

Contents

1	Introduction — 1
1.1	Contribution — 3
1.2	A conceptual model for explaining the drivers and consequences of good governance — 4
2	A brief history of South African corporate governance — 8
2.1	South Africa before democracy in 1994 — 9
2.2	Corporate governance under King-I (1992–1994) — 11
	Structure of King-I — 12
2.3	From King-I to King-II (1994–2002) — 15
	Structure of King-II — 16
2.4	King-III, and the introduction of integrated reporting — 20
	Structure of King-III — 21
2.5	King-IV: Outcomes-based governance — 24
	Structure of King-IV — 25
2.6	Timeline, summary and conclusion — 28
3	Determinants and outcomes of good corporate governance — 33
3.1	External drivers of South African corporate governance — 34
3.1.1	The economic and political context — 34
3.1.2	Stakeholder pressures and the legal environment — 36
3.1.3	The effects of institutionalised corporate governance — 38
3.2	Internal drivers of corporate governance — 40
3.2.1	Organisational characteristics — 40
3.2.2	Attitudes to and understanding of corporate governance — 42
3.2.3	Summary — 44
3.3	Interpretive schematics — 46
3.3.1	The regulatory environment — 47
3.3.2	On the relevance of stakeholder activism — 49
3.4	Proactivity — 49
3.4.1	Management and operating systems — 50
3.4.2	The accounting infrastructure — 50
3.4.3	Stakeholder engagement, corporate reporting and assurance — 52
3.5	Outcomes of good governance — 54
3.5.1	Financial and manufactured capital — 55
3.5.2	Human, social and relationship and intellectual capital — 59
3.5.3	Natural capital — 61
3.6	Summary and conclusion — 61

4 The governance of ethics — 65

- 4.1 Leadership, ethics and corporate citizenship per King IV — **66**
- 4.2 Ethics theories — **68**
- 4.3 Ethics theories and integrated thinking — **68**
 - Choice of theory — **71**
 - Long-term focus on multiple capitals — **72**
 - Shareholders or stakeholders — **73**
 - Compliance with laws and regulations — **74**
- 4.4 Summary and conclusion — **75**

5 Trends in South African corporate governance — 76

- 5.1 Overview of the King Codes — **76**
 - 5.1.1 The board of directors — **78**
 - 5.1.2 Committees of the board — **80**
 - 5.1.3 Risk management — **81**
 - 5.1.4 Auditors and audit committees — **82**
 - 5.1.5 Stakeholders and reporting — **84**
 - 5.1.6 Ethics — **88**
 - 5.1.7 Alternative dispute resolution and business rescue — **89**
 - 5.1.8 King-IV practices — **89**
- 5.2 Trends in corporate governance practices — **89**
 - 5.2.1 Composition of boards of directors — **91**
 - 5.2.2 Functions of the committees of the board — **98**
 - 5.2.3 Corporate governance disclosures — **101**
- 5.3 Summary and conclusion — **107**

6 Preliminary evidence on the drivers and implications of South African corporate governance — 110

- 6.1 Development of research questions — **111**
 - Defining corporate governance — **112**
- 6.2 Analysis — **114**
 - 6.2.1 Correlation analysis — **115**
 - 6.2.2 Drivers of good governance — **115**
 - 6.2.3 Outcomes of good governance — **122**
- 6.3 Summary and conclusion — **125**

7 Assurance — 127

- 7.1 Background on ESG assurance in accordance with the international literature — **128**
- 7.2 Combined assurance under the King Codes — **129**

7.2.1	The governing body and scope of the combined assurance model —	129
7.2.2	Management and internal control systems —	131
7.2.3	Enterprise risk management —	137
7.2.4	Internal assurance providers —	138
7.2.5	External assurance providers —	139
7.2.6	Institutional considerations —	140
7.2.7	Regulatory requirements —	140
7.3	Trends in South African assurance practice —	142
7.4	Proposed changes to assurance models —	149
7.5	Summary, conclusion and future research —	151
8	Integrated thinking, integrated reporting and corporate governance —	153
8.1	Integrated reporting and the relevance of integrated thinking —	153
8.2	Driving integrated thinking —	155
	Policy —	156
	Monitoring —	156
	Improvement —	158
	Codes —	159
8.3	Integrated reporting quality and its relevance for capital market participants —	160
8.4	Integrated reporting quality in South Africa —	161
8.5	The effect of corporate governance on integrated report quality —	163
8.6	Summary and conclusion —	166
9	Corporate governance by not-for-profit organisations —	168
9.1	King IV sector supplements —	169
9.2	Reporting by NGOs —	169
9.3	Governance trends in NPOs —	179
9.4	Summary and conclusion —	182
10	Emerging forms of corporate reporting, governance and accountability —	184
10.1	Developments in sustainability reporting —	185
10.1.1	The ISSB —	186
10.1.2	The ISSB's sustainability disclosure standards —	187
10.1.3	The ESRS —	187
10.1.4	South African developments —	189
10.2	Reporting on natural capital —	189
10.2.1	The Financial Stability Board's task forces on climate change and nature-related disclosures —	190

10.2.2	Biodiversity reporting —	193
10.2.3	Evidence of biodiversity reporting by South African companies —	198
10.2.4	Experimental efforts to account for and report on natural capital —	201
10.3	Circular economy —	207
10.3.1	Circular economy and integrated thinking —	207
10.3.2	Evidence of circular economy reporting by South African companies —	209
10.4	The sustainable development goals —	214
10.5	“Shadow” accounts —	217
10.6	Governance recommendations —	219
10.6.1	Principles of effective corporate governance —	220
10.6.2	Application in the context of extinction accounting —	221
10.7	The governance of technology and information —	227
10.8	Conclusion —	228
11	Summary and areas for future research —	230
11.1	Summary of South African-specific corporate governance research —	231
11.2	Contribution —	234
11.3	Areas for future research —	236

References — 239

List of figures — 265

List of tables — 267

List of acronyms/ abbreviations — 269

Appendices

Appendix A: The integrated reporting capitals and reporting principles — 273

Appendix B: Members of the King committee — 277

Appendix C: King IV disclosures applicable to the audit committee — 279

Appendix D: Scope of the King IV sector supplements — 281

Appendix E: The King Codes: A summary of similarities and differences — 283

Appendix F: Summary of select corporate scandals in South Africa — 295

Appendix G: The sustainable development goals — 299

Appendix H: Materiality — 303

Appendix I: Governance in a crisis — 305