

## Managing Diverse Board Personalities to Achieve Consensus

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*By Jen Rubin*

Much has been written about the advantages diverse individuals bring to corporate boards and the benefits to corporate governance of disparate ideas, backgrounds and human experience. But little guidance exists about how to advise a group of individuals who are as diverse in their background as they are in their approach to avoiding, navigating and resolving legal disputes. Corporate counsel play key roles in advising, guiding and managing board-level decisions regarding legal risk. It would seem, therefore, that successful risk management requires an understanding—and a harnessing—of the individual personalities of the people who make up the corporation's governing body. Here is a brief primer regarding some of the personalities that compose the board—and some guidance regarding how to leverage those disparate personalities to achieve consensus.

### **The Peacemaker**

The peacemaker may be easy to identify because this individual enjoys brokering disputes. Typically the peacemaker will

advocate their position by identifying specific objective criteria that a brokered resolution will accomplish. The peacemaker prides themselves on their ability as leaders to drive consensus and this is undoubtedly a strength. If the goal of the particular decision is to bring closure to a typical matter, corporate counsel should consider making the peacemaker the focus of any initial presentation with a particular emphasis on the matters to be gained by resolution. The peacemaker will be an ally in any decision that requires suppleness in fashioning positions. Consensus is core to their values.

### **The Preacher**

The preacher is usually the individual who not only understands at a gut level the mission of the organization, but who quickly and capably articulates that mission within corporate decision making. The preacher is not necessarily spiritual in the religious sense but rather is adept at articulating



how the end goal of the legal dispute serves the corporate mission. Corporate counsel should harness this personality in drafting any board communications in light of the preacher's ability to capably articulate the reasons for the certain course of action and why those reasons fit within the business, but more importantly within its cultural objectives.

### **The Scientist**

The scientist thrives on data—facts, numbers, conclusions—from which to extrapolate the goal to be achieved. This is the board member for whom corporate counsel needs to assemble and prepare the facts—and

if those facts can be expressed in a data set, all the better. The scientist will invariably have read all of the briefings and information and will have very specific questions based on that data. The scientist will expect data-centric answers to those questions. It will be difficult (but not impossible) to sway this individual from their position absent specific benchmarks because the scientist stubbornly adheres to the facts. Use the peacemaker in this instance to cast that data into the benefits of consensus; the preacher can also help articulate the reasons to depart from data within the context of the corporation's mission. Whoever is harnessed must take a methodical approach.

### **The Judge**

The judge has already made up their mind about the particular decision but may or may not signal that their position is inflexible. This personality presents unique challenges because the judge may be swayed from their firm positions based upon a particular but undefined set of facts. This individual makes decisions based primarily on personal principles and may find it difficult to yield from a conclusion because they will not betray their core values. The scientist may be the most reliable ally in this circumstance because hard data can occasionally overcome rigid moral positions.

### **The Politician**

The politician may or may not be a retired public figure or other

figurehead who is not necessarily entirely engaged in corporate affairs and instead approaches corporate decision-making from self-interest. Over-commitment may prevent this personality from being the most productive board member, which may sacrifice the unique perspective that can be brought to bear on specific issues (such as a heightened sensitivity to public relations and social media). The politician declines to play a key role in decision-making and may not be the most prepared to undertake an extended discussion of facts or data. It is important to prepare appropriate summaries of key points in order to give this disengaged personality the basis upon which to make a decision (and to determine which ally on the board will sway the politician's vote).

### **The Warrior**

The warrior is the fighter who slays corporate enemies. The warrior may view themselves as super heroic—a Captain America who fights for the corporation's ideals or someone with Wonder Woman's superhuman strength and agility. The warrior may be inclined to sacrifice the corporation's values the preacher articulates and reject the scientist's data—all to vanquish the enemy. The warrior may fight for the sake of fighting but sometimes purely to prove themselves correct. The warrior's ego creates significant management challenges particularly when a peacemaker is a strong presence on the board.

### **The Lawyer**

The last personality presents a challenge for corporate counsel because lawyers are trained and naturally self-confident skeptics. It is the board member with legal training (perhaps a past practicing lawyer) who tests the data, suggestions and analysis that corporate counsel bring to the boardroom. When coupled with anecdotes of past experience, it may be difficult if not impossible to move the lawyer off of a firm position. The preacher and peacemaker may help here.

Most corporations do not create shareholder value through legal disputes but board involvement in legal quarrels is inevitable. Every board is composed of individuals with quirks that differing experience, education and background dictate. Corporate counsel's emotional intelligence in recognizing and managing particular board members' idiosyncratic approaches to disputes may help manage a runaway, uncontrolled or unruly board.

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