

Finance 312 Exam 1 Study Guide

Class Note 1: Goals of the Corporate Firm (Review Questions pg. 47)

Alternative Goals of the Corporate Firm

- **3 Major Strategic Financial Goals**
 - **Investment Policy Decisions**- How firm should spend its money
 - **Financing Policy Decisions**- How firm should raise money to finance assets
 - **Corporate Control Decisions**- Who is in the best position to control assets
- **Set of Contracts View**- Ultimate goal of CEO is to represent shareholder interest
 - **Accounting Approach**- by maximizing EPS and net income
 - **Financing Approach**- by maximizing cash flows and wealth
- **Stakeholder View**- That corporation is owned by all stakeholders not just interest of shareholders
 - **Agency Problem**- Conflict of interest between corporation and stakeholders, one group acting to the detriment of another
 - 3 factors to mitigate widely addressed agency problems:
 - Board of Directors
 - CEO Compensation
 - Active Investors

The Fiduciary Duty of the Board of Directors

- **Primary Roles of the Board**
 - **Advisory Role**- Assist with strategic and succession planning
 - **Financing Committee**- review investment policies and make long term recommendations on investment projects
 - **Investment Committee**- reviews financing policies and makes recommendations on raising capital and dividend policy
 - **Oversight Role**- Assist with aligning interests of CEO with shareholders
 - **Compensation Committee**- recommendations on compensation of CEO
 - **Nomination Committee**- recommends new members to be elected
 - **Audit Committee**- reviews financial affairs
- **Are the board and its committee members independent of the CEO? (Most important)**
 - **Inside Directors**- Full time employees
 - **Outside Directors**- All other directors
 - **Affiliated Outside Directors**- Personal or business links that compromise independence from CEOs
 - Buffet says they rely too heavily on board fees, but it is difficult to determine how much board fees are to determine how affiliated a board director is
 - **Independent Outside Directors**- No personal or business links, some say they are most likely to monitor the CEO
 - Buffet says that their contribution to shareholder is minimal because they do not know enough about the business
 - Sarbanes Oxley Act requires boards to have independent directors to ensure oversight role is being performed
 - Depends on the size and growth rate of firm to determine how many inside directors they should have

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