

Full Length Research Paper

Ownership structure, independent directors and firm performance

Basiru Salisu Kallamu¹

¹Putra Business School, University Putra Malaysia, 43400 UPM Serdang, Selangor Darul Ehsan; Email: bkallamu001@yahoo.com

Accepted 21 November, 2015

The paper examined the moderating role of independent directors in the relationship between ownership structure and firm performance. Using a sample of 37 finance companies listed on the main market of Bursa Malaysia from 2007 to 2011, the result indicates a significant positive moderating effect of independent directors in the relationship between director ownership and ROA but a negative relationship based on Tobin's Q. The result means that in a company where directors have controlling shares, having independent directors on the board will enhance performance since there will be alignment of interest of board and shareholders. On the other hand, the independent directors influence firm performance negatively in firms with majority ownership by directors since the directors who are the majority shareholders will promote their interest over the interest of the shareholders. The study has provided evidence on the moderating role of independent directors in the relationship between ownership structure and firm performance. This suggests that independent directors influence the strength and direction of the relationship between ownership structure and firm performance.

Keywords: Ownership structure, board of directors, independent directors, firm performance, moderating variable

INTRODUCTION

The study of corporate governance and its impact on performance of companies is very important especially with the recent crisis and bankruptcies of big finance companies which has shown the impact of poor governance on firm performance (Westman, 2009). Poor governance in finance companies could indicate inability of the banking sector to manage its operations thereby making markets to lose confidence in the finance companies causing liquidity crisis (Das and Gosh, 2006). Thus, good corporate governance mechanisms in finance companies is essential to enhance the performance of such companies. Better corporate governance enhances performance of firms through enhanced confidence of the stakeholders in the finance companies (Kim and Rasiah, 2010).

Good corporate governance practice is significant due to the dominant role of the banks in management of the payment system (Kim and Rasiah, 2010). Therefore, loss of confidence in the soundness of the banking system

could bring negative effect to the investment in that sector and severe problem to accomplishment of the government goals of monetary policy and the economy as a whole and a great impact on the vast majority of Malaysians. Good corporate governance in financial institutions will ensure that small depositors and less informed investors are protected through continuous healthy existence of the financial system (Arun and Turner, 2004). Brennan and Solomon (2008) defined corporate governance as the process of ensuring that the management is managing the affairs of a company in such a way that the interest of the stakeholders is protected and they do this by supervising and controlling actions of the management.

International waves of crisis have also affected the finance industry of different countries at different times such as Brazil, Mexico, Russia, Malaysia, Thailand, and Indonesia among others (Bazdresh and Werner, 2000). These and similar events have necessitated the need for

closer monitoring of firms, review and reforms in corporate governance practices of firms especially finance firms (Leuz and Wysocki, 2008). As a result of the corporate frauds and the various crises that led to the companies' poor performance in different parts of the world, the regulatory authorities and the accounting profession responded by developing and improving corporate governance codes to strengthen corporate governance practice and put measures to ensure compliance by companies (Ghazali, 2010). Corporate governance was developed to oversee how the board is discharging its functions, the various safeguards that are adapted to protect shareholders interest and to provide guidance to the board on how to discharge those responsibilities more effectively (Brown, Beekes and Verhoeven, 2011).

The recent global financial crisis had negative impact on economies of different countries of the world and the impact came in different forms varying from decrease in external trade, foreign direct investment, collapse of capital market, fall in value of currencies, increase unemployment, large expenditure by the authorities to rescue the affected companies and ultimately decrease in economic growth (Atik, 2009). The crisis was caused among other things by the nature of ownership structure which provided little incentive for monitoring by the dispersed shareholders, weakness in corporate governance monitoring mechanism such as the board (Westman, 2009).

Poor performance of the finance companies because of poor governance could cause liquidity problem in the financial system that in turn could lead to crisis in the economy and the eventual loss of confidence in the banks (Htay, Ab. Rashid, Adnan, and Meera, 2011). Stakeholders of finance companies have different interest, equity holders are concerned about the value of their investment which could decrease if there is poor performance while the debt holders and depositors are interested in ensuring their investments and deposits are safeguarded (Turlea, Mocanu and Radu, 2010).

The intermediary role played by banks in an economy makes corporate governance in the banks very important since poor corporate governance could lead to poor management of the business of the banks thereby affecting their performance and the performance of other sectors that depend on them for financing (Htay et al., 2011). The effectiveness of corporate governance mechanisms aimed at enhancing performance in finance companies is of interest to people because of the extent of losses suffered by investors and the general public from the global financial crisis, Asian financial crisis and the various corporate failures and crisis in the banking sector which seems to be a recurring event with financial crisis occurring about eleven times in thirty years (Dermine, 2011).

Finance sector in Malaysia is important as a result of the role it plays in the implementation of government

economic programmes and policies such as 'national economic programme/National economic policy, 1971 (NEP) and National development policy, 1991 (NDP) (Kim and Rasiah, 2010, p.16). In addition government has reasonable amount of investment in the sector and the sector makes the highest contribution to GDP after manufacturing, trade and service sector (<http://www.epu.gov.my>).

Prior studies have found that the relationship between corporate governance mechanisms and performance is inconclusive and is influenced by firm characteristics and other factors beyond firms control implying that the relationship between governance mechanisms and performance is not clear and differs within industries/sectors and between companies (Brown et al., 2011). In addition, prior studies on the impact of ownership structure and independent directors on firm performance have reported inconsistent results. This contradictory evidence on the impact of ownership structure and independent directors indicates that ownership structure and independent directors may have indirect effect on firm performance suggesting that further study is needed.

It further means that the impact of independent directors and ownership has not been fully explored. If the moderating role is not examined, the influence of both ownership and independent directors on firm performance may not be fully considered. This could explain the reason why prior studies are inconsistent since the impact of ownership on firms performance may be dependent on other factors. Therefore by examining the indirect effect of independent directors on the relationship between ownership structure and firm performance, the study hopes to fill this gap. In addition, prior studies only examined direct impact of ownership and independent directors on firm performance.

The indirect impact of independent directors on the relationship between ownership and firm performance has not been given adequate attention by prior studies (Hsu, Wang and Hsu, 2012) therefore the impact of board attributes have not be examined in a comprehensive way and this could explain the inconclusive results from prior studies. The study could enable investors to evaluate the corporate governance practices of companies and determine the mechanisms that influence the performance of various finance companies when certain groups of shareholders control the firm.

This could enable them to identify companies with good corporate governance mechanisms that will ensure the protection of their interest and safeguard their investments. Secondly, the study provides directors with information on the impact of independent directors on the relationship between ownership and firm performance thereby enhancing their understanding of the impact of independent directors on firm performance and enables them to structure their boards accordingly.

Finally, the findings will enable regulators to know the appropriate mechanism to recommend for companies based on the ownership structure in a particular company. The rest of the paper is organized as follows. Section two contains review of literature while section three contains the theoretical background and hypotheses development. Section four presents the research methodology. Section five contains the result of the study. Section six presents results from additional analyses while section seven concludes the paper.

Literature review

Ownership structure may be determined based on the ownership of controlling shares in a firm by either management, directors, founding family, institutional shareholders or government (Ghazali, 2010; Aguilera, Desender and De Castro, 2011). Studies have shown that concentrated ownership which is a common feature of ownership structure in developing countries is associated with better accounting performance in Malaysian companies (Haniffa and Hudaib, 2006; Mokhtar et al., 2009). The legal system of a country influences the nature of ownership structure of companies. In countries with common law, shareholdings are mostly dispersed and there are investor protection laws to protect the interest of investors whereas concentrated ownership and less investor protection laws characterized the code law countries (Brown et al., 2011).

Furthermore, ownership structure determines the extent of monitoring of the company's affairs. Where there is concentration of ownership in hands of small number of shareholders, these shareholders or their representatives on the board are likely to be actively involved in performing control and service functions thereby reducing agency problems and enhancing performance (Zahra and Pearce, 1989; Shan and McIver, 2011). On the contrary, Adnan, Htay, Ab Rashid and Meera (2011) found that the concentration of shares is negatively related with performance especially where it is in the hands of insiders or institutional shareholders. In another perspective, Zulkafli and Abdul Samad (2007) found that all the types of ownership are negatively related with firm performance.

Institutional shareholders includes mutual funds, pension funds, hedge funds, insurance companies and other non-banking organizations that invest their funds in shares and bonds of other firms (Aguilera et al., 2011). Their main concern is to maximize financial gain from their investment. According to Haat, Abdul Rahman and Mahenthiran (2008) investment by foreign institutional shareholders increases competition in the market because firms struggle to attract those investors and this therefore may force domestic firms to restructure to meet up with expectations of foreign investors.

The restructuring could take the form of technological

improvement, and changes in the range and quality of goods and improvement in corporate governance (Haat et al., 2008). In addition, this pressure will make the domestic companies to improve their corporate governance practices to at least the level of the foreign companies. Praptiningsih (2009) found that foreign institutional ownership is negatively related with firm performance. The ownership structure of banks in Malaysia is characterized by concentration of ownership with foreign investors, family or government as the controlling shareholders (Thillainathan, 1999).

Institutional shareholders in Malaysia control 51.03% of shares in top ten companies based on market capitalization and are broadly classified into pension funds, mutual fund and life insurance companies and include institutional investors such as Employee provident fund (EPF), Lembaga Tabung Haji and Permodalan Nasional Berhad (Saleh, Zulkifli and Muhamad, 2010). These institutional shareholders significantly influence corporate governance in firms listed in Bursa Malaysia due to the competition to attract investment by these institutional investors.

Institutional investors participate actively in governance of companies in different countries of the world such as CALPERS in US, in Malaysia, local institutional investors such as 'Permodalan Nasional Berhad' (PNB) and Armed forces fund board (LTAT) participate actively in the governance and monitoring of performance of companies through research and client visit (Thillainathan, 1999).

THEORETICAL BACKGROUND AND HYPOTHESES DEVELOPMENT

Agency theory

Agency theory suggests that the agent will act in a way that will promote his interest instead of the interest of the principal unless proper corporate governance mechanisms are put in place to prevent that (Jensen and Meckling, 1976). The agency problem is expected to be minimal when the interest of the agent and the principal is aligned through ownership of stake in a company by the management and directors. Ownership structure in most developing countries is highly concentrated in the hands of small group of shareholders this creates an agency problem between the majority and minority shareholders (Carcello, Hermanson and Ye, 2011). Thus, majority shareholders may transfer economic resources to themselves and try to promote their interest over the interest of the minority shareholders.

In order to protect the minority shareholders, independent directors are appointed to the board to serve as check on the management and executive directors (Brown et al., 2011). The extent of agency problem resulting from the ownership structure of a firm may affect the performance of a company and the performance of a

firm may also affect its ownership structure when shareholders of a poorly performing firm decide to dispose their shareholdings thereby altering the ownership structure (Brown et al., 2011).

Stewardship theory

The theory focuses on how facilitative and empowering the structure in an organization are and suggests that having more executives on the board will increase effectiveness and produce superior results than having only independent directors (Donaldson and Davis, 1991). The theory is based on the assumption that the managers want to do good work by safeguarding the assets of the business and that there is no problem of motivation of managers. Therefore difference in performance arises from whether the structural situation in which the executive is situated enables effective action by the executive (Donaldson, 1990). The structures according to them will facilitate this goal if the role expectations are clear and consistent and if the senior management is empowered and authorized.

Stewardship theory assumes that when the interest of the steward conflict with the interest of the owner the interest of the owner will prevail because the steward gives higher value to the company and works hard to achieve greater returns for the company and owners (Al Mamun, Yasser and Rahman, 2013). In addition, the theory assumes that the actions of the steward are aligned to the interest of the principal and that motivation of the steward will be in the form of intrinsic reward which is difficult to measure and different from the agency theory where the focus of the reward to managers is extrinsic in nature. Stewardship theory contradicts agency theory which believes that people are self-centered and individualistic (Al Mamun et al., 2013). Stewardship theory suggest that due to the information and knowledge advantage of the management, better performance is likely to be associated with greater managerial trust and powers (Donaldson and Davis, 1991). Stewardship theory suggests that the presence of executive directors on the board and board subcommittees will enhance performance of companies as a result of the technical knowledge and information advantage of the inside directors (Ntim, 2009). Therefore, based on stewardship theory, where directors have majority shareholding, independent directors may not positively influence firm performance. In other words, where shareholders save as directors on companies, having independent directors on the board may not be a good monitoring mechanism.

Moderating role of independent directors

Board of directors by definition refers to the internal

governing mechanism that shapes the firm's governance (Brown, et al., 2011). The Cadbury report requires all public companies to be headed by an effective board appointed by the shareholders which will lead and control the company (Cadbury Report, 1992). The board monitors and advises the management (Aguilera et al., 2011), makes strategic decisions for the business, provides leadership to the company and performs supervisory roles with respect to the activities of the management (Zahra and Pearce, 1989).

The revised Malaysian Code on Corporate Governance (MCCG, 2007) also provided that all listed companies should have a board of directors and that the board should have a balance between executive and non-executive directors so that the decisions of the board are not dominated by a certain group or individuals. Independent directors are directors who have no affiliation with the company except in their capacity as directors (Brown, et al., 2011).

The independent directors are non-executive directors with integrity, expertise and independence to balance the interest of various stakeholders (Ponnu, 2008). Their presence is to bring objectivity to the board decisions and ensure the interest of the company and minority shareholders are protected. Although most codes on corporate governance (such as MCCG, King's report) place emphasis on having boards with a majority of outside directors, evidence from prior studies indicate that having more outside directors on the board may reduce the level of board's involvement in strategic decision making.

This could be attributed to independence problem resulting from the role that CEO plays in selecting the directors and also due to inadequacy of time devoted to the work by outside directors (Zahra and Pearce, 1990). From agency theory perspective, the presence of outside or independent directors will help to reduce the agency problem in a company by monitoring the management and ensuring that the interest of the shareholders is protected and also helps reduce the opportunistic behaviour of the management thereby enhancing firm performance (Jensen and Meckling, 1976). Prior studies on the governance practices of Malaysian companies have shown that independent directors are ineffective in monitoring the management which accounts for poor governance practices leading to poor performance of such companies (Abdul Kadir, 1999; Ghazali, 2010).

Evidence from prior studies has shown that the impact of independent directors on performance of companies is mixed or inconclusive. While theoretically independent directors are supposed to reduce agency problem and enhance performance, some empirical findings have reported contrary results on the influence of independent directors on performance of companies.

While studies such as Pfeffer and Salancik (1978), Pearce and Zahra (1991), Bozec and Dia (2005), Rebeiz and Salameh (2006) found positive relationship between

independent directors and firm performance, Zulkafli and Abdul Samad (2007), Ponnu, (2008) and Adnan et al. (2011) found the opposite. Shan and McIver (2011) also found positive relationship but only in larger companies. Furthermore, several studies have examined the impact of board composition on the performance of companies (e.g. Pfeffer and Salancik, 1978; Pearce and Zahra, 1990; Abdul Kadir, 1999; Ghazali, 2010; Adnan et al., 2011; Shan and McIver, 2011) however, the specific role of independent directors in moderating the relationship between ownership structure and firm performance has not been tested (Hsu, Wang and Hsu, 2012).

In addition, the result of prior studies discussed above have also reported mixed results indicating that more research is needed to test the indirect impact of independent directors on the relationship between ownership structure and firm performance. Therefore, this study examines the moderating role of independent directors on the relationship between ownership structure and firm performance. Therefore, based on the above discussion, the following hypotheses were examined:

- H1 Independent directors positively moderate the relationship between direct director ownership and firm performance.
- H2 Independent directors positively moderate the relationship between indirect director ownership and firm performance.
- H3 Independent directors positively moderate the relationship between institutional ownership and firm performance.
- H4 Independent directors positively moderate the relationship between state ownership and firm performance.

METHODOLOGY

Sample, source and description of data

The study used secondary data extracted from the annual reports of companies listed on the main market of Bursa Malaysia. The annual reports were downloaded from the website of Bursa Malaysia or company websites. The data comprised corporate governance and finance data. The corporate government data was manually extracted from the annual reports of the companies while the financial information was obtained from Bloomberg data base. The unit of observation involves 37 finance companies and the observation period covered year end 2007 to 2011.

Measure of firm performance

Prior studies on performance used different measures of performance such as ROE, ROA, efficiency

(Kim and Rasiah, 2010), EPS, stock price and dividend payable to measure performance of companies (Ponnu, 2008). This indicates that there is no consensus on the best method of measuring performance. This study will use both accounting (ROA) and market measures of performance (Tobin's Q) similar to prior studies such as Abdullah, (2004), Mokhtar et al., (2009), Zulkafli and Abdul Samad (2007).

Although 'Market measures of performance are more objective than accounting based measure' (Gani and Jermias, 2006; p.303), they are also considered inappropriate because they are extracted from annual reports which are historical and subject to manipulation by management (Ntim, 2009). Accounting based measures are preferable in the context of corporate governance study because they reflect the ability of the management in adding value to the firm (Hutchinson and Gul, 2004). According to Westman (2009), the starting point for evaluating the performance of banks is the efficiency of their operations.

Market based measure of performance

Market measures of performance may reflect more than the financial operating performance of organizations such as investors' sentiments and perception on future cash flow (Shane and Spice, 1983). Tobin's Q indicates the financial strength of a firm and serves as a market measure of performance. The use of the market measure of performance (Q-ratio) could enhance the reliability of the result since Tobin's Q ratio is forward looking in nature. It represents perception and the value investors attach to a company. The use of original Tobin's Q ratio is difficult due to the difficulty of obtaining data for the computation such as the replacement cost of assets; therefore a close approximation of the ratio was used (Ntim, 2009).

Although Tobin's Q has been used widely in both corporate governance and finance studies, it has been criticized due to the way it is measured, its data requirements and computational efforts required for its computation which make studies use approximation instead of the original Tobin's Q (Chung and Pruitt, 1994). In addition, it is also considered similar to the accounting based measures which are calculated using historical data due to the inclusion of figures which are from the balance sheet and based on historical cost in its calculation (Ntim, 2009). Furthermore, the use of financial data could also subject the Tobin's Q ratio to manipulation by the management.

High Tobin's Q ratio may not reflect the actual performance of a company since the market valuation of a firm could be influenced by other factors such as speculation (Henwood, 1998). Since both measures of performance have shortcomings, combining the two in a study will ensure that one will address the weakness of the other. Following prior studies (Davies, Hillier and McColgan, 2005; Kashif, 2008; Goetz, Laeven and

Table 1: Summary of result of descriptive statistics

0.024	0.007	0.030	0.100	0.503	0.117	0.043	0.064	0.481
0.015	0.010	0.001	0.019	0.520	0.004	0.038	0.040	0.500
0.079	0.013	0.240	0.540	0.900	0.845	0.088	0.310	0.777
0.002	0.009	0.000	0.000	0.000	0.000	0.025	0.025	0.000
0.019	0.004	0.059	0.149	0.276	0.197	0.012	0.056	0.111
1.253	-1.134	2.106	1.553	-0.209	1.924	0.737	1.183	-0.458
3.265	2.362	6.144	4.427	1.675	5.916	2.675	4.725	4.451
142	142	142	142	142	142	142	142	142

Note: ROA= return on assets, DV=Tobin's Q, DDO=direct director ownership, IDDO=indirect director ownership, IO=institutional ownership, GO=government ownership, FS=firm size, LEV=leverage, ID=independent directors.

Levine, 2011; Al-Saidi and Al-Shammari (2013), Tobin's Q is defined as follows:

$$\text{Tobin's Q} = \frac{\text{MVE} + \text{total debt} + \text{preference shares} + \text{minority interest}}{\text{Book value of total assets}}$$

(Note: MVE= Market value of equity)

Control variables

In order to reduce the possibility of wrong conclusion that could result from omitting variables that can predict performance and also to reduce omitted variable bias and endogeneity problem, two control variables (firm size and leverage) were added to the regression model (e.g. Pathan, 2009; Praptiningsih, 2009; Tao and Hutchinson, 2013). Size of a company could influence its performance through availability of more resources at its disposal and through enhanced monitoring due to the high agency problem in such type of organizations (Haniffa and Hudaib, 2006). Multiple regression analysis was used to test the relationship. The hypotheses developed above were examined using the following model:

$$\text{FP}_{it} = a_0 + \beta_1 \text{DDO}_{it} + \beta_2 \text{IDDO}_{it} + \beta_3 \text{IO}_{it} + \beta_4 \text{GO}_{it} + \beta_5 \text{FSIZE}_{it} + \beta_6 \text{LEV}_{it} + \text{YD}_{it} + \varepsilon_{it}$$

The variables in the research model will be operationalized as follows:

FP= firm performance (ROA and Tobin's Q)
 ID= proportion of independent directors to total number of directors on the board

DDO= percentage of direct ownership by directors
 IDDO= percentage of indirect ownership by directors
 IO= percentage of ownership by institutional shareholders
 GO= percentage of ownership by government
 FSIZE= log of total assets
 LEV= total debt over equity

RESULT AND ANALYSIS

Descriptive statistics

The descriptive statistics presented in Table 1 indicates that the data is normally distributed since the skewness and kurtosis values are less than ± 3.00 and ± 10.00 (Kline, 1998). In addition to the test of normality based on skewness and kurtosis for individual variables, group normality test was performed for the model and the result indicates no normality problem. Furthermore, heteroskedasticity test was performed and the heteroskedasticity and autocorrelation problem were addressed using the heteroskedasticity-consistent standard errors and white diagonal method for heteroskedasticity and autocorrelation respectively.

The linearity assumption of the OLS regression is also fulfilled since the values based on the Q-Q plot are within ± 3.00 range (See Table 2). The model does not have any indication of multicollinearity problem since none of the bivariate correlation is greater than 0.7 (Pallant, 2005).

Multivariate regression analysis

The result of regression analysis presented below (See Table 3) indicates that there is a significant positive relationship between the variables examined and firm performance based on both measures of performance (ROA and Tobin's Q). The adjusted R² 0.180 (ROA) and 0.123 (Tobin's Q) indicates that the variables collectively explain approximately 18% and 12% of the variation in

firm performance. The f-statistics are large 5.037 and 3.572 and the corresponding p-value is significant (p<0.01) or lower than the alpha value of 0.05 in both cases.

The second hypothesis predicted that independent directors moderate the relationship between indirect ownership by directors and ROA. The result indicates that independent board significantly (p<0.01) moderates the relationship between indirect ownership by directors

Basiru.

025

Table 2: Result of correlation analysis

1.000	-0.048	-0.024	0.284	-0.138	-0.182	-0.003	-0.468	-0.007
-0.048	1.000	0.167	-0.228	0.164	-0.142	0.064	-0.356	-0.167
-0.0240	0.167	1.000	0.070	0.042	-0.195	-0.099	-0.162	0.047
0.284	-0.228	0.070	1.000	-0.367	-0.298	-0.208	-0.078	0.204
-0.138	0.164	0.042	-0.367	1.000	-0.332	0.208	-0.138	-0.066
-0.182	-0.142	-0.195	-0.298	-0.332	1.000	0.062	0.445	0.114
-0.003	0.064	-0.099	-0.208	0.208	0.062	1.000	0.082	-0.148
-0.468	-0.356	-0.162	-0.078	-0.138	0.445	0.082	1.000	0.207
-0.007	-0.167	0.047	0.204	-0.066	0.114	-0.148	0.207	1.000

Note: ROA= return on assets, DV=Tobin's Q, DDO=direct director ownership, IDDO=indirect director ownership, IO=institutional ownership, GO=government ownership, FS=firm size, LEV=leverage, ID=independent directors.

Table 3: Summary of multivariate regression based on ROA

	0.025536(4.365862)***	0.025492(4.333344)***	0.017246(1.655484)
	0.002482(0.062870)	0.000248(0.006115)	-0.141452(-1.317899)
	0.066492(3.700802)***	0.066375(3.648191)***	0.064869(1.634374)
	-0.010788(-1.073911)	-0.010565(-1.037961)	0.000759(0.035417)
	0.013249(0.877184)	0.012785(0.838729)	0.028644(0.918534)
	0.190473(1.878758)*	0.187289(1.833081)*	0.203764(1.232163)
	-0.138982(-6.041342)***	-0.136992(-5.855997)***	-0.046547(-0.882595)
2008	-0.004137(-1.071570)	-0.004063(-1.087105)	-0.003480(-0.923745)

-0.004595(-1.184393)	-0.004529(-1.205398)	-0.003659(-0.946111)
-0.004572(-1.182225)	-0.004492(-1.199176)	-0.003155(-0.819976)
0.001190(0.303759)	0.001348(0.355399)	0.002546(0.666578)
0.241912	0.225523	0.437712
0.198091	0.180756	0.248915
5.520555***	5.037659***	2.318422***
1.597205	1.643900	2.081159
NA	14.100688(0.1684)	NA

NOTE:*, **, *** Significant at 10%, 5% and 1% level. Coefficient presented first and t-statistics in parenthesis. ROA=return on asset, REM=random effect method, fixed effect method. DDO=direct director ownership, IDDO=indirect director ownership, IO=institutional ownership, GO=government ownership, ID=independent directors.

and firm performance (ROA and Tobin's Q) meaning that the hypothesis is supported. The relationship is positive in case of ROA but negative in case of Tobin's Q. The positive sign is empirically in line with agency theory which suggests that independent directors on the board will help to ensure that the agent acts in the interest of all principals thereby protecting the other shareholders from expropriation of the company's assets by the directors for their own benefit (Al Mamun, 2013; Jesnse and Meckling, 1976).

In addition, where directors have majority shareholdings, presence of independent directors will

ensure that directors do not engage in non-value adding activities such as unrelated diversification that will not benefit the firm (Ntim, 2009; Vishny and Shleifer, 1987). The negative direction in case of Tobin's Q is theoretically inconsistent with agency theory and in line with stewardship theory which suggests that due to the information and knowledge of the business possessed by executive directors, better performance will be achieved if management are given more power and allowed to independently take decisions (Donaldson and Davis, 1991). The independent directors moderate the relationship between director ownership and firm

026 E3 J. Bus. Manage. Econ.

Table 4: Summary of multivariate regression based on Tobin's Q

	0.009112(6.780494)***	0.008504(5.797919)***	0.017246(1.655484)
	0.017494(1.929062)*	0.004787(0.408170)	-0.141452(-1.317899)
	-0.016092(-3.898037)***	-0.010102(-2.135193)**	0.064869(1.634374)
	-0.001714(-0.742622)	0.001823(0.689703)	0.000759(0.035417)
	-0.002711(-0.781306)	-0.002092(-0.544813)	0.028644(0.918534)
	0.025129(1.078786)	0.025827(1.042406)	0.203764(1.232163)
	-0.022445(-4.246433)***	-0.027298(-4.367513)***	-0.046547(-0.882595)
2008	0.000270(0.304764)	0.000193(0.273261)	-0.003480(-0.923745)
	0.001194(1.339065)	0.001042(1.456390)	-0.003659(-0.946111)

-0.000133(-0.149845)	-0.000188(-0.263827)	-0.003155(-0.819976)
-0.000579(-0.643389)	-0.000676(-0.939030)	0.002546(0.666578)
0.254984	0.171148	0.437712
0.211919	0.123237	0.248915
5.920977***	3.572241***	2.318422***
0.909785	1.274569	2.081159
NA	14.100688(0.1684)	NA

NOTE:*, **, *** Significant at 10%, 5% and 1% level. Coefficient presented first and t-statistics in parenthesis. REM=random effect method, fixed effect method. DDO=direct director ownership, IDDO=indirect director ownership, IO=institutional ownership, GO=government ownership, ID=independent directors.

performance by influencing the actions of directors who have majority shareholding. They do this by ensuring that directors who are also owners of the company take decisions that are in the best interest of the company and not just in the interest of the directors.

The result based on Tobin's Q (See Table 4) implies that the independent directors will not ensure the interest of other shareholders is protected in the presence of high ownership by directors. In addition, the result implies that from market perspective, independent directors may not be a good monitoring mechanism in companies with high ownership by directors (Ntim, 2009) since owners usually participate actively in running the companies thereby reducing agency problem. Lastly, the result indicates that hypothesis number two based on ROA as a measure of performance is supported since the result is in line with our prediction while hypothesis one, three and four are not supported based on both measures of performance.

ADDITIONAL ANALYSIS

Evidence from prior studies indicated that there is time difference between the time a corporate governance mechanism is instituted and the time it will have impact on the performance of a company (Haniffa and Hudaib, 2006; Ntim, 2009). Therefore, following prior studies (Arellano and Bond, 1991) and in order to control for the potential problem of endogeneity, additional analysis was performed using generalized methods of moment to determine the extent to which the result presented is robust to any endogeneity problem. Estimating a model based on GMM is one of the ways in which endogeneity

problem might be addressed. The result of the estimation based on GMM model is presented side by side with the result based on least squares model in order to enable comparison. The result of the estimation based on least squares for ROA and Tobin's Q is presented in column 2 and 3 while the result based on GMM model is presented in column 4 and 5 respectively.

The result obtained from the base model is similar to the result presented in Table 5 based on GMM except for small cases of sensitivities. Firstly, the coefficient of interaction between independent directors and direct director ownership has changed from positive to negative under both measures and has become significant under Tobin's Q. Secondly; coefficient of interaction between indirect director ownership and independent directors has become statistically insignificant under both measures and has changed to positive under Tobin's Q. In addition, firm size has become negative and insignificant under ROA while leverage become insignificant under Tobin's Q but remained in the same direction.

Finally, although some variables were sensitive to estimation of GMM model, overall the result has shown that majority of the variables in the model are robust to estimation based on GMM model and robust to potential endogeneity problem. The sensitivity could be explained by the time lag between the time the mechanism was instituted and the time it will have impact on relationship between board composition and firm performance. It could also be explained by the reduction in the number of period of observation and lastly, problem in the model such as omitted variable bias could account for the sensitivities.

Table 5: Summary of estimation based on generalized method of moments

ROA(FEM)	Tobin's Q (FEM)	ROA	TOBIN'S Q
0.025492(4.333344)***	0.0143(1.659)*	-	-
0.000248(0.006115)	0.0047(0.4081)	-0.0447(-0.2825)	-0.0266(-1.881)*
0.066375(3.648191)***	-0.0102(-2.1351)**	0.0651(1.097)	0.0052(0.7353)
-0.010565(-1.037961)	0.0018(0.6897)	-0.0008(-0.0178)	0.0034(0.5233)
0.012785(0.838729)	-0.0020(-0.5448)	0.0049(0.1745)	-0.0096(-1.421)
0.187289(1.833081)*	0.0258(1.0424)	-0.0118(-0.0759)	0.0237(1.051)
-0.1369(-5.8559)***	-0.0272(-4.3675)***	-0.0387(-1.720)*	-0.01285(-1.580)
-0.004063(-1.087105)	0.0001(0.2732)	-	-
-0.004529(-1.205398)	0.0010(1.4563)	-0.0025(-0.6953)	0.000528(0.8146)
-0.004492(-1.199176)	-0.0001(-0.2638)	-0.0018(-0.5266)	-0.0003(-0.4198)
0.001348(0.355399)	-0.0006(-0.9390)	0.00531(1.235)	-0.0007(-1.632)
0.225523	0.171148		
0.180756	0.123237		
5.037659***	3.572241***		
1.643900	1.274569		
14.100688(0.1684)	14.100688(0.1684)		
		2.2792(0.1311)	0.073599(0.7861)
		87.57411***	51.29472***

NOTE:*, **, *** Significant at 10%, 5% and 1% level. Coefficient presented first and t-statistics in parenthesis. ROA=return on asset, REM=random effect method, fixed effect method. DDO=direct director ownership, IDDO=indirect director ownership, IO=institutional ownership, GO=government ownership, ID=independent directors.

Conclusion

The paper examined the moderating role of independent directors in the relationship between ownership structure and firm performance. Using a sample of 37 finance companies listed on the main market of Bursa Malaysia from 2007 to 2011, we find that independent directors positively moderates the relationship between indirect ownership by directors and ROA while it negatively moderates the relations between indirect director ownership and Tobin's Q. The study has provided evidence on the interacting role of independent directors in the relationship between ownership structure and firm performance.

The finding suggests that independent directors influence the strength and direction of the relationship between ownership structure and firm performance. The findings

imply that the policy of the Central Bank for companies to have a board composed of majority independent directors is appropriate for finance companies since it helps to reduce agency problem. Conversely, the presence of independent directors may not be appropriate for companies with high director ownership if the companies want to get high market valuation.

The study has highlighted the fact that although corporate governance mechanisms may enhance performance, their impact on performance depends on the context in which the mechanisms are applied. The study is robust to potential problem of endogeneity since the result obtained based on GMM estimation is similar to the estimation based on least squares model. The study is limited to only finance companies and based on data for five year period from 2007 to 2011. Future studies could increase the sample and observation period.

Inclusion of unlisted companies and taking a sample from other sectors and economies could provide more evidence and enhance generalizability of these findings. Lastly, future studies could examine the mediating role of independent directors in the relationship between ownership structure and firm performance.

REFERENCES

Abdul-Kadir A (1999). The corporate governance trends in Malaysia: February 1999 Finance committee report on corporate governance. Available at: http://www.sc.com.my/eng/html/resources/speech/1999/sp_990820.pdf Accessed 21/12/2011

Adnan MA, Htay SN, Ab Rashid HM, Meera AKM (2011). A panel Data analysis on the relationship between corporate governance and bank efficiency. *J. Account, Financ. Econ.* 1(1): 1-15.

Aguilera RV, Desender KA, De Castro LRK (2011). A configurational approach to comparative corporate governance. Available at SSRN: <http://ssrn.com/abstract=1797142>. Accessed on 23/03/2012.

Al Mamun A, Yasser QR, Rahman MA (2013). A discussion of the suitability of only one vs more than one theory for depicting corporate governance. *Modern Econ.* 4: 37-48.

Al-Saidi M, Al-Shammari B (2013). Board composition and bank performance in Kuwait: an empirical study. *Managerial Auditing J.* 28(6): 472-494.

Ghazali NAM (2010). Ownership structure, corporate governance and corporate performance in Malaysia. *Intl. J. Commerce. Manage.* 20(2): 109-119.

Haat MHC, Abdul-Rahman R, Mahenthiran S (2008). Corporate governance, transparency and performance of Malaysian companies. *Managerial Auditing J.* 23(8): 744-778.

Haniiffa R, Hudaib M (2006). Corporate governance structure and performance of Malaysian Listed companies. *J. Bus. Financ. Accounting.* 33(7-8): 1034-1062.

Hsu W-HL, Wang GY, Hsu Y-P (2012). Testing mediator and moderator effects of Independent director on firm performance. *Intl. J. Mathematical. Models. Methods. Appl. Sci.* 5(5): 698-705.

Htay SNN, Ab-Rashid HM, Adnan MA, Meera AKM (2011). Corporate governance and risk management information disclosure in Malaysian listed banks: panel data analysis. *Intl. Rev. Bus. Res. Papers.* 7(4): 159-176.

Hutchinson M, Gul FA (2004). Investment opportunity set, corporate governance practices and firm performance. *J. Corporate. Finance.* 10: 595-614.

Jensen MC, Meckling WH (1976). Theory of firm: managerial behavior, agency costs and ownership structure. *J. Financial. Econ.* 3(4): 305-360.

Kim PK, Rasiah D (2010). Relationship between corporate governance and bank performance in Malaysia during the pre and post Asian financial crisis. *Eur. J. Econ. Financ. Admin. Sci.* 21: 39-63.

Kings report (2002). Report of King committee on corporate governance. Available at: http://www.ecgi.org/codes/documents/u_executive_summary.pdf Accessed 08/09/2011.

Kline RB (1998). Principles and practice of structural equation modeling. New York, Guilford Press.

028 E3 J. Bus. Manage. Econ.

Arellano M, Bond R (1991). Some test of specification for panel data: Monte Carlo Evidence and an application to employment equations. *Rev. Econ. Studies.* 58: 277-297. <http://dx.doi.org/10.2307/2297968>.

Arun TG, Turner JD (2004). Corporate governance of banks in developing economies: Concepts and Issues. *Corporate Governance.* 12(3): 371-377.

Atik J (2009). Basel II and extreme risk analysis. Available at <http://www.asil.org/files/atik.pdf> accessed on 13/03/2012.

Bazdresch S, Werner AM (2000). Contagion of international financial crisis: the case of Mexico. Available at http://siteresources.worldbank.org/INTMACRO/Resources/Bazdresch_Werner.pdf accessed on 23/04/2012.

Bozec R, Dia M (2005). Board structure and firm technical efficiency: Evidence from Canadian state-owned enterprises. *Eur. J. Oper. Res.* 177(3): 1734-1750.

Brennan NM, Solomon J (2008). Corporate governance, accountability and mechanisms of accountability: an overview. *Accounting, Auditing, Accountability J.* 21(21): 885-906.

Brown P, Beekes W, Verhoeven P (2011). Corporate governance, accounting and finance: A review. *J. Account. Financ.* 5(1): 96-172.

Cadbury report (1992). Report of the committee on the financial aspects of corporate governance, London.

Carcello JV, Hermanson D R, Ye ZS (2011). Corporate governance research in accounting and auditing: insights, practice implications, and future research directions. *Auditing: A Journal. Practice. Theory.* 30(3): 1-31.

Das A, Ghosh S (2006). Financial deregulation and efficiency: An empirical analysis of Indian banks during the post reform period. *Rev. Financ. Econ.* 15(3): 193-221.

Dermine J (2011). Bank Corporate governance, beyond the global banking crisis. Available at: http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1781976 Accessed on 23/01/2012.

Donaldson L, Davis JH (1991). Stewardship theory or Agency theory: CEO Governance Shareholder Returns. *Australian J. Manage.* 16(1): 49-65.

Donaldson L (1990). The ethereal hand: organizational economics and management theory. *Acad. Manage. Rev.* (15): 369-381.

Gani L, Jermias J (2006). Investigating the effect of board independence on performance across different strategies. *The Intl. J. Accounting.* 41: 295-314.

Leuz C, Wysocki P (2008). Economic consequences of financial reporting and disclosure regulation: A review and suggestions for future research. <http://ssrn.com/abstract=1105398>. Accessed on 10/10/2011.

Malaysian code on corporate governance (2007). Available at: <http://www.sc.com.my/eng/html/cg/cg2007.pdf> accessed 23/07/2011.

Mokhtar SM, Sori ZM, Abdul-Hamid MA, Zainal AZ, Nasir AM, Yaacob AS, Mustafa H, Daud ZM, Muhamad S (2009). Corporate governance practices and firms performance: The Malaysian case. *J. Money. Invest. Banking.* 11: 45-59.

Ntim CG (2009). Internal corporate governance structures and firm financial performance: evidence from South African listed companies. Unpublished PhD Thesis, University of Glasgow.

Pallant J (2005). Spss survival manual: A step by step guide to data analysis using Spss (2nd ed.). Australia: Allen and Unwin.

Pathon S (2009). Strong boards, CEO power and bank risk-taking. *J. Banking. Financ.* 33(7): 1340-1350.

Pearce JA, Zahra SA (1991). The relative power of CEOs and board of directors: association with corporate performance. *Strateg. Manage. J.* 12(2): 135-153.

Pfeffer J, Salancik GR (1978). The external control of organization: A resource dependence perspective. New York: Harper and Row Publishers.

Ponnu CH (2008). Corporate governance structures and performance of Malaysian public listed companies. *Intl. Rev. Bus. Res.* 4(2): 217-230.

Praptiningsih M (2009). Corporate governance and performance of banking firms: evidence from Indonesia, Thailand, Philippines, and Malaysia. *Jurnal Manajemen dan Kewirausahaan,* 11(1): 94-108.

Rebeiz K, Salameh Z (2006). Relationship between governance structure and financial performance in construction. *ASCE J. Manage. Engine.* 22(1): 20-26.

Saleh M, Zulkifli N, Muhamad R (2010). Corporate social responsibility disclosure and its relation on institutional ownership: Evidence from public listed companies in Malaysia. *Managerial Auditing J.* 25(6), 591-613.

Shan YG, McIver RP (2011). Corporate governance mechanisms and financial performance in China: Panel data evidence on listed non-financial companies. *Asia Pacific Bus. Rev.* 17(3): 301-324.

Tao NB, Hutchinson M (2013). Corporate governance and risk management committee: The role of risk management and

- compensation committees. *J. Contemporary. Account. Econ.* 9: 83–99.
- Thillainathan R (1999). Corporate governance and restructuring in Malaysia: A review of markets, agents and legal infrastructure', Joint World bank/OECD Paper Available at <http://www.oecd.org/dataoecd/7/24/1931380.pdf>. Accessed 22/01/2012.
- Turlea E, Mocanu M, Radu C (2010). Corporate governance in the banking industry *Accounting and Manage. Info. Systems.* 9(3): 379-402.
- Vishny A, Shleifer RW (1987). Management buyout as a response to market pressure. In J. Auerbach (Ed), *Mergers and acquisitions*, (pp.) University of Chicago.
- Westman H (2009). Corporate governance in European banks: Essays on bank ownership. (Unpublished PhD Thesis) Hanken School of economics, Helsinki, Finland.
- Zahra SA, Pearce JA (1990). Determinants of board directors' strategic involvement. *Eur. Manage. J.* 8(2): 164-173.
- Zahra SA, Pearce JA (1989). Boards of directors and corporate financial performance: A review and integrative model. *J. Manage.* 15(2): 291-334.
- Zulkafli A, Abdul-Samad F (2007). Corporate governance and performance of banking firms: Evidence from Asian emerging markets. In M. Hirschey, K. John and A. K. Makhija (Eds.), *Issues in Corporate Governance and Finance, Advances in Financial Economics*, Vol. 12, (pp. 49-74) Emerald Group Publishing Limited.