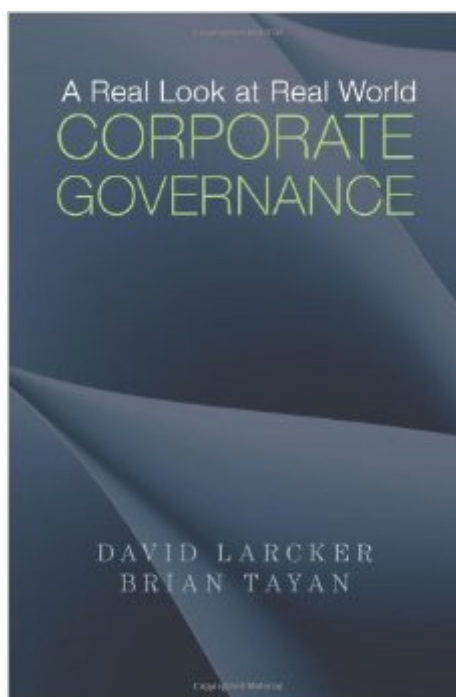


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# A Real Look At Real World Corporate Governance



## Synopsis

A Real Look at Real World Corporate Governance takes a practical look at issues involving the board of directors, CEO succession planning, executive compensation, and accounting and internal controls. Written in a clear and accessible style by two leading experts, this book is a must-read for executives, directors, shareholders, and anyone else interested in how companies are run and how to make them better. Each chapter examines a current and important issue, bringing together compelling research and relevant examples to understand which practices are necessary to improve corporate performance.

## Book Information

Paperback: 158 pages

Publisher: Larcker-Tayan; 1 edition (August 29, 2013)

Language: English

ISBN-10: 0989710114

ISBN-13: 978-0989710114

Product Dimensions: 5.2 x 0.4 x 8 inches

Shipping Weight: 8.5 ounces (View shipping rates and policies)

Average Customer Review: 4.3 out of 5 stars [See all reviews](#) (10 customer reviews)

Best Sellers Rank: #293,955 in Books (See Top 100 in Books) #50 in [Books > Business & Money > Management & Leadership > Corporate Governance](#) #523 in [Books > Business & Money > Management & Leadership > Project Management](#) #4326 in [Books > Business & Money > Skills](#)

## Customer Reviews

This book follows the theme of *Corporate Governance Matters: A Closer Look at Organizational Choices and Their Consequences* also by David Larcker and Brian Tayan. Larcker is the James Irvin Miller Professor of Accounting, Stanford Graduate School of Business. Brian Tayan is a member of the Corporate Governance Research Program at the Stanford Graduate School of Business. While *Corporate Governance Matters* (see my review on [Amazon](#)) focuses on debunking "best practices" in corporate governance, *A Real Look at Real World Corporate Governance* takes more of an abbreviated case study approach, delving into how several decisions were made by boards at specific companies. As the authors state: They "have explored issues relating to the board of directors, accounting and internal controls, CEO succession planning, and executive compensation, all from the perspective of understanding what does and does not work in organizational settings." Their key message is that one-size does not fit all. "Best practices" have limited value. Individuals

elected to the board of directors must be qualified and engaged. To evaluate board quality, a case-by-case analysis is required. The accuracy of financial statements relies on more than just the integrity of the accounting system. It relies on the integrity of the entire organizational system. CEO succession planning is critical to the long-term success of any organization. To be effective, succession planning should be a continuous and ongoing activity within the firm. It is not a one-off decision that periodically arises whenever a CEO resigns, dies, or is fired.

If you want a book that lives up to its nameâ€”giving practical examples of corporate conduct, both good and bad, at actual companies; and debunking several standard notions of governance along the wayâ€”then download this sleek volume immediately. Larcker and Tayan work at the Rock Center for Corporate Governance at Stanford University, and have a history of picking apart widely held beliefs about governance. In 2011 they published a paper, â€œSeven Myths of Corporate Governance,â€• looking at questions such as whether CEOs really are overpaid, or whether proxy advisory firms usually give good advice. (No to both questions, they argued.) Their newest work still has plenty of â€œpureâ€• corporate governance issuesâ€”CEO succession, composition of the board of directors, CEO compensationâ€”and they've expanded their scope to include financial reporting and internal control issues as well, with plenty of thought-provoking conclusions the corporate governance community can't easily dismiss. For example, Larcker and Tayan look at the question of non-GAAP financial measures, and whether deviation from Generally Accepted Accounting Principles may (gasp!) actually help investors better understand a company's financial operations. Reporting non-GAAP earnings is widespread in Corporate America, and occasionally a company does concoct a metric so bizarre that it is nonsense as well as non-GAAP, prompting regulators to intervene. And make no mistake, companies publish non-GAAP financial results so their performance will look better; Larcker and Tayan include a long list of companies that publish non-GAAP earnings, and show how much those numbers deviate from the earnings those companies also reported under â€œtrue GAAP.â€• The difference routinely inflates a company's profit by billions.

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