

**CORPORATE
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EDITORIAL

Dear readers!

The recent issue of the journal *Corporate Ownership and Control* pays attention to issues of corporate ownership and control, board practices, privatization questions and audit. Risk aspects of corporate governance and national peculiarities of corporate governance in China are also under the scope of researches. More detailed issues are given below.

Khaled Aljifri, Khaled Hussainey and Peter Oyelere explore empirically the corporate governance mechanisms in UAE that may affect the extent to which forward-looking information is disclosed. *Maria Cristina Arcuri* tries to investigate whether the products offered by Italian AMCs affect their governance structure. *Md. Humayun Kabir* aims to provide an account of privatization policy and examine employees' perception about the implementation of such policy in Swaziland. *Dyna Seng and Justin Findlay* examine the relation between corporate governance mechanisms and earnings management. Using data collected from New Zealand listed companies for the financial year ending in 2005, the results show that the size of the board of directors is significantly positively associated with earnings management. *Harjinder Singh* investigates the existence of anticompetitive behaviour and cartel pricing by the Big4 international providers of auditing services (resulting from the halving in the number of such providers from the Big8 to Big4). *Timurs Umans and Elin Smith* in their work report on the interaction of compositional effects of boards of directors (BoD) and top management teams (TMTs) on firms' financial performance. Composition of both groups is investigated for cultural, age, tenure and gender diversity.

Doriana Cucinelli analyses the relationship between board diversity and some board operating performance but also the relationship between board diversity and enterprise risk. The analyses, carried out on a sample of 249 Italian companies during the period 2006-2009, show that diversity affects the operating performance of the board. *Tracy Xu, Hugh Grove and Philipp Schaberl* analyze one approach to risk management for public companies and their Boards of Directors.

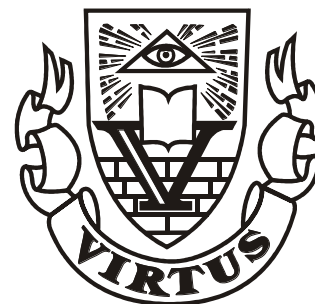
Yue Wang and Karen Yuan Wang aim to examine the control mechanisms within CJV non-equity alliances, enhancing our knowledge of one of the most important yet least understood form of foreign investment in China. The findings also help foreign investors to better understand how to use CJVs as an organizational vehicle to enter Chinese market. *Zhen Chen and Fei Guo* study the determinants of executive compensation in listed firms in China between 2002 and 2005. They find that both agency theory and managerialism hold true in Chinese listed companies. Compensation contract is the result of the game by stockholders and managers.

We hope that you will enjoy reading the journal and in future we will receive new papers, outlining the most important issues and best practices of corporate governance!

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Khaled Aljifri, Khaled Hussainey, Peter Oyelere

The main objective of this study is to explore empirically the corporate governance mechanisms in UAE that may affect the extent to which forward-looking information is disclosed. This study utilizes a sample of firms that are listed in either the Dubai Financial Market or the Abu Dubai Securities Market. It uses the accounting and market data available for 2007-2009. This study concludes that three of the corporate governance mechanisms [i.e., institutional investors; ownership (> 10%); debt ratio] have a negative impact on the level forward-looking information disclosure; whereas the governmental investors and ownership (5-10%) are found to have a positive effect on the level of forward-looking information disclosure. These results raise questions about the validity of the "active monitoring hypothesis", which states that the presence of institutional investors should increase the level of disclosure, and also about the agency argument which assumes that debt is a good mechanism to discipline management.

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Maria Cristina Arcuri

The purpose of this research is to establish whether the products offered by Italian AMCs affect their governance structure. Author uses a statistical multi – equation method called Seemingly Unrelated Regression (SUR) and analyzes the period 2006-2010. Results show that mutual fund categories offered by Italian AMCs are very important because they may affect their corporate governance system and, therefore, the Italian asset management market.

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Md. Humayun Kabir

The study reveals that the privatization program in Swaziland has not been developed in isolation as a cure for all the economic problems in itself, but it forms part of the broader monetary, fiscal and social policies. Findings of the study also indicate that level of employees' perception is low towards the implementation of privatization program in Swaziland. However, this research leads to the conclusion that privatization of public enterprises can be good for the economy of developing countries particularly Sub-Saharan African countries including Swaziland since most of public enterprises in Sub-Saharan Africa make losses which are financed by government, thus creating huge deficits.

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Dyna Seng, Justin Findlay

This paper examines the relation between corporate governance mechanisms and earnings management. Using data collected from New Zealand listed companies for the financial year ending in 2005, the results show that the size of the board of directors is significantly positively associated with earnings management. This suggests that larger boards seem to be ineffective in their oversight duties relative to smaller boards. On the other hand, the independence of the board of directors, the independent role of the board chair and chief executive officer, and the independence of audit committees are not significantly associated with earnings management. Thus, these three corporate governance mechanisms are ineffective at monitoring the discretionary choices of management.

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Harjinder Singh

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ISOLATED ISLANDS IN THE UPPER APEX OF ORGANISATIONS: IN SEARCH OF INTERACTION BETWEEN THE BOARD OF DIRECTORS AND THE TOP MANAGEMENT TEAM 80

Timurs Umans, Elin Smith

This paper reports on the interaction of compositional effects of boards of directors (BoD) and top management teams (TMTs) on firms' financial performance. Composition of both groups is investigated for cultural, age, tenure and gender diversity. We explore effects of demographic diversity in the two power groups on performance in interaction with each other by bringing in the similarity-attraction paradigm to argue for the relationship. Study data are from consolidated financial statements in annual reports of listed Swedish corporations. Our findings suggest that while differences in gender, age and tenure diversities have no effect on firm performance, close alignment of cultural diversities of the BoD and TMT does have a positive effect of firm performance.

SECTION 2. CORPORATE GOVERNANCE AND RISK ISSUES

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Doriana Cucinelli

This paper analyses the relationship between board diversity and some board operating performance but also the relationship between board diversity and enterprise risk. The analyses, carried out on a sample of 249 Italian companies during the period 2006-2009, show that diversity affects the operating performance of the board. The results show a significant positive relationship between the presence of independent women board directors and the frequency of the board meetings, but a negative relationship between the number of meetings and the nationality diversity. With regard to the intermediate performance, there is a significant relationship with gender diversity. Besides, the analysis shows a negative relationship between firm systematic risk and number of foreign directors.

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Tracy Xu, Hugh Grove, Philipp Schaberl

Risk management committees are now required for all U.S. financial institutions that are regulated by the U.S. Federal Reserve Bank. All U.S. public companies must now report their risk management activities for both Board of Directors and top management in their 10 K annual reports to the U.S. Securities and Exchange Commission (SEC). This paper analyzes one approach to risk management for public companies and their Boards of Directors. Since 2011, Disclosure Insight Inc. has issued risk ratings for over 1500 public companies in US. Its risk rating is based on the number, nature, and timing of 100 risk factors, which are across major categories, such as the SEC investigative activity, auditor issues, capital market events, and corporate governance issues. Our study finds significant positive abnormal risk-adjusted returns for companies with lower risk ratings and these companies also outperform the S&P500. Thus, this paper should be of interest to investors, company executives, and risk management committees, as well as SEC and other regulators. Alternatively, risk management committees in public companies could just establish their own rating systems, based upon their own key factors, as opposed to using the Disclosure Insight Inc. aggregate rating approach for all 100 risk factors.

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Yue Wang, Karen Yuan Wang

This paper aims to examine the control mechanisms within CJV non-equity alliances, enhancing our knowledge of one of the most important yet least understood form of foreign investment in China. The findings also help foreign investors to better understand how to use CJVs as an organizational vehicle to enter Chinese market.

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Zhen Chen, Fei Guo

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