Contents

| Cases in point and all the lenter bases | iix The Separation of Ownerhi |
|---|---------------------------------------|
| Foreword by B. Minoru Makihara | vix Waking the Sleeping Chant |
| | ivx A Framework for Participation |
| | |
| Introduction | 191 No ignocene shurcholder |
| | |
| 1 What Is a Corporation? | orewal laborational seb odW ! 5 |
| Definitions | ateum should 215 |
| Evolution of the Corporate Structure | abmin launuM 2 6 |
| made to | 11 Insurance companies |
| Human satisfaction | 11 Universités and foundation |
| Social structure | 11 Pension plans |
| Efficiency and efficacy | |
| Ubiquity and flexibility | moteson to amin motern 12 |
| Identity | 213 Pension plans as owners 13 |
| The Corporation as a "Person" | dental mydest olichy 13 |
| The Corporation as a "Moral Person" | wai baseguri ull'almonasia 13 |
| The Corporation in Society | 16 federal Europewee Reduction |
| The marketplace | |
| Future Directions | 18 Present Penalog Journal 18 |
| Corporate Power and Corporate Performance | modew Assess A sales of 18 |
| Corporate Crime: "Within the Limits of the Law" | 24 |
| Probation of corporations | burnt edit no accord 25 |
| Corporations and Government: Co-opting the Mark | |
| Measuring Performance | maiwhoA na samsoral 34 |
| | bentleveld benedeboldeveld 36 |
| Good and Bad Corporations? | 40 |
| | two Lesson Funds as "I deal Own |
| | Control Vision College College 46 |
| GAAP | 46 |
| Market value | 51 Directoire Monitoring |
| Earnings per share | |
| EVA®: economic value added | 53 Salamolt Indep 1 de la 1 |

viii Contents

| | Human capital: "It's not what you own bu | t what you know" | 54 |
|----|--|-----------------------------|-----|
| | Knowledge capital | | 55 |
| | The value of cash | | 55 |
| | Corporate "externalities" | | 60 |
| | Non-economic Considerations in Corporate | Management | 72 |
| 2 | Shareholders: Ownership | | 80 |
| | Definitions | | 80 |
| | Early Concepts of Ownership | | 82 |
| | Early Concepts of the Corporation | | 83 |
| | A Dual Heritage: Individual and Corporate " | Rights" | 84 |
| | The Re-invention of the Corporation: Easter | n Europe in the 1990s | 85 |
| | The Evolution of the American Corporation | | 86 |
| | The Essential Elements of the Corporate Stru | | 89 |
| | The Separation of Ownership and Control, I | Part 1: Berle and Means | 92 |
| | Fractionated Ownership | | 96 |
| | The Separation of Ownership and Control, I | | |
| | Waking the Sleeping Giant | | |
| | A Framework for Participation | | |
| | Ownership and Responsibility | | 107 |
| | No innocent shareholder | | |
| | To Sell or Not to Sell: The Prisoner's Dilem | | 109 |
| | Who the Institutional Investors Are | | |
| | Bank trusts | | |
| | Mutual funds | | |
| | Insurance companies | | |
| | Universities and foundations | Human satisfaction | 113 |
| | Pension plans | | 114 |
| | The Biggest Pool of Money in the World | | 115 |
| | Pension plans as investors | | 121 |
| | Pension plans as owners | Identity | 121 |
| | Public Pension Funds | he Corporation as & Person" | |
| | | | 127 |
| | Federal Employee Retirement System | | |
| | TIAA-CREF | | 130 |
| | Private Pension Funds | uture Directions | |
| | The Sleeping Giant Awakens: Shareholder P | | |
| | | | |
| | Focus on the Board | | 141 |
| | | | |
| | Investing in Activism | | |
| | New Models and New Paradigms | | |
| | The "Ideal Owner" | | |
| | | | |
| | Is the "Ideal Owner" Enough? | | 154 |
| di | | | 111 |
| 3 | Directors: Monitoring | | 164 |
| | A Brief History of Anglo-American Boards | | 165 |
| | Today's Typical Board | | 166 |

CONTENTS ix

| Size of Maters and Pross Perot | |
|---|----------------------------|
| Inside/Outside mix | |
| Diversity A Manager on ban abage the a | |
| Meeting frequency | |
| Ownership | |
| Board Duties: The Legal Framework | |
| The Board-Management Relationship | |
| Information Flow | |
| The CEO-Chairman | |
| Catch 22: The Ex-CEO as Director | |
| Director Nomination | |
| | |
| Interlocks Assertion On Assertion II to nothing str | |
| Time and money | |
| The Director's Role in Crisis | |
| "Independent" Outside Directors | |
| Director Election | |
| | |
| | |
| Impact of the Takeover Era on the Role of the Bo | |
| The Fiduciary Standard and the Delaware Factor | |
| | |
| Greenmail | |
| | |
| Other anti-takeover devices | |
| Recommendations for the Future | |
| | |
| Increasing the authority of independent directors | |
| "A market for independent directors" | |
| | |
| "Designated director" "Just vote no" | |
| Audit committees | lapan |
| | Corporate Governance In Ja |
| | |
| Executive session meetings | |
| Succession planning and strategic planning | |
| Lipton/Lorsch's "Modest Proposal" | |
| Making directors genuinely "independent" | |
| Involvement by shareholders | |
| W D. C | |
| Management: Performance | |
| Introduction | |
| What Do We Want from the CEO? | |
| "Dinosaurs" | |
| Executive Compensation | |
| Stock Options | |
| | |
| Shareholder Concerns: Several Ways to Pay Day | |
| The "guaranteed bonus" – the ultimate oxymore | |
| Bundled proposals | |

x Contents

| | Deliberate obfuscation | 228 |
|---|--|-----|
| | | |
| | | |
| | Phony cuts | |
| | Future Directions | |
| | CEO Employment Contracts | |
| | Gross-ups | |
| | Cause | |
| | | |
| | Change of control Half now, half later | |
| | Employees: Compensation and Ownership | |
| | | 237 |
| | Employee Stock Ownership Plans Mondragón and Symmetry: Integration of Employees, Owners, | |
| | and Directors | |
| | Conclusion | |
| | Conclusion | |
| - | | |
| 5 | | |
| | Corporate Governance Has Gone Global | |
| | The triumph of the corporation | |
| | The global company who is should all no and reversible and to some | |
| | The global investor | |
| | | |
| | The triumph of the code | |
| | Universal codes Calling notion | |
| | An investor perspective | |
| | The Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis, the World Bank and Governance in Management of the Asian Financial Crisis of the Asian Financial C | |
| | | |
| | World Bank and G7 response with insbroogs in the viscous sets guide and | |
| | Global Corporate Governance Forum | |
| | The Developed World | |
| | Japan on the same of the same | |
| | Corporate governance in Japan: A report by Oxford Analytica | |
| | Corporate Governance Forum of Japan | |
| | Germany | 275 |
| | | |
| | | |
| | German governance code | |
| | Earthquake sus zashoferada ya aasaasilosa | |
| | Future perfect? | 287 |
| | France summoned massessess | |
| | French ownership | 291 |
| | Management and boards: Non state-owned companies | |
| | Viénot I and II | |
| | Convergence? | |
| , | Cit the "Ideal Owner" Enough? | |
| 6 | Case Studies: Corporations in Crisis | |
| | General Motors | |
| | General Motors and Pierre du Pont | |
| | General Motors: What Went Wrong? | 302 |

CONTENTS xi

| General Motors and Ross Perot | 321 |
|-------------------------------------|--|
| General Motors after Perot: Smith | and Stempel 326 |
| General Motors: A Postscript | 333 |
| American Express | 338 |
| Time Warner | 350 |
| Sears, Roebuck & Co. | 362 |
| Diversification Strategy: The Fate | |
| Sears: A Postscript | 371 |
| Armand Hammer and Occidental Pe | |
| Polaroid | 377 |
| Polaroid's ESOP: Delaware Sits in | |
| Carter Hawley Hale | 388 |
| Hostile Takeover | 388 |
| After the Restructuring | 396 |
| Eastman Kodak | 399 |
| | 403 |
| Waste Management Corp. | Seamen triggin velg adu 3 one ad 3 ad blu 404 |
| Gold into Garbage | |
| Lens and Soros | |
| | |
| Restructuring | 114 rol Chemical Industries Pic |
| O | auship for "conference anographic elonismi e 417 |
| | 314 K attempt to redefine corporate manslaughts |
| Waste Management: A Postscript | 419 |
| Stone & Webster | AU ada ni moitanob leadilog aixo 422 |
| Stone & Webster: The Company | |
| Mirror Group | увиотория развитовы и апт 435 |
| Shareholder Activism in the UK | siya anaviyanın 1 mair. 435 |
| Distallgesellschaft and Holemann | Pile "good," the "bad," and the real |
| | Governance Guidelines and |
| Codes of Best Practice in Devel | |
| by Holly J. Gregory | labounity sert in 438 |
| Overview | anomic show to my man 1 439 |
| The Corporate Objective | 440 bittle of the theme parks |
| Board Responsibilities and Job Desc | ription work and ward and has small and 443 |
| Board Composition | olg ogga 442 |
| Board Committees | 20x1 - 445 |
| Disclosure Issues | 244 dard Oil and the arrival of big business |
| Summary | godinogram v guleron 440 |
| | |
| | 19 year of the second s |
| | 460 to invest in Boothbay Hubor |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |