

INTRODUCTION

Recent financial scandals have highlighted the topic of corporate governance and the need for greater transparency and veracity of economic financial communication provided by companies, particularly by listed companies. In recent years, also due to the effect of different collapses of multinational companies held to be solid, the issue of corporate governance is again in the spotlight. The failure of governance and accounting mechanisms of companies such as Enron, WorldCom, Parmalat, arriving at the Lehman Brothers and Goldman Sachs scandals, as well as the structural changes which have regarded the financial system and, in particular, the growing recourse to the capital markets for the finding of funding sources, have led to the need for greater transparency.

A much wider array of subjects appears to be interested in corporate governance: including, among them, not only main shareholders, but also a growing number of small investors who, through financial instruments such as common investment funds, find themselves investing in the stock market. The requirement of more precise and detailed information, and the need to understand governance mechanisms on the basis of which the company is administered and supervised, represent the starting point for the choices of the numerous stakeholders that circulate around the company, particularly those who provide the lifeblood to growth through their funding.

The investors' possibility of participating in the functioning of the governance structures of the financed companies, through the insertion of individuals signalled by them in the board of directors, gives them a greater propensity to participate in the development of the company and in management decisions, thus having a more direct control over their investments.

It is reasonable to think that good corporate governance can help to increase the trustworthiness and transparency of companies, above all those operating in the public utilities sector, conditioning the investors' performance expectations, who could this be led to prefer shares in companies that are well governed, thus recognising a value, and therefore a price, in the quality of corporate governance.

With the present work, the authors seek to address the topic of corporate governance in companies operating in the public utilities sector and its implications on the managerial structure, on the economic-financial communication and on relations with institutional investors.

In the first chapter, the meaning of corporate governance is defined with clarity and how it has progressively evolved over time, also in light of the most important reference economic theories, involving different areas ranging from accounting to finance, from political economy to law. It is possible to note how the starting point for the debate on governance can be traced back to the topic of separation between ownership and control of the company and the relative conflicts that emerge in relations between shareholders and management, which

can be more or less market in accordance with the ownership spread and the capitalism model considered. Furthermore, both governance mechanisms (internal and external) which the ownership has at its disposal to monitor and direct the management's work, as well as existing models in different geographical contexts are illustrated.

Chapter 2 addresses the topic of public services, which not only cover an important role in the attitude to the satisfaction of the needs of collective interest, but also constitute a particular category of assets whose use is of important social interest in modern States, under the occupational profile, of investments and of economic development. In particular, a general study on some fundamental aspects of the management of companies providing public services was conducted, with particular reference to new strategies and new organizational models imposed by the rapid change of the international economic scene and by national regulations. The chapter also provides a description of the evolution of the regulation framework and the research by the legislator, of innovative management models inspired by effectiveness, efficiency and economy.

In chapter 3, a study was conducted that allowed the authors to investigate the communication quality of companies operating in the public utilities sector listed on the Italian stock exchange. In particular, the hypothesis that the authors seek to demonstrate, by means of an appropriate methodological analysis, is whether eventual improvements/deteriorations of corporate communication of public utilities companies in the sample are accompanied by an improvement/deterioration of economic-income performance of the observed companies. More precisely, the authors verified a) the quality of communication provided by Italian public utility companies in their corporate governance reports improved during the reference period; b) whether the fiscal and market performance recorded by such companies results as being varied in relation to variance in governance performance and the information provided by the companies. Furthermore, the authors conducted a comparative analysis of the corporate governance reports of the companies in the sample and, after having identified and separated the different information provided in the reports, proceeded to collect fiscal and market data in order to conduct a comparison between the latter with governance variables highlighting, in particular, whether opposing trends exist, between variables over time. To conclude, relating to the first point, the analysis conducted confirms that the explicative content relating to the structure and to the summarised information possessed by the corporate governance reports, has, overall, increased progressively during the period analysed. With reference to the second point, from the analysis conducted it is possible to deduce that an increase of information provided by companies on qualitative variables of governance was accompanied by a variation of ebit and ebitda revenues. Regarding point three, the analysis has shown different trends and, at times, discordant between the improvements in information provided by companies the average value of the net income, of the roe and roic and variable market values (mbv eps and share performance).

In the fourth and final chapter, the following hypothesis was verified: namely the existence of the eventual effects that the entrance of a private equity operator can generate in corporate governance in the investee in the moment in which it grants funds necessary for its development.

In particular, after providing a description of what an institutional investment in venture capital firms is and how it can occur, attention has been paid to the of more adopted principles of corporate governance adopted, in order to ensure stability of the shareholder ship and alignment of the interests between the institutional investor and the entrepreneur. Furthermore, we have seen how, in order to allow the investor to meet its information needs regarding the management of the company, and therefore the creation of value, its representation on the administrative body of the investee is fundamental. In addition, the authors illustrate the output mode of the institutional operator of the shareholder structure and we highlight how good governance rules continue to remain within the company even after divestment by the investor partner. Finally, to complete the project, an empirical research was conducted in order to identify and analyse the differences in corporate governance of a sample of IPO venture backed companies and a sample of already listed companies belonging to the utilities sector. In essence, the empirical research confirmed the second hypothesis by showing that the display structure of the corporate governance report appears to be better structured within IPOVBs where the information is provided in a detailed and precise manner.

Università della Calabria, 1 marzo 2016