

<b>Title of article</b>	Corporate Governance Reform: A Social Constructionist Approach to Recurring Problems under Agency Theory's Influence
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<b>Journal</b>	<b>African Journal of Business Ethics</b>
<b>Issue</b>	Vol 1, No 1, 2005
<b>ISSN</b>	1817-7417
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<b>Abstract</b>	A shift in the cultural conception of the firm as production-system to that as investment-system entrenches the institutional logic of agency theory in governance reform. Reform initiatives emphasize the separation between management and the board, forensic reporting requirements, and the primacy of shareholders' entitlement to control and residual gains. Problems associated with this agency logic render reform unable to deliver a broad-based ethical operating environment. The introduction of a version of stakeholder theory, augmented by Knightian uncertainty, places the development of an alternative conception of the firm into discourse. Implications for governance reform are considered.
<b>Key words</b>	Corporate governance, agency theory, stakeholder theory, ownership control, Knightian uncertainty, social construction, reform.

## References

- Berezin, Mabel. 2002. "Secure states: towards a political sociology of emotion," pp. 33-52 in *Emotions and Sociology*, edited by Jack Barbalet. London: Basil Blackwell.
- Berle, Adolf, and Means, Gardiner. 1932. *The Modern Corporation and Private Property*, MacMillan.
- Chandler, Alfred, D. 1962. *Strategy and Structure: Chapters in the History of the American Industrial Enterprise*, MIT Press, Cambridge, MA.
- Chandler, Alfred, D. 1977. *The Visible Hand: The Managerial Revolution in American Business*, Belknap Press, Cambridge. MA.
- Clarkson, M.B.E. 1994. *A Risk-Based Model of Stakeholder Theory*, The Centre for Corporate Social Performance and Ethics, Toronto.

- Conference Board, The. 2003. *Commission on Public Trust and Enterprise: Findings and Recommendations*, <http://www.sec.gov/pdf/confboardcptpe.pdf> (as accessed August 2004).
- Fisch, Jill E. & Gentile, Caroline M. 2003. "The Qualified Legal Compliance Committee: Using the Attorney Conduct Rules to Restructure the Board of Directors." *Duke Law Journal*, 53: 101-192.
- Fligstein, N. 1990. *The Transformation of Corporate Control*, Harvard University Press, Cambridge, MA.
- Fraser, Nancy. 1990. "Rethinking the Public Sphere: A Contribution to the Critique of Actually Existing Democracy," *Social Text*, No. 25/6: 56-80.
- Freeman, R. Edward. 1984. *Strategic Management: A Stakeholder Approach*, Pitman, Boston.
- Friedland, R. and Alford, Robert, R. 1991. Bringing Society Back In: Symbols, Practices and Institutional Contradictions, pp. 232-66 in *The New Institutionalism in Organizational Analysis*, edited by W.W. Powel and P.J. DiMaggio, University of Chicago Press, Chicago, Illinois.
- Habermas, Jurgen. 1962. *The Structural Transformation of the Public Sphere: An Inquiry into a Category of Bourgeois Society*, MIT Press reprint edition 1991.
- Hsieh, N. 2005. "Maximization, Incomparability, and Managerial Choice," Paper presented at the Third Biennial Global Conference on Business Ethics at The Markkula Center for Applied Ethics, Santa Clara University, February 19, 2005.
- James, William. 1956. "The Sentiment of Rationality," pp. 63-110 in *The Will to Believe and Other Essays in Popular Philosophy*, New York, Dover Publications, Inc.
- Jensen, Michael C. and Meckling, William, H. 1976. "Theory of the Firm: Managerial Behavior, Agency Costs, and Ownership Structure," *Journal of Financial Economics* 3: 305-50.
- Knight, Frank. 1921. *Risk, Uncertainty, and Profit*, University of Chicago Press Chicago. Reprint 1971.
- Lydenburg, Steven. 2005. *Corporations and the Public Interest: Guiding the Invisible Hand*, Berret-Koehler, San Francisco.
- MacAvoy, Paul W. and Millstein, Ira M. 2003. *The Recurrent Crisis in Corporate Governance*, Palgrave Macmillan, New York.
- Phillips, Robert. 2003. *Stakeholder Theory and Organizational Ethics*, Berrett-Koehler, San Francisco.
- Prechel, Harland. 1991. "Irrationality and Contradiction in Organizational Change: Transformation in the Corporate Form of a US Steel Corporation," *Sociological Quarterly* 32: pp. 425-45.

- Prechel, Harland. 2000. *Big Business and the State: Historical Transitions and Corporate Transformation, 1880s-1990s*, State University of New York Press, Albany.
- Reiter, Sarah Ann and Williams, Paul F. 2004. "The Philosophy and Rhetoric of Auditor Independence Concepts," *Business Ethics Quarterly* Vol. 14: 3, 355-376.
- Schwartz, Mark, S., Dunfee, Thomas, W., and Kline, Michael, J. 2005. "Tone at the Top: An Ethics Code for Directors?" *Journal of Business Ethics* 58: 79-100.
- Scott, W. Richard. 2001. *Institutions and Organizations*, 2<sup>nd</sup>. Edition, Sage, Thousand Oaks, CA.
- Sen, A.K. 1987. *On Ethics and Economics*, Basil Blackwell LTD, Oxford.
- Siegel, A. and McGrath, S. 2003. "Recognizing and Addressing Conflicts of Interest," *The CPA Journal* 73(4): 6, 8-11.
- Zajac, Edward, J. and Westphal, James, D. 1995. "Accounting for the Explanations of CEO Compensation: Substance and Symbolism," *Administrative Sciences Quarterly* 40: 283-308.
- Zajac, Edward, J. and Westphal, James, D. 1995. 2004. "Social Construction of Market Value," *American Sociological Review* Volume 69: 3, 433-457.
- Zorn, Dirk, M. 2004. "Here a Chief, there a Chief: The Rise of the CFO," *American Sociological Review* Volume 69: 3, 345-364.