# A Study of The Association Among Director System, Information Disclosure and Audit Quality--An Empirical Evidence of Taiw

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#### **ABSTRACT**

In the recent years, the Corporate Governance has become an important issue by the government and the company. Moreover, the director System is also an important link of the Corporate Governance, because the board of directors is the highest decision institution and can to oversee the director. Since the Procomp had broke, how to consolidate the corporate information disclosure and audit quality has become the focal point of the world. The purpose of this study is to explore the association among the director system, information disclosure and audit quality. 438 sample were selected from the listed companies in the Taiwan Stock Exchange Corporation in 91-92. Main findings include the following: The director system has a relationship with the information disclosure of the corporate The scale of the board, the ratio of the stock held, the ratio of the independent director number and the independent supervisor number, and to set up the audit committee would to promote the corporate's information disclosure. And the ratio of the Pledged Shares held by the board and supervisors has a positive relationship with the information disclosure of the corporate. When the information disclosure of the corporate were to promote, the audit quality were also to heaved.

Keywords: Corporate Governance, Director System, Information Disclosure, Audit Quality

## **Table of Contents**

封面內頁 簽名頁 授權書 中文摘要 英文摘要 誌謝 目錄 圖目錄 表目錄 第一章 緒論 1.1 研究背景與動機 1.2 研究目的 1.3 論文架構 1.4 研究流程 第二章 文獻探討 2.1 公司治理 2.2 董事會與董監事結構 2.2.1 董事會 2.2.2 董監事結構 2.2.3相關文獻探討 2.3 資訊揭露 2.3.1 資訊揭露意義與其重要性 2.3.2 資訊揭露的衡量指標 2.3.3 資訊揭露相關文獻探討 2.4 審計品質 2.4.1 審計品質定義 2.4.2 審計品質的衡量 第三章 研究方法 3.1 研究架構 3.2 研究假設 3.3 變數定義與衡量 3.4 研究樣本與期間 3.5 資料分析方法與實證模式 3.5.1 資料分析方法 3.5.2 實證模式之建立 第四章 實證結果與分析 4.1 敘述性統計分析 4.2 實證分析與假說驗證 4.2.1 多元共線性分析 4.2.2 假說驗證與分析 第五章 結論與建議 5.1 結論 5.2 研究限制 5.3 研究建議 參考文獻 中文文獻 英文文獻

### **REFERENCES**

一、中文部份 1. 王玉珍,2002。股權結構、董事會組成、資本結構與企業績效關係之研究,國立中央大學企業管理研究所碩士論文。 2. 王鼎立, 2002。董事會結構與公司盈餘的傳遞效果, 東吳大學會計研究所碩士論文。 3. 王嘉穎, 2000。我國上市公司財務危機與監 理因素之關聯性研究-實質所有權之探討,國立台灣大學會計學研究所碩士論文。 4. 江雅雲, 1999。我國上市公司董監事改選機制與其 經營績效之關聯性研究,國立政治大學會計研究所碩士論文。 5. 何里仁,2003。公司治理之資訊透明度與績效評核關聯性之研究,逢 甲大學會計與財稅研究所碩士論文。 6. 何幸芳, 2003。獨立董監事對公司價值與盈餘資訊內涵影響之研究, 輔仁大學金融研究所碩士 論文。 7. 呂春綢,2003。我國獨立董監制度與公司績效關係研究,國立台北大學會計學研究所碩士論文。 8. 吳昆皇,1995。上市公司 董事會組成與特性對企業經營績效之關聯性研究,國立台灣大學商學研究所碩士論文。 9. 吳美穎,2004。內在公司治理機制之探討--股 東組成與股權集中度對公司治理績效之影響,輔仁大學管理學研究所碩士論文。 10. 吳祥福,2003。財務報表重編與董監獨立性/專業 性之研究,國立政治大學會計研究所碩士論文。 11. 吳建頤,1999。董事會規模對公司價值的影響,國立中正大學財務金融研究所碩士 論文。 12. 李愛珠,2004。多空頭市場下公司治理與公司經營績效關聯性差異之研究,東吳大學會計學研究所碩士論文。 13. 林君玲 ,1999。企業財務危機預警資訊之研究--考慮公司監理因素,國立台灣大學會計學研究所碩士論文。 14. 林宗輝,2004。公司治理與企 業績效關聯性之研究,國立台灣大學會計學研究所碩士論文。 15. 侍台誠,1994。董事會特性中家族因素與經營績效之實證研究-兼論法 人董事的影響,國立台灣大學會計學研究所碩士論文。 16. 洪世馨,2003。設立外部董事與企業經營績效之關係,國立成功大學會計學 研究所碩士論文。 17. 洪顧紜,2005。獨立董監事與公司績效關聯性之研究,國立台灣大學財務金融研究所碩士論文。 18. 高蘭芬 , 2002。董監事股權質押之代理問題對會計資訊與公司績效之影響, 國立成功大學會計學博士論文。 19. 孫秀蘭, 1996。董事會制度與 經營績效之研究,國立台灣大學財務金融研究所碩士論文。 20.馬瑜霙,2003。我國獨立董事與獨立監察人之屬性與盈餘管理之關聯性 研究,國立政治大學會計研究所碩士論文。 21. 莊宗憲,2005。公司治理機制與公司經營績效之實證研究,銘傳大學會計研究所碩士論 文。 22. 黃鈺光, 1993。我國上市公司董事會特性與經營績效之研究, 國立台灣大學會計學研究所碩士論文。 23. 黃金蓮, 2001。台灣 上市(櫃)企業財務績效與外資持股比例之關聯性研究,中原大學會計研究所碩士論文。 24. 張明峰, 1991。股權結構對公司績效影響之

```
研究,國立政治大學企業管理研究所碩士論文。 25. 張峻萍,1999。公司監理與經營績效之關係,國立台灣大學會計學研究所碩士論文
。 26. 張詩玫,1999。董事會特性與公司經營績效關聯性之探討,國立台灣大學財務金融研究所碩士論文。 27. 張雅琳,2004。我國企
業獨立董事機制與經營績效之關聯性研究,大葉大學會計資訊研究所碩士論文。 28. 陳宏姿,2001。董監事結構與企業財務績效關聯之
研究,國立政治大學會計研究所碩士論文。 29. 陳碧滋,2001。我國上市公司股價行為與董監因素關連性之探討,國立台灣大學會計學
研究所碩士論文。 30. 陳迪,2003。 董事會、監察人特性與公司績效關聯之再探討,國立政治大學會計研究所碩士論文。 31. 陳麗婷
, 2005。財務報表重編與公司治理特性之研究, 國立交通大學經營管理研究所碩士論文。 32. 游昀玲, 2004。公司經營績效與代理問題
對外部董監事聘任宣告效果影響之研究,朝陽科技大學財務金融研究所碩士論文。 33. 楊慧玲,2000。董事會結構及其變動對股東財富
與經營績效影響之研究,朝陽科技大學企業管理研究所碩士論文。 34. 葉銀華、李存修、柯承恩,公司治理與評等系統,商智文化
,2002。 35. 葉志成,2005。公司治理與企業聲望關係之研究,靜宜大學企業管理研究所碩士論文。 36. 熊大中,2000。我國企業財務
危機與董監股權質押關連性之研究,國立成功大學會計學研究所碩士論文。 37. 廖秀梅,2004。董事會結構特性與公司績效關係之研究
- 探討台灣家族控制企業因素的影響,國立台北大學會計學研究所博士論文。 38. 謝淑娟,1994。 觀點探討股權結構與公司經營績效之
關係-以台灣上市公司為實證,國立交通大學管理科學研究所碩士論文。 39. 謝宇泰,2005。獨立董監事特性與盈餘管理之關聯性研究,
國立成功大學會計學研究所碩士論文。 二、英文部分 1. Agrawal, A. and C.R. Knoeber, (2001) " Do Some Outside Directors Play a Political
Role? "Journal of Law & Economics, Vol.44, pp.179-198. 2. Agrawal, A. and G.N. Mandelker, (1990) "Large Shareholders and the Monitoring
of Managers: The Case of Antitakeover Charter Amendments "Journal of Financial & Quantitative Analysis, Vol.25, pp.143-161. 3. Bacon, J.
(1973) "Corporate Directorship Practices: Membership and Committees of the Board" New York: The Conference Board and American Society
of Corporate Secretaries. 4. Barnhart, S.W. and S. Rosenstein, (1998) "Board composition, managerial ownership, and firm performance: An
empirical analysis "Financial Review, Vol.33, pp.1-16. 5. Baysinger, B. and R.E. Hoskisson, (1990) "The Composition of Boards of Directors
and Strategic Control: Effects on Corporate Strategy " Academy of Management Review, Vol.15, pp.72-87. 6. Beasley, M.S. (1996) " An
Empirical Analysis of the Relation between the Board of Director Composition and Financial Statement Fraud " Accounting Review Vol.71
pp.443-465. 7. Bhagat, S. and B. Black, (2002) "The Non-Correlation Between Board Indpendence and Long-Term Firm Performance" Journal
of Corporation Law, Vol.27, pp.231-273. 8. Black, B. (2001) "Does Corporate Governance Matter? A Crude Test Using Russian Date"
University of Pennsylvania Law Review, Vol.149, pp.2131-2150. 9. Byrd, J.W. and K.A. Hickman, (1992) " Do Outside Directors Monitor
Managers " Journal of Financial Economics, Vol.32, pp.195-221. 10. Claessens, S. et al. (2000) " The Separation of Ownership and Control in
East Asian Corporations" Journal of Financial Economics, Vol.58 pp.81-112. 11. Chaganti, R.S., V. Mahajan, and S. Sharma, (1985)
"Corporate Borad Size, Composition and Corporate Failures in Retailing Industry" Journal of Management Studies, Vol.22, pp.400-417. 12.
Chen, Y. and S. Hu. (2001) "the controlling shareholder's personal stock loan and firm performance" working paper, National Taiwan
University. 13. Daily, C.M. and D.R. Dalton, (1993) "Board of Directors Leadership and Structure: Control and Performance Implications"
Entrepreneurship: Theory & Practice, Vol.17, pp.65-81. 14. DeAngelo, L. E. (1986) " Accounting Numbers as Market Valuation Substitutes: A
Study of Management Buyouts of Public Stockholders " Accounting Review, Vol.61, pp.400-420. 15. Demsetz, H. (1983) " the Structure of
Ownership and the Theory of the Firm " Journal of Law & Economics, Vol.26, pp.375-390. 16. Fama, E.F. (1980) " Agency problems and the
theory of the firm "Journal of Political Economy, Vol.88, pp.288-307, 17. Fama, E.F. and M.C. Jensen, (1983a) "Separation of ownership and
control "Journal of Law and Economics, Vol.26, pp.301-325, 18, Fama, E.F. and M.C. Jensen, (1983b) "Agency problems and residual claims"
Journal of Law and Economics, Vol. 26, pp.327-349. 19. Fich, E.M. (2005) "Are Some Outside Directors Better than Others? Evidence from
Director Appointments by Fortune 1000 Firms "Journal of Business, Vol.78, pp.1943-1971. 20. Haugen, R.A. and L.W. Senbet, (1981)
"Resolving the Agency Problems of External Capital through Options" Journal of Finance, Vol. 36, pp.629-647. 21. Hermalin, B.E. and M.S.
Weisbach, (1988) "The determinants of board composition" Journal of Economics, Vol.19, pp.589-606. 22. Hermalin, B.E. and M.S. Weisbach,
(1991) "The Effects of Board Composition and Direct Incentives on Firm Performance" Financial Management, Vol.20, pp.101-112. 23. Hiner,
O.S. (1967) "The Size of Company Boards" Management International Review, Vol.7, pp.69-86. 24. Holmstrom, B.B. (1979) "Moral Hazard
and Observability "Journal of Economics, Vol. 10, pp.74-91. 25. Jensen, M.C. (1993) "The modern industrial revolution, exit, and the failure of
internal control systems, "Journal of Finance, Vol.48, pp.831-880. 26. Jensen, M.C. and W.H. Meckling, (1976) "Theory of the firm:managerial
behavior, agency costs and ownership structure "Journal of Financial Economics, Vol.3 pp.305-360. 27. Jensen, M.C. and R.S. Ruback, (1983)
"The market for corporate control: the scientific evidence," Journal of Financial Economics, Vol. 11, pp.5-50. 28. Kesner, I.F. (1987)
"Director''s Stock Ownership and Organizational Performance: An Investigation of Fortune 500 Companies" Journal of Management, Vol.13,
pp.499-508. 29. Klapper, L.F. and I. Love, (2004) "Corporate governance, investor protection, and performance in emerging markets" Journal
of Corporate Finance Vol. 10 pp.703-728. 30. La Porta et al. (1999) "Corporate Ownership around the world" Journal of Finance Vol.54
pp.471-517. 31. Lin, S., P.F. Pope, and S. Young, (2003) "Stock Market Reaction to the Appointment of Outside Directors" Journal of Business
Finance & Accounting, Vol.30, pp.351-382. 32. Mangel, R. and H. Singh, (1993) "Ownership Structure, Board Relationships and CEO
Compensation in Large US Corporations " Accounting & Business Research, Vol.23, pp.339-350. 33. Matolcsy, Z., D. Stokes, and A. Wright
(2004) "Do Independent Directors Add Value?" Australian Accounting Review, Vol.14, pp.33-40. 34. Morck, R., A. Shleifer, and R.W. Vishny,
(1988) "Management ownership and market valuation: an empirical analysis," Journal of Financial Economics, Vol. 20, pp.293-316. 35. Pound,
J. (1988) "Proxy Contests and the Efficiency of Shareholder Oversight" Journal of Financial Economics, Vol.20, pp.237-265. 36. Pearce J.A. and
S.A. Zahra, (1992) "Board Composition from a Strategic Contingency Perspective" Journal of Management Studies, Vol.29, pp.411-438. 37.
```

Rosenstein, S. and J.G. Wyatt, (1990) "Outside Directors, Board Independence, and Shareholder Wealth" Journal of Financial Economics, Vol.26, pp.175-191. 38. Shleifer, A. and R.W. Vishny, (1986) "Large Shareholders and Corporate Control" Journal of Political Economy, Vol.94, pp.461-488. 39. Shleifer, A. and R.W. Vishny, (1997) "A Survey of Corporate Governance" Journal of Finance Vol.52 pp.737-783. 40. Simpson, W.G. and A.E. Gleason, (1999) "Board structure, ownership, and financial distress in banking firms" International Review of Economics and Finance Vol.8 pp.281-292. 41. Singh, M. and W.N. Davidson, (2003) "Agency costs, ownership structure and corporate governance mechanisms" Journal of Banking & Finance, Vol.27, pp.793-816. 42. Stearns, L.B. and M.S. Mizruchi, (1993) "Board Composition and Corporate Financing: the Impact of Financung Institution Representation on Borrowing" Academy of Management Journal, Vol.36, pp.603-618. 43. Weisbach, M.S. (1988) "Outside directors and CEO turnover," Journal of Financial Economics, Vol. 20, pp.431-460. 44. Yermack, D. (1996) "Higher market valuation of companies with a small board of directors," Journal of Financial Economics, Vol. 40, pp.185-211. 45. Zahra, S.A. and J.A. Pearce (1989) "Boards of directors and corporate financial performance:a review and integrated model," Journal of Management, Vol. 15, pp.291-334.