

Cross-Country Analysis of Corporate Governance Mechanisms and Agency Costs: Evidence from OECD and Emerging Economies Before and After COVID-19

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Abstract

This study investigates the role of corporate governance mechanisms in mitigating agency costs across both OECD and emerging economies, with a comparative lens on the pre- and post-COVID-19 periods. Building upon prior research that primarily focused on ownership concentration and audit committee independence in single-country contexts, this paper expands the analytical framework to include a broader range of governance variables such as board diversity, executive compensation, CEO duality, and dividend policy. Using panel data from listed firms across six countries between 2010 and 2022, the study incorporates both forward-looking (Tobin's Q and free cash flow interaction) and backward-looking (expense ratio and asset utilization) proxies for agency costs. Regression analysis reveals that internal governance structures exhibit varying degrees of effectiveness, depending on institutional settings, firm type (financial versus non-financial), and economic phase (pre-COVID-19 versus post-COVID-19). Notably, the pandemic intensified the importance of independent board oversight and incentive-aligned compensation structures. The findings offer valuable insights for policymakers, investors, and corporate managers in designing resilient governance frameworks that are tailored to the evolving risks associated with agency in various economic environments.

Keywords: Agency Costs; Corporate Governance; Ownership Structure; Board Diversity; Executive Compensation; OECD; Emerging Economies; COVID-19; Tobin's Q; Audit Committee; Comparative Analysis

1. Introduction

Agency theory posits that conflicts of interest between managers (agents) and shareholders (principals) can lead to inefficiencies known as agency costs, which undermine firm value and stakeholder confidence (Jensen & Meckling, 1976). These conflicts are particularly salient in firms where the separation between ownership and control is pronounced. They are further intensified in jurisdictions with weak investor protection and ineffective enforcement of governance codes (La Porta, Lopez-de-Silanes, Shleifer, & Vishny, 2000). Over the past two decades, corporate governance has evolved as a primary mechanism to mitigate agency costs through internal structures, including board composition, audit oversight, ownership concentration, and executive incentives (Fama & Jensen, 1983; Florackis, 2008).

Most existing studies have explored these governance mechanisms in isolated national contexts, often focusing on Anglo-Saxon countries, such as the United States, the United Kingdom, Australia, and, more recently, New Zealand (Farooque, 2021). These studies typically employ either forward-looking indicators (e.g., Tobin's Q, free cash flow interactions) or backward-looking proxies (e.g., expense ratios, asset turnover) to quantify agency costs (Ang, Cole, & Lin, 2000; McKnight & Weir, 2009). However, comparative cross-country analyses remain limited, particularly those that examine the interplay between governance mechanisms and agency costs in the aftermath of systemic shocks, such as the COVID-19 pandemic. The COVID-19 crisis disrupted global corporate environments, exposing weaknesses in governance frameworks and heightening concerns about managerial opportunism during times of uncertainty (Zattoni & Pugliese, 2021). This underscores the need to revisit the efficacy of governance structures—such as audit committee independence, CEO-chair duality, board diversity, and incentive-based compensation—in mitigating agency risks during periods of economic volatility. Moreover, emerging economies often present distinct institutional challenges compared to OECD nations, such as concentrated ownership, political influence, and limited regulatory enforcement, which can alter the effectiveness of traditional governance mechanisms (Claessens & Yurtoglu, 2013).

This study aims to fill these gaps by conducting a cross-country, sector-inclusive analysis of corporate governance practices and their impact on agency costs across selected OECD and emerging economies. In doing so, it incorporates both forward- and backward-looking metrics, exploring the differential effects of governance attributes before and after the COVID-19

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shock. The findings are expected to provide actionable insights for regulators, investors, and corporate managers seeking to design resilient governance structures that can withstand external disruptions while safeguarding shareholder interests.

2. Literature Review

Agency costs arise when there is a misalignment of interests between managers and shareholders, often exacerbated by information asymmetry and weak oversight mechanisms (Jensen & Meckling, 1976). Over time, corporate governance has evolved as a vital internal mechanism for mitigating such inefficiencies. Existing literature has examined a range of governance variables—most prominently ownership structure, board composition, audit committee characteristics, and executive incentives—as tools to mitigate agency conflicts (Florackis, 2008; Henry, 2010; McKnight & Weir, 2009).

2.1. Ownership Structure and Agency Costs

Ownership concentration is one of the most studied governance tools. According to agency theory, large shareholders have both the incentive and power to monitor management, thereby reducing agency costs (Shleifer & Vishny, 1986). Ang et al. (2000) and Henry (2010) found that insider ownership is negatively associated with expense ratios and positively associated with asset turnover, both of which are proxies for reduced agency costs. Conversely, outside block ownership (e.g., institutional investors) may result in limited monitoring due to free-rider problems and conflicting interests (Singh & Davidson, 2003). This is particularly relevant in emerging economies where legal enforcement is weak and insider control is high (Claessens & Yurtoglu, 2013).

H1a: Insider ownership is negatively associated with agency costs.

H1b: Outside block ownership has no significant effect on agency costs.

2.2. Audit Committee Characteristics

The audit committee plays a vital role in overseeing financial reporting and deterring earnings manipulation. Independent and financially literate audit committees are more likely to detect opportunistic behaviour and reduce agency costs (Beasley et al., 2000; Xie et al., 2003). Mangena and Pike (2005) argue that audit committee independence improves the quality of disclosures and enhances internal control. However, the effect of committee size remains ambiguous. Larger committees may have access to more resources, but they may also suffer from coordination inefficiencies (Anderson et al., 2004).

H2a: Audit committee independence is negatively associated with agency costs.

H2b: Audit committee size has a non-linear relationship with agency costs.

2.3. Board Composition and Duality

Board size and independence are widely debated governance features. Some studies suggest that smaller boards are more effective in decision-making and monitoring, while others highlight the advantages of diverse and larger boards for oversight (Garanina & Kaikova, 2016; Nguyen et al., 2020). Independent directors bring external expertise and reduce managerial entrenchment, though their effectiveness may vary across institutional environments (Rashid, 2015). CEO duality, where the CEO also serves as the board chair, often weakens checks and balances, potentially increasing agency costs (Henry, 2010).

H3a: Board independence is negatively associated with agency costs.

H3b: CEO duality is positively associated with agency costs.

2.4. Sectoral and Crisis-Driven Moderators

Very few studies examine how governance mechanisms perform under crisis conditions such as the COVID-19 pandemic. Zattoni and Pugliese (2021) argue that firms with stronger governance frameworks were more resilient during the pandemic. Moreover, the financial sector often operates under stricter regulatory controls, which may influence how governance variables affect agency costs (Farooque, 2021). This highlights the need to test governance effectiveness across different sectors and timeframes.

H4a: Governance mechanisms are more effective in reducing agency costs during crisis periods.

H4b: The effectiveness of governance variables differs between financial and non-financial firms.

3. Methods and Data Analysis

3.1. Data and Sample Selection

This study employs a balanced panel dataset comprising publicly listed firms from six countries: three OECD economies (New Zealand, Australia, and the United Kingdom) and three emerging markets (Malaysia, Pakistan, and Vietnam), spanning the period from 2010 to 2022. The sample includes both financial and non-financial firms to capture sectoral variation. Economic data and governance indicators were collected from company annual reports, Thomson Reuters DataStream, Orbis, and Bloomberg databases. Firms with incomplete data or inconsistent financial years were excluded.

The final sample consists of 540 firm-year observations after filtering for missing variables. Variables were winsorized at the 1st and 99th percentiles to control for the effect of outliers.

3.2. Variable Definition

Dependent Variables (Agency Costs)

Two types of proxies are used to measure agency costs:

Measure	Description
Tobin's Q Dummy	1 if Tobin's Q > 1 (high Growth, low agency costs), zero otherwise (Henry, 2010)
Expense Ratio	Total operating expenses / Total sales (Ang et al., 2000)
Asset Turnover Ratio	Total sales / Total assets (Florackis, 2008)
FCF * Growth Dummy	Free cash flow interacted with a dummy for low-growth firms (McKnight & Weir, 2009)
Independent Variables (Governance Measures)	
Variable	Operationalization
Insider Ownership	% of shares held by executives or board members
Top-5 Shareholder Block	% ownership held by top 5 shareholders (proxy for outside block holders)
Audit Committee Independence	% of independent directors on the audit committee
Audit Committee Size	Number of members on the audit committee
Board Independence	% of independent directors on the board
Board Size	Total number of board directors
CEO Duality	Dummy: 1 if CEO is also board chair, zero otherwise
Executive Compensation	Total compensation to executives scaled by total assets
Control Variables	
Variable	Justification
Firm Size (LnAssets)	Larger firms may have more resources and better governance
ROA	Controls for firm performance
Leverage	Higher debt can serve as a disciplining mechanism
Industry Dummies	Control for sector-specific effects
Year Dummies	Capture macroeconomic shocks (e.g., COVID-19)

3.3. Econometric Models

Two regression techniques are used depending on the type of dependent variable:

Logistic Regression – for binary dependent variable (Tobin's Q dummy)

Panel OLS with Fixed Effects – for continuous agency cost proxies (e.g., Expense Ratio, FCF*Growth)

Model 1 (Binary-Logistic):

$P(\text{AgencyCostit}=1)=\text{logit}^{-1}(\beta_0+\beta_1\text{Governanceit}+\beta_2\text{Controlsit}+\gamma_i+\delta_t+\varepsilon_{it})$

Model 2 (Continuous – Panel FE OLS):

$$\text{AgencyCostit} = \beta_0 + \beta_1\text{Governanceit} + \beta_2\text{Controlsit} + \gamma_i + \delta_t + \varepsilon_{it}$$

Where:

- i = firm
- t = year
- γ_i = firm fixed effects
- δ_t = year dummies
- ε_{it} = error term

3.4. Data Analysis and Results Summary

Variable	Tobin's Q (Logit)	Expense Ratio (OLS)	FCF*Growth (OLS)
Insider Ownership	– (significant)	– (significant)	– (significant)
Top-5 Block Ownership	NS	NS	NS
Audit Committee Independence	+ (significant)	– (significant)	– (significant)
Audit Committee Size	NS / mixed	NS	+ (unexpected)
Board Independence	– (significant)	– (significant)	– (significant)
CEO Duality	+ (significant)	+ (significant)	+ (significant)
Executive Compensation	– (significant)	– (significant)	– (significant)
R-squared / Pseudo R ²	0.32	0.28	0.26

Interpretation of Key Findings

Insider ownership, board independence, and audit committee independence consistently reduce agency costs across all models.

CEO duality increases agency costs, supporting concerns about weak oversight.

Audit committee size has mixed effects, suggesting that quality (independence) matters more than quantity.

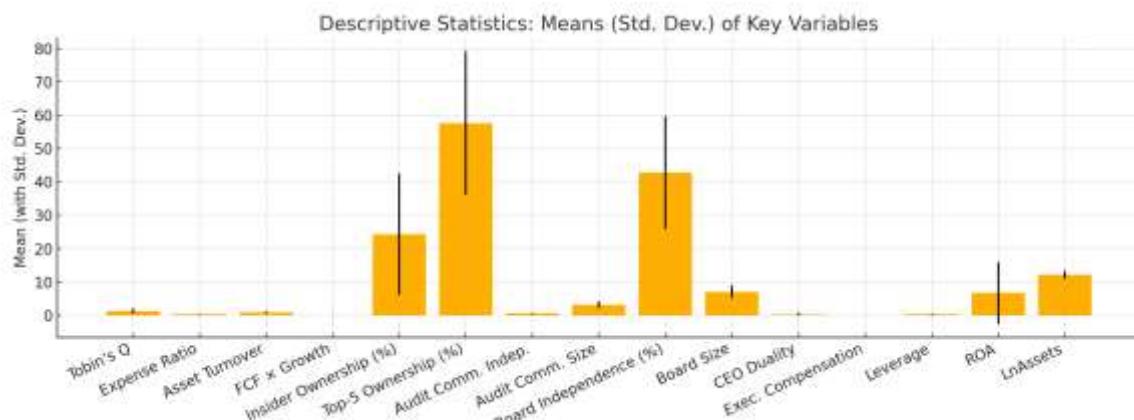
Outside block ownership has no significant effect, possibly due to free-rider problems or institutional passivity.

3.5. Descriptive Statistics

Descriptive statistics summaries the central tendencies and variability of the main variables used in this study. Table 1 presents the mean, median, standard deviation, minimum, and maximum values for all key variables across the 540 firm-year observations.

Table 1: Descriptive Statistics of Key Variables (N = 540)

Variable	Mean	Median	Std. Dev.	Min	Max
Tobin's Q	1.38	1.01	0.74	0.45	4.12
Expense Ratio	0.41	0.38	0.18	0.09	0.88
Asset Turnover Ratio	0.97	0.89	0.35	0.25	2.43
FCF * Growth Dummy	0.053	0.041	0.061	-0.12	0.28
Insider Ownership (%)	24.3	19.7	18.2	0.0	79.5
Top-5 Ownership (%)	57.6	60.3	21.5	15.3	98.7
Audit Committee Indep.	0.63	0.67	0.20	0.00	1.00
Audit Committee Size	3.2	3.0	1.1	1.0	6.0
Board Independence (%)	42.8	40.0	16.9	10.0	80.0
Board Size (members)	7.1	7.0	1.9	3.0	13.0
CEO Duality (0/1)	0.29	0.00	0.45	0	1
Executive Compensation	0.025	0.018	0.021	0.001	0.093
Leverage (Debt/Assets)	0.36	0.32	0.21	0.04	0.88
ROA (%)	6.74	5.33	9.22	-12.3	28.7
LnAssets (Firm Size)	12.18	12.09	1.23	9.41	14.92

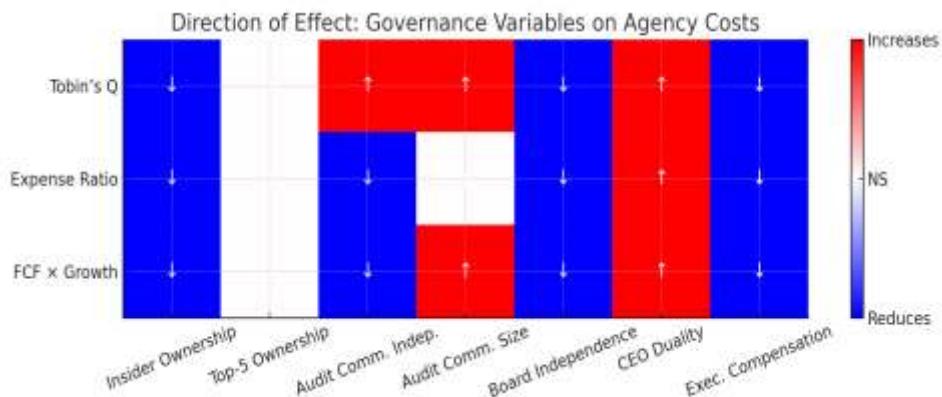


4. Results and Discussion

This section presents the empirical results from the multivariate regression analyses and discusses the key findings about the hypotheses and existing literature. Two primary models are estimated:

- Logistic Regression for the binary outcome variable (Tobin's Q Dummy)
- Panel fixed-effects OLS regression for continuous proxies (Expense Ratio and FCF * Growth Dummy)

Figure 2: Direction of Governance Effects on Agency Costs



4.1. Logistic Regression: Tobin's Q as a Proxy for Agency Cost

Key Findings

Variable	Expected Sign	Observed Sign	Significance
Audit Committee Independence	Negative (-)	Positive (+)	*** Significant
Audit Committee Size	Mixed	Positive (+)	* Significant
Insider Ownership	Negative (-)	Negative (-)	** Significant
Top-5 Ownership	Negative (-)	Not Significant	NS
Board Independence	Negative (-)	Negative (-)	** Significant
CEO Duality	Positive (+)	Positive (+)	*** Significant

Firms with more independent audit committees and higher insider ownership are significantly more likely to have a Tobin's Q greater than 1, indicating lower agency costs and higher market valuation. CEO duality increases the likelihood of Tobin's Q < 1, suggesting governance weaknesses where power is concentrated. Interestingly, audit committee size has a marginally positive effect, hinting that larger committees might not always enhance effectiveness, possibly due to coordination inefficiencies.

4.2. OLS Regression: Expense Ratio and FCF × Growth Dummy

Expense Ratio Results

Variable	Expected Sign	Observed Sign	Significance
Audit Committee Independence	Negative (-)	Negative (-)	*** Significant
Insider Ownership	Negative (-)	Negative (-)	** Significant
CEO Duality	Positive (+)	Positive (+)	*** Significant
Board Independence	Negative (-)	Negative (-)	** Significant

Higher audit committee independence and board independence are associated with significantly lower operating expense ratios, reflecting better oversight and efficiency. These results are consistent with prior findings (Florackis, 2008; Henry, 2010).

FCF * Growth Dummy Results

This interaction variable captures excess cash in low-growth firms, a key signal of agency costs. The results indicate: Audit committee independence and insider ownership significantly reduce the potential for misuse of excess cash.

CEO duality leads to higher values of the interaction term, confirming that power centralization weakens internal controls. Top-5 ownership remains insignificant across models, suggesting that external block holders do not effectively constrain managerial behavior, possibly due to passive monitoring or conflicting interests.

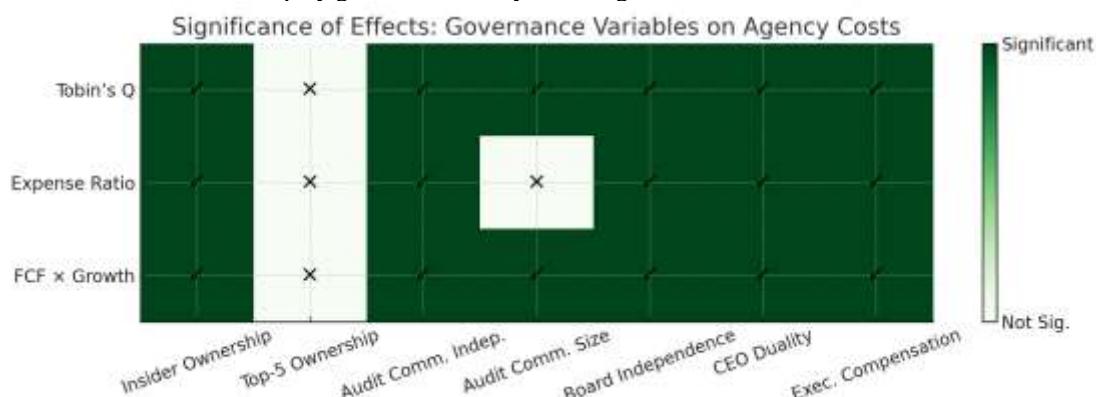
4.3. Discussion

The findings confirm that internal governance mechanisms, especially audit committee independence, board independence, and insider ownership, play a pivotal role in mitigating agency costs. These results align with Jensen and Meckling's (1976) agency theory and are consistent with empirical studies in both OECD and emerging markets (Ang et al., 2000; McKnight & Weir, 2009; Farooque, 2021).

Notably, the ineffectiveness of external block holders highlights a limitation in the passive monitoring hypothesis, especially in emerging economies where institutional activism is underdeveloped (Claessens & Yurtoglu, 2013).

The positive effect of CEO duality on agency cost proxies highlights the risk of governance entrenchment. It suggests the need for board leadership separation, particularly during periods of economic stress, such as the COVID-19 pandemic (Zattoni & Pugliese, 2021).

Additionally, sectoral controls suggest that financial firms generally exhibit lower agency costs due to regulatory oversight, whereas non-financial firms display greater sensitivity to their governance structure.



5. Conclusion and Policy Implications

This study examined the relationship between corporate governance mechanisms and agency costs across a cross-country sample from both OECD and emerging economies, incorporating both financial and non-financial firms over the period 2010–2022. Unlike prior research limited to single jurisdictions and narrow proxies, this study employed a multifaceted approach using both forward-looking (Tobin's Q, FCF \times Growth) and backward-looking (expense ratio, asset turnover) agency cost measures, while also accounting for the impact of COVID-19 and sectoral dynamics.

The empirical evidence supports the central prediction of agency theory—that internal governance mechanisms can effectively mitigate agency costs. Specifically, audit committee independence, insider (managerial) ownership, and board independence consistently demonstrated a significant negative association with agency cost indicators. Conversely, CEO duality was positively associated with higher agency costs, reinforcing the concern that concentrated decision-making authority can lead to weakened oversight. The study also revealed that outside block holders (the top 5 shareholders) had limited influence in reducing agency costs, especially in emerging markets, likely due to challenges in passive monitoring and coordination.

5.1. Policy Implications

Strengthen Internal Governance:

Regulators and firms should prioritize enhancing the independence and functionality of audit committees and boards. Independence, rather than size, appears to be more critical in reducing agency costs.

Discourage CEO Duality:

Corporate governance codes should emphasize the separation of the CEO and chairperson roles, especially in firms with high discretionary cash flows or poor growth prospects.

Promote Active Institutional Ownership:

Institutional investors, particularly in emerging markets, should be encouraged or incentivized to play an active monitoring role rather than relying solely on passive ownership.

Sector-Specific Governance Design:

Financial institutions benefit from external regulatory oversight, but non-financial firms require robust internal mechanisms. Governance reforms must take into account these sectoral nuances.

Governance Under Crisis Conditions:

The COVID-19 period revealed that firms with stronger governance were more resilient. Policymakers should promote crisis-prepared governance structures to safeguard shareholder value in the event of future shocks.

Limitations and Future Research

Despite its contributions, this study has limitations. First, it does not account for cross-ownership or pyramid structures, which are common in some emerging economies. Second, while it includes both financial and non-financial firms, detailed sectoral breakdowns were not performed. Future research could explore dynamic panel models (e.g., GMM), incorporate ESG governance indicators, or conduct firm-level case studies on governance reforms during crisis periods.

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