

**CORPORATE
OWNERSHIP & CONTROL**

**КОРПОРАТИВНАЯ
СОБСТВЕННОСТЬ И КОНТРОЛЬ**

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Journal Corporate Ownership & Control is published four times a year, in September-November, December-February, March-May and June-August, by Publishing House "Virtus Interpress", Kirova Str. 146/1, office 20, Sumy, 40021, Ukraine.

Information for subscribers: New orders requests should be addressed to the Editor by e-mail. See the section "Subscription details".

Back issues: Single issues are available from the Editor. Details, including prices, are available upon request.

Advertising: For details, please, contact the Editor of the journal.

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Corporate Ownership & Control

ISSN 1727-9232 (printed version)
1810-0368 (CD version)
1810-3057 (online version)

Certificate № 7881

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Журнал "Корпоративная собственность и контроль" издается четыре раза в год в сентябре-ноябре, декабре-феврале, марте-мае, июне-августе издательским домом Виртус Интерпресс, ул. Кирова 146/1, г. Сумы, 40021, Украина.

Информация для подписчиков: заказ на подписку следует адресовать Редактору журнала по электронной почте.

Отдельные номера: заказ на приобретение отдельных номеров следует направлять Редактору журнала.

Размещение рекламы: за информацией обращайтесь к Редактору.

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Корпоративная собственность и контроль

ISSN 1727-9232 (печатная версия)
1810-0368 (версия на компакт-диске)
1810-3057 (электронная версия)

Свидетельство КВ 7881 от 11.09.2003 г.

Виртус Интерпресс. Права защищены.

EDITORIAL

Dear readers!

This issue of the journal is devoted to several issues of corporate governance.

Ige Omotayo Bolodeoku examines the legal framework in Nigeria for audit committees, identifies and discusses the various gaps in the framework, which, the article argues, may undermine the committees' effectiveness. The article argues that the Nigerian legal framework, which classifies the audit committee as a committee of the company rather than of the board, mandates shareholders' representatives on the committee and forbids the committee's members from receiving remuneration, may create more problems for the committee's effectiveness. The article proposes reforms of the framework in light of global developments in this area.

ABAOUB, Ezzeddine, ZAIANE, Salma identify the determinants and the dynamics of capital structure for a sample of Tunisian firms. The earlier literature on capital structure stipulates the existence of a target debt ratio (*Bevan and Danbolt (2002), Fama and French (2002), Stein (2002) and Nivorozhkin (2003)*). The empirical evidence indicates that Tunisian firms adjust slowly their level of debts towards target ratios. The result confirms the evidence of *Kremp and al. (1999)* and *Gaud and Jani (2002)*.

Carlos Alberto Gonçalves, Luiz Fernando Atela Barbosa, Reynaldo Maia Muniz, Daniel Jardim Pardini study describes the organization SUS – Sistema Único de Saúde (Unified Health System) adopted in Brazil, by a strategic point of view, according to the traditional governance mechanisms. SUS is an organization that has as its challenge tending to the health needs of 120 million inhabitants. Firstly, a history of the Brazilian sanitary reform is done, informing on the ideological conception or strategic intention of SUS. It is an exploratory and descriptive study, based on the analysis of system documents and some statements from management executives of the health field.

Anthony R. Bowrin, John Ramnanan provide an assessment of the competence and independence of members of the supervisory committee (SC) of Trinidad and Tobago (T&T) Credit Unions (CUs), and examines factors that are associated with SC chairpersons' competence and independence. Most of the information used in the paper was collected by conducting structured interviews with the immediate-past chairperson of the supervisory committees of 58 T&T CUs. The results of the analysis indicate that the overall level of financial literacy, financial expertise and independence among SC chairpersons was relatively low.

Christina Öberg discusses how changes in management affect customer relationships.

Management turnover is described widely in literature on M&As. Such turnover may help new owners to attain control over an acquired party, for example, but managers who leave an M&A party may also lead to customer losses. This paper shows that managers and other company representatives are important if customers are to be kept following an M&A. The findings indicate that customer relationships may well be "owned" by managers rather than by companies and also show that what managers and other representatives leaving an M&A party actually do is to make customers' dissolution decision more probable.

Pablo Rogers, Kárem C. S. Ribeiro, José Roberto Securato investigate to which extent the institution of better practices of corporate governance is related to the economic growth. To reach the objective, it were performed comparative sensibilities analysis of the Index of Corporate Governance (IGC) and of the Ibovespa (São Paulo's Stock Exchange Index) in relation to the macroeconomic variables present in the literature that influence the most the national stock market, including one *proxy* of the real economic growth. In methodological terms, it was developed a quantitative descriptive research: it were estimated models in differences by the use of the Ordinary Least Squares Method (OLS) and models in quasi-differences by the use of the Feasible Generalized Least Squares Method (FGLS). By the methodology adopted there are evidences that companies who adopt better practices of corporate governance have better *performances* (collect more benefits) in the economic growth cycle than those companies that do not adopt them.

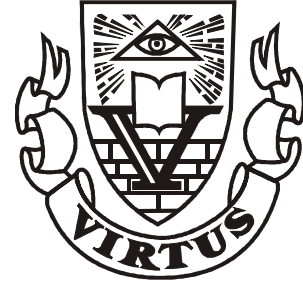
Michele Meoli, Stefano Paleari, Giovanni Urga discuss the use of rights issues when interest conflicts between controlling shareholders and minorities exist, due to the existence of private benefits that the former can extract from the value of listed company. While the literature considers the issue of pre-emptive rights as an essential tool to protect minorities from expropriation, we propose that pre-emptive rights are used to enforce the subscription of seasoned equity issues. We define an abuse condition as the case when a controlling shareholder choose discretionally an issuing price, granting a discount with respect to the market price, and "enforce" minorities to undertake a negative-NPV investment.

Nic Terblanche, Leyland Pitt, Deon Nel, Asa Wallstrom illustrate a powerful, but simple and relatively inexpensive way for executives and corporate governance scholars to examine ethics policies, particularly as they are communicated online. The intent is to demonstrate a research and analysis method. The major contribution of this study is the use of a new research approach and set of tools that ethics researchers, policy makers and managers can exploit. The technique is easy to use, and the results are similarly straightforward to interpret.

CORPORATE OWNERSHIP & CONTROL

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