

Full contents

Preface

xvii

1	Introduction	1
1.1	Thematic focus	2
1.2	Intended audience	2
1.3	Structure and pedagogical tools	3
2	Defining the family business	4
2.1	The distinction between family and nonfamily firms	4
2.2	Defining family business by type of family involvement	8
2.2.1	Amount of family control	10
2.2.2	Complexity of family control	11
2.2.3	Business setup	12
2.2.4	Philosophy of family control	13
2.2.5	Stage of control	14
2.3	Circle models of family influence	16
2.3.1	Advantages of circle models	18
2.3.2	Disadvantages of circle models	19
2.4	Family firm identity	21
2.5	Family business definition used in this book	22
3	Prevalence and economic contribution of family firms	24
3.1	Prevalence of family firms worldwide	24
3.1.1	United States	24
3.1.2	Europe	25
3.1.3	Asia and Pacific Rim	26
3.1.4	Middle East/Gulf countries	26
3.1.5	Latin America	27
3.1.6	Africa	27
3.1.7	Summary	29
3.2	Economic contribution of family firms	29
3.2.1	Size of family firms	29
3.2.2	Contribution to employment	30
3.2.3	Contribution to GDP	30
3.2.4	Summary	31
3.3	Institutional setting and the prevalence of family firms	31

3.3.1	Industry affiliation of family firms	31
3.3.2	Stock market listing of family firms	33
4	Strengths and weaknesses of family firms	36
4.1	Typical strengths of family firms	36
4.2	Typical weaknesses of family firms	38
4.3	Bivalent attributes of family firm characteristics	42
4.4	Case study	43
5	Governance in the family business	46
5.1	Why do family firms need governance?	46
5.1.1	Motivation of family owners	47
5.1.2	Functionality of traditional governance mechanisms in family firms	49
5.1.3	Specific governance problems in family firms	51
5.2	Typical governance constellations in family firms	59
5.3	Performance implications of governance constellations	62
5.4	Untangling corporate, ownership, family and wealth governance	64
5.5	Corporate governance	66
5.5.1	Picking the right people for the board of directors	68
5.5.2	The role and involvement of the board of directors	68
5.5.3	The board's involvement in strategy formulation	71
5.6	Ownership governance	72
5.7	Family governance	73
5.7.1	Goal and topics of family governance	74
5.7.2	Family values and goals	75
5.7.3	Family involvement in management	76
5.7.4	Family involvement in ownership	78
5.7.5	Family involvement in new entrepreneurial activity	80
5.7.6	Family involvement in philanthropy	82
5.8	Wealth governance	83
5.8.1	The uncoordinated family	86
5.8.2	Embedded family office	89
5.8.3	Single-family office	92
5.8.4	Family trust/foundation	96
5.8.5	Which wealth governance constellation is best?	99
5.9	Governance documents: code of conduct and family charter	100
5.9.1	Family charter	100
5.10	Governance bodies: family assembly and family council	103

5.11	Integrated governance in family firms	105
5.12	Case studies	109
6	Strategic management in the family business	116
6.1	Strategic decision making in family firms	116
6.1.1	Socioemotional wealth (SEW)	116
6.1.2	Distinctiveness of financial and socioemotional viewpoints	119
6.1.3	How SEW impacts strategic decision making: a framework	121
6.1.4	Some evidence of SEW in family firm behavior	122
6.1.5	Preference reversal under vulnerability	123
6.2	Conceptualizing the competitive advantage of family firms	126
6.3	The agency perspective	128
6.3.1	Aligned interests of family owners and family managers	128
6.3.2	Misaligned interests of family owners and family managers	129
6.3.3	Family owners harming nonfamily managers	130
6.3.4	Family owners monitoring nonfamily managers	131
6.3.5	Family owners expropriating nonfamily minority owners	132
6.3.6	Family owners in conflict with each other	132
6.3.7	Summary and case study: family firm competitiveness from an agency perspective	134
6.4	The resource-based perspective	137
6.4.1	Familiness	137
6.4.2	Family as resource provider	138
6.4.2.1	Financial capital	139
6.4.2.2	Human capital	141
6.4.2.3	Social capital	141
6.4.2.4	Physical capital	142
6.4.2.5	Reputation	143
6.4.3	Family as resource manager	145
6.4.4	Turning familiness into business strategies	146
6.4.5	Summary and case study: family firm competitiveness from a resource-based perspective	149
6.5	The organizational identity perspective	150
6.5.1	Intertwined identities of family and firm	151
6.5.1.1	The particular relevance of identity and identification in family firms	151

	6.5.1.2	Linking family firm identity to corporate reputation	153
	6.5.2	Corporate social responsibility in family firms	153
	6.5.3	Branding in family firms	154
	6.5.3.1	Family firm image: the particular role of relational qualities	155
	6.5.3.2	Family firms as brand builders	155
	6.5.4	How a family firm image drives financial performance	158
	6.5.5	The dark side of family firm identity	160
	6.5.6	Some empirical findings on the family firm image–performance link	163
	6.5.7	Summary and case study: family firm competitiveness from an identity perspective	163
6.6		The institutional perspective	167
	6.6.1	The micro view: strategic conformity of family firms	168
	6.6.2	The macro view: family firms under various institutional regimes	170
	6.6.3	Family business groups: an institutional perspective	172
	6.6.4	Some international comparisons	174
	6.6.5	Summary and case study: family firm competitiveness from an institutional perspective	174
6.7		The paradox perspective	176
	6.7.1	What are paradoxes?	178
	6.7.2	Tensions and paradoxes in the family firm context	179
	6.7.3	The promise of a paradox perspective for family firm management	181
	6.7.4	Management approaches to dealing with tensions	183
	6.7.5	How the management of paradoxes drives firm performance	185
	6.7.6	Paradoxes at play: innovation in family firms	187
	6.7.7	What it takes to manage paradoxes: collective mindfulness	192
	6.7.8	Summary and case study: family firm competitiveness from a paradox perspective	193
6.8		Generic strategies for family firms	194
6.9		Tools for strategic management in family firms	194
7		Succession in the family business	203
	7.1	Succession options	204
	7.2	Opportunities and challenges of succession options	206

7.3	Significance of succession options	210
7.4	Declining relevance of intra-family succession	211
7.5	Sources of complexity in family business succession	215
7.6	Structuring the succession process: succession framework	218
7.7	Clarifying goals and priorities	220
7.7.1	Which succession option to choose?	220
7.7.2	Goals of incumbent and successor	224
7.7.3	How incumbent and successor determine acceptable transfer prices	225
7.7.4	What motivates and discourages family successors from joining?	229
7.7.5	Successor willingness and ability	232
7.7.5.1	Successor willingness: it is the type of commitment that matters	232
7.7.5.2	Successor ability: it is the job profile that matters	234
7.7.5.3	The willingness and ability diagram	234
7.8	Reviewing the firm's strategy	240
7.8.1	Stagnating performance	241
7.8.2	Leadership vacuum	241
7.8.3	Diversified product/market portfolio	241
7.8.4	Intertwined operating and non-operating assets	242
7.8.5	Firm as incumbent's retirement fund	242
7.9	Planning the transition of responsibilities	243
7.9.1	The succession road map	248
7.9.2	Entry paths for the successor	252
7.9.3	Adapting roles for incumbent and successor	253
7.9.4	Grooming the successor	254
7.10	Valuing the firm	258
7.10.1	Net asset value	261
7.10.2	EBIT or EBITDA multiple valuation	262
7.10.3	Discounted free cash flow (DCF) valuation	264
7.10.4	Combining different valuations to get a fuller perspective	270
7.10.5	From valuation to price	270
7.11	Financing the succession	274
7.11.1	Financing with equity	274
7.11.2	Financing with vendor loan	275
7.11.3	Financing with bank loan	276
7.11.4	Financing with subordinated debt and mezzanine capital	277
7.11.5	Combining multiple financing options	279

7.12	Defining the legal and tax setup	285
7.12.1	Transfer to family members	286
7.12.1.1	Giving shares to family members	286
7.12.1.2	Trusts	291
7.12.1.3	Selling shares to family members	294
7.12.2	Transfer to co-owners	297
7.12.3	Transfer to employees	299
7.12.3.1	Employee stock ownership plans (ESOPs)	299
7.12.3.2	Management buyouts (MBOs)	300
7.12.4	Private equity, recapitalizations and leveraged buyouts	301
7.12.4.1	Private equity recapitalizations	302
7.12.4.2	Leveraged buyouts (LBOs)	302
7.12.5	Complete sale to financial or strategic buyer	305
7.13	Case study	306
8	Change and transgenerational value creation	311
8.1	Change and adaptation in family firms	312
8.1.1	The sensemaking of family firms in changing environments	313
8.1.2	Recognition—the ambiguous role of the family firm’s network	314
8.1.3	Interpretation—long-term orientation versus socioemotional wealth	314
8.1.4	Decision making—the key advantage of family firms	315
8.1.5	Implementation—the double-edged sword of experience and loyalty	316
8.1.6	Summary: family firms and change	317
8.2	Longevity of family firms	322
8.3	Transgenerational value creation in family firms	325
8.3.1	Value creation versus longevity	326
8.3.2	Some evidence on transgenerational value creation	327
8.3.3	Transgenerational value creation defined	327
8.3.4	Transgenerational value creation: a model	328
8.3.4.1	Upholding change and entrepreneurship	329
8.3.4.2	Parallel control of several businesses and limited diversification	331
8.3.4.3	Sequential control of businesses: buy, build and selectively quit	333

8.3.4.4	From business management to investment management expertise	342
8.3.4.5	Maintaining control despite looser forms of family involvement	343
8.3.4.6	Multiple and changing roles for family members	345
8.3.4.7	Focus on the overall performance of family wealth	346
8.3.4.8	Renewed identification: we are a 'family in business'	346
8.3.5	Transgenerational value creation from a dynamic point of view	350
8.3.5.1	Evolution of business management	353
8.3.5.2	Evolution of investment management	355
8.3.6	Integrated business and investment management for large fortunes	356
8.3.7	Case studies	361
9	Financial management in the family business	368
9.1	Why finance is different for family firms	369
9.1.1	Concentrated and active majority owners	370
9.1.2	Owners with a long-term view	370
9.1.3	Owners who value economic <i>and</i> socioemotional utility	371
9.1.4	Owners with privileged access to information	372
9.1.5	Illiquid market for shares	373
9.2	Family equity as a distinct asset class	373
9.3	Performance of family firms: a short review of the evidence	377
9.4	Risk taking in family firms	378
9.4.1	High wealth concentration	378
9.4.2	Low leverage	378
9.4.3	Low investment risk	379
9.5	Debt financing	380
9.5.1	Advantages of debt financing	380
9.5.2	Disadvantages of debt financing	380
9.5.3	Cost of debt capital	381
9.6	Equity financing	381
9.6.1	Advantages of equity financing	382
9.6.2	Disadvantages of equity financing	382
9.6.3	Cost of equity capital	383

9.7	Leverage	385
9.7.1	Leverage effect	385
9.7.2	Leverage, risk and firm value	386
9.7.3	Practical advice on the appropriate leverage level of family firms	386
9.7.4	Leverage and strategic challenges	388
9.8	Value management	390
9.9	Key financial indicators	392
9.10	Dilemmas in the financial management of family firms	393
9.10.1	The growth versus liquidity dilemma: the role of dividends	395
9.10.2	The profitability versus security dilemma: the role of leverage	399
9.10.3	The liquidity versus security dilemma: the role of portfolio management	400
9.11	Principles for the sustainable financial management of family firms	402
9.12	The role of the CFO in family firms	402
9.13	Management compensation in family firms	407
9.13.1	Some findings and reflections on compensation practices in family firms	408
9.13.2	Base salary	408
9.13.3	Bonus plan and supplemental benefits	409
9.13.4	Common stock	409
9.13.5	Phantom stock and stock appreciation rights (SARs)	410
9.13.6	Psychological ownership	411
9.14	The responsible shareholder in the family firm	412
9.14.1	Clarify values for the family and firm	413
9.14.2	Translate values into strategic goals	414
9.14.3	Hold management accountable to the goals	415
9.14.4	Establish family, ownership and corporate governance rules—and stick to them	416
9.14.5	Understand the key financials and value drivers of the firm	417
9.14.6	Be mindful	417
9.15	Case study	422
10	Relationships and conflict in the family business	428
10.1	The social structure of the family	428
10.1.1	The spousal team in business	433
10.1.2	The sibling team in business	435

10.1.3	The extended family in business	438
10.1.4	Family embeddedness	439
10.2	Trends in the social structure of the family	443
10.3	International variance in family values	448
10.4	Understanding interpersonal dynamics in the family firm: a systemic view	451
10.4.1	Systems in conflict and ambiguous context markers	454
10.4.2	Who is speaking? The challenge of skewed communications	456
10.5	Justice perceptions	458
10.5.1	Distributive justice	459
10.5.2	Procedural justice	461
10.5.3	Interactional justice	462
10.5.4	The importance of procedural and interactional justice in the family	463
10.5.5	Injustice perceptions and their consequences	466
10.6	Why family firms are fertile contexts for conflict	468
10.7	Types of conflict	470
10.7.1	Relationship conflict	470
10.7.2	Task conflict	470
10.7.3	Connection between task and relationship conflict	473
10.8	Conflict dynamics	474
10.8.1	The role of time in conflicts	474
10.8.2	Conflict and the lifecycle of the firm	475
10.8.3	Conflict escalation	476
10.9	Conflict-management styles	477
10.9.1	Domination	478
10.9.2	Accommodation	479
10.9.3	Avoidance	479
10.9.4	Compromise	480
10.9.5	Integration	480
10.9.6	Which conflict-management style is best in the family business context?	481
10.10	Communication strategies	482
10.10.1	Moving across time using conflict rooms	482
10.10.2	Principles of constructive and destructive communication	484
10.10.3	Why governance is not always the best solution	486

10.11	How to behave in the face of conflict	487
10.12	Case study	488
	<i>References</i>	494
	<i>Index</i>	507