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Beyond Pay for Performance: A Panel Study of the Determinants of CEO Compensation

James J. Cordeiro and Rajaram Veliyath

INTRODUCTION

The linkage between CEO compensation and firm level variables such as size and performance has been very extensively addressed (Antle & Smith, 1986; Ciscel & Caroll, 1980; Coughlan & Schmidt, 1985; Jensen & Murphy, 1990; Lambert, Larcker, & Weigelt, 1991; Main, 1991; Murphy, 1985; Tosi & Gomez-Mejia, 1994; Veliyath, 1999). Management researchers have also explored individual level variables such as the CEO’s age, tenure, functional background, stock ownership and motivation (see Finkelstein & Hambrick, 1988; Fisher & Govindrajan, 1992; Leonard, 1990; O’Reilly, Main, & Crystal, 1988; Rajagopalan & Finkelstein, 1992; Rajagopalan & Prescott, 1990; Veliyath, Ferris, & Ramaswamy, 1994), the firm’s strategic profile (Balkin & Gomez-Mejia, 1990; Gomez-Mejia, 1992; Veliyath, et. al., 1994), and the managerial labor market as important variables that influence CEO compensation (Finkelstein & Hambrick, 1988; Fisher & Govindrajan, 1992; Leonard, 1990; Veliyath & Bishop, 1995). The influences of individual corporate governance and incentive mechanisms on CEO compensation (Boyd, 1994; Conyon & Peck, 1998; Gomez-Mejia, Tosi, & Hinkin, 1987; Hambrick & Finkelstein, 1995; Kerr & Kren, 1992; O’Reilly, Main and Crystal, 1988; Tosi & Gomez-Mejia, 1994; Westphal & Zajac, 1994) have also been investigated.

However, the level of compensation incentives is likely to be determined by the overall mix of governance and incentive variables operating at the firm-level (Agrawal & Knoeber, 1996; Cordeiro, 1993; Rediker & Seth,1995). This argument dictates a holistic approach that considers the impact of all these governance and incentive variables simultaneously on CEO compensation — providing a clearer picture of their true relative impact on CEO compensation levels. The piece-meal approaches adopted in most of the surveyed literature, are prone to an omitted variables problem. Specifically, variables that are included in the model may pick up some of the variance that is really attributable to the variables that are not included in the model, leading to incorrect assumptions about their importance and significance.

Past research on governance and incentive mechanisms’ impact on CEO compensation has also been limited in relying on cross-sectional findings. We employ a longitudinal analysis to get more robust parameter estimates. Using a pooled cross-sectional, time-series regression approach, this study investigates the effects of selected corporate governance mechanisms, ownership structure, firm risk, and strategic variables (viz. corporate diversification) on CEO cash compensation (i.e., salary + bonus), and separately, total compensation (i.e., the sum of all the compensation directly received by the CEO) in a panel of 222 U.S. firms over the 1992-`95 period, while controlling for the impacts of CEO tenure, firm size, performance, risk and diversification. We begin by developing our theoretical model, and then describe our methods, present our results, and conclude with a summary of our findings.

THEORY DEVELOPMENT

CEO Compensation

Salary is related to the magnitude of the responsibility, risk, and effort shouldered by the CEO as a func-

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tion of the firm’s scale, complexity, and risk of the firm’s operations. These ideas are rooted in the ‘marginal productivity’ argument (Gomez-Mejia, 1994). Agency theorists (e.g., Jensen & Meckling, 1976) would argue that salary by itself does not necessarily promote decision-making that enhances value for shareholders. They maintain that performance-contingent forms of the incentive contract enable a more equitable sharing of risks between the principals and agents (e.g., Holmstrom, 1979; Jensen & Meckling, 1976). However, cash bonuses promote a largely short-term orientation since they focus on year-to-year accounting returns, and need to be supplemented with other longer-term compensation components like long-term incentive plans that reward managers for meeting long-term performance targets, stock grants, and stock options. These forms of long-term incentive compensation are more helpful in enhancing long-term shareholder value, by inducing risk-averse managers concerned with job and reputation loss to take on risky projects with the potential to boost shareholder returns. When added to cash compensation, these compensation components yield our measure of total compensation.

The next section reviews independent (predictor) variables that affect CEO compensation, such as the firm’s governance and incentive structures and firm-specific diversification and risk variables.

**Governance and Incentive Mechanisms**

Corporate governance mechanisms such as board composition (% of outside directors), the job split between CEO and chairman (i.e., CEO duality), the proportion of internal director shareholding, and the relative concentration of external shareholding have received increased attention in the literature (Boyd, 1994; Conyon & Peck, 1998; Daily & Dalton, 1997; Finkelstein & Hambrick, 1996; Gomez-Mejia, Tosi, & Hinkin, 1992). The study of these mechanisms is rooted in the ‘managerialism’, ‘political’ and ‘agency’ perspectives (Gomez-Mejia, 1994; Finkelstein & Hambrick, 1996), and is important because they are argued to influence the processes by which corporate boards set CEO compensation (Boyd, 1994; Conyon & Peck, 1998; Crystal, 1991; Mangel and Singh, 1993).

**Board composition** (notably the proportion of outside directors on the board, and the unity of the CEO-Chair position) has been hypothesized to impact board effectiveness (Boyd, 1994; Conyon & Peck, 1998; Crystal, 1991; Daily & Schwenk, 1996; Lippert & Moore, 1994; Mallette and Hogler, 1995; Mangel and Singh, 1993). There ought to be an arms length relationship between the board and the CEO for the board to properly perform its oversight function over corporate managers. A key function in this regard is the setting of CEO compensation.

An increased proportion of outside directors (who arguably have more of an arms length relationship with the firm and are therefore presumably less subject to management influence) increases the board’s capacity to be properly objective in monitoring managers (Fama, 1980) and, in the extreme case, replacing poorly performing CEOs (Boeker, 1992; Daily & Schwenk, 1996). This objectivity increases the likelihood that CEO compensation levels will be tempered and brought into line with labor market and industry norms (Beatty and Zajac, 1994; Mangel & Singh, 1993). By contrast, boards with a larger proportion of inside directors are more susceptible to being hand in glove with the CEO and the top management team. This increases the chance that the CEO’s pay levels will be disproportionately high, and out-of-line with firm performance as well as with external labor market norms (Boyd, 1994). Based on the discussion above, we frame the following hypothesis:

H1a: The proportion of outside directors will be negatively related to CEO compensation.

**CEO Duality** (i.e., the situation where the same individual holds both CEO and Chair titles) is another important corporate governance variable that has been widely researched as an indicator of CEO influence over the board (Boyd, 1995; Conyon & Peck, 1998; Daily & Schwenk, 1996; Finkelstein, 1992; Rediker & Seth, 1995). If the two roles are split between two individuals, the Chair can be expected to exercise greater diligence and weigh equity considerations in the setting of levels of CEO pay. On the other hand, a CEO who is also the Chair of the Board of Directors will have more influence on the board’s pay determination process since he/she is in a better position to appoint sympathetic directors to the board and to shape the information that the board reviews (e.g. Boyd, 1994; Crystal, 1991). Such undue political influence over the board (e.g., see Finkelstein & Hambrick, 1996, and Gomez-Mejia, 1994), is likely to cause the overall levels of compensation for the CEO to be ratcheted up. Consequently, we would expect a positive impact on the CEO’s pay if the CEO concurrently serves as the Chair of the Board.

H1b: CEO duality will be positively related to CEO compensation.

**Inside Ownership Incentives**

Inside owners are managers (especially the CEO) and directors who own the firm’s stock and are therefore presumed to have a stronger incentive in taking actions that boost firm stock value (Jensen and Meckling, 1976). Thus, inside shareholdings enhance monitoring efficiency (Lippert & Moore, 1994) since inside owners have incentives to make sure that cash
is invested in valuable (i.e. positive NPV) projects to boost the stock value rather than being paid out to managers as on-the-job perquisites or used in empire building through wasteful growth and acquisition activity. Inside stockholdings are likely to act as substitutes for CEO compensation, since less incentive compensation is needed if the CEO already has incentives to maximize stock value by virtue of his or her stockholdings in the firm. Based on this argument, we offer the following hypothesis.

**H2:** Inside director shareholding will be negatively related to CEO compensation.

**Institutional Block Stockholders**

Greater stockholdings by large outside blockholders (i.e. those shareholders owning more than 5% of the outstanding shares and thus constituting a takeover threat) such as individual investors, or institutional investors (such as pension funds, mutual funds, investment firms) are likely to negatively impact CEO compensation (Mangel & Singh, 1993; Werner & Tosi, 1995). Since they have a larger investment at risk, these stockholders have a greater incentive and also the financial and legal ability to discipline inefficient managers and directors (Fama and Jensen, 1983; Daily & Schwenk, 1996; Davis and Thompson, 1994).

Beatty and Zajac (1994), Mehran (1995), Zajac and Westphal (1994) have documented the efficacy of outside block shareholders in aligning the mix of CEO compensation with stockholder incentives. Since our sample of institutional shareholders was pressure-indeterminate (i.e., their relationships with the firms they invested in could not be identified), we assume our sample to be pressure-resistant and argue for a negative effect on CEO compensation (David, Kochhar & Levitas, 1998). Based on the preceding arguments and evidence, we would expect that the greater the number of blockholders controlling more than 5% of a company's outstanding shares the greater the pressure on corporate boards to become more vigilant when setting CEO compensation levels. These institutions would exert a downward pressure on the cash and total components of CEO compensation.

**H3:** Greater numbers of blockholders will be negatively related to CEO compensation.

**Firm-specific Strategic Variables**

**Firm diversification**

Various aspects of the firm's strategic posture have been posited to impact managerial compensation (Balkin & Gomez-Mejia, 1990; Barkema & Gomez-Mejia, 1998; Gomez-Mejia, 1992; Kerr, 1985; Rajagopalan & Finkelstein, 1992; Rajagopalan & Prescott, 1990; Veliyath, et. al., 1994). We expect total diversification to be positively related to CEO compensation, since the firm's overall diversification increases the complexity of the CEO's job (Finkelstein & Hambrick, 1989). Operating in different industries requires an understanding of several product markets and determining resource allocation priorities (Rose & Shepard, 1997). Second, multiple product lines entails understanding different customers and different competitors (ibid.), and dealing with the varied cyclicalities inherent in different product lines (e.g. Rumelt, 1974) and different competitive strategies. These factors compound the problems of resource allocation, coordination and control, leading to added complexity. As a result, greater effort needs to be expended by the CEO. As the hypothesis indicates, this warrants increased compensation for the CEO as a reward for managing this added complexity.

**H4:** Total diversification will be positively related to CEO compensation.

**Firm Risk**

The quest for stockholder value requires that the CEO and the top management team take risks. These risks carry the possibility of unexpectedly low performance outcomes (Miller & Bromiley, 1990) that can hurt CEO compensation (due to the compensation-performance linkage), reduce the value of the CEO's stockholdings and increase the risk of the CEO's being fired. Some of the risk that the CEO is exposed to is inherent in the industry and market environment (e.g. energy price hikes, new government regulation), and cannot be diversified away by the stockholders. This risk is termed systematic risk. By contrast, other risks are unique to the firm (e.g. the risks of strikes, lawsuits) and can be diversified away by stockholders who hold well-diversified portfolios. This risk is termed unsystematic risk. The combination of systematic and unsystematic risk gives total risk.

Executives also have their human capital invested in the firm. The value of this human capital asset is closely tied with the performance of the company. These managers risk losing jobs as well as earnings potential when their firm performs poorly. Therefore, the benefit of separating ownership and control (i.e., diversifying risk-bearing) is not available to executives, as they are to ordinary stockholders. Other organizational stakeholders, like bondholders and suppliers for example, are protected by debt covenants and market contracts, respectively.

All this makes executives particularly risk-averse concerning decisions which affect the company. We reason that, consistent with past research, boards will recognize that risk-averse CEOs and other top managers deserve to be compensated for the risk that they bear (Bartlett, Grant and Miller, 1992; Cordeiro, 1994).
This will also help ensure that ill-diversified managers work on behalf of the shareholders by being more willing to take on risky projects that have potentially superior stock returns.

H5: Higher total risk will have a positive impact on CEO compensation.

Control Variables
We also controlled for a number of other variables because they have been found to be important in previous research on the determinants of CEO compensation.

Firm Size
One of the most important influences on compensation postulated in the literature is firm size. CEOs of larger firms have increased responsibility and must put forth more effort, ceteris paribus. It is not surprising that the relationship between firm size and CEO compensation is one of the most solidly documented findings in the literature (Ciscel & Carroll, 1980; Jensen and Murphy, 1990; Lambert, Larcker, and Weigelt, 1991; Rajagopalan & Prescott, 1990; Veliyath & Bishop, 1995). In keeping with these earlier findings, our study also controls for firm size. We expect firm size to positively impact CEO compensation.

Firm Performance
We expect firm performance to positively impact CEO compensation. There is ample theoretical and empirical support in the literature for this argument since pay-for-performance rewards to managers provide incentives for managers to initiate strategies that boost future stock performance (Coughlan & Schmidt, 1985; Jensen & Murphy, 1990; Murphy, 1985; Veliyath, 1999). We expect the positive relationship between performance and compensation to hold for both accounting performance (i.e., ROA) as well as stock market returns, given the increasing body of research that argues that they capture different facets of performance that the board takes into account when it determines CEO compensation (e.g., Gibbons and Murphy, 1990).

CEO Tenure
CEO compensation is also impacted by CEO tenure (Fisher & Govindrajan, 1992; Gerhart & Milkovich, 1990; Hill & Phan, 1991; Leonard, 1990; Lippert & Moore, 1994; Mangel & Singh, 1993; Rajagopalan & Prescott, 1990; Winkler & Duncan, 1991; Zajac, 1990). Most authors predict a positive impact of CEO tenure on CEO pay, although Hambrick and Finkelstein (1995) propose a curvilinear relationship in externally controlled firms. Following the bulk of the earlier research, we initially expect a positive effect of CEO tenure on compensation, because the CEO who has been on the job longer should have succeeded in establishing his credibility and influence with the board (Hill & Phan, 1991). In addition he has had the time to enhance the value of his human capital, making his services more expensive and time to build coalitions and a power base. All these factors predicate that long-tenured CEOs should be able to increase their compensation.

However, beyond a certain point, the CEO may begin to outlive his usefulness to the organization. This occurs because a long-tenured CEO may often become rigid and limited in his strategic vision. In today's fast-paced, constantly changing industry environments, innovative, outside-the-box approaches may often be necessary to revitalize and turnaround a flailing company. Consequently, an increasing number of firms are opting to bring in outsiders at the top. Thus, once a CEO has been in the job for so long that he can no longer provide radical, breakaway solutions, his efficacy begins to decline. Correspondingly, the rates of increase in his compensation also begin to decline with further increases in tenure. This is consistent with Hambrick & Finkelstein's (1995) arguments for a curvilinear (i.e., inverted U-form) relationship of tenure with compensation. We expect to find such a curvilinear relationship.

METHODS
Sample
The sample consisted of 222 Fortune 1000 firms for which CEO compensation data for each of the years 1992-95 were compiled by the compensation firm of William H. Mercer Inc., and reported in the Wall Street Journal's annual report on executive compensation (Gaver & Gaver, 1995 provide a detailed description of the sample). The firms represented eight broad industry sectors covering basic metals, cyclical, energy, financial, industrial, non-cyclical, technology and utilities. Most industries are represented, and in general, the distribution of industries in the sample is representative of the firms in the COMPSTAT database.

Measures
Information was available on components of CEO compensation as cash compensation (including separate figures for salary, bonus), and total compensation from the Mercer compensation survey databases. Total compensation is the sum of all compensation components including stock option valued using the Binomial Option Pricing model. Logarithmic conversion of the compensation variables was undertaken to ensure that they met the requirements for normality.

Firm size was measured by sales for each year obtained from SEC Disclosure data. A log transformation was also undertaken for the sales variable to ensure normality. The firm's market performance was measured by annual stock returns. Daily stock returns were obtained for each firm (Rt) from Standard & Poor's COMPSTAT database. We used the variance of the
total returns over the period as the measure of firm total risk. Both market performance and total risk were calculated separately for each firm for each year.

Accounting performance was measured using ROA (i.e., return on assets) and was also obtained from Standard & Poor’s COMPSTAT. The total number of four digit SIC codes the firm operated in was taken as a measure of total diversification (Hoskinson, Hitt, and Moesel, 1993), and was coded from Dun & Bradstreet’s Million Dollar Directory (for each of the years 1992-‘95). Dun & Bradstreet’s Directory also provided information on the total number of directors and the number of outside directors (for each year of the study). These enabled the outside director ratio to be computed. In addition, information on whether the CEO was also the Chair of the Board was noted (i.e., CEO duality). This variable was coded as 0 (if the two roles were split between two individuals) and as 1 (if the posts were held by the same person).

Shareholding information for the various constituents was obtained from the publicly available proxy statements of these firms for each year. The proxies also report on the CEO’s tenure, and in most cases on the composition of the respective boards. Inside ownership was represented by the total percentage of stock held by inside directors. The outside blockholder pressure was represented by the number of companies individually holding more than 5% of the stock. Table 1 presents the descriptive statistics and intercorrelations of the major variables in the study.

ANALYSIS AND RESULTS

The hypotheses were tested using pooled time-series cross-sectional (TSCSREG) regression analysis. This procedure deals with data sets that consist of time series observations (i.e., in our case the 4 years from 1992-‘95) on each of several cross-sectional units (i.e., in our case, 222 firms). Our pooled time-series cross-sectional regression (implemented using the TSCSREG function in SAS) provides a significant advance over earlier work in this area, which has primarily been cross-sectional (Bowen & Wiersema, 1999). The general model was of the form:

\[ \text{CEO Compensation} = f(\text{firm size, stock performance, accounting performance, diversification, CEO tenure, CEO tenure}^2, \text{CEO duality, outside director ratio, inside ownership, outside blockholder pressure, total risk}) \]

The results of the regression analyses are given in Table 2. The regressions were repeated separately for the logarithm of cash compensation and logarithm of total CEO compensation as dependent variables.

Contrary to expectations (H1a), the outside director ratio had a strong positive impact on the cash compensation component, but none on total compensation. Thus, H1a was not supported. One possible explanation for this finding is that finer-grained measures of director relationships with top management may be required than simple classification of directors into insider and outsider categories. The proposed impact of CEO duality (H1b) was not supported for either pay formulation. These results do not seem to provide prima facie support for the proposals that advocate the formal separation of the jobs of CEO and Chairman (Daily & Dalton, 1997).

Hypothesis 2 was supported for the cash compensation formulation. Inside director ownership had a negative impact on CEO cash compensation (as proposed in H2), reflecting the possibility of ‘substitution effects’ between cash compensation and incentives furnished via stock ownership. This substitution did not appear to be present for total compensation (which includes other measures of stock-based compensation as part of its formulation).

As expected, outside pressure measured as the number of blockholders holding more than 5% of the outstanding stock, had a negative effect on cash compensation, providing some support to H3. However, this variable did not affect total pay. Perhaps, these institutional shareholders encouraged the CEO to accept a greater proportion of his compensation as incentive pay (in the form of stock and stock options). This would diminish cash compensation while at the same time increasing the incentive pay component of total compensation.

As proposed in H4, the level of firm diversification increased the cash component of CEO pay. However, there was no corresponding effect on Total Pay. Diversification increases the magnitude and scope of the CEO’s responsibilities through increasing the firm’s size. Therefore, the observed positive effects on cash compensation resemble the pay increases that result from increased firm size, and in keeping with the effects proposed by Rose & Shepard (1997). Overall, the findings are consistent with our reasoning that boards compensate CEOs for the additional complexity and responsibility that comes with managing diversified firms.

As hypothesized in H5, total risk positively influenced CEO cash compensation. In addition, it also positively impacted total compensation. This suggests that CEOs were compensated across the board for bearing the risk inherent in industry and market environments that is largely beyond their control.

Regarding the control variables, the observed positive influence of firm size, accounting and market performance controls on both the measures of CEO compensation component was as expected, and confirms the findings of numerous earlier studies. Also, as predicted, CEO tenure had an inverted-U relationship with both of measures of CEO pay. While the tenure term was positive, the square of the tenure term was
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<td>(1) Total Pay (Log)</td>
<td>7.94</td>
<td>0.83</td>
<td>1</td>
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<td>(2) Cash Compensation (Log)</td>
<td>7.14</td>
<td>0.59</td>
<td>0.70</td>
<td>1</td>
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<td>(3) Market (Stock) Return</td>
<td>16.62</td>
<td>24.29</td>
<td>0.14</td>
<td>0.14</td>
<td>1</td>
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<td>(4) Return on Assets</td>
<td>4.50</td>
<td>5.89</td>
<td>0.13</td>
<td>0.08</td>
<td>0.02</td>
<td>1</td>
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<td>(5) Sales (Log)</td>
<td>13.84</td>
<td>3.09</td>
<td>0.18</td>
<td>0.23</td>
<td>0.01</td>
<td>0.22</td>
<td>1</td>
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<td>(6) Total Diversification</td>
<td>5.29</td>
<td>1.35</td>
<td>0.17</td>
<td>0.14</td>
<td>-0.05</td>
<td>-0.10</td>
<td>0.05</td>
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<td>(7) CEO Duality</td>
<td>0.84</td>
<td>0.36</td>
<td>0.06</td>
<td>0.07</td>
<td>-0.05</td>
<td>0.02</td>
<td>0.004</td>
<td>0.13</td>
<td>1</td>
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<td>(8) Outside Director Ratio</td>
<td>0.77</td>
<td>0.11</td>
<td>0.13</td>
<td>0.10</td>
<td>0.02</td>
<td>-0.11</td>
<td>0.003</td>
<td>0.02</td>
<td>0.17</td>
<td>1</td>
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<td>(9) Inside Ownership(%)</td>
<td>1.74</td>
<td>3.98</td>
<td>-0.22</td>
<td>-0.20</td>
<td>0.04</td>
<td>-0.02</td>
<td>-0.02</td>
<td>-0.12</td>
<td>-0.24</td>
<td>-0.26</td>
<td>1</td>
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<td>(10) No. of Outside Blockholders</td>
<td>1.23</td>
<td>1.18</td>
<td>-0.16</td>
<td>-0.26</td>
<td>-0.02</td>
<td>-0.12</td>
<td>-0.10</td>
<td>-0.09</td>
<td>-0.04</td>
<td>0.13</td>
<td>0.03</td>
<td>1</td>
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<td>(11) Total Risk</td>
<td>29.03</td>
<td>17.84</td>
<td>0.06</td>
<td>0.09</td>
<td>0.08</td>
<td>-0.01</td>
<td>-0.10</td>
<td>-0.04</td>
<td>0.03</td>
<td>-0.00</td>
<td>0.04</td>
<td>0.03</td>
<td>1</td>
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<tr>
<td>(12) CEO Tenure</td>
<td>6.44</td>
<td>4.85</td>
<td>-0.11</td>
<td>-0.10</td>
<td>-0.00</td>
<td>0.08</td>
<td>0.16</td>
<td>-0.03</td>
<td>0.01</td>
<td>-0.08</td>
<td>0.23</td>
<td>-0.06</td>
<td>-0.05</td>
<td>1</td>
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<tr>
<td>(13) Tenure Squared</td>
<td>64.92</td>
<td>124.47</td>
<td>-0.09</td>
<td>-0.12</td>
<td>0.00</td>
<td>0.06</td>
<td>0.08</td>
<td>-0.01</td>
<td>-0.11</td>
<td>-0.06</td>
<td>0.22</td>
<td>-0.07</td>
<td>-0.05</td>
<td>0.90</td>
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@ N varied from 886 to 888
Significance Levels (provided in parentheses underneath):

# p ≤ 0.1
* p ≤ 0.05
** p ≤ 0.01
*** p ≤ 0.001
negative, indicating an inverted U-form relationship. This supports our premise that increasing CEO tenure is good up to an optimal point, beyond which it begins to diminish the efficacy of the CEO.

**DISCUSSION**

This study provides preliminary evidence that governance and ownership variables, along with firm-level variables such as diversity and risk are useful supplements to firm size and performance measures that have been traditionally used to investigate the determinants of CEO compensation levels. These results complement those of other researchers who have, however, studied them in the context of the CEO compensation mix (e.g. Beatty and Zajac, 1994; Mehran, 1995; Zajac and Westphal, 1994) or whose analysis has been limited to cross-sectional analysis (Core, Holthausen and Larcker, 1999).

Further, although other researchers have looked piecemeal at various subsets of variables [e.g. governance (Boyd, 1994; Mangel and Singh, 1993), and diversification (Rose and Shepard, 1997)], none of them have not simultaneously looked at the full complement that we have combined in our model. We argue that our more complete model provides a valuable correction to models that rely exclusively on size and performance measures or add newer variables piecemeal. The more limited models utilized in earlier studies may be subject to an omitted variables problem, resulting in biased model coefficients. For example, it is possible that if risk and performance are correlated, then the omission of the risk variable leads to the performance coefficient picking up some of the impact of risk in the OLS regression estimation. Similar problems arise due to the likely correlation between diversity and performance, diversity and size, diversity and risk, governance and performance, governance and size, as well as governance with ownership. All of these relationships have been explored in the literature. Following Rediker and Seth (1995), we argue that our approach provides a better feel for the individual and joint impacts of all these variables, especially governance variables, on CEO compensation, and provides regression coefficients less subject to bias due to an omitted variables problem. The value of these findings is further augmented by our large sample encompassing a longitudinal time frame, and our use of a much more complete measure of CEO compensation. Consequently, we believe that our results are more representative of contemporary compensation practices.

Much contemporary debate is concerned with the possibility that CEOs are being overcompensated, angering stockholder groups and employees who are often victims of downsizing. It also raises fundamental concerns about the ethics of current board compensation practices (Walters, Hardin, Schick, 1995). The limited explanatory power of studies that focus only on size and performance as predictors of CEO compensation has been one of the major culprits in fueling the perception of overpayment (e.g., Jensen & Murphy, 1990). Our more comprehensive compensation model may alleviate these concerns about overpayment by demonstrating that CEOs are legitimately being paid for factors beyond size and performance — factors such as risk, business complexity, and experience. It also points to the effective monitoring by outside investors on the stockholders’ behalf. These results should help advance the CEO “overcompensation” debate beyond the narrow and incomplete focus on “pay for performance” that underlies so much of recent public sentiment and governmental policy initiatives. Finally, our results concerning the insignificant impact of CEO duality call into question the validity of some of the current proposals by shareholder groups and governmental agencies to enhance corporate governance and improve board oversight.

**Limitations**

Some limitations of this research need to be acknowledged. The sample is biased towards large firms (largely a function of the data set used) and future tests should focus on smaller firms. Moreover, following Main & Johnston (1993), and Conyon & Peck...
(1998), researchers would also do well to expand the study by investigating the impact of board size, compensation committee composition and additional governance and firm-specific variables.

Like most previous compensation research, our study relies on a U.S. sample. Many factors such as the stronger tradition of empirical research among U.S. academics, the relatively easy access to compensation data, the widespread popularity of executive compensation statistics generated by the business press, published ranking of best and worst boards (and corresponding governance practices) in large U.S. public limited companies, and the activism of U.S. institutional investors in monitoring CEO compensation and their linkages to company performance, are responsible for the preponderance of U.S. based studies.

However for a finer-grained and generalizable theory of executive compensation to emerge, these findings obtained from U.S. samples need be extended, validated and replicated in an international context. The practice of compensating CEOs in stock is a practice that (unlike in the U.S.) is only now gaining currency in other countries. In addition, most of the prior work on executive compensation has relied on the lens of Agency Theory to examine the relationships. Alternative theoretical perspectives such as CEO power vis-à-vis the Board may also be useful in examining the factors determining CEO and top management compensation in overseas settings (Barkema & Penning, 1998; Veliyath & Ramaswamy, 2000). Some recent work has sought to explore executive compensation in international contexts such as the U.K. (Conyon & Murphy, 2000; Conyon & Peck, 1998), Canada (Zhou, 2000), India (Ramaswamy, Veliyath, Gomes, 2000) and Japan (Kaplan, 1994).

As more of such studies are conducted in international contexts that differ from the U.S. in terms of economic, cultural, regulatory and political milieu, the impact of these contextual variables on the relationships discovered in the U.S. will become more apparent. It may also transpire that Agency theoretic approaches are not as widely applicable in overseas contexts due to a preponderance of family owned and managed businesses, large sectors of publicly-owned enterprises (i.e., state-owned and controlled), shareholding in public companies by state-controlled or government agencies, and social and public policy constraints. Undoubtedly these developments will lead us to a richer and middle range theory of the determinants of executive compensation. Thus, replication of U.S. findings in overseas contexts and establishing their generalizability is a potentially fruitful area for future research to pursue.

NOTE
Earlier versions of this paper were presented at the Academy of Management Meetings at Cincinnati and the Souther Management Association meetings in New Orleans, both in 1996.

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