Index

acceptance see compliance
accountability of directors (UK) 4
see also transparency
accounting
  Germany 29, 35
  Japan 137–8
  South Africa 218–20
  Spain 11–12
ACSI (Australian Council of Superannuation Investors) 182, 183
activism (UK) 8
see also engagement
administrative guidance see management, guidance
affiliated directors
  compensation committees, USA 153, 155, 156
  criteria for classification as 161–2
  defined 158–9, 166–7
  types of 162
see also directors
AG (Aktiengesellschaft) see stock corporation (Germany)
agency
  China 124
  costs, Spain 16
  Italy 45
  three-tier theory, compensation committees and, USA 155–6
agreements of shareholders (Italy) 50, 52
Agros (Poland) 96
AIMA (Australian Investment Managers Association) 182
Aksu, M. 206
Aldama Report (Spain) 19
Anderson, R.C. 153, 156–7, 177
annual report
  Spain 19–20
  UK 5, 6
see also board of directors; reporting appointment
  directors, Italy 58–9
  external auditor, Parmalat and 64
  non-executive directors, UK 4
  supervisory board, Germany 40–41
see also nomination committee
Ararat, M. 193, 196
Arbitrazh Procedure Code (2002) (Russia) 78
assets expropriation (China) 121–4
Assonime (Italy)
  audit committee and 60
  board of directors and 56, 58
  directors and 57, 59
  handbook on corporate governance reports 63–4, 65
  relationships with institutional investors and other shareholders and 61
  shareholders’ meetings and 61
  statutory auditors and 62
  transactions with related parties and 61
ASX Corporate Governance Council (Australia) 182
attendance record of directors (UK) 5
audit committee
  chair, Germany 40
  China 119
  India 236, 237, 238, 239, 240, 242
  Italy 60
  South Africa 218–20
  Spain 19, 24
  Turkey 200
  UK 4, 6
see also committees
auditing
  corporate constitution and, Germany 29
  GOI 2002 (Naresh Chandra Committee) (India) 239–41
  independent, Australia 183
  South Africa 218–20
  standards, Turkey 200
auditors
India
Italy 52–3, 61–2, 64
Japan 132–3
Aufsichtsrat see supervisory board
( Germany)
Australia
audit, independent 183
background 170–71
conclusions 185
disclosure rules and governance
codes 181–3
legal environment protecting
investors 172–3
market forces 171–2
non-executive directors, monitoring
by 180–81
senior executives, incentive
remuneration for 183–5
share ownership structure 173–80
Balcerowicz plan ( Poland) 92
banks see financial services sector
Baums Report ( Germany) 35–6
BCF ( Burlington Coat Factory ) ( USA)
160–61
Berlin Center of Corporate Governance
38–9
best practice
Russia 79
Spain 18, 19, 20
UK 4
see also practice
Bianchi, M. 51, 53–4
Bizjak, J. 153, 156–7
Black, B. 76
blockholders
corporate performance and, USA
177–8
share ownership structure and,
Australia 173–8
state control and, Poland 91
see also families
board of directors
code of conduct and, India 235–6
composition
India 234–5, 237, 238, 241
Italy 56
South Africa 216–18
Turkey 205–6
decision making, Japan 132–3
gender diversity and, Spain 25
Heidrick & Struggles ( Spain) and
22
internal control responsibility, UK
and 5
meetings, UK 5
Observatory of Good Practice for
Spanish-quoted companies and
23–4
Olivencia Report ( Spain) and 18
ownership structure and, Spain 23
performance, Russia 82–5
reform and, Japan 139–41
role of
India 233–4
Italy 56
UK 6
size, India 238, 240
Transparency Law ( Spain) and 19
see also annual report; chair;
directors; remuneration;
remuneration committee
brokerage firms see financial services
sector
BRSA ( Banking Regulation and
Supervision Agency ) ( Turkey)
195, 198
Bundesanstalt für
Finanzdienstleistungsaufsicht see
Federal Financial Supervisory
Authority ( Germany)
business
practices ( Japan) 138–9
relationships ( UK) 4
see also companies
Cabrera, K. 16
Cadbury Code (1992) ( UK) 4
Cadbury Report (1992) ( UK) 3, 4, 18
capital market
authorities, public authorities and,
Poland 100
development, Spain 12
internal control and, Germany 33
Capital Markets Law ( Turkey)
enforcement and 202
regulatory reform and 196, 197, 198
shareholder rights and investor
protection and 203–204
246  Handbook on international corporate governance
CMB (Capital Markets Board) (turkey)
board structure and processes and 205, 206
disclosure standards and 200, 201
enforcement and 202–3
ownership structure and 206
regulatory reform and 196, 197, 198
shareholder rights and investor protection and 203, 204, 205
see also Capital Markets Law (Turkey)
CNMV (Spanish Supervisory Agency)
18–19
codes of conduct
Australia 181–3
China 125
Germany 37–9, 39–41, 42
India 233–4
Russia 78, 79
South Africa 216–20, 226
Turkey 201
UK 4, 5, 6–7
see also JCGIndex; Preda Code of Conduct; regulation; standards
codetermination
Germany 31–2, 41–2
Poland 96
Combined Code (1998) (UK) 5, 6–7
Commercial Code
Japan 132–3, 137, 138
Poland 95–6
Turkey 197, 198, 201, 203, 204, 205–6
see also company law
committees
India 235
South Africa 218
Spain 22, 24
UK 7
see also audit committee; executive committee; nomination committee; remuneration committee
community norms and employment
(Japan) 131–2
companies
Australia 171
China 118–21
Germany 28–9, 36, 38
insider-influenced, defined 155
Index 247
Italy 50
Japan 143
ownership structure see ownership
structure
Russia 72–4
Spain 12, 16
UK 4, 6
USA 177–8
see also business; limited liability
companies; listed companies;
SOEs; stock corporation
(Germany); unlisted companies

company law
Germany 35
Italy 62–3
South Africa 223
Spain 11–12, 19–20
UK 7
see also Commercial Code;
legislation

compensation committee (USA)
background 151–2
conclusions 165–6
linked director 166–7
new evidence 157–65
previous research 153–7
see also remuneration committee

competition in product market
(Australia) 171–2
see also globalization

compliance
Germany 38–9
Italy 55, 65
Japan 142
comply or explain
Germany 37, 41
India 235, 239, 242
South Africa 220–21
Spain 18–19, 20
Turkey 198
UK 5, 9
see also disclosure
conduct see codes of conduct; standards
confidentiality (Germany) 38
conflict of interest
China 119, 121
Spain 16
see also interests of directors

CONSOB (Commissione Nazionale per
la Società e la Borsa) 46
control
Australia 171
China 118, 121–4
Germany 34
Italy 46–50
Poland 91, 92–3
Spain 16
UK 154
see also external control; internal
control

Conyon, M. 154, 155–6
corporate governance
defined 3, 28, 85
vacuum, Japan 137

Corporate Governance Principles
OECD see OECD
Turkey 196, 198
corporation see companies
corruption
South Africa 221–2
Spain 16

Costello, J. 79
costs of agency (Spain) 16
Country Monitor 86
creditor rights (Spain) 11
Crespi-Cladera, R. 12, 16
CSR (corporate social responsibility)
(Poland) 99, 103

CSRC (China Securities Regulatory
Commission) 118, 119, 121
cubbin, John 122
culture or institutions (Japan) 134–5
daily, C. 154–5
decisions
board of directors, Japan 132–3
investment, Russia 86, 87
definitions
affiliated director 158–9, 166–7
corporate governance 3, 28, 85
corporation 73
independence 238
independent director 57, 159, 235,
236, 240, 241–2
insider-influenced firm 155
internal control system 59
linked director 158–9, 166–7

Denning, Lord 73
derpartment of Company Affairs (India)
86
directors
India 236, 238
Italy 58–9, 61
remuneration of see remuneration
Spain 11, 18
UK 4, 5
USA 155
see also affiliated directors; board of
directors; executive directors;
independent directors;
non-executive directors
disclosure
Australia 181–3
China 118, 124–6
Germany 35, 38, 39–40
India 235, 236, 239
Italy 52, 55, 61, 65
Japan 141–2
Poland 102, 103
South Africa 218
Spain 19, 20, 25
Turkey 194–202
UK 4, 6
see also comply or explain;
information; reporting;
transparency
Draghi Law (Italy)
background 50–51
board of statutory auditors, role of
52–3
importance of 65
minority shareholders’ rights
53–4
public bids, mandatory 54–5
shareholders’ agreements 52
see also legislation
economics
China 110
Japan 136–7
Russia 74–5, 85–6
South Africa 210–14, 226–7
Spain 12
Turkey 194–202
election see appointment
employment and community norms
(Japan) 131–2
enforcement
South Africa 222–4
Turkey 202–3
engagement (UK) 9
see also activism; appointment
Enriques, L. 51, 53–4
equity market
China 110–11
Poland 101
Ernst & Young 86
EU (European Union)
South Africa and 212
Turkey and 194–5, 200
ExecuComp (USA) 162
executive committee (Spain) 24
see also committees
executive directors
India 238–9
Japan 141
see also directors
executive pay (UK) 154
see also CEO; senior executives’
incentive remuneration
expert independence (Italy) 61
expropriation (China) 121–6
external control (Germany) 32
see also control
Faccio, M. 12
families
Australia 175, 177
China 121–2
Italy 46
Spain 16, 23
Turkey 198, 206
see also blockholders; insiders
Farrer, J. 178
Federal Financial Supervisory Authority
(Germany) 33
Federal Service on Financial Markets
(Russia) 79–80, 83
Ferrarini, G. 64
financial institution protection (Japan)
133–4
financial services sector
Germany 32, 34–5
Italy 45
Japan 130–31, 135
Russia 81
South Africa 213–14, 221, 225–6
Turkey 198
see also stock exchanges
firm see companies
Index 249
Handbook on international corporate governance

Fleming, G. 181
FREP (Financial Reporting Enforcement Panel) (Germany) 33
FSB (Financial Services Board) (South Africa) 226
Fundación de Estudios Financieros (Spain) see Observatory of Good Practice for Spanish-quoted companies
funding of NGOs (Poland) 99–100
Galve, C. 16
García-Cestona, M.A. 12, 16
GCGC (German Corporate Governance Code) 37–41, 42
GDP (South Africa) 212
gender diversity of board of directors (Spain) 25
Germany
background 28–9
Code 37–41
codetermination, modernizing 41–2
conclusions 42
legal form, choice of 29–31
legislation 35–7, 39–41
stock corporation, structure of 31–2
systemic characteristics 32–5
Giudici, P. 64
globalization
Australia and 171–2
China and 109
India and 237
Russia and 84–5
South Africa and 224, 227
GmbH (Gesellschaft mit beschränkter Haftung) see limited liability companies (Germany)
GOI (Government of India) 238–41
Gómez, S. 12, 16
government departments’ conflict of interest (China) 119, 121
see also state
Grasso, Richard 152
Hauptversammlung see shareholders’ assembly (Germany)
He, L. 155–6
Heidrick & Struggles 20, 22
Higgs (2003) (UK) 5
Howie, Fraser J.T. 110
IFSA (Investment and Financial Services Association) (Australia) 182–3
IMF (International Monetary Fund) 194, 195
independence
audit and, Australia 183
auditor, India 239, 241
defined 238
expert, Italy 61
non-executive director, UK 4, 6
supervisory board, Germany 40
see also independent directors
Independent Audit Association (Turkey) 200
independent directors
China 118
defined 57, 159, 235, 236, 240, 241–2
Italy 56–7
Japan 138, 139, 141
Poland 102–3
South Africa 217, 218
USA 152, 156–7
see also directors; independence
Independent Directors’ Association (Russia) 81
India
background 232–3
CII 1998 233–4
conclusions 243–4
current status 241–2
Department of Company Affairs 237–8
GOI 2002 (Naresh Chandra Committee) 239–41
GOI 2002 (Sanjeev Reddy Committee) 238–9
GOI 2003 (Naresh Chandra Committee) 241
SEBI 1999 (Kumar Mangalam Birla Committee) 234–5
SEBI 2003 (Narayana Murthy Committee) 235–7
information
Italy 58
insider trading (South Africa) 214, 226
insiders
outsider dichotomy, board performance and, Russia 82–4
Russia 82–4
USA 153, 155, 156
see also families
Institute of Professional Directors (Russia) 82
institutional investors
Australia 179–80
Italy 61
Poland 100–101
UK 5, 7–9
see also investment; pensions
institutional shareholders (UK) 6, 7
see also shareholders
Institutional Shareholders’ Committees (UK) 8–9
institutions
Japan 133–5
see also NGOs
integrity of company (Germany) 36
interests of directors (Italy) 61
see also conflict of interest
internal control
Germany 32, 33
Italy 52–3, 59–60
Poland 102
South Africa 218
system, defined 59
UK 5, 7
see also control; takeovers
investment
Japan 136
Russia 86, 87
South Africa 212
see also institutional investors
investor protection
Australia 172–3
Germany 36
Russia 81
Turkey 203–5
see also protection
IoD (Institute of Directors of Southern Africa) 210, 215, 217
IOSCO (International Organization of Securities Commission) 200
IPA (Investor Protection Association)
(Russia) 81
IPOs (initial public offerings)
China 110
India 237
Poland 94
Russia 80
Spain 12, 16
Turkey 196
see also privatization; public bids
IRRC (Investor Responsibility Research Center) 157, 158, 161, 166–7
ISA (Individual Shareholders’ Association) (Poland) 99
Italy
background 45–6
conclusions 65–6
ownership and control structure 46–50
Parmalat, developments since 62–5
Preda Code of Conduct 55–62
Japan
background 130
conclusions 145–6
future prospects 144–5
reform 137–43
system 130–37
Japan Corporate Governance Forum 136
JCGIndex (Japanese Corporate Governance Index)
board reform and 139, 140
corporate governance and, average across four components of 141
disclosure and transparency and 142
firms undertaking reform and 143
future prospects and 145
shareholder value and, commitment to 142
see also codes of conduct
Johnston, J. 153–4
JSE Securities Exchange South Africa (formerly Johannesburg Stock Exchange)
black economic empowerment and 226
CEO and chair roles and 217
listings requirements 214, 220–21
regulatory system and, steps to consider and developments
risk management and internal control assurances and 218
see also stock exchanges
Kelon Co. Ltd. (China) 122–4
King Code (South Africa) 216–20
King Reports (South Africa) 210, 214, 215–16
Klingebiel, D. 98
Korean regulatory enforcement 208
Kornai, Janos 75
Kosedag, A. 206
Kraakman, R. 76
La Porta, R. see LLSV
Lamba, A. 174, 177
Lang, L. 12
Lawrence, J.J. 181
Leech, Dennis 122
legal form choice (Germany) 29–31
legal foundation
Poland 95–8
Russia 78–9
legislation
Australia 172
China 112, 114, 115–17
Germany 29, 30, 34, 35–7, 39–41
India 232, 237, 238, 241, 243
Japan 137–8
Poland 96
Russia 78
South Africa 214, 219, 221, 225, 226
Spain 19–20
UK 6
see also Capital Markets Law (Turkey); company law;
Draghi Law (Italy)
Leisurenet (South Africa) 222
liability of management/supervisory board members (Germany) 37
Lieberman, I. 76
limited liability companies (Germany) 29, 30
see also companies
Lin, Cyril 118
Linciano, N. 51
linked directors see affiliated directors
listed companies
China 118
India 238
Poland 94–5
Spain 12
see also companies
Liu, Guy S. 119, 122
Liu, Junhui 118
LLSV 11, 12, 46, 51, 172
Loewss (USA) 161
López de Silanes, F. see LLSV
Lubrano, M. 98
Macmed (South Africa) 222
Main, B. 153–4
management
Italy 45
Japan 133–4, 142
South Africa 218
UK 4
see also administrative guidance;
CEO; senior executives
management board (Germany)
corporate constitution and 28
GCCG and 40
members’ personal liability 37
stock corporation structure and 31
TransPuG and 35
VorstOG and 39–40
Mannesmann (Germany) 34–5
market
corporate control, for, Australia 171
see also capital market; equity market; product market;
securities market; stock market
market forces (Australia) 171–2
Marshall, Chief Justice John 73
McIntyre, Donald 141
McKinsey & Company 20
media
Poland 98–100
South Africa 222
meetings
board of directors, UK 5
shareholder
Italy 61
Spain 19, 24
Melis, A. 46, 54, 64, 65
MICEX (Moscow Interbank Currency Exchange) 80
minority shareholders
Conflict of interest, Spain 16
Index 253

protection of, Italy 45–6, 64–5
rights
Italy 53–4
Poland 98
see also Draghi Law; shareholders
monitoring by non-executive directors
(Australia) 180–81
Moscow Times 80
Mozes, H.A. 155
Myners Review (2001) (UK) 8
National Council for Corporate
Governance (Russia) 82
National Presto Industries (USA) 161
nationalization (Poland) 91–2
Nellis, J. 76
Newman, H.A. 155
NFCG (National Foundation for
Corporate Governance) (India) 242
NGOs (non-governmental organizations)
Poland 98–100
Russia 81–2
see also institutions
nomination committee
Italy 59
Spain 24
UK 4, 6
see also appointment; committees
non-executive directors
Australia 180–81
China 118
India 236
UK 4, 6
see also directors
Observatory of Good Practice for
Spanish-quoted companies
22–5
OECD (Organization for Economic
Cooperation and Development)
corporate governance, defined 3
Principles of Corporate Governance
(2004) 78, 125, 198, 243–4
privatization and, Spain 12
Russian Corporate Governance
Roundtable (2002) 80, 85
Olivencia Report (Spain) 18
Olivetti (Italy) 50, 54
outside directors see independent direc-
tors
outsider/insider dichotomy (Russia) 82–4
ownership
China 121–4
Germany 32
Poland 92–3
Spain 12, 22–3
UK 7–8
ownership structure
Australia 173–80
Italy 46–50
Poland 91–2
Turkey 206–7
see also families
Parmalat (Italy)
Assonime handbook on corporate
governance reports 2004 and 63
corporate law reform 2004 and
62–3
external auditor and, engagement of
64
IFRS adoption and 64–5
importance of 65–6
parties see related parties
passivity rule (Italy) 55
pay see remuneration
Peck, S. 154
Pension Funds Supervisory Authority
(Poland) 101
pensions
Germany 33
Russia 84
South Africa 224–5
see also institutional investors
performance
board of directors, Russia 82–5
committees, UK 7
companies
Germany 38
UK 4
USA 177–8
directors, UK 4, 7
institutional shareholders, UK 8
PFA (Pension Fund Association) (Japan)
145
Poland
background
conclusions 103–4
institutional investors 100–101
legal foundation and shareholders’
rights 95–8
NGOs and media 98–100
practice, recent developments 101–3
public authorities and capital market
authorities 100
state control to blockholders 91–5
Polish Forum for Corporate Governance
99
Polish Institute of Directors 99
politics
Poland 91–2
South Africa 211–14
practice
business, changing, JCGIndex and,
138–9
improvement in, Spain 20, 22
recent developments, Poland 101–3
see also best practice; system
Preda Code of Conduct (Italy)
audit committee 60
background 55
board of directors 56–8
confidential information 58
directors 56–9
importance of 65
institutional investors and other
shareholders, relationships
with 61
internal control system 59–60
related parties, transactions with
60–61
shareholders’ meetings 61
statutory auditors 61–2
see also codes of conduct
private companies see families
privatization
China 119
Germany 30–31
Poland 92–3, 94
Russia 75–7
Spain 12, 16
see also IPOs
procedure codes see codes of conduct
product market competition (Australia)
171–2
prosecution (South Africa) 222–4
protection
financial institutions, Japan 133–4
investor see investor protection
minority shareholder, Italy 45–6,
64–5
shareholder, Japan 133
public authorities (Poland) 100
public bids (Italy) 54–5
see also IPOs
public sector see state
publicity see disclosure
Ramsay, I.M. 178
Reeb, D.M. 177
reform
China 110
Germany 34, 35
India 241
Italy 62–3
Japan 137–43
Russia 75–7, 84
South Africa 214–16, 220–22,
223
Spain 12, 18–20
Turkey 195, 196–200
UK 7
regulation
China 114–17, 119, 124–6
Germany 28, 33
India 241
Japan 137–8
Russia 79–80
South Africa 224–6
Turkey 196–200
see also codes of conduct
regulator
corporation owner versus, state’s dual
role and, China 118–21
related parties
regulation, China 118
transactions with, Italy 60–61
relationships
board of directors and remuneration
committee, executive pay and,
UK 154
business, UK 4
institutional investors, with other
shareholders, Italy 61
shareholder, South Africa 219–20
remuneration
Cleary A. Mallin - 9781847201744
Downloaded from Elgar Online at 09/01/2019 09:42:43AM
via free access
UK 153–4
USA see compensation committee executive, for, relationship with board of directors and remuneration committee, UK 154
Germany 38, 39–40
incentive, for senior executives, Australia 183–5
India 236, 239, 242
Italy 59
Spain 24
UK 4, 6
see also board of directors remuneration committee
India 238
Italy 59
Spain 24
UK 4, 6, 154
see also committees; compensation committee reporting (South Africa) 218–20
see also annual reports; disclosure resources and non-executive directors’ independence (UK) 4
Responsible Business Forum (Poland) 99
Reyes, L.E. 16
RID (Russian Institute of Directors) 81–2, 86–7
rights
anti-director, Spain 11
cash-flow, Spain 16
control, Spain 16
creditor, Spain 11
minority shareholder
Italy 53–4
Poland 98
see also shareholder rights
risk assessment (India) 237
risk management (South Africa) 218
see also management
RTS (Russian Trading System) 80
rule-based economic policy (Turkey) 196–202
rule of law (Spain) 11
rules
disclosure, Australia 181–3
GCGC, Germany 37
passivity, Italy 55
Transparency Law, Spain 19, 24
Russia
background 71–2
board performance 82–5
conclusions 87
corporate governance 74–5, 85–7
corporation 72–4
privatization, reform and 75–7
system 77–82
S&P (Standard and Poor’s) 184, 185, 201, 206
Sacristán, M. 12, 16
Salas, V. 16
Santana, D. 16
Schipani, Cindy 118
SEBI (Securities and Exchange Board of India) 234–7
securities market (Russia) 80–81
Securities Regulation Code (South Africa) 226
selection see appointment; nomination committee
senior executives’ incentive remuneration (Australia) 183–5
see also CEO; executive pay; management
separations (China) 118
SETC (State Economic and Trade Commission) (China) 119
share ownership see ownership
shareholder rights
Japan 133
Poland 95–8
Spain 24
Turkey 203–5
see also rights
shareholder voting
South Africa 220
UK 6
shareholders
agreements, Italy 50, 52
conflict of interest between majority and minority, Spain 16
controlling, management by, Italy 45
cross-shareholding by, Japan 131, 135–6
institutional investors and, relationships with, Italy 61
large, expropriation, fighting by regulation, China 338–42
...
meetings
Italy 61
Spain 19, 24
protection of, Japan 133
relations with, South Africa 219–20
value for, commitment to, Japan
142–3
see also blockholder; institutional shareholders; minority shareholders
shareholders’ assembly (Germany) 28
Shareholdership Promotion Foundation
(Poland) 99
Shleifer, A. 16, 29
see also LLSV
Shohei, Nozawa 132
Smith (2003) (UK) 6
SOEs (state-owned enterprises) (China) 110, 112, 114
see also companies; nationalization; public sector
South Africa
Africa generally, lessons for 228–9
black economic empowerment 226–7
economy before 1994 210–11
enforcement and prosecution issues 222–4
future 227–8
King Code 216–20
King Reports 210, 214, 215–16
political and economic transformation 211–14
reform 214–16, 220–22
regulatory system, steps to consider and developments 224–6
Spain
background 11
conclusions 25–6
institutional setting 11–18
reform 18–20
situation 20–25
standards
accounting, Spain 11–12
audit, Turkey 200
conduct, non-executive directors’ independence and, UK 4
improved, rule-based economic policy and, Turkey 196–202
see also conduct; codes of conduct
Stanghellini, L. 65
Stapledon, G.P. 174, 177, 181
state
administrative guidance and, Japan 133–4
control by
China 121–4
Poland 91
dual role of, regulator versus company owner, China 118–21
India 232, 236
South Africa 211, 221
Turkey 195
see also government departments
Stellios, G. 181
stock corporation (Germany)
choice of legal form and 29–31
corporate constitution and 28
internal control and 32
KonTraG and 34
structural peculiarities 29, 31–2
see also companies
stock exchanges
Australia 170, 182
China 111
India 232
Italy 48, 55
Spain 12, 16
Turkey 196, 197, 198–9
USA 153
see also financial services sector; JSE Securities Exchange South Africa
stock market
China 112
Germany 32
stock prices (Russia) 86–7
Stomil Debica (Poland) 98
Stomil Olszyn (Poland) 96
strategy
South Africa 219
UK 4
structure
board of directors see board of directors, composition
control, Italy 46–50
ownership see ownership structure
see also system
Sucher, B. 79
Sun, Pei 119, 122
supervisory board (Germany)
appointment, GCGC and 40–41
codetermination and 31–2, 41–2
corporate constitution and 28
KonTraG and 34
independence criteria for, GCGC and 40
members’ personal liability 37
stock corporation structure and 31
TransPuG and 35

system
China 110–18
Germany 32–5
Japan 130–37
internal control, Italy 59–60
management, Japan 142
regulatory
India 241
South Africa 224–6
Russia 77–82
see also practice, structure
Taboglu, E. 204–5
Takasbank (Turkey) 197, 204
takeover law (Spain) 19
takeovers
Australia 171
Germany 34–5
India 243
Poland 96, 98
South Africa 226
Spain 24
see also internal control
Tarassova, A. 76
Tax Procedures Code (Turkey) 201
Telecom Italia 50
training and development of directors
(UK) 5
transactions by related parties (Italy)
60–61
transparency
China 124–6
Germany 34, 35, 38
India 235
Japan 141–2
Spain 20
Turkey 201–2
UK 4, 6
see also accountability of directors;
disclosure
transparency law (Spain) 19
Trojanowski, G. 98
Turkey
background 193–4
board of directors, structure and 40
conclusions 207–8
economic policy developments
194–202
enforcement 202–3
ownership structure 206–7
shareholders’ rights and investor
protection 203–5
Turnbull (1999) (UK) 5, 7
Tyco International Ltd (USA) 151–2
Ugur, M. 193, 196
UK (United Kingdom)
background 3
Cadbury Report (1992) 3, 4, 18
CEO remuneration 153–4
Combined Code (1998) 5, 6–7
company law reform 7
conclusions 9
corporate governance defined 3
 Directors’ Remuneration Report
Regulations 2002 6
Higgs (2003) 5
institutional investors, role of 8–9
share ownership, changing patterns of
7–8
Smith (2003) 6
Turnbull (1999) 5, 7
Uniform Chart of Accounts (Turkey) 201
unlisted companies
India 238
Poland 92–3
see also companies
Unternehmensverfassung see corporate
constitution
USA (United States of America)
blockholders and corporate
compensation committee *see* compensation committee

Vafeas, N. 156
value for shareholders (Japan) 142–3
Veimetra, R. 76
Ventoruzzo, M. 53
venture capital (Poland) 101
Vishny, R. 16, 29
*see also* LLSV
Viyugin, O. 83
Vorstand *see* management board (Germany)

voting *see* shareholder voting

Walter, Carl E. 110
Western Europe *see* EU
Winter Report (Spain) 19

Yamamoto, Yuri 132
Yurtoglu, B. 206

Zanda, G. 59
ZEPO (zero exercise price option) (Australia) 184–5
Zingales, L. 46