

# Index

---

- accountability 48, 49, 100
  - in dual board systems 299
- Accounting Oversight Board 15, 16
- acquisitions and mergers *see* mergers and acquisitions
- agency costs of government-controlling shareholder 223–6
- Airport Company
  - background 169–70
  - best practice 173–4
  - management board 170, 172–3
  - supervisory board 170–73
  - see also* Poland
- Aldama Report 84–5
- annual general meetings 48
- apartheid 286, 300–301
- argumentation 117–18
  - pro/contra relation 119
- argumentation rationality 106, 136–7
  - detail-founded change actions 118, 119, 136–7
  - global-founded change actions 118–19, 136, 137
  - qualified-founded change actions 118, 119–20, 137
  - unfounded change actions 118, 137
- Arthur Andersen 13, 14
- asset stripping 189, 229–33, 240, 281
- Association of British Insurers (ABI) 37, 50
- audit committees 15, 47, 48, 85
- auditor rotation 73
- auditors
  - conflicts of interest 99
  - corporate 249
  - external 73, 77
  - independence of 73
  - providing non-auditing services 15
  - regulation of 15, 16
  - statutory 57, 71–2, 73
- Australia, oil exploration 12–13
- Automatic Company
  - background 174
  - best practice 177
  - management board 174, 176–7
  - ownership structure 174
  - supervisory board 174–7
  - see also* Poland
- Aventis 104, 108, 109
  - argumentation 129–32, 137–8
  - board structure 133
  - key figures (31 Dec 2003) 110–11
  - reasoning 127–33
  - see also* Sanofi-Synthélabo and Aventis
- awards 82, 288
- bad practice 70
- BBC *Money Programme*, reactions to Shell affair 27
- best practice 47–9, 78, 83
  - CEO/chair separation of roles 47, 68, 97, 133
  - communication with shareholders 48
  - foundations of 47
  - institutional investors' role in 49
  - monitoring senior management 58
  - see also* Codes of Best Practice; disclosure; transparency
- Best Practice in Public Companies (2002) 169, 173–4, 177, 182–4
- Big Bang framework 246, 249
- blockholders 58, 241
- blue-chip companies 58
- board structures 298–300
  - China 242
  - effect on corporate performance 209–12
  - France 108–9
  - Germany 299
  - Italy 57
  - Japan 248

- Netherlands 17, 299  
 Poland 160  
 Singapore 191–2, 193–4  
 South Africa 298  
 Spain 84  
 stakeholder model 300–301  
 UK 17  
*see also* dual board systems; unitary board systems
- boards of directors 57  
 regulation to control actions of 14  
 size, importance of 198
- boards of statutory auditors 57, 71–2, 73
- Boynton, Judith 23, 26, 27  
 BP 31, 32, 33–4, 35  
 bribery 10  
 Brinded, Malcolm 25
- Cadbury Code 16, 84  
 Cadbury Report 16, 47  
 CalPERS 14, 24  
 Cambridge Energy Research Associates 34
- Canada, oil reserves 33
- Carrier  
 background 166–7  
 management board 168  
 supervisory board 167–9  
*see also* Poland
- cash asset stripping *see* asset stripping
- CEOs  
 compensation 200–201, 202–6  
 financial incentives 202–6
- chair/CEO, separation of roles 47, 68, 97, 133
- change actions 117–20
- China  
 blockholders in dual role 219  
 board structures 242  
 corporate reform 241–2  
 development of corporate governance 218, 220, 241  
 market environment 221  
 other receivables 232  
 publicly-owned corporations 218  
 tax system 228–9  
 township and village enterprise (TVE) sector 219, 220
- transitional period 218  
 weak legal environment 219, 241–2  
*see also* Kelon
- CMS (controlling-minority structure) 224
- code of conduct, Turkey 281
- Code of Corporate Governance, Singapore 189–96, 202  
 accountability and audit 192–3  
 board matters 191–2, 193–4  
 communication with shareholders 193  
 disclosure 195  
 remuneration matters 192, 194–6
- Codes of Best Practice  
 Aldama Report 84–5  
 Best Practice in Public Companies (2002) 169, 173–4, 177, 182–4  
 Cadbury Report (1992) 16, 47  
 Olivencia Report 84  
 Preda Code (1999, 2002) 57, 66, 68, 74–5, 76
- codes of practice 16–17, 300
- Combined Code (2003) 16–17, 47–8, 52
- Commercial Company Code (CCC) 160–61, 170, 172
- Commercial Law, Japan, revision of 249–50
- Committee on the Financial Aspects of Corporate Governance 47  
*see also* Cadbury Report
- communications  
 central issue of corporate governance 105–6, 135–6  
 managers to shareholders 48, 107
- Company Act, Italy 57
- company law reform, US 13–16
- Company Law, Spain 85
- compensation, executive 200–201, 202–6
- comply or explain rule 84, 281
- confidence of stakeholders, maintaining 49, 105, 302
- confidential information 74–5
- conflicts of interest 15, 247, 248
- conglomerates, family-owned, case study *see* v-NET
- CONSOB (2002) 72, 75
- contra-arguments 126
- control mechanisms 105

- control premiums 60–61
- controlling-minority structure (CMS) 224
- controlling shareholders  
government as 223–6  
problems with 157
- Coopman, Frank 26–7
- corporate governance  
central and Eastern Europe *see*  
Poland; Russia  
definition 104–5, 247  
in developing countries 241, 281  
Europe *see* France; Germany; Italy;  
Netherlands; Spain; UK  
South Africa *see* South Africa  
South East Asia *see* China; Japan;  
Singapore  
Turkey *see* Turkey
- corporate governance codes 16–17, 55  
Principles for Corporate Governance  
in the Commonwealth 300
- Corporate Governance Committee  
(CGC) 189, 191
- corporate governance systems  
dual board 2, 17, 57, 108, 298–9,  
300–301  
market-based 247  
relationship-based 247  
stakeholder model 300–301  
unitary board 2, 57, 298–300
- corporate performance in relation to  
board structure 209–12
- corporate scandals 7, 13–14, 47, 48,  
218
- corporate social responsibility 52–3,  
261
- cross-shareholdings 84, 247, 248, 254
- crude oil prices 34
- data propositions 117
- Davis Polk and Wordwell investigation  
25, 30
- Davis Polk Report 25, 30–31
- De Villiers Commission of Inquiry 286
- decentralization 24
- deregulation of capital markets, Japan  
249–50
- detail-founded change actions 118,  
119, 136–7  
*see also* argumentation rationality
- developing countries, corporate  
governance 241, 281
- directors  
independent 191, 193, 240  
international 303–5  
non-executive 47–8, 66, 299–300
- disclosure 74–5, 189–90, 195, 202  
importance of 49  
necessity for 105, 135
- Dow Jones Global Index 82
- Draghi Reform (1998) 57, 71–2, 73
- dual board systems 2, 17, 57, 108, 298–9  
accountability in 299  
benefits of 300–301  
lack of clarity in 300  
*see also* unitary board systems
- dual class shares 84
- dual listings 15
- Dutch Stock Exchange 17
- East Asian financial crisis 187, 246
- electricity utilities  
international comparisons by  
capacity and sales 287  
rated by generation capacity 289  
*see also* Eskom
- electricity, world prices and sales 288
- employment for life 247, 248
- Enron 13
- environmental issues 13, 50, 52–3
- Eskom  
apartheid, and impact of 286,  
300–301  
awards 288  
background 284–9  
board of directors 298–9, 300–303,  
304  
conversion into company 294–8  
development of South Africa, role  
in 286–7  
Electricity Council 294, 295, 297,  
300–301  
governance structure 294–6, 302  
government's role in 296–7  
international electricity utilities,  
comparison with 287, 289  
performance 290–93  
restructuring 289–98  
stakeholders' concerns 295  
*see also* South Africa  
via free access

- Eskom Act 294–5, 300  
 estimating reserves 22–4  
 ethical issues 50  
 Europe, corporate governance *see*  
*individual countries*  
 executive compensation 194–6,  
 200–201, 202–6  
 external auditor rotation 73  
 external auditors 73, 77  
 Exxon Mobil 24, 33, 34–5
- family-owned enterprises 270, 281–2  
 financial analysts 15  
 Financial Big Bang 246, 249  
 financial crisis, East Asia 187, 246  
 Financial Reporting Council 16  
 financial scandals 47, 48  
 Financial Services Authority (FSA)  
 28–9, 54  
*Financial Times*, reporting on Shell 36  
 forecasting oil reserves 24, 36  
 Form 6k filing 15
- France  
 board structures 108–9  
 Commercial Code 108, 133  
 decision-making, labour influence  
 on 134  
*see also* Sanofi-Synthélabo and  
 Aventis
- FTSE e-TX Index 82
- gas reserves 7
- Germany 109, 134, 247
- GLCs *see* government-linked  
 corporations
- global-founded change actions 118–19,  
 136, 137  
*see also* argumentation rationality
- Global Reporting Initiative (GRI) 99
- globalization 303
- golden shares 61, 87, 99
- good practice 49, 55, 70  
*see also* best practice
- governance codes *see* codes of practice
- government  
 as controlling shareholder 223–6  
 local benefits from owning industrial  
 company 228  
 ownership of control 240
- government-linked corporations  
 (GLCs) 188–9, 207
- Greencool Technology Holdings Co.  
 Ltd 234–6  
*see also* Kelon
- Guangdong Kelon Electrical Holdings  
 Co. Ltd *see* Kelon
- Hong Kong Stock Market 220, 222
- hostile takeover bids 104, 126  
*see also* Sanofi-Synthélabo and  
 Aventis
- Ibex-35 Index 82, 86, 93, 97, 98, 99
- independent directors 240
- independent regulators  
 Accounting Oversight Board 15, 16  
 Financial Reporting Council 16
- Indra  
 adjusted stock market returns 89, 90  
 Annual Corporate Governance  
 Report 83, 99  
 auditors, external 99  
 awards 82  
 best practice 97, 99–100  
 blockholders 93–4, 95–7  
 board of directors 95–7, 98  
 board of directors' committees 97–8,  
 99  
 CEO/chairman separation of roles  
 97  
 corporate responsibility 99–100  
 dividends, evolution of 91–2  
 efficiency 88–9, 96  
 employment, evolution of 89–91  
 General Shareholders' Meeting 98–99  
 golden share 99  
 governance structure 93–100  
 history of 86–93  
 Ibex-35 Index companies,  
 comparison with 93, 97, 98, 99  
 leverage, evolution of 91  
 ownership structure 93–4  
 performance 92, 95  
 privatization 82–3, 87–93  
 profile 82–3  
 profitability 87–8, 96  
 remuneration 98  
 restructuring 87, 88  
 shares 82, 93–5, 94–5  
 stakeholders, commitment to 99
- transparency 99  
*see also* Spain

- Indra Sistemas, SA *see* Indra
- insider-dominated systems 57, 240
- institutional investors 48, 49–50, 249  
*see also* shareholders
- institutional ownership, UK 49–50
- Institutional Shareholders' Committee (ISC) (2002) 50
- insurance companies 49
- integrity, Shell report on 10–11
- internal control systems 48, 246  
in Japan 248, 261–2  
US-type 246–7
- international directors 303–305
- International Energy Agency 35
- Investor Relations* 82
- investors, individual 49
- Italian Stock Exchange 58, 75
- Italy 57–8, 76  
accountability and monitoring 65  
best practice 58  
board structures 57  
Company Act (2004) 57  
external auditors 73  
institutional investors 58  
regulations 57  
slates system 66, 77  
*see also* Draghi Reform (1998);  
Preda Code (1999, 2002);  
Telecom Italia
- Jacobs, Aad 20, 39
- Japan 247–50, 260–63  
Big Bang framework 246, 249  
board structure 248  
Commercial Law, revision of 249–50  
comparison between Sony and  
Toyota 260–63  
corporate auditors 249  
deregulation of capital markets  
249–50  
employment for life 247, 248  
financial system reform 246, 249  
internal control 246–8, 261–2  
shareholder activism 248–9  
transparency 260  
*see also* Sony; Toyota
- keiretsu companies 247, 248
- Kelco  
asset tunnelling 218, 228–33, 236, 240  
background 218–21  
collapse of 226–33  
government as controlling owner  
228–33, 240–41  
internal power struggles 227–8  
management incentive schemes,  
failure of 226–8  
managerial agency problems 226–7  
performance 221, 227, 238  
sales and operating profits 229–30,  
237–8  
shareholding structure 222, 223, 225  
takeover by private owner 233–9, 241  
*see also* China
- legislative reforms, Spain 85
- listing requirements, New York Stock  
Exchange 15–16
- local government, benefits of owning  
industrial firm 228
- London Stock Exchange 17, 36, 39
- Lukoil 35
- M&As *see* mergers and acquisitions
- Madrid Stock Exchange General  
Index 86
- management boards  
financial incentives 202–6, 226–7,  
241  
role of 299
- managerial decisions about change  
actions 117–18  
measurement of argumentation  
rationality of 118–20
- market abuse 29
- market-based systems 247, 249–50
- market control mechanisms 104
- measurement concept 117–20
- mergers and acquisitions 32, 104,  
107–8, 117, 135
- Middle East oil fields 35
- minority shareholders *see*  
shareholders, minority
- mobility of skills 303
- National Association of Pension  
Funds (NAPF) (1999) 50
- Netherlands 17, 30, 299
- New Combined Code 16–17, 20  
*see also* Codes of Practice  
via free access

- New York Stock Exchange (NYSE) 30,  
58, 66  
listing requirements 15  
*New York Times* 23  
Nigeria 11, 12, 23, 36  
nomination committees 47  
non-executive directors 47–8, 66,  
299–300  
Norsk Hydro 24  
North Sea gas fields 24  
North Sea oil fields 35  
Northern Russia Electric Company  
(NREC)  
background 146–8  
best practices code 149  
board of directors 149–52  
controlling shareholder, power of  
146–8, 150, 153, 155, 156  
General Director, responsibilities  
145, 150, 151–4, 155–7  
governance practices 148–9, 156–7  
governance structure 147  
ownership structure 147, 148  
privatization 146–7  
senior management structure 147  
shareholders 147, 149, 155, 156  
shares, trading of 147  
NYSE *see* New York Stock Exchange
- Office of National Statistics (2005) 49  
oil companies  
calculation of reserves 24, 33–4  
exploration and production 31–2, 35  
oil crisis 11  
oil exploration 31, 32, 34–5  
oil production, Russia 35  
oil reserves 31  
calculation of 33–4  
declining 34–5  
forecasting 24, 36  
overbookings 26  
proven 7, 26, 33  
Olivencia Code 84, 95, 97  
Olivencia Report 84  
Olivetti 60–61, 62  
one-tier governance structures *see*  
unitary board systems  
Ormen Lange gas field 23, 24  
other receivables 232  
Oxburgh, Lord 25, 30–31, 38  
Parmalat case 58, 70  
pension funds 14, 24, 27, 49, 50, 249  
Perestroika 146  
Persian Gulf 34  
pharmaceutical industry 107–8  
Poland  
Act on State Enterprise Privatization  
160  
best practice 169, 173–4, 177  
legal framework 160–61  
management boards 160–61  
supervisory boards *see* Polish  
supervisory boards  
supervisory mechanisms in absence  
of supervisory board 163–4  
*see also* Airport Company;  
Automatic Company; Carrier;  
Polish supervisory boards  
Polish supervisory boards 160–66,  
177–9  
absence of, supervisory mechanisms  
applied 163–4  
best practice 182–4  
and management board relationship  
176–7, 178  
practice of, a case study 166–77  
role of 160, 178  
as source of added value to the  
company 166–9  
in subsidiaries, top management  
expectations 165–6  
where company is listed on the  
Stock Exchange 174–7  
where there is no ownership/  
management separation 162–3  
where there is ownership/  
management separation 164–6  
where there is participation of the  
State Treasury 169–74  
popular capitalism 86  
Preda Code (1999, 2002) 57, 66, 68,  
74–5, 76  
Premier Farnall 52  
privatization  
and efficiency 91–2  
and employment 89  
importance of corporate governance  
in 92–3  
and leverage 91  
in Spain 82–3, 83–6

- proven oil reserves  
   definition 7, 26  
   estimating 33  
   *see also* oil reserves
- pyramidal structures 60, 61, 83–4,  
 188–9, 196
- qualified-founded change actions 118,  
 119–20, 137  
   *see also* argumentation rationality
- re-statements of accounts 14
- reasoning, principles of 117–18  
   *see also* argumentation rationality
- regulations, reviews of 13–17
- regulators, independent  
   Accounting Oversight Board 15, 16  
   Financial Reporting Council 16
- relationship-based systems 247, 248
- remuneration 194–6, 302
- remuneration committees 47, 48
- Rongqi Township Economic  
   Development Company 220  
   *see also* Kelon
- Royal Dutch Petroleum 39  
   board committees 19  
   boards of directors 17  
   merger and unification with Shell  
     Transport and Trading 38–9  
   as part of Royal Dutch/Shell group  
     17–18, 36–7  
   shares 7  
   supervisory board 20  
   *see also* Shell; Shell Transport and  
     Trading
- Royal Dutch/Shell group *see* Shell
- rule propositions 117
- Russia  
   competition among electricity  
     wholesalers 146–7  
   oil reserves 35
- Russian Trading System Stock  
   Exchange 147
- Sanofi-Synthélabo 104, 108, 109  
   argumentation 117–18, 121–5, 137–8  
   board of directors 134  
   key figures (31 Dec 2003) 110–11  
   reasoning of 120–27  
   *see also* France; Sanofi-Synthélabo  
     and Aventis
- Sanofi-Synthélabo and Aventis  
   argumentation by Aventis 129–32  
   argumentation by Sanofi-Synthélabo  
     117–18, 121–5, 137–8  
   background 104, 107–9  
   key figures (31 Dec 2003) 110–11  
   reasoning of Aventis 127–33  
   reasoning of Sanofi-Synthélabo  
     117–18, 120–27, 137–8  
   revised offer 133–5  
   takeover battle 104, 112–17
- Sarbanes-Oxley Act 14–16, 30, 58
- scandals 7, 13–14, 47, 48, 218
- Securities and Exchange Commission  
   (SEC) 16, 23, 25, 37  
   investigation into Shell 27, 28–9,  
     31, 33  
   investigation into Shell, criticism  
     of 33  
   rules on booking reserves 24, 26,  
     33, 34
- self-regulation 16  
   *see also* codes of practice
- separation of CEO and chair 47, 68,  
 97, 133
- shareholder activism 246, 248–9
- Shareholder Voting Working Group  
   (SVWG) 50
- shareholders 58  
   controlling 58, 61  
   minority 58, 61, 66, 71, 226, 279–80  
   relationship with board 48  
   rights of 98–9, 279–80  
   trust in managers 107  
   *see also* institutional investors
- shares, voting 50
- Shell  
   Annual Report (2001) 9  
   Annual Report and Accounts (2003)  
     29–30  
   in Australia 12–13  
   background 8–9, 17  
   booking of reserves 37  
   business principles 9–11  
   CEO/chairman separation 29  
   Committee of Managing Directors  
     (CMD) 25–7, 31  
   complexity of organizational  
     structure 31  
   corporate governance 17–21, 29–30

- corporate social responsibility 9–11
- credit rating 40
- Davis Polk and Wordwell
  - investigation 25–7, 30
- decentralized management 23, 24
- dual boards, unification 30, 38, 40
- dual company structure 33, 36–40
- employee morale 33, 36, 41–2
- finances 28–9
- Group Audit Committee (GAC) 20, 25, 30
- institutional investors 21–2, 31, 37, 40
- investigation by SEC 22, 37
- investigation, internal 25–7, 29, 30
- legal action against 28–9
- merger and unification 38–9
- misbooking of reserves 40
- in Nigeria 11, 12, 23, 36
- non-executive directors 29
- profits 8–9, 34
- proven reserves 12, 21–2, 23, 33–4, 40
- recovery, difficulties for 35–6
- remuneration 25, 28
- reputation 8, 32–3
- reserves, estimating 22–4, 27, 29, 30–31
- reserves, finding new 31, 33, 34–6
- Reserves Replacement Ratio (RRR) 26
- scandal, response to 29–30
- share prices 21, 34, 37, 40
- shareholders 36, 39, 40
- whistleblowing 10–11, 26–7
- see also* Royal Dutch Petroleum; Shell Transport and Trading
- Shell Transport and Trading
  - board of directors 19–20
  - chairman 11–12, 17, 21
  - corporate governance arrangements
    - review 20–21
  - merger and unification with Royal Dutch Petroleum 38–9
  - as part of Royal Dutch/Shell group 36
  - shares 7, 28
  - see also* Royal Dutch Petroleum; Shell
- Singapore
  - accountability and audit 192–3
  - board structure 191–2, 193–4
  - CEO/chair separation of roles 194
  - Code of Corporate Governance 189–96
  - Corporate Governance Committee (CGC) 189, 191
  - financial incentives 202–6
  - government-linked corporations (GLCs) 188
  - ownership structures 188–9, 196
  - pyramidal structures 196
  - remuneration 192, 194–6
  - shareholders 193–6
  - stock options 202–6
  - transparency 192
  - unitary board structures 188
  - see also* ST Engineering
- Singapore Stock Exchange 188, 189–90
- skills, mobility of 303
- slates system 66, 77
- social responsibility 52–3, 261
- socially responsible investment (SRI) 50, 261
- SOEs *see* State-owned enterprises
- solvency rules 54
- Sony
  - accountability 260
  - board of directors 257–9
  - Company System 256
  - comparison with Toyota 260–64
  - corporate strategy 255–6
  - disclosure 260
  - governance system, assessment of
    - evolution 260
  - internal control system 247, 257–9, 260, 262
  - ownership structure 256–7
  - performance 255–6, 260, 261
  - restructuring 255–6
  - shareholders 257, 259, 260
  - stakeholders, policies for 259
  - transparency 260
- Sorytel 273–5, 276–9
- see also* v-NET
- South Africa
  - apartheid, and impact of 286, 300–301
  - board structure 300–301, 303–5
  - Companies Act 294–5



- Department of Public Enterprises
  - 297–8, 302–3
- remuneration 302
- State-owned enterprises (SOEs) 289, 294, 300, 302–4
  - during transition period 300–301
  - see also* Eskom
- Spain 83–6
  - Annual Corporate Governance Report 99
  - board structure 84
  - Codes of Best Practice 83, 84, 97, 99
  - deregulation in financial sector 85
  - economic restructuring 85
  - institutional setting 83–5
  - Law of Reform of the Financial System 85
  - legislative reforms 85
  - privatization process 85–6
  - State-owned enterprises (SOEs) 87
  - Supervisory Agency 84, 85
  - supervisory boards 85
  - Transparency Law 85
  - see also* Indra
- Spanish Stock Exchange 82
- Spanish Stock Market 82, 85, 86
- ST Engineering
  - background 196–7
  - board of directors 197–200
  - disclosure 198, 202
  - ownership structure 206–9
  - pyramidal structure 206–9
  - remuneration 201–6
  - shareholder distribution 206–7
  - stock options 203–4
  - transparency 198
  - see also* Singapore
- stakeholder board model 300–301
- stakeholders 302
- Standard Life 49, 51–4
  - board structure 52–3
  - corporate governance structure 52–3
  - demutualization 53–4
  - group funds under management 51
  - social responsibility 52–3
  - see also* UK
- State-owned enterprises (SOEs) 219
  - governance processes 302–3
  - international directors, benefits of appointing 303–5
  - remuneration 302
  - in South Africa 284, 289, 294, 300–301, 302–3
  - in Spain, privatization of 85–6, 87
  - structuring of, within a company law framework 284
- Statement of Investment Principles 50
- Statoil 24
- Statute for a Societas Europaea (SE) 108
- statutory auditors 57
- statutory juristic bodies 284
- stock markets 49, 54
  - popular capitalism in 86
- stock options 202–6
- subsidiaries, supervisory boards in 165–6
- supervisory boards 298–9
- supervisory boards, Poland 160–62, 177–9
  - absence of, supervisory mechanisms applied 163–4
  - best practice 182–4
  - and management board relationship 176–7, 178
  - practice of, a case study 166–77
  - role of 160, 178
  - as source of added value to the company 166–9
  - in subsidiaries, top management expectations 165–6
  - where the company is listed on the Stock Exchange 174–7
  - where there is no ownership/management separation 162–3
  - where there is ownership/management separation 164–6
  - where there is participation of the State Treasury 169–74
- Tabaksblat Committee Code 17, 30
- takeover battles 106–7, 135
  - see also* Sanofi-Synthélabo and Aventis
- Telecom Italia
  - auditors, external 69, 73
  - background and profile 59–61, 62
  - board of directors 62–3, 64–8
  - board of directors' committees 67, 68–71

- board of statutory auditors 69–70, 71–3, 77
- boards structure 63–73
- chairman, role of 66–8
- confidential information, handling 74–5
- control structure 61–4
- corporate governance structure 77
- disclosure committee 75, 77
- equity 62
- holding companies, reduction of 76–7
- insider dealing, code of conduct for 76
- institutional investors 61, 76
- mergers 61, 76–7
- and Olivetti 60–61, 62
- ownership structure 61–3
- privatization, major events since 62
- related parties, transactions with 74
- remuneration committee 70–71
- shareholders 60, 61, 76, 77
- shares 61, 62
- see also* Italy
- tiger economies 3
- Total 36
- township and village enterprise (TVE) sector 219–20
- Toyota
  - board of corporate auditors 252
  - board of directors 252
  - comparison with Sony 260–64
  - corporate strategy 247, 250–51
  - employees, policies for 254
  - governance system, assessment of evolution 254–5
  - internal control system 252, 253, 261–2
  - ownership structure 251
  - performance 250–51
  - shareholders, policies for 252–4
  - Toyota Way 254
- transfer pricing 226–7
- transition, value of dual board system at times of 300–301
- transparency 49, 105, 135, 262, 302
  - in Japan 260
  - in Spain 85, 99
- Transparency Law, Spain 85
- tunnelling of assets 189, 229–33, 240, 281
- Turkey
  - Capital Markets Board 279, 281
  - Commercial Code 276–7, 278, 280
  - Corporate Governance Guidelines 281
  - family-owned enterprises 270, 272 *see also* v-NET
  - legal framework 272, 279–80
  - minority shareholders' rights 279–80
- two-tier governance structures *see* dual board systems
- UK
  - auditors, regulation of 16
  - best practice 47–9
  - board structure 17
  - Combined Code (2003) 16–17, 47–8, 52
  - development of corporate governance 55
  - equity 49
  - institutional ownership 49–50
  - Office of National Statistics (2005) 49
  - voting shares system 50, 54 *see also* Shell; Standard Life
- unfounded change actions 118, 137 *see also* argumentation rationality
- unitary board systems 2, 57, 298–300 *see also* dual board systems
- US
  - Accounting Oversight Board 16
  - company law reforms 13–16
  - corporate governance, style of 246–7, 249, 262
  - Securities and Exchange Commission (SEC) 16, 23, 25, 26
- v-NET 269–83
  - background 269–75
  - board of directors 273–4, 276–8, 279
  - conflicts 275–7
  - ownership structure 271–2
  - restructuring 274–5
  - shareholders 274, 275–6, 278–9
  - shares 271, 272, 273, 278 and Sony 273–5, 276–9
  - and v-TER 269, 276, 279

- Vakur Holding, interference from 275
- v-TEK 269, 276, 279
  - see also* v-NET
- Vakur Holding 269, 271, 275, 278, 279
  - see also* v-NET
- Veer, Jeroen van der 19, 25, 38
- Vijver, Walter van de 19, 22, 23, 31
  - correspondence with Philip Watts 25–7
- voluntary corporate codes
  - Aldama Report 84–5
  - Best Practice in Public Companies (2002) 169, 173–4, 177, 182–4
  - Cadbury Report (1992) 16, 47
  - Olivencia Report 84
  - Preda Code (1999, 2002) 57, 66, 68, 74–5, 76
  - voting rights 84, 98–9, 246, 280
  - voting shares system 50, 54
- Warsaw Stock Exchange 182
- Watts, Sir Philip 11–12, 13, 17–18, 22, 23
  - correspondence with Walter van de Vijver 25–7
- weak institutional framework in developing countries 281–2
- website-base shareholder information 82, 85
- Winter Report 84
- WorldCom 13–14
- X SA Capital Group 165–6
- Yukos 35