

# Contents

INTRODUCTION		xi
<b>CHAPTER 1</b>	<b>CORPORATE GOVERNANCE</b>	
	The development of the corporate concept	1
	The experience of the corporate concept around the world	2
	Corporate governance in Continental Europe	2
	Underlying cultural norms	3
	Corporate governance in Japanese companies	3
	The concept of the corporation	3
	Theories of ideas in corporate governance	4
	Issues in corporate governance	4
Reading 1.1	Corporate Governance — A Review of the Literature <i>Philip L. Cochran and Steven L. Wartick</i>	8
Reading 1.2	Japanese Company Boards and Their Directors <i>R.I. Tricker</i>	19
Case 1.1	Drexel, Burnham, Lambert	23
Case 1.2	Fermenta	28
Case 1.3	Hanson Plc and ICI Plc	31
Case 1.4	Koito Manufacturing Company	35
<b>CHAPTER 2</b>	<b>BOARD STRUCTURES</b>	
	Titles of director	42
	The independence issue	43
	Governance and management distinguished	44
	Alternative board structures	45
	International comparisons	46
	Boards in groups of companies	48
Reading 2.1	Intercorporate Networks in Japan: A Study of Interlocking Directorates in Modern Large Corporations <i>Yoshiaki Ueda</i>	49
Reading 2.2	Working Relationships Between the Chairman of the Boards of Directors and the CEO <i>G. Chitayat</i>	62
Case 2.1	Clyde Industries Ltd	68
Case 2.2	Herman GmbH	74
Case 2.3	The Kowloon-Canton Railway Corporation	81
Case 2.4	Sears, Roebuck and Co.	94

<b>CHAPTER 3</b>	<b>ROLES AND RESPONSIBILITIES OF DIRECTORS</b>	
	Roles for directors	98
	The responsibilities of directors	100
	Theories of corporate governance	102
Reading 3.1	Corporate Finance and Corporate Governance <i>Oliver E. Williamson</i>	104
Reading 3.2	Stewardship Theory or Agency Theory: CEO Governance and Shareholder Returns <i>Lex Donaldson and James H. Davis</i>	124
Case 3.1	American National Can	135
Case 3.2	Polaroid Corporation Inc.	138
Case 3.3	Teleman Inc.	141
<b>CHAPTER 4</b>	<b>BOARD ACTIVITIES</b>	
	Board leadership	146
	Chairman of the board	147
	The duality issue	147
	Board activities — myth and reality	148
	A framework for board activities	149
Reading 4.1	Board Structures and Styles <i>R.I. Tricker</i>	151
Reading 4.2	The Reality of the Boardroom <i>R.I. Tricker</i>	161
Case 4.1	The George Eaves Company Ltd	168
Case 4.2	Guinness Company (Cases A, B and C)	171
Case 4.3	The Primotran Group	179
<b>CHAPTER 5</b>	<b>THE PERFORMANCE ROLES</b>	
	Strategy formulation	183
	Policy making	188
Reading 5.1	The Historical Development of the Strategic Management Concept <i>Jeffrey Bracker</i>	189
Reading 5.2	Of Strategies, Deliberate and Emergent <i>Henry Mintzberg and James A. Waters</i>	195
Case 5.1	Cable & Wireless Plc	210
Case 5.2	Girvan Corporation Ltd	217
Case 5.3	The Hongkong and Shanghai Hotels Ltd (Cases A, B, C and D)	220
<b>CHAPTER 6</b>	<b>THE CONFORMANCE ROLES</b>	
	The monitoring and supervision of management	245
	The balance of power in supervising management	246
	Two-tier boards to avoid “the corruption of undivided power”	247

	The audit committee of the board	248
	Nominating committees and remuneration or compensation committees	248
	Accountability — stakeholder theory	248
	Corporate accountability to shareholders	249
Reading 6.1	On the Edge of the Organization: The Role of the Outside Director <i>Anne Spencer</i>	251
Reading 6.2	Audit Committees <i>R.I. Tricker</i>	260
Case 6.1	Canadian Electronics Corporation Ltd	268
Case 6.2	Cemex SA	273
Case 6.3	SLT Holdings Plc	275
<b>CHAPTER 7</b>	<b>GOVERNANCE IN PUBLIC COMPANIES</b>	
	Governing the public company — the doubts expressed	279
	The erosion of shareholder rights	280
	The position of institutional investors	281
	Shareholder democracy rediscovered	282
	Governance in the dominated public company	283
Reading 7.1	An Effective Board <i>Frederick G. Hilmer and R.I. Tricker</i>	285
Reading 7.2	Composition and CEO Duality in Boards of Directors: An International Perspective <i>Dan R. Dalton and Idalene F. Kesner</i>	297
Case 7.1	AT&T Bids for NCR	305
Case 7.2	Delmas-Vieljeux	309
Case 7.3	The Micropolis Corporation	312
Case 7.4	Nomura Securities	317
Case 7.5	Swedish Spheres — A Note for Discussion	324
<b>CHAPTER 8</b>	<b>GOVERNANCE IN COMPLEX GROUPS</b>	
	The advent of groups	326
	The complexity of modern groups	326
	Operating through subsidiaries	328
	Relationships between holding and subsidiary companies	329
	Issues in the governance of groups	330
	Overcoming conflicts of interest	331
	Appendix: Complexity of groups of listed companies in the United Kingdom	332
Reading 8.1	Headquarters Influence and Strategic Control in MNCs <i>Yves L. Doz and C.K. Prahalad</i>	334
Reading 8.2	The Board of Directors in Foreign Subsidiaries <i>Laurent Leksell and Ulf Lindgren</i>	347
Case 8.1	County Natwest Limited	358

Case 8.2	The Procordia Group	364
Case 8.3	Toyota Motor Corporation	376
<b>CHAPTER 9</b>	<b>GOVERNANCE IN FAMILY FIRMS</b>	
	The significance of family firms	382
	Problems of governance in family companies	382
	From family relations to business relations	383
	Taking the family company public	384
	Retaining control in the family company	385
Reading 9.1	Differential Directorship: Special Sensitivities and Roles for Serving the Family Board <i>Robert K. Mueller</i>	386
Reading 9.2	The Role of Directors in Family Firms <i>Sir Adrian Cadbury</i>	392
Case 9.1	Educational Film Services Ltd	403
Case 9.2	Merill Blythe (Consultants) Ltd	407
Case 9.3	Rothwells Limited	411
Case 9.4	Wang Laboratories Inc.	417
<b>CHAPTER 10</b>	<b>GOVERNANCE IN NON-PROFIT ORGANIZATIONS</b>	
	Constitutional underpinnings	421
	The evolution of governance in non-profit organizations	422
	Governance of charities	423
	Governance of membership organizations and professional bodies	423
	Governance of academic institutions and medical organizations	423
	Governance of quasi-governmental entities	424
Reading 10.1	Two Cheers for Democracy: A Look at the Underlying Ideas <i>R.I. Tricker</i>	426
Reading 10.2	Alternative Forms of Governance: Experiences in Other Bodies; Some Alternative Concepts <i>R.I. Tricker</i>	436
Case 10.1	The Loyang Hospice Society	451
Case 10.2	The Oxford Centre for Management Studies	457
Case 10.3	University of Hong Kong Business School	463
<b>CHAPTER 11</b>	<b>IMPROVING BOARD EFFECTIVENESS</b>	
	More effective strategy formulation	472
	More effective policy making	473
	Better executive supervision	473
	Better board accountability	473
	Reviewing the board's effectiveness	474
	Towards a strategy for board development	475
	Opportunities to improve board effectiveness	477
	Appendix: On agenda, meetings and minutes	478

Reading 11.1	Corporate Governance: A Ripple on the Cultural Reflection <i>Robert I. Tricker</i>	482
Case 11.1	Directors' Rewards — A Note for Discussion	499
Case 11.2	Precision Engineering Holdings Ltd	502
Case 11.3	The South Australia Bank Royal Commission	507
Case 11.4	Tace Plc	511
<b>CHAPTER 12</b>	<b>THE BOARD AND THE COMPANY OF THE FUTURE</b>	
	The ideology of corporate governance	514
	Ownership as the basis of power	516
	The control of the public company	517
	Other constitutional forms	518
	Beyond the present frontiers	520
Reading 12.1	The Corporate Concept: Redesigning a Successful System <i>Bob Tricker</i>	522
Reading 12.2	Who Should Control the Corporation? <i>Henry Mintzberg</i>	535
Case 12.1	The Cuomo Task Force	552
Case 12.2	Government Business Enterprises — The Case of Qantas	555
Case 12.3	The Recruit Corporation	562
Case 12.4	La Societe Generale de Belgique	566
Case 12.5	The Maxwell Case	569
<b>APPENDIX</b>	<b>THE REPORT OF THE CADBURY COMMITTEE ON THE FINANCIAL ASPECTS OF CORPORATE GOVERNANCE: THE CODE OF BEST PRACTICE</b>	576
<b>INDEX</b>		581