

Governance

Family business dynamics



Setting up for success

Governance for family business

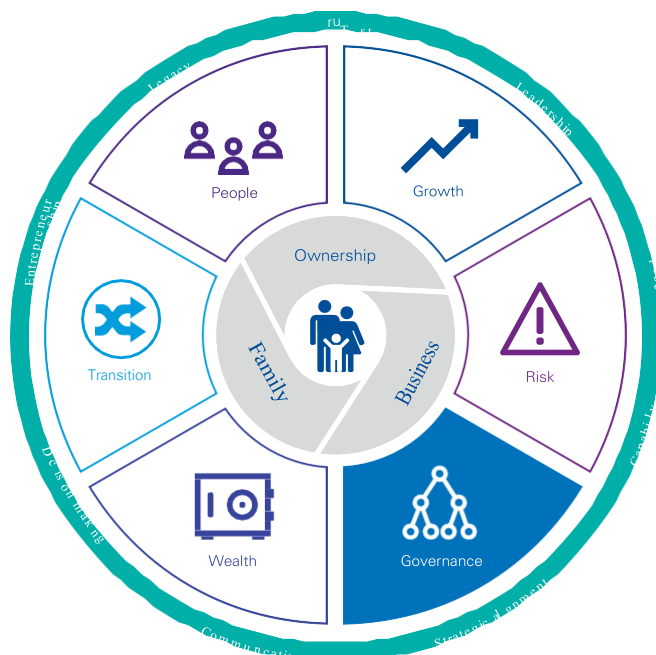
Running a family business can be a juggling act. In order for a business to grow and prosper, the needs of the family business must be balanced against the demands and expectations of its family members. If a good governance structure is not in place, this can be hard to do.

When you get down to it, good governance is about open communication, transparency and

effective decision-making. To help facilitate this, it is essential to have an optimal governance structure in place before problems arise. When appropriate governance structures have been established, business decisions and family relationships can be enhanced. Most importantly, the risk of significant conflict is reduced, which in turn can help your family business grow and prosper instead of flounder.

Family business dynamics

As with your family, your business doesn't stand still — it evolves. Family businesses are unique, at the core lies an important dynamic connecting the family and the business through the family's ownership, which offers both opportunities and challenges. Surrounding each decision you may take, are strong family values and a purpose that helps you navigate the journey ahead. KPMG Enterprise advisers understand the dynamics of a successful business and work with you to provide tailored advice — throughout the lifecycle of your business.



“When you get down to it, good governance is really about open communication and effective decision-making.”

Source: KPMG Enterprise Family business dynamics, 2017

Family business governance structures

You don't think you need them, until its too late

In business, as in life, families do not always see eye-to-eye. Family members can have different perspectives and ambitions depending on their role in the business, the family, and as owners. Disputes can paralyze management of the enterprise, endangering ongoing family control and sometimes, the very existence of the business. Trying to manage this sensitive position can leave family business leaders grappling with some or all of these anxieties:

- How do we define and separate family and business issues?
- Do we have an effective structure for decision-making and communication?
- Do our strategic business objectives reflect our agreed-upon family values and aspirations for the business?

Times of transition are especially sensitive and it is common for families to have differing views on what the rules governing the business should be. It is far better to have guidelines created when everyone is getting along, prior to any issues that could arise in a family business. Likewise, when a business reaches a size and complexity unsuited to more informal management styles, the time has come to consider a more effective governance structure.

When family business structures or guidelines have been put in place, everyone knows what is acceptable and there is less risk of problems arising. Better governance of a family business can improve business performance and to help satisfy the expectations of all family members.

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Case study Setting up for success

The Mensah* family was well aware of the expectation of keeping the business in the family. This was engrained since childhood and Grandpa's picture adorned more than one wall in the head office of the family business.

During this time, the younger, third-generation owners, Kwasi and Abena, were still learning from the second-generation owners. With more than 20 cousins vying for jobs and ownership positions, some form of family governance would need to be put in place in order for the business to make it to the next generation.

The ownership group assigned the task to Kwasi and Abena, since they would be the ones at the helm when the proposed governance structures would be in effect. Kwasi and Abena decided to approach their KPMG Enterprise family business adviser for guidance. While meeting with their adviser, they discussed establishing policies regarding family employment and remuneration, and the creation of a family council, among other things.

A year later, the broader family was invited to the company's annual shareholders' meeting. The new family governance structure and rules, which had been approved by the ownership group, were circulated to all. This in itself was no guarantee that the destination was assured, but it certainly addressed the issue of what the journey would look like.

*Actual family business members' names have been changed to protect confidentiality.

Leading practices in good governance

There are three different areas to consider to create a governance structure that will work for your family and business, the needs of the family, the business, and the ownership. Each of these areas must be addressed if you want to achieve your goals and find the right structural balance. Keep in mind that while the outcome is important, the process of thinking about and agreeing on important decisions before they have to be made is key.

While there is no one size that fits all, the following are common leading practices and potential outcomes of good governance within family businesses:

“ Better governance of a family business can help improve business performance and satisfy the expectations of all family members. ”

| | Leading practices | Governance structures | Outcomes |
|-----------|--|--|---|
| Family | <ul style="list-style-type: none"> — Develop communication channels — Create a family constitution to help resolve future conflict — Appoint an advisory board that includes non-family members — Establish guidelines and policies to help decision-making | <ul style="list-style-type: none"> — Family council — Family assemblies | <ul style="list-style-type: none"> — Family code of conduct — Family constitution |
| Business | <ul style="list-style-type: none"> — Understand the risks in your business — Develop a clear strategic vision — Monitor and evaluate key business performance indicators — Implement an effective assurance framework | <ul style="list-style-type: none"> — Board of directors — Advisory boards | <ul style="list-style-type: none"> — Strategic plan |
| Ownership | <ul style="list-style-type: none"> — Develop a shareholders' agreement that includes management and succession objectives — Establish ownership criteria for family members — Establish an education plan for the next generation regarding ownership rights and responsibilities | <ul style="list-style-type: none"> — Shareholder assemblies — Shareholder meetings | <ul style="list-style-type: none"> — Shareholders' agreement — Ownership succession plan — Estate plan |

Source: KPMG Enterprise leading practices in family business governance, 2017

We're here to help

KPMG Enterprise family business advisers can help you to achieve long-term prosperity and family harmony. We can help with every step of the wealth management process, from putting a governance structure in place to creating an inventory of wealth, devising and implementing a wealth management strategy, as well as ongoing monitoring

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