Published: 05 June 2008

Behavioral finance in corporate governance: economics and ethics of the devil's advocate

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Journal of Management & Governance **12**, 179–200 (2008)

Abstract

The Common Law, parliamentary democracy, and academia all institutionalize dissent to check undue obedience to authority; and corporate governance reformers advocate the same in boardrooms. Many corporate governance disasters could be averted if directors asked hard questions, demanded clear answers, and blew whistles. Work by Milgram suggests humans have an innate predisposition to obey authority. This excessive subservience of agent to principal, here dubbed a "type II agency problem", explains directors' eerie

reflecting problems identifying genuinely independent directors.

Notes

demonstrate networking effects in director selection. Behavioral explanations of governance issues also enter the finance literature—e.g. Shleifer and Vishny (2003) on merger waves, Baker et al. (2007) on capital spending, Kindleberger (1978) on financial crises, and others.

4. See Bernardo and Welch (2001) for a discussion of group selection inducing seemingly irrational individual behavior in economics.

5. Such reflexive behavior is appreciated by students of marketing, such as Cialdini (1998), and motivates free samples and "no obligation" gifts as sales strategies.

6. This knowledge is used by, for example, professional pollsters to generate answers that lend the aura of popular support to causes advanced by their clients (see Cialdini (1998)).

7. Shiller (1995) speculates, based on the anthropology literature, that compliance and herding echo social conventions of polite conversation that enhance group survival odds. Brown and Levinson (1987) argue that such aspects of conversational politeness

10. See e.g. Lakonishok et al. (1992).

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Acknowledgements

I am grateful for helpful comments and suggests by seminar participants at the University of Alberta, Århus University, Fu-Jen Catholic University, Hong Kong University of Science and Technology, the Journal of Management and Governance Symposium at the Università Cattolica Sacro Cuore of Milan, the National

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This work was partially undertaken while a Visiting Professor at Harvard.

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About this article

Cite this article

Morck, R. Behavioral finance in corporate governance: economics and ethics of the devil's advocate. *J Manage*

Keywords

Behavioral finance
Corporate governance
Agency problems
Information cascades
Herding
Opposition