



Comments on Jackson and Miyajima

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main messages

- considerable changes of CG going on in Japan.
- changes uneven across different elements of CG, and fall short of “convergence” on Anglo-American CG.
- changes different across different groups of firms, leading to greater heterogeneity.
→ J-type hybrid, J-firm, A-type hybrid

immediate questions

- J-type hybrid, J-firm, A-type hybrid: internally coherent systems?
- does low performance imply local (not global) maxima, uncoordinated change, or coordinated but too small change?
- are changes in the right direction?
- less institutional isomorphism temporary or not?

need theoretical analysis to evaluate changes.

notes on complementarities

- Milgrom and Roberts
- complementarities (and non-concavity) make changes difficult.
 1. no change in just one dimension, **no matter however large**, can improve performance.
 2. no **simultaneous but small** change in multiple dimensions can improve performance.
- **local** experimentation is not enough
→ **centralized and coordinated** search and change is a must.
- changes of a **“tightly coupled”** system like Japanese CG are even more difficult.

what is corporate governance?



Jackson-Miyajima take a broader view of CG, as involving

1. multiple stakeholders, as well as
2. institutionalized rules and beliefs that shape their role in corporate decision making.

Tirole (2001): “design of institutions that induce or force **management** to internalize the welfare of stakeholders”



multiple stakeholders?



- obvious for the overall efficiency in the **first-best** world.
- more substantial question: how costly is it to implement the values of various stakeholders, in **more realistic second-best** world (with incentive and information problems)?
- should CG induce management (who is to be governed) to pursue shareholder value or stakeholder values?

what do Jackson-Miyajima say on this important issue?



management is to be governed



- a trend in the U.S. corporate governance: a significant role of the board on corporate decision making.
- in particular, on selection, monitoring, retention/dismissal of the CEO.

today we have not heard much about the main players to be governed, **top managers**.



learning from the U.S. experiences



- 1980s: merger wave, use of leverage and hostile takeover.
- why did markets become more active?
 - excess capacity explanation: returning the “free cash flow” to investors.
 - disappointment with conglomerates: return to specialization.
 - rise of institutional shareholders: shift of power balance



learning from the U.S. experiences

- 1990s: hostile takeovers and LBO largely disappeared. Why?
 - firms adopted shareholder-friendly policies.
 - incentive-based compensation: equity-based, stock option
 - capital-conscious programs
 - significant role of the board on corporate decision making: selection, monitoring, and retention/dismissal of the CEO.

new (economic) theories



1. **interaction** of formal governance and **relational** governance:
 - relational governance must be **self-enforcing**.
[reneging temptation] < [future loss]
 - formal governance may affect reneging temptation and/or future loss.



new (economic) theories



2. self-disciplined governance

- corporate culture of “for the good of the public” (Niihara)
- non-economic behavioral motives of managers and employees



back to shareholder value vs. stakeholders



- costs of the shareholder value approach:
biased decision
- costs of the stakeholders approach:
 - measurement problem (accounting, market)
 - possibility of deadlock under shared control



back to shareholder value vs. stakeholders

- more realistic route: the shareholder value approach, with protection of noncontrolling stakeholders
 - detailed contracting
 - exit
 - flat claim

back to shareholder value vs. stakeholders



- commitment to LTE may serve as a protection of employees
- need self-enforcing conditions and/or behavioral motives

combination of the formal governance targeting shareholder value and LTE supported by relational or self-disciplined governance may be internally coherent.

