Why Didn't We Know?
Ralph Hasson

A whistle-blower's lawsuit alerts Galvatrens to deep flaws in its system for uncovering misconduct. How should management and the board respond?

It was 9:30 in the evening of what had been a very long Friday when the phone rang in Chip Brownlee's home study. On the line was Arch Carter, the lead director of Galvatrens, the Houston-based consumer products company that Chip had led as chairman and CEO for the past ten years.

"I just got your voice mail," Arch said. "The parts about a lawsuit and accusations that we manipulated our sales numbers certainly got my attention. What's going on?"

"At this point, I don't know much," Chip responded, "but I wanted to give you a heads-up. A former divisional sales manager has filed a lawsuit against the company, charging he was wrongfully terminated because he tried to report an illegal scheme to inflate sales."

Chip had received a copy of the lawsuit that afternoon. As he'd read through the complaint, he'd gotten a whole new perspective on the multiple departures that had rocked Sales during the past four weeks. The plaintiff was Mike Fields, who had left Galvatrens three weeks earlier. He claimed that he'd come across a plan devised by Greg Wilson, another divisional sales manager. According to Mike, Greg had proposed shipping goods to a few of his bigger customers, billing them, and booking the sales—but with a side agreement that they wouldn't have to take ownership, could return the shipments at any time, and would get a 2% discount on any goods they accepted and paid for in the following quarter. The purpose of the channel-stuffing scheme was to meet quarterly sales targets and trigger bonuses, Mike contended.

"So what's the wrongful termination charge about?" Arch asked.

"Mike says he found out about the scheme by accident and, since he didn't know who else might be involved, contacted Harry about it," Chip said. In the lawsuit, Mike claimed that he had left a confidential voice mail for Harry Mart, Galvatrens's COO, asking to speak with him about a matter of the utmost urgency involving possible misconduct by a company manager. He said Harry never followed up with him and instead referred the matter to Mike's boss, Terry Samples. Until a week ago, when he left abruptly to take another job, Terry had been the senior vice president of sales.

"Mike alleges that Terry subsequently told him his performance was not up to snuff and that he'd have to accept a demotion and a transfer to Indianapolis if he wanted to stay with the company," Chip continued. "Mike says the demotion and transfer were in retaliation for exposing the channel-stuffing scheme—and Terry knew that Mike, as a divorced father with joint custody of his kids, couldn't leave town."

"Yikes! So Terry could have been involved in this?"
"We don't know at this point," Chip said. "At the very least, it looks like he found out from Mike about Greg's plan. We don't even know yet whether Greg followed through on it."

"What about this Greg guy?" Arch asked.

"He resigned about a month ago. He took a job in California. When Terry left so suddenly last week, I was beginning to wonder if the turmoil in Sales was more than unhappy coincidence."

"Oh, man," Arch muttered.

"That's not all," Chip added. "Mike also says our channels for confidential reporting of misconduct don't work very well. He claims that, as a company, we made it easier for Terry to retaliate."

“How could that be? I thought we had everything in place,” Arch said. “Well, as I’m sure you’ll agree, the board should know about this. Can you set something up?”

“I’m already working on it.”

Changing the Guard

The board, employees, and Wall Street had rejoiced when Chip agreed to become the chairman and CEO of Galvatrens in January 1997. He had previously led Paloreq, a pharmaceutical and medical devices company, during a period of tremendous growth, building businesses in medical devices and diagnostics and broadening the firm’s pharmaceutical offerings through shrewd acquisitions. He had attracted a team of stellar managers and scientists through the same sorts of “people” initiatives he would launch at Galvatrens.

The year before Galvatrens’s board hired Chip, it had reached an impasse with longtime CEO Walter Nikels over strategy and management style. Walter, who had taken the helm when Galvatrens was a midsize firm, had run it in an authoritarian, hierarchical fashion. As the company grew larger and more complex, the board urged him to delegate more and inject some fresh blood into the executive team, but he resisted. As a result, top-performing employees were defecting to the competition, and Galvatrens recruiters were having a hard time getting MBA students to sign up for interviews. The word was out that Galvatrens was not the place to be. With earnings deteriorating, the directors finally decided they had to act. Walter announced his plans to retire at the end of 1996, and Chip stepped right in.

Chip had lived up to his reputation. Expanding beyond Galvatrens’s core businesses in home health care and personal beauty, he took the company into nutritional and wellness products, medical diagnostics and devices, and products for infants and the home. Revenues, earnings, and the share price rose steadily.

So that Chip could focus on developing strategy and building relationships with customers and business partners, he had sought a COO who would concentrate on the company’s day-to-day operations. Harry Mart, whom Chip had lured away from a competitor, had fit the bill nicely. Once on board, he modernized the management of Galvatrens’s supply chain, greatly improved manufacturing efficiency, and increased capacity.

In addition to dramatically expanding Galvatrens’s product portfolio, Chip worked hard to change the company’s culture. Early in his tenure, he announced an ambitious initiative to make Galvatrens an organization that excelled in listening to and learning from its employees and its customers. He combined the initiative with a diversity campaign in an effort to achieve preferred-employer status in the consumer products industry. He replaced the general counsel, a member of the old guard, with Sydney Baydown. She had been Chip’s general counsel at Paloreq, where she had played a central role in a number of people initiatives that had enhanced the company’s ability to attract and retain talent.

At her urging, Galvatrens took steps to upgrade its procedures for uncovering misconduct and solving conflicts in the workplace—reforms Syd had championed at Paloreq. Chip gave Syd the go-ahead to have a consulting firm review the existing system. Following the consultants’ advice, Galvatrens instituted an open-door policy for raising workplace concerns or problems, formalizing rules and practices that some operations had adopted on their own. While the policy encouraged employees to go to their immediate supervisors whenever possible, it emphasized that they could approach any manager at any level for assistance. The policy included a specific ban on retaliation.

The company also added a toll-free, 24-hour hotline for reporting violations of the code of conduct, added an ethics officer to its ranks, and launched an ethics awareness campaign. The ethics officer, who was responsible for ethics training and enforcement of the code of conduct, reported to the general counsel. After the passage of the Sarbanes-Oxley Act, the company mandated that the ethics officer inform the board’s audit committee of any allegations of financial wrongdoing or other possible code violations that involved company executives.

Two of the consultants' recommendations, however, were not adopted: proposals that the company should hire an ombudsman and that the board should make a director or a committee of directors responsible for ethics oversight. Focus groups and interviews had revealed that many employees would not feel comfortable raising concerns through formal management channels. Having a truly impartial ombudsman who reported to the CEO and had access to the board would make employees much more likely to come forward. The ombudsman would allow people to report issues anonymously or confidentially and could offer a range of informal means for helping them resolve issues, the consultants said.

Dale Willis, the senior vice president of HR at the time and a holdover from the Walter Nikels era, had opposed both of these recommendations. Anything that operated outside management's chain of command, he argued, might let serious problems slip through the cracks and was therefore a recipe for disaster. With some reservations, Chip agreed not to create the ombudsman role.
Chip also acceded to Dale's request to delay training related to the new open-door policy until HR had completed existing programs. Then other priorities arose, and the training initiative was forgotten.

Getting the Lowdown
On Monday, three days after Mike's lawsuit had been filed, Chip opened a conference call with the eight directors he'd been able to round up.

"Okay, I think we're all here—or at least everyone we could get on such short notice," Chip said. "The negotiations for the Aletha Products acquisition are at a critical stage, and Harry couldn't break away," he said, referring to Galvatrens's COO. "And Dan Richardson is on a trek in the Himalayas."

When Chip asked Syd to brief the group, she said, "We've confirmed that Greg Wilson pitched a channel-stuffing scheme to two of his biggest customers. However, we don't know at this point whether he got any further than that.

"We've also determined that Mike's performance declined considerably in his last ten months here," she continued. "Records show that his team missed sales targets by a growing amount during that period." Syd noted that Mike had been unreachable during business hours with increasing frequency and had missed important meetings. Prior to that period, though, he had been a solid producer. In an initial phone conversation with Galvatrens's outside counsel, Mike's lawyer hadn't disputed the change in performance but claimed it was due to a nasty custody fight between Mike and his ex-wife. Terry's reaction to the slide in performance had been brutal, contributing to Mike's emotional stress, the lawyer said.

"Given this information, we intend to file a response to Mike's lawsuit, denying his charges of wrongful termination," Syd said. "We're also having an independent investigation of the channel-stuffing allegations. Chip has asked me to be the liaison between the outside investigators and the board. We'll try to delay discovery in the lawsuit to give the investigators time to do their job."

"This is Sheila," interjected Sheila Cruse, the chair of the board's audit committee and an accounting professor at Valhalla University. "What should the board's role in the investigation be? To whom should the investigators report? Do we need a special committee for something like this?"

"We do need to sort that out," replied Arch, the lead director, "but first let's focus on how we're going to respond to the lawsuit. How does battling with a guy who attempted to raise some serious allegations square with our mission and values? I see giant reputational risks on every front here. If we don't handle this well, we could hurt ourselves with employees, customers, and shareholders."
"Arch, this is Syd. We do have to respond to the lawsuit. Denying Mike's claims while we also investigate and negotiate is just standard procedure."

The other directors acknowledged that while Arch had raised some good points, it still made sense to proceed as Syd had outlined. They agreed to take up the issue again in six weeks at a scheduled board meeting. By then, they should have more facts and would be in a better position to weigh their options.

Preventing a Repeat

The board met six weeks later at the Houstonian. Located on sprawling, heavily wooded grounds in the center of Houston, the hotel and spa complex was a popular choice for off-site Galvatrens meetings. Arch and Chip stood outside the conference room as the directors filed in, complaining about Houston's legendary humidity. Dan Richardson, a software entrepreneur and a friend of Chip's from the Paloreq days, was back from his trek in the Himalayas; he was sunburned and noticeably leaner. But Harry, the COO, was absent again—this time because of continuing problems at factories damaged by hurricanes Katrina and Rita, the ongoing merger talks, and a labor dispute.

The independent investigators had reported to the board the previous week. They found that the customers had simply ignored Greg Wilson's channel-stuffing proposal. It appeared that Terry had forced Greg out when he learned about the plan, but he'd allowed Greg to resign and hadn't told anyone else about the scheme. Greg had not responded when the investigators tried to contact him. Terry's only reply had been a terse note, delivered through his lawyer, saying that Terry was reviewing their questions and would respond appropriately. The investigators had also confirmed the decline in Mike's performance, although Terry's role was still murky. What was clear was that Mike had done his best to raise the alarm about Greg's scheme. The judge had allowed discovery to begin, and the company had initiated settlement discussions with Mike.

"For the life of me, I still do not understand why we didn't hear about all this sooner and why no one except Mike Fields came forward," said Dan, who served on the board's corporate governance committee. "It's disappointing enough that Terry didn't report this, but I can't help wondering if others in Sales knew about it, no matter what the report says. And why didn't we hear about it from our customers? It doesn't seem like we have a handle on these kinds of problems."

Syd pointed out that extensive research over the years had demonstrated that, in many cases, employees who see misconduct in their organizations don't come forward. "And in our own defense, Dan, we've come a long way since Chip took over," she added.

"That may be the case," Sheila said, "but clearly the good things we've already put in place—the open-door policy and the code of conduct—aren't working. Harry didn't take the original complaint seriously and just passed the buck. Nothing came in through the hotline. And no one contacted the ethics officer or HR."

"Is it realistic to expect Harry to deal with something like this?" Arch asked. "After all, he's the guy responsible for making the trains run on time—it's not like he's lying around drinking cocktails on the beach."

Sheila shook her head in disagreement. "I know we don't expect Harry to personally investigate and resolve complaints that come directly to him, but we do expect him to follow up and refer a problem like this one to the ethics officer. He didn't do that."

"A lot of this is at my doorstep," Chip said. "I've kept Harry's plate full. He realizes now that he should've given this more attention. I've asked Syd to think about how we can ensure that something like this doesn't fall through the cracks again."

Arch and Sheila exchanged skeptical looks. Later, when they were walking to their cars, they agreed to meet for breakfast the next morning at the Four Seasons.

Taking Charge

When Arch walked into the hotel restaurant at 7 AM, the summer sunlight was pouring into the beautiful room, which was elegantly set with white linens and flowers. It was Arch's favorite place for breakfast meetings. He spotted Sheila standing at the buffet table, admiring the glistening berries. He joined her.

After they sat down at their table and the waiter poured them coffee, they compared reactions to the meeting the day before.

"I'm thinking that we need a board retreat to deal with this situation," Arch said. "We've got a lot to chew on. We should look at ourselves first. I don't feel we've met our oversight responsibilities. We were not ready for something like this."

Sheila wholeheartedly agreed. "Once we got into this thing, it seemed clear to me that we as a board didn't know what our role was supposed to be," she said. "And I certainly took it for granted that Chip and Syd had established the channels for anonymous reporting that the audit committee—and the full board, for that matter—needs in order to provide oversight."

"That's on us," Arch said. "It's got to show up in our self-evaluation this year. And I think we have to take several aspects of this into account in evaluating Chip and deciding what we should ask of him in the future. After we put all these procedures in place, why did only one guy come forward—and he ends up suing us? Why did Chip keep Dale Willis on so long and let him get in the way of some of the very changes we brought Chip in to make? When the new employee survey comes out, I'll be curious to see if we're really improving morale—especially in Sales, where we've had so much turnover."
Sheila hesitated. "I agree with you about Chip, but the person who worries me the most is Harry. I know you're a big fan of his, but I am troubled by his failure to respond appropriately when Mike Fields called him. Harry may be technically strong, but he has got to be able to take care of people, and he's just no good at it. I think we have to look at the consequences for him as well as new expectations for Chip."

"I'm thinking we'll need a full day," Arch suggested.

Sheila nodded. "Let's get the ball rolling."

HBR Case Commentary
How should Galvatrens strengthen its system for uncovering misconduct—and what roles should the board and management play?
Four commentators offer expert advice
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This case study highlights a major danger. Because boards of directors are under so much regulatory and legal pressure today, they can lose sight of the need for an appropriate boundary between their responsibilities and those of management. A board crosses this boundary when it acts as if it has to solve a problem itself rather than hold management accountable for the solution.

Boards should demand that senior managers have plans for complying with rules like those imposed by Sarbanes-Oxley; for meeting moral obligations such as fostering ethical behavior and creating a diverse workplace; and for achieving business objectives that are critical to success in highly competitive markets—new-product development, productivity improvements, global expansion, and so on. But if a board is going to hold management accountable, the board should not take on the creation or the execution of such policies.

Chip Brownlee, the CEO of Galvatrens, and Syd Baydown, the general counsel, are clearly committed to reform and best business practices and have explicitly accepted responsibility for dealing with the situation at hand. There is no evidence of a pervasive problem that would raise fundamental questions about their values or the company's ethical culture. The channel-stuffing scheme was limited in scope and never got off the ground. Greg Wilson, its architect, and his boss, Terry Samples, who failed to disclose the scheme, are no longer with the company. Although Harry Mart, the COO, and Terry, the departed senior vice president of sales, didn't behave appropriately, their actions appear to have been isolated management lapses rather than patterns of bad behavior.

The independent directors should not interfere in management issues that the CEO clearly has taken responsibility for addressing. Instead, the board should evaluate how the CEO and the general counsel have dealt with the breakdown of policies regarding whistle-blower complaints and how they have handled Mike Fields's lawsuit.

Management should have two main priorities. First, the CEO must make sure that the COO never again ignores a complaint of this type. Chip has to tell Harry: "Next time there's a whistle-blower event, you must follow the procedures outlined by corporate policy, regardless of what your workload is like. You must set the proper example for the organization." Second, the senior managers need to decide how they should deal with the lawsuit filed by Mike, who is a genuine whistle-blower. Whether or not Terry was justified in punishing Mike for his decline in performance, Mike will probably have to be given some sort of compensation, because the whole affair was handled so badly. But again, these are management issues. The board should monitor how they are handled, but it should not get directly involved.
The independent directors' concerns about the COO are understandable. Today, a company cannot have any senior executive who is not fully committed to ethical practices, even if he generates a great deal of shareholder value. The consequences of improper behavior can be catastrophic. However, by calling for an all-day retreat without consulting the CEO, lead director Arch Carter has crossed the line between his responsibilities and management's. An all-day retreat is an extraordinary event—especially if the outside directors are the only participants. It risks causing employees and other stakeholders to wonder whether the CEO has the board's confidence.

Instead of holding the retreat, the directors should privately tell Chip, "We want to be assured that Harry will abide by our code of conduct in the future, and we want to know what you are going to do if he doesn't." The directors should also make it clear that they will support the CEO's actions to reinforce compliance with ethical practices, no matter what effect this may have on corporate profits.

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Galvatrens's board of directors—not management—should be the ultimate authority that oversees ethics. Toward that end, the board should move aggressively to make three things clear to everyone at the company: (1) ethics matter, (2) every employee and manager is expected to comply with the company's code of conduct, and (3) the board is in charge of ethics oversight. Providing oversight is one of a corporate board's primary duties, along with providing strategic guidance and recruiting, evaluating, and compensating the CEO.

How Galvatrens's board should oversee ethics was not spelled out clearly enough. Either a special committee for ethics or the audit committee should have unambiguous authority. Galvatrens's ethics officer should report directly to the chairperson of that committee. Although the ethics officer is an employee of the company, the committee chairperson and a member of management (normally the CFO or the general counsel) should jointly hire the ethics officer, assess his performance, and determine his compensation. In addition, the anonymous hotline function should report directly to the committee to assure employees who

know of wrongdoing that they have nothing to fear if they come forward and that the problems they disclose will be addressed.

Galvatrens should consider joining the growing number of companies that are outsourcing their hotlines to services like Syrus Global's Listen Up, Global Compliance's AlertLine, and Ceridian Ethics Hotline. Such services have responders who are trained to filter issues that need board-level attention from those that belong in management's bailiwick. A service can also provide the board with a regular, comprehensive report that summarizes the information submitted to the hotline while preserving employee anonymity.

Now let's turn to Mike Fields. The whistle-blowing actions he took need to be valued, not demeaned. Accordingly, the board should make it clear to management that it wants Mike to be rewarded for coming forward. Perhaps he could be offered the option of rejoining the company, with reduced hours and compensation until his personal problems are resolved.

Even if Galvatrens reaches a settlement with Mike, the company should press ahead with the independent investigation of the channel-stuffing scheme. A thorough investigation will ensure that the full dimensions of the problem are known, identify any flaws in the firm's procedures for uncovering misconduct, and ensure that control systems are in place and in use. Under no circumstances, however, should the general counsel or one of her subordinates be the point person for the investigation. The inherent conflicts of interest are just too great. The board should oversee the investigation. Under the Sarbanes-Oxley Act and U.S. stock exchange listing standards, boards can hire outside counsel or advisers to lead such investigations without management's approval.

Clearly, Chip Brownlee, Harry Mart, and Terry Samples dropped the ball. Chip should not have allowed Dale Willis, the head of HR, to stall the training initiative; a program for teaching managers and employees how to apply the company's policies for raising workplace concerns should be carried out as soon as possible. Harry was at fault for not immediately ensuring that the tip about the channel-stuffing scheme was handled appropriately. And Terry should have informed Chip of the scheme and of Mike's role in exposing it—even if Mike deserved punishment for inadequate performance.
While some may blame the board for not playing a stronger and more active role in oversight, the collective actions of Chip, Harry, and Terry were clearly failures in execution. Moving forward, the board should communicate to senior managers that it considers an active, comprehensive ethics program to be a priority—and that their execution in this area will affect their bonuses.

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How can the managers of an organization learn about serious problems? In many ways, but no one way will work by itself. That's because people are afraid to come forward to report unacceptable behavior, for a number of different reasons.

Mainly, they fear losing relationships inside and outside the company. In addition, they hesitate to report wrongdoing if they lack conclusive proof—people hate the "his word against mine" scenario. They worry that nothing will be done (especially if there is no conclusive proof). And even if there is a no-retaliation policy, people fear retaliation. At a time when bullying is common, most believe that an organization can at best prevent overt retaliation by managers. They do not believe it can prevent covert retaliation: a weak reference, a so-so performance review, slashed tires, shunning or even injury by coworkers, or an apparently legal layoff.

Most managers and employees lack the skills to handle ethical problems that arise at work and have no idea how to report or discuss unacceptable behavior. So an organization needs several paths for bringing information to the surface, ranging from formal compliance processes to informal coaching sessions and help with problem resolution.

The most important channel for bringing problems out into the open is line management. Galvatrens did well when it brought in an ethical CEO and established a code of conduct. However, it also needed the CEO and senior managers to talk regularly and openly with people throughout the company about integrity and to insist on training all employees so they know the code and the various options for resolving serious issues.

Competent line managers, as well as ethics officers and HR staff, usually field lots of concerns and deal well with many issues. (Hotlines, by contrast, generally receive few calls.) But these people are often not seen as safe confidants—ultimately, they must share information about those who come to them. This is why Galvatrens needs an ombudsperson who follows the standards of practice developed by the International Ombudsman Association (posted at www.ombudsassociation.org) and reports to the board of directors or to the CEO, with access to the board. That individual would be designated as an independent, neutral, confidential, and informal point of contact for all employees and managers. She would help bring any concerns to light—especially anonymous concerns about unethical or illegal behavior—while maintaining confidentiality.

Ombudsmen who adhere to the IOA standards do not accept notice for the organization. (This means that people who talk with them about suspected wrongdoing are not in any way "registering" complaints. If a visitor to the ombuds office is willing to make the organization aware of an apparent problem, that person can be referred to the appropriate manager or presented with other options.) Nor do ombudsmen investigate formally. Instead, they serve as stepping-stones for people who need to discuss their options for coming forward in a safe fashion or anonymously. Ombudsmen keep statistics (but no case records) about concerns that come in. They hold frequent discussions with managers about new concerns, exceptional problems, and new and old tensions, patterns, and trends.

Had Galvatrens hired an ombudsperson, she might have helped Mike Fields make an effective presentation to the COO. She might have helped the exhausted COO understand that he could not ignore Mike. And she might have helped Mike deal with his decline in performance by referring him to an employee assistance program. She would have had easy access to the audit committee, the ethics office, the general counsel, HR, and the CEO, and could have helped Mike get to any of them if other channels failed.
Ombudsmen are no substitute for line management or compliance offices. They are checks and balances, fail-safes, backups and supports, problem solvers, and finders of options—for employees, line managers, compliance officers, or even the board.

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Before our firm invests in a company, we consider its governance, because we have found a correlation between governance and shareholder returns. If we learned that a former employee had accused the company of forcing him out for blowing the whistle on a scheme to inflate revenues, that would be a huge red flag for us.

The first thing that struck me about the Galvatrens story was the lack of a way for whistle-blowers to communicate directly with independent directors. I know firsthand the importance of having such a mechanism in place for all stakeholders. Before I became the nonexecutive chairman of Spartech—while I was a director—I received an anonymous letter from someone who appeared to be an employee, accusing an executive of a serious conflict of interest. This person contacted me because he feared retribution if he notified someone in management. That communication led me to call a special meeting of the independent directors and then a session of the full board to talk about the accusation and how we should go about addressing it. In the course of our investigation, we discovered other issues, which resulted in a clarification of the company's disclosure policies. The executive eventually left Spartech.

Another thing that surprised me about the Galvatrens case study was that the COO, Harry Mart, didn't participate in the board discussions about the lawsuit. Questionable or illegal schemes to boost revenue and issues that affect employee morale are critically important. They concern the operation of the company, which is Harry's responsibility. If he isn't making time for these kinds of issues, maybe he's not the right guy for the job. I don't accept Chip Brownlee's excuses for him—that he has had an exceptionally heavy workload. We're told that one reason the COO gave the complaint short shrift is that he was out trying to acquire another company. Chip and Harry should spend more time on fixing what they've got before they do another deal.

I also have questions about the CEO. It sounds as though Chip prefers to focus on strategic, big-picture issues and, as a result, wasn't paying enough attention to administrative aspects of the business. When Chip allowed the HR guy to stonewall critical parts of the initiative to surface and resolve ethical issues, something was wrong. It should never have reached the point of litigation.

Especially given Chip's and Harry's performance, holding a special board meeting is definitely the right thing to do. There should first be an executive session of the independent directors to ensure that all of them are fully apprised of the situation. That should be followed by a session with the CEO and possibly other executives that focuses on management's plans for fixing the system. When the board awards the next round of executive bonuses, it should take into account the shortcomings that the lawsuit exposed and the CEO's and COO's progress in remedying them.

Finally, Galvatrens should try to reach a reasonable out-of-court settlement with Mike Fields. I strongly agree with Arch Carter, the lead director, who thought that the company's values and concerns about its reputation should heavily influence its response to the lawsuit. The company could offer Mike his old job or one equivalent to it. I doubt he would want to return, but the offer would still send a powerful message to employees, all of whom probably think he was terminated because he blew the whistle. If the company does nothing to change that perception, why would anyone else who spotted possible wrongdoing try to expose it?

Fonte: Harvard Business Review, v. 85, n. 4, p. 33-43, Apr. 2007.