

**CORPORATE
OWNERSHIP & CONTROL**

**КОРПОРАТИВНАЯ
СОБСТВЕННОСТЬ И КОНТРОЛЬ**

Postal Address:

Postal Box 36
Sumy 40014
Ukraine

Tel: +380-542-698125
Fax: +380-542-698125
e-mail: alex_kostyuk@virtusinterpress.org
www.virtusinterpress.org

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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Почтовый адрес редакции:

Почтовый ящик 36
г. Сумы, 40014
Украина

Тел.: 38-542-698125
Факс: 38-542-698125
эл. почта: alex_kostyuk@virtusinterpress.org
www.virtusinterpress.org

Журнал "Корпоративная собственность и контроль" издается четыре раза в год в сентябре, декабре, марте, июне 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.

Права на копирование и распространение: копирование, хранение и распространение материалов журнала в любой форме возможно лишь с письменного разрешения Издательства.

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!

If there is one major lesson to draw from the financial crisis, it is that corporate governance matters.

Major corporate governance players, i.e. directors, regulators and shareholders, but also policymakers and the general public, need to pay more attention to corporate governance. This tells us how firms operate, their motives and principles, their reporting lines, who they are accountable to, and how they manage profit, remuneration and, in the case of many financial firms, other people's money. When times were good, too many people took their eye off the ball and now we see the consequences.

The question now is, what can be done to improve how financial firms operate?

We expect four key areas for urgent action: risk management, pay and bonuses, the performance of board directors, and the shareholders' activism.

Probably, the crisis has mostly thrown up some massive failures in risk management. Even where companies had mandatory internal controls on reporting for the financial accounts, their executives did not fully grasp or clearly communicate the financial risks of many of the instruments they were betting on. Many of these were in fact off the balance sheet prior to the crisis. To fill this gap, risk management must be seen in a corporate-wide perspective where the risk management system is continuously adjusted in line with a corporate strategy and the appetite for risk.

The Financial Crisis Inquiry Commission's report repeatedly identifies corporate governance failures as a causal factor in the crisis of 2007-2008. For example, the report opines that:

“We conclude dramatic failures of corporate governance and risk management at many systemically important financial institutions were a key cause of this crisis”.

It turns up some very curious findings. First, the U.K.'s corporate governance regime is generally regarded as more shareholder empowering than is the U.S., which in the minds of many governance activists makes it superior.

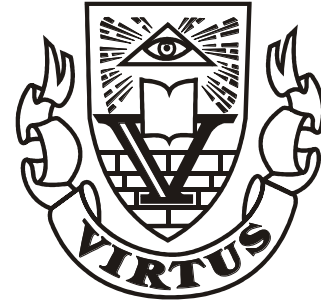
Second, there is some evidence that corporate governance standards widely regarded as best practice were actually associated with poorer performance during the crisis.

Probably, the financial crisis addressed the new challenge to the academic community to investigate the new approaches to corporate governance in crisis. We will do our utmost to deliver the value to this process!

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William Cheung, Adrian Lei, Libin Tao

We study the relation between corporate governance, market liquidity and stock price informativeness. Firms with more informative stock prices are associated with larger transaction volume, larger bid-ask spread and better corporate governance. This liquidity-informativeness relation is significant for firms with high antitakeover provision (bad corporate governance). However, bid-ask spread is insignificantly associated with price informativeness for firms with less antitakeover provision (good corporate governance). This supports that firm-specific return variation better measures stock price informativeness when firm has strong corporate governance framework. Our results suggest that (i) more (less) informed trading activities associated with weak (strong) corporate governance, and (ii) corporate governance explains the cross-sectional variation in information efficiency of stock prices. Our results are consistent with theories in financial market learning that investor learn from informed trading activities associated with weak governance firms and informative disclosure from strong governance firms.

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Joe Christopher

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Suleyman Gokhan Gunay, Mustafa Heves

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Linus Siming

A dual role advisor is an investment bank that is advising the vendor client in an M&A transaction while simultaneously financing the bidder. I investigate whether dual role advising is good or bad for target shareholders through a comprehensive analysis of U.S. public M&A over the 15-year period from 1993 to 2008. Conflicts of interest are manifested through that deals which involve a dual role advisor are, compared to deals with no dual role advisors; (a) performed at lower premium, (b) more likely to be subject to a lawsuit, (c) feature lower merger advisor fees and (d) commensurate with higher announcement returns for bidders. Target firms with sound corporate governance practices are less likely to encounter dual role situations.

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Richard Cotter, Jeremy Dason, Jijun Niu, Peter Klein

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Miroslava Stráska, Gregory Waller

We reexamine the negative relation between firm value and board classification. We document that firms with characteristics indicating low power to bargain for favorable terms in a takeover, but also indicating high potential agency costs, are more likely to have a classified board in place. We also find that among these firms, those with classified boards have higher valuation, as measured by Tobin's Q. This result is robust to various controls for endogeneity. Our evidence suggests that adopting a classified board is beneficial for certain firms and challenges the commonplace view that board classification is an antitakeover device that necessarily harms shareholders.

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Sylvie Berthelot, Jackie Di Vito, Vincent Gagné

The object of this study is to examine how board members' performance is evaluated and how they are compensated. In the last decade, the board of directors of publicly traded firms has been under strict surveillance by market participants and regulatory bodies. However, although market regulators require the full disclosure of executive and directors' compensation plans, very few guidelines exist as to how directors should be evaluated. Hence, by thoroughly examining the information disclosed in management proxies, this study shows that publicly traded Canadian firms do indeed evaluate board members' performance. However, the information disclosed regarding the evaluation of board members is parsimonious and mostly generic. Based on a sample of 173 Canadian firms, our findings also indicate that equity based incentive plans through differed share units (DSUs) are most often used as means to compensate directors.

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Rosemarie Koch

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SECTION 3. CORPORATE GOVERNANCE IN ASIA

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Rakesh Pandey, Dennis Taylor, Mahesh Joshi

This study adds a new context to the body of empirical literature on relationships between corporate family ownership, governance and financial performance. The context is large family listed companies in India operating in traditional industries under succeeding generations of family management compared to companies operation in India's 'new economy' industries under first generation family entrepreneurs. Results reveal a negative relationship between family CEO and firm performance, and a positive relationship between family ownership and firm performance, which supports prior findings in other contexts. However, in this study of Indian family companies, the former relationship is found in 'new economy' industries only, whereas the latter relationship is found in traditional industries only. Additionally, in India, Boards that are more actively involved in management processes will record superior financial performance in companies in traditional industries, but Boards less actively involved achieve better financial performance in new economy industries. These results are interpreted in light of historical Indian family business practices and modern changes. Implications for the future of the traditional family business model, as India rapidly progresses towards 'new economy' industries, are drawn from the results.

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Rusmin Rusmin

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Harjeet S. Bhabra, Tiemei Li

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SUBSCRIPTION DETAILS

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