What is the role of boards in corporate governance? How should they be used and developed in order to maximise value creation? This book looks at boards in a variety of countries and contexts, from small firms to large corporations. It explores the working style of boards and how they can best achieve their task expectations. Board effectiveness and value creation are shown to be the results of interactions between owners, managers, board members and other actors. Board behaviour is thus seen to be a result of strategising, norms, board leadership, and the decision-making culture within the boardroom. Combining value creation, behavioural and ethical approaches to the study of boards, this work offers a systematic framework that will be of value to reflective practitioners, graduate students and researchers in the fields of business ethics, strategic management and corporate governance.

Morten Huse is Professor of Innovation and Economic Organisation at the Norwegian School of Management and Visiting Long-Term Research Professor in the Department of Strategy at Bocconi University, Milan.
‘This is an extraordinarily insightful book on an important and timely topic: what boards do and how they add value in different organizational settings. Cognizant of the legal and political debates on corporate governance, Morten Huse pays special attention to board dynamics and how they influence the processes directors follow in making their decisions, bringing a fresh perspective on boards as a key instrument of governance. Huse’s attention to smaller and privately held companies is an important contribution, as is his discussion of effective ways to revitalize boards. The artful analysis of the various systems of governance worldwide is another contribution. This is an important book with a clear and an important message. Huse reaches the top of his craft, eloquently enriching the debate on the importance and future of boards. This book is a must-read for scholars, managers and public policy-makers.’ (Shaker A. Zahra, Professor and Robert E. Busck Chair in Entrepreneurship, Co-Director, Center for Entrepreneurial Studies, and Co-Director, Center for Integrative Leadership, University of Minnesota, Minneapolis)

‘At last, a book about the human side of corporate governance. This is a refreshing and intellectually invigorating read for anyone who is serious about understanding the vital role of boards and governance in value creation.’ (Andrew Crane, George R. Gardiner Professor of Business Ethics, Schulich School of Business, York University, Toronto)

‘Morten Huse presents us with a major work in the area of corporate governance, which is the result of not only an in-depth research programme conducted by one of the top-class scholars in the field, but also of twenty years’ experience studying boards throughout Europe. Huse provides us with a unique synthesis. This work reflects the kind of wisdom that is acquired only through years of interaction with directors on a both professional and personal level. There is no doubt that it will become a reference work for researchers as well as for practitioners who are involved on a day-to-day basis with boards and questions of governance.’ (Pierre-Yves Gomez, Professor in Strategic Management, Director, Institut Français de Gouvernement des Entreprises, EM Lyon Business School)

‘Prof. Huse’s book is based on two key premises, that the main task of a board of directors is to create value for the firm, and that to understand this value creation process one needs to look inside boards and understand how the team of directors works. Both premises are true and important. Thanks to the serious research he and his colleagues have carried out in the past twenty years, this book is a major contribution to our understanding of the realities of the fundamental task of corporate governance. A book every director should read!’ (Joan E. Ricart, President, European Academy of Management and Strategic Management Society, and Carl Schröder Chair of Strategic Management, IESE Business School, University of Navarra, Barcelona)

‘This book successfully combines the value creation and the behavioural and ethical approaches to the study of boards, offering a systemic framework which contributes both to the practitioner and the academic debate. I’m especially pleased to see that the subject of corporate governance is deployed with reference to all classes of firms and to different stages of their life, whereas most literature is still concentrated on large listed companies. The book suggests a wide range of different views and interpretations of the roles of boards and governance in our society.’ (Giuseppe Airoldi, Professor of Business Administration, Institute of Strategic Management, Bocconi University, Milan)
## Contents

**List of tables**  
*page xi*

**Preface**  
xiii

1 **Investigating boards of directors**  
A framework: the value-creating board  
Opening the black box  
Main concepts  
Value creation and board effectiveness  
Actors, behaviour and the human side  
Contexts and resources  
Evolution  
Summary  

2 **Internal and external actors**  
Who and what really count?  
What is corporate governance?  
*Internal and external actors*  
*Corporate governance definitions*  
*A comparison of the definitions*  
Corporate governance: a struggle between ideologies  
*Waves of corporate governance activism*  
*CSR, family business and psychological ownership*  
New paradigms of governance  
*Understanding and reforming boards and governance*  
*Rethinking management and governance*  
Summary  

3 **Board task expectations and theories**  
Accountability  
*Accountability and effectiveness*  
*Accountability, ideology and stakeholder interactions*
## Contents

### Issues and perspectives on corporate governance and board tasks

- Focus on external issues, internal issues and decisions 37
- A typology of board tasks 38

### Theories about board task expectations

- Property rights, law and managerial hegemony 41
- Agency theory 45
- Stakeholders and stewards 52
- Institutional theories 57
- Strategies and resources 61

### Summary

64

### 4 The board members

- The market for board members: election or selection? 70
  - Who appoints board members? 70
  - Who is appointed? 71
  - Mechanisms and reforms in appointing board members 72

- The demand side
  - Characteristics 73
  - Compensation – motivation 77
  - Composition 82

- The supply side
  - Reasons for becoming a board member 88
  - How to become a board member 89
  - What to look for before accepting 89

- The case of women directors 91
  - Background 91
  - Women on corporate boards 92

### Summary

95

### 5 Contexts and resources

- Resources 99
  - Resources and results 100
  - Design parameters 100

- CEO tenure and other characteristics 101
  - Tenure 101
  - CEO ownership 102
  - Top management team competence 102

- National, geographic and cultural differences 102
  - Comparison between countries 103
Contents

The stakeholder picture 104
Tiers and delegation 105
Industry and a competitive environment 107
Different industries 107
Competitive environment 108
Firm size 109
Small and medium-sized firms 109
Firm life cycle 110
Crisis 111
Life cycle phases 112
Thresholds and IPOs 114
Ownership 114
Ownership structure 115
Institutional owners 116
Venture capitalists 116
Family firms 118
Subsidiaries and corporate ownership 120
Other ownership types 120
The case of small firms: tasks and identities of ‘outside’ directors 121
Family firms 122
Venture-capital-backed SMEs 122
Subsidiaries, joint ventures, partnerships, etc. 123
‘Outside’ directors in SMEs 123
Summary 129

6 Interactions: trust, power and strategising 130
Towards a behavioural theory of boards and governance 132
The behavioural theory of the firm perspective 132
Elements in a behavioural theory of boards and governance 135
Building blocks in the subsequent presentation 139
Interactions inside and outside the boardroom 140
Actors and arenas 141
Trust 146
Emotions 152
Power and strategising 154
Influence and power 155
Power and the boardroom 157
# Contents

The U’n’I case: power and strategising 163

*Power bases* 164

*Strategising techniques* 169

Summary 172

7 **Structures and leadership** 175

Rules, norms, structures and leadership 176

*Formal and informal structures and norms* 176

*Institutional action theory* 177

*Procedural justice* 178

*Structures or leadership* 179

‘Rules of the game’ 179

The evolution of codes 181

*Main types of codes* 182

*Some influential codes or laws* 184

Board structures 186

*CEO duality and independent chairs* 187

*Committees* 188

*CEO work description* 190

*Board instructions* 190

*Board maintenance mechanisms* 194

Board leadership 197

*Board leadership structure and CEO duality* 198

*Leadership roles and style* 199

*Leadership during meetings* 202

*Leadership between meetings* 203

The case of board evaluations 204

Summary 206

8 **The decision-making culture** 208

The board as a team 210

*Cognition* 210

*Characters* 211

*Culture concepts* 213

The board decision-making culture 215

*Criticality and independence* 215

*Creativity* 216

*Cohesiveness* 217

*Openness and generosity (use of knowledge and skills)* 218
Contents

   Preparation and involvement (effort norms) 220
   Cognitive conflicts 222
   Paradoxes and dynamics 224
      Paradoxes 224
      Vicious or virtuous dynamics 226
   The case of process-oriented boardroom dynamics 228
      Observing the boardroom culture 229
      How to create a process-oriented decision-making culture 230
         Decision- versus process-oriented culture 233
   Summary 235

9 Actual task performance 237
   Strategy involvement 239
      Strategic management and strategic control 240
      Embedding the board’s strategic decision-making 242
      Diversity and cognitive perspectives on boards and strategy 244
   Control involvement 247
      Stakeholder analysis and strategic process 247
      Control, entrenchment and tools for evaluations 248
      Perceptions about board control involvement 249
      Output and quantitative types of control 250
      Behavioural and qualitative kinds of control 252
   Service involvement 255
      Resource dependence tasks 255
      Advice and counsel 257
      Mentoring and collaboration in strategic management 259
   The case of board task involvement 260
      Variables and measures 261
      Analyses 263
      The context 263
      The board members 265
      Board structures and leadership 266
      Board decision-making culture 267
      Predictors of board task performance 267
   Summary 268
## Contents

10 The value-creating board  
  External and internal value creation  
    Boards and corporate financial performance  
    Boards and corporate social performance  
    Boards and internal economic value creation  
  Value creation throughout the corporate value chain  
    Board member competence and the value chain  
    The board working style and value creation  
  Summary  

11 The human side of corporate governance  
  Main points in the various chapters  
    Framework and definitions  
    Board task expectations and theories  
    ‘More than the usual suspects’  
    Interactions: the chapter in the centre  
    Board working style  
    Board task performance and value creation  
  Contributions  
    Conclusions  
    Novel concepts and typologies  
    Redirecting attention  
    A research agenda  
  Reflections  
    Arenas for board ethics  
    ABC and the ‘value-creating’ board  
    The human side of corporate governance  
  Notes  
  References  
  Index
Tables

2.1 Various anti-takeover defences                    page 19
2.2 A comparison of corporate governance definitions 23
3.1 Typology of board tasks                         39
3.2 Board task theories and value creations        41
3.3 A summary of board task theories                66
5.1 Cross-national comparison of corporate governance 104
5.2 Two-tier systems                                106
5.3 Board life cycle                                111
5.4 Different types of business angels              118
5.5 Ownership types arranged according to nature of ownership and nature of board involvement 121
5.6 Tasks and identities of ‘outside’ directors in SMEs 124
6.1 Actors and arenas                               142
6.2 Frequency of interaction with chairperson involvement: examples 144
6.3 Power bases                                     165
6.4 Strategising techniques: processes of stakeholder management 170
7.1 ‘Rules of the game’                             180
7.2 Board evaluation systems                        205
8.1 Functional director types                       213
8.2 Dysfunctional director types                    214
8.3 Process-oriented versus decision-oriented boardroom culture 234
9.1 Board strategy involvement perceptions          242
9.2 Choice, change and control as parts of strategic conduct 243
9.3 Differences in the evaluation of board effectiveness in strategy contribution 246
9.4 Board control involvement perceptions           250
9.5 Board service involvement perceptions          256
9.6 Predictors of board task involvement            264
List of tables

<table>
<thead>
<tr>
<th>Table</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.7</td>
<td>Summary of board task concepts</td>
<td>270</td>
</tr>
<tr>
<td>10.1</td>
<td>Types of value creation</td>
<td>274</td>
</tr>
<tr>
<td>10.2</td>
<td>Elkington’s triple bottom line</td>
<td>277</td>
</tr>
<tr>
<td>10.3</td>
<td>Board task performance and strategic content</td>
<td>280</td>
</tr>
<tr>
<td>10.4</td>
<td>Board task performance and corporate innovation</td>
<td>284</td>
</tr>
<tr>
<td>10.5</td>
<td>Board tasks and the corporate value chain</td>
<td>285</td>
</tr>
<tr>
<td>10.6</td>
<td>Boards and value creation</td>
<td>290</td>
</tr>
<tr>
<td>11.1</td>
<td>Board typology: aunt, barbarian and clan</td>
<td>310</td>
</tr>
</tbody>
</table>
A past president of a large multinational corporation recently confronted me with the view that corporate leaders and board members have not learnt anything from research into corporate governance. This observation has at least two aspects to it. The first is that corporate governance research needs to be relevant and actionable. The second is that research-based findings must be communicated. Through this book my aim is to communicate actionable research and knowledge about boards and governance.

My objective is to stimulate thinking, rather than to produce a handbook that purports to present definitive answers to various questions. This is a research-based book that, it is hoped, will help the reader reflect on and gain a deeper understanding of boards and governance. But it is also a book that communicates actionable knowledge with regard to boards of directors. Thoughtful readers are the target group; these may be board members, potential board members, business school students, researchers, or others who may have an interest in boards. The book has an ambitious objective: it is written in a management tradition with an emphasis on strategic decision-making, organisation theory and organisational behaviour. Value creation, including entrepreneurship and corporate social responsibility issues, are used to frame the presentation.

Boards of directors in different countries and contexts
The tasks facing boards of directors have received considerable attention of late, and in a range of countries. The attention has to a considerable extent focused on large corporations following the corporate governance debate, but there is also an increasing emphasis on boards in small and medium-sized enterprises (SMEs), including family businesses. Few business topics seem to be so urgent to explore and understand today as boards and governance.
The focus of this book is boards and some aspects of governance or corporate governance. When I say ‘the board’ I mean the board of directors – the organisational body that, in most countries, is usually expected to hire, fire and compensate the chief executive officer (CEO) or the top manager, to set objectives for the firm and to ask discerning questions. However, the formal setting may vary between nations. The book has, therefore, been written so as to meet the differing needs of different countries and different firm sizes. Examples are taken from various countries and from firms of various sizes.

Corporate governance systems vary between countries. A delegated system exists in most places in continental Europe, whereas there are no formal delegation requirements in the United States or the United Kingdom. In this book I address both delegated and non-delegated systems, and I put forward the proposition that, in trying to understand value creation and the human side of governance, the similarities may be greater than the differences. When I write about boards I am referring to the supervisory boards to be found in the German and other two-tier board systems. When I write about the CEO and management, in the two-tier board system it will often refer to the executive boards.

Frequently I talk about firms. However, many of the concepts and relationships presented are more general and may also be applied to boards of voluntary or public organisations, or even project teams. Even though I do not always specifically address boards in SMEs, the book is written in the clear understanding that most firms fall into this category. The book is premised on a corporate governance setting, but boards and governance are also important for activities and enterprises other than large corporations.

Value creation and the human side of corporate governance
The title of this book underlines the emphasis on value creation. The value creation concept is introduced for three reasons. First, it is written in a tradition that sees organisations as tools to create value. This book is intended to be a contribution to board effectiveness and accountability. Second, I see value creation as a broad concept, in which different stakeholders may all make a variety of contributions to the value creation concept. Third, the value creation concept focuses on the board’s task in creating value throughout the whole value chain and not just in the value distribution phase.
Preface

This book has an open system approach to understanding actual board behaviour and the human side of corporate governance. Understanding actual board behaviour means understanding the underlying processes that go on behind boards’ public actions and statements. It goes beyond assumptions about what boards are doing, and it explores boards’ working style and how closely in practice boards meet their task expectations. An open system approach also means that we may go outside the boardroom, and even the board members, in order to understand how the boards’ decision-making is influenced and formed.

The evolution of the book

This book has been in gestation for more than fifteen years. In 1989 I started teaching my first Master of Science class about boards and governance in Norway, at Bodø Graduate School of Business. I had then just started my research agenda on boards of directors. Since then between twenty and thirty research projects on boards and governance have followed, and the results of these projects have been presented in various articles and publications. This book presents the accumulated findings and conclusions resulting from this research, teaching and consulting. Many sections of this book are based on, and make use of, work that was developed with colleagues and published in various articles. I am very grateful for the contributions of these colleagues. The notes found at the end of this volume indicate the articles and the colleagues that various sections draw on. Here I would particularly like to mention Huse and Rindova (2001) in chapter 2, Gabrielsson and Huse (2005) in chapter 4, Van Ees, Gabrielsson and Huse (unpublished) in chapter 6, Huse and Eide (1996) in chapter 6, Huse, Minichilli and Schøning (2005) in chapter 8 and Huse, Minichilli and Gabrielsson (forthcoming) in chapter 10.

The first full textbook based on this teaching and research was published by the Nordland Research Institute, Bodø, in 1993 (in Norwegian). The title then was (in English) *Aunt, Barbarian or Clan: About Boards of Directors*. The Norwegian publisher Fagbokforlaget, based in Bergen, decided to publish a revised version of this book in 1995. A new version, incorporating major revisions, was published in 2003. The title was then changed to *The Board: Aunt, Barbarian or Clan?* Both versions from Fagbokforlaget are in Norwegian.

*Boards, Governance and Value Creation: The Human Side of Corporate Governance* is based on new and different concepts, and was
conceived with a non-Scandinavian audience in mind. The core ideas and the basic framework of the book have been developed and refined in published articles and conference presentations, and through MBA teaching and research seminars at universities in Norway, Sweden, Finland, the Netherlands, France, Switzerland, Italy, Ireland and the United States.

Research projects
This book is not the result of a single research project but, rather, has evolved through experiences gained from many projects. Several of my own projects will be referred to throughout the book, and when referring to them I use certain labels or nicknames. These are listed below.

- The ‘distanced closeness’ study, which was my doctoral dissertation. It had a deductive-theory-driven empirical design, and in it I tried to solve the paradox of simultaneous independence and inter-dependence in board–management relationships.
- The ‘bankruptcy’ study had a matched-pair design. I studied board compositions in small firms that had filed for bankruptcy, and for each of the forty-four bankrupt firms a twin firm was found. A time series approach was used and the findings were supplemented with qualitative data.
- The ‘one of the lads’ study was designed to explore interactions inside and outside the boardroom. Participant observation methodology was used while I was the board chairperson in three small firms in different life cycle phases. Various illustrations from this study are presented in chapters 5 and 6.
- The ‘U’n’I’ study was a reconstructive case study based on newspaper articles, reports and interviews with actors and informants. The objective of the study was to explore the power bases and techniques that the CEO in a large financial corporation uses to circumvent the corporate governance mechanisms. An extract of this study is presented in chapter 6.
- The ‘board life story’ study was based on collecting and analysing the life stories of women corporate directors. The objective was to explore the experiences of women directors and to get a gendered perspective on boards of directors. Illustrations from this study are presented in chapters 6, 7 and 8.
Preface

- The ‘fly on the wall’ study\(^7\) was based on observations over a period of one year in the boardroom of the TINE Group. The objective was to explore boardroom dynamics. Interviews with all the board members and the top management team (TMT) were also conducted. Extracts from this study are presented in chapter 8.
- The ‘value-creating board’ programme\(^8\) consisted of large-scale data collections in various surveys. The surveys took place in Norway and various other European countries. The survey instrument followed the framework adopted in this book. In Norway the responses were collected from CEOs, board chairs and other board members. The responses were collected at two points in time. Results from this study are presented in chapters 9 and 10.

Other studies have also been conducted, including the subsidiary board study,\(^9\) the environmental reporting studies,\(^10\) the venture capitalist studies\(^11\) and the innovation studies.\(^12\) When referring to the various projects I sometimes use the first person singular, ‘I’, and sometimes the plural, ‘we’. Generally, ‘we’ is used when the contribution was made in conjunction with colleagues.

Framework and outline

In this book I use a framework for the understanding of behavioural perspectives on boards so as to guide the reader. The framework is presented in chapter 1, and each of the subsequent chapters is devoted to one of the main elements in the framework. Theoretical and practical issues are presented in each chapter. Chapters 4 to 9 include in-depth case studies. These case studies employ and summarise concepts from the preceding presentations, and they are used to investigate certain topics more deeply.

Sometimes the first person plural form, ‘we’, is used, which denotes that I am including the reader in the presentation. However, sometimes the singular pronoun ‘I’ is the most natural – in particular when it refers to my own private experience. Books, chapters, sections or tables are considered to be passive objects that cannot say, indicate, present or show anything by themselves; nevertheless, in order to simplify long and difficult sentence constructions, I let these objects constitute the subject of many sentences.
There are many people who have supported me in the writing of this book, and they have contributed in various ways. First I would like to express my thanks to my family, who have seen me at work on this book for years; the manuscript has accompanied me all the time! Next I thank Jonas Gabrielsson, my former student, colleague and friend. His thinking has continually stimulated me in my writing, and he has made useful comments not only during the preparatory period but also, in more detail, on late drafts of my manuscript. I would also like to thank Shaker Zahra, for a long-standing friendship and many lengthy and interesting discussions, which led to this manuscript. Then I would like to put on record my gratitude to all those whom I have worked with at the Norwegian School of Management on the ‘value-creating board’ project. They include Cathrine Hansen, Ping Wenstøp, Margrethe Schøning, Edle Gjøen, Lise Haalien, Jon Erik Svendsen, Elbjørg Gui Standal, Jon Erland Lervik, Ingrid Jevnaker and Thomas Sellevold. Thanks must also go to the Norwegian Research Council and other sponsors of the project.

In addition, I would like to acknowledge my colleagues at Bocconi University, participants at the three Norefjell workshops on behavioural perspectives on board research, and the colleagues who are carrying out comparable research in other places. I thank all those who have read my manuscripts at various stages along the way, mentioning in particular Hans van Ees, Anita van Gils, Mattias Nordqvist and Alessandro Zattoni, all of whom have given me comments on the final draft. I would also like to mention Inger Marie Hagen, Sabina Tacheva, Luca Gnan, Alessandro Minichilli and Amedeo Pugliese for valuable discussions in the latter stages of the manuscript’s preparation, and Anna Grandori, Sven Collin and Giuseppe Airoldi for important insights in the process.

Thanks must also go to co-authors and colleagues on various earlier manuscripts that I am using in this book. They include Dorthe Eide, Halvard Halvorsen, Anne Grethe Solberg, Diana Bilimoria, Bengt Johannisson and Violina Rindova. I am grateful to Tom Keogan for making the English-language corrections to the manuscript and to Bård Hansen for compiling the references. Thanks also to Katy Plowright, Paula Parish and other editors at Cambridge University Press, and also to my Norwegian publisher Fagbokforlaget.
Preface

The starting point for this book was my Norwegian textbook *The Board: Aunt, Barbarian or Clan*. Finally, I would like to thank all the colleagues and friends who have invited me to discuss and present the content of this book at faculty seminars and to graduate students. I would particularly like to mention Hans Landström, Martin Lindell, Odd Jarl Borch, Juha Näsi, Guido Corbetta, Winfried Ruigrok, Pierre-Yves Gomez and their students.

Morten Huse
Oslo, 2006