An Examination of the Development of Corporate Governance in Asia

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Abstract

The field of corporate governance holds great importance in worldwide study due to its crucial role in the functioning of businesses and its impact on the overall economy. Furthermore, it is worth noting that the Asian economy presently represents a substantial percentage of the global economy. During the preceding decade, several standards have been formulated and a significant corpus of laws and regulations has been implemented throughout the Asian area. The main aim of this descriptive research is to provide a thorough analysis of the current developments in Asia, together with a complete exploration of the fundamental principles and practices of corporate governance. This research is specifically aimed toward persons with a limited understanding of the subject area, as well as other stakeholders with a strong interest in this sector.

Keywords: Corporate Governance, Evolution, Asia, global economy

Introduction

Corporate governance refers to a comprehensive framework of rules and procedures that control the functioning and behavior of corporations. Within a cohesive corporate structure, the primary purpose is to mitigate any conflicts of interest among various stakeholders, such as shareholders, management, public administration, organization-dependent people, and consumers, among others. The function of corporate governance is crucial in facilitating more accountability and transparency for investors. Therefore, the implementation of efficient corporate governance processes results in improved operational efficiency, reduced risk exposure, safeguarding against subpar management behaviors, and facilitating easier access to financial resources, thereby promoting business expansion. Corporate governance has a crucial role in supporting the initiation of new investments, promoting economic development, and creating job possibilities through the enhancement of financial accessibility. The fundamental aims of corporate governance encompass the protection of the interests of various stakeholders within the society and the enhancement of shareholder value via optimization. As a result, subsequent to the occurrence of the 1997 Asian financial crisis, regulatory agencies redirected their attention towards highlighting the significance of corporate governance.

The objective of this study is to analyze the progression of corporate governance in the Asian area with the aim of clarifying the fundamental idea. As a result, this study will establish a solid foundation for more extensive and focused research, so aiding future researchers in the realm of corporate governance. Furthermore, this study aims to provide a comprehensive analysis of the assessment of corporate governance practices in the Asian region, catering to the needs and concerns of scholars, policymakers, and relevant stakeholders.

To provide a comprehensive understanding of the notion of corporate governance.

The aim of this study is to analyze the progression of corporate governance throughout the Asian area.

The current study utilizes a descriptive research approach and relies on secondary data sources. The present research employed a comprehensive selection of scientific journal publications and reports issued by various financial institutions. The analysis of prior academic literature aids in clarifying the underlying purpose of the concept of corporate governance. The primary aim of this study is to scrutinize the progression of corporate governance by means of analyzing reports from financial institutions that articulate apprehensions.

Theoretical Understanding

The idea of "corporate governance" has been extensively explored by scholars from many angles in their own works. According to the definition provided by Magdi and Nadereh (2002), corporate governance refers to the systematic application of procedures that are designed to ensure the effective administration of a company and the fair distribution of rewards to its investors. The Organization for Economic Co-operation and Development (OECD; 1999) defines corporate governance as a term that encompasses a wider range of factors. Corporate governance, as defined by the Organisation for Economic Co-operation and Development (OECD), pertains to the established framework and methods that control the activities and administration of business enterprises. The corporate governance framework establishes the allocation of rights and obligations among various stakeholders, including the board of directors, management, shareholders, and other pertinent entities. Furthermore, it outlines the fundamental ideas and systematic approaches utilized in making decisions pertaining to the operations of an organization. Uche (2004) and Wolfensohn (1999) both presented a similar viewpoint in their analysis of the subject matter pertaining to corporate governance. As per their claim, corporate governance comprises the systematic methods implemented by an organization to establish its objectives, devise the strategies for attaining those objectives, and evaluate the level of achievement in accordance with the intended outcomes. business governance plays a crucial role in the business domain as it addresses the possibility of conflicts of interest that may arise among the diverse stakeholders within the organizational structure. The dispute can be attributable to two fundamental variables, as indicated by the findings of Imam and Malik (2007). At the outset, there was discrepancies in the goals and considerations of the individuals. Another worry arises over the limited knowledge participants have about each other's backgrounds, pastimes, and areas of interest.

In order to tackle these tensions, Jensen and Meckling (1976) undertook an investigation of the processes utilized for upholding the segregation between corporate ownership and management. Scholars contend that in the event of a lack of alternative corporate governance procedures, the division of power allows chief executive executives (CEOs) the independence to put their own interests over those of shareholders.

Bostan and Grosu (2010) introduced a unique viewpoint about the aims of governing systems. The authors argue that the aims involve offering counsel and supervising integrity management to optimize the value created for shareholders, while also developing a transparent and efficient communication channel. An open communication system functions as the principal method for resolving instances of accounting fraud. The interconnection between information and fraud prevention persists, regardless of the particular type of corporate governance utilized and the control mechanisms and organizational structures implemented.

A range of indicators may be employed to assess the corporate governance practices of a firm. Kajola (2008) conducted a succinct examination of many essential elements.

Board Size

The subject of inquiry concerns the measurements of a board.

According to Kajola (2008), it is crucial to limit the size of the board in alignment with the operational scope of the organization.

The use of bigger boards enhances the monitoring process; nevertheless, it also presents the possibility of inefficient communication and delayed decision-making. The empirical research undertaken on the relationship between board size and business value reveals a negative correlation between the two variables. According to Lipton and Lorsch (1992), it is argued that CEOs may have a higher ability to exert influence on bigger boards of directors, as these boards may be less successful in their decision-making processes. As the size of the board expands, the challenge of effectively managing, digesting, and addressing the strategic considerations of the organization gets ever intricate. In a research done on Finland, Yermack (1996) discovered a negative link between board size and profitability. Previous studies have also identified comparable results, suggesting a positive association between robust organizational performance and smaller boards (Mak and Kusnadi, 2005; Eisenberg, Sundgren, and Wells, 1998). The study done by Sanda et al. (2003) in Nigeria found a favorable correlation between company performance and smaller board sizes, as opposed to bigger ones.

Board Composition

The topic of board composition pertains to the makeup and structure of an organization's governing board. The aforementioned factors encompass a range of options and alternatives.

The composition of the board is a critical element in corporate governance. According to Young (2003), the concept of increased director autonomy possesses an inherent appeal. Supporters of agency theory argue that the implementation of corporate governance is expected to result in improved long-term performance or increased stock values. This phenomenon can be attributed to the enhanced supervision of managers, resulting in a reduction in agency costs. However, there is a significant divergence in the results of empirical research that examine the impact of board composition and membership on a company's value or performance. These findings often contradict the expectations based on agency cost concerns. Several studies have demonstrated that organizations characterized by a substantial proportion of external leadership have enhanced performance (John and Senbet, 1998; Mehran, 1995; Resenstein and Wyatt, 1990; Weiback, 1988). Contrarily, Pinteris (2002) discovered no empirical support for the existence of a correlation between profitability and company value. According to Forsberg's (1989) study, there was a lack of empirical support for a significant association between various performance indicators and the percentage of external directors. Bhagat and Black (2002) and Hermalin and Weisbach (1991) both arrived at same conclusions in their own investigations, indicating that businesses experiencing subpar performance demonstrated a higher propensity to enhance the autonomy of their boards.

Several research studies have indicated that there is no statistically significant correlation between the augmentation of external board members and the achievement of corporate performance (Klein, 1998; Baysinger and Butler, 1985; Mac Avoy, Dana, Cantor and Peck, 1983). Hence, it may be deduced that the company's performance is influenced by varying influences of the external director ratio.

The Audit Committee

Klein (2002) discovered a negative relationship between earnings management and the audit committee in one of the few research on the subject. According to Anderson, Mansi, and Reeb (2004), completely independent audit committees typically result in lower debt financing costs.

CEO Status

When one person occupies both the critical posts of chairman and CEO, agency difficulties are predicted to develop. Numerous studies have been conducted to investigate the separation of duties between the chairman of the board and the CEO. Yermack (1996) conducted tests on a sample of 452 US corporations and discovered that having a distinct CEO and board chairman increased the company's worth.

Asia's Corporate Governance

The Asian Financial Crisis of 1997 caused a great deal of consternation among Asian firms and governments. The crisis exposed serious institutional and policy flaws in this region, prompting a number of reforms. Since 1999, the notion and practice of corporate governance have evolved dramatically in this region. Many laws, rules, and regulations had been created, as had standards and enforcement.

The experiences of the Organization for Economic Cooperation and Development (OECD), significant insights from the 2014 OECD-Asian Corporate Governance Roundtable, and corporate governance success stories from numerous Asian nations as reported by the International Finance Corporation (IFC) are presented in this paper.

Observations from the 2014 OECD-Asian Corporate Governance Roundtable

Every Asian Roundtable economy regularly updates its securities and corporate legislation to take into account new developments. Roundtable economies have demonstrated the importance of being able to draw on the experiences of other jurisdictions by extensively using laws and practices from other economies as a source of inspiration when creating their own systems.

Here are some recent examples of legal change in various Asian countries:

● The Companies Act of Malaysia was amended in 2007 and 2010 to strengthen and clarify the regulation of related party transactions, to provide shareholders additional rights, and to more precisely define the duties of the board.

● The 2007 modifications to Thailand's Securities and Exchange Act strengthened investor protection, enhanced listed companies' corporate governance, and mandated key governance recommendations.

● In 2012, the Companies Ordinance was revised by the Hong Kong Legislative Council. The new Ordinance enhances company information transparency, boosts shareholder involvement in decision-making, and strengthens director responsibilities.

● Based on recommendations from the 2007-created Steering Committee, the Singapore Ministry of Finance unveiled a draft Companies Bill in May 2013 that would amend the existing Companies Act. While laws and principles ensuring transparency and accountability, including the duties of directors, would be tightened, the regulatory burden on firms would be decreased.

● The Companies Act of 2013 in India implements significant modifications in almost every domain of corporate governance. Reforms include raising the bar for independent directors, increasing director responsibilities, allowing shareholder class action lawsuits, and expanding the use of e-governance to new business functions.

● Leading organizations in Bangladesh striving to enhance corporate governance include the Securities and Exchange Commission (SEC), Bangladesh Bank (BB), the Institute of Chartered Accountants of Bangladesh (ICAB), the Bangladesh Enterprise Institute (BEI), and the Institute of Cost and Management Accountants of Bangladesh (ICMAB). Among their endeavors include the creation of a corporate governance code specifically for Bangladesh, a number of publications, seminars, announcements, and other events (Bhuiyan and Biswas, 2007).

● Commissioners and directors now have fiduciary duties and responsibilities under the 2007 amendment to the Indonesian Company Law. The general shareholder meeting, the board of commissioners, and the board of directors were given equal standing under Indonesia's new company law for the first time.

● Changes to the Company Act in Chinese Taipei between 2005 and 2012 included cumulative and electronic voting, as well as enhanced director duty.

Achievements made possible with IFC

The International Finance Corporation (IFC) persists in allocating substantial financial resources to bolster corporate governance initiatives in less developed countries, with a particular emphasis on East Asia and the Pacific, Latin America, and Sub-Saharan Africa. This objective is accomplished by closely coordinating advisory services and investment operations, with a specific emphasis on improving intermediate capacity development to boost operational effectiveness.

In the year 2013, our organization witnessed a substantial rise of about four times in its involvement with corporate governance at the organizational level. The Corporate Governance Development Framework has been accepted by a current total of thirty-one development finance institutions, as per the strategy followed by the International Finance Corporation (IFC).

Local partners in Central Asia have been providing independent corporate governance services inside their own local markets, which include training and consultancy. Our organization formed a partnership with the Association of Public businesses in China in order to conduct research on specific corporate governance issues, offer training to board directors, supervisors, and senior executives of domestically listed businesses, and update the China Corporate Governance Guidelines for Listed Companies. Furthermore, our team has published a White Paper on Corporate Governance in China.

Guide to strengthening the framework of corporate governance

The goals outlined in the 2003 White Paper were subsequently changed in 2011 upon the publication of "Reform Priorities in Asia - Taking Corporate Governance to a Higher Level." This action was undertaken subsequent to the careful examination of impediments and progress, as well as the implementation of an extensive consultation procedure including the members of the Roundtable. The objective of the 2011 report is to provide ongoing support to practitioners and decision-makers in their efforts to enhance corporate governance. This is achieved by incorporating the changes that have taken place in the area since 2003. The updated hierarchy of significance for reform is as follows:

It is imperative for all jurisdictions to make concerted efforts to effectively and efficiently establish and enforce laws and regulations concerning corporate governance in a proactive and conspicuous manner. Organizations tasked with the regulation, investigation, and enforcement of various matters should possess enough financial resources, maintain a reputable standing, demonstrate accountability, and exhibit effective collaboration with both internal and external stakeholders. In order to ensure reliability and efficacy, a robust legal system must provide support.

There is a need for enhancements to be implemented in order to improve the transparency, timeliness, and quality of disclosure.

Jurisdictions should actively promote the use of novel and optimal methodologies for non-financial disclosure.

It is imperative for member nations of the Asian Roundtable to continue making progress towards achieving full compliance with global accounting and auditing standards and processes. In order to optimize board performance, it is necessary to engage in suitable additional training and undergo comprehensive board evaluations. The major objective of the board nomination process should prioritize the identification of appropriate candidates, emphasizing openness and transparency. This procedure need to encompass comprehensive disclosure of pertinent information on possible board members, encompassing their credentials. It is imperative that boards of directors enhance their engagement in risk oversight, internal control monitoring, and strategic planning. According to the boards, it is imperative to conduct independent reviews of transactions involving management, directors, controlling shareholders, and other insiders.

Ensuring adequate protection for minority shareholders against possible expropriation by insiders and controlling stakeholders is of utmost importance, necessitating robust legal and regulatory frameworks.

In the context of corporate governance, it is imperative for institutional investors to actively advocate for and facilitate shareholder engagement.

Conclusion

In the last decade, the Asian region has developed an appreciation for the need of strong corporate governance. It is imperative for institutions in both the public and private sectors to consistently emphasise the need of delivering the business case to firms, board members, gatekeepers, shareholders, and other relevant stakeholders on the advantages associated with effective corporate governance.

Professional organisations are entities that cater to the needs and interests of individuals working in certain fields or industries. The application and monitoring of accounting and auditing standards must be ensured. Controlled by other entities other than the professional body. Significant stakeholders, including rating agencies and external auditors, Advisers and intermediaries should be responsible for delivering information and advice to shareholders that is devoid of any conflicts of interest. In a company setting, corporate governance may function as a unifying force.

References

Anderson, R., Mansi, S. and Reeb, D. (2004). Board characteristics, accounting report integrity and the cost of debt. Journal of Accounting and Economics, 37, 315- 342.

Baysinger, B. and Butler, H. (1985). Corporate governance and the board of directors: Performance effects of changes in board composition. Journal of Law, Economics and

Organisation, 1, 101- 124. Bhagat, S. and Black, B. (2002). The non- correlation between board independence and longterm firm performance. Journal of Corporation Law, 27, 231- 274.

Bhuiyan, M. H. U. and Biswas, P. K. (2007). Corporate governance and reporting: An empirical study of the listed companies in Bangladesh. Journal of Business Studies, 28(1), 1-32.

Bostan, I. and Grosu, V. (2010). The Role of Internal Audit in Optimization of Corporate Governance at the Groups of Companies. Theoretical and Applied Economics, XVII 2(543), 89-110.

Eisenberg, T. Sundgren, S. and Wells, M. (1998). Larger board size and decreasing firm value in small firms. Journal of Financial Economics, 48, 35- 54.

Fosberg, R. (1989). Outside directors and managerial monitoring. Akron Business and Economic Review, 20, 24- 32.

Hermalin, B. E. and Weisbach, M. S. (1991). The effects of board composition and direct incentives on firm performance. Financial Management, 20, 101- 112.

Imam, M. O. and Malik, M. (2007). Firm Performance and Corporate Governance through Ownership Structure: Evidence from Bangladesh Stock Market. International Review of Business Research Papers, 3(4), 88-110.

Jensen, M. C. and Meckling, W. H. (1976). Theory of firms, managerial behaviors, agency costs and ownership structure. Journal of Financial Economics, October, 305-306.

John, K. and Senbet, L.W. (1998). Corporate governance and board effectiveness. Journal of Banking and Finance, 22, 371- 403.

Kajola, S. O. (2008). Corporate governance and firm performance: The case of Nigerian listed firms. European Journal of Economics, Finance and Administrative Sciences, 14, 16-28.

Klein, A. (1998). Firm performance and board committee structure. Journal of Law and Economics, 41, 275- 303.

Klein, A. (2002). Audit committee, board of director characteristics and earnings management. Journal of Accounting and Economics, 33, 375- 400.

Lipton, M. and Lorsch, J. W. (1992). A modest proposal for improved corporate governance, Business Lawyer, 48(1), 59- 77.

Mac Avoy, P., Dana, J., Cantor, S. and Peck, S, (1983). ALI proposals for increase control of the corporation by the board of directors: an economic analysis. Statement of the Business Roundtable on the American Law Institute's proposed Principles of Corporate Governance and Structure Restatement and Recommendation.

Magdi, R. and Nadareh, R. (2002). Corporate governance: A framework for implementation. Britain World Group Journal, 20, 123- 132.

Mak, Y. and Kusnadi, Y. (2005). Size really matters: further evidence on the negative relationship between board size and firm value. Pacific- Basin Finance Journal, 13, 301- 318.

Mehran, H. (1995). Executive compensation structure, ownership and firm performance. Journal of Financial Economics, 38, 163- 184.

OECD (1999). Principles of corporate governance.

Pinteris, G. (2002). Ownership structure, board characteristics and performance of Argentine banks. Mimeo, Department of Economics, University of Ilinois.

Rosenstein, S. and Wyatt, J. (1990). Outside directors: Board independence and shareholder wealth. Journal of Financial Economics, 26, 175- 191.

Sanda, A. U., Mikailu, A. S. and Garba, T. (2005). Corporate governance mechanisms and firm financial performance in Nigeria. AERC Research Paper, 149, Nairobi.

Weisbach, M. (1988). Outside directors and CEO turnover. Journal of Financial Economics, 20, 431- 460.

Wolfensohn (1999). Corporate governance is about promoting corporate fairness, transparency and accountability. Financial Times, 21st June.

Uche, C. (2004). Corporate governance in Nigerian financial industry. Chartered Institute of Bankers of Nigeria Journal, 2, 11- 23.

Yermack, D. (1996). Higher market valuation of companies with a small board of directors. Journal of Financial Economics, 40, 185- 211.

Young, B. (2003). Corporate governance and firm performance: Is there a relationship? Entrepreneur.com, University of Western Ontario.