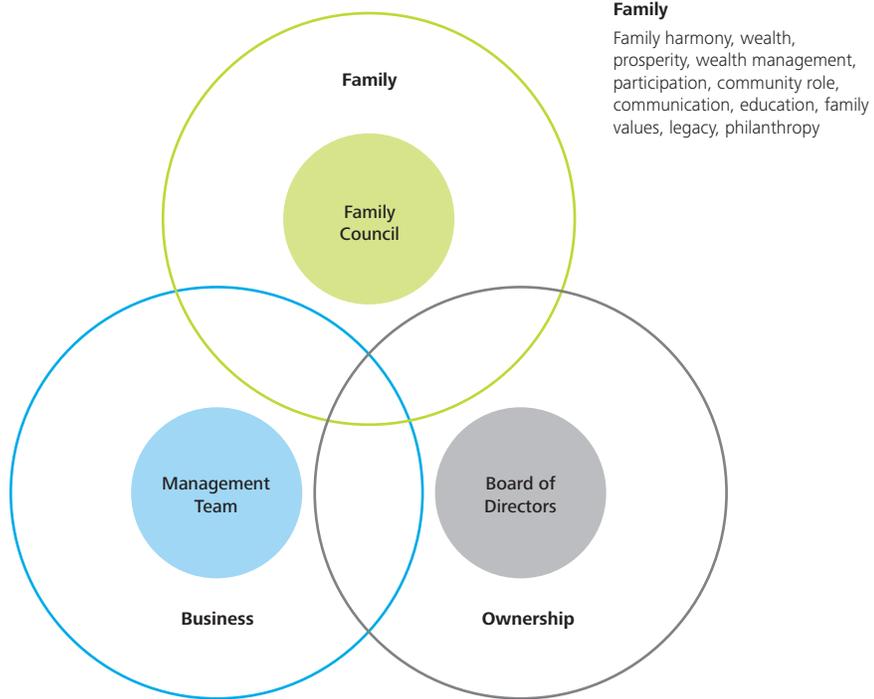
There is an expanded model as well (the "three-circle" diagram in Figure 2) that recognizes ownership as an added dynamic for which one must also account. Family members who have ownership in the company may have different motivations from family members who do not. Likewise, non-family employees with ownership may tend to have a different frame of reference from that of comparable non-family employees without ownership. It is not uncommon to find owners of a family business who are neither employees nor family members.

By plotting each individual family business stakeholder in the three-circle model, it becomes evident which ones will theoretically have similar interests. For example, shareholders who are not employees would presumably share similar opinions regarding such issues as dividend policies, family pay scales, feelings of legacy, composition of board members, or adequacy of communication. Stakeholders who are employed in the business may have very different views on the same issues.

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Some business owners put the family system ahead of the business system... These practices may eventually undermine the competitiveness of the business.

**Figure 2: Three-circle family and business system model**



To illustrate this point, assume that as part of its succession plan a family business reorganizes as a Subchapter “S” corporation for tax purposes. As a result, the company must revise its dividend policy. By placing all the stakeholders in their respective circles within the three-circle diagram, the patriarch of the family business may be able to anticipate how different individuals may think about the new policy.

- The business owners who are not employed in the business may want to increase the payment of cash dividends to shareholders. Since the income of the “S” corporation flows through to shareholders, they need the cash to pay taxes.
- The owners who are employed in the business would likely prefer to pay large incentive-based, year-end bonuses to reward employees for business success.
- And the non-family managers without ownership may want to reinvest profits into the company to help finance expansion plans and keep the company’s debt-to-equity ratio at a healthy level.

The three-circle diagram helps the stakeholders understand that their individual perspectives are inherently different due to their position in the family business system.

One of the challenges for family business owners in succession planning is to deal effectively with a myriad of business and financial issues such as ownership transition, management development, retirement planning, tax planning, and strategic direction while managing the emotional condition of all of the stakeholders throughout the process — which may be the most difficult aspect of all.

There are tested strategies and methodologies that may help family business owners through this process. One of the more prominent of these strategies includes the implementation of formal family policies and governance structures. Enhanced understanding promotes empathy and trust, which leads to compromise and resolution. Communication is generally improved and the ability of the business to preserve shareholder value is sustained. At the center of communication and understanding is transparency. Family businesses can keep problems from taking root if everyone is informed and honest about goals and decisions.



# Information, communication, and governance

Many difficulties associated with succession planning can be traced to inadequate communication among key stakeholders in the business. Businesses of all types can help address these difficulties through the use of formalized governance structures that open the lines of communication. This is especially the case for family businesses, which can employ family business governance structures designed to separate the “business of the family” from the “business of the business.” This division can help on both fronts — driving company profits while maintaining family harmony.

## **Outside board of directors or board of advisors**

Many owners of privately held businesses fail to take full advantage of the benefits formalized governance structures can provide. In particular, a business that doesn’t have a functioning board of directors or outside board of advisors may be missing out on a tremendous opportunity to improve management and profitability, especially during a period of transition.

An outside board, composed of individuals with years of business experience, can be a strategic asset by providing the business owner with valuable advice. These board members likely will make recommendations on what they believe represents the best interests of the shareholders and the company. Indeed, their relationship with the company imposes a fiduciary responsibility — a “duty of care” and “duty of loyalty” — to uphold those interests.

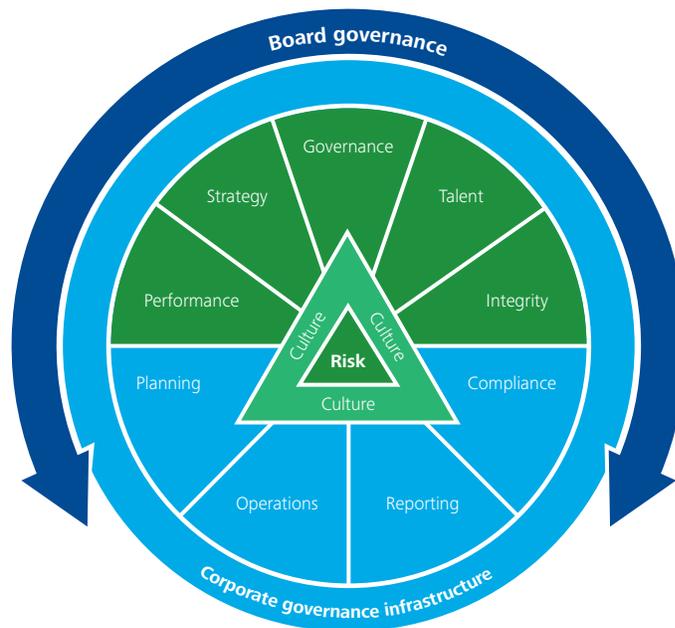
Outside directors and advisors can also help play an important, objective role in the implementation of a management succession plan. One area where a board has an impact on succession is in its role of identifying candidates to take over as CEO — and in working with the current CEO to carry out that process. Board members can help assist in identifying possible successors from the pool of candidates and serve as mentors for successor candidates. They may also advise on the broader talent plan and help with the implementation and monitoring of the management talent assessment and the management development plan. The board may provide oversight of the plan, determining that the process remains untainted and consistent.

Approaching succession with reliance on outside directors or advisors can also help defuse family conflicts. If the founder-owner is perceived to be the sole decision maker in succession matters, emotional ties and demands for personal loyalty can cloud determinations of skill, experience, and potential. When a board picks a successor, no one is left wondering which family member the board “loves more.”

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**Figure 3: Governance framework**



In addition to having ultimate responsibility for the CEO succession planning process, the board can help to monitor and improve business management. Figure 3 is the Deloitte governance framework diagram that can help business leaders visualize the different roles that a board, a management team, and a governance structure oversee. They all function in concert with one another — and business succession planning is part of the “talent” function in the upper right.

As the governance diagram indicates, an infrastructure of sound governance encompasses all company activities — from the operational to the strategic — but the work of the outside board focuses more on high-level strategy questions, including talent and succession planning. Everything takes place around a core of culture and risk awareness.

While a functioning board of directors should have real powers, a first-generation entrepreneurial owner may not have the need for an outside board. In its early stages, the business structure and management hierarchy are simple: the entrepreneurial owner does everything. Even if the owner wants to continue that hands-on control as the business grows, there is still room for outside counsel. In that case, a board of advisors — which offers wisdom on a non-binding basis — is an attractive alternative to a board of directors that is actually empowered to command and overrule the founder.

But as the company grows, circumstances likely become more complex. With business success comes more employees to manage, more processes to oversee, more relationships to cultivate, and more financial information to track and evaluate. As the company begins to outgrow some of the old ways of doing things, the owner's role begins to change. More and more of the owner's time is spent performing high-level managerial and relational tasks and less time is spent "in the field." As the company grows and becomes more complex, the value and importance of an independent group of outside board members likely becomes more evident.

### **Organizing and recruiting an outside board of directors**

Typically, the leading candidate for a board member is a knowledgeable, experienced, and impartial outsider. Retired or active CEOs with experience owning or managing privately held businesses are often ideal. Some companies seek outside board members with specific areas of expertise to add to the mix, such as finance, law, audit, or human resources.

Setting up an outside board of directors is a complex process that deserves a guidebook of its own. For our purposes, the following brief guidelines illustrate how the process might work.

**Develop a statement of purpose for the board.** The business owners should meet and decide what role the board will play vis-à-vis company management and ownership. The end result of this process is a written, overarching statement of purpose for the board.

**Decide on characteristics of the ideal board members.** What kind of experience do you want to see represented on your board? A good starting point is to construct a board skills matrix that helps you align the skills and experiences the company will need with the available candidates. For example, if the company is planning to expand sales or operations into foreign markets, it may seek board members with international experience. If

the company is planning a significant investment in the digital realm, it may recruit an individual with social media or e-commerce experience. Experience in the company's industry, or a similar industry, are often prerequisites. Age, gender, ethnicity, and other aspects of diversity may be a consideration if that will help the owners represent the values of more than one generation and better reflect the marketplace the business serves.

**Prepare a board prospectus.** Some businesses prepare a document referred to as a "Prospectus for the Board of Directors," which is used later in the process to help recruit board candidates. The prospectus explains the purpose and goals of the board. Further, it lays out the structure, time demands, fees, and meeting schedules. Finally, it describes the capabilities, qualifications, and characteristics sought in board members.

**Network to identify possible candidates.** The business owner's first instinct is usually to invite valued counselors, such as financial advisors, attorneys, or bankers — or just old friends — to serve on the board. Yet business owners are typically better served by recruiting fellow business owners, entrepreneurs, business peers, and retired CEOs or CFOs to fill board positions. Individuals like these are more than advisors. They may have already faced some of the hurdles that lie ahead for the company and can offer advice from the experienced perspective of a business owner. Company advisors will often serve as an excellent source of referrals. If a prospectus was prepared, include a copy with your request for referral.

**Meet with candidates.** When the business owner or owners interview the board candidates, they can explain the company's needs and ask each candidate what qualifications will help them meet those needs. Some business owners have a trusted advisor such as a succession planning consultant present during the interviews to help with the process. Always be certain to check references. Seek out people who know the candidates and find out about their character, personality, and professional histories.

**Solicit support from owners and managers.** Before inviting a candidate to join the board, have him or her meet all of the shareholders and key managers to make sure all applicable parties are comfortable with the match. Owners and managers of the company should have a forum for expressing their opinions about the candidate — both positive and negative — and the business leaders should have veto power.

### **Family governance**

Governing the business side can be daunting, but it's a challenge common to many enterprises. In succession planning and elsewhere, the family-held business faces the dual challenge of managing business decisions, family needs, and the complex ways they intersect. The "business of the family" and the "business of the business" are equally important, but they are sometimes at odds. This is because the principles of the business functioning are often different from the principles of the family functioning. Once again, the solution may lie in specific structures that help identify, distinguish, and pursue the right priorities.

**Concept of a family council.** A traditional board of directors governance structure does not generally account for the family dynamics described above. Through the creation of a unique family governance structure, called a family council, family businesses — in conjunction with a traditional corporate board — can help improve

communication, transparency, accountability, and family harmony. Participation in a family council lets all the stakeholders feel that they're part of the family/business system in Figure 1 (see page 7), whether or not they work in the business. In a family council setting, family issues are addressed separately from business issues — instead of being inappropriately exposed in front of non-family board members or managers. Lines of communication remain open. Interpersonal relationships are improved.

**What is a family council?** A family council serves as a formal, selected group of family members to protect the interests of the family. Just as a corporate board protects the financial interests of the shareholders, a family council protects the growth, development and welfare of all the members of the family. However, unlike a corporate board, it does not have fiduciary responsibilities. And just as protocol in a corporate board meeting is determined by the corporation's articles of incorporation, by-laws, and shareholder agreements, protocol in a family council is determined by a family charter, meeting ground rules, and a vision and mission statement. A family council provides family members with a regular, structured forum to make agreements, communicate, and decide on the proper role of the family members in dealing with family business.

**Setting up a family council.** A trusted advisor, such as a succession planning specialist, can help organize the family council. Sometimes the family council is organized

#### **A family council: common functions**

A family council operates separately from, but in coordination with, the board of directors. The family council is designed to deal with the business of the family, while the company board of directors is dealing with the business of the business. There should be at least one liaison between the corporate board and family council.

The family council also provides a regular time and place where people can discuss the family interest in the business — and discuss family matters in a protocol that can resolve misunderstandings without escalating them to involve the business.

The family council contributes to better family relations by providing a mutual support system during difficult

times. Council meetings may serve to help maintain the health of family members, foster community involvement, or educate family members on financial and other issues.

A family can also establish and maintain a family fund — in short, a sort of "mini-bank" that can support family projects, family members' entrepreneurship, or loans. A family fund is managed by the family and is distinct from the business, which protects the financial status of the business from non-business related activities and gives the family more flexibility in non-business transactions. A family fund may exist alongside a family council or in the absence of one. Or it may predate that structure.

#### Figure 4: Family statements of mission and vision

Every family's expression of value will be different. This is one example of what such a document might include.

##### Vision

To be a close-knit, strong family whose core values encourage the development of healthy, happy, competent, educated, and independent individuals who enjoy working together for the common welfare of their families, business enterprises, and community.

##### Mission

To build a cohesive and enduring family organization that promotes and embodies the family's core values based on a foundation of:

- Open communication
- Honor and respect for each other and the family name
- Integrity and trust
- Education and personal development
- A strong work ethic in matters of business
- A commitment to the community

along with an outside corporate board of directors. The advisor may attend the first few family council meetings to observe and make recommendations. After the family governance structures are in place and operating, the need to include the advisor will likely diminish and eventually disappear. The mature family governance structure (outside board of directors and family council) will be operating fully with family members and business owners controlling the activities. The process usually follows a number of common general steps:

- Call a special family meeting to explain the family council concept
- Develop a family statement of vision, mission, and core values
- Develop a family charter
- Set a schedule for general council meetings
- Elect family council officers
- Assign responsibility for council subcommittees
- Begin to conduct the meetings

Who may participate in the family council? A voice and a vote on the council is a privilege to be earned, not an automatic right. This does not mean younger family members should be prohibited from attending general family council meetings, but they should be old enough to conduct themselves in a mature manner. It is advisable to permit young family members to attend family council meetings as soon as they are able to sit through without being disruptive. This is a way to condition the next

generation of the family to know, respect and work with each other. It also helps educate the younger family members about the family's history, traditions, and role in the community. In this sense, the mere existence of a family council may help to instill the family's core values in the next generation from a very early age.

That said, younger family members should still understand that they have to meet certain criteria before participating on the family council with their elders. The family will determine those qualifications when it drafts the family charter. They may include excellence at one's chosen vocation (inside the company or elsewhere), financial responsibility, literacy in business language and the ability to interpret financial statements, trust and respect of family elders, and the ability to handle disputes in a mature manner.

When a younger family member steps up to become a full-fledged council member, it's a watershed event in that person's life and career. Some family businesses meet the event with fanfare. Some families have annual retreats where the first order of business on the retreat agenda is always admittance of new council members. The new council members are honored and welcomed in a special ceremony during the retreat. This tradition can evolve into an important family rite of passage into adulthood for family members. It also motivates the family members to attain the family core values in order to earn that special rite of passage.

# Family offices

Successful closely held companies and family businesses can evolve over generations from entrepreneurial start-up organizations into large, professionally managed corporations. As a closely held company grows, it should consider developing improved management processes and hire experienced professionals. Skilled professional managers help the owners with strategic direction, finance, accounting, tax, human resources, information, technology, operations, sales, and research and development.

As a business evolves and the branches of the family tree spread, more family members may inherit ownership and the number of company stockholders can increase. In just two generations, the number of shareholders in a closely held company can easily grow from two to 30.

Often, these family members find themselves owners of a highly profitable, professionally run organization that is generating significant profits and making significant distributions in excess of the family members' needs. In some cases, the company is acquired or goes public, and the illiquid privately owned stock is transformed into cash or publicly traded stock. In either instance, the family members may have liquid wealth to manage. At this point, the family needs to consider the establishment of a family office.

From a succession planning perspective, a family office can serve two roles. First it can help hold the family together. As the family business has grown, it's likely the company has served as the "glue" that keeps family members on the same page physically ("we grew up over the store"), financially (because of the unified financial interest) and perhaps even emotionally (for many families, the family business is the family alter ego). As family members' ongoing involvement in the family business decreases, either because of a sale or because of a transition to an outside management team, the family office can replace the family business as the unifying organization.

Second, a family office can keep personal and family interests separate and distinct from company interests — while still providing family members with best-of-class services. Through the family office, they can manage their access to non-company investment options and arrange for a diverse set of financial and personal services. The family office can serve the needs of the family without diverting business resources. It is also worth noting that the IRS does not look favorably on non-business-related services which are provided by a business, oftentimes recasting them as taxable dividends. Providing those services through a family office can avoid that situation.

A family office is a professionally managed financial organization. The family office will likely employ a management team that can include a chief executive officer, a chief financial officer, a chief investment officer, and a staff of accountants and administrative assistants. Their primary role is to manage family affairs and wealth in a professional manner. A family office has governance structures just like a board of directors or family council, but in this case many of those positions will likely be populated by family members. Like its business counterpart, the management team of a well-run family office might report to a board. The family board or family council may meet regularly, and oversee family office activities. At these meetings, family members receive reports from the family office management regarding the family wealth and other family-sponsored activities. In board meetings, family members typically discuss a wide variety of issues such as investment strategy, charitable activities, performance of family office staff, purchases or sales of significant family assets, estate and gift planning, family publicity and privacy issues, or any other topics that may be important to the family.



The purpose of the family office is to protect family wealth and promote harmony. It does so by applying sound business practices and theories to the management of the family's personal wealth. As generations pass, more and more individuals become stewards of the family wealth and tradition, both individually and, in many cases, as fiduciaries (many of the same families employ trusts to hold and transfer wealth inter-generationally, and accordingly many act as trustees for those trusts). That elevates the potential likelihood for conflict or mismanagement of wealth. When properly organized and staffed, a family office can provide structure and controls to maintain rational, objective, and forward-looking processes. By employing skilled professionals who devote their full attention to the protection and growth of family wealth, and who are accountable to family members, the family can reduce conflict or mismanagement.

The family office also centralizes and manages the administrative functions of the family, including the reconciliation of bank and investment statements, payment of bills and taxes, preparation of financial statements, execution of investment strategies, dealing with insurance needs, management of tax compliance for all family members and related entities, maintenance of confidential records in a central location, and anticipation of possible future administrative needs. Provided that the family agrees, a family office may also provide other services, such as coordinating travel plans for family members, hiring household help, managing the family's properties — there really is no limit to the offerings.

As a successful family business transitions and the roles of future generations of family members evolve, many families have determined that a family office can play a significant role in a well-developed succession plan. Often the policies and structures an owner puts in place today, such as the establishment of a family office, likely will lay the foundation for a successful and harmonious lifestyle and preserved family legacy for generations to come.

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By employing skilled professionals who devote their full attention to the protection and growth of family wealth... the family can minimize conflict or mismanagement.



# Conclusion

For an enterprise that may have begun at a dining room table or in a garage — one in which positions of responsibility may still coincide with relations of blood or marriage — the idea of introducing formal structures may appear intimidating or unnecessary. Let alone the prospect of multiple, overlapping structures that may include some combination of a board of directors, board of advisors, family council and a family office to exist alongside the daily management team that's already in place.

No matter how daunting they may appear, these are important steps that reflect the growing maturity of the business. Setting up these governance structures may seem complex, but if you want to see real complexity, watch what happens if you don't. The intersection of company needs, family needs, and marketplace realities is a potential breeding ground for confusion and conflict. You don't want to plan for the future of your business, or contemplate a succession strategy, without a plan to navigate that confluence.

# Case study

The following scenario is based upon experience with actual family businesses. It is intended to illustrate how good governance practices — or the lack thereof — can impact future outcomes.

## Two family businesses on different paths

Good governance decisions can unlock the long-term vitality of a family business — and poor ones, or none at all, can lock a family into years of conflict and potential demise. Consider the hypothetical case of two family businesses that took sharply different approaches to the challenge.

José, an entrepreneur with only a primary education, was the founder of an energy company. As the company matured and his sons grew over the years, José eventually held 31 percent of the shares. His son Lorenzo, an active participant in the business, held 29 percent, and his other sons Alejandro and Emilio owned 20 percent each. All the while, the business went through a gradual evolution to more sophisticated management and internal structures.

As José aged, Lorenzo sought to solidify the company's future by establishing a formal corporate governance model. Finding the right specialists and formalizing the ideals that would guide the organization was challenging.

Perhaps the biggest initial challenge, though, was getting father, founder and dedicated traditionalist José to go along. This was the first time anyone outside the family stood to have a say in the company's direction. Based on his track record as a top executive, Lorenzo was able to convince José it was time.

Initially, the move toward formal governance included only a board of directors made up of shareholders. Soon, the company brought on external corporate governance consultants and finally appointed a professional CEO — not a family member, but an executive employee of long standing.

The transition wasn't without awkward moments. Some of José's informal and not entirely appropriate administrative techniques came to light and had to be adjusted. As the principle of good governance gathered momentum, the company adopted new policies and practices. It also set forth a formal process to plot the eventual CEO succession. Eventually, the company that had begun at José's dining room table had an independent board and an audit committee.

José was still active in the business, but now he got to take vacations. His other sons had time to learn the business on a formal footing, and he was able to make planned transfers of his ownership stake in a way that preserved business value. A new trust was in place to help facilitate the family's future prosperity.

Today, the sons are the company's day-to-day leaders. José drops in now and then, and attends board meetings, but he also travels the world knowing his business and family legacy is secure.

In marked contrast, our other story concerns a tourism business with operating units in several states. The majority shareholder and sole head of the business, Jerry, has a wife, two sons, and two daughters. His children were all married. Only Edgar, his older son, worked with Jerry in the family business.

Without warning, Jerry had a brain seizure and died at age 65. Edgar immediately took over as CEO, but Jerry's widow, who never had any interest in business, inherited a 95 percent stake in the company. The four adult children shared equally in the remaining 5 percent — and with different interests, and different understandings about what the company meant to them, it wasn't long before petty rivalries erupted into open conflict.

Edgar and his brother wanted to solidify the business for the long term. Their sisters wanted their mother's standard of living to be the top priority — a standard funded by cash taken out of the company. The mother wanted family peace but didn't know how to make that happen. She blamed Jerry's poor planning for the impasse the family found itself in.

Turmoil and lack of clear direction took its toll on business performance. Sales fell off, longtime clients turned elsewhere, and the family had to sell off several operating units to keep the business solvent.

After a contentious family retreat, Edgar convinced the family to search for governance specialists and professional C-level business leaders from outside the family. They have agreed to create and empower a board of directors, and an uneasy truce reigns. But considerable damage has happened already, and the family can only hope its belated commitment to governance will be effective in preserving what's left.



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