

LAWD30001: Issues in Corporate Governance

View Online



-
1.
Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).
 2.
Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).
 3.
Goddard, R.: Corporate Law and Governance,
<http://corporatelawandgovernance.blogspot.com/>.
 4.
Corporate Governance | by Bob Tricker and Chris Mallin,
<https://corporategovernanceoup.wordpress.com/>.
 5.
Financial Times Home. Financial Times.
 6.
Roach, L.: @UKCompanyLaw,
https://twitter.com/UKCompanyLaw?ref_src=twsrc%5Egoogle%7Ctwcamp%5Eserp%7Ctwgr%5Eauthor.

7.

Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).

8.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

9.

Strine, L.: Our Continuing Struggle with the Idea that For-Profit Corporations Seek Profit.

10.

Means, G., Means, G.C., Weidenbaum, M., Jensen, M.: The Modern Corporation and Private Property. Taylor and Francis, Somerset (1991).

11.

Denis, D.K.: Twenty-five years of corporate governance research ... and counting. Review of Financial Economics. 10, 191–212 (2001).
[https://doi.org/10.1016/S1058-3300\(01\)00037-4](https://doi.org/10.1016/S1058-3300(01)00037-4).

12.

Cheffins, B.R.: The Rise of Corporate Governance in the UK: When and Why. Current Legal Problems. 68, 387–429 (2015). <https://doi.org/10.1093/clp/cuv006>.

13.

Aguilera, R.V., Jackson, G.: Comparative and International Corporate Governance. The Academy of Management Annals. 4, 485–556 (2010).
<https://doi.org/10.1080/19416520.2010.495525>.

14.

Haldane, A.: "Who Owns a Company?" Speech at University of Edinburgh Corporate Finance Conference, <https://www.bis.org/review/r150811a.pdf>.

15.

Winter, J.W.: The Financial Crisis: Does Good Corporate Governance Matter and How to Achieve it? SSRN Electronic Journal. (2011). <https://doi.org/10.2139/ssrn.1972057>.

16.

Financial Reporting Council, UK Corporate Governance Code 2018, <https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UKC-orporate-Governance-Code-FINAL.pdf>.

17.

Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).

18.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

19.

Parkinson, J.E.: Corporate power and responsibility: issues in the theory of company law. Clarendon, Oxford (1993).

20.

Means, G., Means, G.C., Weidenbaum, M., Jensen, M.: The Modern Corporation and Private Property. Taylor and Francis, Somerset (1991).

21.

Cheffins, B.R.: Company law: theory, structure, and operation. Clarendon Press, Oxford

(1996).

22.

Ireland, P.: Property and Contract in Contemporary Corporate Theory. Legal Studies,.

23.

Parkinson, J.E., Kelly, G., Gamble, A.: The political economy of the company. Hart, Oxford (2000).

24.

Easterbrook, F.H., Fischel, D.R.: The economic structure of corporate law. Harvard University Press, Cambridge, Mass (1991).

25.

Biondi, Y., Canziani, A., Kirat, T.: The firm as an entity: implications for economics, accounting and the law. Routledge, London (2007).

26.

Kraakman, R.H.: The anatomy of corporate law: a comparative and functional approach. Oxford University Press, Oxford, United Kingdom (2017).

27.

Fama, E.F.: Agency Problems and the Theory of the Firm. Journal of Political Economy. 88, 288–307 (1980). <https://doi.org/10.1086/260866>.

28.

Jensen, M.C., Meckling, W.H.: Theory of the firm: Managerial behavior, agency costs and ownership structure. Journal of Financial Economics. 3, 305–360 (1976). [https://doi.org/10.1016/0304-405X\(76\)90026-X](https://doi.org/10.1016/0304-405X(76)90026-X).

29.

Easterbrook, F. H.; Fischel, D. R.: Corporate Contract, The. Columbia Law Review,.

30.

Ireland, Paddy: Defending the Rentier: Corporate Theory and the Reprivatisation of the Public Company.

31.

Means, G., Means, G.C., Weidenbaum, M., Jensen, M.: The Modern Corporation and Private Property. Taylor and Francis, Somerset (1991).

32.

Dodd, E.M.: For Whom Are Corporate Managers Trustees? Harvard Law Review. 45, (1932). <https://doi.org/10.2307/1331697>.

33.

Berle, A.A.: For Whom Corporate Managers Are Trustees: A Note. Harvard Law Review. 45, (1932). <https://doi.org/10.2307/1331920>.

34.

Blair, M.M., Stout, L.A.: A Team Production Theory of Corporate Law. Virginia Law Review. 85, (1999). <https://doi.org/10.2307/1073662>.

35.

Parkinson, J.E.: Corporate power and responsibility: issues in the theory of company law. Clarendon, Oxford (1993).

36.

Stout, L. A.: On the Rise of Shareholder Primacy, Signs of its Fall, and the Return of Managerialism (in the Closet). Seattle University Law Review,.

37.

Moore, M.T., Reberlioux, A.: From Minimization to Exploitation: Re-Conceptualizing the Corporate Governance Problem. SSRN Electronic Journal. (2009).
<https://doi.org/10.2139/ssrn.1440863>.

38.

Kay, J., A, S.: Corporate Governance. National Institute economic review. 84, (1995).

39.

Williamson, O.E.: Mechanisms of Governance. Oxford University Press, Cary (2014).

40.

Freeman, R. Edward. 'A stakeholder theory of the modern corporation.' Perspectives in Business Ethics Sie 3 (2001): 144.,
<http://academic.udayton.edu/LawrenceUlrich/Stakeholder%20Theory.pdf>.

41.

Stakeholder Theory and "The Corporate Objective Revisited ". Organization Science. (2004).

42.

Donaldson, T., Preston, L.E.: The Stakeholder Theory of the Corporation: Concepts, Evidence, and Implications. The Academy of Management Review. 20, (1995).
<https://doi.org/10.2307/258887>.

43.

Blair, M.M.: Ownership and control: rethinking corporate governance for the twenty-first century. Brookings Institute, Washington, D.C. (1995).

44.

Parkinson, J.E., Kelly, G., Gamble, A.: The political economy of the company. Hart, Oxford (2000).

45.

Ireland, P.: Corporate Governance, Stakeholding, and the Company: Towards a Less Degenerate Capitalism. *Journal of Law and Society*,.

46.

Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).

47.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

48.

Financial Reporting Council, UK Corporate Governance Code 2018,
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.PDF>.

49.

Moore, M.T.: Private Ordering and Public Policy: The Paradoxical Foundations of Corporate Contractarianism. *Oxford Journal of Legal Studies*. 34, 693–728 (2014).
<https://doi.org/10.1093/ojls/gqu006>.

50.

Boeger, N., Villiers, C. eds: Shaping the corporate landscape towards corporate reform and enterprise diversity. Hart Publishing, Oxford [UK] (2018).

51.

*UK Corporate Governance Code 2018, pp. 4-5,
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf>.

52.

Companies (Miscellaneous Reporting) Regulations 2018,
http://www.legislation.gov.uk/ukdsi/2018/9780111170298/pdfs/ukdsi_9780111170298_en.pdf.

53.

Johnston, Andrew: Reforming English Company Law to Promote Sustainable Companies.

54.

Driver, C., Thompson, G. eds: Corporate governance in contention. Oxford University Press, Oxford, United Kingdom (2018).

55.

Boeger, N., Villiers, C. eds: Shaping the corporate landscape towards corporate reform and enterprise diversity. Hart Publishing, Oxford [UK] (2018).

56.

Talbot, L.: Trying to save the world with company law? Some problems. Legal Studies. 36, 513-534 (2016). <https://doi.org/10.1111/lest.12123>.

57.

Villiers, C.: 'Directors' Duties and the Company's internal structures under the UK Companies Act 2006: Obstacles for Sustainable Development. International and comparative corporate law journal. 8, 47-75 (2011).

58.

Department for Business, Energy and Industrial Strategy, White Paper on Corporate Governance Reform, August 2017,
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/640631/corporate-governance-reform-government-response.pdf.

59.

Beyond Shareholder Value: The reasons and choices for corporate governance reform, 2014, TUC, https://www.npi.org.uk/files/4114/0481/1913/Beyond_Shareholder_Value.pdf.

60.

Moore, M.T.: "Whispering Sweet Nothings": The Limitations of Informal Conformance in UK Corporate Governance. *Journal of Corporate Law Studies*. 9, 95–138 (2009).
<https://doi.org/10.1080/14735970.2009.11421536>.

61.

Marc T. Moore: The End of Comply or Explain in UK Corporate Governance. *Northern Ireland Legal Quarterly*,.

62.

MacNeil, I., Li, X.: 'Comply or Explain': market discipline and non-compliance with the Combined Code. *Corporate Governance: An International Review*. 14, 486–496 (2006).
<https://doi.org/10.1111/j.1467-8683.2006.00524.x>.

63.

On the effects of the Code on listed companies, see UK Listing Rule 9.8.6(5) – (6), contained in the official Handbook of the UK Listing Authority, the Financial Services Authority (FSA)., <https://www.handbook.fca.org.uk/handbook/LR.pdf>.

64.

Mallin, C.A.: *Corporate governance*. Oxford University Press, Oxford (2019).

65.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

66.

Financial Reporting Council, UK Corporate Governance Code 2018,
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.PDF>.

67.

Spencer Stuart, 2017 UK Board Index,
https://www.spencerstuart.com/-/media/2018/december/ukbi-summary_3.pdf.

68.

Deakin, S., Konzelmann, S.J.: Learning from Enron. Corporate Governance. 12, 134–142 (2004). <https://doi.org/10.1111/j.1467-8683.2004.00352.x>.

69.

Moore, M.T.: The Evolving Contours of the Board's Risk Management Function in UK Corporate Governance. Journal of Corporate Law Studies. 10, 279–308 (2010).
<https://doi.org/10.5235/147359710793129417>.

70.

ICSA Review of Higgs Guidance, 2010,
<https://www.icsa.org.uk/assets/files/pdfs/consultations/ICSA%20Review%20of%20the%20Higgs%20Guidance%20-%20first%20consultation.pdf>.

71.

UK Listing Rule 9.8.6(5) – (6), contained in the official Handbook of the UK Listing Authority, the Financial Services Authority (FSA).,
<https://www.handbook.fca.org.uk/handbook/LR.pdf>.

72.

Parkinson, J.E., Kelly, G., Gamble, A.: The political economy of the company. Hart, Oxford (2000).

73.

Review of the role and effectiveness of non-executive directors,
<https://ecgi.global/sites/default/files//codes/documents/higgsreport.pdf>.

74.

Alistair Alcock Professor of Corporate Law, University of Buckingham: Higgs - the wrong answer? Company Lawyer. 24, (2003).

75.

Ringe, W.-G.: Independent Directors: After the Crisis. European Business Organization Law Review. 14, 401–424 (2013). <https://doi.org/10.1017/S1566752912001206>.

76.

Gutiérrez, M., Sáez, M.: Deconstructing Independent Directors. Journal of Corporate Law Studies. 13, 63–94 (2013). <https://doi.org/10.5235/14735970.13.1.63>.

77.

Roseanne Russell, Companies, Sustainability and Gender, University of Bristol Law Research Paper, No. 5, 2018,
<http://www.bris.ac.uk/media-library/sites/law/research/Companies,%20Sustainability%20and%20Gender.pdf>.

78.

Charlotte Villiers: Achieving Gender Balance in the Boardroom: Is It Time for Legislative Action in the UK. Legal Studies,.

79.

House of Commons Treasury Committee, Women in Finance, Fifteenth Report of Session 2017–19, published July 2018,
<https://publications.parliament.uk/pa/cm201719/cmselect/cmtreasy/477/477.pdf>.

80.

Hampton-Alexander Review, FTSE Women Leaders: Improving gender balance in FTSE Leadership November 2017,
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/658126/Hampton_Alexander_Review_report_FINAL_8.11.17.pdf.

81.

DBIS, Improving the Gender Balance on British Boards: Women on Boards – 5-year Summary (Davies review), October 2015,
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/482059/BIS-15-585-women-on-boards-davies-review-5-year-summary-october-2015.pdf.

82.

Boeger, N., Villiers, C. eds: Shaping the corporate landscape towards corporate reform and enterprise diversity. Hart Publishing, Oxford [UK] (2018).

83.

*UK Corporate Governance Code 2018, p. 5,
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf>.

84.

Trade Unions Congress, 'All Aboard: Making Worker Representation on Boards a Reality', 2016, https://www.tuc.org.uk/sites/default/files/All_Aboard_2016.pdf.

85.

Tomorrow's Company, 'Bringing Employee Voice into the Boardroom', 2016,
<https://www.tomorrowscompany.com/wp-content/uploads/2016/11/Bringing-employee-voice-into-the-board-room.pdf>.

86.

Driver, C., Thompson, G. eds: Corporate governance in contention. Oxford University Press, Oxford, United Kingdom (2018).

87.

Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).

88.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

89.

Financial Reporting Council, UK Corporate Governance Code 2018,
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.PDF>.

90.

Financial Reporting Council, The UK Stewardship Code 2012,
<https://www.frc.org.uk/investors/uk-stewardship-code>.

91.

Lucian Arye Bebchuk: The Case for Increasing Shareholder Power. Harvard Law Review. 118, (2005).

92.

DIRECTOR PRIMACY AND SHAREHOLDER DISEMPOWERMENT. Harvard Law Review. (2006).

93.

Talbot, L.: Why Shareholders Shouldn't Vote: A Marxist-Progressive Critique of Shareholder Empowerment. *Modern Law Review*,.

94.

Paddy Ireland: Company Law and the Myth of Shareholder Ownership. *The Modern Law Review*. 62, (1999).

95.

THE CASE AGAINST SHAREHOLDER EMPOWERMENT. *University of Pennsylvania Law Review*. (2010).

96.

Andrew Keay: Company directors behaving poorly: disciplinary options for shareholders. *Journal of Business Law*. 656–682 (2007).

97.

Hill, J.: Who's Afraid of Shareholder Power? A Comparative Law Perspective, https://scholar.google.com/scholar?hl=en&as_sdt=0%2C5&q=Who%27s+Afraid+of+Shareholder+Power%3F+A+Comparative+Law+Perspective&btnG=.

98.

MacNeil, I., O'Brien, J.: *The future of financial regulation*. Hart, Oxford (2010).

99.

MacNeil, I., O'Brien, J.: *The future of financial regulation*. Hart, Oxford (2010).

100.

Mallin, C.: Institutional investors: the vote as a tool of governance. *Journal of Management & Governance*. 16, 177–196 (2012). <https://doi.org/10.1007/s10997-010-9137-2>.

101.

Bainbridge, S.M.: Shareholder Activism and Institutional Investors. SSRN Electronic Journal. (2005). <https://doi.org/10.2139/ssrn.796227>.

102.

Cheffins, Brian R.: The Past, Present and Future of Shareholder Activism by Hedge Funds.

103.

Rock, E., Kahan, M.: HEDGE FUNDS IN CORPORATE GOVERNANCE AND CORPORATE CONTROL. University of Pennsylvania Law Review. (2007).

104.

Goergen, M.; Renneboog, L.; Zhang, C.: Do UK Institutional Shareholders Monitor Their Investee Firms. Journal of Corporate Law Studies,.

105.

Van der Elst, C.: The corporate response to shareholder activism. ERA Forum. 15, 229–242 (2014). <https://doi.org/10.1007/s12027-014-0345-0>.

106.

Lazard, Report on Shareholder Activism Q1 2018,
<https://www.lazard.com/media/450557/lazard-1q-2018-activism-review.pdf>.

107.

Reisberg, A.: THE UK STEWARDSHIP CODE: ON THE ROAD TO NOWHERE? Journal of Corporate Law Studies. 15, 217–253 (2015).
<https://doi.org/10.1080/14735970.2015.1044771>.

108.

Roach, L.: The UK Stewardship Code. *Journal of Corporate Law Studies*, .

109.

Cheffins, B. R.: The Stewardship Code's Achilles' Heel. *Modern Law Review* , .

110.

Mallin, C.A.: *Corporate governance*. Oxford University Press, Oxford (2019).

111.

Tricker, R.I.: *Corporate governance: principles, policies, and practices*. Oxford University Press, Oxford (2019).

112.

Financial Reporting Council: *UK Corporate Governance Code* (2018),
<https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UKC-orporate-Governance-Code-FINAL.pdf>.

113.

UK Listing Rule 9.4, in the official Handbook of the UK Listing Authority, the Financial Services Authority (FSA), <https://www.handbook.fca.org.uk/handbook/LR.pdf>.

114.

Enterprise and Regulatory Reform Act 2013 (incl. shareholders say on pay). Queen's Printer of Acts of Parliament.

115.

BIS. *Executive Pay: Shareholder Voting rights consultation*, 2012,
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/31372/12-639-executive-pay-shareholder-voting-rights-consultation.pdf.

116.

The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. Queen's Printer of Acts of Parliament.

117.

BIS – Directors' Pay: Consultation on revised remuneration reporting regulations, 2012, https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/31358/12-888-directors-pay-consultation-remuneration-reporting.pdf.

118.

Companies (Miscellaneous Reporting) Regulations 2018, http://www.legislation.gov.uk/ukdsi/2018/9780111170298/pdfs/ukdsi_9780111170298_en.pdf.

119.

Villiers, C.: Controlling Executive Pay: Institutional Investors or Distributive Justice? *Journal of Corporate Law Studies*. 10, 309–342 (2010). <https://doi.org/10.5235/147359710793129408>.

120.

Charlotte Villiers*: Executive pay: a socially-oriented distributive justice framework. *Company Lawyer*. 37, 139–154 (2016).

121.

*High Pay Centre, Executive Pay, August 2017, http://highpaycentre.org/files/2016_CEO_pay_in_the_FTSE100_report_%28WEB%29_%281%29.pdf.

122.

Petrin, Martin: Executive Compensation in the United Kingdom – Past, Present, and Future.

123.

Farmer, M., Brown, D., Reilly, P., Bevan, S.: Executive Remuneration in the United Kingdom. *Compensation & Benefits Review*. 45, 26–33 (2013). <https://doi.org/10.1177/0886368713485037>.

124.

Moore, M.T.: Corporate Governance, Pay Equity, and the Limitations of Agency Theory. *Current Legal Problems*. 68, 431–464 (2015). <https://doi.org/10.1093/clp/cuv002>.

125.

The New Closed Shop: Who's Deciding on Pay? The Make Up of Remuneration Committees, http://highpaycentre.org/files/hpc_dp_remco.pdf.

126.

Bebchuk, L.A., Fried, J.M.: Pay without performance: the unfulfilled promise of executive compensation. Harvard University Press, Cambridge, MA (2004).

127.

Cheffins, B. R.; Thomas, R. S.: Should Shareholders Have a Greater Say over Executive Pay: Learning from the US Experience. *Journal of Corporate Law Studies*,.

128.

Mallin, C.A.: Corporate governance. Oxford University Press, Oxford (2019).

129.

Tricker, R.I.: Corporate governance: principles, policies, and practices. Oxford University Press, Oxford (2019).

130.

Carroll, A.B.: The pyramid of corporate social responsibility: Toward the moral

management of organizational stakeholders. *Business Horizons*. 34, 39–48 (1991).
[https://doi.org/10.1016/0007-6813\(91\)90005-G](https://doi.org/10.1016/0007-6813(91)90005-G).

131.

Boeger, N., Murray, R., Villiers, C.: *Perspectives on corporate social responsibility*. Edward Elgar, Cheltenham, UK.

132.

Blowfield, M.: Corporate Social Responsibility -The Failing Discipline and Why it Matters for International Relations. *International Relations*. 19, 173–191 (2005).
<https://doi.org/10.1177/0047117805052812>.

133.

Bansal, P.: Subhabrata Bobby Banerjee: Corporate Social Responsibility: The Good, the Bad, and the Ugly. *Administrative Science Quarterly*. 54, 182–184 (2009).
<https://doi.org/10.2189/asqu.2009.54.1.182>.

134.

Aguilera, R.V., Williams, C.A., Conley, J.M., Rupp, D.E.: Corporate Governance and Social Responsibility: a comparative analysis of the UK and the US*. *Corporate Governance: An International Review*. 14, 147–158 (2006).
<https://doi.org/10.1111/j.1467-8683.2006.00495.x>.

135.

Ward, H.: *Legal Issues in Corporate Citizenship*, <https://pubs.iied.org/pdfs/16000IIED.pdf>.

136.

Sklair, L., Miller, D.: Capitalist globalization, corporate social responsibility and social policy. *Critical Social Policy*. 30, 472–495 (2010).
<https://doi.org/10.1177/0261018310376804>.

137.

Adeyeye, A.: Universal standards in CSR: are we prepared? Corporate Governance: The international journal of business in society. 11, 107-119 (2011).
<https://doi.org/10.1108/14720701111108880>.

138.

UN Forum on Business and Human Rights,
<https://www.ohchr.org/EN/Issues/Business/Forum/Pages/ForumonBusinessandHumanRights.aspx>.

139.

UN Guiding Principles on Business and Human Rights,
https://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf.

140.

The EU Commission's strategy on CSR,
https://ec.europa.eu/growth/industry/corporate-social-responsibility_en.

141.

The Purposeful Company Report 2017,
<https://www.biginnovationcentre-purposeful-company.com/policy-report/>.