THE FORMATION OF BOARDS OF DIRECTORS AS A CONTINGENT RESPONSE TO ENVIRONMENTAL UNCERTAINTY – EVIDENCE FROM EMERGING ECONOMIES

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Abstract

This paper provides some strong support for existing literature in an under-researched context (the emerging economies of the former Soviet Union and Central and Eastern Europe). We develop and apply a model linking Board formation and environmental uncertainty, finding some partial support for our anticipated relationships in the area of Board establishment and perceived financial sector uncertainty, although no support for our anticipated relationship between governmental sector uncertainty and Board formation. research is supportive of the broad assertion that strategy in emerging economies is different and a 'one size fits all' (generally American) approach to the questions we ask regarding strategy in emerging regions will rarely provide accurate insights for management academics and practitioners with an interest in understanding and improving management decisions in the context of emerging economies.

Keywords: board of directors, emerging economies, uncertainty

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Introduction

Firms are both supported and constrained by their external environments. The environment encapsulates those agents that transact directly and indirectly with firms (in terms of factors of production and the provision of financing (Katila, Rosenberger & Eisenhardt, 2008), and also those agents that regulate firms and compete with firms for resources and customers (Kaplan & Harrison, 1993).

In this paper, we review the literature on the environmental engagement of firms generally, and the use of Boards of Directors as environmental engagement collective agents in particular, to assess the contingent development of Boards of Directors in response to perceived external environmental concerns. The environmental exigencies that we have chosen to include in our analysis relate to perceived corruption, access to financing, regulatory and tax constraints and policy uncertainty, which have been shown to impact on business performance within the survey countries included in our analysis (Batra, Kaufmann & Stone, 2003; Broadman & Recanatini, 2002.).

We chose, in this study, to focus on the emerging economies of the former Eastern Bloc (the former Soviet Union and central and eastern Europe). These nations have experienced substantial change over the period since the late 1980s, flowing from the collapse of Soviet communism and its economic system in the late 1980s and early 1990s. This rapid and uncertain transformation has created something of a regulatory and policy vacuum in the years since (Hoff & Stiglitz, 2004), and this paper seeks to explore the use of Board governance structures to assess the impact of these perceived uncertainties and regulatory variations on organisational governance arrangements, with a specific focus on the establishment of supervisory Boards of Directors (Hillman & Keim, 1995).

Environmental Engagement Literature

Organisations face dynamic and uncertain operational and strategic environments. There have been numerous studies that have dealt with the role of the firm's environment on its behaviour and performance (Child, 1972, 1997; Lawrence and Lorsch, 1989; Hrebiniak and Joyce, 1985). Among these and other studies, the analytical focus and findings have differed. There have been those who contend that the firm's environment a key driver of appropriate strategy by calling for rational scanning and fit (Miles and Snow, 1978; Porter 1980), those who see strategy as emergent from the environment with little room for managerial autonomy (Hannan and

Freeman, 1989; El Louadi, 1998) and those who argue that managerial autonomy is paramount and a key driver of differentiation and competitive advantage (Child 1972, 1997). Alternatively, other scholars have asserted the value of high velocity, non-mediated management structures in dealing with the vagaries of Eastern Block economies (Estrin and Wright, 1999; Lipton, Sachs and Summers, 1990)

Authors like Selznick (1957, 1996), Gopalakrishnan and Dugal (1998) and Rodrigues, Child and Shatin (2008) have argued against these models that presupposed that organisations were either perfectly rational agents operating according to shared, normative industrial agendas or were perfectly adaptable institutions instantly responding to changing environmental stimuli (or a combination of both). They argued for more complex and iterative relationships between organisations and their environments by suggesting that organisations developed over time, were proactive (the successful ones at least) with regards to trends evident in the environment, and changed strategies based upon learning and planning rather than reaction.

Other researchers have taken a broader environmental view of firm change and adaptation with an expanded consideration of the institutional, social and interpersonal domains of a business (Aoki, 2001). While it is important to ensure that firms adapt to the myriad of changes in their environment (Fligstein and Freeland, 1995), it is equally important to understand that corporate governance (even at the board level) is enacted in different social and interpersonal contexts. Importantly, governance and more direct economic management decisions might be considered to possess social and noneconomic dimensions for the firm and associated workforce (Streeck, 2002).

Child (1997, 46-47) noted that decisions within organisations exhibited 'initiative within the network of internal and external organisational relationships - through pro-action as well as re-action'. These decisions were strongly dynamic and inter-related among the internal and external environmental influences that came into play in agent decision making. Firms thus seek a position of dynamic organisational-environmental 'fit'. The concept of 'fit' had a number of implications for the management and resourcing of corporate governance arrangements within firms. Primarily, it was interpreted as creating an impetus for the development of formal processes in the strategic management process.

Freedman (1996, 238) notes that 'uncertainty measures an industry-wide perception of a given economic climate, namely what the firm thinks it needs to know (information pertinent to a firm's decisions), as compared to how much of that information it actually thinks it knows'. Informational uncertainty, in terms of the variety of environmental pressures facing a firm, can thus act as an important stimulus for environmental engagement and change. This work builds on previous work by Miller and Friesen (1982) and Jervis (1975) who argued for a model of relationship between the firm and the environment that was based on constant reassessment and environmental scanning.

Boards of Directors as Agents of Environmental Engagement

Firms develop their corporate governance mechanisms as a means of mitigating political risks within their environment (Markus, 2008). Boards of directors, for example, aim to both control firm decisions and act as a resource for firms seeking external ties to their environments (Dalton & Dalton, 2005; Hambrick, Geletkanycz & Fredrickson, 1993). Some of the mooted benefits of these facilitated environmental ties include (a) the mitigation of environmental uncertainty through the use of social networks (Dess and Rasheed, 1990; Carpenter and Westphal, 2001; Hillman & Dalziel, 2003; Pfeffer & Salancik, 1978); (b) the sourcing of competitive information regarding environmental and competitor change and acting in 'boundary spanning' roles (Burt, 1995; Geletkanycz & Hambrick, 1997); (c) by negotiating opportunities among external stakeholders (Eisenhardt and Schoonhoven, 1996; Hillman, 2005) and (d) by conferring reputational and social legitimacy on the firm (Di Maggio & Powell, 1983; Finkelstein & D'Aveni, 1994; Stevenson & Radin, 2009).

Environmental turbulence thus provides both opportunities and threats for the corporate governance arrangements generally, and Board of Director arrangements specifically, of firms. In terms of information and knowledge transmission (inward and outward), legitimacy building and influence negotiating points of view, Boards of Directors can act as a vital means by which organisations can mitigate external threats while improving their position within potentially uncertain contexts.

Methods

The Research Setting

The effective dissolution of the Soviet Union in December, 1991, created the impetus for massive social and economic reform in Central and Eastern Europe (CEE) and the Former Soviet Union (FSU). Nations within the Soviet Union and within its economic sphere of influence (for COMECON members) experienced a rapid re-alignment in terms of economic ownership, trade openness and foreign investment. In historical terms, the

economic integration of former Eastern Bloc nations began to fray after the introduction of *Perestoika* by Mikhail Gorbachev in 1987, although whether this was a cause or effect of the collapse of the Soviet economy and its wider economic influence is a moot discussion, beyond the realm of this paper (Brown, 2007).

Within the nations established from within the Soviet Union itself (former Soviet republics) and also the nations of CEE that emerged from the Soviet sphere of control, one of the most noticeable medium term impacts was the establishment of private enterprise, both through the privatisation of former State-owned organisations (Meyer & Lieb-Dóczy, 2003; Barrell & Holland, 2000; Judge, Naoumova and Koutzevol, 2003), and the establishment of entrepreneurial start-ups to serve emergent market needs (Murrell & Olson, 1991). These firms proceeded into something of a cultural and regulatory vacuum in many respects, as corporate laws and laws protecting private ownership often lagged first-mover initiatives (Claessens & Laeven, 2003; Kozul-Wright & Rayment, 1997; Nee, 1992; Rapaczynski, 1996; Schönfelder, 2005).

The sudden removal of central planning arrangements created sudden resource shortages and market opportunities in the short-term. The rapid privatisation of State-owned enterprises created windfall profits for some well-connected entrepreneurs, and created (to a greater or lesser degree) a new class of what were later to be termed 'oligarchs' in Russia, Central Asia, the Caucusus and eastern and central Europe (Åslund, 2007).

Private enterprise, both in the form of nascent entrepreneurship and privatised former State-owned enterprises, soon emerged as a major driver of economic growth and change. Unfortunately, problems also soon emerged with corporate self-dealing, petty and institutional corruption, the emergence of organized crime and criminal enterprise, and weak and ineffectual bureaucracies (Batra, Kaufmann & Stone, 2003; Black, Kraakman and Tarassova, 2000; Damania, Fredriksson & Mani, 2004; Rodriguez, Siegel, Hillman and Eden, 2006). Donor nations of the west had a strong agenda to both assist with and contribute to economic growth, while also facilitating institutional emergence and reform necessary to build robust and democratic open economies.

The Dataset

We use data from the World Business Environment Survey, a cross sectional dataset undertaken for the European Bank of Reconstruction and development and the World Bank by an international market research company (AC Nielsen) in 1999 and 2000. This study investigates the processes of reforms through the responses of key managers of 3,954 private sector firms from 25 nations of the former Soviet Union and Central and Eastern Europe. The stated purpose of the survey was to create a better understanding of the manner in which financial institutions and state agencies were encouraging and facilitating economic and business growth (World Bank, 2000).

The data was released in microdata form to interested researchers in 2008. Previously, research was through an online portal with limited statistical functionality. The current study employs the full dataset for FSU and CEE nations, comprising a total of 4104 firms. Turkey was included in the released dataset for FSU and CEE nations, although we chose to remove it from our analysis due to its very different history from the other former Eastern Bloc nations, leaving us with an effective sample of 3,954 firms.

The survey questionnaire gathered information on key firm demographic issues (age, size, industry of operation, level of foreign ownership, and degree of international trade) and then matched this data with attitudinal and experiential data and information regarding the quality of government institutions and policy, bureaucratic support and hindrance, and experiences of corruption. Data was also gathered regarding the competitiveness experienced by firms in their marketplaces, and sources of financing for new investment.

The survey instrument was developed in English, and translated into the national vernacular prior to retranslation back into English, to ensure consistency. While not absolutely representative in a statistical sense, the data gathering strategy was undertaken within certain representative parameters, as follows (from Hellman, Jones, Kaufmann & Schankerman, 2000):

- A minimum of 15% of responder firms in the services sector and 15% in the manufacturing sector within each nation;
- A minimum of 15% of responder firms employing less than 50 persons and 15% employing more than 50 persons within each nation;
- A minimum of 15% of responder firms based in towns with less than 50,000 inhabitants;
- At least 15% of the responder firms to have majority foreign ownership (or as close to majority foreign ownership as local regulations permitted);
- At least 15% of the responder firms exporting a minimum of 20% of their output;
- Approximately 20% of the firms were state-owned.

The following table provides some essential summary characteristics from the various countries where data was gathered. As can be seen, virtually all FSU and CEE jurisdictions were included in the data gathering activity, with the largest subsample from Russia (552 firms) and the smallest from the Republic of Serbia (65 firms), and with most nations providing a usable sample of 125 responder firms.

We screened the sample to include only those firms in the private sector and only those firms that were not governed by a Board of Directors in 1996-97 (as the discrete choice to establish a Board of Directors is the dependent variable, and the prior existence of such a Board would generally mean that a new Board would not be formed). After this screen, we were left with 2657 usable responses which did not differ in composition in any statistically significant manner from the broader sample presented in Table 1.

Insert Table 1 about here

Dependent Variable

This paper explores the interplay between firms and their environment during the phase of post-Soviet emergence. We chose to explore this through the presence or absence of Boards of Directors and/or Supervisory Boards (henceforth 'Board of Directors') in privately owned boards in CEE and FSU nations.

The dependent variable in our model is the formation of a Board of Directors in the three years preceding the survey. This has been examined from data within the survey regarding current and historical governance systems in place at the time of the survey and three years earlier. The variable has been coded such that firms that have introduced such an arrangement are coded 1 (one), with others coded 0 (zero).

The establishment of a board of directors is an important milestone in the lifecycle of a firm. Firms are generally seen to progress beyond a threshold whereby previous governance arrangements are no longer adequate. Proceeding beyond this threshold often requires the creation of systems and structures to manage resource and strategy function planning, combined with effective monitoring and control functions on behalf of capital owners (Filatotchev, Toms and Wright, 2006).

To take account for firms who had continuing use of Boards of Directors, we screened the sample to ensure only firms without this governance arrangement in the prior period (three years prior to the survey) were included in our sample.

Control Variables

The emergence of the legal and institutional environment of business draws from historical paths and existing processes that are unique to each country (Beck & Laeven, 2005; Peng, Wang & Jiang, 2008; Stark, 1992; Wright, Filatotchev, Hoskisson & Peng, 2005). Thus, we introduced dummy variables for each nation included in the analysis, to account for variation determined primarily by national regulatory histories and context. Each nation was allocated a dummy variable of 0 or 1, and these country dummies were included in the control group in the hierarchical regression models to account for country level regulatory and developmental issues that may impact the firms' decisions to implement a new board structure.

Nix and Gabel (1996) noted that 'differences in the behaviour of firms facing similar environments is strong evidence that institutional details are needed to account for why precisely defined factors located in the external environment do not uniquely determine the sensitivity of a firm to market stimuli'. Size and initial ownership structure appear to have been relevant path histories for firms in developing economies in previous literature (Arnot, 2005). To account for these firm-level path dependencies, we control for firm size (proxied by equivalent full time staff, as a natural logarithm) and whether the firm was first established as a Stateowned or privately-owned operation (Makhija, 2000).

Firm age has been shown to be important, as one key feature of firm-level attributes that may predispose organisations to pursue structural improvements as they grow (Filatotchev, Toms and Wright, 2006). We thus include the natural logarithm of firm age at the time of the survey in our control variables.

Finally, the engagement with international markets has been shown to be important in the development of formalised planning and governance routines, and other managerial behaviours, within firms in transition economies (Barrell & Holland, 2000; Filatotchev, Dyomina, Wright & Buck, 2001; Jensen, 2006; Stoner-Weiss, 2000; Wright, Filatotchev, Buck & Bishop, 2002). We thus utilise dummy variables to account for the use of importing and exporting (0 if absent, 1 if present) and foreign ownership (0 if absent, 1 if present).

Independent Variables

Our model thus incorporates the impact of national regulatory and legal arrangements, firm age and scale as controls. Further, we explore sources of managerial uncertainty relating to (a) perceived regulatory and political uncertainty, and (b) perceived difficulties relating to the securing of external financing and other economic factors to explore the discrete decision to establish a Board of Directors in the three years preceding the survey (1996-1999).

Our measures of regulatory and environmental uncertainty are taken from a question in the survey asking responders to rate 'how problematic are these different factors for the operation and growth of your

business'. The items were rated on a four point semantic differential scale, with 1 (no obstacle), 2 (minor obstacle), 3 (moderate obstacle) and 4 (major obstacle). The following table presents these independent variables, and their hypothesised directionality and significance for the determination of the Board formation choice.

We chose to hypotheses directionality and significance of these perceived environmental threats along two axes – namely the potential impact of the threat to the focal firm, and the potential for the established Board to exercise such local influence in terms of uncertainty and risk mitigation. The hypothesised relationships (and the findings from our logistic regression) are summarised in the following table.

Insert Table 2 about here

Discussion of Results

Overall, each of our models provide reasonably strong fit for the data (Nagelkerke R^2 for Step 1 = 0.163; Step 2 = 0.272; Step 3 = 0.295) especially given the narrowly defined dependent variable (namely the discrete decision to establish a Board of Directors over the preceding three years of operation).

Insert Table 3 about here

We introduce the Country Dummy variables first, and of these Estonia (positive) and Lithuania and Slovakia (negative) are found to be significant. These outcomes may be reflective of various policy and regulatory initiatives and path dependencies present in these nations, perhaps related to EU membership, that are beyond the scope of this paper (Kaminski, 2000).

The directionality and significance of all of our control variables (introduced in the second model step) are as predicted in the literature. The natural logarithm of business age is very significant and negative. This may be indicative of the fact that well established firms have strong governance routines that rarely change. More recently established firms may be experiencing a period of growth that requires greater formalisation and oversight, hence lending weight to the establishment of a Board of Directors. Size (as proxied by the natural logarithm of full time equivalent staff) is positive and significant, lending weight to our previous interpretation that larger firms generally develop more formal oversight arrangements. If a firm was formerly State owned, it too is more likely to develop Board arrangements. Companies involved in international trade are found to be more likely to pursue Board formation, and the presence of international investment is found to be positive in the second stage model, and positive and significant in the full model.

In the full model, our strongest anticipated finding relates to our prediction that difficulties in acquiring external finance would predispose a firm to Board creation. Another positive and significant covariance occurs between Board formation and inflationary concerns. These three items may be inter-related (indeed our Spearman bivariate correlation table indicates that concerns regarding inflation and financing are positively and significantly correlated). This outcome was also consistent with the corporate governance model of Aguilera and Jackson (2003) that proposed that "the financial conceptions of managerial control refer to a distinct separation of strategic and operational management (ie, formation of a corporate board) and the execution of firm control via financial mechanisms".

Insert Table 4 about here

Our anticipated co-variances between 'governmental' uncertainties and Board formation appear to be insignificant, or indeed the opposite to what we anticipated. We choose to interpret this as meaning our findings provide no statistical support for the contention that firms establish Boards of Directors to exert political or governmental pressure locally or nationally. Indeed, some research suggests that firms may choose to live with these uncertainties (eg, political corruption) and address these matters using different corporate vehicles (eg, joint ventures) (Smarzynska and Wei, 2000). Additionally, this outcome might be partially explained by the Labour based dimension of corporate governance (Brown, Nakata, Reich and Ulman, 1997). This theory suggests that labour participation in corporate governance is politically important and may provide a source of firm competitive advantage. In essence, a firm's decisions might be made in a more democratic manner with actions codetermined by management and the workforce (Nagels and Sorge, 1977; Streeck, 2001). Hence, firms may depend on their organized workforce to exert substantial political pressure rather than placing that duty solely on the corporate board. Nevertheless, this was not a finding we anticipated, although it appears to be strongly supported by the evidence.

Conclusions and Limitations

This paper provides some strong support for existing literature in an under-researched context (the emerging economies of the former Soviet Union and Central and Eastern Europe). We develop and apply a model linking Board formation and environmental uncertainty, finding some partial support for our anticipated relationships in the area of Board establishment and perceived financial sector uncertainty, although no support for our anticipated relationship between governmental sector uncertainty and Board formation.

These findings would suggest that firms do indeed increase the formalisation of their organisational governance structures as their business affairs become more complex and challenging. This is indicated by the positive and significant covariance between our dependent variable and firm size, firm international trade and firm (inward) foreign investment.

Boards of Directors, however, seem to be of little perceived value in mitigating environmental uncertainty emerging from political and governmental exigencies and threats. Specifically, firms do not seem to form Boards of Directors to assist in the lobbying process related to infrastructure investment that is a perceived constraint on growth. This finding is somewhat at odds with the empirical evidence from the United States (Hillman and Hitt, 1999, Hillman, 2005) and seems to indicate a strong contextual contingency effect related to the developing nature of the emerging economies and political systems. Further, even where the interests of government and industry clearly intersect – in the provision of infrastructure – firms feel that governance reforms and extensions are of little value in garnering political influence in the political contexts included in this survey.

Like all work based on secondary data, some caveats are worth mentioning. The data was gathered in 1999 and 2000. During this period, the emerging economies and CEE and the FSU faced some particular challenges, although this observation could be made of any two years during the last two decades for this region.

The research may lend weight to further, perhaps qualitative, research (such as Brada and Singh, 1998) to explicate the manner in which firms in emerging economies seek to mitigate risks emerging from perceived public sector capriciousness and uncertainty. Some have suggested (Lawrence, Hardy & Phillips, 2002) that firms can form 'proto-institutions' through collaboration when formal institutions are lacking and the evidence of such collaborative strategies to mitigate external uncertainties regarding public policy would be worthy of investigation. Also, research to explore how firms manage the ethical obligations that accompany foreign investment and the local imperatives of dealing with highly fluid ethical standards, may be worth undertaking.

Finally, our research is supportive of the broad assertion that strategy in emerging economies is different (Hoskisson, Eden, Lau & Wright, 2000) and a 'one size fits all' (generally American) approach to the questions we ask regarding strategy in emerging regions will rarely provide accurate insights for management academics and practitioners with an interest in understanding and improving management decisions in the context of emerging economies.

References

- 1. Aguilera, R.V., and Jackson, G. 2003. The Cross-National Diversity of Corporate Governance: Dimensions and Determinants, *Academy of Management Review*, 28, 3: 447-465.
- 2. Aoki, M. 2001. Towards a comparative institutional analysis, Cambridge, MA: MIT Press.
- 3. Arnot, B. 2005. "The rhetoric and reality of small firm development in Russia." Critique, 32: 69-90.
- 4. Åslund, A. 2007. How capitalism was built: the transformation of Central and Eastern Europe, Russia, and Central Asia: London: Cambridge University Press.
- 5. Barrell, R. & Holland, D. 2000. Foreign direct investment and enterprise restructuring in Central Europe. Economics of Transition, 8(2): 477-504.
- 6. Batra, G., Kaufmann, D. & Stone, A. (2003) Investment Climate around the World: Voices of the Firms from the World Business Environment Survey, Washington, D.C: The World Bank.
- Beck, T. & Laeven, L. 2005. Institutional building and growth in transition economies. World Bank Policy Research Working Paper 3657.
- 8. Black, B.S., Kraakman, R., and Tarassova, A.S. 2000. Russian privatization and corporate governance: What went wrong?, *Ekonomski anali*, 44, 147-148: 29-117.
- 9. Boyd, B. K., Dess, G. G., Rasheed, M. A. (1993). Divergence between archival and perceptual measures of environment: Causes and consequences. Academy of Management Review, 18: 204-226.
- 10. Brada, J.C., and Singh, I. 1998. Corporate governance in Central Eastern Europe, Armonk, NY: M.E. Sharpe.
- 11. Broadman, H. & Recanatini, F. 2002. Corruption and policy: Back to the roots. Policy Reform, 5: 37-49.
- 12. Brown, A. 2007. Seven Years That Changed the World: Perestroika in Perspective, London: Oxford University Press.
- 13. Brown, C., Nakata, Y., Reich, M., and Ulman, L. 1997. Work and pay in the United States and Japan. New York: Oxford University Press.
- 14. Burt, R. S. 1995. Structural holes: The social structure of competition, New York, Harvard University Press.

- Carpenter, M. A., & Westphal, J. D. 2001. The strategic context of external network ties: Examining the impact of director appointments on board involvement in strategic decision making. Academy of Management Journal, 44(4): 639-660.
- 16. Child, J. (1972). Organizational Structure, Environment and Performance: The Role of Strategic Choice, Sociology, 6: 1-22.
- 17. Child, J. (1997). Strategic Choice in the Analysis of Action, Structure, Organizations and Environment: Retrospect and Prospect. Organization Studies, 18: 43-76.
- 18. Claessens, S., & Laeven, L. 2003. Financial development, property rights, and growth. Journal of finance, 58(6): 2401-2436.
- 19. Dalton, C. M., & Dalton, D. R. 2005. Boards of directors: Utilizing empirical evidence in developing practical prescriptions. British Journal of Management, 16(1): 91-97.
- 20. Damania, R., Fredriksson, P., & Mani, M. 2004. The persistence of corruption and regulatory compliance failure: theory and evidence. Public Choice, 121: 363-390.
- 21. Di Maggio, P. J., & Powell, W. W. 1983. The iron cage revisited: Institutional isomorphism and collective rationality in organizational fields. American Sociological Review, 48: 147-160.
- 22. Eisenhardt, K. and Schoonhoven, C. (1996). Resource-Based view of strategic alliance formation, strategic and social effects in entrepreneurial firms. Organization Science, 7(2): 136-150.
- 23. El Louadi, M. (1998). The Relationship Among Organization Structure, Information Technology and Information Processing in Small Canadian Firms. Canadian Journal of Administrative Sciences, 15, 180-199.
- 24. Estrin, S. 1991. Privatization in Central and Eastern Europe: What lessons can be learnt for Western experience. Annals of Public and Cooperative Economy, 62(2): 159-182.
- 25. Estrin, S., and Wright, M. 1999. Corporate Governance in the Former Soviet Union: An Overview, *Journal of Comparative Economics* 27: 398-421.
- 26. Filatotchev, I., Dyomina, N., Wright, M. and Buck, T. (2001), Effects of post-privatization governance and strategies on export intensity in the former Soviet Union, Journal of International Business Studies, 32(4): 853-871.
- 27. Filatotchev, I., Toms, S. and Wright, M. 2006. The firm's strategic dynamics and corporate governance life-cycle. International Journal of Managerial Finance, 2: 256-279.
- 28. Filatotchev, I., Wright, M., Buck, T., & Dymonia, N. 1999. Exporting and restructuring in privatised firms from Russia, Ukraine, and Belarus. World Economy, 22(7): 1013-1037.
- 29. Filatotchev, I., Wright, M., Uhlenbruck, K., Tihanyi, L. & Hoskisson, R. E. 2003. Governance, organizational capabilities, and restructuring in transition economies. Journal of World Business, 38: 331-47.
- 30. Finkelstein, S. & D'Aveni, R. A. 1994. CEO duality as a double-edged sword: How boards of directors balance entrenchment avoidance and unity of command. Academy of Management Journal, 37(5): 1079-1108.
- 31. Fligstein, N., and Freeland, R. 1995. Theoretical and comparative perspectives on corporate organization. *Annual Review of Sociology*, 21: 21-43.
- 32. Freedman, C. 1996. Citizen Murdoch-A Case Study in the Paradox of Economic Efficiency. Journal of Economic Issues, 30(1): 223.
- 33. Geletkanycz, M. A., & Hambrick, D. C. 1997. The External Ties of Top Executives: Implications for Strategic Choice and Performance. Administrative Science Quarterly, 42(4).
- 34. Gopalakrishnan, S. and Dugal, M. (1998). Strategic Choice versus Environmental Determinism, A Debate Revisited. The International Journal of Organizational Analysis, 6: 146-164.
- 35. Hambrick, D. C., Geletkanycz, M. A., & Fredrickson, J. W. 1993. Top executive commitment to the status quo: Some tests of its determinants. Strategic Management Journal, 14: 401-418.
- 36. Hellman, J., Jones, G., Kaufmann, D. & Schankerman, M. 2000. Measuring Governance, Corruption and State Capture: How firms and bureaucrats shape the business environment in transition economies. The World Bank Policy Research Working Paper 2312.
- 37. Hillman, A.J., and Dalziel, T. 2003. Boards of directors and firm performance: Integrating agency and resource dependence perspectives. The Academy of Management Review, 28: 383-396.
- 38. Hillman, A. J. 2005. Politicians on the Board of Directors: Do Connections Affect the Bottom Line?, Journal of Management, 31: 464-481.
- 39. Hillman, A., & Hitt, M. 1999. Corporate Political Strategy Formulation: A Model of Approach, Participation, and Strategy Decisions. Academy of Management Review, 24: 825-842.
- 40. Hillman, A., & Keim, G. 1995. International variation in the business-government interface: institutional and organizational considerations. Academy of Management Review, 20: 193-214.
- 41. Hoff, K., & Stiglitz, J. 2004. After the big bang? Obstacles to the emergence of the rule of law in post-communist societies. American Economic Review, 94(3): 753-763.
- 42. Hoskisson, R. E., Eden, L., Lau, C. M., & Wright, M. 2000. Strategy in emerging economies. Academy of Management Journal, 43(3): 249–267.
- 43. Hrebiniak, L. G. and W. F. Joyce, (1985). Organizational Adaptation: Strategic Choice and Environmental Determinism. Administrative Science Quarterly, 30: 336-349.
- 44. Jensen, C. 2006. Foreign direct investment and economic transition: Panacea or pain killer? Europe-Asia Studies, 58(6): 881-902.
- 45. Jervis, P. (1975). Innovation and technology transfer The roles and characteristics of individuals. IEEE Transaction on Engineering Management, 22: 78-83.
- 46. Johnson, S., McMillan, J., & Woodruff, C. 2000. Entrepreneurs and the ordering of institutional reform. Poland, Slovakia, Romania, Russia and Ukraine compared, Economics of Transition, 8: 1-36.

- 47. Judge, W.Q., Naoumova, I, and Koutzevol, N. 2003. Corporate governance and firm performance in Russia: an empirical study, *Journal of World Business* 38: 385-396.
- 48. Kaminski, B. 2000. Industrial Restructuring as Revealed in Hungary's Pattern of Integration into European Union Markets. Europe-Asia Studies, 52: 457-487.
- 49. Kaplan, M. R. & Harrison, J. R. 1993. Defusing the Director Liability Crisis: The Strategic Management of Legal Threats. Organization Science, 4(3): 412-432.
- 50. Katila, R., Rosenberger, J. D., & Eisenhardt, K. M. 2008. Swimming with Sharks: Technology Ventures, Defense Mechanisms and Corporate Relationships. Administrative Science Quarterly, 53(2): 295-332.
- 51. Knack, S. & Keeper, P. 1995. Institutions and economic performance: cross-country tests using alternative institutional measures. Economics and Politics, 7: 207-227.
- 52. Kogut, B. & Singh, H. 1988. The effect of national culture on the choice of entry mode. Journal of International Business Studies, 19(3): 411–432.
- 53. Kostova, T, 1999, Transnational transfer of strategic organizational practices: A contextual perspective. Academy of Management Review, 24: 308-324.
- 54. Kostova, T. & Zaheer, S. 1999. Organizational legitimacy under conditions of complexity: The case of the multinational enterprise. Academy of Management Review, 24(1): 64-81.
- 55. Kozul-Wright, R. & Rayment, P. 1997. The institutional hiatus in economies in transition and its policy consequences. Cambridge Journal of Economics, 21(5): 641-661.
- 56. Lawrence P. R. and Lorsch J. R. (1967). Developing Organizations: Diagnosis and Action, Reading, Mass: Addison-Wesley
- 57. Lawrence, P. and Lorsch, J. (1969). Organization and Environment. Irwin, Homewood.
- 58. Lawrence, T.B., Hardy, C., & Phillips, N. 2002. Institutional effects of interorganizational collaboration: The emergence of proto-institutions. Academy of Management Journal, 45(1): 281-290.
- 59. Leven, M., & Satarov, G. 2000. Corruption and institutions in Russia. European Journal of Political Economy, 16: 113-132.
- 60. Lipton, D., Sachs, J., and Summers, L. 1990. Privatization in Eastern Europe: The Case of Poland, *Brookings Papers on Economic Activity* 2: 293-341.
- 61. Makhija, A.K. 2000. Ownership structure as a determinant of firm value: Evidence from newly privatized Czech firms. Financial Review, 35(3): 1-32.
- 62. Marangos, J. 2005. A political economy approach to the neoclassical gradualist model of transition. Journal of Economic Survey, 19: 263-293.
- 63. Markus, S. 2008. Corporate governance as political insurance: Firm-level institutional creation in emerging markets and beyond. Socio-Economic Review, 6: 69-98.
- 64. Meyer, K.E. & Estrin, S. 2001. Brownfield entry in emerging markets. Journal of International Business Studies, 32(3): 575-584.
- 65. Meyer, K.E. & Lieb-Dóczy, E. 2003. Post-acquisition restructuring as evolutionary process. Journal of Management Studies, 40(2): 459-482.
- 66. Meyer, K.E. 2002. Management challenges in privatization acquisitions in transition economies. Journal of World Business, 37(4): 266-276.
- 67. Miles, R. E. and Snow, C. C. (1978). Organizational strategy, structure and process. New York: McGraw-Hill.
- 68. Miller, D. and Friesen, P. H. (1982). Innovation in conservative and entrepreneurial firms: two models of strategic momentum. Strategic Management Journal, 3: 1-25.
- 69. Murrell, P. & Olson, M. 1991. The devolution of centrally planned economies. Journal of Comparative Economics, 15: 239–265.
- 70. Nagels, K., and Sorge, A. 1977. *Industrielle demokratie in Europa: Mitbestimmung und kontrolle in der Europäischen aktiengesellschaft.* Frankfurt: Campus Verlag.
- 71. Nee, V. 1992. Organizational dynamics of market transition: Hybrid forms, property rights, and mixed economy in China. Administrative Science Quarterly, 37: 1-27.
- 72. Nix, J. and Gabel, D. (1996). The introduction of automatic switching into the Bell system, market versus institutional influences. Journal of Economic Issues, 30, 737-53.
- 73. Peng, M. & Heath, P. 1996. The growth of the firm in planned economies in transition: Institutions, organizations, and strategic choice. The Academy of Management Review, 21: 492-528.
- 74. Peng, M., Wang, D., & Jiang, Y. 2008. An institution-based view of international business strategy: a focus on emerging economies. Journal of International Business Studies, 39(5): 920-936.
- 75. Peng, M.W. 2003. Institutional transitions and strategic choices. The Academy of Management Review, 28(2): 275-
- 76. Pfeffer, J. & Salancik, G. 1978. The External Control of Organizations: A Resource Dependence Perspective. New York: Harper & Row.
- 77. Poirot, C. 1996. Macroeconomic policy in a transitional environment: Romania, 1989–94. Journal of Economic Issues, 30: 1057–1075.
- 78. Porter, M. (1980). Competitive Strategy. The Free Press, New York.
- 79. Rapaczynski, A. 1996. The roles of the state and the market in establishing property rights. Journal of Economic Perspectives, 10(2): 87-103.
- 80. Rodrigues, S. B., Child, J. and Shatin, N. T. 2008. The development of corporate identity: a political perspective. Journal of Management Studies, 45:885-911.
- 81. Rodriguez, P., Siegel, D.S., Hillman, A., and Eden, L. 2006. Three lenses on the multinational enterprise: politics, corruption, and corporate social responsibility, *Journal of International Business Studies* 37: 733-746.

- 82. Roland, G. 2002. The Political Economy of Transition. Journal of Economic Perspectives, 16: 29-50.
- 83. Rondinelli, D.A. & Black, S.S. 2000. Multinational strategic alliances and acquisitions in Central and Eastern Europe: Partnerships in privatization. Academy of Management Executive, 14(4): 85-98.
- 84. Rose-Ackerman, S. 1975. Economics of corruption. Journal of Public Economics, 4: 187-203.
- 85. Schönfelder, B. 2005. Bulgaria's long march towards meaningful credit contracts. Post- Communist Economies, 17(2): 173-204.
- 86. Schuler, D., Rehbein, K., & Cramer, R. 2002. Pursuing Strategic Advantage Through Political Means: A Multivariate Approach. The Academy of Management Journal, 45: 659–672.
- 87. Selznick, P. 1957. Leadership in administration: A sociological interpretation. Evanston, IL: Row, Peterson and Company.
- 88. Selznick, P. 1996. Institutionalism "old" and "new." Administrative Science Quarterly, 41: 270-277.
- 89. Shleifer, A., & Treisman, D. 2005. A normal country: Russia after communism. Journal of Economic Perspectives, 19(1): 151-174.
- 90. Smarzynska, B., and Wei, S.J. 2000. Corruption and the composition of foreign direct investment: Firm level evidence, Working Paper 7969, National Bureau of Economic Research, Cambridge MA.
- 91. Stark, D. 1992. Path dependence and privatization strategies in East Central Europe. East European Politics and Societies, 6(1): 17-54.
- 92. Stark, D. 1996. Recombinant property in East European Capitalism. American Journal of Sociology, 101: 993-1027.
- 93. Stevenson, W. B. & Radin, R. F. (2009) Social Capital and Social Influence on the Board of Directors, Journal of Management Studies, 46(1): 16-44.
- 94. Stoner-Weiss, K. 2000. Foreign direct investment and democratic development in the Russian provinces: A preliminary analysis. Policy Studies Journal, 28(1): 96-113.
- 95. Streeck, W. 2001. *The transformation of corporate organization in Europe: An overview.* Working Paper No. 01/08, Cologne: Max Planck Institute für Gesellschaftforschung.
- 96. Streeck, W., 2002. Introduction: Explorations into the origins of non-liberal capitalisms in Germany and Japan. In Streeck, W, and Yamamura, K. (Eds). *The origins of non-liberal capitalism: Germany and Japan compared* (1-38), New York: Cornell University Press.
- 97. Svejnar, J. 2002. Transition Economies: Performance and Challenges. Journal of Economic Perspectives, 16: 3-28.
- 98. Svensson, J. 2003. Who must pay bribes and how much? Evidence from a cross section of firms. Quarterly Journal of Economics, 111: 204-40.
- 99. Uhlenbruck, N. & De Castro, J. O. 2000. Foreign acquisitions in Central and Eastern Europe: Outcomes of privatization in transitional economies. The Academy of Management Journal. 43(3): 381-402.
- 100. Westin, P. 1999. Foreign direct investments in Russia. Russian Economic Trends, 8(1): 36-43.
- 101. World Bank. 2000. The World Business Environment Survey (WBES) 2000, The World Bank Group.
- 102. Wright, M., Filatotchev, I., Buck, T., & Bishop, K. 2002. Foreign partners in the former Soviet Union. Journal of World Business, 37: 165-179.
- 103. Wright, M., Filatotchev, I., Hoskisson, R. E., & Peng, M. W. 2005. Strategy research in emerging economies: Challenging the conventional wisdom. Journal of Management Studies, 42: 1-33.

Table 1. Composition of the Survey Sample Firms

Country	Frequency	FTE Staff (Mean)	FTE Staff (SD)	Firm Age (Mean)	Firm Age (SD)
Albania	163	5.23	2.23	10.59	13.28
Armenia	125	4.13	1.63	11.12	11.96
Azerbaijan	137	4.24	1.57	9.95	12.42
Belarus	132	5.45	1.59	24.69	24.24
Bosnia	127	4.02	1.61	14.63	19.70
Bulgaria	130	4.49	1.94	15.93	16.92
Croatia	127	5.92	2.01	41.23	33.27
Czech Republic	149	4.66	2.23	16.20	28.08
Estonia	132	5.16	1.93	13.76	23.30
Georgia	129	4.54	1.81	11.60	16.80
Hungary	147	4.12	1.88	10.64	11.29
Kazakhstan	147	4.69	1.72	9.51	13.67
Kyrgyzstan	132	4.97	1.52	10.78	12.85
Latvia	166	5.98	2.38	12.27	18.90
Lithuania	112	3.54	1.77	8.16	6.23
Macedonia	136	4.17	1.77	11.60	18.47

1	1				
Moldova	139	5.26	1.72	10.44	17.93
Poland	246	4.79	1.84	17.89	19.52
Rep Serpska	65	4.17	1.62	22.52	24.43
Romania	125	4.30	2.07	10.65	12.21
Russia	552	5.00	1.59	9.23	10.88
Slovakia	138	4.53	2.00	12.37	19.92
Slovenia	125	5.30	1.97	21.38	24.17
Ukraine	247	4.61	1.74	10.00	13.71
Uzbekistan	126	5.26	1.90	13.27	17.09
Total/Mean	3954	4.74	1.84	14.42	17.65

Table 2. Anticipated Impact of External Threats on the Decision to Establish a Board of Directors

	Potential Focal Firm	Potential for Board	Predicted	Outcomes of Logistic
	Impact	Influence	Directionality and	Regression
			Significance	
Financing	High	High	+ and Significant	+ and Significant
Infrastructure	High	Medium	+ and Significant	- and Significant
Taxation	High	Low	Not Significant	Not Significant
Policy Uncertainty	Medium	Low	Not Significant	Not Significant
Inflation	High	Low	Not Significant	+ and Significant
Exchange Rate	High	Low	Not Significant	Not Significant
Judicial Functioning	Medium	Low	Not Significant	Not Significant
Corruption	Medium	Medium	+ and Significant	Not Significant
Street Crime	Low	Low	Not Significant	Not Significant
Organized Crime	Medium	Medium	+ and Significant	- and Significant
Anti-Competitive	High	Medium	+ and Significant	Not Significant
Govt Practices				

Table 3. Logistic Regression on 'Board Formation' Decision

		Dej	pendent V	ariable -	Creation of	of a Boa	ırd of Dire	ectors be	tween 199	6 and 1	1999	
	Exp (b)	Sig	Wald	e^b	Exp (b)	Sig	Wald	e^b	Exp (b)	Sig	Wald	e^b
AlbaniaDm	-18.96		0.00	0.00	-18.72		0.00	0.00	-18.14		0.00	0.00
ArmeniaDm	-18.96		0.00	0.00	-18.49		0.00	0.00	-18.47		0.00	0.00
AzerbaijanDm	-18.96		0.00	0.00	-18.62		0.00	0.00	-18.51		0.00	0.00
BelarusDm	-1.73		2.53	0.18	-1.31		1.39	0.27	-1.87		2.57	0.15
BosniaDm	-0.72		1.01	0.49	-0.10		0.02	0.91	0.51		0.38	1.66
BulgariaDm	-0.17		0.08	0.84	0.47		0.49	1.60	0.58		0.64	1.78
CroatiaDm	-1.67		2.36	0.19	-0.66		0.35	0.52	-0.70		0.38	0.50
CzechDm	-18.96		0.00	0.00	-18.19		0.00	0.00	-18.30		0.00	0.00
EstoniaDm	1.46	**	7.37	4.32	1.82	**	9.20	6.15	1.64	**	6.81	5.15
GeorgiaDm	-1.33		2.62	0.27	-1.11		1.71	0.33	-1.05		1.35	0.35
HungaryDm	-18.96		0.00	0.00	-18.35		0.00	0.00	-18.44		0.00	0.00
KazakhstanDm	-0.38		0.33	0.69	-0.16		0.05	0.85	-0.33		0.19	0.72
KyrgystanDm	-1.05		0.93	0.35	-1.21		1.14	0.30	-1.48		1.57	0.23
LatviaDm	-0.60		0.86	0.55	-0.83		1.45	0.44	-0.79		1.27	0.45
LithuaniaDm	-1.83	*	2.86	0.16	-0.86		0.60	0.42	-0.82		0.52	0.44
MacedoniaDm	-1.65		2.30	0.19	-1.20		1.15	0.30	-0.96		0.71	0.38
MoldovaDm	0.60		1.41	1.82	0.24		0.19	1.27	0.34		0.31	1.41
PolandDm	-0.49		0.78	0.61	0.41		0.45	1.50	0.49		0.61	1.63
RepSerpskaDm	-0.80		0.53	0.45	-0.06		0.00	0.94	0.28		0.05	1.32
RomaniaDm	-1.34		2.67	0.26	-0.68		0.63	0.51	-1.09		1.44	0.34
RussiaDm	0.06		0.02	1.06	0.37		0.56	1.45	0.28		0.26	1.33
SlovakiaDm	-2.15	*	3.95	0.12	-1.80	*	2.69	0.16	-2.12	*	3.38	0.12
UkraineDm	0.52		1.15	1.68	0.74		2.02	2.10	0.64		1.20	1.89
UzbekistanDm	-0.50		0.36	0.61	-0.04		0.00	0.96	-0.49		0.29	0.61

LnBusAge					-1.11	***	28.11	0.33	-1.06	***	26.39	0.35
LnFTEStaff					0.99	**	8.77	2.68	0.98	**	8.37	2.67
FormerState					1.02	***	16.60	2.77	1.04	***	16.54	2.83
IntlTrade					0.60	*	5.88	1.82	0.59	*	5.35	1.81
ForeignInv					0.41		2.11	1.51	0.61	*	4.09	1.83
Financing									0.26	*	4.66	1.30
Infrastructure									-0.19	*	2.75	0.83
Taxation									0.06		0.14	1.06
Policy Uncertainty									-0.06		0.19	0.94
Inflation									0.31	*	3.23	1.36
Exchange Rate									-0.08		0.42	0.92
Judicial Functioning									0.14		0.98	1.15
Corruption									-0.18		1.44	0.84
Street Crime									0.04		0.09	1.04
Organized Crime									-0.29	*	3.58	0.75
Anti-Competitive Govt Practices									0.09		0.53	1.10
Constant	-2.24	***	31.86	0.11	-2.73	***	14.83	0.07	-3.52	***	16.35	0.03
n (valid in analysis)			1820				1820				1820	
2 Log-likelihood			723.65				643.72				626.81	
Nagelkerke R ²			0.163				0.272				0.295	

Values of e^b above 1.0 indicate a positive effect, below 1.0 indicate a negative effect. * p < .05, ** p < .01, *** p < .001

Table 4. Spearman Correlation - Non-Dummy Control and Independent Variables

	1	2	3	4	_	6	7	8	9	10	11	12	13	14	15	16
	1.000	2	3	4	3	6	/	8	9	10	11	12	13	14	15	10
1. LnBusAge	1.000															
2. LnFTEStaff	0.154	1.000														
3. FormerState	0.082	0.423	1.000													
4. IntlTrade	0.130	0.208	0.069	1.000												
5. ForeignInv	0.009	0.118	0.068	0.260	1.000											
6. Financing	-0.023	0.012	0.061	-0.060	-0.165	1.000										
7. Infrastructure	-0.031	0.033	0.064	-0.050	-0.042	0.250	1.000									
8. Taxation	-0.046	-0.024	0.021	-0.040	-0.089	0.366	0.272	1.000								
9. Policy Uncertainty	-0.063	0.038	0.040	-0.028	-0.054	0.267	0.239	0.374	1.000							
10. Inflation	-0.090	0.072	0.106	-0.160	-0.068	0.273	0.203	0.304	0.425	1.000						
11. Exchange Rate	-0.086	0.114	0.096	-0.008	0.008	0.206	0.171	0.227	0.390	0.648	1.000					
12. Judicial Functioning	0.025	0.057	0.030	0.074	-0.012	0.193	0.272	0.235	0.324	0.214	0.289	1.000				
13. Corruption	-0.077	-0.032	-0.022	0.000	0.001	0.258	0.238	0.310	0.399	0.271	0.297	0.586	1.000			
14. Street Crime	-0.049	-0.014	-0.013	-0.117	-0.067	0.195	0.249	0.220	0.328	0.261	0.260	0.413	0.549	1.000		
15. Organized Crime	-0.088	-0.019	-0.006	-0.057	-0.027	0.205	0.225	0.240	0.359	0.265	0.278	0.453	0.620	0.735	1.000	
16. Anti-Competitive Government Practices	-0.072	0.050	0.017	-0.016	-0.019	0.221	0.203	0.226	0.335	0.290	0.263	0.407	0.497	0.416	0.513	1.000

 \pm 0.055, Correlation is significant at 0.01; \pm 0.035, Correlation is significant at 0.05.