

Scenario Planning and Foresight 2018
Advancing Theory and Improving Practice
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FUTURE ORIENTATION OF SUPERVISORY BOARDS

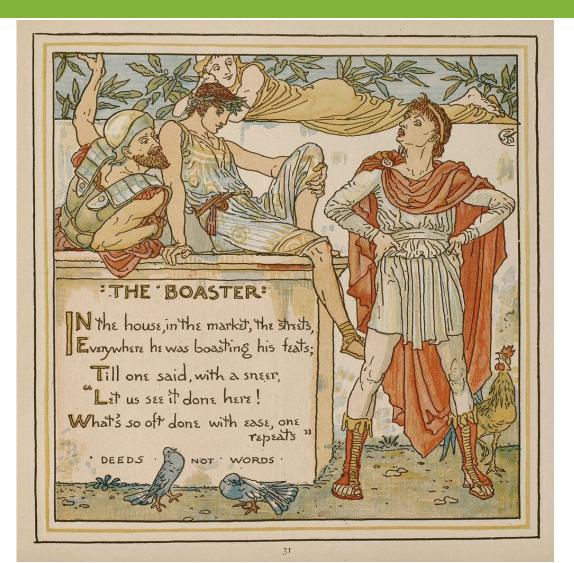
Towards a Futures Literacy Framework for Supervisory Board Members and Non-Executive Directors

(conceptual paper)

Michael König, Michael Ludescher

Hic Rhodos, hic salta!



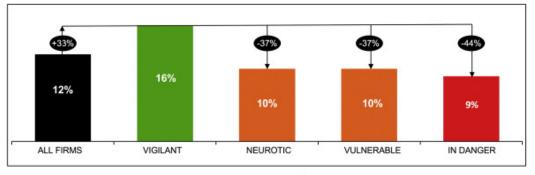




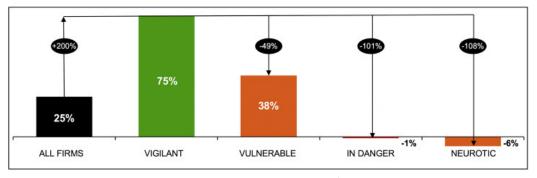


Recent research results by **René Rohrbeck** and **Ménes Kum** impressively show that listed companies employing structured strategic foresight are better off in profitability and market capitalization in the

long run.1



profitability¹



market capitalization¹

¹ Rohrbeck/Kum (2018), Corporate foresight and its impact on firm performance: A longitudinal analysis, Technological Forecasting and Social Change, 129, 105-116.

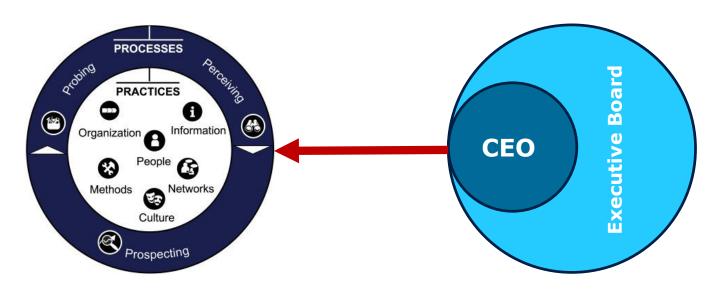




- Strategic foresight is usually discussed as a C-suite and operative management task.
- In a VUCA/TUNA world, changes of CEO and other C-suite executives might happen more frequently and have a significant impact on foresight practices and general future orientation of a firm. This is a challenge for supervisory board members (SBM) and non-executive directors (NED).
- The role of SBM and non-executive directors NED in safeguarding the future orientation of listed companies is still under-researched.
- There is a mismatch between current legal requirements and desired business practice for SBM and NED to ensure good foresight practice and to meet 21st century's grand challenges.
- Standard setters, SBM and NED need to get to grips with new insights in strategic foresight.







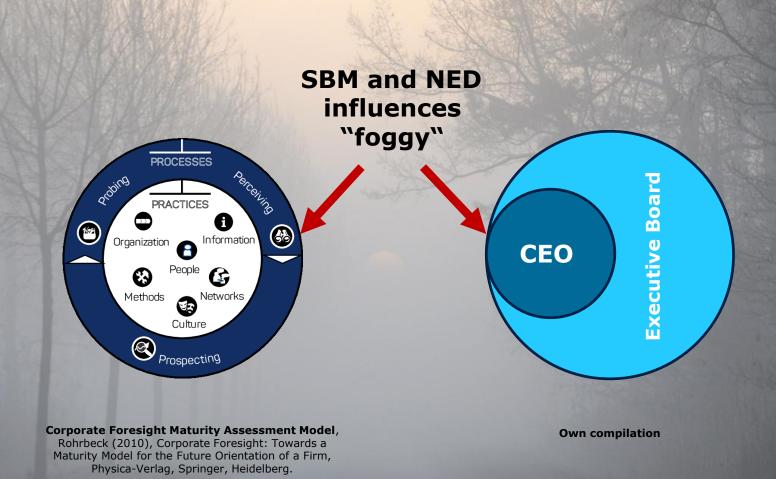
Corporate Foresight Maturity Assessment Model,

Rohrbeck (2010), Corporate Foresight: Towards a Maturity Model for the Future Orientation of a Firm, Physica-Verlag, Springer, Heidelberg.

Own compilation







Grand Challenges for SBM and NED



- VUCA and TUNA environments
- SBM and NED don't understand the companies' strategy¹
- Organizational Bricolage²
- Higher "turnover" of CEO and Executive Board Members
- Pivot and longevity of the enterprise³
- The Cunning of Artificial Intelligence
- Shareholder Activism
- Risk of Feral Futures⁴



¹ Sheehan/Powers (2018), Setting and vetting strategy: Bridging the chasm between CEOs and Boards, Business Horizons, 61, 679-688.

² Levi-Strauss (1966) The savage mind, University of Chicago Press, Chicago; Duymedjian/Rüling (2010) Towards a Foundation of Bricolage in Organization and Management Theory, Organization Studies, 31(2), 133–151.

³ Stadler, C. (2011), Enduring success: what we can learn from the history of outstanding corporations, Stanford Business Books, Stanford.

⁴ Ramírez/Ravetz (2010), Feral Futures: Zen and Aesthetics, Futures, 43, 478-487.

Challenges, Method, Approach



- High level of secrecy about SBM and NED activities of listed companies, mainly enforced by legal requirements, ad-hoc publicity risks, corporate governance, and shareholder pressure
- Content analysis (current status, integrated literature review)
- Exploratory approach: tackling the research gap from a legal angle (thorough investigation of legal foundations) to create first evidence for what's "inside the black box"
- Putting the lense a both, two-tier board systems (Continental Europe) and one-tier (Anglo-American) systems.
- Conceptual paper



Results



- Juxtaposition of legal foundations, desired practice and needs for better futures literacy of SBM and NED
- Development of a conceptual frame for the future orientation of SBM and NED
- Unpacking further research avenues (particularly empirical) and incentives for embedding the necessity of foresight capabilities for executive and non-executive board members within the legal foundations for listed companies in continental Europe and the UK.



How it all started...

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First Evidence for **Austrian listed companies**





Aufsichtsrat Fachinformation für die verantwortungsvolle Kontrolle und Beratung von Unternehmen und Stiftungen

Michael König/Michael Ludescher

Zur Rolle des Aufsichtsrats bei der Sicherstellung der Zukunftsorientierung einer börsenotierten AG

Hic Rhodos, hic salta!

Aktuelle Forschungsergebnisse zeigen, dass Unternehmen mit strukturierter strategische Frühaufklärung und aktivem Umgang mit alternativen Zukunftsszenarien langfristig erfolgreich sind. In einem volatilen, von disruptiven Innovationen und Technologiesprüngen geprägten Umfeld kommt dabei ganz besonders dem Aufsichtsrat von börsenotierten AGs eine wesentliche Rolle zu. Es ist seine Aufgabe, sicherzustellen, dass die Zukunftsorientierung im Unternehmen auch bei einem Wechsel von Vorstandsmitaliedern weiterhin erhalten bleibt. Diese Beitrag beleuchtet die rechtlichen und betriebswirtschaftlichen Rahmenbedingungen und unterstreicht die Notwendigkeit, dass sich Aufsichtsräte aktiv und noch weitgehender als bisher mit der Zukunft des Unternehmens und mit der Zukunftsorientierung der von ihnen zu überwachenden Vorstandsmitglieder auseinandersetzen müssen.



"Hic Rhodos, hic salta!" - "Hier ist Rhodos, spring!" So lautet in Äsops Fabel "Der prahlende Fünfkämpfer" die zweifelnde Aufforderung ei- zB durch eine nicht antizipierte oder falsch einnes Zuhörers an Jenen Athleten, der im Übermaß von seinen vergangenen Leistungen bei mit unerwarteten Ereignissen umzugehen, oder einem Wettkampf in Rhodos schwärmt. Angesichts der Stadt Rhodos möge er doch seine die einen wesentlichen Wettbewerbsvorteil Wundertaten wiederholen!(1) Dies erinnert ermöglicht hätten. Wie dem auf die Probe gefrappierend an die Erkenntnis, die man bei stellten prahlenden Athleten bei Äsop ergeht es der Durchstcht so mancher Lagebertchte börsenotierter AGs gewinnen kann. Basterend auf vergangenen Erfolgen wird dort eine geradezu Unternehmenserhaltung gefährdet ist, verlässt "fabelhafte" unternehmerische Zukunft vorausgesagt, bloß dass diese oft _angesichts Rhodos" der Realität nicht standhält. Vor allem zur strategischen Frühaufklärung und zum strukturierten Umgang mit Risiken und Ungewissheit, so-

wird, findet man wenig Aufschlussreiches, obwohl gerade dort die größte Nutzenstiftung zu erreichen wäre.(2) Der Moment der Wahrheit "bei Rhodos" kann in vielerlei Gestalt auftreten. geschätzte Krise, durch die fehlende Fähigkeit, auch durch das Nichterkennen von Chancen, dann auch den Vorständen, wenn die Hauptversammlung zuruft: "Jetzt spring!" Wenn die man sich dann in der Praxis gerne auf "too big to fail" und die Hoffnung, dass die Aktionäre oder der Staat helfend "einspringen" mögen.

Tatsächlich muss man dieses facettenreiche

Phänomen auch in Bezug auf die Rolle des Auffern diese Unterscheidung überhaupt getroffen sichtsrats näher beleuchten: Die Beurteilung des

- (1) Der prahlende Fünfkämpfer, in Nickel, Äsop Fabeln (2014).
- (2) Baumüller/König, Kennzahlen der strategischen Frühaufklärung im Rahmen der Rahmenberichterstattung, SWK 25/2012, 1096

- Clear segregation of duties between Executive **Board and SBM**
- SBM as reflective educators and sparring partners of the board
- Role conflicts between Executive Board and **SBM**
- Focus on classic Risk Management rather than on Foresight
- Backward looking/Hindsight: Low level of future orientation required
- SBM composition issues



Aufsichtsrat aktuell 4/2018

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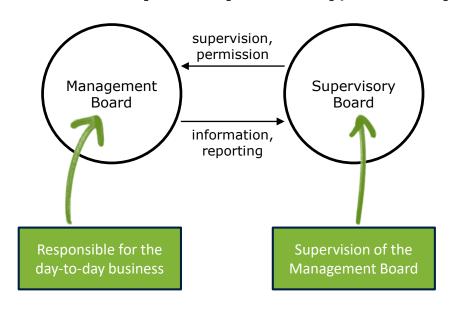
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One-Tier vs. Two-Tier System: A brief overview



Two-Tier System (Germany, Austria)



One-Tier System (UK)



Responsible for the day-to-day business

Not part of the daily management ->
Differentiation



NEDs are counterpart to the supervisory board

→ distinction is not as clear as between the separated organs in the two-tier system



Legal Situation



German Stock Corporation Act 1965



UK Companies Act 2006

Strong focus on the aspect of supervision

Stringent separation between supervising and managing organ

Case law: stronger future orientation of supervisory board → "consultant" to the board



EDs and NEDs have the same tasks, responsibilities, duties as well as liabilities

No legal differentiation between EDs and NEDs

Distinction between the organs → additional corporate governance codes



- There is no superior system → pros/cons situational
- Clearer segregation of duties between the organs
 - Tighter definition of member's qualifications
 - Usage of the knowledge/capabilities available
 - Stronger future orientation of the organs



Developments: Corporate Governance Codes



"The Management Board and Supervisory Board cooperate closely to the benefit of the company." (Rule 3.1)

MB informs SB about "[...] strategy, planning, business development, the risk situation, risk management and compliance" (Rule 3.4)

Coordination and discussion of the company's strategy and its implementation (Rule 3.2)

"Good corporate governance requires an open dialogue between the Management Board and Supervisory Board [...]" (Rule 3.5)



Primary role: monitoring the performance of EDs → appointment and removal (Provision 13)



NEDs should "[...] provide constructive challenge, strategic guidance, offer specialist advice and hold management to account" (Principle H)

"At least half the board [...] should be non-executive directors" (Provision 11)

Distinction between independent and non-independent NEDs (Provision 10)



Rules of the corporate governance codes are not legally binding

'Comply or Explain" (UK Financial Services Authority Listing Rule

9.8.6 and §161 German Stock Corporation Act)



Matches and Mis-Matches: The purpose of foresight is...



"to provide business executives and government policy makers with ways of seeing the (long term) future with different eyes and fully understanding the possible implications of alternative technological/societal paths. (...) Thus the purpose of foresight is neither to provide recipes nor specific forecasts. It's aim is to enhance an organisation's ability to consider various future scenarios without any preconceptions, debate their implications, examine the risks involved, estimate potential benefits, predict the cost/investments involved to arrive with practical alternatives that can be translated into executable actions".

Makridakis, S. (2004), Foreword: foresight matters, in: Tsoukas, H., Shepherd, J. (Hrsg.): Managing the future – foresight in the knowledge economy, Oxford, S. XIII-XIV.



ALFRED NORTH WHITEHEAD'S FAMOUS HARVARD SPEECH 1931



"Foresight is the crucial feature of the competent business mind"



5 main obvious Mis-Matches in SBM and NED frameworks:



- Mistaking foresight with risk management and planning.
- Post-hoc justifications instead of active boundary spanning.
- (Too) passive role in order to avoid role conflicts.
- No representation of the importance of futures literacy in SBM and NED committees.
- Vulnerability against grand challenges, particularly the impact of change of
 executive board members on the robustness of future orientation of a firm.



Future Research Avenues

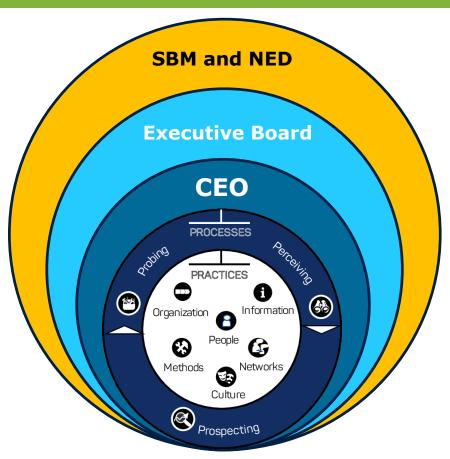


- This conceptual paper highlights shortcomings in SBM and NED future orientation in continental European settings (two-tier system, illustrated with Germany and Austria) and Anglo-American settings (one-tier system, illustrated with the United Kingdom) from a legal and a business administration perspective.
- There is a need to develop a broader research agenda for future-oriented corporate governance.
- First, investigating role conflicts and show (best) business practice.
- Second, modelling SBM and NED future orientation into influencing items on the cost of equity of a listed company via regression of cost of equity as dependent variable against independent variables, e.g.: $CoE_{it} = \alpha_0 + \beta_1 riskfree_{it} + \beta_2 growth_{it} + \beta_3 payout_{it} + \beta_4 lev_{it} + \beta_5 lev*dummy_{it} + \beta_6 log(size) + \epsilon$, while the dummy variable (1,0) could be the presence or absence of a distinctive SBM and NED item (regression model validated with the impact of change of accounting standards on cost of equity). This could show significance of SBM and NED items.



Desired state: "The vigilant company": Executives and Non-Executives embrace good Foresight Practice





Own compilation, based on:

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