

Deborah Midanek on Fletcher Byrom

He lived to bring out the best in others

By happy circumstance, Deborah Midanek chose as her “giant in the boardroom” an individual who made a splash in *DIRECTORS & BOARDS* a decade ago with his article, “A Message to My Successor” [Spring 1999], which was nine pages of profound wisdom on CEO succession. Fletcher Byrom was a grand business leader of the old school — a CEO who led a major industrial corporation (Koppers Co.), served as a strong presence on the boards of several Fortune 500 companies, and moved comfortably between the business world and service to government, science, academia, and philanthropy. Midanek is a turnaround expert who is president of Solon Group, a firm she started in 1989 to work with boards, management, investors and lenders of companies facing serious difficulties. (See page 48 for more recognition of Byrom and his classic article.) — J.K.



Fletcher Byrom: He truly was a ‘living embodiment of the collective wisdom and conscience of the organization,’ says Deborah Midanek.

From a powerful 1976 letter to employees:

“Revelations of improper conduct by employees of corporations have created an environment of distrust of private enterprise. Koppers has a stated policy requiring compliance with all applicable laws everywhere. The question before us is not merely one of legal or illegal acts. Rather we are also concerned with the ethical and moral dimensions of actions which are not per se violations of the law.

“As you all know the philosophy of management of this Company places a premium on the quality of individual judgment. It would be completely inconsistent with our style to attempt to replace individual judgment with specific instructions.

“Within each individual resides the will and the power to act in good faith, to uphold laws written

and unwritten, and to understand the moral and ethical implications of our actions. The conduct of business does not take place between inanimate corporate entities but between individuals. We do not believe we can create moral conscience through the issuance of a ‘code of conduct’ or by specific instructions for employee behavior.

“What we can and do say, however, is that we accept the teachings of the great religions in regard to moral and ethical conduct; that we expect and pray that our associates will be so guided; that we do not expect anyone to violate such moral guidance under the belief that the Company would benefit from acts that are contrary to individual conscience.”

Chief executives, directors, regulators, governance experts everywhere, take heed from this wise and vital man. Fletch was a man who lived to help others bring out the best in themselves. It was a rare privilege to know him.

I close with one more favorite saying Fletch attributed to his minister: “If you see a turtle on top of a fence post, you know he did not get there alone.” ■

IFIRST ENCOUNTERED FLETCH in 1990 when I recruited him to the restructured board of bankrupt Drexel Burnham Lambert Group Inc. I was 35, he was 72, and the stakes were high. We served together on that board and others, forming an enduring friendship that lasted until his death at 91 in 2009. I loved him, and his teachings have served me well during the 14 corporate directorships I have held since our first collaboration. His own words below offer the best tribute.

Fletch focused relentlessly on the interpretation of ethics and morality in business, and on the chief executive officer as the necessary model of moral behavior. As CEO, Fletch played a role akin to “a lawgiver,” in the meaning personified by Solon — “the living embodiment of the collective wisdom and conscience of the organization.”



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