

Why Do Boards Exist? Governance Design in the Absence of Corporate Law

Comments

The Good, The Questionable, and The Possible Opportunities



The Good

Interesting Historical Data



One Size of Corporate Governance Does Not Fit All



Not All Directors Are the Same





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International Corporate Law and Financial Market Regulation

Independent Directors in Asia

A Historical, Contextual
and Comparative Approach

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The Questionable

How Much of An Outlier is the Historical Setting in Practice?



“Firms in our setting can choose or dispense with a board and also determine its *function and authority* free from legal constraints which is in sharp contrast to modern legal regimes”

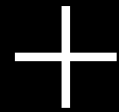
“Statutory law in any jurisdiction not only mandates the board but also *prescribes its powers and duties*”

Corporate Law and Governance Rules are Increasingly Flexible and Optional



The Rise of Alternative Business Vehicle Blurs the Distinction with the Historical Setting?

Separate Legal Personality



Limited Liability



Boards in Some Controlled Companies Functionally Similar to “No Board Option”

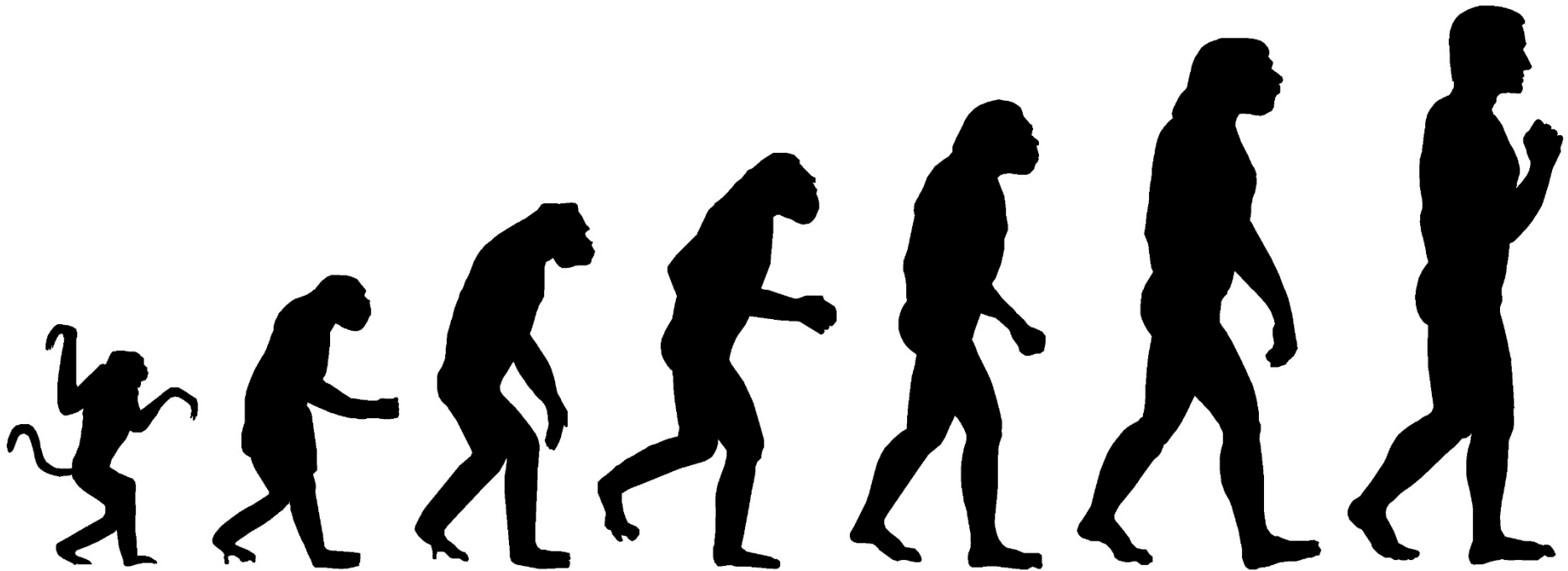


American/Delaware Corporate Law and Governance A Poor Comparator



Possible Opportunities

Evidence that Business Organizational Law is Evolving in the Right Direction



A Challenge to the Prescriptive Nature of US/Delaware Corporate Law



Thank You

