

CONTENTS

PREFACE.....	3
ACKNOWLEDGMENTS.....	4
ABOUT THE AUTHORS.....	5
CONTENTS	6
1. CORPORATE GOVERNANCE	9
1.1. Introduction.....	9
1.2. Corporate governance	9
1.3. Theoretical frameworks.....	10
1.3.1. Agency problem.....	11
1.3.2. Transaction cost theory.....	12
1.3.3. Transaction cost theory versus agency theory	12
1.3.4. Stakeholder theory.....	13
1.3.5. Stakeholder versus agency theory.....	14
1.4. Conclusion	16
2. CORPORATE GOVERNANCE CODES DEVELOPMENT IN THE UK.....	17
2.1. Introduction.....	17
2.2. Corporate governance in the UK: Definitions and framework	17
2.3. The evolution of policy recommendations.....	18
2.3.1. The Cadbury Report	18
2.3.2. The Greenbury Report	19
2.3.3. The Hampel Report	19
2.3.4. The Combined Code of 1998	20
2.3.5. The Turnbull Report	20
2.4. The evolution of governance policy: From the Combined Code I to the Combined Code II	21
2.4.1. Directors' Remuneration Report Regulations.....	21
2.4.2. The Myners review.....	22
2.4.3. The Higgs Report	22
2.4.4. The Combined Code of 2003	23
2.4.5. Other government initiatives	24
2.5. Overview of policy evolution	24
2.6. Conclusion	25
3. CORPORATE GOVERNANCE AND FINANCIAL STRUCTURE.....	26
3.1. Introduction.....	26
3.2. Capital structure and financial risk.....	27
3.3. Does capital structure matter?	28
3.4. The agency costs of debt	29
3.5. Conclusion	31
4. THE ROLE OF INSTITUTIONAL INVESTORS IN CORPORATE GOVERNANCE	32
4.1. Introduction.....	32
4.2. The transformation of UK institutional ownership.....	32
4.3. A complex web of ownership	34
4.4. The growth of institutional investor activism.....	35

4.5. Institutional investor voting.....	36
4.6. Research into voting by institutional investors	36
4.7. Institutional investors and engagement	37
4.8. Research into engagement with institutional investors	38
5. BOARDS OF DIRECTORS AND THE ROLE OF NON-EXECUTIVE DIRECTORS IN THE GOVERNANCE OF CORPORATIONS.....	40
5.1. Introduction.....	40
5.2. Corporate governance	40
5.3. Boards of directors and the role of NEDs	42
5.4. The corporate form, governance and the board of directors	42
5.5. Board composition and performance	43
5.6. The UK's governance by disclosure.....	43
5.7. Conclusion	46
6. COMPENSATION COMMITTEES AND EXECUTIVE COMPENSATION	47
6.1. Introduction.....	47
6.2. Compensation committees and executive pay	48
6.3. Regulatory and legal environment.....	48
6.4. Data.....	51
6.5. Results.....	51
6.6. Conclusion	52
7. THE GOVERNANCE ROLE OF TAKEOVERS	54
7.1. Introduction.....	54
7.2. Takeovers and company performance	54
7.3. The likelihood of takeovers success	55
7.4. Post-acquisition performance	56
7.5. Management turnovers subsequent to takeover	57
7.6. The consequences of taking over failure	58
7.7. Conclusion	59
8. CORPORATE GOVERNANCE: THE ROLE OF VENTURE CAPITALISTS AND BUY-OUTS	61
8.1. Introduction.....	61
8.2. Governance problems in large organizations with diffuse ownership.....	62
8.3. Failure of internal control mechanism.....	62
8.4. The nature of buy-outs	62
8.5. Expected effects of buy-outs.....	63
8.6. Governance in privately held firms	63
8.7. Governance in buy-outs and venture capital investments	64
8.8. The effects of buy-outs	64
8.9. The effects of corporate governance mechanisms.....	66
8.10. Conclusion	67
9. EXPLAINING WESTERN SECURITIES MARKET	68
9.1. Introduction.....	68
9.2. Corporate law as propelling diffuse ownership	69
9.3. Corporate law's limits	70
9.4. Political variables as the strongest predictor of ownership separation	71

9.5. Do blockholders improve or reduce the worth?	72
9.6. Conclusion	72
10. THE AUDIT FUNCTION AND THE ROLE OF REGULATION	75
10.1. Introduction.....	75
10.2. The audit committee	75
10.3. Agency theory and asymmetric power	76
10.4. Rating agencies	78
10.5. Regulation.....	79
10.6. Regulating agencies	80
10.7. Conclusion	81
11. INTERNATIONAL CORPORATE GOVERNANCE.....	82
11.1. Introduction.....	82
11.2. Available external governance mechanisms are the takeover market and the legal system....	82
11.3. External control market.....	85
11.4. Second generation corporate governance research.....	85
11.4.1. Legal protection and economic growth	86
11.4.2. Control versus ownership: The private benefits of control	87
11.5. Convergence in corporate governance systems	87
11.6. Conclusion	88
12. DISCHARGING A BROADER CORPORATE ACCOUNTABILITY.....	89
12.1. Introduction.....	89
12.2. Early roots of corporate social responsibility in the UK.....	90
12.3. Friedman and corporate social responsibility	90
12.4. Does corporate social responsibility improve financial performance?.....	91
12.5. Corporate environmental reporting	92
12.6. Qualitative characteristics of corporate environmental reporting	94
12.7. Sustainability and a stakeholder perspective	96
12.8. Stakeholder engagement	97
12.9. Conclusion	97
13. SOCIALLY RESPONSIBLE INVESTMENT	98
13.1. Introduction.....	98
13.2. Socially responsible investment strategies.....	98
13.3. A growing demand for social, ethical, and environmental disclosure	100
13.4. Socially responsible investment in an international context.....	101
13.5. The drivers of socially responsible investment	102
13.6. Pension fund trustees and socially responsible investment.....	104
13.7. Conclusion	105
REFERENCES	106
INDEX	117