Conflict of Interest:
Career-Limiting Moves

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A reader wrote, "I am a subscriber and regular reader of the NetworkWorld series of e-mailed articles. One that has caused me much reflection was the 'Security and conflict of interest' article (NWF on Security, 1/29/2002). So much so that I was inspired to write you and ask a (hypothetical, of course) question.

If one found oneself in such a position (i.e. where a CISO [Chief Information Security Officer] reported directly to a CIO [Chief Information Officer]) and felt as you do about the potential for a conflict of interest, how should the CISO approach said CIO with this opinion? I'm sure you can imagine how potentially confrontational such a concept could become. It is arguable that, should the CIO refuse to contemplate the idea, the CISO would then be duty-bound to escalate the recommendation to the CEO [Chief Executive Officer]. The supposed reason for the CIO's refusal being that s/he is 'hiding something.'

I believe that, in good conscience, the above scenario would be the *right* way to go about it, but if I were in that position I would be hesitant to pursue it, as it could also well become a 'career-limiting move'. Any thoughts you have on the subject would be welcome."

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Your point about approaching the CIO directly before bringing the possible realignment makes a lot of sense; it's always best to talk one-on-one with someone when developing a new idea. I have always found, "I need your help" to be a good start to explaining one's idea. It also seems to me that the way to broach this subject most successfully involves a multi-pronged approach. First, you should ensure that your relationship with the CIO were founded on a genuine sense of collegiality and mutual respect at the least; if possible, I would hope for a sense of friendship and trust as well. Naturally, these conditions may be impossible to achieve due to personality conflicts, justified lack of trust, or actual criminality on the part of the CEO. Second, you should document everything leading to your recommendations and have the documents date-stamped, notarized and stored in sealed envelopes in a corporate high-security safe with two signatures required for retrieval of the documents. Third, in my discussions with the CIO, I'd preface my comments with the assurance that nothing you say is to be interpreted as an attack on anyone's integrity, least of all your colleague's. You are proposing a structural change to reflect the needs of the entire organization; such careful definitions of independent responsibility can help to prevent the kind of disaster that seems to have occurred at the Enron corporation last year. And if you do get fired, I'd suggest you get an attorney who specializes in wrongful-dismissal suits. You are not _supposed_ to be fired for suggesting improvements in corporate governance.

Speaking of Enron, that case may be a real gift to everyone concerned about independent oversight. Not only does it provide an object lesson in what can go wrong when people fail to maintain the highest standards of the accounting and auditing professions, but it also gives
everyone with your concerns a straightforward example of the possible consequences of failing to act on principle.

If your CIO really is crooked, consider the alternatives: (1) get fired for doing the right thing or (2) lose your job when the company fails or you are accused of incompetence. Even worse, (3) you could be accused of collusion with the criminals and then face prosecution and possible time in jail.

Personally, I've rarely been in a situation where I thought I might be fired for riling an executive. In the mid-1980s, I was asked by a company president to prepare a brief showing how we could sue a relational database manufacturer for troubles our programmers had experienced in using their product. I began my research willingly, but the longer I studied the case and the more programmers I interviewed, the less I believed that the fault lay in the software. After a month of work, I submitted a brief that made a strong case _against_ going to court. The president, somewhat ruffled, told me he was not expecting that result, but after reading the report, he didn't fire me. In another situation, a general manager so enraged the staff that we banded together to demand changes in his micromanagement style so we could get our work done like adults. I was nominated as the spokesperson, so one afternoon I found myself telling the boss that if he didn't improve we'd all quit. Let me tell you, I didn't know what his response would be and I was seriously looking at the employment ads before I went into that meeting; however, to our relief, the boss, although really angry at first, did not in fact fire me or anyone else. He actually improved his style!

In conclusion, just think about the Enron executives who went along with the questionable actions of their hierarchical superiors -- how do you think prospective employers regard their having stayed on quietly?

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