

Contents

1	Introduction	1
1.1	Background	1
1.2	Objectives	3
1.3	Approach	4
1.4	Definition of Terms	4
1.5	The “New Corporate Governance” Framework	6
2	Situational Dimension	9
2.1	External Business Context	10
2.1.1	Institutional Context	10
2.1.2	National Context	13
2.1.3	Normative Context	17
2.2	Internal Business Context	23
2.2.1	Ownership	23
2.2.2	Board Configuration	34
2.2.3	Organizational Complexity	39
2.2.4	Board Role Players	40
2.2.5	Degree of Internationalization	44
2.2.6	Mix of Board Functions	48
3	Strategic Dimension	53
3.1	Targeted and Diverse Board Team Composition	55
3.2	Critical but Constructive Culture of Trust	66
3.3	Networked Board Structure	71
3.4	Stakeholder-Oriented Board Success Measures	73
4	Integrated Board Management Dimension	79
4.1	Targeted Selection of Board Members	81
4.2	Targeted Feedback for Board Members	90
4.3	Targeted Remuneration of Board Members	99

4.4 Targeted Development of Board Members 106

4.5 Integrated Board Management Committees for Large Firms 114

5 Controlling Dimension 117

5.1 Integrated Audit & Risk Management Committee 117

5.2 Auditing Function of the Board 120

5.2.1 Cooperation with the External Auditors 121

5.2.2 Cooperation with the Internal Auditors 122

5.3 Risk Management Function of the Board 123

5.4 Communication Function of the Board 129

5.4.1 Internal Communication Between Board and Management 129

5.4.2 External Communication Between Board and Stakeholders 136

5.5 Review of Board Success 140

5.5.1 Controlling Function of the Board 140

5.5.2 Self- and External Evaluation of the Board 143

6 Conclusions 157

6.1 Implications for Practice 157

6.2 Implications for Teaching 158

6.3 Implications for Research 158

7 Summary of the Book 161

7.1 Keep it Situational: The Board as a Change Agent 162

7.2 Keep it Strategic: The Board as Value Driver 163

7.3 Keep it Integrated: The Board as a Team 165

7.4 Keep it Controlled: The Board as a Controller 167

References 171

Index 181