

**CORPORATE GOVERNANCE AND PERFORMANCE OF REAL ESTATE
INVESTMENT TRUSTS IN NIGERIA: A PANEL REGRESSION
ANALYSIS MODEL**

ALI ABUBAKAR¹, ABDUL ADAMU², Ph.D & SANUSI LAWAL³

Nassarawa state University Keffi^{1&2}, Federal University Gusau³
Abunet42@yahoo.com¹, uoba1009@gmail.com², lawalsan@yahoo.com³

ABSTRACT

The study examines the effect of corporate governance on the performance Real Estate investment Trusts (REITs) in Nigeria. The three REITs (Skye Shelter, UAC properties, Union Homes) on the Nigerian Stock Exchange were studied. Data were collected from their annual reports from 2008 to 2015 and it was analysed using panel regression. The dependent variables used are board size, board independence, audit committee, board diversity, and gender diversity while the independent variable is the return on Asset. The results of the regression show that board size and audit committee have positive and significant effects on REITs performance while board independence, board composition and gender diversities have negative and significant effects on REITs performance. It was recommended that corporate mechanisms (board independence, board and gender diversities) must be improved to have the needed effect on performance of REITs in Nigeria.

Keywords: Corporate Governance, Return on Assets, Audit Committee, Board diversity and Board Independence

1. INTRODUCTION

Corporate governance is concerned with ways in which all parties interested in the well-being of the organization attempt to ensure that managers and other insiders take measures or adopt mechanisms that safeguard the interests of the stakeholders. Corporate governance refers to a set of rules and incentives by which the management of a company is directed and controlled. Good corporate governance maximizes the profitability and long term value of the firm for the shareholders

(khumani etal, 1998). La Porata, Lopez, and Shleifer (2000) view corporate governance as a set of mechanisms through which outside investors protect themselves against expropriation by insiders. Corporate governance is about putting in place the structure, processes, and mechanisms that ensure that the firm is being directed and managed in a way that enhances long term shareholder value through accountability of managers and enhancing organizational performance.

The concept of corporate governance presumes a fundamental tension between shareholders and corporate managers (Berle& Means, 1932 and Jensen &Meckling, 1976). Several empirical studies have provided the nexus between corporate governance and firm performance. Bebchuk, Cohen and Ferrell (2004) pp. 783-827 postulates that “a well governed firm have higher firm performance”; Gompers, Ishii and Metrick (2003) demonstrate through their study that firms with poor corporate governance quality enjoy lower stock returns than those with a higher level of governance quality.

According to Ali (2017), a good corporate governance is an important factor in improving the value of the firm in both developed and developing countries. However, the relationship between corporate governance and the value of the firm differs in the different countries due to disparate corporate governance structures resulting from the dissimilar social, economic and regulatory conditions in these countries.

The study on corporate governance and performance of firms is not new in Nigeria as it is not in other part of the world. But the findings in these studies are not consistent. One thing that is common among all the studies are the proxies for corporate governance and performance and the methodology always adopted. Most of the studies used regression in analyzing their data and the limitation with this is that even multiple regression can only capture one dependent variable at a time. This results in different findings when different measure of performances is used. For instance, findings in a study might show a significant effect of corporate governance on return on assets (measuring performance), and insignificant effect on return on equity in the same study. This result is most times contradictory and this is the gap this study filled by taking the measures of corporate governance and performance compositely. This can be done by using a robust method of analysis, the canonical correlation.

The paper is structured as follows. Following this introduction is the literature review, which was done by first clarifying the concepts and then review of empirical studies on the relationship. The methodology is then stated. This is followed by the analysis of the results and its discussions and finally, conclusion and recommendations.

2. LITERATURE REVIEW

CONCEPT OF CORPORATE GOVERNANCE

Researchers have defined corporate governance in a variety of ways and the most widely cited definitions follow. According to Cadbury (1992), corporate governance is the mechanism used to discipline organizations. Morin and Jarrell (2001) argued that corporate governance is a framework that controls and safeguards the interest of the relevant players in the market. The players of the corporate governance mechanism include managers, employees, customers, shareholders, executive management, suppliers and the board of directors.

Corporate governance is the set of processes, customs, Polices, laws, and institutions affecting the way a corporation (company) is directed, administered or controlled. Corporate governance also includes the relationships among the many stakeholders involved and the goals for which the corporation is governed. The principal stakeholders are the shareholders management, and the board of directors. Other stakeholders include employees, customers, creditors, suppliers, regulators, and the community at large (Mahboob & Uddin, 2006). Perfect corporate governance can strengthen intra-company control and can reduce opportunistic behaviors and lower the asymmetry of information, so it has a positive impact on the high quality of disclosed information (Li & Qi, 2008).

Corporate Governance is the relationship between corporate managers, directors and the providers of equity, people and institutions who save and invest their capital to earn a return. The literature on corporate governance in developing and developed markets suggested that the roles of a regulatory authority, board, management, suppliers, customers and creditors are important in improving the value of the firm. Good corporate governance is focused on the protection of the rights of shareholders and plays an important role in the development of capital markets by protecting their interests (Abdurrouf, M., Siddique, N., & Rahaman, M (2010).

Obviously good corporate governance practices are more and more essential in determining the cost of capital in a capital market. Nigeria REIT companies must be prepared to participate internationally and to maintain and promote investor confidence both in the country and abroad.

Corporate governance and firm performance

There is a consensus among academicians that a large board size causes a coordination problem between members. Jensen (1993) suggests that board sizes in the U.S. tend to be too large and should not be more than 8 directors. On the other hand, there may be a tradeoff between coordination cost and prospective ideas. If we ignore the coordination cost, a large board size can add more ideas to the board which may be beneficial for the firm in the decision making process.

Lipton and Lorsch (1992) support small boards, suggested that larger groups face problems of social loafing and free riding, thus, reduces the efficiency of the board. Yung (2009), using panel regression methods, confirm board size has a great impact on bank performance. While Love and Rachinsky (2009), using a sample of 107 banks in Russia and 50 banks in Ukraine found some significant, but economically unimportant relationship between governance and contemporaneous operating performance and a weaker link with subsequent performance. They also ascertained that banks with more concentrated ownership have lower ranking on corporate governance. However, this work would consider corporate governance variables of board size, board independence, gender diversity, board diversity, and audit committee for REITs in Nigeria. A study on board size by Eyenubo (2013) for Nigeria using regression analysis for 50 firms quoted on the Nigerian Stock Exchange during the period 201-2010 showed that bigger board size had a significant negative relationship with the indicator of firm financial performance (NPAT). The study by Yermack (1996) also showed an inverse relationship between board size and profitability, asset utilizations, and Tobin's Q. While the study of Peters and Bagshaw (2014) on 33 selected quoted firm across manufacturing, financial and oil & gas sectors in Nigeria showed that higher number of shareholders on the board has a negative effect of share price.

Study on board independence viz-a-viz board composition in Nigeria by Okhalumeh, Ohiokha and Ohiokha (2011) who seek to examined the influence of board composition in the form of the representation of the outsider non-executive directors on the economic performance of firms in Nigeria showed that there was no

significant relationship between board composition and any of the performance measure using a simple regression analysis through survey for a sample of 38 listed firms in Nigeria. Ibrahim et al. (2010) investigated the impact of corporate governance on performance of Pakistan chemical and pharmaceutical companies. The results of the study showed that board independence has positive impact on return on equity but has no significant impact on return on asset. Al-Hawary (2011) studied the influence of banks corporate governance on performance. The result of the study shows that board independence has a significant influence on performance. On the other hand corporate governance mechanisms audit committee independence was found to have a positive and significant correlation with share price.

Shareholders' interests are protected through the activities of audit committee because management may not always act in the interest of corporation's owners. Studies in favour of larger audit committee posited that when more people are involved in checking the activities of managers, wrongdoings will be reduced and performance will be enhanced. A number of studies which revealed positive relationship between audit committee size and firm performance include (Blaou, Wallace & Peter, 2003; Kyereboah, 2007). However, other researchers like Kajola (2008) and Hardwick, Adams and Zou (2003) postulates that there is no positive relationship between audit committee size and the performance of firms. From the foregoing, there exist a mixed reaction with respect to the relationship between audit committee size and firm performance. The position of Prakash and Martins make logical sense as the interest of shareholders can be protected by a number of individuals who will be difficult to manipulate especially when they are large in number (Abdulaziz, Ndibe & Mercy, 2016).

Rose (2007) also investigate the impact of female board representation on financial firm performance of selected quoted Danish companies. The result shows that gender diversity does have significant impact on firm financial performance. Bathula (2008) performs a study in New Zealand to find out the relationship between gender diversity using the general least square analysis technique. The findings of the study revealed that gender diversity was positively related with firm performance while director ownership is negatively related with firm financial performance. Babatunde & Olaniran (2009) investigate the relationship between governance mechanism and performance of corporate firms in Nigeria. The results showed that there is an inverse relationship between director's shareholdings and return on asset. The results further showed that there is a positive relationship between board size and ROA, and a

negative linkage between board independence and ROE. It was observed that the impact of female board members depends on the nature of the tasks performed. The result shows that the ratio of female directors has a positive direct relationship with board strategic control but no direct relationship with board operational control among Norwegian firms.

Theoretically, it has been argued that the performance of firms will require greater innovation, perceptions and flexibility in the decision-making process (Williams, 2001). These are more likely to exist in a board with greater diversity (Talkeet *et al.*, 2010; Wincent *et al.*, 2010; Williams, 2001; Goodstein *et al.*, 1994). The Upper echelon theory suggests that diversity among board members help them to be more innovative, develop more effective strategies and produce high quality innovative decisions that will improve the quality of actions taken by a firm (Certo *et al.*, 2006; Auh&Menguce, 2005; Carter *et al.*, 2003). From the perspective of corporate governance, it is suggested that greater diversity among board members can lead to improved firm performance through facilitating the acquisition of critical resources for an organization (Goodstein *et al.*, 1994).

3. METHODOLOGY

This study adopts descriptive research design, as it will involve establishing relationship between dependent and independent variables. Descriptive research method is used in this research, because the researcher wants to find and discover the regression among the identified variables with reference to firms' corporate governance and performance of REITs.

The population covers all REITs listed on the NSE. In total, there are three listed REITs and the whole listed REITs form the sample of this study. The data for the study is secondary in nature and the period used was between 2008 and 2015.

The data was tested for normality using Skewness/Kurtosis tests for Normality and the panel regression was used to analyse the data. The post regression specification tests were also conducted using Variance Inflation Factor test for Multicollinearity and the Heteroskedasticity test was performed using Breusch-Pagan/Cook-Weisberg test for heteroskedasticity.

The regression model is as follows;

$$ROA_{it} = \beta_0 + \beta_1 BSIZE_{it} + \beta_2 BoINDE_{it} + \beta_3 AuDCOM_{it} + \beta_4 BoDIV_{it} + \beta_5 GENDIV_{it} + \mathcal{E}_{it}$$

Where; BSIZE stands for board size

BoINDE stands for board independence

AuDCOM stands for audit committee

BoDIV stands for board diversity

GENDIV stands for gender diversity

ROA stands for return on Asset which is the dependent variable

4. RESULTS AND DISCUSSIONS

The result of the study are presented and summarised in table 1.

Table 1: Descriptive statistics of the variables

Variable	Obs	Mean	Std Dev.	Min	Max
RoA	24	0.522184	7.510901	-19.5025	6.682517
Bsize	24	8.916667	3.161132	5	17
Boinde	24	5	2.064187	0	9
Audcom	24	4.833333	0.916831	4	6
Bdiv	24	3.75	1.452135	1	6
Gendiv	24	1.833333	1.129319	0	4

Source: (Machame Ratios, 2016)

In Table 1, statistics shows the Corporate Governance variables in Real Estate Investment Trusts and their performance. At this time there are only three indigenous REITs in Nigeria, but their efficiency and output is not satisfactory. The descriptive statistics for all the variables used in this study shows the average value of ROA as 52% and the standard deviation of 7.5. The minimum and maximum value of ROA was -19.5% and 6.7% respectively. The average board size for the sample firms was about 10 members with a maximum of 17 and a minimum of 5 Directors. The standard deviation value of 3.2 indicates a wide dispersion on the Board size of the sample firms. The average for board independence of the sample firms was of about 5 members with maximum and minimum members of 9 and 0 independent directors respectively. The standard deviation was 2 indicated less dispersion of the members from the average value.

Furthermore, the average value of audit committee was 5 and the standard deviation of 0.92. The minimum and maximum value of audit committee was 4 and 6 respectively. In the board diversity, the mean value was 4 with a standard deviation of 1.45. The maximum board diversity was 6 and the minimum was 1. For gender

diversity, the average female on the board were 2 with a standard deviation of 1.1. The minimum and maximum female on the board were 0 and 4 respectively. The correlation matrix as shown in table 2 shows that audit fee and firm size are highly correlated.

Table 2: Correlation Matrix

	Bsize	gendiv	boinde	Bdiv	Audcom
Bsize	1				
gendiv	0.751	1			
boinde	0.8662	0.858	1		
Bdiv	0.3647	0.0795	0.2031	1	
audcom	-0.305	-0.3219	-0.3216	0.4572	1

Source: (Machame Ratios, 2016)

Most of the variable are positively correlated and others are negatively correlated. The normality of the data was done using Skewness/Kurtosis tests for Normality and the result is shown in table 2. The result shows that board independence, board diversity, gender diversity are normally distributed while board size, ROA and audit committee are not normally distributed.

Table 3: Normality test

Variable	Obs	Pr(Skewness)	Pr(Kurtosis)	Joint	
				adj chi2(2)	Prob>chi2
Bsize	24	0.0018	0.0952	10.14	0.0063
gendiv	24	0.43	0.6577	0.87	0.646
boinde	24	0.7711	0.2989	1.26	0.5323
Bdiv	24	0.9791	0.1245	2.62	0.2695
Roa	24	0.0014	0.0711	10.69	0.0048
Audcom	24	0.4292	0	15.74	0.0004

Source: (Machame Ratios, 2016)

To normalize the data, box-cox and zero-skewness log transformation was used on them.

The regression results of ROA and corporate governance variables are presented in Table 4. The Random Effects Model (REM) has been chosen for estimating the

relation based on Hausman test which shows a significant probability value of 0.1234 but the table shows the fixed and random effects results side-by-side.

Table 4. Panel Regression results

Variables	Fixed Effect	Random Effect
BSIZE	7.936029	.6231513*
BoIND	0.0771553	-.3142749
AuDCom	.0137797	.0355695*
BDIV	-.4615319*	-.3066186*
GENDIV	-.1965783	-.6487327*
Cons	-3.879339	-38.91274*
R²	22%	82%
	* $p < 0.05$, ** $p < 0.10$	

Source: (Machame Ratios, 2016)

ANOVA^a

Model	Sum of Squares	df	Mean Square	F	Sig.
1 Regression	2122.520	3	707.507	7.005	.016 ^b
Residual	707.025	7	101.004		
Total	2829.545	10			

a. Dependent Variable: return on asset

b. Predictors: (Constant), Board size, Gender diversity, audit committee and board independent

The F-statistic value of 7.005 and its associated P-value of 0.016 shows that the OLS regression model on the overall is statistically significant at 5% level, this means that the regression model is valid and can be used for statistical inference. This implies that over all regression model is statistically significant. The regression model result implies that all independent variables are highly significant in explaining that there is a positive or negative relationship between the dependent variable and independent variables.

The study found a positive and statistically significant impact of Board size on ROA with a coefficient value of .62315, p-value < 0.05. This result implied that the numbers of Board of Directors' was positively related with performance of REITs in

Nigeria. In another words, the greater the number of Board members of REITs, the higher their ROA as a measure of performance and vice versa. The coefficient of Board size was .62315. The estimate for the Board size coefficient implies that expanding a nine-person Board (an average Board size in the sample) by one member implies increasing in ROA with about .62315units. This result is consistent with that of Yung (2009) and Love and Rachinsky (2009) who found that board size has significant positive relationship with firm performance. The finding is inconsistent with that of Yermack (1996), Eyenubo (2013), Peter and Bagshaw (2014).

The Board independence shows a negative and insignificant relation with firm performance as measured by ROA. The result was not significant since the p-value is greater than 0.10. This finding is consistent to some extent with Ibrahim, Rehman and Raof (2010). Okhalumeh, Ohiokha and Ohiokha (2011) because their findings are negative and significant.

Audit committee shows a significant positive effect on ROA of REITs in Nigeria. The result is significant at 5% level of significance and it is consistent with the studies of Kyereboah (007) and Blao, Wallace and Peter (2013), and inconsistent with Hardwick, Adams and Zou (2003) and Kajola (2008).

For board diversity and gender diversity, they have a significant negative effect on ROA of REITs in Nigeria. Both results are significant at 5% level of significance. The finding for gender diversity is inconsistent with Rose (2007) and Bathula (2008). Similarly, the finding on board diversity is also inconsistent with that of Williams (2001), Auh and Menguce (2005) and Talke Salomo, & Rost (2010). This inconsistency may be as a result of the firms studied. REITs characteristics and operations differs markedly from firms' operations and management in other sectors.

Finally, we conducted post regression diagnostic test on the model. We tested for Multicollinearity using Variance Inflation Factor (VIF) and Heteroskedasticity using Breusch-Pagan/Cook-Weisberg test for heteroskedasticity. The result shows overall VIF of 6.76 which is less than 10, thus the data pass the Multicollinearity test. The test for heteroskedasticity shows Prob > chi2 = 0.5099, thus, there is no heteroskedasticity problem in the data.

5. CONCLUSION AND RECOMMENDATIONS

This study on the effect of corporate governance and performance of REITs in Nigeria. The performance was proxy by ROA and corporate governance proxies by

board size, board independence, audit committee, gender diversity and board diversity. The findings were indifferent as most of the corporate governance variables showed negative effect on the performance of REITs in Nigeria. Thus it is recommended that governance mechanisms especially board independence, gender and board diversity in REITs should be strengthened to operate at maximum capacity in order to translate to high performance of the firms.

The performance was proxy by ROA while corporate governance proxies by board size, board independence, audit committee, gender diversity and board diversity. The findings were indifferent as most of the corporate governance variables showed negative effect on the performance of REITs in Nigeria. Thus it is recommended that governance mechanisms especially board independence, gender and board diversity in REITs should be strengthened to operate at maximum capacity in order to translate to high performance of the firms.

REFERENCES

- Abdulazeez, D.A., Ndibe, L. & Mercy, A.M. (2016). Corporate governance and financial performance of listed deposit money banks in Nigeria. *Journal of Accounting* 5: 153. doi:10.4172/2168-9601.1000153
- Abdurrouf, M., Siddique, N., & Rahaman, M (2010). Good corporate governance principles and recommendations for good practices. *Journal Socioeconomic Research & Development, Volume 7 Issue 5 pp. 970-975*
- Adams, R. B., & Mehran, H. (2003). Is corporate governance different for bank holding companies? *Economic Policy Review –Federal Reserve Bank of New York*, 9(1), 123–142.
- Adekoya A. A. (2012). Corporate governance reforms in Nigeria: challenges and suggested solution. *Journal of Business System, Governance and Ethics. 6 (1), 38-50.*
- Anderson, R. C., Mansi, S. A., & Reeb, D. M. (2004). Board characteristics, accounting report integrity, and cost of debt. *Journal of Accounting and Economics*, 37 (3), 315– 342.
- Ajagbe, A. M. & Ismail, K. (2014). Factors influencing venture capital assessment of high growth companies in Malaysia. *International Journal of Entrepreneurship and Small Business*, 21(4), 457-494.

- Ajagbe, A. M. (2007). The Impact of Strategic Planning on Effectiveness of Marketing Operations: Case of NEPA. *An Unpublished MBA Thesis Submitted to the Graduate School, Ambrose Ali University, Ekpoma, Nigeria.*
- Ajagbe, A. M., Olayinka, S. & Long, C.S. (2011). The relationship between strategic planning and the effectiveness of marketing operations. *International Journal of Innovation, Management and Technology*, 2(5), 390-396.
- Al-Hawary, A. (2011). The effect of banks governance on banking performance of the Jordanian commercial banks: Tobin's Q model "an applied study" [International Research Journal of Finance and Economics](#) 71:34-47
- Auh, S. and Menguc, B. (2005), "The influence of top management team functional diversity on strategic orientations: The moderating role of environmental turbulence and inter-functional coordination", *International Journal of Research in Marketing*, Vol. 22, pp. 333–350.
- Babatunde, M. A. & Olaniran, O. (2009). The effects of internal and external mechanism on governance and performance of corporate firms in Nigeria. *Journal of Corporate Ownership and Control*, 7 (2), 330-344.
- Bathula, H. (2008). Board Characteristics and Firm Performance: Evidence from New Zealand. *Ph. D Dissertation, AUT University*. Available at: <http://aut.researchgateway.ac>
- Blaos, X, Wallace, N, & Peter, J (2003) Earnings management and corporate governance: The roles of the firm
- Beasley, M. S. (1996). An empirical analysis of the relation between the board of director composition and financial statement fraud. *The Accounting Review*, 71, 443-465.
- Bebchuk, Lucian A. & Cohen, Alma & Ferrell, Allen, What Matters in Corporate Governance? (September 1, 2004). *Review of Financial Studies*, Vol. 22, No. 2, pp. 783-827, February 2009; Harvard Law School John M. Olin Centre Discussion Paper No. 491 (2004). Available at SSRN: <https://ssrn.com/abstract=593423> or <http://dx.doi.org/10.2139/ssrn.593423>

- Berle, A. & Means, G. (1932). *The Modern Corporation and private property*. MacMillan, New York
- Cadbury, A. (1992). *Report of the committee on the financial aspects of corporate governance*. London: Gee Publishing.
- Carter, D. A., Simkins, B. J. & Simpson, W.G. (2003). Corporate governance, board diversity, and firm value. *Finance Review*, Vol.38, pp.33–53.
- Certo, S.T (2003). Influencing initial public offering investors with prestige: Signaling with board structures. *Academy of Management Review*, vol. 28, pp. 432–447.
- Coles, J. L., Daniel, N. D., & Naveen, L. (2008). Boards: Does one size fit all? *Journal of Financial Economics*, 87 (2), 329-356.
- Enofe, A. & Isiavwe, D. (2012). Corporate disclosure and governance in the Nigerian banking sector: An empirical evaluation. *The International Journal's Research Journal of Social Science & Management*. Singapore. ISSN: 2251-1571. Retrieved From: Website: www.tij.sg
- Eyenubo, A. S. (2013). The impact of bigger board size on financial performance for firms: the Nigerian experience, *Journal of Research in International Business and Management*, 3 (3), 85-90.
- Fama, E. & Jensen, M. (1983). Separation of Ownership and Control. *Journal of Law and Economics*, 26, 301–325.
- George, T. Peters, K., & Bagshaw, B. (2014). Corporate Governance Mechanisms and Financial Performance of Listed Firms in Nigeria: A Content Analysis, *Global Journal of Contemporary Research in Accounting, Auditing and Business Ethics (GJCRA) An Online International Research Journal* (ISSN: 2311-3162) 2014 Vol: 1 Issue 2
- Goodstein, J., Gautam, K. & Boeker, W. (1994). The effects of board size and diversity on strategic change. *Strategic Management Journal*, 15: 241–50
https://www.researchgate.net/publication/249341798_Corporate_Governance_and_Firm_Performance_A_Study_of_Sri_Lankan_Manufacturing_Companies

- Ibrahim, Q; Rehman, R and Raoof, A. (2010). Role of Corporate Governance in Firm Performance: A Comparative Study between Chemical and Pharmaceutical Sectors of Pakistan. *International Research Journal of Finance and Economics*, Issue 50 (2010), pp. 7-16.
- Jensen, M.C (1993). The Modern Industrial Revolution, Exit, and the Failure of Internal Control Systems". *Journal of Finance.*, 48(3), 831-880
- Jensen, M.C & Meckling. W.H. (1976). Theory of firm managerial behaviour, Agency costs and ownership structure, *Journal of Finance Economics*, vol 3, pp 499-508.
- Karman, M. (2016). Notes to the Sustainability Disclosure Database, 15 GOLDEN SQUARE LONDON ... Private limited with Share Capital ... 03/11/2016.
- Klapper, L., & Love, I (2004). Corporate governance, investor protection, and performance in emerging markets. *Journal of Corporate Finance.*, 10: 703-728
- Klein, A (1998), Firm performance and board committee structure, *Journal of Law and Economics*, 41 (1), 275-299.
- Kojola, O. (2008). Corporate governance and firm performance: The case of Nigerian listed firms, *European Journal of Economics, Finance and Administrative Sciences*, (14) 1450-2275.
- Kyereboah-Coleman, A. (2007). Relationship between corporate governance and firm performance: an African perspective.
- Li, H., Qi, A (2008). Impact of corporate governance on voluntary disclosure in China's listed companies. *Corporate Ownership Control*, 5: 360-366
- Lipton, M., & Lorsch, J. W. (1992). A Modest Proposal for Improved Corporate Governance. *Business lawyer*, 1 (1), 59-77.
- Lorsch, J. W., & MacIver, E. (1989). *Pawns or Potentates: The reality of America's corporate boards*. Boston: Harvard University Press.
- Love, I., & Rachinsky, A. (2008). Corporate governance, ownership and bank performance in Emerging Markets: Evidence from Russia and Ukraine.

Available online at
http://siteresources.worldbank.org/DEC/Resources/Corporate_Governance_Ownership_and_Bank_Performance.pdf.

- Mahboob, A. & Uddin, A. A. (2006). Role of corporate governance for the development of Bangladesh capital market. *Editorial page, The New Nation*, 17 May, 2006.
- Mehran, H. (1995). Executive compensation structure, ownership and firm performance. *Journal of Financial Economics*. 38: 163- 184.
- Morin, R., & Jarrell, S (2001). *Driving Shareholders Value: Value Building Techniques for Creating Shareholder Wealth*. McGraw-Hill Publishers, Sydney.
- Nielsen, J. D. (2000). *The Role of institutional investors in corporate governance. Dilemma, public lecture*. Covenant University, Ota, Ogun State, January 25.
- Okhalumeh, J., Ohiokha, M. & Ohiokha, B. (2011). Board composition and corporate performance: An Analysis of Evidence from Nigeria. *Research Journal of Finance and Account*. Vol 2, 2011
- Pfeffer, J. (1972). Size and composition of corporate boards of directors: The organization and its environment, *Administrative Science Quarterly*, 17 (2), 218– 228.
- Rose, C. (2007). Does female board representation influence firm performance? The Danish evidence. *Journal compilation Blackwell Publishing Ltd*, 15(2), 404-413.
- Roth, K. & O'Donnell, S. (1996). Foreign subsidiary compensation strategy: An agency theory perspective. *Academy Journal of Management Journal*, 39(3), 678-703.
- Talke K., Salomo S., & Rost K. (2010), "How top management team diversity affects innovativeness and performance via the strategic choice to focus on innovation fields", *Research Policy*, 39(7), 907-918.

- Williams, M. S. (2001). Corporate governance diversity and its impact on intellectual capital performance in an emerging economy. *Working paper*, University of Calgary, Canada.
- Wincent, J., Anokhin, S. & Ortqvist, D. (2010). Does network board capital matter? A study of innovative performance in strategic SME networks”, *Journal of Business Research*, Vol. 63, pp. 265–275.
- Yermack, D. (1996). Higher valuation of companies with a small board of directors. *Journal of Financial Economics*, 40 (2), 185–211.
- Yung, M. F. C. (2009). The Relationship between corporate governance and bank performance In Hong Kong, 2nd June, 2009, *Dissertation Submitted In Partial Fulfilment Of The Requirements For The Degree Of Master Of Business (Mbus), In The Faculty Of Business, Auckland University Of Technology*.