

# 治理與銀行的風險承擔

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## 摘要

銀行業隱含多種風險，一旦經營失敗，將會嚴重影響整個經濟體系，而架構完整的公司治理可加強銀行內外部監督機制，促使銀行合理評估其承擔之風險，並有助於提升競爭力。本文選取2002年12月至2009年12月之中央銀行公佈台灣地區「金融機構一覽表」所列示之本國銀行為樣本，將其公司治理機制區分為三大構面：董事會結構、所有權結構，以及外部管制因素等，並以世界銀行(2000)提出的公司治理架構為基礎，將每項公司治理要素歸屬分類為內部監督、外部監督或是外部監理，試圖找出各構面中影響銀行決策事前風險目標水準以及監督銀行事後風險之實現的因素。研究結果顯示，有效的內部監督要素為董事會規模與董監持股比率，當董事會規模愈大，銀行承擔的事後風險愈低，而董監持股比率愈高，銀行決策的事前風險愈低。有效的外部監督要素為獨立監察人比率與機構投資人持股比率，其皆能有效影響銀行決策之事前風險與其承擔之事後風險，並且發揮監督職能。其中，獨立監察人發揮之效果較特殊，設置獨立監察人之銀行將有能力決策更高的事前風險來追求高報酬，但也能有效降低銀行承擔之事後風險。

關鍵詞：公司治理、銀行風險承擔、銀行風險

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## 參考文獻

參考文獻一、中文部份 方俊儒，李秀英，龍春伶(2008)，獨立董事對公司績效與盈餘品質之影響 - 控制股東之調節效果，會計與公司治理，5(1)，55-80。王健安(2001)，不同金融中介體系與公司治理的關係，台灣金融財務季刊，2(4)，63-88。王鶴松(2003)，我國銀行業的現況與未來努力方向，台灣金融財務季刊，4(4)，123-146。李智仁(2006)，觀巴塞爾銀行監理委員會「強化銀行公司治理報告(2006年版)」再思我國制度之運作，存款保險資訊季刊，19(2)，115-149。李馨頻，何喜將(2007)，銀行業之公司治理機制如何影響銀行風險承擔行為，會計與公司治理學報，4(2)，1-22。周大慶(2001)，風險的概念及其在銀行管理上的應用，台灣金融財務季刊，2(4)，111-130。邱垂昌，張裕任，郭麗雪(2007)，強制設置獨立董事與新股折價關聯性之研究，會計評論，45，97-134。邱垂昌，莊俊銘(2004)，獨立董事、公司資訊透明度與公司價值關聯性之研究，發表於2004會計理論與實務研討會論文集，台北:國立政治大學會計系。吳樂群，周行一，施敏雄，陳茵琦，簡淑芬(2001)，公司治理:董事及監察人如何執行職務，台北:證期會。柯承恩(2000)，我國公司監理體系之問題與改進建議(下)，會計研究月刊，174，79-83。陳振遠，張智堯，王蘭芬，李文智(2005)，應用Ohlson會計評價模型探究公司治理之價值攸關性 - 以台灣上市公司電子業為例，臺大管理論叢，15(2)，123-142。陳曉蓉(2003)，台灣銀行業公司治理機制與風險承擔行為之關係，風險管理學報，5(3)，363-391。陳業寧，邱顯比，洪雲萍(2004)，獨立董事與公司治理:政府應該要求所有上市上櫃公司聘任獨立董事嗎，證券市場發展季刊，16(4)，1-36。許文彥，藍尉倫，賴奕豪(2007)，所有權結構與銀行的風險承擔，風險管理學報，9(3)，255-273。彭淑菁(2008)，淺談透過資訊揭露相關機制促使公開發行公司健全董事會運作，證券暨期貨月刊，26(5)，5-25。菅瑞昌(2003)，關係銀行、公司治理與銀行風險承擔行為之研究，風險管理學報，5(3)，393-410。葉銀華，李存修，柯承恩(2002)，公司治理

與評等系統，台北市：商智文化出版。葉銀華，何幸芳(2003)，獨立董事的趨勢、疑慮與實地調查，會計研究月刊，213，86-93。葉銀華，蘇裕惠，柯承恩，李德冠(2003)，公司治理機制對於關係人交易的影響，證券市場發展季刊，15(14)，69-106。賴奕豪，許文彥(2009)，台灣銀行業資本及風險之關係：利用分量回歸分析，管理學報，26(4)，377-389。蘇文亭(2006)，金融控股公司會計及財務管理之研究[線上資料]，來源：[http://open.nat.gov.tw/OpenFront/report/report\\_detail.jsp?sysId=C09500587](http://open.nat.gov.tw/OpenFront/report/report_detail.jsp?sysId=C09500587) [2006, December 28]。二、英文部份

Adams, R., Mehran, H., (2008). Corporate performance, board structure and their determinants in the banking Industry. Federal Reserve Bank of New York Staff Report, 300. Aggarwal, R., & Jacques, K. (2001). The impact of FDICIA and prompt corrective action on bank capital and risk: Estimates using a simultaneous equations model. *Journal of Banking and Finance*, 25(6), 1139-1160. Agrawal, A., & Knoeber, C. R. (1996). Firm performance and mechanisms to control agency problems between managers and shareholders. *Journal of Financial and Quantitative Analysis*, 31(2), 377-397. Amihud, Y., & Lev, B. (1981). Risk reduction as a managerial motive for conglomerate merger. *Bell Journal of Economics* 12(2) , 605-617. Andres, P., & Valletudo, E., (2008). Corporate governance in banking: The role of board of directors. *Journal of Banking and Finance* ,32(4), 2570 – 2580. Anderson, R. C., & Fraser, D. R. (2000) Corporate control, bank risk taking, and the health of the banking industry. *Journal of Banking and Finance*, 24(3), 1383-1398. Ang, J. R., & Lin, J. (2000) Agency costs and ownership structure. *Journal of Finance*, 55(1), 81-106.

Baysinger, B. D., & Hoskisson, R. E. (1990). The composition of boards of directors and strategic control: effects on corporate strategy. *Academy of Management Review*, 15(1), 72-87. Beasley, M. (1996). An empirical investigation of the relation between board of director composition and financial statement fraud. *The Accounting Review*, 71(4), 443-460. Benston, G. R., Eisenbeis, P., Horvitz, E. K., & Kaufman, G. (1986). Perspectives on safe and sound banking: past, present and future, Cambridge, MIT Press. Bhagat, S., & Black, B. (2002). The non-correlation between board independence and long-term firm performance. *Journal of Corporation Law*, 27, 231-273. Brickley, J. A., Coles, J. L., & Terry, R. L. (1994). Outside directors and the adoption of poison pills. *Journal of Financial Economics*, 35(3), 371-390. Cadbury, A. (1999). What are the trends in corporate governance? *Long Range Planning Journal*, 32,12-19. Cebenoyan, A. S., Cooperman, E. S., & Register, C. A. (1995). Deregulation, regulation, equity ownership, and S&L risk-taking. *Financial Management*, 24(3), 63-76. Chaganti, R., & Damantpour, F. (1991). Institutional ownership, capital structure, and firm performance. *Strategic Management Journal*, 12(7), 479-491. Chaganti, R. S., Mahajan., V., & Sharma, S. (1985). Corporate board size, composition, and corporate failures in the retailing industry. *Journal of Management Studies*, 22(4), 400-417. Chen, C. R., Steiner, T. L., & Whyte., A. M. (1998). Risk-taking behavior and management ownership in depository institutions. *The Journal of Financial Research*, 21(1), 1-16. Connors, N. (1989). Outside board members: A breath of fresh air CFO. *The Magazine for Chief Financial Officers*, 5(1), 48-52. Crutchley, C. E., & Hansen, R. S. (1989). A test of the agency theory of managerial ownership, corporate leverage, and corporate dividends. *Financial Management*, 18(4), 36-46. Eisenberg, T., Sundgren, S., & Wells, M. T. (1998). Larger board size and decreasing firm value in small firms. *Journal of Financial Economics*, 48(1), 35-54. Fama, E. F., & Jensen, M. C. (1983). Separation of ownership and control. *Journal of Law and Economics*, 26, 301-325. Fan, J. P. H., & Wong T. J. (2002) Corporate ownership structure and the informativeness of accounting earning in east asia. *Journal of Accounting and Economics*, 33(3),401-425. Gorton, G., & Rosen, R. (1995). Corporate control, portfolio choice and the decline of banking. *The Journal of Finance*, 50(5), 1377-1420. Hermalin, B. E., & Weisbach, M. S. (1998). Endogenously chosen boards of directors and their monitoring of the CEO. *The American Economic Review*, 88(1), 96-118. Hermalin, B. E., & Weisbach, M. S. (2003). Boards of directors as an endogenously determined institution: A survey of the economic literature. *FRBNY Economic Policy Review*, 9(2), 7-26. Jacques, K., & Nigro, P. (1997). Risk-Based capital, portfolio risk, and bank capital: A simultaneous equations approach. *Journal of Economics and Business*, 49(6), 533-547. Warner, J. B. (1988). The distribution of power among corporate managers, shareholders, and directors. *Journal of Financial Economical*, 20(1), 20-30. Jeitschko, T. D., & Jeung, S. D. (2007). Do well-capitalized banks take more risk? Evidence from the korean banking system. *Journal of Banking Regulation*, 8(3), 291-315. Jensen, M. C., & Meckling, W. H. (1976). Theory of the firm: managerial behavior, agency costs and ownership structure. *Journal of Financial Economics*, 3(4), 305-360. Jensen, M. C. (1993). The modern industrial revolution, exit, and the failure of internal control systems. *The Journal of Finance*, 48(3), 831-880. Jensen, M. C., & Ruback, R. S. (1983). The market for corporate control: the scientific evidence. *Journal of Financial Economic*, 11(1), 5-50. Klein, A. (1998). Firm performance and board committee structure. *Journal of Law and Economics*, 41(1), 275-303. Konishi, M., & Yasuda, Y. (2004). Factors affecting bank risk taking: Evidence from Japan. *Journal of Banking & Finance*, 28(1), 215-232. Keeley, M. C. (1990). Deposit insurance, risk, and market power in banking. *The American Economic Review*, 80(5), 1183-1200. Levine, R. (2004). The corporate governance of banks: A concise discussion of concepts and evidence. Working Paper, The World Bank. Lee, Y. S., & Rosenstein, S., & Wyatt, J. G. (1999). The value of financial outside directors on corporate boards. *International Review of Economics and Finance*, 8(4), 421-431. MacAvoy, P. W., & Millstein, I. M. (1999). The active board of directors and its effect on the performance of the large publicly traded corporation. *Journal of Applied Corporate Finance*, 11(4), 8-20. May, D.O. (1995). Do managerial motives influence firm risk reduction strategies? *The Journal of Finance*, 50(4), 1291-1308. McConnell, J. J., & Henri S. (1990), Additional evidence on equity ownership and corporate value, *Journal of Financial Economics*. 27(2), 595-612. Morck, R., Shleifer, A., & Vishny, R. W. (1988). Management ownership and market valuation: An empirical analysis. *Journal of Financial Economics*, 20(1), 293-315. Ossward, S. L., & Jahera, S. J. (1991). The influence of ownership on performance: An empirical study. *Strategic Management*, 12(14), 321-326. Pound, J. (1988). Proxy contests and the efficiency of shareholder oversight. *Journal of Financial Economics*, 20(2), 237-265. Prevost, A. K., Rao, R. P., & Hossain, M. (2002). Determinants of board composition in New Zealand: A simultaneous equations approach. *Journal of Empirica Finance*, 9(4), 373-397. Rime, B. (2001). Capital requirements and bank behaviour: Empirical evidence for ewitzerland. *Journal of Banking and Finance*, 25(4), 789-805. Ross, S. A. (1989). Institutional markets, financial markets, and financial innovation. *Journal of Finance*,

44(3), 541-556. Saunders, A., Strock, E., & Travols, N. G. (1990). Ownership structure, deregulation, and bank risk taking. *Journal of Finance*, 45(2), 643-654. Shams, P. (2009). Strong boards, CEO power and bank risk-taking. *Journal of Banking and Finance*, 33(7), 1340-1350. Shleifer, A., & Vishny, R. (1990). Large shareholders and corporate control, *Journal of Political Economy*, 94(3), 461-488. Shleifer, A., & Vishny, R. (1997). A survey of corporate governance. *Journal of Finance*, 52(4), 737-783. Shrieves, R. E., & Dahl, D. (1992). Relationship between risk and capital in commercial banks. *Journal of Banking and Finance*, 16(2), 439-457. Simpson, W. G., & Gleason, A. E. (1999). Board structure, ownership, and financial distress in banking firms. *International Review of Economics and Finance*, 8(2), 281-292. Smith, C.W., & Stulz, R. M. (1985). The determinants of firms' hedging policies. *Journal of Financial and Quantitative Analysis*, 20(4), 391-405. Weisbach, M. S. (1988). Outside directors and CEO turnover. *Journal of Financial Economics*, 20(2), 431 – 460. Yermack, D. (1996). Higher market valuation of companies with a small board of directors. *Journal of Financial Economics*, 40(2), 185-211.