

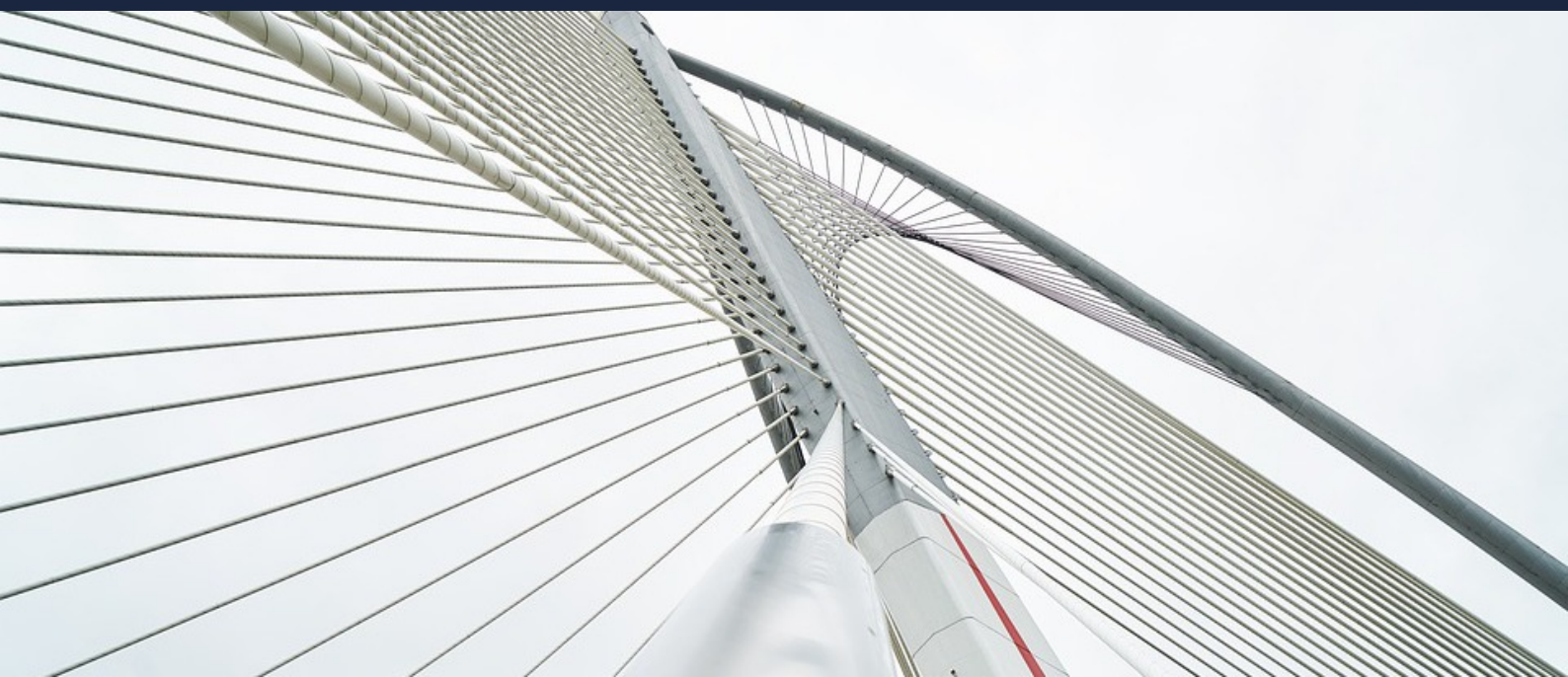
BEYOND THE BUSINESS CASE

Decision-Making Under Unlimited Liability: How Partnership Banks Approach Investment and Risk

A Practitioner's Perspective on Investment Governance in Unlimited-Liability Partnership Banking

Giovanni Leonardi

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1. The Signature That Carries a House

There is a moment, in an unlimited-liability partnership bank, that has no equivalent in a public company. It is the moment a partner signs off an investment knowing that if it goes badly wrong, the loss does not stop at the institution. It reaches through to them personally — to their capital, their pension, and in the older constructions, everything they own. I have watched programme leaders arrive in these institutions from the corporate world and spend months baffled by decisions that seemed unaccountably slow, conservative, or personal. The bafflement always traced to the same blind spot: they had never understood the liability model, and so they had never understood the culture it produces.

This is a Perspective on one thing, argued plainly. If you want to understand how a partnership bank funds technology, selects vendors, and weighs risk, you must first understand who bears the loss when it fails. Everything else — the pace, the conservatism, the intensity of due diligence, the apparent aversion to the fashionable — follows from that single fact. Get the liability model wrong and you will read the whole institution as timid or dysfunctional. Get it right and the same behaviour reveals itself as entirely rational.

2. Risk Appetite Is Not an Abstraction Here

In a limited-liability company, risk appetite is a genuinely institutional construct. It is set in a framework, calibrated to the balance sheet, and delegated downward through mandates. The individuals who operate within it are exposed reputationally and to their employment, but not to their own net worth. The corporation is a shield, and the shield is the entire point of the corporate form. A poor investment damages the company; it does

not, in the ordinary course, reach into the decision-maker's own estate.

The partnership removes the shield. The consequence is that risk appetite stops being an abstraction on a policy page and becomes a personal calculation made by identifiable people who will personally absorb the downside. This changes the texture of every significant decision. A technology investment that a corporate committee would wave through as a sensible modernisation is examined, in a partnership, with the particular attention of people asking not only is this good for the firm but am I willing to be personally answerable for this if it fails. Those are different questions, and the second is far more demanding than the first.

The corporate form exists to separate the decision from the decision-maker's personal fortune. The partnership deliberately refuses that separation. You cannot understand the second by analogy to the first – the whole point is that the analogy breaks.

This is why partnership banks are so often described, usually by frustrated outsiders, as conservative. The label is accurate but the tone is wrong. The conservatism is not timidity or a failure of ambition. It is the entirely coherent behaviour of people who have internalised a downside that corporate decision-makers are structurally insulated from. When the person approving an investment stands to lose their house, their pension, and their name if it goes wrong, they are not evaluating a business case – they are deciding what they are willing to be personally answerable for. Slowness, here, is not indecision. It is the sound of that calculation being taken seriously.

3. What This Means for Technology Investment

The practitioner leading a technology programme in such an institution must relocate the whole exercise. In the corporate setting, a technology investment is justified by a business case: cost, benefit, payback, risk-adjusted return, presented to a committee that assesses it against a mandate. The machinery is impersonal by design.

In the partnership, the business case is necessary but nowhere near sufficient. The partners are not only asking whether the numbers work. They are asking whether they personally trust the judgement behind them, whether the risk is one they can live with attaching their name to, and whether the person proposing it understands that their signature carries weight the proposer's does not. A flawless business case advanced by someone who has not earned that personal trust will struggle. A more modest proposal advanced by someone the partners believe understands the stakes will often succeed. The currency is not the quality of the analysis alone; it is the credibility of the judgement, personally assessed.

This has direct and practical consequences for how a programme leader should operate:

- Frame technology risk in personal, not just institutional, terms. Do not tell the partners the firm can absorb the downside; tell them honestly what the realistic worst case is and why it is or is not something they should be willing to personally underwrite.

- Expect due diligence that goes beyond the corporate norm, and treat it as legitimate rather than obstructive. Vendor selection in particular will be scrutinised with an intensity that surprises those used to procurement-led processes, because a vendor failure becomes, ultimately, a personal loss.
- Prefer the reversible to the irreversible, and the proven to the fashionable. An institution where decision-makers carry personal liability will rationally discount novelty at a steeper rate than a corporate one, and will value the ability to step back from a commitment more highly. This is not backwardness. It is a sensible response to asymmetric personal downside.
- Never ask a partner to approve a risk you have not helped them understand fully. In a corporate setting, an under-explained risk is a governance weakness. In a partnership, it is a breach of the personal trust on which your standing depends.

4. The Conservatism Is Rational — and So Is Its Limit

It would be a mistake to romanticise this, and the honest practitioner should name the cost as well as the virtue. The same liability model that produces admirable prudence can also produce genuine underinvestment. An institution whose decision-makers feel every technology risk personally may under-invest in the unglamorous foundations — resilience, security, the replacement of ageing systems — precisely because the downside of action is felt sharply and personally while the downside of inaction is diffuse, deferred, and easy to discount. The partner who declines a modernisation avoids a visible personal risk today; the accumulating risk of the un-modernised estate belongs to no single signature and is felt by no one until it fails.

The practitioner's real contribution, then, is not to fight the conservatism — which is both futile and misguided — but to make the risk of inaction as personal and as legible as the risk of action. The most valuable thing you can do for partners weighing a technology decision is to ensure the do-nothing option carries a name too. When the cost of continuing as we are is framed as concretely and personally as the cost of changing, the partnership's decision-making, far from being an obstacle, becomes one of the most rigorous and well-judged in banking. The people deciding have skin in the game in the most literal sense, and skin in the game, properly informed, is a formidable thing.

5. Read the Model First

So the counsel I would give any leader entering a partnership bank is to resist the reflex to read its caution as a failing to be corrected. Read the liability model first. Understand who personally absorbs the loss, and you will understand why decisions are made as they are — why the diligence runs deep, why the fashionable is discounted, why trust in the person can matter more than the elegance of the case. The conservatism that frustrates the outsider is the rational conduct of people who have not been granted the corporate shield and must therefore weigh every consequential decision as their own. Work with that reality, make the cost of inaction as personal as the cost of action, and you will find not a timid institution but an unusually clear-eyed one.