

# Corporate Governance

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Class No. 1

M.W 12:50-14:05

## Chapter 1: Introduction : Corporations and Corporate Governance

### Outline:

- 1 - forms of Business Ownership.
- 2 - Separation of ownership and Control (The principle - Agent Dilemma)
- 3 - History , definition , Concept and principle of Corporate Governance)
- 4 - Benefits of good Corporate Governance.
- 5 - Systems of Corporate Governance.

## II Forms of business Ownership.

### Comparison of basic forms of business Ownership

#### Sole proprietorship      Partnership      Corporation

Business owner	Single Owner	partners	Shareholders
Owner liability	Unlimited	Unlimited	Limited
easy accessible			
Capital market?	No	No	Yes
Is management and Ownership Separate?	No	No	Yes
As business owners exposed to double taxation?	No	No	Yes

## Sole proprietorship:

- \* Business owned by single person
- \* easy to start up
- \* personal taxes
- \* Sole proprietorships are ubiquitous
- \* They represent the majority of all business in most countries

## Disadvantages :-( significant drawbacks) :-

- \* limited life
- \* limited ability to obtain Capital
- \* Unlimited liability:
- \* Mostly it is a family owned

## Partnership:-

- \* more than one owner
- \* easy to start up.
- \* Ability to pool Capital

ب) 2) ممتلكات

الشريكين في واحد انتشارها  
القدرة على تحمل رأس المال

## Disadvantages:-

- \* limited life
- \* Unlimited liability.

قدرة الشرك

غير المالكين بدون الشركة

for example: accounting firms, legal firm, investment banks  
and advertising firms.

## Corporation:

- \* limited liability مسؤولية الملاك محدودة عن دعوى الشركة
- \* Source of Capital: easy to have Capital by shares and Issued bonds و مصدر رأس المال سهل لتمويله عن طريق بيع أسهم وإصدار سندات
- \* Ownership transfers: Unlimited life نقل الملكية، ليس محدودة لغير الملاك

## Disadvantages :-

- \* Double taxation ( Personal tax , Income tax) خدمة ضريبة على الدخل والدخل
- \* Independant management: التأمين على الملاك

## ② Separation of Ownership and Control:

(The principal - Agent dilemma)

The principal Agent dilemma or Agency issue results from separation between ownership and control

مشكلة الممثل أو الممثل بين المالك والسيفارة  
Separation between ownership and control is the  
Agent / Agency problem.

Agency problem represents the Conflict of Interest between management and owners.

- \* for example: If shareholders cannot effectively monitor the managers behavior then managers may be tempted to used the firm's assets for their own ends all at the expense of shareholders.

مشكلة المطالبة هي مشكلة بين الادارة والمالكين على قضايا الشركة  
\* الحال المعاكس اذا لم يتطلع المالكون مراقبة العداء قد يطهرون  
لأنه مبدل الشركة ويسهله هناجاً يتناسب مع مطالبهم مع حساب الملايين

Principals → shareholder

Agents → managers

\* example two: Could be given of employees taking  
Supplies for personal used , executive Using  
perks at the expense of shareholder  
Reasons: each expensive perk that is used by the  
managers is an amount of money that is  
not utilized for Profitable investment , or  
dividends that are not distributed

٢٤) الحال يصنف الملايين الذين يسعون للاستفهام بالخطى  
والملايين التقنيين الذين يسعون للاستثمار على حساب المالكين  
لأنه ... كل حيز بأهمية القمة يعتقد أنها العدالة هي بلغ من المال كلما يجب  
الاستثمار في استثمار فرجحة او توزيع أرباح لا يتم توزيعها على المالكين

### Typical Agency Problem's Costs:

1. Divergence Costs :
2. Monitoring Costs :
3. Incentive Cost :

The main role of Corporate Governance is to reduce total agency Costs, thus maximizing shareholder Value

الدور الرئيسي لجودة الشركات هو خفض إجمالي تكاليف وكالة وبالتالي زيادة قيمة المساهمين

Corporate governance is mainly about the Incentive systems and monitors designed to protect the Shareholder Interests

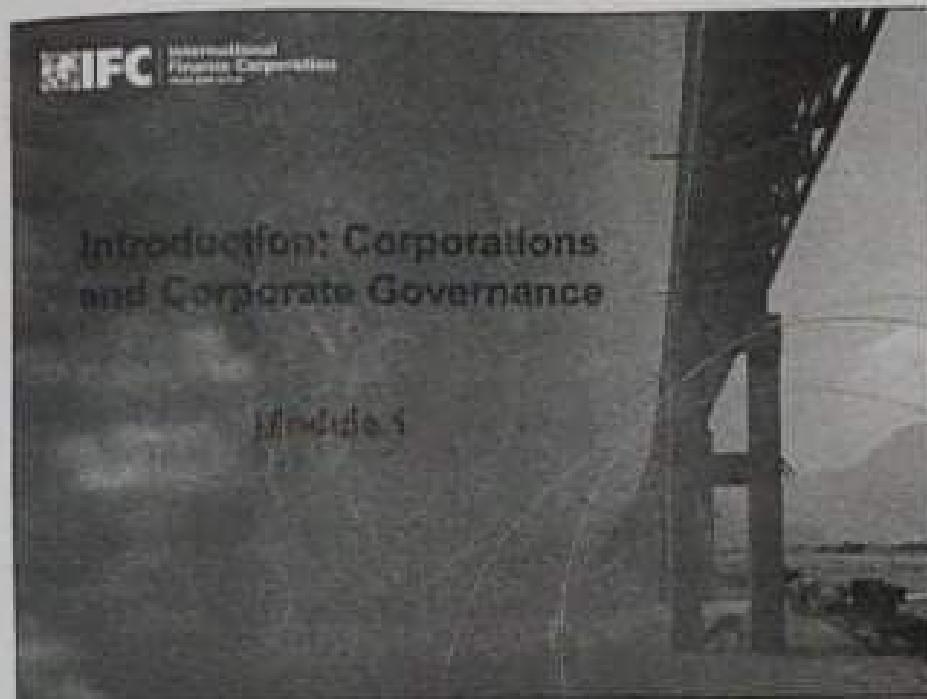
تركز جودة الشركات بشكل اساسي على آلية الحوافز، لتناسب اهتمامات المساهمين

The primary goal of the firm is to Create wealth for these shareholders. However, this is not the only perspective from which to Consider Corporate governance many believe that Companies should have a greater responsibility to Society.

الهدف الرئيسي للشركة هو خلق ثروة للاستثمرين مع ذلك هنا هو المفظون الوحيد الذي يؤكد منه خلاله التفكير في جودة الشركات، يعتقد الكثيرون أن الشركات يجب أن تقبل مسؤولية تجاه المجتمع.

What is the goal of the Corporation?

1. to maximize wealth for Shareholders
2. to fulfill additional e.g. social. functions to the benefit of Stakeholders
3. economic sustainability: الاستدامة



## Purpose and Outline

**Purpose: To explain the concept of corporate governance**

شرح مفهومGovernance

### Outline:

- Forms of Business Ownership
- Separation of Ownership and Control: The Principal-Agent Dilemma
- History, Definition, Concept, and Principles of Corporate Governance
- Benefits of Good Corporate Governance
- Systems of Corporate Governance

أصل مفهوم الشركات

من حيث المبدأ

دعاية

مفهوم الشركات من حيث المبدأ  
شرح، تعريف

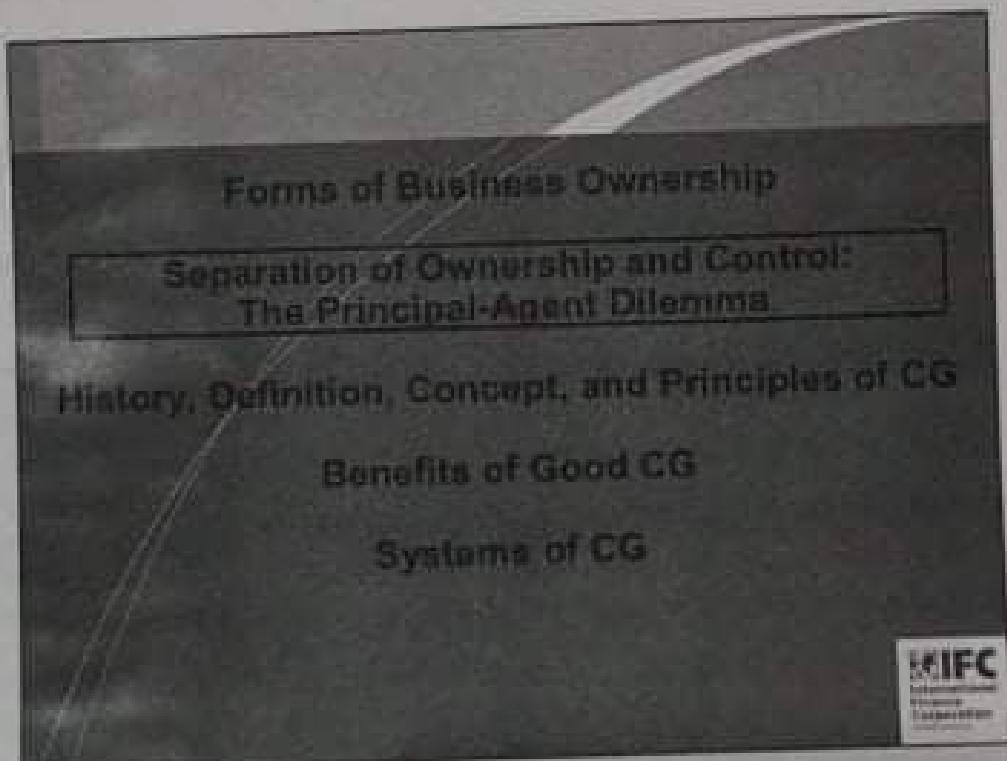


**Comparison of Three Forms of Business Ownership**

مُقارنة بين ثلاثة أشكال ملكية

	Sole proprietorship	Partnership	Corporation
Business owner	Single owner	Partners	Shareholders
Owner's liability	Unlimited	Unlimited	Limited
Easy access to capital market?	No	No	Yes
Is management and ownership separate?	No	No	Yes
Are business owners exposed to double taxation?	No	No	Yes

EYPC



الشكلاة بين الموكيل  
الموكيل:

الغاية المترنة

الغرض من الموكيل

الغرض من الموكيل  
الإهانة، الضرر

The problem of how Person (A) can motivate Person (B) to act for (A's) benefit rather than following his [or her] self-interest

Source: Oxford Dictionary of Economics

In a Company  
setting

- Managers at times may follow different goals than investors (e.g. building empires rather than shareholder value).
- May act dishonestly, and even in an incompetent manner.



تكاليف الفعل  
بالوسائل

تكاليف المكافآت

تكاليف التأمين

تكاليف المخاطر

Divergence costs, for example, managers that do not maximize the investors' wealth

Monitoring costs, for example, investors have to develop and implement control structures, including the replacement costs, and finally

Incentive costs, for example, costs incurred by investors to remunerate and incentivize their managers

- المدراة لا يسعون في تطبيق شروط  
المستثمر  
- اهتمام المستثمر او تحفظ  
- مخاطر هيكلية وقابلة  
- تكاليف ينبعها المستثمر  
المدراة بتوجيه المعرفة او الخبرة



## The Controversial Role of Stakeholders

**On the one hand ...**  
Some argue that stakeholders have no claim on the firm other than those specifically set forth in law or contract

**... on the other hand ...**  
Others argue that firms fulfill an important social function, have a societal impact and must, accordingly, act with the broad interests of society in mind



IFC  
International Finance Corporation

مبدأ نفعات المصالحة  
• تطبيقات اجتماعية  
• آخر معايير رئاسة مجلس  
• آمنة تضرر من مخوبات  
• وسائل دفع

### Who Are the Main Stakeholders of the Firm, and in What Order Shall They Be Served?

Stakeholder Group	Primary Interest	Secondary Interest	Tertiary Interest	Quaternary Interest	Potential Impact	Primary Interest	Secondary Interest	Tertiary Interest	Quaternary Interest	Potential Impact
Shareholders	Return on investment	Control of firm	Employee retention	Community involvement	Positive public perception	Return on investment	Control of firm	Employee retention	Community involvement	Positive public perception
Employees	Job security	Work-life balance	Training and development	Recognition and rewards	Job satisfaction	Job security	Work-life balance	Training and development	Recognition and rewards	Job satisfaction
Customers	Product quality	Customer service	Brand loyalty	Referrals and word-of-mouth	Reputation	Product quality	Customer service	Brand loyalty	Referrals and word-of-mouth	Reputation
Suppliers	Raw materials	Delivery reliability	Payment terms	Partnership opportunities	Supplier reputation	Raw materials	Delivery reliability	Payment terms	Partnership opportunities	Supplier reputation
Community	Corporate citizenship	Social responsibility	Employee engagement	Local economic development	Positive public perception	Corporate citizenship	Social responsibility	Employee engagement	Local economic development	Positive public perception
Regulators	Compliance	Safety and health	Environmental impact	Public safety	Legal and ethical obligations	Compliance	Safety and health	Environmental impact	Public safety	Legal and ethical obligations

→ social responsibility  
• تطبيقات اجتماعية  
• آخر معايير رئاسة مجلس  
• آمنة تضرر من مخوبات  
• وسائل دفع

IFC  
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- Shareholders
- provide Capital
- Selected BOD
- management
- Accurate financial statement
- and maximize shareholders wealth

## Corporate Governance Defined Comprehensively

**"Corporate governance is the system by which business corporations are directed and controlled. The corporate governance structure specifies the distribution of rights and responsibilities among different participants in the corporation, such as the board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provides the structure through which the company objectives are set, and the means of attaining those objectives and monitoring performance."**

The OECD Principles of Corporate Governance  
Developed 1998 in Paris, France



## Corporate Governance Defined Comprehensively Understandably

دوكاله لشركات في Corporate governance is the:

1. System by which corporations are directed & controlled
2. Structure that specifies the distribution of rights & responsibilities
3. Among corporate participants, i.e. the board, managers and SHs
4. Spells out the rules and procedures for decision-making
5. Provides structure for setting and attaining company objectives, and monitoring company performance

الميكال الذي يحدد توزيع الحقوق و المسؤوليات

بين المشاركين في الشركة

ويحدد إجراءات اتخاذ القرارات

باتخاذ القرارات.

توضيح القواعد والإجراءات لاتخاذ القرارات

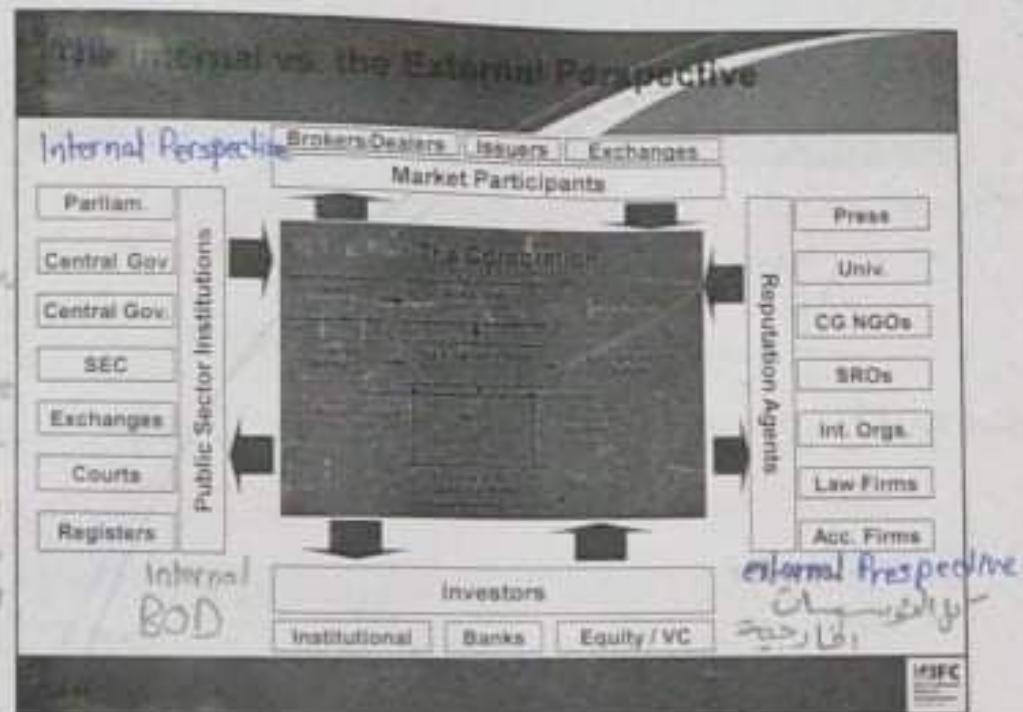
وراء الشركة

لتوصيف بيئة لإعداد وتحقيق أهداف

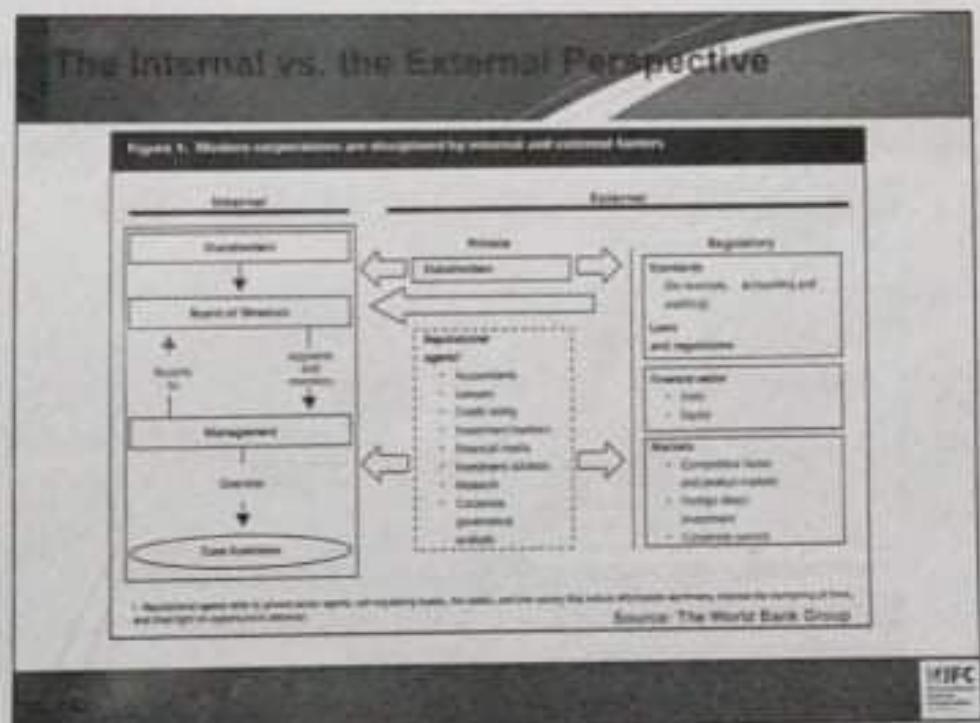


Internal  
and external  
monitoring system

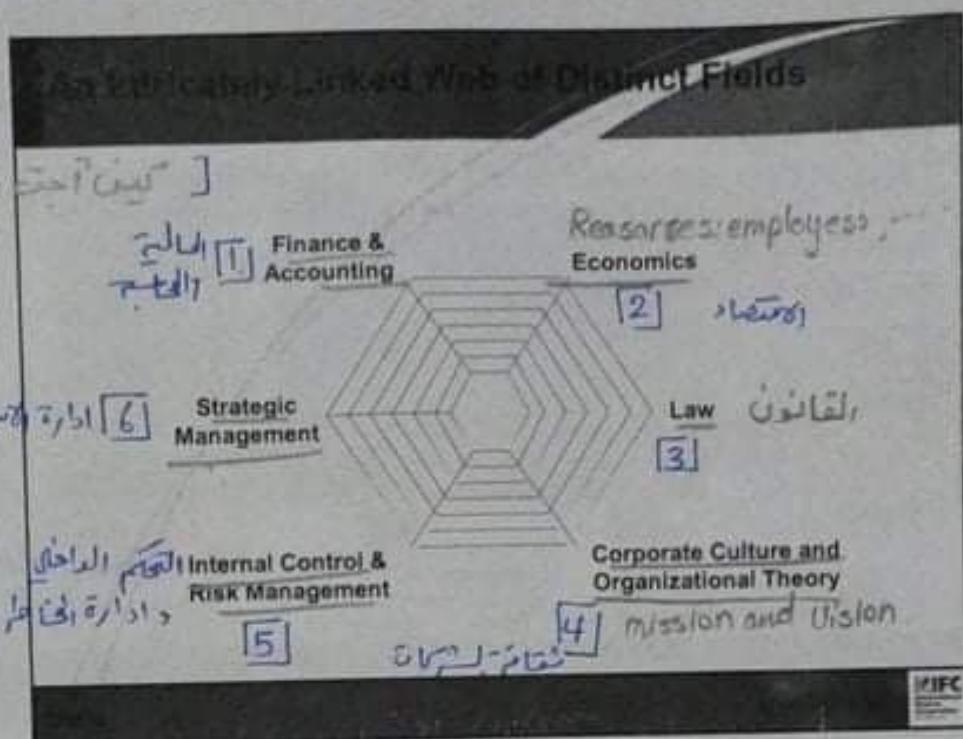
بيانات  
مجزئ علی  
اداره ایجاد  
جهت مسؤولیت  
النحو



Optimal Board of Director - O-BOD

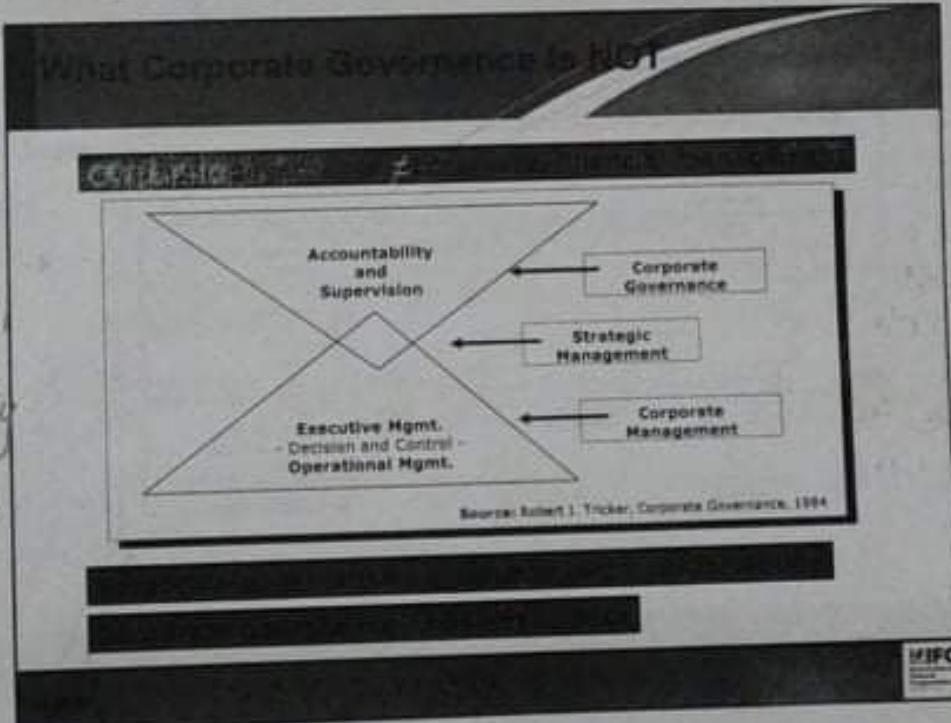


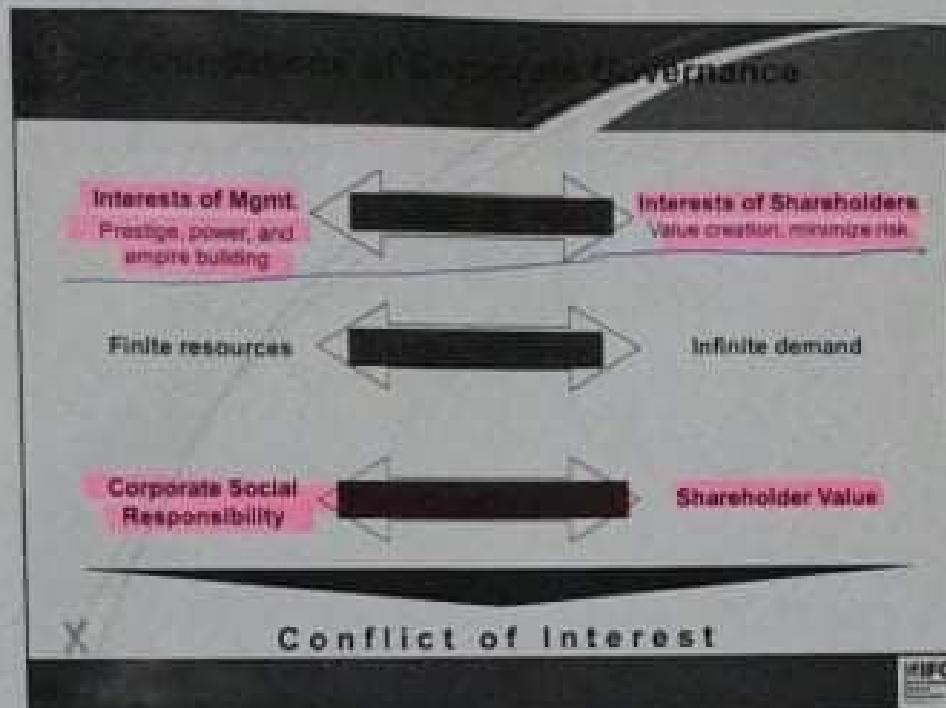
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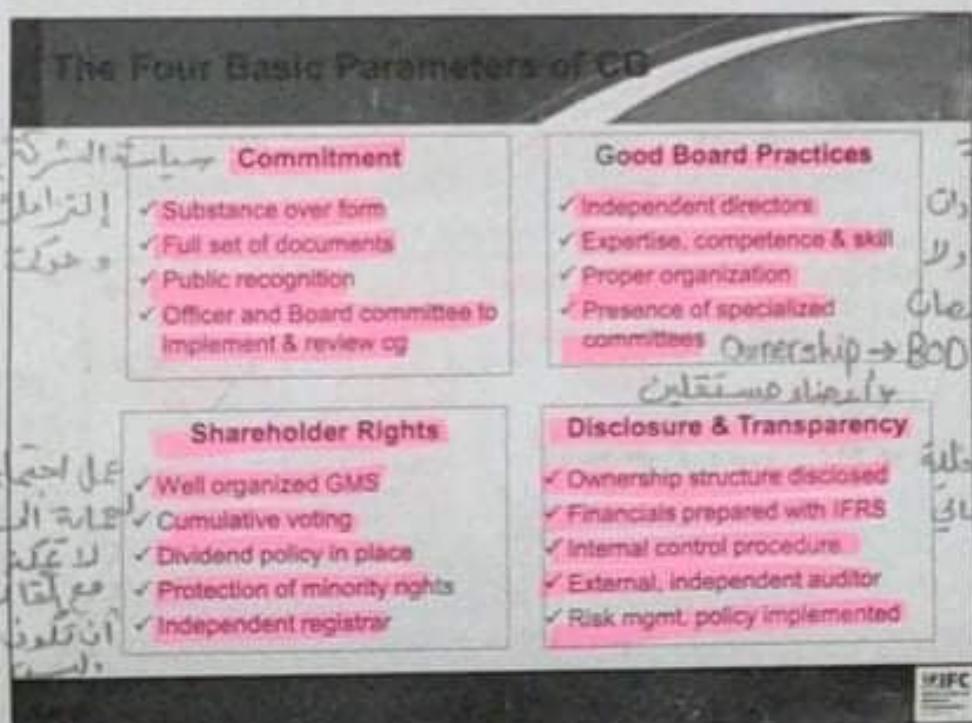
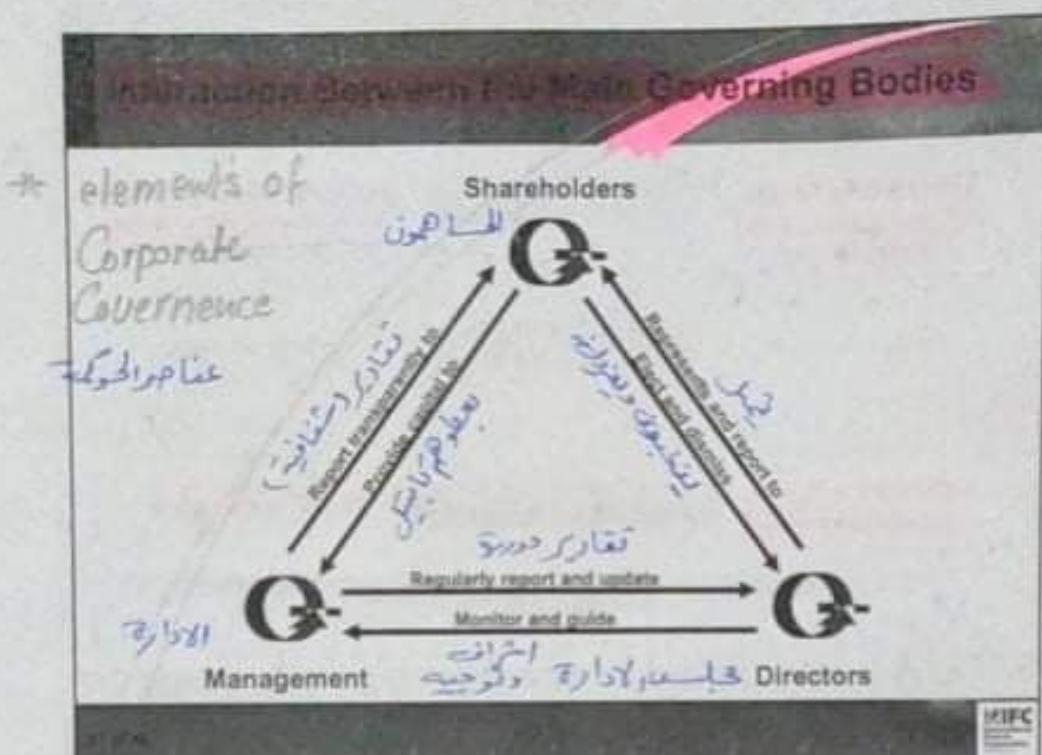


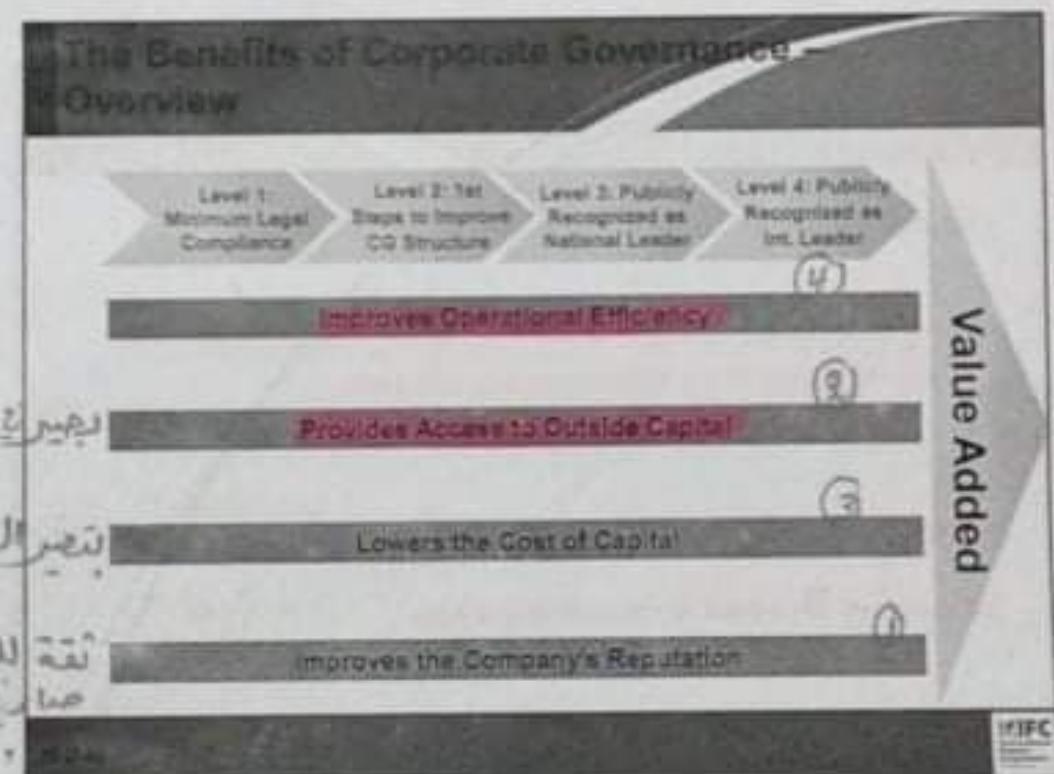
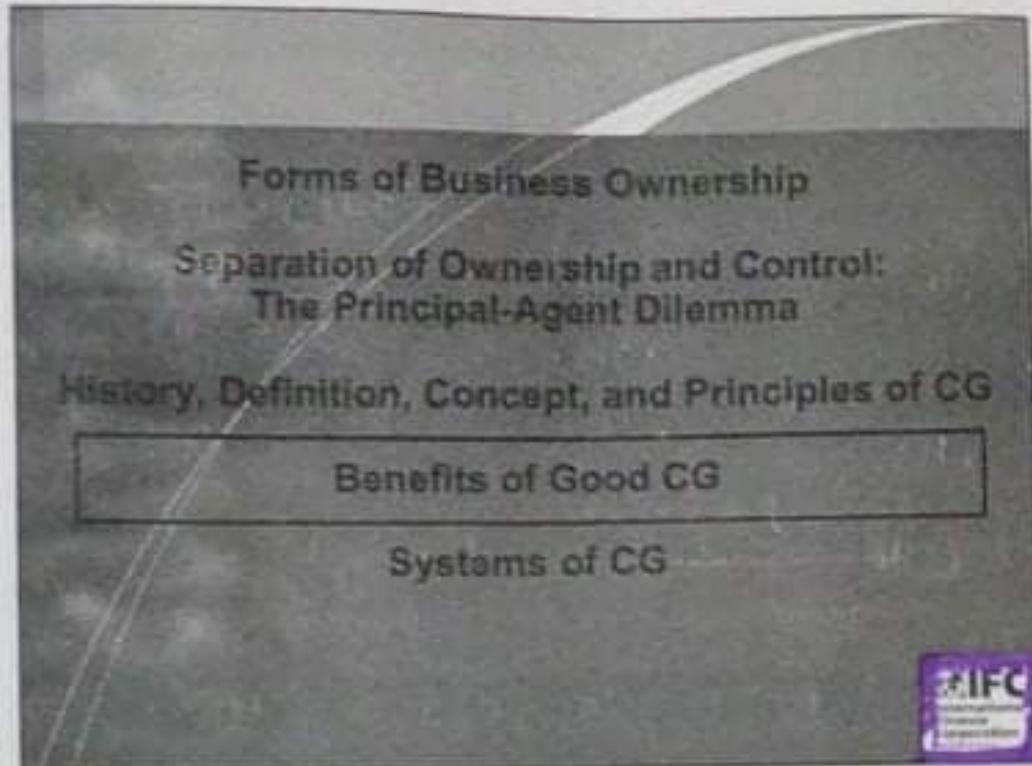
### What Corporate Governance Is NOT

- responsible :-
- = Best Interest for shareholders
- fairness العدالة
- Accountability المسئولة منه
- BODies الجهات الراعية للعمل
- Shareholders الملاك









## Outsider vs. Insider System

<ul style="list-style-type: none"> <li>نظام خارجي مملوكة مفترضة • <b>Outsider systems</b> are characterized by widely dispersed ownership: Active equity markets (US, UK models) كل عاصيره، لم تكن اسهم بمناسباً ومتغير المالكين الفيغار</li> <li>نظام داخلي: مملوكة مترضة • <b>Insider systems</b> are characterized by concentrated ownership: More banking oriented financial sector (Continental European models—Dutch/German Model)</li> </ul>	<p>(shareholders) Constitutional Ownership هيكل مملوكة مترضة (مثلاً) عشرات الملايين من الأفراد الذان يطيقون بسيكا واحداً</p>
<p><u>Assignment</u></p> <ul style="list-style-type: none"> <li>النظام القانوني عارض بحسب <b>Legal frameworks do matter</b>: Civil Law vs. Common Law; Two-way causal relationship between ownership structures and legislative environment</li> </ul>	<p>Civil law/Common law نظام رعنائقي vs. قانوني Civil law/Common law ملوك ابراج مترضة → low investor protection فقط المستثمر الكبير لقد حصر نفسه عنوان المملكة مترضة بذلك أقر بعد 40 أو 50 عاماً على اقسام الشركة، اقدر اهداف على انها تكون المالك الشركي</p>

## Outsider vs. Insider System

نظام خارجي مركب على اسواق المال	<b>Outsider System</b> (Capital Market Focus)	<b>Insider System</b> (Bank Focus)
<ul style="list-style-type: none"> <li>ادارة افضل وفتح اشي او معلومات خاصة</li> <li>ملوك مفترضة</li> <li>صوت اصحاب المستثمرين</li> <li>حاليه ادارة ذات مستوى واحد تسيطر عليها 12 جرائم اداخلهم</li> </ul>	<ul style="list-style-type: none"> <li>Capital markets and external control loan, shares ...</li> <li>Widely dispersed ownership</li> <li>Shareholder democracy and competitive interests and contractual solutions</li> <li>One tier corporate boards, dominated by insiders</li> </ul>	<p>سوق عاليه وملوك دفعهم داخل</p> <ul style="list-style-type: none"> <li>Universal banks and internal ownership and control</li> <li>Concentrated ownership</li> <li>Long term cooperation among stakeholders →</li> <li>Two-tiered corporate boards with interlocking directors, cross shareholdings, pyramid schemes, holding company structures</li> </ul> <p>ملوك مترضة</p> <p>* احوال الاموال والاداره بالتفصيل</p> <p>فترض مفترض ربانى، مالكت، عال او اداره</p>

مراقب على الاداره (Supervisor) management (CEO)

### Outsider System

#### IMPORTANT ELEMENTS:

- سبل المساهمة: Liquidity for shareholders
- حماية لغير المساهمين: Strong minority shareholder protection
- شفافية في المعلومات: Transparency, information disclosure
- حماية لcreditors' rights better protected
- حظر التنازل الذاتي: Self-dealing prohibited
- معايير جوامع لا تتوازن: Clear takeover rules

### Insider System

#### IMPORTANT ELEMENTS:

- مشاركة كل موظفين في الضرائب على الأرباح - Employee participation in supervision of management.
- قواعد التسلق - Proxy rules
- مشاركة المجتمع الدولي في تقديم حلول عالمية - Active participation of universal banking in providing financial solutions
- دور خارجي للمالدي في متاجرة - Active owners, closer monitoring of management, insider control
- Family ownership more common



### Summary and Conclusion

- تعميم في القطاع الخاص أعم كل من اشكال الاعمال وصيغها كثيرة - The private sector corporations are probably the most important business form, and they generate most of the country's GDP
- انفصال بين الملكية والادارة يسبب مشكلة - Separation of ownership and control causes the agency problem
- حلول احتمالية - Possible solutions to principal-agent problem are adequate incentives and monitoring
- نظام الحكم يعتمد على مراقبة - The corporate system has interrelated incentives
- ميكانيزمات ادارة اعمال هي مجموعة من الابعاد الداخلية والخارجية، لا يحول دون تطبيق حل اشكاله، وليس دليلاً - Corporate governance is the set of internal and external mechanisms which allows for the resolution of principal-agent problem

نظام الحكم يعتمد على مراقبة  
الملوك المحظوظون - ملكية  
للمؤسسات التجارية  
نظام الحكم يعتمد على مراقبة  
الملوك المحظوظون - ملكية  
للمؤسسات التجارية  
نظام الحكم يعتمد على مراقبة  
الملوك المحظوظون - ملكية  
للمؤسسات التجارية



\* Corporate governance success stories (youtube)