A STUDY OF DIRECTORATE INTERLOCKING AND CONTROLLING-TYPES OF HIGH-TECH INDUSTRY IN TAIWAN - A RESEARCH OF SEMICONDUCTOR I

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ABSTRACT

The semiconductor industry play a significant key role in Taiwan High-tech industry withen every aspect of the industry scale, technical level, the quality of human resource and the international competition degree. As a future vision which so called 「Green sillicon island」 annouced by new government, this paper targets an object of the relationship between the semiconductor companys and the board of directors islandwide. The outlines are as follow: —、The ratio of holding stock of the boards will fall after IPO. 三、The density of the relationship network in the board will fall after IPO. 三、The chairman of the board,we posit that the ratio of ties based on close and distant kinship relationship will fall. The ratio of ties based on friendship relationships, superior/ subordinate , and investment relationships will increase. 四、The centrality of the board,s relationship network will increase after IPO. 五、The scale of the boards will increase after IPO. The research concludes that the semiconductor manufacturing company's board of directors' member has become increasingly professional and non-family members, but it has tightened the binds over the board of directors even more. In the semiconductor industry in Taiwan, although professionals are running a company and have somewhat stable control over the company, it is because that the boss himself possesses the majority or a toral control over the board of directors. Instead of what Chandler (1977) said 「the extent of separation between ownership and control」 these semiconductor companies in Taiwan is more like being controlled by boss himself to bind 「ownership and control」 even tigher.

Keywords: directorate interlocking; controlling-types

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REFERENCES

一、中文部分 1.工研院,民76,積體電路專案計劃對產業影響之追蹤與分析,新竹:工業技術研究院。 2.王正芬,民88,台灣資訊電子 產業版圖,台北:財訊出版社。 3.王志誠,民84,「論股份有限公司之監察機關-兼評論我國監察人制度之立法動向」,證券管理,第13 卷1期,P14。 4.中華徵信所,民85,台灣地區集團企業研究,台北:中華徵信所企業股份有限公司。 5.李幸紋,民83,公司控制型態、 董事會類型與公司經營績效關係之研究,中央大學企業管理研究所 碩士論文。 6.余昇澤,民80,組織網絡結構分析-以中鋼中為體系為 例,中山大學企業管理研究所碩士論文。 7.吳思華,民88,「台灣積體電路產業的動態網落」,張苙雲主編:網路台灣:企業的人情關係 與經 濟理性,台北:遠流出版社。 8.吳思華、沈榮欽,民88,「台灣積體電路產業的形成與發展 」,蔡敦浩主編:管理資本在台灣,台 北:遠流出版社。 9.吳學經,民81,企業統治類型、董事會類型與企業績效關係之研究,輔仁大學管理學研究所碩士論 文。 10.吳寶秀, 民79,台灣製造業員工個人社會網路分析,東海大學,社會學研究所碩士論文。11.周秀娟,民85,「台灣半導體產業的發展歷程」, 亞太半導體製造中心策略藍圖 - 矽金之島2101 ,中華民國電子材料與元件協會。 12.周添城 , 民88 , 「民營化、產業政策與財團化」 , 台灣民營化的經驗,中華徵信所。 13.林維鵬,民79,企業所有與經營分離 - 台灣地區上市公司之實證研究,中興大學企業管理研究所 碩 士論文。 14.段承璞,民81,台灣戰後經濟,台北:人間出版社。 15.涂一卿,民89,台灣企業控制權類型及其運作模式之探討 - 以上 市公司前百大為對象,台北:行政院 國家科學委員會專案研究。 16.孫秀蘭,民84,董事會制度與經營績效之研究,台灣大學財務金融學 系碩士論文。 17.許士軍,民80,從台灣經驗看家族企業走向專業化管理,新加坡:世界華商大會專題演講。 18.許士軍、陳光中,民79 ,台灣家族企業發展與家族結構關係,台北,行政院國家科學委員會專案研 究。 19.陳惠珍,民87,吸引伯樂進駐 千里馬才有舞台,台 北:工商時報,民87年5月4日:5版。 20.陳慧玲,民85,我國積體電路產業發展現況與前景預測,經濟計情勢評論2卷1期。 21.陳其南, 民79,家族與社會:台灣與中國社會研究的基礎理念,台北:聯經出版社。 22.湯明哲,民89,「不要為控制而控制,家族企業要以績效為

```
標竿」,遠見雜誌2000 6月號:P249。 23.彭懷真,民78,台灣企業業主的「關係」及其轉變---個社會學的分析,東海大學社會學研究
所博士 論文。 24.黃鈺光, 民82, 我國上市公司董事會特性與經營績效之研究, 台灣大學會計研究所碩士論文。 25.黃光國, 民72, 「
家族企業的組織型態 」,收編於思潮的動脈,韋政通、李鴻溪合編,台北:巨流 圖書出版社。 26.舒勤,民75,起飛之後的聯華電子目
標100億,資訊與電腦12月號。 27.楊子江,民76,策略性組織關聯與事業風險及財務報酬之研究-大型企業董監事連結類型的比較分
析,政治大學企業管理研究所博士論文。 28.楊丁元、陳慧玲,民85,業競天擇 - 高科技產業生態,台北:工商時報社。 29.楊蕉霙,
民79,所有權結構與公司價值監關係之研究,中山大學企業管理研究所碩士論文。30.謝國興,民88,「從家族企業到企業家族-佳和
紡織集團的蛻變」,蔡敦浩主編:管理資本在台灣 ,台北:遠流出版社。 31.鄭琇君,民86,上市公司董監事規模與股權集中度分析,中
山大學企業管理學系碩士論文。 32.劉韻僖,民87,企業上市對於組織與統御結構變革之研究,中山大學企業管理學系博士論文。 33.盧
智芳,民87,共創日月光雙傳奇,天下雜誌203期。 34.蕭峰雄,民83,我國產業政策與產業發展,台北,遠東經濟研究顧問社。 二、
英文部分 1.A.A.BERLE,&C.G.MEANS,THE MORDERN CORPORATION AND PRIVATE PROPERTY.NEW YORK:COMMERCE CL
-EARING HOUSE, 1932. 2.ALDRICH, H., ORGANIZATIONS AND ENVIRORNMENTS, ENGLEWOOD CLIFFS, N.
Y.:PRENTICE-HALL,1979. 3.BORGATTI,S.P.,M.G. EVERETT,ANDL.C. FREEMAN.1992. UCINET IV VERSION
1.00.COLUMBIA:ANALYT -IC TECHNOLOGIES. 4.BOZERMAN,M. AND F. DAVID SCHOORMAN, "A LIMITED RATIONALITY
MODEL OF INTERLOCKING DIREC -TORATES ",STRATEGIC MANAGEMENT JOURNAL, VOL .11, ISS.6, OCT 1990, P419-430.
5.BURCH,P.H.,1972,THE MANAGERIAL REVOLUTION REASSESSED. MASSACHUSETTS: LEXINGTON BOOKS.
6.CHANDLER,ALFRED D.JR 1962. STRATEGY AND STRUCTURE. CAMBRIDGE:MIT PRESS.1977. 7.CHANDLER,ALFRED D.JR
1977.THE VISIBLE HAND: THE MANAGERIAL REVOLUTION IN AMERICAN BUSIN -ESS. HARVARD UNIVERSITY PRESS.
8.CHEVALIER .,J.M.,1969,THE PROBLEM OF IN LARGE AMERICAN CORPORATION .,THE ANTITRUST BULL -ETIN,14.
9.DENNIS LEECH," OWNERSHIP CONCENTRATION AND CONTROL IN LARGE US CORPORATION IN 1930S:AN ANALYSIS
OF THE TNEC SAMPLE ",JOURNAL OF ECONOMICS, VOL.135,1987,P.334. 10.FAMA E.F.&M.C.JENSEN," SEPARATION OF
OWENERSHIP AND CONTROL ",JOURNAL OF LAW AND ECONO -MICS, VOL.26,1983B, P.327-349. 11.FREEMAN,L.C.1979.
CENTRALITY IN SOCIAL NETWORKS: CONCEPTUAL CLARIFICATION. SOCIAL NETWO -RKS,1:215-239. 12.HAMILTON,
GARY G.(ED.)1996. ASIAN BUSINESS NETWORKS. BERLIN, NEW YORK: DE GRUYTER. 13.HERMAN EDWARD S.,CORPORATE
CONTROL, CORPORATE POWER. COMBRIDGE: COMBRIDGE UNIVERSITY PRE -SS, 1981, PP.56-59. 14. KNOKE D. AND
KUKLINSKI J. H. (1982) .NETWORK ANALYSIS, BEVERLY HILLS: SAGE PUBLICATION 15.KOENIG ET. AL.," MODEL OF
THE SIGNIFICANCE OF INTERLOCKING CORPORATE DIRECTORATES, AMER - ICAN JOURNAL OF ECONOMICS &
SOCIOLOGY,38,1979,P173-183. 16.KOLKO,G.,1962.WEALTH AND POWER IN AMERICAN.BERLIN,NEW YORK: DE GRUYTER.
17.LA PORTA, R., F. LOPEZ-DE SILANES, A. SHLEIFER, 1999, "CORPORATE OWNERSHIP AROUND THE WORLD," JOURNAL
OF FINANCE 54, PP.471-517. 18.LARNER R.J.," OWNERSHIP AND CONTROL IN THE 200 LARGEST NONFINANCING
CORPORATION, 1929- 1963 ",AMERICAN ECONOMIC REVIEW,VOL.56,1966,P.781. 19.LITZ,REGINALD A. 1995. THE FAMILY
BUSINESS:TOWARD DEFINITIONAL CLARITY.ACADEMY OF MANAG -EMENT BEST PAPER PROCEEDINGS:100-104.
20.MACMILLAN,I.C.STRATEGY FORMULATION:POLITICAL CONCEPT.,N.Y.:WEST,1978. 21.MINTZ, BETH AND SCHWARTZ,
MICHAEL, 1985, THE POWER STRUCTURE OF AMERICAN BUSINESS. CHICA -GO:UNIVERSITY OF CHICAGO PRESS.
22.MIZRUCHI,M.S.1992 THE STRUCTURE OF CORPORATE POLITICAL ACTION: INTERFIRM RELATIONS AND THEIR
CONSEQUENCES. BOSTON, MA:HARVARD UNIVERSITY PRESS. 23.PALMER,J.P.,1972, " THE SEPARATION OF OWNERSHIP
FROM CONTROL IN LARGE US INDUSTRIAL CAP-ITAL ", QUARTERLY REVIEW OF ECONOMICS AND BUSINESS, 12/3.
24.PENNINGS, JOHANNES M., INTERLOCKING DIRECTORATES, JOSSEY-BASS INC.,1980. 25.PERLO V.,1958, PEOPLE, S
CAPITALISM AND STOCK OWNERSHIP, AMERICAN ECONOMIC REVIEW,48. REFERENCES ARE TO THE REPRINT IN
MANKKOFF (1972). 26.PFEFFER, J.& G. SALANCIK, THE EXTERNAL CONTROL OF ORIGANIZATIONS: A RESOURCE
DEPENDENCE PERSPECTIVE, N.Y.:HARPER & ROW,1978. 27.ROBBINS ,S.P.,ORGANIZATION BEHAVIOR: "CONCEPTS,
CONTROVERSIES AND APPLICATION ",5TH ED.,ENGLEWOOD CLIFFS,NJ:PRENTICE-HALL,1992. 28.SCHOORMAN,F.
DAVID, ETC., "INTERLOCKING DIRECTORATES: A STRATEGY FOR REDUCING ENVIRONME - NT UNCERTAINTY
",ACADEMY OF MANAGEMENT REVIEW,1981. 29.SCOTT, JOHN, 1979.CORPORATION, CLASSES AND CAPITALISM.
LONDON: HUTCHINSON. 30.SCOTT, W. RICHARD. 1987. ORGANIZATION: RATIONAL, NATURAL, AND OPEN SYSTEM. 2ND
ED. ENGLEWO -OD CLIFFS,NJ: PRENTICE -HALL. 31.STEARNS,LINDA B. AND MARK S. MIZRUCHI, "BROKEN-TIE
RECONSTITUTION AND THE FUNCTIONS OF INTERORGANIZATIONAL INTERLOCKS: A REEXAMINATION ",
ADMINISTRATIVE SCIENCE QUARTERLY, DEC 1986,PP.522-538. 32.STOKMAN F.N.,J.P.SCOOT, AND ZIEGLER (EDS.
) 1985.NETWORK OF CORPORATE POWER. CAMBRIDGE: POLITY PRESS. 33.USEEM, M. 1984. THE INNER CIRCLE. NEW
YORK: OXFORD UNIVERSITY PRESS. 34.YEH. KUANG S. 1997. " BOARD NETWORK STRUCTURAL CHANGE BEFORE AND
AFTER INITIAL PUBLIC OFFERINGS IN TAIWAN ".SUN YAT-SEN MANAGEMENT REVIEW INTERNATIONAL ISSUE :93-104
35.YEH, Y. H., T. S., LEE AND J. Y., SHY, 1998 JULY, "FAMILY CONTROL, BOARD COMPOSITION AND CORPORATE
PERFORMANCE IN TAIWAN STOCK MARKET," NFA/APFA FIRST JOINT INTERNATIONAL CONFERENCE, ASIA- PACIFIC
FINANCE ASSOCIATION AND NIPPON FINANCE ASSOCIATION, TOKYO, JAPAN. 36.ZAJAC, EDWARD J., "INTERLOCKING
```

DIRECTORATES AS AN INTERORGANIZATIONAL STRATEGY:A TEST OF CRITICAL ASSUMPTIONS ",ACADEMY OF MANAGEMENT JOURNAL,VOL .31,ISS.2, JUNE 1988 . 37.ZEITLIN,MAURICE. ET,AL.,1989.THE LARGE CORPORATIONS AND CAPITALIST CLASS. LONDON: POLITY.