Deal Talk with Dr. Curtis Odom

Episode 130

Podcast Title: Early Culture Integration for a Healthy Merger

Guest Information

Dr. Curtis Odom is a leading certified merger and acquisition advisor, certified value growth advisor and certified professional business coach who specializes in M&A post-transaction integration. Recently awarded by Corporate LiveWire in London as Post-Merger Integration Advisor of the Year (USA) in 2016, Dr. Odom has over 20 years of experience as a management consultant, thought leader, keynote speaker and executive coach. Dr. Odom has published 3 books, including 'Mind the Gap: Getting Business Results in Multigenerational Organizations,' and several articles and blog posts on various channels including Entrepreneur Magazine, Inc., Fortune Magazine, The Wall Street Journal, and The Huffington Post.

Transcription

[00:00] **Jeff:** If you are negotiating to sell your company outright, or are merging to form a new, larger organization and you're committed to its success as quickly as possible, you've come to the right place.

[00:13] *From our studio in Southern California, with guest experts from across the country and around the world, this is "Deal Talk," brought to you by Morgan & Westfield, nationwide leader in business sales and appraisals. Now, here's your host, Jeff Allen.*

[00:28] **Jeff:** Hello and welcome to the web's number one content source for small business owners committed to building a business for eventual sale. Here on "Deal Talk" it's our mission to provide information and guidance from our growing list of trusted experts that you and all small business owners can use to help you build your bottom line and improve your company's value.

Corporate culture may be a bit of a grey subject for some business owners. But knowing what culture is and understanding how it influences your decisions and drives your business can be critical, particularly if you're in the acquisition process, or if you're selling your company outright, or merging with another company to form a new, larger organization, or if you're the buyer looking to succeed as quickly as possible post-acquisition, this program is for you.

We could not have a better, more qualified guest to talk about this important subject than a gentleman who was recently honored internationally as the Post-Merger Integration Adviser of the Year (U.S.A.) for 2016 by Corporate LiveWire. Dr. Curtis Odom, Principal and Managing Partner at Prescient Strategists, LLC. He is a certified M&A adviser and an expert in the area of organizational change.

He joins us this morning via Skype from the Austin area. And Dr. Odom, it's a pleasure and honor to have you on the program. Welcome to "Deal Talk."

[01:56] **Dr. Odom:** Thank you very much, Jeff, for that kind of introduction. It's a pleasure to be here with you today.

[02:01] **Jeff:** What have you discovered, Dr. Odom, in all of your work that you've done that most often hinders or prevents the success of an organization following a merger or acquisition?

[02:16] **Dr. Odom:** That's a really great question. I was just in a meeting this morning where we're talking with business owners. They're struggling through trying to make the deal work. The thing that keeps coming up more and more is when they look at merging their organization with another or making an acquisition, the trouble usually stems from a culture class somewhere and trying to make two entities into one.

[02:41] **Jeff:** We're really committed on this program. And we mention it all the time that we want to help business owners grow their companies. Whether that's the company they own right now or the company that their business could be later on as it's acquired by somebody else, or they do the acquiring. They find targets that they want to pursue in order to grow their organization and expand it to new markets.

This discussion today that we're having is really important because you've said, and you've kind of committed throughout your career, that culture really does have a relation to value. Can you tell us how and why that is?

[03:26] **Dr. Odom:** Absolutely. When a merger and acquisition unexpectedly starts to go south, the cost could be painfully clear. You have a drop in morale. Synergies fail to materialize. That top talent that you hope to keep, they start running for the exits. And it's tough to figure out what's really going on and try to understand where the synergies are failing or what's really causing a hole in the bottom of the boat.

And from my research, what I have really learned from executives that I have a chance to work with, and those that I have seen both be successful and fail, is that a deal's failure to achieve the promised value most oftentimes was due to a lack of or meager attention being paid to the cultural integration component.

[04:13] **Jeff:** And how exactly can that lack of attention to culture manifest itself as far as the importance of its impact on the business is concerned?

[04:25] **Dr. Odom:** Great question. Usually what I see and when I'm brought in a culture clash, companies' fundamental ways of working are so different in two organizations that they're easily misinterpreted. People feel frustrated and anxious. And it lends itself to demoralization. Your productivity starts to flag.

What it really lends itself to is when you look at corporate culture, it's the shared values, the beliefs and the behaviors that determine how people are actually going to do things in the organization. How are they going to survive, how are they going to win?

So there's three areas that I see that lend itself to culture. Number one, whatever those behavioral norms are that are expected to be exhibited by everyone, from the senior leaders all the way down to the front line employees, those need to be laid bare on the table. We need to talk about those. We need to admit that those are in the room and that they're really the soul of the deal.

The second thing I would share is that we need to look at the critical capabilities and decisions about where is this new organization going to go? How is it going to compete? And what is our organizational strategy?

So many times, Jeff, people that I have had the opportunity to work with and talk with, they think about it simply from a strategic standpoint. We're going to add company A to company B and we're going to move forward. Everything's going to be great. We're going to achieve increases in revenue. We're going to achieve increases in value. But we don't pay attention to the people component of it.

And the people component is really what lends itself to the third area, which is how are we going to look at this operation model for the new company? What's going to be the structure and the accountabilities? What governance is going to be in place? And what are the ways of working that we're going to need to embrace now that we have this blueprint of two organizations that are coming together? How are we going to get the work done?

[06:14] **Jeff:** Dr. Curtis Odom joins us today from Boston, and he is an expert in the area of organizational change. He's Principal and Managing Partner at Prescient Strategists, LLC. My name is Jeff Allen. You're listening to "Deal Talk," and it's good to have you.

Talking about then, Dr. Odom, this idea about establishing maybe what those differences are in trying to find a way to eliminate those differences and create a seamless culture. Maybe you've got two companies with a culture clash, so to speak, and yet there is a deal in the works. There are negotiations underway to bring these two companies together.

It would seem to me that it would be really important for both companies, both the target and the acquirer, to get together in the very early stages to kind of identify or determine if in fact there are going to be some major issues and hurdles to get over before you can even try to consummate a deal before you can get it done. Is that right? You want to try to have these problems off the pass early, correct?

[07:27] **Dr. Odom:** Absolutely. Where we have had the most successful of our clients is really being at the table, part of the conversation, Jeff, during the due diligence phase. We want to get both not only the seller but also the buyer, of course which we usually spend most of our time assisting the buyer. But we want the buyer to understand upfront during due diligence.

What is this asset that they're acquiring not only from an IT standpoint or operations, sales, marketing, legal, all those components? But from a culture, from a people component, what is it that you're actually bringing in? Where we like to work, and we've had the best success is upfront during due diligence. But we see it and, to be completely honest, we see a lot of the challenges that this idea of culture, of integration, of the change management most oftentimes happens post-close.

So the deal is done, the signatures are dry on the documents, everyone's gone off for the steak dinner. But the question we like to ask of business owners and those who are acquiring companies is what happens after that dinner? After that steak dinner you're left with this asset you've acquired. How do you maximize its value? How do you optimize the purpose of the deal in the first place? How do you do that?

That idea of waiting to post-close is really where a lot of these challenges happen because the ink is dry and now you've got a culture that's really looking around to figure out, "Now, what? What does this mean for me? What does it mean for my ability to provide a lifestyle for my family, my loved ones? Well, I have an opportunity to be in a role in this new, emerging organization. And quite frankly, do I want to be?"

So all of those things when you think about the top talent, the people that are really instrumental to driving the operational excellence and optimization of the business. If these questions aren't answered for them upfront, Jeff, without a thought or they just assumed that after the deal is done that the HR department will just handle all of these things as they go, you're setting yourself up for a disaster, which could really not only kill the deal, but it could really devalue the asset from the onset.

[09:39] **Jeff:** Are you suggesting then that waiting until after the deal is done. And here we are, we're post-closed, we're in that transition phase and maybe it's a year down the line and things have gotten off to a shaky start. Are you suggesting then that it may actually be too late to make changes after the close of a deal, Dr. Odom?

Or is there really still kind of a window of opportunity there that as long as you don't wait too long, that you can take and get your arms around any of these culture-related issues in order to set yourself for a pattern of growth and a more positive, sustainable type of growth even after you've had some issues initially?

[10:24] **Dr. Odom:** Absolutely. There's what we'd like to call basically the runway to a deal when you think about the cultural integration. Certainly where we have the opportunity to partner with clients. If we could do that during due diligence, basically the runway of the cultural integration really maximizing the opportunity for culture change and adoption.

If we start in due diligence, that window is roughly around six to 12 months of working with the senior executives, those are the part of the different heads of operations to really get the integration component going. So due diligence, you're looking maybe six to 12 months of time from a consulting standpoint and an advisory standpoint to mitigate some of the risk that could kill the deal.

But when we wait to post-close, that runway really does lengthen. You're looking anywhere 18-24 months on our experience to come in, to assess what miscues have already happened. How do we wrap our arms around the challenges that are already being experienced? And then really start to do a little bit of what we like to call damage control, of trying to undo some of the things that could've quite frankly been avoided if we started the conversation upfront, if we did a look at what are going to be the right people for this deal, what are the right roles they need to be in, what are the right skills, are they there at the right time?

And then finally, what's going to be the right cost at being able to execute this deal across the board and down through the silos of business unit where it comes to the people component.

[11:56] **Jeff:** Very good. I guess we've been talking in generalities. We've been talking about issues, and we've been talking about things as they relate to these cultural differences. Can you kind of share with us maybe some examples of what these cultural issues might involve? What some of these things are that sometimes divide these companies and prevent them from being able to grow together, or from the new company being able to succeed post-merger?

[12:27] **Dr. Odom:** Sure. I can give you one example of one client who we're working with right now, and the signs are very positive for the senior team. They seem to be really committed to building a culture that's going to both excite employees about the future and give them a new way to go forward. They're really focused on the culture, which is a great thing, and it's really going to set up so that the objectives or the deal are shaped and that the sequence actually works for a pace of integration that everybody can wrap their arms around.

So what we've been doing with them now over the past seven months or so is we've been going on a function by function basis. We've been talking to the managers of each function and really working with them to figure out now as we're moving toward the deal being done, where are we going to accelerate the opportunity to integrate? Where are we going to stage it, maybe have a more of a purposeful walk.

And then which integration activities are we really going to delay? Because just like every good consultant, there are many gaps that you're going to uncover when you're working with your clients to help them look at their organization in a way that maybe their operational pace doesn't allow them to.

So a lot of what we do is we help the business owners of an organization take a step back and look at their organization as we do objectively, without being in the day-to-day operational basis of running their firm or running their company.

But every gap that comes up from an integration standpoint may not necessarily need to be closed straight away. So what we've been doing with this client, again, is really prioritizing. What are the must-have functional areas that we need to integrate so that we can both ensure compliance, which is big.

And then secondly, how do we ensure business continuity? Because the customer of this client, they do not and should not feel any type of inertia, or slowdown, or hiccup, if you will, because the organization has acquired another entity. The customer wants to feel like they're still as important pre-deal as they are now going to be through the deal and post-deal. So we really focus on that and try to make sure we keep our pulse on any instances where we are seeing a different productivity that would then translate into damage to customer brand, customer loyalty, what have you.

[14:50] **Jeff:** Dr. Curtis Odom is my guest, Principal and Managing Partner at Prescient Strategists, LLC. And for everyone, you can find a complete transcript of this program at morganandwestfield.com. You'll see a summary below the media player, but you can click on that PDF link to download the whole thing and you can come back and read it again and again on your PC, or your phone, or tablet, or whatever it is that you use to take with you.

This is a great conversation, and we've got more of it to come as I continue my chat with Dr. Curtis Odom when "Deal Talk" returns after this.

[15:43] *If you'd like to share your knowledge and expertise on any subject related to selling businesses or helping business owners improve the value of their companies, we'd like to talk with you about joining us as a guest on the future edition of Deal Talk.*

*Interested? Contact our host Jeff Allen directly. Just send a brief email with "I'd like to be a guest" in the subject line. In a brief message include your name, title, area of specialty, and contact information, and send it to **jeff@morganandwestfield.com**, that's jeff@morganandwestfield.com.*

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[17:27] **Jeff:** We'd like to hear from you, very interested indeed in finding out your opinions, getting your feedback, learning what it is that we can do to make "Deal Talk" even better for you. So all we'd ask you to do is simply send us a quick and dirty email. Hopefully it's not too dirty, hopefully you can send us a quick and clean email, and hopefully it'll be nice too, morganandwestfield.com.

Once again, send your comments, thoughts, suggestions and even praise if you happen to have some. We'd be glad to get that too, dealtalk@morganandwestfield.com.

So glad to be joined today by the Post-Merger Integration Adviser of the Year for the United States and just so named now internationally acclaimed he is for 2016 by Corporate LiveWire. His name is Dr. Curtis Odom, Principal and Managing Partner at Prescient Strategists, LLC in the Boston area. Dr. Odom, once again, good to have you. Thanks for staying with us during the break.

[18:29] **Dr. Odom:** Absolutely. Happy to do this. This is a great conversation today.

[18:33] **Jeff:** I appreciate it. I'm enjoying it as well. By the way, my name is Jeff Allen. You're listening to "Deal Talk," and we're talking about the importance of cultural integration during that transition phase, how important it is to try to discover the issues that divide two companies early in the acquisition phase, the merger and acquisitions deal, so that the new company can succeed, so that you're building a new company for a long-term track of success right from the get-go, that's really important, that's what we're discussing.

And Dr. Odom, I was wondering if you can talk about some of the specific steps that a business owner can take to mitigate any drop in productivity or revenue when we're talking about merging these two brands together. Whatever brands they may be, whatever companies, whatever lines of business you may be in, steps that a business owner can take to ward off any issues that might cramp productivity and revenue, and stall things in the early going.

[19:35] **Dr. Odom:** Absolutely. I think one of the things that we work with our clients first and foremost, we really need to scope out our integration efforts. There are a lot of areas we could focus, but we want to really key on the areas where we should focus. Scope and approach will depend on the nature of the acquisition, certainly.

But for those that are acquiring, we want to have a clear business case that we use to support the acquisition. We need to know that, we need to think about the organizational strategy, and we need to figure out, are we doing the complete integration in terms of one company buying another and becoming an operating company as a result of that?

Or are we talking about an acquisition where it's going to be more of a holding company structure where the two entities will operate as separate businesses? But regardless of how that's set up, the areas of focus that business owners and those that are acquiring businesses really want to think about it, what are the value drivers that are going to have the biggest influence on the areas that are going to have the most need for resources, and hopefully will give the greatest synergies and integrations.

Some specific areas we think about is where are we going to consolidate any operations? How do we eliminate excess capacity, also thinking about how do we leverage combined purchasing volume, what are we thinking about from a back office and a front office integration, which operations need to be executed? Included in that are the information technology, or IT, aspect. And then really what are the back office capabilities they're going to need to support this new business or new company.

In all of those scenarios, we need to think about them upfront, hopefully during due diligence. And then we can work with our clients to figure out from a priority standpoint where are we going to focus first and fast.

[21:20] **Jeff:** So many of us have a fear of change. And when I hear you talk about integrating culture, you could have two brands that could be in the same business. They're both producing an outstanding product. And all each of these brands wants to do is create a company, join forces, and just dominate the market. But you could have a completely opposite view on each side of what the culture should be.

And so you're going to have one side that may be particularly resistant for whatever reason, or you may have individuals resistant on the team. How do you deal with resistance to change in order to get buy in from both sides so that you can move forward?

[22:08] **Dr. Odom:** Sure. I'll answer that and I'll give you an example of how we're working with a client to successfully mitigate that.

The biggest thing that we see as an absence or challenge to this real cultural piece from a changed management standpoint is a lack of communication. And I know that sounds trite, but the idea of communication is something that you don't just do one time. And I think in a space that's a swirl of activity, it is an acquisition, it is a merger. Communication becomes that much more paramount.

And where we have seen that is usually communication on these spaces comes down from on high. And that communication is usually coming down and only answering the questions of what's going on and why it's happening at best. But for those that are listening, the leaders of the organization, those charged with the execution and the day-to-day work of the organizations, they're listening for the who and the when.

And if those communications don't speak to them, you may from a top-down perspective be communicating or think that you are. And certainly you might be sending out emails in town halls and everything else like that, but people aren't coming to these town halls intently listening for the who and the when.

In my experience, what I have found is that many folks would talk about the fact, oh people don't like change. And, Jeff, I disagree. I think that people don't like being changed. And part of the work that we have seen and gone in with senior leaders and many different sizes of organizations across many different industries is to get them to wrap their mind around one specific sentence, is that your merger or your deal ultimately is change and that change will work when the people for the organization feel that the change that's going on is being made with and for them rather than done to them.

[24:02] **Jeff:** They want to feel like they're part of the success. They want to feel that they are part of the team, and that they contribute, and that they're valued.

[24:11] **Dr. Odom:** Absolutely. Many times the train is moving so fast at the leadership level, because there's a clear vision from where we're going from, either a strategic standpoint, relationship standpoint, looking at the ROI, if you will, or looking at the value of the deal. And we're doing that from such a high level of moving so quickly at the top of organizations that the people, the culture is almost in a whipsaw type of environment where they're being thrashed about as the speeding train goes around the curb. They are the last car on the train. They're watching the organization turn and take the curve, but they haven't felt the inertia yet, they haven't felt the movement.

And then most oftentimes they feel that movement, they don't understand where the train is going. They don't understand if they are even going to be able to get off, that they want to be on the train and which destination is it pointed to. All of those things, I used that metaphor to really specifically say that we need to think about the last car on the train. Even though where we're headed might be the best place for the combined organization and we're trying to get there with the speed to mark that's going to allow us to really engage and grab some type of ROI or some type of value.

[25:29] **Jeff:** I can imagine there are some heads right now listening to this discussion, they're nodding, and everything that you said makes perfect sense, everything we've talked about that you've kind of explained makes perfect sense regarding cultural integration and its importance to the growth of the new company.

So now they're probably wondering many folks in our audience, what is the next step, how can I take those next steps to get started along my way because I want to expand my company, I'm looking at selling my business, I'm looking at merging with a company that out there has the same ideas that I have. How do we get started? Next steps.

[26:08] **Dr. Odom:** Great question. What usually happens, and we're very thankful for this for our firm is that people need or realize that they need a thinking partner. They need someone to be able to sit there with them and help them think up and out of the operational paradigm that they're in.

They're running the business; they've been very successful with doing that. But they're trying to figure out, "If I want to expand my business I want to go to this next level. If I want to maximize value and optimization there needs to be a plan."

And where we have the most success is working with clients, we create a 100-day plan. And the plan can be quite honestly a little bit frustrating when it's first put together because it's asking for details and it's got a length to it that many operationally-minded business owners think that are questions that quite frankly may not return an investment and they're being asked or them answering.

But the immigration is a very unique situation, and we have to not just focus solely on material items but we have to think about what does it look like for negative consequences. In other words, what could come back to bite us if we don't think about it right now?

So our 100-day plan really has to put the details of all the tasks across all functions that we must take and keep moving with if the integration is going to be successful. For instance, we need to look at what short-term changes we need to implement, whether they have an immediate financial impact or they're just important to continue the operations. We did an inventory of that. So we got to think about common policies and procedures, how are we going to migrate those, and how do those hit both the front and back office of the organization.

Then we need to spend some time testing and refining the major assumptions about this integration approach. What are the real value drivers that are coming out of the due diligence, and how do we put together an implementation approach. So what's step 1, step 2. And how do we see working together that would achieve the desired future state operating model over time.

And I say over time because we also need to be very realistic that the things that we're putting in place today, there's going to need to be a runway, there's going to be a lag, if you will, in terms of the things that we did do today in terms of returning value. We want to do that simply and honestly within the scope of when we think we're going to, or have communicated we're going to achieve ROI or the optimized value for the integration or the acquisition.

And then lastly, where do the organizational changes need to be made? Such changes that we need to make immediately. Maybe that's why we have redundancy and function, maybe there are certain aspects that now as a result of this merger acquisition could quite frankly be moved to an economy of scale, more of a centralized model, which things could be outsourced. We really want to look at those things, but also over a phase of time. We don't want to do too much too soon.

Just because we have a plan does not mean that needs to be executed today. It really is a 100-day plan, Jeff, which is looking at from due diligence really out to a place, a 100-days into the new organization, what should we be doing, how do we do it connected to the organization strategy. But also certainly as we've been talking about connected to the culture of now, the new organization. Because you have had two cultures that have merged together. We need to define and identify what the new culture of the new organization needs to be and put things in place to allow us to see the future state clearly.

[29:43] **Jeff:** There you have it. By the way, I would probably imagine, Dr. Odom, that if a privately-held business owner may not necessarily have the idea in mind to seek a partner, or to seek an investor, or to grow their company into markets by being acquired or putting their company out there, seeking a buyer. That they may be able to use some of the information we've talked about today to kind of begin the process of some self-examination, looking at their own company to kind of see where some weaknesses might be.

And we also know that sometimes it's difficult to get that 35,000-foot-level view of a company because we're so busy working in it as well as on it. In that particular instance, if someone is interested in contacting you today to talk about maybe a pending merger that they've got and they want to move toward working toward seaming together two cultures and creating this new cultural integration that we've talked about today. It's so critical toward their success of their new organization, how can they contact you?

[30:54] **Dr. Odom:** Sure. I think there are two ways. I would invite the listeners of this program to take a look at our website at prescientstrategists.com, all one word. You'll find a lot about not only who we are, but what we do, where we work. You have a great idea of the clients that we work with.

I will share with the listeners, do not be frightened by the fact that a lot of our clients have been Fortune 100 companies. The work that we do is agnostic to industry, agnostic to size. And quite frankly, we have a lot more of an immediate impact working with middle market, and I would even say micro market companies as they think about it.

And I must say you'll find our phone number for the office, but I'll give you that here. Just give us a ring. If you're looking for a thinking partner, give us a call. It's 857-453-6736, and that goes right into my office, and my assistant or one of our members of the team would be happy to connect with you. Or if you'd like me to give you a call back, just say so in your message. I'd be happy to reach back out to you. I'm always in the market for new thinking partners, how I can help their business grow and be successful, and get the value that they're really seeking.

[32:03] **Jeff:** And speaking of value, this has been a valuable conversation. Dr. Curtis Odom, thank you so much for joining us, just a great discussion today, and hopefully we can have you back on again in the near future.

[32:13] **Dr. Odom:** I would welcome that. It's been an honor to be here today. It's been great to kind of mix it up with you back and forth, Jeff, and talk about how we could add value for business owners who are in that space of merger, acquisition, and really trying to get the value and optimization.

[32:26] **Jeff:** Dr. Curtis Odom, Principal and Managing Partner at Prescient Strategists, LLC., in Boston. In addition to morganandwestfield.com, you can find us on iTunes, Stitcher and Libsyn.

"Deal Talk" has been brought to you by Morgan & Westfield, a nationwide leader in business sales and appraisals. Learn more at morganandwestfield.com. My name is Jeff Allen, thanks so much for listening.

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Key Takeaways To Remember

- It's important for the target and the acquirer to get together in the very early stages of a merger to determine if there are going to be any major issues before the deal is closed in order to maximize the opportunity for culture change and adoption.
- When a business owner is struggling to merge their organization with another, the trouble usually stems from a culture clash somewhere and trying to make two entities into one.
- When an organization has acquired another entity, it is important to ensure business continuity because customers should not feel any type of hiccup.
- The biggest challenge to the cultural component in a merger is a lack of communication.
- Issues about top talent should be addressed upfront. Acquirers who assume that the HR department will just handle top-talent issues post-acquisition are setting themselves up for a disaster, which could not only kill the deal, but also devalue the asset.

Interested in sharing your knowledge and expertise? Join our pool of trusted experts in business sales, valuations as well as mergers and acquisitions. Be our guest! Please contact our host, Jeff Allen, by sending a brief email with the subject line, "I'd Like To Be A Guest" to ***jeff@morganandwestfield.com***. *Include your title, area of specialty and contact information.*