A test of your social consciousness: Put your money where you mouth is…

- Assume that you work for Disney and that you have an opportunity to open a store in an inner-city neighborhood. The store is expected to lose about a million dollars a year, but it will create much-needed employment in the area and may help revitalize it.
- Would you open the store?
  - Yes
  - No
- If yes, would you tell your stockholders and let them vote on the issue?
  - Yes
  - No
- If no, how would you respond to a stockholder query on why you were not living up to your social responsibilities?

Put simply, traditional corporate financial theory breaks down when ...

- Managerial self-interest drives decision making: The interests/objectives of the decision makers in the firm conflict with the interests of stockholders.
- Debt holders are unprotected: Bondholders (Lenders) are not protected against expropriation by stockholders.
- Markets are inefficient and prices don't reflect value: Financial markets do not operate efficiently, and stock prices do not reflect the underlying value of the firm.
- Businesses create large side costs for society (externalitirs): Significant social costs can be created as a by-product of stock price maximization.

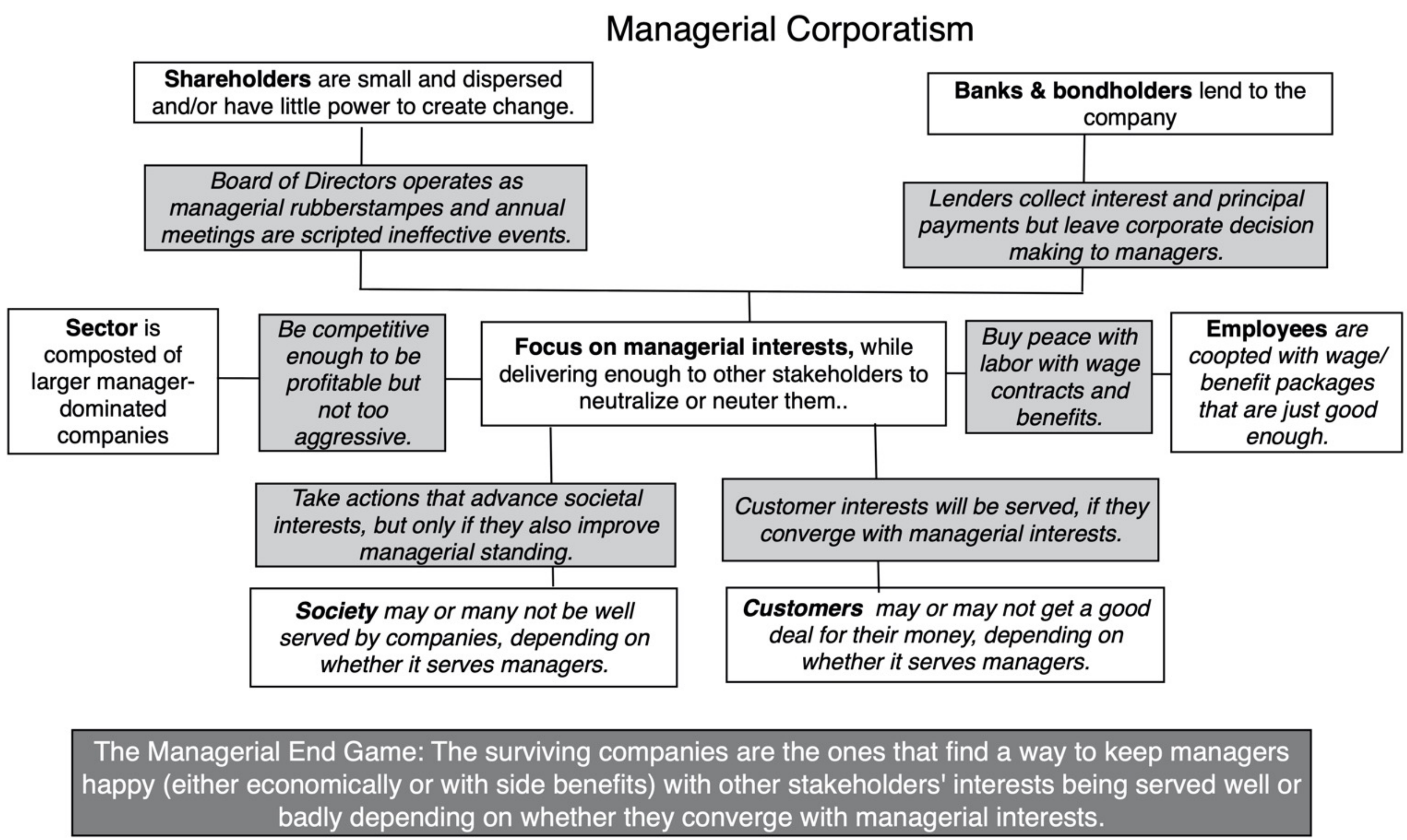
When traditional corporate financial theory breaks down, the solution is:

- A non stockholder-based governance system: To choose a different mechanism for corporate governance, i.e, assign the responsibility for monitoring managers to someone other than stockholders.
- A better objective than maximizing stock prices? To choose a different objective for the firm, either by shifting to a different metric or stakeholder group(s).
- Maximize stock prices but minimize side costs: To maximize stock price, but reduce the potential for conflict and breakdown:
  - Making managers (decision makers) and employees into stockholders
  - Protect lenders from expropriation
  - By providing information honestly and promptly to financial markets
  - Minimize social costs

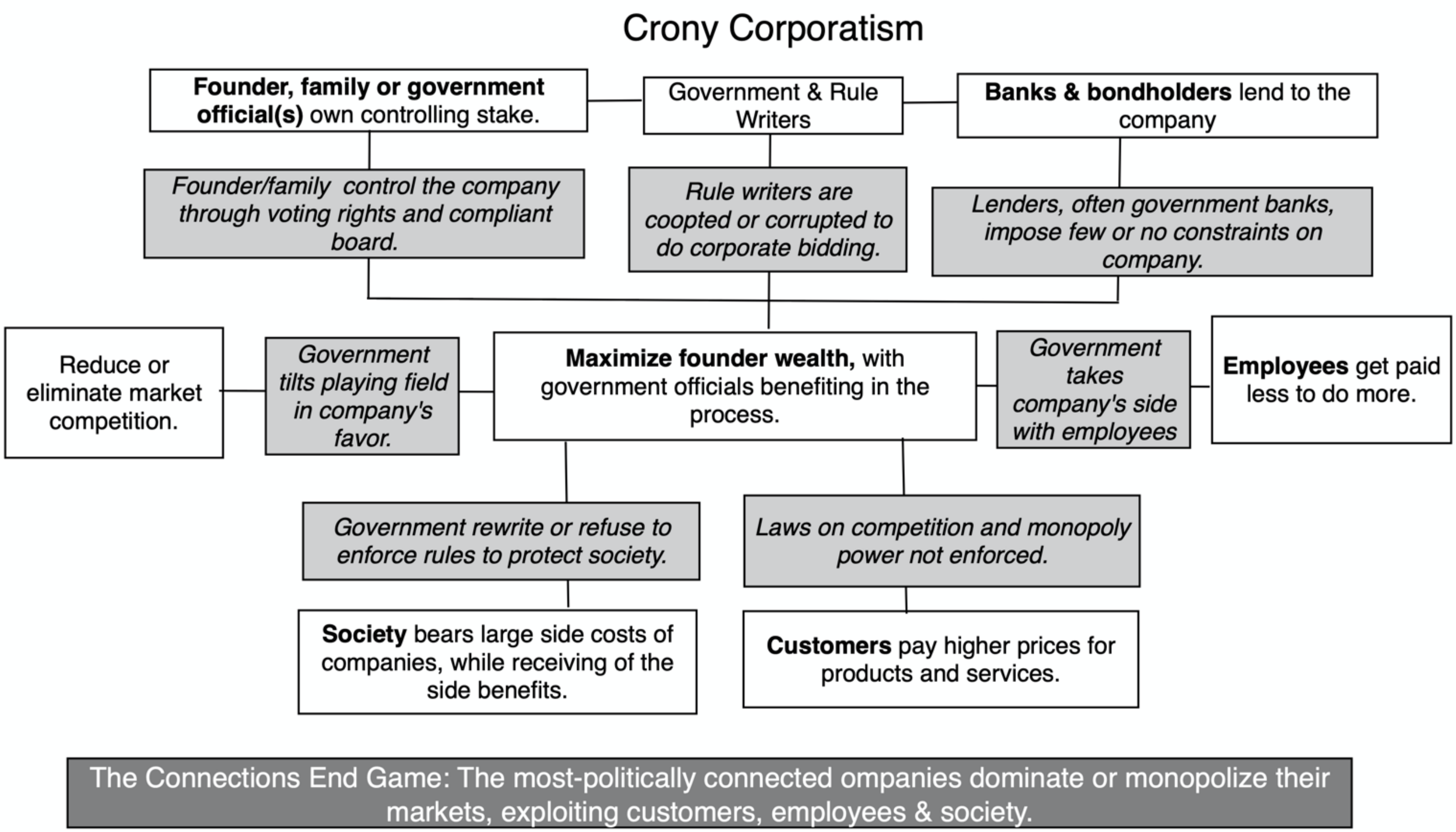
I. An Alternative Corporate Governance System

- Germany and Japan developed a different mechanism for corporate governance, based upon corporate cross holdings.
  - In Germany, the banks form the core of this system.
  - In Japan, it is the keiretsus
  - Other Asian countries have modeled their system after Japan, with family companies forming the core of the new corporate families
- At their best, the most efficient firms in the group work at bringing the less efficient firms up to par. They provide a corporate welfare system that makes for a more stable corporate structure
- At their worst, the least efficient and poorly run firms in the group pull down the most efficient and best run firms down. The nature of the cross holdings makes its very difficult for outsiders (including investors in these firms) to figure out how well or badly the group is doing.

One End game: Managerial Corporatism



A Skewed Version: Crony Corporatism



IIa. Choose a Different Metric to Maximize

- Firms can always focus on a different objective function. Examples would include
  - maximizing earnings
  - maximizing revenues
  - maximizing firm size
  - maximizing market share
  - maximizing EVA
- The key thing to remember is that these are intermediate objective functions.
  - To the degree that they are correlated with the long-term health and value of the company, they work well.
  - To the degree that they do not, the firm can end up with a disaster

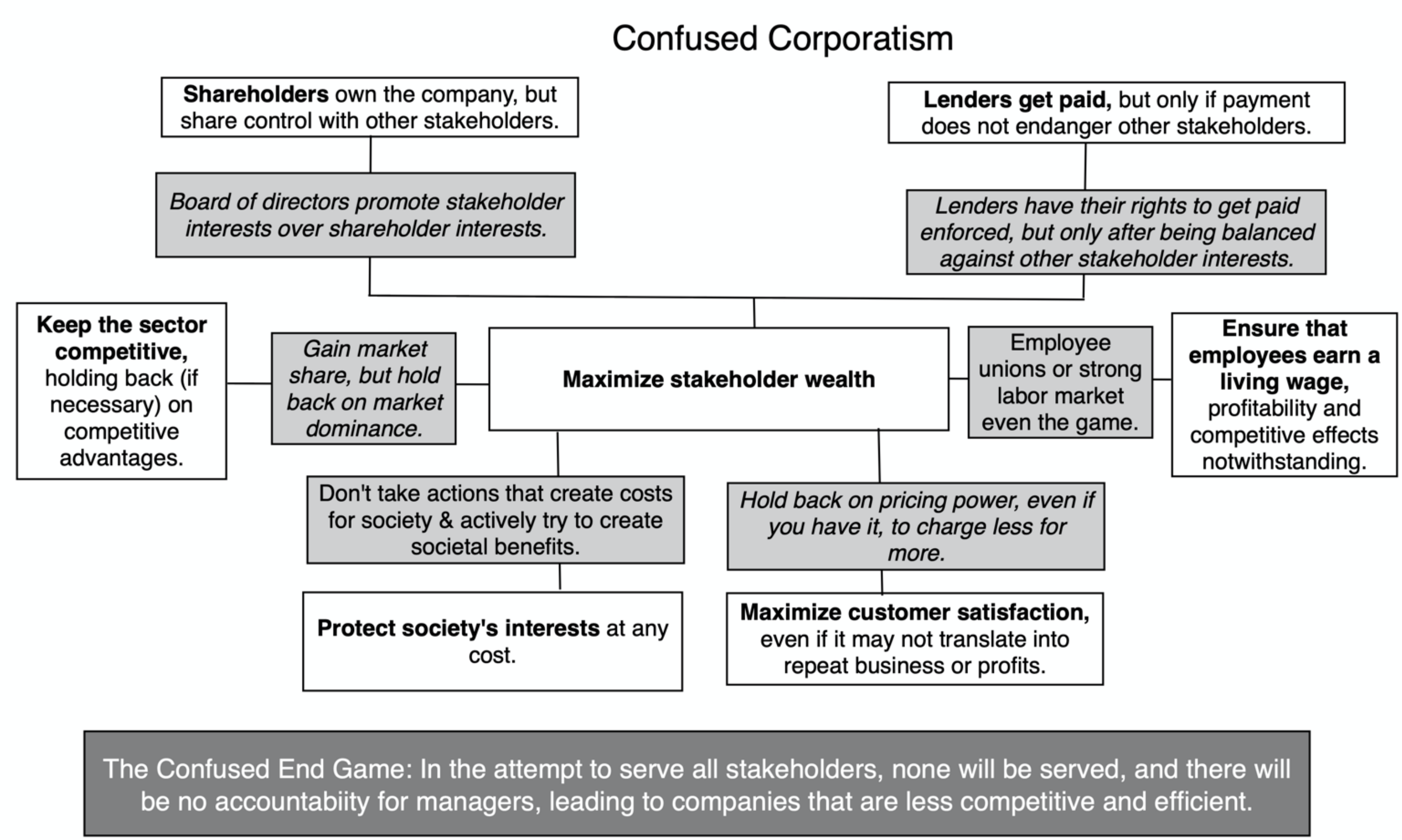
IIb. Maximize stakeholder wealth

- A fairness argument: To the extent that shareholder wealth maximization seems to, at least at first sight, put all other stakeholders in the back seat, it seems unfair.
- An Easy Fix? The logical response seems to be stakeholder wealth maximization, where the collective wealth of all stakeholders is maximized. That is the promise of stakeholder wealth maximization.
- Protective response: As corporations have found themselves losing the battle for public opinions, many CEOs and even some institutional investors seem to have bought into this idea.

The Business Roundtable's Message..

- *While each of our individual companies serves its own corporate purpose, we share a **fundamental commitment to all of our stakeholders**. We commit to:*
  - ***Delivering value to our customers**. We will further the tradition of American companies leading the way in meeting or exceeding customer expectations.*
  - ***Investing in our employees**. This starts with compensating them fairly and providing important benefits. It also includes supporting them through training and education that help develop new skills for a rapidly changing world. We foster diversity and inclusion, dignity and respect.*
  - ***Dealing fairly and ethically with our suppliers.** We are dedicated to serving as good partners to the other companies, large and small, that help us meet our missions.*
  - ***Supporting the communities in which we work**. We respect the people in our communities and protect the environment by embracing sustainable practices across our businesses.*
  - ***Generating long-term value for shareholders**, who provide the capital that allows companies to invest, grow and innovate. We are committed to transparency and effective engagement with shareholders*

Confused Corporatism



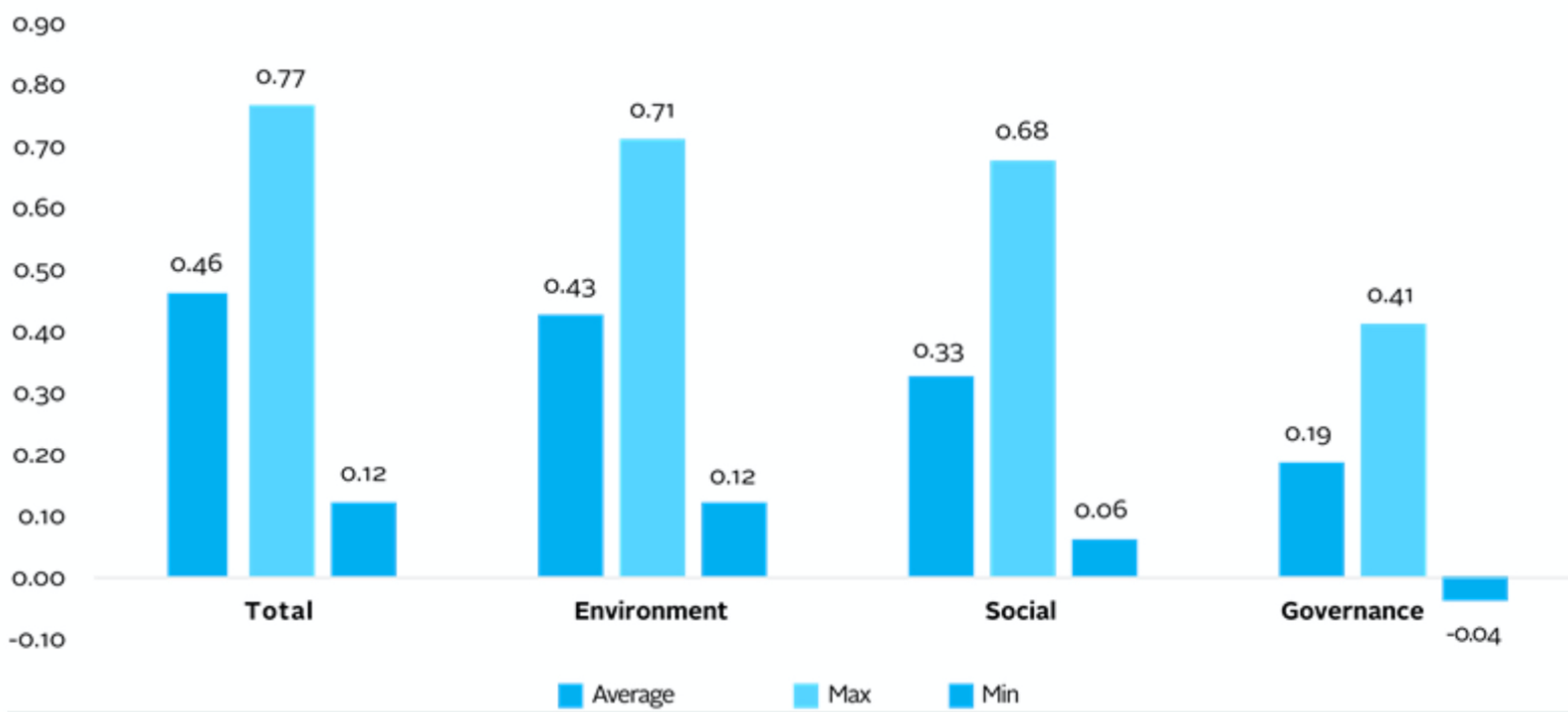
If confused corporatism sounds like a good deal, some cautionary notes..

- <u>Government-owned companies</u>: The managers of these companies were given a laundry list of objectives, resembling in large part the listing of stakeholder objectives, and told to deliver on them all. The end results were some of the most inefficient companies on the face of the earth, with every stakeholder group feeling ill-served in the process.
- <u>US research universities</u>: These entities lack a central focus, where whose interests dominate and why shifts, depending on who you talk to and when. The end result is not just economically inefficient operations, capable of running a deficit no matter how much tuition is collection, but one where every stakeholder group feels aggrieved.

IIc. The ESG Promises: Cake for all, with no calories!

- Good for companies: For companies, the promise is that being "good" will generate higher profits for the company, at least in the long term, with lower risk, and thus make them more valuable.
- Good for investors: For investors in these companies, the promise is that investing in "good" companies will generate higher returns than investing in "bad" or middling companies.
- Good for society: For society, the promise is that not only would good companies help fight problems directly related to ESG, like climate change and low wages, but also counter more general problems like income inequality and healthcare crises.

But what comprises goodness? The services disagree..



Average, minimum, and maximum correlations across providers

1. ESG and Value: Where's the beef?

- A Weak Link to Profitability: There is *a small positive link between ESG and profitability*, but one that is very sensitive to how profits are measured and over what period. Breaking down ESG into its component parts, environment (E) offered the strongest positive link to performance and social (S) the weakest, with governance (G) falling in the middle.
- A Stronger Link to Funding Costs, at least in energy/fossil fuels: Studies of "sin" stocks, i.e., companies involved in businesses such as producing alcohol, tobacco, and gaming, find that these stocks are less commonly held by institutions and that they face higher costs for funding, from equity and debt). While these companies face higher costs, and have lower value, investors in these companies generate higher returns.
- And to Failure/Disaster Risk: "Bad" companies are exposed to disaster risks, where a combination of missteps by the company, luck, and a failure to build in enough protective controls (because they cost too much) can cause a disaster, either in human or financial terms.

2. ESG and Returns: Mixed findings

- Invest in bad companies: A comparison of two Vanguard Index funds, the Vice fund (invested in tobacco, gambling, and defense companies) and the FTSE Social Index fund (invested in companies screened for good corporate behavior on multiple dimensions) and note that a dollar invested in the former in August 2002 would have been worth almost 20% more by 2015 than a dollar invested in the latter.
- Invest in good companies: There are some studies that find that good companies earn higher returns, but the outperformance is more due to factor and industry tilts than to social responsiveness. (Put simply, for much of the last decade ESG funds were tilted away from manufacturing/commodity and towards tech companies, and it was a good decade for tech stocks).
- ESG has no effect: Splitting the difference, there are other studies that find little or no differences in returns between good and bad companies. In fact, studies that more broadly look at factors that have driven stock returns for the last few decades find that much of the positive payoff attributed to ESG comes from its correlation with momentum and growth.

3. ESG and Society

- There are some who argue that even if ESG is bad for companies and investors, it is good for society, because companies will treat their customers and employees better, while catering to their local communities.
- There are three fundamental flaws:
  - Greenwashing: ESG allows companies to sound good, while not doing good, and that it will allow for posturing and public relation ploys that do little to advance public good.
  - Outsourcing goodness: It makes the CEOs the arbiters of goodness and badness.
  - Behind the curtain: Pressuring companies to invest in the good and divest themselves or avoid the bad may only push bad behavior to less observable and monitored parts of the economy.

III. Maximize Stock Price, subject to ..

- The strength of the stock price maximization objective function is its internal self correction mechanism. Excesses on any of the linkages lead, if unregulated, to counter actions which reduce or eliminate these excesses
- In the context of our discussion,
  - managers taking advantage of stockholders can lead to a much more active market for corporate control.
  - stockholders taking advantage of bondholders can lead to bondholders and lenders protecting themselves better.
  - firms revealing incorrect or delayed information to markets can lead to markets becoming more "skeptical" and "punitive"
  - firms creating social costs can lead to more regulations, as well as investor and customer backlashes.