

Monitoring of the Economical-Financial Outcomes in the Context of the Exigencies of the Corporate Governance through the Budget System

Mirela Niculae

Department of Finance and Banking, Faculty of Finance, Banking and Accountancy, "Dimitrie Cantemir" Christian University, Romania, E-mail: mirela_s_radu@yahoo.com

Abstract *According to the meaning of the phrase "to govern means to provide", the performance instrument of the financial provision on the level of an entity is the budget system. The monitoring of the economical-financial outcomes to the entity level is made through the budgetary control, therefore identifying the deviations between the provisioned statement and the achieved statement. There is mentioned that the accounting patterns provide assessment policies in the made survey, and the application of the international financial reporting standards (IFRS) there is provided good corporate governance, indispensable to the dynamic and complex environment in which the entities develop their business. The modeling of the outcomes through the Profit and Loss account, as main instrument of emphasizing the achievements of the entity can be made also through the interim management sold, as indexes under the form of margins emphasizing another grouping way of the revenues and expenses corresponding to the entity's business.*

Key words Budget systems, corporate governance, interim management sold, IFRS, profit and loss account

JEL Codes: G34, M41, M48

1. Introduction

The management through the budget system along with the information system and the organization system of a public interest entity provides an optimal operation of the business, leading to the permanent monitoring of the economical-financial outcomes on the entity level. The management through the budget system is used along with the management through the scopes because the issuance of the budgets and the establishment of the corresponding terms refer to the achievement of the proposed scopes on the entity level.

The monitoring of the economical-financial outcomes of an entity in the meaning of the corporate governance context is achieved through the harmonization both of the interests of the entity and of the interests of its partners: employees, creditors, customers, suppliers, shareholders.

The performance of an entity does not resume only to the economical-financial outcomes, namely the maximal profitability, financial balance, capacity to generate

liquidities necessary to the operation and development, but points to all the non-financial and financial aspects of its business.

As synthesis accounting document, the Profit and loss account is measuring the performances of an entity's business, but in the same time is meant to be a synthesis of the treasury flows, providing useful information to the investors and creditors for the provision of the valuables.

The economical presentation of the Profit and loss account is made through the interim management sold, representing indexes, under the form of margins, emphasizing another grouping way of the revenues and expenses corresponding to the entity's business.

2. Literature review

One of the management instruments used in the context of the corporate management is the management through the budgetary systems, because it permits the following of the public interest entity's scopes according to the means the company is having available.

In the work "Management accounting, theoretical and practical aspects", prof. Sorin Briciu emphasizes the fact that the *budget* is "an instrument of harmonization and effectiveness of the relationship between the expenses and revenues within an entity, and the budgeting of costs, an economic systematic practice which means the development of a formal process of allocation of the financial resources, in order to accomplish certain scopes formulated for the next terms" (Briciu, 2006).

As main stages of the management through the budget systems, we can mention:

- The stage of provision of the budgets specific to the business and then to the entity budget;
- The stage of budgeting, in which the budgets are released under the provisions;
- The stage of the check of performance of the budget.
- In the specialized literature, there is mentioned a series of principles in the releasing of the budget system, on the level of an entity, therefore (Dascălu and Caraiani, 2006):
 - *The realistic approach in the releasing of the budgetary provisions;*
 - *The compliance with the deadlines in the presentation of the budgetary information;*
 - *Flexibility in the implementation process of the budgets* – the budgets must be approached as orientation instruments and not as absolute truths. *The updating of the budgetary provisions* is subordinated to the uncertainty level of the corresponding behavior. The occurred changes in the production capacities, in the consumers' needs, in the fiscal laws, must be part of the budget implementation process, without affecting the economical-financial outcomes of the entity.

The monitoring of the economical-financial outcomes on the entity level is made through the budgetary control, therefore being identified the deviations between the provisioned statement and the performed statement.

The concept regarding the corporate governance is analyzed within a series of theoretical and empirical studies, briefly presented in table 1, explaining the role they play in monitoring the economical-financial performances of the entity. Therefore, one can take into account the context of the exigencies of the corporate governance in the analysis of the economical-financial business on an entity level.

Table 1. Works with corporate governance theme

Title of the paper	Author	Place and year of appearance
Corporate Governance	Williamson O.E.	Yale Law Journal, 1984
Ownership and Control: Rethinking Corporate Governance for the Twenty-First Century	Blair M.M.	Washington: Brookings, 1995
The Mechanisms of Governance	Williamson O.E.	Oxford University Press, 1996
Corporate Governance in the United States: The Rise Of Fiduciary Capitalism	Hawley J.P. and Williams A.T.	Working Paper, Saint Mary's College of California, School of Economics and Business Administration, 1996
A Survey of Corporate Governance	Shleifer A. and Vishny R.W.	Journal of Finance, 1997
A Theory of Path Dependence in Corporate Ownership and Governance	Bebchuk L.A. and Roe M.J.	Stanford Law Review, 1999
Competence, Governance, and Entrepreneurship	Foss N. and Mahnke V. (Eds.)	Oxford University Press, 2000
Contests for Corporate Control – Corporate Governance and Economic Performance in the United States and Germany	O'Sullivan M.	Oxford University Press, 2001
An International Comparison of Corporate Governance Models	Gregory Francesco Maassen	Rotterdam School of Management, 2002
Internal Audit and Organizational Governance	Hermanson D. and Rittenberg L.	The Institute of Internal Auditors, 2003
The Politics of Corporate Governance Regulation	Gourevitch P.	Yale Law Journal, 2003

Title of the paper	Author	Place and year of appearance
Political Determinants of Corporate Governance – Political Context, Corporate Impact	Roe M.J.	Oxford University Press, 2003a
Corporate Governance Theories: From Micro Theories to National Systems Theories	G�rard Charreaux	Working Paper of FARGO - Centre de recherche en Finance, Architecture et Gouvernance des Organisations, 2004
Theories of Corporate Governance: The Philosophical Foundations of Corporate Governance	Clark T.	London and New York, 2004
Corporate governance and firm valuation	Brown L. and Caylor M.	Journal of Accounting and Public Policy 25, 2006
Internal audit and corporate governance	Ana Morariu, Suci Gh., Stoian Flavia	Editura Universitara, Bucharest, 2008
Activism of the investors and the corporate governance	Feleag� Niculae	Business Accounting, Expertise and Audit, 2008
Current issues related to the measuring of the corporate governance level in Romania	R�ileanu, A., Dobro�eanu, C., Dobro�eanu, L.	Financial Audit, 2011
Corporate governance	Voicu-Dan Dragomir	Academy of Economic Studies, 2012
A Real Look at Real World Corporate Governance	David F. Larcker, Brian Tayan	Stanford Business School, 2013
Alternative Models of Governance	David F. Larcker, Brian Tayan	CGRI Quick Guide Series, 2015
Corporate Governance Matters: A Closer Look at Organizational Choices and Their Consequences (2nd edition)	David F. Larcker, Brian Tayan	Pearson FT Press, 2015

Source: Author's conception

On an entity level, the economic management decision in the context of the exigencies is a result of a financial decision which can be based on the information provided by the *budget system*:

- *The exploitation budget* is built through the consolidation of the supply, production and sale budgets;
- *The investment budget* is the number representation of the short, medium and long term investments;

- *The budget of the general or indirect expenses;*
- *The synthesis of the specific budgets* is concretized in the provisional financial statements (provisional balance sheet, outcome account) and the treasury budget.

3. Methodology of research

The representation activity of the reality of the entity through the numbers is emphasized by the accounting modeling.

The accounting models provide assessment patterns, and through the application of the accounting standards, there are provided corporate governance, indispensable to the dynamic and complex environment in which the entities develop their economical-financial business.

The financial statements must accurately present the financial statement, the financial performance and the cash flows on an entity.

The profit and loss account is deemed the main instrument through which the financial outcomes of the entity are emphasized.

The horizontal analysis of the Profit and loss account has the calculation of the timely variation of the entity's revenues and expenses as their final outcome.

The vertical analysis of the Profit and loss account helps the calculation of the interim management sold, on the one hand, and the provisional assessment of the exploitation outcome, on the other hand.

The economical presentation of the Profit and loss account is made through the interim management sold, representing indexes, under the form of margins, emphasizing another grouping way of the revenues and expenses corresponding to the entity's business.

Table 2. Interim management sold

No.	Index	Explanations	Calculation formula
1.	Added value	<p>This index defines <i>the real dimension of the enterprise's business and represents the richness plus obtained over the interim consumptions from the third parties</i> (Işfănescu et al., 2002).</p> <p>This index provides the analysis and interpretation along with the profitability and cash flow of the <i>economic quality</i>. (Mironiuc, 2006).</p> <p>The added value appears as an expression of the productive contribution the entity if providing to the economic environment.</p>	$VA = Qe - M$ $VA = Mc + Qe - M$ $VA = CP + A + CF + IT + R$ Qe = production of the exercise M = consumptions originating from third parties Mc = commercial margin CP = expenses with staff A = depreciations CF = financial expenses IT = taxes and assimilated payments R = the outcome

No.	Index	Explanations	Calculation formula
2.	The gross excess from exploitation, or the cash flow from exploitation	Defines the <i>real dimension of the enterprise's business and represents the richness plus obtained over the interim consumptions from the third parties</i> (Işfănescu et al., 2002). <i>Provides the monetary surplus from the exploitation business.</i>	$EBE = VA + V - C_p - Cit$ VA = added value V = revenues C _p = expenses with staff Cit = Expenses with taxes and assimilated payments
3.	Outcome from exploitation	Is measuring the performances of the economic entities <i>irrespective of the financial, fiscal and distribution policy of the dividends, taking into account the depreciations of the intangible assets</i> (Tabără et al., 2001)	$RE = \text{Revenues from exploitation} - \text{Expenses from exploitation}$
4.	Financial outcome	Provides the inclusion in this class of the adjustments for the depreciation of the financial intangible assets and of the financial investments held as circulating assets as well as of the revenues and expenses corresponding to the financial investments.	$RF = \text{Financial revenues} - \text{Financial expenses}$
5.	Current outcome	Represents the outcome of <i>all the current, usual operations of the entity, being determined both as the outcome of the current exploitation and of that of the financial activity, permitting also the appreciation of the impact of the financial policy of the entity on the profitability</i> (Păvăloaia and Paraschivescu, 2006).	$RC = RE + RF$
6.	Net outcome	It means the absolute size of the financial profitability that the shareholders will be paid-up for their own subscribed capitals.	$R_{net} = \text{Gross outcome of the exercise} - \text{Profit tax}$
7.	Global outcome of the exercise	General conceptual frame of IASB and IAS 1 "Presentation of the financial statements" to comply with the users' requirements for more detailed information on the performance, establish a new requirement to present such earnings and losses in a primary financial statement which have not been currently presented in the profit and loss account.	$R_{global} = \text{the outcome from the profit and loss account} +/- \text{the Adjustments for keeping the capital} +/- \text{Other variations of the own capital not-acknowledged in the outcome of the exercise}$

Source: Author's compilation

The impact of the financial reporting in the context of the exigencies of the corporate governance is emphasized through the increase of the comparison possibility of the position and of the economic outcomes on entity level, information which may positively influence the way of allocation of the resources.

The corporate governance means the increase of the value of the entity on solid base, creating a very close connection between the added value and the instruments which are available to the management team, in order to monitor the economical-financial outcomes.

On the entity level, the use of the instrument – Board chart – having the capacity to provide relevant indexes in the diagnose of the entity on criteria of risks, profitability and economic-financial outcome is advisable. The following will be taken into account on the issuance of the board chart:

- The scopes established through strategies, planning and operational programs;
- The architecture of the organizational structure, the evaluation methods and the economical-financial outcome criteria established on entity level;
- Monitoring the economical-financial outcomes and the corrections on the deviations from the established scopes.

4. Data analysis and results

In order to emphasize the importance of monitoring the economical-financial outcomes through the budget system, in the context of the exigencies of the corporate governance to the public interest entities, the data and the information included in the Financial statements of the Company Metrorex SA, drawn-up on December 31st, 2013 and December 31st, 2014 will also be presented, and also in the Revenue and expense budget on 2013 and 2014 of the entity, in compliance with the provision, elaboration and budget control principles.

According to the Government Decision no. 482/1999, the Company develops passenger transportation business by subway – public and strategic interest business.

Through the revenue and expense budget for 2014 of the public interest entity, approved through the Government Decision no. 504/June 18th, 2014 as, as a result of the correction of the revenue and expense budget for 2014, approved through the Government Decision no. 826/October 1st, 2014, it is estimated to provide: total revenues in amount of 628,306.87 thousand lei, and total expenses in amount of 668,877.15 thousand lei. From the performance of the budget reported to the Government Decision no. 826/October 1st, 2014, it is observed to provide: total incomes in amount of 656,015.52 and total expenses in amount of 656,015.52. Therefore, the total obtained revenues increased by 4.41% to the total revenues approved through the Government Decision no. 826/October 1st, 2014. The total expenses of the Company on 2014 are 98.08% to the approved program.

On founding Chapter I “*Total Revenues*”, the analyzed entity the following structure was taken into consideration:

Revenues from exploitation:

- *Revenues from the transportation business and from other business* as own revenues of the Company.
- *Revenues from exploitation subventions corresponding to the net turnover* – such incomes are meant as subventions for the passenger transportation by subway – supplemented by 12.35% over the level approved through the Government Decision no. 826/October 1st, 2014.
- *Other Revenues from exploitation* are represented by the revenues obtained by the entity from: subventions from investments, fines and penalties; other incomes including the compensation of the discounts.

Financial incomes: are made on the amount of 525.47 thousand lei, representing about 78.44% to the approved program.

Table 3. Performance level of the total incomes

No.	INDEXES	Year 2013 (thousand lei)		%	Year 2014 (thousand lei)		%
		BVC 2013 Approved	Obtained		BVC 2014 Approved	Obtained	
I.	Total revenues (rd.1+rd.2+rd.3), out of which:	687,186.99	604,935.18	88.03	628,306.87	656,015.52	104.41
1	Revenues from exploitation	685,986.99	604,044.26	88.05	627,636.98	655,490.05	104.44
2	Financial revenues	1,200.00	890.92	74.24	669.89	525.47	78.44
3	Extraordinary revenues	0,00	0,00		0,00	0,00	

Source: Own conception under the data taken from

http://www.metrorex.ro/Resurse/Transparenta/Situatii_financiare2013.pdf

http://www.metrorex.ro/Resurse/Transparenta/Situatii_Financiare2014.pdf

The sources for the obtaining of the investment program registered in the revenue and expense budget for 2014 consist in funds originating from the state budget in amount of 1,137,595 thousand lei and funds from own sources in amount of 40,790 thousand lei.

In Chapter II “*Total Expenses*” of the revenues and expense budgets for 2013 and 2014, one will notice a framing within the approved limits, registering savings to the materials and spare parts, fuels, electricity, thermal energy and water, as well as to the expenses to the third parties, thus:

Table 4. Statement of expenses within 2013-2014

No.	INDEXES	Year 2013 (thousand lei)		%	Year 2014 (thousand lei)		%
		BVC 2013 Approved	Obtained		BVC 2014 Approved	Obtained	
I.	Total expenses (rd.1+rd.2+rd.3), out of which:	687,186.99	669,394.18	97.41	668,877.15	656,015.52	98.08
1	Expenses from exploitation	674,924.99	657,053.99	97.35	655,357.15	647,968.66	98.87
2	Financial expenses	12,262.00	12,340.19	100.64	13,520.00	8,046.86	59.52
3	Extraordinary expenses	0,00	0,00		0,00	0,00	

Source: Own conception under the data taken from

http://www.metrorex.ro/Resurse/Transparenta/Situatii_financiare2013.pdf

http://www.metrorex.ro/Resurse/Transparenta/Situatii_Financiare2014.pdf

Table 5. Statement of the total expenses for 2013

INDEXES	BVC approved 2013 (thousand lei)	Obtained (thousand lei)	%
TOTAL EXPENSES (I + II+III)	687,186.99	669,394.18	97.41
<i>I. Expenses from exploitation:</i>	<i>674,924.99</i>	<i>657,053.99</i>	<i>97.35</i>
1.expenses with materials and spare parts	10,879.48	8,105.58	74.50
2.expenses with electricity, thermal energy and water	69,320.00	61,883.07	89.27
3.expenses with fuel	377.30	350.22	92.82
4.expenses with the staff	287,521.42	278,343.90	96.81
5.expenses to the third parties	200,112.62	196,300.48	98.10
6.other expenses	106,714.17	112,070.74	105.02
<i>II. Financial expenses</i>	<i>12,262.00</i>	<i>12,340.19</i>	<i>100.64</i>

Source: http://www.metrorex.ro/Resurse/Transparenta/Situatii_financiare2013.pdf

Table 6. Statement of the total expenses for 2014

INDEXES	BVC approved Government Decision 826/01.10.2014 (thousand lei)	Obtained (thousand lei)	%
TOTAL EXPENSES (I + II+III)	668,877.15	656,015.52	98,08
<i>I. Expenses from exploitation:</i>	<i>655,357.15</i>	<i>647,968.66</i>	<i>98,87</i>
1.expenses with materials and spare parts	18,397.88	7,933.43	43,12
2.expenses with electricity, thermal energy and water	61,289.08	56,150.85	91,62
3.expenses with fuel	428.89	351.64	81,99

INDEXES	BVC approved Government Decision 826/01.10.2014 (thousand lei)	Obtained (thousand lei)	%
4.expenses with the staff	285,426.32	282,602.59	99,01
5.expenses to the third parties	189,016.14	186,850.73	98,85
6.other expenses	100,798.84	114,079.42	113,18
II. Financial expenses	13,520.00	8,046.86	59,52

Source: http://www.metrorex.ro/Resurse/Transparenta/Situatii_Financiare2014.pdf

Also, according to the Administrators' Report for 2014, in Chapter "Expenses with taxes and assimilated payments" – "Expenses with other taxes", the amount provided in the budget was exceeded as a result of the registration of the Taxation Decision no. FMC 1683/December 19th, 2014 under the Fiscal Inspection Report drawn-up by the Fiscal Administration.

According to the provisions of article 5 from the Government Decision no. 482/1999 and, having into view the fact that the Company Metrorex S.A. provides a social public service, the differences between the own revenues and the total expenses from the passenger transportation business is borne from the state budget, under the form of assignments, subventions from exploitation. Through the Emergency Government Ordinance no. 74/December 3rd, 2014, as a result of the correction of the state budget for 2014, the Company was allocated in addition at Chapter "Subventions for the passenger transportation by subway" the amount of 40,571,000 lei. In this way, the Company ended the financial exercise in 2014 with a profit in amount of 7,938.90lei, being notified in the financial statements as a debt to the state budget, by decreasing the incomes from subventions from exploitation corresponding to the net turnover. Therefore, the registered outcome of the financial exercise for 2014 is 0 and, according to the Report of the Independent Auditor from April 24th, 2015, the cumulated loss registered by the Company is in amount of 260,721,783 lei and represents losses from the previous exercises.

Under the Financial statements drawn-up on December 31st, 2013 and December 31st, 2014, the analysis of the outcome from exploitation on the level of the studied public interest entity between 2013-2014, is mentioned in table 7:

Table 7. Outcome from exploitation

Name of the index	Financial exercise 2013	Financial exercise 2014
1. Net turnover	526,099,487	569,036,251
2. Cost of the sold assets and services (3+4+5)	(657,053,991)	(647,968,657)
3. Expenses of the basic business	(506,604,424)	(511,410,929)
4. Expenses of the auxiliary business	(187,431)	(144,769)

Name of the index	Financial exercise 2013	Financial exercise 2014
5. Indirect production expenses	(150,262,136)	(136,412,959)
6. Gross outcome corresponding to the net turnover (1-2)	(130,954,504)	(78,932,406)
7. Sale expenses	-	-
8. General expenses of administration	-	-
9. Other expenses from exploitation	77,944,771	86,453,795
10. Outcome from exploitation (6-7-8+9)	(53,009,733)	7,521,389

Source: http://www.metrorex.ro/Resurse/Transparenta/Situatii_Financiare2014.pdf

5. Conclusions

The management through the budget systems on the entity level operates with the financial budget – the distribution of the resources in the financial budget, cash budget, capital expense budget and balance budget, on the one side – and with the operation budget, on the other side – cost centers, revenue centers and expense centers. The budget as management instrument provides the dimensioning of the scopes, expenses, revenues and economical-financial outcomes on the level of the centers of responsibility, as well as the assessment of the economical outcomes of the entity. The following can be identified as stages in the implementation of the management through budgets:

- Delimitation of the structures on entity level;
- Planning of the scopes and of the means of performance, in order to dimension the budgets;
- Establishment of the organizational frame on the level of the entity structures;
- Design of a financial-accounting computing system focused on the registration, release and analysis of the deviations from the provisioned level;
- Issuance and founding of the budgets on the level of the entity structures;
- Operation of the approved budgets of the entity structures;
- Evaluation of the economical-financial outcomes obtained on the level of the entity structures, for the possible budgetary corrections.

As accounting synthesis document, the Profit and loss account is measuring the outcomes of a company's business, but in the same time it is a synthesis of the treasury flows, providing useful information to the investors and creditors to provision values.

Acknowledgement

The research was made with the support of S.C. METROREX S.A., under the agreement to access the economical and technical data of the entity. Thanks to Professor Munteanu Victor, from Dimitrie Cantemir University, Bucharest.

References

- Avram, V. (2003). Managementul procesului de creare a valorii în contextul guvernării întreprinderii, Editura Economică, București
- Becht M., Bolton P. and Roëll A. (2002). Corporate Governance and Control. National Bureau of Economic Research, Working Paper, nr. 9371, <http://www.nber.org/papers/w9371>
- Bhimani, A. (2008). Making Corporate Governance Count: The Fusion of Ethics and Economic Rationality. *Journal of Management and Governance*, Vol. 12, No. 2
- Blair M.M. (1995). *Ownership and Control: Rethinking Corporate Governance for the Twenty-First Century*, Washington: Brookings
- Briciu, S. (2006). Management accounting, theoretical and practical aspects, Editura Economică, Bucharest, p.248
- Brown, L., Caylor, M. (2006). Corporate governance and firm valuation. *Journal of Accounting and Public Policy* 25
- Charreaux, G. (2004). Corporate Governance Theories: From Micro Theories to National Systems Theories. Working paper of FARGO no. 1041202
- Ching, K. W.; Tan, J.S. and Chi Ching R. G. (2006). *Corporate Governance in East Asia, The Road Ahead*. Prentice Hall Publication.
- Daily, C.M., Dalton, D.R. and Canella, A.A. (2003). Corporate Governance: Decades of Dialogue and Data. *Academy of Management Review*, Vol. 28, No. 3
- Dascălu, C., Caraiani C. (2006). Bugetarea și controlul bugetar - o provocare pentru economia românească (I), *The Journal of the Faculty of Economics – Economic Science Series* ISSN: 1582 – 5450 TOM, *Analele Universității din Oradea*, Volumul II – Secțiunea: Finanțe, Contabilitate și Bănci, pp.145-149.
- Feleagă N.(2008). Activismul investitorilor și guvernanța corporativă. *Contabilitatea, Expertiza și Auditul Afacerilor* nr. 4.
- Foss N. and Mahnke V. (Eds.) (2000). *Competence, Governance, and Entrepreneurship*, Oxford University Press.
- Ișfănescu, A., Robu, V., Hristea, A.M. (2002). *Analiză economică-financiară*, Ed. A.S.E, București, p.63
- Mironiuc, M. (2006). *Analiză economico-financiară: elemente teoretico-metodologice și aplicații*, Ed.SedCom Libris, Iași, p.95.
- O'Sullivan M. (2000). *The Innovative Enterprise and Corporate Governance*. *Cambridge Journal of Economics*, vol. 24, no. 4.
- O'Sullivan M. (2001). *Contests for Corporate Control – Corporate Governance and Economic Performance in the United States and Germany*, Oxford University Press.
- Pavăloaia, W., Paraschivescu, M. (2006). *Financial analysis, Case surveys*, Ed. Tehnopress, Iași, p.157.

Răileanu, A., Dobroțeanu, C., Dobroțeanu, L. (2011). Probleme de actualitate cu privire la măsurarea nivelului de guvernare corporativă în România, *Audit Financiar*, nr. 1.

Roe, M.J. (2003). *Political Determinants of Corporate Governance – Political Context, Corporate Impact*, Oxford University Press.

Tabără, N., Horomnea, E., Toma, C. (2001). *Accounting-financial analysis*, Ed.Moldova, Iași, p.175.

Tabără, N., Chetrariu, G. (2002). *Tabloul de bord - coordonată a managementului modern*, *Revista Gestiunea și contabilitatea firmei*.

Websites:

http://www.metrorex.ro/Resurse/Transparenta/Situatii_financiare2013.pdf

http://www.metrorex.ro/Resurse/Transparenta/Situatii_Financiare2014.pdf

<http://www.oxforddictionaries.com/definition/english/governance>

<http://corpgov.law.harvard.edu/2014/12/12/corporate-governance-issues-for-2015/>