

**TITLE:** EVALUATION OF THE CONTRIBUTION OF GOVERNANCE TO ORGANISATIONAL PERFORMANCE

**CONFERENCE STRAND:** EVALUATION THEORY

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**KEY POINTS:** [Word count = 123 words]

- 1 Several authors have debated the evidence of whether recent regulatory requirements of corporate governance make a sufficient contribution to organisational performance.
- 2 Clearly, there is a need for better evaluation to provide boards with pertinent information on both operational and organisational performance and compliance.
- 3 The paper identifies weaknesses in the theory and research, focusing mainly on the inadequate attention corporations appear to give to information gathering and performance measurement and evaluation systems, and on the lack of clarity of the roles and competencies of Boards of Directors of organisations in their evaluation duties. In addition, the paper reviews some alternative qualitative and quantitative information systems which may assist to improve the basis for organisational governance and its performance measurement and evaluation.

**PRESENTER:** Dr Colin A. Sharp  
Managing Director, *P.E.R.S.O.N.A.L. Consultancy Pty Ltd*;  
PO Box 378 Stirling, Adelaide, SA, Australia, 5152  
Ph/Fax: 08 8339 6779; mobile: 0419 390 030  
Email: [PERSONAL.research@bigpond.com](mailto:PERSONAL.research@bigpond.com)

**CO-AUTHOR:** Dr Herbert Stock  
Ph: 0416 200 031  
Email: [tilby\\_stock@internode.on.net](mailto:tilby_stock@internode.on.net)

Associate Professor Sharp is the Director of Studies, and Director of the Centre for Public Sector Governance of the Gibran Business School in South Australia. He has also been Managing Director of *P.E.R.S.O.N.A.L. (Research & Evaluation) Consultancy Pty Ltd* since it began in 1986. As a Psychologist, manager and educator, Dr Sharp has mainly worked in service delivery and evaluation in the human services and with Boards of Directors of not-for-profit organisations. In 1992, Dr Sharp was presented with the E. T. & S. Award from the AES, and made a Fellow of the AES in 2003. He has been researching the role of performance measurement and evaluation in organisational governance for 9 years.

Dr Stock is a retired Public Servant who completed his M.Pol.Admin at the Flinders Institute of Public Policy and Management in the late '90s. He and Dr Sharp are currently consulting to a South Australia Government Department on issues of regulatory reform, which has provided a background to the present paper.

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Recent trends to tighten corporate governance regulations among OECD countries have raised the question as to how effective are such compliance regimes. AES conferences and the *EJA* have included papers on the practice of evaluation of corporate governance. But little attention has been paid to the theory or program logic of how corporate governance might contribute to organisation performance. How can Government's evaluate the effectiveness of their regulation of corporate governance? These are important new areas of evaluation theory and practices which AES members & Governments will need.

## **TARGET AUDIENCE:**

Those interested in the theory of governance and the practice of evaluation in improving organisational governance and organisational performance would include:

- ▶ Academics
- ▶ Experienced evaluation practitioners
- ▶ Members of Boards of Directors, and Executives.

## **EVALUATION OF THE CONTRIBUTION OF GOVERNANCE TO ORGANISATIONAL PERFORMANCE**

### **INTRODUCTION**

The evaluation issues considered in this paper are not new in systems thinking, but the systemic methods of dealing with them have not been convincing, as attested by the following quotes:

“A great many barriers keep us from perfecting ... a planning/governing system: theory is inadequate for decent forecasting; our intelligence is insufficient to our tasks; plurality of objectives held by plurality of politics makes it impossible to pursue unitary aims; and so on. The difficulties attached to rationality are tenacious, and we have so far been unable to get untangled from their web” (Rittel & Webber 1973, p. 89).

“A board is a 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 needs. Research ... indicates that to do their jobs effectively, such groups need *knowledge, information, power, motivation, and time*” (Conger, Finegold, & Lawler, 1998, p. 140).

“The ‘buzz’ word of the decade: Corporate Governance. As we go through (another) phase of major corporate collapses, where greed and over-indulgence by management are seen as the cause, investors are calling for tighter controls over who manages their companies and the way these elected persons take care of corporate assets. There is also the desire for improved disclosure about corporate practices aimed at safeguarding company resources. Shareholder confidence in the corporate world has received an enormous battering and governments and the accounting profession are currently in repair mode in order to restore that confidence” (Sims & Heazlewood, 2003, p. 2).

As one of our colleagues summarised the agenda for Regulators (supposedly for Evaluators):

“No-one argues against the need for public and private initiatives that promote honest, safe, clean economically sustainable and employee-aware corporations, through a regulatory environment that is affordable, effective and respected. The debate over the preferred path to getting there, however, fuels much disagreement” (Sarre, 2003, p. 54).

This paper cannot claim to provide a map for the path to enlightened organisational governance. However, it is hoped that some consideration of evaluation theory may help us find the light for that path.

### **SOME SIGNPOSTS**

It has been argued that a Board of Directors provides the most important evaluation role in an organisation, which has been called: *Strategic Evaluation* (Sharp, 1999, 2005). How appropriate measures are developed for that role is still an emerging journey (Heracleous, 2001; Korac-Kakabadse, Kakabadse & Kouzmin, 2001; Sharp, 2002; Scissons, 2002; Wagner, Stimpert & Fubara, 1998; Young, 2003). Perhaps some questions applied to the travellers may provide some light along the way.

### **WATCH OUT FOR REGULATION**

As a number of recent studies (Sharp 1999, Cutting & Kouzmin 2002, Edwards, Ayres & Howard 2003; Edwards & Clough, 2005), have suggested regular reviews of Board and management structures, performance and effectiveness are required for long-term organisational performance. Indeed, the requirement for such reviews is now being legislated in a number of OECD countries

(OECD, 1999, 2000) as part of the process of simplifying and tightening corporate governance of organisations in the private sector and public sector and is becoming reflected in international professional standards on accountability and internal auditing (e.g., Barrett, 1997; IIA, 1999; IIA, 1998). Basically, these changes have put Boards of Directors, CEOs, Auditors and top managers on notice that they need to be competent and clear about the roles of Corporate Directors and the governance of their organisations. This includes understanding and practicing the skills of financial and non-financial performance monitoring and evaluation (Conger, Finegold, & Lawler, 1998; Green & Griesinger, 1996). Unfortunately for many organisations, the bases of the principles and practices of organisational governance and evaluation of the performance of Boards of Directors are thinly disguised 'rules of thumb' based on the experience of consultants or old hands at Directorship and/or on the practice of corporate governance, rather than on rigorous research (Leblanc & Gillies, 2004; Scissons 2002). As Scissons (2002, p. 21) pointed out:

"research supporting the views of these various advocates has largely been based on opinion or impressionistic data rather than on empirical research, and that the opinions of different experts are often diametrically opposed to one another. To borrow a line from Punch, 'you pays your money and you takes your choice'. ... In most cases, these problems stem from an ignorance of the underlying assumptions inherent in the use of elementary statistics or an apparent belief that as far as measurement is concerned, something is better than nothing."

One problem created by this reliance on empirical 'knowledge' is that, while there is emphasis (and a growing volume of recommendations) on the need for assessment of effectiveness (e.g. Walker, 1999) of Boards of Directors, there is little reliable information on *how* to do this. The majority of the methods available use simplistic checklists and poorly constructed, and/or inappropriately analysed, surveys and focus on processes and directors' duties, rather than on the outcomes of organisational governance (e.g. Holland & Jackson, 1998, Herman & Renz, 2000, Scissons, 2002). As Garber (2002) pointed out, using off-the shelf evaluation forms and externally imposed criteria may do more to confuse and waste valuable time than help the Board of Directors to establish their own management and planning.

### **KEEP PERFORMANCE ON THE AGENDA?**

Although there is only limited research on the effect of good governance and organisational performance there is anecdotal evidence that would suggest that the better the governance the better the organisation performance. More logical is the suggestion in the landmark Hilmer report (1993) titled: *Strictly Boardroom - Improving Governance to Enhance Company Performance*, that it is crucial that Boards of Directors not only take responsibility for oversight of top managers and their contribution to organisational performance, but also look for factors which might contribute to *failure* and *avoid* them:

"While there are numerous reasons for poor performance, current governance responsibilities and practices are a significant part of the problem. Three factors in particular appear to contribute to many boards' continuing acceptance of marginal corporate performance. These are:

- ▶ Confusion over board role and responsibilities, in particular a failure to balance the duty of the board to ensure high levels of performance with its duties to oversee conformance by management with an increasing body of rules and regulations.
- ▶ Weak director selection processes.
- ▶ A lack of processes to *keep performance at the centre of the board's agenda.*" (Hilmer, 1993, pp. 4-5 italics added)

### **PUT A 'PREMIUM' ON PERFORMANCE?**

These days it is expected, at least in private sector organisations such as those represented by Institutional Shareholder Services, that improved corporate governance of the enterprise leads to improved organisational performance and to investor recognition of that improved performance. Indeed, there often is a 'premium', in investors' terms, for 'good corporate governance' (e.g.,

Brown & Caylor, 2004; Hilmer, 1993; Matheson, 2004; McKinsey 2002; PWC, 2001, 2003, 2004). For example, private sector research, such as a global financial benchmarking study sponsored by the Institutional Shareholder Services (Brown & Caylor, 2004), suggests that the quality of corporate governance is sufficiently related to firm financial performance to warrant investors paying a premium for the assurance (or perception) of “good governance”, while a limited correlation of the stock prices and some Corporate Governance practices (shareholder rights) of some 1,500 large firms listed on the New York Stock Exchange by Gompers, Ishii and Metrick (2003) concluded that investors in companies which respected shareholder rights benefited to the extent of over 8% per year.

Of course many of these surveys are flawed because they fail to:

- ▶ define ‘good governance’;
- ▶ establish whether the implicit understanding of ‘good governance’ that forms the basis of the survey is the same as that of the survey respondents, and
- ▶ establish how representative the sample of survey respondents is of the intended audience.

Nevertheless, it is still commonplace to *expect* that *good* governance (like good strategic leadership) should significantly contribute to an effective organisation (Finkelstein & Hambrick, 1996).

### **DRAWING THE LINKS?**

The Australian Institute of Company Directors (AICD/KPMG, 1998) has attempted to identify the areas of Board performance which should be benchmarked, but the literature appears silent as to whether any company has pursued this. Table 1 reports this framework.

*Table 1*

<b>Link Between Board and Company Performance</b>	Four out of five directors considered that board performance is linked to overall corporate performance.
<b>Scope of Performance Reviews</b>	The primary focus of evaluation is corporate performance, and to a lesser extent, the achievements of the CEO. Reviews of the board itself, the non-executive directors and the Chairman are conducted only by a minority of companies.
<b>Performance Benchmark Criteria</b>	Profitability is the key indicator of corporate performance, followed by return on investment and customer loyalty. Share price is seldom regarded as a criterion of corporate performance. The criteria used for corporate and board performance are essentially the same, but the emphasis is given to corporate performance.
<b>Best Practice Criteria</b>	When performance is considered in terms of best practice, customer loyalty and staff satisfaction take the lead, ahead of financial performance indicators.
<b>Benchmarking Against Competitors</b>	While internal assessments of corporate performance may be routine, in most cases this does not extend to benchmarking against competitors. Where competitive benchmarking is undertaken, it is more likely to be against local competitors than offshore companies.
<b>Are Stake holders Considered</b>	Apart from shareholders, directors give consideration to the needs of customers and staff.
<b>Performance Assessment Methods</b>	The methods of assessing board performance focus on traditional accountancy measures (45%), and to a lesser extent management by objective (21%). One in three directors (34%) report that no formal approach is used to assess board performance.
<b>Long and Short Term Indicators</b>	In assessing board performance most organisations make a distinction between long and short term indicators of success.
<b>Benefits of Performance Evaluation</b>	Directors consider the primary benefits of regular board performance are increased focus on corporate performance and improved accountability
<b>Making Outcomes Public</b>	Most organisations do not circulate the results of board reviews. Among those that do (22%), the outcomes are generally presented in the annual report or at the AGM.

## CLARIFYING POLITY GOVERNANCE VS ORGANISATIONAL GOVERNANCE

The emergence of corporate governance as an evaluand has been confounded by the confusion around the usage of the terms. The situation for Not-for-Profit (public or third sector) organisations is even less clear because of the excessive influence of the political system of the authorising environment of Governments and their Not-for-Profit partners/contractors. Thus the coining of the specialist term 'polity governance' to recognise this is separate from corporate governance (see below).

Table 2 and Rhodes (2000) show some of the many definitions and uses of the term *governance*. Corporate Governance has become associated with the management and control of organisations especially in the private sector under the corporation's laws of the country. *Governance* is often used in the public sector context to mean the Government's legal and political representation and leadership of the polity (the *people* or the citizens). For clarity, this might be better termed *polity governance* to distinguish it from the machinery of Government, which includes the *organisational* governance of the public administration (see Sharp, 1999; 2001).

Table 2: Can we agree on definitions?

<i>Concept</i>	<i>Definition</i>	<i>Source</i>
<i>Governance</i>	The epistemology of <i>governance</i> , from <i>governor</i> , shows it is derived from the same Greek roots as <i>cybernetics</i> , ie, from <i>steersman</i> : κυβερνητης	Wiener, 1961 Senge, Kleiner, Roberts, Ross, Roth, & Smith, 1999.
<i>Corporate governance</i> (Local Government)	"the system by which local authorities direct and control their functions and relate to their communities"	CIPFA, 2001, p.1
<i>Corporate Governance</i>	The representation of the legal entity and control of the management of an organization especially under the corporation's laws of the country	Barrett, 1997 CLERP, 1997a, 1997b
<i>Organisational governance</i>	"organisational governance is not an end in itself but a means of exercising stewardship professionalism" in the control of an organization as a part of a system on behalf of the stakeholders in that system.	Sharp, 1999
<i>Polity governance</i>	Government's legal and political representation and leadership of the <i>polity</i> (the people or the citizens)	Sharp, 1999
<i>Policy Governance</i>	A guide on the role of Boards of Directors for Not-for-Profit organisation emphasising their responsibility to the ownership of the assets	Carver, 1999

However over-simplified are the data-gathering, and resultant benchmarks, in the private, for-profit, sector, there are few (if any) useful similar processes or indices available to Directors of Not-for-Profit organisations (see Green & Griesinger, 1996; Herzlinger, 1996; McNamara, 1999a, 1999b, 1999c) and what data does exist frequently is limited, anecdotal and potentially flawed (e.g. see Herman & Renz, 2000, Keating & Frumkin, 2003). However, as Green and Griesinger noted:

"Nonprofit organizations differ from their for-profit counterparts in legal status with respect to taxes and governance ... and their governance structures preclude private financial gain. ... Since a nonprofit organization exists to render a public service, its success is generally measured by how well it performs this service and not by its financial performance alone. ... Thus, the primary measures of performance for a nonprofit organization tend to focus on the mission, goals and objectives, which typically are nonmonetary in nature and sometimes difficult to assess fully.

Even more to the point, effective boards of nonprofit social services organizations are generally expected to advocate services that meet client needs and also to help garner the resources necessary to improve both the quantity and the quality of services delivered. Accordingly, it is not unreasonable to expect board members of nonprofit organizations to play a larger role in implementing their decisions, particularly with respect to fundraising and community relations.” (Green & Griesinger, 1996, p. 382)

Green and Griesinger’s study of Not-for-Profit developmental disability workshops and residential facilities in the United States (one of the few investigations to analyse the issue of a relationship between performance of Boards of Directors and their organisation's performance) suggested a correlation between the performance of the Board of Directors and organisational performance. (see also Crilley & Sharp, 2003). Table 3 shows the measures adopted by Green & Greislinger.

*Table 3 (Adapted from Green & Greislinger's 1996, Table 3, pp. 392-394)*

<b>Responsibilities relating to Strategic Evaluation</b> <i>(Closest type of governance)</i>	Responsibilities relating to Audit <i>(Closest type of governance)</i>
Balances entrepreneurship and fiscal responsibility <i>(organisational &amp; corporate governance)</i>	Has long-term financial plan <i>(organisational &amp; corporate governance)</i>
Communicates organisation's purpose <i>(polity &amp; organisational governance)</i>	Reviews key financial controls <i>(organisational &amp; corporate governance)</i>
Reassesses organisation's overall performance <i>(organisational governance)</i>	Accepts legal accountability <i>(corporate &amp; organisational governance)</i>
Sets the specific duties of the board <i>(organisational &amp; corporate governance)</i>	Sets the specific duties of the board <i>(organisational &amp; corporate governance)</i>
Involved in Policy formation <i>(polity governance)</i>	Reviews management information <i>(organisational &amp; corporate governance)</i>
Formally evaluates board performance	Provides policies on board responsibilities <i>(organisational &amp; corporate governance)</i>
Reviews & revises organisation's mission <i>(organisational governance)</i>	
Participates in long-term planning <i>(organisational &amp; polity governance)</i>	
Formally evaluates CEO performance <i>(organisational &amp; corporate governance)</i>	
Monitors services and programs <i>(organisational governance)</i>	
Participates in short-term planning <i>(organisational &amp; corporate governance)</i>	
Provides policies on board responsibilities <i>(organisational &amp; corporate governance)</i>	

In Green & Griesinger’s (1996) study, three “responsibilities” clearly related to *strategic evaluation*:

- ▶ reassesses organisation's overall performance,
- ▶ formally evaluates board performance, and
- ▶ formally evaluates CEO performance,

all showed statistically significant differences between the *do* and *should-do* ratings by both Board members and CEOs, indicating that both groups expected higher performance by Boards of Directors. There were, however interesting disparities between Board member ratings and CEO's perception of connection to organisational performance. However, and oddly, neither the Board members, nor CEOs who responded, saw “formally evaluates CEO performance” as contributing to organisational performance, despite the common expectation that CEOs are responsible for organisational performance.

While these results are from a small sub-sector of Not-for-Profit organisations in the USA and so may not be generalisable, they do confirm two impressions from other literature and anecdotal experience from third sector organisational governance practice that:

- ▶ there is some expectation of a relationship between effective organisational governance and effective organisational performance; *but*
- ▶ there is a common problem in organisation governance in some Not-for-Profit organisations, which is likely to contribute to poor governance and/or performance of organisations, that is the *confusion over roles and responsibilities* among Boards of Directors and vis-à-vis the CEO or management of the organisation (see e.g., Carver, 1995; Garratt, 1996a, 1996b, 2002).

### **HOW TO BE EFFECTIVE IN COMPLEX SYSTEMS?**

This lack of information leaves Boards of Directors with two awkward questions:

- 1 *what is* effective organisational governance? and
- 2 *how* to make effective organisation governance contribute to effective performance?

which, of course, must be addressed within, and in compliance with, the (normative and prescriptive) legal and regulatory frameworks (Australia/New Zealand Standards 1998).

Most Boards encountering these questions are already aware that prescriptive and regulatory approaches are unlikely to facilitate performance per se; the main purpose of such formal approaches is to provide an 'audit trail' to allow assignment (or shifting) of blame where performance fails (see e.g., Garratt, 1996a, 1996b, 2002; Hilmer, 1993; Matheson, 2004; Sarre, 2003). The need, therefore, is for solutions to these questions which will benefit a Board in keeping a viable and prospering organisation.

It may be painfully obvious to those who have been on a Board of Directors that such questions fall into what systems thinkers have labelled "wicked" problems. Basically evaluation is not a neutral or value-free process (Scriven, 2003; Sharp, 1994). The process of a Boards of Directors determining how to evaluate its own performance and that of the CEO and the organisation may provoke 'defensive routines' (Sharp, 2003) which may compound the performance evaluation and or the associated 'wicked problems'. As Rittel and Webber (1974, p. 89) point out there are at least ten properties commonly identified regarding 'wicked problems' (Churchman, 1963; Conklin & Weil, 1997; Courtney, 2001; Rittel & Webber, 1974):

### **WATCH OUT FOR THE 'WICKED PROBLEMS' AND 'DEFENSIVE ROUTINES'**

As with the difficulties of defensive routines derailing organizational learning and evaluation, wicked problems can confound organisational governance. Here are some reasons why:

1. The "formulation of a wicked problem *is* the problem" (Rittel & Webber, 1974, p. 90) because the information needed to grasp the problem is not available until the possible solutions have been canvassed. It has been found that Boards of Directors can mistakenly focus on the financial monitoring and micro-management, when their role in organisational governance should be to oversight organisational strategy and the performance of the CEO (see Hilmer, 1993; NSW Audit Office 1997). These areas are harder to evaluate and more likely to bring their own defensive routines and wicked problems, especially when they are being managed internally with the threat of external sanctions.
2. "Wicked problems have no stopping rule" (Rittel & Webber, 1974, p. 92) because the level of detail required for the specification is not known. The scope of the evaluation can undermine the utility of the findings: too broad an evaluation can mean unmanageable findings and/or recommendations. Vague evaluation criteria without enough detail in the terms of reference can render the evaluation politically confused and un-useable.

3. Wicked problems have complex qualitative decision criteria so the “solutions to wicked problems are not true-or-flase, but good-or-bad” (Rittel & Webber, 1974, p. 92). An expectation of quantitative data or definitive answers in organisational governance evaluation can blind the Board of Directors to important questions and useful qualitative data.  
...
5. “Every solution to a wicked problem is a ‘one-shot operation’; because there is no opportunity to learn by trial-and-error, every attempt counts significantly” and leaves a ‘trace’ affecting subsequent attempts (Rittel & Webber, 1974, p. 93). There are enough problems of organizational learning and governance learning as it is (see Garratt, 1987, 1996a, 1996b; Sharp, 1996a, 1996b, 1996c, 2003) without there being compounding effects of errors hampering learning attempts at solutions and blocking further learning.  
...
7. “Every wicked problem is essentially unique” (Rittel & Webber, 1974, p. 95). This makes it harder for Boards of Directors to build competence in organisational governance and its evaluation. But the Capability Maturity Models (CMM) approach attempts to accommodate that, at the expensive of complex aspirational organizational culture stereotypes (Sharp, 2005).
8. “Every wicked problem can be considered to be a symptom of another wicked problem” (Rittel & Webber, 1974, p. 96). The evaluation of the Board’s performance is a meta-evaluation of the organisation’s performance which in turn is compounded by the Board’s evaluation of the CEO’s performance.  
...
10. The Board of Directors has “no right to be wrong” (Rittel & Webber, 1974, p. 98), especially in the public sector, because of the consequences of errors and ultimate responsibility of the Government. The pressures of regulation (e.g. CLERP, 1997a, 1997b, 2003) and the potential threat of litigation have escalated since the era of the corporate cowboys (Sarre, 2003). Boards of Directors can not afford to be ‘wrong’ and so their attempts at evaluation may be conservative or ‘window dressing’.

### **WHERE TO FROM HERE?**

The problem for evaluation practitioners, then, is to provide Boards of Directors with guidelines and evaluation frameworks which will contribute to *both effective organisational governance and organisation performance* while also helping to improve knowledge and practice in this ‘emergent’ field, without exacerbating the wicked problems of organisational governance. As mentioned above (see Courtney, 2001; Rittel & Webber, 1974) it is unlikely that there will be any “one-size-fits-all” solution to these awkward questions and wicked problems. Further, if a *cure* cannot be offered for the woes of organisational governance, then it is a realistic task for evaluation practitioners, at least, to set about developing a better basis for research, and learning for continuous improvement.

### **PARTNERSHIP OF INTERNAL AND EXTERNAL EVALUATIONS**

It is well established among evaluation practitioners that evaluation of an organisation is more effective if/where both internal (*emic*) and external (*etic*) evaluation is used, preferably simultaneously. (e.g., Love, 1995; Scriven 2003; Sharp 1994).

External evaluations of organisational governance and performance of Boards of Directors are often undertaken using methodologies such as Carver's Policy Governance assessment forms and/or capability maturity models (CMMs). CMMs also can give an indicative grading or comparative rating of capability maturity (Sharp, 2003).

There is, however, little available for guiding internal evaluations. Only a few, relatively untested methodologies have been reported in the literature. One such is Board of Directors Self-Evaluation (McNamara, 1999a, 1999b, 1999c) which, it is claimed can be applied, with few exceptions, to non-for-profits and for-profits. This approach also can be developed in the context of risk management



using the *Directors' Effectiveness Self-Evaluation Research Tool* and can give a Goal Attainment Scaling index on most goals of interest and relevance to most Boards of Directors (Sharp 2001, 2003).

### **Demonstrate materiality (Utilisation focused evaluation)**

The Utility Standard for evaluation is well accepted (Joint Committee on Standards for Educational Evaluation, 1994; Patton, 1997). Another area of importance to internal evaluation of corporate governance is the availability and usefulness of 'material' information (e.g., AAS5). This is an area where internal audit and accounting have domain and for which formal evaluation may be of use where relevant evaluation techniques are accessible to Boards of Directors.

Although often falling into the category of Not-for-Profit, government administration often has different requirements and additional responsibilities associated with the larger stakeholder groups and wider accountabilities (particularly where Government Corporations are used to provide public good and services) and this often increases the complexity of both external and internal evaluation.

### **CONCLUSIONS?**

This paper has attempted to identify some of the theoretical and practical problems in evaluation of organisational governance. It is unrealistic to expect any 'break through' recommendations or new models in evaluation of organisational governance. Sharp (1999, 2003, 2005) has attempted to make the defensive routines (and wicked problems) discussable to pave the way for better evaluation of organisational governance by Boards of Directors.

At the same time Governments have moved away from the 'old' command and control mechanisms of legislation and regulation, instead now adopting 'light-touch' mechanisms involving self-regulation, agreed codes-of-practice and market forces, while simultaneously relinquishing the role of inspection, assessment and advice. In addition, Governments now require self-assessment and reporting of default and have significantly increased, and personalised, the penalties for non-compliance when default occurs (Bartos, 2005). This change has significantly increased the responsibility, complexity and risk faced by of Boards of Directors in all sectors (private, public and third) in undertaking and evaluating the Corporate Governance and Organisational performance.

However, while Governments have 'upped-the-ante' (e.g., CLERP, 1997a 1997b; 2003), market-driven demand for ever greater 'efficiency' has led to (repeated) downsizing within organisations (including public and third sector organisations), and these reductions often have impacted most severely on 'non-productive' information, policy and compliance groups. In addition, a 'can-do' culture has arisen in many organisations, blurring understanding of non-market performance requirements, limiting dissemination of 'bad news', and suppressing views contrary to the prevailing culture (Fanto, 2004). However the pressure for a 'compliance culture' can have the opposite effect (e.g. increasing defensive routines and avoiding risk management).

The almost simultaneous impacts of all these changes on organisations have been to significantly complicate corporate governance – if it is possible to make a field more 'wicked'. More is demanded of directors while many of the sources of information, and compliance tools, have been complicated, confused or diluted (Sarre, 2003). In addition, doubts have arisen about whether the 'new' regulatory requirements of corporate governance properly contribute to organisational performance.

Clearly, there is a need for better evaluation tools and approaches (in resource poor environments) to provide boards with pertinent and timely information (including "bad news") on both organisational performance and operational regulatory compliance (Australia/New Zealand Standards 1998).

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