UNIVERSITY OF GHANA

EXPLORING THE ROLE OF THE OFFICE OF THE COMPANY SECRETARY
IN STRENGTHENING CORPORATE GOVERNANCE AND ADMINISTRATIVE
JUSTICE IN LISTED COMPANIES IN GHANA

BY

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OPTION) DEGREE

JUNE 2015
DECLARATION

I do hereby declare that this thesis work is the result of my own research and to the best of my knowledge has not been presented by anyone for any academic award in this or any other university. All references used in the work have been fully acknowledged.

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CERTIFICATION

I hereby certify that this thesis was supervised in accordance with procedures laid down by the University.

............................................  .............................................
(Supervisor)  Date

Prof. Bill B. Puplampu
DEDICATION

This work is dedicated to my family and friends for their support.
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LIST OF ABBREVIATIONS

CEO: Chief Executive Officer (s)

OECD: Organisation of Economic Co-operation and Development

SCSGP: Societies of Corporate Secretaries and Governance Professionals

AXS: Australian Stock Exchange

GSE: Ghana Stock Exchange
ABSTRACT

The purpose of this study was to explore the role of the office of the company secretary in strengthening corporate governance and administrative justice in listed companies in Ghana.

Methodologically, the study took the qualitative approach and used interview guide and face-to-face interview to extract data from respondents. Ten (10) company secretaries from thirty eight (38) listed companies were used for the study. The data was analysed using thematic approach.

The study found that among the key roles of the office of the company secretary is compliance to all regulatory regimes. The company secretary also serves an interface between board and management. Almost all (80%) the company secretaries were female lawyers. It was also observed that in some companies, the head of legal’s role was distinct from the company secretary’s, though in some companies the head of legal also was the company secretary. It also came to the fore that the culture and practice of corporate governance and administrative justice vis-a-vis the company secretary’s role appear more challenging in companies that were previously state-owned and or wholly Ghanaian than foreign (global oriented) companies. The study also revealed that administrative justice role was seen as a role performed by human resource department rather than the office of company secretary.
CHAPTER ONE
INTRODUCTION

1.0 Introduction
The office of the company secretary plays an important role in the entire corporate
architecture, serving as an interface between board and management. However, in recent
years there have been collapse and numerous scandals of giant corporations, particularly
in developed countries, this study questions strategic and statutory role of the office of
the company secretary. This study argues that the significant role of the company
secretary in strengthening corporate governance and administrative justice in
corporations appears to have been underexplored. This chapter however provides details
for this argument through the following subsections: background to the study, research
problem, research objectives, research questions, significance of the study, scope and
limitation of the study and organization of the study.

1.1 Background of study
The mechanisms and structure by which businesses are run have evolved over the years
and continue to be evolving. No longer is the majority of business conducted by the
simple single industry owner-operated firms of the past. According to Sison and Kleiner
(2001) the business environment is now dominated by the corporate structure and in fact,
in the modern day business world, corporations conduct over ninety per cent of the
world’s businesses. It is therefore, imperative to understand the structure and to
understand who is running the business, who has the power, authority and liabilities, as
well as the type of power, authority and liabilities in order to understand how decisions
are made (ibid). Who has the power and authority to direct and control corporate establishments comes within the framework of corporate governance and administrative justice (Tricker, 2007).

The concept of corporate governance has been in existence since the inception of business entities and corporations (Tricker, 2007). However, as the 21st century dawned, the concept of corporate governance seemed to be developing at a much faster pace, especially in the developed countries, with codes of principles and best practices tailored to regulate the behaviour and conduct of directors and managers of corporations in respect of their business operations. Among the early reports on corporate governance was the Cadbury Committee report of 1992, which looked at the financial aspects of corporate activities in the United Kingdom (Tricker, 2007). The Cadbury committee was set up in response to litany of corporate scandals and various company collapses in the UK. The Cadbury has become a watershed in corporate governance and has significantly influenced thinking around the world, making other countries follow suit. For example, Vienot Report (1995) from France, The King Report (1995) from South Africa, Netherlands Reports (1997) and report on corporate governance from the Hong Kong Society of Accountants (Tricker, 2007).

In 1998, the Organisation for Economic Co-operation and Development (OECD) also proposed the development of global guidelines on corporate governance. Following the collapse and numerous scandals of giant corporations such as Enron and WorldCom in the United States, various interventions were undertaken by affected and other threatened
organizations, as a means of enforcing their (business) sustainability within their various operating environments. One of such interventions in response to this phenomenon was that of Sarbane-Oxley Act 2000, which sought to place stringent demands for the governance of all listed companies in the USA (OECD, 1999).

Following from this, a number of interventions have also emanated from various developed and emerging economies as well as international institutions and regional bodies. For instance Heads of State and Government belonging to the New Partnership for Africa’s Development (NEPAD) highlighted the need to improve economic and corporate governance in Africa and agreed, in 2001, to set up parameters for Good Governance to guide their activities at both the political and economic level. Subsequently, in 2002, the Economic Commission for Africa (ECA) published their “Guidelines for Enhancing Good Economic and Corporate Governance in Africa”; these were to form part of the basis for evaluating the performance of African countries through the African Peer Review (APR) mechanism (Wanyama et al., 2013). As Tsamenyi, et al (2007) point out, until relatively recently, however, the issue of corporate governance had attracted less focus in the developing world and that its apparent acceptance in the developing world has largely been influenced by globalization and International Monetary Fund (IMF)/World Bank-led economic reforms.

It is imperative to note, however, that the dearth of literature on corporate governance in both developed and developing countries have approached the subject matter from
varying perspectives. Even in terms of definition, there has not been any one universally accepted definition for corporate governance.

The Organization for Economic Cooperation and Development (OECD, 1999), defines corporate governance as a set of relationship between a company’s management, its board, shareholders and other stakeholders. Corporate governance also provides the structure through which the objectives and monitoring of a company’s performance are determined. The Cadbury Committee (1992) defines corporate governance as the system by which companies are directed and controlled. From the definitions it can be deduced that corporate governance deals with the structural processes and mechanisms, as well as procedures within which organisations go about their business operations in a sustainable manner. The structural process and mechanisms aim at engendering accountability, fairness, transparency, independence and efficiency in the daily activities of organisations. The attainment of these structural processes and mechanism occur at the board level of companies. At the board level, the professional advice, guidance and support are supposed to be rendered by the company secretary (Societies of Company Secretaries and Governance Professionals, 2014).

The position of the company secretary is provided for under section 190 of the Ghana’s Companies Act of 1963 which states as follows:

I. A company shall have a secretary and if a company carries on business for more than six months without a secretary, the company and every officer of the company who is in default is liable to a fine not exceeding twenty five penalty
units for each day that the company continues to carry on a business without a secretary after the expiration of the period of six months.

II. Anything required or authorised to be done or by the secretary may, if the office is vacant or there is not, for any other reason a secretary capable of acting be done by or to an assistant or a deputy secretary or any officer of the company appointed by the directors to be acting secretary.

From the foregoing, it is obvious that the office of company secretary features prominently in the scheme of affairs of the company even to the extent that the Companies Act provides for the appointment of a deputy secretary to act in the absence of the substantive secretary.

It is obvious that the office of the company secretary and by extension the position of the company secretary is at the very heart of the smooth running of the company. The company secretary is expected to set up and run the company secretariat. Additionally, the office of the company secretary acts as direct interface between the company and the various regulatory agencies that deal with the company. As a result, the traditional role of the company secretary is now changing to incorporate the new responsibilities of a compliance officer as well (Association of Corporate Secretaries and Governance Professionals, 2014). For instance, the Companies Act, 1963 (Act 179) is replete with a number of registers that a company has to keep including registers of directors’ particulars, secretary’s particulars, minutes of directors meetings, directors’ share holdings and so on, all of which must be within the ambit of the office of the company secretary.
The office of company secretary is also responsible for the drafting of the company’s regulations. It is also responsible for the arrangements regarding the holding of annual general meetings or extraordinary general meetings by publishing notices for the summoning of meetings and sending circulars and reports on the meeting to members. In addition, he is also responsible for making the necessary arrangements to enable the members to vote by proxy if need be. In addition, the company secretary is also required to serve as the custodian of the company’s seal as well as take responsibility for making accessible the company’s various registers for inspection by its members.

Observations on the current state of company secretarial practice in Ghana, suggest that though the final responsibility for running the company rests with the directors, the office of the company secretary always plays a complementary role towards the proper functioning of the company and also the board’s secretariat. It must be noted that the absence of a company secretary or the inefficient functioning of a company secretariat may often project the company as one with a weak corporate governance structure (SCSGP, 2014).

As chief advisor to the board, chairperson, Chief Executive Officer (CEO) and senior management, the office of the company secretary is supposed to strengthen administrative justice. The administrative justice encapsulates grievance management systems, communication of management decisions, application of corporate rules and procedures as well as application of the relevant laws of the land in addressing corporate matters. For instance how are boards decisions disseminated and executed? What
interpretations are given to board decisions and how do board decisions filter to management and staff of listed companies?

Consequent to the study of the structural processes and mechanisms to promote good corporate governance practices, scholars have sought to theorise and explain the structural mechanisms, procedures and practices and their implications for the efficient and sustainable running of businesses. In fact, Letting et al. (2012), assert that the ongoing debate on the theories of corporate governance is yet to settle on a specific perspective between agency, resource dependence, stakeholders and stewardship theories. In a relatively recent reviewed literature on theories on corporate governance Letting et al (2012), conclude that while there is increasing evidence of the failure of certain governance structures to control and motivate managers to increase firm performance, the empirical evidence to date is mixed and gives little coherent evidence for the shape of an optimal governance structure. In reviewed work of Letting et al, (2012) more efforts went into the role of the board of directors and management but no mention was made to the role of the office of the company secretary in promoting good corporate governance and administrative justice. This study is therefore a step in the right direction as it seeks to explore the role of the office of the company secretary in strengthening corporate governance and administrative justice from a Ghanaian perspective.

1.2 Research problem

Corporate governance is still a hot topic among shareholders, regulators and society at large and has received increased attention in the past decades (Smolo & Smajic, 2011). Good corporate governance is demanded from the company directors and management,
as well as other important actors (stakeholders) such as the employees, government and the public (Hisham & Basiuni, 2014). Consequently, many of the codes and principles of corporate governance have called for director training and development for board appraisal reviews (Tricker, 2007; OECD, 1999).

The board, with its position as the bridge connecting the owners of a company to the management of the company, has been the central focus of research as well as corporate governance policy documents, codes of practice and legislation. Recently principles of corporate governance including board structures have increasingly been adopted in public sector enterprises in Australian National Audit Office and Department of Health following assertions that board structures would improve financial accountability and prevent maladministration (Sison & Kleiner, 2001).

Measures to improve corporate governance in developing countries that have been suggested include encouraging the use of equity instead of debt for growth, increasing overall investor confidence through governance issues such as shareholder rights and increased transparency, strengthening of capital market structures such as listing requirements and banking reforms, and encouraging the use of competition to improve performance of domestic firms (Reed, 2002). According to Tsemanyi et al. (2007) more formal corporate governance structures and institutions are relatively not widespread though a number of laws provide for governance structures for companies in Ghana.
Despite the rapidly growing literature on the role of corporate governance in business strategic decisions, the role that the office of the company secretary should play in fostering good corporate governance and administrative justice in decisions of firms has received less attention (Wright et al. 2005). Among existing studies on corporate governance, scholars mainly rely on the agency theory to explain the effects of corporate governance on corporate decisions (Filatotchev et al. 2001, Filatotchev et al. 2008). Although the principal-agent conflicts between owners (principals) and managers (agents) are important in emerging economies, the conflict between controlling owners (principles) and minority owners (principals) also play an important role in shaping the corporate governance structure and strategic decisions of firms in these economies (Morck et al. 2005, Young et al. 2008). However, few studies have taken the special features of corporate governance in emerging economies into account when applying the standard agency theory.

The institutional-based view has become an important perspective in international business research on emerging economies (Henisz & Swaminathan 2008, Hoskisson et al. 2000, Wright et al. 2005). In particular, scholars argue that strategic choices are not only driven by industry conditions and firm capabilities, but are also a reflection of the formal and informal constraints of the particular institutional framework that managers confront (Peng et al. 2008). However, existing studies have rarely explored the strategic role of the company secretary in strengthening corporate governance and administrative justice.
According to Letting et al (2012), there has been huge amount of research among
developed countries such as the Europe, America and Asia in the area of corporate
governance. A recent study on corporate governance in the context of Asian emerging
economies’ state-owned companies by Yaacob and Basiuni (2014) highlighted on the
corporate governance model in terms of governance structure, the ownership and
shareholders’ right, roles of the board, regulatory framework and control mechanism and,
finally, disclosure and transparency. Apart from the fact that the study was conducted in
Asian and on State-owned Companies, it also fell short of articulating the critical role of
the company secretary in the affairs of the board and other regulatory bodies that interact
with the listed companies. In the context of Africa, for that matter Ghana, it seems not
much study has gone into corporate governance and administrative justice in listed
companies. Furthermore, how the office of the company secretary influences the
strengthening of corporate governance and administrative justice in listed companies in
Ghana has woefully been explored in literature.

In Ghana, for example, attempts being made to promote effective corporate governance
include the formation of the Institute of Directors and the development of the National
Accounting Standards. Furthermore, the Ghana Securities and Exchange Commission has
developed a Corporate Governance Code of Best Practice against which companies can
benchmark their practices (Tsamenyi et al., 2007). Whilst there has been a number of
studies on codes and principle of corporate governance emphasizing the critical areas
such as accountability, transparency, independence and fairness, there appears to be scanty work done on the role of the company secretary in corporate governance.
Akyeampong (2014) asserts that the company secretary acts as the direct interface between the company and the various regulatory agencies. Articulating the crucial role of the company secretary, the Society of Corporate Secretaries and Governance Professionals (2014) suggests that in the post Sarbanes-Oxley and Dodd Frank world, governance issues have become increasingly important to directors, institutional investors and other stakeholders. In most companies, the secretary serves as the focal point for communication with the board, senior management and shareholders, and plays a significant role in the setting and administration of critical corporate matters. Also, whilst the Ghana’s Companies Act 1963 (Act 179) makes the position of company secretary obligatory on all companies, it appears not much studies have been done to explore the relationship between corporate governance and administrative justice vis-à-vis the role of the company secretary. In this regard, therefore, a study of this nature was deemed necessary and timely to unearth and provide some preliminary investigations into the role of the office of the company secretary in promoting corporate governance and administrative justice.

Furthermore, according to Tricker (2009), a company secretary was seen as a mere clerk and a scribe performing some administrative duties for a company and was not to be involved in the taking and advising on critical corporate decisions. To what extent is this perception of the role of the office of the company secretary true? What administrative justice role does a company secretary play in listed companies? These issues and questions led the study into setting its research objectives as follows.
1.3 **Research objectives**

1. To identify the general roles of the company secretary in listed companies on the Ghana Stock Exchange.
2. To examine the role of the office of the Company Secretary in strengthening Corporate Governance
3. To examine the role of the office of the Company Secretary in strengthening Administrative Justice
4. To identify possible challenges associated with the office of the company secretary in the discharge of their roles

1.4 **Research questions**

Based on the aforementioned objectives the following research questions were derived and served as basis for in-depth analysis in Chapter Four of the study.

1. What are the general roles of the company secretary in listed companies on the Ghana Stock Exchange?
2. What role does the office of the company secretary play to strengthen corporate governance?
3. What role does the office of the company secretary strengthen administrative Justice?
4. What challenges exist for the office of the company secretary in discharge their role?
1.5 Scope of the Study

This research focused on the role of the office of the company secretary in strengthening corporate governance and administrative justice in listed companies in Ghana. In other words, the study is limited to organizations that have been listed on the Ghana Stock Exchange (GSE). Currently, there were 38 companies listed on the Ghana Stock Exchange.

1.6 Significance of the study

The significance of the study cuts across three spectrums which include research, policy and practice. In terms of research, the findings of the study provide an empirical standpoint on the role of the corporate secretary in strengthening corporate governance and administrative justice, especially in Africa and for that matter Ghana. In this regard, the findings of the study would serve as a good academic resource on which future researchers could make reference to in subsequent studies.

The study contributes immensely to policy by coming out with appropriate strategies in the form of practical recommendations to management, board of directors and stakeholders of companies within Ghana as to how they can efficiently strengthen the office of the company secretary in order to benefit from its strategic functions of enhancing corporate governance and administrative justice within the organization.
In terms of practice, this study places much emphasis on the office of the company secretary in strengthening corporate governance and administrative justice within organizations in Ghana.

1.7 Organization of the Study

This section presents how the study has been organised. The study has been grouped into five chapters. Chapter one deals with the introduction and background of the study, problem statement, research objectives and questions, scope and limitations of the study, significance of the study and finally the organisation.

Chapter two comprises the literature reviewed on the role of the office of the company secretary, the concept of corporate governance and administrative justice and the theories related to corporate governance which include the agency theory, stewardship theory and the institutional theory.

Chapter three deals with the methodology of the study which includes information pertaining to research design, sample and sampling technique, data collection, procedures and method of analysis.

Chapter four addresses the data analysis, findings and discussions of findings.

The fifth chapter presents the summary of the findings, conclusions, recommendations, limitations of the study and recommendations for future studies.
CHAPTER TWO

LITERATURE REVIEW

2.0 Introduction

This chapter provides an analysis and evaluation of existing knowledge relevant to the research problems. It gives an overview of what has been said; who the key writers are; what the prevailing theories are on the subject matter. Consequently the chapter discusses information published by scholars and researchers on the subject matter of the corporate governance and administrative justice and their relationship with the office of the company secretary.

It should however be noted that this an exploratory research of a topic with very little literature that link the role of the office of the company secretary or a company secretary to the strengthening of corporate governance and administrative justice. Therefore, ideas on the role of the office of the company secretary would be substantially gleaned from statutes and codes that are not necessarily academic or seminal papers. In particular, a great deal of information on the role of company secretary will be drawn from the Society of Corporate Secretaries and Governance Professionals publications.

2.1 Office of the Company Secretary

2.1.1 The evolution of company secretary

The evolution of the company secretary’s role highlights its significance. According to Tricker (2007) the role of the company secretary in the mid-19th Century, particularly in Britain was largely clerical. These contrasting comments of two distinguished British
judges are demonstrable evidence to how far the office and the role of the company secretary have traversed. First, in 1887, Lord Esher said: A secretary is a mere servant. His position is that he is to do what he is told and no person can assume that he has the authority to present anything at all, nor can anyone assume that statement made by him are necessarily accepted as trustworthy without further enquiry (cited in Tricker, 2007).

However, the business world is now in a state of a constant flux. For example, there is growing complexity of modern organisations, globalization of business and litany of modern regulations and legislation about how companies should conduct their business. As a result, the role of the company secretary calls for professional skills and knowledge. So in 1971, Lord Denning also said: Times have changed. A company secretary is much more important person nowadays than he was in 1887. He is an officer of the company with extensive duties and responsibilities……he is no longer a mere clerk. He regularly makes representations on behalf of the company and enters into contract on its behalf (cited in Tricker, 2007). Supporting Lord Denning’s view on the role of the company secretary, the Society of the Corporate Secretaries and Governance Professionals (2014) opines that due to the increasing interest in corporate governance, and the increase in governance related regulations by both the Securities and Exchange Commission and the stock exchanges, some companies have formalized the role of the secretary as corporate governance advisor with a title such as chief governance officer.

2.1.2 The legal foundation and justification for the office of the company secretary

Some company law jurisdictions require the appointment of a company secretary, as an officer of the company with statutory duties. For example, in the United Kingdom, until
the Companies Act 2006, all companies, however small, had to have a company secretary. In the United States also, the role of the company secretary, typically known as the corporate secretary is carried out by the corporate lawyer (Tricker, 2007). Similarly, in Ghana, position of a company secretary and for that matter the office of the company secretary is a statutory requirement. Section 190 of Act 179 of the Ghana’s Companies Code deals with the position of the company secretary. According to that section, it’s mandatory for a company to have a secretary.

The code prescribes a punitive action against a company that carries on a business for more than six month without a company secretary. According to the Ghana companies code of 1963, the appointment, remuneration and removal of the company secretary is however subject to the regulation of the company and shall be done by the directors of the company. The appointment of the company secretary is done under the contract of service. This implies that a company secretary is treated as an employee of the company and their position is secured by a contract of service.

According to Amoah-Owusu (2014) and Adagewine (2011) if the directors of a company remove the company secretary in violation of the contract of service, the act of the directors will constitute a breach of contract and the secretary will be entitled to sue the company for damages for breach of contract.
2.1.3 What does company secretary or the office of a company secretary do?

Adagewine (2011) asserts that the company secretary plays an important role in the governance of a company. That notwithstanding, it is apparent that, the office of the company secretary has not attracted and received much attention in literature; hence there is no comprehensive definition for the concept. What appears to be the case is that the few pieces of literature on company secretary tend to explain out what the office of the company secretary does.

According to the Society of Corporate Secretaries and Governance Professionals (2014) just as no single corporate governance model fits all companies, there is not one right answer to the question of what a company secretary or the office of the company secretary does. In other word, the actual work of the secretary falls into many buckets and varies from company to company. Generally, the secretary works closely with a company’s Board of Directors, its CEO, and senior officers, providing information on board best practices and tailoring the board’s governance framework to fit the needs of the company and its directors, as well as the expectations of shareholders. The secretary also supports the board in the carrying out of its fiduciary duties.

The UK Combined Code of 2006 requires that the company secretary should be responsible for advising the board through the chairman on all governance matters. Tricker (2007) indicates that some listing rules in Hong Kong demand that all directors should have access to the advice and services of the company secretary with a view of ensuring that board procedures and all applicable rules and regulations are followed.
Kibirige (2011) proposes that corporate advising on corporate governance should largely hinge on independence, fairness, transparency and accountability related issues. However, the extent of enforceability of such corporate and governance related advising is virtually absent in literature and also in most company codes. Also the company secretary may lack the independence and the professional integrity to offer the needed advice because of the fact that some of them are in bed with CEOs and chairmen. For instance, Mensah (2002) observes that many board members on investee companies serve by virtue of their position as management of the shareholder and not necessarily because of their qualification and experience, thus making board membership a perk of the office.

In addition, board appointments are made by sector ministers for the state-owned enterprises, which facilitate the use of boards as political mechanisms where appointments are made regardless of qualifications or experience. In many cases, sector ministers and deputy ministers may serve on such boards, creating the issue of who watches the watchers (Mensah, 2002).

It is important to note that in Ghana, companies being legal and business entities are required to keep and maintain a number of registers. Thus, the Companies Act of 1963 is replete with a number of registers that a company has to keep. Among them are registers of directors’ particulars, secretary’s particulars, minutes of directors meetings, directors’ shareholdings and so forth. Secretaries are also responsible for maintaining such registers of the company regarding the creation of charges over the company’s properties, a
register of debenture holders and a register of members. All these documents are to be kept by the office of the company secretary.

A company secretary is responsible for the drafting of the company’s regulations. The secretary is also to draft the resolutions adopted at all meetings of the company, be they board meetings, annual general meetings or extraordinary general meetings. He/she is also responsible for organizing meetings of directors and providing secretarial support for the meetings of the board of directors. He is also responsible for the arrangements regarding the holding of annual general meetings or extraordinary general meetings by publishing notices for the summoning of meetings and sending circulars and reports on the meeting to members. Additionally, he is also responsible for making the necessary arrangements to enable the members to vote by proxy if need be.

Other duties of the company secretary include the duty to notify the registrar of companies about the compliance with all statutory requirements with respect to the maintenance of all statutory registers and even notifying the Registrar of Companies about such things as a change in the location address of a company. In addition, the company secretary is also required to serve as the custodian of the company’s seal as well as take responsibility for making accessible the company’s various registers for inspection by its members (Ghana company code, Act 179; SCSGP, 2014). However, for the purpose of this study, the office of the company secretary and for that matter company secretary is the administrative hub that works closely with a company’s Board of Directors, its CEO, and senior officers, providing information on board best practices.
and tailoring the board’s governance framework to fit the needs of the company and its
directors, as well as the expectations of shareholders.

2.1.4 Core Competencies of Successful Corporate Secretaries

In the post Cadbury and Sarbanes-Oxley world, governance issues have become
increasingly important to directors, institutional investors and other stakeholders
(Dewing, 2003). In most companies, the secretary serves as the focal point for
communication with the board, senior management and shareholders, and plays a
significant role in the setting and administration of critical corporate matters. According
to the SCSGP (2014, p. 2) corporate secretaries should possess certain core competencies
in order to discharge their role well. These core competencies include:

- Understanding the company’s business thoroughly
- Having at least a basic knowledge of corporate and securities law
- Demonstrating an “executive presence,” backed up with solid communication
  skills
- Being sensitive and intuitive to what the CEO and directors are thinking and
  feeling
- Being able to read signals on the horizon and provide early warning to
  management and the board
- Being able to lead and work within a multi-disciplinary setting to achieve
  consensus
- Knowing how to overcome bureaucratic thinking
• Being detail-oriented
• Being flexible and creative, and
• Maintaining the appropriate perspective no matter how pressured a situation

The SCSGP (2014, p. 2) further states core competencies outlined above are evidenced in the following “nuts and bolts” of the key corporate secretary functions

• Coordinating and attending board and committee meetings and drafting minutes
• Serving as a liaison for directors, officers, and shareholders
• Directing the activities related to the annual meeting of shareholders
• Maintaining key corporate documents and records
• Supervising stock transfers
• Staying tuned in to activities in the securities markets
• Ensuring compliance with laws and regulations, and
• Tending to various other tasks either unique to a company or simply “as assigned”

Within each of these “core competencies,” it is important for the secretary to take primary responsibility for anticipating and addressing a company’s corporate governance needs, for keeping the board up-to-date on trends and issues, for periodically assessing the board’s structure and governance practices and to suggest opportunities for the board to better perform its responsibilities.
To more fully understand the corporate secretary’s role at a specific company, it is helpful to review state statutes and corporate bye-laws, from which the powers and duties of the corporate secretary and other corporate officers are derived.

Lastly, it is worth noting that in addition to the core corporate secretary functions, many corporate secretaries have additional responsibilities that compete for their time. For example, if the secretary is a lawyer, he or she may also serve as general counsel or be responsible for a significant legal area such as securities compliance, mergers and acquisitions or employee relations and benefits. The secretary could also head up the ethics or corporate compliance departments (Society of Corporate Secretaries and Governance Professionals, 2014)

2.1.5 Functions of the Corporate Secretary

The following functions of the company secretary are expounded by the Society of Corporate Secretaries and Governance Professionals (2014) to include the following:

2.1.5.1 Board and Committee Meetings

Planning and preparation for meetings is one of the more traditional responsibilities of the corporate secretary, and yet requires significant expertise and knowledge. Among other things, the secretary must address each of the following:

a. **Scheduling:** A secretary must understand the obligations of the board, and ensure an adequate number of meetings and time at each meeting be scheduled. A secretary must understand and comply with meeting notice requirements and ensure directors are available to attend meetings.
b. *Agendas:* Agenda-setting is closely tied to but discrete from scheduling. Typically a secretary creates an agenda for at least a full year, to ensure compliance with state, Federal, listing and other requirements, as well as compliance with the company’s own articles of incorporation and bylaws. A secretary must work closely with the CEO, HR, investor relations, accounting, legal, compliance, the board chair or lead director, and others, in creating, maintaining and, inevitably, revising, the agenda.

c. *Materials and Presentations:* Materials must be prepared and, when appropriate, securely disseminated prior to the meeting. The secretary must consider the adequacy, consistency (with prior and subsequent documents), ease of use, and quality of the materials. A secretary must be concerned not only with how documents may be viewed by current users, but by subsequent readers, who in the worst case could include plaintiffs’ lawyers. A secretary must ensure that draft documents are easily discerned from final versions, and that drafts are disposed to the extent required by the company’s record retention guidelines. The secretary must also ensure that all users of the information understand how to keep the information secure.

Meeting materials may be delivered to users, including the board, in hard copy or electronically (via board portals or other platforms). The secretary should review materials prior to presentation, and often sets and ensures compliance with the company’s document retention policy. The secretary will offer advice with respect to corporate, legal, regulatory, conduct of meeting, and other matters, both during and outside meetings.
d. **Executive Liaisons:** Generally every board committee will have a designated executive point person. Often the CEO is the point person for the board, the chief financial officer is the point person for the audit committee, the Chief Human Resources Officer for the compensation committee and the secretary is the point person for the nominating and governance committee. As the executive liaison to the nominating and governance committee, the secretary may prepare written governance updates that are included in each board mailing, draft director orientation and education programs, prepare background materials for the annual board and committee evaluations, serve as the liaison for director search firms, prepare draft director skill matrixes, review board independence and potential conflicts of interest, and conduct committee charter compliance audits.

e. **Documenting the Meeting:** The secretary drafts, distributes, and maintains minutes of meetings. Minute-taking is an art, requiring writing skills and an understanding of what is important to record, the level of detail to record, and a sensitivity to issues that require special attention.

### 2.1.5.2 Advisory Function

According to Adirondack and Tayor (2001) the secretary may advise directors and officers on a number of matters, including those related to: director and officer selection, officer succession planning processes, director and officer responsibilities, including fiduciary obligations, corporate governance, regulatory and legal requirements and compliance, executive and/or director compensation, director independence and other director qualification matters and board evaluations. On the contrary, board appointments
in public and state owned companies in Ghana are made by sector ministers for the state-owned enterprises, which facilitate the use of boards as political mechanisms where appointments are made regardless of qualifications or experience. In many cases, sector ministers and deputy ministers may serve on such boards, creating the issue of who watches the watchers Mensah (2002).

Other advisory functions of the company secretary according to Ashton (2000) include: board evaluations, CEO evaluations, board committee composition, public relations and charitable contributions by, or to entities supported by, officers and directors. In all these the independence of the board becomes tainted when appointments are based on political patronage Mensah (2002).

Apart from the aforementioned advisory functions, the company secretary can also perform the following functions as suggested by Reason, Hayes and Forbes (2000):

• Help create and effect on boarding orientation for new directors and officers
• Help create and deliver ongoing training for officers and directors
• Be responsible for ensuring information is delivered to officers and directors in a timely manner
• Collect information from officer and directors to ensure legal and regulatory compliance
• Assist directors with travel arrangements
• Administer stock option and stock award programs
• Help create reports relating to compensation

• Prepare and maintain a fact reference book, and

• Administer compensation- and postemployment-related plans.

2.1.5.3 Annual Meeting of Shareholders

The annual meeting of shareholders is a very significant event for most public companies. The corporate secretary typically plays a major role in this event and duties range from creating documents supporting this event, securing space, ensuring adequate security, scripting and engaging relevant members of the board and management, and ensuring that the shareholder vote is accurately and impartially tabulated, recorded and disclosed.

The secretary is usually responsible for determining who has responsibility for each component for the annual meeting, which usually involves coordination with some of or all the following:

• Facilities management personnel for site selection and set up and if the meeting is held at an offsite location, transportation to and from the location

• Corporate security

• Communications and/or investor personnel for script writing and/or question and answer

• Investor relations if the meeting will be webcast

• Proxy solicitor, and

• Inspector of election
2.1.5.4 Shareholders and Investor Relations

In addition to interaction with shareholders in connection with the annual meeting, the corporate secretary may have primary responsibility for investor relations or may share that responsibility with an investor relations department. When the responsibility is shared, the secretary may have primary responsibility for dealing with retail shareholders, acting as a liaison for board/shareholder communications and general outreach to shareholders on corporate governance, executive compensation and/or social responsibility matters. Increasingly companies are actively reaching out to shareholders to solicit their views on matters ranging from corporate strategy to governance to executive compensation. The secretary may also be responsible for the company’s stock watch programs, alerting management to unusual trading in company securities.

2.1.5.5 Corporate Records

The corporate secretary is responsible for maintaining and in many cases creating critical corporate records. The secretary must understand what documents need to be created, the level of detail to be contained in the documents, whether or not the document requires further action, whether it is consistent with prior records (in both substance and form), or if it conflicts with corporate policies, creates concerns under existing agreements, results in a violation of law, or has tax implications (The Companies Code 1963 (Act 179; The Security Industry Law, 1993 (PNDCL 333) as amended by the Securities Industry Act 2000, (Act 590). The secretary is responsible for storing, maintaining, retrieving, certifying, and explaining corporate documents. Many issues are implicated relating to
document storage, including the length of time records are to be retained, ensuring the documents are stored in a safe place, whether documents are backed up, either in hard copy or electronically, and access.

The secretary is often responsible for documents relating to subsidiaries, joint ventures, consortiums, and other entities, many of which may be at locations other than corporate headquarters, including locations around the world. In such cases the secretary must consider whether and to what extent to rely on local partners to help maintain and create corporate records, as well as to what extent he or she must exercise oversight. In addition, the secretary should help ensure that each subsidiary remains in good standing or the local equivalent and complies with obligations relating to meetings, and approvals. The secretary is often involved with matters relating to the staffing of subsidiaries, including determining which officers and directors will serve, how to ensure smooth director and officer transitions, and ensuring the individuals appointed may be reached in a timely manner.

The secretary may also execute documents on behalf of the company. The secretary may also be involved in maintaining or advising with respect to the corporate website and social media.

2.1.5.6 Stock Transfer

Maintaining shareholder records and providing for the transfer or replacement of stock certificates is ultimately the responsibility of the corporate secretary. In most companies, however, this function is handled by a dedicated unit or by an outside transfer agent with the secretary acting as the corporate liaison. As liaison, the secretary will be responsible
for giving instructions regarding issuance or removal of securities legends and may advise the transfer agent as to personnel who are authorized to give instructions for issuance of shares upon equity exercise or treatment of share repurchases by the company. The Security Industry Law, 1993 (PNDCL 333) as amended by the Securities Industry (Amendement) Act 2000, (Act 590).

2.1.5.7 Escheatment

Although escheatment functions are usually handled by the company’s treasury function, the secretary may have responsibility for escheatment related matters for shareholders and bondholders.

2.1.5.8 Securities Markets

Depending on the company and the background of the corporate secretary, the corporate secretary often serves as liaison with the securities markets on which the company’s shares are listed, and is responsible for ensuring compliance with stock exchange listing standards, including timely reporting. He or she may also have a team of people who assist with these matters. In cases where the company is listed outside the United States, the secretary should consider local partners to help ensure compliance. Securities markets duties may include some or all of the following:

- Pre-clearing purchases and sales of the company’s securities by directors and officers
- Preparing and filing “insider” trading reports with the SEC
• Understanding and complying with the stock exchange’s listing standards and annual filing requirements

• Preparing and filing registration statements with the SEC

• Preparing and filing state annual reports and related filings, and

• Drafting documents required for compliance with debt preferred stock or other instruments

2.1.5.9 Compliance

In addition to securities compliance related matters, and depending on the company’s governance structure and the background of the corporate secretary, he or she may have other compliance duties, which may include some or all of the following:

• Ensuring compliance with by-laws and corporate charters

• Ensuring compliance with committee charters and governance guidelines

• Preparing internal and external communications on governance and board related matters

• Administering and ensuring compliance with the company’s code of corporate conduct (ethics) and hotline

• Foreign corrupt practices act compliance

• Developing processes to identify and approve related party transactions, and

• Developing and administering other corporate-wide policies and policy manuals intended to keep the company current with governance best practices (UK Combined Code, 2005).
2.2 The Concept of Administrative justice

2.2.1 What is Justice?

Literally, the word ‘justice’ could mean fairness, impartiality, evenhandedness, uprightness, fair-mindedness, equity, objectivity, neutrality, righteousness, honesty and disinterestedness (Grindle, 2010). In jurisprudence, it has a variety of meanings. It is an abstract concept that has provoked immense debates since the time of the Stoic philosophers who saw it as the ultimate goal of natural law (Freeman, 2001). To these philosophers, justice is a constant and perpetual will of giving everyone his due, a natural attribute deducible from reason; it is universal, everlasting and unchangeable (Freeman, 2001). The early Christian philosophers such as St. Thomas Aquinas equally saw the concept as a universal moral value but with divine content (Freeman, 2001). Finnis premised his natural law conception on the needs of the common good and the principle of redistributive justice (Finnis, 1980). He argues that injustice arises where an administrator exploits his opportunities by making stipulations intended not for the common good but for his own or his friend’s or party’s or faction’s advantage, or out of malice against some person or group and that the injustice is distributive inasmuch as the official improperly seeks to subject others to his own decisions (Finnis, 1980).

But unlike the Naturalists, the Utilitarians saw justice as a virtue necessary for orderly existence of a society, but not founded on reason. For instance, in conceptualizing justice on the basis of property rights, it is presumed that justice derives its existence entirely from its necessary use to the intercourse and social state of mankind (Krause, 2004). There is a presumption here, that the foundation of justice is its necessity and usefulness
to both man and society, together with a concern for the public good. An organized society without the rules of justice is bound to immediately dissolve (Krause, 2004). It is been argued that government ought to be just in all it does. He defined justice simply to mean that some person or persons ought, or ought not, to have performed some action; and this ought in turn presupposes the recognition of rules which define a set of circumstances wherein a certain kind of conduct is prohibited or required (Hayek, 1982).

John Rawls was the most popular exponent of the idea of justice in modern jurisprudence. Based on his theoretically constructed original position and ‘the veil of ignorance, John Rawls offered two principles of justice: the first principle provides for a system of basic rights and liberties, and the second provides for equality of opportunity (Rawls, 1972). Accordingly, he combined these two principles to produce a general conception of justice: all social values- liberty and opportunity, income and wealth, and the bases of self-respect- are to be distributed equally unless an unequal distribution of any, or all, of these values is to every one’s advantage (Rawls, 1972).

Other scholars conceptualized justice from the perspective of property, by commodifying it. For instance, it is been suggested that justice is a commodity which is more or less adulterated and that the state sells to the citizens as a reward for their allegiance (Giannatasio, 2005). Other scholars championed the idea of justice according to law in order to constrain the use of discretionary powers. Constitutional ideals such as the rule of law, separation of powers, ministerial and administrative responsibility and accountability can be seen as constituents of justice in this wider sense.
2.2.2 Administrative Justice

Administrative function essentially deals with decision making; it is seen as an extension of the executive function in modern constitutional setting based upon the popular trichotomy of governmental powers, otherwise called separation of powers. From the latter concept administration of justice is the primary responsibility of the Judiciary and therefore, it may seem awkward to talk of administrative justice. However, the latter concept has assumed much significance in the operational framework of modern bureaucratic systems and can be seen within the realm of administrative law. It has been variously defined. For instance, Mashaw (n.d) defines it from the perspective of societal acceptability. Justice of an administrative system... means simply the qualities of the system that argue for the acceptability of its decisions (Mashaw, 1981).

French defines it as the perception of values or attitude about the way in which a decision maker should act (French, 1999). The Bristol Center for Administrative Justice defines its scope as a system that involves judicial review, tribunals, inquiries, ombudsman and other acceptable complaint procedures (Bristol Center for the Study of Administrative Justice, 1999). It is a complex set of values which includes natural justice, participation, democracy, efficiency, fairness, transparency, accountability and cost effectiveness. Essentially, it deals with procedures for correcting defective administrative decisions in order to safeguard the ideals of the rule of law (Creyke & McMillan, 2005). Galligan conceives it from the perspective of the mechanisms for redress in the general adjudicatory system and he concludes that administrative justice involves the application of ‘justice ideas’ to the actions of government authorities and other bodies exercising
governmental powers (Gilligan, 2009). Adler defines it as ‘the justice that inheres in
administrative decision making’ and conceptualises it from two angles: the ‘top-bottom’
and the ‘bottom-up’ conceptions (Adler, 2006a). The former sees administrative justice in
terms of the principles enunciated by various redress mechanisms that come into play when people who are unhappy with the outcome of an administrative decision or with the process by which that decision was reached, challenge the decision and achieve a
determination in their favour (Adler, 2006b). This conception restricts administrative
justice to the formal judicial and other related avenues like the courts, tribunals and the
Ombudsman system. On the other hand, the bottom up conception broadly sees it in
terms of the justice inherent in routine administrative decision making (Adler, 2006b).
The focus here is on the level of adherence to the principles of procedural fairness starting with the street-level bureaucrat; it is concerned with the justice inherent in first-
instance decisions that characterize most bureaucratic setting.

Administrative justice is generally seen as a component of good governance (Juwayriya
& Muhammad, 2013). It demonstrates that the problems are the results of misuse of administrative discretion at all levels of government and the lack of sufficient accountability mechanisms. Institutions in both the public and private sectors have been affected by poor policy choices and decision-makers at all levels have become somewhat ‘unrestrained’ in the discharge of their functions. The ideals of democratic accountability, justice and good governance are continuously being disregarded. (CLEEN, 2010). This has led to what may be termed as a crisis of Public Administration. The legal and institutional checks placed on the exercise of official discretion are provided under the
constitution and other laws but the effectiveness of these mechanisms in addressing political maladministration and corruption in the country has been very insignificant. Administrative justice is one of such mechanisms which appear to have been ignored in the efforts of sanitising the system. The question is, to what extent administrative justice can be employed in the promotion of good governance.

Administrative justice is a component of justice (Badamasiuy & Bello, 2013; Holzer & Yang, 2005). Justice is an essential, indispensable core value in any organised, civilised human society. One of the fundamental functions of the state is the administration of justice and in functional terms this could be exercised even outside the traditional adjudicatory system managed by the courts. Although the courts are indispensable state institutions, the administration of justice is no longer within their exclusive province (Badamasiuy & Bello, 2013). Institutions, statutory bodies, public authorities and agencies have emerged with enormous administrative powers (Holzer & Yang, 2005). For example in Ghana Commission on Human Rights and Administrative Justice (CHRAJ) is constitutional mandated to investigate and assist in the adjudication of all administrative and human rights relative matters in state institutions in particular. Over the years (CHRAJ) has increasingly been assuming and exercising critical adjudicatory functions, dispensing justice in a different, sometimes informal, setting.

For the purpose of this study administrative justice refers to fair application of rules and procedures in dealing with issues of administrative nature such as resolution of conflict, grievances, dismissals, minority rights and so forth.
2.3 The Concept of Corporate governance

There is no one universally accepted definition for the concept of corporate governance. However many scholars in the field of governance have attempted to define the concept from varied perspective to suite a context. Abor and Adjasi (2007) define corporate governance as the process and structure used to direct and manage the business affairs of the company towards enhancing business prosperity and corporate accountability with the ultimate objective of realizing long-term shareholder value, whilst taking into account the interest of other stakeholders.

To Abor & Adjasi (2007) corporate governance is not an event but a dynamic process that occurs through a defined structure to attain corporate goals. Upkana, (2010) sees corporate governance as the practices, principles and values that guide a company and its business every day, at all levels of the organisation. Upkana appears to recognise that organisations in their operation should be guided by values. However, some values of some business entities may be good to enhancing the financial performance of the company but inimical to the general good of society. Tricker (2007) contends that corporate governance is about exercise of power over corporate entities. Here, Tricker failed to define the power the source of that power. This is because regulatory authorities can exercise power over corporate bodies to comply with certain rules and regulation even at the displeasure of corporate bodies. Corporate Governance is the system by which companies are directed and controlled (Cadbury Report, 1992).
Corporate governance involves a set or relationships between a company’s management, its board, its shareholders, and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined. (OECD, 2004; 1999). The central piece of this definition is that corporate governance is a relationship issue among corporate players. It the relationship between investors and corporate management as well as other interested parties who are affected by the activities of such corporate bodies in determining the direction and performance of a corporation.

For the purpose of this study the definition by Australian Stock Exchange (2003) that corporate governance is the system by which companies are directed and managed was adopted. It influences how the objectives of the company are set and achieved, how risk is monitored and assessed, and how performance is optimized. By expansion the system includes the structures, processes, procedures, principles and guideline that are employed to regulate the conduct and behaviour of corporate entities.

2.3.1 Corporate Governance Arrangement in Ghana

More formal corporate governance structures and institutions are relatively not widespread though a number of laws provide for governance structures for companies in Ghana. These include:

1. The Companies Code 1963 (Act 179), which provides for governance of all companies incorporated in Ghana;

It is further supported by:

1. The Ghana National Accounting Standards;

2. The codes of professional conduct imposed by the Institute of Chartered Accountants (Ghana)

Tsamenyi et al. (2007) argued that on the issue of disclosure and transparency the companies’ code requires that annual audited accounts are laid down before shareholders at an annual general meeting and specifies the minimum content of such accounts (financial statements comprising profit and loss, balance sheet and cash flow statements, and notes of the accounts). The GSE listing regulations provide the timeframe within which annual reports should be circulated and also require investors to be provided with information such as members of the board and key executives and their remuneration, material foreseeable risk factors, major share ownership and voting rights, and the financial and operating results of the company. In addition, the code, supported by the GSE listing regulations, requires among others that listed companies establish and maintain audit committees and provides for the appointment retirement and removal of directors as well as their qualifications.
2.3.2 The relevance of Corporate Governance in Organizations

Corporate governance is concerned with the relationships of suppliers of financing to the corporation and how those suppliers assure themselves of getting a return on their investments (Shleifer and Vishny, 1997). Corporate governance fundamentally deals with agency problems caused by the separation of ownership from management (Roe, 1994).

From a financial perspective, corporate governance is the construction of rules, practices, and incentives to effectively align the interests of the agents (boards and managers) with those of the principals (capital suppliers). While the rules and incentives are increasingly being set by regulators (for example, the Sarbanes-Oxley Act), historically firms themselves set the rules and incentives rather than the legal, political or regulatory systems (Turnbull, 1997). Among those rules or practices firms can create to reduce agency costs are corporate governance guidelines. Corporate governance guidelines are lists of practices indicating how the board of directors will attempt to oversee the management of the firm and carry out its responsibilities to the firms' suppliers of capital.

There is conflicting evidence as to the effects of specific corporate governance actions on a firm's performance or market value (Larcker et al., 2004). Research studies of governance structures and mechanisms have tended to produce contradictory results. However, there is evidence of an association between corporate performance and attention to governance (Jantzi, 2003), including a recent study by Governance Metrics International that demonstrated that companies with the highest measures of good governance outperformed their peers across a number of performance measures.
(Morgenson, 2003). Further, recent research on institutional investors indicated that over three-quarters were willing to pay substantial premiums for firms with strong governance policies (Newell and Wilson, 2002). Firms with corporate governance guidelines should be viewed as practicing good governance and as being responsibly managed. Investors will recognize the possibility of good governance and will reflect their expectations of the actions of managers and boards of directors in the prices paid for the corporations' securities (Kester, 1997).

If the stock price increases when the board of directors announces the enactment of corporate governance guidelines, then that action should be indicative of a pro-shareholder animus on the part of the board of directors. Most corporate governance guidelines are enacted with little fanfare (Morgenson, 2003). Historically, enactments of the guidelines first appear in the proxy statements for the companies' next annual meetings, with companies appearing to use the government filing system as the disclosure mechanism. The announcements are often buried in the proxy statements among board nominations and the discussion of executive compensation issue (Larcker et al., 2004).

2.3.3 Key pillars of corporate governance

According to there are four pillars of corporate governance. These are Accountability, Fairness, Transparency and Independence.
2.3.3.1 Accountability

According to Bavly (1999), just as every social structure has its own accountability system, in the classic market economy a company is held responsible in the marketplace. In the same vein, corporate governance is based on the premise that corporate officers operate best when they are held to account for what they do.

In the area of accountability the question that is usually posed is to whom the board is accountable to. According to Mehenna & Vernon (2004) accountability should be seen from two perspective; first management being accountable to the Board and second the Board being accountable to shareholders. These two levels of accountability are deeply rooted in the agency and stewardship theories. Tricker (2007) however asserts that accountability should not be limited to management and board because behavior of organizations potentially affects a wide spectrum of people that usually goes beyond the immediate premises of the organization involved.

2.3.3.2 Fairness

According to Rawls (1999) laws and institutions no matter how efficient and well-arranged must be abolished or reformed if they are unjust or unfair. Corporate players are expected to display a high sense of fairness to their institutional investors and individual shareholders in the corporate enterprise. To Kibirige (2011) fairness should be a hallmark in the dealings of corporate institutions and their constituents. It is their responsibility of every corporate entity to protect Shareholders rights, treat all shareholders including minorities, equitably and provide effective redress for violations. However, the concept of fairness is largely exercised within a legal framework and institutional principles,
guidelines and procedures. The tendency of arm-twisting among corporate executives to the disadvantage of minority and other vulnerable groups such as employees and the larger society very often looms large in the affairs of corporate organizations (Ghosal & Sokol, 2013). Unfair treatment within corporate can result in corporate suite, conflict, apathy and sometimes decline in corporate performance. The role of the office of the company secretary to ensure fair play in terms of advising and facilitating a strict compliance to the rules and procedures of the company seems to have been overlooked in most literature on corporate governance.

2.3.3.3 Transparency

It is a common practice that board used the audited, historical financial account to tell shareholders the story of their stewardship. This trend is apparently changing at a fast pace. According to Tricker (1999) listed companies are expected to say far more not only about how the company has been performing but to tell the story behind its current performance and to anticipate it future. Many companies such as Eron, WorldCom and other corporate entities suffered from transparency related problems that led to their insolvency. Disclosure matters have been reduced to undue optimism and public relations spin and thereby raising false hope among shareholders and other stakeholders. Kibirige (2011) transparency must ensure timely and accurate disclosure on all material matters, including the financial situation, performance, ownership and corporate governance. Complying with transparency matters also demand that you have a dedicated, independent and experienced compliant officer, which is the company secretary.
2.3.3.4 Independence

Top officials of corporate entities such as the chief executive officer, board chairman and other management and senior staff influence and are influenced by others in the daily routine of their work (Fuping & QiaoYan, 2007). In organisations politics, social network and social relationships tend to undermine the independence in corporate decisions and decision making processes. Procedures and structures are in place so as to minimise, or avoid completely conflicts of interest. It is expected that Independent Directors and Adviser are free from undue influence of others. The company secretary according to the Ghana’s companies code is required by law to offer unbiased and independent advice to management and boards in respect of governance of corporate if corporate organisations.

Having discussed the key pillars of corporate governance, there is the need to also discuss the various roles that chief actors within the governance architecture of corporations such as the board and management, boards chairman, CEO, Audit Committee and so forth should play to strengthen good corporate governance and administrative justice.

2.3.4 Roles of chief actors

2.3.4.1 The Board’s Role vs. Management’s Role

Despite the sweeping changes in corporate governance, the foundation of director obligations has remained constant-exercising good faith and forming sound judgment on decisions relating to the corporation and ties business. The responsibility for corporate strategy and operations is placed in the hands of the board of directors of the company and a management team that is selected, motivated and, when necessary, replaced by the board.
A company listed on the Ghana Stock Exchange is managed under the direction of the company’s board. The board delegates to the CEO and through him or her to other senior management, the authority and responsibility for managing the everyday affairs of the company. Directors monitor management on behalf of the company’s stockholders.

The board of directors (BOD) is therefore central to the link between corporate governance and performance of the management. Jensen (1983) contends that while the ostensible role of the BOD is to provide high-level counsel and oversight to the management, corporate internal control problems often originate from the BOD itself. He attributes the failure of BOD to issues such as CEO’s agenda setting power, low equity of the board members, overcrowding of the board, and a board culture that encourage consent rather than dissent. The long-term success of any company is dependent on a sound strategy, competent management and valued assets, a market for its goods and services and access to investment capital.

An organisation’s board of directors has very specific duties distinct from those of management. Management manages while boards oversee (Sison & Kleiner, 2001). Board of directors and executive management must be accountable to the shareholders for the performance of the business and the stewardship of assets. Although it is believed that boards should consider the shareholder’s perspective to be paramount, other constituencies are important. The board needs to tell investors how it has taken into consideration, the interest of consumers, regulators, employees and other important groups, which are affected by the company’s activities. The more far-sighted boards have long recognized that transparency and dealing fairly with all groups is consistent with
building long term value for shareholders. Today’s board members are appointed not just to look after today’s business but also to ensure there is a business to manage tomorrow.

Effective corporate governance requires a clear understanding of the board and of senior management and their relationship with other in the corporate structure. The board of directors has the important role of overseeing management performance on behalf of stockholders. Its primary duties are to select and oversee a well-qualified and ethical CEO who with senior management runs the corporation on a daily basis, and to monitor management performance and adherence to corporate standards. Effective corporate directors are diligent monitors, but not managers of business operations. Senior management led by the CEO, is responsible for running the day-to-day operations of the corporation and properly informing the board of the status of such operations. Management’s responsibilities include strategic planning, risk management and financial reporting.

To (Charan, 1998), a board provides counsel to management and should not get involved in the day-to-day affairs of the organisation. In other words other managers in organisations should have their freedom and independence to go about their duties with undue interference by the board. It is believed that a board that is overly active in day-to-day management can reduce the effectiveness of the organisation. That notwithstanding, Sison and Kleiner (2001) argue that neither board members nor officers have individual power or authority, rather the power and decision making ability lie with the full board as a group. This implies that the board typically reserves certain powers for itself. Among these powers are selecting the chief executive, amending bylaws, approving the annual
budget and long-term plans, filling interim board vacancies, and establishing committees and appointing directors to these committees (ibid).

Furthermore, the board assists management in policy formation and developing strategic plans. Management primarily develops the plan and is responsible for implementation while the board monitors and advises. Fleming (1998) states that effective board also sets standards to measure how well management performs, and initiates actions where necessary to see that management carries out its obligations to serve the best interest of the shareholders. According to Sison and Kleiner (2001) there are three philosophical approaches for a board: strategic, policy making, and operational. Each of these philosophies produces different outcomes and benefits. The outcome of a strategic board is an organisation with strong core values and a clear mission understood and championed by the board members. Directors with a strategic philosophy are concerned with what matters to their profession, industry or cause (Houle, 1997). A policy-making board defines limitations for the staff and addresses the short-term and long-term financial needs of the organisation. These boards tend to review reports and ratify recommendations of executive management. Operational boards tend to take the more hands-on approach to managing the activities and programmes of the organisation.

### 2.3.4.2 Auditors

Usually, the role of auditors has been of assurance (watch dog). Most regulatory framework provides that before the commencement of business, the company should
have auditors. Indeed, the auditors’ advise the company on the setting up of its books of account.

Historically, leading companies are known to have engaged the services of a professional external auditor long before it was a legal requirement as the capital markets placed greater faith in accounts that had been subjected to independent examination. The primary objective of an audit is to enable auditors express an independent opinion on whether the financial statements are prepared in all material respect to give a true and fair view in accordance with identified financial reporting framework. Though, the preservation of investor confidence has always remained at the heart of statutory audit, modern auditing process has adapted to the complexity of business. Auditors have the primary responsibility to report to the shareholders at the annual general meeting.

2.4 Theoretical Review

2.4.1 Stewardship theory

According to Stewardship theory, directors of companies are regarded as the stewards of the company assets and are pre-disposed to act in the best interest of the shareholders (Mallin, 2007). Stewardship theory relates to the board’s task of providing support and advice to management (Davis, 1991). The office of the company secretary and for that matter the company also sits at the board and management level to take strategic decision for the company. Furthermore, the office of company secretary is established by law and appointment of the company secretary is made by the board. The company secretary is expected by corporations to act in the best interest of the shareholders. They are supposed to offer unbiased and professional advice to both the board and management. They are to
act as stewards, supporting and advising the board on governance issues of the corporation at all times.

The stewardship theory has its roots from psychology and sociology. According to Abdulla and Valentine (2009), stewards are company executives and managers working for the shareholders. The stewards protect and make profits for shareholders and are satisfied and motivated when organizational success is attained. Stewardship theory argues that the effective control held by professional managers empowers them to maximize firm performance and corporate profits. Regarding the leadership structure, stewards maximise their utility because they achieve organisational rather than self-serving objectives (Davis, 1991; Balta, 2008). Similarly, in the leadership structure of corporations, company secretaries are integral part it and they are mandated to see to proper coordination and functioning of the structure by ensuring that each actor on the structure an organisation does not act in an ultra vires manner.

Stewardship theorists contend that superior corporate performance is associated with the majority of inside directors because; first, they ensure more effective and efficient decision-making and second, they contribute to maximise profits for shareholders (Kiel and Nicholson, 2003). Consequently, insider-dominated boards are favoured for their depth of knowledge, access to current operating information, technical expertise and commitment to the firm. The company secretary being an integral part of the decision making process is supposed to be exercising their stewardship role by giving to the board, management and senior members of the corporation independent and useful pieces of
advice, including furnishing current operating information from all departments to the board, investors, shareholders management and other stakeholders.

2.4.2 Agency theory

In the context of corporations and issues of corporate control, agency theory views corporate governance mechanisms especially the board of directors, as being an essential monitoring device to try to ensure that problems that may be brought about by the principal-agent relationships are minimized (Moldoveanu and Martin, 2001; Mallin, 2007). According to Blair (1996), managers as agents must be monitored and institutional arrangements made to assure checks and balances are in place to avoid abuse of power. Agency theory suggests that boards should consist of outside and independent directors. It also proposes that the position of the board chairman and chief executive officer should be separate (Daily and Dalton, 1992; Balta, 2008).

When the separation of those two roles is violated, mainly when the chairman is under the influence of the chief executive officer, the agency cost becomes great and the firm will suffer in the financial and control market (Dalton et al., 1999; Balta, 2008). However, it also important to note that when the company secretaries bring their competencies and skills to bear on the relationship between CEOs and chairmen, such conflict would be greatly reduced. Though the company secretary is also an agent of the company, they have a special role of mediating among players in the running of the company yet their role has not received sufficient attention in literature and in the agency theory. Although Agency Theory is the dominant perspective in corporate governance
studies, it has been criticized in recent years (Blair, 1996; Hoskisson et al., 2000; Fan, 2004) because of its limited ability to explain sociological and psychological mechanisms inherent of the principal-agent interactions (Davis, 1991).

2.4.3 Institutional theory

From an institutional perspective, organisations operate in an environment dominated by rules, requirements, understanding and take-for-granted assumptions about what constitute appropriate or acceptable organisational form and behaviour (Oliver, 1997). Literature on institutional theory emphasises the survival value of organisational conformity to institutional environments. Tolber & Zucker (1983) argue that the adoption of policies or programmes is importantly determined by the extent to which the measure is institutionalised. Compliance to regulations by corporate entities is key to their survival and company secretary is very instrumental in all compliance related issue of the company.

Institutional theory is a widely accepted theory that emphasises rational myths, isomorphism, and legitimacy. Institutional theory focuses on the deeper and more resilient aspects of social structure. It considers the processes by which structures, including schemes, rules, norms, and routines, become established as authoritative guidelines for social behavior (Scott, 2004).

DiMaggio & Powell (1983) argued that under the processes of isomorphism, organisations must have the same form and emulate each other because they are in
similar environments. They distinguished between competitive and institutional types of isomorphism. The latter is the subject of this study on institutional isomorphism, and the authors argued that organisations must appear legitimate to their broader constituencies and stakeholders in order to secure the resources they need for their survival. The authors point out that to gain legitimacy, organisations have to conform, or be seen to conform, to what is expected of them. The three classifications of institutional isomorphism are mimetic, coercive and normative are discussed below.

2.4.3.1 Mimetic Isomorphism

Mimetic isomorphism occurs when organizations are faced with uncertainty situations. In situations where the organizations are not sure what to do, they frequently look to frameworks and emulate what they do in similar situations in order to be more legitimate and successful. DiMaggio & Powell (1983) contend that it is easy to predict the organisation of a newly emerging nation’s administration without knowing anything about the nation itself, since peripherals are far more isomorphic in administrative form and economic patterns than any of the world systems of the economic division of labour would lead one to expect.

They add that unlike coercive isomorphism, mimetic isomorphism stems from standard responses to uncertainty. The degree of uncertainty is a powerful force that encourages imitation. It can be reasonably argued that organisations will mimic the activities, standards and principles of successful organisations when they are uncertain about the effects of their current principles on the organisations’ future. When organisations poorly
or partially comprehend the technologies employed, when they have unclear goals, and when the environment in which they operate presents a certain degree of uncertainty, they model themselves after other organisations. Organisations emulate similar organisations in their field that are more legitimate and successful (DiMaggio & Powell, 1983).

Other authors shared the same view the authors above. They also posit that imitating the behaviour of other successful organizations that have adopted an innovation creates or enhances legitimacy (Haverman, 1993; Huault, 2004). Adoption demonstrates that the organization is attempting to improve conditions for functioning. The scholars add that imitation may be indirect or unconscious, above all when skilled employees transfer or move from one organization to another. Imitation may also be explicit when innovation adoption is the result of decision makers or employees recruited from an external organization.

2.4.3.2 Coercive Isomorphism

This form of isomorphism stems from political influence and the problem of legitimacy. According to DiMaggio & Powell (1983) coercive isomorphism might originate from all spheres of an organisational or political environment. They add that coercive isomorphism takes the shape of a formal or informal pressure exerted on an organisation by external parties or other superior organisations they depend upon, as well as the cultural environment within which an organisation operates. In their conclusion, they stated that in most instances, such pressures might be perceived by organisations as force, persuasion or an invitation to adopt a particular policy. Coercive isomorphism can either be internal or external to the organization.
Other scholar share the same view with the above author, they posit that external influences may be direct and explicit, imposed by the external organization on which the focal organization depends or indirect when an organization itself adopts an innovation with the goal of gaining the support of other important organizations in its field. Coercive isomorphism has been used in many studies in Information Systems to explain the adoption of an innovation or an information system (Tolbert and Zucker 1983; Gular et al. 2002; Hu et al. 2006).

2.4.3.3 Normative Isomorphism

On this type isomorphism, DiMaggio & Powell (1983) argue that professionals play a major role in it. Organisational personnel who are also members of a profession are recognised as possessing specialised training and knowledge, and they are capable of dictating the terms and conditions of employment in the labour market. According to Carruthers (1995), normative isomorphism points out two actors-the state and the profession-as being particularly important for how rationalised procedures spread among organisations. Carruthers (1995) indicates that pressures arise from professionalisation, which socialises personnel within the organisation to view certain types of structure, membership and processes as legitimate. Earlier studies by Larson (1977) & Collins (1979) interpreted professionalisation as the collective struggle of members of an occupation to define the conditions and methods of their work to control the ‘production of producers’.

DiMaggio & Powell (1983) are also of the view that professionals are subject to the same coercive and mimetic pressures as organisations. They point out while various types of
professionals within an organisation may differ from one another they are similar to their professional counterparts in other organisation. It is agreed that in many cases, professional power is assigned by the state, as it is created by the activities of the. DiMaggio & Powell (1983) cited two other important aspects of professionalisation that are important sources of isomorphism. The first one relates to formal education and legitimation in a cognitive basis produced by university specialists. The second one is the growth and elaboration of professional networks that span organisations and across which new models diffuse rapidly.

DiMaggio & Powell (1983) observed the pivotal role of universities and professional training institutions in the development of organisational norms among professional managers and their staff. They stated that professional and trace associations are another vehicle for the definition and promulgation of normative rules about organisational and professional behaviour.

Perrow (1974) advanced that such a mechanism creates a pool of interchangeable individuals who occupy similar positions across a range of organisations and possess a similar orientation and disposition that may override variations in traditions and control that might otherwise shape organisational behaviour.

DiMaggio & Powell (1983) argued that one important mechanism for encouraging normative isomorphism is the filtering of personnel in organisations. In many organisational structures, the hiring of individuals is conducted among firms and
organisations within the same industry or departments, or by directly recruiting them from professional or academic training institutions that provide training in that particular field based on the skill-level requirements. Many professional career paths are so closely guarded—both at the entry level and throughout the career progression—that individuals who make it to the top are virtually indistinguishable and indispensable (DiMaggio & Powell, 1983).

Swanson & Ramiller (1997) also assert that once an innovation is launched in the market, experts, consultants, producers, and professionals in the sector collectively evaluate and clarify its advantages; this evaluation process takes place during the assimilation of a technological innovation (Newell et al. 2000). In this sense, as certain studies have shown, a decision to adopt a technological innovation did not necessarily result from a search for economic optimization but rather from a search for conformity to the norms of a professional network that decision makers belong to (Markus & Tanis 2000).

2.5 Conceptual framework before analysis

From the existing literature, research objectives and questions the researcher developed the framework for this study. From the framework the existence and recognition of the Office of the Company Secretary help strengthen Administrative Justice and Corporate Governance in the listed companies in Ghana.
Figure 2.1: conceptual framework before analysis
CHAPTER THREE

RESEARCH METHODOLOGY

3.0 Introduction

This chapter describes the research methodology used for this study, which includes the research design, philosophical assumption underlying this study, research approach and strategy, population, sample and sampling techniques, sources of data, data collection instruments and approach used to analyse the data.

3.1 Research design

This section explains the research design for the study. Research design is defined by Saunders, Lewis and Thornhill (2011) as the general plan of how a researcher goes about answering the research questions. Exploratory research design was employed in this study. Krishnaswami and Ranganatham (2007) explained that exploratory research is a preliminary study of an unfamiliar problem about which the researcher has little or no knowledge. Myers (2009) defines exploratory research as an approach to qualitative research where the primary motivation is to explore and discover new phenomenon. As indicated in chapter one and two, literature on the role of the office of company secretary in strengthening corporate governance and administrative justice has barely been seen in previous studies. This exploratory study, therefore, serves an initial effort towards bridging scholarly gaps that exist in obtaining rich data on the role of the office of the company secretary in strengthening corporate governance and administrative justice in listed companies in Ghana.
3.2 Research Philosophy

This sub-section of chapter three looks at the philosophical underpinning of the study. The philosophy of any research is very crucial as it tends to serve as contour to ones’ worldview about a phenomenon. Consequently, Denzin and Lincoln (2011) have rationalised the fact that research should be guided by a philosophy, which characterises the investigator's particular beliefs about the nature of data collection, analysis, and how phenomena are to be perceived and interpreted. In articulating how important a research philosophy is to the researcher, Saunders et al. (2011) also maintained that, a clear philosophy allows the investigator to think critically about the enhancement of knowledge. The enhancement of knowledge is a product and a reflection ones’ ontological and epistemological outlook, which then become critical to one’s approach at investigating phenomena.

An ontological position reflects the researcher's view about the nature of the world (Gill & Johnson, 2002). Therefore, in this study, the researcher believed that there were multiple realities experienced by offices of company secretaries in the effort to strengthen corporate governance and administrative justice in their respective listed organisations. The study envisaged the likelihood of individual offices of company secretaries experiencing and discharging their role in respect of the concept of corporate governance and administrative justice from different orientations and perspectives. This is in tandem with this study’s belief that knowledge is created by identifying the different realities company secretaries experienced in their effort to strengthen corporate governance and administrative justice. With this understanding in mind, the centre of attention of this
study, therefore, was not looking for or testing a right answer but rather to augment understanding by exploring the concepts and practices of the offices of company secretaries in strengthening corporate governance and administrative justice in listed companies in Ghana.

Epistemology refers to the assumptions about knowledge and how it can be obtained (Hirschheim, 1992). It is therefore the branch of philosophy concerned with the nature and scope of knowledge (Ying-Yueh, 2009). The epistemological stance in this research was interpretivism, which assumes that access to reality (given or socially constructed) is only through social constructions such as language, consciousness, shared meanings, and instrument (Myers, 2013). This research work, therefore, attempts to understand phenomena through the meanings that people assign to them, rather than relying on predefined dependent and independent variables. In particular, this study sought to understand the role of the office of the company secretary in strengthening corporate governance and administrative justice Ghanaian in listed companies through the meanings that company secretaries’ involved with listed companies assign to roles. Thus, this study focused on the meaning of corporate governance and administrative justice from the perspectives of these practitioners. This strategy is desirable and appropriate because it will better aid the understanding of the role of the office of the company secretary in strengthening corporate governance and administrative justice from the Ghanaian perspectives.

The study did not anticipate the conclusion on the subject matter but rather sought to let the data speak for itself (Perry, 1998), in order to offer rich and insightful perspectives
regarding the role of the office of the company secretary in enhancing corporate governance and administrative justice in organisations. It is the assumption of this study that, knowledge or truth was not 'out there' to be found (Jankowicz, 2005). In other words, the phenomena and information could not simply be discovered and measured quantitatively to form statistical generalisation. It was important, therefore, for the researcher to directly interact with these experts (company secretaries) to establish a socially constructed understanding on the subject matter. An interpretive paradigm was therefore deemed most appropriate for addressing the research objectives and research questions in order to enable the researcher capture the richness and complexity of the company secretary’s role in engendering corporate governance and administrative justice. The next section discusses inductivism as an approach to building a framework for the study.

3.3 Research Approach

According to Saunders et al. (2011), there are two major approaches to the building and testing of theory; namely deductivism and inductivism. While the deductive approach emphasises on analysis of relationships and use of various controls, physical or statistical, to allow the testing of hypotheses (Gill & Johnson, 2002), the inductive approach concerns the explanation of subjective meanings which involves the systematic collection and analysis of qualitative data (Gilmore and Carson, 1996). This research sought the use of inductivism to explore data and develop theories from the findings that would subsequently relate to the literature, however, its justification is based on the research questions and objectives (Creswell, 2012). The inductive approach was therefore selected
to gain better understanding of the research problem and questions, and hence refine a
theory for this research.

3.4 Research Strategies

Although literature has guided and informed this study, there are ambiguous
categoricalisations and understanding on the concept of corporate governance and
administrative justice and the role that office of the company secretaries should play in
strengthening these two major concepts in the affairs of corporations. Methodologically,
this study believed that using naturalistic procedures could yield richer data that would
facilitate the exploration and understanding of the role of the company secretary and
their perspectives and beliefs on corporate governance and administrative justice in ways
not available to researchers had quantitative method been employed (Robson, 2002).

According to Creswell (2012), a qualitative method focuses on the process of meaning
constructing and can clarify what and how the meanings of the role of the office of the
company secretary are represented by various industries on the Ghana Stock Exchange.

Another justification for choosing qualitative research was to provide a comprehensive
overview of the interpretations of role of the office of the company secretary in
strengthening corporate governance and administrative justice. There were three major
methods of qualitative research that could have been used to address the purpose of this
study, including focus group discussions, case studies and depth interviews (Creswell,
2012). Though focus group discussion is potentially advantageous in listening, steering
and moderating a discussion, it was reasoned that participants would not want to disclose
potentially sensitive information in front of their competitors in the same industry and
may violate the ethical considerations of this study (Ying-Yeuh, 2009). A case study was also not adopted since it involved the exploration of a single entity or phenomenon and collecting detailed information to explain the situation (Yin, 1994). Since the role of the office of the company secretary within Sub-Saharan Africa and for that matter Ghana has not been fully investigated a more in-depth understanding of the phenomenon, afforded by the use in-depth face-to-face interview of company secretaries was required.

3.5 Research Population

This section describes the population of the study. Malhotra (2011) defined the research population as the collection of elements or objects that possess the information sought by the researcher and about which inferences are to be made. Recent reports on the state of the Ghanaian economy published by Institute of Statistical Social and Economic Research (2014) have identified Ghana as a composition of several service and manufacturing industries. Among these are the agriculture, mining, banking, tourism and telecommunication sector. These concerns provided a justification for this study to be located in the Ghanaian service industry.

The Office of company secretaries of companies listed on the Ghana Stock Exchange constituted the population of the study. The office of the company secretary is largely manned by individual lawyers, law firms, Accountants and accounting firms or the legal department of the companies. According to the Ghana Stock Exchange (2015) there are thirty eight listed companies in Ghana, hence, these company secretaries in these listed companies formed the population of the study. Listed companies are public entities with
varied shareholders and stakeholders. There is a great concern for the proper management of these companies in order to maximize shareholder value. There is, therefore, a legitimate expectation on the part of the shareholders and stakeholders of listed companies that their interests are sufficiently protected through good corporate governance practices.

According to Lixin (2009), the financial markets all over the world have recently been thrown into deep crisis and the financing functions of the domestic capital markets have almost been paralyzed. As a result, it has been argued that it is high time more efforts are put into improving the institutional arrangements of the supervisory functions in the governance of listed companies to strengthen corporate governance, to restrain the actions and behaviors of major shareholders, directors and the executives, to strengthen their concerned responsibilities, to put greater attention and more protection on the promotion of minor shareholders’ confidence on capital markets, and to maintain the steady and sustainable development of capital markets in the long run (ibid). It is against this backdrop that company secretaries have been chosen as the population for this study. Company secretaries are supposed to be chief advisers and chief governance officers of their respective listed companies who should be offering professional advice on corporate governance and administrative justice (Society of Corporate Secretaries and Governance Professionals, 2014). Since the role of the company secretary is statutory in nature, it would be useful to find out how their role impact good corporate governance and administrative justice.
3.6 Sample and Sampling Techniques

This section presents the sample and sampling technique employed in study. It talks about the sample size and the type of sampling technique that was used the rationale behind their usage.

After a clear definition of the population from which the sample is to be drawn, Malhotra (2000) posits that it becomes necessary to decide on the sampling design to be used. Sampling refers to the selection of individuals, units, and settings to be studied (Cresswell, 2011). Whereas quantitative studies usually strive for random sampling, qualitative studies often use purposive or criterion-based sampling (ibid). According to Malhotra (2000), the objective of the sampling process is to choose a sample that would realistically reproduce the characteristics of the population; this was considered very essential in this research. However he noted that, this objective is practically never completely attained due to the occurrence of two types of errors; bias in selection and sampling errors. According to Malhotra (2011), two broad choices are available for sampling techniques; probability and non-probability sampling. While the earlier provides an equal chance of selecting respondents based on statistical methods, the later empowers the researcher's judgement in the selection of sample elements. Some research scholars advice that, selection of a probability sampling technique is often appropriate in quantitative studies where there is interest in statistical inferences other than gaining insights, and also in cases where the intent is not to describe the individual parts of the sample but rather obtain a composite profile of the population of interest (Krishnaswami and Ranganatham, 2007; Saunders, Lewis and Thornhill, 2009).
In view of the above argument, for an exploratory research of this nature, probability sampling method may not be well suited in obtaining deeper insights into the phenomenon of the function of the company secretary in strengthening corporate governance and administrative justice. It stance to reason, therefore, that non-probability techniques would be more appropriate. Creswell (2012) suggested that exploratory studies of a qualitative nature like this research may resort to the use of purposive sampling, snowball, convenience, quota sampling or a combination among other techniques. While various non-probability sampling options exist, purposive sampling is identified with minimal bias in reaching a specific target of respondents as opposed to convenience and snowball sampling where the researcher is in quick search of available respondents and initially unaware of respondent's knowledge capacity respectively (Myers, 2013).

Purposive sampling is rather based on the capacity of respondents to provide detailed insights to address the study's research questions. Exploring the role of the office of the company secretary required gathering knowledge from the subjective experiences and opinions of company secretaries in the establishments listed on the Ghana Stock Exchange. Moreover, exploring the issues in corporate governance and administrative justice and the role that company secretaries should play in that regard was seen as quiet a technical task which could not have been left to the interpretation of employees or managers who do not take part in critical corporate decisions. Considering these conditions, using a purposive technique was deemed appropriate for the selection of respondents for this study. In all, ten (10) company secretaries from 38 listed companies
were purposively selected as respondents for the study. Out of the ten selected company secretaries, four were from the banking industry, two were from insurance industry, three are from manufacturing industry and one is from the petroleum sector. One of the companies chosen from banking industry was previously state-owned and later transitioned to a listed company. Within the banking industry, there were two companies with global stretch and have their presence in other countries and continents. In the manufacturing sector, one of the companies was previously owned entirely by a Ghanaian and it was more or less a family business and later listed on the Ghana Stock Exchange. The thrust of selecting company secretaries from different industries was to understand their experiences and opinions about their role in strengthening corporate governance and administrative justice.

3.7 Type of Data and Data Collection

The first step was to define the type of data required. Corbin and Strauss (2014) have cautioned that, failure to define relevant data may lead to insufficient findings. Qualitative data was appropriate for the study since the research questions under exploration did not seek to measure statistical relationships between the concepts of corporate governance and administrative justice, but rather to indepthly explore and interpret practices, experiences and opinions of company secretaries’ role in strengthening corporate governance and administrative justice in listed companies in Ghana.
The data was collected through the use of face to face interview with the aid of an interview guide. The researcher was able to interview ten (10) company secretaries out of thirty eight (38) whose companies are listed on the Ghana Club 100.

3.8 Source of Data

Malhotra (2011) discussed two broad sources of data in research as primary and secondary data. Primary data, also known as the original data is collected on the basis of the research questions by way of interacting with respondents (Carson et al., 2001). Inversely, secondary data is extracted from existing studies usually for further analysis or to obtain deeper knowledge on a given phenomena. Secondary data has an advantage of rapid access, insights into problem development and background trends which lent credibility to this study (Myers, 2013).

However, as far as this study was concerned the main source of data was primary through the use of face to face interview. Primary data was collected from company secretaries and analysed qualitatively as means of exploring their role in strengthening corporate governance and administrative justice. Gleaning primary data for this study was appropriate as there was limited information on the role of company secretaries and how their roles facilitate the strengthening of corporate governance and administrative justice. That notwithstanding, some amount of secondary data such as the use of articles from journals, books and seminar papers were also employed.
3.9 Research Instrument & Design

Interpretivism, which is an underlying philosophy of this research, recognizes the use of naturalistic methods (Angen, 2000). In exploratory research, naturalistic procedures could yield richer data and understanding. As explained earlier, this study did not purposed to quantitatively measure some fixed relationships and variables, but rather to explore and understand the subjective experiences of respondents in the performance of their roles as company secretaries. Consequently, face-to-face interview was, therefore, considered as the main instrument to collect the data. Moreover, Saunders et al. (2011) report that, managers and experts are more likely to agree to be interviewed rather than complete a questionnaire, especially when the issue to be discussed is seen to be interesting and relevant to their current work. The face-to-face interview was based on an interview guide designed to suit the study.

Although there have been a plethora of work done on the concept of corporate governance, literature on the role of company secretary in strengthening corporate governance and administrative justice could barely be found. It became extremely difficult to have a model of research instrument that would serve as a guide for this study. As a result of this, the researcher designed an unstructured interview guide to reflect the objectives and the research questions of this study.

According to Silverman (2011), credibility and validity in gathering qualitative data remains very essential. To ensure credibility and validity in collecting relevant data, the researcher sought to conduct a pilot test with the interview guide on two company
secretaries from two companies. From the pilot test, certain sections of the guide were reshaped. Again, the interview guide was subjected to critique and several levels of revision by the researcher’s supervisor who has immeasurable experience with qualitative research in order to fine-tune it to meet purpose of the research.

Finally, four sections were developed in the guide based on the purpose of the study. The first section concerned itself with background information of the respondents and also purpose of the study. The second section sought to explore respondents understanding on the general role of the office of the company secretary and challenges associated with the discharge of their role. In the third section, the interview guide sought to find out ways through which the office of the company secretary strengthens corporate governance issues in their respective establishments. Finally, the fourth section of the interview guide probed into the role of the company secretary in strengthening administrative justice.

Interviews were very involving but provided certain advantages of which this study benefited from (Beri, 2000). Furthermore, certain themes were brought to light, which immensely facilitated analysis of findings. Samples of the questions asked include:

1. What are some of the problems of work as a company secretary?
2. Do you think head of legal and company secretary should be separate jobs? Why?
3. What does the office of the company secretary do?
4. Describe key components of corporate governance that your office addresses.
5. What is your understanding of Administrative justice?
6. What role does your office play in Communication between and among directors and senior officers of the company?

3.10 Data Collection Procedure

After the research instrument was designed, the researcher proceeded to conduct the field interviews. This data gathering format involved a direct face-to-face conversation between the interviewer and the interviewee. The researcher personally visited prospective participants at their work places to submit an introductory letter from the University of Ghana Business School and a copy of the interview guide. This was to ensure that, participants were well prepared for the interview. Following this, the researcher scheduled times for interview sessions. All interviews were conducted at times scheduled by the interviewees themselves to ensure maximum attention and convenience. Participants were fully assured that, information gathered was solely for academic purposes.

During the interview process, the researcher had to extremely pay attention and at same time quickly take notes in order to memorise important information and ask extra questions, if any new ideas were raised (Creswell, 2012). Listening and taking notes concurrently was quite challenging as the researcher had to ask the respondents to repeat certain responses. A series of open-ended questions were asked, with flexibility in questioning style and also to address the nature of the topic without boundaries on the responses (Sekaran, 2003). The researcher also encouraged interviewees to express themselves through real case examples. Lastly, the researcher had to ensure that all the
planned questions were asked and then thanked the respondents at the close of the interview.

The face-to-face interview allowed the interviewer to make good impression of the respondents’ posture, demeanour, feelings and facial expressions when responding to questions asked. The interview sessions allowed the respondents to freely express themselves, giving in-depth explanations and reasons in response to the questions asked. It is crucial to note that this would have been impossible had questionnaires been administered, simply because questionnaires would have limited the responses to be given by the respondents. Third, the interview sessions enabled the researcher, as the interviewer, to ask follow-up questions and seek more clarifications to the respondents’ responses and explanations. Again, this would not have happened if questionnaires had been administered. The next section will address the strategy and techniques used for data analysis.

3.11 Data Analysis

Data analysis in qualitative research consists of preparing and organizing the data (transcripts) for analysis, then reducing the data into themes through a process of coding and condensing the codes, and finally representing the data in a discussion (Creswell, 2012).

Interview recordings were first transcribed through an involving process. Nevertheless, all interview notes were solely transcribed by the researcher as it was important to remain close to the data and develop familiarity with it. Each interview lasted about 20 to 30
minutes and took not less than 2 hours to transcribe each interview section into text. Once the data was transcribed into text, data analysis was conducted.

The researcher sought to allow the data speak for itself without anticipating conclusions (Collis et al., 2003). In the early stages, data was subject to reduction; which refers to the process of selecting, focusing, simplifying, abstracting, and transforming the data that appeared in the transcription (Ghauri & Gronhaug, 2005, p. 206). In this way the researcher was able to code text data into categories labelled with concepts in internet-based relationship marketing. Thematic analysis, which is the process of developing categories of concepts, was used to ascertain themes emerging from the data (Robson, 2002). This kind of coding was an 'open' process in that; the researcher explored that data without making any prior assumptions about what would be discovered. After the first interview was analysed, the developed categories underlying the analysis of further cases was noted in order to increase comparability across the interview transcripts (Flick, 2002).

3.12 Data Triangulation

To avoid any misconceptions that the researcher made up the data using various data collection methods during the data collection phase, it was necessary to undertake an internal data triangulation, in which one method is compared with another to assess and address different validity issues in relation to the research questions. For example, in-depth interviews that were recorded and transcribed were compared with historical and archival documentary evidence pertaining to the subject matter or the interviews transcribed. For example Cadbury reports and Society of Corporate Secretaries and
Governance Professionals report were used in this case to validate the data collected from respondents.

The triangulation was used to show that more than two methods were used in this study to double-check the validity and the reliability of the data. This is a powerful technique that facilitates data validation through cross verification from more than one source. The notion behind this method is that people are more confident with the results if different methods are used to reach the same results (O’Donoghue & Punch, 2003).

3.13 Ethical Considerations

To encourage respondents to honestly respond to the interview questions, a brief description of the study was presented to the respondents including the study aims and background. Additionally, respondents were assured of privacy, confidentiality and that participation was voluntary. To further assure the participants of their confidentiality and anonymity, they were asked not to provide their names as well as names of their companies. According to Zikmund, (2003), the approach has been found to be useful to clarify any doubt among respondents to the questionnaire and subsequently motivate them to be more open and honest in their answers.
4.0 Introduction

In this chapter, the data gathered from offices of company secretaries from ten companies listed on the Ghana Stock Exchange are presented and discussed with extant literature. This study was exploratory in nature and employed an interpretivist methodology, which required the utilization of an interview guide to extract relevant data from respondents. Since findings play a key role in building arguments in a qualitative study of this nature, findings were systematically analyzed based on themes identified.

At the heart of qualitative data analysis is the task of discovering themes. The themes for the study were arrived based on the objectives of the study, literature reviewed and the data collected. These themes come from the characteristics of the phenomena being studied through already agreed upon professional definitions, common-sense constructs and the researcher’s value, theoretical orientation and personal experience with the subject matter (Maxwell 1996).

The themes identified included the following:

a. The general role of the company secretary in organizations.

b. The role of the company secretary in strengthening corporate governance.

c. The role of the company secretary in strengthening administrative justice.

d. The challenges associated with the office of the company secretary in the discharge of their roles.
An analysis of the demographic characteristics of the respondents was therefore necessary to provide an understanding of their gender, marital status, age, and years spent with.

4.1 Demographic Analysis of Respondents

Table 4.1: Demographic Analysis of Respondents

<table>
<thead>
<tr>
<th>Demographic Data of Respondents</th>
<th>Frequency</th>
<th>Percentage (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Gender</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Male</td>
<td>3</td>
<td>30</td>
</tr>
<tr>
<td>Female</td>
<td>7</td>
<td>70</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>10</strong></td>
<td><strong>100</strong></td>
</tr>
<tr>
<td><strong>Age</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21-25</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>26-30</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>31-35</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td>36-40</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td>46-50</td>
<td>6</td>
<td>60</td>
</tr>
<tr>
<td>56-60</td>
<td>2</td>
<td>20</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>10</strong></td>
<td><strong>100</strong></td>
</tr>
<tr>
<td><strong>Years spent with</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less than 2 year</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Institution</td>
<td>2-5 years</td>
<td>3</td>
</tr>
<tr>
<td>-------------------</td>
<td>-----------</td>
<td>---</td>
</tr>
<tr>
<td></td>
<td>6-9 years</td>
<td>5</td>
</tr>
<tr>
<td></td>
<td>above 10 years</td>
<td>2</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>10</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Profession</th>
<th>Law</th>
<th>8</th>
<th>80</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Chartered Secretary</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td></td>
<td>ICAG/ACCA</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td></td>
<td>CIMA</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>OTHERS</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>10</strong></td>
<td><strong>100</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Level of education</th>
<th>PhD</th>
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<th>0</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Masters</td>
<td>9</td>
<td>90</td>
</tr>
<tr>
<td></td>
<td>First Degree</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td></td>
<td>Secondary Education</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>10</strong></td>
<td><strong>100</strong></td>
</tr>
</tbody>
</table>

<p>| Experience from other | Yes | 4 | 40 |</p>
<table>
<thead>
<tr>
<th>organization</th>
<th>No</th>
<th>6</th>
<th>60</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total</strong></td>
<td>10</td>
<td>100</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Company Secretary representation</th>
<th>Individual appointment</th>
<th>9</th>
<th>90</th>
</tr>
</thead>
<tbody>
<tr>
<td>Agent of a firm</td>
<td>1</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td>Others</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>10</td>
<td>100</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Mode of Appointment</th>
<th>Appointment by Management</th>
<th>0</th>
<th>0</th>
</tr>
</thead>
<tbody>
<tr>
<td>Appointment by Board of Directors</td>
<td>10</td>
<td>100</td>
<td></td>
</tr>
<tr>
<td>Appointment by Shareholders</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Appointment by CEO</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Appointment by Board Chairman</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Others</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>10</td>
<td>100</td>
<td></td>
</tr>
</tbody>
</table>

Source: Field Data, 2015
According to table 4.1, majority of the respondents (70%) were females whilst males comprised of 30% of the respondents. This result seems to suggest and even fuel the traditional role of women in some organisation as mere secretaries. However, considering the fact that most these women-respondents were lawyers and master degree holders showed how professional qualified they were in their respective companies. It was however not clear how board members including board chairman and CEOs gave due consideration to the role of the company secretary especially when it comes to advice on governance issues.

Again the increased number of women as company secretaries appears to support the notion that the role of gender in today’s business environment cannot be underestimated. Organisations are encouraged to be mindful of their workforce diversity. In corporate setting, promotion and representation of women at boards and top management position have become a critical issue. According to Francoeur et al., (2008) firms operating in complex environments do generate positive and significant abnormal returns when they have a high proportion of women officers.

With regards to their age, it was found that 60% of the respondents were between the ages of 46-50 years. On the other hand, 20% of the respondents were between the ages of 56-60 years while 10% were also between the ages of 36-40 years. Also, 10% of the respondents were between the ages of 31-35 years. Association of Corporate Secretaries and Governance Professional (2014) argue that being experienced and knowledgeable are central to the discharge of their role as company secretaries. From the table, it could be deduced that, majority of the respondents (50%) had spent between 6-9 years working as
company secretaries in their organization. It was also found that 30% of the respondents had spent between 2-5 years working in their respective organizations as company secretaries. However, 20% of the respondents had spent more than 10 years working in their companies as company secretaries. With regards to the level of education of the respondents, it was found that 90% of the respondents were masters degree holders. This also supports the view of various countries codes regarding minimum qualification that a company secretary must possess. On the other hand, 10% of the respondents were first degree holders. The study also found that, majority of the respondents (80%) were legal practitioners, while 10% each were both Chartered Secretaries and Chartered Accountants respectively. The study also found that, majority of the respondents (60%) did not have prior experience from other organizations as company secretaries. On the other hand, 40% of the respondents attested that they had prior experience as company secretaries from other organizations.

In respect to the capacity in which company secretary’s represent their organization it was found that majority of the respondents (90%) represented their organization as an individual appointed by the company representing whiles 10% represented their organization as agents of firms appointed by the company. With regard to how the respondents were engaged as a Company Secretary it was found that all the respondents (100%) were engaged by their organisations through the tacit appointment of the board of directors. This also supports literature that company secretaries should be appointed by the board of companies concerned.
4.2 Analysis of types of organizations

Table 4.2: Types of organizations

<table>
<thead>
<tr>
<th>Sector</th>
<th>Frequency</th>
<th>Percent (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Banking</td>
<td>6</td>
<td>60</td>
</tr>
<tr>
<td>Petroleum</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td>Manufacturing</td>
<td>1</td>
<td>10</td>
</tr>
<tr>
<td>Insurance</td>
<td>2</td>
<td>20</td>
</tr>
</tbody>
</table>

Source: Field Data, 2015

Table 4.2 above shows the types of organisations which were used for the study. From table 4.2 majority of the company secretaries representing 60%. who were interviewed for this study were from the Banking sector. The Insurance sector recorded 20% of the entire respondents used for the study, whiles both the Petroleum and Manufacturing Sectors recorded 10% each.
4.3 The general role of the company secretary in organizations

Table 4.3: General Role of the Company Secretary

<table>
<thead>
<tr>
<th>Responses</th>
<th>Frequency</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Linkage between the boards of directors, management and other senior members</td>
<td>9</td>
<td>90%</td>
</tr>
<tr>
<td>Ensuring compliance with rules and regulations in the Organization</td>
<td>7</td>
<td>70%</td>
</tr>
<tr>
<td>Scheduling of meetings</td>
<td>10</td>
<td>100%</td>
</tr>
<tr>
<td>Setting the agendas for the meeting</td>
<td>10</td>
<td>100%</td>
</tr>
<tr>
<td>Preparation of appropriate materials for meetings</td>
<td>10</td>
<td>100%</td>
</tr>
<tr>
<td>Documenting the minutes of the meeting</td>
<td>10</td>
<td>100%</td>
</tr>
<tr>
<td>Advisory role</td>
<td>6</td>
<td>60%</td>
</tr>
</tbody>
</table>

Source: Field Data, 2015

From table 4.3, it could be deduced that the statutory functions of the company secretary which include the scheduling of meetings, setting of agendas, preparation of appropriate materials for meeting and documenting of the minutes of meetings were identified by all the respondents (100%) as the general role of the company secretary.

“As a company secretary of my organization, I basically play my normal statutory functions which include scheduling of meetings, setting agendas, preparing appropriate materials for meetings and also documenting the minutes of meetings”
It was also found that, 90% of the company secretaries identified their linkage between the boards of directors, management and senior members as a part of the general roles they played as company secretaries. Thus the company secretary plays the intermediary role by effectively mediating between the board chairman who represents the boards of directors and the Chief Executive Officer (CEO) who represents the management.

“For me, I have always served as the link between the board of directors, senior members and management and they have much confidence in me as a company secretary because I always provide them with accurate information anytime they need it”

From the same table, it could be deduced that, company secretaries of listed firms in Ghana ensured compliance to rules and regulations by senior members, boards of directors, management and employees. Hence, in their capacity as company secretaries, they ensured that the employees of various departments, board of directors and the top management did comply with the rules and regulations governing the organization.

“Sometimes, the management and senior members because of their human nature may want to do things in their own way, own time and sometimes to their own advantage, but I always come in to ensure that they comply with the rules and regulations of the organization”

However, 60% of the respondents attested that they played an advisory role in their capacity as company secretaries.
4.4 The role of the company secretary in strengthening corporate governance

Table 4.4: Role of the Company Secretary in Strengthening Corporate Governance

<table>
<thead>
<tr>
<th>Responses</th>
<th>Frequency</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ensuring fairness</td>
<td>7</td>
<td>70%</td>
</tr>
<tr>
<td>Training and orienting directors when they are appointed</td>
<td>5</td>
<td>50%</td>
</tr>
<tr>
<td>Ensuring Transparency</td>
<td>6</td>
<td>60%</td>
</tr>
<tr>
<td>Effective dissemination of Information</td>
<td>7</td>
<td>70%</td>
</tr>
</tbody>
</table>

Source: Field Data, 2015

Corporate Governance is about the control of power, its distributions and power relations among board, management and other stakeholders to ensure sustainability and profitability of the company. According to the findings from table 4.4, 70% of the respondents attested that, as company secretaries, they strengthened corporate governance by ensuring fairness. According to them, attaining fairness required constantly reminding directors, chairmen and CEOs of the need to stay within the remit of their mandate, so they do not abuse their powers especially when taking decisions on key issues of concern to the organization. Ensuring fairness also means minority shareholders are adequately represented and their voices heard at the board and management levels. One of the respondents posited that:
“The Directors and Chairpersons of companies are human beings. They can abuse their power and office. That is why the company has rules and mechanisms that regulate the behaviour and conduct of all the people in the company. My duty is to incessantly remind and bring their attention to these rules, procedures and mechanisms to ensure good corporate governance. I am not boasting but I make sure my duty to advice and guard against wrongful corporate behaviour especially at the board level. It is not easy to advice your bosses such as the chairman and even CEO and other senior management members when they are going wrong but I am duty bound to promote and facilitate good corporate behaviour so I do that professionally”.

Moreover, 50% of the company secretaries, who were interviewed, asserted that, they ensured corporate governance by training and orienting directors when they are appointed. They further explained that, the essence of the training and orientation is to explain and clarify the duties and responsibilities of the directors so that they can be able to comply appropriately with the company regulations.

“You see, some of the members of board of directors who are appointed do not have an in-depth understanding of what the organization does and the roles they are supposed to play as directors. So through the training and orientation, they become well informed of the core values of the organization and their roles are properly specified to them”

However, 60% of the respondents asserted that, their role in strengthening corporate governance was to ensure transparency in the organization. Thus, the transparency role of the company secretary as identified by the respondents had to do more with their
contributions to ensuring that, the board renders unbiased accounts to the shareholders and also to ensure that the organization is open to the public especially with regards to its operations.

“Transparency is key to our governance since we are obligated by law to be transparent and open to the public regarding our activities. The board is accountable to the shareholders and the general public. All our registers and audited accounts are subjected to critical scrutiny by all manner of regulators, including management and board”.

From table 4.4, it was discovered that, 70% of the respondents asserted that they strengthen corporate governance through the effective dissemination of information to the board, stakeholders and management. According to the respondents, information is very important to the board, management and stakeholders because they make decisions based on the reliable and accurate information. Therefore their role as company secretaries in providing such information to the board, management and stakeholders ensures their efficiency in making effective and appropriate decisions. One respondent reiterated the fact both accountability and transparency responsibilities as follows:

‘As a company secretary, I report to the board. However, I report on the basis of information available to me and as instructed by the chairman. The board is also accountable to the shareholders and other stakeholders. I ensure accountability by regularly reminding the CEO and other senior management the kind of information and material that as a company we must provide to the board and our regulators. I ensure that (accountability) executive and non-executive members of the board get the right
information. We keep track of all that need to be done by chairman and CEO and other board members to ensure that whatever information is required is circulated to all of them at the right time.’

4.5 The role of the company secretary in strengthening administrative justice.

<table>
<thead>
<tr>
<th>Responses</th>
<th>Frequency</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Administrative justice is solely handled by the HR department and the Legal Department</td>
<td>9</td>
<td>90%</td>
</tr>
<tr>
<td>Resolving conflicts</td>
<td>4</td>
<td>40%</td>
</tr>
</tbody>
</table>

Source: Field Data, 2015

According to table 4.5, it was deduced that, majority of the company secretaries were amazed when they were asked of their role in ensuring administrative justice. This is because; the respondents do perceive administrative justice as a role which is totally handled by the legal department and the Human Resource (HR) Departments.

“I’m quite surprised at this question posed for me, you know, the office of the company secretary is not responsible for administrative issues in the company, issues related to administrative justice are handled by either the legal department or the HR department.”
However, 40% of the company secretaries regarded their role in administrative justice solely in terms of resolving conflicts at the board level during board meetings. They did this by explaining the relevant provisions of rules and regulations that guide their operations. According to the respondents, they strengthened administrative justice by dealing with grievances that occurred during board meetings by ensuring that due process was followed at all times. To one of the respondents, resolving differences between aggrieved parties in the organisation constitute the discharge of their administrative role:

“As a company secretary, I play a key role in resolving disagreements between senior management during board meetings in order to enhance the efficiency of such meetings”.

4.6 The challenges associated with the office of the company secretary in the discharge of their roles

Table 4.6: Challenges associated with the office of the company secretary in the discharge of their roles

<table>
<thead>
<tr>
<th>Responses</th>
<th>Frequency</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Not much challenges</td>
<td>4</td>
<td>40%</td>
</tr>
<tr>
<td>Dealing with background diversity of managers</td>
<td>6</td>
<td>60%</td>
</tr>
<tr>
<td>Lack of access to Information</td>
<td>6</td>
<td>60%</td>
</tr>
<tr>
<td>Political ties that has to do with the appointment of Board members</td>
<td>6</td>
<td>60%</td>
</tr>
<tr>
<td>Attitude of directors towards the work of the company Secretary</td>
<td>6</td>
<td>60%</td>
</tr>
</tbody>
</table>

Source: Field Data, 2015

From the data gathered through the interviews, the researcher observed that, 40% of the company secretaries of organizations that were global in nature did not have much challenges in the discharge of their duties.
“I have not come across any major problem as a company secretary. The reason is that, we are a global company and we appoint the right and competence people to man our companies. These directors and board chairmen know what they are about and what is expected of them. I have less work in terms of typical challenges. There is less board interference hence less challenges”.

That notwithstanding, another a respondent from a ‘purely private’ listed company saw the organising of annual general meetings and prompt filing of reports to regulatory bodies as a huge challenge. He stressed that:

“every now and then, you need to be alert of which response or documents you have to send to this and that agency or persons because there are huge implication for not doing my work properly as chief governance advisor”.

However, with regards to organisations that were previously owned by the state the company secretaries had major challenges including incompetent and inefficient board chairpersons and board members, political ties and interference from government. These challenges served as serious hindrance to their independence and effectiveness as company secretaries. Some 60% of respondents saw the diversity in background board members and senior managers as a major concern. The respondents claimed that, senior managers do have different backgrounds in terms of cultural, academic and professional experiences. Therefore, dealing with them, especially to ensuring discipline and respect for one another in order to achieve a sense of purpose during meetings became very difficult. One respondent from the manufacturing sector remarked:
“Hmm, it has not been easy dealing with board members and senior managers who have different academic backgrounds and organisational experiences. Most of the time, you will find them rubbing shoulders against each other especially when dealing with prominent issues of concern at the board level. But you have to try your best as a company secretary to ensure that they are able to resolve their differences accordingly”.

One of the respondents from a formerly state-owned company saw government interference in appointment and government factionaries’ perception of their listed company as though it was still totally owned by the state as a major obstacle to strengthening corporate governance and administrative justice. She remarked:

“it is quite frustrating when it comes to appointments to the board and other key management positions…..you just receive a call from a government minister telling you to add this or that person to the board without recourse to the rules and regulations expected of us from our regulators”.

One other major challenge faced by company secretaries from organizations that were previously owned by the government (60%) had to do with access to information. According to the company secretaries, they are supposed to have access to appropriate, accurate and timely information in order to ensure that such information are appropriately distributed to the board, management and senior managers to enhance effective decision making, especially on major issues affecting the organisation. However, it was quite challenging attaining such pieces of information from departmental heads. One
respondent from a previously state-owned entity expressed her frustration in the following words:

“My work deals with and depends on people for information, which sometimes is hard to come by. But chairman and other members are not considerate and we get backlash when information is not forth coming”.

The biggest challenge faced by company secretaries of organizations that were previously owned by the government (60%) had to do more with the political ties that has to do with the appointment of board members. According to respondent, sometimes, the government appoints personnel who are not very knowledgeable about the organization and therefore they are unable to become efficient, especially in decision making. Expressing worrying and consequences at such behaviours on the part of the state, one company secretary said:

‘Such interferences and interventions by state authorities normally lead to much circumvention of the rules and regulations of the company and our regulators and corrupt practices, especially at the board land management levels…….. because, ....the politically appointed directors only come in to seek for their personal gain and to work in the interest of the government and not towards the success of the organization’.

One other crucial challenge faced by company secretaries of organizations previously owned by the government (60%) had to do with the attitude and perception about the role
of the company secretary. According to respondents, the directors perceive them to be mere secretaries who are supposed to writing minutes of meetings and nothing else.

“Hmmm, sometimes I wonder why I am here. Principally I have to offer pieces of advice in all matters of governance and even administrative justice but that is not what members of the board think about my role. They see me as a mere secretary the literal meaning of a secretary, being a scribe and taking minutes. At best they may listen to your advice but they will not heed to it”.

4.7 Discussion of Findings

This section discusses the findings from the data collected through face-to-face interview with ten (10) company secretaries on how their role strengthens corporate governance and administrative justice. This discussion was done with reference to relevant theories and empirical literature. In order for the discussion of this study to be meaningful, due consideration was given to the research questions and objectives that were set for this study.

4.7.1 Objective one

Objective one sought to find out the general role of the Company Secretary in Companies Listed in the Ghana. With regards to the general role of the company secretary, the study found that, the company secretary of listed companies on the Ghana Stock Exchange served as the link between the board, management and senior members of the organization. Furthermore, it came to the fore that, the company secretary played a key role during meetings at the top management level, which included the scheduling of
meetings, setting the agendas for meetings, preparing appropriate documents for meeting and taking the minutes of meetings. Also it was found that the company secretary played an advisory role by advising management, board of directors and shareholders on prominent issue of the organization.

From the researcher’s perspective, the findings of the study confirm the fact that company secretary’s role is statutory in nature. Ghana’s Companies code of 1963 (Act 179) obliges all companies particularly listed companies to have company secretaries. The Companies Code (ibid) goes ahead to stipulate the various roles that company secretary should play in companies that they represent. The statutory role and appointment of company secretary is not limited to Ghana alone. According to Sinclair and Adirondack (2001) the UK Combined Code states that all public companies are obliged to have a Company Secretary. In fact, in the case of the UK Combined Code, the qualification of who should be a company secretary has been clearly stated. In this regard, the company secretary does not have any option than to perform their functions according to law. The statutory obligation placed on public companies to appoint company secretaries finds expression in institutional theory,

According to Scott (2004), the institutional theory considers the processes by which structures, including schemes, rules, norms, and routines, become established as authoritative guidelines for social behavior. DiMaggio & Powell (1983) further argues that under the processes of isomorphism, organisations must have the same form and emulate each other because they are in similar environments. In this regard, all public companies by law must have company secretaries with their roles clearly defined.
Indeed, in the context of coercive isomorphism, it is found that, organizations are under a form of coercion to have company secretaries as indicated in section 190 of the Companies Act, (Act 179 of 1963) which states that, a company shall have a secretary and if a company carries on business for more than six months without a secretary, the company and every officer of the company who is in default is liable to a fine not exceeding twenty five penalty units for each day that the company continues to carry on a business without a secretary after the expiration of the period of six months.

According to DiMaggio & Powell (1983) coercive isomorphism might originate from all spheres of an organisational or political environment. They added that coercive isomorphism takes the shape of a formal or informal pressure exerted on an organisation by external parties or other superior organisations they depend upon, as well as the cultural environment within which an organisation operates. In their conclusion, they stated that in most instances, such pressures might be perceived by organisations as force, persuasion or an invitation to adopt a particular policy.

This finding from the study was also consistent with what the Society of Corporate Secretaries (2014) regard as the general role of the company secretary. According to Sinclair and Adirondack (2001) the general role of the company secretary is to work closely with a company’s Board of Directors, its CEO and senior officers by providing information on the best practices of the board and also to tailor the board’s governance framework to fit stakeholder expectations and company needs respectively.

Although the findings of the study were in congruence with literature reviewed, it was however observed that, the literature provided an in-depth of the issues to deal with when
it comes to compliance. According to literature, the office of the company secretary performs its compliance functions by: ensuring compliance with by-laws and corporate charters; ensuring compliance with committee charters and governance guidelines; preparing internal and external communications on governance and board related matters; administering and ensuring compliance with the company’s code of corporate conduct and ethics; developing processes to identify and approve related party transactions and administering other corporate-wide policies and policy manuals intended to keep the company current with governance best practices (Society of Corporate Secretaries, 2014)

However, literature also supported and elaborated more on the roles played by the company secretary in the discharge of his or her duties. For instance, in terms of scheduling, the Society of Corporate Secretaries (2014) asserts that, a company secretary must understand the obligations of the board, and ensure an adequate number of meetings and time at each meeting be scheduled. A company secretary must also understand and comply with meeting notice requirements and ensure directors are available to attend meetings.

This finding was in line with literature which throws much more light on the advisory role of the company secretary. According to the Society of Corporate Secretaries (2014), the company secretary advises the board, management and senior members on matters related to; Director and officer selection, Officer succession planning processes, Director and officer responsibilities, including fiduciary obligations Corporate governance, Executive and/or director compensation, Director independence and other director qualification matters, Board evaluations , CEO evaluations, Board committee composition, Communication between and among directors and officers, Public relations
and Corporate calendars. The Cadbury Report (1993) stressed the importance of the role of the Company Secretary:

“*The company secretary has a key role to play in ensuring that board procedures are both followed and regularly reviewed. The chairman and the board will look to the company secretary for guidance on what their responsibilities are under the rules and regulations to which they are subject and on how these responsibilities should be discharged. All directors should have access to the advice and services of the company secretary and should recognise that the chairman is entitled to strong support from the company secretary in ensuring the effective functioning of the board.*”

The above statement from the Cadbury report (ibid) appear to have captured and supported the views of respondent for this study regarding the role they perform to strengthen corporate governance and administrative justice in their respective listed companies. It could be also inferred from the findings that the role played by company secretaries is quite broad and enormous and that probably explain why many company codes and certain professional organisations (e.g., UK Combine Code, Ghana’s Companies Code, Society of Corporate secretaries and Governance Professionals) demand certain minimum qualifications before one is appointed a company secretary.
4.7.2 Objective two

The objective two of the study intended to establish the role of the company secretary in strengthening corporate governance. With regards to the findings on the role of the corporate secretary in strengthening corporate governance, it was found that the company secretary strengthened corporate governance by observing and enforcing certain key corporate governance principles including transparency, fairness, independence and accountability. To Abor (2008) the compliance with codes of corporate governance has become the norm for listed firms all over the world, hence the reinforcement of these norms and codes by office of company secretary could be described largely as a formality. However, for the company secretaries to assist their respective companies to comply with these norms and codes of good corporate governance practice, they needed a vehicle to execute those roles.

A major conduit through which company secretaries carried out these key corporate governance principles involved effective, efficient and timely dissemination of information to all relevant actors within the governance structures of the listed companies. Timely dissemination of information and disclosure of all material matters are crucial to good corporate governance. This supports Jamaluddin et al.,’s (2009) assertion that with better disclosure and more transparent information reported, it alleviates the effects of agency theory such as misappropriation of asset by management. This helps to protect the interest of the shareholders, thus leading to a more efficient capital market. As a result, it boosts the economic growth and encourages the inflow of foreign direct investment. In other words, through the efforts of the office of the company
secretary, the negative effect of information asymmetry could be largely reduced to allow relevant stakeholders have timely access to information.

Mensah (2002) asserts that unlike the situation in most developed countries, mechanisms of corporate governance which ensure that managers of companies act in the best interest of shareholders and stakeholders are relatively inactive in Ghana. He attributed external controls such as corporate takeovers, proxy contests, competitive markets and legal protections provide limited monitoring of corporate behaviour in Ghana. Such attributions of limitations in the corporate governance arrangement in Ghana make it even more imperative for role the office of the company secretary to be asserted so that they can act not only as agents but also stewards to monitor the behaviour of both board and management.

The agency theory recognises the company secretary as an agent, who should subordinate their interest to the interest of the companies they represent. As agents, one of their duties is to serve as the interface between the board of directors and management but in this special circumstance as a neutral arbiter. This places the company secretary in a neutral position regarding their dealings with both management and the board. The company secretaries should be in position to discharge their duty of care and loyalty by professionally stamping their authority and independence on all matters without fear or favour. However, it seems some of the company secretaries, particularly those in listed companies that were previous state-owned could not sufficiently exercise their independence and authority in certain matters of their corporation due to the apparent
state interference in the affairs of the corporation. The difficulty in exercising their authority may also stem what Mensah (2002) described as double agency problem. To Mensah, many large companies in Ghana are institutionally owned. In cases where these institutions are government owned or state-owned double agency problem results. Thus, management should act in the best interest of the state as the shareholder, while at the same management becomes the agent of the state-owned enterprises on the board of the investee company. But, generally even this double agency should not unduly affect professional judgment and discretion of the office of the company secretary as a neutral arbiter.

From the findings, it was evident that the office of the company secretary facilitated the strengthening of corporate governance by continuously letting the major players of their corporation stick to their defined roles. Thus, through the efforts of the company secretary, the powers and functions of the CEO are distinguished from that of the board chairman and hence, separation of powers is well established to ensure independence in the performance of their respective functions in the organization. It was clear from the results of the study, that board independence appeared better assured in companies that were not previously state-owned that companies previously owned by the state. In the context of Ghana, this is largely so because at as Mensah (2002) puts it As a result, many board members on investee companies serve by virtue of their position as management of the shareholder and not necessarily because of their qualification and experience, but ‘perk of the office’.
Also, the company secretary strengthened corporate governance through checks and balances by ensuring that the powers, board of directors, management, and CEOs were not abused. In this regard, strengthening corporate governance is enhanced through the office of the company secretary. This finding supports Blair (1996) that managers as agents must be monitored and institutional arrangements made to assure checks and balances are in place to avoid abuse of power. Agency theory suggests that boards should consist of outside and independent directors. It also proposes that the position of the board chairman and chief executive officer should be separate (Balta, 2008; Daily and Dalton, 1992). To a very large extend, the company secretary is not regarded as part of the board because they do not have any voting rights during board meeting. However, the company secretary acts as professional and a neutral arbiter providing a fiduciary duty for the principal.

Also, by discharging their professional duties, company secretaries become more or less stewards. According to Stewardship theory, directors are regarded as the stewards of the company assets and are pre-disposed to act in the best interest of the shareholders (Mallin, 2007). Stewardship theory relates to the board’s task of providing support and advice to management (Davis, 1991).

In similar vein, company secretaries also provide support, guidance and advice to both management and board. For example, they keep all the registers of the company and manage chairman’s diary, including scheduling meeting and disseminating information to shareholders and regulatory bodies. For Scott (1999) those who need supports in
corporations are minority shareholders. Their support should be concentrate on fairness in the arrangements of the company such that they are not unduly swallowed up by the majority shareholders. Minority rights issues though did not gain much prominence in the findings, it is very crucial matter for the company secretary.

Scotts (1999) stated that corporate governance is not a problem for the 100%-owner-manager of a business. Nor is it much of a problem for the majority stockholder or group which controls the board of directors and can fire the managers at any time. Protection for minority interests in such a firm will have to come primarily from fiduciary rules, since their voting power is generally ineffectual. So corporate governance is an issue mainly for minority stockholders, in a firm controlled by the managers where there are no significant stockholders who can easily work together. The promotion and exercising of these fiduciary rules and voting rights for minority shareholders are all matters of laws, rule and regulations that fall within the ambit of the company secretary’s role.

According to Kibirige (2011) fairness should be a hallmark in all dealings of corporate institutions and their constituents. It is the responsibility of every corporate entity to protect Shareholders rights, treat all shareholders including minorities, equitably and provide effective redress for violations. Protecting shareholder’s interest places the responsibility of duty of care and loyalty on the part of the company secretary. In other words, it is not only board that is obliged to render fiduciary duty to shareholders but also company secretaries as well. Thus, Kibirige (2011) advocates for fairness in line with the protection of rights of all stakeholders within the organization including those in the minority. Hence, the role of the company secretary in ensuring fairness by preventing the
abuse of powers on the part of management, the board and other senior members is highly remarkable.

Kibirige (2011) further argues that, transparency must ensure timely and accurate disclosure on all material matters, including the financial situation, performance, ownership and corporate governance. Complying with transparency matters also demand that you have a dedicated, independent and experienced compliant officer, which is the company secretary. Most of the respondents pronounced on their compliance role and claimed they did it well.

Accountability is also a prominent feature in corporate governance that office of the company secretary did not ignore. According to Mehenna & Vernon (2004) accountability should be seen from two perspective; first management being accountable to the Board and second the Board being accountable to shareholders. This assertion is however consistent with the findings of the study to some extent because office of the company secretary enjoined all departments of the company to provide and submit all relevant information for onward transmission to the board, shareholders and stakeholders. There are legal, economic and social implications for not being accountable. For instance, companies could be fined by government for non disclosures, investor confidence may dip, their legitimacy may be socially impugned and so forth. This supports DiMaggio & Powell (1983) view on coercive isomorphism. According to them, coercive isomorphism might originate from all spheres of an organisational or political environment. They add that coercive isomorphism takes the shape of a formal or informal pressure exerted on an organisation by external parties or other superior organisations they depend upon, as well as the cultural environment within which an organisation operates. Both the external and
internal pressures to adopt a particular practice also creates some form of a norm. According to Carruthers (1995), normative isomorphism points out two actors-the state and the profession-as being particularly important for how rationalised procedures spread among organisations. Carruthers (1995) indicates that pressures arise from professionalisation, which socialises personnel within the organisation to view certain types of structure, membership and processes as legitimate. So companies and company secretaries strengthen accountability largely on normative and coercive bases. the findings from the study specifically suggest that the company secretary to ensured accountability through effective information dissemination among the key actors of the organization. They cited annual shareholder meetings where the board reports to the shareholders as a major accountability exercise. Compliance with demand from regulators and publishing of their accounts and also making available to the public the information that the public expects and need as all effort at becoming accountable.

4.7.3 Objective three

The thrust of this objective is to ascertain the role of the office of the company secretary in ensuring administrative justice. The study found that, the company secretary did not play a key role in strengthening administrative justice. This is largely due to the fact that issues concerning administrative justice perceived to the function of the Human Resource Department and the Legal Departments of their respective companies. However, it was found that, the company secretary strengthened administrative justice by settling disputes among management, board of directors and senior managers especially during meetings.
Thus, in relating the function of the company secretary in resolving conflicts among management and board of directors, he or she is contributing to their effectiveness as stewards of their respective organizations.

4.7.4 Objective four

This objective sought to find out the challenges that are associated with the office of the company secretary in the discharge of their roles. With regards to challenges encountered by the company secretaries in the discharge of their roles, there was a clear distinction between global companies and companies that were previously owned by the government. It was found that, company secretaries from global companies did not have many challenges in the performance of their functions. This was because, in the globally-oriented companies, appointments to positions were largely based on merit and therefore the right and qualified people were appointed.

However, with regards to companies that were previously owned by the government, some of the key challenges that were found included the following: difficulty in dealing with the background diversity of managers, lack of access to information, political ties which had to do with the appointment of board members and the attitudes of board of directors towards the work of the company secretary. This finding seems to be in concert with Tsemanyi et al’s. (2007) work which stated that there is government interference in activities of state-owned companies, which does not facilitate the objective of maximizing shareholder value. These challenges affect the effective and efficient discharge of their duties as company secretaries.
The researcher however argues that, such differences do exist because of the differences in organizational culture existing between the globally-oriented companies and the companies previously owned by the state. Whilst globally-oriented organisations in Ghana follow formal procedures in all their dealings, it was observed that, organizations that were previously owned by the government have some sort of apathetic culture. Thus, management, board of directors, senior members down to the employees display some sort of apathy in the performance of their functions since the profit or loss encountered in the organization does not have any direct bearing on their salaries and other remuneration. It is therefore not surprising that, with such an apathetic dominant culture forming the foundations for organizations previously owned by the government, formal and due process in the selection of directors will not be followed which creates problems for the company secretary.

Again, it was realised from the findings that, appointments to boards in ‘purely private’ companies were based on competence and merit. However, in previously state-owned companies, board appointments were largely based on political patronage. This finding was effectively by Mensah (1999) who also intimated that board appointments are made by sector ministers for the state-owned enterprises, which facilitates the use of boards as political mechanisms where appointments are made regardless of qualifications or experience. In many cases, sector ministers and deputy ministers may serve on such boards, creating the issue of ‘who watches the watchers’.

When people are selected to become directors based on their political ties and not their competencies, the company and its secretary suffer in many ways. For example, investors may invest in companies based on the capabilities of the personalities that constitute the
board and management. Because he or she becomes some sort of ‘white elephant’ since
directors, management and senior members are in position only to do what pleases them
without any regard for compliance to rules and regulations that need. It seems to the
researcher that loose coupling approach to good corporate governance is more pervasive
in previously state-owned companies than in ‘purely private’ companies.

Tsemanyi et al., (2007) further argue that, government interventions in corporate
governance among companies in Ghana negatively affect their financial performance and
leads to weaker legal systems in the companies. Thus, relating Tsemanyi et al.’s,
argument to the context of this study, through government interventions in appointment
of board members who are not eligible to steer the affairs of companies partly owned by
the state, the company secretary who could have been in the right position to offer proper
orientation and strategic advice to such appointees is relegated to the background.

The apparent non adherence to due process in the appointment of board members and
other top management executives has the tendency to undermine public trust, investor
confidence and the overall performance of the company. Because global companies also
hold the office of the company secretary in high esteem, the company secretary is totally
independent and can always perform its crucial roles at the board and management level
and contribute greatly to organisational performance.
4.8 Conceptual framework after analysis

From figure 4.1, it shows that office of the company secretary plays a significant role in the corporate governance issues such as accountability, fairness, independence and transparency but does not contribute much to administrative justice.

Figure 4.1: conceptual framework after analysis
CHAPTER FIVE
SUMMARY OF FINDINGS, CONCLUSIONS & RECOMMENDATIONS

5.0 Introduction

This study explored the role of the office of the company secretary in strengthening corporate governance and administrative justice in listed companies in Ghana. The subsequent sub-sections of this chapter focused on the summary of findings, conclusions, recommendations and recommendations for further studies on this subject matter in future.

5.1 Summary of findings

This study sought to ascertain the role of the company secretary in strengthening corporate governance and administrative justice among listed companies on the Ghana Stock Exchange. Ten (10) offices of company secretaries from various sectors of the Ghanian economy including manufacturing, banking, insurance and petroleum were purposively sampled for this study.

From the findings of the study, it was revealed that one of the general roles of the company secretary among organizations listed on the Ghana Stock Exchange was to serve as the intermediary between the Board Chairman who represents the Board of Directors and the Chief Executive Officer (CEO) who represents the management.

Secondly, the company secretary played the compliance role by ensuring that employees from various departments, the management and the board comply with rules and
regulations governing the organization. The company secretary also played crucial role during board and committee meetings, which included scheduling of meetings, assisting board chairman to set agenda for meetings, preparation of appropriate materials for meetings and documenting the minutes of the meetings. The company secretary also provided advice to management and board members on important issues within the organisation during board meetings.

In terms of corporate governance, the company secretary strengthens corporate governance by ensuring fairness in the sense that, directors, chairmen and CEOs do not abuse their powers especially when taking decisions on key issues affecting the company. The company secretary also played its role in strengthening corporate governance by training and orienting newly appointed board members. Further, corporate governance was strengthened by the company secretary by ensuring transparency on the part of board members and management through timely disclosure of material matters of the company. The company secretary also strengthened corporate governance through the effective dissemination of information among the stakeholders, the board and management with the objective of ensuring accountability.

In terms of administrative justice, the respondents reiterated that, administrative justice was not a role meant for the office of the company secretary but rather the Legal Department and the Human Resource Department were responsible for issues related to administrative justice in the organisation. However, some of the respondents mentioned their role in settling disagreements between the management and board during meetings as somewhat an administrative justice function.
With regards to challenges associated with the office of the company secretary among Ghanaian firms listed on the Ghana Stock Exchange, it was found that, company secretaries of globally-oriented in nature operating in Ghana were independent and could perform their functions adequately without with less challenges. However companies that were partly owned by the government have the challenge of dealing effectively with senior managers from different backgrounds. Access to information was also identified as a major challenge for company secretaries of companies partly owned by the government. In companies partly owned by the government, it was discovered that, company secretaries were not accorded the needed recognition in the performance of their duties as appointment could be made without recourse to them. Company secretaries were perceived as mere secretaries whose duty basically is to take minutes at meetings.

It was also found that, the association of political ties in the appointment of board members posed a challenge to company secretaries in companies partly owned by the government. This is because; such appointees normally do not possess the requisite knowledge about the organizations’ operations and cannot make appropriate contributions towards organizational development. Also most of those politically appointed board members come in there for their own personal gain and selfish interest.
5.2 Conclusion

The study has been successful in identifying the role of office of the company secretary in strengthening corporate governance and administrative justice. However, the researcher discovered that, among Ghanaian firms listed on the Ghana Stock Exchange, the company secretaries play very critical role in strengthening corporate governance than administrative justice by rendering guidance and pieces of advice to both board and management on key governance matters such as transparency, accountability, fairness and independence. It was also evident that culture of corporate governance regimes differs in terms of purely private companies and previously state-owned companies. It can be concluded that the challenges faced by company secretaries in formerly state-owned companies pose serious threat to investor confidence and public trust.

This study concludes that issues related to administrative justice were much more dealt by the legal department and the human resource department respectively. Dwelling on the relevance of the company secretary in strengthening corporate governance therefore, there is the need to create an enabling environment for the office of the company secretary in order to enhance their work especially during meetings at the board level. The company secretary needs to be independent in the performance of their duties in the organisation and therefore, the management and board as well as employees must recognize the office of the company secretary as highly instrumental in ensuring good corporate governance and organisational effectiveness.
5.4 Recommendations for the Study

Based on the findings from the study, the following are recommended:

Firstly, there should be a mechanism where the advice of the company secretary is measured and hence entrenched in the decision making process at both board and management. This is because, the company secretary is often regarded as a mere secretary responsible for taking minutes of meetings at the top management level. Therefore by placing much value on the advisory function of the company secretary in the decision making process, the advice of company secretaries becomes legally binding.

Secondly, the company secretary must be independent especially in the performance of their statutory functions at the organisational level. In this regard, the company secretary must be given the due respect and allowed to operate professionally without any coercion or intimidation from the board of directors, management or senior managers. This will make the company secretary much efficient in the performance of their statutory functions.

Thirdly, regulatory bodies of listed companies such as Securities and Exchange Commission, Bank of Ghana, Ghana Stock Exchange and so on should not only be interested in ensuring that companies appoint secretaries as a matter of law but they should be interested in pushing for statutory amendment of the role of the company secretary. In order words, effort should be made to clearly define and clarify the role of the office of the company secretary.
5.5 Limitation for the study

Like any study, this research is limited to a number of uncertainties. These may emanate from the methodology adopted, data collection and analysis procedure and the context of the study. First, a qualitative approached adopted. As observed by Neuman (2007), qualitative studies are limited by relatively small samples and hence their inability to be generalized on large populations. Again findings discussed were limited to the amount of data the researcher was exposed to during interview sessions with respondents. Finally, this research is an academic assignment and was constrained by the time ability to cover more Ghanaian industries.

Despite the fact that the study did not cover the perceptions, perspectives and experiences about the role of office of the company secretary in strengthening corporate governance and administrative justice from major corporate actors like the board chairpersons, board members, CEOs and senior management staff, company secretaries who were used for the study were imbued with the information necessary for the work. This is because company secretaries are integral part of the board and are intermediary between board and management.

The research ethics adopted for this study allowed disguising the identities of company secretaries that provided valuable data for this study, so that responses were not traceable to specific respondent. However, audience who are not well versed in the domain of corporate governance and administrative justice may relate to the findings of this study as quite complex to comprehend because the analysis and discussions of the finding could not be attributed to company X or Y.
5.5 Recommendations for future studies

This study has largely empirically set the foundation in-depth study of the role of the company secretary in strengthening corporate governance and administrative justice among firms listed on the Ghana Stock Exchange. The researcher therefore proposes that, future researchers may do a comparative study to find out the differences and similarities of the role of the company secretary in strengthening corporate companies among companies partly owned by the government and Multi-National or globally-oriented listed companies in Ghana. Again, further studies should be done to find out the board and management perception about the role of the office of the company secretary in corporate governance.
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APPENDIX

UNIVERSITY OF GHANA BUSINESS SCHOOL

MASTER OF PHILOSOPHY IN BUSINESS ADMINISTRATION-HUMAN

RESOURCE MANAGEMENT

QUESTIONNAIRE

Dear Respondent,

This questionnaire is designed to assist the researcher to explore “the role of the office of the company secretary in strengthening corporate governance and administrative justice in listed companies”. This exercise is essentially academic and as part of the requirements for the award of an Mphil degree in Human Resource Management. Your response is of utmost importance and as such your answers would be treated with the utmost confidentiality.

In the case of any queries or comments regarding this survey, kindly contact me on 0269840506 or e-mail at deroyandrew88@gmail.com

Thank you
SECTION A: PERSONAL DATA

For the questions below tick the appropriate answers

1. Age (in years)
   (a) 21-25 [   ] (b) 26-30[   ] (c) 31-35 [   ] (d) 36-40 [   ] (e) 46-50 [   ] (f) 56-60 [   ]

2. Sex
   (a) Male   [   ] (b) Female    [   ]

3. What is your level of education?
   (a) PhD [   ] (b) Masters [   ] (c) First degree [   ] (d) Secondary education [   ]

4. Indicate if you have any of the following profession
   (a) Law [   ] (b) Chartered Secretary [   ] (c) ICAG /ACCA [   ] CIMA [   ]
   Other specify……………………………………………………

5. How long have you worked with this organisation?
   (a) Less than 2years [   ] (b) 3 – 5 years [   ] (c) 6 to 9 years [   ] (d) above 10years

6. Have you worked in similar capacity elsewhere before your appointment in this organisation?
   (a) Yes [   ] (b) No [   ]
7. In what capacity do you represent yourself in this organisation as a company secretary?

(a) I represent as an individual appointed by the company [  ]

(b) I represent as an agent of a firm appointed by the company [  ]

(c) Others, specify ..........................................

8. How were you engaged as a company secretary?

(a) Appointed by management [  ] (b) Appointed by board of directors [  ] (c) Appointed by shareholders [  ] (d) Appointed by CEO [  ] (e) Appointed by board Chairman [  ] (f) Others, specify ........................................
INTERVIEW GUIDE

Company Secretary Issues

7. What are some of the problems of work as a company secretary?

8. Suggest possible ways of addressing such challenges

9. Do you think head of legal and company secretary should be separate jobs? Why?

Corporate Governance issue

10. What does the office of the company secretary do?

11. In what ways would you say your office assists to ensure transparency in the organisation?

12. In what ways does your office ensure and strengthen accountability in this company?

13. How does your office promote the timely disclosure on all material matters of the company to stakeholders including regulatory agencies?

14. How does your office facilitate the discharge of fiduciary responsibilities of principal officers of the company including board chairman, directors, CEO’s and senior officer of the company?

15. Describe key components of corporate governance that your office addresses.

16. How does your office facilitate the separation of powers between CEO and Board Chairman?

17. How does your office support the CEO to promote the culture of good corporate governance?

18. Describe the kind of support your office renders to the board and the board chairman in respect of corporate governance
Administrative justice issue

19. What is your understanding of Administrative justice?

20. Does your office get involve with the development of measures to ensure that administrative procedures and practices are followed by the company?

21. Does your office involve with grievances of employees?

22. What role does your office play in Communication between and among directors and senior officers of the company?

23. How does your office support the CEO to promote the culture of good administrative justice?

24. Describe the kind of support your office renders to the board and the board chairman in respect of administrative justice.