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A Set of International OECD and ICGN Corporate Governance Standards After Financial Crisis, Corporate Scandals and Manipulation -Applications for Nigeria and Implications for Developing Countries

1. Introduction

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Isittimetolookbackourcorporategovernance systems? Many researches from various organizations show the answer "Yes" to it. Therefore, here, we try to make a comparative analysis on different International Corporate Governance approaches. Despite trying to select an easy-reading writing style, there are still some academic words need to be explained in further. Exhibit 2 shows us various risks which need to be controlled in corporate governance system. These days, a lot of countries reevaluate their own corporate governance (CG) code and enhance it during economic recession. Hence, one of this study purposes is to compare various codes of CG and propose a better comparative set of CG standards.

This paper is organized as following. Research literature and theories are covered in the first two sessions. Then, it is followed by introduction of our research methodology in section 2. Continuously, it illustrates our familiar groups of empirical findings. 3rd session turns to our conclusion and policy suggestion. Before last, there is an exhibit session which covers some summary of this paper's analysis and comparison. And lastly, a references is provided with information for reference.

2. Research literature review

There are many and controversial researches so far are done in the corporate governance area around the world. Coffee, John C., (2006) identifies how professions changed their behavior through the last century and he also indicates that all boards of directors are prisoners of their gatekeepers and only when the board's agents properly advise it, the board could act efficiently. On the other hand, Prentice, Robert A., (2007) stated SOA can be burdensome cost to corporation with adverse impact on American capital markets.

Besides, CFA Institute (2005) stated good Corporate Governance and Value Creation for Companies and investors have a positive relationship. Additionally, OECD (2004) presents a view that corporate governance also provides the structure through which the co.'s objectives are set, the means to obtain those objectives and to monitor performance are determined. It is stated that good CG provides sound incentives for BD and MB to achieve shareholders' long term interests and facilitate effective monitoring. And together with trends in upgrading countries and organizations' CG codes, there are lots of controversial opinions on CG subjects such as what is independence and transparency. NYSE (2003) pointed no director can be considered as independent director if they are former employees and the time since their employment ended within (<=) 5 years.

Dobre et al. (2015) and Arniati et al. (2019) provided evidence that the existence of corporate governance elements do positively influence the audit quality of the entity, especially when it comes to the number of members that the executive board has. Al-Gamrh et al. (2018) found a positive influence of corporate governance strength on the accounting performance, but a negative influence on the firms' economic performance. In normal times, corporate governance mitigates the negative influence of leverage and risk on the accounting and economic firm performance. Mahdy and Dina (2019) addressed the need for proactive corporate governance, using meta analysis to reconcile conflicting

57 _

research findings, employing alternative theoretical underpinnings that go beyond agency theory, thinking blockchains, and developing an agenda for corporate governance convergence.

Since then, based on different, general and detailed, corporate governance rules in different markets, what is the common and comparative standardized set of so-called International corporate governance standards?

3. Theory of Corporate Governance, Scandal and Market Manipulation

3.1. Theory of manipulation

There are different views on market and stock manipulation. Also, the term illegal price manipulation is hard to find a true definition as well as controversial. Cataldo, A.J., Killough, Larry N., (2003) pointed the roles of the market maker in creating inventory of stocks and then they buy low and sell high to make profit. Khanna and Sunder (1999) found that brokers collaborate with company to make stock prices in dump and pump schemes. In practice a well linkage among the market makers, in fact, can be a tool for market manipulation. Hammad, Siddiqi., (2007) suggested that stock market manipulation may have the involvement of financial intermediaries and brokers may manipulate while maintaining their credibility.

3.2. Theory of corporate governance and financial crisis

First, OECD (2004) stated corporate governance is affected by relationships of participants in the governance system. CFA Institute (2005) defines corporate governance as the system of internal control and procedures managing companies. ADB and Hermes, stated in the 2003 Code, Good Corporate Governance provides a framework in which both board directors and shareholders can fulfill their responsibilities such as operating company in shareholders' long term interests and exercising stewardship of company, respectively. After Asia crisis, in 2001, ADB group of authors identified that one way to enhance BD independence is to accept nominations for BD from institutional investors. Johnson, Simon., Boone, Peter., Breach, Alasdair., and Friedman, Eric., (1999) recognized CG measures, such as protection for minority shareholders, provide a better means than standard macroeconomic measures in explaining stock market downturn.

Also, Lessing, John., (2009) stated a mechanism of check and balance is required for maintaining a good corporate governance.

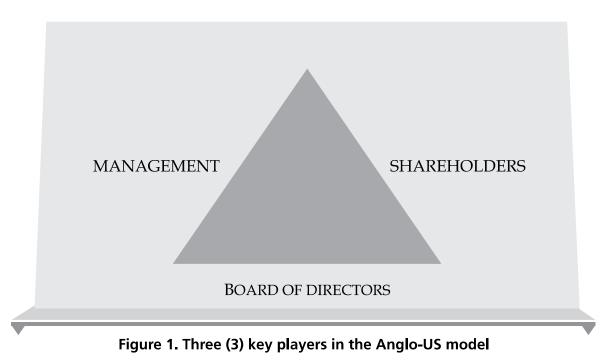
58

A Set of International OECD and ICGN Corporate Governance Standards After Financial Crisis, Corporate Scandals and Manipulation - Applications for Nigeria and Implications for Developing Countries

We can see, hence, there are different analytical views on corporate governance and its importance.

3.3. Introduction of Corporate governance models

Following the Anglo-US CG model, there are 3 key players as shown in the below figure 1.



Source: own study

Shareholders may involve individual investors and institutional investors. These investors will contribute capital to the business and keep ownership of the corporation. There is a separation between ownership and control of the company.

And Thailand Stock Exchange, until 2006 defined corporate governance as a set of structures and processes b.t board, management and shareholders to strengthen the co.'s competitiveness, growth and longterm shareholder value, together with interests of other co.'s stakeholders.

59 _

4. Research methodology

Firstly, we analyze and compare corporate governance principles in each of two (2) different groups including: 1) Group 1 – International CG representative standards including ICGN and OECD Corporate Governance Principles which have many modifications in corporate governance principles after the crisis period; and use ACCA Principles as reference.

We also use, but not limited to, international standards of corporate governance such as: World Bank, and Mc Kinsey corporate governance principles and surveys as reference.

Then, we suggest on what so-called comparative International corporate governance principles which is aiming to create a basic background for relevant corporations interesting in different aspects of corporate governance subjects. See Exhibit 3 for our model.

Last but not least, it can be considered as the recommendation to relevant countries' government and other relevant organizations for public policy and necessary evaluation. For a summary of our standards, see Exhibit and the below table 1 and 2 in relevant sessions.

5. Empirical findings

5.1. Findings on Corporate governance issues after financial crisis, corporate scandals and market manipulation

There are several popular issues including: a weakness in overall corporate governance system in measuring and protecting shareholders or owners' interests and benefits, as well as the matter of reevaluating related-, or 3rd, parties relationships and transactions that might harm the company's shareholders' interests, benefits and values.

Also, we can find out another corporate governance (CG) issue. It is, the lack of "fair and true" views in internal control and auditing which may lead to improperly accounting practices. Another problem, in famous Enron scandal, we can remember functions of internal control and external audit failed to make the accounting problems transparent.

Moreover, the lack of a careful ethical management system and code of conduct implementation can be attribute to scandals and frauds which tends to be expressed during and after financial crisis. Last but not least, a holding company or grouping structure, involving subsidiaries such as SPVs, can be

60

A Set of International OECD and ICGN Corporate Governance Standards After Financial Crisis, Corporate Scandals and Manipulation - Applications for Nigeria and Implications for Developing Countries

used as a mean to hole large assets or debts and can be recognized as off-balance sheet transactions which needed to audit.

5.2. Findings on Ways of Manipulation during Corporate Scandals

Several Manipulation Techniques found out during corporate scandals involve, but not limited to:

1. The manipulation techniques in the income statement:

Here, the technique is used to hide the expenses and therefore, inflating co.'s profits. Worldcom showed a famous example when it has \$3,9 b hidden expenses in 2001. Also, other examples were found in such cases as Sunbeam (manipulating revenues by a "bill and hold" mechanism) or Waste Management (see our previous papers on Corporate Governance).

2. The manipulation techniques in both the income statement and balance sheet:

Not only does it want to increase reported earnings or keep a smooth reported profit number, but also the company has motivation to hide or decrease debt level from its balance sheet as well. Enron scandal shows us that there is debt omitted in using SPVs which enable it to lower the cost of debt. Or another case, GE in 2002, shows it uses SPVs to hold a larger amount of assets.

3. The manipulation techniques relevant to international accounting practice code:

Although we cannot deny the fact that IFRs and GAAP are among current standardized accounting standards to protect shareholders' value, it is obvious that there is not much thing to do with business ethics and clear obligations in international accounting standards such as IPRs or GAAP, which implies an ethical risk and in this context it is not effective tool against manipulation environment. For other relevant information, see our previous papers on Corporate Governance.

4. Other manipulation techniques net belong to above classifications:

Market Manipulation can happen in an event in which there is a unified cooperation and solid interaction among investors, which can be explained by risk diversification, or even taking advantages of easy financial regulations in banking and finance system to use financial intermediaries' mechanisms for manipulation.

61 _____

5.3. Actions on Preventing or Controlling negative manipulation

Necessary actions to prevent or control negative market manipulation are, but not limited to, enhancing internal control and audit system and reevaluating corporation's corporate governance strengths and weaknesses, as well as strengthening internal and external audit functions in knowing comprehensively "transfer internal transactions" or insider trading, understanding well division b.t good and bad manipulation, and key business risks as well as risk management models.

5.4. Findings on Construction of Comparative International Corporate Governance Standards

These findings will be shown in a detailed analysis of a model indicated in the later sessions.

<D.1> - Group 1 - ICGN and OECD Corporate Governance standards analysis

6. The OECD 2004 CG Principles

The OECD 2004, after its 1999 version and revision in 2002, is used widely in many countries in the world, especially after the Asian financial crisis 1997-1998. It is meaningful in an aspect that policy makers can find good corporate governance has positive affect to stable market and economic development, and in another aspect that it might help OECD and non-OECD countries to upgrade their own legal framework of CG.

It is said that one of its significant advantages is mentioning the exercise rights of institutional shareholders, though it would be better to clearly identify their duties in the invested company. Additionally, providing proper items on shareholder protection is one among other strengths of the OECD Code. Besides, it also gives appropriate recommendations of "good corporate governance framework" to policy makers.

And different from some other Asian Codes, it pays more attention on disclosure policies such as disclosure of institutional investors on how they exercise voting rights.

Generally speaking, The OECD 2004 Code has a meaningful objective in encouraging transparent and efficient markets. Besides, it provides good information on clearer shareholders' rights. And it is good to maintain a legal system that protects BD and MB from litigation abuse such as tests for sufficiency

62

of shareholders' complaints, as well. However, it still has not quite clear views on establishments of specific committees which enable the BD to resolve matters of interest conflicts.

Subjects or parties	Main quality factors	Sub quality factors	Responsibilities	Objectives	Note
Audit committee	Independent	Not mentioned clearly by the Code	Might receive report from IA system and manage relationship with external auditor and receive reports of illegal behavior from employees	Not men- tioned clearly by the Code	
Nomina- tion com- mittee	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Not mentioned clearly by the Code	Not men- tioned clearly by the Code	
Compen- sation or Remu- neration committee	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Might be set for remu- neration policy of BD and executives	Not men- tioned clearly by the Code	
CEO or Lead director	Not men- tioned clearly by the Code	Supported by corporate secre- tary	Performance reviews	Not men- tioned clearly by the Code	
The Chair	Not men- tioned clearly by the Code	Supported by corporate secre- tary	Selection of chairman covered by share- holders, Performance reviews	Strengthen the indepen- dence	
CEO and The Chair relation- ship	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Might be separation	Not men- tioned clearly by the Code	There is a lead Non-exec- utive direc- tor if they are same
Corporate Secretary	Not men- tioned clearly by the Code	Provide appro- priate access to directors and non-executives	Plays a role in enhanc- ing effectiveness of directors and non- executives	Not men- tioned clearly by the Code	

Table 1. The OECD Corporate Governance policies (a short summary evaluation)

63 _____

Compli- ance of- ficer (com- pliance)	Not men- tioned clearly by the Code	Related to laws of security, safety work	Have safe harbors	Compliance with applica- ble laws and standards	As under- stood from the Code
Board of Directors	Independent judgement, Access to accurate and timely information, appropriate skills	Effective moni- tor, high ethical standard, treat shareholders fairly, Formal and transpar- ent nomination, Functions clearly set by BD	Nominated and elect- ed by shareholders, review corporate strat- egy, set performance objectives, replace executives, key role in identifying new mem- ber, self-assessment, Inform BD if have any outside relationship which may harm inde- pendence	Ensure in- tegrity of accounting system	Formal and trans- parent nomina- tion pro- cess
Executive director	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Remuneration may be set by CNC, Inform BD if have any outside re- lationship which may harm independence	Not men- tioned clearly by the Code	
Non- executive director	Independent judgement, elected and nominated by shareholders for special- ized func- tions	Access to sec- retary , key managers and IA provided	Assigned by BD for potential tasks with conflicts of interest like accounting integrity and related-party transac- tions, might join in spe- cific committees	Not men- tioned clearly by the Code	
(Senior) Inde- pendent director	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Not mentioned clearly by the Code	Not men- tioned clearly by the Code	
CFO (senior financial officer)	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Not mentioned clearly by the Code	Not men- tioned clearly by the Code	
Manage- ment team	Compose executives	Functions clearly set by BD	Proper access to non- executive board, MGT performance affected by objective evaluation of independent BD, manage risks	Not men- tioned clearly by the Code	

A Set of International OECD and ICGN Corporate Governance Standards After Financial Crisis, Corporate Scandals and Manipulation - Applications for Nigeria and Implications for Developing Countries

64

Superviso- ry board	Comprises of non-executive board mem- bers	Not mentioned clearly by the Code	Appoint MB with key executives	Not men- tioned clearly by the Code	
Internal control	Not men- tioned clearly by the Code	BD ensure prop- er control system in place	BD guide risk policy with clear type of risks and degrees, BD over- see IC	Not men- tioned clearly by the Code	
Internal audit	Independent	Competent and qualified	Annual audit, proper access to proper direc- tors, IA system report directly to BD	Not men- tioned clearly by the Code	Not men- tioned clearly
External (Indepen- dent) audit /registered public accounting firm	Accountable to sharehold- ers, indepen- dent	Competent and qualified, Profes- sional care	Annual audit, rela- tionship may be man- aged by AC, oversight of IA activities	Assure fi- nancial state- ments fairly represent co.'s financial position	
Disclosure and trans- parency	Disclose co.'s objectives, BD's com- mittees' com- position and procedures	Timely and ac- curate, oversaw by BD, disclose BD experience and background, disclose rules or merges and ac- quisition	Institutional investors disclose their voting policies, Disclose finan- cial and operational results, compensation policy and qualifications of BD, Disclose how meeting chairperson exercises voting rights, shareholder filing	In accor- dance with high quality standard of financial and non-financial disclosure	
Share- holders and Minor- ity Stock- holder	Provided with suf- ficiently and timely information on date, place and agenda of GM	Participate effec- tively, actively in GM, equal treat- ment to foreign and minority shareholder, elec- tronic voting	Right to elect and remove BD, secure methods of ownership registration, ask ques- tions about BD and put contents on GM agenda, affect BD com- position	Not men- tioned clearly by the Code	
Account- ability	Separation two roles b.t chair and CEO, clear lines of duties set by BD	Continuing dia- logue b.t portfo- lio companies, institutional investors	Co. know roles and rights of stakehold- ers required by laws, abuse of insider power be prohibited, Enable custodian institution to cast votes	Not men- tioned clearly by the Code	As under- stood from the Code

65 _____

Leader- ship	Not men- tioned clearly by the Code	Not mentioned clearly by the Code	Not mentioned clearly by the Code	Not men- tioned clearly by the Code	
Employee	Work Council or Employee represen- tation on Boards	Be able to freely communicate illegal matters to BD	Develop mechanisms of enhancing employ- ee's participation	Not men- tioned clearly by the Code	
3 rd parties and con- flicts of interests	Disclose related-party transactions	Abuse in related- party transac- tions monitored by BD	Institutional inves- tors disclose how to manage conflicts of interests	Not men- tioned clearly by the Code	

Source: the underlined part is describing some more works needed to be done for relevant subjects and parties; it is noted that specific committees might be established

7. The ICGN Corporate Governance Principles

Since its foundation in 1995, the revised 2009 Code is the third (3rd) generation. It pays lots of attention to disclosure policies including shareholders' rights in corporate charter disclosure. Different from most of Asian Codes, there is a focus on risk management activities and its disclosure policies as well. And though it has advantages in view of the BD as a whole, it needs to care its subcommittees as a private body. For more information, please see below table 2. However, it would be better to clarify details on ethical guidelines.

Subjects or parties	Main quality factors	Sub quality factors	Responsibilities	Objectives	Note
Audit com- mittee	Solely in- dependent directors, true and fair view	Special competence and independence, part of checks and balances	As board subcommit- tees, report regularly to BD	In compli- ance with applicable laws	
Nomination (HR) com- mittee	Majority independent	Special competence and independence	As board subcommit- tees, report regularly to BD	Not men- tioned clearly in the Code	
Compensa- tion or Re- muneration committee	Solely in- dependent directors	Special competence and independence, enforce culture	As board subcommit- tees, report regularly to BD	Not men- tioned clearly in the Code	

Table 2. Evaluation of ICGN Revised 2009 Code Corporate Governance

66

CEO	Not men- tioned clearly in the Code	Separate from Chair	Not mentioned clearly in the Code	Not men- tioned clearly in the Code	
The Chair	Chair be independent	Available to dia- logue with share- holders	Create openness culture, constructive challenges, set board agenda, open board- room discussion	Not men- tioned clearly in the Code	
CEO and The Chair rela- tionship	Chair be independent	Lead director needed when Chair and CEO not inde- pendent	Chair most effective when not CEO or former CEO	Not men- tioned clearly in the Code	
Corporate Secretary	Not men- tioned clearly in the Code	Ensure BD receive proper information	Act as vital source for chair and BD	Not men- tioned clearly in the Code	
Compliance officer	Not men- tioned clearly in the Code	Not mentioned clearly in the Code	Not mentioned clearly in the Code	Not men- tioned clearly in the Code	
Board of Directors	Independent leadership, Sufficient mix b.t diver- sity, skills, majority of independent directors	Dialogue with shareholders, for- mal and transpar- ent nomination, sufficient time	Generate debate and discussion about risks and operation, review, approve and guide strategy, risk policy, budget, self-assessment, maintain integrity cul- ture, assure accuracy of financial statements	Make robust strategic de- cisions, Act in the best interests of sharehold- ers	
Executive director	Not men- tioned clearly in the Code	Dialogue with shareholders	Participate ongoing training	Not men- tioned clearly in the Code	
Non-execu- tive (exter- nal) director	Enough busi- ness knowl- edge	Dialogue with shareholders	Participate ongoing training, succession planning	Not men- tioned clearly in the Code	
Independent director	Not men- tioned clearly in the Code	Independent	Involved in BD, Partic- ipate ongoing training	Not men- tioned clearly in the Code	As under- stood from the Code

67 _____

CFO	Not men- tioned clearly in the Code	Not mentioned clearly in the Code	Not mentioned clearly in the Code	Not men- tioned clearly in the Code
Management team (Board)	Performance measured with risk factor	Positive work rela- tionship b.t MGT and BD	BD enhance effective- ness of MGT's views of business, succession planning, disclose ownership policy of MGT	Not men- tioned clearly in the Code
Supervisory board	Not men- tioned clearly in the Code	Not mentioned clearly in the Code	Not mentioned clearly in the Code	Not men- tioned clearly in the Code
Internal control	Not men- tioned clearly in the Code	Consider to set an independent risk committee, BD know risk-bearing capacity/tolerance	BD oversee RM and total risk assessment, a mechanism allow- ing employee report suspected breaches of code of conducts, ongoing process to identify risks, maintain RM plan	Not men- tioned clearly in the Code
Internal audit	Not men- tioned clearly in the Code	Has respect, confi- dence and coopera- tion from BD and MB	Reporting line to AC, AC be responsible for appointing, assess- ment of head of IA	Effective IA
External (In- dependent) audit	Independent	High quality ethic standards	Proposed by AC, on- going dialogue with AC	Not men- tioned clearly in the Code
Disclosure and transpar- ency	Disclose share owner- ship policy of MGT and ED, co.'s transparent goals and failures	Disclose BD quali- fications, disclose auditor resignation, timely	BD oversee process of disclosure, Disclose director evaluation process, Disclose risk MGT procedures	Not men- tioned clearly in the Code

Shareholders and Minority Stockholder	Respon- sible actions aligned with co.'s objec- tives	Dialogue with BD, BD treat sharehold- ers equally	Deputy chair or lead director lead meeting with shareholders, nominate directors to BD and external a shareholders uditor, institutional join in dialogue to know co.'s objective	Not men- tioned clearly in the Code
Account- ability	Not men- tioned clearly in the Code	BD accountable to shareholders as a whole and concern about its accountability to them	Policies and proce- dures to avoid corrup- tion or bribery	Not men- tioned clearly in the Code
Leadership	Chair be independent	Lead director pro- vide leadership for BD	Act by BD, Explain appropriate leadership structure when Chair not independent	Not men- tioned clearly in the Code
Employee	Performance measured with risk factor	Effective MGT of relationship b.t co. and employee	Be trained for under- stand code of ethics or conduct	Chair be in- dependent
3 rd parties and conflicts of interests	Disclose non-audit services fees in annual report	Process to monitor related-party trans- action	BD monitor conflicts of interests b.t MGT, board, advisors and related-party transac- tions, directors be conscious of public perceptions	Chair be in- dependent
Note	The under- lined part is describing some more works need- ed to be done for relevant subjects and parties.			

Source: own study

69 ____

8. Comparison between the ICGN and OECD Corporate Governance Principles

Different from most of Asian Codes, there is a focus on standards of the OECD 2004 Code such as recommended mix between laws, legislation, regulations, self-regulations and voluntary criteria. Moreover, it is recommended in the Code that conflicts of interests, if any, happen when fiduciary body is a part of another grouping financial institution, are disclosed. Also, it makes a sound point when indicating that an overall ethical framework goes beyond compliance with the law can be set for BD. Last but not least, it is also stated BD can set specific committees for resolving conflicts of interests. And it gives sound suggestion for disclosure of foreseeable risks to investors such as information relevant to off-balance sheet transactions (see Table 1).

On the other hand, the ICGN Code considers the BD as a whole in resolving relationships with its subcommittees. And it set separated challenging functions for the Chair including opening boardroom discussion which requires he or she understands well about business operation and risks. Next, it is strong at provisions for guiding risk and RM activities. And it also puts an emphasis on guides of disclosure items. But it has to identify differences and separate views b.t consideration corporation or/and BD as a whole to avoid overlaps in their actions.

<D.2> Assessment of Nigeria 2018 Code of Corporate Governance:

Good recommendations mentioned in the 2018 Nigeria Code is that companies with good CG, competent Board and management will achieve better business goals.

Then, Nigeria Code of CG 2018 stated that good corporate governance will enhance board accountability and corporate prosperity.

It also indicated the Audit committee reviews the Company's Information Technology (IT) data governance framework to ensure that IT data risks are adequately mitigated and relevant assets are managed effectively.

Subjects or parties	Main quality factors	Sub quality factors	Responsibilities	Objectives
Audit committee	Board delegates some of its functions, duties and responsibilities to well-structured committee, At least one member of the committee should be a financial expert, have current knowledge in accounting and finan- cial management and be able to interpret financial statements	A sufficient number of members that qualify to serve on the committees of the Board, Each committee should be composed of at least three members	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Nomina- tion com- mittee	Board delegates some of its functions, duties and responsibilities to well-structured com- mittees	A sufficient number of members that qualify to serve on the committees of the Board, Each committee should be composed of at least three members	Board evaluation assess- es how each Director, the committees of the Board and the Board are committed to their roles effectively	Not men- tioned clearly from the Code
Compen- sation or Remunera- tion com- mittee	Remunerates fairly, responsibly and trans- parently to promote the achievement of strate- gic objectives	A sufficient number of members that qualify to serve on the committees of the Board, Each committee should be composed of at least three members	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
CEO	MD/CEO and the man- agement team cover day to day operation of firm	The positions of the Chairman of the Board and the Chief Executive Officer (MD/CEO) of the Company shouldbe separate	The Chairman of the Board should not serve as chairman or member of any Board committee. The CEO or an Execu- tive Director should not serve as chairman of any Board committee	Not men- tioned clearly from the Code

Table 3. Evaluation of Nigeria Code of CG 2018

71_____

The Chair	Overall leadership of the Company and the Board, and eliciting the constructive participa- tion of all Directors to facilitate effective direc- tion of the Board	The Chairman of the Board should be a NED and not be involved in the day-to-day opera- tions of the Com- pany	Ensuring effective com- munication and relations with the Company's shareholders and other stakeholders, and taking a lead role in the as- sessment, improvement and development of the Board	Not men- tioned clearly from the Code
CEO and The Chair relation- ship	Not mentioned clearly from the Code	The Chairman of the Board should not serve as chair- man or member of any Board commit- tee. The CEO or an Executive Director should not serve as chairman of any Board committee	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Corporate Secretary	Assisting the Board and management to develop good corporate governance practices and culture within the Company	Should be a member of se- nior management and should be appointed through a rigorous selection process	The Company Secretary, or any other officer in the office of the Compa- ny Secretary, should be the secretary of all Board committees	Not men- tioned clearly from the Code
Compli- ance of- ficer	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Board of Directors	Balance of skills and diversity (including experience and gender) without compromising competence, indepen- dence and integrity. should not be members of Boards of competing companies to avoid conflict of interest, breach of confidential- ity	Directors are some- times required to make decisions of a technical and complex nature that may require inde- pendent external expertise	Overseeing the internal audit function, approv- ing the internal audit plan, and appointing and removing the head of the internal audit function on the recom- mendation of the com- mittee responsible for audit	Providing entrepre- neurial and strategic leadership as well as promot- ing ethical culture and responsible corporate citizenship

Executive/ Repre- sentative director	Support the Chief Executive Officer in the operations and management of the Company	Directors are some- times required to make decisions of a technical and complex nature that may require inde- pendent external expertise.	Support the MD/CEO in the proper implementa- tion and achievement of the Company's strategic imperatives, as well as prudent management of the Company's finances and other resources	
Non- executive director	High degree of objec- tivity to the Board for sustaining stakeholder trust and confidence	Knowledge, exper- tise and indepen- dent judgment on issues of strategy, most of the Non- Executive Directors are independent	The Chairman may interact with NEDs periodically	
Indepen- dent direc- tor	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
CFO	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Manage- ment team	Not mentioned clearly from the Code	Cover day to day operation of firm	Board Committees may engage a consultant at the expense of the Com- pany for the purpose of obtaining independent external expertise in car- rying out their responsi- bilities	Not men- tioned clearly from the Code
Supervi- sory for the board	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Superviso- ry for the managers	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code

73 _____

Internal control	Not mentioned clearly from the Code	Board overseeing the effectiveness and adequacy of the internal control system	AC exercise oversight on the internal audit function which provides assurance on the effectiveness of the internal controls. On a quarterly basis, obtain and review a report by the internal auditor describing the strength and quality of internal controls	Safeguard sharehold- er's interest and co.'s assets
Internal or statutory audit	AC authorise the in- ternal auditor to carry out investigations into any activities of the Company	AC assess the qualifications and independence of the external auditors, and the performance of the Company's internal audit function as well as that of the external auditors	AC Review the scope and planning of audit Require- ments, Provide assurance to the Board by conducting periodic evaluations to determine the effectiveness and efficiency of the Com- pany's internal control systems and make recom- mendations for enhance- ment or improvement	Not men- tioned clearly from the Code
External audit	To preserve indepen- dence, there should be a rotation of the audit engagement partner every five years	Independent opin- ion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements	AC Review the findings in management letter in conjunction with the external auditor and man- agement responses, AC assess the qualifications and independence of the external auditors, and the performance of the Company's internal audit function as well as that of the external auditors	Not men- tioned clearly from the Code
Disclosure and trans- parency	Board overseeing the Company's communi- cation and information dissemination policy	Board providing oversight over In- formation Technol- ogy governance	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Sharehold- ers and Minor- ity Stock- holder	Develop a balanced understanding of shareholder issues and ensure that their views are communicated to the Board	Not mentioned clearly from the Code	Not mentioned clearly from the Code	Not men- tioned clearly from the Code

Account- ability	At board meetings, the chairman of each Board committee should pres- ent a written report of the key recommenda- tions made at all the meetings held by the committee since the last Board meeting	Evaluating the Company's corpo- rate governance practices ensures that its governance standards, practices and processes are adequate and ef- fective	Not mentioned clearly from the Code	Not men- tioned clearly from the Code
Leadership	Not mentioned clearly from the Code	Adequate attention to sustainability issues including en- vironment, social, occupational and community health and safety	Board ensuring that management systems are in place to identify and manage environmental and social risks and their impact	Not men- tioned clearly from the Code

Source: the underlined part is describing some more works needed to be done for relevant subjects and parties

Based on the above <D.1> and <D.2> group code of CG analysis, we can build international CG standards and applications for Nigeria in the below figure 2 and table 4.

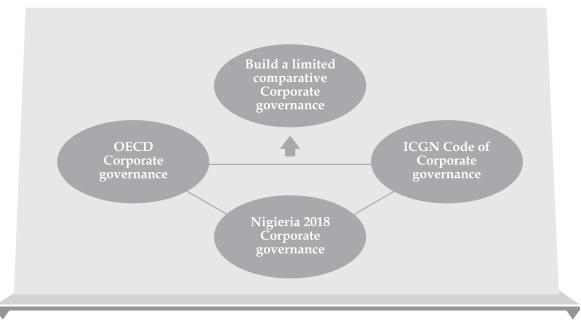


Figure 2. The building of limited comparative CG standards

Source: own study

75 _

Subjects or parties	Main quality factors	Sub quality factors
Audit committee	Solely independent directors, true and fair view	Manage relationship with external auditor and receive reports of illegal behavior from employees
CEO and The Chair	Chair most effective when not CEO or former CEO	N/A (for further research and implementation)
Corporate Secretary	Provide appropriate access to direc- tors and non-executives	N/A (for further research and implementation)
Compliance officer	Have safe harbors	N/A (for further research and implementation)
Board of Directors	As a whole, maintain integrity culture	Good faith, due diligence and care
Independent director	Involved in BD, Participate ongoing training	N/A (for further research and implementation)
Supervisory board to the Management	BD enhance effectiveness of MGT's views of business	N/A (for further research and implementation)
Supervisory to the Board of Directors	Comprises of non-executive board members	N/A (for further research and implementation)
Internal control	BD guide risk policy with clear type of risks and degrees	BD oversee RM and total risk as- sessment
Internal audit	IA system report directly to BD or/ and AC	Annual audit; proper access to proper directors
External audit	Professional care duty to the co.	oversight of IA activities
Disclosure and trans- parency	Disclose risk MGT procedures	Disclose accounting policies
Shareholders	Shareholder filing	Have means of redress for minority shareholders
The corporation as a whole entity	Know roles and rights of stakehold- ers required by laws	Not make expensive to cast votes apply high quality, international accounting standards

Table 4. International CG representative standards

Source: own study

76

9. Discussion

The advantages of Group 1 (OECD and ICGN) are related to clear division of responsibilities of Board, but not limited to, disclosure standards, though it still works more on board composition.

The above table 4 can overcome some above limitations and strengthen standards of CG; hence, can be applications for Nigeria and other developing countries.

10. Conclusions

Among several key corporate governance issues is, but not limited to, the lack of an efficient internal control and auditing systems, together with the need to build a good disclosure policy in the corporation.

The 2018 Nigeria Code mentions several good points such as: describing more on corporate secretary duties and roles.

To reduce its impacts, The OECD 2004 Code enhances regulations and recommendations on disclosure and transparency policies in many sessions.

Besides, the Code should have strong features such as its goals of being consistent with current laws and applicable standards. Besides, the ICGN revised 2009 Code also plays a vital roles in guiding internal and risk contents.

Past surveys from IFC in 2008 showed results with 67% of listed companies considering CG implementation as important and very important.

In consideration of corporate governance issues analyzed in the previous sessions, we proposed the main and sub quality factors in this paper **a set of general international corporate governance standards** in a limited comparative model with selected countries. Though limited, it has some implications for further research and proper recommendations to relevant government and organizations. And it also provides relevant academic and non-academic, lawyer and consultant, board and non-board people with minimum information for further researches.

Implications for Developing Countries: For developing countries such as Vietnam, India, Latin America, Africa, etc. the above set of comparative CG standards can be used as reference for establishing better CG standards in these developing countries, for all kinds of businesses.

77 _

Summary

A Set of International OECD and ICGN Corporate Governance Standards After Financial Crisis, Corporate Scandals and Manipulation - Applications for Nigeria and Implications for Developing Countries

A statement by ACCA in May 2009 that any corporate governance system should consider factors such as transparency, accountability, fairness and responsibility, raises issues in this field over past few years. There are also a few researches which have been done in the field of international corporate governance standards. This paper chooses a different analytical approach and among its aims is to give some certain systematic conclusions.

First, it separates international standards into groups: ICGN and OECD latest principles covered in group 1 while it uses ACCA principles as reference.

Second, it identified differences between these above set of standards which are and have been used as reference principles for many countries and organizations.

Third, it aims to build a selected comparative set of standards for corporate governance system in accordance to international standards.

Last but not least, this paper illustrates some ideas and policy suggestions.

Keywords: *corporate governance standards, board structure, code of best practice, financial crisis, corporate scandals, market manipulation, internal audit.*

Abbreviations and acronym:

CG - Corporate governance BD - Board of Director CSR - Corporate Social Responsibility IA - Internal Audit CEO - Chief Executive Officer SOA - Sarbanes Oxley Act OECD - Organization for Economic Cooperation and Development ICGN - International Corporate GOvernance Network NYSE - New York Stock Exchange

78

References

- 1. Dobre, E., Turlea, C., & Turlea, E. (2015). The Influence of Post Crisis Corporate Governance Practices Upon Financial Audit, *Procedias Economics and Finance*, *32*, 1100-1106. https://doi.org/10.1016/S2212-5671(15)01574-9.
- Erkens, D., H., Hung M., and Pedro M., (2010). Corporate Governance in the 2007-2008 Financial Crisis: Evidence from Financial Institutions Worldwide, *ECGI Finance Working Paper*, No.249/2009.
- 3. Huy, D.T.N., Tran, D., (2010). A Set of Limited Asian Pacific Corporate Governance Standards After Financial Crisis, Corporate Scandals and Market Manipulation, SSRN Working Paper Series.
- 4. IFRs and US GAPP, *Deloitte*, 2007.
- 5. Mahdy, E, & Dina, F. (2019). Corporate Governance and the Financial Crisis: What Have We Missed?, *Journal of Accounting & Finance, 19(2),* 42–55. Available at SSRN: https://ssrn.com/abstract=3365354.
- Mulbert, P. O., (2010). Corporate Governance of Banks after the Financial Crisis - Theory, Evidence, Reforms, ECGI Law Working Paper, No. 130/2009
- 7. OECD Corporate Governance Guidelines, OECD, 1999.
- 8. The Emergency Economic Stabilization Act of 2008.

Exhibit

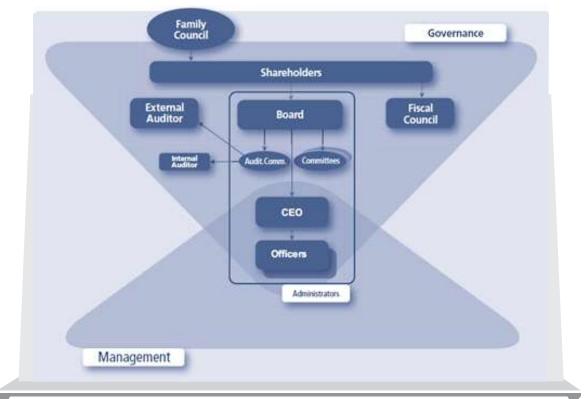


Exhibit 1. Corporate Governance system

Source: Brazil Code of Best Practice of CG

79 _

Types	Note	
Risks related to industry	Most effective, foreseeable for investors	
Financial market risks	for investors	
Risks related to derivatives	for investors	
Risks related to environment	for investors	

Exhibit 2 – Risk classification related to disclosure by OECD 2004 Code

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After the first paper "A Set of Limited Asian Pacific Corporate Governance Standards after Financial Crisis, Corporate Scandals and Manipulation" and this completed one, this is an opportunity to look at the research environment and situation of this paper written.

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80