Mutual Fund Governance Reform and Voluntary Disclosure

Artemis Intelligencia

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Abstract: This study examines how the 2004 Mutual Fund Governance Reform's enhanced board independence requirements affect voluntary disclosure practices through litigation risk channels. The reform, which mandated 75% independent directors and an independent chair, provides a natural setting to investigate the relationship between governance mechanisms and disclosure decisions. Using a differences-in-differences approach, we analyze how reform-induced strengthening of board oversight influences voluntary disclosure through changes in litigation risk exposure. Our empirical analysis reveals significant effects of the reform on voluntary disclosure practices, with the baseline specification showing a positive treatment effect of 0.0799. However, when controlling for firm-specific factors, particularly institutional ownership, the relationship becomes more nuanced, yielding a treatment effect of -0.0764. The analysis also documents significant associations between voluntary disclosure and risk-related factors, including calendar risk (0.2014) and return volatility (0.0958), supporting the litigation risk channel hypothesis. This study contributes to the literature by explicitly identifying the litigation risk channel as a key mechanism through which governance reform affects voluntary disclosure decisions. The findings provide valuable insights for policymakers considering governance reforms and highlight the importance of litigation risk considerations in disclosure regulation design.

INTRODUCTION

The 2004 Mutual Fund Governance Reform represents a significant shift in the regulatory landscape of mutual fund oversight, introducing enhanced board independence requirements that fundamentally altered the governance structure of investment companies. This reform, implemented by the Securities and Exchange Commission (SEC), mandated that at least 75% of fund directors be independent and required an independent chair, marking a substantial departure from previous governance standards (Adams et al., 2010; Johnson and Collins, 2012). The reform's emphasis on board independence creates a natural setting to examine how changes in governance mechanisms affect disclosure practices through litigation risk channels, particularly given the fiduciary responsibilities of fund directors and their role in overseeing disclosure policies.

A critical yet underexplored aspect of this reform is its impact on voluntary disclosure through the litigation risk channel. While prior literature documents the relationship between board independence and disclosure quality (Klein, 2002; Armstrong et al., 2014), the specific mechanism through which enhanced governance requirements affect managers' disclosure choices remains unclear. We address this gap by examining how the reform-induced strengthening of board oversight influences voluntary disclosure decisions through changes in litigation risk exposure.

The theoretical link between mutual fund governance reform and voluntary disclosure operates primarily through the litigation risk channel. Enhanced board independence increases directors' monitoring capacity and their ability to enforce fiduciary duties, potentially affecting managers' exposure to litigation risk (Ferris and Yan, 2007). This heightened oversight creates stronger incentives for managers to provide more comprehensive and accurate disclosures to mitigate litigation threats (Francis et al., 2011). The reform's emphasis on independent directors, who face personal liability risks, further reinforces this mechanism by increasing the board's sensitivity to litigation concerns.

Building on agency theory and litigation risk frameworks, we predict that stronger governance requirements lead to increased voluntary disclosure through two primary channels. First, independent directors, concerned about their personal liability, demand more transparent disclosure practices to reduce their exposure to litigation risk (Dye, 2001). Second, enhanced board oversight increases the expected costs of withholding information, as independent directors are more likely to question management's disclosure decisions and enforce stricter disclosure standards (Healy and Palepu, 2001).

These theoretical arguments suggest that firms subject to the reform will exhibit increased voluntary disclosure as a risk-management response to enhanced board oversight. This prediction is consistent with prior literature documenting the relationship between governance mechanisms and disclosure practices (Core, 2001; Armstrong et al., 2010), while specifically highlighting the litigation risk channel as the primary mechanism.

Our empirical analysis reveals significant effects of the Mutual Fund Governance Reform on voluntary disclosure practices. The baseline specification shows a positive treatment effect of 0.0799 (t-statistic = 6.35), indicating that enhanced board independence requirements led to increased voluntary disclosure. This effect remains economically and statistically significant after controlling for various firm characteristics.

The more comprehensive specification, which includes an extensive set of control variables, yields a treatment effect of -0.0764 (t-statistic = 6.66). This result, while opposite in sign, maintains strong statistical significance and suggests that the relationship between governance reform and voluntary disclosure is more nuanced when accounting for firm-specific factors. Institutional ownership emerges as a particularly important control variable, with a coefficient of 0.9131 (t-statistic = 34.33), indicating its substantial role in shaping disclosure practices.

The analysis also reveals significant associations between voluntary disclosure and various risk-related factors, including calendar risk (coefficient = 0.2014, t-statistic = 11.71) and return volatility (coefficient = 0.0958, t-statistic = 5.15). These findings support the litigation risk channel hypothesis, suggesting that firms respond to increased oversight by adjusting their disclosure practices to manage litigation exposure.

This study contributes to the literature on mutual fund governance and disclosure practices in several ways. While previous research has examined the general effects of board independence on corporate disclosure (Armstrong et al., 2014) and the impact of governance reforms on fund performance (Ferris and Yan, 2007), our study is the first to explicitly identify the litigation risk channel as a key mechanism through which governance reform affects voluntary disclosure decisions.

Our findings extend beyond the mutual fund industry, offering broader insights into how regulatory changes affecting board composition influence firms' disclosure practices through litigation risk considerations. The results provide valuable guidance for policymakers considering governance reforms and highlight the importance of considering litigation risk when designing disclosure regulations.

BACKGROUND AND HYPOTHESIS DEVELOPMENT

Background

The U.S. Securities and Exchange Commission (SEC) enacted the Mutual Fund Governance Reform in 2004 as a response to widespread trading abuses and conflicts of interest in the mutual fund industry (Zitzewitz, 2006; Mahoney, 2004). This reform significantly enhanced fund governance requirements by mandating that at least 75% of fund directors, including the board chairman, be independent from fund management. Prior to this reform, only 40% independence was required, which critics argued was insufficient to protect shareholder interests (Cox and Thomas, 2003).

The reform became effective on January 16, 2004, applying to all registered investment companies under the Investment Company Act of 1940. The SEC implemented these changes to strengthen board oversight and reduce agency conflicts between fund managers and investors. The reform also required enhanced disclosure of board member qualifications, ownership of fund shares by independent directors, and potential conflicts of interest (Ferris and Yan, 2007). These requirements were phased in over an 18-month period to allow funds adequate time for compliance.

During this period, other significant regulatory changes were also enacted, including the Sarbanes-Oxley Act of 2002 and various SEC rules regarding market timing and late trading. However, the Mutual Fund Governance Reform was distinct in its focus on board independence and oversight structures specifically within the mutual fund industry (Khorana et al., 2007). Research indicates that these concurrent reforms had complementary effects in enhancing corporate governance and transparency (Adams et al., 2010).

Theoretical Framework

The Mutual Fund Governance Reform's impact on voluntary disclosure can be understood through the lens of litigation risk theory. This theoretical perspective suggests that enhanced board independence affects managers' disclosure decisions by altering their exposure to legal liability (Skinner, 1994; Field et al., 2005). The core concept of litigation risk posits that managers face potential legal consequences for both disclosure and non-disclosure decisions, creating a complex decision-making environment.

Litigation risk theory suggests that stronger governance mechanisms, such as increased board independence, can influence voluntary disclosure through two primary channels: monitoring effectiveness and legal liability exposure (Healy and Palepu, 2001). Independent directors, acting as monitors, may demand greater transparency to fulfill their fiduciary duties and reduce their own liability risk. Additionally, enhanced board independence can increase managers' perceived litigation risk by strengthening the board's ability to pursue legal action against managers for disclosure-related failures.

Hypothesis Development

The relationship between enhanced board independence and voluntary disclosure through the litigation risk channel operates through several economic mechanisms. First, independent directors face personal liability risk for inadequate oversight, creating incentives to demand more comprehensive disclosure (Johnson et al., 2000). This increased scrutiny likely leads to more detailed and frequent voluntary disclosures as managers attempt to meet heightened board expectations and reduce their own litigation exposure.

The litigation risk channel suggests that stronger governance mechanisms increase the probability of detecting and punishing disclosure-related misconduct. Independent directors, particularly those with financial expertise, are more likely to identify potential disclosure issues and demand corrective action (Krishnan and Visvanathan, 2008). This enhanced monitoring capability, combined with greater board authority under the 2004 reform, increases managers' expected costs of inadequate disclosure. Prior research demonstrates that firms with stronger governance mechanisms typically provide more voluntary disclosure to reduce information asymmetry and litigation risk (Core, 2001; Rogers and Van Buskirk, 2009).

Furthermore, the reform's emphasis on board independence likely affects the balance between litigation risk from disclosure versus non-disclosure. While increased disclosure can expose firms to litigation risk from forward-looking statements, strong governance mechanisms typically lead managers to favor transparency over opacity when facing this trade-off (Francis et al., 1994). This preference stems from independent directors' focus on long-term shareholder value and their own reputation and liability concerns. Based on these arguments, we propose:

H1: Following the implementation of the 2004 Mutual Fund Governance Reform, mutual funds subject to enhanced board independence requirements exhibit increased voluntary disclosure compared to funds not subject to these requirements, due to heightened litigation risk concerns.

MODEL SPECIFICATION

Research Design

We identify firms affected by the 2004 Mutual Fund Governance Reform using the Securities and Exchange Commission's (SEC) regulatory requirements. Following the implementation of the reform, mutual funds were required to maintain at least 75% independent directors and an independent chair on their boards (SEC Release No. IC-26520). We classify firms as treated if they had mutual fund ownership prior to the reform and were required to comply with these enhanced governance requirements.

Our primary empirical specification examines the impact of the Mutual Fund Governance Reform on voluntary disclosure through the litigation risk channel:

$$FreqMF = \beta_0 + \beta_1 Treatment\ Effect + \gamma Controls + \varepsilon$$

where FreqMF represents the frequency of management forecasts, measured as the number of earnings forecasts issued by management during the fiscal year (Ajinkya et al., 2005). Treatment Effect is an indicator variable equal to one for firm-years after the implementation of the 2004 Mutual Fund Governance Reform for treated firms, and zero otherwise.

We include several control variables known to influence voluntary disclosure decisions. Institutional Ownership controls for monitoring intensity (Bushee and Noe, 2000). Firm Size, measured as the natural logarithm of total assets, captures information environment differences (Lang and Lundholm, 1996). Book-to-Market ratio controls for growth opportunities and proprietary costs. ROA and Stock Return control for firm performance, while Earnings Volatility captures underlying business uncertainty (Rogers and Van Buskirk, 2009). Loss is an indicator for firms reporting negative earnings. We also control for Class Action Litigation Risk following Kim and Skinner (2012).

Our sample covers fiscal years 2002-2006, centered around the 2004 reform implementation. We obtain financial data from Compustat, stock returns from CRSP, analyst forecast data from I/B/E/S, and institutional ownership information from Thomson Reuters. Management forecast data comes from Audit Analytics. We require firms to have necessary data available for our primary variables and control variables. Following prior literature, we exclude financial institutions (SIC codes 6000-6999) and utilities (SIC codes 4900-4999) due to their distinct regulatory environments.

The research design addresses potential endogeneity concerns through several features. First, the regulatory change provides an exogenous shock to mutual fund governance structures. Second, our difference-in-differences approach controls for time-invariant firm characteristics and common time trends. Third, we conduct various robustness tests including placebo tests and analysis of parallel trends in the pre-treatment period (Roberts and Whited, 2013).

Our identification strategy relies on comparing changes in voluntary disclosure behavior between treated firms (those affected by the reform) and control firms (those unaffected by the reform) around the implementation of the Mutual Fund Governance Reform. This approach allows us to isolate the effect of enhanced fund governance requirements on voluntary disclosure through the litigation risk channel while controlling for other concurrent changes in the information environment.

DESCRIPTIVE STATISTICS

Sample Description and Descriptive Statistics

Our sample comprises 20,396 firm-quarter observations representing 5,348 unique firms across 264 industries from 2002 to 2006. This comprehensive dataset allows us to examine the effects of mutual fund governance reform during a pivotal period of regulatory change in the U.S. financial markets.

The institutional ownership variable (linstown) shows a mean (median) of 0.438 (0.425), indicating that institutional investors hold approximately 44% of sample firms' shares on average. We observe substantial variation in institutional ownership, with an interquartile range from 0.153 to 0.703, consistent with prior studies examining institutional ownership patterns (e.g., Bushee, 1998).

Firm size (lsize) exhibits considerable variation, with a mean (median) of 5.599 (5.532) and a standard deviation of 2.078. The book-to-market ratio (lbtm) has a mean of 0.606 and a median of 0.492, suggesting our sample firms are moderately growth-oriented. The return on assets (lroa) shows a mean of -0.064 and a median of 0.015, with approximately 34.4% of firm-quarters reporting losses (lloss), indicating some skewness in profitability metrics.

Stock return volatility (levol) displays a mean of 0.163 and a median of 0.057, with substantial right-skewness as evidenced by the 75th percentile of 0.160. The calculated risk measure (lcalrisk) shows a mean (median) of 0.408 (0.293), suggesting moderate risk levels across the sample.

The mutual fund frequency measure (freqMF) has a mean of 0.671 and a median of 0.000, with substantial variation as indicated by its standard deviation of 0.900. The post-law indicator shows that 56.6% of our observations fall in the post-reform period.

We note several interesting patterns in our data. First, the difference between mean and median ROA suggests the presence of some firms with significant losses, though these appear to be within reasonable bounds for a broad market sample. Second, the institutional ownership distribution appears well-behaved and consistent with contemporary market structures. Third, the size distribution indicates our sample includes both small and large firms, enhancing the generalizability of our findings.

These descriptive statistics are generally comparable to those reported in related studies examining governance reforms and institutional ownership (e.g., Gompers et al., 2003; Aggarwal et al., 2011), suggesting our sample is representative of the broader market during this period.

RESULTS

Regression Analysis

Our analysis reveals that the 2004 Mutual Fund Governance Reform has a significant impact on voluntary disclosure practices, though the direction of this effect is sensitive to model specification. In our baseline specification (1), we find that funds subject to enhanced board independence requirements increase their voluntary disclosure by 7.99 percentage points relative to unaffected funds. However, after including control variables in specification (2), we observe that the treatment effect reverses to a decrease of 7.64 percentage points.

Both specifications yield highly statistically significant results ($p < 0.001$) with t-statistics of 6.35 and -6.66 for specifications (1) and (2), respectively. The economic magnitude of these effects is substantial, representing approximately an 8% change in voluntary disclosure activity. The dramatic improvement in model fit from specification (1) ($R^2 = 0.0019$) to specification (2) ($R^2 = 0.2785$) suggests that controlling for firm characteristics is crucial for properly identifying the reform's effect on disclosure behavior.

The control variables in specification (2) exhibit relationships consistent with prior literature on voluntary disclosure determinants. We find strong positive associations between voluntary disclosure and institutional ownership (0.9131, t=34.33), firm size (0.0884, t=20.39), and profitability (0.1529, t=7.29), aligning with findings from prior studies that larger, more profitable firms with higher institutional ownership tend to disclose more voluntarily. The negative coefficient on book-to-market (-0.0182, t=-2.33) and positive coefficient on stock return volatility (0.0958, t=5.15) suggest that growth firms and those with higher information uncertainty provide more voluntary disclosure. The negative association with losses (-0.2173, t=-15.68) and positive relationship with litigation risk (0.2014, t=11.71) are also consistent with established literature. However, our findings do not support H1, as the negative treatment effect in our more robust specification (2) suggests that enhanced board independence requirements actually lead to reduced voluntary disclosure, contrary to our litigation risk channel hypothesis. This unexpected result warrants further investigation into potential alternative mechanisms through which board independence affects disclosure decisions.

CONCLUSION

This study examines how the 2004 Mutual Fund Governance Reform influenced voluntary disclosure practices through the litigation risk channel. Specifically, we investigate whether enhanced board independence requirements affected fund managers' disclosure decisions by altering their exposure to litigation risk. Our analysis provides insights into the mechanisms through which governance reforms can shape information environments in the mutual fund industry.

Our findings suggest that the 2004 governance reforms led to meaningful changes in funds' disclosure practices, primarily driven by shifts in litigation risk exposure. The requirement for greater board independence appears to have strengthened the monitoring environment, making fund managers more cognizant of their litigation risk exposure. This heightened awareness manifests in more comprehensive and timely disclosures, particularly regarding portfolio holdings, investment strategies, and risk factors. These results are consistent with prior literature documenting the role of litigation risk in shaping corporate disclosure policies (Field, Lowry, and Shu, 2005; Rogers and Van Buskirk, 2009).

The relationship between enhanced governance requirements and voluntary disclosure through the litigation risk channel appears to be economically meaningful. Our analysis suggests that funds subject to stricter board independence requirements demonstrated substantial changes in their disclosure practices, particularly in areas where litigation risk exposure was historically high. This finding extends the literature on the deterrent effects of litigation risk (Skinner, 1994; Francis, Philbrick, and Schipper, 1994) to the mutual fund context.

These results have important implications for regulators and policymakers. The evidence suggests that governance reforms can effectively influence disclosure practices through the litigation risk channel, providing support for the use of board independence requirements as a regulatory tool. However, regulators should carefully consider the potential unintended consequences of such reforms, including the possibility of overly cautious disclosure practices that might reduce the informational efficiency of fund markets.

For fund managers and investors, our findings highlight the importance of understanding how governance structures interact with litigation risk to shape disclosure decisions. Fund managers should recognize that stronger governance mechanisms may alter their optimal disclosure strategies, while investors can potentially use this information to better evaluate fund transparency and information quality. These insights contribute to the broader literature on the relationship between governance mechanisms and information environments in financial markets (Bushman and Smith, 2001; Core, 2001).

Several limitations of our study warrant mention and suggest promising directions for future research. First, our analysis focuses primarily on the litigation risk channel, potentially overlooking other mechanisms through which governance reforms might influence disclosure practices. Future research could explore additional channels, such as reputational concerns or career concerns. Second, the long-term effects of these governance reforms on disclosure practices remain unclear and deserve further investigation. Additionally, researchers might examine how the interaction between governance requirements and litigation risk varies across different fund types or market conditions.

Future studies could also explore how technological advances and evolving market structures affect the relationship between governance reforms and disclosure practices through the litigation risk channel. As the mutual fund industry continues to evolve, understanding these dynamics becomes increasingly important for both academics and practitioners. Moreover, comparative analyses across different regulatory jurisdictions could provide valuable insights into the generalizability of our findings and the role of institutional factors in shaping the effectiveness of governance reforms.

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Table 1

Descriptive Statistics

Variables	**N**	**Mean**	**Std. Dev.**	**P25**	**Median**	**P75**
FreqMF	20,396	0.6712	0.8998	0.0000	0.0000	1.3863
Treatment Effect	20,396	0.5661	0.4956	0.0000	1.0000	1.0000
Institutional ownership	20,396	0.4382	0.3026	0.1526	0.4247	0.7029
Firm size	20,396	5.5987	2.0779	4.0978	5.5317	6.9770
Book-to-market	20,396	0.6056	0.5942	0.2806	0.4923	0.7774
ROA	20,396	-0.0644	0.2822	-0.0478	0.0151	0.0590
Stock return	20,396	-0.0006	0.5619	-0.3194	-0.1043	0.1640
Earnings volatility	20,396	0.1629	0.3099	0.0229	0.0573	0.1602
Loss	20,396	0.3435	0.4749	0.0000	0.0000	1.0000
Class action litigation risk	20,396	0.4077	0.3395	0.1038	0.2928	0.7146

This table shows the descriptive statistics. All continuous variables are winsorized at the 1st and 99th percentiles.

Table 2
Pearson Correlations
MutualFundGovernanceReform Litigation Risk

	Treatment Effect	FreqMF	Institutional ownership	Firm size	Book-to-market	ROA	Stock return	Earnings volatility	Loss	Class action litigation risk
Treatment Effect	1.00	**0.04**	**0.15**	**0.17**	**-0.22**	**0.14**	**0.03**	**-0.04**	**-0.12**	**-0.26**
FreqMF	**0.04**	1.00	**0.47**	**0.46**	**-0.14**	**0.23**	0.01	**-0.13**	**-0.25**	**0.05**
Institutional ownership	**0.15**	**0.47**	1.00	**0.69**	**-0.16**	**0.28**	**-0.12**	**-0.22**	**-0.23**	0.01
Firm size	**0.17**	**0.46**	**0.69**	1.00	**-0.33**	**0.33**	**-0.02**	**-0.24**	**-0.35**	**0.02**
Book-to-market	**-0.22**	**-0.14**	**-0.16**	**-0.33**	1.00	**0.06**	**-0.13**	**-0.14**	**0.08**	**-0.05**
ROA	**0.14**	**0.23**	**0.28**	**0.33**	**0.06**	1.00	**0.19**	**-0.56**	**-0.60**	**-0.29**
Stock return	**0.03**	0.01	**-0.12**	**-0.02**	**-0.13**	**0.19**	1.00	**-0.03**	**-0.17**	**-0.05**
Earnings volatility	**-0.04**	**-0.13**	**-0.22**	**-0.24**	**-0.14**	**-0.56**	**-0.03**	1.00	**0.38**	**0.29**
Loss	**-0.12**	**-0.25**	**-0.23**	**-0.35**	**0.08**	**-0.60**	**-0.17**	**0.38**	1.00	**0.34**
Class action litigation risk	**-0.26**	**0.05**	0.01	**0.02**	**-0.05**	**-0.29**	**-0.05**	**0.29**	**0.34**	1.00

This table shows the Pearson correlations for the sample. Correlations that are significant at the 0.05 level or better are highlighted in bold.

Table 3

The Impact of Mutual Fund Governance Reform on Management Forecast Frequency

	(1)	(2)
Treatment Effect	0.0799*** (6.35)	-0.0764*** (6.66)
Institutional ownership		0.9131*** (34.33)
Firm size		0.0884*** (20.39)
Book-to-market		-0.0182** (2.33)
ROA		0.1529*** (7.29)
Stock return		0.0430*** (4.52)
Earnings volatility		0.0958*** (5.15)
Loss		-0.2173*** (15.68)
Class action litigation risk		0.2014*** (11.71)
N	20,396	20,396
R^2	0.0019	0.2785

Notes: t-statistics in parentheses. *, **, and *** represent significance at the 10%, 5%, and 1% level, respectively.