

Corporate Governance – improving competitiveness and access to global capital markets

Organisation for Economic Co-operation and Development (OECD)

The OECD Business Sector Advisory Group, chaired by Mr. Ira M. Millstein (US) and with members from France, Germany, Japan, and UK and the US (including Sir Adrian Cadbury – a member of this journal's Editorial Advisory Board), submitted their report to the OECD in April 1998.

Extracts from the report's overview, public policy perspectives and recommendations to the OECD follow. In the other chapters the committee makes a significant contribution to the governance debate around the world, endeavouring to define the mission of the corporation in the modern economy, recognising the need to adapt corporate governance arrangements, to protect shareholder rights and enable active investing, and to align shareholders interests with the other stakeholders, whilst recognising societal interests.

Corporate governance in a new economic environment

1. Individual OECD nations are at an economic (and perhaps social) watershed as their market-oriented economies increasingly rely on the vitality and strength of the private sector in what rapidly is becoming a world market. OECD economies rely on the corporation – as the engine, worldwide, for private sector participation in the global market – to raise capital, create jobs, earn profits and divide the value added among those contributing to its success.

2. To succeed in their primary objective of generating long-term economic profit, corporations must seek to achieve a sustained competitive advantage. This requires significant flexibility to take necessary risks in responding quickly to opportunities and challenges in a constantly changing environment. Corporations must be able to develop and implement their respective competitive advantages, to raise capital, to assemble and

redeploy resources to that end and, at the same time, to meet the expectations of their shareholders, employees, suppliers, creditors, customers, communities and society at large.

3. Corporate governance comprehends that structure of relationships and corresponding responsibilities among a core group consisting of shareholders, board members and managers designed to best foster the competitive performance required to achieve the corporation's primary objective.

4. Corporate governance tends to gain public attention when performance problems are apparent, both at national and company levels. For example, the current crisis in East Asian economies is generating considerable discussion about failed corporate governance practices relating to lending and borrowing. Similarly, performance problems at the company level frequently draw attention to governance problems. While developing appropriate remedies for cases of visible failure is important, the more long-term policy objective is to prevent such failures. All

Capital Markets And Corporate Governance

Baliira Kalyebara, Sardar M. N. Islam

Capital Markets And Corporate Governance:

Capital Markets and Corporate Governance, 2015 Banking, Capital Markets and Corporate Governance H. Osano, T. Tachibanaki, 2001-11-06 Banking Capital Markets and Corporate Governance explores the fragility of the banking system corporate governance and the increasing securitization of corporate finance The contributors address the following issues The impact of banking during a crisis in providing an incentive for the managers of failing banks to restructure their assets the way in which economic and legal institutions can control the management of banks and firms and the effects of increases in the securitization of corporate finance and the amount of financial innovation *Private Equity, Corporate Governance and the Dynamics of Capital Market Regulation* Justin O'Brien, 2007 Addresses the implications of private equity for the governance of corporations the capital markets in which they operate and the professionals who provide corporate advisory services Justin O'Brien from Charles Sturt University *Corporate Governance The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis* OECD, 2021-06-30 This report provides an evidence based overview of developments in capital markets globally leading up to the COVID 19 crisis It then documents the impact of the crisis on the use of capital markets and the introduction of temporary corporate governance measures Governing the Modern Corporation Roy C. Smith, Ingo Walter, 2006-01-12 Nearly seventy years after the last great stock market bubble and crash another bubble emerged and burst despite a thick layer of regulation designed since the 1930s to prevent such things This time the bubble was enormous reflecting nearly twenty years of double digit stock market growth and its bursting had painful consequence The search for culprits soon began and many were discovered including not only a number of overreaching corporations but also their auditors investment bankers lawyers and indeed their investors In *Governing the Modern Corporation* Smith and Walter analyze the structure of market capitalism to see what went wrong They begin by examining the developments that have made modern financial markets now capitalized globally at about 70 trillion so enormous so volatile and such a source of wealth and temptation for all players Then they report on the evolving role and function of the business corporation the duties of its officers and directors and the power of its Chief Executive Officer who seeks to manage the company to achieve as favorable a stock price as possible They next turn to the investing market itself which comprises mainly financial institutions that own about two thirds of all American stocks and trade about 90% of these stocks These investors are well informed highly trained professionals capable of making intelligent investment decisions on behalf of their clients yet the best and brightest ultimately succumbed to the bubble and failed to carry out an appropriate governance role In what follows the roles and business practices of the principal financial intermediaries notably auditors and bankers are examined in detail All corporations investors and intermediaries are found to have been infected by deep seated conflicts of interest which add significant agency costs to the free market system The imperfect politicized role of the regulators is also explored with disappointing results The entire system is seen to have been compromised by a variety of

bacteria that crept in little by little over the years and were virtually invisible during the bubble years These issues are now being addressed in part by new regulation in part by prosecutions and class action lawsuits and in part by market forces responding to revelations of misconduct But the authors note that all of the market s professional players executives investors experts and intermediaries themselves carry fiduciary obligations to the shareholders clients and investors whom they represent More has to be done to find ways for these fiduciaries to be held accountable for the correct discharge of their duties The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis Oecd,2021-06-30

Corporate Governance in Capital Markets Clea Beatriz Macagnan,2025-08-27 This book provides a comprehensive and systematic analysis of corporate governance structures in a diverse set of countries It offers a global perspective on how different governance systems operate in different legal cultural and economic frameworks The book focuses on publicly traded organizations listed on the capital markets of Australia China Germany Hong Kong Italy India Japan Russia Singapore and Spain providing an understanding of the institutional systems that guide corporate governance in these countries This book serves as a resource for professionals corporate consultants students and academics in the field of business and institutional policymakers in the capital markets and corporate controllers Capital Markets and Corporate Governance in

Japan, Germany and the United States Helmut Dietl,1997-11-27 This book explores a series of questions about the differences in the capital markets in Japan Germany and the United States and contains empirical and comparative studies from the three countries **Corporate Governance: Improving Competitiveness and Access to Capital in Global Markets A Report to the OECD by the Business Sector Advisory Group on Corporate Governance** OECD,1998-03-27 In this report to the OECD the Business Sector Advisory Group on Corporate Governance presents the perspectives that it believes should guide public policies related to corporate governance suggests areas for private sector voluntary action and recommends further actions for the OECD **Corporate Governance and Capital Flows in a Global Economy** Peter

Cornelius,Bruce Mitchel Kogut,2003 With global financial markets having become more integrated the book pays particular attention to the role of corporate governance in emerging market economies and international capital flows Rich in facts and ideas the book is for anyone interested in financial crises international risk management and global competitiveness

Corporate Governance and Capital Markets Matheus Johannes Gemma Clemens Raaijmakers,Joseph A. MacCahery,2000 **Corporate Governance and Shareholder Empowerment** United States. Congress. House.

Committee on Financial Services. Subcommittee on Capital Markets, Insurance, and Government Sponsored Enterprises,2010 **The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis** ,2021 This report provides an evidence based overview of developments in capital markets globally leading up to the COVID 19 crisis It then documents the impact of the crisis on the use of capital markets and the introduction of temporary corporate governance measures Although the structural effects of the crisis on capital markets and its interplay with corporate

governance remain to be fully understood this report presents trends that can be used to shape policies that will support the recovery and formulates key policy messages that will guide the upcoming review of the G20 OECD Principles of Corporate Governance The report emphasises that the road to recovery will require well functioning capital markets that can allocate substantial financial resources for long term investments It also highlights the need to adapt corporate governance rules and practices to the post COVID 19 reality particularly in areas such as increased ownership concentration environmental social and governance ESG risk management digitalisation insolvency audit quality and creditor rights

Stock Market and Investment The Signaling Role of the Market Cherian Samuel,1989

Corporate Governance, Capital Markets, and Capital Budgeting Baliira Kalyebara,Sardar M. N. Islam,2013-11-27 The primary contribution of this book is to integrate the important disciplines which simultaneously impact the investment appraisal process The book presents a study that develops a new approach to investment appraisal which uses a multiple objective linear programming MOLP model to integrate the selected disciplines which include capital markets corporate governance and capital budgeting The research covers two case studies one in the e commerce sector and another in the airline industry in which the above disciplines are integrated Readers from the areas of corporate governance regulation and accounting would find the survey of different approaches and the new integrated optimization approach particularly useful

Corporate Governance in Global Capital Markets Janis Sarra,2011-11-01 The recent failures of Enron WorldCom and other large publicly traded corporations have catapulted the issue of corporate governance onto the international stage In this timely book Janis Sarra draws together the work of legal scholars and practitioners from across North America to provide a comprehensive analysis of corporate governance issues in global capital markets The contributors to this collection explore the theoretical underpinnings of corporate governance and provide concrete illustration of different models and their outcomes While the perspectives of the authors sometimes differ their common project is to explore different normative conceptions of the corporation in order to contribute to an analysis of global trends in corporate governance The book measures diverse theoretical perspectives against the reality of corporate operations in current capital markets exploring the norms that inform shifts in governance practice and the influence of regulatory regimes on governance change Relationships both within and outside the firm are explored including issues of accountability ethics in decision making and notions of efficiency in generation of corporate wealth Legal scholars and practitioners with an interest in corporations insolvency and securities as well as corporate directors will welcome this addition to their libraries

Corporate Governance, Regulation and Financial Markets. Germany's Pathway to a Market-Based System? Alexander Behne,2017-04-28 Seminar paper from the year 2015 in the subject Economics Finance grade 1 3 University of Leipzig Wirtschaftspolitik course Development of Financial Markets and Institutions language English abstract Few areas of business economics are discussed in such a controversial manner as different corporate governance systems In a globalized age in which the capital markets of industrialized countries have a large operating range and a

growing degree of internationalization the design and regulation activities in this field have become increasingly important This has triggered a competition of institutions In the current academic discussion different corporate governance paradigms are being examined to figure out which could be the most successful in a market economy in order to attract investors It considers what system of management of a capitalised company is the most appropriate in order to provide a location or rather a country a competitive advantage in competition for global players It is assumed that the type of the corporate governance system influences the company s success or even more on the entire national economy As reference points the German and the US model are often being used Since they are opposed to one another in their paradigmatic and thus embody the exemplary corporate governance system In addition since the Cold War and beyond the US has been a hegemon and has always had a great influence on the economic and financial system worldwide Germany is regarded as the political and economic core of the most important partner of the USA the European Union Both are regarded as a highly developed economic system their further development will attract attention beyond their national borders Although the aim of corporate governance is identical the institutional design and the underlying philosophies differ As of a 1980 s it appears that the German bank based system cannot meet the needs of the swift progress of *Banks, Capital Markets and Corporate Governance*: Gerhard Pohl, Stijn Claessens, 1994 Capital Markets, Financial Intermediaries, and Corporate Governance: An Empirical Assessment of the Top Ten Voucher Fund Roland Egerer, 1999 December 1995 Many expected mass privatization to result in widely dispersed ownership and weak external governance of firms But Czech investment funds now key players in equity markets are monitoring and influencing corporations on behalf of small investors Meanwhile a close relationship between Czech banks and corporations with banks as both lenders and shareholders in investment funds has reduced banks risk and their cost of getting information about and monitoring firms performance Voucher privatization was expected to result in widely dispersed ownership with little effect on firms governance But in the first wave of privatization more than 70 percent of Czech vouchers went to investment funds and the 10 largest Czech and Slovak investment funds surveyed for this study acquired roughly half of all voucher points And the large funds can influence corporate governance A fund holding large stakes up to 20 percent in a single enterprise can appoint directors to the board help select management and otherwise monitor corporate decision making A fund s actual role depends on the sponsoring institution s or individual s incentive structure Foreign bank sponsored and nonbank funds are stronger corporate monitors than funds sponsored by domestic banks Banks and investment funds lack the skills and incentives to initiate corporate restructuring but funds with significant stakes can readily compare managers performance and remove underperforming executives and can counterbalance the control of management and employees Funds can also effectively monitor firms on behalf of groups of small investors After privatization most Czech assets are now owned by funds affiliated with banks In market economies a close relationship between banks and enterprises may be seen as a conflict of interest In transition economies where

information costs are high because corporate performance is not transparent and where collateral based lending remains fraught with uncertainty banks and funds have spontaneously developed a relationship as a way for banks to get information about firm performance Bank sponsored funds reduce banks information and monitoring costs and hence lending risk and costs They also facilitate the informal workout of problem loans This paper a product of the Finance and Private Sector Development Team Technical Department Europe and Central Asia and Middle East and North Africa Regions is part of a larger effort in the Bank to analyze the restructuring in transition economies

The Globalization of Corporate Governance
Alan Dignam, Michael Galanis, 2016-03-09

The process of economic globalization as product and capital markets have become increasingly integrated since WWII has placed huge and it is argued by some irresistible pressures on the world's insider stakeholder oriented corporate governance systems Insider corporate governance systems in countries such as Germany so the argument goes should converge or be transformed by global product and capital market pressures to the superior shareholder oriented outsider corporate governance model prevalent in the UK and the US What these pressures from globalization are how they manifest themselves whether they are likely to cause such a convergence transformation and whether these pressures will continue lie at the heart of the exploration in this volume *The Globalization of Corporate Governance* provides a detailed analysis of the evolution of the key corporate governance systems in the UK the US and Germany from the perspective of the development of economic globalization As such it is a valuable resource for those interested in how economic and legal reforms interact to produce change within corporate governance systems

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