
Board of Directors : An Empirical Study of Navratna Companies

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ABSTRACT

Evaluation of operations of Navratna BODs are at times confidential and very complex, studying, analyzing and evaluating them becomes a very difficult task. The BOD needs to perform efficiently regarding knowledge, time, information, motivation and power. Public Enterprises Section Board (PESB) has to play a strong role and ensure that concerned Ministry is not allowed to get away with any arbitrary decision and decisions should be taken on time to ensure a smooth transition in the company with a proper handing over and taking over. The concept of orientation of non-executive and non-official directors has not received much focus till now in India and all over the world. As against management, Corporate Governance involves dual responsibility fulfilling internal organizational and societal needs. The BOD's role consists of two levels, one relates to setting mission objectives and policy formulation and the second level functions includes monitoring management, and reviewing and controlling their activities form time to time. we found in our analysis that the BODs must not involve itself in day to day functioning of the organization and also that governance does not involve ensuring returns in the short run. This research on nine NAVRATNA companies (like ONGC, NTPC, SAIL IOC, HPCL, BPCL, GAIL, MTNL, BHEL) focuses on need such Board, selection process, functions and weakness of BOD on the basis of the secondary materials.

Keywords: *Corporate Governance, Public Enterprises Section Board, Officer Director, Non-Executive Director, Corporate Vision & Mission, Monitoring & Controlling Management.*

Introduction

A business needs a central governing organ and an organ of review and appraisal. On the quality of these two organs, which together comprise BODs, its performance, results and spirit largely depend on these two. Therefore the selection process followed for identifying directors is an important aspect to be focused while studying BODs. In terms of the recent developments in the area of corporate governance world over and especially after the Cadbury Code in the UK and the Blue Ribbon Committee of USA, the role of the non-executive especially that of the Independent directors has come into prominence. The Confederation of Indian Industries code on Corporate Governance and the more recent SEBI

recommendations based on the Kumar Mangalam Birla Committee report on Corporate Governance are important landmarks in this field in our country. In

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terms of the SEBI committee recommendations it is mandatory for all listed companies in India to have an optimum combination of executive and non-executive directors with not less than fifty percent of the board comprising the non-executive directors. The number of independent directors would depend on the nature of the chairman of the board. In case a company has a non-executive chairman, at least one third of the board should comprise of independent directors and in case a company has an executive chairman, at least half of the board should be independent. This is a mandatory recommendation for all the listed companies and these companies are to include compliance to these recommendations on corporate governance in their annual report. The BODs consists of three kinds of directors – the executive directors or the functional directors responsible for the actual functioning of an organization, the non-executive directors representing majority shareholders (like the financial institutions' nominees in case of the private sector companies and the

government nominees in case of the public sector companies) and the non-executive directors who are independent. Chairman of the BODs may be executive or non-executive. In our survey all the public sector companies have executive chairmen.

In our survey, there are Director Finance and Director Personnel, along with a CMD. There are some Technical Directors as well depending in which business the company is operating. For example ONGC has Director Exploration, director Production. HPCL has Director operations, Director Refinery and director Marketing and SAIL has Managing Directors for its four different plants and functional directors are in finance, projects, commercial, Research and development and operations. It is observed that while PSEs have directors specializing in particular functional areas, the private companies have general directors as inside directors. Their specialized requirements are met by the senior managers who may also be designated as vice president or president in particular area of operation.

Functions of Directors	PSE's in which such functional directors exist amongst Nine PSE's surveyed*
CMD	All companies other than SAIL
Chairman	SAIL
MD	SAIL
Director (Finance)	All companies
Director (HR)	All companies
Director (Operations)	ONGC, SAIL, NTPC
Director (Projects)	GAIL, SAIL, NTPC
Director (Drilling)	ONGC
Director (Commercial)	SAIL, NTPC
Director (Marketing)	HPCL, BPCL
Director (Exploration)	ONGC
Director (Refiners)	HPCL, BPCL
Director (Ind. Sys. Products)	BHEL
Director (Planning)	GAIL, SAIL
Director (Power)	BHEL
Director (Eng. Res. Dev.)	BHEL
Director (Technical)	ONGC, NTPC

*Sources: Companies websites

Government directors, referred to as part time official directors, are appointed by the administrative ministries and are officers dealing with the concerned enterprise. Usually there are two part-time official directors - a representative of the administrative ministry and financial adviser of the ministry. These directors provide a link or liaison between the enterprise and the ministry.

Selection Process of BOD in India

The process of short listing and screening is done by the Public Enterprises Section Board (PESB) in coordination with the administrative ministry and then the list of potential candidates for final selection is ready. The PESB takes into account the performance in the interview and the track record collected through confidential reports of candidates from the PSEs or from organized services. For candidate from the private sector, such confidential respects are not available; if such candidates are selected, a confidential investigation is done by the Government before their appointment. Now PESB directly sends the empanelled names to the CVC(Central Vigilance corporation) and also simultaneously forwards names to the administrative ministry. The administrative ministry starts the process for obtaining approval of the Appointments Committee of Cabinet and the President. Once all the approvals are obtained, the appointment is done subject to CVC clearance.

Selections Process in Public Sector Enterprises

In some cases, the PSEs shares have been partially divested. However the Government of India still continue to remain the majority shareholder and continues its hold on major issues relating to formation of PSE. BODs are finally approved by the President only, based on the recommendations of the public PESB which functions in cohesion with the relevant ministry for screening of probable candidates; selecting and finally forwarding these nominations for approval of Appointments Committee of the Cabinet (ACC).

Selection Process for Non-Executive Directors (NEDs)

There is a consensus regarding having non-executive directors on BODs of public sector undertakings. The

importance of having some independent members on the public sector BODs has been acknowledged for ensuring objective, professional and balance BODs deliberations. However functional directors of the BODs felt that having 50% non-executive directors could lead to confusion in BODs meetings as these out side directors would not have much idea about the technical aspects of organization functioning and the specific factors or two such directors could be alright but more than his may go against efficient BODs functioning. The NEDs included in our study agreed with the view provisions of CII code and SEBI guidelines relating to appointment of NEDs.

Weakness in the Selection Process

The process of selection of the functional directors of the PSEs has been streamlined and improved. Still the board members of the NAVRATNA public sector enterprises surveyed don't find the process very satisfactory. It need a rational and logical process and solutions to all such situations should also be built in the system. The need for a fair and timely selection exercise was emphasized by everyone. Here the point is made that time lag is very long between the issue of circular indicating a vacancy six months in advance and issue of actual appointment letter. There are cases where selection process began six months in advance and appointment letter is issued after the retirement.

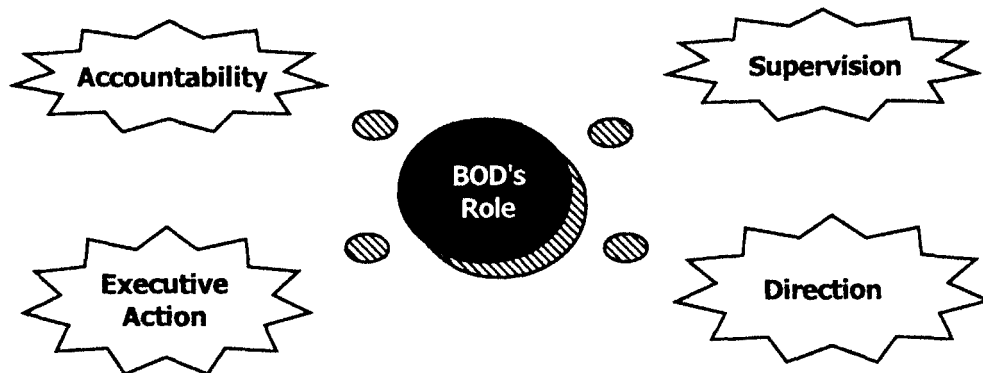
Relevance of Qualifications

The qualifications matter in the selections at board level, as a qualified person will not only be able to take sound decisions but also command respect of the subordinate. It is normal human reaction that we give more regard to a person who is more qualified as we see him / her as an expert in his area and he is rational and analytical in his approach and capable of taking better decisions. But it is also emphasized that need is more of generalists with proven leadership skills and business acumen. In selecting the functional directors, the norms specified by the PESB are followed and therefore qualifications are given importance. It is observed in our survey that though present directors have technical and related qualifications they had experiences of different nature and under qualified in some aspects of business and hence this created problems of difference in approach to some issues of organizational relevance.

Tenure and Age for BODs positions

The term of the BODs tenure of a director should be at least five years. This is essential to provide long term stability and continuity in board functioning and strategy formulation and its implementation and monitoring. In private sector, there is a general agreement that the BODs should be allowed to continue subject to achieving acceptable level of performance. But in the public sector, the decision for continuance of a BOD member at a particular level is taken based on a prescribed procedure. Here the maximum term is five years for functional directors or upto the time of superannuation whichever is earlier.

Role of Directors



These functions are mixed in different proportions depending on the priorities of the BODs, nature of organization and other external environmental factors. Corporate governance involves dual responsibility fulfilling internal organizational and meeting societal needs. Organizational needs refer to the requirements for company's growth and development whereas the societal needs and to be fulfilled not for business reasons but to achieve social objectives and fulfill responsibilities of the organization towards the society in general without exporting any physical returns to these efforts in terms of the business gains.

A. The primary role of Board of Directors

The role of Board of directors in corporate governance has long been a popular subject of business and academic discussions. Literature on boards of

BODs supervise the management actions and functioning and any lapse in compliance with legal or constitutional responsibilities. They are accountable for the lapse; the BODs role consists of two levels one relates to setting mission, objectives and policy formulation and the second level functions include monitoring management, and reviewing and controlling their activities from time to time. The role of the board of a company can thus be explained by the Diagram. It includes accountability, direction, executive management & supervision as the main functions of the BODs.

directors suggests that the BODs has three primary roles: (1) Building corporate strategy, (2) Monitoring and controlling top management (3) Advising and counseling senior management.

1) Building corporate Strategy: Through the Companies Act 1956 does not specify the role of Board nor do any other codes outline the same still it is universally accepted that the BODs is responsible for macro governance of the organization.

- In the companies surveyed by us the BODs has clearly outlined the vision and mission i.e. business the company will go for and direction it will take in that particular sphere
- the BODs tries to formulate Corporate objectives, targets and long term strategies to achieve the primary objectives.;

- For that it must ensure cost efficient operations. Idea is to ensure that the resources are utilized to the maximum so that investors get full return for their investment.,
- The BODs is to ensure Balancing interests of shareholders with those of the creditors, employees, customers, suppliers, government and community in general. These are the different stakeholders whose interest is aligned with company's growth and success.

The primary responsibility of the board is often perceived to be that of trustees to the shareholders. The shareholders have invested their hard earned money in the company and made the BODs responsible for ensuring that the resources are utilized in a manner to yield maximum return to shareholders investment so this is the primary objectives their loyalty must lie with the investors.

2) Monitoring and Controlling Senior Management

Overseeing and evaluating executive management is one activity, which the BODs are responsible for. The BODs is the supervisory body, which sets the direction for functioning of the organization. The routing and internal operational affairs of the company are normally handled by the unit heads and their team of senior managers. In the discipline this team of top managers maneuvers the organization through different activities and phases. Therefore these managers are implementing what the BODs visualize. Therefore it is important for the BODs to ensure that the senior managers understand what the BODs expect of them.

Removing Non-Performing Senior Management, it is very important for the BODs to ensure that this team at the top has the desired combinations of qualities required at that level to shoulder the responsibilities placed on them. For this constant assessment of the top managers functioning and performance is essential. The private sector directors stated that they have these practices of quietly doing away with non performers so that the right kind of people come forward and work for improving the organization functioning. But in the PSEs all the functional directors stated that removal of non-performing employees is

not simple and only way out is to sideline them or transfer them against request and thus they may at times opt for Voluntary Retirement Schemes offered by these organizations but this normally does not work as the employees do not want to leave the security and privileges enjoyed in their job or they do not have any alternate openings so they decide to stay on.

3) Advising and Counseling Senior Management

They are also responsible for over viewing on a periodic basis only, the current operations principally to assess performance against promise. One thing that they certainly must not do is to involve themselves in the day-to-day operations and jobs. 'Drucker' emphasized that the board will be stronger and more effective if it is detached form operations. The BODs is to monitor the managers who take care of the operation affairs and it monitors them at regular intervals but not too often so that unnecessary reporting does not become an unproductive and time vesting exercise.

B. Additional responsibilities of BODs

Succession Planning: The BODs must periodically review succession and management development plans for its human resource. After all human resource is the biggest asset of an organization and a dedicated human resource ensures that the company has a competitive edge over its rivals. Therefore it is essential that this resource is put to best possible use. The right people should get the relevant job exposure and training and opportunities for growth and development so that they form a dedicated workforces and work towards achieving company goals.

Information Flow: The BODs thinking, processes and plans are communicated down the line. Information flow is as relevant here as it is in any other area of business and thus it is very important that the BODs decisions and the procedure for implementing these should be conveyed down the line to the grassroots levels to ensure clarity in their minds regarding company functioning and future plans. Not only is downward flow of information essential for achieving organizational objectives but upward flow of information is also desirable so that BODs keeps itself aware of what is happening at different levels in the organization.

C. Fulfillment of Societal needs

Corporate compliance with all relevant laws: The BODs must ensure that company's business is carried on in a manner, which is in keeping with the relevant legal and constitutional provisions. The company interest cannot be placed above these legal and other mandatory requirements as in the long run this will benefit the company image.

Ethical behavior on part of the management: The Company BODs must abide by ethical standards of conducting business. For this at times short-term gains may have to be sacrificed but again we may stress that long term stability can be achieved by running a business in an ethical way. Infosys or Larsen and Toubro or Wipro or TISCO are known Indian companies run in keeping with ethical norms.

Ensuring physical as well as environmental, social and cultural protection: corporate sector is responsible for environmental care, social welfare and protection of our culture and heritage. That is why the BODs of these companies are coming up with proposals of increasing plant cover, providing educational opportunities to the backward classless and also providing for spreading literacy and taking care of community health and hygiene by participating in various plans for the same. The Tatas and IOC are getting together to protect the TAJ MAHAL which is one of the seven wonders. Thus the BODs are responsible for initiating and implementing various schemes and plans as responsible corporate citizens. ONGC one of the companies surveyed has successfully implemented a project of electrification of an island village, called Amala off the Mumbai coast, for its socio-economic revival.

Evaluation of BODs' performance of NAVRATNA Companies

Evaluation of performance is a process, which is concerned with measuring. What should be measured should be decided on the basis of the use to which the results will be put. The evaluation of NAVRATNA BODs can enable us to know as to how the BODs as a collective entity is performing, and what contribution it is making towards fulfillment of the objectives of the organization. Only when performance is evaluated properly can action be taken for its improvement. The

objective of evaluation is to identify component strategies and policies that cause strategies, methods adopted for implementation of policy, the role of various individuals involved and other related incidental aspects. Thus, the evaluation is not an audit procedure which is primarily concerned with financial accounting and control. A board is team of knowledge workers, and to do its job, the board needs the same resources and capabilities that any other successful team of knowledge workers need to do their jobs effectively. Such groups need Knowledge, Information, Power, Motivation and Time.

Knowledge

The combined knowledge and experience of the board members absolutely must match the strategic demands facing the company. A performance evaluation that systematically assesses boardroom expertise and identifies current and future gaps is therefore critical to assuring that the board maintains the right mix of knowledge. That's why a right mix of technical & non-technical, executive, non-executive directors is required in a well performing BODs. It is also essential that other than the functional director finance some other directors also have some idea of accounting and financial principles so that a useful discussion on the financial aspects of different proposals may be undertaken. Similarly, familiarity with the company law is also helpful.

Information

To be effective, a board needs a broad range of information about the condition of its corporation. It needs, for example, up to date information on the competition, on key strategic issues and on possible acquisition targets. And it needs that information presented clearly and concisely because its time is limited. The BOD has to satisfy various stakeholders and demands from different quarters. Furthermore, the board needs to get its information from a broad range of sources such as outside stakeholders, customers, employees and the directors themselves. Institutional investors, market analysts, regulatory bodies, the press, and academic journals government agencies are all potential sources of outside information. Evidence suggests that institutional investors, in particular, want to be asked for their view of board performance.

Power

An effective board needs authority – the authority to act as a governing body, surely, and to make key decisions, - but also the power to see that senior management is accepting and implementing its decisions. The BOD independence also adds to its power. A board's power is a function of the backgrounds of its members and the way they are chosen. It is crucial, then, that a committee of independent directors and not the CEO-oversees the process of selecting new directors,

Motivation

The BODs will be motivated to function in the interest of the organization objectives if it feels that its actions and decisions will be suitably rewarded. These days the private sector enterprises all over the world are giving stock options or performance related incentives to encourage greater BODs involvement in its functions.

Time

To make effective decisions, directors need sufficient well-organized periods of time together as a group. Evaluations should note whether the frequency of meetings is adequate, whether there is sufficient time available to prepare for meetings and to deliberate on important decisions, and whether time spent in meetings is used efficiently. For instance, board members should not devote time in meetings to getting information from management that could have been communicated earlier. The management should anticipate the information required to taking certain decisions and make it available to the BOD. Rather, they should spend meeting time engaged in substantive discussion and decision making. Here it is also important that attendance is good and as recommended by CII, directors' attendance record should be considered while deciding upon re-appointment.

Evaluation

Evaluation is particularly difficult for boards of directors because it requires members to make decisions about themselves. The parameters for evaluation must be established by a BODs committee and a Corporate

Governance committee should be there to look into the evaluation of the Corporate Governance practices based on prescribed parameters. The effectiveness of the evaluation every much depends on how the board structures the evaluation process. It should consist of three phases: The first -setting annual board objectives at the beginning of the fiscal year. The process picks up again at the end of the year, when, in the second phase, the board secretary collects and disseminates about the board's activities. With that information in hand, in the third phase, board members can judge how close they came to meeting their objectives while also examining the adequacy of the resources available to the them over the year.

Conclusion:

Board of Directors are mandatory for the public sector companies in order to supervise, regulate and keeping up the interests of the stakeholders within and outside the company. The BOD operates at macro level to formulate mission of the company and to strategies how the mission can be achieved. These being a job needing high standard, members needs to be appointed carefully from amongst the people having not only specific skills but also practical experiences of that particular business. Public Sector Navaratna Companies have been directed to follow a stick procedure of section of BOD. BOB member are expected to function not only for the well being and growth of the companies but also they need to keep up the societal interest at large.

References

Anand, Sanjay, " Essentials of Corporate Governance", John Wiley & Son, 2008

Cornforth, Chris, Ed.: *Governance of Public and Non-profit Organizations: What do Boards do?* - London: Roudledge, 2003.

Fahy, Martin, Roche, Jeremy and Weiner, Anastasia; *Beyond Governance: Creating Corporate Value through Performance and Responsibility* - Chichester: John Wiley,

Goel, Anand M, " Overconfidence, CEO selection and corporate governance", Journal of Finance, December, 2008

Gourevitch, Peter Alexis Shinn, James J.: *Political Power and Corporate Control: The New Global Politics of Corporate Governance* — New Jersey: Princeton University Press, 2005

Institute of Directors: *The Handbook of International Corporate Governance: A Definitive Guide*— London: Kogan Page, 2005

Keasey Kevin; Thompson, Steve Wright, Mike, Eds.: *Corporate Governance: Accountability, Enterprise and International Comparisons* - Chichester; John Wiley, 2005

Martin, David, "Corporate Governance : practical guidance on accountability requirements" Viva Books, New Delhi, 2009

Monks, Reober A G; Monow, Nell, "Corporate Governance" Wiley India, New Delhi, 2008

Rath, A. K., " Towards better corporate Governance- Independent directors in the boardroom" Excel Books, New Delhi, 2010

Sharma, Sunita Upedra, "Corporate Governance in India" New Century Publications, New Delhi, 2009

Spencer, Signe M, "Indian CEOs: competencies for success keys to outstanding Indian corporate leadership", Vision, New Delhi, March, 2008