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Introduction

1.1 Economic Systems

People care about the organization of firms. Their concerns include alienation in the workplace and participation in decision-making, wage and job security, the risks associated with employee stock ownership and profit-sharing, and a host of other matters. Alienated workers are unlikely to contribute their best efforts to the success of the firm. Employees may wonder whether the information they reveal now will be used against them later, or whether authority delegated today will be revoked tomorrow. Information technology may make worker knowledge the most important input to the production process, but workers who fear downsizing may be reluctant to invest in skills that would only be valuable at their current job. Globalization expands export markets but simultaneously poses risks to wages and jobs. Employee stock ownership is often claimed to increase productivity, but employees may well hesitate to place their life savings in the hands of their own employer.

Many of these dilemmas would be mitigated or eliminated if workers had ultimate control over the firms to which they supply their labor. Presumably if workers ran their own firms they would feel less alienated; they would willingly disclose information that might improve efficiency; they would be less worried about layoffs, downsizings, or plant closures; and they would closely monitor how their savings were used by the firm. Why not, then, adopt an economic system in which workers rather than investors hold ultimate authority within firms? Why not implement a system of workers' control?

A prudent worker, investor, or citizen would no doubt ask a few questions before signing on to a program of this kind. Are any firms controlled by workers today? What is their track record? How are they organized? And perhaps the most important question: If workers' control is so advantageous, why is it so rare? This book seeks to answer these questions, especially the last one.

It may seem surprising that economists have not yet come to any consensus on the reasons for the rarity of workers' control. Despite much attention within the profession to the organization of firms, the question of why large firms are conventionally controlled by investors rather than workers has not been high on the economic research agenda, perhaps for the same reason that fish do not study water. It is also surprising that economists have not been more interested in policy questions relating to workers' control: for instance, the subsidies widely granted for employee stock ownership, or the support local governments sometimes provide to employee buyouts of failing firms. By and large, the profession has been content to view such measures as ad hoc political exercises that do not require any novel theoretical or conceptual framework.

I will return to the economic literature on workers' control later in this chapter, but first a short historical digression may be useful in setting the stage. The twentieth century witnessed a global struggle between two alternative systems: capitalism and socialism. As normally defined, capitalism and socialism differ along the dimension of asset ownership. Under capitalism, the physical assets used in production are owned by private investors, while under socialism they are owned by the state. Soviet central planning is, of course, discredited (Kornai, 2000), but socialism more broadly remains identified with the public ownership of capital goods (Stiglitz, 1994). Those in the West who favor this alternative have largely embraced some form of market socialism: that is, a combination of public asset ownership with reliance on market forces to handle most resource allocation problems (Le Grand and Estrin, 1989; Bardhan and Roemer, 1993; Roemer, 1994).

Economic systems, however, vary along another dimension that is quite distinct from the private or public ownership of physical assets: control over production activities. Here the distinction is between firms controlled by capital suppliers and those controlled by labor suppliers. The claim that workers should control firms democratically differs sharply from the claim that productive assets should be owned by the state. Nevertheless, writers on the political left have sometimes advocated both ideas simultaneously, perhaps believing that if one alternative to capitalism is good, then two

Table 1.1 *Ownership and control as independent dimensions of firm organization*

		Asset ownership	
		Private	Public
Control rights	Control by capital	Capitalist firm	Socialist firm
	Control by labor	Laborist firm	Self-managed firm

must be better. An unfortunate result is that the tensions between these two modes of organization have often been glossed over.

Table 1.1 shows that four separate economic systems can be distinguished by treating the ownership of physical assets and control over production as independent dimensions of firm organization. The terms “capitalist firm” and “socialist firm” in Table 1.1 are standard. Although differing in the dimension of asset ownership, both assign ultimate managerial control over the firm to capital suppliers, located either in the private sector or in the state. The “laborist” firm is a coinage meant to suggest that assets are privately owned but firms are controlled by their workforces rather than investors. The fourth cell can be identified with the Yugoslav system of workers’ “self-management” that developed during 1949–91, where the assets of firms were viewed as social property (in practice, owned by the state) but workers within each enterprise had substantial control over their use.

Like public ownership, the idea of workers’ control has a long pedigree, motivating a diverse assortment of organizational experiments ever since the Industrial Revolution. By contrast with public ownership, however, there have been few attempts to impose workers’ control on entire societies by political fiat. The only major historical example along these lines is that of the former Yugoslavia. It is difficult to draw lessons from this experiment because the effects of workers’ control were confounded with those of price regulation, poorly defined property rights, and political authoritarianism. It is therefore impossible to use the Yugoslav experience as a basis for predictions about the performance of workers’ control in a setting of free markets, private ownership, and political democracy. Readers interested in the Yugoslav case may want to examine Horvat (1971), Estrin (1983), Sacks (1983), and Stephen (1984: ch. 5). A concise overview of the entire 1949–91 period is provided by George (1993: ch. 3).

My working definition of capitalism is that it is an economic system in which most large enterprises are under the ultimate control of

capitalists – that is, individuals or groups who supply capital to firms. The relevant alternative for this book is “laborism,” in which most large firms are under the ultimate control of labor suppliers. In each case, private asset ownership is taken for granted, so I will be concerned only with the left column of Table 1.1. The term “socialism” will be discarded because of its association with public ownership, which is irrelevant to the question at hand.

It is vital to stress at the outset that private ownership of productive assets does not necessarily imply capitalism in the sense that firms are actively managed by the suppliers of capital (or their agents). In principle, worker-controlled firms can lease physical assets from their owners on a competitive market without ceding control over the production process, just as conventional firms routinely lease computers, offices, aircraft, machinery, and land. There is nothing about private asset ownership that implies routine control over the ways in which assets are used, any more than owning an apartment building implies that a landlord can supervise the daily lives of tenants. There are of course practical reasons why various assets are seldom leased, and these will be explored later. But in theory, workers could hire an asset from its owner, rather than being hired by the asset owner. Therefore, ownership does not imply control.

If it is not feasible to lease physical assets, a worker-controlled firm could finance collective asset ownership using debt contracts under which workers retained control over the firm's activities except in extreme circumstances such as default on contractual obligations. Workers could also draw upon their personal savings to finance collective asset ownership by the firm, in which case they would become suppliers of both capital and labor. Such a firm qualifies as “worker-controlled” or “labor-managed” as long as votes are proportional to labor supply rather than capital supply.

The fact that capitalists frequently do exercise control over the activities of workers is not a logical necessity but an empirical fact requiring an explanation. A system of private asset ownership and decentralized markets need not have led to capitalist firms. However, despite occasional successes, worker-controlled firms occupy only a marginal position in the economies of North America and Western Europe. This presents a puzzle: Why does workers' control remain rare? Or, in another formulation: Why does capitalism persist?

1.2 The Control Dimension

Modern economic theory suggests that a firm should be seen as a set of incomplete contracts among input suppliers (Williamson, 1985; Grossman

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and Hart, 1986; Milgrom and Roberts, 1990a). In this view, the right to make decisions not previously determined by contracts must be assigned to some person or group. Such control rights could be used to determine a firm's product line, investment strategy, wages and employment, production methods, or working conditions, for example. In most large enterprises, these decisions are made by managers who are ultimately hired and fired by a board of directors. The directors in turn are chosen by shareholders.

This is the archetypal capitalist firm. In its "laborist" counterpart, managers may also be hired and fired by a board of directors, but the board is chosen by, and is accountable to, the workforce. Firms of both types must somehow induce managers to pursue the goals promulgated by the board of directors, a problem that will become relevant on occasion in later chapters. But the key question here is why ultimate control over the firm normally rests with investors (or their representatives) rather than with workers (or their representatives).

Because a variety of ambiguities can arise in practice, including the possibility that workers may supply both labor and capital to some firms, it is necessary to refine the rough descriptions given above. A capital-managed firm (KMF) is defined as an enterprise in which ultimate control is allocated by virtue of, and in proportion to, capital supply, while a labor-managed firm (LMF) assigns control by virtue of, and in proportion to, labor supply. Other complications – for example, involving codetermination and collective bargaining – are addressed in Chapter 5, but these preliminary definitions will suffice for the moment.

The reference to "ultimate" control is intended to bypass the problem of managerial incentives. Even if the shareholders can agree among themselves on the objectives of the firm, their control over the board of directors is limited, and directors likewise have limited control over top managers. This is the famous "separation of ownership and control" first highlighted by Berle and Means (1932), which is not to be confused with the very different distinction between ownership and control drawn in Table 1.1. Despite these incentive problems, however, it is nevertheless significant that the board of directors can dismiss the top management of the firm and that shareholders can replace the directors.

It could be objected that a focus on ultimate control is misplaced because workers can influence the decisions of their organizational superiors even in capitalist firms. For example, employees might exercise influence through committees dealing with innovation, product quality, working conditions, or grievances. More covertly, they might exert social pressure on managers, give them false information, or bribe them (Milgrom and

Roberts, 1990a). It may therefore be misleading to say that such firms are controlled by investors.

I ignore this objection for the following reasons. In an investor-controlled firm, the authority delegated to employee teams or committees can always be revoked. This is not to say that such participative processes are a fraud. They play an important role in conveying information to managers, motivating workers, accelerating responses to market conditions, and taking some of the load off vertical communication channels. But to grasp the deeper structure of the firm, it is illuminating to ask who has ultimate authority, meaning authority that cannot be revoked by anyone else. It may be quite costly or difficult in the short run to revoke delegated authority – and to this extent workers do have some *de facto* control – but in the long run, investors generally have the upper hand. In capitalist firms, the shareholders directly or indirectly determine whether other individuals, such as managers and shop floor employees, will continue their association with the firm. Employees often have a good deal of informal influence, but at the end of the day they cannot fire their bosses.

Another potential objection is to deny that the large corporation is a capitalist firm, or capital-managed, by arguing that most shareholders are not really capital suppliers. The point is that when one person sells existing shares to a second person, the firm itself does not gain access to any new capital, and so (it may be argued) the new shareholder does not supply any. This argument is mistaken because the current shareholders as a group can liquidate the firm's assets, though more than a simple majority vote is generally required. If they do so, they will share in whatever funds are left after various creditors (bondholders, suppliers, tax authorities) have been paid. By refraining from liquidation, the shareholders keep part of their wealth tied up in the firm and available for its use. As individual shares are traded, each shareholder inherits the voting rights of the previous shareholder, gains an identical claim on dividends and on the firm's non-human assets in the event of liquidation, and thus occupies a structurally identical position within the firm. It therefore makes sense to say that one capital supplier replaces another.

More generally, any firm whose complexity extends beyond sole proprietorship has some governance structure that defines the organizational roles assigned to suppliers of particular inputs. Whenever there is turnover among input suppliers, the rights and duties associated with such roles must be transferred from one person to another according to the procedures specified by the governance structure. In professional partnerships, all partners must usually agree before a partner can be replaced.

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Some worker-controlled firms permit members to sell their positions to replacement workers with the approval of other members. Shareholders in a publicly traded firm, however, are uniquely free to sell their roles in the firm without first obtaining permission from any other parties. A key theoretical question is why it appears to be easy to create markets for the position of “capital supplier” but more difficult to create parallel markets for the position of “labor supplier.”

Where do control rights come from? They may arise in two general ways: through contracts, laws, or constitutions on the one hand; or through social customs, conventions, or norms on the other. The first case is the most familiar. In modern societies, a group of input suppliers can typically draw up a partnership agreement or a corporate charter that says who will have the authority to make managerial decisions. This agreement or charter becomes the ultimate source of authority within the firm, and the resulting authority may be delegated to other parties such as managers. Sometimes a specific assignment of control rights to capital or labor suppliers is fixed by law (as in German codetermination, discussed in Section 4.3) or by a constitution (as in the former Yugoslavia), but there is usually considerable scope for voluntary contracting. In this setting, whether property rights over non-human assets lead to control rights over the firm as a whole depends on the nature of the contract.

A less standard way of thinking about control rights, but one that should not be dismissed a priori, involves social custom or non-cooperative equilibrium in the absence of a supporting legal framework. As a thought experiment, imagine that there are a number of locations at which production can occur, and that the first person to reach a production site can exclude others who arrive later, perhaps because of social convention or through physical force. If others are admitted to the site, they cannot subsequently be excluded against their will. In this environment, the first arriver might charge a price for admission, with anyone paying the price being allowed in. After a group of input suppliers has been assembled in this way, it is necessary to make coordinated decisions about production activities. At this stage, each person could threaten to leave, taking their resources with them, unless the joint decisions are satisfactory. This would give each some bargaining power over the group's decisions, and thus a measure of control. Other input suppliers who remained vulnerable to expulsion and were easily replaced would of course lack parallel influence over production activities. If the people with bargaining power all happen to be capital suppliers, it would be reasonable to speak of a capital-managed firm, and similarly if they are all labor suppliers.

The point of this parable is conceptual. Control rights need not derive solely from legally recognized property rights or contractual agreements. I will not be concerned here with firm organization in an anthropologist's tribe or an anarchist's utopia, but clearly one could discuss control rights over firms in such situations without lapsing into incoherence. More significantly, one should not underestimate the role of social custom or convention as a widely accepted source of authority, even in contemporary societies. Contracts exist, but so do stable patterns of behavior when the courts are not watching. It often makes sense to accept the boss's authority simply because it is correctly expected that everyone else will do the same. Moreover, a boss often has ways of enforcing compliance without resorting to a lawsuit: for instance, by threatening an employee with dismissal.

The term "control rights" as used in this book does not necessarily refer to legal or contractual rights, and never refers to moral rights. The meaning is causal, not normative. References to "control rights" can always be translated as "control abilities, or capacities, or powers." To say that a group of people has control rights in a given firm means (roughly) that they can directly or indirectly allocate the resources of input suppliers located inside the firm, distribute rewards or penalties among them, and perhaps terminate their relationships with the firm. These powers often have a formal contractual basis, but this is not essential. I will return to these issues at greater length in Chapter 5.

1.3 Looking for Clues

A naive economics student might expect the discipline to have developed a cogent and empirically supported explanation for the conventional assignment of control rights to investors rather than workers. After all, this problem is one of the most basic that could be addressed by economists, with implications for labor economics, comparative economics, industrial organization, finance, and economic history, among other fields. Such a student would be disappointed. Remarkably, economists still lack a commonly accepted rationale for the prevalence of capitalist firms in market economies.

As will become painfully clear, hypotheses about the rarity of workers' control are in excess supply. A small band of empirical researchers has labored to redress the balance, but abstract modeling has outpaced the evidence. Much theoretical discussion leans toward casual storytelling rather than thoughtful analysis informed by factual knowledge. Writers

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occasionally announce that they have discovered why LMFs are rare without showing any awareness that other hypotheses exist, or that accepted evidence calls their own story into question. These difficulties are exacerbated by the ideological passions the subject tends to provoke. Some writers are convinced of the virtues of workers' control, and view its rarity as evidence for a massive market failure. Others, convinced of the market's wisdom, infer from the rarity of workers' control that it lacks all merit and barely warrants discussion.

One unfortunate consequence of this disarray is that economists are left with little to say about a wide range of current policy issues. Numerous academicians and practitioners have called for increased worker participation in the management of firms, including board representation for employees (Blair, 1995; Levine, 1995). Many firms have experimented with profit-sharing plans, employee share ownership, and more employee participation in decision making (Kruse, 1993; Blair, Kruse, and Blasi, 2000; Ben-Ner, Burns, Dow, and Putterman, 2000). A few large firms in the United States have been completely taken over by their employees (see Chapters 4 and 10), often with the aid of tax incentives or loan guarantees made available by various levels of government.

These developments raise provocative questions. Is there a process of institutional evolution underway that is leading systematically to greater workers' control within the modern firm? If so, what forces are driving this process? What are the key barriers to the further spread of workers' control? Is there any rationale for policy intervention to reduce or eliminate these barriers? Is it possible to combine the advantages of investors' control in raising capital and diversifying risks with the advantages of workers' control in stimulating effort, reducing conflict, and tapping employee knowledge? Do the answers depend on the characteristics of the industry, the nature of production technology, or the size of the firm?

I do not pretend to supply complete answers to these questions, but I hope that after finishing this book, the reader will find some answers more reasonable than others. Many pages will be devoted to historical, case-study, and econometric evidence on the subject, as well as critiques of received theoretical wisdom, because I believe there is a high marginal benefit from sifting through existing data and arguments in a systematic way. Readers who seek a decisive mathematical proof or a definitive regression equation will not find it here, but they will find a gradual accumulation of evidence pointing toward specific conclusions.

Consider an example of what needs to be explained. A fact that leaps out from historical and case study accounts is that traditional

labor-managed firms are not distributed randomly across industries. They occur mainly in professional services (law, accounting), craft manufacturing (printing, leather goods, glassware, furniture), low-skill service tasks (reforestation, refuse collection, taxi service), and construction. As a general rule, LMFs do not engage in large-scale, capital-intensive production activities. There are exceptions, but this generalization is quite robust for the subset of LMFs that have been formed directly as producers' cooperatives rather than arising through conversion of a pre-existing KMF. Further facts about the distribution of LMFs across industries, conversions of KMFs into LMFs (or conversely), and the organizational designs of successful LMFs will surface later.

An ideal theory of control rights would accomplish the following things: (1) explain why LMFs account for a small share of aggregate output, assets, and employment relative to KMFs; (2) explain the observed distribution of LMFs across industries; (3) explain the organizational transitions in which a firm changes from KMF to LMF through an employee takeover, or from LMF to KMF through an investor takeover; and (4) explain the design features that successful LMFs typically have. No theoretical framework comes remotely close to satisfying all of these requirements. Instead, there is a consistent tendency among theorists to focus on one fact – the rarity of LMFs – and to emphasize one causal mechanism that allegedly explains this fact.

To see how one might begin to construct a more complete theory of the LMF from the ground up, consider momentarily a world in which there are no qualitative distinctions between inputs of capital and labor, in either physical or institutional respects. This is the level of abstraction found in microeconomic theory textbooks, for example. For reasons to be discussed in Chapters 6 and 7, in such a world there is no reason why suppliers of one input or the other would more often acquire control over firms. The distribution of KMFs and LMFs across industries would be random, or a matter of historical accident, and thus KMFs would be unlikely to dominate the economy as a whole.

Explanations for systematic differences between KMFs and LMFs must therefore be grounded on qualitative asymmetries between capital and labor as inputs. Perhaps the most fundamental asymmetry of this sort is that ownership of physical assets can be shifted from one person to another, while the capacity to supply labor services cannot be. In short, the capacity to supply labor is inalienable, both in a physical sense and also institutionally (contracts involving slavery or voluntarily accepted servitude are unenforceable in court).