### CORPORATE OWNERSHIP & CONTROL

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### SECTION 1: ACADEMIC INVESTIGATIONS & CONCEPTS

# CAPITAL STRUCTURE AND PROFITABILITY: AN EMPIRICAL STUDY OF SOUTH AFRICAN BANKS

#### Kudzai Raymond Marandu, Athenia Bongani Sibindi

This research conducts a multiple linear regressions on time series data of big South African banks for the period 2002 to 2013. It establishes a strong relationship between the ROA (profitability measure) and the bank specific determinants of capital structure, namely capital adequacy, size, deposits and credit risk. The relationship exhibits sensitivity to macro-economic shocks (such as recessions), in the case of credit risk and capital but is persistent for the other determinants of capital structure.

#### DUAL CLASS FIRMS AND DEBT ISSUANCE

#### Nilanjan Basu, Ming Qiu

This paper examines the manner in which debt issuance by dual class firms differs from that issued by comparable single-class firms. Using the comprehensive sample of dual class firms compiled by Gompers, Ishii, and Metrick (2010), the authors find that dual class firms tend to borrow at lower interest rates and for longer maturities but face more covenants, especially performance based covenants. The results are robust to corrections for the endogenous choice of dual class share structures. The researchers also find that the returns earned by the stocks of these dual class firms have lower volatility.

#### COOPERATION'S CHARACTERISTICS FOR POTENTIAL INNOVATIVE SMES IN CRISIS: THE GREEK PARADIGM

#### Lemonakis Christos, Vassakis Konstantinos, Garefalakis Alexandros, Michailidou Despoina

This study focuses on the role of business cooperation and firms' exporting activity as the determinants of Greek manufacturing SMEs' innovative extend use, contributing to the existing empirical literature. The empirical analysis based on unique both quantitative and qualitative data, derived from a survey covering more than 158 small and medium-sized Greek manufacturing firms, and examines factors affecting innovation activity, emphasizing on clustering activities.

## PERSISTENT HIGH LIQUIDITY, OWNERSHIP STRUCTURE AND FIRM PERFORMANCE: INDIAN EVIDENCE

#### Santanu K. Ganguli

The paper investigates the characteristics and performance of the persistent high liquidity firms in India in the backdrop of ownership concentration. Empirical evidence reveals that the persistent high liquidity firms consistently post superior performance, have better growth prospect and resort to less debt financing. Ownership structure has no influence on the performance of such firms. Consistent with trade off theory the authors find that persistent cash holding as a policy beyond a certain period may hinder performance. Industry-and-size matched comparison firms with non-persistent liquidity tend to overinvest having a negative impact on performance. Ownership concentration adversely impacts performance of such firms.

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### ASSET LIQUIDITY, STOCK LIQUIDITY, AND OWNERSHIP CONCENTRATION: EVIDENCE FROM THE ASE

#### Ghada Tayem, Mohammad Tayeh, Adel Bino

This paper examines how ownership concentration influences the relation between stock liquidity and asset liquidity. Liquid assets reduce uncertainty of assets in place and hence improve stock liquidity. However, liquid assets are less costly to turn into private benefits compared to other assets. Therefore, liquid assets may result in increasing the uncertainty of assets in place rather than reducing it. In this paper the authors examine the impact of asset liquidity on stock liquidity conditional on a company's ownership structure using the context of Jordan.

#### EFFICIENCY, VALUE ADDITION AND PERFORMANCE OF US BANK MERGERS

#### Abu Khan, Kabir Hassan, Neal Maroney, Jose Francisco Rubio

The goal of this paper is to investigate the change in operating performance, efficiency, and value addition of US bank mergers and acquisitions after GLBA. Authors extend the previous research by combining all the previous methodologies used in mergers and acquisitions studies and add a new methodology, namely Expected EVA improvement. They will test whether these performance metrics yield similar results or if the performance of mergers varies depending on the measurements and examine the factors that have significant impact on changes in bank performance.

#### AGENCY CONFLICTS AND OPERATING PERFORMANCE IN AN EMERGING MARKET

#### Manas Mayur

The study examines the relationship between post-IPO performance of 306 Indian firms and the changes in insiders' ownership around their IPOs? The results illustrated a curvilinear relationship between ownership and performance. Whereas the negative relationship was found for low and very high ownership level and positive relationship was found for intermediate level. This is an attention-grabbing outcome as it contrasts with earlier studies on curvilinear relationship between ownership and performance, where the negative relationship was found for intermediate level and positive relationship was found for intermediate level and positive relationship was found for both very low and very high ownership level.

### SECTION 2: ANNUAL MEETING IRMBAM 2016 PAPERS (CONFERENCE IN NICE)

#### NON-FINANCIAL CORPORATIONS IN LEBANON: WHO GOVERNS? "THE GOVERNANCE MYOPIA"

#### Mireille Chidiac El Hajj, Richard Abou Moussa, Maha Akiki, Anthony Sassine

The purpose of this paper is to study governance practices in non-financial enterprises in Lebanon, and it is the first time that such enterprises are studied in the Lebanese context. Only three non-financial institutions are listed in the Beirut Stock Exchange (BSE), which constitute the whole population of this research. Built on Principles, Governance is based on transparency and on accurate, relevant, and timely information in order to support the Board members' decision-making (OECD, 2015).

#### BENCHMARKING CEO COMPENSATION: DEVELOPING A MODEL FOR DIFFERENT BUSINESS STRATEGIES

#### Merwe Oberholzer

The purpose of the study was to develop a data envelopment analysis (DEA) model with two stages. The first provides a best practice frontier to benchmark segments of CEO compensation against determiners thereof, including firm-, CEO- and governance characteristics. Firms with different strategies will then position themselves differently to the best practice frontier. Irrespective of the strategy chosen at the first stage, the second stage estimates how efficient firms are to convert the above-mentioned determiners into multiple performance measures. The contribution of the study is that employing such a model may change the philosophy of how firms look at CEO compensation, for example firms whose CEOs are at the bottom half are not necessarily below average or underpaid, but signal that their CEOs are compensated according to best practices.

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#### IN SEARCH OF EFFECTIVE CORPORATE GOVERNANCE. AN EXPLORATIVE RESEARCH WITHIN THE CONTEXT OF SEMI PUBLIC HOUSING MANAGEMENT IN THE NETHERLANDS 105

#### C.F. van Dreven, H.M. Koolma

In this paper the authors elaborate, supported by literature on trust, a framework for corporate governance that might overcome lacunas in the classical frameworks of the principal agency theory and the stewardship theory. A historical analysis of the development of corporate governance in the context of the Dutch semipublic housing management shows that a mixture of principal agency and stewardship approach of semipublic managers proves to be contradictory and toxic. A discourse analysis and factor analysis report on the search of actors for a more effective corporate governance.

### SECTION 3: CORPORATE GOVERNANCE IN ITALY

## OWNERSHIP STRUCTURE AND TURNAROUND PROCESSES: EVIDENCES FROM ITALIAN LISTED COMPANIES

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#### Francesco Grimaldi

The aim of this research is to investigate the relationship between ownership structures and turnaround processes in the Italian context. In fact, with the exception of the analysis of individual business cases - relating to incidents of fraud, bankruptcy and failure to rehabilitate the business, it does not seem to have been made, at the time, specific theoretical and empirical studies on the relationship between ownership structure and processes turnaround / crisis in Italian listed companies, in which the reference model is the family business, even in large companies.

## THE GOVERNANCE MODEL IN THE ITALIAN PUBLIC ENTITIES AFTER MORE THAN A QUARTER OF A CENTURY SINCE THE REFORM

#### F.G. Grandis, G. Mattei

To identify the governance model "traditionally" used in Italy, is important to analyse the different types of organizational models, identifiable in the Public sector when considering, simultaneously, two different variables: 1.the distribution of power between politicians and managers; 2. the nature of the manager's employment contracts. In Italy, by the reform, the "traditional" period ended to make way for a "modern" governance model which invaded the organizational aspect of public Administrations. Now, more than 25 years since the principle of distinction was introduced, it is time to understand if the innovations are really applied.

## CORPORATE GOVERNANCE SYSTEMS AND SUSTAINABILITY: CSR AS A FACTOR OF CONVERGENCE BETWEEN OUTSIDER AND INSIDER SYSTEMS

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#### Daniela M. Salvioni, Simona Franzoni, Francesca Gennari

The main finding of this chapter is that the effective integration of CSR, sustainability and leadership makes easier the convergence between insider and outsider corporate governance systems. Leadership starts at board level. Corporate social responsibility (CSR) and sustainability require good corporate governance, grounded on stakeholder engagement, fairness, transparency and accountability. All these principles are related with more externally focused boards and determine a governance approach directed to the growth of sustainable value. In light of the above, this chapter will consider how the social responsibility and the role of the leaders (CEOs, Board of Directors, managers, etc.) can determine a governance approach directed to the growth of sustainable value over time. This is possible through the exploitation of opportunities and the economic and social risk management with which the companies should compete.

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