

## The role of nominating committees and director reputation in shaping the labor market for directors: an empirical assessment

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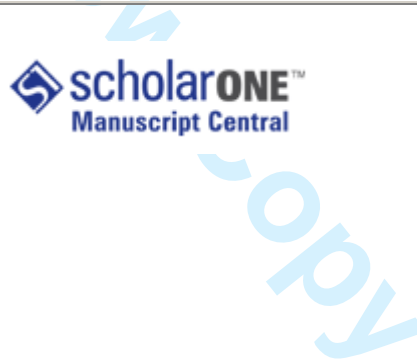
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**THE ROLE OF NOMINATING COMMITTEES AND DIRECTOR  
REPUTATION IN SHAPING THE LABOR MARKET FOR  
DIRECTORS: AN EMPIRICAL ASSESSMENT**

Journal:	<i>Corporate Governance: An International Review</i>
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Manuscript Type:	Original Manuscript
Keywords:	Nominating committee < Board Committees, Corporate Governance Codes < Board Policy issues, France < Governance Environments



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3 **THE ROLE OF NOMINATING COMMITTEES AND DIRECTOR REPUTATION IN**  
4 **SHAPING THE LABOR MARKET FOR DIRECTORS:**  
5 **AN EMPIRICAL ASSESSMENT.**  
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11 **ABSTRACT**  
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13 **Manuscript type:** Empirical

14 **Research Question/Issue:** Do the presence and independence of nominating committees  
15 within boards of directors affect the extent of rewards and sanctions provided by the labor  
16 market to directors with a reputation for being active in monitoring management?  
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18 **Research Findings/Insights:** Results drawn from a longitudinal sample of directors sitting on  
19 the board of 200 public French firms suggest that the stronger a director's reputation for being  
20 active in increasing control over management, the larger the number of his/her subsequent  
21 appointments to (1) boards with a nominating committee, (2) to boards with a nominating  
22 committee which excludes the CEO and (3) to boards with a nominating committee  
23 dominated by non-executive directors. In contrast, we found that a director's reputation of  
24 being active in increasing control over management does not impact the number of his/her  
25 subsequent appointments (1) to boards without a nominating committee, (2) to boards with a  
26 nominating committee which includes the CEO and (3) to boards with a nominating  
27 committee dominated by executive directors.  
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29 **Theoretical/Academic Implications:** This study shows that the outcome of the power  
30 struggle between the CEO and incumbent directors during the candidate selection process  
31 determines the profile of directors who will ultimately obtain the board appointment. On the  
32 one hand, independent nominating committees are likely to reduce the influence of CEOs  
33 over the process of a director's appointment, and therefore are likely to increase the  
34 recruitment of directors with reputations for being active in exercising control over managers.  
35 On the other hand, nonexistence of nominating committees or presence of weak nominating  
36 committees under the influence of the CEO decouple directors' reputations for being active in  
37 controlling management from the likelihood of obtaining new appointments.  
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39 **Practitioner/Policy Implications:** This study offers insights to policy makers interested in  
40 increasing the efficiency of the labor market for directors. More specifically, it highlights the  
41 conditions under which directors with a reputation of being active in increasing control over  
42 management are likely to be rewarded by the labor market for directors. These conditions  
43 include (1) the creation of a nominating committee; (2) exclusion of the CEO from this  
44 committee and (3) domination of this committee by outside directors.  
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46 **Keywords:** Corporate governance, nominating committee, director reputation, France, labor  
47 market for directors.  
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## INTRODUCTION

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A rich stream of research in organization theory and the sociology of corporate elites has challenged the perspective suggesting that directors who exercise their monitoring duty with due diligence are rewarded by the market for directors while those who do not accomplish this duty appropriately are sanctioned by the market. Indeed, several empirical studies have shown that powerful individual CEOs influence the director selection process by pushing for the appointment of directors who are less likely to challenge their decisions and by denying nomination or reelection of directors who are likely to do so (Lorsch & MacIver, 1989; Shivdasani & Yermack, 1999; Zajac & Westphal, 1996). Such CEOs also facilitate the appointment of directors having similar sociological and demographic characteristics as themselves; since these directors are likely to exercise less stringent control (Westphal & Zajac, 1995). Moreover, several empirical studies have indicated that social ties among members of the elite class have a higher predictive power on director appointment than director inclination to increase monitoring and control over management (Davis & Greve, 1997; Hermalin & Weisbach 1998; Mizruchi, 1996; Palmer, 1983; Pettigrew, 1992).

Faced with evidence indicating the inefficiency of the labor market for directors and in the context of shareholder capitalism in which shareholders' demands for greater power are increasing (Davis & Thompson, 1994; Monks & Minow, 2004), it has been necessary to reform the way in which directors are appointed. In particular, various reports on corporate governance stressed the need to modify the process of director appointment through the creation of nominating committees within boards of directors (AMF, 2004; Bouton, 2002; Cadbury, 1992; Cuervo-Cazurra & Aguilera, 2004; The Combined Code, 2000; Vienot, 1995, 1999). The mission of these specialized committees is to define the profiles of directors needed on the board and to suggest future director candidates. The need to create nominating committees is in line with the logic established by agency theory (Fama, 1980; Jensen &

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3 Meckling, 1976) which underlines the need to separate the firm's control and management  
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5 functions. From this perspective, nominating committees should be able to reduce the  
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7 influence of firm CEOs on the process of director selection.  
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11 Despite the widespread presence of nominating committees on corporate boards, only a  
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13 few studies have examined the impact of these committees on the functioning of the labor  
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15 market for directors. This paper attempts to fill this gap by examining whether the presence  
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17 and the independence of nominating committees moderate the relationship between a  
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19 candidate director's reputation for increasing control over management and the number of  
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21 his/her subsequent appointments. More specifically, we suggest that if nominating committees  
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23 reduce the influence of the CEO on the process of director selection, then it is expected that  
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25 director reputation for exercising monitoring duty with due diligence will be positively linked  
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27 to director's number of subsequent appointments to boards having a nominating committee.  
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29 On the other hand, such reputation is expected to be negatively linked to or disconnected from  
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31 director's number of subsequent appointments to boards without a nominating committee; as  
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33 the CEO's influence on the selection process will hinder such appointments. However, the  
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35 CEO may interfere in the designation of new directors if the nominating committee is not  
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37 independent, for instance, if the CEO is a member of the nominating committee or if this  
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39 committee is dominated by executive directors. Therefore, it is likely that the stronger a  
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41 director's reputation for actively fulfilling the monitoring mission the larger the number of  
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43 his/her subsequent appointments to boards in which the CEO is not a member of the  
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45 nominating committee and to boards in which the nominating committee is dominated by  
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47 non-executive directors. Conversely, such director's reputation will be negatively linked to or  
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49 decoupled from his/her number of subsequent appointments to boards in which the CEO is a  
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51 member of the nominating committee and to boards in which the nominating committee is  
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53 dominated by executive directors.  
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3 We examined the moderating impact of the presence and independence of nominating  
4 committees on the relationship between a director's reputation and his/her number of  
5 subsequent appointments using a sample of 7135 director-year observations related to board  
6 members of 200 public French firms over the 2001-2004 period. Our results indicate that the  
7 presence and the independence of nominating committees reinforce the link between director  
8 reputation for being active in monitoring the CEO and the number of subsequent  
9 appointments. These results highlight the conditions under which the labor market rewards  
10 directors fulfilling their monitoring duty with due diligence, and hence, provides incentives  
11 for directors to adopt valued behaviors and control practices.  
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25 This paper contributes to the literature in several ways. First, this study extends previous  
26 research by highlighting the need to take into consideration the conditions under which  
27 directors nominating process occurs in order to fully understand the effect of reputation on the  
28 operation of the labor market for directors. Indeed, our results indicate that the outcome of the  
29 CEO-directors power struggle during candidate selection process, captured by the presence  
30 and independence of nominating committees, determines the extent of association between a  
31 director's reputation and his/her future appointments. Therefore, our paper provides a possible  
32 explanation for the mixed results shown in previous studies which examined gain of  
33 appointments to boards without considering the selection context within boards. Indeed, a  
34 number of those studies have shown that external labor market rewards directors who exercise  
35 their monitoring duty with due diligence and sanctions directors who do not accomplish this  
36 duty appropriately. For instance, Coles and Hoi (2003) found that non-executive directors that  
37 rejected Pennsylvania Senate Bill 1310 antitakeover provisions are nearly three times more  
38 likely to gain new board seats than non-executive directors that retained all antitakeover  
39 provisions. Similarly, Fich and Shivdasani (2007) found that outside directors of firms  
40 accused of fraud bear a large decline in the number of their subsequent appointments.  
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3 However, other studies have indicated that lax directors are not sanctioned by external labor  
4 market and that, in some cases, they are actually rewarded with additional board seats. For  
5 example, Agrawal, Jaffe and Karpoff (1999) found little evidence suggesting that directors of  
6 firms suspected or charged with fraud suffer a reputational impact reducing the number of  
7 their subsequent appointments, while Helland (2006) found that outside directors of firms  
8 facing class action lawsuits actually increase their net number of new board positions. Such  
9 mixed results may be attributed to methodological considerations such as differences in the  
10 way reputation was measured or in sample characteristics. They may, however, be also  
11 attributed to the failure to capture the impact of the power struggle between CEOs and  
12 directors occurring during the nomination process. Hence, the first contribution of this study  
13 is to take into account the balance of power between the CEO and directors, through the  
14 presence and independence of nominating committees, in uncovering the reputation-  
15 subsequent director appointments relationship.  
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34 Second, this study extends previous research which has considered the moderating role  
35 of the context in which director nomination occurs. For example, Zajac and Westphal (1996)  
36 showed that the balance of power between the CEO and directors during the selection process,  
37 reflected by the ratio of outside directors, CEO/board chair separation, firm diversification  
38 and CEO compensation design, moderates the impact of a director's reputation and the  
39 likelihood of subsequent appointments. Our study extends Zajac and Westphal (1996)  
40 research by considering the moderating impact of another important dimension which defines  
41 the balance of power between CEO and directors in the selection process: the nominating  
42 committee. This dimension is particularly important since nominating committees, which are  
43 nowadays highly diffused across firms, lie at the heart of directors' selection process and are  
44 very likely to influence its outcome.  
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3 Finally, this paper complements other studies which have examined the impact of  
4 nominating committees on director selection process and outcome. For example, Shivdasani  
5 and Yermack (1999) showed that when a focal CEO serves on the nominating committee or  
6 no nominating committee exists, firms appoint fewer independent outside directors and more  
7 gray outsiders with conflicts of interest. Our study extends Shivdasani and Yermack, (1999)  
8 research by adopting a different level of analysis as well as an action-oriented  
9 operationalization of director reputation. More specifically, in this study we consider new  
10 board appointment at the individual level of analysis (vs. firm level) and we operationalize  
11 director reputation using the number of actual actions increasing control over management  
12 initiated by the director instead of directors' potential conflict of interests (insider, outsider,  
13 gray).

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This paper is structured as follows. First, we describe the role of director reputation in  
the operation of labor market for directors. Next, we discuss how the introduction of  
nominating committees has brought about changes in the market for directors. Then, we  
present the moderating impact of the composition of nominating committees on the  
relationship between director reputation and the number of subsequent appointments. Next,  
we describe the empirical context and methodology we used to test our hypotheses and  
present the main results of our empirical study. We conclude by a discussion of major  
implications of our findings to agency and institutional theories.

## **THEORY AND HYPOTHESES**

### **The Role of Director Reputation in the Labor Market for Directors**

Agency theory and signaling theory suggest that director's reputation plays a pivotal  
role in the efficient functioning of the labor market for directors, as it may provide a relevant  
signal on which the sanctioning/rewarding system operated by the market can rely (Certo,  
2003; Fama, 1980; Spence, 1974). Indeed, very often there exists information asymmetry



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3 between the board of directors in charge of director selection and the potential director  
4 candidates (Akerlof, 1970). This information asymmetry occurs because the board of directors  
5 is not in possession of all the relevant information concerning the potential director candidates  
6 and because the latter may have an incentive to misrepresent important information. This  
7 information asymmetry can lead to mistaken assumptions about competencies and the future  
8 behavior of the potential director candidates. When market conditions are conducive to such  
9 errors, the board of directors will rely on signals to obtain a more reliable evaluation of  
10 competencies and future conduct of the potential director candidates. To be credible, such  
11 signals must be both observable and costly to imitate (Certo, 2003; Spence, 1974).

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A rich stream of research in corporate governance literature suggests that director candidates' reputation may represent a trustworthy signal on which the board of directors can rely in the selection process (Agrawal et al., 1999; Fama, 1980; Fich & Shivdasani, 2007; Helland, 2006; Coles & Hoi, 2003; Huse, 2007; Kim & Cannella, 2008; Zajac & Westphal, 1996). Most often, director candidates' reputation is built upon their previous experiences and past actions (McGuire, Sundgren & Schneeweis, 1988, Zajac & Westphal, 1996). The main assumption being that such experiences will shape the behavior of the director in the future and that past actions are expected to be reproduced in future appointments.

Directors' reputation, as a signal for their competencies and behavior, has been appraised in several different ways in the literature. For instance, research studies adopting primarily a resource dependence perspective have investigated the role of directors' human capital (Huse, 2007), social capital (Kim & Cannella, 2008), as well as the size and performance of firms in which they holds mandates (Fama, 1980) in determining the number of their subsequent appointments. On the other hand, research studies taking an agency perspective have mainly examined the impact of signals capturing directors' inclination in exercising control and monitoring duties on the likelihood of obtaining future board

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3 appointments (Agrawal et al., 1999; Fich & Shivdasani, 2007; Helland, 2006; Coles & Hoi,  
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5 2003; Zajac & Westphal, 1996). This reputation is established by the director's previous  
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7 experience on a board that effectively exercised the monitoring function. This experience, in  
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9 turn, demonstrates the ability of the director to be active in exercising increased control over  
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11 management. Inversely, if the director participated in boards on which little monitoring was  
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13 undertaken, the reputation for passiveness made that director a preferred candidate on boards  
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15 that had a powerful CEO (Zajac & Westphal, 1996). Accordingly, Agrawal, Jaffe and Karpoff  
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17 (1999) and Fich and Shivdasani (2007) examined whether directors of firms suspected or  
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19 charged with fraud suffer a reputational penalty reducing the number of their subsequent  
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21 appointments. Helland (2006) studied whether outside directors of firms facing class action  
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23 lawsuits experience a negative reputational effect. Similarly, Coles and Hoi (2003)  
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25 investigated whether directors' rejection of antitakeover provisions has any reputational  
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27 consequences on the labor market for directors.  
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34 Reputation is a social construct. It is formed and legitimized by an institutional  
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36 environment that defines which individual characteristics are desirable and appropriate.  
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38 Reputation signals the position of a particular individual within a symbolic environment to the  
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40 outside world justified by a set of shared norms and beliefs (DiMaggio, 1991; Feldman &  
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42 March, 1981; Rao, 1994). Recently, numerous institutional changes have contributed to the  
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44 definition of "best practices" on boards of directors (Aguilera & Cuervo-Cazurra, 2009;  
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46 Bouton, 2002; Cadbury, 1992; Cuervo-Cazurra & Aguilera, 2004; The Combined Code, 2000;  
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48 The Working Group on Corporate Governance, 1991; Vienot, 1999). Directors' reputations,  
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50 therefore, have been established based on whether the behavior of these directors could be  
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52 considered active within the framework of board "best practices" seeking to strengthen the  
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54 monitoring of managers by directors. Therefore, in this study we adopt an action-oriented  
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56 definition of director reputation capturing the number of actual actions, intended to increase  
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3 control over management, initiated by the director and advocated by institutionalized “best  
4 practices” codes. Such actions include the increase in the percentage of outside directors, the  
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6 creation of nominating and remuneration committees, the adoption of the two-tiered board  
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8 structure, or the separation of the CEO and board Chair functions. Potential director  
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10 candidates past participation in implementing such actions may provide a relevant signal on  
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12 their inclination to exercise their monitoring duty because these actions are observable and  
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14 costly to imitate. First, these actions are observable because board members in charge of the  
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16 selection process can verify their implementation in annual reports, proxy statements and  
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18 business media coverage. Second, they are costly or difficult to imitate because implementing  
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20 such actions is both effort and time consuming. Indeed, the adoption of norms increasing  
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22 control over management is likely to face strong resistance from the CEO. Moreover, director  
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24 reputation is not necessarily a reflection of his/her number of attempts to put in place practices  
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26 that increase control over management, but it is rather, a reflection of the number of  
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28 successful attempts. A director may fight fiercely for the adoption of specific monitoring  
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30 practices, but if such resolutions are voted down by the board, director attempts would have  
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32 little affect his/her reputation.  
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### 40 41 **The Moderating Impact of Nominating Committees on the Market for Directors**

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43 According to both the agency theory based view and the political view of director  
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45 selection, the market for directors is influenced by two opposing forces. On the one hand, the  
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47 shareholders’ preference for increased monitoring and control over management pushing for  
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49 the appointment of “active” directors exercising their duty with diligence (Lorsch & MacIver,  
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51 1989; Richarson, 1987; Zajac & Westphal, 1996). On the other hand, the resistance of the  
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53 managerial elite to increased shareholder controls pushing for the appointment of “passive”  
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55 directors less likely to challenge their decisions (Davis & Greve, 1997; Hermalin & Weisbach  
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57 1998; Pettigrew, 1992). These conflicting preferences are likely to initiate a power struggle  
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3 during the director selection process between the CEO and incumbent directors, acting on  
4 behalf of shareholders. The balance of power between the CEO and incumbent directors is  
5 likely to determine the profile of directors who will ultimately obtain the board appointment.  
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10 Empirically, several studies have documented that the power struggles between CEOs  
11 and incumbent directors during director selection process are very often won by powerful  
12 CEOs. For instance, Westphal and Zajac (1995) found that CEOs were able to influence the  
13 director selection process and nominate directors having similar sociological and  
14 demographic characteristics as themselves and who are less likely to exercise stringent  
15 control. Similarly, Shivdasani and Yermack (1999) found that CEOs, who were members of  
16 the nominating committee, were able to resist to the appointment of independent outside  
17 directors and to favor the appointment of non independent executive directors. This CEOs  
18 influence over the director appointment process is problematic because it weakens the  
19 monitoring functions of the board. In light of such evidence, the idea that active directors are  
20 selected thanks to efficient market mechanisms appears, according to many studies, to  
21 correspond only to theory and not to observed practices.  
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39 As a result of growing evidence provided by both practitioners and academics indicating  
40 that CEOs wield major influence in selecting new board members, several reports on  
41 corporate governance all over the world have recommended the creation of nominating  
42 committees within boards of directors (Aguilera & Cuervo-Cazurra, 2009; Bouton, 2002;  
43 Cadbury, 1992; Cuervo-Cazurra & Aguilera, 2004; The Combined Code, 2000; The Working  
44 Group on Corporate Governance, 1991; Vienot, 1995, 1999). The roles of nominating  
45 committees are primarily to define the profile of directors to be recruited, to identify potential  
46 directors which match the defined profile and to suggest the nomination of suitable  
47 candidates. The assumption underlying the expectation that nominating committees are likely  
48 to reduce the influence of CEOs on the selection process and, consequently, to favor the  
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3 appointment of active directors relies on three main arguments. First, the establishment of a  
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5 nominating committee is likely to improve the separation of management and control in the  
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7 firm (Shivdasani & Yermack, 1999). Second, these committees provide the resources and the  
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9 legitimacy necessary for committees' members to independently exercise their duties on the  
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11 board (Huse, 2007; Pettigrew & McNulty, 1995). Third, nominating committee members will  
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13 be judged, more than other board members, with regard to the recruitment decisions taken.  
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15 Nominating committee members have a strong interest in maintaining their own reputations  
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17 by recruiting directors who will prove to be effective monitors of management. Financial  
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19 authorities generally require that the annual report presents not only the financial results of  
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21 listed companies, but also the names of the members of nominating committees and a review  
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23 of the work carried on during the year by these committees. The transparency provided by this  
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25 report regarding the nomination process of new board members increases the accountability  
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27 of nominating committee members, since the report gives shareholders access to information  
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29 related to the nomination process.  
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36 Hence, nominating committees are likely to reduce the influence of CEOs over the  
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38 process of director appointment, and therefore increase the recruitment of directors with  
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40 reputations for being active in increasing control over managers. That is, directors with a  
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42 reputation of being active in implementing reforms and new procedures that have been called  
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44 for by corporate governance codes and reports will be rewarded by the market for directors by  
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46 gaining new appointments in firms with a nominating committee. Conversely, the CEO is  
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48 more likely to influence director selection process to his/her advantage in firms without a  
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50 nominating committee. Indeed, a focal CEO is likely to successfully push for the nomination  
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52 of director candidates with a reputation of being passive if the balance of power against  
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54 incumbent directors is noticeably in his/her benefit or to successfully decouple potential  
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56 director candidates' reputations' from the likelihood of appointments if the balance of power  
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3 against incumbent directors is equal. In the latter case, both active and passive directors are  
4 likely to be appointed to the board, which means that neither active nor passive directors will  
5 receive a higher reward/punishment in the labor market for directors.  
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10 Thus, we suggest that the strength and the sign of the relationship between a director's  
11 reputation and the number of his/her subsequent board appointments depend upon the  
12 presence or not of nominating committees. A director's reputation for increasing control over  
13 management will be positively related to the number of his/her subsequent appointments to  
14 boards with a nominating committee. On the other hand, a director's reputation for increasing  
15 control over management will be negatively or non-significantly related to the number of  
16 his/her subsequent appointments to boards without a nominating committee. This moderating  
17 role of the presence of a nominating committee is illustrated by the following hypothesis:  
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29 *Hypothesis 1: the presence of a nominating committee moderates the relationship*  
30 *between a director's reputation for increasing control over management and the number*  
31 *of his/her subsequent appointments.*  
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### 34 35 **The Moderating Impact of Nominating Committees Composition on the Market for** 36 **Directors** 37

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39 Some researchers have suggested that creating nominating committees does not  
40 necessarily reduce the influence of CEOs over the director appointment process. The creation  
41 of a nominating committee may only shift the problem of CEO influence away from the board  
42 as a whole to the nominating committee (Garcia Osma & Gill-de-Albornoz Noguer, 2007;  
43 Shivdasani and Yermack, 1999). Under certain circumstances, in fact, the CEO might be able  
44 to exercise his strong power and influence over the nominating committee in order to reduce  
45 the likelihood that active directors will be appointed and that the monitoring of management  
46 will be increased.  
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58 The CEO can significantly influence the nominating committee, in order to neutralize  
59 its impact on the type of director recruited, in several manners. In particular, the CEO may  
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3 increase his/her power over the director selection process if he/she is a member of the  
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5 nominating committee or if the committee is dominated by executive directors. Indeed, if the  
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7 CEO is a member of the nominating committee, he/she will be able to influence discussions,  
8  
9 put pressure on other committee members, or come to implicit contracts with certain  
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11 committee members that would favor the appointments that he/she supports. For instance,  
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13 Shivdasani and Yermack (1999) have shown that CEO membership in the nominating  
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15 committee reduces the chances of recruiting an independent outside director and increases the  
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17 chances of recruiting a non-independent executive director. In line with these findings, we  
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19 suggest that if the CEO is not a member of the nominating committee, the committee is likely  
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21 to be more willing to and capable of appointing active directors. Accordingly, an active  
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23 director is likely to be rewarded by the market for directors in firms with a nominating  
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25 committee which excludes the CEO. On the other hand, if the CEO is a member of the  
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27 nominating committee he/she is likely to effectively press for the appointment of director  
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29 candidates with a reputation of being passive if the balance of power in comparison with  
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31 incumbent directors is clearly in his/her favor. If the balance of power against incumbent  
32  
33 directors is even, then the CEO is likely to successfully decouple potential director  
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35 candidates' reputations from the likelihood of their appointments. In this case, active and  
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37 passive directors are as likely to be appointed to the board and no specific reward or  
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39 punishment will materialize in the labor market for directors.  
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48 Hence, we suggest that a director's reputation for increasing control over management  
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50 will be positively related to the number of his/her subsequent appointments to boards with a  
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52 nominating committee which excludes the CEO. On the contrary, a director's reputation for  
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54 increasing control over management is negatively or non-significantly related to the number  
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56 of his/her subsequent appointments to boards with a nominating committee which includes  
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3 the CEO. This moderating effect of CEO's membership in the nominating committee is  
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6 illustrated by the following hypothesis:

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8 *Hypothesis 2: CEO's membership in the nominating committee moderates the*  
9 *relationship between a director's reputation for increasing control over management*  
10 *and the number of his/her subsequent appointments.*  
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14 Even if the CEO is not actually a member of the nominating committee, committee  
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16 members could consult the CEO, or the CEO could offer his/her own opinion regarding  
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18 potential directors. It is for this reason that CEO membership in the nominating committee  
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20 alone underestimates the CEO influence on nominating committee independence (Shivdasani  
21  
22 & Yermack, 1999).  
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26 CEO influence over the director selection process is likely to be reduced the more the  
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28 nominating committee is comprised of non-executive directors (Dalton, Daily, Ellstrand &  
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30 Johnson, 1998; Higgs, 2003). Without a majority of non-executive directors, executive  
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32 directors will be able to appoint the very individuals who are responsible for monitoring them.  
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34 In these circumstances, the executive directors would be even further subject to the CEO's  
35  
36 influence, since they are already answerable to him/her in the organizational hierarchy  
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38 (Weisbach, 1988). This is not the case with non-executive directors. Codes of corporate  
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40 governance recommend that a majority of board members sitting on the nominating  
41  
42 committees be non-executive directors, in order to better assure the effectiveness of the  
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44 committee. It is the outside directors who are called upon to ensure real competition for  
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46 available board seats, and to oversee the selection of active directors who will fulfill their  
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48 mission of genuine monitoring of management (Fama, 1980).  
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54 A nominating committee whose majority consists of executive directors, or one on  
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56 which the CEO has a seat, is a committee on which the principle of the separation of  
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58 management and control is not respected. Such circumstances work against the independence  
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60 and impartiality of the committee, and corrupt the process whose aim is to ensure the



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3 nomination of new board members who will be impartial. Therefore, we suggest that if the  
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5 nominating committee is dominated by executive directors, then both the CEO and executive  
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7 directors will be able to effectively neutralize the nominating committee. On the other hand,  
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9 we suggest that a nominating committee which consists of a majority of non-executive  
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11 directors is likely to favor the recruitment of active directors. Accordingly, an active director  
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13 is likely to be rewarded by the market for directors in firms with a nominating committee  
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15 dominated by non-executive directors. On the contrary, it is likely that there will be no reward  
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17 for an active director in firms in which a nominating committee is dominated by executive  
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19 directors.  
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25 Accordingly, we suggest that a director's reputation for increasing control over  
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27 management is positively related to the number of his/her subsequent appointments to boards  
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29 in which the nominating committee is dominated by non-executive directors. In contrast, a  
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31 director's reputation for increasing control over management is negatively or non-  
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33 significantly related to the number of his/her subsequent appointments to boards in which the  
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35 nominating committee is dominated by executive directors. Therefore, we suggest the  
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37 following hypothesis:  
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41 *Hypothesis 3: The ratio of non-executive directors within the nominating committee*  
42 *moderates the relationship between a director's reputation for increasing control over*  
43 *management and the number of his/her subsequent appointments.*  
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## 46 47 **METHODS**

### 48 49 **Empirical Context**

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51 We tested our three hypotheses using a sample including all directors sitting on the  
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53 boards of the 200 largest listed French firms, in terms of market value, over the period 2001-  
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55 2004. The French context over this period offers an appropriate empirical setting to  
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57 investigate the interaction between directors' reputations and nomination committees in  
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59 shaping the labor market of directors for several reasons.  
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3 Directors' reputations are shaped and legitimized by an institutional environment  
4 which delineates which characteristics and behaviors are desirable (DiMaggio, 1991; Feldman  
5 & March, 1981; Rao, 1994). In France over the period under study, directors' reputations to  
6 exercise their monitoring duty with due diligence has been largely built upon their inclination  
7 to implement corporate governance reforms recommended by three influential reports: Vienot  
8 I, (1995), Vienot II, (1999) and Bouton, (2002). This was a result, in large part, of three  
9 phenomena.  
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20 First, France has witnessed a significant increase in the level of foreign institutional  
21 ownership over the period 2001-2004, primarily from Anglo-American mutual and pension  
22 funds. These foreign institutional investors, which controlled 42.4 percent of the equity capital  
23 of CAC 40 firms in 2002 (Bank of France Bulletin, 2004), have exerted strong institutional  
24 pressure for the adoption in France of corporate governance reforms similar to those which  
25 were implemented in their countries of origin. The emergence in the UK of governance codes  
26 having an almost-legal status (Cadbury, 1992; The Combined Code, 2000) or in the United  
27 States, with references to the debates surrounding the Enron scandal or the legislative  
28 consequences of the Sarbanes Oxley Act (2002), acted as a kind of benchmark for corporate  
29 governance actors in France.  
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44 Second, the three French corporate governance reports have been produced under the  
45 leadership of two highly influential CEOs of *Société Générale* bank and were strongly  
46 supported by the French business confederation (MEDEF). This strong support has been  
47 motivated by a fear that the French state put in place stringent and compulsory laws for  
48 regulating the operation of the board of directors after several governance scandals. The  
49 media attention devoted to governance scandals (e.g. Vivendi, Rhodia) and subsequent board  
50 reforms considerably increased the central role played by directors' inclination to implement  
51 reforms on the shaping of their reputation.  
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3 Third, the adoption of the Vienot I (1995), Vienot II (1999) and Bouton (2002)  
4 corporate governance reforms, recommending the separation of CEO and Chairman of the  
5 board positions, the establishment of specialized committees such as the nominating and  
6 compensation committees as well as a higher proportion of independent directors, is entirely  
7 voluntary. The Euronext Paris stock exchange neither conditions a firm's listing to the  
8 adoption of these corporate governance reforms nor does it participate in elaboration and  
9 enforcement of reports' recommendations (Christiansen & Koldertsova, 2009). Similarly, the  
10 French financial markets authority (AMF) does not require listed companies to adopt  
11 practices recommended by French reports, but only recommends firms to refer to one of these  
12 reports as a reference for drafting the annual report. As the adoption or non-adoption of  
13 reforms is at directors' discretion, it represents a strong signal depicting the extent to which  
14 directors' are inclined to control and monitor management. This is particularly true for  
15 directors which resist to institutional pressures and do not implement recommended reforms.  
16 Such directors are likely to be identified as passive directors under the influence of CEOs.

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36 As reported in table 1, a large number of firm boards have adopted over the 2001-2004  
37 period the set of reforms advocated by French corporate governance reports such as  
38 increasing the ratio of outside director, creating nominating and compensation committees  
39 and separating the CEO and board Chair functions. However, due to the non compulsory  
40 nature of such recommendations, several other firm boards have resisted to such institutional  
41 pressures and did not comply with these best practices. This high variance along key variables  
42 capturing directors' reputations and the presence of nominating committees constitutes a  
43 pertinent empirical context to test our hypothesis. In our sample, we observe a continuous  
44 increase in the number of firms having created a nominating committee. Indeed, while only  
45 18.5 percent of our sample had a nominating committee in 2001, 41 percent of our sample had  
46 a nominating committee in 2004. The same trend is observed for the other dimensions as the  
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3 proportion of firms which established compensation committees increased from 38 percent to  
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5 63 percent, the average ratio of non-executive directors increased from 59 percent to 67  
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7 percent and the ratio of firms separating the roles of CEO and Chairman which increased from  
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9 4 percent to 12 percent. In contrast, the ratio of firms that have adopted the two-tier board  
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11 structure has remained stable at 32 percent. Over the period under study, an average of 16.6  
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13 percent of nominating committees included the CEO while 10 percent were dominated by  
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15 executive directors.  
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22 Insert Table 1 about here  
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27 Another interesting feature of the French context is related to the social structure of  
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29 elites in France. Indeed, there exists a highly dense social network of ties among the French  
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31 elite, institutionally created through the grande écoles, grands corps and business associations,  
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33 facilitating the diffusion of information related to individuals' actions (Burt, Hogarth &  
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35 Michaud, 2000; Kadushin, 1995; Maclean, Harvey & Press, 2006). That is, signals related to  
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37 directors' reputations, shaped by the number and type of reforms they adopts, are easily and  
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39 rapidly diffused and captured by the different actors in the network. This in turn, increases the  
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41 observability of actions aiming at increasing control over management in the labor market for  
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43 directors, which is a necessary condition for the signal to be influential.  
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48 Finally, despite an increasingly growing diffusion of nominating committees in French  
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50 and continental European firms, to our best knowledge empirical investigation of the impact  
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52 of these committees on the operation of the labor market for directors outside the U.S. context  
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54 is nonexistent. This literature gap motivated our use of the French context to test our  
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56 hypotheses.  
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### 59 **Dependent Variables**

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4       **Gain of appointments to boards.** To calculate the number of new mandates obtained  
5 by each director in year  $t+1$ , we first identified all mandates he/she held in year  $t$  and year  $t+1$ .  
6  
7 Then, we counted the number of mandates occupied by the director in year  $t+1$  which he/she  
8 did not hold in year  $t$ . In total we created six dependent variables capturing the number of new  
9 mandates obtained by a focal director in year  $t+1$  in each of the six situations described by the  
10 hypotheses. Hence, for hypothesis 1 we created two count variables indicating the number of  
11 new mandates obtained by each director in year  $t+1$  on (a) firms having nominating committees  
12 and on (b) firms without nominating committees. Similarly, for hypothesis 2, we created two  
13 count variables indicating (a) the number of new mandates obtained by each director in year  
14  $t+1$  on firms having nominating committees in which the CEO is a member and (b) the number  
15 of new mandates obtained on firms having nominating committees in which the CEO is not a  
16 member. For hypothesis 3, we defined two count variables indicating (a) the number of new  
17 mandates obtained by each director in year  $t+1$  on firms having nominating committees  
18 composed of more than 50% of non-executive directors and (b) the number of new mandates  
19 obtained by each director on firms having nominating committees composed of less than 50%  
20 of non-executive directors. Data on gains of appointments to boards for each director and for  
21 each year were collected from annual reports and reference documents filed with the French  
22 financial markets authority (AMF). As our three hypotheses assert a causal effect of directors'  
23 reputations on the number of their subsequent appointments, we created a one-year lag  
24 between independent variables (measured from 2001 through 2004) and dependent variables  
25 (measured from 2002 through 2005) in all regression models. Over the period 2002-2005,  
26 directors included in our sample obtained a total of 1166 new appointments distributed as  
27 follows: 263 in year 2002, 345 in year 2003, 307 in year 2004 and finally, 251 in year 2005.

### 57 **Independent Variables**

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3       **Directors' reputations.** Directors' reputations for being active or passive in exercising  
4 control over management have been measured in several ways in the literature. On the one  
5 hand, a number of studies relied on a single signal to proxy directors' reputations. For  
6 instance, Agrawal, Jaffe and Karpoff (1999) and Fich and Shivdasani (2007) captured  
7 directors' reputations by examining whether firms on which they serve were suspected or  
8 charged with fraud. Similarly, Helland (2006) measured directors' reputations by  
9 investigating whether directors served on firms facing class action lawsuits. Coles and Hoi  
10 (2003) used rejection or acceptance of antitakeover provisions as a proxy of their inclination  
11 to exercise control over management. Shivdasani and Yermack, (1999) inferred directors'  
12 propensity to accomplish their monitoring duty by considering whether they were insiders  
13 (under the influence of the CEO), gray outsiders (who have conflicts of interests) and  
14 independent outsiders. On the other hand, several studies adopted a multi-criteria approach to  
15 proxy directors' reputations. For example, Zajac and Westphal (1996) measured directors'  
16 reputations through the number of actions their undertook to increase the ratio of outside  
17 directors, to separate CEO-board chair functions, to reduce firm diversification and to design  
18 CEO compensation packages closely linked to firm performance in boards they served. In line  
19 with this stream of research, we measured directors' reputations using five indicators which  
20 have been linked, in both the academic literature and codes of corporate governance (Bouton,  
21 2002; The Combined Code, 2000; Vienot, 1995; Vienot, 1999), to the extent to which a board  
22 exercises strong control over management. These five indicators captured the involvement of  
23 the focal director in increasing the (1) ratio of the number of non-executive directors relative  
24 to the total number of directors, (2) in putting in place a nominating committee or (3) a  
25 compensation committee, (4) in separating the roles of CEO and Chairman of the board or (5)  
26 adopting a two-tier board structure (Boyd, 1995; Aste, 1999). More specifically, for each  
27 director *i* and for each year *t* we counted the number of actions the focal director implemented  
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3 in the board in which he/she served along these five indicators. If the board in which the  
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5 director served increased the ratio of the number of non-executive directors relative to the  
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7 total number of directors by more than one standard deviation between year  $t-1$  and year  $t$ , this  
8  
9 was counted as one action. If the board in which the director served put in place a nominating  
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11 committee between year  $t-1$  and year  $t$ , this was counted as another action. The same counting  
12  
13 rule was applied when the board in which the director served implemented a compensation  
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15 committee, separated the roles of CEO and Chairman of the board or adopted a two-tier board  
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17 structure between year  $t-1$  and year  $t$ . Hence, if director  $i$  implemented all five actions between  
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19 year  $t-1$  and year  $t$ , he/she received a maximum score of 5. If no such actions were  
20  
21 implemented, he/she received a score of 0. If the focal director  $i$  served on many boards in  
22  
23 year  $t$ , then we took the sum of actions he/she performed in all boards. Accordingly, a  
24  
25 director's reputation score varies from 0, if the director did not implement any action in all  
26  
27 his/her mandates between year  $t-1$  and year  $t$  to a maximum of (5 x number of mandates) if the  
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29 director implemented the five actions in all his/her mandates between year  $t-1$  and year  $t$ . As  
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31 each additional action is likely to be perceived as a further signal for director's propensity to  
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33 increase control, we decided to use a count variable instead of a ratio. The larger a director's  
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35 score, the more he/she will be perceived in the labour market for directors as an active  
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37 director. Data on the ratio of non-executive directors relative to the total number of directors,  
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39 on nominating committees, on compensation committee, on CEO duality and on two-tier  
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41 board structure were collected from annual reports and reference documents filed with the  
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43 French financial markets authority (AMF).  
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### 52 **Control Variables.**

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55 Corporate governance literature suggests that the role of directors is not only to control  
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57 and monitor executive managers, but it is also to provide the firm with needed resources.  
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59 More specifically, the resource dependence perspective suggests that directors are appointed  
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3 in order to provide the firm with legitimacy, advice, counsel, and links to other organizations  
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5 (Hillman & Dalziel, 2003, Pfeffer & Salancik, 1978). Accordingly, we controlled for possible  
6  
7 confounding effects of this additional directors' role using a total of four variables. These four  
8  
9 control variables capture resources related to human capital and relational capital which may  
10  
11 explain the recruitment of the focal director (Hillman & Dalziel, 2003; Kim & Cannella,  
12  
13 2008; Zahra & Pierce, 1989).  
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17 **Performance of firms on whose boards a director sits.** This is a key factor that can  
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19 significantly affect the number of his/her subsequent appointments. Indeed, directors who sit  
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21 on the boards of profitable firms are more likely to signal to the labor market for directors a  
22  
23 higher advice and counseling expertise than directors sitting on the boards of underperforming  
24  
25 firms (Fama, 1980). Therefore, we included the average return on assets of firms on whose  
26  
27 board the director sits as a control variable. Data on firm return on assets were obtained from  
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29 Thomson one banker database.  
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34 **Size of firms on whose boards a director sits.** Serving on the boards of large firms  
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36 might lend great prestige since it may signals that such directors are exposed to, and deal  
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38 successfully with higher levels of complexity than do directors who sit on the boards of small  
39  
40 firms (Fombrun & Shanley, 1990; Markarian & Parbonetti, 2007). Consequently, we included  
41  
42 the average size of firms on whose boards the director sits, measured by total annual sales in  
43  
44 billion dollars, as a second control variable. Data on firm annual sales were obtained from  
45  
46 Thomson one banker database.  
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51 **Director's age.** Director's age can have an effect on his/ her reputation for providing  
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53 legitimacy and advice to firms (Zajac & Westphal, 1996). For example, young directors could  
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55 be considered more open to reforms. Young directors, however, might be considered too  
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57 inexperienced to be effective. Therefore, director's age, in years, constituted our third control  
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59 variable. Data on director's age were obtained from annual reports, reference documents filed  
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3 with the French financial markets authority (AMF), Who's Who in France, Bloomberg,  
4 Thomson one banker, Factiva and the *Guide des Etats majors* annual publication.  
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8 **Director's relational capital.** Director's network of ties constitutes an important  
9 relational resource valued by the labor market for directors (Palmer, 1983; Pfeffer & Salancik,  
10 1978). Indeed, this network of ties may facilitate the acquisition of information in firm  
11 markets, and hence, may decrease firm scanning costs and increase the diffusion of innovation  
12 (Hillman & Dalziel, 2003). We measured a director relational capital, for each year, using the  
13 ratio of closeness centrality (Brass & Burkhardt, 1993; Freeman, 1979; Geletkanycz, Boyd &  
14 Finkelstein, 2001; Rowley, 1997). This ratio measures the ability of a director in a network to  
15 gather information from, or transmit information to, all the members of the network, in an  
16 efficient manner. This efficiency is inversely proportional to the number of intermediaries  
17 who must be reached in order to contact or be contacted by the other members of the network  
18 (Wasserman & Faust, 1994). A high measure of closeness centrality indicates that a director  
19 can know or be known by the other network members more easily, as well as benefit from  
20 better recruitment opportunities (Freeman, 1979). Furthermore, a director with a high measure  
21 of closeness centrality will depend less on intermediary directors who might turn out to be  
22 unwilling to transmit information concerning him/her, or concerning a recruitment  
23 opportunity (Wasserman & Faust, 1994). As closeness centrality, which measures a director's  
24 social capital, is strongly correlated with the number of mandates he/she occupies it also  
25 controls for two important aspects. Indeed, closeness centrality controls for the greater  
26 opportunity offered to directors who occupy a large number of mandates to adopt reforms in  
27 many boards, and hence, to send numerous reputational signals to the labor market. In  
28 addition, as the number of mandates held by directors on the board of French listed firms has  
29 been limited by the law number 2002/1303 of October 29<sup>th</sup> 2002 to a maximum of five,  
30 closeness centrality controls for the reduced opportunity offered to directors who occupy a  
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3 large number of seats to obtain new ones without resigning from held mandates. To measure  
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5 closeness centrality of each director and for each year, we relied on adjacency matrices  
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7 depicting links between all directors sitting on boards of firms included in our sample. We  
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9 used the network analysis software Ucinet 6 (Borgatti, Everett & Freeman, 2002) to compute  
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11 closeness centrality measures for each director and for each year. More specifically, a  
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13 director's network centrality is defined as:  $C_c(n_i) = [\sum_{j=1}^g d(n_i, n_j)]^{-1}$ ; where  $d(n_i, n_j)$  is  
14  
15 equal to the geodesic distance between directors  $i$  and  $j$  while  $g$  is equal to the total number of  
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17 directors in the network. Data on board membership were obtained from annual reports and  
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19 reference documents filed with the French financial markets authority (AMF).  
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25 Descriptive statistics and Pearson correlation coefficients for all variables included in  
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27 our model are presented in table 2. In total, our sample consisted of 1742, 1776, 1798 and  
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29 1819 directors sitting on the boards of the 200 largest French firms in years 2001, 2002, 2003  
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31 and 2004 respectively. Accordingly, we tested our hypotheses using a sample of 7135  
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33 director-year observations.  
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39 Insert Table 2 about here  
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## 43 ANALYSIS AND RESULTS

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45 The six dependent variables used in this paper measure the number of appointments  
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47 gained by a focal director on boards of directors with distinct characteristics (presence of a  
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49 nominating committee, CEO membership in the nominating committee and the proportion of  
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51 non-executive directors on the nominating committee). As all these variables are count  
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53 measures (i.e., integers truncated at zero), standard OLS regressions should not be used to test  
54  
55 our hypotheses since count variables violate several assumptions associated with such  
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57 regressions (normal distribution, negative values, independence of errors). Instead, Poisson  
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3 regressions and negative binomial regressions are particularly suitable to estimate models  
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5 involving count dependant variables. Compared to Poisson models, negative binomial  
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7 processes present the advantage of correcting for overdispersion, that is, when data variance  
8  
9 exceeds the mean (Barron, 1992). A preliminary examination of the distribution of our count  
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11 measures revealed that the overdispersion parameters were significantly different from zero  
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13 ( $p<.05$ ). Moreover, as our dataset exhibited an excess of observations where no new board  
14  
15 appointment were gained, we used zero-inflated negative binomial regressions to test our  
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17 three hypotheses. A test for multicollinearity showed that the variance inflation factor for all  
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19 main effects are lower than 1.18, which is significantly below the acceptance level of 10  
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21 (Bowerman and O'Connell, 1990; Myers, 1990).  
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27 Table 3 presents the results of the zero-inflated negative binomial models examining the  
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29 moderating impact of the presence of nominating committees on the relationship between  
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31 director participation in increased control over management and the likelihood of subsequent  
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33 appointments<sup>1</sup>. Model 1 which includes only the control variables indicates that the average  
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35 size of firms in which the focal individual is a director, director age and director closeness  
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37 centrality have a statistically significant impact on the likelihood of gaining new appointments  
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39 to boards with a nominating committee. More specifically, the average size of firms in which  
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41 the focal individual is a director as well as the centrality of the director in the social network  
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43 impact positively the likelihood of subsequent appointments to boards with a nominating  
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45 committee. On the other hand, as director's age increases the likelihood of new mandates on  
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47 boards with a nominating committee decreases. Findings presented in Model 3 which  
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49 considers gains of appointments to boards without a nominating committee show that only the  
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51 centrality of the director in the social network impact positively the likelihood of subsequent  
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53 appointments.  
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3 The impact of director participation in increased control on the likelihood of gaining  
4 new appointments to boards with a nominating committee and to boards without a nominating  
5 committee are presented in Model 2 and Model 4 respectively. Model 2 suggests that the  
6 more directors engage in reforms increasing control over management the more likely they  
7 will gain new appointments to boards with a nominating committee ( $\beta = .20; p < .05$ ). In  
8 contrast, Model 4 shows that increasing control over management does not significantly  
9 impact the likelihood of gaining new appointments to boards without a nominating  
10 committee. These results indicate that the strength of the relationship between a director's  
11 reputation and the number of his/her subsequent depends upon the presence or not of a  
12 nominating committee. That is, the stronger a director 's reputation for being active in  
13 adopting reforms increasing control over management the larger the reward he/she is likely to  
14 receive from firms having a nominating committee. In contrast, increases in a director's  
15 reputation for being a reformer are not rewarded by firms without a nominating committee.  
16 These results which illustrate the moderating effect of the presence of nominating committees  
17 provide strong support for hypothesis 1.  
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41 Insert Table 3 about here  
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46 Table 4 shows the results of the zero-inflated negative binomial models investigating  
47 the moderating impact of CEOs membership in nominating committees on the relationship  
48 between director participation in increased control over management and the likelihood of  
49 subsequent appointments. Model 5 indicates that average size of firms in which the focal  
50 individual is a director and director closeness centrality have an positive impact on the  
51 likelihood of gaining new appointments to boards with a nominating committee which  
52 excludes the CEO. Similarly, Model 7 suggests that the likelihood of gaining new  
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3 appointments to boards with a nominating committee which includes the CEO is positively  
4 related to average size of firms in which the focal individual is a director. However, Model 7  
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6 indicates also that director's age is negatively associated with the likelihood of gaining new  
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8 appointments to boards with a nominating committee which includes the CEO.  
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12 The effect of director participation in increased control on the likelihood of gaining new  
13 appointments to boards with a nominating committee which includes the CEO and to boards  
14 with a nominating committee which excludes the CEO are presented in Model 6 and Model 8  
15 respectively. Model 6 indicates that the more directors adopts reforms increasing control over  
16 management the more likely they are going to gain new appointments to boards with a  
17 nominating committee which excludes the CEO (beta = .18;  $p < .05$ ). On the other hand,  
18 Model 8 suggests that adopting reforms which increase control over management does not  
19 impact the likelihood of gaining new appointments to boards with a nominating committee  
20 which includes the CEO. These results show that the strength of the relationship between a  
21 director's reputation and the number of his/her subsequent mandates depends upon CEOs  
22 membership in nominating committees. The higher director 's reputation for being a reformer  
23 the larger the reward he/she is likely to receive from firms having a nominating committee  
24 which excludes the CEO. In contrast, a stronger director's reputation for being a reformer is  
25 not rewarded by firms which include the CEO in the nominating committee. These findings  
26 depicting the moderating role of CEO membership in nominating committees provide strong  
27 support for hypothesis 2.  
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53 Insert Table 4 about here  
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57 Table 5 presents the findings of the zero-inflated negative binomial models which  
58 examine the moderating impact of non-executive director proportion in nominating  
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3 committees on the relationship between director participation in increased control over  
4 management and the likelihood of subsequent appointments. Model 9 indicates that the  
5 average size of firms in which the focal individual is a director and director closeness  
6 centrality have a significant positive effect on the likelihood of gaining new appointments to  
7 boards with a nominating committee which includes a majority of non-executive directors  
8 while director's age is negatively associated with such likelihood. On the other hand, Model  
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11 indicates that all control variables do not have a significant impact on the likelihood of gaining new appointments to boards with a nominating committee which includes a minority of non-executive directors.

With regards to the focal independent variable, Model 10 indicates that the more directors adopt reforms which increase control over management the more likely they are going to gain new appointments to boards with a nominating committee which includes a majority of non-executive directors (beta = .20;  $p < .01$ ). Conversely, Model 12 shows that implementing reforms which increase control over management does not influence the likelihood of gaining new appointments to boards with a nominating committee which includes a minority of non-executive directors. These findings indicate that the relationship between a director's reputation and the number of his/her subsequent mandates is moderated by non-executive directors' control of nominating committees. The stronger a director's reputation for being a reformer the larger the reward he/she is likely to receive from firms having a nominating committee dominated by non-executive directors. Alternatively, a stronger director's reputation for being a reformer is not rewarded by firms having a nominating committee dominated by executive directors. These results provide strong support for hypothesis 3.

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Insert Table 5 about here

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To further assess the robustness of our results, we performed a series of logistic regressions in which the dependent variables were dummy variables taking a value of 1 if the director did gain at least one new appointment in year  $t+1$  and 0 otherwise. The results of logistic regression models were substantively consistent with the results of zero-inflated negative binomial analysis (i.e., the test of statistical significance supported the same set of hypotheses).

### CONCLUSION

By examining data drawn from a sample of directors serving on the boards of the 200 largest firms in France over the period 2001-2004, this study shows that the existence and independence of nominating committees determines the profile of directors likely to be appointed to a firm's board. More specifically, the more directors implement corporate governance reforms which increase control over management, the more likely they will be rewarded by obtaining new mandates on boards with nominating committees. Moreover, the higher the directors' inclination to implement such reforms, the higher the likelihood that they will obtain new appointments on boards with nominating committees which exclude the CEO or which are dominated by non executive directors. In contrast, our findings suggest that directors' proclivity to put in place corporate governance reforms which increase control over management is disconnected from their chances of obtaining new mandates on boards without nominating committees or on boards with nominating committees dominated by executive directors or which include the CEO. These results indicate that, under these conditions, powerful CEOs are able to influence the director selection process to their advantage.

These findings, which highlight the role of nominating committees and directors' reputations in the functioning of the labour market for directors should be, however, interpreted in light of some specific characteristics of the French corporate governance

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3 context. These characteristics may influence the extent to which our results can be generalized  
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5 to other countries.  
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8 First, French listed firms exhibit higher ownership concentration structures than U.S.  
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10 or U.K. firms (La Porta et al.,1999). In our sample including the 200 major French listed firms  
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12 on the Euronext stock Exchange, the largest shareholder controlled in 2004, on average, 36.5  
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14 percent of total equity. Such concentration reflects a strong presence of family firms among  
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16 large French companies (e.g. L'Oreal, LVMH and Michelin). This relatively high  
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18 concentration of ownership structure may have two alternative effects on the profile of  
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20 appointed directors. On the one hand, high ownership concentration reduces agency problems  
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22 arising between principals (shareholders) and agents (managers) because large shareholders  
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24 have both the incentive and power to monitor managers, which in turn, decreases the benefits  
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26 of appointing active directors (Rediker & Seth, 1995). On the other hand, high ownership  
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28 concentration may exacerbate the principal-principal agency costs generated by the  
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30 misalignment of interests between the largest shareholder and other minority shareholders  
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32 (Claessens et al., 2002). More specifically, a firm's controlling shareholder may have risk  
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34 aversion levels and time horizon perspectives that are quite different from those of other  
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36 minority shareholders. These differences may result in the firm making decisions regarding  
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38 both its size and scope that are not in line with minority shareholders' interests. In this  
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40 situation, high ownership concentration increases the necessity to appoint active directors  
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42 likely to protect the interests of minority shareholders, particularly in countries governed by  
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44 French civil law which provide low levels of protection for minority shareholders (La Porta et  
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46 al., 1998). Our findings suggest that the presence and independence of nominating committees  
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48 increase the likelihood of appointing active directors which are more inclined to protect the  
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50 interest of all shareholders. Further studies should investigate the role of nominating  
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52 committees in shaping the labor market for directors in other contexts characterized by  
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3 similarly high ownership concentration structures such as in many European and Asian  
4 countries (e.g. Italy, Spain and Singapore) and in countries showing fragmented ownership  
5 structures such as the U.S.A. and the U.K (La Porta et al.,1999).  
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10 Second, the highly dense social network of ties among the French elite institutionally  
11 maintained through the “grandes écoles”, “grands corps” and exclusive club membership  
12 facilitates the diffusion and increases the visibility of directors’ reputations (Burt, Hogarth &  
13 Michaud, 2000; Kadushin, 1995; Maclean, Harvey & Press, 2006). In other networks with  
14 loosely connected individuals, boards and nominating committees are less likely to be  
15 exposed to information on candidate directors’ inclinations to control management through  
16 social networks and may rely on other means to collect such information. We conducted our  
17 empirical investigation in a favorable context likely to strengthen the link between directors’  
18 reputations and subsequent appointments. Further studies are needed to explore such links in  
19 other countries with social contexts less conducive to the spread of directors’ reputations.  
20 More generally, research is needed to examine the moderating role of social networks on the  
21 relationships between directors’ reputations, nominating committees and subsequent  
22 appointments.  
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41 Third, as directors’ reputations are embedded in symbolic spatial and temporal  
42 environments shaped by a set of shared norms and beliefs, the definition of the dimensions  
43 with which we captured directors’ reputations were strongly linked to the country and time  
44 specific contexts (DiMaggio, 1991; Feldman & March, 1981; Rao, 1994). In France over the  
45 period under study, directors’ reputations for being active or passive in protecting  
46 shareholders’ interests has been considerably shaped by their inclination to implement  
47 reforms advocated by the Vienot I (1995), Vienot II (1999) and Bouton (2002) reports. This  
48 was primarily the consequence of three factors. First, French corporate governance reports  
49 have been elaborated under the leadership of two highly influential CEOs of *Société Générale*  
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3 bank. Second, reports have been strongly supported by the French business confederation  
4 (MEDEF) and Anglo-American institutional investors operating in France. Third, as reforms  
5 recommended by reports are not compulsory, their voluntary implementation represents a  
6 strong signal portraying the extent to which directors' are disposed to control and monitor  
7 management. Accordingly, we measured directors' reputations using their propensity to adopt  
8 reforms which increase control over management in past mandates. Future studies may proxy  
9 directors' reputations using other measures in contexts in which reforms advocated by codes  
10 and reports are not elaborated and supported by influential actors or in contexts in which the  
11 implementation of corporate governance reforms are compulsory. For instance, several  
12 reforms recommended by the French corporate governance reports are necessary prerequisites  
13 for a firm's listing on the Nasdaq and NYSE stock exchanges (Christiansen & Koldertsova,  
14 2009), and hence, directors' reputations for being active or passive cannot be portrayed using  
15 their inclination to implement such reforms. Past studies have measured directors' reputations  
16 for exercising control over management using measures such as charges of fraud, class action  
17 lawsuits, acceptance of antitakeover provisions, the design of CEO compensation packages  
18 and firm diversification (Agrawal et al., 1999; Coles and Hoi 2003; Fich & Shivdasani, 2007;  
19 Helland 2006; Zajac & Westphal, 1996). More measures are needed to explore the multi-  
20 dimensionality and complexity of directors' reputation concept as long as such measures are  
21 strongly linked to the country and time specific contexts examined (DiMaggio, 1991;  
22 Feldman & March, 1981; Rao, 1994).

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50 In sum, our results indicate that, in the French context, the presence of independent  
51 nominating committees within boards of directors affects the extent of rewards and sanctions  
52 provided by the labor market to directors. However, these results may not hold outside of  
53 France. The impact of nominating committees and reputation on directors' subsequent  
54 appointment is likely to be different in countries where the density of ties among directors, the  
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3 structure of ownership and the components shaping directors' reputation diverge from the  
4 ones observed in the French specific context. Accordingly, future studies are needed to  
5 explore the extent to which our findings can be generalized to other countries.  
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10 Moreover, this study assumes that structural arrangements within boards (i.e, presence  
11 and independence of nominating committees) reliably capture board room dynamics. To  
12 better seize the adequacy of this assumption, future studies should adopt qualitative research  
13 methods. A deeper study of the nomination decision process always comes up against  
14 observational difficulties. The lack of access to data makes the possibility of observing  
15 candidates from their initial consideration through the entire selection process highly unlikely  
16 (Leblanc & Schwartz, 2007). This study demonstrates that a change in the recruitment process  
17 has a significant effect on its outcomes, although further studies are needed to identify at what  
18 level of the process, and in what way, nominating committees come to have an impact.  
19 Results of such studies would enable us to better understand the functioning of nominating  
20 committees.  
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36 Bearing in mind these limits, our results may suggest several theoretical and policy  
37 implications. First, our findings show that the implementation of practices recommended by  
38 corporate governance reports (e.g., increasing the percentage of outside directors, the creation  
39 of nominating and remuneration committees, adoption of the two-tiered board structures and  
40 separation of the CEO and board Chair functions) have enabled directors who participate in  
41 such implementations to acquire a reputation for being active on the market for directors. This  
42 seems to indicate that, during the period under consideration, these codes of corporate  
43 governance have acted as a kind of benchmark for corporate governance actors, and that their  
44 adoption or rejection served as one criterion by which directors or potential directors could be  
45 judged. Directors' reputations were, therefore, likely to be built around these criteria, and  
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3 influenced whether they would be offered new board mandates. That is, the adoption of  
4 reforms seems to be a relevant signal on which the labor market for directors relies.  
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8 Second, our findings suggest that the impact of a director's reputation for being active  
9 on the number of his/her subsequent appointments does depend upon the existence and  
10 composition of nominating committees. A director who has a reputation for being a reformer  
11 is increasingly rewarded by the market for directors as the number of firms with nominating  
12 committees, dominated by non-executive directors and which exclude the CEO, grows. These  
13 results suggest that conditions exist that would permit the market for directors to function  
14 optimally and facilitate the recruitment of directors who would protect shareholders' interests.  
15 The market mechanism, which would benefit active directors and penalize others, works only  
16 if the recruitment process takes place without the influence of management (Zajac &  
17 Westphal, 1996). The assessment of candidate directors' reputations differs according to  
18 whether the firm wishes to hire a new director who has implemented codes of governance in  
19 the past or a new director who has blocked such implementation. Our study provides further  
20 evidence indicating that CEOs successfully influence director selection process in their  
21 advantage in particular cases. Accordingly, our results imply that efficient labor market  
22 mechanisms described by agency theory (Fama, 1980) function only under specific  
23 conditions. These conditions include (1) the creation of a nominating committee; (2)  
24 exclusion of the CEO from this committee and (3) domination of this committee by outside  
25 directors.  
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50 Our results also shed light on the important role of institutions in the functioning of the  
51 labor market for directors and in corporate governance (Fiss, 2008). Recruitment practices,  
52 and the way that the board of directors functions, are not only a result of market interactions  
53 but also contingent on the institutional environment of firms. In this study, corporate  
54 governance reports seem to have encouraged the adoption of best practices, and made such  
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3 practices normalized behavior on company boards. Even though such practices are  
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5 widespread, resistance to their adoption still exists. This does not, however, undermine the  
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7 fact that they are considered as norms even by those who do not comply with them. What  
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9 matters is that these reports are now considered benchmarks when considering the roles and  
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11 interests of the various actors. It is this role as a point of reference that is important, since it  
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13 identifies those individuals who resist the adoption of reform practices in the struggle between  
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15 shareholders and managers, and in the struggle to establish professional norms among  
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17 directors themselves.  
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22 In addition, the results presented in this study provide clear indications on the  
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24 appropriateness of institutional norms advocating for the creation of independent nominating  
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26 committees within boards. Indeed, most codes and reports on corporate governance best  
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28 practices, in France and all over the world, recommend the creation of nominating committees  
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30 which exclude executive directors and CEOs and our empirical results confirm that such  
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32 committees successfully resist to the influence of CEOs during the selection process.  
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37 By calling for changes in the recruitment process and by taking previous proposals into  
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39 account, reports have made the prospect of change credible, and above all have managed to  
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41 translate proposals into practices. They have also reinforced the idea that directors who press  
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43 for these reforms will be able to benefit because of these actions later on. If a director believes  
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45 that changes in the recruitment process will benefit reformers, then that director has an  
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47 interest in pushing for reforms. This provides an additional insight to research interested in  
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49 understanding why codes of good governance are adopted (Zatoni & Cuomo, 2008). In a  
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51 larger sense, this suggests that the market is an institution (North, 1991; Roe, 1994) created by  
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53 the application of rules that do not appear out of nowhere. These rules must be respected by  
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55 market actors to at least a minimal degree to guarantee that the market will function  
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57 efficiently.  
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3 Finally, our study provides a further step toward uncovering the role of nominating  
4 committees and directors' reputations in shaping the labor market for directors in three ways.  
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6 First, it extends previous research which has overlooked the importance of the balance of  
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8 power between incumbent CEOs and directors, implied by the presence of independent  
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10 nominating committees, in determining candidate selection outcomes (Agrawal et al., 1999;  
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12 Coles and Hoi 2003; Fich & Shivdasani, 2007; Helland 2006; Zajac & Westphal, 1996).  
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15 Second, this study adopts a multi-criteria approach to measure directors' reputations in  
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17 contrast with most previous research examining the role of directors' reputations in the  
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19 operation of the labor market for directors which relied on single measures (Agrawal et al.,  
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21 1999; Coles and Hoi, 2003; Fich & Shivdasani, 2007; Helland 2006). Finally, this paper  
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23 extends the few studies which investigated the role of nominating committees in determining  
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25 the profile of recruited directors by considering the individual director as the unit of analysis  
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27 in contrast to the firm level of analysis (e.g. Shivdasani and Yermack, 1999).  
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#### NOTE

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36 1. Following the methodology adopted by Zajac and Westphal (1996), we estimated a  
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38 negative binomial regression for each sub-sample (presence of nominating committee vs.  
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40 no nominating committee; CEO member of the nominating committee vs. CEO excluded  
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42 from the nominating committee; nominating committee dominated by non executive  
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44 directors vs. nominating committee dominated by outsiders). The standard way to  
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46 examine a moderating impact is to estimate the effect of the interaction term. However,  
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48 this is not possible in our case since reputation is measured at the individual level of  
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50 analysis while the presence and composition of nominating committee is measured at the  
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52 mandate (firm) level of analysis.  
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**Table 1**  
**Number of firms adopting main corporate governance reforms**

<b>Variables</b>	<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>
Number of firms having a nominating committee ( <i>count</i> )	37	49	70	83
Number of firms having a compensation committee ( <i>count</i> )	76	90	107	126
Mean ratio of non-executive directors ( <i>ratio</i> )	0.59	0.60	0.64	0.67
Number of firms separating the roles of CEO and chairman ( <i>count</i> )	8	10	19	24
Number of firms having a two-tier board structure ( <i>count</i> )	64	66	65	64

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**Table 2**  
**Descriptive statistics and correlations.**

Variables	Mean	S.D.	1	2	3	4	5	6	7	8	9	10	11
1. Average return on assets ( <i>ratio, control variable</i> )	2.56	9.20	1.00										
2. Average total sales ( <i>billion dollars, control variable</i> )	7.86	14.48	-0.03	1.00									
3. Director age ( <i>years, control variable</i> )	55.72	8.27	0.01	<b>0.11</b>	1.00								
4. Closeness centrality ( <i>ratio, control variable</i> )	0.06	0.01	0.03	<b>0.34</b>	<b>0.11</b>	1.00							
5. Participation in increased control ( <i>count, main independent variable</i> )	0.70	0.83	<b>-0.05</b>	<b>0.07</b>	<b>0.05</b>	<b>0.21</b>	1.00						
6. Additional appointments to board with a nominating committee ( <i>count, dependent variable</i> )	0.03	0.17	0.01	<b>0.07</b>	-0.01	<b>0.08</b>	<b>0.05</b>	1.00					
7. Additional appointments to board without a nominating committee ( <i>count, dependent variable</i> )	0.01	0.12	0.01	0.02	-0.01	<b>0.05</b>	0.01	<b>0.08</b>	1.00				
8. Additional appointments to board with a nominating committee which does include the CEO ( <i>count, dependent variable</i> )	0.01	0.06	0.01	<b>0.04</b>	-0.02	0.03	0.03	<b>0.38</b>	<b>0.07</b>	1.00			
9. Additional appointments to board with a nominating committee which does not include the CEO ( <i>count, dependent variable</i> )	0.02	0.16	0.01	<b>0.06</b>	-0.01	<b>0.07</b>	0.04	<b>0.93</b>	<b>0.06</b>	0.02	1.00		
10. Additional appointments to board with a nominating committee dominated by non-executive directors ( <i>count, dependent variable</i> )	0.02	0.17	0.01	<b>0.07</b>	-0.01	<b>0.07</b>	<b>0.05</b>	<b>0.98</b>	<b>0.09</b>	<b>0.33</b>	<b>0.93</b>	1.00	
11. Additional appointments to board with a nominating committee dominated by executive directors ( <i>count, dependent variable</i> )	0.01	0.03	0.01	0.02	-0.01	0.02	0.01	<b>0.19</b>	0.03	<b>0.27</b>	<b>0.10</b>	0.01	1.00

N = 7135 director-year observations.

Correlations significant at  $p < 0.01$  (two-tailed test) are in bold.



**Table 3**  
**Zero inflated negative binomial models testing the moderating effect of nominating committee on the relationship between participation in increased control over management and the likelihood of additional appointments (hypothesis 1).**

Independent variables	Additional appointments to board with a nominating committee ( <i>count</i> )				Additional appointments to board without a nominating committee ( <i>count</i> )			
	Model 1		Model 2		Model 3		Model 4	
	Coeff.	Z	Coeff.	Z	Coeff.	Z	Coeff.	Z
Intercept	-5.44*** (0.75)	-7.23	-5.33*** (0.74)	-7.11	-3.49*** (1.05)	-3.29	-3.47*** (1.06)	-3.28
Average return on assets ( <i>ratio</i> )	-0.01 (0.01)	-0.56	-0.01 (0.01)	-0.46	0.01 (0.02)	0.47	0.01 (0.02)	0.49
Average total sales ( <i>billion dollars</i> )	0.02*** (0.01)	4.00	0.02*** (0.01)	4.06	0.01 (0.01)	0.43	0.01 (0.01)	0.43
Director age ( <i>years</i> )	-0.02*** (0.01)	-2.19	-0.02* (0.01)	-2.21	-0.02 (0.01)	-1.80	-0.02 (0.01)	-1.81
Closeness centrality ( <i>ratio</i> )	46.68*** (8.84)	5.28	42.04*** (8.96)	4.69	42.67*** (11.22)	3.80	41.97*** (11.44)	3.67
Participation in increased control ( <i>count</i> )			0.20* (0.08)	2.36			0.04 (0.13)	0.31
N (director-year observations)	7135		7135		7135		7135	
Degrees of freedom	7130		7129		7130		7129	
Likelihood ratio chi <sup>2</sup>	62.54***		67.85***		20.56***		20.66***	
Log likelihood	-779.88		-777.22		-461.00		-460.96	

\*\*\*  $p \leq 0.001$ ; \*\*  $p \leq 0.01$ ; \*  $p \leq 0.05$ ;

Unstandardized coefficients are reported. Standard errors are in parentheses. Inflation model: logit.

**Table 4**  
**Zero inflated negative binomial models testing the moderating effect of CEO membership to nominating committee on the relationship between participation in increased control over management and the likelihood of additional appointments (hypothesis 2).**

Independent variables	Additional appointments to board with a nominating committee which does not include the CEO ( <i>count</i> )				Additional appointments to board with a nominating committee which does include the CEO ( <i>count</i> )			
	Model 5		Model 6		Model 7		Model 8	
	Coeff.	Z	Coeff.	Z	Coeff.	Z	Coeff.	Z
Intercept	-5.93*** (0.83)	-7.10	-5.84*** (0.83)	7.01	-5.54*** (1.67)	-3.32	-5.42*** (1.66)	-3.26
Average return on assets ( <i>ratio</i> )	-0.01 (0.01)	-0.61	-0.01 (0.01)	-0.54	-0.01 (0.02)	-0.01	0.01 (0.03)	0.07
Average total sales ( <i>billion dollars</i> )	0.02*** (0.01)	3.39	0.02*** (0.01)	3.41	0.02* (0.01)	2.44	0.02* (0.01)	2.45
Director age ( <i>years</i> )	-0.01 (0.01)	-1.57	-0.02 (0.01)	-1.58	-0.05* (0.02)	-2.01	-0.05* (0.02)	-2.01
Closeness centrality ( <i>ratio</i> )	47.92*** (9.75)	4.91	43.85*** (9.88)	4.44	38.57 (19.98)	1.93	32.08 (20.32)	1.58
Participation in increased control ( <i>count</i> )			0.18* (0.09)	2.00			0.29 (0.18)	1.58
N (director-year observations)	7135		7135		7135		7135	
Degrees of freedom	7130		7129		7130		7129	
Likelihood ratio chi <sup>2</sup>	50.61***		54.08***		13.87***		16.05***	
Log likelihood	-680.29		-678.55		-170.64		-169.55	

\*\*\*  $p \leq 0.001$ ; \*\*  $p \leq 0.01$ ; \*  $p \leq 0.05$ ;

Unstandardized coefficients are reported. Standard errors are in parentheses. Inflation model: logit.

**Table 5**  
**Zero inflated negative binomial models testing the moderating effect of NED proportion in nominating committee on the relationship between participation in increased control over management and the likelihood of additional appointments (hypothesis 3).**

Independent variables	Additional appointments to board with a nominating committee which includes a majority of NED ( <i>count</i> )				Additional appointments to board with a nominating committee which includes a minority of NED ( <i>count</i> )			
	Model 9		Model 10		Model 11		Model 12	
	Coeff.	Z	Coeff.	Z	Coeff.	Z	Coeff.	Z
Intercept	-5.52*** (0.77)	-7.16	-5.40*** (0.77)	-7.05	-7.75* (3.28)	-2.36	-7.73* (3.25)	-2.38
Average return on assets ( <i>ratio</i> )	-0.01 (0.01)	-0.61	-0.01 (0.01)	-0.51	0.02 (0.06)	0.37	0.02 (0.06)	0.36
Average total sales ( <i>billion dollars</i> )	0.02*** (0.01)	3.89	0.02*** (0.01)	3.96	0.01 (0.01)	0.89	0.01 (0.01)	0.89
Director age ( <i>years</i> )	-0.02* (0.01)	-2.02	-0.02* (0.01)	-2.03	-0.05 (0.04)	-1.08	-0.05 (0.04)	-1.08
Closeness centrality ( <i>ratio</i> )	46.07*** (9.04)	5.10	41.31*** (9.16)	4.51	53.78 (39.25)	1.37	54.90 (40.04)	1.37
Participation in increased control ( <i>count</i> )			0.20** (0.08)	2.34			-0.06 (0.42)	-0.14
N (director-year observations)		7135		7135		7135		7135
Degrees of freedom		7130		7129		7130		7129
Likelihood ratio chi <sup>2</sup>		58.67***		63.92***		4.45		4.47
Log likelihood		-754.46		-751.83		-60.12		-60.11

\*\*\*  $p \leq 0.001$ ; \*\*  $p \leq 0.01$ ; \*  $p \leq 0.05$ ;

Unstandardized coefficients are reported. Standard errors are in parentheses. Inflation model: logit.