

Corporate Governance Reform and Firm Performance: Evidence from an Emerging Economy

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Abstract

This paper empirically examines the impact of governance mechanisms on firm's operating performance in the light of recent institutional reform in corporate governance (CG) guidelines in the context of an emerging economy, Bangladesh, over pre- (2007-2011) and post-reform (2013-2017) stages. Particular attentions are paid to discussing the effect of board size, board independence and CEO duality. It employs generalised method of moments (GMM) estimation technique to control for the possible endogeneity issues in governance-performance nexus. The results reveal that board size made a significant positive contribution in enhancing firm performance during the post-reform phase, while no significant association was found in the pre-reform stage. After the reform, the negative significance of both the CEO duality and board independence fade away, even, the negative impact of including outsiders in boardroom changed to an insignificant positive association. Our findings suggest that although the reform with increased proportion of independent directors establishes boards' resource provisioning role, it is yet to demonstrate the full-fledged monitoring contribution that improves firm performance.

Keywords: Corporate governance, CG reform, firm performance, emerging economy, Bangladesh

JEL Classification: C23, G32, G34, G38, K22

References

Anderson, R. and Reeb, D. (2003), 'Founding-family ownership and firm performance: Evidence from the S&P 500', *The Journal of Finance*, 58(3): 1301-1328.

Arellano, M. and S.R. Bond (1991), 'Some tests of specification for panel data: Monte Carlo evidence and an application to employment equations', *Review of Economic Studies*, 58: 277–297.

Barney, J. and Clark, D. (2007) *Resource-based Theory: Creating and Sustaining Competitive Advantage*, Oxford University Press, New York.

Bathala, C.T. and Rao, R.P. (1995), 'The determinants of board composition: An agency theory perspective', *Managerial and Decision Economics*, 16(1): 59–69.

Biswas, P.K. (2012), 'Corporate governance guidelines in Bangladesh: Some observations', *The Cost and Management*, July-August: 5–9.

Bhagat, S. and Black, B. (1997), *Do independent directors matter?*, Unpublished working paper. University of Colorado and Columbia University.

Bhagat, S. and Black, B. (1998), 'Independent directors', *The New Palgrave Dictionary of Economics and the Law*, Peter Newman (ed.), 2: 283-287.

Bhagat, S. and Black, B. (2002), 'The non-correlation between board independence and long term firm performance', *Journal of Corporation Law*, 27: 231-274.

Bhagat, S. and Bolton, B.J. (2013), 'Director ownership, governance, and performance', *Journal of Financial and Quantitative Analysis*, 48(1): 105-135.

Black, B.S. and Khanna, V.S. (2007), 'Can Corporate Governance Reforms Increase Firm Market Values? Event Study Evidence from India', *Journal of Empirical Legal Studies*, 4(4): 749–796.

Black, B. and Kim, W. (2012), 'The effect of board structure on firm value: A multiple identification strategies approach using Korean data', *Journal of Financial Economics*. Elsevier, 104(1): 203–226.

Blundell, R. and S. Bond (1998), 'Initial conditions and moment restrictions in dynamic panel data models', *Journal of Econometrics*, 87, 115–143.

Booth, J. and Deli, D. (1996), 'Factors affecting the number of outside directorships held by CEOs', *Journal of Financial Economics*, 40(1): 81–104.

Buchanan, J., D.H. Chai and S. Deakin (2014), 'Empirical analysis of legal institutions and institutional change: multiple-methods approaches and their application to corporate governance research', *Journal of Institutional Economics*, 10(1): 1-20.

Costa, M.D. (2015), 'Impact of CEO Duality and Board Independence on FTSE Small Cap & Fledgling Company Performance', *World Review of Business Research*, 5(1): 1-19.

Davis, J.H., Schooram, F.D. and Donaldson, L. (1997), 'Towards a stewardship theory of management', *Academy of Management Review*, 22(1): 20-47.

Dey, A., Engel, E. and Liu, X. (2011), 'CEO and board chair roles: to split or not to split?', *Journal of Corporate Finance*, 17(5): 1595-1618.

Donaldson, L. and Davis, J.H. (1991), 'Stewardship theory or agency theory: CEO governance and shareholder returns', *Australian Journal of Management*, 16(1): 49-65.

Estélyi, K.S. and Nisar, T.M. (2016), 'Diverse boards: Why do firms get foreign nationals on their boards?', *Journal of Corporate Finance*, 39: 174–192.

Faleye, O., R. Hoitash and U. Hoitash (2011), 'The costs of intense board monitoring', *Journal of Financial Economics*, 101(1): 160–181.

Fama, E. and M. Jensen (1983), 'Separation of ownership and control', *Journal of Law and Economics*, 26: 301-325.

Fauver, L., Hung, M., Li, X. and Taboada, A. G. (2017), 'Board reforms and firm value: Worldwide evidence', *Journal of Financial Economics*, 125(1): 120–142.

Gerner-Beuerle, C. (2017), 'Diffusion of regulatory innovations: the case of corporate governance codes', *Journal of Institutional Economics*, 13(2): 271-303.

Gujarati, D. N. (2009), *Basic Econometrics*, Tata McGraw-Hill Education.

Hillier, D., Pindado, J., De Queiroz, V. and De La Torre, C. (2011), 'The impact of country-level corporate governance on research and development', *Journal of International Business Studies*, 42: 76–98.

Hu, H.W., Tam, O.K. and Tan, M.G.S. (2010) 'Internal governance mechanisms and firm performance in China', *Asia Pacific Journal of Management*, 27: 727–749.

Jensen, M.C. and Meckling, W. (1976) 'Theory of the firm: Managerial behavior, agency costs, and ownership structure', *Journal of Financial Economics*, 3: 305–360.

Kao, M.F., Hodgkinson, L. and Jaafar, A. (2019), 'Ownership structure, board of directors and firm performance: evidence from Taiwan', *Corporate Governance (Bingley)*, 19(1): 189–216.

Kiel, G.C. and Nicholson, G.J. (2003), 'Board composition and corporate performance: How the Australian experience informs contrasting theories of corporate governance', *Corporate Governance*, 11(3): 189–205.

Li, Xi. (2014) 'The Sarbanes–Oxley Act and Foreign Private Issuers', *Journal of Accounting and Economics*, 58: 21–40.

Liu, Y., Miletkov, M.K., Wei, Z. and Yang, T. (2015), 'Board independence and firm performance in China', *Journal of Corporate Finance*, 30: 223-244.

Mallin, C.A. (2013), *Corporate governance*, 4th edition. Oxford: Oxford University Press.

Mizruchi, M.S. (2004), 'Berle and Means revisited: The governance and power of U.S. corporations', *Theory and Society*, 33: 579–617.

Muttakin, M.B., Khan, A. and Subramaniam, N. (2012), 'Board structure and firm performance: Evidence from an emerging economy', *Academy of Taiwan Business Management Review*, 8(2): 97-108.

Muttakin, M.B., R.M. Monem, A. Khan and N. Subramaniam (2015), 'Family firms, firm performance and political connections: Evidence from Bangladesh', *Journal of Contemporary Accounting and Economics*. 11(3): 215–230.

Nguyen, T., Locke, S. and Reddy, K. (2014), 'A dynamic estimation of governance structures and financial performance for Singaporean companies', *Economic Modelling*, 40: 1–11.

Nguyen, T., Locke, S. and Reddy, K. (2015), 'Ownership concentration and corporate performance from a dynamic perspective: Does national governance quality matter?', *International Review of Financial Analysis*. Elsevier Inc., 41: 148–161.

North, D. C. (1990), *Institutions, Institutional Change and Economic Performance*, Oxford: Oxford University Press.

Paniagua, J., Rivelles, R. and Sapena, J. (2018), 'Corporate governance and financial performance: The role of ownership and board structure', *Journal of Business Research*, 89 (February): 229–234.

Peng, M.W., Wang, D.Y.L. and Yi, J. (2008) 'An institution-based view of international business strategy: A focus on emerging economies', *Journal of International Business Studies*, 39: 920-936.

Pfeffer, J. (1972), 'Size, composition and function of hospital board of directors: a study of organization–environment linkage', *Administrative Science Quarterly*, 17: 349–364.

Pfeffer, J. and G.R. Salancik (1978), *The External Control of Organizations: A Resource Dependence Perspective*. New York: Harper & Row.

Pindado, J., Requejo, I. and de la Torre, C. (2012), 'Do Family Firms Use Dividend Policy as a Governance Mechanism? Evidence from the Euro zone', *Corporate Governance: An International Review*, 20(5): 413–431.

Price, M., Harvey, C., Maclean, M. and Campbell, D. (2018), 'From Cadbury to Kay: discourse, intertextuality and the evolution of UK corporate governance', *Accounting, Auditing and Accountability Journal*, 31(5): 1542-1562.

Price, R., Román, F.J. and Rountree, B. (2011), 'The impact of governance reform on performance and transparency', *Journal of Financial Economics*, 99(1): 76–96.

Rahman, H.-U.-, Ibrahim, M.Y. and Ahmad, A.C. (2017), 'Corporate governance reforms and shareholders' confidence in emerging markets', *World Journal of Science, Technology and Sustainable Development*, 14(1): 60–74.

Rashid, A., De Zoysa, A., Lodh, S. and Rudkin, K. (2010), 'Board Composition and Firm Performance: Evidence from Bangladesh', *Finance Journal Australasian Accounting, Business and Finance Journal*, 4(41): 76–95.

Rashid, A. (2018), 'Board independence and firm performance: Evidence from Bangladesh', *Future Business Journal*, 4(1): 34–49.

Romano, R. (2005), 'Sarbanes-Oxley: Quack Corporate Governance', *The Corporate Board*, September/October: 5–10.

Roodman, D. (2009), 'A note on the theme of too many instruments', *Oxford Bulletin of Economics and Statistics*, 71: 135–158.

Rose, C. (2005), 'The composition of semi-two-tier corporate boards and firm performance', *Corporate Governance: An International Review*, 13(5): 691–701.

Rutledge, R.W., Karim, K.E. and Lu, S. (2016), 'The effects of board independence and CEO duality on firm performance: Evidence from the NASDAQ-100 index with controls for endogeneity', *Journal of Applied Business and Economics*, 18(2): 49–71.

Schultz, E.L., D.T. Tan, and K.D. Walsh (2010), 'Endogeneity and the corporate governance - performance relation', *Australian Journal of Management*, 35(2): 145-163.

Shen, C.H., Lin, C.Y. and Wang, Y.C. (2015) 'Do strong corporate governance firms still require political connection, and vice versa?', *International Review of Economics and Finance*, 39: 107–120.

Siddiqui, J. (2010), 'Development of corporate governance regulations: The case of an emerging economy', *Journal of Business Ethics*, 91(2): 253–274.

Siddiqui, J. and Ferdous, C.S. (2014), 'The regulatory conundrum: Achieving corporate governance reforms in developing countries', In: *Corporate governance in emerging markets*. Berlin, Heidelberg: Springer: 445–464.

Shleifer, A. and Vishny, R.W. (1986), 'Large shareholders and corporate control', *Journal of Political Economy*, 94(3), 461-488.

Sobhan, A. (2016), 'Where Institutional Logics of Corporate Governance Collide: Overstatement of Compliance in a Developing Country, Bangladesh', *Corporate Governance: An International Review*, 24(6): 599–618.

Sobhan, F. and W. Werner. (2003), 'Diagnostic study of existing corporate governance scenario in Bangladesh', In: Sobhan, F. and Werner, W. (eds.) *A comparative analysis of corporate governance in South Asia*

Tauringana, V. and Chithambo, L. (2015), 'The effect of DEFRA guidance on greenhouse gas disclosure', *British Accounting Review*, 47(4): 425–444.

Uddin, S. and Choudhury, J. (2008), 'Rationality, traditionalism and the state of corporate governance mechanisms: Illustrations from a less-developed country', *Accounting, Auditing and Accountability Journal*, 21(7): 1026–1051.

Ujunwa, A. (2012), 'Board characteristics and the financial performance of Nigerian quoted firms', *Corporate Governance (Bingley)*, 12(5): 656–674.

Ullah, S., Akhtar, P. and Zaefarian, G. (2018), 'Dealing with endogeneity bias: The generalized method of moments (GMM) for panel data', *Industrial Marketing Management*. Elsevier, 71(January): 69–78.

Van den Heuvel, J., Van Gils, A. and Voordeckers, W. (2005) 'Board roles in small and medium sized family businesses', *Corporate Governance: An International Review*, 13: 467–83.

Windmeijer, F. (2005), 'A finite sample correction for the variance of linear efficient two-step GMM estimators', *Journal of Econometrics*, 126: 25–51.

Wintoki, M.B., Linck, J.S. and Netter, J.M. (2012), 'Endogeneity and the dynamics of internal corporate governance', *Journal of Financial Economics*, 105: 581-606.

Wooldridge, J.M. (2012), *Introductory econometrics: A modern approach*, Boston: Cengage Learning.

World Bank (2009), 'Bangladesh: Corporate governance country assessment', *Report on the Observance of Standards and Codes (ROSC)*.

Yermack, D. (1996), 'Higher market valuation of companies with a small board of directors', *Journal of Financial Economics*, 40: 185-211.

Young, M.N., Peng, M.W., Ahlstrom, D., Bruton, G.D. and Jiang, Y. (2008) 'Corporate governance in emerging economies: A review of the principal-principal perspective', *Journal of Management studies*, 45: 196–220.

Zahra, S.A., and Pearce, J.A. (1989), 'Boards of directors and corporate financial performance: A review and integrative model', *Journal of Management*, 15(2): 291–334.

Zattoni, A. and Cuomo, F. (2010), 'How independent, competent and incentivized should non-executive directors be? An empirical investigation of good governance codes', *British Journal of Management*, 21: 63–79.