KINGSDALE PERSPECTIVE

# BP Chairman Ouster Is A Governance Story, Not A Personality Story

**Albert Manifold's Unceremonious Exit Tells an Age-Old Story About the Cost of Acting Late in the Boardroom**

When BP fired its chairman Albert Manifold recently, the move was dressed up as a shock. A unanimous board decision. Whistleblower reports. "Serious concerns" about governance, oversight and conduct. A chairman gone barely eight months into the job, less than two months into a new CEO's tenure, with the shares falling close to 10% on the news.

It had all the markings of a sudden crisis. It was nothing of the sort.

The signals had been flashing for months. Back in April, at BP's annual meeting, Manifold's confirmation as chair drew support from around 82% of votes, a long way from the near-100% directors usually receive. Two board resolutions failed outright. Glass Lewis had already recommended a vote against him over governance concerns. And this was no unknown quantity parachuted in from nowhere. He had run CRH for years and arrived with a clear mandate and an equally clear reputation.

**By the time a board is forced to remove its chairman in public, the cheaper, quieter options have already expired.**

## The Tell Was Never the Temper

Most of the coverage has focused on the conduct. Shouty in meetings. Verbally abusive. A bully. All of it serious, none of it the part that should keep directors up at night.

The part that should is quieter.

According to reporting on the matter, Manifold had tried to restrict the CEO's ability to meet independently with BP's non-executive directors, while controlling and at times withholding information from everyone else on the board.

That is not a personality flaw. A demanding chair is not the problem, and a turnaround like BP’s needs one. The problem is that Manifold took on an executive chairman’s role without ever being appointed to it.

That breaks the most basic rule there is for a director: nose in, fingers out. A board keeps its nose in the business, informed and asking hard questions, and its fingers out of running it. Manifold inverted both. He put his fingers in, taking operational control that was not his to take, and he kept the board's nose out, closing off the channels and the information the directors needed to function.

A chair is meant to keep the line open in both directions and sit between those conversations, not on top of them. The moment information flows through one person alone, the board is left guessing at what it is not being told.

This is the age-old part. The temper gets the headline because it is loud and easy to describe. Information control is what actually ends chairmanships, and it is almost never loud. It settles in slowly, often disguised as discipline or efficiency, until trust erodes in both directions.

## On Paper, BP Had Everything

Here is the uncomfortable part. BP’s board was not weak. It had experienced directors and serious credentials. The credentials are almost always there.

What BP lacked was the willingness, or the mechanism, to read early signals and act on them before they hardened into a headline, a share price drop, and a near-800-word public rebuttal from the ousted chair.

**A board can look formidable and still get caught flat-footed, because looking strong and being prepared are not the same thing.**

## We Have Seen This Movie Before

At Kingsdale, we see versions of this pattern constantly. Say-on-pay fights that escalated unnecessarily, adverse proxy advisor recommendations that were visible months earlier, chairs and CEOs drifting out of alignment long before the market noticed, or governance concerns dismissed as isolated issues until they became public campaigns.

The details change. The underlying governance failure rarely does.

Canadian directors learned a version of this in 2012, at Canadian Pacific. On paper the CP board was as blue-chip as they come. In practice it was not working well together, and it kept backing an underperforming chief executive long past the point the numbers justified. By the time the board was forced to confront that, the choice was no longer its to make.

Bill Ackman's Pershing Square, working with Kingsdale, won a proxy fight that swept out the CEO, the chairman and several other directors just before the annual meeting. A stellar board that would not hold management to account did not simply lose the argument. It lost its seats.

**The lightning rods are predictable. Board refreshment and tenure. Skills gaps. Information control at the top. Shareholder engagement. Succession planning.**

They attract scrutiny because they map directly to risk oversight and board effectiveness, the two things investors and proxy advisors watch most closely.

And here is the trap – by the time someone outside the boardroom raises the gap for you, your options have usually shrunk to whatever is left on the table.

BP's board got there in the end. The whole point of good governance is to get there first. Long before the whistleblower report, before the proxy advisor, before the activist, and before the press.

## Stress Test Your Board

It is important to stress test your board, your disclosures, and your resilience to the risks you may not yet see coming. This includes assessing governance structures, board composition, shareholder positioning, executive alignment, and emerging vulnerabilities before they turn into public problems.

The cost of acting late is never just financial. The distraction and reputational damage are immeasurable.

## The Question No Board Wants to Answer

Over the years, the question we hear most often after a crisis is the same one BP's directors are surely asking themselves right now. Why didn't we act earlier?

The directors who avoid that question are rarely the ones with the most impressive resumes. They are the ones who acted while the signals were still quiet.

Make sure your company never has to answer it.

**To learn more about Kingsdale's *Board Advisory and Preparedness* service, email strategy@kingsdaleadvisors.com**