Hartley-Brewer Negotiation Consultants

Executive Briefing

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Summary

We deliver top quality negotiation skills training to key negotiators in corporate and investment banks, private equity houses, corporates in all sectors, and professional firms.

We also provide advice on the planning and conduct of major negotiations.

Our consultants have high level, real world negotiation experience and have been intensively trained by negotiation ‘guru’, Mike Hartley-Brewer.

We provide a three day Negotiation Masterclass, optional 1-on-1 implementation sessions post-course, and an optional one day group ‘Booster’ course six to twelve months later.

The Masterclass covers all key areas, including

- Planning in a structured but flexible way
- Managing the negotiation process through its three phases
- *Creating* value by optimising the deal ‘shape’
- *Claiming* value through the effective use of power
- Knowing when and how to use reasoned argument – and when not to
- Effective teamwork
- Managing personal style and behaviour

There is also a major focus on the increasingly important hybrid process of ‘negoti-auctions’ and ‘negoti-tenders’.

Participants in the Masterclass receive a copy of *The Complete Negotiator*, a manual packed with practical tools and techniques, and *The Pocket Negotiator*, its portable companion.

Our training is highly interactive (no ‘torture by PowerPoint’!) and centres on participation in realistic negotiation exercises with video playback and analysis to bring out key learning points.

Our tutors are direct and robust but humorous.

To minimise ‘days off the job’, some clients prefer to run the Masterclass in two long days (8am-8pm) and/or to use a weekend day.

The cost of a Masterclass in the UK for 12 participants is £38,400 (c. £3k per head). The payback is typically a very large multiple of the cost and comes in the form of better prices, fees and other terms with customers, clients and suppliers; and improved relationships both internally and externally.

- A professional services firm raised profitability by ten percentage points, c. £10m, after the Partnership attended our workshops. The payback was over 50:1 *each year*.
- A single participant improved a deal by $1m (c. 15%) in a couple of minutes phone call made during a break in the course.
- "We saved £50m in the first 30 minutes of our negotiations with [the other side], just because of that training”.

Our Clients

Our consultants have provided negotiation skills training for numerous clients in a wide range of sectors, including (in alphabetical order):

Allied Irish Bank
Almirall
Anglo American
ANZ Bank
Austrianova
Baird
Bauer Media
B&Q
BBC
BHP Petroleum
BNP Paribas
BP
Bridgepoint
Bristol-Myers Squibb
BT
Cable & Wireless
Credit Agricole IB
Cairn Energy
Candover Partners
The Carbon Trust
Carlson Wagonlit Travel
Capita
Capital Group
Carnegie
CBPE
Chevron
Cinven
Colt Telecom
ConocoPhillips
Commerzbank
Credit Suisse
CVC Capital Partners
Deloitte
DHL
Deutsche Bank
Disney Stores
EMAP
EMI
Ernst & Young
Exel Logistics
Exponent
Finbourne
General Electric
Georg Fischer
GKN Aerospace
Handelsbanken
Henderson Private Capital
Hewlett Packard
Home Retail Group
HSBC
Intermediate Capital Group
ING
Institut Pasteur
Jewson
Kingfisher
Lazard
Liberty
Lloyds Bank
Linklaters
Lovells
Merrill Lynch
Ministry of Defence (UK)
Nationwide
Neptune Energy
Nike
Orkla
Palamon Capital Partners
Rolls Royce
NM Rothschild & Sons
Rede Partners
RBS
Schibsted
Selfridges
Serco
Serono International
Severn Trent Water
Shell
SkillCapital
Smiths Group
WH Smith
Société Générale
Staples
Talisman Energy
3i
Triton
UBS
Wragge & Co
Zurich Financial Services

Our Consultants

Stephen Hartley-Brewer

Stephen Hartley-Brewer worked extensively in the financial investment and consulting sectors before taking over Hartley-Brewer Negotiation Consultants in 2014.

A highly effective trainer and an experienced consultant, he also has strong financial knowledge and skills which are particularly useful when working with clients in the financial services sector and the corporate finance teams of other companies.

Stephen has worked with clients in sectors ranging from investment banking and private equity to law firms, professional services, FMCG, media, utilities, telecoms, energy, mining and business services.

After graduating with a First in Philosophy, Politics and Economics from Magdalen College, Oxford, he joined The Boston Consulting Group, one of the world's top consulting firms, where he advised clients in sectors ranging from financial services to retail.

He then moved into finance. While working at blue-chip private equity and hedge funds including BC Partners and TPG-Axon, his negotiation experience covered advisory mandates, financial covenants, distressed debt restructurings, private equity investments, take-privates and litigation.

Having enjoyed negotiating far more than staring at stock prices on a Bloomberg screen or crunching numbers in a spreadsheet, he retired from the markets to establish his own firm specialising in high level negotiation skills development. In doing this he is drawing on a lifetime of lessons from watching and listening to his father Mike Hartley-Brewer who, until his retirement in 2010, was widely regarded as the world's best trainer and consultant in the field of negotiation.

In his spare time Stephen enjoys playing in poker tournaments, SCUBA diving and skiing. As an international level freediver he is able to hold his breath for over 7 minutes, but does not claim to enjoy that. Now he has two young children and no spare time!

Our Consultants II

Kathryn Hampton

Kathryn Hampton tutors many of our professional fee negotiation courses. Kathryn is an ex-City lawyer with over twenty years' experience in international law firms: CMS, Hogan Lovells and Ashurst LLP.

After graduating from Bristol University with LLB Hons, Kathryn joined CMS where she qualified as a commercial planning lawyer. She advised many of the biggest names in real estate and negotiated complex development agreements.

From very early on in her career, she was involved in pitching to clients (in both the private and public sector) and negotiating fees, with great success.

A decade later she moved to Anglo-American firm, Hogan Lovells, where a significant part of her role involved training clients and lawyers on legal and commercial issues, including winning work and tackling tenders.

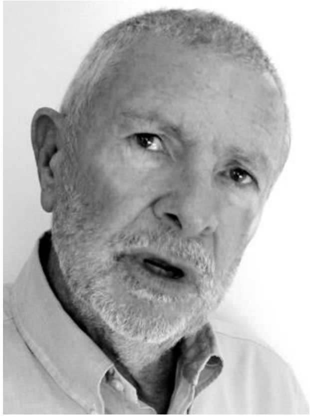
She continued her professional training and advisory role at Ashurst LLP before leaving to join Hartley-Brewer Negotiation Consultants.

As an engaging presenter, she was invited to speak on mainstream media and at industry conferences. Regularly quoted in the real estate and legal press, she is known for getting to the point quickly and clearly.

When not running courses, Kathryn enjoys running, travel and the performing arts.

Our Consultants III

Mike Hartley-Brewer



Mike Hartley-Brewer is an internationally recognised authority on the theory and practice of negotiation. The firm he established, Hartley-Brewer Negotiation Consultants (HBNC), is widely regarded as the preeminent provider of both negotiation skills training and advice on planning and conducting high value negotiations.

Although he no longer conducts training courses himself, Mike personally trained and mentored the HBNC consulting team.

He advises the firm's clients on how best to meet their needs and is available on request to provide advice to clients on the conduct of important negotiations.

Mike graduated in behavioural sciences. He then worked as a journalist, a Political Adviser to the British Government, and a 'trouble-shooter' and head of training for an international oil trading company before setting up his specialist negotiation consultancy in 1985.

As the leading consultant in his field, Mike worked all over the world with blue chip companies in many sectors, in both training and consulting roles.

He has been profiled in several national newspapers and was the subject of a documentary on BBC Television.

Mike also taught negotiation skills at London Business School for MBA students, managers and entrepreneurs.

He enjoys sailing, Scuba diving and playing poker.

The Negotiation Masterclass: Learning Goals

Our goal is to help participants to become more effective both as solo negotiators and as team members. By the end of the programme all participants should have:

- A clear grasp of their personal negotiating Style and Behaviour and how to manage these more effectively.
- An awareness of the need for both Cooperative Win-Win and Competitive Win-Lose strategies, and the ability to strike a realistic balance between them.
- An understanding of the three fundamental Modes of negotiation – Creativity, Reason and Power – and when to use each of them.
- A set of flexible Planning Tools for determining a limit, target and opening position; deciding what information should be kept vs. shared; planning with multiple issues, etc.
- Practical mechanisms for Creating and exploring Options for Mutual Gain to build a better deal for both parties.
- Effective techniques for using Reason to reach agreement by putting arguments more persuasively.
- The ability to use and resist Power Tactics at the pivotal moments of the negotiation by
  - crafting and reacting to Opening Positions
  - managing the flow of Concessions
  - deploying Closes that seal the deal.
- Proficiency with all the major Gambits: knowing when and how to use them, how to counter them, and even how to counter the counters.
- Enhanced Social Skills in communicating, questioning, listening, managing conflict and reading the hidden meanings of speech and body language.
- A clearer focus on effective Teamwork in the planning and conduct of negotiations.
- Greater Control over the negotiation process – whether face to face or on the phone – to manage a smooth transition through the Three Phases to a successful Closing of the deal.
- A clear understanding of when to run a hybrid Negoti-auction; and how to run and respond to a negoti-auction in both the bidding and negotiation stages. How not to bid against yourself, and how to get your best bidder to improve… without lying to them
- Structured techniques for Reviewing both individual and team performance to build on success and learn from setbacks.

The Negotiation Masterclass: Content

Content is not covered in this order. While the course proceeds logically from Planning Tools to the Three Phases to Review, we cover topics as they arise from the simulations or discussion, and we interweave *concepts* with the *practical advice* used to implement them at the table.

Introduction
- Identifying participants' specific negotiation problems
- The Three Modes of Negotiation: Creativity, Reason and Power
- The need for more Creativity
- The problem with Reason (it usually doesn't work!)
- The importance of Power

Strategy: Win-Win and Win-Lose: Baking a bigger cake and taking the biggest slice
- Win-Win and Win-Lose defined
- Zero Sum and Non-Zero Sum Games
- Competing and cooperating simultaneously
- The concept of an 'optimum deal shape'
- Win-Win is not the same as compromise!
- How to find Mutual Gains

Style and Behaviour
- Four Negotiating Styles: Warm, Tough, Numbers, Dealer
- Identifying and managing my Style
- Adapting to other people's styles
- DOs and DON'Ts of Behaviour (facilitating or impeding agreement)

Planning Tools
- The Issue Map, Base Shape and Adjusters
- Deciding your Limit: the Best Realistic Alternative (BRA)
- The Negotiable Range
- Setting a Target: the aspiration effect
- Opening Positions: realistic or extreme? The Nibble
- The Concession Matrix
- The Information Matrix
- The OMG Scanner: finding Options for Mutual Gain
- The Deal Juggler – an aid to creativity

Phase I and its Tactics
- Background Statements – a powerful start to the negotiation
- Issues, Interests and Positions: three levels of negotiation
- Building an Agenda for the negotiation – the Issues
- Managing the Information Exchange – exploring Interests
- Deploying and responding to Opening Positions
- Who goes first? The Anchor.
- Floppies and the Flinch
- Tactical Gambits and counter-measures of Phase I

Continued

Phase II and its Tactics
- How to narrow the gap
- What you need to ask before you concede
- The Concession Rules
- Maintaining momentum and keeping control
- Calling and using adjournments constructively
- Tactical Gambits and counter-measures of Phase II

Phase III and its Tactics
- When and how to close
- Effective and ineffective Closes
- The ‘Final Offer’ Gambit
- Late Gambits and counter-measures – including back-trading
- Summarising the agreement and keeping control of the paperwork
- Breaking a Deadlock: 14 Keys

Performance Review
- Reviewing *results* against Target and Limit
- Reviewing the *process* – a systematic approach
- Giving feedback to your team

Tasks and Teamwork
- The four Tasks (Send, Receive, Record, Manage the Meeting)
- Hidden meanings of speech and body language
- Managing the tasks when solo
- Teamwork: the unity problem; the role problem (who does what?)
- The solution: our Team Role System

Media
- Writing, video conference, phone, or face-to-face? Pros and cons of each
- Telephone Tips

Negoti-auctions and negoti-tenders
- When to choose to run an auction (or tender) rather than negotiate bilaterally
- Mitigating the inflexibility of an auction or tender, while maintaining competition
- Bypassing or manipulating an auction or tender: don’t be the victim
- Key differences in Planning and Phases, when in a negoti-auction or negoti-tender
- Getting the best bidder to negotiate against him/herself – without lying
- Defence Against The Dark Arts: how to avoid bidding against yourself

Culture
- National, Organisational and Functional Cultures
- The problem of stereotypes
- Dimensions of cultural difference in negotiations
- Coping with cultural differences

Personal Action Plans
- Strengths to build on: how?
- Weaknesses to control: how?
- Commitment to try new skills and techniques
- Defining opportunities to use new skills and techniques

The Negotiation Masterclass: Learning Methods

Small groups of eight to twelve allow participants to practise new skills in a safe environment and to receive individual feedback on their style and behaviour.

Simulated negotiations are the main learning vehicle, together with discussions, group tasks and other interactive procedures.

The style of our course tutors is fast, direct and fun.

Video playback of the negotiation exercises is used
- to introduce key concepts and techniques
- and to give feedback to individuals on their performance.

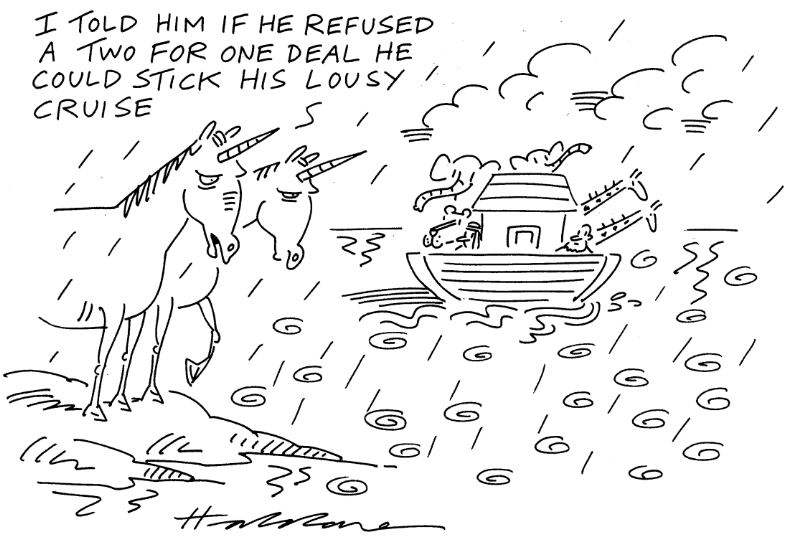
Flexibility is part of the package. There is no rigid daily timetable. Key concepts and skills are detailed in *The Complete Negotiator*, the course manual. But the syllabus is covered in a way that reflects participants' needs and experience and picks up on the learning points that arise out of each simulation or discussion.

Implementation is a major theme. Participants prepare action plans for building on their strengths and tackling weaknesses; and they identify specific steps to be taken in their relationships with key negotiating partners / upcoming deals.

Our training is now enhanced with our unique AI Practice Partner. At your convenience you can practice realistic *full negotiation scenarios* and *short snippets* of our toolkit (e.g. the counters to key gambits), getting personalised feedback from a more patient and polite version of our tutors. A three month subscription is included in the Masterclass.

Further follow-up and reinforcement are available in the form of a one day ‘Booster’ course and/or ‘Implementation On-On-One Sessions’.

Results are measured using our *Implementation Checkout* questionnaire, which typically demonstrates impressively large financial savings and gains as well as improvements in confidence and professionalism.



The Negotiation Masterclass: Exercises

The negotiation exercises are a central feature of our courses. There are no lectures, PowerPoint presentations or the like. Key learning points emerge from what happens in the exercises and from participants' own experience, questions and comments.

Our extensive suite of negotiation exercises includes the following examples. We select from our 'library' the exercises that are most relevant to a client's needs.

- A fee negotiation between a professional-service provider and a potential new client, with time pressure, a competing incumbent supplier and the possibility of significant future business.
- A multi-issue negotiation under competitive pressure with opportunities for the seller to leverage competitive advantage and create extra value for both parties.
- A 'negoti-tender' where a short-listed bidder for a major international supply contract has been invited to the table, is under price pressure, but has the opportunity to improve the 'shape' of the deal in several ways. The bidder faces the classic danger in a negoti-auction: negotiating against yourself!
- A final meeting to settle the last remaining issue on the above deal. Failure to exchange information effectively may result in a sub-optimal solution – or even the collapse of what appeared to be a 'done deal'.
- A mini-exercise in which a buyer gives verbal feedback to a seller after the first round of a tender process. What information can the seller get about where they stand? Can the buyer talk the seller into cutting price further?
- A supplier of machinery reponds to a tender from an existing customer. Many issues are at play – speed and reliability versus competition, payment terms, and the cross-sell of profitable servicing contracts.
- Purchase and sale of a business where the buyer and seller have different perceptions of a particular risk. Debating who is right, instead of finding a creative solution, will make a deal almost impossible.
- A pharma company seeks to license a product to another. Upfront payment, licence fees, and volume guarantees must be traded – all in the context of competitive tension.
- A firm is submitting a tender for a new client. Can they charge a premium for their quality, or tweak the scope to win the deal while still getting attractive terms?
- A company is selling a non-core division. Another 'negoti-auction', this situation also requires dealing with the non-financial 'must-haves' of the seller and negotiating a solution to a contingent liability.
- A negotiation between a private equity house and a lender of acquisition finance, during an auction for a company. In addition to juggling interest rates, fees and loan size, the sides must assess the costs and benefits of going 'exclusive' with each other.
- A professional services firm seeks to raise the fees on a long-standing annual contract, but the client has better arguments for why the fees should stay flat or even fall.
- One firm has breached its contract with another. Will this be litigated in court, or can they settle beforehand – and perhaps do further business together?
- A landlord wants to renegotiate the lease for a store during a weak market. Can creativity bridge the gap?

Bespoke exercises can be created at a cost, but we recommend that clients use the library unless their negotiation situations are truly idiosyncratic.

Apart from full scale negotiation exercises like the examples above, we also give course participants a number of 'mini-practices' where they can rehearse particular critical incidents, such as

- making an effective Background Statement
- putting a firm, packaged Opening Position
- calling an Adjournment without looking weak
- making a Final Offer – and making it stick!

The AI Practice Partner

We have developed a groundbreaking AI Practice Partner so that participants on our face-to-face training courses can continue to sharpen their skills afterwards.

At your convenience (for example, just before a key negotiation) you can practice realistic full negotiation scenarios and short snippets of our toolkit, e.g. the counters to key gambits, getting personalised feedback from a more patient and polite version of our tutors!

The AI Practice Partner exploits two scientifically-proven techniques, each of which roughly doubles the retention of new knowledge:

- learn actively: explore and test our understanding rather than merely review/re-read content.
- refresh frequently: best is "spaced repetition" in which we review at increasing time intervals (e.g. a week after a course, then a month later, then three months later, then a year later)

The AI Practice partner gives you two ways to practice:

- Full negotiation scenarios. From the Power Sandwich to a Close, play through a whole negotiation scenario from our library and get detailed feedback on each step in the process.
- GamBot: practice small snippets of the toolkit rather than a whole negotiation. GamBot presents you with single Gambit (e.g. a counterpart's objection to your proposal) and then gives you feedback on your counters. This takes only a minute or two per Gambit.

Our courses include a 3-month subscription to the AI Practice Partner, after which at the client's option it can be continued, with additional content being accessible as the subscription continues.

Implementation One-On-One Sessions

This optional package entitles course participants to phone/Zoom/Teams an HBNC tutor.

We recommend that it is used prior to a participant's first negotiation after the course, to help them put the tools into practice for the first time and start the habit of implementation. Clients also get the direct benefit of our expert input into that specific negotiation.

Participants might use the session for one or more of the following examples:
- Hone their plan for the negotiation
- Play through tactics they will use, or fear will be used against them: the tutor can act as the other side.
- Get help with a tricky situation that has arisen during the negotiation
- Get a quick reminder of some key things to do and watch out for at the table

The session availability expires 6 months after the course, to encourage early take-up.

Confidentiality is guaranteed – by our ethics, by the NDA terms in our contract, and as the participant need not name the parties to their negotiation.

We recommend – but do not require – that clients agree this package before the course, so that a) it can be explained to participants on the course b) participants can use it immediately after the course without awaiting the client's purchase of the sessions.

Clients can choose either of two pricing models, a bundle or 'pay per hour'.

	Bundle	**Pay Per Hour**
How It Works	Each course participant is *entitled* to call HBNC for c. 1 hour. (Or a pair for 2 hours). NB the charge is per participant not per caller/hour.	Course participants can call HBNC until an agreed cap on hours is reached.
How Charged	£450 per participant (not varying with how many participants use their 'hour'). Billed with the course.	£900 per hour used. Cap on hours can be agreed for budgeting, and/or client can have a 'gatekeeper' to agree what merits a call Billed at end of 6 month period.
Main advantages	Participants are most likely to use the service (each gets an entitlement, and no marginal cost) Better value if many hours used	Only pay for what you use
Main disadvantages	Few hours may be used	The marginal cost, and gatekeeper and/or cap, are both 'frictions' that likely reduce uptake

The ‘Booster’ Day

We strongly recommend a one-day ‘Booster’ workshop six to twelve months after the Masterclass. The impact of training tends to decline over time, so the Booster encourages participants to fully implement the lessons of the Masterclass – and maximises the *payback* from our training.

The aims of the Booster are

- to remind participants of the main learning points from the Masterclass
- to give them further opportunities to practise key skills and techniques
- to review any problems they found in implementing the messages of the programme in their real-world negotiations.

Most clients prefer to allocate some time to analysing one or more real-world situations that are imminent or recent.

The Booster day is built around two negotiation exercises: a one-on-one in the morning and a team negotiation in the afternoon. To save planning time the second simulation is a follow-up deal to the first. As with the Masterclass, video playback and analysis of the exercises brings to life the key learning points and provides personal feedback to participants.

Each exercise gives participants the opportunity to practise the planning and conduct of a complete negotiation and to refresh their knowledge and understanding of the tools and techniques covered in the Masterclass.

‘Mini-practices’ are also employed.

Participants share their experiences in implementing the skills and techniques acquired on the Masterclass, describe any problems they have encountered, and work together to develop solutions.

They also develop Individual Action Plans to help ensure full implementation of the course lessons in their real world negotiations.

Consulting Services

"Those who can, do. Those who can't, teach."

Or so they say. We do both!

Apart from training in negotiation skills, we also provide specific advice on the conduct of major negotiations. This service can take various forms.

1. Assisting a negotiating team in planning for a negotiation, by applying our Planning Tools to the current negotiation, and providing advice on specific techniques to use at the table. This is most effective when the negotiators have already attended our Masterclass.

An example of this approach was assistance provided to a private equity firm on the disposal of a company in a situation where there was only one potential buyer – and the buyer knew this! The client judged that the sale price had been improved by between £25 and £50 million by following our advice.

2. Continuing to provide advice throughout an extended (multi-meeting) negotiation. This may include sitting in on the negotiations as an Observer.

An example of this approach is advice given to a pharmaceutical company seeking to licence-in a new product, through a series of phone and face-to-face negotiations.

3. A combined training and consulting project: a Masterclass for the team about to be involved in a major negotiation, with a specific focus on planning and teamwork for that negotiation.

An example of this approach was the training and preparation of a team for the negotiation of a very large and complex property joint venture. A major focus of this project was the management of complexity through multi-level meetings using a consistent process and integrating the results at the top level. The client said afterwards "We could never have got the deal done without your help."

In another similar situation the client said "We saved £50m in the first 30 minutes of our negotiations with [the other side], just because of that training."

Our fees for advisory work are usually results-based, with a per-diem component to mitigate our risks.

Training Courses: Terms of Business

Tuition Fee
Masterclass: £33,000
'Booster': £11,000

PLUS Masterclass Per-Head Fee: £450 per participant.
Includes 3-month subscription to our AI Practice Partner (see page 13); and course materials (*The Complete Negotiator*, *The Pocket Negotiator,* plus notepad, etc.).

PLUS Travel time is charged for courses held outside the UK.
- £2,750 for short-haul travel (under five hours flight time from London)
- £5,500 for long-haul (five to ten hours flight time)
- £9,750 for extra-long-haul (more than ten hours flight time).

PLUS Expenses
The tutor's travel and incidental expenses are charged at cost. Air travel is business class.

Optional 1-on-1 Implementation Sessions
See page 14. Either a bundle (£450 per course participant) or 'pay as you use' (£900/hr)

AI Practice Partner beyond initial 3 months: £150 per person per 3 months in advance, at client option.

Simulation exercises
Existing negotiation exercises are included in the Materials charge.
Client-specific exercises can be developed at extra cost (but are not recommended).

Facilities
The client is responsible for providing suitable training facilities (a main training room, breakout space, 4 flipcharts and a TV/monitor on a trolley). We provide the video camera.

The cost of a course in the UK for 12 people is:

Masterclass	£38,400	(£3,200 per head)
'Booster' Day	£11000	(£916 per head)
Implementation 1-on-1s	£5,400	(£450 per head, if the 'Bundle' model chosen)

(Plus tutor's travel etc. expenses and any facilities cost.)

Payment is due after each course immediately on receipt of our invoice.

UK VAT is charged in addition if applicable.

Cancellation Terms

Over 12 weeks' notice:	no cancellation charge
8 - 12 weeks' notice:	33.3% of fee is payable
4 - 8 weeks' notice:	50% of fee is payable
Under 4 weeks' notice:	75% of fee is payable.

Charges are non-negotiable, in GB Pounds, and are valid for courses booked by 31 December 2026.