مركــز الحــوكـمـة
CENTER FOR GOVERNANCE

DOMINANACE IN THE BOARDROOM

Causes, Conequences, and Governance Strategies

A PIF COMPANY

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Center for Governance

Report

TABLE OF CONTENTS

EXECUTIVE SUMMARY

Dominance in the boardroom arises when one or two individuals - often the Chair, CEO, or a powerful shareholder - come to exert disproportionate influence over discussion and decision-making. This influence may stem from a significant ownership stake, privileged access to information, personal charisma, or wider cultural norms that value hierarchy.

The effects are mixed. In certain contexts, such as times of crisis, transformation, or rapid growth, a strong voice can provide much-needed clarity and decisiveness. In societies that accept high levels of hierarchy, dominance may even be seen as natural and stabilizing.

Yet the risks are substantial. Over time, dominance undermines the principle of collective board governance by narrowing the scope of debate and discussion. It reduces psychological safety, encourages groupthink, and makes directors more hesitant to exercise independent judgment. The organization's risk profile may increase, and stakeholders may question the credibility of governance. Perhaps most importantly, dominance can erode a board's collective intelligence, limiting its ability to harness the full insight of its members.

The challenge is not to eliminate dominance - an unrealistic and often unhelpful goal - but to manage it in ways that preserve fairness, independence, and inclusivity.

Boards can achieve this by maintaining clear separation between the Chair and CEO, appointing a genuinely diverse and independent membership, and supporting strong committees. Practical safeguards include well-structured agendas, opportunities for pre-meeting briefings, deliberate use of reflection and "slow-down" protocols for significant decisions, and techniques such as pre-mortems or rotating devil's advocate roles that make dissent safe and legitimate.

Equally critical is boardroom culture. The role played by the chair in this respect is crucial. Chairs should act as neutral facilitators, inviting quieter voices to contribute and signaling that diverse views are valued and respected. Formal mechanisms such as a no-fault dissent policy or regular external board evaluations can reinforce this climate of openness.

When managed well, boards can strike a balance: retaining the energy and decisiveness that strong leadership can provide, while ensuring that all directors contribute actively and meaningfully to deliberations. The result is more resilient governance, greater stakeholder confidence, and improved long-term decision-making.

INTRODUCTION

Dr. Abdulaziz Al-Abdullah (not his real name) is a seasoned business leader with over 20 years of experience as a senior executive in both Saudi Arabia and the UK. He has also held several non-executive board positions across the GCC region and is known for his strategic clarity and calm leadership.

In 2023, Abdulaziz joins the board of a medium-sized, family-owned conglomerate in the UAE that is entering a period of rapid expansion. Abdulaziz is drawn to the company due to its ambitious growth plans and the Chair's stated commitment to modern governance and inclusive decision-making. This philosophy appears to be reflected in the board's structure —around a third of board members are defined as 'independent', and there is a clear separation between the roles of Chair and CEO.

At his first few meetings, Abdulaziz notices that the Chair begins discussions by inviting input from all board members. On the surface, the atmosphere appears collaborative. However, as the conversations unfold, the Chair quickly reframes contributions to align with his preferred outcomes. When directors raise concerns - such as caution around debt levels or the risks of expanding into new markets - the Chair politely acknowledged them but then pushes the group to "unite" around his position.

Despite the formal gestures of openness, Abdulaziz realizes that genuine deliberation is not taking place. Quieter members begin to withdraw, speaking less at each meeting, and discussions wrap up sooner than would be expected. The official minutes record unanimous decisions, but Abdulaziz is conscious that important risks are being brushed aside. Abdulaziz's concerns are heightened by an informal conversation with another board member, outside of a board meeting, who confides in him that he also has doubts about the future direction of the business but feels unable to speak up.

As an experienced board member, Abdulaziz is strongly of the view that boards are most effective when they welcome diverse perspectives and encourage robust debate. He faces a dilemma: does he remain silent and allow the Chair's dominance to continue, or does he intervene and risk unsettling the comfortable dynamic of the board (and potentially the wider organization)?

Abdulaziz's situation may well be familiar to many board members, especially when they are new to a board. Although in principle a board is a forum in which each board member enjoys equal status and legal responsibility, the reality in many situations is that some board members exert a disproportionate influence. To paraphrase George Orwell, "all board members are equal, but some are more equal than others."

In this paper, we explore the phenomenon of dominance in the boardroom. How does it arise, and what are its implications? We also consider ways to manage it, so that even if asymmetries of power and influence in the boardroom still exist, the board can still function as an effective decision-making body, making a significant contribution to the organization's success. At the end of the paper, we return to Abdulaziz's situation and describe how he navigates the issue of boardroom dominance and achieves significant improvements in the functioning of his board.

> To paraphrase George Orwell, *"all board members are equal, but some are more equal than others."*

I: CAUSES

SYMPTOMS AND SOURCES OF BOARDROOM DOMINANCE

When dominance takes root in a boardroom, it tends to show up in recognizable behavioral and structural patterns. Governance researchers, organizational psychologists, and practitioners point to several telltale symptoms (see table 1).

This is not how the board is meant to function. In an ideal world, the board of directors operates as a rational and objective decision-making body. Decisions are made after careful analysis of relevant information and with regard to alternative options. All proposals are tested through constructive challenge from experienced and knowledgeable board members. At the end of this process, the decisions made by the board are those that are most likely to promote the success of the company.

However, in the real world, boards operate somewhat differently. Most of the time, boards are not objective and unbiased human' algorithms' which dispassionately analyze business problems; interpersonal relationships, social dynamics, and asymmetries of power hugely influence them.

This 'soft' side of governance has often been neglected by corporate governance experts, who have tended to focus on structural and measurable features of boards, such as the balance between inside and outside directors, board size, or demographic composition ('hard governance'). In practice, soft governance factors are just as important (and maybe more important) in shaping the real-life behavior of the board of directors.[1]

Asymmetries in influence between board members can arise for various reasons. In the following section, we define eight sources of boardroom power, any of which – alone or in combination – can enable specific board members to exert a disproportionate impact on board outcomes, i.e., to dominate the boardroom. Many of these are overlapping.

> “Most of the time, boards are not objective and unbiased human' algorithms' which dispassionately analyze business problems; interpersonal relationships, social dynamics, and asymmetries of power hugely influence them.”

1. Gabrielsson, J. & Huse, M. (2004). Context, behavior, and evolution: Challenges in research on boards and governance. *International Studies of Management & Organization*, 34(2), pp.11–36.

Table 1: Boardroom dominance symptoms

Unequal distribution of speaking time	A few directors (often the chair, CEO, or a senior figure) speak disproportionately, while others rarely contribute. Discussions are repeatedly steered back to the dominant individual's perspective.
Suppression of dissenting voices	Alternative viewpoints are interrupted, downplayed, or not invited at all. Directors feel discouraged from challenging management or the chair.
Decision-making shortcuts	There is a tendency to make quick decisions rather than engage in substantive debate. A consensus is reached prematurely because people defer to the dominant figure.
Agenda and information control	A dominant CEO or chair sets the agenda, filters information, or frames issues in a way that minimizes scrutiny. Other directors receive selective information, limiting their ability to challenge or influence decisions.
Overreliance on authority or status	Decisions are justified more by who says something rather than what is said.
Visible imbalance in body language and tone	Dominant figures use interruption, louder voice, or directive language to control proceedings. Submissive cues (silence, avoidance of eye contact, folded posture) are exhibited among less vocal directors.
Outcomes reflect concentration of influence	Strategic moves (e.g., acquisitions, capital allocation, CEO pay) consistently align with the preferences of one or two individuals. Little evidence of genuine board deliberation in minutes or post-decision rationales.

Sources: Adapted from the work of Westphal and Bednar (2005)[2]; Janis (1982)[3]; Maitlis (2004)[4].

A. Ownership power

If a board member or the CEO is also a significant shareholder in the company – or is a representative of a major shareholder – then their ability to influence the board is direct and obvious.

> “Even with smaller percentage stakes, owner-directors will invariably be key voices on a board, especially if they operate in coalition with other shareholders.”

In most jurisdictions, a shareholder controlling a majority or supermajority of voting shares has the ability, through the general meeting, to appoint and dismiss directors, and can approve or reject key corporate decisions. Even with smaller percentage stakes, owner-directors will invariably be key voices on a board, especially if they operate in coalition with other shareholders.

Some corporate charters or shareholder agreements entitle the founder (or their family) to a permanent board seat regardless of their shareholding. In family-owned firms, family constitutions often reserve a set number of board seats (and sometimes even the role of CEO) for family members, thereby ensuring ongoing family influence.

2. Westphal, J. D., & Bednar, M. K. (2005). Pluralistic ignorance in corporate boards and firms' strategic persistence in response to low firm performance. *Administrative Science Quarterly*, 50(2), 262–298.
3. Janis, I. L. (1982). *Groupthink: Psychological studies of policy decisions and fiascoes* (2nd ed.). Boston: Houghton Mifflin.
4. Maitlis, S. (2004). Taking it from the top: How CEOs influence the interpretation of issues by top management teams. *Organization Science*, 15(3), 301–320.

Founders or blockholders may entrench key powers for themselves into shareholder agreements or company articles. For example, they may reserve veto powers over strategic issues such as the appointment and removal of the CEO, mergers, acquisitions and disposals, or dividend policy. They may also insist on serving as chair (or executive chair) as long as they remain on the board.

In board meetings, it is typically not necessary for owner-directors to overtly display their underlying power. Other board members will be more than aware of the status quo and will adjust their behavior accordingly.

B. Knowledge power

Knowledge power arises from having access to information, skills, and experience that other board members do not possess or possess to a lesser degree.

This form of dominance is often seen in senior executives, particularly the Managing Director, CEO or CFO, who, by nature of their role, benefit from direct access to company-specific information and in-depth organizational expertise. They are also likely to be experts in respect of the markets, sectors and geographies in which the company is operating. This vantage point can enable powerful executives to dominate board meetings and influence other directors (even in organizations where they are not formally board members).

Chairs may potentially benefit from greater exposure to operational data and insight compared to other non-executive board members. However, this will depend on how much time they are dedicating to the role and whether they are interacting closely with senior executives.

When the roles of chair and CEO are combined, or if the individuals hold a close personal alliance, the risk of dominance dynamics increases substantially.

Non-executive board members will invariably have less access to company-specific knowledge and information than executives. However, their past experience of leadership and board roles in similar organizations or related sectors may empower them to a greater or lesser extent.

The tenure of board members will affect their level of knowledge power. For most non-executive directors, the first couple of years will likely represent a steep learning curve when they struggle to get to grips with the intricacies of the company's operations. In contrast, long-serving directors may have developed considerable knowledge and insight into the organization and its challenges.

Specific types of knowledge or experience may be critical to a board's strategic or operational circumstances. For example, issues such as AI, cybersecurity, and sustainability are currently hot topics in many boardrooms. This will empower certain directors who possess the relevant background and credibility.

"Issues such as AI, cybersecurity, and sustainability are currently hot topics in many boardrooms. This will empower certain directors who possess the relevant background and credibility."

C. Status power

Certain board members may be associated with a substantial reputation or a high level of prestige. This might arise from occupying a high-level position in another organization. Or it may be achieved due to their celebrity as a business leader or in some other aspect of life. Board members may hold these individuals in high esteem and may also perceive that there exist social and professional benefits from establishing a positive relationship with them.

In particular national cultures, status power in the boardroom may also reflect the underlying hierarchy of wider society. The position of the individual in the hierarchy may depend on attributes such as age, wealth, religious affiliation, family membership, or association with exclusive social groups.

D. Personality power

Specific individuals have a capacity to dominate group discussion situations through their personality or temperament.

Numerous studies have demonstrated the critical role played by emotional intelligence, cognitive ability, and communication skills in human interactions. They are also likely to be crucial drivers of influence in the boardroom.

In addition, psychologists have identified several distinct personality types that can be effective in exercising influence over peers. These exert persuasion in diverse ways, often leveraging differing aspects of the Five Factor Personality Model, one of the most widely accepted psychological frameworks for describing human personality.[5]

- **Authoritative leaders.**[6] They seek to dominate others by demonstrating confidence, assertiveness, and decisiveness. They naturally attempt to take charge and may interrupt or override. Such individuals are often high in extraversion but may score less highly in agreeableness (two of the Five Factor characteristics). This type is commonly observed in current and former CEOs.
- **Charismatic influencers.**[7] These individuals inspire and attract others through their vision, passion, and use of storytelling. They appeal to emotions, ideals, and the need for a sense of meaning. These individuals are often extroverted, popular, and highly socially skilled.
- **Rational debaters.**[8] These people use logic, argument, and facts to sway their audience. This type is commonly exhibited by experts, who use their confident mastery of knowledge to dominate discussions. Typically, such individuals score highly in conscientiousness but less highly in extraversion
- **Empathetic connectors.**[9] Influence is achieved through emotional resonance and understanding. They exhibit a caring and sympathetic approach towards their boardroom colleagues. They typically score highly on agreeableness and are liked by their fellow directors.
- **Role models.**[10] These individuals consistently live in accordance with their values. They may exhibit high moral standards or otherwise exemplify admirable behavior. People are influenced by them as they admire or respect them.
- **Reciprocal networkers.**[11] They win influence through the use of negotiation, favors, or incentives. Their motto is: "You help me, and I will help you". They may also build networks and alliances behind the scenes as a means of gaining influence over the board. Their approach is highly 'political'.

5. McCrae, R.R. & John, O.P. (1992). An introduction to the five-factor model and its applications. Journal of Personality, 60(2), pp.175–215. The five-factor model measures human personality in terms of: Openness to Experience; Conscientiousness; Extraversion; Agreeableness; and Neuroticism.
6. Judge, T.A., Bono, J.E., Ilies, R. & Gerhardt, M.W. (2002). Personality and leadership: A qualitative and quantitative review. Journal of Applied Psychology, 87(4), pp.765–780.
7. Conger, J.A. & Kanungo, R.N. (1998). Charismatic Leadership in Organizations. Thousand Oaks: Sage.
8. Yukl, G. & Falbe, C.M. (1990). Influence tactics in upward, downward, and lateral influence attempts. Journal of Applied Psychology, 75(2), pp.132–140.
9. Kellett, J.B., Humphrey, R.H. & Sleeth, R.G. (2006). Empathy and complex task performance: Two routes to leadership. The Leadership Quarterly, 17(5), pp.516–529.
10. Brown, M.E. & Treviño, L.K. (2006). Ethical leadership: A review and future directions. The Leadership Quarterly, 17(6), pp.595–616.
11. Ferris, G.R., Treadway, D.C., Perrewé, P.L., Brouer, R.L., Douglas, C. & Lux, S. (2007). Political skill in organizations. Journal of Management, 33(3), pp.290–320.

- **Covert influencers.**[12] These seek to shape opinion in subtle or indirect psychological ways. They may frame issues or plant ideas with the intention of manipulating the discussion. They may also flatter or ingratiate themselves with other board members. At its best, such an approach can be seen as the practical application of psychological insight. At its worst, it could be seen as manipulative.
- **Aggressive challengers.**[13] They are assertive, competitive, and sometimes confrontational. Often, they will seek to interrupt discussions, push strong opinions, or try to dominate the available discussion time. They may exhibit low levels of agreeableness and aim to get their way through the use of verbal pressure and coercion.

E. Networking power

Certain Board members may have exceptional access to relevant social, professional, and business networks. These may include close relationships with the organization's stakeholders, clients, or providers of finance. Their involvement on the board may be seen as highly beneficial in terms of providing the organization with access to people, resources, and business intelligence that could contribute to its success.

F. Interpersonal power

Interpersonal power arises when a board member influences other directors due to personal relationships. This is common in family companies, where a *pater familias* can exert informal influence over other members of the extended family. Other types of personal relationships – such as romantic or business relationships - may also establish a power dynamic between certain directors, and may not necessarily be visible to other board members.

G. Coercive power

Coercive power is the most unsophisticated source of influence on the board. It reflects the capacity of a director to impose harm or adverse consequences on other board members or the organization as a whole. For example, a director might be in a position to call in a loan or cancel a major supplier if they do not get their way.

H. Societal power

Some directors may hold key positions in a country's legal, regulatory, or political system. This provides them with access to important levers of societal power which can potentially be used to the advantage (or disadvantage) of the organization.

12. Christie, R. & Geis, F.L. (1970). Studies in Machiavellianism. New York: Academic Press.
13. Bendersky, C. & Hays, N.A. (2012). Status conflict in groups. Organization Science, 23(2), pp.323–340.

CASE STUDY: ADAM NEUMANN AND WEWORK

Adam Neumann, co-founder and former CEO of WeWork, epitomized visionary but reckless dominance in the boardroom. He projected himself as a charismatic founder with an almost cult-like appeal, persuading investors and directors to accept his expansive vision of "elevating the world's consciousness" through office space. Neumann controlled board discussions, steering attention away from financial fundamentals and minimizing scrutiny of governance practices, such as related-party transactions and outsized personal perks.

Neumann's dominance manifested in founder control mechanisms - super-voting shares, tight agenda control, and a board culture deferential to his authority. Dissenting directors found it difficult to challenge his rapid expansion, erratic decision-making, or unconventional governance arrangements.

The consequences were severe: WeWork's attempted 2019 IPO collapsed after disclosures of financial weakness and governance red flags. Neumann was forced to resign, and the company's valuation plummeted from $47 billion to below $10 billion, illustrating the dangers of unchecked founder dominance.[14]

Erik Pendzich/Alamy Stock Photo

14. Westbrook, A. (2021) 'We('re) Working on Corporate Governance: Stakeholder Vulnerability in Unicorn Companies', *University of Pennsylvania Journal of Business Law* , 23(2).

Cum Okolo/Alamy Stock Photo

2: CONSEQUENCES

THE LEGAL DIMENSION

The very idea of a board of directors is based on the presumption that the task of governing an organization is beyond the capabilities of one person, however capable that individual might be. [15]

According to this perspective, a better outcome can be achieved by leveraging the collective intelligence of a group of qualified individuals with relevant skills and experiences. Such a collective capability is also more likely to neutralize the biases or self-interest that decision-making based on a single person might introduce.

Consistent with this approach, the law views the board as a collective decision-making body, with each board member sharing equal responsibility and accountability. Board members who acquiesce in the views of a more dominant player may therefore be exposing themselves to liability for bad decisions that they may not genuinely support, especially if their reservations are not recorded in the board minutes.

Through a legal lens, the board is not meant to be a hierarchy, but rather a grouping of equal, autonomous individuals. Even the chair is not technically the "boss" of the other directors but rather a fellow director with added leadership responsibilities.

In this respect, the board is fundamentally different from the management structure of the organization. Management is hierarchical in nature, with each layer of management reporting upwards to the CEO or Managing Director.

Hence, a boardroom situation in which one or more board members dominate decision-making is one in which the non-hierarchical nature of the board has been compromised. Effectively, a "hidden hierarchy" has been established in its place.

> "The law views the board as a collective decision-making body, with each board member sharing equal responsibility and accountability."

15. Thuraisingham, M. (2019). Identity, Power and Influence in the Boardroom: Actionable Strategies for Developing High-Impact Directors and Boards. Abingdon: Routledge, pp. 9.

BENEFITS OF BOARDROOM DOMINANCE

Drawing on the above perspective, boardroom dominance is generally viewed in a negative light in much of the corporate governance literature. Indeed, much of modern corporate governance is concerned with the elucidation of checks and balances that will prevent it from emerging in the first place.

However, there is recognition in some studies that, in certain circumstances, a dominant presence in the boardroom can be beneficial to an organization. For example, enterprises in the early stages of growth need clear direction.[16] The same is true of an organization in the midst of a crisis, or one executing a bold strategic pivot or transformation.[17] A clear understanding of "who decides" can reduce conflict and friction across the organization, enabling faster decision-making. This is why hierarchy remains a typical feature of most management structures.

> "A confident, assertive person can cut through ambiguity and move decisions forward. They may also have the courage to force important issues onto the table that quieter members might avoid."

A balanced perspective on boardroom dominance would also acknowledge that strong voices in the boardroom can play a useful role even in more normal situations Groups without any dominant voice can experience "analysis paralysis" as a result of endless debate. A confident, assertive person can cut through ambiguity and move decisions forward. They may also have the courage to force important issues onto the table that quieter members might avoid. This may be enormously important in surfacing risks, flaws, or opportunities, and can bring a sense of urgency and energy.[18]

Another argument that is rarely made in the corporate governance literature is that certain individuals may be genuinely indispensable to the success of the organization. This is an uncomfortable truth for many commentators, who prefer to view business as a team enterprise in which no one is irreplaceable. Pragmatically, it might be in the best interests of the company to prioritize harmonious relations with that dominant board member rather than challenge them.[19]

The evolutionary biology literature suggests that it is very natural for human beings to operate within a "dominance hierarchy".[20] If there are clear understandings within a group about where individuals sit in the pecking order, and the hierarchy is viewed as legitimate by the participants, then there is less scope for unconstructive conflict (which can be a feature of social situations where hierarchy has not been established). Individuals will feel comfortable with their roles, and the group can then operate at greater speed and with a higher level of efficiency.[21]

16. Eisenhardt, K.M. (1989). Making fast strategic decisions in high-velocity environments. Academy of Management Journal, 32(3), pp.543–576.
17. Janis, I.L. (1989). Crucial Decisions: Leadership in Policy Making and Crisis Management. New York: Free Press.
18. Dean, J.W. & Sharfman, M.P. (1996). Does decision process matter? A study of strategic decision-making effectiveness. Academy of Management Journal, 39(2), pp.368–396.
19. Proudfoot, D. and Kay, A.C. (2014). System justification in organizational contexts: How a Motivated preference for the status quo can affect organizational attitudes and behaviors. *Research in Organizational Behavior*, 34, pp.173–187.
20. Mazur, A. (2005). Biosociology of dominance and deference. Lanham, MD: Rowman & Littlefield.
21. Magee, J.C. & Galinsky, A.D. (2008). Social hierarchy: The self-reinforcing nature of power and status. Academy of Management Annals, 2(1), pp.351–398.

A final point supporting the accommodation of dominance is that different societies around the world hold very different views on dominance and hierarchy. This affects all aspects of life, including the boardroom. For example, the boards of Nordic companies tend to stress the need for an egalitarian approach. This is important in order to retain the trust and respect of boardroom colleagues.[22] However, in many other societies, dominance in the boardroom may be seen as an inevitable consequence of a more hierarchical social structure and is likely to be both expected and respected. [23]

In more hierarchical societies, it may be counterproductive to insist on a model of boardroom dominance that is incongruent with deeply embedded cultural attitudes. Boardroom dominance will need to be accepted and managed in a way that plays to its strengths rather than focusing entirely on its problems.

However, these positive features of boardroom dominance need to be balanced against more negative aspects of excessive boardroom dominance. The latter tend to be more emphasized in Western corporate governance and leadership literature.

IMPACT ON ORGANIZATIONAL RISK PROFILE

A key disadvantage of boardroom dominance relates to risk. Several studies have demonstrated that organizations led by dominant individuals tend to exhibit greater variance in corporate outcomes.[24] In other words, if one individual is dominating board decision-making, then the outcome for the company is more likely to be highly positive or extremely negative (depending on the judgment and luck of the dominant individual).

Such a result is likely to arise because dominant board members are less subject to the moderating influence of a properly functioning board of directors.[25] They are in a position to push through more extreme or idiosyncratic strategies depending on their personal views or interests. In such circumstances, any suggestion from other board members that such proposals should be subject to more objective assessment based on evidence or constructive challenge can easily be overridden or ignored.

> “Board dominance does not automatically lead to bad decisions. But on average, boardroom dominance will be associated with a higher risk profile for the organization.”

To be clear, board dominance does not automatically lead to bad decisions. But on average, boardroom dominance will be associated with a higher risk profile for the organization. If such dominance is visible to the outside world, then external investors may add an appropriate risk premium to their valuation of the enterprise, with negative consequences for the cost of capital and access to finance.[26]

22. Lekvall, P. (2019) 'The Nordic Way of Corporate Governance', Nordic Journal of Business, 68(3–4), pp. 4–24.
23. Luo, K. (2023) 'Board authority culture, cultural diversity and corporate innovation', Asian Journal of Technology Innovation, 31(3), pp. 411–435.
24. Hambrick, D.C. & Finkelstein, S. (1987). Managerial discretion: A bridge between polar views of organizational outcomes. Research in Organizational Behavior, 9, pp.369–406.
25. Crossland, C. & Hambrick, D.C. (2007). How national systems differ in their constraints on corporate executives: A study of CEO effects in three countries. Strategic Management Journal, 28(8), pp.767–789.
26. Morck, R., Shleifer, A. & Vishny, R.W. (1989). Alternative mechanisms for corporate control. American Economic Review, 79(4), pp.842–852.

There may also exist an expectation from regulators and other stakeholders that the board is operating based on genuine group decision-making. If red flags emerge suggesting that this is not the case, then the reputation of the organization may be adversely affected. Trust in its governance may decline, even if the individual dominating decision-making is widely recognized as capable and talented.

Boardroom dominance risk is similar but not identical to the related concept of key person risk, which arises when an organization is disproportionately dependent on one or a small number of individuals for any aspect of its performance or functioning. Although key person risk does not specifically relate to board members, both types of risk highlight the dangers of being too dependent on particular individuals for key activities.[27]

PSYCHOLOGICAL SAFETY AND THE EROSION OF INDEPENDENCE

In recent years, the concept of psychological safety has emerged as an important attribute for an effective board. It refers to a shared belief among directors that they can speak up, ask questions, raise concerns, and challenge prevailing views without fear of embarrassment, marginalization, or retribution.[28]

A consequence of board dominance is that it can easily undermine psychological safety. The board becomes an environment where directors feel that their input is unwelcome or risky. They will be reluctant to take interpersonal risks. As a consequence, the board is less likely to generate innovative or creative ideas or to surface truths that are uncomfortable to the dominant board member. It can also impact the ability of directors to remain independent.

> “A consequence of board dominance is that it can easily undermine psychological safety. The board becomes an environment where directors feel that their input is unwelcome or risky.”

Most directors recognize that an independent mindset is an essential aspect of being a director. It is also a legal requirement for directors, which is defined in company law. However, when a director joins a board that is dominated by one or more individuals, the capacity of a director to retain their independent mindset may be significantly compromised.

To some extent, even strongly independent individuals will be influenced by group dynamics when they enter a new group situation. Informational influence occurs when directors look to their peers for cues on how to act or what to think, especially in ambiguous situations where the “right” decision is unclear. This type of influence is subtle but powerful: directors internalize group norms by observing how others behave and adjusting their own positions accordingly.

Normative influence, by contrast, arises from a desire to maintain group acceptance and avoid social discomfort.[29] Most directors want to build or maintain their reputation with their peers, both for reasons of self-esteem and to support their future career as a director. At a more fundamental level, they may want to be liked by people that they respect, and avoid the personal discomfort that can be associated with disagreement or interpersonal tension.

27. Taleb, N.N. (2007). The Black Swan: The Impact of the Highly Improbable. New York: Random House.
28. Edmondson, A. C., & Lei, Z. (2014). Psychological safety: The history, renaissance, and future of an interpersonal construct. *Annual Review of Organizational Psychology and Organizational Behavior*, 1, 23–43.
29. Solarino, A.M. and Boyd, B.K. (2022). Board of director effectiveness and informal institutions: A meta-analysis. *Global Strategy Journal*.

> “As soon as an individual joins a board, they will begin to assess the extent to which their contributions are being valued or encouraged.”

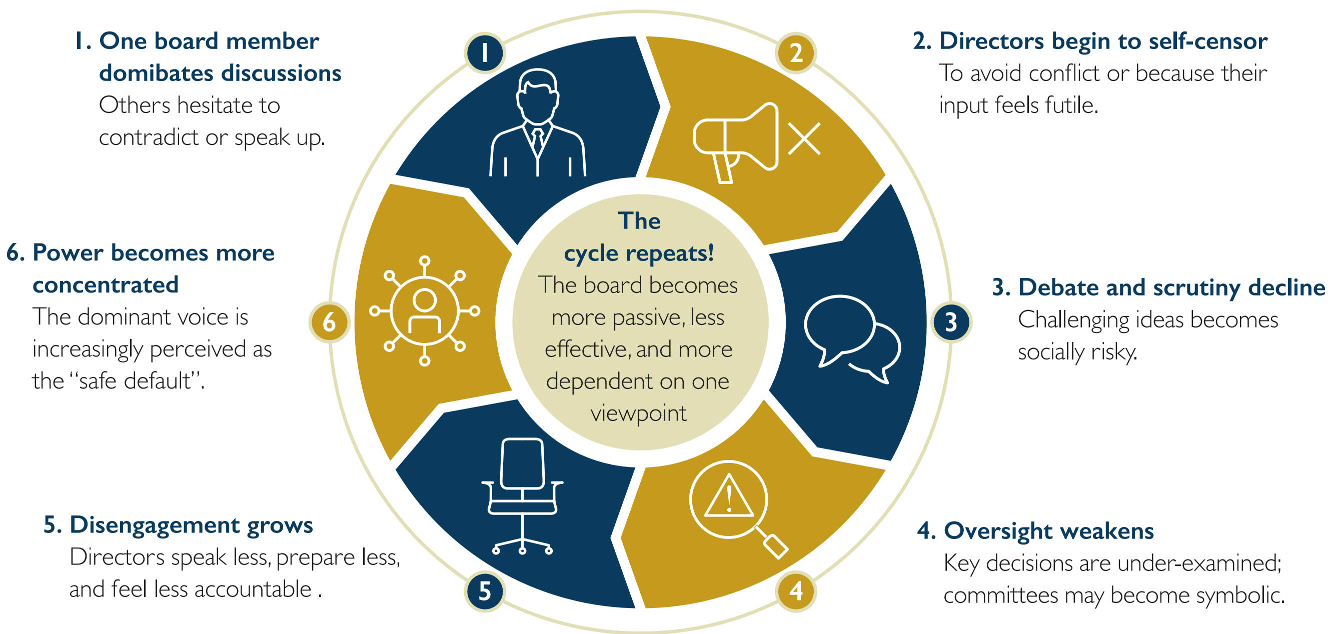
If a director perceives that their acceptance into the group will depend to some degree on their acquiescence to the wishes of the dominant board member, then this may become a more important factor driving their behavior than the requirement to demonstrate an independent mindset.

As soon as an individual joins a board, they will begin to assess the extent to which their contributions are being valued or encouraged. If the dominant player is not validating their influence attempts – or even perceives them as disruptive or annoying - then many directors are likely to adjust their behavior in a way that makes it more possible for them to achieve social acceptance. They may start to self-censor or adopt the views of the in-group. Alternatively, they may start to pull back from active intellectual engagement in board decision-making.

The consequence for overall board dynamics can be a high level of “groupthink”, revolving around the wishes of the dominant board member.[30] There may also be a degree of “social loafing”, as certain board members exert less effort if they feel that honest or critical contributions will not be welcomed.[31] This disengagement may lead them to attend meetings unprepared, as their participation is already expected to be minimal.

Such silence is often not the result of apathy, but a calculated response to perceived power asymmetries and a climate where speaking up feels useless or risky.[32] Over time, it may ensure harmony, but at the cost of curiosity, innovation, and courage. The downward spiral in board engagement is depicted in Figure 1.

Figure 1: The downward spiral of boardroom dominance



Source: Morrison, E.W. and Milliken, F.J. (2000).

30. Janis, I. L. (1972). *Victims of Groupthink: A Psychological Study of Foreign-Policy Decisions and Fiascoes.* Boston: Houghton Mifflin.
31. Latane, B., Williams, K., & Harkins, S. (1979). Many hands make light the work: The causes and consequences of social loafing. *Journal of Personality and Social Psychology* , 37(6), 822–832.
32. Morrison, E.W. and Milliken, F.J. (2000). Organizational Silence: A Barrier to Change and Development in a Pluralistic World. *The Academy of Management Review* , 25(4), pp.706–725.

There may be some board members who seek to push back against the dominant board member. This might occur if they feel that the dominant individual lacks legitimacy or does not deserve their privileged position in board decision-making. These individuals may also be particularly strong-minded (or intransigent), for whom maintaining their independent mindset is more important than conforming to the group.

> “ ‘Difficult’ individuals may find themselves excluded from specific interactions or not consulted for their opinion. ”

In such cases, the dominant player and his/her allies may start to deploy a series of more or less subtle disciplinary mechanisms as a means of suppressing dissent. Initially, “difficult” individuals may find themselves excluded from specific interactions or not consulted for their opinion. Later, they may be provided with critical feedback (e.g., from the Chair or other directors) which suggests that they should adjust their approach or style. The ultimate outcome may be that they are removed from the board.

CASE STUDY: FRED GOODWIN AND RBS

Fred Goodwin, CEO of the Royal Bank of Scotland (RBS) from 2000 to 2008, is a classic example of destructive boardroom dominance. Known as “Fred the Shred” for his ruthless management style, Goodwin exerted disproportionate influence over the board, stifling challenge and pushing through aggressive expansion plans. His forceful personality and control of information discouraged dissent, with non-executive directors often deferring to his authority rather than testing his assumptions.

The most notorious outcome was RBS’s ill-fated acquisition of ABN AMRO in 2007, completed at the height of the credit boom. The board failed to adequately scrutinize the risks, and within a year, RBS required a UK government bailout of £45 billion - one of the largest in corporate history.

Goodwin’s dominance highlights how the absence of psychological safety and the suppression of dissent in the boardroom can exacerbate risk-taking and lead to catastrophic governance failures. [33]

PA Images/Alamy Stock Photo

33. Financial Services Authority (FSA). (2011). *The failure of the Royal Bank of Scotland* . London: FSA.

THE THREAT TO COLLECTIVE INTELLIGENCE

Collective intelligence refers to the ability of a group to perform well across a range of different tasks. It is analogous to the concept of general intelligence - the cognitive ability of an individual, which is often measured through IQ tests.[34]

Whereas general intelligence at the individual level is one of the most long-standing and intensively tested concepts in the entire psychological literature, the collective intelligence of groups has only been the subject of rigorous study and experimentation during the last 15 years.

Recent studies show that groups with high levels of collective intelligence have an ability to solve problems across a variety of tasks above and beyond the capabilities of any of the individuals taking part.[35]

Although researchers found that the cognitive ability of individual group members was moderately important in explaining the performance of the group, an additional factor – collective intelligence or c – was significantly more important. In some studies, collective intelligence was twice as important as the IQs of individual group members as a predictor of outcomes.

In other words, if you were to assemble two groups of people with identical levels of cognitive ability, their respective ability to solve problems and make good decisions could be very different, depending on the collective intelligence of each group.

> “Groups with high levels of collective intelligence have an ability to solve problems across a variety of tasks above and beyond the capabilities of any of the individuals taking part.”

34. Woolley, A.W., Chabris, C.F., Pentland, A., Hashmi, N. & Malone, T.W. (2010). Evidence for a collective intelligence factor in the performance of human groups. Science, 330(6004), pp.686–688.
35. Riedl, C., Kim, Y.J., Gupta, P. & Malone, T.W. (2021). Quantifying collective intelligence in human groups. Proceedings of the National Academy of Sciences, 118(21).

The lesson for boards of directors (and other committees and teams in the workplace) is clear. Bringing a group of smart people together is not enough (although it does help!). To deliver the best possible results, intelligent people need to develop a high level of collective intelligence through the quality of their interactions and collaboration.

Various studies have attempted to identify the drivers of collective intelligence in experimental settings. Cognitive diversity is associated with higher levels of collective intelligence, although the relationship follows an inverted U-curve. The sweet spot appears to be a moderate level of cognitive diversity – neither too high nor too low. [36]

Two other factors are particularly important for the collective intelligence of groups. The first driver is the average social perceptiveness of group members. Psychologists can measure this in various ways, including by asking people to judge the emotions of others based solely on photos of their eyes. Interestingly, social perceptiveness is higher (on average) in women than in men, which is a strong argument for increasing gender diversity on boards of directors.

The second is the evenness with which conversational speaking opportunities are shared amongst participants. This can be measured by comparing the proportion of speaking time or the number of turns each participant gets. Researchers found that more equality in terms of conversational contribution was highly correlated with higher collective intelligence.

Taken together, these findings suggest that the skills most important for collective intelligence are those that enhance the group's ability to collaborate effectively and enrich that collaboration through sufficient diversity of perspective. This enables the group to take full advantage of the knowledge and skills of its members and deliver a better outcome than any of them could have generated individually.

Although most scientific studies have been undertaken by examining the behaviors and performance of generic groups of people rather than specifically boards of directors, their findings seem highly relevant to the boardroom context.

If certain board members are dominating discussions, it seems likely that this will exert an adverse effect on the collective intelligence of the board. As a result, the board will be less effective at making decisions and solving problems. Enabling all members of a board to contribute more equally is not, therefore, just a question of fairness or inclusion. It also affects the quality of the decisions that are ultimately made.

There are two caveats to the above conclusion. The first is that consistently taking a disproportionate share of board discussions is not the same thing as dominating board decision-making. The latter may happen quietly and subtly. A dominant boardroom player may not necessarily say much at all.

Nonetheless, it seems likely that the effect on collective intelligence will be similar. If decisions are made that pay little regard to the underlying perspectives of most board members, then the collective intelligence of that board will almost certainly diminish.

Secondly, although a balanced range of contributions from board members may be desirable, this does not mean that every director needs to contribute equally on every issue. On certain issues, it seems reasonable that specific board members may have a particular expertise or experience that leads them to play an outsized role in the discussion. However, over time, if there is a sense that certain directors are dominating and others are relatively marginalized, then this should be a cause for concern.

36. Aggarwal, I. & Woolley, A.W. (2019). Team creativity, cognition, and collective intelligence. In: Paulus, P.B. & Nijstad, B.A. (eds.) The Oxford Handbook of Group Creativity and Innovation. Oxford: Oxford University Press, pp.165–184.

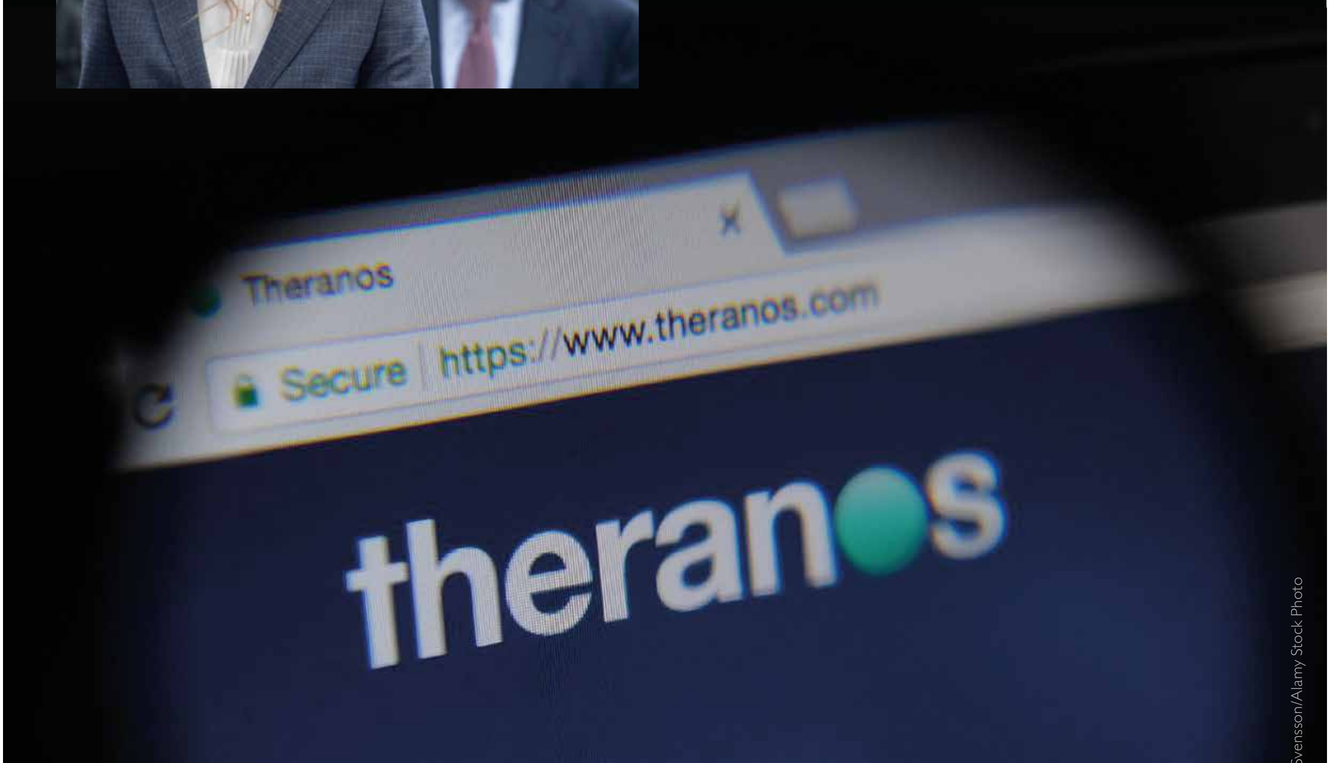
CASE STUDY: ELIZABETH HOLMES AND THERANOS

Elizabeth Holmes, founder and CEO of Theranos, exemplified charismatic dominance in the boardroom. Despite lacking scientific expertise, she built a board of high-profile statesmen and retired military leaders who were captivated by her vision and personal magnetism. Holmes controlled the agenda, tightly restricted information, and discouraged scrutiny of the company's technology.

Sipa US/Alamy Stock Photo

This dominance relied less on technical authority and more on status manipulation and secrecy. Board members, unfamiliar with medical diagnostics, deferred to Holmes's narrative and failed to demand independent verification of claims. Dissenting voices, including employees and external experts, were marginalized or silenced.

The result was one of the most high-profile corporate collapses of recent years. When Theranos's technology was revealed as unworkable, the company imploded, investors lost hundreds of millions, and Holmes was convicted of fraud. The case demonstrates how charismatic, information-controlling dominance can erode oversight and blind even prestigious boards to critical risks.[37]



Louisa Svensson/Alamy Stock Photo

37. Carreyrou, J. (2018). *Bad Blood: Secrets and Lies in a Silicon Valley Startup.* New York: Knopf.

3: GOVERNANCE STRATEGIES

MANAGING BOARDROOM DOMINANCE

For many directors, boardroom dominance is a reality of business life. They have come to accept that, for a variety of reasons, certain individuals will have a bigger voice than others in the boardroom.

Directors with longevity in the boardroom environment tend to be relatively adept at 'reading the room', i.e., rapidly forming an understanding of the state of power relations in a boardroom context, and adapting their approach accordingly. They have learnt from experience that it may be futile, counterproductive, or even dangerous to ignore boardroom politics and seek to impose their own preferred blueprint of how a board should function.

Furthermore, as we have observed, boardroom dominance should not always be viewed as a bad thing. When applied constructively, it may be associated with a number of benefits – such as greater focus, faster decision-making, and reduced boardroom conflict. This distinction is articulated in Table 2. [38]

Consequently, the objective of a smart board should not be to eliminate dominance, which in many real-life scenarios may be an entirely unachievable goal, but to balance it with a boardroom process that is still seen as 'fair' and continues to motivate the active contribution of each of the directors.

“The objective of a smart board should not be to eliminate dominance, which in many real-life scenarios may be an entirely unachievable goal, but to balance it with a boardroom process that is still seen as 'fair' and continues to motivate the active contribution of each of the directors.”

Table 2: Constructive vs. Destructive Dominance

	Constructive Dominance	Destructive Dominance
Intent	To facilitate action or protect long-term value	To control outcomes or suppress dissent
Mechanism	Based on credibility, insight, or moral authority	Based on fear, loyalty, or asymmetrical access
Effect on Others	Encourages participation, clarity, and alignment	Silences dissent, reduces challenge, breeds conformity
Transparency	Open use of influence, subject to scrutiny	Informal, opaque, or coercive
Context	Crisis, complexity, need for vision or experience	Routine matters, unchecked status, ego-driven

Source: Maner, J. K., & Mead, N. L. (2010)

38. Maner, J. K., & Mead, N. L. (2010). The essential tension between leadership and power: When leaders sacrifice group goals for the sake of self-interest. *Journal of Personality and Social Psychology*, 99(3), 482–497.

The aim is to obtain many of the benefits of group decision-making – such as collective intelligence and psychological safety - whilst respecting the underlying reality of an unequal distribution of power in the boardroom. A transparently "legitimate" board process will also help sustain the trust of external stakeholders in the integrity of the organization's decision-making process.

Governance practice and academic literature suggest various mechanisms through which to manage and balance boardroom dominance. In essence, these mechanisms provide counterweights to excessive board domination, although they are unlikely to eliminate it.

1. The crucial role of the Chair

The role of the Chair is crucial in managing boardroom dominance. To fulfill this role, the chair must be a calm, authoritative, and neutral presence in the boardroom.

The Chair should be alert to the possibility that some directors may feel inhibited by more dominant players and lack a sense of psychological safety. Overcoming that dynamic should be a key objective for the Chair.

The most effective chairs will strike a balance between firmness and diplomacy. They will not let dominance slide, but they will also avoid embarrassing either dominant or less dominant individuals in front of their peers.

It may be necessary for the Chair to provide private feedback or advice to relevant directors outside of board meetings. This may require some courage on their part, especially when they are dealing with the dominant player.

In circumstances where the Chair dominates, they need to develop self-awareness of the effect of their own behavior on other directors. The chair themselves must be persuaded of the value of an inclusive approach to discussion and debate. Without such personal commitment, it is unlikely to happen.

2. Clear role separation

Separating the roles of Chair and CEO reduces the risk of power concentration in either of these two functions.

An independent chair that fulfills the independence criteria stated in many corporate governance codes or regulations is well-positioned to act as a counterweight to executive dominance in the boardroom and can also mediate the influence of major shareholders.

It is sensible to codify in written form the distinct roles of board members, the chair, and management as a means of preventing an overstepping of governance boundaries and to ensure that there are clear expectations around the relative contributions of each of these role holders.

3. Diversity and turnover in board composition

A diverse mix of directors on the board – across characteristics such as gender, nationality, tenure, age, and professional background – increases the possibility that boardroom discussions will benefit from a diverse range of cognitive perspectives. This will make it harder for a single dominant view to overwhelm decision-making.

In addition, if a specific board member has the potential to dominate the board due to the overwhelming extent of their business experience or status, it is beneficial to have some other board members with equally respected (although not necessarily identical) credentials, as this will help maintain balance and facilitate the overall boardroom conversation.

Additionally, a high proportion of independent directors will reduce reliance on insider voices and strengthen the board's ability to challenge management.

An independent Lead Director can help coordinate the efforts of independent directors as a group, making them a more effective counterweight to a dominant board member.

Audit, nomination, and remuneration committees, which are chaired and mainly composed of independent directors, will also serve to moderate the influence of a dominant director.

Tenure limits provide a structured opportunity to move an excessively dominant director off the board and bring in fresh perspectives. It is much easier to remove a problematic director from the board through a planned process of director rotation than via more adversarial mechanisms.

BOARD GROUND RULES – AN EXAMPLE

1. Participation and Voice

- Every director has an equal right - and duty - to contribute.
- No one speaks twice until everyone who wishes to speak has spoken.
- Directors speak through the Chair to maintain order and avoid cross-talk.
- Silence does not imply consent; concerns should be voiced.
- No question is a "stupid" question — clarification and curiosity strengthen board oversight.

2. Respect and Conduct

- Listen actively and avoid interrupting.
- Challenge ideas, not people.
- Maintain confidentiality of board discussions.

3. Decision-Making

- Strive for consensus, but accept majority decisions gracefully.
- Declare conflicts of interest and abstain where appropriate.
- Base arguments on evidence and the company's long-term interest.

4. Meeting Discipline

- Arrive prepared, having read all materials.
- Stick to the agenda; off-agenda items should be noted and parked.
- Phones and devices on silent; no distractions.

5. Role of the Chair

- The Chair ensures balanced participation and manages time.
- The Chair may call on quieter members to speak.
- The Chair has the authority to close unproductive debate.

6. Continuous Improvement

- At the end of each meeting, conduct a brief post-meeting review (5 minutes) to reflect on what worked well and what could improve in board dynamics.
- Feedback is given respectfully, focusing on process, not personalities.

4. Procedural Safeguards

A clear board meeting agenda, which defines time allocations for each topic and the nature of the discussion (e.g., to make a decision or to explore an issue), is a precondition for a productive board interaction. By signposting the key elements of the meeting, the agenda is a crucial means by which boardroom discussions stay on track and avoid being dominated by a few board members.

Some boards find it helpful to establish ground rules or "rules of engagement," which define agreed-upon behavioral parameters for board meetings (see above for an example). These could include an agreement that board members will only speak through the chair. They may also suggest that contributions from directors should not be interrupted by other directors.

Although not in any sense obligatory requirements, such ground rules help set the tone for board interactions and provide clarity on how directors should approach their task.

It may be helpful to rotate committee chairs or members periodically to prevent entrenched control. Executive sessions without any executives present should be scheduled to encourage freer discussion.

In the interests of improved board effectiveness, board members who are also major shareholders could consider accepting some restrictions on their potential powers. For example, non-standard quorum rules are sometimes inserted into company articles, which make board meetings invalid if the controlling shareholder is not present. Ideally, these should be lifted. Controlling shareholders or founders could also agree to disclose to fellow board members any dealings that might conflict with the interests of the company and abstain from voting on them.

5. Board Culture and Dynamics

The Chair should cultivate a culture that normalizes questioning and encourages debate. The aim should be to foster a culture of psychological safety, where reasonable dissent within the boardroom is safe and board members feel empowered to challenge respectfully.

This approach is sometimes associated with the adoption of a "no-fault dissent policy". This is a formal policy that explicitly makes it acceptable, and even expected, for directors to disagree without fear of negative consequences.[39] A no-fault dissent policy reframes dissent as part of good governance, not disloyalty, which weakens the grip of dominant voices.

Such a policy often includes recording dissent in minutes without stigma (e.g., "Director X expressed a different view on the viability of an investment"). At a later date, this may serve as evidence for regulators and shareholders that the board considered diverse views, rather than just the dominant narrative. An annual board evaluation should check whether dissent was genuinely welcomed in practice.

A key role for the chair at any board meeting should be to act as facilitator, drawing out quieter or introverted members and summarizing all viewpoints in a balanced way at various stages of the meeting. The chair and other senior board members should also acknowledge the contributions of board members in an equal manner, so that all directors feel that their input is valued.

> “It is generally a bad idea for either the chair or another dominant board member to express their views at an early stage of a discussion.”

39. Joseph W. Yockey, *The Fiduciary Duty of Dissent*, 69 Vill. L. Rev. 157 (2024). Available at: https://digitalcommons.law.villanova.edu/vlr/vol69/iss1/4

The Chair should carefully monitor the amount of speaking time allocated to each director. She may adopt a round-robin approach to discussions, where she deliberately invites each member to speak in turn.

It is generally a bad idea for either the chair or another dominant board member to express their views at an early stage of a discussion. This may well inhibit other board members from expressing contrary opinions. Consequently, the chair should, in most instances, seek the input of quieter board members before involving themselves or more dominant players.

In specific contexts, it may be helpful for a discussion to be led by an independent facilitator. This is particularly common for board away days, retreats, or strategic brainstorming sessions.

Ongoing education and training in group dynamics and effective directorship may help directors recognize and manage dominance.

6. Director onboarding process

When a new director joins a board, the onboarding process should not just be about legal duties and company information, but also about how the new director will contribute to discussions.

Good boards set clear expectations for participation, so that the director is quickly and constructively integrated into the boardroom dynamic.

It is often helpful to pair the new director with a longer-serving board member - to help them understand board culture and when/how to intervene.

At their first couple of board meetings, the chair may include specific topics or agenda items where the new director can contribute early, giving them visibility and confidence.

7. The role of Devil's Advocate

The devil's advocate role in the boardroom is a deliberate mechanism to counter excessive groupthink arising from the influence of a dominant director.[40] The aim is to encourage psychological safety by showing that reasonable dissent is legitimate and valuable.

> "The devil's advocate role in the boardroom is a deliberate mechanism to counter excessive groupthink."

A director (sometimes assigned in advance by the chair) takes on the role of systematically challenging a proposal. They may ask: "What if this goes wrong?", or "What assumptions are we making about global economic growth next year?". They may present a counter-scenario or opposing data.

The devil's advocate should be respectful and evidence-based - not adversarial for its own sake. Rotating the role prevents any one director from being typecast as "the negative one."

8. Independent briefings for board members

Independent briefings can be a powerful counterweight to dominance in the boardroom, especially where a CEO, chair, or major shareholder controls the flow of information. In governance terms, information is power - and briefings that bypass dominant voices help level the playing field.

Independent briefings (from external experts, consultants, regulators, auditors, or governance advisers) ensure that all directors receive a balanced and fact-based evidence base. This empowers quieter or newer directors to engage meaningfully in debate. Furthermore, when directors receive information and evidence from multiple sources, they are less likely to default to the dominant voice.

40. Edmans, A. (2024). *In Defense of the Devil's Advocate*. TIME. Available at: https://time.com/6988643/devils-advocate-defense-essay/.

Shared external knowledge creates a collective reference point that all directors can draw on, rather than deferring to one influential member's narrative. It essentially acts as an equalizer, limiting the ability of any one individual to dominate by monopolizing information or the way it is framed.

9. Pre-meeting Q&A sessions

Pre-meeting Q&A sessions are an underused but very effective governance tool. They can shift power away from dominant individuals by preparing all directors, especially independents and new members, to engage on an equal footing from the outset of the meeting.

Dominant figures often control the flow of information by deciding what goes into the board pack and how it is framed. A Q&A session (with management, the CFO, the general counsel, or external experts) gives all directors the chance to clarify points privately or in small groups before the formal meeting. This reduces the risk of directors being caught off guard and defaulting to the dominant voice during deliberations.

With key clarifications already made, the formal meeting can focus on strategic deliberation, rather than one or two people framing the issue. It prevents dominant directors from shutting down discussion by claiming superior knowledge.

> “Dominance often works by rushing the board to a decision before other directors have had a chance to process the issue.”

10. Slow-Down Protocols

Slow-down protocols are gaining recognition in governance practice as a means to rebalance the pace of decision-making and mitigate the influence of dominant figures.[41]

Dominance often works by rushing the board to a decision before other directors have had a chance to process the issue. Slow-down mechanisms disrupt that dynamic. By incorporating time, structure, and reflection, they ensure that the board's collective wisdom, not just the loudest voice, shapes the decision.

For example, there could be a two-meeting rule for major strategic or M&A decisions, or a mandatory cooling-off period before approving related party transactions. The time between presentation and decision allows directors to seek independent advice or briefings, thereby reducing their reliance on the dominant person's framing.

During board meetings, there could be structured pauses - such as asking each director for views in turn - giving less vocal directors a safe moment to contribute. There should also be reflection pauses after complex presentations. Such protocols interrupt the speed advantage that dominant figures exploit.

41. Orlikoff, J. (2018). *New Approaches to Effective Board Decision Making* . trustees.aha.org. Available at: https://trustees.aha.org/boardmeetings/articles/new-approaches-to-effective-board-decision-making.

11. Pre-Mortem Technique

The Pre-Mortem technique is a structured decision-making tool that can be very effective in countering boardroom dominance.[42]

Instead of asking "Why might this succeed?", the board assumes the decision has already failed and works backwards to identify the reasons. This simple reframing has a powerful effect on dynamics dominated by a single individual or bloc.

Dominant leaders often frame proposals in strongly favorable terms or suggest that the outcome is inevitable. A pre-mortem requires the whole board to adopt a failure lens, which loosens the grip of the dominant framing.

Each director is asked to generate potential reasons for failure. This makes contributions less optional and provides a safe entry point for quieter members to speak. Directors may hesitate to voice doubts when the CEO or chair is championing a strategy. By making risk articulation the formal task, the pre-mortem legitimizes dissent and removes stigma from challenging the dominant voice.

12. Board evaluations and peer reviews

Independent board evaluations (ideally conducted externally) can reveal patterns of dominance in participation and decision-making.

In particular, the Chair should use board reviews as an objective source of insight into whether they are managing dominance effectively (including their own dominance). Their findings will enable them to further optimize their approach based on evidence and expert advice.

13. Cultural awareness or cross-cultural training

Cultural dynamics are one of the most subtle, yet powerful, drivers of dominance in the boardroom. In multinational boards or even within regional contexts, differences in communication style, hierarchy, and deference can unintentionally amplify dominance. Cultural awareness and cross-cultural training are valuable tools for rebalancing these dynamics.[43]

Directors from cultures where deference is the norm can learn practical techniques to enter discussion confidently without breaching respect norms. They gain "permission" to challenge as part of good governance, not as a breach of etiquette.

Chairs, CEOs, or shareholder-representatives may not realize how their style shuts others down. Cross-cultural feedback shows them how tone, interruption, or pace is received differently across cultures, encouraging more inclusive facilitation.

When directors understand each other's cultural norms, they are less likely to misinterpret silence as consent or assertiveness as aggression. This creates a safer space for dissent, reducing dominance by ensuring every voice is genuinely heard.

42. Veinott, B., Klein, G. and Wiggins, S. (2010). *Evaluating the Effectiveness of the PreMortem Technique on Plan Confidence*. Available at: https://idl.iscram.org/files/veinott/2010/1049_Veinott_etal2010.pdf.
43. Ritchie, C. (2025). *Cross-Cultural Training and its Importance in The Global Workforce* . www.learnit.com. Available at: https://www.learnit.com/blog/cross-cultural-training-and-its-importance-in-the-global-workforce.

CONCLUSION
WHAT ABDULAZIZ DID NEXT

In this final section, we return to the scenario outlined at the start of the paper – in which a dilemma confronts Dr. Abdulaziz Al-Abdullah: should he acquiesce in the boardroom dominance of his new Chair, or seek to address it in some way?

After taking part in half a dozen board meetings and speaking privately to most of the other board members, Abdulaziz finally sees the whole picture. He now understands that dominance on his board is not an intentional power play on behalf of the Chairman, but rather arises from the company's history, ownership structure, entrenched habits, and cultural norms.

Abdulaziz decides to write a short note to the Chairman, outlining some of his concerns and hoping to open up a further dialogue.

LETTER TO THE CHAIRMAN

I hope you will accept this note in the constructive spirit in which it is intended: as a contribution to our shared goal of ensuring that the board operates at the highest standard. Your leadership has been instrumental in guiding the company forward, and your ability to frame complex issues has given our discussions real clarity. At the same time, I believe there are opportunities to strengthen how we work together.

Your interventions are often decisive and help maintain momentum. Yet they may, unintentionally, narrow contributions, as some directors hesitate to express alternative views. This can constrain the board's collective intelligence—the full value of diverse insight and judgment that emerges when all members participate. A less dominant chairing style—one that actively draws out contributions and signals that challenge is welcome—would also build psychological safety, enabling directors to question and innovate without concern for repercussions.

Structural adjustments could further reinforce inclusiveness. Increasing the number of independent directors, appointing an independent lead director, and prioritizing greater diversity of background and perspective would enrich debate and strengthen confidence in our governance. Importantly, regular and rigorous board evaluation from an external expert should accompany these steps, providing a constructive means of assessing our dynamics, tracking progress, and ensuring that dominance does not inhibit effective collective decision-making.

Taken together, these measures would reduce the risks of groupthink, deepen resilience, and demonstrate to shareholders and stakeholders that our governance is thoughtful, balanced, and future-focused. Far from diminishing your authority, such changes would highlight your leadership in cultivating a board culture that is inclusive, deliberative, and committed to the company's long-term success.

With respect and in support of our shared responsibilities,

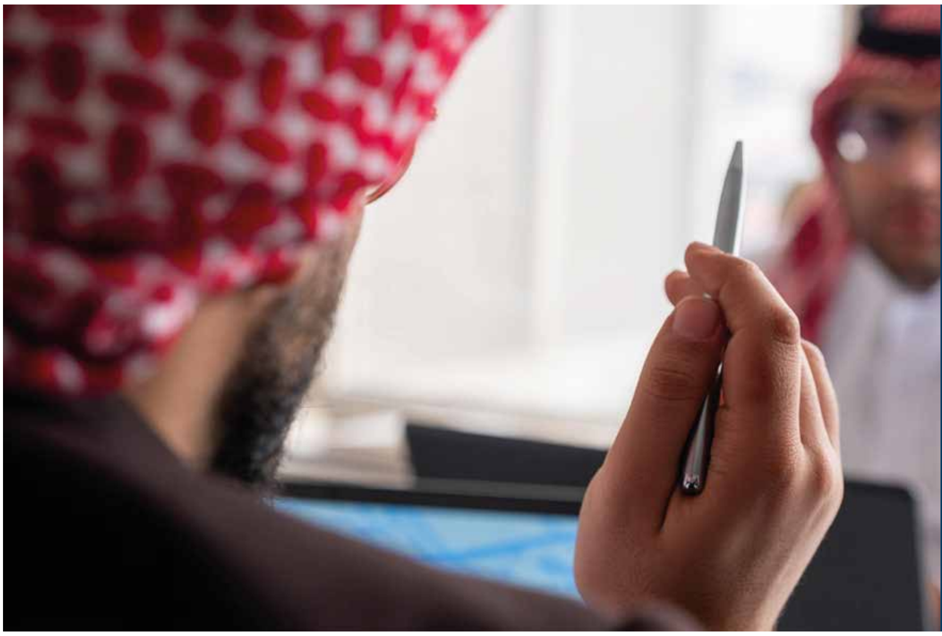
Yours sincerely,
Dr. Abdulaziz Al-Abdullah

After receiving the letter, the chairman takes time to reflect on its contents. His initial reaction is one of surprise: he had not realized that his decisive style, while intended to provide clarity and direction, was discouraging others from contributing. Far from being defensive, he responds positively, thanking Abdulaziz for raising the issue with respect and candor. He acknowledges that as the representative of the family shareholder, he may have unintentionally dominated discussions, and he expresses genuine openness to new ideas.

In the following months, he consciously adjusts his chairing style. He begins inviting quieter directors to speak, summarizes contributions without imposing conclusions, and encourages constructive challenge. The board also agrees to appoint an independent lead director and undertake a structured board evaluation. Diversity is prioritized in two new appointments, bringing fresh perspectives and expertise.

The cultural shift is palpable. Directors report greater confidence in sharing views, and the board starts to tap more fully into its collective skillset. Debates are richer, assumptions are tested more rigorously, and decision-making becomes both more balanced and more innovative. Notably, while the chairman's family remains the controlling shareholder, the perception of the board's independence and professionalism improves significantly, thereby strengthening its legitimacy in the eyes of management and external stakeholders.

Over time, the board realizes many of the benefits of group decision-making: better risk identification, more creative strategic thinking, and more substantial alignment with stakeholder expectations. What began as a respectful suggestion evolves into a significant enhancement of governance culture, demonstrating how constructive dialogue at board level can lead to lasting positive change.



“The cultural shift is palpable. Directors report greater confidence in sharing views, and the board starts to tap more fully into its collective skillset.”

APPENDIX

VERBAL TOOLKIT FOR CHAIRS

In this section, we present some tactful, professional phrases that a chairperson can use to rein in dominance in the boardroom. These phrases acknowledge the dominant person's value (to avoid defensiveness) while creating space for others to contribute their thoughts.

When someone speaks for too long

- "Thank you, that's a valuable perspective - let's hear from others as well."
- "That's an important point. I want to pause here so others can weigh in.
- "Let's capture that thought and come back to it afler we've heard from everyone."

When they interrupt others

- "Hold on a second let's allow Iris to finish."
- I'd like to hear Andrew's complete thought before we continue."
- One at a time - Abdul, please finish your point, then we'll come back to you.

When they repeat themselves

- I think we've captured your point clearly. Does anyone have a different angle to add?"
- That's consistent with what you mentioned earlier, and it's noted. Let's move on to new ideas."

Inviting quieter voices

- "Before we move forward, I'd like to hear from someone who hasn't spoken yet. Melissa, what's your view?"
- "Let's go around the table so everyone has a chance to comment."
- We've heard one perspective; are there any alternative views?"

Time management

- "We're short on time, so let's keep responses brief and focused."
- "Thank you - to stay on track with the agenda, I'll move us to the next itern."
- I'm going to park this point so we can stay on time!"
- "Let's take this discussion offline."

Balancing authority with respect

- "That's valuable input. Let's balance it by hearing how others see the issue."
- "Your expertise is clear, and I'd like to test that against other viewpoints."
- "I'd like us to avoid going too deep into one perspective let's broaden the discussion."

Private follow-up

- "Your contributions are powerful. To get the best from the group, I'll need to make sure we hear from others as well."
- "I value your input, but we'll be more effective if everyone gets space in the discussion."

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