Institutional Determinants of Good Corporate Governance: Evidence from Emerging Economy

By

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Abstract

Economic globalization has encouraged debate on the differences and similarities between national corporate governance (CG) systems. However, in today's world, it is pivotal to study how (and to what extent) is CG shaped by institutional environments both at national and firm level? Consequently, this study seeks to explore key institutional determinants of good CG practices in Pakistan. Drawing on the lenses of agency and institutional theories, the study conceptualizes CG practices and structures as institutionally resolute and directed. The study adopts a qualitative research methodology and found that CG models, particularly in developing countries, are irrelevant if they are not institutionally grounded and explicated. In particular, the study explores the extent to which certain underlying formal and informal institutional determinants, such as the auditing, political, legal, board, shareholders awareness, voting, culture and values play a determining role in corporate governance. The study emphasized the necessity to revisit the foundation of institutional and agency theories in the environment of developing countries. The study also suggests the reassessment of the implication of executives in agency theory literature concerning developing countries, relying on the general lack of knowledge by shareholders with respect to their rights.

Keywords: Institutional, Determinants, Corporate Governance**,** Formal and Informal, Agency Theory

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1.0 Introduction and Background of Study

Across the globe, economic crisis has amplified the significance of good corporate governance (CG) and increased regulation as an complementary to the "over-liberated" freedom of modern capitalism (Claessens & Yurtoglu, 2013). On the other side, classic cases of corporate fraud such as Enron, WorldCom and Arther Anderson, one of top audit firms, has ascribed weak CG practices (Ntim & Danbolt, 2012) and triggered the need of stringent CG mechanisms. However, in most comparative corporate governance research, it is assumed that national institutions determine firm-level CG practices (Aguilera & Jackson, 2003). Mallin (2007) and Iturriaga (2009) argued that corporate governance codes have gained popularity due to these mega corporate failures and evolving investors awareness. Consequently, CG regulations and reforms have become a primacy agenda for market regulators and governments (Aguilera & Cuervo-Cazurra, 2009). Agency theory was prominent in fostering modern corporate governance discussions. Nonetheless, researchers contended that corporate governance is shaped by institutional factors, especially, in international context (Creed, DeJordy, & Lok, 2010; Peng, Sun, Pinkham, & Chen, 2009; Williamson, 1989). Thus, the institutionalism based CG literature has advanced considerations beyond the boards of directors (BoDs) to the legal structure and financial markets, and to the broader cultural understandings about the role of the corporation in a modern society (Davis, 2005). Judge, Douglas, and Kutan (2008) contended that differences in institutional environments across countries are the reason for the differences in global CG practices. This has headed to a growing appreciation of the institutional effects on corporate governance in developed countries (Aguilera & Jackson, 2003; Aguilera, 2005; Lubatkin, Lane, Collin, & Very, 2007), conversely, a comparative gap still exists in literature for developing countries that usually smudged by weak institutions. Specifically, in the socio-economic environment of Asian developing countries, the corporate context is critically exaggerated through informal social relations, such as personal, family and tribal relationships (Hussainey & Al-Nodel, 2008) which are highly socially valued. The governance structure of any country can be determined by its de facto realities of the corporate environment, firm's article of association and legal and regulatory framework.

In this debate, the questions arise that how institutional environment affects CG practices and how local and international firms can, by themselves, promote good CG in weak institutional settings? Consequently, this research employs a case study of Pakistan in order to explore the key institutional determinants of CG practices and ways to promote good CG at the firm level. In Pakistan, the detailed provisions, regarding corporate governance mechanisms, are provided by Code of Corporate Governance (CCG) issued by Security and Exchange Commission of Pakistan (SECP) in March 2002. However, in 2012, SECP has made a reform in CCG 2002 and made most of provisions mandatory for the Pakistan Stock Exchange (PSX) listed firms. Besides the introduction of CCG code in 2002 and recent reform in 2012, the problem still exists regarding true compliance of corporate governance code. After contemporary reform in CCG 2012, the CCG has many mandatory provisions related to auditing, board structure and disclosure for listed companies but there are still some voluntary provisions (SECP CCG, 2012). These provisions challenge the discretionary power of state and families and have great impact on company's management. Consequently, they are unwilling to perceive the CG code in its true spirit and compliance of CCG is in form not in substance. A recent study conducted by Khan (2014), documented that tick box practice is very common among PSX listed firms and CG provisions are not complied in true sense. He also documented that senior officer of SECP confirmed that CCG is not implemented in true sense as most of public listed firms are family owned in Pakistan. The family members are elected as executive and non-executive directors. Additionally, the firms also appoint family members as independent directors with few shares. Many family firms have appointed their children as independent directors with few shares to fulfil the requirement of CCG. He further concluded that "law in books" is not enough; it should be implemented to be considered as "law in action". Similarly, Samza (2016) conducted a study in Pakistan to identify weaknesses of CG and explored opportunities for its improvement. She documented that many of CCG provisions are overlapped with Companies' Ordinance 1984 which is problematic. She further documented that SECP and Pakistan Institute of Corporate Governance (PICG) should make strategy to increase awareness about benefits of adopting corporate governance. Yakasai (2001) and Ahunwan (2002) argued that weak institutional context makes self-regulatory initiative and corporate law enforcements in naivety. Hence, it is noticed that CG in developing countries face several challenges (Berglöf & Claessens, 2006) including weak institutional framework (Adegbite & Nakajima, 2012; Aguilera, 2005), inefficient adoption of Anglo-American model (West, 2006), varied deviations in firm level governance (Klapper & Love, 2004; Okike, Adegbite, Nakpodia, & Adegbite, 2015) and principal-principal concern (Young, Peng, Ahlstrom, Bruton, & Jiang, 2008). Similarly, Rwegasira (2000) argued that institutional environment needs to be accounted before and during establishment of CG systems in developing countries. Okpara (2011) reinforced this argument and documented that CG challenges during its development could be expounded by quality of underlying institutional environment in these developing economies. In addition, Mangena, Tauringana, and Chamisa (2012) also found that board effectiveness depends on the firm institutional environment, consequently, governance theories may need reforms or improvement in order to achieve robust CG system. According to a report of World Bank (2013), developing market firms are playing a compelling force in reforming the global industrialisation process. Therefore, it is critical to establish effective CG mechanism in these developing economies because prevalence of weak CG system in these economies could have global implications. Drawing substantially on agency and institutional theories, this study, therefore, explicitly contributes to CG literature in developing countries (Douglass, 1990; Scott, 2013; Zucker, 1987) especially in Pakistan.

The rest of the study is organized as follows. The next section presents the methodology, followed by findings and discussion. Conclusion and recommendations are presented at the end of paper.

2.0 Methodology

This section discusses qualitative method used to answer first two questions i.e. level of CG awareness among stakeholders, following CG reforms and explore the determinants of CG practices in Pakistan. This section presents theoretical framework of qualitative research, validity and reliability of qualitative research, interview process, followed by ethical considerations and finally this section presents analysis of semi structured focus interviews.

In recent years, qualitative research has received great attention in CG literature as well in social sciences (Saunders, 2011; Soobaroyen & Mahadeo, 2012). In similar vein, Zattoni, Douglas, and Judge (2013) argued that mixed findings in CG studies has served as motivation for scholars to employ qualitative method. Therefore, in this case, a qualitative study can help in exploring CG compliance and level of CG awareness among different stakeholders among PSX listed firms. Additionally, Mengoli, Pazzaglia, and Sapienza (2009) argued that robustness of results increase by comparing qualitative and quantitative findings.

In recent years, qualitative research became common among social science researchers (Scott & Garner, 2013) due to close studying of human behaviour (Lichtman, 2013) and it discovers in-depth social reality (Collis & Hussey, 2013). Consequently, qualitative research is holistic approach, generates knowledge from various viewpoints (Scott & Garner, 2013) and aims to provide more robust results (Creswell & Clark, 2011). Corbin and Strauss (2008) documented three objectives to conduct qualitative research i.e. (1) offers rich description of social life and, (2) explores social reality and (3) expound social phenomena while Becker, Bryman, and Ferguson (2012) suggested three key steps to conduct qualitative research. First, researcher needs to determine research problem and questions. Next step is to select suitable methods while last step is analysing and interpret the data. Researchers documented that few points need to considered to conduct qualitative research (Bryman & Bell, 2015). First, qualitative research employs inductive approach, thus, does not examine hypotheses. Secondly, it is a flexible approach (Silverman, 2015), hence, there is no single method which fits into every research

(Bryman & Bell, 2015). It explores the phenomena in detail, hence, it focuses on limited number of themes and sample size. The next section expounds the validity and reliability of qualitative research.

2.1 Validity and Reliability of Qualitative Research

Researchers argued that validity and reliability are pivotal in qualitative research (Bryman & Bell, 2015) and heavily dependent on data collection and analysis process (Hesse-Biber & Leavy, 2011). Consequently, there are no tests that can determine the reliability and validity of research. Reliability refers to prospect if replicating the same results in repetitive research (Collis & Hussey, 2013) while validity means interpretation of results to reflect the phenomenon. Silverman (2015) suggested three ways to enhance reliability of interviews (development of interview guide, (2) accurate recording and transcription to make more reliable findings and (inter-coding reliability should be maintained. In similar vein, validity of interviews is determined thorough selection and willingness of respondents to provide knowledgeable data (Louise Barriball & While, 1994). In addition, researchers argued that qualitative validity depends on accuracy of findings through explicit procedures while qualitative reliability implies the consistency of researcher's approach through various projects (Creswell & Clark, 2011; Gibbs, 2018). Similarly, Creswell and Clark (2007) documented that validity is strength in qualitative research and can be ensured through applying different validity strategies including triangulation, member checking and clarify the researcher biasness. Hence, triangulation, member checking and researcher biasness are applied in exploring the questions and verifying the results. The following sections explain research that have been implemented in the current research project.

It can be concluded from above discussion that both reliability and validity depend on data collection and interview process and there are no tests to measure the validity and validity in qualitative research (Gibbs, 2018).

2.2 Interviews

Researchers emphasized on the importance of and use of interviews within qualitative research (Bryman & Bell, 2015). Interview is an research method to obtain data through perceptions and life experiences of individuals (Scott & Garner, 2013) and it provides flexibility in data collection and analysis (Bryman & Bell, 2015). There are different forms of interviews i.e. structured interviews, semi structured interviews and unstructured interviews (Silverman, 2015). The structured interviews depend on particular answers (Scott & Garner, 2013) and frequently use in quantitative research while semi structured interviews provide liberty to diversify and ask question according to given answers (Haniffa & Hudaib, 2006). Semi structured interviews are generally in depth and informal (Robson, 2002), therefore, acknowledging the researcher to explore other areas of interest. In semi-structured interviews, the researcher develops an interview guide which guides the discussion of about all issues (Bryman & Bell, 2015). The next section expounds the semi structured focus group that are employed in this study.

2.2.1 Semi Structured Focus Group

Focus group is a interview that is conducted with a small group of people on particular topic (Patton, 2002) and has been widely used in social science research for qualitative data collection (Morgan, 1998). Focus group are useful in exploring, clarifying and reacting to ideas (Krueger, 2014). It is an informal discussion about a topic in a group, consisting of selected individuals (Wilkinson & Silverman, 2004), and usually consists of 6 to 10 participants and a moderator (Howell, 2012). The rationale of this group size is to ensure information diversity. In addition, focus group also offers a collective set of observation, experiences and values which are interpret in the context. Moreover, it is a qualitative research instrument that demonstrates the essential bias for systematic attention to specify additional solid grounded (Morgan, 1998). In addition, it is particularly helpful in obtaining, discovering new information on same topic (Krueger, 2014) and more economical.

Though, there are benefits of using focus group, but it has some limitations as well. Compared to one on one interviews, focus group may not explore more in-depth information. In addition, participants may not as cosy as one-on-one interviews and may not expose sensitive information. Researchers generally need quite high levels of interviewing expertise to conduct focus group interviews. For instance, they require 'gatekeeping' skills to help avoid 'group think' outcomes, prevent any individuals from dominating conversations as well as teasing contributions from quieter members. That said, where the focus group does not present any of these dilemmas the researchers should be mostly anonymous, often only needing to contribute to commence, prompt occasionally and finalize the session.

To overcome the limitations of focus group, this study employed semi structured focus group in which interviews are conducted individually (one-on-one), following the interview protocol and guide to keep the same context and ensure validity and reliability.

2.2.2 Selection of Interviewees and Interview Instrument

Researchers argued that quality of findings depend on quality of data (Saunders, 2011) and it is critical to develop a criteria for the selection of interviewees. This study employed purposive sampling technique and only those respondents are considered who have required experience of corporate governance in Pakistan to obtain informed opinions (see Bailey & Peck, 2013). In line with other studies, this study carefully recruits interviewees and focuses on quality of data rather than on number of interviewees (see Haniffa & Hudaib, 2006). Consequently, this enhances the reliability of the data.

After identifying the targeted respondents, the researcher invited them to participate in this study through email and/or telephonic invitations and provided them research information sheet, detailing about objectives of study, time required for interview and process to ensure their confidentiality and anonymity. These procedures increase creditability and encourage respondents to participate in the study (Bailey & Peck, 2013). After using these techniques, a focus group is identified consisting of eight participants. The first interview package – including an initial invitation email, a follow up email and/or phone call, a consent form and an interview guide – was prepared for conducting interviews with the agreed participants.

2.2.3 Interview Protocol

Table 1 presents the interview protocol. It can be seen that duration of interviews were ranged 28 minutes to 43 minutes. And interviews were conducted with directors/CEO or CG experts or consults. A total of eight semi-structured interviews were conducted, however, two participants did not allow to record the interview. After getting approval from Human Ethics Committee (HEC) of concerned university, written permission (consent form) is taken from participants before starting the interview.

Table 1 Interview Protocol

Interview Type	Semi-structured focus group
Duration of Interview	28 -43 minutes
Level of interviewees	Director/CEO/ CG experts or consultants
No. of semi-structured focus group	8
Purpose and style	Information extraction and exploration
Interview Place	Online or office
Language	English
Confidentiality	High
Morality and Ethics	Took Human Ethics committee approval from relevant university. Written consent is taken from participants
Recording responses	At the start of interview, interviewee asked respondents that it will be recorded, and recording is started after their approval.
Information exchange	Detailed information was provided about the project and process. Preliminary questions were addressed in advance.
Question Types	Open ended

2.2.3.1 Interview guide

A interview guide is used to guide the discussion and extract the information from participants (Smith, 2015). Similarly, (Bryman & Bell, 2015) suggested that interview guide should be a brief list of questions that address the research problem to conduct semi-structured focus group. Hence, an interview guide, consists of brief questions, are used to conduct semi-structured focus group.

2.3 Final Interviews

The initial contacts were made through email invitation, followed up email and or/ telephone. As only eight participants agreed to participate in the research, the interviews were conducted face to face and/or over skype, following the same interview protocol to ensure consistency among interviewees, however, different probes and prompts were used to gather as much as possible in-depth information from each interviewee. In addition to audio recording of interviews, note was taken as back up.

2.4 Ethical Considerations

In qualitative research, it is pivotal to consider ethical issues (Bryman & Bell, 2015). The research ethics are considered in three stage including before and conducting interviews and collection (Saunders, 2011). Similarly, Bryman and Bell (2015) suggested that interviewees should be informed about purpose, nature of research and their rights for withdrawal from interview. The research ethics are considered during data analysis and reporting of findings by keeping the confidentiality of interviewees. Similarly, Linck and Netter (2008) argued interviewees' information should be treated confidentially and ensure the interviewees' privacy at any stage (Bryman & Bell, 2015). In addition, Lichtman (2013) argued that researcher should ask appropriate questions and avoid questions about personal lives of interviewees. This research study is approved from Human Ethics Committee of Lincoln University, New Zealand.

2.5 Analysis of Semi Structured Focus Group

All the semi structured focus group interviews were transcribed verbatim into Microsoft word. Only the researcher involved in the transcription process in order to achieve highest level of familiarity with data before commencing analysis. Each respondent is assigned a pseudonym to hide their identity. Following Table 2 presents the summary of all the interviews:

Table 2 Summary of Interviewees

Pseudonym	Experience	Position	Interview Status
R1	20 years	Director	Recorded and notes were taken
R2	11 years	Consultant- Corporate Governance	Recorded and notes were taken
R3	9 years	Director	Recorded and notes were taken
R4	8 years	Director	Recorded and notes were taken
R5	17 years	Director	Recorded and notes were taken
R6	14 years	Head of Compliance	Recorded and notes were taken
R7	9 years	Legal Consultant-Corporate Governance	Not recorded- only notes were taken
R8	16 years	Senior Manager – Corporate Governance	Not recorded- only notes were taken

The transcribed data were transferred to qualitative software package called NVivo for analysis. The use of software reduces the chances of making mistakes , analyse the data more effectively and avoid missing key concepts (Quinlan, 2011). NVivo data analysis involved summarizing data into different categories based on concepts and themes (Neuman & Robson, 2014; Sekaran & Bougie, 2016). The study employed coding process, consisting of three stages. Open coding is the first stage where researcher goes through the transcribed interview to abridge the data into codes based on research interests. This stage creates numerous codes considered as sub-categories. Axial coding is the next phase, where the researcher finds common and repeating ideas by looking for the relationships and links among the sub-categories. This stage creates fundamental categories from the previous stage sub-categories (codes). Selective coding is the final stage in coding of qualitative data where researcher discovers the aggregate themes by looking into all the categories and sub categories. These new generated themes are called core themes(Creswell & Clark, 2011; Neuman & Robson, 2014; Quinlan, 2011) and directly related to the research questions.

The first stage of the coding process generated 131 open codes. In the second stage, the primary codes were revised by grouping similar codes with the same ideas in order to produce axial codes. This stage resulted in 11 key codes and 41 sub-codes/themes. The researcher then scanned all generated codes and sub-codes to develop the final core codes. This final coding stage resulted in eight core codes (themes) aligned with the research question (Table 3).

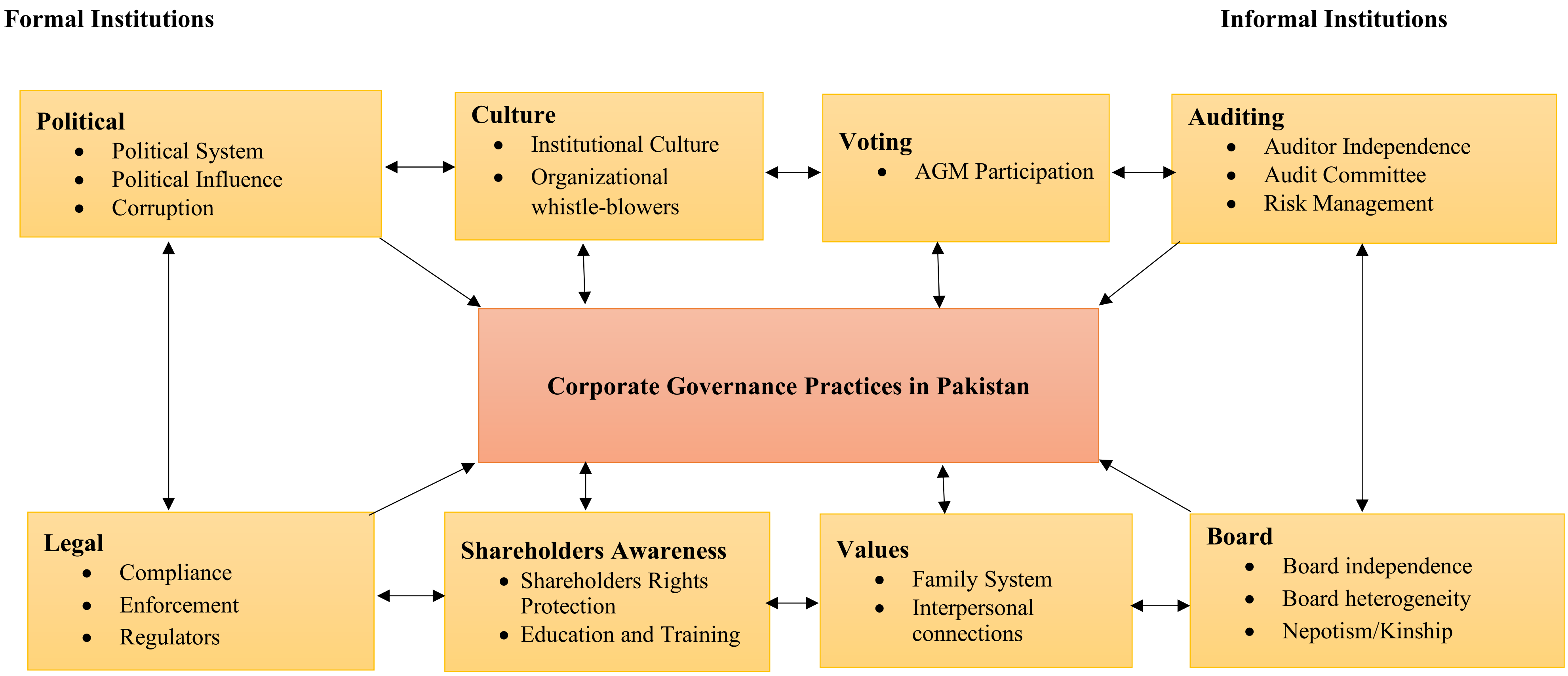
Table 3 Semi Structured Focus Group – Themes and Codes

1. **Auditing**
   Auditor Independence
   Audit Committee
   Risk Management
2. **Political**
   Political System
   Political Influences
   Corruption
3. **Legal**
   Compliance
   Enforcement
   Regulators
4. **Board**
   Board Independence
   Board Heterogeneity
   Nepotism/Kinship
5. **Shareholders awareness**
   Shareholders Rights Protection
   Education and Training
6. **Values**
   Family System
   Interpersonal Connections
7. **Culture**
   Institutional Culture
   Organizational Whistle-Blowers
8. **Voting**
   AGM participation

3.0 Findings and Discussion

This section presents the findings of semi-structure focus group and expounds the themes which are identified by focus group. Eight themes emerged as the result of the focus group interviews. These themes are; (1) Auditing, (2) Political, (3) Legal, (4) Board, (5) Shareholders awareness, (6) Voting, (7) Culture and (8) Values were discussed by the respondents of

Figure 1 Institutional Determinants of Good Corporate Governance Practices in Pakistan



Developed by the researcher

the focus group. The themes are institutional determinants of good CG practices in Pakistan (Figure 1).

3.1 Auditing

Auditing is self-regulatory element of CG and creates appropriate links of information, governance and incentives between investors and managers. It encompasses a broad group of intermediaries i.e. financial analysts, investors, ratings agencies, corporate boards (internal governance agents), and auditors (internal and external) (Healy & Palepu, 2003). Researchers documented that importance of auditing for improving CG practices. Preston, Cooper, Scarbrough, and Chilton (1995) argued that the audit process is profoundly convoluted in development of professional codes of ethics and rules on independence through formal procedural knowledge. In addition, Grabosky (1995) documented that reputational intermediaries work as gatekeepers by assuring the quality information and compliance with regulations. However, these intermediaries may have their own set of incentives and problems, thus, they are regulated by different state agencies and certified professional bodies. As compared to board structure and shareholder activism, auditing issues have received less attention in corporate governance debate because these are considered straightforward and technical in nature. In Pakistan, the auditing process is not effective and auditors lack independence (Samza, 2016). The focus group analysis reveals that auditors have links with management and owners of firms and sign off practice is quite common. However, researchers argued that purpose of audits is to identify fraud, and auditors provide a judgement on the financial statements with reference to concept of fairness or 'true and fair' view(Humphrey & Moizer, 1990; Humphrey, Moizer, & Turley, 1992). In Pakistan, the situation is contradictory and lacks transparency and fairness because auditors are not independent and audit committees are mostly comprised of family members or relatives who are serving as independent directors (Khan, 2014). The following sections expound evidence on three categories (1) auditor independence, (2) audit committee and (3) risk management that are classified together as auditing.

3.1.1 Auditor Independence

Auditor effectiveness fulcrums on the capability to perform independently as a gatekeeper. The auditor independence is pivotal for ensuring transparency and disclosure. However, focus group analysis reveals that auditor's independence is compromised in listed firms of Pakistan. Similarly, DeFond, Raghunandan, and Subramanyam (2002) argued that auditors behave with relatively greater independence towards those clients who pays higher audit fees. Additionally, Ashbaugh, LaFond, and Mayhew (2003) found no relationship between discretionary accruals and audit fees after controlling firm performance. These findings support the argument that market based incentives such as litigation cost and reputational loss (Coffee Jr, 2003) override the benefits received by auditors due to compromising their independence (Reynolds & Francis, 2000). A focus group participant informed that auditors do not verify the statements and there is sign off practice. This practice can be due lack of expertise or high compensation. The focus group participant commented that:

"One is a general statement of compliance which gets put with the audited accounts and that the external auditor has to sign off. Having said that I have questioned many times on various boards whether the external auditor actually verifies the statement of compliance and they do not (participant – II)"

In addition, Ascioglu, Hegde, and McDermott (2005) maintained the argument that auditor compensation lowers market liquidity and disclosure quality of firm. In similar vein, Johnson, Nelson, and Frankel (2002) documented that large audit and consulting fees influence the auditor's independence. Dee, Lulseged, and Nowlin (2002) also supports these findings and documents that auditors are less conscientious in restraining earning management for those client firms which gave them high proportion of non-audit fees. It is evident that auditor independence is very pivotal for good corporate governance practices, transparency and fairness in Pakistan, however, the current practices are different. A focus group participant also mentioned that efficacy of internal auditing function depends on independence of auditor. The focus group participant highlighted that:

"having his own internal systems of control and that is where the internal auditor… internal auditing function is important and depending very much on how efficient, effective, independent the internal auditor function is within the company the compliance can vary from company to company so (participant – II)"

Hence, it can be interpret that nexus between auditor independence and their fees may depend on CG context of the client firms themselves. Larcker and Richardson (2003) documented that the provision of non-audit services is possibly problematical for some firms that are controlled by management. In addition, Causey (2008) contended that there should be strong internal control and audit function to implement good corporate governance practices. The firms lack transparency, fairness and disclosure due to lack of independence of auditors in Pakistan. The auditors are not fulfilling their duties in true spirit and quality of information is compromised.

Moreover, the family dominated firms may have close links with auditing firms and pay them higher fees that lead towards poor disclosure quality.

3.1.2 Audit Committee

Most of listed firms around the globe has pursued to tackle the problem of auditor independence mostly by having active audit committee within the BoDs and supervision of external auditors. Audit committee is responsible to assure independency of external auditors from CEO and firm, in general, and closed supervision by independent outside directors. In addition, researchers and governmental bodies have aired distrusts about effectiveness of audit committee and frauds such as Enron have advanced vindicated those doubts. A UK based qualitative study in which interviews were conducted from audit committee documented that ceremonial function of audit committee is to give shared declaration and relaxation to outsiders, rather than intervention and verification of company information (Spira, 1999a; Spira, 1999b).

The analysis of focus group reveals that existence of auditing committee is necessary to protect shareholders interests especially minority shareholders. Moreover, focus group analysis also highlighted that audit committee should be comprised of independent directors. A focus group participant highlighted the importance of audit committee in listed firms of Pakistan:

"at a minimum the board audit committee is essential and that should primarily be composed of independent directors if there is one or two at least it should be chaired by an independent director so that there is some level of independent discourse vis a vis the financials (Participant-II)"

Cohen, Krishnamoorthy, and Wright (2002) argued that audit committee members may lack expertise, knowledge and independence in supervision. Similarly, Felo, Krishnamurthy, and Solieri (2003) found that positive association between financial reporting and percentage of audit committee members having financial background. Serious issues emerged at Enron about independence of committee members despite the presence of the audit committee. Gillan and Martin (2002) found strong financial ties among directors at Enron, consequently, directors took individual benefits in form of consultancy fees, group donations and transaction with entities in which directors played a key role. In addition, researchers documented that the level of interaction between the audit committee and auditors is highly variable (DeZoort, 1998), hence, it is pivotal to know how audit committees operate and fulfill their responsibilities (Kalbers & Fogarty, 1998). Reinstein and Weirich (1996) found that selection and retention of audit companies were influenced by relationships between the audit firms and the companies of the committee members. Similar type of situation exists in Pakistan. The analysis of focus group reveals that audit committees are usually comprised of non-independent directors or family members and decisions are made in best interest of controlling family. A focus group participant highlighted that:

the board so that what happens sometimes in family dominated companies is that they staff these sub committees with people who they are comfortable with including primarily the audit committee with non-executive or family members and most of their decisions vis a vis the budget, vis a vis other issue (Participant-II)"

The audit committee do not have expertise and power to confront management in listed firms of Pakistan and not play effective role in improving quality of financial reports. It is important to have audit committee with independent directors with relevant experience and literacy.

3.1.3 Risk Management

Researchers documented that BoDs are responsible for managing internal control and risks. (Turnbull, 1999). Despite the increasing interest in studying risk management and internal control, limited evidence is found to expound nexus between internal control and good corporate governance practices (Solomon, Solomon, Norton, & Joseph, 2000). BoDs must ensure that all types of risks are considered and fully entrenched in firm's culture. The analysis of focus group reveals that risk should be managed by BoDs in listed firms of Pakistan that will help in improving CG practices. The risk is not limited to financial and regulatory/legal compliance risks, but also strategic, ethical and operational risk (Waite, 2001). Ethical risks include failure to have ethical standards in doing business and contracts are obtained through personal relations and unethical means (Cooke, 1991). Consequently, this could also cross over into financial risks through accounting irregularities and vulnerability to fraud. Cannella Jr, Fraser, and Lee (1995) mentioned that there is particular reputation risk among BoDs if performance is poor. A focus group participant also mentioned that BoDs should emphasize on internal control and risk management:

"at least good number of independent directors, sufficient independence, diversity of skills because for me corporate governance board's role is really the center piece of corporate governance and then of course better oversight in terms of having internal controls and risk management under the board's oversight I think that can contribute tremendously towards improving the overall corporate governance framework in companies in Pakistan (Participant – III)"

It is concluded that auditing is not reliable in Pakistan and auditors' independence is questioned. However, as per agency theory, principals hire independent external experts (auditors) due to lack of trust on agents and reliability of information. Agents (directors or auditors) may trustworthy and there is no need to increase the regulatory mechanism, however, simple agency model suggests that agents are untrustworthy. The independence of auditors has great importance in delivering the high-quality disclosure, however, auditors work closely with BoDs of firms that may question the independence of auditors and demand for strict regulations and control.

3.2 Political

Researchers argued that institutional environment of developing countries not only differs from developed countries but each developing country has its own institutional conditions that vary from other developing countries (Singh & Newberry, 2008). However, some researchers also emphasized the similarities between developing countries in terms of political corruption, ownership structure, legal origin, size of capital markets and investor protection. Consequently, the politics can influence the culture, profitability, ownership, operations and firm size (Roe, 2003). Same situation is prevailing in listed firms of Pakistan. Being a developing country, Pakistan has high level of political risks and political interference is common in daily business life. Moreover, the political situation is unstable in the country and corruption is high. The capital markets of developing countries lack necessary resources to support entrepreneurs (Domadenik, Prašnikar, & Svejnar, 2014) and after following strict regulations (Desai & Olofsgård, 2011), business owners still face difficulties in getting access to resources such as land, services and bank finance. Consequently, politicians take advantage of this and show interest in corporate organizations to take bribery and benefits (Wu, 2005).

Focus group analysis reveals that firms use political contacts to take advantage and expedite the process of acquiring resources in Pakistan. Moreover, the appointments are made on political connections rather than merits, consequently, sometimes people at higher positions lack expertise and relevant knowledge. The following sections expound evidence on three categories (1) political system, (2) political influence and (3) corruption that are classified together as political.

3.2.1 Political System

The political system of a country can have implications for political system and ultimately corporate governance (Doidge, Karolyi, & Stulz, 2007). In similar vein, researchers documented that political system of a country is reflected by corporate governance (Adegbite, Amaeshi, & Nakajima, 2013) and political influence can manifest in business environment (Adegbite, 2012). The analysis of focus group reveals that corporate standards and performance are dependent on economy and economy is dependent on political stability. If political situation is unstable, it will have negative consequences on economic condition of country and firm level as well. A focus group participant asserted that:

"*On top of the issues I will say economic stability and political stability these are the macro level issues if they are persistent overall the performance of the company and the financial performance of the company as well as the corporate standards will definitely rise to a significant level. Uncertainty of politics and economics these are the barriers….. The market is dependent on economy and the economy is dependent on political stability so that's why we are on a downward spiral (Participant – IV)"*

Nahavandi (2006) also documented that leader can influence their followers and their actions may be inconsistent with organization's objectives. Hence, this power inequality emasculates the ability of existing corporate mechanisms to meritoriously monitor behavior (Lessing, 2009). In Pakistan, the State Bank of Pakistan (SBP) has poor CG system, consequently, the financial sector is abused by politically influential elites (Khan & Bhatti, 2008). In similar vein, Saeed (2013) conducted a study in Pakistan to examine the effect of political connectedness on firm leverage and performance and found positive effect of political connectedness on firm leverage while negative effect on firm performance. He also documented that politically connected firms enjoy the benefits of preferential lending as compared to non-politically connected firms. It is evident from the focus group that political issues are major concern in implementation of CG practices in Pakistan. Ali, Tao, Shaikh, and Sajid (2017) also documented that politics and leadership have impact on corporate governance practices in Pakistan.

3.2.2 Political Influence

According to Aplin and Hegarty (1980), political influence includes the connections of different stakeholders having limited control over the rewards of political actors. Bushman, Piotroski, and Smith (2004) claim that private mechanisms for enforcement of contracts and relationship-based arrangements emerge in countries with weak law enforcement. The parties of contract develop informal ties with each other due to weak enforcement mechanisms and these informal ties perform as an auxiliary for the strong enforcement of contracts. They further argued that, in return for bribes, political support and nepotism, politically powerful elites favor their acquaintances. The analysis of focus group also expounds the similar situation among listed firms of Pakistan. The analysis reveals that political appointments are made in listed firms of Pakistan which leads towards low transparency and disclosure. The analysis also reveals that SECP "that works as regulatory body of CG practices" is also under influence of politics and unable to perform well. A focus group participant also mentioned about political appointments on board at State Owned Enterprises (SEOs).

"Because of that which I have told you the chronic illness of state owned enterprises in Pakistan which is they appoint, they have political appointees on their board (Participant -I)"

Leuz and Oberholzer-Gee (2006) also argued that economic transactions are made on political and personal ties in weak law enforcement countries, hence, the political influence has an important role in shaping CG systems in those countries. Similarly, BoDs have political connections and CG practices do not exist in true letter spirit among listed firms of Pakistan. A focus group participant also highlighted that:

"But sometimes SECP autonomy is compromised due to political interference and government line industries as you know. And because of this political interference SECP has been very bleak in ensuring corporate governance, enforcements in listed companies lease and because SECP is the main body which is responsible for ensuring corporate governance in public sector companies…… they [SECP] are monitoring the progress of the companies but their hands are tight, they cannot basically, they till the implication which additional directors and associate directors can't do in true letters spirit because of political influences through commissioner and through the chair (Participant -I)"

Similarly, researchers argued that it is easy to maintain political relationships in family firms through networking and kinship (Bertrand & Schoar, 2006) especially in developing countries, consequently, these politically influential people can affect the development and implementation of regulations and laws in developing countries (Berglöf & Von Thadden, 1999). Focus group analysis reveals that almost all firms have political influence and it has disastrous effects on company performance and CG practices. The focus group participant stressed that politics should be separate from business to improve company governance. The focus group participant informed that:

"Politics should be separated from the company's business, from the company's governance…..they are basically politically proof. They are prudent and politically proof and their corporate governance practices has never been the government stake..... This is the main

chronic factor which is basically hurting Pakistan economy and hurting the performance of the company's in Pakistan…..But reality is political interference is so much. (Participant -I)"

In sum, Pakistani firms have great political influence that is affecting their day to day operations and CG practices. The regulatory authorities are unable to enforce due to political influence and political connectedness. The politics should be separated from firm's operations in order to promote CG practices.

3.2.3 Corruption

Corruption is biggest challenge for many developing countries including Pakistan[3]. Political connectedness is also linked to corruption level within a country (Bertrand & Schoar, 2006; Faccio, 2006; Goldman, Rocholl, & So, 2008). Similarly, researchers political connectedness is more dominant in countries with weak legal systems and high level of corruption (Faccio & Parsley, 2009). Fisman (2001) documented that high level of corruption might imply existence of political connectedness and high political corruption in developing countries such as Pakistan, India, Bangladesh and China. In addition, Faccio (2006) and Boubakri, Cosset, and Saffar (2008) documented that the political connectedness of firms is prevalent in countries with lower judicial independence. The analysis of focus group reveals that corruption is high in Pakistan especially in corporate sector. The participant (s) stressed on introduction of anti-corruption reforms. They mentioned that firms hide information due to corruption and wrong doing. A focus group participant informed that:

"also another factor which is corruption, corruption is the cause of concern, the corruption is basically, anti-corruption movements are basically not implemented through in Pakistan… anti-corruption reforms should be retrospect, it should be implemented in all corporate governance and also stake holders and which are involved in for example State Bank of Pakistan, SECP… if you are hiding your reports (disclosure statement) that means there is corruption involved in it. (Participant -I)"

It is becoming increasingly acknowledged that politics shape corporate governance (Roe, 1991), particularly taking more complex dimensions in developing countries like Pakistan. Similarly, Roe (2003) argued that politics interferes with firms' ownership structures and boardrooms' behavior. Moreover, politics influences the firm in several ways, given that it defines who owns it, and the ability to obtain external financing. It further determines its growth

[3] Pakistan ranked on 117 out of 180 most corrupted countries. The higher number indicates high corruption level. See https://www.transparency.org/country/PAK

and profitability potentials and ultimately how authority is disseminated within the firm (Roe, 2003). Indeed, in Pakistan, it is generally evident that top politicians hold majority stakes directly or indirectly in many firms, which give them opportunity to hire their favorite BoDs and management. Consequently, they are able to strangle the firm to suit their political interests and in other situations use their political powers to benefit the firm. It is also not exceptional for multinationals to compromise their ethical standards in order to do business. Moreover, the country's CG system and practices have been riddled with endemic corruption. This brings to the fore the need to understand the links between a country's institution and corporate governance.

3.3 Legal

Corporate governance principles are instigated using regulations propagated by government and/or its agencies. In last two decades, the SECP have involved in issuing regulations to resolve CG issues in Pakistan. However, different issues have constrained the efficacy of CG regulations despite the government and regulatory bodies' intervention. The critical factors underlying this challenge remains the economic, legal and corporate environment of the country (Siddique, 2013). Similarly, It is considerably essential that an appropriate, efficient and reliable regulatory, legal and institutional framework should be established in order to ensure good corporate governance practices (OECD, 2004) . In addition, the business community has identified different key barriers; (1) lack of resources (i.e. qualified workforce), (2) insufficient benefits of CG compliance; and (3) problems regarding disclosure of proprietary information to competitors (International Finance Corporation, 2007) in effective implementation of CG in Pakistan. The analysis of focus group reveals that firms are not complying the CG practice in true spirit rather they are doing tick box practice. One reason of this may be lack of resources. Moreover, the analysis shows that enforcement lack behind due to weak and long process judicial system. The analysis of focus group also reveals that regulators are not competent enough and not have enough power to exercise in order to improve CG practices. The following sections expound evidence on three categories (1) compliance, (2) enforcement and (3) regulators that are classified together as legal.

3.3.1 Compliance

Most of countries adopt the mechanisms of law to establish their CG system (La Porta, Lopez-De-Silanes, Shleifer, & Vishny, 2002) and poor compliance of these regulations can emasculate the accomplishment of CG objectives. Researchers documented poor compliance as a key barrier to good CG practices in many developing countries (Berglöf & Claessens, 2006; Okpara, 2011). Consequently, the CG codes fail to take into account local specificities

(Aguilera & Jackson, 2003; Judge et al., 2008) and impaired the desire and motivation to comply the governance codes (Adegbite & Nakajima, 2012). . Similarly, the analysis reveals that compliance lacks behind among listed firms of Pakistan due to less resources or lack of motivation. One focus group participant informed that:

"I think compliance is what lacks behind and that is the difference between complying in letter and complying in spirit you can have a statement of compliance saying and do a box ticking exercise that we are in compliance with all the provisions but it's really not in spirit…. so I think compliance is far behind the written rules and regulations (participant – II)"

In similar vein, Hamid and Kozhich (2007) highlighted that, after the introduction of CG code in 2002, many firms delisted from Karachi Stock Exchange (KSE) due to increased cost to fulfill the requirements of CG code. Many firms perceive that appointment of qualified CG experts, publishing and printing of financial statements and CG disclosure are extra financial burdens on them.

Another focus group participant highlighted that:

"You don't have enough resources to implement, to comply the corporate governance practices. May be we think that it will create, it will increase your cost (Participant – I)"

In Pakistan, ownership concentration is high and most of firms are owned and controlled by family members, hence, firms prefer not to comply with strict regulation intended at protecting the rights of minority shareholders (Khan, 2014). In similar vein, Adu-Amoah, Tsamenyi, and Mensah Onumah (2008) documented that this raises the concerns regarding the application of corporate governance codes, in emerging countries, developed by western world. For instance, the CG compliance mechanisms in developed economies could have been persuaded by robustness of their institutional frameworks and replication of akin strategies in developing economies i.e. Pakistan might not generate same results due to weaknesses in institutional elements.

3.3.2 Enforcement

Researchers documented that enforcement is pivotal in creating good governance practices and an effective business environment, especially in developing country like Pakistan (Ashraf & Ghani, 2005; Berglöf & Claessens, 2006). Anwar (2006) argued that enforcement is main impediment to good corporate governance practices in Pakistan due to high levels of political corruption (Easterly, 2001). Similarly, researchers found that relationship -based arrangements emerge for enforcement in countries with weak law enforcement (Bushman et al., 2004). On the other hand, Inyang (2009) contended that enforcement is crucial to attain good corporate governance system. Pakistan has small concentrated capital market, characterized by weak law enforcement, and mostly, firms relay on banks for financing rather equity financing (Ashraf & Ghani, 2005). Therefore, Pakistan stock market is volatile and highly concentrated (Iqbal, 2008; Nawazish & Sara, 2012). In similar vein, Siddiqui (2010) expounded that developing countries have less developed and highly concentrated stock markets than the developed countries and Anglo-Saxon model is more suitable for countries with low concentration and developed markets. Despite this fact, many developing countries including Pakistan have adopted this model due to sway and guidance of international financial agencies. Pakistan also guidance from Asian Development Bank (ADB) and World Bank (WB) for effective enforcement of CG system and development and training of staff (Javid & Iqbal, 2010a). Another reason regarding regulations related to failure of courts to address legal disagreements economically, stalely and fairly (Kessler, 2011). A focus group participant highlighted this issue:

"We have very good laws everything is on paper I mean if you go through any legal penal structure, it is all there. Where we lack is implementation and here the judicial system… the role of the judicial system also comes into play because as you know if something goes to court in Pakistan you can just forget about it, it takes years and years for it to reach a conclusion if at all so the many loopholes that exist in the implementation of the laws is what has held us behind (Participant -II)"

This highlights the weak judicial system and powerful political class. Additionally, prevalent corrupt practices have infiltrated and boost this problem. Recently in Pakistan, politicians, public officers and corporate executives have been sentenced of governance-related infractions, however the sentences have been believed to be very compassionate. Another reason is length process of proceedings in courts and expenses. Another focus group participant highlighted that:

"So that was first hurdle but then the process itself it was court sanction process, so you had to petition to the high court of the province. I have looked at different rulings that were issued under those provisions and in most cases I would say because of the process… the nature of the process being very contentious laborious…. because courts are sometimes not as proficient or as efficient (participant – III)"

Participants also discussed about duplication of regulations and role of regulators in enforcement and compliance of good governance practices in Pakistan. In addition, comply or explain nature of corporate governance regulations presents additional challenge regarding enforcement[4]. Due to lack of enforcement, the objective of good corporate governance is not prevailed in Pakistan.

3.3.3 Regulators

It is noted that regulations are pivotal for entrenchment of sound CG system, but regulators are also most important because their responsibility it to ensure compliance of regulations. In Pakistan, it is suggested that poor compliance and weak enforcement are influenced by unprofessional CG regulators. In Pakistan, SECP is the principal regulatory body for corporate sector. Researchers argued that good CG practices cannot be achieved in Pakistan as regulators lack necessary empowerment to compel for compliance (Khan, 2017). The analysis of focus group reveals that regulators lack resource to ensure implementation of CG practices. The analysis also reveals that regulators do not have enough power to exercise it. A focus group participant also informed that:

"If we talk about SECP they have the limited resources they can't go beyond that. So the true letter cannot implemented but on the background of that limited resources that there is political influence. So, they can't go there, these is an implication with the regulator, if the regulator is not performing at all fully then how can you, how can you basically say that company will do it….. As I told you, what regulator is doing basically, legal implication is there and SECP is an autonomous body, okay, but sometimes SECP autonomy is compromised due to political interference and government line industries as you know…. there is no serious corporate governance in public sector entities, even though regulator is there, SECP is there, even though, even though the rules are there, even though ICAP is basically Institute of Chartered Accountants of Pakistan are basically voicing and influencing, influencing and that these rules should be implemented into letter spirit but they are not basically implemented so far. (participant -I)"

Another focus group participant informed that:
"The regulators do not have enough power. Sometimes, they do not do their job and active politically (Participant-VI)"

[4] SECP introduced CG code in 2002 with comply or explain and made it mandatory to comply most of CG code provisions in 2012 reform, however, there are still voluntary provisions.

Another focus group participant highlighted that:

"So as far as regulations and laws are concerned I think it's pretty good it's the implementation which lacks and I think that's what you need to focus on because despite the best of laws and best of regulations they are unable to get them to be implemented in letter and spirit and that is what one (regulators) needs to investigate (participant -II)"

A focus group participant informed that:

"it means that there are limited like they [regulators] have limited resources, limited media regulatory system, like they can't make anything according to them, they [regulators] are limited by their rules and regulations (Participant -I)"

It is evident that regulators are unable to perform better due to limited resources and political and other pressures. Effective regulations demand adequate authority and power to exercise and compel compliance and enforcement of regulations. Moreover, the financial conditions could also persuade regulators to involve in dodgy corporate governance activities. Another issue is related to power of regulators to exoneration their responsibilities. This lack of authority and power is inconsistent with assumptions of public interest theory (Den Hertog, 2010), that requires ample information and execution power to endorse public interest. Therefore, in developing countries like Pakistan, regulators not only suffer from lack of necessary execution power but also have access to limited information constrained by weak political and social institutions. Consequently, it restricts their ability to make informed decision and quality is compromised.

3.4 Board

CG research that investigates the effect of board composition on critical decisions has primarily adopted an agency theory rationale. As per SECP CCG 2012, BoDs are responsible for ensuring effective CG practices among PSX listed firms. Effective board not only develops and promotes collective vision of company's purpose but also the values, behavior and culture to conduct business (Council, 2009). Thus, BoDs are responsible for adoption of control mechanisms (like selection, evaluation, monitoring) that align the interests of managers and owners. BoDs are described as apex of internal control system (Jensen, 1993) and their monitoring has become pivotal in corporate governance research. According to SECP CCG, BoDs are required to take training to improve its effectiveness (SECP CCG, 2012). Researchers also documented that BoDs help organizations in establishing the nexus with external environment. As per resource dependent theory, organizations are depended upon resources in external environment for their survival (Pfeffer, 1972) and BoDs act as instrument to deal with external dependencies (Hillman & Dalziel, 2003). In addition, BoDs help to secure valuable resources and information and offer access to crucial constituents (Hillman, Cannella, & Paetzold, 2000). Similarly, Patel and Xavier (2005) contended that in developing countries, it is essential to have effective system of checks and balances on managerial and board behavior in order to achieve good corporate governance system. The analysis of focus group reveals that BoDs should be independent to protect minority shareholders and make independent decision. However, the analysis also reveals that BoDs lack independence among listed firms of Pakistan. Moreover, there is lack of board heterogeneity and nepotism/kinship exist due to high ownership concentration. The family members are appointed as BoDs and in some cases, entire board is composed of family members that ultimately leads towards expropriation of minority shareholders. The following sections expound evidence on three categories (1) board independence, (2) board heterogeneity and (3) nepotism/kinship that are classified together as the board.

3.4.1 Board independence

The board independence is supported in agency theory which adopts inadequacies that arise from separation of ownership and control (Fama & Jensen, 1983; Jensen & Meckling, 1976). According to agency theory, BoDs are responsible for monitoring, rectifying and evaluate managers performance on behalf of shareholders (Lynall, Golden, & Hillman, 2003). Moreover, BoDs also assigns rewards and penalties to management on the basis of criteria that emulate shareholders' interests. A board, composed of independent directors, provides effective oversight of the firm's executive directors and CEO. Researchers documented that independent directors are usually assumed to be more effective in protecting shareholders' interests (Baysinger & Butler, 1985), resulting in higher firm performance (Baysinger & Hoskisson, 1990). A focus group participant also highlighted that:

"Definitely board independence not only helps ensure management of conflict of interest but also ensures that the minority shareholders are also protected in terms of their rights and their assets and their investment so the agenda that are taken by the board are mainly focused towards the minority shareholders… the protection of minority shareholders (Participant - IV)"

An extensive literature has investigated the nexus between the composition of the BoDs and diverse proxies for corporate performance. Researchers pointed out that independent BoDs are very often executive directors in other firms (Fama & Jensen, 1983; Kaplan & Reishus, 1990).

In addition, managers preferred independent directors because they better monitor the managerial discretion. Rhoades, Rechner, and Sundaramurthy (2000) found positive impact of board independence on firm performance. Researchers documented that board independence has positive effect on the corporate governance rating (del Carmen Briano-Turrent & Rodríguez-Ariza, 2016). In similar vein, Ortas, Álvarez, and Zubeltzu (2017) found that the independence of a company's board positively influences corporate social performance. Ensuring board independence empowers BoDs to contribute substantially to the decision-making processes. However, the focus group pointed out that selection and appointments of board members are extensively based on personal relations and political gains. Such situations may undermine the boards' independence and their ability to question or challenge the authority of the managing director or CEO. A focus group participant pointed that:

"A board should be independent…. independence of the board is very important, if the board is not independent, they will not make independent decisions. They will, they will not do anything which is right for the company (participant -I)

Another focus group participant mentioned that:

"There is no level of complete independence from each other so when somebody comes on to your board the high likelihood is even if they are an independent director there is a high likelihood that there is some connection to degrees of separation with other board members or management or somebody (Participant – II)

A focus group participant also stressed on having independent board to increase effectiveness of corporate boards:

"I think one thing that has really made corporate boards more effective in listed companies is the idea of having board independence and board independent directors (Participant -III)"

Anderson, Mansi, and Reeb (2003) contended that independent directors can arbitrate to protect the interests of all shareholders in case of disagreement of interests among controlling and outsider shareholders (Anderson et al., 2003). However, this is not the case in listed firms of Pakistan and firms lack independent directors in true sense[5]. Due to lack of independency, the interests and rights or minority shareholders are not protected.

[5] In most of firms, family members are appointed as independent non-executive directors. see (Khan, 2014).

3.4.2 Board Heterogeneity

Board heterogeneity is referred as variation among board members in terms of gender, age, education, experience, managerial background, learning styles, cultural diversity and values (Coffey & Wang, 1998). Researchers argued that larger tenure of BoDs is linked with increased commitment to established procedures and practices (Pfeffer, 1972), better stringency (Boeker, 1992) and increased insulation towards new ideas (Hambrick, 1996). In similar vein, Filatotchev, Jackson, Gospel, and Allcock (2007) argued that good CG is linked with high degrees of board diversity including social and human capital. Boards that are comprised of more diverse personals such as public affairs specialists, top management, financial representatives and lawyers, may be more effective in terms of bringing imperative experience, skills and expertise to provide advice and counsel. Board diversity, thus, benefits corporations for the following reasons: it allows a better understanding of the market, especially in a diverse market place; diversity is also linked with innovation and creativity; it enhances the effectiveness of corporate leadership; promotes more effective global networking and relationships; and enables more effective problem-solving (Nguyen & Faff, 2007). In addition, Odle (2007) argued that better governance structures can be achieved through encouraging greater board diversity. A focus group participant also informed that:

"I am a big advocate for diversity at the board level, I have always spoken about age diversity I think gender diversity is also important…..When you have a greater diversity you bring in people from different socio economic backgrounds from different genders from different age structures you bring in people into a group who don't necessarily have that same level of comfort with each other and that is important for them to start voicing their differences of opinion because when there is difference of opinion there is a greater chance of a better discussion taking place and better decision making taking place (participant – II)"

The analysis of focus group reveals that diversity is very important in improving the CG practices in Pakistan. Because diversity helps in creation of some voicing and difference of opinions. Moreover, diversity in terms of age, gender, education and experience also help in improving the CG practices, however, the level of board diversity is unknown among listed firms of Pakistan.

3.4.3 Nepotism/Kinship

Pakistan remains dominated by a value system based on family, kinship, lineage group, and occupational group. Kinship connections are fundamental in reinforcing and negotiating bureaucratic hurdles and play an imperative part in political, social and administrative organizations (Jalal, 1995). The analysis of focus group reveals that most of business are family owned in Pakistan and ownership concentration is high. Moreover, entire board is composed of family members due to high ownership concentration. This kinship creates a big problem in family owned businesses in Pakistan and family members believe that directorship of firm is their inherited right. One focus group participant informed that:

"I think predominantly there is a lot of family ownership as you know it is dominated by large families but this has historically been the trend (Participant-II)"

Similarly, another focus group participant mentioned high ownership concentration:
"So I think the level of ownership concentration is something that's a challenge dealing with it, making sure that despite having a majority eighty ninety sometimes more or ninety five, ninety percent shareholder owner (participant – III)
He also highlighted that:

"In Pakistan you have one big share owner who also has board representation almost entire board is composed of his family members and then they are also managing the business…..In Pakistan we have this high ownership concentration which means that I mean even among listed companies we have majority shareholders a family owner who owns sometimes as high as eighty or ninety percent of shareholding (Participant – III)"

In some firms, family members are hired at board and management level, consequently, this kinship is a major problem in evaluating the board performance. In contrast, some firms hire individuals on the basis of competency, hence, level of disclosure differs across firms. A focus group participant highlighted that:

"some companies which have a very independent internal auditor function which reports directly to the chairman of the board, others it's really a mouthpiece for the management and it's very easy to gauge that sitting at the board from the level and comprehensive audit reports that come to the board, whether these audit reports are just mere formalities or there is actually something of substance in those internal reports or not. So again it tends to vary but where the board and the management are professional and the internal auditor function is independent, there are greater chances of better effectiveness and compliance with corporate governance (Participant-II)"

It is evident that family businesses are perceived creating barriers of good CG practices in Pakistan. This argument is also supported by literature. Morck and Yeung (2003) argued that family business may not mitigate agency problems, especially, when family controls the group of firms. They further documented that it can increase the agency problems because managers will work for controlling family and ignore the shareholders in general. Similarly, Bartholomeusz and Tanewski (2006) found that family control creates agency costs rather negating it.

3.5 Shareholders Awareness

Shareholder awareness is evolving, and it has been considered as one of the principles that affect CG. Researchers around the globe have agreed that CG is a benchmark of success for firms both in developed and developing economies. Nevertheless, effective implementation of CG is more needed in developing countries as compared to developed counterparts. The awareness about CG in Pakistan is not very old and initial CG code was implemented in 2002 and later reformed in 2012 by SECP with the collaboration of Institute of Chartered Accountants of Pakistan (ICAP) that is mandatory requirement for PSX listed firms. However, CG practices are in the developing phase due to immature capital markets of the country (Afza & Nazir, 2012). The focus group analysis also reveals that there is lack of awareness about CG practices in Pakistan. One focus group respondent highlighted that:

"as far as awareness is concerned it could be that our annual reports require a much higher level of disclosure now than they used to a decade and a half ago so maybe the kind of information that the shareholders are looking for is already provided to them via the many disclosures that the companies now are obliged to make so the awareness might already be there but it's not translating into their active voting (Participant – II)"

Some of family owned companies considered it costly to implement CG practice and repel CG compliance due to negative or wrong perceptions towards CG. Hence, they argued that the lack of awareness and knowledge amongst different stakeholder are responsible for non-compliance of CG practices (Samza, 2016). Another focus group participant informed that:

"If you were to work in Pakistan as to raise more awareness on the business case so if you make it clear to those family owners majority shareholders that corporate governance is something that adds value to the bottom line of a company and it's not something that's there to dilute their control etc. (participant -III)"

The analysis of focus group reveals lack of awareness and knowledge among different stakeholders especially shareholders among listed firms of Pakistan. Due to this reason, the Cg compliance is lacking behind. Firms are not well aware of benefits of implementing CG practices, hence, they are reluctant to adopt it in true spirit. The shareholders rights are protected in books of law but not in reality. There is need to introduce educational and training reforms to increase level of awareness among stakeholders. The following sections expound evidence on two categories (1) shareholders rights protection and (2) education and training that are classified together as shareholders awareness.

3.5.1 Shareholders Rights Protection

Shareholder rights reveal the balance of power between managers and shareholders and provides ability of voting stockholders to exercise control over firm assets, affect ownership changes to increase shareholder value and remove opportunistic or ineffective managers. As per the perspective of traditional theory, lower shareholder rights (weak external governance) create information asymmetry among managers and shareholders that provides opportunity and excessive incentives to the managers to reduce transparency and manage earnings to increase their bonuses. According to traditional theory, lower shareholder rights generate information asymmetry between managers and shareholders that leads to reduce transparency and increases managerial incentives in one hand (Jiang & Anandarajan, 2009). Greater shareholder rights, on the other hand, empowers shareholders to implement CG mechanisms to monitor managers more fastidiously. Researchers found that greater shareholder rights are linked with reduced agency risks (Shleifer & Vishny, 1997) and improves firm performance (Gompers, Ishii, & Metrick, 2003). Hence, shareholders rights and protection are pivotal to increase transparency and firm value. However, shareholders especially minority shareholders are not aware of their rights in Pakistan. Due to lack of awareness and knowledge, their rights are paramount by majority shareholders. The focus group analysis reveals that minority shareholders rights are protected in book of law but not in practice. Similarly, Javid and Iqbal (2010b) documented that family dominated boards are less able to protect minority shareholder's rights in Pakistan. One focus group participant also informed that:

"...the implementation lacks behind again and there it is more to do with the minority shareholders perhaps not having the wherewithal to understand all their rights and be able to understand how they can process getting their due share too but I mean as you know most of the companies are family owned and as such the majority shareholder's interests are sometimes paramount but the role of the independent directors is really to ensure that the decisions are made in line with the interests of all stakeholders but there is not much minority shareholder representation on the boards and hence their interests tend to suffer (Participant -II)"

According to Companies Ordinance, 1984[6], the minimum threshold for seeking a remedy from the Court against oppression and mismanagement requires that at 20% of the shareholders initiate a complaint. In addition, shareholders can apply to the SECP to appoint an inspector to investigate the company's affairs if they hold at least 10% but less than 20% of share[7]. This threshold effectively is in the favor of companies with high ownership concentration. One focus group participant also informed that:

"I were to refer to the company's ordinance 1984 which was before the companies act of 2017, we had some provisions around minority shareholders and abuse of minority… protection against abuse of minority shareholders but one of the consistent issues has been that to invoke those redressal mechanisms first it required having at least twenty percent ownership or shareholding to actually go to a court and seek redressal there. There is an allegation of abuse by the majority so that was a big hurdle and that actually meant that you effectively disenfranchise the minority shareholders because if you look at the ownership structure, I mean 20 percent was a long shot for I mean there was no way minority shareholders whether total minority shareholder are five percent or ten percent to actually have that majority to go. So that was first hurdle but then the process itself it was court sanction process, so you had to petition to the high court of the province (Participant-III)"

Moreover, no analogous provision exists for minority shareholders who represent less than 10% do not have standing to file a petition to the court or SECP for mismanagement and minority oppression[8]. Minority shareholders can enforce their claims in civil cases by suing for tortious loss in accordance with general laws, however, those cases take long time and hinders company's business[9].

3.5.2 Education and Training

Educational background can be a pivotal determinant of corporate governance practices because better educated mangers are likely to accept ambiguity and adopt innovative activities (Hambrick & Mason, 1984). Similarly, Nevertheless, Gray (1988) acknowledged education as an institutional consequence affecting disclosure practices and accounting values while Grace, Ireland, and Dunstan (1995) argued that education level should be examined as an obscene

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[6] Companies Ordinance, 1984 (XLVII of 1984)
[7] Section 290, Companies Ordinance, 1984 (XLVII of 1984)

[8] In addition, section 290 of the Companies Ordinance, 1984, maintains that minority shareholders who represent less than ten percent do not have standing to file a petition to the court for mismanagement and minority oppression.
[9] Cases ordinarily adjudicated in four to six years at the Court of First Instance. Interlocutory appeals may take longer.

measure for professional status. Researchers also argued that high level of education may increase demand for corporate accountability and political awareness (Wallace & Cooke, 1990). In Pakistan, the education and training are considered as important determinants of CG practices. One focus group participant highlighted that:

"I think the most positive influence is professionalism at the board and professionalism at the management and along with that of course is the director's training so that people are aware of their role as directors and what they are supposed to be doing at the board level….the main thing director education and awareness is very important as I mentioned the case before I mean the directors didn't even know that they were being made directors of a company I mean there is a sea change since those days but there is a greater need to make directors aware that they are there as professionals and not as a badge of honor (Participant-II)"

Since the responsibility for preparing annual reports rests mostly with the principal officer of the company, the educational background of financial controller is as important as other directors (Ahmed & Nicholls, 1994). In addition, if BoDs have accounting and business educational background, they may disclose more information to show accountability, increase creditability of team and improve corporate image. Moreover, the high education of regulators also helps in increasing the compliance of CG. However, in Pakistan, most of regulators lack knowledge and expertise. One focus group participant informed that:

"There has been a challenge in Pakistan under the 2012 code and before that the first line regulator was stock exchanges and stock exchanges have had I would say a weak capacity in terms of enforcing corporate governance first because of not having staff who have expertise and knowledge in that area but then also sometimes there were other considerations where I mean people also raised questions about having the stock exchanges being independent enough or the department within them being assertive enough to actually hold companies accountable because one of the sanctions that could have been invoked under the 2002 and 2012 code against a company that was not complying with the CG code had been delisting but then given that there are I mean stock exchanges wanted always to have more listing (Participant-III)"

It is perceived that foreign qualified individuals receive more robust exposure and professional training compared to their locally qualified counterparts and might be expected to disclose more information (Ahmed and Nicholls, 1994). The focus group participant also informed that:

"In terms of societal factors… social factors I would maybe point out as I said earlier for family firms you are seeing the second and the third generation they are more open minded for

the simple reason that these owners have a been a bit more exposed to these ideas because of sometimes having more opportunities to get themselves educated in different countries and different areas. I think they have been a positive influence so things a founder would not have imagined I think the second and the third generation they are more courageous to actually try to implement those in their companies…..Of course, as I said, there's a lot to be done but I have even met and known some companies family firms where you see the second and the third generation thinking more in terms of… simply because of their education their exposure to the world so that is probably one example I can give of how from one generation to another generation the attitudes towards accountability, towards corporate performance, and corporate governance has changed (Participant -III)"

It is argued that qualification and training alone are not solution to the problems faced in developing countries (Abayo & Roberts, 1993), firms are unlikely to provide high-quality information in the absence of demand and enforcement function. This is particularly the case in Pakistani firms with substantial family shareholdings

3.6 Voting

Shareholder voting lies on the basis of broad range of corporate governance protections. The shareholders' rights to choose BoDs give them fundamental power over essential corporate decisions. In contrast, if management holds more voting power, it tends to negate the discipline of CG and the market for corporate control, especially in case of pyramidal business groups and multiple classes of common stock. Morck, Shleifer, and Vishny (1988) found the evidence that firm value declines as the voting control of insiders rises. Moreover, they found that firm value increases if controlled by independent person. Similarly, Gompers, Ishii, and Metrick (2009) found that firm value increase as cash flow rights of insiders increase while firm value decrease if voting rights of insiders increases. In addition, researchers argued that if CEOs are involved in nomination process of BoDs, lower quality nominees emerge and CEOs tends to hire less independent outsiders and more gray outsiders with conflict of interest (Shivdasani & Yermack, 1999). Other research has studied the general effects of voting restrictions on firm value and performance, often finding that firms perform worse in presence of voting restrictions (Gompers et al., 2003), staggered boards (Bebchuk & Cohen, 2005; Faleye, 2007) and dual class voting structures (Gompers et al., 2009).

The analysis of focus group reveals that mostly shareholders do not have voting rights among listed firms of Pakistan especially family ownership firms. The rights are assigned to majority shareholders and minority shareholder do not have right to vote. Moreover, there is lack of shareholders participation at AGMs that leads towards power quality reporting. The following section expounds evidence on one category (1) AGM participation that is classified as voting.

3.6.1 AGM participation

AGMs are considered as an instrument of corporate governance that provides shareholders especially minority shareholders access to board, put pressure on mangers and limits the possibility of their wealth expropriation (Strätling, 2003). Similarly, Cutajar (2015) argued that AGM pivotal element of CG practices and it can be enhanced by shareholders participation, proper education about laws and regulations. In addition, AGM proceedings should be carried out in more effective, managed, interactive and engaged way (Cutajar, 2015). However, his study reveals that most of shareholders lack relevant education and shareholder activism (Cutajar, 2015). Proxy voting is often seen as an opportunity for directors to strengthen their hold over the general meeting (Monks & Minow, 2001) and also influence the agenda, timetable and conduct of AGMs (Turnbull, 2000) at company's' expense. Similar situation exists among listed firms of Pakistan. Most of shareholders especially minority shareholders do not participate in AGMs and those who participate, they do not have any relevant knowledge and education. One focus group participant highlighted that:

"See there are two ways one can gauge that one is of course voting by their phase which is buying or selling shares regarding… in line with their level of comfort or discomfort with how the companies manage and the second is how vocal they are at the annual general meetings now the little bit of experience I have attending AGMs of various companies… listed companies there is not much number one attendance and if the attendance is there really, the freebies that are distributed at the AGMs nobody is really interested in questioning the presentations or perhaps they don't know enough to question the presentations that are made by the management so there is not much vocal presence of shareholders at the AGMs. Regarding the buying and selling of shares again what I have seen with the way the prices have fared or the Pakistan Stock Exchange prior to that to the various Karachi Lahore stock exchanges is that the price changes don't seem to be based too much in fundamentals of course when the company is doing well I mean the price increases there but it seems to have increased over a period of time despite the variations… the slight variations in the company performance so as I said I often say that the price variations of the stock exchange have little to do with the fundamentals of the company. So if we gauge shareholder awareness by these two measures i.e. whether they are actually going in and out of shares actively no they are not and two whether they are playing a vocal part at the AGMs from my experience no they are not so there is not much shareholder participation which can act as a gauge for their awareness" (Participant -II)"

Iwatani and Taki (2009) argued that the opening of AGMs to regular shareholders increases attendance, participation and questions specifically from individual investors, and annual meetings are now longer. Similarly, Dimitrov and Jain (2011) argued that these meetings provide an opportunity for shareholders to show their apprehensions with corporate performance, pressurizing managers to exhibit good results. One focus group participant also informed that:

"...they must conduct AGM and everything must be described in the report that what you have done in corporate governance, who is director who is financial director for CFO, who is audit committee member, who is your auditor they need to say everything, they must get certified they must have the awareness section they must acknowledge and they must signed regarding the board of governors (Participant -V)"

Moreover, managers respond positively to questions and concerns of shareholders and try to influence them by positive news before AGMs. These meetings are very important for shareholders especially minority shareholders to exercise their rights and increase value to firm.

3.7 Culture

Douglass (1990) documented that institutions are formed by formal constraints and informal constraints. As per his theory, formal rules are created by polity whereas informal norms refer to heritage or culture. Researcher documented that cultural factors related to corporate governance system (Semenov, 2000) and companies need to understand it. Similarly, Evans (n.d) documented organizational culture as significant determinant of companies' governance structures. Pakistan is considered as short-term culture country which focuses on present rather than future. Short-term cultures value diligence, ordering relationships by status, shame and thrift. Similarly, it is uncommon to plan for distant future and people often come late for meetings and appointments[10]. In addition, meeting may be cancelled on spur of the moment. Like many other developing countries, Pakistani culture can be categorized as collectivist (Kochanek, 1983), high power distance (Newberg, 2002), high uncertainty avoidance and moderately high masculinity. However, most of the Anglo-Saxon and Scandinavian countries are located toward the lower end of the power distance. Therefore, the implication of corporate governance may be different in Pakistan from Anglo-Saxon countries. it is important for researchers to continue to investigate the development of CG practices from the cultural perspective (Chan & Cheung, 2012). The analysis of focus group reveals that culture has great

[10] Centre for Intercultural Training, Working with a Pakistani Partner (Ottawa/Islamabad: CIDA, 1995), p. 12.

influence in corporate sector of Pakistan and daily life of people. Hence, it has effect on CG practices and behaviors of people. Firms are still in private ownership mindset and those are not willing to come out of this. Moreover, people are afraid to speak about any wrong doing due to personal contacts or lack of protection. The following sections expound evidence on two categories (1) culture and (2) whistleblowers that are classified together as institutional culture.

3.7.1 Institutional Culture

In the extended literature, researchers found that CG disclosure has been influenced by dominant culture (Haniffa & Cooke, 2002) especially in developing countries (Licht, Goldschmidt, & Schwartz, 2005). Similarly, Oghojafor, George, and Owoyemi (2012) conducted a study in Nigeria and found that national culture play a pivotal role in efficacy of corporate governance. The focus group analysis also reveals that culture has impact on corporate governance practices in Pakistan. One focus group participant informed that:

"Number third is cultural aspects some of the companies are still in a private mindset ownership mindset they are not willing to come out of it so some cultural issues (participant -IV)"

Similarly, researchers argued that implication of culture upon CG practices is substantial especially in developing countries (Amaeshi, Ogbechie, Adi, & Amao, 2006). In addition, Licht et al. (2005) documented that impact of culture on CG practice varies across countries and dependent upon different factors. Another focus group participant also commented that:

"There are some social factors which can have impact on corporate governance compliance like maybe culture religion or maybe the lack of experience or relevant education or these types of things can have some impact on the corporate governance compliance (participant-V)"

Similarly, Pakistan has a national culture due to the historical relations and spiritual attachment (Mughal, 2008) that impacted on corporate culture and obstructed the adoption of corporate governance.

3.7.2 Organizational Whistle-blowers

Whistleblowing is seen as the process where employees are able to report any unethical incident or practice (Lewis, 2001). However, whistleblowing does not exist in most of organization and employees may experience retaliation in form of job loss and department demotion for doing so (Martin, 1999). In contrast, Dehn and Borrie (2001) documented that organizations should protect whistle-blowers. Sternberg (1996) also documented that whistleblowing policies were a proactive way to detect problem at early stage and helps organizations in maximizing long term values for owners from an ethic perspective. The focus group participant informed that:

"if I can just cite you an example of when I was working at [SECP] fifteen years ago the first show cause notice I issued to a company the directors who came in turned out to be the peons and the chauffeurs of the company whose names had been affixed to the names of the directors and their signatures taken without them even knowing that they were liable for the actions of the company of course the real shareholders had absconded but these poor directors who had done nothing but affixed their names had been left behind to face the consequences (Participant -II)"

Recently, Public Interest Disclosures Act (2017) is passed in Pakistan to protect whistleblowers and encourages employees to raise their voices about corruption and wrongdoing within departments and organizations. The BoDs should ensure the procedures to track down any whistleblowing and take necessary actions to protect whistleblowers.

3.8 Values

Corporate values comprise an internal institutional force which monitors corporate behavior. The overall quality of the values of a corporation is a robust determinant of its corporate governance and leadership beyond the rigors of regulation. Wieland (2005) argued that practical implementation of corporate governance codes of conduct cannot be realized alone without moral values of company culture. In similar vein, Hart and Holmstrom (2002) argued that corporate values may be part of a vision of the company's future that includes future ownership and stakeholder. In addition, good governance comprises of different other values including responsibility, integrity, fairness, honesty, accountability and transparency. In sum, corporate governance problem is a moral challenge and can be resolved with ethical behavior of all corporate actor including managers, directors, auditors and regulators.

The analysis of focus group reveals that social values are high in Pakistan and people give preference to social norms and personal relationships. Family members are appointed as BoDs and on managerial positions due to existence of family systems. Moreover, the BoDs serve on each other's firms due to interpersonal connections. Consequently, quality of reporting is compromised. The analysis also reveals that education and training are helping in changing mindsets of people and improving CG practice. The following sections expound evidence on two categories (1) family systems and (2) interpersonal connections that are classified together as values.

3.8.1 Family Systems

In the most of developing countries, family systems provide a set of interrelationships and social arrangements that allow people to live in harmony and pursue social life (Klomegah, 1997). Pakistan has extended family system in which family is responsible for the care and nurture of all children. Moreover, family is considered as primary source of identity, strong bond, responsibility and loyalty. Similarly, Kimani (2010) contended that the family defines moral and social norms and safeguards spiritual and material traditions and customs. Researchers documented that family core values influences the family business (Hendrick, 2000) and determines the behavior of family enterprise (Klein, Astrachan, & Smyrnios, 2005). The analysis of focus group reveals that family values are high in Pakistan and whole family owns and controls the business. One focus group participant highlighted that:

"but I think it's something that really needs change of mindset on the part of majority shareholders and I think the more what I have seen over the years is that so most of these family firms when they go into second and third generation (Participant-III)"

Family systems forms core values and fundamental principles which helps in setting vision, mission and goal of family enterprise. Researchers found that family businesses differs in terms of family involvement in management (Sharma, 2004) and ownership (Astrachan, Klein, & Smyrnios, 2002). The focus group analysis also presented similar findings. One focus group participant informed that:

"family owners they often perceive corporate governance as equivalent to losing control as something that's essentially to do with complying with certain regulations and sometimes they don't perceive it as something that's really contributing to their overall decision making (Participant – III)"

Another focus group participant highlighted that:

"I am not going to say that just because companies are more family owned there is less corporate governance there are some family owned businesses which are actually very conscious about compliance and good corporate governance practices. It just depends on how well educated they are (Participant -II)"

In addition, it is argued that family ownership can lead towards competitive advantage by reducing agency conflicts and maximizing value of firm because family wealth is directory related to the company. Therefore, it offers robust spurs to monitor managers and reduce the intrinsic problem of free-ride shareholder dispersion. Similarly, Anderson et al. (2003) argued that strong control mechanisms can increase the level of communication among stakeholders including family members, creditors that ultimately increases quality of financial reporting and reduce cost of debt. It is also imperative to cite that the family and the business are so entwined that sentiments are inevitable in a family business. Consequently, family firms are often counselled to hire outside board members for family businesses (Brockhaus, 2004) and to reduce resistance (Handler & Kram, 1988). One focus group participant informed that:

"I have had the chance in my professional life to actually interview some of the family owners and in some cases I think I remember this family from a big family business in Karachi and the founder told me that he was skeptical in the start about having an independent director because it was a very closely held company with a family only board but now that person has been on board for one year they see value that that person brings so that I think is a most influential (Participant-III)"

The sustainability and adoption of good corporate governance practices are as important as the public company. Besides this, personal relationships toward the family agents may compromise the principal's ability to persuasively evaluate and monitor their performance.

3.8.2 Interpersonal Connections

The interpersonal connections are very common in corporate sector of developing countries especially, Pakistan. In addition, directors (regardless of executive or non-executive) may sit on more than one board, called cross directorships. This practice is also common in both developed and developing countries (Roudaki & Bhuiyan, 2015). Some researchers argued that cross directorships are good for firm as directors can made comparison based on knowledge of other organizations (Dahya, Lonie, & Power, 1996) while some researchers argued that cross directorship leads towards less independence and directors can make sympathetic decisions (Davis, 1993). Researcher also found negative effect of interlocking on firm performance (Roudaki, Bhuiyan, & Uddin, 2015). These arguments are based on resource dependence theory. Similarly, people know each other in corporate sector of Pakistan and independence of directors are compromised. One focus group participant highlighted that:

"but I think we tend to take much more for granted in Pakistan given that even within the corporate sector you find everybody knows everybody right there is a certain comradery within the financial sector, within the banking sector, within the corporate sector because there is a certain class of participants who have been in the market for a long time and they are known to each other and hence there is no level of complete independence from each other so when somebody comes on to your board the high likelihood is even if they are an independent director there is a high likelihood that there is some connection to degrees of separation with other board members or management or somebody. So that level of complete independence is not there I think more because of the social environment in which we operate compared to

maybe some other countries where there is a certain level of… there is more distance between people serving in the same companies or serving on the same boards so I think that level does influence how people relate to each other, how the decision making function works in practice there is more of give and take because it's the norm I mean more cross directorships I mean somebody asks you to serve on their board there is a high likelihood that you will be asking them to serve on your board so there is a little bit of give and take in these situations. So what I am saying is that social norms perhaps bring a level of informality into our board structures which influences the implementation of corporate governance at some levels. (Participant - II)"

Lorsch and Young (1990) emphasized that interlocking of CEOs is desirable because of their creditability and experience as peers. Additionally, it provides opportunity to see how someone is doing the same thing you are doing. CEOs join other boards and thus form interlocking relationships specially to 'embed' what they are doing (Davis, 1996). The focus group participant also informed that:

"as we discussed earlier in the conversation one of the socio economic factors in at play in Pakistan is the fewer degrees of separation between board members what ends happening is that they start operating as small country club boards where everybody knows everybody they all pat each other on the back and nobody really wants to take a stand against each other because they meet each other socially at the clubs or elsewhere (Participant-II)"

Several studies have documented that interlocking relationships and control structures are related to independence of directors and have pivotal implications of governance function. While some researchers argued that interlocking directors can offer insights based on personal experience and practical knowledge of other organization, hence, this experience and knowledge can serve as raw material for other organizations (Dahya et al., 1996). In sum, cross-directorships held by BoDs have significant insinuations for CG disclosure practice. In Pakistan, the cross directorship is common practice among BoDs and they do not want to take strict action against each other, hence, transparency and fairness are comprised. In addition, this gives opportunity to wrong doing and ill practices.

4.0 Conclusion and Recommendations

The purpose of this study was to explore the institutional determinants of CG practices in Pakistan. Drawing on the lenses of institutional and agency theories, the study explores key institutional (formal and informal) determinants of corporate governance practices in Pakistan using the methodological framework recommend by Creswell and Clark (2007) that are essential to comprehend in order to promote good corporate governance practices. The study finds eight aggregate institutional determinants of good corporate governance practices i.e. political, legal, culture, values, shareholders awareness, voting, auditing and board in Pakistan. The study finds that the political invulnerability and political influence are affecting the true practices of corporate governance in Pakistan. In addition, the study highlights that practices of corporate governance are also affected due to high level of corruption. It is essential to note that the insights regarding political invulnerability extend the scope of existing knowledge, considering that political invulnerability has not enticed the attention it deserves especially in the context of developing economies. The study finds that PSX listed firms lack true spirit CG compliance. Most of firms are unaware of benefits of CG practices and do not have enough resources. Due to political influence and corruption, the enforcement is not there. The regulatory measures pointed at concentrating Pakistan's corporate governance problems must be institutionally based. In addition, the regulators do not have required skills, expertise and power to enforce CG provision in true spirit which causes ineffectiveness of CG reforms. Similarly, it is necessary to gear the efforts of enforcing compliance in developing countries, especially Pakistan, rather reforms and introducing new regulations (Okike, 2007). In developing countries, corporate governance regulatory strategies must systematically employ globally, regionally and locally accepted principles of good corporate governance in order to produce more efficient and easily implementable regulatory and administrative governance mechanisms.

The study finds that culture has critical effect on corporate governance practices in Pakistan. Discussions have revealed that culture of Pakistani society have negatively influence the quality, direction and practice of corporate governance. In addition, there is no protection for organizational whistle-blowers, hence, CG related problems are not detected at early stage. The study also that family systems and interpersonal connections have great importance and affecting the corporate governance practices in Pakistan. In addition, the appointments are made on personal and family connection rather merit, consequently, firms lack transparency. The study also finds that shareholders lack awareness and potential benefits of corporate governance practices. In addition, the rights of minority shareholders are only protected in law, not in reality. The active participant in AGMs is not there. Consequently, the voicing is not there. In addition, the voicing mechanism is not that affects the corporate governance practices in Pakistan. The study also finds that BoDs are not independent and diverse, and interlocking exist between BoDs. Mostly, the family members are appointed as independent non-executive directors. At the end, the study finds that audit function is not effective. The auditors lack independence and audit committees are not composed of independent directors. Hence, the authenticity and creditability of auditing are questionable. The institutional determinants identified in this study have been significantly neglected in corporate governance codes in

Pakistan, therefore, it can be argued that the principal code of corporate governance in Pakistan is alien to the obligatory demands of the Pakistani business environment. While institutions neglect in the corporate governance code may explain the weak corporate governance system in the country, this challenge is better appreciated when the findings of studies of (Rwegasira, 2000), (Aguilera & Jackson, 2003), (Doidge et al., 2007), (Judge et al., 2008) are taken into consideration. The findings also reveal that legal infrastructure and regulatory instruments are present in Pakistan to successfully promote good corporate governance, but that compliance and enforcement related issues remain the key impediment.

The study has important implications and recommendations for policy makers and managers. The study helps in understanding of critical effect of institutional factors on corporate governance practices and recommends that these factors should be considered while developing CG codes and regulations. It is also recommended that code of corporate governance should be revised and aligned to the requisite demands of the Pakistani business environment. The study also suggests that over-forceful regulatory strategy can be counterproductive, and firms may find other means to dodge legal provisions. Caution should be exercised in this regard especially in developing countries. The corporate governance reforms should concentrate on minds and raise the awareness among stakeholder. No doubt, it is difficult and time consuming, however, it will be the way to effectively govern the firms especially in developing countries and implement effective corporate governance system.

References

Abayo, A., & Roberts, C. (1993). Does training more accountants raise the standard of accounting? Further evidence from Tanzania. *Research in Third World Accounting, 2*, 259-280.

Adegbite, E. (2012). Corporate governance regulation in Nigeria. *Corporate Governance: The international journal of business in society, 12*(2), 257-276.

Adegbite, E., Amaeshi, K., & Nakajima, C. (2013). Multiple influences on corporate governance practice in Nigeria: Agents, strategies and implications. *International Business Review, 22*(3), 524-538.

Adegbite, E., & Nakajima, C. (2012). Institutions and institutional maintenance: Implications for understanding and theorizing corporate governance in developing economies. *International Studies of Management & Organization, 42*(3), 69-88.

Adu-Amoah, A., Tsamenyi, M., & Mensah Onumah, J. (2008). The influence of social and political relations on corporate governance systems: The case of rural banks in Ghana. In *Corporate governance in less developed and emerging economies* (pp. 311-333): Emerald Group Publishing Limited.

Afza, T., & Nazir, M. S. (2012). Role of corporate governance in operating performance enhancement of mergers and acquisitions in Pakistan. *Elixir Finance, 42*, 6447-6556.

Aguilera, R., & Jackson, G. (2003). The Cross-National Diversity of Corporate Governance: Dimensions and Determinants. *Academy of Management Review, 28*(3), 447-465.

Aguilera, R. V. (2005). Corporate governance and director accountability: An institutional comparative perspective. *British Journal of Management, 16*, S39-S53.

Aguilera, R. V., & Cuervo-Cazurra, A. (2009). Codes of Good Governance. *Corporate Governance: An International Review, 17*(3), 376-387.

Ahmed, K., & Nicholls, D. (1994). *The impact of non-financial company characteristics on mandatory disclosure compliance in developing countries: The case of Bangladesh*

Ahunwan, B. (2002). Corporate governance in Nigeria. *Journal of Business Ethics, 37*(3), 269-287.

Ali, M., Tao, L., Shaikh, A. A., & Sajid, M. (2017). The political leadership and corporate governance: an analysis of leadership theories and its influence.

Amaeshi, K. M., Ogbechie, C., Adi, B. C., & Amao, O. O. (2006). Corporate social responsibility in Nigeria: Western Mimicry or indigenous influences? *The Journal of Corporate Citizenship*(24), 83-100.

Anderson, R. C., Mansi, S. A., & Reeb, D. M. (2003). Founding family ownership and the agency cost of debt. *Journal of Financial economics, 68*(2), 263-285.

Anwar, T. (2006). Trends in absolute poverty and governance in Pakistan: 1998-99 and 2004-05. *The Pakistan Development Review*, 777-793.

Aplin, J. C., & Hegarty, W. H. (1980). Political influence: Strategies employed by organizations to impact legislation in business and economic matters. *Academy of management journal, 23*(3), 438-450.

Ascioglu, A., Hegde, S. P., & McDermott, J. B. (2005). Auditor compensation, disclosure quality, and market liquidity: Evidence from the stock market. *Journal of Accounting and Public Policy, 24*(4), 325-354.

Ashbaugh, H., LaFond, R., & Mayhew, B. W. (2003). Do nonaudit services compromise auditor independence? Further evidence. *The accounting review, 78*(3), 611-639.

Ashraf, J., & Ghani, W. I. (2005). Accounting Development in Pakistan. *The International Journal ofAccounting, 40*, 175-201. doi:10.1016/j.intacc.2005.01.010.

Astrachan, J. H., Klein, S. B., & Smyrnios, K. X. (2002). The F-PEC scale of family influence: A proposal for solving the family business definition problem1. *Family business review, 15*(1), 45-58.

Bailey, B. C., & Peck, S. I. (2013). Boardroom Strategic Decision-Making Style: Understanding the Antecedents. *Corporate Governance: An International Review, 21*(2), 131-146.

Bartholomeusz, S., & Tanewski, G. A. (2006). The relationship between family firms and corporate governance. *Journal of small business management, 44*(2), 245-267.

Baysinger, B., & Hoskisson, R. E. (1990). The composition of boards of directors and strategic control: Effects on corporate strategy. *Academy of Management review, 15*(1), 72-87.

Baysinger, B. D., & Butler, H. N. (1985). Corporate governance and the board of directors: Performance effects of changes in board composition. *Journal of Law, Economics, & Organization, 1*(1), 101-124.

Bebchuk, L. A., & Cohen, A. (2005). The costs of entrenched boards. *Journal of Financial Economics, 78*(2), 409-433.

Becker, S., Bryman, A., & Ferguson, H. (2012). *Understanding research for social policy and social work: themes, methods and approaches*: Policy Press.

Berglöf, E., & Claessens, S. (2006). Enforcement and good corporate governance in developing countries and transition economies. *The World Bank Research Observer, 21*(1), 123-150.

Berglöf, E., & Von Thadden, E.-L. (1999). The changing corporate governance paradigm: implications for transition and developing countries.

Bertrand, M., & Schoar, A. (2006). The role of family in family firms. *Journal of economic perspectives, 20*(2), 73-96.

Boeker, W. (1992). Power and managerial dismissal: Scapegoating at the top. *Administrative Science Quarterly*, 400-421.

Boubakri, N., Cosset, J.-C., & Saffar, W. (2008). Political connections of newly privatized firms. *Journal of corporate finance, 14*(5), 654-673.

Brockhaus, R. H. (2004). Family business succession: Suggestions for future research. *Family Business Review, 17*(2), 165-177.

Bryman, A., & Bell, E. (2015). *Business research methods*: Oxford University Press, USA.

Bushman, R. M., Piotroski, J. D., & Smith, A. J. (2004). What determines corporate transparency? *Journal of accounting research, 42*(2), 207-252.

Cannella Jr, A. A., Fraser, D. R., & Lee, D. S. (1995). Firm failure and managerial labor markets evidence from Texas banking. *Journal of Financial Economics, 38*(2), 185-210.

Causey, D. (2008). The worth of good corporate governance. *Community Banker, 17*(8), 50-52.

Chan, A. W., & Cheung, H. Y. (2012). Cultural dimensions, ethical sensitivity, and corporate governance. *Journal of Business Ethics, 110*(1), 45-59.

Claessens, S., & Yurtoglu, B. B. (2013). Corporate governance in emerging markets: A survey. *Emerging markets review, 15*, 1-33.

Coffee Jr, J. C. (2003). What caused enron-a capsule social and economic history of the 1990s. *Cornell L. Rev., 89*, 269.

Coffey, B. S., & Wang, J. (1998). Board diversity and managerial control as predictors of corporate social performance. *Journal of Business Ethics, 17*(14), 1595-1603.

Cohen, J., Krishnamoorthy, G., & Wright, A. M. (2002). Corporate governance and the audit process. *Contemporary accounting research, 19*(4), 573-594.

Collis, J., & Hussey, R. (2013). *Business research: A practical guide for undergraduate and postgraduate students*: Palgrave macmillan.

Cooke, R. A. (1991). Danger signs of unethical behavior: How to determine if your firm is at ethical risk. *Journal of Business Ethics, 10*(4), 249-253.

Corbin, J., & Strauss, A. (2008). Basics of qualitative research: Techniques and procedures for developing grounded theory.

Council, F. R. (2009). Review of the Combined Code: Final Report. *London: Financial Reporting Council*.

Creed, W. D., DeJordy, R., & Lok, J. (2010). Being the change: Resolving institutional contradiction through identity work. *Academy of management journal, 53*(6), 1336-1364.

Creswell, J., & Clark, V. (2011). *Designing and Conducting Mixed Methods Research* (Vol. 2nd Edition). London, UK.: SAGE Publications.

Creswell, J. W., & Clark, P. V. (2007). Choosing a mixed methods design. *Designing and conducting mixed methods research*, 58-88.

Cutajar, I. (2015). *The significance of the AGM in Improving corporate governance of Maltese listed companies*. University of Malta.

Dahya, J., Lonie, A. A., & Power, D. (1996). The case for separating the roles of chairman and CEO: An analysis of stock market and accounting data. *Corporate Governance: An International Review, 4*(2), 71-77.

Davis, G. F. (1993). Who gets ahead in the market for corporate directors: the political economy of multiple board memberships*Academy of Management Briarcliff Manor, NY 10510*. Symposium conducted at the meeting of the Academy of Management Proceedings

Davis, G. F. (2005). New directions in corporate governance. *Annu. Rev. Sociol., 31*, 143-162.

Dee, C., Lulseged, A., & Nowlin, T. (2002). Earnings quality and auditor independence: an examination using non-audit fee data.

DeFond, M. L., Raghunandan, K., & Subramanyam, K. (2002). Do non–audit service fees impair auditor independence? Evidence from going concern audit opinions. *Journal of accounting research, 40*(4), 1247-1274.

Dehn, G., & Borrie, G. (2001). Whistleblowing: A New Perspective. *Public Concern At Work*.

del Carmen Briano-Turrent, G., & Rodríguez-Ariza, L. (2016). Corporate governance ratings on listed companies: An institutional perspective in Latin America. *European journal of management and business economics, 25*(2), 63-75.

Den Hertog, J. (2010). Review of economic theories of regulation. *Discussion Paper Series/Tjalling C. Koopmans Research Institute, 10*(18).

Desai, R. M., & Olofsgård, A. (2011). The costs of political influence: Firm-level evidence from developing countries. *Quarterly Journal of Political Science, 6*(2), 137-178.

DeZoort, F. T. (1998). An analysis of experience effects on audit committee members' oversight judgments. *Accounting, Organizations and Society, 23*(1), 1-21.

Dimitrov, V., & Jain, P. C. (2011). It's showtime: Do managers report better news before annual shareholder meetings? *Journal of Accounting Research, 49*(5), 1193-1221.

Doidge, C., Karolyi, G. A., & Stulz, R. M. (2007). Why do countries matter so much for corporate governance? *Journal of financial economics, 86*(1), 1-39.
Domadenik, P., Prašnikar, J., & Svejnar, J. (2014). Legal corruption, politically connected corporate governance and firm performance.
Douglass, C., &. (1990). *North, Institutions, institutional change and economic performance*: Cambridge: Cambridge university press.
Easterly, W. (2001). The political economy of growth without development: A case study of Pakistan. *Paper for the Analytical Narratives of Growth Project, Kennedy School of Government, Harvard University*.
Evans, R. (n.d). *DOES ORGANISATIONAL CULTURE AFFECT INTERNAL CORPORATE GOVERNANCE? A STUDY OF INDONESIAN COMPANIES*. Curtin University of Technology.
Faccio, M. (2006). Politically connected firms. *American economic review, 96*(1), 369-386.
Faccio, M., & Parsley, D. C. (2009). Sudden deaths: Taking stock of geographic ties. *Journal of Financial and Quantitative Analysis, 44*(3), 683-718.
Faleye, O. (2007). Classified boards, firm value, and managerial entrenchment. *Journal of Financial Economics, 83*(2), 501-529.
Fama, E. F., & Jensen, M. C. (1983). Separation of ownership and control. *The journal of law and Economics, 26*(2), 301-325.
Felo, A. J., Krishnamurthy, S., & Solieri, S. A. (2003). Audit committee characteristics and the perceived quality of financial reporting: an empirical analysis.
Filatotchev, I., Jackson, G., Gospel, H., & Allcock, D. (2007). Key drivers of'good'corporate governance and the appropriateness of UK policy responses.
Fisman, R. (2001). Estimating the value of political connections. *American economic review, 91*(4), 1095-1102.
Gibbs, G. R. (2018). *Analyzing qualitative data* (Vol. 6): Sage.
Gillan, S., & Martin, J. D. (2002). Financial engineering, corporate governance, and the collapse of Enron.
Goldman, E., Rocholl, J., & So, J. (2008). Do politically connected boards affect firm value? *The Review of Financial Studies, 22*(6), 2331-2360.
Gompers, P., Ishii, J., & Metrick, A. (2003). Corporate governance and equity prices. *The quarterly journal of economics, 118*(1), 107-156.
Gompers, P. A., Ishii, J., & Metrick, A. (2009). Extreme governance: An analysis of dual-class firms in the United States. *The Review of Financial Studies, 23*(3), 1051-1088.
Grabosky, P. N. (1995). Using non-governmental resources to foster regulatory compliance. *Governance, 8*(4), 527-550.
Grace, M., Ireland, A., & Dunstan, K. (1995). Board composition, non-executive directors' characteristics and corporate financial performance. *Asia-Pacific Journal of Accounting, 2*(1), 121-137.
Gray, S. J. (1988). Towards a theory of cultural influence on the development of accounting systems internationally. *Abacus, 24*(1), 1-15.
Hambrick, D., &. (1996). *Strategic Leadership: Top Executives and their Organizations*: Minneapolis.
Hambrick, D. C., & Mason, P. A. (1984). Upper echelons: The organization as a reflection of its top managers. *Academy of management review, 9*(2), 193-206.
Hamid, H. H., & Kozhich, V. (2007). Corporate governance in an emerging market: A perspective on Pakistan. *J. Legal Tech. Risk Mgmt., 1*, 22.

Handler, W. C., & Kram, K. E. (1988). Succession in family firms: The problem of resistance. *Family Business Review, 1*(4), 361-381.

Haniffa, R., & Cooke, T. (2002). Culture, Corporate Governance and Disclosure in Malaysian Corporations. *A Journal of Accounting, Finance and Business Studies, 38*(3), 317-349.

Haniffa, R., & Hudaib, M. (2006). Corporate Governance Structure and Performance of Malaysian Listed Companies. *Journal of Business, Finance and Accounting, 33*(7), 1034-1062.

Hart, O., & Holmstrom, B. (2002). Vision and firm scope. *Manuscript, Harvard Univ*.

Healy, P. M., & Palepu, K. G. (2003). The fall of Enron. *Journal of economic perspectives, 17*(2), 3-26.

Hendrick, J. (2000). *Law and ethics in nursing and health care*: Nelson Thornes.

Hesse-Biber, S., & Leavy, P. (2011). *The Practice of Qualitative Research* (Vol. 2nd Edition). London, UK.: SAGE Publications Ltd.

Hillman, A., & Dalziel, T. (2003). Boards of Directors and Firm Performance: Integrating Agency and Resource Dependence Perspectives. *The Academy of Management Review, 28*(3), 383-396.

Hillman, A. J., Cannella, A. A., & Paetzold, R. L. (2000). The resource dependence role of corporate directors: Strategic adaptation of board composition in response to environmental change. *Journal of Management studies, 37*(2), 235-256.

Howell, K. E. (2012). *An introduction to the philosophy of methodology*: Sage.

Humphrey, C., & Moizer, P. (1990). From techniques to ideologies: An alternative perspective on the audit function. *Critical Perspectives on Accounting, 1*(3), 217-238.

Humphrey, C. C., Moizer, P., & Turley, S. (1992). *The audit expectations gap in the United Kingdom*: Research Board, Institute of Chartered Accountants in England and Wales.

Hussainey, K., & Al-Nodel, A. (2008). Corporate Governance Online Reporting by Saudi Listed Companies. *Corporate Governance in Less Developed and Emerging Economies, 8*, 39-64.

International Finance Corporation. (2007). *A Survey of Corporate Governance Practices in Pakistan*: International Finance Corporation, Securities and Exchange Commission of Pakistan, Pakistan Institute of Corporate Governance, Association of Certified Chartered Accountants Pakistan. Retrieved from http://www.ifc.org/ifcext/mena.nsf/AttachmentsByTitle/ASurveyofCGPracticesinPakistan2007/$FILE/A+SURVEY+OF+CORPORATE+GOVERNANCE+PRACTICES+IN+PAKISTAN.pdf

Inyang, B. J. (2009). Nurturing corporate governance system: The emerging trends in Nigeria. *Journal of Business Systems, Governance and Ethics, 4*(2), 1-13.

Iqbal, J. (2008). Stock Market in Pakistan: An Overview.

Iturriaga, F. J. L. E. (2009). *Codes of Good Governance Around the World*. New York: Nova Science Publishers Inc.

Iwatani, M., & Taki, T. (2009). Evolution of general shareholders' meetings in japan.

Jalal, A. (1995). Democracy and Authoritarianism in South Asia Lahore. *Sang-e-Meel Publications*.

Javid, A. Y., & Iqbal, R. (2010a). *Corporate Governance in Pakistan: Corporate Valuation, Ownership and Financing*. PIDE Working Papers 2010: 57. Pakistan institute of development economics Islamabad,. Retrieved from www.pide.org.pk/pdf/Working%20Paper/WorkingPaper-57.pdf

Javid, A. Y., & Iqbal, R. (2010b). Corporate governance in Pakistan: Corporate valuation, ownership and financing.

Jensen, & Meckling, W. (1976). Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure. *Journal of Financial Economics, 3*(4), 305-360.

Jensen, M. C. (1993). The modern industrial revolution, exit, and the failure of internal control systems. *Journal of Finance, 48*(3), 831-880.

Jiang, W., & Anandarajan, A. (2009). Shareholder rights, corporate governance and earnings quality: The influence of institutional investors. *Managerial Auditing Journal, 24*(8), 767-791.

Johnson, M. F., Nelson, K. K., & Frankel, R. M. (2002). *The Relation Between Auditor's Fees for Non-audit Services and Earnings Quality*.

Judge, W. Q., Douglas, T. J., & Kutan, A. M. (2008). Institutional antecedents of corporate governance legitimacy. *Journal of Management, 34*(4), 765-785.

Kalbers, L. P., & Fogarty, T. J. (1998). Organizational and economic explanations of audit committee oversight. *Journal of Managerial Issues*, 129-150.

Kaplan, S. N., & Reishus, D. (1990). Outside directorships and corporate performance. *Journal of Financial Economics, 27*(2), 389-410.

Kessler, D. P. (2011). *Regulation versus litigation: Perspectives from economics and law*: University of Chicago Press.

Khan, I. A. (2014). *Adaptation and convergence in corporate governance to international norms in Pakistan*. University of Glasgow, UK.

Khan, I. A. (2017). Enforcement of Corporate Laws and Stock Market Reforms in Pakistan. *Pakistan Journal of social Sciences (PJSS), 37*(1).

Khan, M., & Bhatti, M. (2008). *Developments in Islamic banking: The case of Pakistan*: Springer.

Kimani, W. (2010). *The Media, Democracy and Political Culture in Independent Kenya*. University of Essex.

Klapper, L., & Love, I. (2004). Corporate Governance, Investor Protection, and Performance in Emerging Markets. *Journal of Corporate Finance, 10*(5), 703-728.

Klein, S. B., Astrachan, J. H., & Smyrnios, K. X. (2005). The F–PEC scale of family influence: construction, validation, and further implication for theory. *Entrepreneurship theory and practice, 29*(3), 321-339.

Klomegah, R. (1997). Socio-economic characteristics of Ghanaian women in polygynous marriages. *Journal of Comparative Family Studies*, 73-88.

Kochanek, S. A. (1983). *Interest Groups and Development: Business and Politics in Pakistan*: Oxford University Press, USA.

Krueger, R. A. (2014). *Focus groups: A practical guide for applied research*: Sage publications.

La Porta, R., Lopez-De-Silanes, F., Shleifer, A., & Vishny, R. (2002). Investor Protection and Corporate Valuation. *Journal of Finance, 57*(3), 1147-1170.

Larcker, D. F., & Richardson, S. A. (2003). Corporate governance, fees for non-audit services and accrual choices.

Lessing, J. (2009). The checks and balances of good corporate governance. *Corporate governance ejournal*.

Leuz, C., & Oberholzer-Gee, F. (2006). Political relationships, global financing, and corporate transparency: Evidence from Indonesia. *Journal of financial economics, 81*(2), 411-439.

Lewis, D. (2001). Whistleblowing at Work (Continuum, London).
Licht, A. N., Goldschmidt, C., & Schwartz, S. H. (2005). Culture, law, and corporate governance. *International review of law and economics, 25*(2), 229-255.
Lichtman, M. (2013). *Qualitative research for the social sciences*: Sage Publications.
Linck, J. M., & Netter, T. Y. (2008). The determinants of board structure. *Journal of Financial Economics, 87*, 308-328.
Lorsch, J., & Young, J. (1990). Pawns or potentates: The reality of America's corporate boards. *Academy of Management Perspectives, 4*(4), 85-87.
Louise Barriball, K., & While, A. (1994). Collecting Data using a semi-structured interview: a discussion paper. *Journal of advanced nursing, 19*(2), 328-335.
Lubatkin, M., Lane, P. J., Collin, S., & Very, P. (2007). An embeddedness framing of governance and opportunism: Towards a cross-nationally accommodating theory of agency. *Journal of Organizational Behavior: The International Journal of Industrial, Occupational and Organizational Psychology and Behavior, 28*(1), 43-58.
Lynall, M. D., Golden, B. R., & Hillman, A. J. (2003). Board composition from adolescence to maturity: A multitheoretic view. *Academy of Management Review, 28*(3), 416-431.
Mallin, C. A. (2007). *Corporate Governance* (Vol. 2nd ed). Oxford: Oxford University Press.
Mangena, M., Tauringana, V., & Chamisa, E. (2012). Corporate boards, ownership structure and firm performance in an environment of severe political and economic crisis. *British Journal of Management, 23*, S23-S41.
Martin, B. (1999). *The whistleblower's handbook: how to be an effective resister*: Jon Carpenter Charlbury, UK.
Mengoli, S., Pazzaglia, F., & Sapienza, E. (2009). Effect of governance reforms on corporate ownership in Italy: Is it still pizza, spaghetti, and mandolino? *Corporate Governance: An International Review, 17*(5), 629-645.
Monks, A., & Minow, N. (2001). Corporate Governance, 2nd edn (Malden MA: Blackwell Business). *Google Scholar*.
Morck, R., Shleifer, A., & Vishny, R. W. (1988). Management ownership and market valuation: An empirical analysis. *Journal of financial economics, 20*, 293-315.
Morck, R., & Yeung, B. (2003). Agency problems in large family business groups. *Entrepreneurship theory and practice, 27*(4), 367-382.
Morgan, D. L. (1998). Practical strategies for combining qualitative and quantitative methods: Applications to health research. *Qualitative health research, 8*(3), 362-376.
Mughal, M. A. Z. (2008). Book review of 'Pakistan: social and cultural transformations in a Muslim nation'by Mohammad A. Qadeer, London & New York, Routledge, 2006. *Journal of Pakistan vision., 9*(2), 146-148.
Nahavandi, A. (2006). *The art and science of leadership, Ltd*: Pearson Education.
Nawazish, M., & Sara, S. M. (2012). Time varying stock market volatility: The case of an emerging market. *Research Journal of Recent Sciences, 1*(11), 41-46.
Neuman, W. L., & Robson, K. (2014). *Basics of social research*: Pearson Canada.
Newberg, P. R. (2002). *Judging the state: courts and constitutional politics in Pakistan* (Vol. 59): Cambridge University Press.
Nguyen, H., & Faff, R. (2007). Impact of board size and board diversity on firm value: Australian evidence. *Corporate ownership and control, 4*(2), 24-32.
Ntim, C. O., K., & Danbolt, J. (2012). The Relative Value Relevance of Shareholder versus Stakeholder Corporate Governance Disclosure Policy Reform in South Africa. *Corporate Governance: An International Review, 20*(1), 84-105.

Odle, S. L. (2007). Better governance begins with greater board diversity. *Trustee: the journal for hospital governing boards, 60*(5), 26.
OECD, &. (2004). *OECD Principles of Corporate Governance*: Orgnisation of Economic Cooperation and Development.
Oghojafor, B., George, O., & Owoyemi, O. (2012). Corporate governance and national culture are siamese twins: The case of Cadbury (Nigeria) Plc. *International Journal of Business and Social Science, 3*(15).
Okike, E., Adegbite, E., Nakpodia, F., & Adegbite, S. (2015). A review of internal and external influences on corporate governance and financial accountability in Nigeria. *International journal of business governance and ethics., 10*(2), 165-185.
Okike, E. N. (2007). Corporate governance in Nigeria: The status quo. *Corporate Governance: An International Review, 15*(2), 173-193.
Okpara, J. O. (2011). Corporate governance in a developing economy: barriers, issues, and implications for firms. *Corporate Governance: The international journal of business in society, 11*(2), 184-199.
Ortas, E., Álvarez, I., & Zubeltzu, E. (2017). Firms' Board Independence and Corporate Social Performance: A Meta-Analysis. *Sustainability, 9*(6), 1006.
Patel, A., & Xavier, R. (2005). Legitimacy challenged: James Hardie Industries and the asbestos case*Citeseer.* Symposium conducted at the meeting of the The Annual Meeting of the Australian and New Zealand Communication Association, Christchurch, New Zealand
Patton, M., &. (2002). *Qualitative research and evaluation methods*: Sage.
Peng, M. W., Sun, S. L., Pinkham, B., & Chen, H. (2009). The institution-based view as a third leg for a strategy tripod. *Academy of Management Perspectives, 23*(3), 63-81.
Pfeffer, J. (1972). Size and composition of corporate boards of directors: The organisation and its environment. *Administration Science Quarterly, 17*(2), 218-228.
Preston, A. M., Cooper, D. J., Scarbrough, D. P., & Chilton, R. C. (1995). Changes in the code of ethics of the US accounting profession, 1917 and 1988: The continual quest for legitimation. *Accounting, Organizations and Society, 20*(6), 507-546.
Public Interest Disclosures Act (2017).
Quinlan, C. (2011). Business Research Methods. ThomanRennie, South Western Cengage learning. *Hampshire United Kingdom*.
Reinstein, A., & Weirich, T. R. (1996). Testing for bias in the audit committee. *Managerial Auditing Journal, 11*(2), 28-35.
Reynolds, J. K., & Francis, J. R. (2000). Does size matter? The influence of large clients on office-level auditor reporting decisions. *Journal of accounting and economics, 30*(3), 375-400.
Rhoades, D. L., Rechner, P. L., & Sundaramurthy, C. (2000). Board composition and financial performance: A meta-analysis of the influence of outside directors. *Journal of Managerial issues*, 76-91.
Robson, C. (2002). Real world research. 2nd. *Edition. Blackwell Publishing. Malden*.
Roe, M. J. (1991). A Political Theory of American Corporate Finance. *Columbia Law Review, 91*(10).
Roe, M. J. (2003). *Political determinants of corporate governance: Political context, corporate impact*: Oxford University Press on Demand.
Roudaki, J., Bhuiyan, M., & Uddin, B. (2015). Interlocking Directorship in New Zealand. *Australasian Accounting, Business and Finance Journal, 9*(3), 45-58.

Roudaki, J., & Bhuiyan, M. B. U. (2015). Interlocking Directorship in New Zealand. *Australasian Accounting, Business and Finance Journal, 9*(3), 45-58.

Rwegasira, K. (2000). Corporate Governance in Emerging Capital Markets: Whither Africa? *Corporate Governance: An International Review, 8*(3), 258-267.

Saeed, M. A. (2013). *Do political connections matter? Empirical evidence from listed firms in Pakistan*. Middlesex University.

Samza, F. (2016). *CORPORATE GOVERNANCE IN PAKISTAN: BEYOND A MINIMALIST APPROACH*. University of Bedfordshire.

Saunders, M. N. (2011). *Research methods for business students, 5/e*: Pearson Education India.

Scott, G., & Garner, R. (2013). *Doing qualitative research: designs, methods, and techniques*: Pearson Upper Saddle River.

Scott, W. R. (2013). *Institutions and organizations: Ideas, interests, and identities*: Sage Publications.

SECP CCG. (2012). *SECP Code of Corporate Goverance for Listed Companies 2012*. Retrieved from https://www.secp.gov.pk/document/code-of-corporate-governance-2012-amended-july-2014/?wpdmdl=1472

Sekaran, U., & Bougie, R. (2016). *Research methods for business: A skill building approach*: John Wiley & Sons.

Semenov, R. (2000). *Cross-country differences in economic governance: culture as a major explanatory factor*: Tilburg University, School of Economics and Management.

Sharma, P. (2004). An overview of the field of family business studies: Current status and directions for the future. *Family business review, 17*(1), 1-36.

Shivdasani, A., & Yermack, D. (1999). CEO involvement in the selection of new board members: An empirical analysis. *The journal of finance, 54*(5), 1829-1853.

Shleifer, A., & Vishny, R. W. (1997). A survey of corporate governance. *The journal of finance, 52*(2), 737-783.

Siddique, O. (2013). *Pakistan's experience with formal law: an alien justice*: Cambridge university press.

Siddiqui, J. (2010). Development of corporate governance regulations: The case of an emerging economy. *Journal of Business Ethics, 91*(2), 253-274.

Silverman, D. (2015). *Interpreting qualitative data*: Sage.

Singh, R. D., & Newberry, S. (2008). Corporate governance and international financial reporting standard (IFRS): The case of developing countries. In *Corporate governance in less developed and emerging economies* (pp. 483-518): Emerald Group Publishing Limited.

Smith, J. A. (2015). *Qualitative psychology: A practical guide to research methods*: Sage.

Solomon, J. F., Solomon, A., Norton, S. D., & Joseph, N. L. (2000). A conceptual framework for corporate risk disclosure emerging from the agenda for corporate governance reform. *The British Accounting Review, 32*(4), 447-478.

Soobaroyen, T., & Mahadeo, J. (2012). Do Corporate Governance Codes Improve Board Accountability?: Evidence from an Emerging Economy. *Qualitative Research in Accounting & Management, 9*(4), 337-362.

Spira, L. (1999a). Independence in corporate governance: the audit committee role. *Business Ethics: A European Review, 8*(4), 262-273.

Spira, L. F. (1999b). Ceremonies of governance: perspectives on the role of the audit committee. *Journal of Management and Governance, 3*(3), 231-260.

Sternberg, E. (1996). A Vindication of Whistleblowing in Business. *Four windows on whistleblowing*, 24-39.

Strätling, R. (2003). General Meetings: a dispensable tool for corporate governance of listed companies? *Corporate Governance: An International Review, 11*(1), 74-82.

Turnbull, N. (1999). Internal control: Guidance for directors on the combined code: Known as the Turnbull Report. *London: CIMA. September*.

Turnbull, S. (2000). Unethical practices at the meeting of AMP shareholders. *Corporate Governance: An International Review, 8*(4), 388-391.

Waite, B. (2001). *Managing Risk and Resolving Crisis*: Financial Times/Prentice Hall.

Wallace, R., & Cooke, T. (1990). The diagnosis and resolution of emerging issues in corporate disclosure practices. *Accounting and Business Research, 20*(78), 143-151.

West, A. (2006). Theorising South Africa's corporate governance. *Journal of Business Ethics, 68*(4), 433-448.

Wieland, J. (2005). Corporate governance, values management, and standards: a European perspective. *Business & Society, 44*(1), 74-93.

Wilkinson, S., & Silverman, D. (2004). 10 Focus Group Research. *Qualitative research: Theory, method and practice*, 177-199.

Williamson, O. E. (1989). Transaction cost economics. *Handbook of industrial organization, 1*, 135-182.

World Bank. (2013). *Emerging-Market multinationals becoming a potent force in reshaping the process of industrial globalization*
from. Retrieved from http://econ.worldbank.org/

Wu, X. (2005). Political institutions and corporate governance reform in southeast Asia. *Reforming Corporate Governance in Southeast Asia: Economics, Politics and Regulation*, 16-37.

Yakasai, A. G. (2001). Corporate governance in a third world country with particular reference to Nigeria. *Corporate Governance: An International Review, 9*(3), 238-253.

Young, M. N., Peng, M. W., Ahlstrom, D., Bruton, G. D., & Jiang, Y. (2008). Corporate governance in emerging economies: A review of the principal–principal perspective. *Journal of management studies, 45*(1), 196-220.

Zattoni, A., Douglas, T., & Judge, W. (2013). Developing Corporate Governance Theory through Qualitative Research. *Corporate Governance: An International Review, 21*(2), 119-122.

Zucker, L. G. (1987). Institutional theories of organization. *Annual review of sociology, 13*(1), 443-464.