

# Owners Versus Managers: Who Controls the Bank?

*Loretta J. Mester\**

*“Let’s remember when we talk about hostile takeovers, the hostility is between the managements of the two organizations, not between the shareholders of either. In fact, the problem that exists is that too often, in my judgment, the managements try to protect themselves from, in effect, their own shareholders, who are essentially their bosses.”*

Alan Greenspan, Chairman of the Federal Reserve Board, testifying before the Senate Banking Committee in February 1988 on Bank of New York’s hostile-takeover bid for Irving Bank.

On October 5, 1988, Bank of New York’s year-long struggle to take over Irving Bank Corporation ended when Irving announced it would accept BONY’s tender offer. While not

the first hostile takeover in the banking industry, the BONY-Irving transaction is the largest the industry has experienced to date. Although Irving claimed during the battle that such hostile takeovers would “promote serious instability in the industry,” the Federal Reserve has taken the position that it will treat hostile bids no differently from friendly bids in assessing whether or not to permit a takeover.

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\*Loretta J. Mester is a Senior Economist in the Banking and Financial Markets Section of the Federal Reserve Bank of Philadelphia’s Research Department.

Why do some managers, as Chairman Greenspan stated, try to “protect themselves” from their own shareholders? If managers are hired to act on behalf of the stockholders, the firm’s owners, then why wouldn’t the goals of both always be aligned? Or if managers were inclined to act on their own behalf and not on the owners’ behalf, why wouldn’t the market ensure the replacement of such managers and so deter any self-serving actions?

The agency theory of the firm can be used to analyze the relationship between a firm’s owners and managers. It asks whether there are sufficient mechanisms in place that will induce managers to take actions in the best interests of owners, or whether managers will be able to act in their own interests at the expense of owners. If agency problems exist, are there ways in which owners can control managers?

The conventional theory of the firm makes no distinction between the managers of a firm and its owners: the firm is treated as a single entity that acts to maximize its stock market value (and so its long-run economic profits). But this view applies only to small firms that are tightly run by entrepreneurial owners willing to take risks. Many firms today, including banks, are complex organizations. More banks are members of holding companies, holding a larger percentage of assets than ever before.<sup>1</sup>

At the same time, ownership of the bank is becoming more dispersed—that is, most shareholders own only a small fraction of the bank’s shares. In today’s larger, more complex banking corporation, decisions are made not by a single individual but by officers and directors, who do not, without inducement, have the same goals as the stockholders. Because out-

side directors on the bank’s board have no managerial responsibilities, their goals are less likely to differ from those of the stockholders they represent. But inside directors are managers whose goals do differ from bank owners. And more control in the hands of inside directors means more chance of conflict, or so-called agency problems.

Recent empirical studies of the banking industry indicate that agency problems do exist. Agency theory suggests certain prescriptions that would help minimize the conflict between bank managers and bank stockholders. These prescriptions include the Fed’s position on treating hostile takeovers no differently from friendly takeovers.

#### **THE OWNER-MANAGER RELATIONSHIP IS A PRINCIPAL-AGENT ONE**

The relationship between bank owners and bank managers is just one example of a principal-agent relationship. A principal delegates an agent to take some action on his behalf, often because the agent is an expert. A person who hires a real estate agent to sell his house, a performer who hires an agent to find her interesting acting roles, or a litigant who hires an attorney to try his case in court are all principals who are hiring agents. In fact, the word “attorney” means agent. (See the Bibliography for several excellent articles on agency theory.)

Several principal-agent relationships are found in banks. The bank acts as an agent for its depositors: when depositors place their money in a bank account rather than investing directly in firms, they are delegating to the bank the responsibility of monitoring the performance of each firm to which the bank lends depositors’ money.<sup>2</sup> Borrowers are also agents for the

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<sup>1</sup>In 1987, 68.3 percent of commercial banks were in bank holding companies (BHCs), holding 91.9 percent of the industry’s assets. This is a substantial increase from 1977, when 26.5 percent of banks were in BHCs, holding 68.2 percent of the assets.

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<sup>2</sup>Mitchell Berlin discusses the role of the bank as a delegated monitor in “Bank Loans and Marketable Securities: How Do Financial Contracts Control Borrowing Firms?” this *Business Review* (July/August 1987) pp. 9-18.

bank: typically, the firm selects the projects it will develop with the money it has borrowed. But banks can also be thought of as agents for borrowers, since the bank works on the firm's behalf in obtaining funding for the firm's project. Finally, as in other kinds of firms, the managers of the bank act as agents for the bank's owners, making decisions about the bank's everyday operations.

Because the agent can be a specialist, there are efficiency gains in the principal-agent relationship. Rather than doing some job for himself, the principal is better off hiring an agent who is an expert in the field. However, these gains must be weighed against the problems that arise in the principal-agent relationship. Problems can arise if the goals of the agent differ from the goals of the principal, and if the agent and principal have different information relevant for the decisions the agent is supposed to make on behalf of the principal. Both conditions must be present for there to be a problem. Suppose, for instance, that the agent had the same goals as the principal. In this case there would be no problem—the agent, in working on his own behalf, would also be doing what the principal wants.

But the goals of the principal and agent are not always aligned. For example, an attorney who is paid a flat fee regardless of the outcome of a case might not put forth her best effort to win on the litigant's behalf. Of course, if the litigant could see how hard the attorney was working and knew enough law to determine whether the attorney was pursuing the best strategy to win, then the litigant could fire the attorney for shirking. Knowing this, the attorney would be compelled to work hard in order to get paid. But typically the principal is ignorant of some relevant information—the litigant can't tell how hard the attorney is working and, even if he could, he doesn't know enough law to determine whether the attorney is doing the best possible job. (If the litigant knew enough law, he wouldn't have to hire the attorney.)

The benefits in the principal-agent relationship derive from the specialized knowledge of the agent. But the fact that the principal and agent have different information causes a problem if the two have different goals. One way to solve the problem is to bring the aims of the agent in line with the aims of the principal. For example, if instead of paying the attorney a flat fee, the litigant paid a fee contingent on the outcome of the case, then the attorney would have the incentive to try her best to win. (Many contracts between attorneys and their clients are written this way.)

The two conditions necessary for a principal-agent conflict—divergent goals and different information—are present in the owner-manager relationship. The owners of widely held firms want to maximize their firm's market value. Typically, these owners hold a portfolio of stock in many firms. If their portfolios are well diversified, they won't be concerned about the riskiness of any one firm.<sup>3</sup> Managers, however, have their own goals that may not coincide with value maximization. Managers want to maximize their own welfare, which may mean diverting some of the firm's resources for their own use. For example, managers may want to spend money on perquisites like large staffs and expensive offices—so-called expense preference behavior.

In addition, managers of large firms are often paid more than managers of small firms. While this could be related to the greater difficulty of managing a large firm, it also gives a manager the incentive to maximize the firm's size rather than its value. For example, a loan officer's compensation might be tied to the number of loans he makes, not to their quality

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<sup>3</sup>In fact, if the owners of a firm that is leveraged can declare bankruptcy and have limited liability, they may want to take on more risk. The owners would benefit from a risky action if it paid off, but could declare bankruptcy and avoid the full cost of the action if it didn't.

and so not to the value produced by his portfolio. The manager of a large firm may also find that he has better employment opportunities than the manager of a small firm—another incentive to maximize size rather than value.

Unlike diversified shareholders of widely held firms, managers will be concerned about the riskiness of the firm. The manager may have developed skills and studied techniques that can't easily be used in another firm. If so, then if the firm goes bankrupt, the manager would suffer a high cost by losing his job. Since a manager can't be diversified like the firm's owners can be (that is, he can't hold a portfolio of employers), he may take on less than the value-maximizing amount of risk.<sup>4</sup>

Just as in the litigant-attorney relationship, it is difficult for the firm's owners to see all the actions the manager takes on their behalf. And even if owners see the actions, it is difficult for them to know if these actions are proper for the situation, since managers know more about the firm than the owners. (Recall that one reason to hire a manager is for his expertise.) Therefore, unless controlled, managers will not always act to maximize the wealth of shareholders. Managers will divert resources for their own use to provide themselves with perks and will act too conservatively in order to avoid the risk of unemployment.

**Owners Versus Managers in Banks.** These same issues characterize the owner-management relationship in today's large, complex

banking organization. But the conflicts between owners and managers can also explain why small banks often act in a very risk-averse manner. In these small banks, the owners are the managers. They can be thought of as owners who also manage their bank, but it's better to view them as managers who also own the bank. That is, their interests are closer to those of a typical manager than to those of shareholders in a widely held firm. Owner-managers in small banks often have a taste for managing and therefore try to act in a manner that would preserve their positions as bank managers. This would include acting very conservatively—maintaining high capital-to-asset ratios, for example—in order to avoid bankruptcy.<sup>5</sup>

Banking is a regulated industry, and the regulators want to ensure its safety and soundness. Thus, it might seem that regulators would prefer the objectives of managers, since managers prefer less risk. However, regulators also want to ensure an efficient banking industry. They don't want to support bad managers who divert bank resources for their personal use. To the extent that the goals of managers and owners can be aligned, bad management would be weeded out and the industry would become more efficient. Regulations already in place, such as risk-based capital requirements, can help control risk-taking in banking.<sup>6</sup>

The fact that banks are regulated adds another place for the conflict between owners and managers to emerge. Periodically, banks must report their balance sheet information to regulators. Shareholders of the bank have an incentive for *downward window dressing*, that is, tak-

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<sup>4</sup>However, there are reasons why managers might take on more risk than the shareholders would like. For example, a manager who directs a risky project that turns out to be successful may increase his attractiveness to other firms. See Stiglitz [6]. Also, if the firm is near bankruptcy, a manager has nothing to lose by taking on a very risky project in an attempt to keep the firm solvent and retain his job. So he has the same incentives as stockholders in leveraged firms that are near bankruptcy. See Eric Rasmussen, "Mutual Banks and Stock Banks," *Journal of Law and Economics* 31 (October 1988) pp. 395-421.

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<sup>5</sup>For example, in 1987, the capital-to-asset ratio of banks with assets of at most \$100 million was 11.64 percent, while that of banks with assets of over \$1 billion was 8.15 percent.

<sup>6</sup>But some regulations, such as flat-rate deposit insurance, exacerbate the conflict between bank managers and stockholders over the optimal level of risk-taking.

ing actions at the end of a reporting period that allow the bank to report lower values for assets and liabilities than their average values over the reporting period. Downward window dressing reduces the cost of meeting capital requirements, lowers the cost of deposit insurance (which is based on the bank's reported liabilities), and may reduce the cost of capital to the bank by raising the bank's apparent capital adequacy ratio and thereby making the bank look safer. So, downward window dressing raises the value of the bank, which is the aim of shareholders.

Managers, on the other hand, have an incentive for *upward window dressing*, since their compensation is often tied to the size of the bank. Also, since upward window dressing reduces the reported capital adequacy ratio, regulators may then require a capital infusion into the bank that would lower the chance of bankruptcy and the risk of managers losing their jobs.<sup>7</sup> Thus, in regulated firms like banks, the direction of window dressing, expenditures on perks, and risk-taking behavior are three areas where the conflict between owners and managers may appear.

### WHAT CONTROLS THE BEHAVIOR OF MANAGERS?

While managers and owners have divergent goals, it is not clear that managers can pursue their own goals at the expense of owners. There are some controls that limit the ability of managers to follow the beat of their own drummer. These controls fall into two groups: labor market controls and capital market controls.

**Labor Market Controls.** Managers want to act in their own best interests; however, if their interests can be made to coincide with those of stockholders, then by acting for themselves they will be acting for stockholders. For example, if a manager's compensation is tied to

the value of the firm's stock, then she will want to act to raise the value of the stock—which is what the owners want. But even though more corporations are including stock in managerial compensation packages, bank size rather than performance still appears to be the largest determinant of pay scales in the banking industry.<sup>8,9</sup> Perhaps a better incentive for a manager is her reputation. Managers with good reputations will have an easier time finding other jobs, if they need to, and will have better employment opportunities than managers with poor reputations.

**Capital Market Controls.**<sup>10</sup> Other controls on the behavior of managers work through the capital markets. One potential control on managers is the stockholders' meeting. However, these meetings are rarely effective since they are usually controlled by management. Also, stockholders who are well diversified usually don't bother to attend the meetings and vote since they don't have very much of their wealth tied up in any one firm. Good management is what economists call a public good—all the stockholders benefit from good management, but no individual stockholder

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<sup>8</sup>This was reported by J. Richard Fredericks and Jackie Arata in *Montgomery Securities Annual Banking Industry Compensation Review*, May 5, 1987. In studying compensation at 33 banks in 1985 and 1986, they found no correlation between the compensation of the top five highest-paid employees and the performance of the bank.

<sup>9</sup>Joseph Stiglitz [5] observes that most stock-option plans were instituted not so that managers would bear more risk, but as supplements to their salaries. Thus, the incentive effects of these plans are questionable. However, a Bank Administration Institute survey of 839 banks with assets under \$500 million found a positive correlation between bank performance and the presence of an annual bonus program. Of course, it is not clear which came first, the award program or better performance. See W. Frank Kelly, "Bank Performance and CEO Compensation," *Bank Administration* 62 (November 1986) pp. 52-56.

<sup>10</sup>Most of the discussion in this section and the next follows Stiglitz [5] and Jensen [2].

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<sup>7</sup>This is discussed in Allen and Saunders [8].

has an incentive to ensure that management is good because the personal gain from doing so is not great enough. Other shareholders can get a “free ride” if one shareholder decides to become an active participant in the stockholder meetings. Large shareholders, however, can exert control on the management—they find it worth their effort—but usually have to be compensated in some way for taking on the risk of not being diversified; for example, they may receive a high fee for being on the board of directors.<sup>11</sup>

One control on the management of nonfinancial corporations involves banks themselves. Like large shareholders, banks have an incentive to monitor the performance of firms to which they have made substantial loans, in order to avoid default. Unlike equity holders, who cannot control their funds once invested, banks have more control of their funds: they set the terms of their loans and can decide not to reinvest in the firms once the loans mature.

The interbank loan market and certificate of deposit (CD) market provide a similar control on banking firms, especially money-center banks, which rely greatly on purchased funds. Federal funds transactions (overnight interbank loans) are not collateralized, so banks that find themselves in trouble (perhaps due to the negligence of management) must pay a premium for such funds. Also, the large, negotiable CDs of large banks trade on a no-name basis. That is, even though CDs differ with respect to the quality of the issuing bank, dealers quote a single price for large-bank CDs and don't specify names when trading them. However, if a bank is in trouble, traders will refuse to trade the bank's CDs on a no-name basis. Once singled out, the bank will have to pay a premium for funds. (Continental Illinois, for example, was dropped from the no-name

list when it ran into trouble in 1982.) In addition to hurting shareholders (by lowering the market value of the bank), these “punishments” have a direct negative impact on managers by hurting their reputations, by reducing the amount available for perquisites, by lowering compensation to the extent it is tied to market performance, and by increasing their chance of unemployment due to bankruptcy.

**The Threat of Takeover Is a Capital Market Control on Managers.** The 1980s have seen a new wave of corporate mergers, acquisitions, and takeovers. The pros and cons of these takeovers are being debated, especially the extensive use of debt financing characteristic of recent takeovers, and the wealth transfers from employees (many of whom lose their jobs) to shareholders of the acquired firm (who gain the takeover premium).

A potential benefit of a well-functioning takeover market is that the threat of a takeover, in which management is usually replaced, can discipline managers to act in the interests of the firm's shareholders. The idea here is that if the firm's market value could be enhanced with better management, then someone could purchase the firm by buying the outstanding shares from the current shareholders. He could then remove the bad management, make the proper decisions to maximize the firm's value, and gain from that increase in value.

For several reasons, however, this takeover threat won't necessarily be effective in controlling management. And even if takeovers are effective in replacing bad management, there are several ways in which managers can avoid this discipline.

For instance, takeovers may not work because of information problems. A firm may be performing poorly because the current management is bad or because the past management was bad. That is, management might be doing the best it can given what it has to work with. Only the insiders of a weak firm know which is the case, and if they hold enough stock

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<sup>11</sup>See Stiglitz [5], p. 144.

in the firm to determine the outcome of any takeover attempt, they'll sell only if the offer is more than the firm is worth. In other words, successful takeovers will be overpriced takeovers, in which case the new stockholder will not gain.

As with the stockholders' meetings, there are free-rider problems associated with takeovers. Suppose takeovers work and eliminate inefficient management; then the shareholders who didn't sell their shares get a free ride and gain from the firm's increased stock price. Each shareholder reasons this way, believing she doesn't have enough stock to affect the success of the takeover attempt. Therefore, it is in her interest to hold onto her shares. If everyone does this, the takeover won't be successful.

Another free-rider problem occurs if it is costly to find badly managed firms, which are good takeover targets. Someone who has expended the resources to find such a firm and then makes a bid thereby announces to other potential bidders that the firm is a good target. The ensuing bidding war drives to zero any expected profits from taking over the firm, so the first bidder who expended the resources to find the target firm earns a negative expected profit, even if he's successful in taking over the firm. Therefore, there is no gain in finding good takeover targets.<sup>12</sup>

While extreme, these cases point out that it is not easy to complete a successful takeover. However, if bidders can find a way to keep some of the gains from a successful takeover for themselves (rather than sharing them with others) they will have an incentive to search out firms with inefficient management and

attempt a takeover.<sup>13</sup> But even if the takeover market would otherwise work smoothly, there are ways in which managers of targeted firms can deter takeovers. By thwarting potential acquirers, these actions help entrench managers who may not be acting in the shareholders' interests.<sup>14</sup>

For example, managers of a targeted firm can swallow a *poison pill*, that is, they can take some action that will make the firm an unattractive candidate for takeover. The action is something that the firm wouldn't do if it were not threatened with a takeover. One poison pill is for the targeted firm itself to take over another firm in order to increase the possibility of antitrust litigation if its potential acquirer succeeds. Other poison pills include financial restructuring of the firm, issuing "poison pill preferred stock" that raises the cost of a takeover, or selling off some assets that attracted the bidder.

In the Bank of New York-Irving fight, Irving's board voted a poison pill that gave shareholders certain rights to buy stock at half price in the event of a hostile merger. They added a "flip in" amendment that allowed the measure even if the hostile investor did not attempt an immediate merger. BONY filed suit against this defense and a state court invalidated it. The decision was appealed and the Appellate Division of the New York Supreme Court upheld it, which led to the takeover's final resolution.

<sup>13</sup>See Andrei Shleifer and Robert W. Vishny [4].

<sup>14</sup>These defensive tactics may, however, actually improve the takeover market. Eliminating a bidder can help solve the bidding-war free-rider problem discussed above and encourage other firms to study the possibility of taking over the firm. The increased likelihood of more bids may be enough to compensate shareholders for the elimination of a potential acquirer and the costs of discouraging him. See Andrei Shleifer and Robert W. Vishny, "Greenmail, White Knights, and Shareholders' Interest," *Rand Journal of Economics* 17 (Autumn 1986) pp. 293-309.

<sup>12</sup>Event studies find that in recent takeovers the excess returns to acquired firms are usually positive, while those to acquiring firms are often negative or zero. See Robert Schweitzer, "How Do Stock Returns React to Special Events?" in a forthcoming issue of this *Business Review*.

Another way a firm can prevent a takeover involves *greenmail*. The payment of greenmail refers to a targeted stock-repurchase plan in which managers repurchase the stock of a subgroup of shareholders at a premium over the market price. Greenmail can be used to avert a takeover—if offered enough, the potential acquirer will sell the shares it has accumulated back to management. Usually, the potential acquirer also signs an agreement prohibiting the purchase of any of the firm's stock for a period of time, sometimes as long as five years.

Like greenmail, *golden parachutes* can be used to deter takeovers by raising their cost. A golden parachute is a large severance payment made to top managers who are replaced after a takeover. By lowering the costs to managers of losing their jobs, the parachutes also hinder the threat of takeover in controlling managers. They may also induce the manager to cave in and sell the firm at too low a price, or even to seek out buyers for the firm. On the other hand, the parachutes may benefit shareholders by facilitating a takeover. If the managers who have to decide whether or not to fight the takeover have golden parachutes, they will be less inclined to fight—and this can benefit shareholders. Also, by lowering the costs to managers of investing in education and training worth little outside the firm, the parachutes may increase the efficiency of managers.

On balance, then, whether golden parachutes are harmful or beneficial to stockholders depends on who receives them and how they are structured. If the parachutes are paid to the managers involved in negotiating the terms of the takeover with a potential acquirer, and if their value is tied to the increase in the firm's market value that may occur after a takeover, then parachutes benefit shareholders. Otherwise, they are probably detrimental to shareholders.

In general, restrictions on the type or number of potential acquirers of a firm make takeovers less likely and limit the ability of the

takeover threat to discipline management. For example, there are two principal ways for a corporation to acquire a commercial bank. It can either acquire a controlling interest in the bank's stock or it can merge with the bank. But mergers are prohibited between nonbank corporations and commercial banks, and some states restrict corporate acquisitions of bank stock. Also, banks in states that prohibit branching are less attractive merger partners than are banks in branching states, all else equal, and prohibition of interstate banking eliminates out-of-state banks as potential bidders, making takeovers less likely. Thus, in banking, the threat of takeovers may not ensure that managers work on behalf of their shareholders.<sup>15</sup> However, the recent breakdown of these restrictions—for example, regional interstate banking pacts—suggests that the takeover threat should become more effective in the future.

#### HOW EFFECTIVE ARE THE CONTROL MECHANISMS IN THE FINANCIAL SERVICES INDUSTRY?

Although there are many potential mechanisms for ensuring that managers act on behalf of stockholders, these controls are imperfect and costly. Just how well do these controls work in the financial services industry? Are managers able to pursue their own goals at the stockholders' expense, or are they disciplined to act in a way that maximizes the value of the firm? Empirical studies suggest that there are agency problems in financial firms: managers are able to pursue their own interests and do not always act in an efficient, value-maximizing manner. (The Bibliography includes references to the studies discussed below.)

Several studies of the commercial banking industry find evidence that managers spend excessively on perquisites, such as large staffs. That is, they spend more than the profit-maxi-

<sup>15</sup>This is the focus of Christopher James [11].

mizing amount. Michael Smirlock and William Marshall present evidence that larger banks, whose management is presumably harder to control, exhibit such expense preference behavior. In a study of states that limit the acquisition market for banks by limiting the amount of bank stock a corporation can own, Christopher James finds that bank managers in these states spend more on perquisites than do managers of banks in states that permit corporate holdings of bank stock. This is evidence that takeovers can discipline managers.<sup>16</sup>

In a study last year, the author investigated the savings and loan industry for evidence of expense preference behavior. Savings and loans are organized either as stock-issuing institutions or as mutual institutions. Although the owners of a mutual S&L are, in theory, its depositors, these owners have virtually no control over management. Thus, managers of mutual S&Ls should be more able to follow their own pursuits than managers of stock S&Ls. The author's study finds that the mutual S&Ls are operating with an inefficient mix of inputs and outputs. While this could be due to the impact of regulations and to the fact that mutual S&Ls are not able to issue stock in order to expand, it is more likely evidence that managers are consuming some of the firm's resources as perquisites.

In addition to spending excessively on perquisites, managers have the incentive to act more conservatively than shareholders would like and to engage in upward window dressing. Anthony Saunders, Elizabeth Strock, and Nickolaos G. Travlos find evidence that banks with diffuse ownership—that is, no one shareholder holds a large number of shares—are

more conservative than other banks whose shareholders can be expected to exert more influence on the decisions of managers. Linda Allen and Anthony Saunders find evidence of upward window dressing in banks located in states with takeover barriers and in banks whose managers have no large equity holdings.

To sum up these studies, in cases where the agency theory predicts that managers of financial firms will work on their own behalf rather than on the shareholders' behalf, there is evidence that they do so.

### **PRESCRIPTIONS TO REMEDY AGENCY PROBLEMS**

There is evidence that managers of financial firms are able to pursue their own interests rather than the interests of shareholders. The agency theory of the firm suggests several ways in which the goals of managers and shareholders could be better aligned, which would lead to higher efficiency and help resolve agency problems.

Bank managers and directors could be encouraged to own stock in the companies they manage. In this way, they would directly benefit from the decisions they make that increase the market value of the bank. Since outside directors' goals are more coincident with shareholders', increasing the power of outside directors to remove managers could induce better behavior by managers. But this may not have much effect if it is difficult to find directors with enough knowledge to determine whether the management should be replaced. Finally, decreasing the barriers to takeovers—including state prohibitions on corporate acquisition of commercial bank stock, laws prohibiting interstate banking and branching, and laws restricting hostile takeovers—will increase the effectiveness of the takeover threat as a device to control managers; so will the Federal Reserve's position to treat hostile takeovers in banking no differently from friendly takeover bids.

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<sup>16</sup>However, the methodology of the studies by Smirlock and Marshall and by James, as well as that of earlier banking studies, is critiqued in Loretta J. Mester, "A Testing Strategy for Expense Preference Behavior," Working Paper 88-13/R, Federal Reserve Bank of Philadelphia, December 1988.

Some argue that today's takeovers are too often funded by high-risk junk bonds or other sources of debt that can lead to macroeconomic instability by increasing the number of bankruptcies when a recession hits.<sup>17</sup> And there is evidence that while shareholders of the target firm gain in a takeover, their gain is at the expense of employees who lose their jobs or are forced to take wage cuts.<sup>18</sup> Clearly, not all

takeovers are in the best interests of society. However, it should be remembered that an actual takeover is not necessary to induce managers to act efficiently—the *threat* of a takeover is what is needed. If restrictions on takeovers are reduced, making the possibility of a takeover a real threat to inefficient managers, these managers will be induced to maximize the value of their firms. Easing restrictions on takeovers could actually lead to a reduction in the number of acquisitions by reducing the number of inefficiently managed firms, which are among the prime takeover targets.

<sup>17</sup>See F.M. Scherer, "Corporate Takeovers: The Efficiency Arguments," *Journal of Economic Perspectives* 2 (Winter 1988) pp. 69-82.

<sup>18</sup>See Shleifer and Vishny [4].

## Bibliography

There are many excellent articles on the agency theory of the firm. Several of the articles cited in the text are included in this bibliography.

[1] Kenneth J. Arrow, "The Economics of Agency," in *Principals and Agents: The Structure of Business*, John W. Pratt and Richard J. Zeckhauser, eds. (Boston: Harvard Business School Press, 1985) pp. 1-35. This is an excellent overview of the principal-agent relationship. In fact, all of the articles in this book are recommended.

[2] Michael C. Jensen, "Takeovers: Their Causes and Consequences," *The Journal of Economic Perspectives* 2 (Winter 1988) pp. 21-48. An excellent overview of the takeover as a capital market control on managers, this article discusses such potential takeover deterrents as greenmail and golden parachutes.

[3] Michael C. Jensen and William H. Meckling, "Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure," *Journal of Financial Economics* 3 (1976) pp. 305-360. This article discusses agency theory and the financial structure of firms.

[4] Andrei Shleifer and Robert W. Vishny, "Value Maximization and the Acquisition Process," *The Journal of Economic Perspectives* 2 (Winter 1988) pp. 7-20. The authors review the agency theory of the firm and the role of hostile takeovers in disciplining managers.

[5] Joseph E. Stiglitz, "Credit Markets and the Control of Capital," *Journal of Money, Credit, and Banking* 17 (May 1985) pp. 133-152. This is an excellent introduction to the conflicts between owners and managers, and the effectiveness of certain controlling devices.

[6] Joseph E. Stiglitz, "Ownership, Control, and Efficient Markets: Some Paradoxes in the Theory of Capital Markets," in *Economic Regulation: Essays in Honor of James R. Nelson*, Kenneth D. Boyer and William G. Shepherd, eds. (East Lansing, MI: Michigan State University Press, 1981) pp. 311-340. The author discusses managerial incentives for risk-taking.

[7] The Symposium on Takeovers, in *The Journal of Economic Perspectives* 2 (Winter 1988), includes several papers, in addition to those by Jensen and by Shleifer and Vishny, on the role of takeovers as an external control mechanism.

**Empirical studies of agency problems in financial firms include:**

[8] Linda Allen and Anthony Saunders, "Incentives to Engage in Bank Window Dressing: Manager vs. Stockholder Conflicts," Working Paper No. 471, Salomon Brothers Center for the Study of Financial Institutions, Graduate School of Business Administration, New York University, June 1988.

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[14] Michael Smirlock and William Marshall, "Monopoly Power and Expense-Preference Behavior: Theory and Evidence to the Contrary," *Bell Journal of Economics* 14 (Spring 1983) pp. 166-178.