

獨立董事選任之文獻探討

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摘要

台灣在金融風暴後，企業接連發生多起舞弊案，主管機關及投資人逐漸意識到公司治理機制實為健全資本市場的關鍵因素，企業透過扮演核心角色之獨立董事來強化內部機制，發揮監督與顧問之功能。國內有關獨立董事的研究大多探討與公司經營績效之關聯性，對於獨立董事的任命原因則是仍乏人探討；反觀，國外學者在獨立董事任命的領域已有相當豐富的研究，例如逢迎行為、人口統計變項特徵的相似性、提供建議與資訊、監督控制行為等。本研究整理相關文獻後發現，在人際行為觀點、組織控制理論、相似 - 吸引觀點有較完整之研究外，以資源基礎理論及資源依賴理論探討獨立董事任命之原因仍有深入探討的必要。因此，本研究提出五項理論基礎之研究架構來探討獨立董事選任之原因，分別為人際行為觀點之逢迎行為、組織控制理論之監督控制行為、相似 - 吸引觀點之個體及企業之相似性、資源基礎理論之互補性觀點及資源依賴理論之提供建議與資訊、職務經歷及社會資本等。

關鍵詞：獨立董事；相似 - 吸引典範；資源基礎理論；資源依賴理論

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