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# Board Dispute Resolution and Conflict of Interest Training Course for Directors

27 June – 1 July 2027  
Amman





## Board Dispute Resolution and Conflict of Interest Training Course for Directors

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### Programme Summary

Board dispute resolution and conflict of interest management are the subject of this one-week training course for strategic-level directors, company secretaries and governance heads, ending in a dispute and conflict protocol for one board. Disagreement among directors and owners is normal, yet unmanaged conflicts of interest and deadlock delay decisions, damage trust and expose the organisation to challenge. The programme moves from the causes of board conflict, through diagnosis of live disputes, to the design of declaration, escalation and settlement routines, then to a worked protocol. Mars Training Centre UK delivers this programme in board dispute resolution.

### The Business Case

When a conflict of interest is declared late or a deadlock has no agreed exit, decisions stall and minority owners, regulators and employees lose confidence in the board. Directors who set clear declaration, recusal and escalation rules can protect decision quality and keep disputes inside the governance structure.

- Decision Delay: Falls as deadlock has an agreed escalation path and time limit.
- Challenge Exposure: Reduces as conflicts are declared, recorded and managed consistently.
- Board Trust: Improves as disputes are handled by a known and impartial process.

### Principles and Evidence Base

- ISO 37000: Its guidance on the governance of organisations, including purpose, accountability and stakeholder engagement, shapes the diagnosis work in Sessions 1 and 2.
- ISO 37002: Its guidelines for whistleblowing management systems, based on trust, impartiality and protection, shape the reporting and escalation design in Session 4.
- Interest-based negotiation: This established dispute method, which separates positions from interests, underpins the settlement work in Session 3.

### Intended Participants

- Directors who chair or serve on boards and committees where conflicts arise.
- Company secretaries who run declaration, minuting and recusal processes.
- General counsel who advise the board on disputes and owner relations.
- Governance heads who design policies for conflicts, escalation and speaking up.

The programme serves listed and family-owned companies, state-owned entities, financial institutions and joint ventures.



## Learning Outcomes

1. Participants will be able to diagnose the causes of a board dispute from minutes, voting patterns and owner positions.
2. Participants will be able to evaluate a conflict of interest and decide on disclosure, recusal or approval.
3. Participants will be able to construct a deadlock escalation route with defined steps and time limits.
4. Participants will be able to design a speak-up and reporting channel that protects reporters and the board.
5. Participants will be able to justify a dispute and conflict protocol to a chair and a shareholder group.

## Programme Structure

### Day 1: Sources of Conflict in Governance

Why do boards and owners fall into dispute, and which disputes are predictable?

- ISO 37000 Governance Principles
- Board and Owner Relationship Map
- Dispute Typology for Boards
- Director Duty and Loyalty Cases
- Early Warning Indicator Sheet

### Day 2: Diagnosing Live Disputes

What does the evidence show about a dispute, and how serious is it?

- Minute and Voting Pattern Review
- Interest and Position Analysis
- Conflict of Interest Register Review
- Related-Party Transactions Test
- Dispute Severity Rating

### Day 3: Settling Deadlock and Owner Disputes

How is a dispute settled without damaging the company or the relationships?

- Interest-Based Negotiation Method
- Chair Intervention Techniques
- Independent Director and Mediator Roles
- Deadlock Escalation Ladder
- Settlement Term Sheet



## Day 4: Declaration, Recusal and Speaking Up

Which routines stop conflicts from becoming disputes?

- Declaration and Recusal Procedure
- Approval Rules for Conflicted Decisions
- ISO 37002 Reporting Channel Design
- Reporter Protection Safeguards
- Case Handling Log

## Day 5: Applying Board Dispute Resolution to One Board

Is the dispute and conflict protocol ready for the chair and a shareholder group?

- Applying the Session 2 Severity Rating to a Chosen Board
- Fitting the Session 3 Escalation Ladder to the Board Charter
- Testing Session 4 Recusal Rules on a Sample Decision
- Rehearsing the Chair Briefing
- Completing the Dispute and Conflict Protocol

## Methodology

The programme is built around case analysis and simulation. Participants work in small teams on an anonymised board file, diagnose the dispute, take owner and director roles in a negotiation and draft the protocol, then present it to a simulated chair and shareholder group. Each session closes with peer review of the artefact produced.

- Suggested activity: Ruling on three declared conflicts using a decision tree.
- Suggested activity: Negotiating a deadlock between two equal shareholders.
- Suggested activity: Designing a speak-up channel for a bank and a utility.

## Capstone Output

Each participant completes a dispute and conflict protocol for one board. It contains a conflict declaration and recusal procedure, a deadlock escalation ladder, a settlement term sheet, a speak-up channel design and a case log. It is used to brief the chair and a shareholder group and to reset board rules.

## Frequently Asked Questions

### Is board dispute resolution suitable for directors with no legal training?

Yes. Board dispute resolution is set at strategic level and assumes seat on a board or committee, or responsibility for its processes, not legal qualifications or mediation experience.



## **Which standards does board dispute resolution rest on in this course?**

Board dispute resolution here rests on ISO 37000 for governance of organisations, ISO 37002 for whistleblowing management systems and interest-based negotiation for settlement.

## **How is the protocol from board dispute resolution training used at work?**

You use the protocol from board dispute resolution training to brief your chair and a shareholder group, adopt declaration and recusal rules, and set a deadlock escalation route.

## **How does board dispute resolution differ from a general corporate governance course?**

Board dispute resolution centres on preventing and settling conflicts, deadlock and owner disputes, while a general corporate governance course centres on board structure, duties and oversight as a whole.