BOARD OF DIRECTORS
STRUCTURE AND CONSEQUENCES

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• Boards are often described in terms of their salient structural features: size, independence, committees, etc.

• Do these attributes have an impact on the board’s ability to monitor and advise the corporation?

• Do companies with certain structural features perform better/worse than those who lack them?

• A determination of how to structure the board should be based on rigorous statistical evidence.

• At the same time, it should allow for situational differences across companies.
## BOARD STRUCTURE

### THE BOARD OF DIRECTORS OF THE AVERAGE LARGE U.S. CORPORATION

<table>
<thead>
<tr>
<th>BOARD ATTRIBUTE</th>
<th>U.S. AVERAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>NUMBER OF DIRECTORS</td>
<td>11</td>
</tr>
<tr>
<td>NUMBER OF MEETINGS PER YEAR</td>
<td>8</td>
</tr>
<tr>
<td>INDEPENDENT DIRECTORS</td>
<td>85%</td>
</tr>
<tr>
<td>INDEPENDENT CHAIRMAN</td>
<td>25%</td>
</tr>
<tr>
<td>DUAL CHAIR/CEO</td>
<td>55%</td>
</tr>
<tr>
<td>LEAD DIRECTOR</td>
<td>90%</td>
</tr>
<tr>
<td>INDEPENDENT AUDIT COMMITTEE</td>
<td>100%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>BOARD ATTRIBUTE</th>
<th>U.S. AVERAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>INDEPENDENT COMP COMMITTEE</td>
<td>100%</td>
</tr>
<tr>
<td>INDEPENDENT NOM/GOV COMMITTEE</td>
<td>99%</td>
</tr>
<tr>
<td>AVERAGE AGE</td>
<td>63</td>
</tr>
<tr>
<td>MANDATORY RETIREMENT</td>
<td>72%</td>
</tr>
<tr>
<td>MANDATORY RETIREMENT AGE</td>
<td>72</td>
</tr>
<tr>
<td>FEMALE DIRECTORS</td>
<td>18%</td>
</tr>
<tr>
<td>AT LEAST ONE FEMALE DIRECTOR</td>
<td>93%</td>
</tr>
</tbody>
</table>
CHAIRMAN OF THE BOARD

• Should the chairman be independent?

  (+) Clear separation from management.
  (+) Clear authority to speak on behalf of the board.
  (+) Eliminates conflicts.
  (+) CEO has more time to run the company.

  (-) Artificial separation if dual Chairman/CEO is effective.
  (-) Difficult to recruit new CEO that expects to hold both jobs.
  (-) Complicates decision making.

No research evidence that an independent chairman improves or destroys shareholder value.

Boyd (1995); Brickley, Coles and Jarrell (1997)
The lead independent director presides over executive sessions of the board.

The lead director may play a prominent role in evaluating corporate performance, succession planning, director recruitment, and board evaluation.

The lead director serves as a single point of contact between nonexecutive directors and management, institutional investors, and the media.
LEAD INDEPENDENT DIRECTOR

• Does the lead independent director add value?

(+) Counterbalances a strong Chairman/CEO.
(+) Provides leadership during a crisis.
(+) Brings clarity of communication.

(-) Responsibilities of the role vary widely.
(-) May be a superficial designation.

• Modest evidence that a lead director can improve corporate outcomes.
• The effectiveness of the lead director will depend on the definition of the role and the authority granted.

Larcker, Richardson, and Tuna (2007)
Independent directors are those who “have no material relationship” with the company (as defined by the NYSE).

A director is not independent if the director or a family member has, in the last three years:

- Served as an executive of the listed firm.
- Earned compensation > $120,000 from the firm.
- Served as an internal or external auditor of firm.
- Served as executive at another firm where CEO of listed firm was on compensation committee.
- Served as executive of another firm whose business with the listed firm is $1 million or 2% of revenue.
INDEPENDENT DIRECTORS

• Independent judgment is critical to the advisory and monitoring functions of the board.

  (+) Offer objective evaluation of company and management.
  (+) Allow for arms-length negotiation of compensation.
  (+) Make decisions solely in the best interest of the company.

(-) Directors who meet NYSE standards may not be independent.
(-) Social ties may compromise judgment.
(-) Only effective if they are qualified and engaged.

• Outside directors improve some governance outcomes, such as M&A premiums.
• Little evidence they improve long-term performance.
• Social relationships to the CEO tend to weaken “independence”.

Cotter, Shivdasani, and Zenner (1997); Duchin, Matsusaka, and Ozbas (2010); Hwang and Kim (2009); Coles, Daniel, and Naveen (2014)
INDEPENDENT COMMITTEES

• Committees of the board deliberate topic-specific issues that are critical to the oversight of the company.

• Directors are selected to committees based on their qualifications and domain expertise (generally).

• The audit, compensation, and nominating/governance committees are required to be independent (Sarbanes Oxley).

• Specialized committees (strategy, finance, technology, and environmental, etc.) have no independence requirements and may include executive officers.
INDEPENDENT COMMITTEES

• Are committees more effective when they are independent?

(+) Objective advice and oversight.
(+ ) Less susceptible to being co-opted by management.

(-) Decision making may suffer.
(-) Independent directors have a “knowledge gap.”
(-) Management brings important firm-specific knowledge.

• Some evidence that independent audit committees improve earnings quality. 100% independence is no better than majority independence.
• Specialized committees benefit from insider knowledge (not independence).
• Whether a committee is independent should depend on its function.

Klein (2002); Kliein (1998)
**BUSY BOARDS**

- **“Busy” director:** director holds multiple board seats (generally 3 or more).
- **“Busy” board:** a majority of directors are busy.

<table>
<thead>
<tr>
<th>NUMBER OF DIRECTORSHIPS</th>
<th>DIRECTORS</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 BOARD SEAT</td>
<td>31,102</td>
<td>78.6%</td>
</tr>
<tr>
<td>2 BOARD SEATS</td>
<td>6,035</td>
<td>15.3%</td>
</tr>
<tr>
<td>3 BOARD SEATS</td>
<td>1,794</td>
<td>4.5%</td>
</tr>
<tr>
<td>4 BOARD SEATS</td>
<td>464</td>
<td>1.2%</td>
</tr>
<tr>
<td>5 BOARD SEATS</td>
<td>119</td>
<td>0.3%</td>
</tr>
<tr>
<td>6 OR MORE</td>
<td>33</td>
<td>0.1%</td>
</tr>
<tr>
<td>TOTAL UNIQUE DIRECTORS</td>
<td>39,547</td>
<td>100.0%</td>
</tr>
</tbody>
</table>

Equilar data, fiscal years ending June 2012 to May 2013
BUSY BOARDS

Are busy directors better or worse corporate monitors?

(+) Bring important experiences from other directorships.
(+) Broad social and professional networks.
(+) May have high integrity (reason they are in demand).

(-) May be too busy to properly monitor.
(-) May be less available at critical moments.

Companies with busy boards tend to have worse long-term performance and worse oversight.
Busy boards are less likely to fire an underperforming CEO.
Busy boards award higher compensation.

Fich and Shivdasani (2006); Core, Holthausen, and Larcker (1999)
INTERLOCKED BOARDS

• Interlocked boards: the CEO of Firm A sits on the board of Firm B, while the CEO of Firm B sits on the board of Firm A.

  (+) Creates a network between companies.
  (+) Facilitates the flow of information and best practices.

  (-) Creates a dynamic of reciprocity.
  (-) Can compromise objectivity and weaken oversight.

• Both positive and negative practices spread through network connections.
• Network connections generally lead to improved operating performance.
• Interlocking can also lead to decreased monitoring.
• Companies must balance the trade-off.

Larcker, So, and Wang (2010); Hallock (1997); Nguyen (2012)
• Board size tends to be correlated with company revenue.
  – Small companies (<$10 million): 7 directors, on average.
  – Large companies (>$$10 billion): 12 directors, on average

(+): Large boards have more resources.
(+): Allow for greater specialization.

(-): Greater cost (e.g., compensation, scheduling conflicts, etc.).
(-): Slow decision making.

• Larger boards tend to provide worse oversight (when company size is held constant).
• Large “complex” firms (those with multiple business segments) benefit from larger board size while large “simple” firms do not.

Yermack (1996); Coles, Daniel, and Naveen (2008)
DIVERSE BOARDS

Do diverse boards provide better advice and oversight?

(+) Broader array of knowledge, experience, and perspective.
(+) Lessens “groupthink” (premature consensus).
(+) Encourages healthy debate.
(+) Important social value, consistent with equality.

(-) Diverse groups exhibit lower teamwork.
(-) May lead to “tokenism.”

Evidence on the relation between diversity and performance is inconclusive.
Modest evidence that female representation improves governance quality.
Diversity for the sake of meeting quotas is detrimental (the cost of inexperience outweighs the potential benefits).

Wang and Clift (2009); Adams and Ferreira (2008); Ahern and Dittmar (2012)
Most structural attributes are not correlated (positively or negatively) with performance.

Rather than adopt “best practices,” companies do best when they tailor their board structure and composition to meet their specific needs.

<table>
<thead>
<tr>
<th>STRUCTURAL ATTRIBUTE</th>
<th>FINDINGS FROM RESEARCH</th>
</tr>
</thead>
<tbody>
<tr>
<td>Independent Chairman</td>
<td>No evidence</td>
</tr>
<tr>
<td>Lead Independent Director</td>
<td>Modest evidence</td>
</tr>
<tr>
<td># of Outside/Independent Directors</td>
<td>Mixed evidence</td>
</tr>
<tr>
<td>Independence of Committees</td>
<td>Evidence for audit committee</td>
</tr>
<tr>
<td>Busy Boards</td>
<td>Negative impact</td>
</tr>
<tr>
<td>Interlocked Boards</td>
<td>Positive on performance; negative on monitoring</td>
</tr>
<tr>
<td>Board Size</td>
<td>Negative impact (unless company is &quot;complex&quot;)</td>
</tr>
<tr>
<td>Diversity</td>
<td>Mixed evidence</td>
</tr>
</tbody>
</table>


David F. Larcker, Scott A. Richardson, and Irem Tuna. Corporate Governance, Accounting Outcomes, and Organizational Performance. 2007. Accounting Review.


Equilar directorship data, computations by the authors. Fiscal year ending June 2012 to May 2013.


