NEGOTIATION AND CONFLICT RESOLUTION IN BOARD MEETINGS

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THAI INSTITUTE OF DIRECTORS

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AGENDA

- Learning Outcomes
- Sources of Conflicts on Boards
- Addressing Board Conflicts
  - Effective Communication
  - Emotional Regulation
  - Negotiation Techniques
  - Framing
  - Identifying Power Dynamics
- Developing Self-Awareness
- Case Studies
- Tips and Close

LEARNING OUTCOMES

- Understanding sources on conflict in boardrooms
- Negotiating techniques for directors
- Managing difficult conversations during board meetings
- Building consensus while preserving constructive challenges
- Case studies and practical boardroom scenarios

SOURCES OF CONFLICT ON BOARDS

CAUSES OF CONFLICTS ON BOARDS (7)

1. **Role Confusion and Boundaries**: New or untrained members often do not understand **governance limits**, leading them to overstep by trying to run operations, direct staff, or interfere with management
2. **Task vs. Relationship Conflict Escalation**: Healthy debate over strategy or **decisions can turn personal** when disagreements shift from the task itself to communication styles, egos, or mutual trust
3. **Information Asymmetry**: Disagreements frequently erupt when board members receive **insufficient, delayed, or poorly interpreted data**, leading to distrust or divergent assumptions
4. **Competing Agendas and Loyalties**: Directors may represent **sectional interests, family dynamics, or external stakeholders** rather than focusing strictly on the legal entity of the organization
5. **Structural and Resource Pressures**: Unequal **power distribution, unclear time constraints, or fighting over limited** financial and operational **resources** cause friction
6. **Personality Clashes and Communication Styles**: Aggressive behaviors, defensive reactions, cross-talking, or a lack of active listening from **difficult personalities** derail discussions
7. **Unclear Vision or Change Resistance**: Major transitions (such as executive retirements or strategic pivots) **expose deep divides between members** who favor growth versus those who want stability

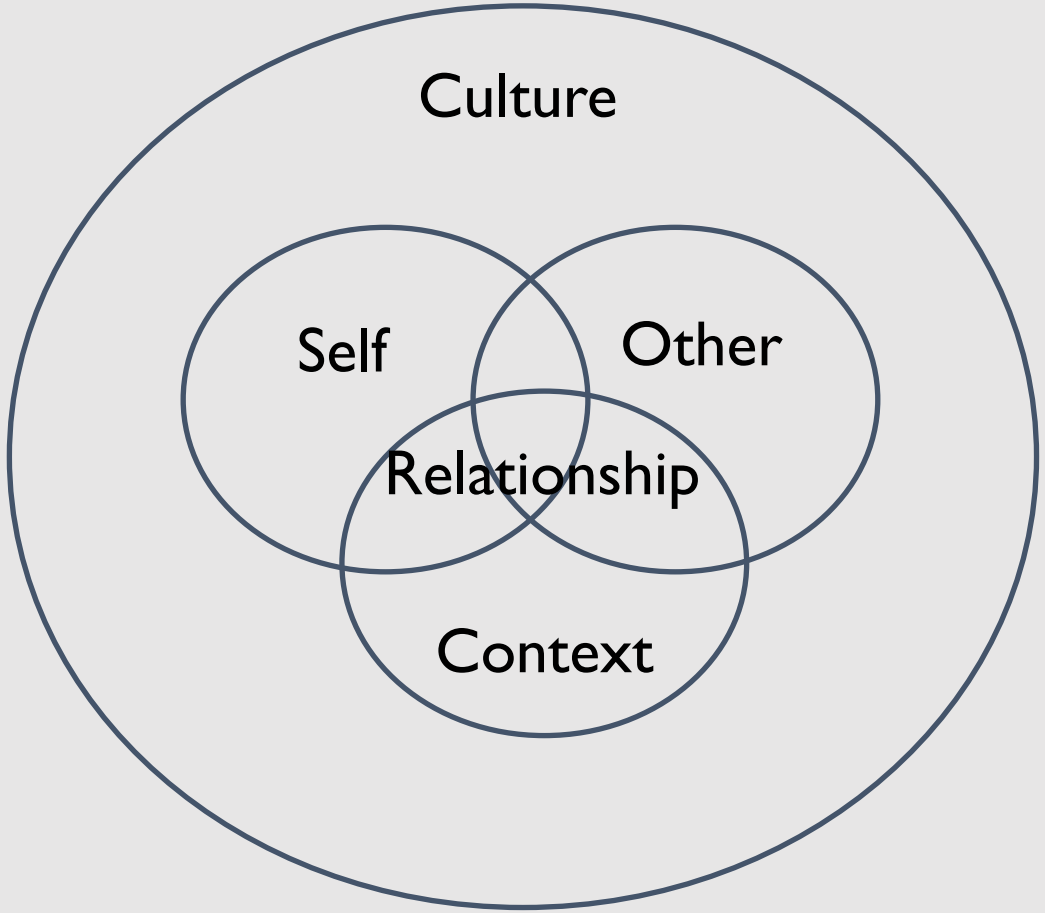
ADDRESSING BOARD CONFLICTS

- Effective Communication
- Emotional Regulation
- Negotiation Techniques
- Identifying Power Dynamics
- Developing Self-Awareness

EFFECTIVE COMMUNICATION

Communication Model (Fisher-Yoshida, 2012)

Coherence

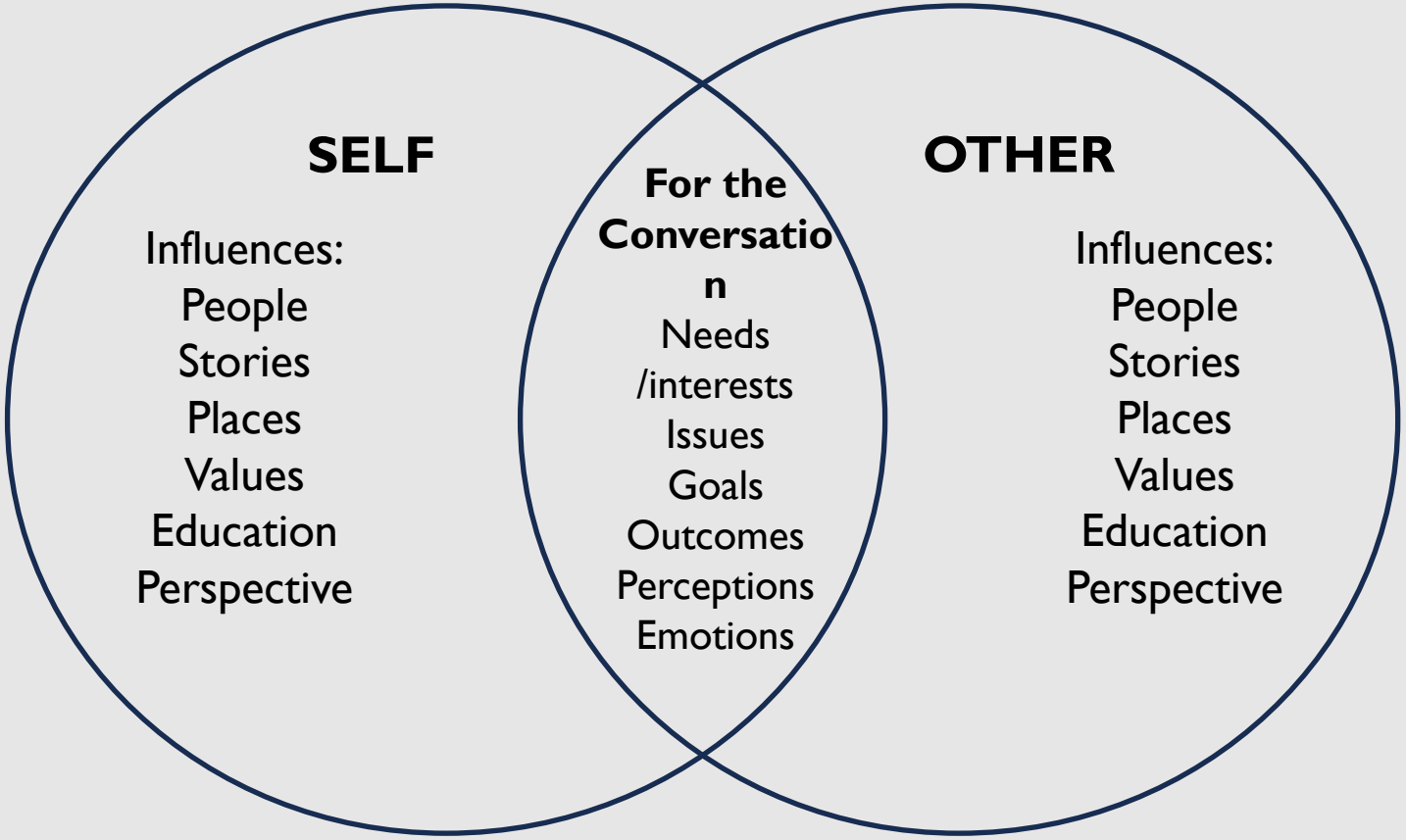


Coordination

Mystery

Deeper Dive Into Self and Other

Coherence



Coordination

Mystery

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7 Principles of Persuasion (Robert Cialdini)

- **Reciprocity**: People feel obligated to return favors, gifts, or services they've received, making them more likely to comply with a request.
- **Commitment & Consistency**: Individuals have a strong desire to be consistent with what they've previously said or done, so getting small initial commitments can lead to bigger ones.
- **Social Proof**: People look to others, especially similar others, to determine what is correct or appropriate behavior, following the crowd.
- **Liking**: We are more easily persuaded by people we like, often due to attractiveness, similarity, compliments, or cooperation.
- **Authority**: People tend to obey figures of authority or credible experts, showing deference to symbols of knowledge and power.
- **Scarcity**: Opportunities seem more valuable when they are less available, creating a sense of urgency to acquire them.
- **Unity**: This newer principle emphasizes influence through shared identity, like family, nationality, or teammates, creating a sense of "we".

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EMOTIONAL REGULATION

RESPONSES TO TENSION



- What are the "up" sides to these responses?
- What are the "down" sides?



- When we "pause," we give ourselves a chance to shift from the reactive emotional loop to our executive functioning.
- This brings us from a trauma orientation to empathy and connection.

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Emotions Under Stress

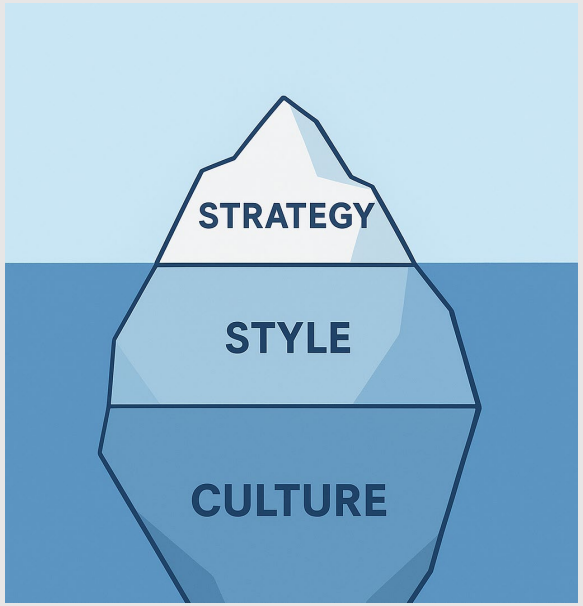
ANGER	ANXIETY	DEPRESSION
FEAR	SADNESS	IRRITABILITY
MOOD SWINGS	FEELING OVERWHELMED	SOCIAL ISOLATION

- Select one of these responses to stress.
- What is a typical trigger for you?
- How do you manage it?
- How will you pause to give your brain a chance to enact it's executive functioning?

NEGOTIATION TECHNIQUES

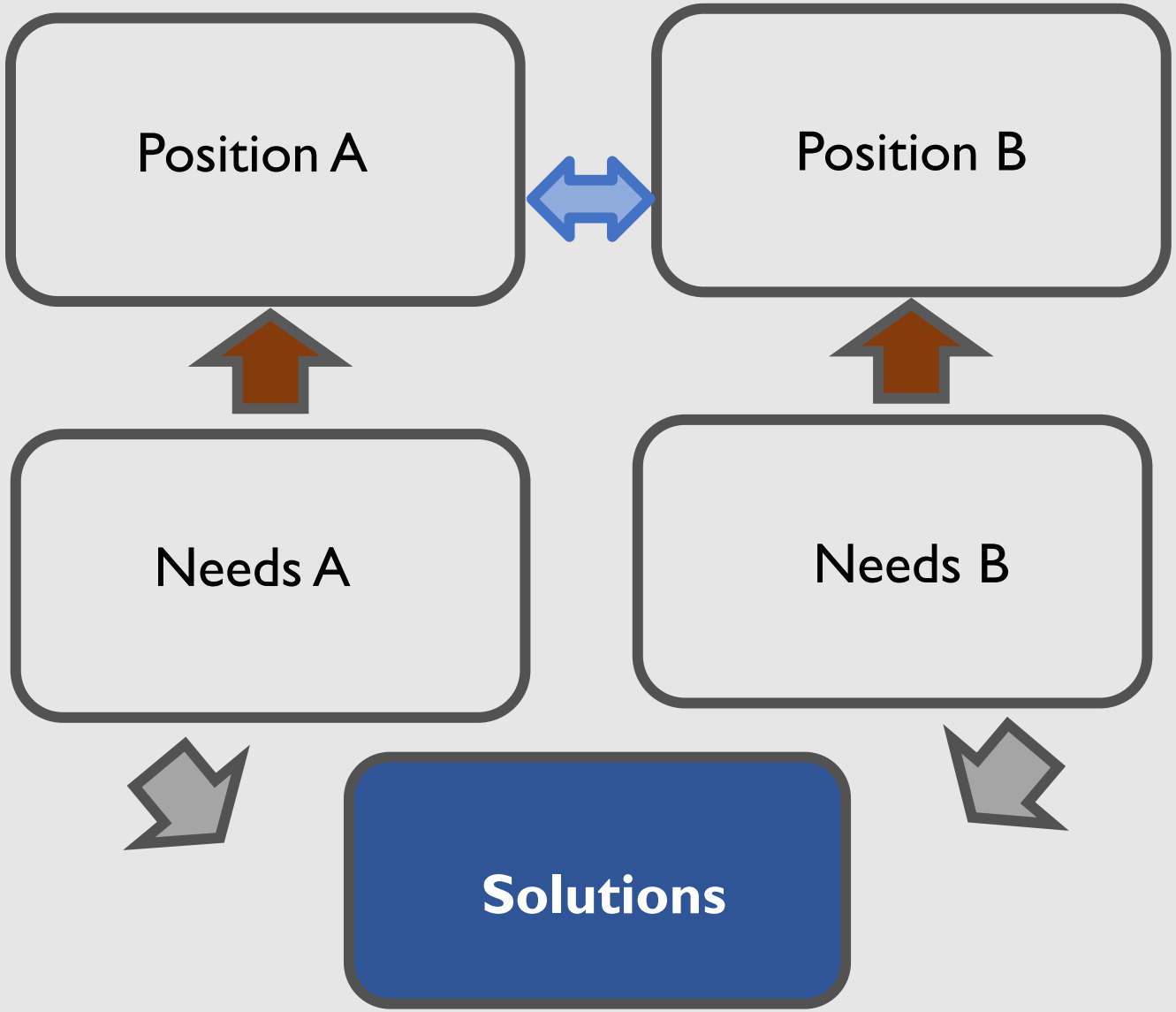
STRATEGIES AND TACTICS

Negotiation Strategy, Style & Culture



- **Strategy**: Deliberate, goal-oriented choices a negotiator makes to maximize outcomes.
- **Style**: Habitual or preferred modes of interaction, often shaped by personality, training, professional norms, and culture.
- **Culture**: System of explicit and implicit values, norms, and meanings that shapes expectations, behaviors, and interpretations in negotiation.

Positions VS. Needs



Dual Concern Model



FRAMING

Needs, Interests, Fears

Needs: Essential and non-negotiable (Maslow)
Interests: What actors want to achieve
Fears: 5 main ones are

- abandonment
- loss of identity
- loss of meaning
- loss of purpose
- fear of death, sickness, pain

What happens when you feel fear? What behavior comes out? How does this help you get what you want and need? How does it get in the way of you getting what you want and need?

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Addressing Fears

Psychological Safety:
"A belief that one will not be punished or humiliated for speaking up with ideas, questions, concerns, or mistakes and that the team is safe for inter-personal risk taking." Amy Edmonson
How might this impact your negotiation?
How to create psychological safety:

1. Establish an open and respectful communication culture.
2. Be transparent — this builds trust.
3. Set clear expectations.
4. Reframe failure and mistakes as learning opportunities.
5. Take a supportive and consultative approach to leadership.

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5 Ps

1. What do we want to achieve?
2. Seek to understand before being understood.
3. ID the problem: Analyze, strategize, execute
4. What do you bring to the table to hep the other side?
5. ABCD what does this do?

P

Purpose

Perception

Problem Solving

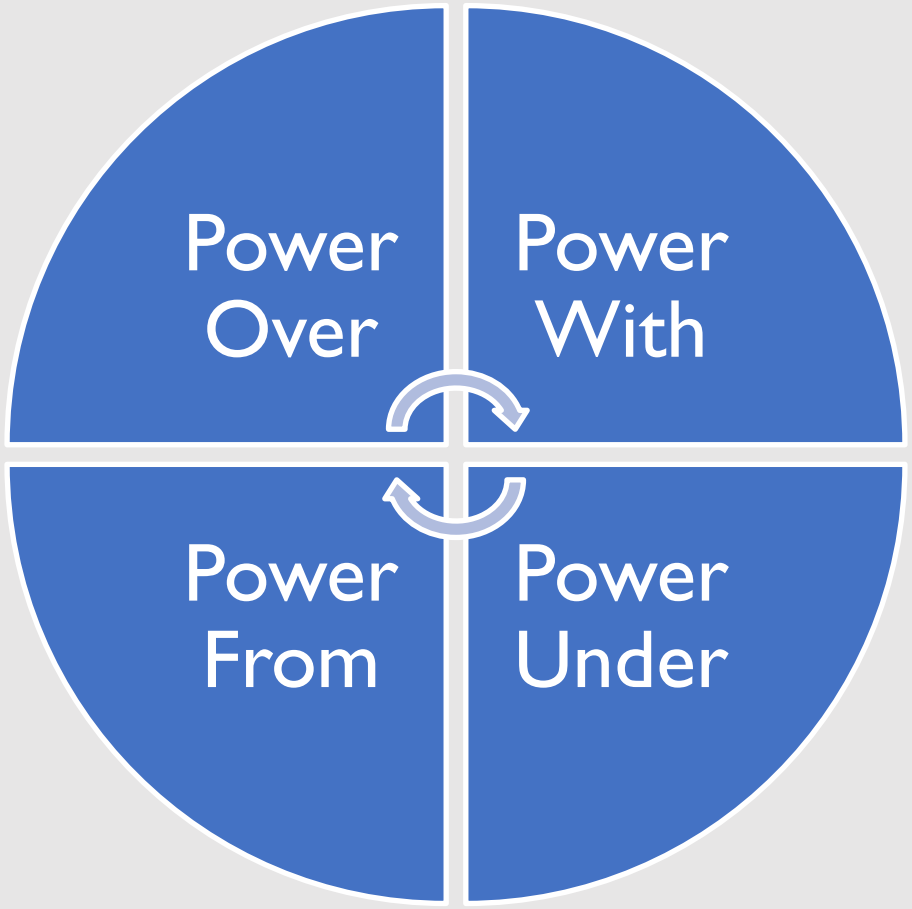
Proposition

Process

IDENTIFYING POWER DYNAMICS

Power Distinctions

An ability to get another person to do something that he or she would not otherwise have done.



This type of power is jointly developed; It can bring about constructive and satisfying outcomes for all. Will help them both be more productive, and to encourage each other to develop and enhance their valued abilities.

The power that comes from independence or from a lack of dependence on others; the ability to make things happen unilaterally.

This is an approach to power that involves obtaining assistance and support from others, often through a dependence relationship. This is the very first way that infants have of feeling strong and effective in the world – through depending on others.

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Hard and Soft Power

Whether a person employs *power over*, *with*, *apart from or under*, there are two basic types of resources for power that can be used.

- **HARD POWER** tactics essentially coerce or incentivize others to do things through threat or punishment or the promise of reward, typically against their will. Hard power is typically associated with the power-over approach.

- **SOFT POWER** tactics, on the other hand, suggests the ability to attract and co-opt others rather than force or coerce – drawing on cultural, moral, inspirational, and social sources. It's getting others to WANT the outcomes you WANT.

"SMART POWER" employs the strategic combination of hard and soft power to achieve desired outcomes.

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Primary and Secondary Power

Power dynamics in conflict can be thought of as operating at two distinct levels: one determining the nature of the interactions between players on the field, and one determining the nature of the field itself.

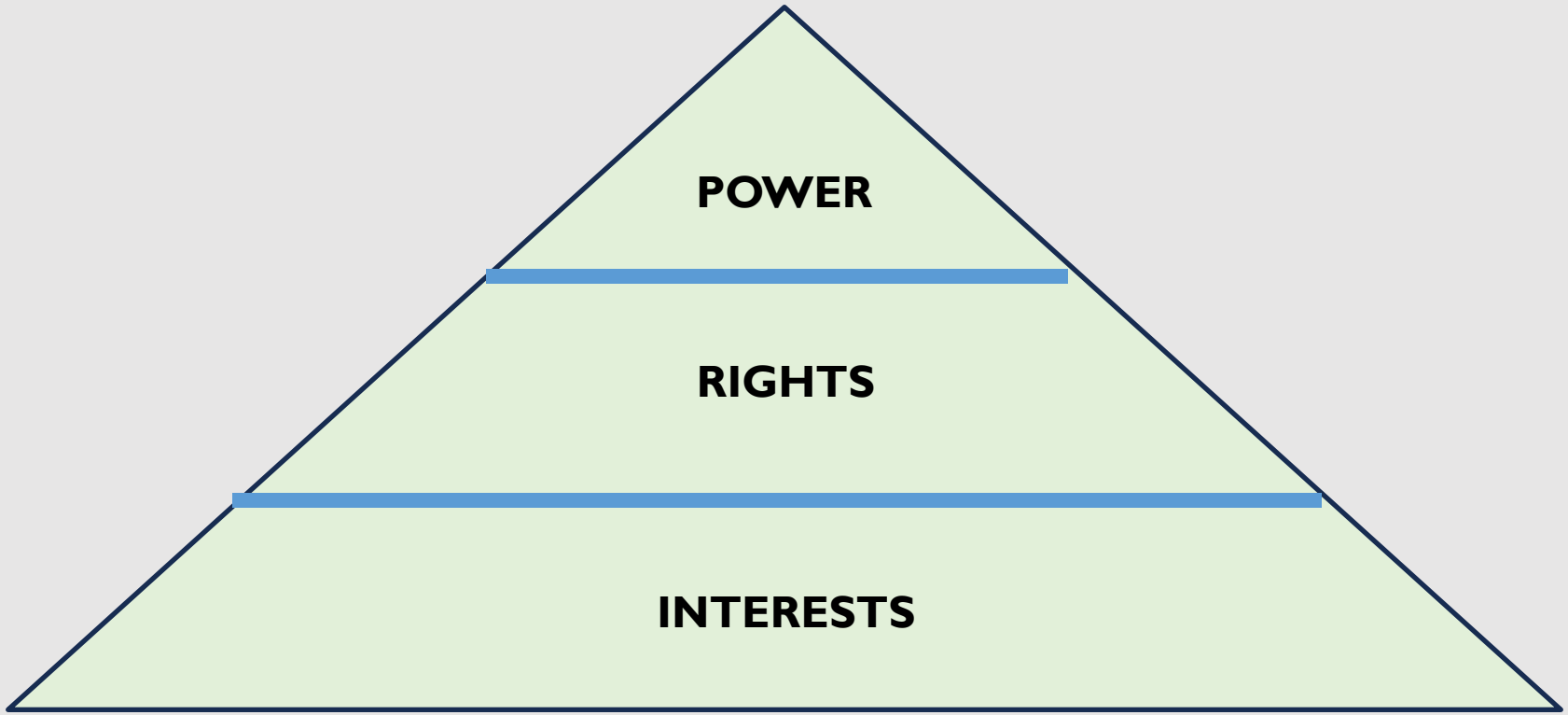
- **PRIMARY POWER** refers to the ability to affect those basic activities that shape the playing field itself (such as laws, ideology, morality, symbolism, the media, politics, agendas, decision-making process, etc).

- **SECONDARY POWER** involves the many strategies and tactics used while playing on the field to influence others.

The distinction between these levels of power is consequential to understanding and employing the various strategies and tactics available to manage power and conflict effectively.

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Power Pyramid (Ury, Brett, Goldberg, 1988)



Top: Power-Based Approaches

- **Definition**: Using authority, force, status, or other leverage to impose a solution.
- **Examples**: Strikes, lawsuits, threats, walkouts, using your boss or the legal system to win.
- **Upside**: Quick, decisive, stimulates action.
- **Downside**: Often damages relationships, creates winners and losers, and is expensive or risky.

Middle: Rights-Based Approaches

- **Definition**: Appealing to rules, contracts, laws, or standards to resolve the conflict.
- **Examples**: Arbitration, HR policies, legal rights, union contracts.
- **Upside**: Holds people accountable, stimulates action.
- **Downside**: Still adversarial, can be rigid, and often decided by third parties (judges, arbitrators).

Base: Interest-Based Approaches

- **Definition**: Focusing on the underlying needs, desires, concerns, or fears of each party.
- **Examples**: Collaborative negotiation, mediation, brainstorming solutions.
- **Upside**: Promotes mutual understanding, preserves relationships, and creates win-win solutions.
- **Downside**: Can be time-consuming. Doesn't respond to urgent demands.



Guiding Principle

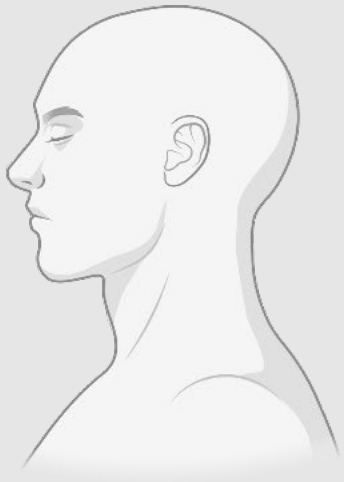
- The goal is to negotiate based on interests first, then escalate to rights or power if necessary.
- Using the base of the pyramid (interests) tends to be more effective and sustainable, while going higher on the pyramid typically increases conflict, cost, and risk.
- However, in stalemate situations, going up the pyramid might be necessary as a temporary measure.

DEVELOPING SELF-AWARENESS

KNOWING YOURSELF

Multiple Narratives

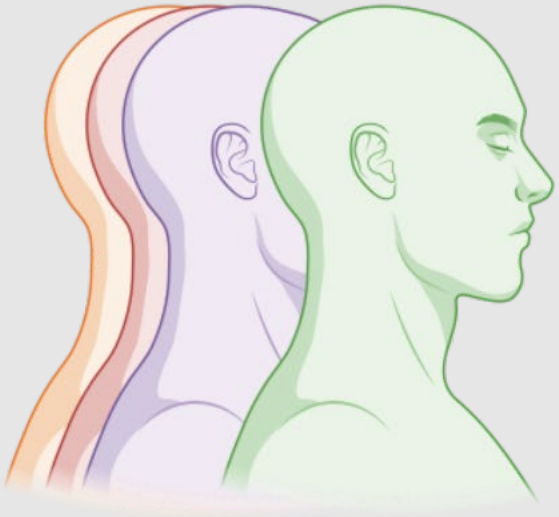


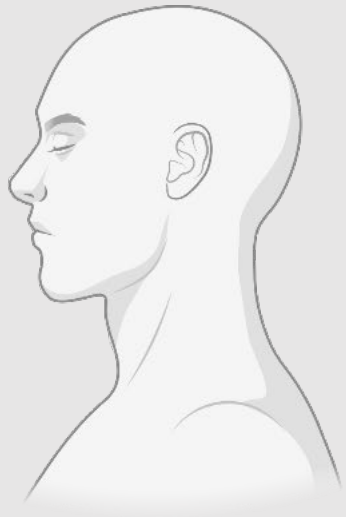


We carry multiple stories with us at all times, some more overt and others implicit, until they get triggered.

Multiple Narratives Shifting

Depending on who we are having a discussion with, the issue, the context, different stories we carry become more prominent.

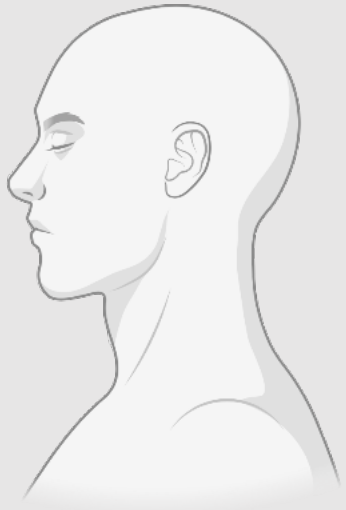




Multiple Narratives Shifting Again

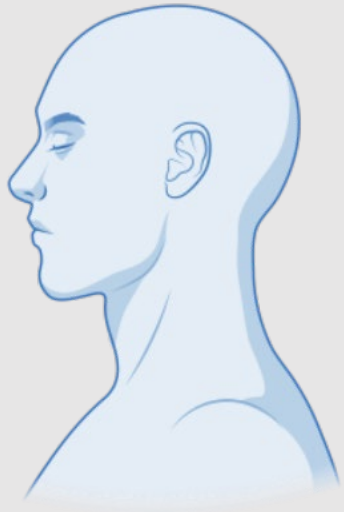
A different set of stories is more prominent here.





Altering Conversation Partner's Narrative





How we interact with our conversation partner also brings out certain stories they carry that influence how they communicate.

Stories We Carry



Stories Getting In Your Way

- Self-doubt – "I don't have the skills."
- Prior experience – "I didn't do as well as I wanted."
- Comparison – "I wasn't their first choice."

Stories Empowering You

- Previous success stories – "I closed the previous client with a multi-year contract."
- Capabilities – "I've got this."
- Personality traits – "I have good interpersonal communication skills."

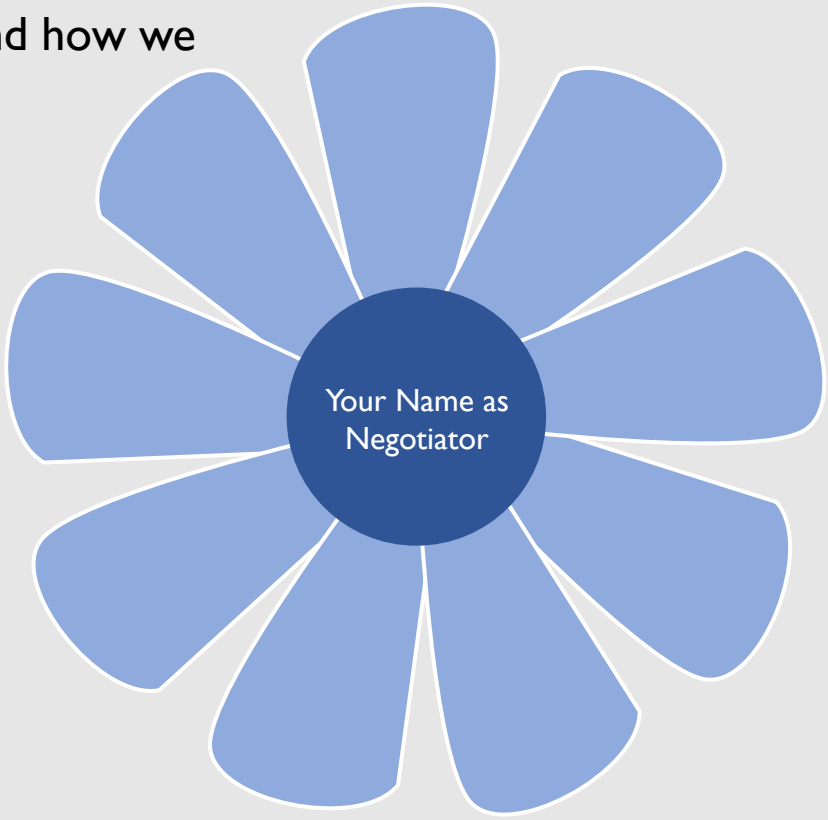
Identifying Our Influences

Worldview: Our experiences that have helped shape what and how we notice, and how we make meaning of these experiences.

Create your own Daisy Model noting significant:

- People
- Events
- Values
- Experiences

And the ways in which they influence you.



SHARING YOUR DAISY PETALS

- Pick one petal you are comfortable sharing.
- In your small groups (3-4 people) take turns sharing one of your petals.
  - What do you notice that you have in common?
  - What insight did you gain?
- Select one person to share one main insight from your discussion.
  - Some of you will have a chance to share it with the whole group, but we may not have time to hear from everyone.

CASE STUDIES

1. **Nepotism and favoritism**: A board member pushes to hire a relative, friend, or former colleague for an executive position or consultancy without going through a standard open bidding process.
2. **Self-dealing on contracts**: A board member votes to award a vendor or construction contract to a company owned by themselves, their spouse, or a close family member.
3. **Micromanagement vs. disengagement**: Board members cross the line from high-level strategic oversight into daily operational meddling, or conversely, act as a "rubber-stamp" group that fails to challenge leadership.

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ACTIVITY

- Discuss the case in your groups.
  - Identify the main actors – pick two who are in conflict.
  - Identify the positions of the main actors.
  - Identify the underlying needs of the main actors.
- Think about ways to address the conflict.
- Think about ways to prevent this type of conflict from happening in the future.
- Be prepared to share insights – if we have time.

Tips to Take Away

Preparation

- Develop self-awareness as a negotiator.
- Identify needs, issues, desired outcomes.
- Select negotiation approach.

Process

- Identify practice to manage emotions and recenter.
- Develop active listening practice and listen for the underlying needs.
- Select an open question to have ready to probe more.
- Identify your power source and that of the other negotiator.
- Name the needs behind resistance

Post-Negotiation

- Create a follow-up summary and checklist to ensure outcomes are implemented.
- Follow your code of ethics.
- Identify your areas of strength and for improvement.

THANK YOU!!!