

# 公司治理與企業績效對董監薪酬之影響

黃于珊、張椿柏

E-mail: 365781@mail.dyu.edu.tw

## 摘要

本研究從公司治理及企業績效角度，分別探討其對董監薪酬之影響。公司治理方面，分成股權結構及董事會特性兩部分，實証結果如下：股權結構部分，家族持股與董監薪酬呈負相關，支持管家理論；經理人持股程度高低，不影響董監薪酬；董監事持股與董監薪酬關係，會受薪酬種類及董事會特性不同影響；外部董事持股愈高，董監薪酬水準愈低；機構投資者持股愈高，董監薪酬水準也愈高。董事會特性部分，董事會規模與董監薪酬呈負相關；董事會獨立性與董監薪酬呈負相關；董事長兼任總經理與董監薪酬呈負相關。企業績效方面，績效提升時董監薪酬也會提升。

關鍵詞：公司治理、企業績效、董監薪酬、股權結構、董事會特性

## 目錄

中文摘要 .....	i 英文摘要 .....	ii 誌謝辭			
..... iii 內容目錄 .....	iv 圖目錄				
..... v 表目錄 .....	vi 第一章 緒論				
..... 1 第一節 研究背景與動機 .....	1 第二節 研究目的				
..... 3 第三節 研究架構 .....	4 第二章 文獻探討				
..... 6 第一節 薪酬的意涵 .....	6 第二節 公司治理對董監薪酬之影響				
..... 8 第三節 企業績效對董監薪酬之影響 .....	19 第三章 研究方法				
..... 22 第一節 資料來源與選取過程 .....	22 第二節 變數定義與衡量				
..... 23 第三節 樣本分析與模型設計 .....	29 第四章 實證結果與分析				
..... 31 第一節 敘述性統計 .....	31 第二節 相關分析				
..... 34 第三節 迴歸分析 .....	36 第五章 結論與建議				
..... 50 第一節 研究結論 .....	50 第二節 後續研究建議				
..... 54 參考文獻 .....	55 圖 目 錄 圖1-1 架構流程圖				
..... 5 表 目 錄 表4-1 基本敘述性統計量 .....	33 表4-2 PEARSON				
及SPEARMAN 相關係數 .....	35 表 4-3 股權結構、企業績效與董監薪酬之實證結果（一） .....	39 表			
4-4 股權結構、企業績效與董監薪酬之實證結果（二） .....	40 表 4-5 董事會結構、企業績效與董監薪酬之實證結果（一） .....	43 表 4-6 董事會結構、企業績效與董監薪酬之實證結果（二） .....	44 表 4-7 股權及董事會結構、企業績效與董監薪酬之實證結果(一) .....	48 表 4-8 股權及董事會結構、企業績效與董監薪酬之實證結果(二) .....	49

## 參考文獻

一、中文部分 王元章、張椿柏 (2011)，從核心代理問題的角度探討股權結構，董事會特性對公司價值之影響，證券市場發展季刊，23(2)，131-174。吳明政、陳怡靜 (2007)，經理人報償誘因與盈餘管理之研究:以台灣上市櫃電子產業為例，2007會計理論與實務研討會。宋致皓 (2006)，董監酬勞與公司治理關聯性之研究，國立政治大學會計學系碩士論文。呂學焜 (2007)，公司治理與公司績效對董事酬勞影響之研究，臺灣大學會計學系碩士論文。李淑慧 (2010)，公司績效、公司治理特性及員工分紅費用化對董監酬勞之影響，輔仁大學會計學系在職專班碩士論文。周士勛 (2008)，負盈餘公司董監酬勞之研究，東吳大學會計學系碩士論文。林育雅 (1994)，我國上市公司董事會特性與盈餘操縱現象之研究，台灣大學會計學系碩士論文。林宛瑩、許崇源 (2008)，台灣集團企業之控股型態及公司治理衡量指標之研究與建議，交大管理學報，28(1)，269-312。林秀鳳、李建然 (2008)，家族管理、外部董事會連結與企業價值之關聯，會計理論與實務研討會。林穎芬、劉維琪 (2003)，從高階主管薪酬的研究探討代理理論在台灣的適用程度，管理學報，20(2)，365-395。俞海琴、周本鄂 (1994)，台灣地區上市公司董監事、關係人持股比率和公司托賓Q關係之研究，管理評論，13(1)，79-98。洪榮華、陳香如與王玉珍 (2005)，公司內部治理機制與公司績效之關係-股權結構與董事會特性的觀點，輔仁管理評論，3，23-30。張椿柏 (2009)，從核心代理問題的角度探討股權結構、董事會特性對公司價值盈餘管理之影響，中正大學財務金融所博士論文。陳在鴻 (2006)，董監事酬勞與公司績效相關性之研究，中正大學財務金融所碩士論文。陳玟樺 (2007)，資本結構及董事會特性與高階主管薪酬績效敏感度之關聯性研究，文化大學會計研究所碩士論文。傅慧貞 (2006)，我國獨立董監制度及董監酬勞對裁決性應計數影響之研究，輔仁大學會計學系在職專班碩士論文。傅鍾仁、歐進士與張寶光 (2002)，我國企業經營者薪酬與績效指標之關聯性，管理學報，19(6)，1073-1096。曾玉潔 (2000)，

我國高階主管薪酬決定因素之實證研究，國中正大學會計學系碩士論文。曾詩薇 (2004)，影響總經理獎酬之因素-公司績效、董事會監督能力或大股東控制力，逢甲大學會計所碩士論文。黃千芳 (2007)，企業績效、國家品質獎與董監事薪酬關係之研究，中正大學企業管理所碩士論文。葉曼其 (2009)，公司治理機制對企業績效與董監薪酬之影響，政治大學會計學系碩士論文。廖秀梅、李建然、吳祥華 (2006)，董事會結構特性與公司績效關係之研究-兼論台灣家族企業因素的影響，東吳經濟商學學報，54，117-160。蔡柳卿 (2006)，相對績效評估與高階主管薪酬-論產業競爭程度之影響，管理評論，1，69-94。錢逸達 (2003)，內部人士薪酬之決定因素 - 公司績效或公司治理，國立成功大學會計學系碩士論文。二、外文部分 Ali, A., T. Y. Chen, and S. Radhakrishnan (2007). Corporate Disclosures by Family Firms. *Journal of Accounting and Economics*, 44(1-2), 238-286. Bacon, J. (1973). Corporate Directorship Practices: Membership and Committees of the Board. New York: The Conference Board and American Society of Corporate Secretaries. Berger, P., E. Ofek and D. Yermack (1997). Managerial Entrenchment and Capital Structure. *Journal of Finance*, 52, 1411-38. Brickley, J. A., R. C. Lease and C. W. Smith (1988). Ownership Structure and Voting on Antitakeover Amendments. *Journal of Financial Economics*, 20, 267-291. Busija, E. C.; H. M.O 'Neill and C. P. Zeithaml (1997). Diversification Strategy Entry Mode and Performance: Evidence of Choice and Constraints. *Strategic Management Journal*, 18(4), 321-327. Chen, T. (2005). Executive Compensation Contracts of Family Firms. Working Paper. University of Texas at Dallas. Chiou, J., T. Hsiung and L. Kao (2002). A Study of the Relationship between Financial Distress and Collateralized Shares. *Taiwan Accounting Review*, 3(1), 79-111. Chung, K. H. and S. W. Pruitt (1994). A Simple Approximation of Tobin ' s Q. *Financial Management*, 23, 70-74. Coles, J. L., N. D. Daniel, and L. Naveen (2008). Boards: Does one Size Fit All? *Journal of Financial Economics*, 87(2), 329-356. Conyon, M. J. and D. Leech (1994). Top Pay, Company Performance and Corporate Governance. *Oxford Bulletin of Economics and Statistics*, 56(3), 229-247. Cordeiro, J., R. Veliyath, E. J. Eramus and M. Tax (2000). An Empirical Investigation of the Determinants of Outside Director Compensation. *Corporate Governance*, 83, 268-279. Core, J. E., R. W. Holthausen and D. F. Larcker (1999). Corporate Governance, Chief Executive Officer Compensation, and Firm Performance. *Journal of Financial Economics*, 51, 371-406. Daily C. M. and Dalton D. R. (1994). Bankruptcy and Corporate Governance: The Impact of Board Composition and Structure. *The Academy of Management Journal*, 37(6), 1603-1617. Dechow, P. M., R. G. Sloan and A. P. Sweeney (1996). Causes and Consequences of Earnings Manipulation: An Analysis of Firms Subject to Enforcement Actions by the SEC. *Contemporary Accounting Research*, 13(1), 1-37. Demirag, I.S. (1987). Assessing Foreign Subsidiary Performance: The Currency Choi. *Journal of International Business Studies*, 19, 257-276. Donaldson, L. and J. H. Davis (1994). Boards and Company Performance: Research Challenges the Conventional Wisdom. *Corporate Governance: An International Review*, 2(3), 151-160. Fama, E. and M. Jensen (1983). Separation of Ownership and Control. *Journal of Law and Economics*, 26, 301-325. Finkelstein, S. and D. C. Hambrick (1989). Chief Executive Compensation:A Study of the Intersection of Markets and Political Processes. *Strategic Management Journal*, 10, 121-134. Haniffa, R. and M. Hudaib (2006). Corporate Governance Structure and Performance of Malaysian listed Companies. *Journal of Business Finance and Accounting*, 33(7-8), 1034-1062. Hartzell, J. C. and L. T. Starks (2003). Institutional Investors and Executive Compensation. *Journal of Finance*, 58, 2351-2374. Healy, P. M. and K. G. Palepu (2001). Information Asymmetry, Corporate Disclosure, and the Capital Market: A Review of the Empirical Disclosure Literature. *Journal of Accounting and Economics*, 31, 405-440. Hermalin, B. E. and M. S. Weisbach (2003). Boards of Directors As an Endogenously Determined Institution: a Survey of the Economic Literature. *Economic Policy Review*, 9, 7-26. Holmstrom, B. (1979). Moral Hazard and Observability. *The Bell Journal of Economics*, 10(1), 74-91. Jensen, M. C. (1993). The Modern Industrial Revolution, Exit, and the Failure of Internal Control Systems. *Journal of Finance*, 48, 831-880. Jensen, M. C. and Ruback, R. S. (1983). Market for Corporate Control: Empirical Evidence. *Journal of Financial Economics*, 1, 5-50. Jensen, M. C. and W. Meckling (1976). Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure. *Journal of Financial Economics*, 3, 305-360. Kim, J. S. and P. Arnold (1992). Manufacturing Competence and Business Performance: A Framework and Empirical Analysis. *International Journal of Operations and Production Management*, 13(10), 4-25. Kole, S. R. (1997). The Complexity of Compensation Contracts. *Journal of Financial Economics*, 43, 79-104. La Porta, R., F. Lopez-de-Silanes and A. Shleifer (1999), Corporate Ownership Around the World, *Journal of Finance*, 54, 471-517. Lippert, R. and W. Moore (1995). Monitoring vs. Bonding: Shareholder Rights and Management Compensation. *Financial Management*, 24(3), 54-62. Lipton, M., and J. W. Lorsch (1992). A Modest Proposal for Improved Corporate Governance. *Business Lawyer*, 48, 59-77. Main, B. G. M., A. Bruce, and T. Buck (1996). Total Board Remuneration and Company Performance. *The Economic Journal*, 106(439), 1627-1644. Mathis, R. L. and J. H. Jackson (2003). Human Resource Management (10th). USA: Thomson South-western. McConnell, J. and H. Servaes (1990). Additional Evidence on Equity Ownership and Corporate Value. *Journal of Financial Economics*, 27, 595-612. Merhran, H. (1995). Executive Compensation Structure, Ownership, and Firm Performance. *Journal of Financial Economics*, 38, 163-184. Oviatt, B. M. (1988). Agency and Transaction Cost Perspectives on the Manager-shareholder Relationship, Incentives for Congruent Interests. *Academy of Management Review*, 13, 214-225. Ozkan, N. (2009). CEO Compensation and Firm Performance: An Empirical Investigation of UK Panel Data. *European Financial Management*, 12, 1-26. Patton, A. and J. C. Baker (1987). Why Won ' t Directors Rock the Boat? *Harvard Business Review*, 65(6), 10-18. Rafel, C. C. and C. Gispert (2003). Total Board Compensation, Governance and Performance of Spanish Listed Companies. *Labour*, 17(1), 103-126. Robbins, S. P. (1978). The Management of HR Resource. Englewood Cliffs. N.J:Prentice-Hall. Ryan, H. E. and R. A. Wiggins (2004). Who is in Whose Pocket? Director Compensation, Board Independence, and Barriers to Effective Monitoring. *Journal of Accounting and Economics*, 73, 497-524. Sharma V. D. (2004). Board of Director Characteristics, Institutional, and Fraud: Evidence from Australia. *Auditing: A Journal of Practice & Theory*, 23(2), 105-117. Smith, G. and P. L. Swan. (2008). Too Good to be True: Do Concentrated Institutional Investors Really Reduce Executive Compensation Whilst Raising Incentives? Working Paper. Tinaikar, S. (2009). Executive Compensation Disclosure and Private Control Benefits: A comparison of U.S. and

Canadian Dual Class Firms. Working Paper. Villalonga, B. and R. Amit (2006). How Do Family Ownership, Control Andmanagement Affect Firm Value? Journal of Financial Economics, 80, 385-417. Weir, C. and D. Liang (2001). Governance Structures, Director Independence and Corporate Performance in the U.K. European Business Review, 13(2), 86-95. Weisbach, M. (1988). Outside Directors and CEO Turnover. Journal of Financial Economics, 20, 431-460. Yeh, Y. H., T. S. Lee and T. Woidtke (2001). Family Control and Corporate Governance: Evidence From Taiwan. International Review of Finance, 2, 21-48. Zahra, S. A. and J. A. Pearce (1989). Boards of Directors and Corporate Financial Performance: A Review and Integrated Model. Journal of Management, 15, 291- 334. Zantout, Z. (1994). External Capital Market Control, Corporate Restructuring, and Firm Performance During the 1980s. Journal of Business Finance & Accounting, 21, 37-65.