

Board Attributes and Financial Performance of Listed Firms in Uganda

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Abstract:

This study examines the relationship between Board of director attributes and financial performance of listed firms in Uganda. Board attributes of board size, Non-executive directors (board independence) and directors' shareholding are examined while controlling for firm size and leverage. The study uses a cross sectional research design, employing panel data of listed firms in Uganda for a period of four years. Financial and board attributes information is collected from annual reports of each firm. The study finds that non executive director's independence on board and large boards increase firm performance. We do not provide evidence to suggest that director's shareholding affects firm performance differently. Thus this study is consistent with evidence that shows the importance of board of directors' attributes on firm's financial performance.

Keywords: Board attributes, Firm performance

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1.0 Introduction

This study examines the role of effective corporate governance on firm financial performance. Theory argues that, agency problem (conflict) is due to separation of ownership and control. The agency conflict increases due to information asymmetry, moral hazard, time horizon conflicts and risk aversion. The owners of the firm need to reduce the opportunistic behavior of the managers in order to align managers' interests with those of the owners if they are to maximize shareholder value (Jensen and Meckling, 1976 and Fama 1980)

Existing evidence suggests that effective boards of directors reduce agency conflict further leading to increase in firm value or firm financial performance by reducing on information asymmetry. Thus this study argues that, corporate boards is an internal governance mechanism designed to control self-interested management from unscrupulous behaviors (Heracleous, 2001; Guan et al., 2007). Corporate board works as an intermediate arm of the firm that interfaces between the shareholders and the managers (John and Sebet, 1998; Stiles and Taylor, 2001). Thus its existence impact on a firm's financial performance (Ho and Williams, 2003; Mangena and Chamisa, 2008; Vafeas and Theodorau, 1998; Zahra and Peace, 1989).

Therefore we argue that, financial performance of a firm is substantially impacted by the board of directors' decisions. It attracts investment and helps in maximizing the company's funds, reinforcing the company's pillars and this results in increased financial performance (Waggoner, Neely and Kennerley, 1999). Financial performance also relates to the process by using which constrained resources at an organization's disposal are utilized correctly and effectively in reaching the common goal of the organization for both existing and future opportunities (Marn and Romuald, 2012; Yasser et al, 2011).

Studies examining the effect of a board's composition on firm financial performance in general find support for the notion that a majority of non-executive directors improve firm financial performance (Abidin et al., 2009; Beasley 1996; Brown and Caylor, 2004; Charitou et al., 2007; Ho and Williams, 2003; Jackling and Johl, 2009; Mangena and Chamisa, 2008; Peasnell et al., 2001; Perry and Shivdasani, 2005; Rhoades et al., 2000; Rosenstein and Wyatt, 1990; Shleifer and Vishny, 1997; Weir et al., 2002). On the other hand their findings to suggest that there is a negative or no relationship between the independent non-executive directors and firm financial performance (Bhagat and Black, 2000; Dalton et al., 1998; Daily and Dalton, 1992; Dulewicz and Herbert, 2004; Erickson et al., 2005; Heracleous, 2001; Hsu, 2010; Shivdasani and Zenner, 2002; Weir and Laing, 2001; Yermack, 1996).

There are also arguments that optimum number of board members of a company should be between seven and eight (Firsteberg and Malkiel, 1994; Jensen, 1993; Lipton and Lorsch, 1992; Muriithi, 2011; Okiro, 2006). The Larger the size of the board the higher the likelihood that the performance of that company will be less than optimal (Ali and Nasir, 2014; Belkhir, 2009; Guest, 2009; Gilland Obradovich, 2012; Jensen, 1993; Ibrahim et al., 2011). However, other findings such as Al-Matari et al., (2014) and Yasser et al., (2011) find board size to be positively but insignificantly related to financial performance. Similarly there argues to suggest that larger board size is more effective in performance (Abidin et al., 2009; Beasley and Salterio, 2001; Chaganti et al., 1985; and Coles et al., 2004). Other studies could not find any relationship (Ho and Williams, 2003; Magena and Chamisa, 2008).

Finally the agency theory supports the notion that greater directors' shareholding affects firm financial performance positively. Empirical results support this notion (Bhagat and Black, 1999; McConnell et al., 2008)

and; Morck et al., 1988; Seifert, Gonenc and Wright, 2005, Morck, Shleifer, and Vishny, 1988; Yammeesri, 2003). On the other hand, some researchers found conflicting results. Shah et al., 2011 found a negative relationship between ownership concentration and firm performance. Other studies fail to establish any relationship (Abidin et al., 2009; Hoand Williams, 2003; Mangena and Chamisa, 2008; and Rosenstein and Wyatt, 1997).

Berger and Patti (2002) argue that a firm's financial performance is measured by how much 'better off' the shareholder is at the end of a period compared to how he was at the beginning. Suggesting the increase in value of shareholders from the beginning to the end of a given accounting period (Kakanda, Bello and Abba, 2016). This study uses Return on Assets (ROA) and Return on Equity (ROE) to measure financial performance. Accounting-based performance measures present the management actions outcome and are hence preferred over market-based measures when the relationship between board attributes and firm financial performance is being investigated Hutchinson and Gull(2004); Mashayekhi and Bazazb (2008). Furthermore, most studies provide reliable results and they are the most used accounting measures of financial performance (Clarkson, Richardson and Vasvari, 2008; Ongore and K'Obonyo, 2015; Russo and Fouts, 1997; Stanwick and Stanwick, 2000).

While good financial performance is a target of every rational business enterprise, many enterprises both in developing and developed economies have had challenges of poor financial performance (Akisimire, 2016). Bank for International Settlements in 2015 survey shows that in Uganda many firms did not have well constituted boards of directors, directors overstep their roles and get involved in micro management. Thus, there is failure to understand clearly the proper role of a board of directors in the running of a company or institution, in particular, what the oversight function of a board of directors actually entails.

This study is limited to a few board of director attributes which included; independence of non-executive directors, directors' shareholding and board size. We focus on these three board attributes because literature and the theoretical framework indicate that these are the major mechanisms that affect firm financial performance. The study looked at data for companies listed on the Uganda Securities Exchange for a period of four years (2013 - 2016). This period is feasible for generalization considering the efforts made by Bank of Uganda, Capital Markets Authority and the Uganda Securities Exchange in monitoring, supervising and controlling the operations of the listed companies. A period of four years from 2013 to 2016 was also chosen because it is a period of economic stability in Uganda just after the economic volatility of the period 2007 to 2011.

2.0 Literature Review

Independence of Non-executive directors and financial performance

The board is one of the monitoring mechanisms that the shareholders can use to monitor top management (Fama and Jensen, 1983). Board independence has been defined as the ratio of non-executive directors to total directors (Barisua, Tobira and Lenee, 2012; Marn and Romuald, 2012; Yasser, Entebang and Abu Mansur, 2011). An important issue in the recent debate on board reforms is the balance between executive and non-executive directors on the board with the emphasis being on making the board independent of management. Corporate governance guidelines recommend that companies should be headed and controlled by boards that can lead and monitor the company and that these boards ought to reflect a balance between executive and non-executive directors, preferably with a majority being non-executive directors who are independent of management, so that shareholders' and other relevant stakeholders' interests can be protected (King Report, 2002). Non-executive directors are viewed as representatives and protectors of the wider range of stakeholders. They are often appointed to help in managing the interests of a firm's various stakeholders (Johnson and Greening, 1999; Wang and Dewhirst, 1992).

Non-executive directors are expert decision makers in other enterprises, and the value of their capital depends on their performance as decision-making experts in other firms (Fama and Jensen, 1983). Non-executive directors' appointments provide a signal to external markets that they are decision-making experts, who can understand the importance of decision control, and can work with decision systems (Vafeas and Theodouros, 1998). They need to fulfil their duties and responsibilities in order to protect their reputation capital so they can increase their future directorship opportunities (Beasley, 1996; Shivdasani, 1993).

Many theories, including agency theory support the argument that the independent non-executive directors are instrumental to a firm's performance (Wang and Dewhirst, 1992). It has been argued that firms with large proportions of outside directors on the board normally have less agency problems, and therefore, exhibit a better alignment between the interests of shareholders and those of management (Fernandes, 2005). Fama and Jensen (1983), Spencer (1983), and Jones and Goldberg (1982), argued that non-executive directors' representation on the board increases: board independence, directors' objectivity and enhances directors' expertise. In general, studies examining the effect of board independence on firm financial performance found mixed results. Most literature related to the proportion of non-executive directors on the board showed that boards with a majority of non-executive directors are more active in protecting shareholders' interests. Nicholson and Kiel (2007) argue that given their unparalleled knowledge of the corporation, inside directors are better placed to interrogate management proposals than can their independent counterparts. Brennan (2006) however, argues that non-executive directors are part-timers and therefore, do not possess requisite inside information about the business, and hence, may not

be competent enough to perform tasks assigned to them. He further argues that outside directors are creatures of the chief executive officers and therefore, are likely to forget their main purpose in the organization and align their own interests with those of the top management. This is especially true in jurisdictions where the chief executive is the sole source of information on potential nominees to the board (Ongore, Obonyo, OgotuandBosire, 2015). Other studies even suggested that non-executive directors do not have the required time, knowledge, skill and expertise to carry out their work effectively (Geneen, 1984; Vance, 1983).

Studies examining the effect of a board independence on firm financial performance in general find support for the notion that a majority of non-executive directors improve firm financial performance. For example, some studies showed that boards with majority non-executive directors perform better (Abidin, Kamal and Jusoff, 2009; Beasley 1996; Brown and Caylor, 2004; Charitou, Louca and Vafeas, 2007; Ho and Williams, 2003; Jackling and Johl, 2009; Mangena and Chamisa, 2008; Peasnell, Pope and Young 2001; Perry and Shivdasani, 2005; Rhoades, Rechner and Sundaramurthy, 2000; Rosenstein & Wyatt, 1990; Shleifer and Vishny, 1997) others report either negative or no relationship between the board composition and firm performance (Bhagat and Black, 2000; Daily and Dalton, 1992; Dalton, Daily, Ellstrand and Johnson, 1998; Dulewicz and Herbert, 2004; Erickson, Park, Reising and Shin, 2005; Heracleous, 2001; Hsu, 2010; Shivdasani and Zenner, 2002; Weir and Laing, 2001; Yermack, 1996).

Board size and financial performance

Board size is the magnitude of board of directors of a company; it is the total number of directors serving on the board of a company (Ogege and Boloupremo, 2014). Some studies argue that as board size increases, the position of the directors is improved which gives them more right to exercise their power in governing the organization, as the CEO dominance on the board is reduced (Zahra and Pearce, 1989). Lipton and Lorsch (1992) reported that number of board members of a company should be between seven and eight. This assertion is also consistent with the opinion of Jensen (1993). Muriithi (2011), in his study finds that it was apparent that the average size of the board of directors of eight members.

Muriithi (2011) reported a positive relationship between board size and firm financial performance. Okiro (2006) established no relationship between size of the board and financial performance of firms. In this effect, boards that have eight or less members stand a chance to maintain better focus, participation, good interaction and meaningful debate (Firsteberg and Malkiel, 1994). However, a required number of board members depend on industry-specific and size of firms; for instance, banking industry is found to have board sizes that are larger than that of manufacturing industry (Adams and Mehran, 2003). Subsequently, evidence is provided that larger boards are assumed to have directors with heterogeneous educational and industrial background and skill that will help to enhance actions of the firm, hence, improving performance (Pfeffer, 1987; Herman, 1981; Bacon, 1973).

There arguments that the larger the size of the board the higher the likelihood that the financial performance of that company will be less than optimal (Belkhir, 2004). Belkhir argues that communication, coordination of tasks and resolution-making effectiveness among a bigger size of people is a bit harder and entails a bigger financial burden than a smaller group of people. Jensen (1993) argues that whenever the size of the board goes beyond eight people, they are less likely to function effectively and efficiently. This would obviously undermine the monitoring role of the board of directors. He further argues that keeping boards small can help improve the financial performance of the organizations through efficient use of resources, and by avoiding procrastination in decision-making processes. Noticeably, Yermack reported that the inverse relationship between board size and the firm value weakens as the size of the board grew, meaning that the increase in incremental costs arose as the boards grew larger from small to medium and medium to large. Guest (2008), while examining the influence of board size on the performance of 2,746 UK listed companies over the period 1981-2002, found that the board size had a strong negative influence on profitability ratios (particularly, ROA (Return on Assets) and share returns.

Moreover, the inverse association between board size and performance was heightened for larger firms that had engaged larger boards. Indeed, Guest (2008) in his endeavors supported the assertion that concerns of poor communication and inefficient decision-making challenged the effectiveness of large boards. Gill and Obradovich (2012) found that larger board size negatively affects the value of American firms. Other stream of studies that found negative relationship between board size and firm performance include (Ali and Nasir, 2014; Ibrahim and Abdul Samed, 2011) among others. However, Yasser, Entebang and Abu Mansor, (2011) found a significant positive relationship between board size and performance measured by return on equity (ROE).

Al-Matari, Al-Swidi and Faudziah (2014) also finds that board size to be positively but insignificantly related to financial performance (measured by ROA). Other studies also argue that larger board size is more effective in performance (Abidin et al., 2009; Beasley and Salterio, 2001; Chaganti, Mahjan, and Sharma, 1985; Coles, Daniel and Naveen, 2008). Other studies could not find any relationship (Ho and Williams, 2003; Magena and Chamisa, 2008).

Directors' shareholding and financial performance

Directors' shareholding is one of the internal governance mechanisms to control the agency problem. Following

Jensen and Meckling (1976), several studies examine the relationship between directors' shareholding and performance (Adams & Santos, 2006; Bhagat and Black, 1999; Demsetz, 1983; Demsetz and Lehn, 1985; Demsetz and Villalonga, 2001; Finkelstein, 1992; Ho and Williams, 2003; Mangena and Chamisa, 2008; McConnell, Servaes, and Lins, 2008; Morck, Shleifer and Vishny, 1988). Fama (1980) suggests that directors' ownership helps to reduce the conflict of interest that exists between directors and shareholders. Directors who hold large stake in the firm are more likely to monitor management in order to protect their investments (Jensen, 1993). For example, large block holders, who have a strong incentive to closely monitor a firm, may acquire seats on the board, which enhances their ability to monitor effectively (Ahmed and Hadi, 2017).

Prior studies have shown different results on how directors' shareholding influences firm performance. Empirical studies generally support this notion. For example, Morck et al. (1988) attributes the increase of Tobin's Q with ownership to the convergence of interests between directors and shareholders. Bhagat and Black (1999) found a significant relationship between the number of shares owned by directors and firm performance. They argue that the reason behind this phenomenon is that the increase in directors' equity motivates directors to improve their monitoring of management and that improves firm performance. In contrast, they stress that this might be due to the inside information the directors have about the firm and its operations, thus they will increase their ownership to benefit from the firm's success. Seifert, Gonenc and Wright (2005), Morck et al. (1988) and Yammeesri (2003) finds a positive relationship between insider ownership and firm performance. On the other hand, Demsetz (1983) argues that insider ownership is internally derived so it has no credible impact on firm value. Yammeesri (2003) found that government, financial institution, and bank shareholders ownership had no impact on profitability. Shah, Butt and Saeed (2011) found a negative relation between directors' shareholding and firm performance because family owned firms in Pakistan dominate the board and there is lack of expertise, diversity and new knowledge for achieving operational efficiency.

There is evidence that directors' ownership and performance to be endogenous. Demsetz results were supported by (Cho, 1998; Holderness et al., 1999; and Demsetz and Villalonga, 2001.) Cho (1998) tested a reverse relationship between ownership and performance, using a cross-sectional 2-SLS regression to model. He found investment affects corporate value positively which in turn affects directors' ownership. Another aspect of corporate governance was investigated by Ho and Williams (2003); and Abidin et al. (2009), who examined directors' ownership and the value added by a firms' intellectual capital. Ho and Williams (2003) tested the ownership and value added in three countries (South Africa, Sweden, and the UK) and found that the coefficient for directors' shareholding is significantly positive for Swedish firms, but not significant for the South Africa and UK samples. Abidin et al. (2009) support Ho and Williams' (2003) findings for South African firms. Mangena and Chamisa (2008) investigated the impact of directors' ownership on the incidence of listing suspensions by the JSE Securities Exchange of South Africa. They find an insignificant relationship between directors' ownership and the suspension of firms by the JSE Securities Exchange.

The agency theory supports the notion that higher directors' shareholding affects firm performance positively. Empirical results support this notion (Bhagat and Black, 1999; McConnell et al., 2008 and; Morck et al., 1988). However, some studies fail to establish any relationship (Abidin et al., 2009; Ho and Williams, 2003; Mangena and Chamisa, 2008; Rosenstein and Wyatt, 1997).

3.0 Methodology

The study is comprised of firms listed on the Uganda Securities Exchange. Information on the board attributes of board composition, directors' shareholding, leadership structure and board size and financial information was primarily collected from annual reports of each company listed on the Uganda Securities Exchange for the 2013 to 2016. According to the USE website, the companies listed were 16. However, two of the firms had missing annual reports by the time of data collection, leaving a total of 14 firms for this study with 56 firm year observations.

Relevant information was extracted following a data collection guide on board attributes such as board size, number of non-executive director's, and directors' shareholding, total assets, debt and equity among others which were collected from the annual reports and later transformed into measures that describe the variables with respect to the study objectives. Financial information required for the study was primarily compiled from the following, income statements, statements of financial position, as well as from the notes on the financial statements. Information on the board attributes of board composition, directors' shareholding, leadership structure and board size were taken primarily from the annual reports of each company specifically the corporate governance section of the report.

This study examined three categories of board attributes and these were; board independence, directors' shareholding and board size. These were measured as below:

Board composition refers to the ratio of non-executive directors to total number of directors in the company. Board composition =
$$\frac{\text{Number of Non Executive Directors}}{\text{Total number of Directors}}$$

Directors' shareholding refers to the proportion of shares held by directors' in the company.

$$\text{Directors' shareholding} = \frac{\text{Total number of shares held by directors}}{\text{Total company shares}}$$

Board size refers to the total number of directors on a board. Board size was measured using the total number of directors on the board.

The firm's financial performance, measured in terms of return on assets (ROA) and return on equity, are the dependent variables. The ROA measures the capacity of a firm's assets to generate profits and it is considered to be a key factor in determining the firm's future investment. ROA is the indicator as what profit the company is earning against its available resources and was measured as:

$$\text{ROA} = \frac{\text{Profit after tax}}{\text{Total Assets}}$$

Return on Equity (ROE) indicates how much the company is earning to the ratio of investment of shareholders. It was measured as:

$$\text{ROE} = \frac{\text{Profit after Tax}}{\text{Equity}}$$

The Control variables used in this study include;

Firm size was measured using the natural logarithm of total assets (Anderson &Reeb, 2003; Barontini and Caprio, 2006; Wang, 2006).

Leverage (Borrowing level) was measured as the quotient between long term debt and long-term debt and Equity (Coles, Daniel and Naveen, 2005; Wang, 2006).

After determining the independent variables, dependent variables, and control variables, to analyse the respective relationships defined in prior sections a linear multiple regression analysis was used as a tool to examine the relationship between board attributes, control variables and firm's performance.

The regression models are given in the equations below:

$$\text{ROA} = \beta_0 + \beta_1 \text{BI} + \beta_2 \text{BS} + \beta_3 \text{DS} + \beta_4 \text{FS} + \beta_5 \text{L} + \epsilon_i; \dots \dots \dots \text{(i)}$$

$$\text{ROE} = \beta_0 + \beta_1 \text{BI} + \beta_2 \text{BS} + \beta_3 \text{DS} + \beta_4 \text{FS} + \beta_5 \text{L} + \epsilon_i; \dots \dots \dots \text{(ii)}$$

Where:

ROA (Return on Assets and ROE (Return on Equity) are the dependent variables;
 β_t Represent the slope of the independent variables. The independent variables are Board Independence (BI), board size (BS), directors' shareholding (DS) and control variables leverage (L) and Firm size (FS) and ϵ_i is normally distributed with a mean equal to zero.

4.0 Results

The following descriptive statistics were obtained from the analysis.

Table 1: Descriptive Statistics for Board attributes (Objective 1)

Variable	N	Minimum	Maximum	Mean	Std. Deviation
Non-executive directors	56	0.400	1.000	0.8204	0.1251
Board size	56	5	16	10.30	2.7430
Directors' shareholding	56	0.000	0.525	0.0649	0.1270
Return on assets (ROA)	56	-0.141	0.221	0.0558	0.0669
Return on equity (ROE)	56	-0.262	0.318	0.1218	0.1200
lnFS	56	19.93	30.62	27.265	2.6565
Leverage	56	0.000	1.659	0.2932	0.3693

Where

- Board composition -ratio of non-executive directors to total number of directors in the company.
- Directors' shareholding-proportion of shares held by directors' in the company.
- Board size- total number of directors on the board.
- lnFS-the natural logarithm of total assets
- Leverage- the quotient between long term debt and long-term debt and Equity
- ROA-ratio of profit after tax to total assets
- ROE-ratio of profit after tax to equity

On average, the board of directors are composed of 82% non-executive directors. This is consistent with the requirements of the corporate governance code of the United Kingdom that suggests that the board of directors should be composed of more than 50% of non-executive directors of which more than a half should be independent. The average board size is of 10 board members. This is slightly higher than average board size of between seven to eight as advocated by Lipton and Lorsch (1992) and Jensen (1993). Directors' shareholding is on average is on average of 6% with a maximum executive ownership of 52.5% of the firm. On average the Return on assets is at

5.58% with the average Return of equity is 12.18%.

4.4 Correlation analysis

Table 2: Pearson Correlations Matrix

	Non-executive directors	Board size	Directors' shareholding	lnFS	Leverage	ROA	ROE
Non-executive directors	1						
Board size	0.251 0.062	1					
Directors' shareholding	0.069 0.615	0.128 0.347	1				
lnFS	0.355** 0.007	0.512** 0.000	0.362** 0.006	1			
Leverage	-0.187 0.169	.279* 0.037	.391** 0.003	0.387** 0.003	1		
ROA	0.160** 0.038	0.174** 0.019	-0.165 0.224	-0.211 0.118	-0.356** 0.007	1	
ROE	0.059** 0.034	0.148** 0.007	-0.247 0.067	0.172 0.205	-0.400** 0.002	0.797** 0.000	1
**. Correlation is significant at the 0.01 level (2-tailed). *. Correlation is significant at the 0.05 level (2-tailed).							

The findings in table 2 above using a Pearson correlation coefficient tests provide preliminary evidence on the relationship between board attributes and firm performance. We show that there is a positive relationship between Board size, non executive director independence and firm performance. The relationship between director's shareholding and firm performance is insignificant. The study also finds a significant negative relationship between leverage and firm performance. This implies that as leverage increases, the financial performance of a firm reduces or deteriorates. These findings are consistent with Williams (2001) who argues that a high proportion of debt may lead a firm to focus primarily on the needs of debt holders and that firms with a high leverage ratio may lack attractiveness to investors, and will have a higher interest payments, which reflect on the risks and returns of the firm.

Table 3: Regression Analysis for ROE

Model	Unstandardized coefficients		Standardized coefficients		P value
	β	Std error	B	T - stat	
Constant	-0.239	0.144		-1.655	0.104
Non-executive directors	0.395	0.117	0.412	3.393	0.001
Board size	-0.008	0.005	0.179	1.448	0.054
Director shareholding	-0.169	0.111	-0.179	-1.519	0.135
lnFS	0.025	0.006	0.551	3.901	0.000
Leverage	-0.218	0.042	-0.670	-5.185	0.000
Dependent variable is Return on Equity					

From table 3, the results indicate that there is a significant positive relationship between board independence and ROE ($\beta=0.412$ and $p=0.001$). These findings are consistent with the argument that a greater proportion of outside independent directors on the board have positive impact on firm financial performance firms because large proportions of outside directors on the board normally have less agency problems, and therefore, exhibit a better alignment between the interests of shareholders and those of management (Fama and Jensen, 1983; Fernandes, 2005; Jackling and Johl, 2009; Jensen and Meckling, 1976; Shleifer and Vishny, 1997). The results also show that there no relationship between board size and ROE ($\beta=0.179$, $p=0.054$). The results in table 3 also suggest that there is no a relationship between directors' shareholding and ROE ($\beta=-0.179$, $p=0.054$).

Table 4: Regression Analysis for ROA

Model	Unstandardized coefficients		Standardized coefficients		
	B	Std error	B	T - stat	P value
Constant	0.214	0.089		2.409	0.020
Non-executive directors	0.170	0.072	0.318	2.372	0.022
Board size	-0.012	0.003	-0.471	3.448	0.001
Director shareholding	0.028	0.068	0.053	0.404	0.688
InFS	-0.004	0.004	-0.163	-1.044	0.301
Leverage	-0.091	0.026	-0.504	-3.533	0.001

Dependent variable is Return on Assets

Looking at the coefficient data in table 4, we can see that there is a significant a positive relationship between non executive directors independence and ROA ($\beta=-0.318$ and $p=0.022$). This is similar to the findings using ROE. The results also show that there is a significant positive relationship between board size and ROA ($\beta=0.471$, $p=0.00$). Some studies report similar results and argue that larger boards have directors with heterogeneous educational and industrial background and skill that will help to enhance actions of the firm, hence, improving performance (Pfeffer, 1987; Herman, 1981; Bacon, 1973). The results in table 3 indicate that there is no relationship between directors' shareholding and ROA ($\beta=0.053$, $p=0.688$). The study finds a significant negative relationship between leverage and ROA ($\beta=-0.504$ and $p=0.001$ which is less than 0.05). These finds are consistent with Williams (2001) who finds that as companies increase long-term debt financing, their financial performance deteriorates.

5.0 Contribution and Implications

The purpose of the study was to examine the relationship between Board attributes and financial performance. ROA and ROE were used to measure the firm's financial performance. Three selected board attributes of board size, Non-executive directors (board independence) and directors' shareholding were considered for this study. In order to minimize the impact of other variables that could explain the relationship between board attributes and firm financial performance, two control variables of firm size and leverage were also included in this study.

The results show that there is a significant positive relationship between the presences of high number of non-executive directors on the board of directors (board independence) firm financial performance. The results therefore suggest that increase in number of non-executive directors increases firm financial performance. The results also show that there is a significant positive relationship between board size and ROA. This implies that as members on the board increase, firm financial performance also improves. We find no evidence to suggest that Director Shareholding influences firm financial performance differently. Overall, the results show the importance of directors' attributes on firm's financial performance and give several insights on how firms can improve their board effectiveness and performance.

This study contributes to the literature on corporate governance specifically board attributes of board size, board independence and directors' shareholding and financial performance in Uganda, by providing an empirical analysis of the relationship between board attributes and firm financial performance. The study has also established significant findings that will be very useful to operations of capital markets in Uganda and other firms listed and non-listed.

The study also recommends that companies should continuously develop and maintain corporate governance principles and mechanisms in place especially well constituted boards in terms of size and independence as these board attributes significantly influence how well a firm performs.

References

- Abidin, Z. Z., Kamal, N. M., and Jusoff K. (2009). Board structure and corporate performance in Malaysia. *International Journal of Economics and Finance*, 1(1), 150-164.
- Abdurrouf, M. A. (2011). The relationship between corporate governance and value of the firm in developing countries: Evidence from Bangladesh. *The International Journal of Applied Economics and Finance*, 5(3), 237-244.
- Achim, M. V., and Borlea, N. S. (2013). *Corporate governance and business performances*. Mannheim: LAP Lambert Academic Publishing. Germany.
- Achim, M. V., Borlea, N. S., & Mare, C. (2016). Corporate governance and business performance: Evidence for the Romanian economy. *Journal of Business Economics and Management*, 17, 458-474.
- Adams, M. A. (2002). The convergence of international corporate systems – where is Australia heading? (Part 1), *Keeping Good Companies Journal*, 54(1), 4-21.
- Adams, R., and Mehran, H. (2003). Is Corporate Governance Different for Bank Holding Companies? *Economic Policy Review*, 9, 123-142.

- African Corporate Governance Network (ACGN). (2016). *State of Corporate Governance in Africa; An overview of 13 countries*. <https://www.afcgn.org/wp-content/uploads/2016/03/ACGN-Corporate-Governance-Report-Feb-2016.pdf>
- Agrawal, A., and Knoeber, C.R. (1996) Firm performance and mechanisms to control agency problems between managers and shareholders. *Journal of Financial and Quantitative Analysis*, 31(3), 377-397.
- Akisimire (2016). Board Member Age Diversity and Financial Performance of Manufacturing Firms: A Developing Economy Perspective, *Journal of Economics and Behavioural Studies* 8(5), 120-132.
- Alexander.D and Nobes.C (2001). *Financial Accounting, An International Introduction*, Pearson Education, Harlow, Essex, England.
- Al Farooque, O., Van Zijl, T., Dunstan, K. L., and Karim, A. W. (2007). Corporate Governance in Bangladesh: Link between Ownership and Financial Performance. *An International Review*, 15 (6), 1453-1468.
- Al-Saidi, M. and Al-shammari, B. (2013). Board Composition and Bank performance in Kuwait: An Empirical Study. *Managerial Auditing Journal*, 28(6), 472-494.
- Al-Matari, E. M., Al-Swidi, A. K., and Faudziah, H. Bt.F. (2014). The Effect of the Relationship between board of directors Characteristics on Firm Performance in Oman: Empirical Study. *Middle-East Journal of Scientific Research*, 21(3), 556-574.
- Ali, A., and Nasir, S. Bin. (2014). Impact of board characteristics and audit committee on financial performance: A Study of Manufacturing Sector of Pakistan, *Research Journal of Finance and Accounting*, 5(7), 144-152.
- Anderson, R., Mansi, S., &Reeb, D. (2003). Founding family ownership and agency cost of debt. *Journal of Financial Economics*, 68, 263-285.
- AssafN.A (2011). Longitudinal study of the relationship between board attributes and firm performance in south Africa.
- Bacon, J. (1973). *Corporate directorship practices: The audit committees of board*. New York.
- Baghat, S., and Black, B. (1999). The uncertain relationship between board composition and firm performance. *Journal of business Law*, 54, 921-963.
- Baghat, S., and Black, B. (2002). The non-correlation between board independence and long-term firm performance. *Journal of Corporation Law*, 27, 232-272.
- Baghat, S., and Bolton, B. (2008). Corporate governance and firm performance. *Journal of Corporate Finance*, 14(3), 257-273.
- Baliga, B. R., Moyer, R. C., and Rao, R. S. 1996. CEO duality and firm performance: What's the fuss? *Strategic Management Journal*, 17: 41-53.
- Bank for International Settlements (BIS) (2015). *Promoting and strengthening good corporate governance in Uganda*, BIS central bankers' speeches. <http://www.bis.org/review/r150310e.htm>.
- Barisua, N., Torbira, F., and Lenee, L. (2012). Corporate Governance and Financial Performance of Publicly Listed Deposit Money Banks in Nigeria. *International Journal of Social and Economic Research*4(4).
- Belkhir M (2004) Board structure, Ownership structure, Firm performance: evidence from Banking, *Applied Financial Economics journal*, 19(19), 1581-1593.
- Beasley, M. S. 1996. An empirical analysis of the relation between the board of director composition and financial fraud. *The Accounting Review*, 71: 443-465.
- Berger, A. N., and Patti, E. B. D. (2002). Capital Structure and Firm Performance: A new Approach to testing agency theory and an Application to the banking Industry. *Finance and Economics Discussion Series*, 2002-54. USA.doi:10.1016/j.jbankfin.2005.05.015
- Bhagat S, Bolton B (2008). Corporate governance and firm performance, *Journal of Corporate Finance*, 14(3):257-273
- Bhagat, S., and Black, B. (2002). The non-correlation between board independence and long-term firm performance. *Journal of Corporation Law*, 27(2), 231-274.
- Blair, M.M. (1995), *Ownership and Control*. The Brookings Institution, Washington, D.C.
- Bowman, E., and Haire, M. (1975). A Strategic Posture toward Corporate Social Responsibility. *California Management Review*, 18(2), 49-58.
- Boyd, B. 1995. CEO duality and firm performance: A contingency model. *Strategic Management Journal*, 16: 301-312.
- Brennan, N. (2006), Boards of Directors and Firm Performance: Is There an Expectations Gap? *Corporate Governance: An International Review*, 14(6), 577-593.
- BrickleyJA, Coles JL, Jarrell G (1997) Leadership structure: Separating the CEO and chairman of the board, *Journal of Corporate Finance*, 3(3), 189-220.
- Byrd, J., and Hickman, K. (1992). Do outside directors monitor managers? Evidence from tender offer bids. *Journal of Financial Economics*, 32,195-221.
- Cadbury Committee. (1992). *Report of the committee on the financial aspects of corporate governance*. London, England: Gee and Firm

- Charitou, A., Louca, C., and Vafeas, N. (2007). Boards, ownership structure, and involuntary delisting from the New York Stock Exchange. *Journal of Accounting and Public Policy*, 26, 249-262.
- Chaganti, R.S., Mahjan, V., and Sharma, S. (1985). Corporate board size, composition and corporate failure in retailing industry. *Journal of Management Studies*, 22, 400-417.
- Chen, M (2014) 'Determinants of corporate board structure in Taiwan', *International Review of Economics and Finance*, 32:62-78.
- Chien, A. (2008). The effect of board characteristics on foreign ownership: Empirical evidence from Taiwan. *International Research Journal of Finance and Economics*, 22, 92-105.
- Cho, D.S., Kim, J. (2007), outside directors, ownership structure and firm profitability in Korea, *Journal compilation*, Blackwell publishing ltd. 9600 Garsington road.
- Clarke, T. (2004). Introduction: theories of governance – re-conceptualising corporate governance theory after the Enron experience, *Theories of Corporate Governance: the philosophical foundations of corporate governance*, Abingdon: Routledge
- Clarke, T. (2007). *International Corporate Governance: A comparative approach*. Abingdon, UK: Routledge.
- Clarkson, M.B.E. (1994), *A Risk Based Model of Stakeholder Theory, the Centre for Corporate Social Performance & Ethics*, University of Toronto.
- Clarkson, P. M., Li, Y., Richardson, G. D., and Vasvari, F. P. (2008). Revisiting the relation between environmental performance and environmental disclosure: An empirical analysis. *Accounting, Organizations and Society*, 33, 303-327. [http://www.sciencedirect.com/science/article/pii/S0361-3682\(07\)00045-1](http://www.sciencedirect.com/science/article/pii/S0361-3682(07)00045-1)
- Canyon, M., and Murphy, K. (2000). The prince and the pauper? CEO pay in the United States and United Kingdom, *Economic Journal*, 110(467), Special Issue F, F640-F671.
- Canyon, m. and Mallin, C (1997). “Women in the Boardroom: Evidence from Large UK Companies”, *Corporate Governance*, 5, 112-117
- Coles, J., Daniel, N., and Naveen, L. (2008). Boards: Does one size fit all? *Journal of Financial Economics*, 87, 329-356.
- CMA (2003) the Capital Markets Corporate Governance Guidelines
- Coase, R.H. (1937). The Nature of the Firm. *Journal of Economics*, 4,386-405
- Connelly, J. T., and Limpaphayom, P. (2004). Environmental reporting and firm performance: evidence from Thailand. *The Journal of Corporate Citizenship*, 13, 137-149.
- Cuthbertson, K. (1996). *Quantitative financial economics: Stocks, bonds, foreign exchange*, London, England: John Wiley and Sons.
- Dada A. O and Ghazali B. Z (2016) Corporate Governance Mechanisms: The Determinants of Listed Firm Performance in Nigeria, *Research Journal of Finance and Accounting* 7(8), 68-84
- Daily, C., Dalton, D., and Cannella, A. (2003). Corporate governance: Decades of dialogue and data. *Academy of Management Review*, 28(3), 371-382.
- Daily C, Dalton D (1992). The relationship between governance structure and corporate performance in entrepreneurial firms, *Journal of Business Venturing*, 7(5):375-406.
- Daily, C. M., and Dalton, D. R. (1994). Bankruptcy and corporate governance: The impact of board composition and structure. *Academy of Management Journal*, 37:1603-1617
- Daily Monitor (2015). Uchumi painfully closed Uganda, Tanzania operations. <http://www.monitor.co.ug/Business/Prosper/Uchumi-painfully-closed-Uganda-Tanzania-operations-/688616-2920420-x0ge0x/index.html>
- Daily Monitor (2015). Uganda Clays losses hit Shs5b. <http://www.monitor.co.ug/Business/Markets/Uganda-Clays-losses-hit-Shs5b/688606-2707038-41mmffz/index.html>
- Daily Nation (2015). Why Kenya Airways made Sh26bn loss. <https://www.nation.co.ke/news/Why-Kenya-Airways-made-Sh26bn-loss/1056-2818612-12bwmno/index.html>
- Dalton. C.M., and Dalton, D.R. (2005). Boards of directors: Utilizing empirical evidence in developing practical prescriptions. *British Journal of Management*, 16, S91-S97
- Dalton, D. R., and Dalton, C. M. (2011). Integration of Micro and Macro Studies in Governance Research: CEO Duality, Board Composition and Financial Performance, *Journal of Management*, 37:404-411
- Dalton, D.R., Daily, C.M., Ellstrand, A.E., and Johnson, J.L. (1998). Meta-analytic reviews of board composition, leadership structure and financial performance. *Strategic Management Journal*, 19, 269-290.
- Dalton, D., Daily, C., Johnson, J., & Ellstrand, A. (1999). Number of directors and financial performance: A meta-analysis. *Academy of Management Journal*, 42(6), 674-686.
- Dalton, D.R., and Kesner, I.F. (1987). Composition and CEO duality in boards of directors: an international perspective. *Journal of International Business Studies*, 18(3), 33-42.
- Dayton, N.K. (1984). Corporate Governance: the other side of the coin. *Harvard Business Review*, 62(1), 34-47.
- Dean, D. L, Mengüç, B, and Myers, C. P (2000). Revisiting firm characteristics, strategy, and export performance relationship. *Industrial Marketing Management*, 29:461– 477

- Dechow. P M and Sloan G. R (1991). Executive incentives and the horizon problem: An empirical investigation, *Journal of Accounting and Economics*, 1991, vol. 14, issue 1, 51-89
- Dehaene A, De Vuyst V, Ooghe H (2001). Corporate performance and board structure in Belgian companies, *Long Range Planning*, 34(3):383-398.
- Demsetz, H. (1983). The structure of ownership and the theory of the firm. *Journal of Law and Economics*, 26, 375-390
- Demsetz, H and Lehn, K. (1985): "The structure of corporate ownership: Causes and consequences", *Journal of Political Economy* 93:1155–1177.
- Donaldson, L. and Davis J. (1991). Stewardship Theory or Agency Theory: CEO Governance and Shareholder Returns, *Australian Journal of Management*, 16(49):50-53.
- Donaldson, L., and Muth, M.M. (1998). Stewardship theory and board structure: A contingency approach. *Corporate Governance- An International Review*, 6(1), 5-28.
- Dulewicz, V., and Herbert, P. (2004). Does the composition and practice of boards and directors bear any relationship to the performance of their companies? *Corporate Governance: An International Review*, 12(3), 263-280.
- Dwivedi, N., and Jain, A.K. (2005). Corporate governance and performance of Indian firms: The effect of board size and ownership. *Employee Responsibilities and Rights Journal*, 17(3), 161-172.
- Donaldson, W.H. (2003). *Corporate governance*. Business Economics, 38, 16-20
- Duchin, R., Matsusaka, J.G., and Ozbas, O. (2010). When are outside directors effective? *Journal of Financial Economics*, 96(2), 195-214. <https://doi.org/10.1016/j.jfineco.2009.12.004>
- Dzingai, I., and Fakoya. M.B (2017) Effect of Corporate Governance Structure on the Financial Performance of Johannesburg Stock Exchange (JSE)-Listed Mining Firms. *Sustainability*, 9(12), 867. <http://dx.doi.org/10.3390/su9060867>
- Enobakhare, A. (2010). *Corporate governance and bank performance in Nigeria*. Diss. Stellenbosch: University of Stellenbosch. Doi: 10.9790/487X-18110399107
- Ehikioya, B. (2009). *Corporate governance structure and firm performance in developing economies: evidence from Nigeria*. Q Emerald Group Publishing Limited, 9(3), 231-243.
- Eisenhardt, K.M. (1989). Building theories from case study research, *Academy of Management Review*, 14(4):532–550
- Eisenhardt, KM 1989, 'Agency Theory: An Assessment and Review', *Academy of Management Review*, vol. 14, no. 1, pp. 57-74.
- Erickson, J., Park, Y. W., Reising, J., and H. Shin (2005) Board composition and firm value under concentrated ownership: The Canadian evidence. *Pacific-Basin Finance Journal*, 13, 387-410.
- Fama, E. F. (1980) Agency Problems and the Theory of the Firm, *Journal of Political Economy*, 88:2, 288-307
- Fama, E., and Jensen, M. (1983). Separation of ownership and control. *Journal of Law and Economics*, 26:301-325
- Fallatah, Y., and Dickins, D. (2012). Corporate governance and firm performance and value in Saudi Arabia. *African Journal of Business Management*, 6, 10025–10034.
- Farinha, J. (2003), "Corporate governance: a survey of the literature", *Universidade do Porto Economia Discussion Paper*, No. 11
- Fernandes, N. (2005). *Board compensation and firm performance: the role of "independent" board members*. ECGI Working Paper Series in Finance, European Corporate Governance Institute
- Finkelstein S. and Mooney, C. A. (2003). Not the usual suspects: How to use board process to make boards better. *Academy of Management Executive*, 17(2): 101-113.: <http://www.jstor.org/stable/4165959>Finkelstein, S. And Hambrick, D. (1996). *Strategic Leadership: Top Executives and Their Effects on Organizations*. St. Paul, MN: West.
- Firstenberg, P. B., and Malkiel, B.G. (1994). The twenty-first century boardroom: Who will be in charge, *Sloan Management Review*, 36: 27-35
- Finkelstein S and D'Aveni RA (1994) CEO duality as a double-edged sword: How board of directors balance entrenchment avoidance and unity of command, *Academy of Management Journal*, 37(5):1079-1108.
- Firstenberg, P., and Malkiel, B. (1994). The twenty-first century boardroom: Who will be in charge? *Sloan Management Review*, 36(1), 27-35.
- Forbes, D.P., and Milliken, F. (1999). Cognition and corporate governance: Understanding board of directors as strategic decision-making groups. *Academy of Management Review*, 3, 489-505.
- Fosberg RH, Nelson MR (1999) Leadership structure and firm performance, *International Review of Financial Analysis*, 8(1):83-96.
- Fooladi M (2012) Board characteristics and firm performance, *Journal of Modern Accounting and Auditing*, 8(5):688-694
- Freeman, R.E. (1984). *Strategic Management: A Stakeholder Approach*, Boston: Pitman

- Gill, A., and Obradovich, J. D. (2012). The Impact of Corporate Governance and Financial Leverage on the Value of American Firms. *International Research Journal of Finance and Economics*, 91:1-14
- Gillian, S.L. (2006). Recent developments in corporate governance: An overview. *Journal of Corporate Finance*, 12, 381-402.
- Geneen, H. (1984). *Managing*. New York: Doubleday.
- Goyal, V., and Park, C. (2002). Board leadership structure and CEO turnover. *Journal of Corporate Finance*, 8, 49–66.
- Guan, Y.D., Sheu, D.F., and Chu, Y.C. (2007). Ownership structure, board of directors, and information disclosure: Empirical evidence from Taiwan IC design companies. *Journal of American Academy of Business*, 11, 182-190.
- Guest, P. M. (2008). The determinants of board size and composition: Evidence from the UK, *Journal of Corporate Finance*, 14, 51-72.
- Haniffa, R., and Hudaib, M. (2006). Corporate governance structure and performance in Malaysian listed firms. *Journal of Business Finance and Accounting*, 33, 1034-1066.
- Hart, O. (1995), *Firms, contracts, and financial structure*, Oxford University Press, Oxford.
- Hendrikse, G. (2003). *Economics and Management of Organizations: Co-ordination, Motivation and Strategy*, McGraw-Hill Education
- Herman, E. S. (1981). *Corporate control, corporate power*. Cambridge, UK: Cambridge University Press
- Hermalin, Benjamin E. and Michael S. Weisbach, (1987). The effect of board composition on corporate performance, working paper (Massachusetts Institute of Technology, Cambridge, MA).
- Hermalin, B.E., and Weisbach, M.S. (2003). Boards of directors as an endogenously determined institution: a survey of the economic literature. *Economic Policy Review*, 9(1), 7-26.
- Heracleous, L. (2001). What is the impact of corporate governance on organizational performance? *Corporate Governance: An International Review*, 9(3), 165-173.
- Hesterly, W., and Coles, J. (2000). Independence of the chairman and board composition: Firm Choices and Shareholder Value. *Journal of Management*, 26(2), 195-214.
- Ho, C., and Williams, S. (2003). International Comparative analysis of the association between board structure and efficiency of the value added by a firm from its physical capital and intellectual capital resources, *International Journal of Accounting*, 38: 465-491
- Hsu, H.-H., and Wu, C. Y. H. (2014). Board composition, grey directors and corporate failure in the UK. *The British Accounting Review*, 46, 215–227
- Hu, Y., and Izumida, S. (2008). Ownership concentration and corporate performance: A causal analysis Japanese panel data. *An International Review*, 16 (4):342-358
- Hutchinson, M., and Gull, F., (2004). Investment opportunity set, corporate governance practices, and firm performance. *Journal of Corporate Finance*, 10(1), 595-614.
- Hsu, H. (2010). The relationship between board characteristics and financial performance: An empirical study of United State IPO. *International Journal of Management*, 27(2), 332-341
- Ibrahim, H., and Abdul Samed, F. A. (2011). Agency costs, corporate governance mechanisms and performance of public listed family firms in Malaysia. *South African Journal of Business Management*, 42(3):17-26
- Jackling, B. and Johl, S. (2009). Board Structure and Firm Performance: Evidence from India's Top Companies. *Corporate Governance: An International Review*. 17 (4), 492–509.
- Javid, A., and Iqbal, R. (2008). Ownership Concentration, Corporate Governance and Firm Performance: Evidence from Pakistan. *The Pakistan Development Review*, 643-659
- Jensen, M.C 1983, 'Organization Theory and Methodology', *Accounting Review*, 58(2): 319-39.
- Jensen, M.C. (1993). The Modern Industrial Revolution, Exit, and the Failure of Internal Control Systems. *Journal of Finance*, 48(3):831-880.
- Jensen, M. C., and Meckling, W. H. (1976). Theory of the firm: Managerial behavior, agency costs and ownership structure. *Journal of Financial Economics*, 3:305–360
- Johanson, D. (2008). Corporate governance and board accounts: exploring a neglected interface between boards of directors and management. *Journal of Management and Governance*, 12(4): 343-380.
- Jones, T. M., and Goldberg, L. D. (1982). Governing the large Corporation: more arguments for public directors. *Academy of Management Review*, 7:603-611.
- John, K., and Senbet, L. L. W. (1998). Corporate governance and board effectiveness. *Journal of Banking and Finance*, 22, 371-403
- Johnson, R.A. and Greening, D.W. (1999). The effects of corporate governance and institutional ownership types on corporate social performance. *Academy of Management Journal*, 42(5), 564–576
- Kakanda, M.M., Salim, B., and Chandren, S. (2016). Review of the Relationship between Board Attributes and Firm Performance, *Asian journal of Finance and Accounting*, 8(1):168-18. <http://dx.doi.org/10.5296/ajfa.v8i1.9319>

- Kakanda M. M., Bello, A. B., and Abba. M. (2016). Effect of Capital Structure on Performance of Listed Consumer Goods Companies in Nigeria. *Research Journal of Finance and Accounting*, 7(8): 211-219. ISSN 2222-1697 (Paper) ISSN 2222-2847
- Kakabadse.A., Ward, K., Korac-Kakabadse, N., and Bowman, C. (2001). Role and contribution of non-executive directors. *Corporate Governance: The International Journal of Business in Society*, 1(1), 4-8. <https://doi.org/10.1108/EUM0000000005455>
- Kaplan, S., and Reishus, D. (1990). Outside directorships and corporate performance. *Journal of Financial Economics*, 27: 389-410.
- Kaptein, M. and Van Tulder, R. (2003). Toward effective stakeholder dialogue, *Business and Society Review*, 108(2): 203-24.
- King Report. (2002). *Report on corporate governance for South Africa*. Parklands, South Africa: Institute of directors of South Africa.
- Keil GC, Nicholson GJ (2003) Board composition and corporate performance: How the Australian experience informs contrasting theories of corporate governance, corporate governance, and 11:189-205
- Keller, H., Peck, S., and Ruigrok, W. (2006). Board characteristics and involvement in strategic decision making: Evidence from Swiss companies. *Journal of Management Studies*, 43 (5), 1201-1226.
- Kiel, G.C., and Nicholson, G.J. (2005). Evaluating boards and directors. *Corporate Governance*, 13(5), 613-631.
- Klein, A. (2002). Audit committee, board of director characteristics, and earnings management. *Journal of Accounting and Economics*, 33, 375-400.
- Krechovska, M., and Prochazkova, P.T. (2014). Sustainability and its Integration into Corporate Governance Focusing on Corporate Governance Management and Reporting. *Procedia Engineering* 69, 1144–1151. doi: 10.1016/j.proeng.2014.03.103
- Lampert (2011). Relationship between Corporate Governance and Firm Performance: Evidence from a sample of Top 100 Mauritian Companies, *Cambridge Business & Economics Conference*.
- Laing, D., and Weir, C.M. (1999). Governance structures, size and corporate performance in UK Firms. *Management Decision*, 37(5), 457-464.
- Levinthal, D. (1988). "A Survey of Agency Models of Organizations." *Journal of Economic Behaviour and Organization*, 9, 153–185.
- Lipton, M. and Lorch, J. W. (1992). A Modest Proposal for improved Corporate Governance. *The Business Lawyer*, 48: 59–77
- Lin, C. (2011). An examination of board and firm performance: evidence from Taiwan. *The International Journal of Business and Finance Research*, 5: 17-35
- Lorsch, J., and MacIver, E. (1989). *Pawns or potentates: The reality of America's corporate boards*. Boston: Harvard Business School Press.
- Mace, M. (1986). *Directors: Myth and reality*. Boston: Harvard Business School Press.
- Macintosh, N., and Quattrone, P. (2010). *Management accounting and control systems: An organizational and sociological approach*. (2nd Ed.) Wiley.
- Mackenzie, C. (2007). Boards, incentives and corporate social responsibility: the case for a change of emphasis, *Corporate Governance: An International Review*, 15: 935-43.
- Mak, Y. T., and Yuanto, K., (2003). *Size Really Matters: Further Evidence on the Negative Relationship Between Board Size and Firm Value*. (NUS Business School Working Paper).
- Mallin, C.A. (2004). *Corporate Governance*, Oxford: Oxford University Press.
- Mangena, M., and Chamisa, E. (2008). Corporate governance and incidences of listing suspension by the JSE Securities Exchange of South Africa: An empirical analysis. *The International Journal of Accounting*, 43, 28-44
- Manville, B. and Ober, J. (2003). Beyond empowerment: building a company of citizens, *Harvard Business Review*, 81: 48-53
- Marn J.T.K and Romuald D.F (2012). The Impact of Corporate Governance Mechanism and Corporate performance: A study of Listed Companies in Malaysia, *journal for the advancement of science & arts*, 3: 31-45
- Masulis, r. (1988): Debt / Equity Choice. Cambridge, Ballinger.
- Mashayekhi, B., and Bazazb, M. S. (2008). Corporate governance and firm performance in Iran, 4(2), 156–172. [http://dx.doi.org/10.1016/S1815-5669\(10\)70033-3](http://dx.doi.org/10.1016/S1815-5669(10)70033-3)
- McConnell, J., Servaes, H., and Lins, K. (2008). Change in insider ownership and changes in the market value of the firm. *Journal of Corporate Finance*, 14, 92-106.
- McGuire, J. B., Sundgren, A., and Schneeweis, T. (1988). Corporate social responsibility and firm financial performance. *Academy of Management Journal*, 31(4), 854-872.
- Merck, Randall, Andrei Shleifer and Robert W. Vishny. 1988, Management ownership and market valuation: An empirical analysis, *Journal of Financial Economics* 20, 293-315.
- Morck, R., Shleifer, A., and Vishny, R.W. (1987). Alternative mechanisms for corporate control. *American*

- Economic Review*, 79, 842-852.
- Morck, R., Shleifer, A., and Vishny, R. (1988). Management ownership and market valuation. *Journal of Financial Economics*, 20, 293-315.
- Morth, U. (2004). *Soft Law in Governance and Regulation: An Interdisciplinary Analysis*. Cheltenham: Edward Elgar.
- Muriithi E. (2011). *Relationship between corporate governance practices and financial performance of investment banks in Kenya*. Unpublished MBA Project, University of Nairobi
- Mshilla and Quisenberry (2015). Uganda Securities Exchange as a Medium of Trade: To What Extent Have the Private and Public Sectors Embraced It? *Journal of Behavioural Economics, Finance, Entrepreneurship, Accounting and Transport*, 2015, 3: 96-109
- Nanka-Bruce, D. (2011). Corporate governance mechanisms and firm efficiency. *International Journal of Business and Management*, 6: 28-41
- Naseem M. A., Xiaoming S., Riaz S., and Rehman R.U. (2017). Board Attributes and Financial Performance: The Evidence from an Emerging Economy, *The journal of developing areas*, 51: 281-297. 10.1353/jda.2017.0073
- Naveen K and Singh J. P (2012). Outside directors, corporate government and firm performance. Empirical evidence from India. *Asian journal of finance and accounting*, 4: 89.
- Neuman, W.L. (2006). *Social Research Methods: Qualitative and Quantitative Approaches*, (6th ed.), Boston: Allyn & Bacon
- Nicholson, G., Kiel, G. (2007), Can Directors Impact Performance? A Case Based Test of Three Theories of Corporate Governance, *Corporate Governance: An International Review*, 15: 585-608
- Nkundabanyanga, S. K., Ahiauzu, A., Sejjaaka, S. K., & Ntayi, J. M. (2013). A model for effective board governance in Uganda's services sector firms. *Journal of Accounting in Emerging Economies*, 3:125-144
- OECD. (2015). *Principles of corporate governance OECD* (Report to G20 finance ministers and central bank governors meeting).
- Okiro, Aduda and Omoro (2015). The effect of corporate governance and capital structure on performance of firms listed at the east African community securities exchange, *European Scientific Journal*, 11: 504-533.
- Okiro, K. (2006). *The Relationship Between Board Size and Board Composition and Firm Performance; A Study of Quoted Companies at the NSE*. (Unpublished MBA Project). University of Nairobi.
- Ogege, S. and Boloupremo, T. (2014): Corporate Governance and the Financial Performance of Banks: Evidence from Nigeria. *Hyperion Economic Journal*, Vol.2, Issue 2.
- Ongore V, Obonyo K.P, Ogutu M and Bosire M.E (2015). Board Composition and Financial Performance: Empirical Analysis of Companies Listed at the Nairobi Securities Exchange, *International Journal of Economics and Financial Issues* 5:23-43
- Ongore, V.O and Kusa. G.B (2013). Determinants of Financial Performance of Commercial Banks in Kenya. *International Journal of Economics and Financial Issues* 3(1)
- O'Sullivan, N., and Wong, P. (1998). Internal versus external control: An analysis of board composition and ownership in UK takeovers. *Journal of Management and Governance*, 2, 17-35.
- O'Sullivan, N., and Wong, P. (1998). Internal versus external control: An analysis of board composition and ownership in UK takeovers. *Journal of Management and Governance*, 2, 17-35.
- Park, Y and Shin, H (2003). Board composition and earnings management in Canada, *Journal of Corporate Finance*, 18(5): 1-27.
- Pass, C. (2006) "The revised Combined Code and corporate governance: An empirical survey of 50 large UK companies", *Managerial Law*, 48(5), 467-478. DOI: 10.1108/03090550610715963
- Penman, S., and Penman, S. (2007). *Financial statement analysis and security valuation* (p.476). New York: McGraw-Hill.
- Perloff, J. M (2003). *Microeconomics*. New York: Addison-Wesley.
- Peasnell, K. V., Pope, P. F., and Young, S. (2001). The characteristics of firms subject to adverse rulings by the Financial Reporting Review Panel. *Accounting and Business Research*, 31(4), 291-311
- Petrovic, J. (2008). Unlocking the role of a board director: a review of the literature. *Management Decision*, 46(9), 1373-1392.
- Pettigrew, A. M. (1992). On studying managerial elites, *Strategic Management Journal*. 13, 163-82.
- Pfeffer, J. (1983). *Organizational demography*. Research in organizational behaviour, 5, 299-357 Greenwich, CT: JAI Press
- Pi, L., and Timme, S. (1993). Corporate control and bank efficiency. *Journal of Banking and Finance*, 17, 515-530.
- Provan, J. (1980). Board power and organizational effectiveness among human service agencies. *Academy of Management Journal*, 23(2), 221-236.
- Rad, S. A., Locke, S., and Reddy, K. (2012). Professional board members and firm's performance. *Journal of Modern Accounting and Auditing*, 8, 1338-1345
- Rahman, R. A. and Haniffa, R. M. (2005). The effect of role duality on corporate performance in Malaysia.

- Corporate Ownership and Control*, 2(2): 40-47.
- Rechner, P., and Dalton, D. (1991). CEO duality and organizational performance: A longitudinal analysis. *Strategic Management Journal*, 12(2), 155-160.
- Rhoades, D., Rechner, P., and Sundaramurthy, C. (2000). Board composition and financial performance: a meta-analysis of the influence of outside directors. *Journal of Managerial Issues*, 12(2), 155-160.
- Rothman, J. and Friedman, V.J. (2001), *Identity, conflict, and organizational learning*. Handbook of Organizational Learning and Knowledge, (pp. 582-97), New York: Oxford University Press.
- Rose, C. (2005). The composition of semi-two-tier corporate boards and firm performance. *Corporate Governance: An International Review*, 13(5), 691-70. Doi: 10.1111/j.1467-8683.2005.00460.x
- Rosenstein, S., Wyatt, J. (1997). Inside directors, board effectiveness and shareholder wealth. *Journal of Financial Economics*, 44, 229-250.
- Rhoades, D.L., Rechner, P.L., and Sundaramurthy, C. (2000). Board composition and financial performance: A meta-analysis of the influence of outside directors. *Journal of Managerial Issues*, XII, 76-91.
- Russo, M. V., and Fouts, P. A. (1997). A resource-based perspective on corporate environmental performance and profitability. *Academy of Management Journal*, 40(3), 534-559. <http://www.jstor.org/stable/257052>
- Sadeghi J.P., Saedi P., and Boroumand R (2015) Relationship between Corporate Governance and Firm Performance, *International Journal of Advanced Studies in Humanities and Social Science*, 3: 54-65
- Samina, R. and Ayub, M (2013): The impact of Bank Specific and Macroeconomic Indicators on the profitability of Commercial banks. *The Romanian Economic Journal*; year XVI No.47
- Seifert, B., Gonenc, H., and Wright, J. (2005). The international evidence on performance and equity ownership by insiders, block holders, and institutions. *Journal of Multinational Finance Management*, 15(2), 171-191.
- Shah, S., Butt, S., and Saeed, M. (2011). Ownership structure and performance of firms: Empirical evidence from an emerging market. *African Journal of Business Management*, 5: 515-523
- Shapiro, SP 2005, 'Agency Theory', *Annual Review of Sociology*, vol. 31, no. 1, pp. 263-84
- Shaw, M. (1981). *Group Dynamics: The Psychology of Small Group Behaviour*. Sydney: McGraw-Hill.
- Shleifer, A. and R. W. Vishny (1997) A Survey of Corporate Governance, *Journal of Finance*, 52(2), 737-783
- Short, H. and K. Keasey (1997) *Institutional Shareholders and Corporate Governance, Corporate Governance: Responsibilities, Risks and Remuneration*, Chichester: John Wiley and Sons.
- Shivdasani, A. (1993) Board composition, ownership structure, and hostile takeovers. *Journal of Accounting and Economics*, 16: 167-198.
- Shivdasani, A., and Yermack, D. (1999). CEO Involvement in the selection of new board members: An empirical analysis. *Journal of Finance*, 54, 1829-1853.
- Shivdasani, A., and Zenner, M. (2002). *Best Practices in Corporate Governance: What two decades of research work?* New York: Salomon Smith Barney.
- Sivaramakrishnan K, Carol Yu S (2008). On the association between corporate governance and earnings quality. Working Paper. University of Houston. The Asymmetric Timeliness of Earnings. *J. Account. Audit. Finance*. 20(3): 209-228.
- Stanwick, S., and Stanwick, P. (2000). The relationship between environmental disclosures and financial performance: An empirical study of US corporations. *Eco-Management and Auditing*, 7, 155-164. Doi: 10.1002/1099-0925(200012)7:4<155::AID-EMA137>3.0.CO;2-6
- Stiles, P., and Taylor, B. (2001). *Boards at Work: How Directors View their Roles and Responsibilities*. Oxford: Oxford University Press.
- Spencer, A. (1983). *On the edge of the organization: The role of outside director*. New York: Wiley
- Taurangana, G. A. A. V. (2015). Corporate Governance and Performance of UK Listed Small and Medium Enterprises. *The International Journal of Business in Society*, 15: 1-26
- Tsegba, I., Herbert, W., and ENE, E. (2014). Corporate Ownership, Corporate Control and Corporate Performance in Sub-Saharan Africa: Evidence from Nigeria. *International Business Research*, 7, 3.
- Ulrich, P. (2008). *Integrative Economic Ethics: Foundations of a Civilized Market Economy*, Cambridge: Cambridge University Press
- Vafeas, N. (2000). Board structure and the informativeness of earnings. *Journal of Accounting and Public Policy*, 19(2), 139-160.
- Vafeas, N., and Theodorou, E. (1998). The relationship between board structure and firm performance in the UK. *The British Accounting Review*, 30, 383-407.
- Van den Berghe, L.A.A., and Levrau, A. (2004). Evaluating boards of directors: What constitutes a good corporate board? *Corporate Governance- An International Review*, 12(4), 461-478.
- Van Essen, M., van Oosterhout, J. Hans, & Carney, M. (2012). Corporate boards and the performance of Asian firms: A meta-analysis. *Asia Pacific Journal of Management*, 29, 873-905.
- Vance, S. (1983). *Corporate leadership - Boards, directors and strategy*. New York: McGraw-Hill Book Company
- Waggoner, D., Neely, A., and Kennerley, M. (1999). The forces that shape organizational performance

- measurement systems. An interdisciplinary review. *International Journal of Production Economics*, 60-61, 53-60.
- Wan, D., and Ong, C.H. (2005). Board structure, process and performance: Evidence from public listed companies in Singapore. *Corporate Governance- An International Review*, 13(2), 277-290.
- Wang, D. (2006). Founding family ownership and earnings quality. *Journal of Accounting Research*, 44, 619-656
- Wang, J. and Dewhirst, D.H. (1992), Board of directors and stakeholder orientation, *Journal of Business Ethics*, 11: 115-123.
- Weir, C., and Laing, D. (2000). The performance- Governance relationship: The effects of Cadbury compliance on UK Quoted Companies. *Journal of Management and Governance*, 4, 265-281.
- Weisbach, M. (1988). Outside directors and CEO turnover. *Journal of Financial Economics*. 20, 431-460.
- White, A.L. (2009), Democratizing the corporation, in H.Spitzeck, M.Pirson, W. Amann, S.Khan, & E. VonKimakowitz, (Eds.), *Humanism in Business*, (pp. 229-47), Cambridge: Cambridge University Press.
- Wiklund, J. and Shepherd, D. (2005). Entrepreneurial orientation and small business performance: A configurational approach. *Journal of Business Venturing*, 20: 71-91
- Williams, M. (2001). Is intellectual capital performance and disclosure practices related? *Journal of Intellectual Capital*, 2: 192-203
- Williams, S. M. (2002). Board of Director Determinants of Voluntary Audit Committee Disclosures: Evidence From Singapore, *Corporate Governance and Intellectual Capital Archive Research Paper*, Singapore Management University, 7(11), 5976-89
- Wirtz, P. (2011). The cognitive dimension of corporate governance in fast growing entrepreneurial firms. *European Management Journal*, 29, 431-447
- Yasser, Q. R., Entebang, H., and Abu Mansor, S. A. (2011). Corporate Governance and Firm Performance in Pakistan: The case of Karachi Stock Exchange (KSE)-30, *Journal of Economics and International Finance*, 3:482-491.
- Yawson, A. (2006). Evaluating the characteristics of corporate boards associated with layoff decisions. *Corporate Governance: An International Review*, 14(2), 75-84
- Yermack, D. (1996). Higher market valuation of companies with a small board of directors. *Journal of Financial Economics*, 40: 185-211.
- Zahra, A. S., and Pearce II, A. J. (1989). Boards of Directors and Corporate Financial Performance: A Review and Integrative Model, *Journal of Management*, 15: 291-334.