

**THE WHARTON SCHOOL
OF THE UNIVERSITY OF PENNSYLVANIA
PHILADELPHIA, PA**

Strategies and Practices of Family-Controlled Companies

Management 833

**COURSE SYLLABUS
Spring 2017**

1:30 PM – 2:50 PM

INSTRUCTOR:

Mr. William H. Alexander – Lecturer

CONTACT INFORMATION:

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OFFICE HOURS:

Tuesday and Thursday 10:30 AM to 12:00 Noon by Appointment

Other times as scheduled by the Instructor

Course Description

Family-controlled private and public companies are the dominant form of enterprise worldwide, comprising more than 90% of all businesses. They are currently undergoing intense competitive transition in form and function and more than three trillion dollars of assets will change generational management during the next ten years. This course is designed for those persons who desire to understand the distinct strategies and practices of family-controlled companies and family wealth management. It will focus on shareholder decision-making; financial and market-driven options for long-run competitiveness, organizational structures, and management team issues; strategic planning from a resource-based perspective; transition planning for the corporate entity, family dynamics and communication issues; and leadership empowerment. The course is intended for those contemplating a career in a family firm, but will have applicability for those students contemplating starting a business or consulting with family businesses. It will present both a theoretical framework for understanding the family form of business organization and a practice perspective on working as a family member in the family business.

Course Learning Objectives

- A. *Develop a Theoretical Framework:* Students should develop a theoretical framework for understanding and assessing the unique performance requirements and capabilities of the family form of business organization. They will meet this objective through course readings, lectures, role plays, and open dialogue comparing their current organizational and management understanding with the framework presented in the course.
- B. *Develop a Practice Perspective:* Students should move beyond theory to develop a working knowledge of how to address the idiosyncratic organizational, management, financial and relational dynamics present in family-controlled companies. This practice perspective will be gained through case study preparation and class exchange, interaction with family business professionals during living cases and through open dialogue with the class instructor and guests who have active consulting practices with family-controlled firms.

C. *Improve Personal Skill Set:* Students should be challenged to improve their personal skills in the areas of communication, conflict resolution, diagnostic assessment, solutions finding, and writing case based materials. The class is intended to be very interactive and to encourage students to look first at themselves and then at how to lead others toward change (the order for all change efforts), a task made more difficult when the “others” are family.

D. *Expand Personal Knowledge Base:* Students should view this class as an opportunity to greatly expand their personal knowledge base through exposure to new and diverse management theories, organizational practices and structures, relationship dynamics, and transition strategies. No other class at Wharton will present students with a comprehensive theoretical and practical understanding of the predominant form of business organization in the world.

Course Format

The class is structured around topical lectures and guest presentations that explain the strategies and practices for managing and transitioning the organizational, human, process, and financial resources of family-controlled companies. The lectures are brought to life through the dialogue of students with the professor’s framework for managing family-controlled firms, case applications, and interaction with family business professionals and service providers. Classes and assignments will provide students with the following opportunities:

- To gain an academic and practice framework for assessing the long-run performance capabilities of family-controlled companies.
- To hear lectures from and interact with academics, family business practitioners, and psychologists.
- To participate in living cases with family member owners and managers.
- To examine in-depth case studies which address various aspects of the management and transition of a family-controlled enterprise.
- To prepare written analysis and recommendations concerning family-controlled companies.

The course is open to all University of Pennsylvania graduate students. There are no prerequisites for taking the class.

Course Requirements

The following outline presents the course requirements:

- A. *Examinations and Term Project*: A **take home** exam will be administered during the term that will require the student to answer questions and respond to simulated family business situations in a way that demonstrates their working knowledge of class lectures and required course readings. **A Term Project**, (12 to 15 pages double spaced) will be required of all students and will consist of the student applying course content to a real life situation which the student is facing or might face as they pursue a career either in a family business or providing services to a family business.
- **Take Home Exam due April 4, 2017**
Term Project due May 2, 2017

B. *Case Papers* – Students will be required to prepare three written case presentations (approximately 3-5 pages, double spaced) during the course of the semester. Case papers will be due the day the case is discussed in class and no exceptions will be made for late papers due to the nature of case presentations. The student will be given a choice of three case studies from which to choose two of the submissions. The third case study, based on world cultures, is mandatory. The case information is below:

<u>Case</u>	<u>Due Date</u>
<i>LG Investments</i>	<i>2/09/17</i>
<i>J Perez Foods (A)</i>	<i>2/23/17</i>
<i>Franklin Harris and Sons, Inc.</i>	<i>3/28/17</i>
<i>Selective Case Studies from Cultures around the World</i>	<i>4/13/17</i>

C. *Attendance and Class Participation*- The success of this course is based on the Student's consistent preparation, regular attendance, submittal of non-graded assignments, and active participation in all class discussions and/or Canvas exercises. The student's informed contributions to the learning process are expected on a regular basis, therefore, attendance is mandatory. The Instructor reserves the right to drop from the rolls any student missing four (4) or more classes in accordance with University regulations.

D. *Evaluation and Grade* – Student grades will be determined in the following manner:

Take Home Exam (4/4/17)	10%
Term Project	40%
Case Write-Ups (3 ea. @ 10%)	30%
Resource Exercise (1/19/17)	1%
Values Exercise (4/20/17)	3%
Communications Exercise (2/23/17)	1%
Conflict Resolution Exercise (2/07/17)	4%
Ownership Options Exercise (4/6/17)	2%
Consulting Assignments (2/16 and 3/30)	4%
Attendance and Participation	<u>5%</u>
TOTAL	100%

Course Materials

REQUIRED READING FOR CLASS DISCUSSION AND EXAMINATIONS:

Articles and Cases on Study.Net

RECOMMENDED FURTHER READING:

Family Business Source Book, 3rd Edition, Aronoff, Astrachan & Ward
Strategic Planning for the Family Business: Parallel Planning for Family and Business
Unity, Carlock & Ward
Generation to Generation, Gersick et al.
Working with the Ones You Love, Jaffee
The Hero's Farewell, Sonnenfeld
Getting to Yes, Ury & Fisher
Keeping the Family Business Healthy, Ward
Creating Effective Boards for Private Enterprise, Ward
The Speed of Trust, Covey

MGMT 833 Strategies and Practices of Family-Controlled Companies

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PART 1: THE THEORETICAL FRAMEWORK

1/12 **INTRODUCTION: FAMILY BUSINESS – WHY IT IS IMPORTANT**

Session One: will introduce the student to the study of family-owned business. The student will receive an overview of the course contents and requirements and will be introduced to the concept of a **STEWARDSHIP CULTURE** upon which all successful family businesses are built.

Readings:

1. *The Success of Family Companies Turns Much of Modern Business Teaching on Its Head, Management Theory*
2. *Case Study: Faber-Castell, AG, EY Family Business Yearbook*

1/17 **THE IMPORTANCE OF GETTING THE RIGHT CULTURE IN A FAMILY BUSINESS**

Session Two: will explain the importance of culture to everything a family business does and contrast steward and agency cultures in a family business.

Readings:

1. *The Competitive Advantage of Culture in a Family Business, LeCouvie, Rhodes*
2. *Stewardship or Agency, Miller, LeBreten-Miller, and Lester*
3. *Case Study: The Mitchell Family and Mitchell/Richards, Edmonson and Davis*
4. *Case Study: Tensions Roil Este Lauder Dynasty, WSJ, Byron*

1/19 **STEWARDSHIP CULTURE AND COMPETITIVE ADVANTAGE**

Session Three: will explain the connection between a stewardship culture and multigenerational wealth creation.

Submission: Resource Exercise

Readings:

1. *Leveraging Family-Based Brand Identity to Enhance Firm Competitiveness and Performance in Family Business, Craig, Dibrell, Davis*
2. *Case Study: Succession and Continuity for Johnson Family Enterprises (A) Ward*

1/24 WHY A STEWARDSHIP CULTURE IS SO DIFFICULT TO ACHIEVE

Session Four: will explore why the founder does what he/she does in determining the type of culture the business possesses during his/her tenure and beyond.

Readings:

1. *The Role of the Founder in Creating Organizational Culture, Schein, pgs. 225-238*
2. *What Does My Childhood Have to Do With My Leadership*
3. *Case Study: Sam Steinberg A&B*
4. *Case Study: H.B. Alexander*

PART TWO: THE FIRST GENERATION AGENDA

1/26 TRUST; NOTHING IN A FAMILY BUSINESS HAPPENS (QUICKLY) WITHOUT IT!

Session Five: will focus on the key to making anything happen in a family business – trust. This session will focus on how to measure the level of trust in a family, how trust is built and destroyed in a family, and why the development of the trust resource is the foundation for the development of all other resources in a family business.

Readings:

1. *Trust, The Beginning of Everything in a Family Business, Alexander*
2. *Case Study: The Rift – A Family Dynasty Fights Over the Future of Luray Caverns, Chang*

1/31 EMPOWERMENT: JOB #1 FOR GENERATIONAL SUCCESS!

Session Six: will focus on the responsibility of the current generation in a family business to empower the succeeding generation utilizing effective mentoring techniques. This session will focus on the components of empowerment and how they are obtained .

Readings:

1. *Assessing and Enhancing Individual Power in the Family Business, Davis*
2. *Know that Your Mentee Can be Anyone, Anywhere, Rychman*
3. *Case Study: Anderson Steel Services, Inc*

2/02 CONFLICT RESOLUTION: KEEPING THE ENERGY POSITIVE.

Session Seven: will focus on specific skills and strategies that future leaders need to utilize in order to communicate and resolve conflicts inherent in ownership and leadership transitions in a family business.

Readings:

1. *Negotiating Effectively in Family Business Systems, Malhatra and Davis*
2. *Case Study: Anderson Steel Services, Inc*

2/07 CHANGE MANAGEMENT: CHANGE IS INEVITABLE SO DO IT RIGHT

Session Eight: will discuss the change process in family-controlled companies. It will analyze the cultural, organizational, and human life cycle aspects of change and develop strategies for assisting family groups in transitioning over time.

Submission: *Conflict Resolution Exercise*

Readings:

1. *Embracing Change and Honoring the Past: The Challenge of Family Business: Stephanie Brun de Pontet, Ph.D.*
2. *Case Study: Anderson Steel Services, Inc*

2/09 THE FIRST GENERATION: A ROLE PLAY

Session Nine: will explore, using role play with student participation, the issues that a first generation business must address so that succession to the second generation can be achieved.

Submission: *LG Investments, LLC Case Study*

Readings:

1. *LG Investments, LLC, A Family Business in Generational Transition, (A, B, C, and D), Hess*
2. *Succeeding with Succession Planning in Family Businesses: The Ten Key Principles, Bhalla and Kachaner*

2/14 FIRST GENERATION ISSUES: CLASS PRESENTATIONS

Session Ten: will feature presentations by class members who will discuss issues in their first generation family businesses. Students will be required to submit recommendations, using course content, to address the issues these families are confronting.

2/16 COMMUNICATIONS: THE KEY TO PUTTING ANY RESOURCE IN PLACE

Session Eleven: will explore strategies for how to empower leaders through effective communications. It will focus on being empowered through good communications to be able to move from a parent-child to a peer relationship.

Submission: *First Generation Consulting Exercise*

Reading:

1. *Barriers and Gateways to Communications, Rogers & Roethlisberger*

2/21 COMMUNICATIONS: (Continued) LEADERSHIP EMPOWERMENT STARTS WITH BEING A GOOD COMMUNICATOR.

Session Twelve: Dr. Treat will demonstrate the proper methods for intervention necessary to correct dysfunctional communications.

Readings:

1. *Reread Barriers and Gateways to Communications*

PART III: THE SECOND GENERATION

2/23 THE SECOND GENERATION: AN INTRODUCTION

Session Thirteen: will explore, through a case study, J. Perez Foods (A), the issues that a second generation business must address so that succession to the third generation can be achieved.

Submissions: *Communications Exercise and J. Perez Foods (A)*

Reading:

1. *J. Perez Foods (A)*
2. *Key Concept: The Balance of Steward and Agency Cultures*

2/28 GOVERNANCE: WHY YOUR COUSINS MAKE IT NECESSARY!

Session Fourteen: will explore why the second generation has a whole new set of challenges to prepare for succession and why governance must be introduced into the business.

Reading:

1. *Governing the Family Enterprise: Practices, Performance and Research Gersick, Feliu*

3/03 THE FAMILY MEETING: GETTING EVERYONE INTO THE ROOM

Session Fifteen: will explain the importance of family meetings and how a family must commit to making such meetings effective by developing trust and good communications skills

Reading:

1. *The “Ins” and “Outs” of Family Meetings: Schuman*

3/14 THE FAMILY CONSTITUTION: RULES FOR ALL OCCASIONS.

Session Sixteen: will explain the purpose and benefits of actually writing down the rules and procedures the family agrees to in the governance of its business enterprise(s). The increase in trust by eliminating ambiguity in the family business system will be emphasized.

Readings:

1. *Technical Note: The Family Constitution, Ward*
2. *Questions to be Answered in a Family Charter, Ward*
3. *The Gary W. Smith Family Constitution (Scan)*

3/16 THE NON FAMILY MANAGERS: CREATING A VALUABLE RESOURCE IN THE FAMILY BUSINESS

Session Seventeen: will explore ways to attract and maintain key managers when the business grows beyond the capacity of family members to provide management.

Readings

1. *Managing the Complexity of Human Resources in Family Firms: Ransburg, Sage-Hayward, and Schuman*

3/21 THE BOARD OF DIRECTORS: USING OUTSIDERS TO MAXIMIZE BOTH VALUE AND FAMILY HARMONY.

Session Eighteen: will explain the value of outside influence as a family business grows in size and complexity.

Readings:

1. *Board of Directors of the Family Firm, Davis and Cormier*
2. *Case Study: Bush Brothers & Company, Carr*

3/23 SECOND GENERATION ISSUES: CLASS PRESENTATIONS

Session Nineteen: will feature presentations by class members who will discuss issues in their 2nd generation family businesses. Students will be required to submit recommendations, using course content, to address the issues these families are confronting.

PART IV: THE THIRD GENERATION AND BEYOND

3/28 THE THIRD GENERATION: INTRODUCTION

Session Twenty: will explore the issues that a third generation business must address so that succession to the fourth generation can be achieved.

Submission: *Franklin Harris and Sons, Inc.*

Reading:

1. *How Outgoing CEOs Can Make Change a Tradition, Ward, Aronoff*
2. *Franklin Harris & Sons, Inc.*

3/30 OWNERSHIP: MOVING TOWARD A FINAL SOLUTION

Session Twenty-one: will explain why, once a family business gets to the third generation, it is necessary to institutionalize ownership of the business, because of the increasing complexity of both the family and the business. Methods to achieve this institutionalization will be discussed.

Submissions: *Term Project Proposal and Second Generation Consulting Exercise*

Readings:

1. *Understanding Buy-Sell Agreements, Carlson*
2. *Distinguishing Ownership Succession from Management Succession, Cohn*

4/04 LIVING CASE STUDY; J. M. HUBER CORPORATION

Session Twenty-two: Peter Francis, retired CEO of the J.M. Huber Company, one of America's largest family businesses, will share with the class how the Huber family governs their family business ownership system from generation to generation.

Submission: *Take Home Exam*

Reading:

1. *Case Study :J.M. Huber, A Family of Solutions, Glemser*

4/6 OWNERSHIP: DIFFICULTY IN MAKING THE CORRECT CHOICE

Session Twenty-three: will expose the student to the complexity of planning ownership for future generations of family members

Submission: *Ownership Options Exercise*

Readings:

1. *Ottawa Devices (B)*

4/11 OWNERSHIP: THE POWER OF A GOOD TRUST DOCUMENT

Session Twenty-four: will explore the ability of trust documents to resolve both tax and conflict issue in the transfer of stocks from one generation to the next.

Readings:

1. *The Trust as an Option for Ownership, Lefever*

4/13 LIVING CASE STUDY: CLEMENT PAPPAS, INC

Session Twenty-five: will present the story of how a family business planned for ownership continuity, and still failed to get ownership down to the next generation. Clement Pappas II will present the story of Clement Pappas, Inc.

Submission: World Culture Case Study

4/18 CLASS PICNIC AND LIVING CASE STUDY; CLEMENS FAMILY CORPORATION

Session Twenty-six: will examine the Clemens Family Corporations, a firm that has been driven by clear ownership values, vision, and mission to achieve multigenerational success. It will provide students with an opportunity to explore the importance of values and vision in a successful Family Business with the immediate past CEO of the firm, Mr. Phil Clemens, while, at the same time, enjoying some of his company's products.

Reading:

1. *Case Study: Clemens Family Corporation (B)*

4/20 LETTING GO: THE ULTIMATE GENERATIONAL CHALLENGE

Session Twenty-seven: will explore why so many family business leaders have trouble letting go.

Submission: Values Exercise

Readings:

1. *The Hero's Reluctant Farewell, Sonnenfeld*
2. *The Succession Conspiracy, Lansberg*

4/25 PUTTING IT ALL TOGETHER TO INSURE SUCCESSION

Session Twenty-eight: will detail an ideal transition plan with emphasis on the transfer of resources and the empowerment of the successor generation as the key to the perpetuation of any business through multiple generations.

Readings

1. *What Succession Planning is All About, Cohn*