Contents

Introduction / ix

Part I: Broad Perspectives on Corporate Governance

- Value Maximization, Stakeholder Theory, and the Corporate Objective Function / 3 Michael C. Jensen
- The State of U.S. Corporate Governance: What's Right and What's Wrong? / 26
 Bengt Holmstrom and Steven N. Kaplan
- U.S. Corporate Governance: Accomplishments and Failings: A Discussion with Michael Jensen and Robert Monks / 48

Part II: Internal Governance: Boards and Executive Compensation

- 4. The Director's New Clothes (or, The Myth of Corporate Accountability) / 79

 Robert Monks and Nell Minow
- Best Practices in Corporate Governance: What Two Decades
 of Research Reveals / 90
 Anil Shivdasani and Marc Zenner
 - 6. Pay without Performance: Overview of the Issues / 113

 Lucian A. Bebchuk and Jesse M. Fried
 - 7. Is U.S. CEO Compensation Broken? / 144 *John E. Core, Wayne R. Guay, and Randall S. Thomas*

VIII CONTENTS

Part III: External Governance: Ownership Structure

- 8. Just Say No to Wall Street: Putting a Stop to the Earnings Game / 161

 Joseph Fuller and Michael C. Jensen
 - 9. Identifying and Attracting the "Right" Investors: Evidence on the Behavior of Institutional Investors / 170 Brian Bushee
- 10. U.S. Family-Run Companies—They May Be Better Than You Think / 184

 Henry McVey and Jason Draho
 - 11. The Evolution of Shareholder Activism in the United States / 202

 Stuart L. Gillan and Laura T. Starks

Part IV: External Governance: The Market for Corporate Control

- 12. Corporate Control and the Politics of Finance / 243

 Michael C. Jensen
- 13. Where M&A Pays and Where It Strays: Survey of the Research / 280

 Robert Bruner
 - 14. Private Equity, Corporate Governance, and the Reinvention of the Market for Corporate Control / 307 *Karen H. Wruck*

About the Contributors / 337

Index / 339