

Index

- ABN-Amro, 47
ACCJ. *See* American Chamber of
Commerce in Japan
ADAM. *See* Association de Défense des
Actionnaires Minoritaires
AFEP. *See* Association Française des
Entreprises Privées
agenda setting, 9–10
Ahold, 87, 88, 100, 102, 103, 104, 105,
108, 161
Albert, Michel, 1
Alcan, 41
Alcatel, 61
American Chamber of Commerce in
Japan, 135, 139, 140
Amsterdam Stock Exchange, 85, 86
Arcelor, 10, 50, 58
Association de Défense des Actionnaires
Minoritaires, 64, 66, 69, 71, 73
Association Française des Entreprises
Privées, 171, 188
and executive pay, 169
Association of Securities-Issuing
Companies. *See* VEUE
AXA, 60–61, 63, 64

Balladur, Edouard, 38
Banque Nationale de Paris, 39, 59
Baumgartner, Frank, 195
BDI. *See* Bundesverband der Deutschen
Industrie
Bebchuk, Lucian, 13n45

Bébéar, Claude, 59–64, 71, 73, 78
Beffa, Jean-Louis, 64, 72, 73
Berle, Adolph, 13
Bernard, Daniel, 170
Besson, Eric, 76
Blanc, Etienne, 73
blockholding, 13, 15, 29
in coalitional theory, 16
See also shareholding
BNP. *See* Banque Nationale de Paris
Bolkestein, Frits, 85, 88, 111
Bos, Wouter, 94
Bouton report, 169, 170
Bouton, Daniel, 69
Breton, Thierry, 70–74, 76
Bundesverband der Deutschen Industrie,
54, 66
and the EU takeover directive, 68–69
Bush, George W., 161

Cable & Wireless, 45, 122
Cadbury Committee, 9
California
insurance reform, 8
Callaghan, Helen, 67
Carrefour, 170
CDA. *See* Christian Democratic Party
(Netherlands)
Cercle de l'Industrie, 62
Christendemocratische Partij. *See*
Christian Democratic Party
(Netherlands)

- Christian Democratic Party (Germany), 68
- Christian Democratic Party (Netherlands), 85, 86, 98
- Cioffi, John, 15, 77, 84, 93, 121, 145, 161
- civil law
and common law, 14
- Clément report, 169, 170
- Clément, Pascal, 170
- CNPF. *See* Conseil National du Patronat Français
- coalitional theory, 14, 16–17, 50, 121
and high salience issues, 146
and Japanese corporate control, 118
and political salience in Japan, 120
and proportional representation, 16
See also corporate control and coalitional theory 2, 13
- Committee on Corporate Governance (Netherlands). *See* Tabaksblat Committee
- Conseil National du Patronat Français, 63
- Conservative Party (United Kingdom), 9
- coordinated market economies, 1, 51
and left parties, 84
- corporate control
and coalitional theory, 16–17
and concentrated interests, 6
and informal institutions, 11–12
and partisan theory, 14–16
and political salience, 8
definition, 25
definition of stakeholders, 14
effects of political salience, 177
in coordinated market economies, 1
in France, 39
in the Netherlands, 113
institutional investors, 3
managerial preferences, 2–5
minority shareholder protection, 14
monitoring, 25
patient capital, 26
role of hedge funds, 2
works councils, 3
- See also* corporate governance, patient capital, hostile takeovers
- corporate governance, 25
and bank-based finance, 27
and market-based finance, 28
concentrated versus diffuse ownership, 28
political salience of, 181
sanctioning, 25
- Corporate Value Study Group, 117, 119, 121, 132–35, 138, 141, 142
and triangular mergers, 140
- corporatism
in the Netherlands, 84
- Crédit Agricole, 61
- cross-class coalition, 16
- cross-shareholding, 28
in Japan, 116
See also blockholding, shareholding
- CVSG. *See* Corporate Value Study Group
- D'66 party (Netherlands), 85
- de Vries, Peter Paul, 94, 105
- deliberative councils, 124, 132
- Democratic Party (United States)
and Enron, 166
and Sarbanes-Oxley Act, 159–61
- deregulation
of capital markets, 2
- Dexia, 171
- Dodd, Christopher, 165
- Dollé, Guy, 74
- Douma, Kris, 94, 95, 98, 99
- Dyck, Alexander, 7
- EBC. *See* European Business Council
- Japan
- electoral institutions, 16
majoritarianism, 19
- Enron, 7, 87, 146, 148, 157, 159, 161, 166, 179
impact on corporate governance, 179
impact on political salience, 162–64
- Entreprise et Cité*, 71
- Epstein, Lee, 20
- EU. *See* European Union

- EU takeover directive, 67, 69–70, 91, 112
 adoption in France, 70–74
 in the Netherlands, 86, 88, 98,
 111–12
 opinion of French managers, 69–70
 opinion of German managers, 68–69
 political salience in France, 74–77
 European Business Council Japan, 129,
 135, 139, 140
 European Commission, 67, 71n88
 European Parliament, 68, 68t
 European Union, 67, 70
See also EU takeover directive
- executive pay
 clawback provisions, 152, 161, 165
 in France, 146–47
 in the United States, 146–47
 measures of political salience, 149–56
 political salience, 147–51
- Fédération Française des Sociétés
 d'Assurance, 63
 FFSA. *See* Fédération Française des
 Sociétés d'Assurance
- financial markets
 and globalization, 51
- Financial Services Agency (Japan), 133,
 135
- framing, 10–11
 EU takeover directive in the
 Netherlands, 111–12
 in Japan, 129–31
 of hostile takeovers in the Netherlands,
 105–8
- France, 21–22
 attitudes toward hostile takeovers in
 firms, 59–62
 attitudes toward takeovers among
 politicians, 62–63
 business associations, 63–64
 changes in shareholding since the
 1990s, 38–41
 corporate restructuring in the 1990s,
 59–60
 corporate strategy in the 1990s, 48
 double voting rights, 69–70
 electoral rules, 19
 organized labor and firm restructuring,
 52
 regulation of executive pay, 166–74
 size of executive pay, 167–69
See also noyaux durs
- Frank, Barney, 164, 165, 166
 Fried, Charles, 13n45
 FSA. *See* Financial Services Agency
 (Japan)
 Fuji Television, 128
 Fuji TV, 122
- Galvin, William, 164
- Germany, 21–22
 and patient capital, 28
 as a coordinated market economy, 26
 attitudes toward hostile takeovers
 among firms, 64–66
 restructuring in the 1990s, 49
 vocational training programs,
 182–183
 works councils, 49
- Gillette, 164
 “golden bargain,” 52
- Gourevitch, Peter, 14, 16, 22, 50, 54, 86,
 94
- Goyer, Michel, 39, 52
- greenmail
 in Japan, 123
- Groupe Bruxelles Lambert, 61
- Hacker, Jacob, 194
 Hall, Peter, 19
 Hancké, Bob, 52, 59
 hard cores. *See* noyaux durs
- Hemerijck, Anton, 82
 Hoogervorst, Hans, 101
 Höpner, Martin, 15, 77, 84, 93, 121, 145
 Horie, Takafumi, 128
- hostile takeover rules
 political causes, 77–80
- hostile takeovers, 1–2
 cross national measures of, 30–35
 defense mechanisms in the
 Netherlands, 83
 definition, 30n24, 30
 Delaware standard, 135
 framing in Japan, 129–132
 in comparison with friendly takeover,
 33
 in France, 2

- hostile takeovers (*cont.*)
 in Germany, 2
 in Japan, 122–24
 in liberal market economies, 35
 in the Netherlands, 2
 in the United Kingdom, 1
 in the United States, 1, 30, 34
 managerial preferences in France,
 48–49, 52
 managerial preferences in Germany,
 48–49, 54
 partisan theory predictions, 49–50
 political salience in Japan, 128–29
 protections against, 28
See also Corporate Value Study Group
- IDC. *See* International Digital Communications
- IG Metall, 65
- institutional change, 50, 195–96
 and political salience, 196–97
 historical institutionalism, 193,
 194–95
 punctuated equilibrium, 193, 195
 rational choice institutionalism, 193
- institutional investors
 preferences for corporate control, 6
- institutions
 and institutional change, 17
 informal institutions, 11–13
 institutional change, 12–13
 interaction of formality and political
 salience, 180–85
 political effect of formality, 182
 rule making in informal institutions,
 180
See also institutional change
- interest groups, 5, 6
- International Digital Communications,
 45, 122
- Jackson, Gregory, 116
- Jacobs, Aad, 112
- Japan, 13
 bureaucratic interests, 132
 corporate board of directors reform,
 119
 corporate restructuring in the 1990s,
 122
- Corporate Value Study Group. *See*
 Corporate Value Study Group
- cross-shareholding since the 1990s,
 44–46
 effects of the “lost decade,” 116
 manager lobbying, 143
 manager perceptions of hostile
 takeovers, 141–42
 revisions to corporate law, 125–26
 stable shareholding, 116–17
- Japan Steel Partners, 122
- Jones, Bryan, 195
- JSP. *See* Japan Steel Partners
- Kahneman, Daniel, 148
- Kalff, Jan, 102, 112
- Kanda, Hideki, 134, 136
- Keidanren, 127n53, 117–32, 133,
 137–43
 position on corporate reform,
 122–26
 position on hostile takeovers, 127
 position on triangular mergers, 127,
 139–41
- keiretsu*, 44
- Kessler, Denis, 63
- Kilts, James, 164
- Kluiver, Harm-Jan de, 99
- Koizumi, Junichiro, 121, 124
- Kusakabe, Satoshi, 132–34
- Labor Party (Netherlands), 84, 85, 86,
 87, 88, 94, 98, 99, 112
- law and economics, 28
 and corporate control, 14
- LDP. *See* Liberal Democratic Party (Japan)
- Lepetit, Jean-François, 72
- Levin, Carl, 157, 166
- Liberal Democratic Party (Japan), 22, 23,
 118, 121, 124, 125, 128, 132, 133,
 139, 141, 142, 143
 and corporate reform, 125–26
- Liberal Party (Netherlands), 82, 85, 88,
 98, 107, 111, 112
- Lindblom, Charles, 187, 198
- Livedoor, 117, 122, 128, 129, 136
- lobbying, 9, 185–89
 and political parties, 189–91

- in the Netherlands, 95–99
- influence of political institutions, 179
- Lowi, Theodore, 180
- Lyonnaise des Eaux, 61
- M&A Consulting, 122, 126
- managerial organizations, 67
- managerial power perspective, 13n45
- managers
 - and globalization of corporate governance, 52
 - and informal institutions, 48–49
 - as lobbying groups, 145–146
 - influence in working groups, 9
 - influence of expertise, 10
 - influence on corporate governance, 178
 - preferences for corporate control, 6
 - preferences for corporate control in France, 51–54
 - preferences for corporate control in Germany, 51–54
 - preferences for corporate control in Japan, 141–42
 - tools for influencing regulation, 11
- Mannesmann, 64, 65, 78
- Means, Gardiner, 13
- MEDEF, 63, 64n53, 66, 69, 71, 73, 171, 173
 - executive pay, 169
- median voter, 5, 6, 186, 197
- Mendoza, Mario, 58
- methodology. *See* research methodology
- METI. *See* Ministry of the Economy, Trade, and Industry (Japan)
- Milhaupt, Curtis, 135, 151
- Ministry of Economy, Trade and Industry (Japan), 119, 125, 133, 136
 - triangular mergers, 141
- Ministry of Justice (Japan), 119, 124, 125, 136
- minority shareholders. *See* shareholders and coalitional theory, 16
- Mitsubishi, 126
- Mittal Steel, 10, 50, 58, 74, 78
- MoF. *See* Ministry of Finance (Japan)
- MoJ. *See* Ministry of Justice (Japan)
- Montebourg, Arnaud, 76
- Morin, François, 63
- MTFG. *See* Mitsubishi
- Murakami, Yoshiaki, 122, 123
- NBS. *See* Nippon Broadcasting System
- Netherlands, 22
 - Dutch miracle, 82
 - EU takeover directive debate, 111–12
 - politics of hostile takeover regulation, 93–95
 - protections against hostile takeovers, 41–44
 - shareholding patterns, 82
 - takeover compromise, 86–87
 - takeover protections, 82
- Neuville, Colette, 70, 76
- news media, 7
 - and political salience, 7
- Nippon Broadcasting System, 128
- Novelli, Hervé, 71, 71n87, 73, 73n96, 76
- noyaux durs*, 14–16, 39, 53, 59, 64
- Obama, Barack, 165
- Orix, 122
- Ota, Seiichi, 125
- Oxley, Michael, 161
- Parisot, Laurence, 171
- Parmalat, 161
- Parti Socialiste. *See* Socialist Party (France)
- Partij van de Arbeid. *See* Labor Party (Netherlands)
- partisan theory, 2, 13, 14–16, 17
 - and high salience issues, 146
 - and Japanese corporate control, 118
 - and patient capital, 49
- patient capital, 26, 27, 28
 - cross national change over time, 36–38
 - cross national measures, 29–36
 - evolution in France, 38–41
 - evolution in Japan, 44–46
 - evolution in the Netherlands, 41–44
 - measurement, 26, 27, 29
- Pechiney, 41
- Peters Committee, 87, 100, 101, 105
- Peters, Jaap, 87, 100

- Pieterse, Rob, 102, 103
 Pistor, Katharina, 151
 poison pills, 70
 bons Breton, 70, 74
 City Code standard, 135
 Delaware standard, 134
 in France, 73, 77
 in Japan, 46, 119, 134
 political entrepreneurs, 6
 political parties
 and interest groups, 5
 relevance to corporate governance, 180–81
 political salience, 4–5, 6–8, 23
 and hostile takeovers in the Netherlands, 112–13
 and informal institutions, 54–55
 and political parties, 4, 5
 and the median voter, 4
 consequences of high political salience, 54
 definition of high salience, 5
 EU takeover directive in the Netherlands, 111–12
 high salience issues, 147–48
 how issues become highly salient, 6
 measurement, 20–21
 measurement in France, 55–59
 measurement in Japan, 128–29
 measurement in the Netherlands, 89–91
 politicians
 and political salience, 7
 power resources
 of interest groups, 5
 power resources model, 5n14
 preference shares
 in the Netherlands, 42, 84
 priority shares
 in the Netherlands, 42
 Procter & Gamble, 164
 Pryor, David, 157
 PvdA. *See* Labor Party (Netherlands)

 quiet politics, 4, 8, 12, 18, 19, 23, 51, 84, 146, 174, 179, 186, 191
 and executive pay, 176
 in France, 71, 72
 in Japan, 120, 131

 in the Netherlands, 83, 84, 118
 versus noisy politics, 176, 189
 regulation
 regulatory capture, 5
 Republican Party (United States)
 and Sarbanes-Oxley Act, 159–61
 research methodology, 21
 measurement of patient capital, 26
 Riboud, Frank, 74
 Roe, Mark, 14–15, 22, 145
 Royal Bank of Scotland, 47
 Royal, Ségolène, 171

 Saint Gobain, 61
 Sarbanes, Paul, 161
 Sarbanes-Oxley Act, 159, 161
 Sarkozy, Nicolas, 72, 171
 Scharpf, Fritz, 183
 Schattschneider, E. E., xv, 6n19
 Schröder, Gerhard, 48, 49, 66, 77, 79
 Schwert, William, 30
 SEC. *See* Securities and Exchange Commission (United States)
 Securities and Exchange Commission (United States), 156, 157
 Segal, Jeffrey, 20
 share certification
 in the Netherlands, 42
 shareholders
 preferences for corporate control, 6
 shareholding
 differences between blockholding and nonblockholding, 14
 effects on corporate governance, 26
 stable shareholding in France, 61–63
shingikai. *See* deliberative councils
 Shinn, James, 14, 16, 22, 50, 86, 94
 Shiozaki, Yasuhisa, 121, 139, 141
 Shishido, Zenichi, 124
 Shoei, 122, 123
 Smith, Mark, 187
 SocGen. *See* Société Générale
 Social Democratic parties
 and corporate control, 15, 145
 and partisan theory, 15
 and patient capital, 145

- Socialist Party (France), 50, 62, 71, 76, 77, 167
- Société Générale, 39, 59, 61, 69, 173
- Strauss-Kahn, Dominique, 62, 79
- Streeck, Wolfgang, 12, 13
- Suez, 61
- Sumitomo, 126
- Tabaksblat Committee, 87, 91, 94, 100, 101, 102, 108, 111, 112
- Tabaksblat, Morris, 87, 102, 103, 104
- Thelen, Kathleen, 12, 13, 185, 194
- Tiberghien, Yves, 52, 125
- triangular mergers, 139
- attitude of Keidanren, 127
- in Japan, 119–20, 139, 140
- political salience, 141
- Tversky, Amos, 148
- UAP. *See* Union des Assurances de Paris
- UFJ, 126
- UMP. *See* Union pour un Mouvement Populaire
- Unilever, 104
- Union des Assurances de Paris, 60–61, 63, 64
- Union pour un Mouvement Populaire, 70, 156, 170
- unions
- preferences for corporate control, 6
- United Kingdom, 14
- United States, 14
- as a liberal market economy, 26
- influence of business lobbying, 191–92
- lobbying, 9
- political salience of Enron, 162–64
- regulation of executive pay before 2002, 156–59
- Senate, 7
- Valeo, 173
- varieties of capitalism, 198
- corporate governance, 25
- VEB. *See* Vereniging van Effectenbezitters
- Vereniging van Effectenbezitters, 94, 102, 105
- VEUO, 85, 86, 96, 97, 98, 99, 100, 101, 102, 103, 105, 111, 112, 188
- Villepin, Dominique de, 48, 70
- Vinci, 171
- Visser, Jelle, 82
- Vivendi, 61
- VNO-NCW, 86, 96, 97, 98, 101, 102, 103, 111
- Vodafone, 64, 65, 78
- Vogel, Steven, 118
- Volkspartij voor Vrijheid en Democratie. *See* Liberal Party (Netherlands)
- VVD. *See* Liberal Party (Netherlands)
- Westar, 161
- Weyland, Kurt, 195, 196
- Wiedeking, Wendelin, 68
- Wilson, James Q., 6, 180
- Wlezien, Christopher, 5113, 20168, 194137
- Winter, Jaap, 111
- works councils, 3110
- in France, 52
- in Germany, 52, 53112, 65
- in the Netherlands, 84
- Wriston, Walter, 30
- Zacharias, Antoine, 171
- Zalm, Gerrit, 85, 86, 88, 91–113
- Zwicky, Klaus, 65