CORPORATE GOVERNANCE FAILURES: LESSONS FROM RECENT CORPORATE SCANDALS

Adriel Alan Berty, Christ University

ABSTRACT

Corporate governance is the pillar of organizational accountability, transparency and ethical business practices. A series of high profile corporate scandals in both developed and emerging economies, over the past few years, have highlighted underlying weaknesses in the framework of governance, which has cast serious doubts on the effectiveness of the oversight mechanisms and regulatory systems. This paper evaluates these scandals in corporate governance critically by studying the high profile scandals and the structure-based and behavioural factors that led to the occurrence of these scandals.

The paper examines some of the major problems including absence of board independence, top management concentration, poor internal controls, poor audit practices and regulatory failures. It also examines how managerial opportunism, conflict of interest, and asymmetry of information allow financial misstatement, frauds and hiding liabilities. Through the comparative and analytical method, the paper finds recurrent trends in cases, such as financial disclosure manipulation, risk management system failure, and lapse of corporate ethics.

Secondly, the contribution of different stakeholders including boards of directors, auditors, institutional investors, regulators, and minority shareholders is also considered in order to know how governance failures are either promoted or not well managed. The paper also looks at the wider ramifications of these scandals on the integrity of the market, investor confidence and economic stability.

Based on these findings, the study highlights the necessity of enhancing corporate governance by increasing accountability of boards, improving regulatory implementation, enriching norms of transparency and disclosure, and institutionalizing the ethical corporate culture. It also highlights the need to have a strong whistleblower protection policies, independent and watchful auditing policies, and increased stakeholder involvement.

Finally, this paper will add to the dynamic discussion of corporate governance, providing feasible suggestions and policy-driven solutions that will help avoid the occurrence of corporate misconduct in the future and restore trust in corporate institutions.

Keywords: Corporate Governance, Ethical Business Practices, Information Asymmetry, Concealment of Liabilities, Corporate Fraud

Introduction

Corporate governance is the framework through which the companies are guided, managed, and answerable to the stakeholders. Not only does it imply a web of relationships between the management of a company, its board of directors, shareholders, and other stakeholders, but it also offers the framework within which corporate goals are established and tracked. In the era of globalization, complex financial instruments and remote ownership, the role of efficient corporate governance has become more than ever[1]. The sound governance mechanisms are what are needed not only to guarantee transparency and accountability but also guarantee investor confidence and long-term sustainability of corporations.

In spite of the developments in the governance systems and regulatory controls, the past decades have been marked with a row of high-profile corporate scandals that have rocked the international markets and revealed the structural vulnerabilities. The Enron Corporation collapse, accounting fraud of WorldCom and in the Indian case, the Satyam Computer Services scandal, all demonstrate how the lack of board oversight, auditing and ethical leadership may lead to disastrous outcomes. Such instances exposed widespread frauds including financial statement manipulation, conflict of interest, no board independence and inability of the gatekeeping institutions such as auditors and regulators[2].

The occurrence of such failures in governance is not a one-off event but is indicative of more structural and behavioural shortcomings in corporate systems. Scholars have suggested that agency problems (separation of ownership and control) tend to encourage managerial opportunism, and thus the shareholder interests[3] are compromised, as well as regulatory gaps, poor enforcement mechanisms, and the increasing complexity of corporate structures have further aggravated the risks of malpractices[4]. In emerging economies such as India, these

[1] Org. for Econ. Co-operation & Dev. (OECD), *OECD Principles of Corporate Governance* 11 (2004).
[2] John C. Coffee Jr., *What Caused Enron? A Capsule Social and Economic History of the 1990s*, 89 Cornell L. Rev. 269, 273–75 (2004).
[3] Michael C. Jensen & William H. Meckling, *Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure*, 3 J. Fin. Econ. 305, 308–10 (1976).
[4] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 23–25 (3d ed. 2017).

factors are further compounded by the concentrated ownership patterns and the development of regulatory institutions, making corporate governance both critical and complex[5].

To counter these failures, various reforms have gone on, both nationally and internationally. Laws like the Sarbanes-Oxley Act of 2002 in the United States and Companies Act, 2013 in India, and guidelines by various bodies such as the Securities and Exchange Board of India have attempted to increase the quality of governance and the disclosure requirements and an increased responsibility on corporate actors[6], but they have failed to prevent recurring scandals because without a commitment to ethical corporate culture and effective enforcement.

It is in this context that the current paper aims to analyze the failure of corporate governance in the context of the latest corporate scandals to reveal the tendencies of failure and the flaws of the system. Through the examination of such failures and how they have been addressed, the study will help draw important lessons and suggest actions taken to enhance governance systems, which will help prevent instances of corporate misconduct in future.

Conceptual Framework of Corporate Governance

Corporate governance is a concept that describes the rules, practices and processes through which a company is guided and controlled. It defines the blueprint of making the goals of a company attainable and balancing the interests of the different stakeholders who are the shareholders, the management, the customers, the creditors, and the community[7] at large with ethical practices, transparency in the way things are done, and responsibility in decision-making. Simply put, corporate governance operates as the apparatus of corporate power exercising and surveillance.

Corporate governance is multidimensional and wide. It has both internal and external mechanisms that include board of directors, audit committees, internal control systems, regulatory authorities, market forces, and statutory audits that are aimed at ensuring an efficient management, protecting stakeholder interests, deterring corporate misconduct, and improving long-term sustainability[8]. Good governance structures are meant to minimize information

[5] Umakanth Varottil, *Corporate Governance in India: Evolution and Challenges*, 25 Nat'l L. Sch. India Rev. 1, 5–7 (2013).
[6] Companies Act, No. 18 of 2013, §§ 149, 177 (India); Sarbanes–Oxley Act of 2002, Pub. L. No. 107-204, 116 Stat. 745.
[7] Org. for Econ. Co-operation & Dev. (OECD), *OECD Principles of Corporate Governance* 11 (2004).
[8] Robert A. G. Monks & Nell Minow, *Corporate Governance* 58–60 (5th ed. 2011).

asymmetry, conflicts of interest and investor confidence in financial markets.

There are some basic principles in the centre of corporate governance. Transparency entails that corporations disclose the true, timely and understandable information about their financial and operational performance. Accountability makes the management accountable to the board and ultimately to shareholders over its actions. Fairness requires fair treatment of all the stakeholders especially minority shareholders, whereas responsibility highlights the legal and ethical standards in the conduct of good corporate governance practices across jurisdictions.

There are various theories that lie behind the concepts of corporate governance. Agency Theory is a theory of governance that was developed by Michael C. Jensen and William H. Meckling, where the relationship between principals (shareholders) and agents (management) is explained and conflicts of interest occur due to the differing interests of both parties[9]. Stakeholder Theory, advocated by R. Edward Freeman[10], in contrast, shifts the focus off the shareholders, to all stakeholders influenced by the corporate activities, and hence it focuses on ethical responsibility and inclusivity in decision-making rather than on rigid monitoring[11].

The role of the corporate governance in the contemporary corporate regulation cannot be overestimated. With a highly global and dynamic economic climate, strong governance structures are critical to ensure integrity of the market and to avert corporate scandals[12]. The companies act of 2013 and the Sarbanes-Oxley of 2002 are legislative measures that have improved the norms of governance by increasing disclosure requirements, responsibility of the board, and audit measures to safeguard the interests of the investors.

Causes of Corporate Governance Failures

The failures of corporate governance are hardly ever due to one single cause, but are often an amalgamation of structural failures, behavioural failures, and regulatory failures. The knowledge of these reasons is crucial to the systemic weaknesses identification and preventing subsequent misconduct in corporations.

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[9] Michael C. Jensen & William H. Meckling, *Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure*, 3 J. Fin. Econ. 305, 308–09 (1976).

[10] R. Edward Freeman, *Strategic Management: A Stakeholder Approach* 25–27 (1984).

[11] James H. Davis, F. David Schoorman & Lex Donaldson, *Toward a Stewardship Theory of Management*, 22 Acad. Mgmt. Rev. 20, 22–24 (1997).

[12] Companies Act, No. 18 of 2013, §§ 134, 149, 177 (India); Sarbanes–Oxley Act of 2002, Pub. L. No. 107-204, 116 Stat. 745.

Board-Level Failures

The board of directors is at the center of corporate governance since it is the key structure in control and direction. Nevertheless, lack of board independence is considered to be one of the biggest contributors to governance failure[13]. The independence of boards is undermined when executive directors or those who are closely related to the management are on the boards, which results in poor monitoring of managerial activities and poor checks on executive powers.

Also, boards often lack in the aspect of oversight and monitoring. Their failure to uncover and avert malpractices by the management is hampered by poor board practices, which included inadequate meetings, inadequate expertise, and overdependence on management information, which played a major role in various corporate scandals when boards failed to challenge questionable financial practices or exercise due diligence[14].

Managerial Misconduct

Managerial misconduct is another significant source of corporate governance failure which is usually based on agency problem that is caused by the separation of ownership and control. Managers can also act opportunistically to ensure that they achieve personal benefits at the expense of the shareholders[15]. These include fraudulent financial reporting, executives can overstate profits, hide losses or deceit the investors.

Also, managerial abuse manifests itself in insider dealings and self-dealing transactions. Such practices constitute conflicts of interest in which managers use their status in personal interest, which is mostly not well disclosed[16], and hence undermines trust in corporate institutions.

Audit and Compliance Breakdowns.

Good auditing and compliance systems are essential in maintaining transparency and accountability. But, the collapse of both internal and external audit systems has been a common

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[13] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 58–60 (3d ed. 2017).
[14] Jeffrey N. Gordon, *The Rise of Independent Directors in the United States, 1950–2005*, 59 Stan. L. Rev. 1465, 1478–80 (2007).
[15] Michael C. Jensen & William H. Meckling, *Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure*, 3 J. Fin. Econ. 305, 308–10 (1976).
[16] Bernard S. Black, *The Core Institutions that Support Strong Securities Markets*, 55 Bus. Law. 1565, 1572–74 (2000).

aspect of corporate scandals. Internal audit systems tend to break down because they lack independence, are not given enough resources or because of excessive management influence[17].

There are also failures in governance as external auditors, as gatekeepers of financial integrity, have failed. The cases of auditor negligence, auditor conflict of interest, and inability to identify fraud have cast serious doubts on the trustworthiness of the audit process[18]. The failure of big corporations has shown how undermined auditing practices can be used to perpetuate high-level financial inaccuracies.

Regulatory and Enforcement Gaps.

Regulatory frameworks exist to apply corporate governance standards, but the implementation and enforcement is weak, which plays a significant role in governance failures. Very often the laws are present on paper but are poorly implemented because of institutional inefficiency, resource scarcity or because of regulatory capture[19].

Late regulation action also contributes towards the issue. Before authorities can identify and respond to corporate malpractice, it is usually too late. This is counterproductive to the deterrent effect of regulations, as unethical practices will continue without any constraints.

Ethical and Cultural Failures

In addition to structural and legal weaknesses, ethical and cultural considerations are important in the corporate governance. The lack of robust ethics and the absence of a solid ethical culture may promote the culture of misconduct and its normalization or disregard[20].

Governance failures can be further compounded by a toxic organizational culture which is typified by over-pressure to achieve financial results, lack of accountability, and tolerance to unethical behaviour. They can also lead to discouragement of employees to report wrongdoing in such environments, especially where there are no effective whistleblower protections[21].

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[17] Monks & Minow, *Corporate Governance* 276–78 (5th ed. 2011).
[18] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 192–95 (2006).
[19] Umakanth Varottil, *Corporate Governance in India: Evolution and Challenges*, 25 Nat'l L. Sch. India Rev. 1, 10–12 (2013).
[20] OECD, *OECD Principles of Corporate Governance* 49–50 (2004).
[21] Richard Moberly, *Sarbanes–Oxley's Structural Model to Encourage Corporate Whistleblowers*, 2006 BYU L.

Case Study of Major Corporate Scandals

A case study of major corporate scandals indicates that there are common recurring trends of governance failures in jurisdictions. The case studies below analyze the facts, nature of wrongdoing, and governance failures, stakeholder activities, and the legal implications of each scandal.

A. Enron Corporation

Formerly one of the largest energy companies in the United States, Enron Corporation failed in 2001 due to accounting frauds in which fraudsters were discovered to have been involved in all their operations. The company was hiding its debts and inflating its profits with complex Special Purpose Entities (SPEs) that misled investors on the financial status of the company[22]. The fraud consisted of off-balance-sheet financing, mark-to-market accounting manipulation and intentional hiding of liabilities. Top managers had manipulated financial arrangements to depict a fake image of profitability[23]. The board did not practice effective oversight and ratified doubtful accounting techniques. Independence and critical scrutiny was obviously lacking. There was a weak internal control and ineffective risk management systems[24]. Arthur Andersen, the external auditor of Enron, was negligent as it approved falsified financial statements and even destroyed audit documents. The intervention of regulatory bodies was also criticized as being slow[25]. The scandal resulted in the collapse of Arthur Andersen and the adoption of the Sarbanes Oxley Act of 2002 providing a high level of corporate governance and disclosure requirements[26].

B. WorldCom

An example is WorldCom, a large telecommunications firm, which declared bankruptcy in 2002 after it was realized that it had inflated its profits by billions of dollars[27]. The company misclassified the operating expenses as capital expenditures, thus overstating profits and

Rev. 1107, 1115–18 (2006).

[22] John C. Coffee Jr., *What Caused Enron? A Capsule Social and Economic History of the 1990s*, 89 Cornell L. Rev. 269, 273–75 (2004).

[23] Id. at 276–78.

[24] William W. Bratton, *Enron and the Dark Side of Shareholder Value*, 76 Tul. L. Rev. 1275, 1285–87 (2002).

[25] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 210–12 (2006).

[26] Sarbanes–Oxley Act of 2002, Pub. L. No. 107-204, 116 Stat. 745.

[27] Lawrence A. Cunningham, *The Story of WorldCom: Corporate Governance, Accounting, and Bankruptcy*, in *Corporate Governance Stories* 343, 345–47 (J. Mark Ramseyer ed., 2009).

understating losses. This was many years of manipulating accounting[28]. The board of directors overlooked or did not curb the fraud because of poor supervision and deficiency of financial skills. Internal audit mechanisms were ineffective in identifying discrepancies at an early stage[29]. The accounting irregularities were not noticed by external auditors and regulatory bodies intervened when the fraud had grown to a large scale. Nonetheless, the misconduct was later uncovered by internal whistle blowers[30]. The scandal increased the importance of financial reporting standards that were more stringent and helped in the reinforcement of regulatory frameworks as provided by the SarbanesOxley Act. Top managers and executives such as the CEO, Bernard Ebbers, were charged and convicted[31].

C. Satyam Computer Services

In 2009, the Satyam Computer Services, an Indian top-tier IT firm, was involved in a huge accounting scandal in which its chairman, Ramalinga Raju, admitted to falsification of financial statements[32]. The fraud was about inflating revenues, profits, and cash balances in a number of years. The company prepared false assets and under-reporting liabilities to deceive investors and other stakeholders[33]. The board did not exercise due diligence, and they gave contentious decisions among them being a proposed takeover of organizations associated with the promoter group. Internal controls and ethical standards were in a break down[34]. The external auditor Price Waterhouse could not identify the fraud accounting practices. The lack of regulatory control by the government bodies like the Securities and Exchange Board of India faced criticism over its inability to detect the fraud before[35]. The scandal resulted in important changes to Indian corporate governance such as the more rigorous disclosure requirements and increased duties under the Companies Act, 2013[36]. The main executives were indicted and the company was later purchased and reorganized.

D. IL&FS

The group had taken on a huge amount of debt in the form of a complex web of subsidiaries

[28] Id. at 348–50.
[29] Id. at 352–54.
[30] Id. at 355–57.
[31] United States v. Ebbers, 458 F.3d 110 (2d Cir. 2006).
[32] Umakanth Varottil, *India's Corporate Governance Crisis: The Satyam Fiasco and Its Aftermath*, 10 Indian J. L. & Econ. 1, 2–4 (2009).
[33] Id. at 5–7.
[34] Id. at 8–10.
[35] Id. at 11–13.
[36] Companies Act, No. 18 of 2013 (India).

that led to the default of one of its key Indian infrastructure financing companies, Infrastructure Leasing & Financial Services (IL&FS), in 2018 and caused a financial crisis[37]. This crisis was caused by mismanagement of finances, over borrowing and absence of transparency in financial reporting. The company concealed its worsening financial status using shrouds of accounting disclosures[38]. Board oversight was a near disaster whereby directors never questioned the decisions of the management. Power was concentrated and there was no independent scrutiny and this led to the unchecked risk-taking[39]. Auditors did not raise any red flags as the financial strain increased. Regulatory authorities have been accused of not supervising systemically important financial institutions well[40].Indian government came in and overrode the board and inquiries were launched. The crisis saw a heightened regulation of the non-banking financial companies (NBFCs) and governance reforms to enhance transparency and accountability[41].

Key Role of Stakeholders

The roles and interactions of key stakeholders in corporations are fundamental to corporate governance and to hold corporations accountable, transparent, and ethical.

The main organ of corporate governance is the board of directors which is charged with the responsibility of managing the company and protecting shareholders interest[42]. It is important to note that directors have fiduciary duties of care, loyalty, and good faith and must act in the best interests of the company, and board independence has been a key determinant of their effectiveness in averting corporate misconduct[43].

Auditors serve as financial integrity gatekeepers, who review internal controls and risk management systems, and external auditors give independent assurance of financial statements[44]. Although they play critical roles, audit failures, which may happen due to conflict of interest, failure to exercise professional scepticism, or negligence, have been the core of

[37] Viral V. Acharya, *Understanding the IL&FS Crisis*, 32 J. Appl. Corp. Fin. 10, 12–14 (2020)
[38] Id. at 15–17.
[39] Id. at 18–19.
[40] Id. at 20–22.
[41] Id. at 23–25.
[42] Companies Act, No. 18 of 2013, § 166 (India).
[43] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 58–60 (3d ed. 2017).
[44] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 2–4 (2006).

various corporate scandals[45].

Regulatory bodies are very instrumental in the implementation of corporate governance and safeguard of investor interests. In India, capital markets are regulated by the Securities and Exchange board of India (SEBI) which oversees adherence to governance standards[46]. Globally, the same is done by agencies like the U.S. Securities and Exchange Commission (SEC). Regulation needs to be effective, which means in place as well as effective legal frameworks, but must be enforced in time and institutional capabilities to respond and identify violations[47].

Institutional investors especially the shareholders are key overseers of corporate behaviour. They can affect corporate decision-making and encourage accountability through means including voting rights, shareholder resolutions, and their contact with management, among others, which is particularly important in instances when boards and management are acting contrary to the best interests of the company[48].

The whistleblowers are instrumental to reveal corporate malpractices that could otherwise go unnoticed. They help in fostering transparency and accountability in the organizations by reporting unethical or illegal practices; however, the success of the whistleblowing systems depends on whether sufficient legal safeguards are available against retaliation[49]. Laws, including those in the Companies Act, 2013, remind us of the importance of vigil mechanisms to protect the whistleblower and promote reporting of bad things[50].

Consequences of Corporate Governance Failures

Failure in corporate governance has widespread impacts that are beyond the scope of individual corporations, to markets, investors and the economy at large. These effects underscore the paramount importance of strong governance systems in achieving financial stability and

[45] Id. at 210–12.
[46] Securities and Exchange Board of India Act, No. 15 of 1992 (India).
[47] Howell E. Jackson & Mark J. Roe, *Public and Private Enforcement of Securities Laws: Resource-Based Evidence*, 93 J. Fin. Econ. 207, 209–11 (2009).
[48] Bernard S. Black, *Shareholder Activism and Corporate Governance in the United States*, in *The New Palgrave Dictionary of Economics and the Law* 459, 460–62 (1998).
[49] Richard Moberly, Sarbanes–Oxley's Structural Model to Encourage Corporate Whistleblowers, 2006 BYU L. Rev. 1107, 1110–12 (2006).
[50] Companies Act, No. 18 of 2013, § 177 (India).

confidence among people.

1. **Economic Consequences**

Economic loss both at micro and macro level is one of the most immediate impacts of corporate governance failures[51]. Both the downfall of corporations and massive scandals can have devastating effects on the industry sectors and in certain instances, on the national economies through the collapse of corporate value and consequently, stopped economic growth and instability[52].

2. **Impacts on Shareholders and Investors.**

One of the most directly impacted areas of governance failure is in shareholders and investors. Shareholders lose their wealth[53] and minority shareholders get affected more than others because of financial misstatements, fraudulent practices and mismanagement and they have little control in the corporate decision-making. Moreover, institutional investors can suffer significant losses, which impact pension funds and long-term savings[54]. These implications demand a more robust investor protection system in the framework of corporate governance.

3. **Lost Public Confidence and Credibility of the Market.**

Corporate scandals greatly undermine the trust of the people in business institutions and financial markets. In cases where businesses are involved in unethical or illegal activities, it will cast doubt on the reliability of corporate disclosures and governance processes and procedures.[55] This loss of confidence can deter potential investors, decrease the participation of businesses in the market, and raise the cost of capital to firms.

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[51] John C. Coffee Jr., *What Caused Enron? A Capsule Social and Economic History of the 1990s*, 89 Cornell L. Rev. 269, 273–75 (2004).
[52] Paul G. Mahoney, *The Development of Securities Law in the United States*, 47 J. Acct. Res. 325, 330–32 (2009).
[53] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 23–25 (3d ed. 2017).
[54] Bernard S. Black, *The Core Institutions that Support Strong Securities Markets*, 55 Bus. Law. 1565, 1570–72 (2000).
[55] OECD, *OECD Principles of Corporate Governance* 11–13 (2004).

4. Financial Stability Systemic Risk.

Corporate governance failures in some instances can be systemic risk to the financial system. Failure of big or interconnected institutions can cause systemic instability, particularly when these institutions are intertwined in credit markets or financial networks[56]. Regulators may be motivated to intervene to avoid systemic collapse, which underscores the connection between governance of corporations and financial stability[57].

Lessons from Corporate Governance Failures

The cases of corporate scandals in different jurisdictions have indicated some common gaps in governance, and presented important insights on how to enhance corporate governance systems. The lessons highlight the importance of reforming the structure, ethical leadership, and more accountable mechanisms.

Among the most valuable lessons of corporate scandals is the need to assure real board independence. Independent directors are supposed to offer objective supervision and serve as a control on managerial excesses. But in most cases, boards have been compromised because of their close relations with management or lack of competence because they are not competent and diverse[58]. The independency, competency and diversity of boards need to be strengthened to enhance the effectiveness of boards in providing checks and balances to corporate conduct and curbing misconduct.

Corporate scandals underscore the importance of ethical leadership in the process of influencing organizational culture. Leadership that is driven by short term benefits rather than ethical considerations tends to create a climate favourable to fraud and misconducts[59]. Ethical leadership that is based on integrity, transparency and accountability is a crucial factor towards creating a culture of compliance and responsible decision making in an organization[60].

The other important impact of the incident is the necessity to strengthen internal and external

[56] Viral V. Acharya, *Understanding the IL&FS Crisis*, 32 J. Appl. Corp. Fin. 10, 12–14 (2020).
[57] Id. at 15–17.
[58] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 58–60 (3d ed. 2017).
[59] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 192–95 (2006).
[60] OECD, *OECD Principles of Corporate Governance* 49–50 (2004).

audit controls. Auditors are key gatekeepers in the quality of financial information and its reliability. Nevertheless, the persistent audit failures have revealed the underlying problem areas of conflicts of interests, lack of independence, and insufficient professional skepticism[61]. Reinforcement of audit standards, accountability of auditors, and independence are important to rebuild confidence in financial reporting systems.

The example of corporate scandals shows that the presence of regulatory frameworks is not enough, but it should be effectively enforced. Corporate misconducts have been sweeping under the carpet due to weak enforcement, slow response, and regulatory capture, which should be tightened to prevent violations and promote standards in governance. The regulatory bodies should also be more proactive in monitoring and compliance[62].

Effective corporate governance is based on transparency and proper disclosures. Corporate scandals have been marked by intentional hiding of financial information and misleading reports to the investors[63] and thus there is the need to strengthen the disclosure requirements and have them reported in a timely manner, accurately and completeness in order to decrease information asymmetry and allow the stakeholders to make informed decisions. Increased transparency also enhances market discipline and responsibility.

Recommendations and Reforms

Considering the recurrence of corporate governance failures, comprehensive reforms, which cover structural, regulatory and behavioral failures, are necessary. Good corporate governance does not just need good legal frameworks but also a continuous change to the new challenges in the corporate environment.

1. **Policy Recommendations**

   The reforms to the policies should be aimed at making them more accountable, transparent, and enforcing the existing laws more strictly. There is also a need to harmonize global standards of governance to create uniformity across borders, especially in a globalized economy[64] which has been growing more complex with

[61] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 192–95 (2006).
[62] Umakanth Varottil, *Corporate Governance in India: Evolution and Challenges*, 25 Nat'l L. Sch. India Rev. 1, 10–12 (2013).
[63] Rafael La Porta et al., *Investor Protection and Corporate Governance*, 58 J. Fin. Econ. 3, 6–8 (2000).
[64] Reinier H. Kraakman et al., *The Anatomy of Corporate Law: A Comparative and Functional Approach* 23–25

corporate practices[65]. There is also the need to enhance capacity-building of regulatory bodies in order to enhance monitoring and enforcement systems.

2. Enhancing Corporate Governance Codes.

Corporate governance codes are crucial in informing corporate behavior outside the law. Enhancing these codes can be achieved through the strengthening of provisions that deal with board independence, diversity, risk management and disclosure practices. In the Indian scenario, Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations have been used to reform the practice of governance, in terms of independent directors and audit committees[66].

3. Technological Interventions (AI in Auditing and Compliance Tools)

There are great prospects of enhancing transparency and efficiency with emergence of technology in the process of corporate governance[67]. Technology-based compliance tools can also help companies comply with a regulatory framework and minimize human error, though with proper safeguards, such as regarding data privacy, accountability, and reliability.

4. Enhancing Whistleblower Protection.

Whistleblowers are very essential in reporting corporate wrongdoings, but in most cases, they are retaliated and exposed to legal danger. There is a need to strengthen whistleblower protection mechanisms to promote reporting unethical practices. The legal frameworks must offer clear safeguards to victimization and assure whistleblowers[68] of confidentiality, including provisions like vigil mechanisms under the Companies Act, 2013[69] that should emphasize the need to institutionalize these safeguards in the corporate frameworks.

(3d ed. 2017).

[65] OECD, *OECD Principles of Corporate Governance* 11–13 (2004).

[66] Companies Act, No. 18 of 2013, §§ 149, 177 (India); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (India).

[67] Iris H.-Y. Chiu & Andrea B. M. Lehmann, *Artificial Intelligence and Corporate Governance: A New Era of Compliance?*, 21 Eur. Bus. Org. L. Rev. 1, 5–7 (2020).

[68] Richard Moberly, *Sarbanes–Oxley's Structural Model to Encourage Corporate Whistleblowers*, 2006 BYU L. Rev. 1107, 1115–18 (2006).

[69] Companies Act, No. 18 of 2013, § 177 (India).

5. **Promoting Stakeholder involvement.**

   Proper corporate governance entails the involvement of all the stakeholders such as shareholders, employees, creditors and civil society. Accountability and corporate decision-making[70] may be strengthened through encouraging shareholder activism and institutional investor participation, which can be achieved by mechanisms like voting rights, shareholder resolutions, and engagement platforms. Moreover, the use of stakeholder views in the corporate strategies encourages sustainable and responsible business approaches[71].

Conclusion

The failures of corporate governance as witnessed in some of the biggest corporate scandals across jurisdictions, are indicative of structural, behavioural and ethical inadequacies in the contemporary corporate systems. This paper has revealed that these failures are not common occurrences, but they are products of a convergence of poor boards control, managerial greed, dysfunctional auditing systems, regulatory deficiencies, and corrupt company cultures. All these factors combine to provide a space in which wrongdoing may be propagated unnoticed until it gets out of control.

One of the main conclusions of this analysis is that most corporate scandals are associated with the failure of accountability mechanisms. It is often the case that boards of directors, who are mandated with the responsibility of controlling the management are not independent in their judgment and they lack sufficient diligence. On the same note, internal and external auditors have in a number of cases failed to play their gatekeeping role thus facilitating financial misstatements and fraud. The agency problems, as established in the corporate governance theory, have remained a challenge especially where the managerial interests are different than those of the shareholders[72].

The other lesson is that corporate culture and ethical leadership have a role to play in determining the outcomes of governance. Though formal structures and controls are vital, they

[70] Bernard S. Black, *Shareholder Activism and Corporate Governance in the United States*, in *The New Palgrave Dictionary of Economics and the Law* 459, 460–62 (1998).
[71] R. Edward Freeman, *Strategic Management: A Stakeholder Approach* 25–27 (1984).
[72] Michael C. Jensen & William H. Meckling, *Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure*, 3 J. Fin. Econ. 305, 308–10 (1976).

cannot work without a robust ethical backbone. A culture of short-term financial performance over integrity and long-term sustainability[73] has led to many corporate failures and greats organizations must go beyond a compliance-based approach to creating a culture of ethical responsibility, transparency, and accountability at all levels.

The discussion also brings out the more far-reaching impacts of governance failures, which are not limited to single corporations, but extend to investors, the market, and the economy at large. Weak governance structures affect the whole financial system in a way that loss of investor confidence, shareholder value, and systemic risks to financial stability explains the widespread nature of corporate governance as a corporate issue, yet a public interest issue with serious socio-economic consequences[74].

Considering these results, it is clear that the future corporate failures prevention should be addressed in a holistic and proactive way. Enhancement of governance mechanisms is not only about making boards more effective and also improving the quality of their audit but also mitigating the underlying behaviour and cultural problems. It should be stressed that organizations need to become more transparent, promote stakeholder participation, and make sure that corporate decision-making processes are focused on long-term value-generation and not on short-term profits[75].

Finally, the lessons learned under the corporate scandals can act as a reminder that corporate governance is a dynamic process, which constantly has to adjust to new economic conditions and the new risks. The key to sustainable corporate success lies in the capacity of the organizations to internalize the principles of governance and incorporate them into the operational and strategic systems of the organization. Through promoting culture of integrity, enhancing check and balances, and focusing on stakeholders interests corporations can reduce future failure risks and help to create a more stable and reliable economic environment.

[73] John C. Coffee Jr., *Gatekeepers: The Professions and Corporate Governance* 192–95 (2006).
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