

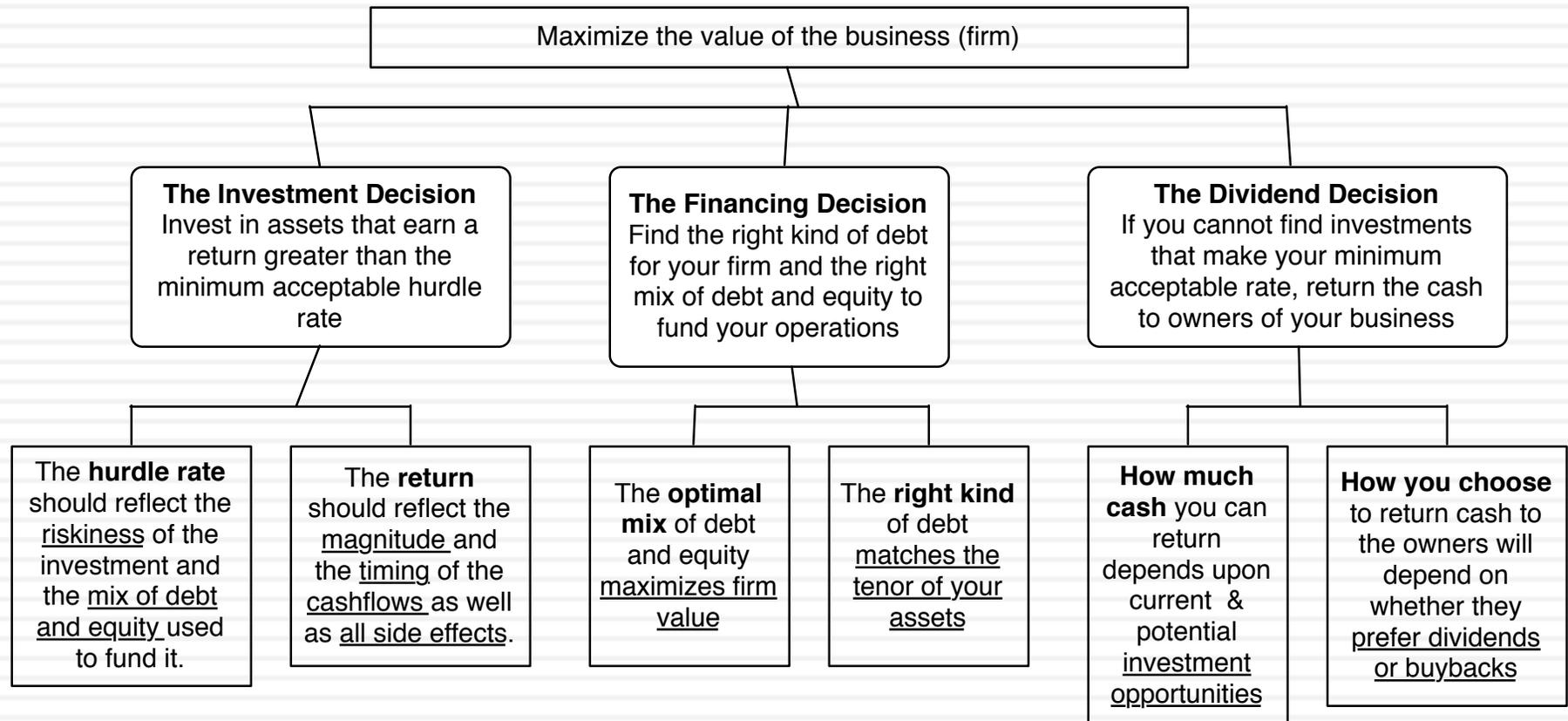


THE OBJECTIVE IN CORPORATE FINANCE

“If you don’t know where you are going, it doesn’t matter how you get there”

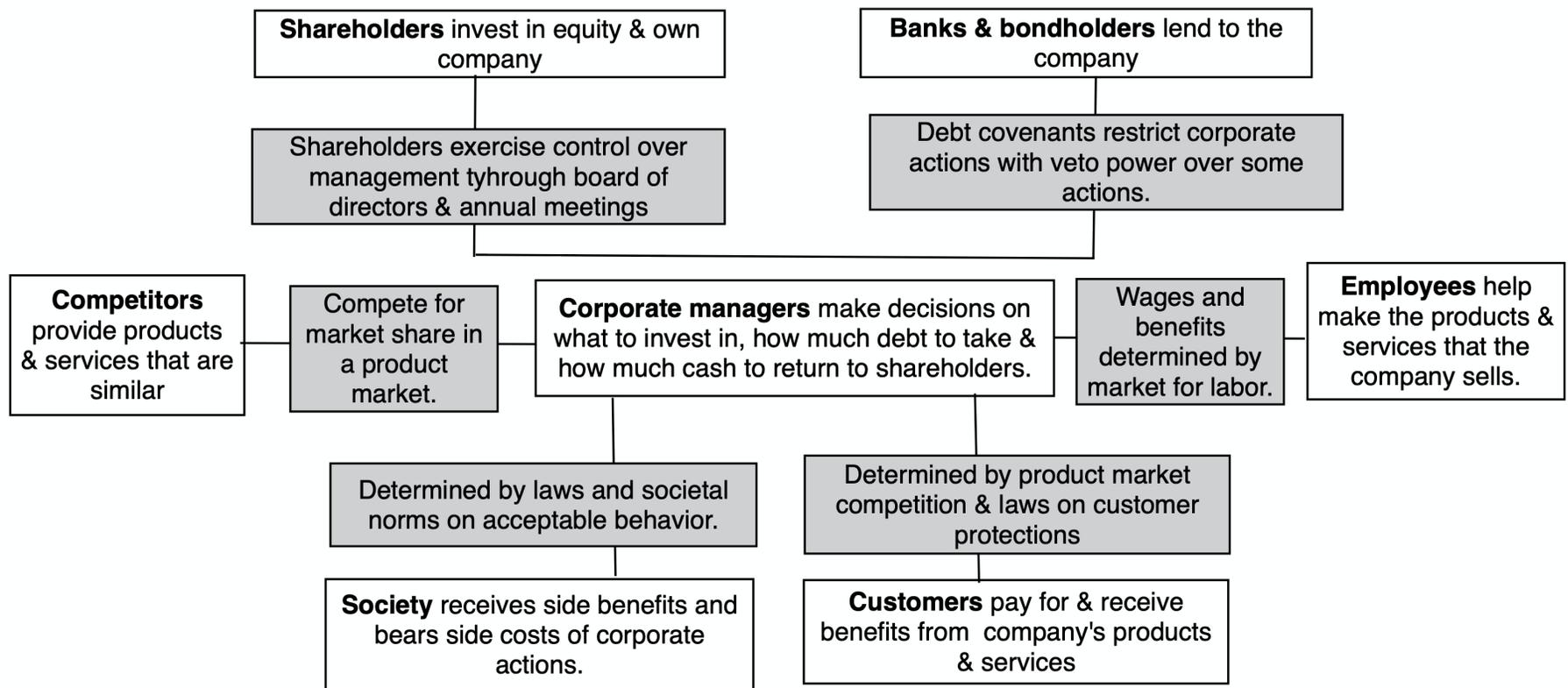
First Principles

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The Corporate Stakeholders

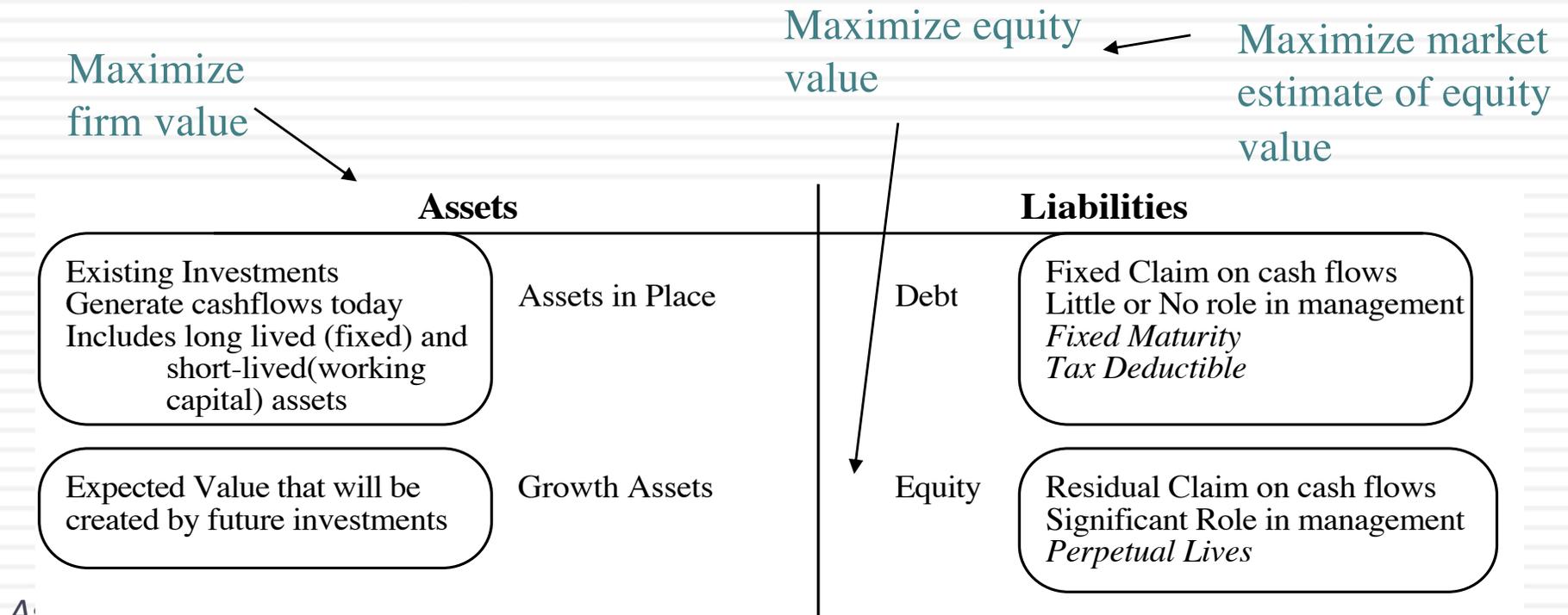
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The Objective in Decision Making

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- In traditional corporate finance, the objective in decision making is to maximize the value of the firm.
- A narrower objective is to maximize stockholder wealth. When the stock is traded and markets are viewed to be efficient, the objective is to maximize the stock price.



Why traditional corporate financial theory focuses on maximizing stockholder wealth.

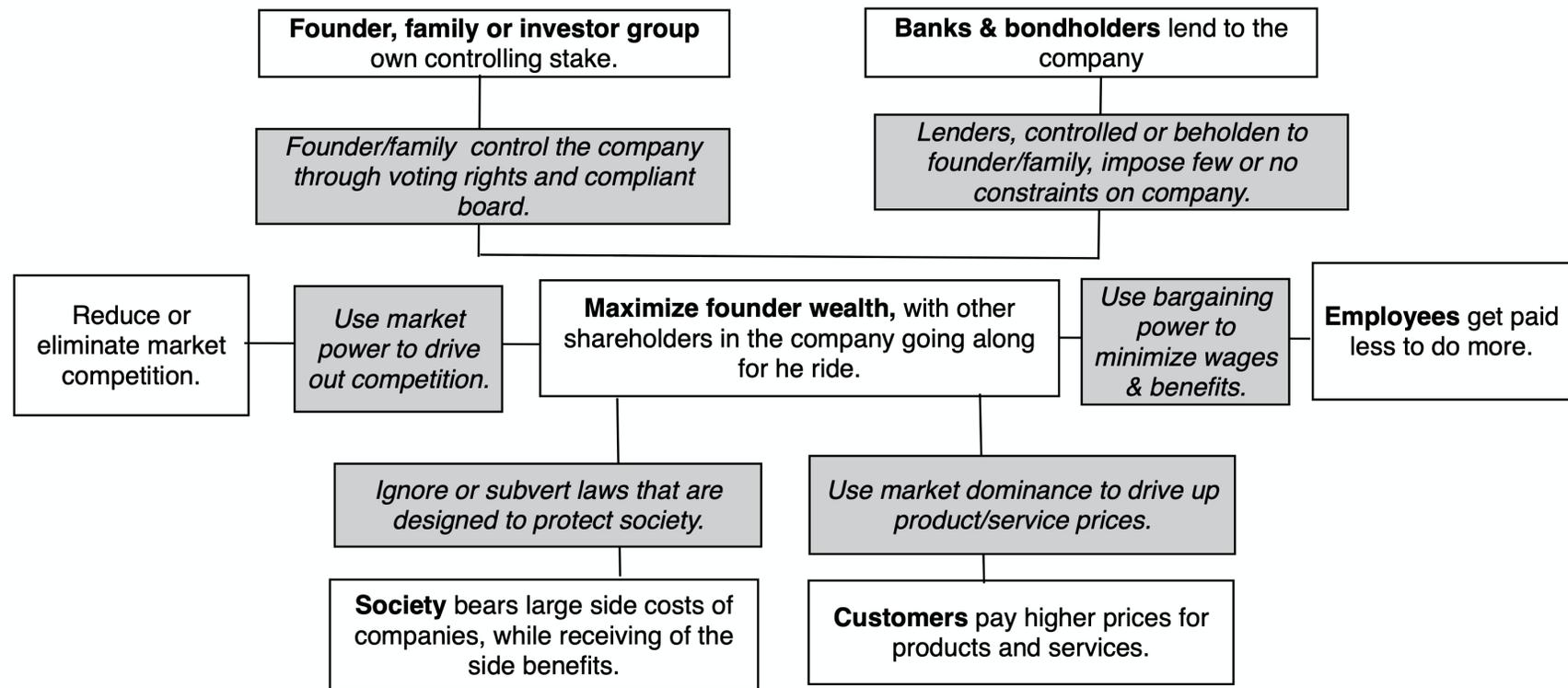
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- You can have only one objective, i.e., one interest group whose interests get placed first.
 - Corporate finance picks shareholders because they have a residual claim, whereas every other claimholder has a contractual claim that they can negotiate to protect their interests.
- If the company is traded, stock prices get chosen as the optimizing metric because:
 - ▣ Stock price is easily observable and constantly updated
 - ▣ If investors are rational, stock prices reflect the wisdom of decisions, short term and long term, instantaneously.

The Strawman Version: Cutthroat Corporatism

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Cutthroat Corporatism



The Darwinian End Game: Winning companies dominate or monopolize their markets, exploiting customers, employees & society, while enriching their founders (and shareholders).

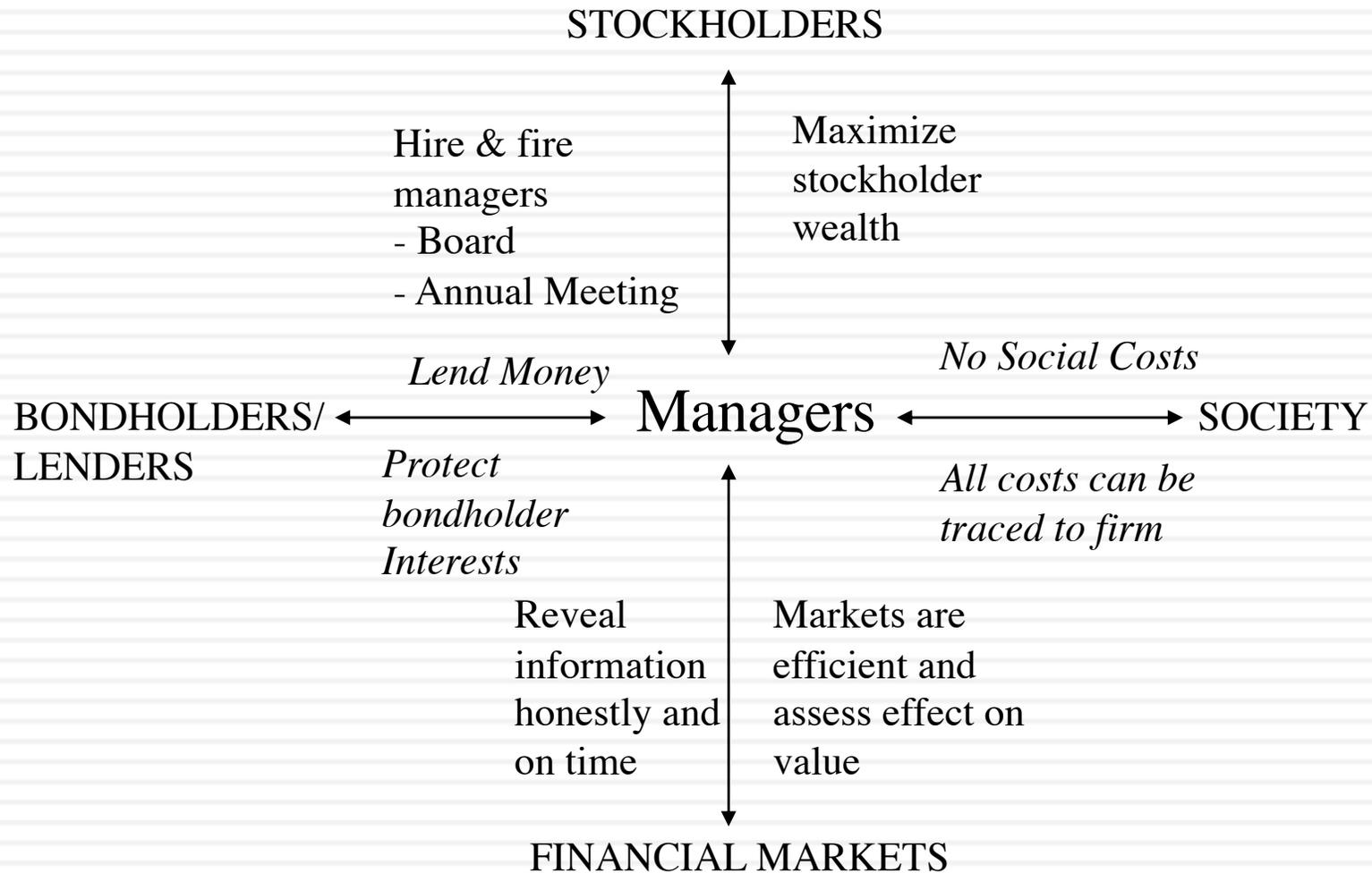
Real Choices or False Ones?

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- Maximizing stock price is not incompatible with meeting employee needs/objectives. In particular:
 - ▣ Employees are often stockholders in many firms
 - ▣ Firms that maximize stock price generally are profitable firms that can afford to treat employees well.
- Maximizing stock price does not mean that customers are not critical to success. In most businesses, keeping customers happy is the route to stock price maximization.
- Maximizing stock price does not imply that a company has to be a social outlaw.

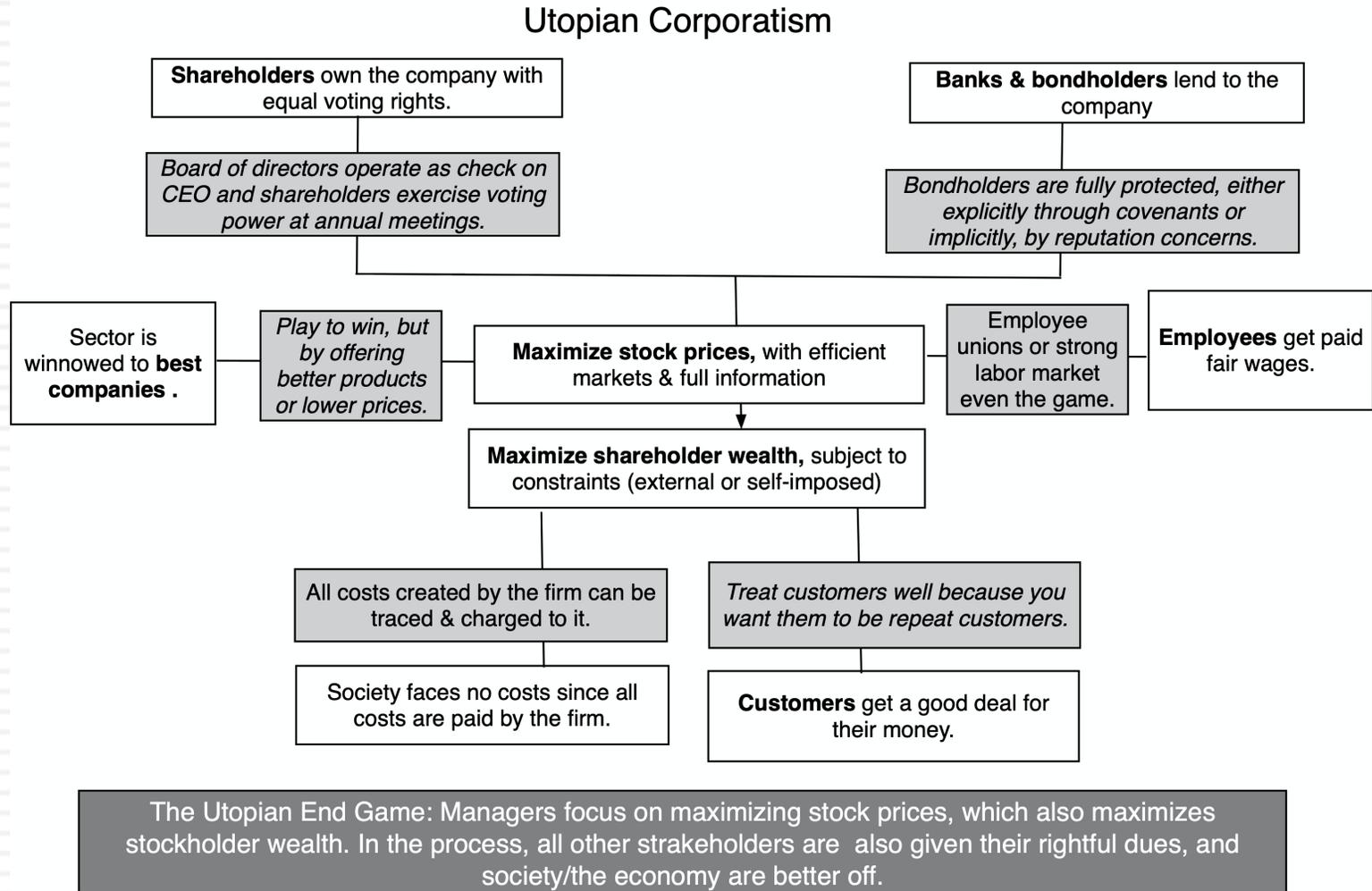
The Classical Objective Function

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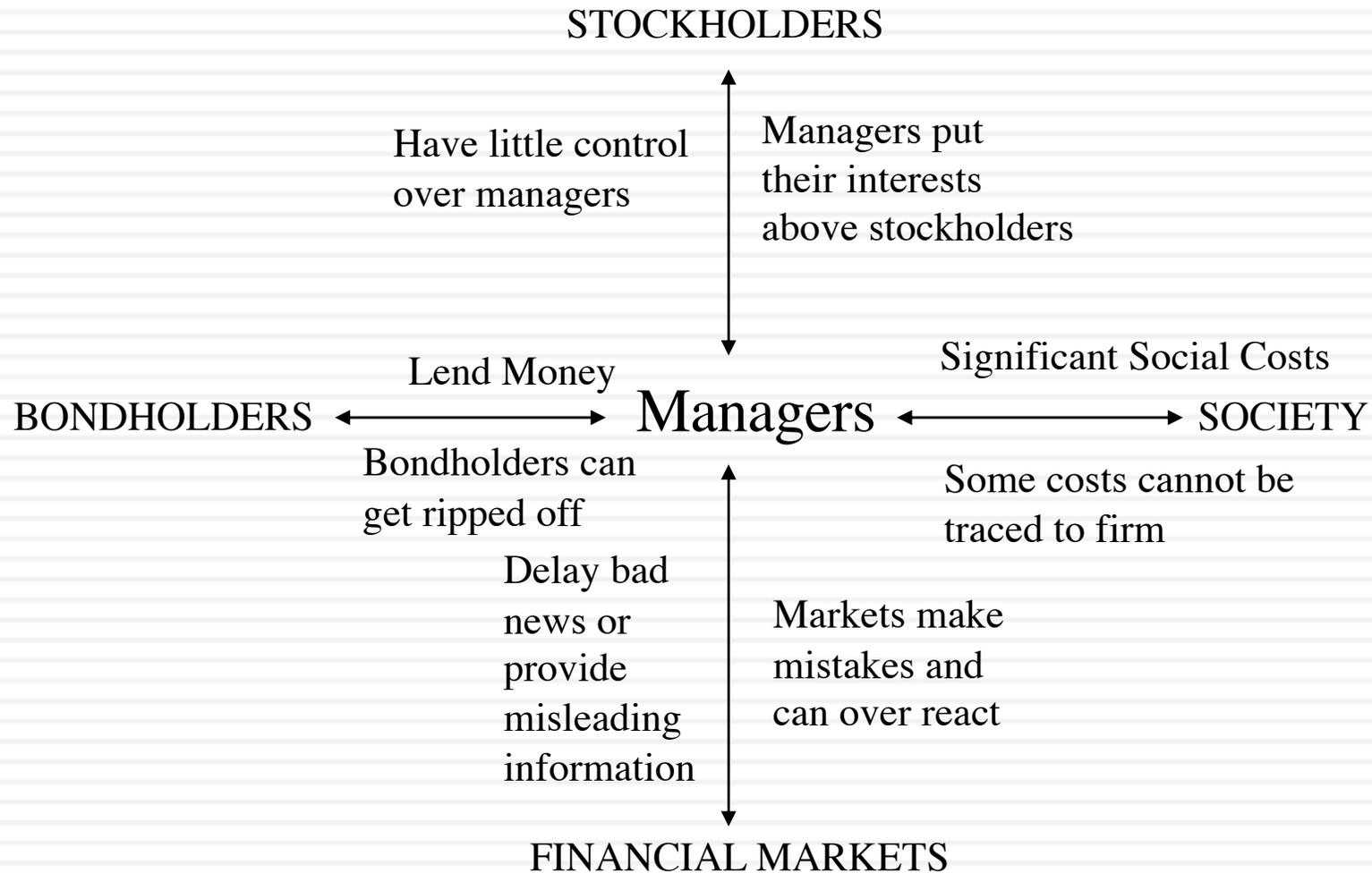
Utopian Corporatism

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What can go wrong?

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I. Stockholder Interests vs. Management Interests

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- In theory: The stockholders have significant control over management. The two mechanisms for disciplining management are the annual meeting and the board of directors. Specifically, we assume that
 - Stockholders who are dissatisfied with managers can not only express their disapproval at the annual meeting, but can use their voting power at the meeting to keep managers in check.
 - The board of directors plays its true role of representing stockholders and acting as a check on management.
- In Practice: Neither mechanism is as effective in disciplining management as theory posits.

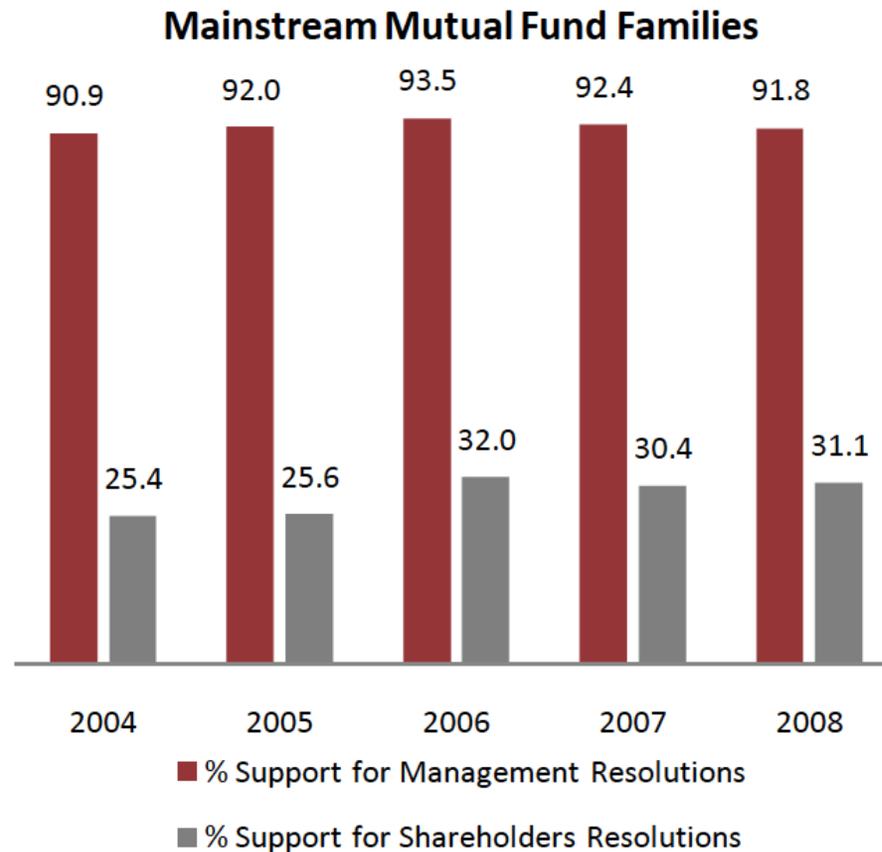
The Annual Meeting as a disciplinary venue

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- The power of stockholders to act at annual meetings is diluted by three factors
 - Most small stockholders do not go to meetings because the cost of going to the meeting exceeds the value of their holdings.
 - Incumbent management starts off with a clear advantage when it comes to the exercise of proxies. Proxies that are not voted becomes votes for incumbent management.
 - For large stockholders, the path of least resistance, when confronted by managers that they do not like, is to vote with their feet.
- Annual meetings are also tightly scripted and controlled events, making it difficult for outsiders and rebels to bring up issues that are not to the management's liking.

And institutional investors go along with incumbent managers...

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The CEO often hand-picks directors..

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- CEOs pick directors: A 1992 survey by Korn/Ferry revealed that 74% of companies relied on recommendations from the CEO to come up with new directors and only 16% used an outside search firm. While that number has changed in recent years, CEOs still determine who sits on their boards. While more companies have outsiders involved in picking directors now, CEOs exercise significant influence over the process.
- Directors don't have big equity stakes: Directors often hold only token stakes in their companies. Most directors in companies today still receive more compensation as directors than they gain from their stockholdings. While share ownership is up among directors today, they usually get these shares from the firm (rather than buy them).
- And some directors are CEOs of other firms: Many directors are themselves CEOs of other firms. Worse still, there are cases where CEOs sit on each other's boards.

Directors lack the expertise (and the willingness) to ask the necessary tough questions..

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- Robert's Rules of Order? In most boards, the CEO continues to be the chair. Not surprisingly, the CEO sets the agenda, chairs the meeting and controls the information provided to directors.
- Be a team player? The search for consensus overwhelms any attempts at confrontation.
- The CEO as authority figure: Studies of social psychology have noted that loyalty is hardwired into human behavior. While this loyalty is an important tool in building up organizations, it can also lead people to suppress internal ethical standards if they conflict with loyalty to an authority figure. In a board meeting, the CEO generally becomes the authority figure.

The worst board ever? The Disney Experience - 1997

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Reveta F. Bowers 1,5

Head of School
Center for Early Education

Roy E. Disney 3

Vice Chairman
The Walt Disney Company

Michael D. Eisner 3

Chairman and Chief Executive Officer
The Walt Disney Company

Stanley P. Gold 4,5

President and Chief Executive Officer
Shamrock Holdings, Inc.

Sanford M. Litvack

Senior Executive Vice President
and Chief of Corporate Operations
The Walt Disney Company

Ignacio E. Lozano, Jr. 1,2,4

Editor-in-Chief, LA OPINION

George J. Mitchell 5

Special Counsel
Verner, Liipfert, Bernard, McPherson
and Hand

Thomas S. Murphy

Former Chairman
Capital Cities/ABC, Inc.

Richard A. Nunis

Chairman
Walt Disney Attractions

Leo J. O'Donovan, S.J.

President
Georgetown University

Michael S. Ovitz 3

President
The Walt Disney Company

Sidney Poitier 2,4

Chief Executive Officer
Verdon-Cedric Productions

Irwin E. Russell 2,4

Attorney at Law

Robert A.M. Stern

Senior Partner Productions

E. Cardon Walker 1

Former Chairman and Chief Executive Officer
The Walt Disney Company

Raymond L. Watson 1,2,3

Vice Chairman
The Irvine Company

Gary L. Wilson 5

Co-Chairman
Northwest Airlines Corporation

1 Member of Audit Review Committee

2 Member of Compensation Committee

3 Member of Executive Committee

4 Member of Executive Performance Plan Committee

5 Member of Nominating Committee

The Calpers Tests for Independent Boards

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- Calpers, the California Employees Pension fund, suggested three tests in 1997 of an independent board:
 - Are a majority of the directors outside directors?
 - Is the chairman of the board independent of the company (and not the CEO of the company)?
 - Are the compensation and audit committees composed entirely of outsiders?
- Disney was the only S&P 500 company to fail all three tests.

Business Week piles on... The Worst Boards in 1997..

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| THE WORST BOARDS OF DIRECTORS | | | | | | | | | | | | |
|-------------------------------|---------------|--------------|----------------|--|----------------------------|---------------|--------------------|-----------------------|-------------------------------|---------------|--------------------|--|
| BW RANK | OVERALL SCORE | SURREY SCORE | ANALYSIS SCORE | DETAILS | BOARD PERFORMANCE POLL | | | | GOVERNANCE GUIDELINE ANALYSIS | | | |
| | | | | | SHAREHOLDER ACCOUNTABILITY | BOARD QUALITY | BOARD INDEPENDENCE | CORPORATE PERFORMANCE | SHAREHOLDER ACCOUNTABILITY | BOARD QUALITY | BOARD INDEPENDENCE | |
| 1. DISNEY | 10.3 | 1.8 | 8.5 | Investors decry board for conflicts; many directors own little if any stock | 3.3 | 4.3 | 2.0 | 5.8 | -0.4 | 2.8 | 2.2 | |
| 2. AT&T | 10.9 | -16.6 | 27.5 | Investors scorn board for failing to control succession, not ousting CEO | 3.0 | 4.2 | 3.5 | 2.8 | 2.0 | 5.2 | 7.4 | |
| 3. H.J. HEINZ | 15.4 | -1.1 | 16.5 | Longtime CEO dominates insider-filled board; resists investor calls for change | 2.8 | 3.7 | 2.0 | 4.7 | 4.4 | 6.0 | 1.4 | |
| 4. ARCHER DANIELS MIDLAND | 16.8 | -12.2 | 29.0 | Board changes fail to satisfy investors, who say directors still lack independence | 2.9 | 2.1 | 1.3 | 3.5 | 5.6 | 7.6 | 5.0 | |
| 5. DOW JONES | 21.1 | 1.6 | 19.5 | Investors disenchanted with performance; weakest attendance record of any board | 2.6 | 4.6 | 2.8 | 2.6 | 6.0 | 0.0 | 5.8 | |
| 6. DILLARD'S | 22.0 | 5.0 | 17.0 | Board loaded with insiders; lacks an outsider with retail expertise or CEO | 2.0 | 3.0 | 2.0 | 3.5 | 6.4 | 3.2 | 2.0 | |
| 7. ROLLINS INTERNATIONAL | 22.7 | 1.7 | 21.0 | Board dominated by family members and insiders; lacks nominating panel | 1.0 | 1.0 | 0.0 | 2.0 | 4.0 | 7.6 | 4.4 | |
| 8. OCCIDENTAL PETROLEUM | 24.0 | -1.5 | 25.5 | Investors outraged over \$95 million payout to CEO by cozy, aging board | 1.3 | 2.0 | 1.1 | 2.0 | 2.8 | 6.0 | 5.8 | |
| 9. OGDEN | 27.2 | 4.2 | 23.0 | Board has three consultants and a lawyer who do business with company | 2.0 | 1.5 | 2.0 | 2.5 | 2.0 | 8.4 | 4.0 | |
| 10. MAXAM | 28.3 | 4.3 | 24.5 | Tiny board with little business experience dominated by CEO | 1.5 | 2.0 | 1.0 | 3.5 | 3.6 | 2.0 | 6.0 | |

Application Test: Who's on board?

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- Look at the board of directors for your firm.
 - How many of the directors are inside directors (Employees of the firm, ex-managers)?
 - Is there any information on how independent the directors in the firm are from the managers?
- Are there any external measures of the quality of corporate governance of your firm?
 - Yahoo! Finance now reports on a corporate governance score for firms, where it ranks firms against the rest of the market and against their sectors.
- Is there tangible evidence that your board acts independently of management?
 - Check news stories to see if there are actions that the CEO has wanted to take that the board has stopped him or her from taking or at least slowed him or her down.