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Quality of governance, its measurement and the impact on bank valuation in Russia

Summary

This paper aims at explaining the differences in valuation of banking firms in Russia from a quality of governance point of view. In other words, we try to discovering which aspect of corporate governance external strategic investors deem significant when making a decision whether to invest in a Russian bank and at what price. We put together a set of proxies that in our opinion might feature and adequately reflect the quality of bank governance and management under Russia's specific institutional setup. We examine, in particular, such factors as degree of concentration of control; managerial experience; degree of compliance with corporate governance best practices (e.g. degree of Board independence, qualification of external auditors); stability of bank's governing bodies (Management Board and Board of Directors); and availability of external credit ratings. Firstly, we find out which factors are statistically significant and relevant. Secondly, a least squares multiple linear regression model is devised to check how each individual variable impacts the dependent variable. As for the dependent variable, we use price-to-book-value of equity (P/BV) multiple as standard measurement of valuation. This methodology is applied to a sample of acquisition deals and public offerings over the period 2004-2008 that we develop for the first time. We discover that external investors attach value to high concentration of ownership, rating coverage, stability of the Board of Directors, involvement of well-established external auditors, and also that investors of a strategic nature tend to pay a higher acquisition premium. The independence of the Board of Directors paradoxically tends to be perceived by external strategic investors as a disadvantage.

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1. Introduction

We use the quality of governance concept as a possible key that might explain the differences in valuation of banking firms in Russia.

It is ‘common knowledge’ that financial markets and individual investors reward better-governed companies and banks by higher share price. Conversely, shortcomings in the area of governance must lead to a destruction of shareholder value. While this assumption does not cause logical difficulties, its accurate testing with empirical data is a challenge in emerging markets like Russia. There is no single widely-accepted methodology to measure the quality of governance. Data on company valuation are not readily available for econometric analysis because very few banking institutions have equity securities in free float in the stock market. Our paper will do its best to start closing these gaps.

The paper is organized as follows. In *Section 2* we give a concise review of publications devoted to the connection between quality of governance on a firm level and the valuation of the firm. *Section 3* lists the main theoretical hypotheses that we would like to test on Russian bank data. *Section 4* indicates the sources of data that we use. *Section 5* offers a detailed discussion of our explanatory variables. *Section 6* contains the description of the model and the results of estimation. In *Section 7* we offer an interpretation of the received results. *Section 8* concludes with the main findings and directions for future research.

2. Review of literature

One can find two main clusters of research related to our subject: one on assessment and quantification of governance quality in Russian banks, and the other on the interplay between governance and firm valuation.

Standard & Poor’s, the rating agency, has developed a methodology for appraisal and scoring of corporate governance resulting in a corporate governance rating in two different scales – national and international [Standard & Poor’s, 2006]. The methodology includes basic principles and criteria and differentiates between country background and individual company analysis. The main 4 components of company analysis are: ownership structure and external influence; shareholders’ rights and the relations with affiliated persons; transparency, information disclosure and audit; and Board of Directors structure and effectiveness. The coverage of companies by corporate governance rating has remained extremely limited, and to date only one Russian bank has been awarded such a rating.

In 2008 Standard & Poor’s published its substantially modified methodology of corporate governance ratings under the name of GAMMA — Governance, Accountability, Management Metrics and Analysis [Standard & Poor’s, 2008]. The approach shifts its focus away from an abstract appraisal of governance in the given bank against the background of ‘best practice’ towards an analysis of specific risks taken by investor. GAMMA’s main components are: influence by shareholders; shareholders’ rights; transparency, audit and risk management system; and Board of Directors effectiveness, the process of strategizing, and compensation system.

Since 2004 the Russian Institute of Directors (RID) jointly with Expert-RA rating agency [RID & Expert-RA] have been awarding 'national corporate governance ratings' based on proprietary methodology.

Standard & Poor's also publish regular surveys of transparency and disclosure of Russian banks. The latest survey [Standard & Poor's, 2007] covers top 30 banks and aims to appraise the degree of disclosure of information relevant for investment community, against 'international best practice'. The focus is on comprehensiveness and integrity of publicly available information on main operational parameters, financial soundness, ownership structure and corporate governance mechanisms. Although Standard & Poor's explicitly warn that their transparency and disclosure score should not be used to gauge corporate governance quality, the two concepts have much in common and display high degree of synchronization.

In 2007 the International Finance Corporation published its new survey of corporate governance in Russia's banking sector [IFC, 2007], covering 82 private institutions. IFC examines commitment to good corporate governance; practices of the Supervisory and Management Board; transparency and disclosure; internal control and risk management; and shareholder rights. The survey stops short of awarding individual ratings to banks and comparing them against a common scale. This survey insightfully examines the practices of both the Supervisory and Management Boards together and their interplay, while most other publications tend to limit their scope to the structure and practices of the Supervisory Board only.

The link between the quality of governance and the valuation of companies is sufficiently researched with regard to mature markets but much less so for emerging markets. Morck *et al.* [2005] review the large literature that explores the connection between country-level rules affecting corporate governance and firm behavior and the strengths of securities markets. Klapper and Love [2004] analyze connection between a measure of firm-level governance and share price on a cross-country basis. On the level of one emerging market country (Korea) Choi and Hasan [2005] examine the effect of ownership and governance on firm performance and discover evidence that: the extent of the foreign ownership level has a significant positive association with the bank return and a significant negative association with the bank risk; the number of outside board of directors does not have any significant affect on performance; the presence of a foreign director on that board is significantly associated with bank return and risk.

Bernard S. Black has made a seminal contribution to the study of the impact of governance on firm valuation in Russia and other emerging markets [Black, 2001; Black *et al.*, 2006]. In order to obtain a combined index of governance in Russian firms, 6 indices produced by 6 different agencies for irregular periods are standardized and put together. Black *et al.* [2006] find an economically important and statistically strong correlation between governance and market value. However, it matters a great deal *how* one measures governance.

Saryuk used value-based management concept to research how corporate governance has driven stock market valuation of Russian 'blue chip' companies [Saryuk, 2008]; banks were not covered.

Earlier in 2008, Bokov and Vernikov made an attempt to explain the differences in the valuation of Russian banks from a quality of governance point of view [Bokov, Vernikov, 2008a,

2008b]. They discovered that strategic investors appreciate high concentration of ownership and stability of the management team, while broadly neglecting the features of the Board of Directors as well as bank transparency.

3. Theoretical hypotheses

Corporate governance is the system by which companies are directed and controlled. In a narrow definition governance is a mechanism for defending shareholders' interests and property. A positive connection is assumed to exist between broad measures of firm-level corporate governance quality and higher share prices [Black *et al.*, 2006]. Then specific factors usually associated with 'international best practice' of corporate governance must also display positive connection with firm's value. Among such factors we list disclosure of information and transparency of the bank; coverage by major and internationally recognized external auditors and credit rating agencies; existence of a strong, competent and independent Board of Directors; presence of a coherent and competent banking team; fair representation of all shareholders, including minority ones, and reliable systems to protect their interests; and built-in constraints to opportunistic action by bank insiders and affiliated persons. Financial markets are presumed to reward by a higher valuation of equity what they perceive as good governance. Conversely, the perceived insufficient quality of governance leads to loss of shareholder value in companies from emerging market countries including Russia.

These are some of the theoretical hypotheses that we try to test in the paper.

4. Data

We collected a sample of acquisition (takeover) transactions and public offerings of common stock by Russian banks over 2004-2008 to analyze differences in valuation (see **Appendix**). We chose to use only the acquisition deals and stock offerings primarily because they provide a measure of the firm's value that is straightforward to interpret. Data on deals come from a variety of sources including major industry databases such as [Hoover's] and [Bankers' Almanac] and media surveys. Initially the sample consisted of 28 transactions including several transactions by the same entity (e.g. the consecutive public offerings by *Vozrozhdenie Bank* and a series of transactions with the shares of *Rosbank*). The sample includes major transactions, i.e. involving entities with over USD 100 million or equivalent in assets. This filter was introduced to avoid looking at the acquisition of licenses rather than of working businesses. We only managed to collect part of the data necessary for the analysis and had to exclude more than half of the initial sample for various reasons. Some of the banks did not make adequate disclosure of information. Other banks have reorganized so deeply that any data about the initial entity has been completely pulled from information systems (e.g. *Investsberbank* has removed all pre-acquisition data from public databases). The so-called 'people's IPOs' (initial public offerings) of *Sberbank* and *VTB* were dropped because, in our opinion, those deals were largely off-market, given the degree of state support received and the emphasis on non-qualified investors. We have also avoided deals between foreign banks (i.e. transfers of Russian assets from one foreign owner to another), primarily in view of their off-market pricing, which is usually the case, e.g., with Asian banks.

The final sample includes 14 deals starting with 2006 sale of *Impexbank* to *Raiffeisen* and concluding with the 2008 sale of *Uniastrum Bank* to the *Bank of Cyprus* in mid-2008. Our data can broadly be classified into two broad categories of transactions: (a) direct sale of business or a controlling stake in its equity, notable examples being the sale of *Absolut Bank* to *KBC* of Belgium in September 2007, or the sale of control over *Rosbank* to *Société Générale* of France in 3 tranches from June 2006 through February 2008; and (b) public offerings, both IPO and SPO (secondary, or seasoned, public offerings), such as the IPO of *Bank St. Petersburg* in November 2007 or the SPO of *Vozrozhdenie* in May 2007.

Financial indicators were taken from [Bankscope] database and from [Bankers' Almanac]. Finally, the data on shareholding, personal details of top managers and Directors and the quality of auditors come from regulatory statements submitted on a quarterly basis by all issuers of securities to the Russian regulatory authority, Federal Financial Markets Service.

5. Variables

As far as *explanatory (independent) variables* are concerned, having just one explanatory variable for differences in bank valuation would have rendered simplicity to the econometric analysis. At the outset we were tempted to employ one of the existing ratings of corporate governance, e.g. that assigned by Standard & Poor's, but the use of already-available indices is deterred by their meager coverage of banks – e.g., just one Russian bank holds a corporate governance rating from Standard & Poor's, and another one bank a rating from RID & Expert-RA.

We focus on the following range of *candidate independent variables*:

1. Asset size (ASSETS) is used as a control variable to account for the possible premium for large acquisitions (market share premium). In other words we expect the premium to increase with the growth of asset size.
2. Quality of auditors (AUDITORS) is used as a proxy of bank transparency that is an essential component of governance quality. AUDITORS is a dummy variable taking a value of 1 if the bank's external auditor is a 'Big-4' accounting firm (Ernst & Young, Deloitte, KPMG, or PricewaterhouseCoopers), and a value of 0 otherwise. We think that, *ceteris paribus*, it is better-governed banks that undertake efforts to increase transparency, to disclose more information and subject themselves to the scrutiny of external auditors of proven integrity and rigor. Global capital markets generally require the issuer to provide investors with highly reliable financial information. Quality of audit and the integrity of the auditors significantly affect the quality of information available to financial markets, while lack of proper audit impairs a bank's ability to raise funding from those markets. We expect that the more transparent the bank is, the smaller the acquirer's discount for possible risk of accounting fraud. Overall AUDITORS is assumed to have a positive correlation with bank valuation.
3. Rating agency coverage (RATINGS) – a variable counting the number of credit rating agencies that cover the bank. The range of this variable is from 0 when the bank is not rated by either of the major globally recognized ratings agencies - Moody's, Standard & Poor's, or Fitch Ratings, to 3 when rated by all 3 of these agencies. Rating agencies are expected to perform a thorough and impartial risk assessment on behalf of investors. Similarly to AUDITORS, the extent of

ratings agencies' coverage could significantly impact the ability of the firm to raise funds from public financial markets. Higher value of RATINGS indicator might reflect greater transparency and better governance.

4. Size of the Board of Directors (BOD_SIZE) – the number of people sitting on the Board. We assume that going over some notional threshold of the Board size³ would jeopardize the Board's inefficiency for two reasons: (a) an excessive numerical composition is usually an indicator of irrelevance of at least some of Board members; (b) big size of the Board might inhibit productive discussion, lead to a bureaucratization of the Board functioning and thus adversely impact the ability of the firm to make swift and timely policy decisions. At the same time, too small a Board may not allow different views and interests to be represented.
5. Degree of Board independence (BOD_IND) – share of independent Directors in the total number. The Board has to be reasonably independent from the bank management in order to perform its fiduciary duties, and independent directors are expected to be free from the conflict of interest, unlike the managers whose actions the Board must monitor. Russian legislation expressly limits the maximum number of members of the Management Board to sit on the Board of Directors to 25% of all Directors, but the rest of them can be other insiders unless they declare their 'independent' status.
6. Shareholder concentration (SCR) – the sum of shares of top 3 shareholders in the charter capital of the bank. We expect this indicator to have positive impact on price in case of acquisitions, while its impact in the case of public offerings is uncertain. An acquirer who wishes to quickly gain control and not to have to deal with minority shareholders must be inclined to pay a premium to book value of the bank. At first glance, SCR appears to express a premium paid for control over the bank. Actually SCR is less about the price at which control over the bank is sold but more about dispersion of remaining stock after acquisition. At the same time, minority stake holders and potential investors in bank shares at an IPO or SPO can reasonably doubt their potential clout over decision-making in a bank where one or a few intimately affiliated individuals have been firmly entrenched (on entrenchment of blockholders against new shareholders see [LaPorta *et al.*, 1999]).
7. Stability of the Management Board (MB_STABILITY) – average tenure of Management Board ('*pravlenie*') members. Low turnover among top managers can mean that there are no major conflicts within the Management Board, the management team is coherent and balanced and one of high quality. The assumption stands that an acquirer depends on the cooperation and goodwill of the previous top management, be it only for statutory reasons and for the sake of business continuity. An acquirer should also want to keep in place a successful and competent management team that has performed so well in the past. In turn, a stable management team can be assumed more likely to stay with the bank after ownership change. If so, then high value of MB_STABILITY should lead to an extra premium that an acquirer is prepared to pay.
8. Stability of the Board of Directors (BOD_STABILITY) is average tenure of Directors. This variable can impact valuation with either positive or negative sign. On the one hand, low rates

³ From practical experience and empirical evidence of corporate governance in Russia we take the number of 7 directors as a tentative threshold of optimal size of a Board.

of turnover in the Board can be viewed as an indicator of maturity, stability, continuity and firm control by key shareholders, thus attributing a positive sign to this indicator. On the other hand, a protracted period of Directors' duties might be an unequivocal sign of entrenchment of key shareholder (-s) against all other parties, including minorities. Russian law does not support the institution of 'staggered boards' and the entire Board is re-elected every year at the regular annual meeting of shareholders. Voting usually follows the 'cumulative' model, meaning that a single drop-out between regular annual meetings triggers full Board re-election at an extraordinary meeting. The absence of such corporate events might reflect various phenomena. Another consideration is that a bank with an overly 'stable' Board is prone to enjoy comfort, become lazy and averse to risk-taking, innovation and adjustment. There is also a risk that over time material interests of Board Directors might become increasingly aligned with those of the bank management rather than its shareholders. Aforementioned phenomena would denote poor governance and explain a possible negative impact of BOD_STABILITY on bank valuation.

9. Time period (TIME) – a variable, representing the quarter in which our observation is made (a transaction is completed). The variable takes on integer values between 1 and 22, with 1 corresponding to Q1 2003, and 22 corresponding to Q2 2008. This variable was included to account for any possible overall increase or decrease in bank acquisition activity over time thus confounding with the specific company characteristics affecting valuation. We decided to include TIME in our sample, along with variables featuring the quality of governance and management in a bank, in order to control for the effect of natural market evolution. Rising confidence in the Russian banking sector, cheaper targets bought first. Variables 1 – 10 (and especially variables 1, 2, 3, 5, 7 and 8) might display co-linearity with TIME because the natural evolution of governance quality is expected to be one of gradual improvement over time.
10. Strategic nature of the transaction (STRATEGIC) – a dummy variable taking on the value of 1 if the acquisition can be considered strategic and 0 otherwise. We consider as strategic investments where there is an intention to influence the direction of the bank's development on behalf of the acquirer and if the acquisition is deemed to be a long term investment, not an intended resale or speculation.

Table 1 lists in alphabetic order a tentative set of independent variables to be included in the model and anticipates the sign of these variables' impact on the dependent variable (P/BV).

Table 1: Preliminary set of explanatory variables

Variable	stands for	Expected impact
ASSETS	Natural logarithm of asset size	Positive
AUDITORS	Quality of auditors (1 if auditors are a Big-4 firm. 0 – otherwise)	Positive
BOD_IND	Percentage of independent directors on the Board of Directors	Positive
BOD_SIZE	Size of the Board of Directors	Negative (if over 7)
BOD_STABILITY	Average tenure of directors (in months)	Positive

MB_STABILITY	Average tenure of the members of the Management Board (in months)	Positive
RATINGS	Number of major rating agencies covering the bank	Positive
SCR	Sum of top 3 shareholders' shares of equity	Positive for acquisitions, uncertain for public offerings
STRATEGIC	Strategic nature of acquisition (1 if strategic, 0 - otherwise)	Positive
TIME	Quarter in which the transaction has been completed	Positive

We have also considered several other candidate variables, but decided not to include them in the model either on theoretical grounds or for practical reasons. Western concepts of corporate governance may attach weight to factors that in the Russian circumstances play a different role. For instance, S & P focuses on ownership structure and external influences as one of four main areas driving the cumulative rating of corporate governance. Russian banks display a high degree of ownership concentration with a blockholder present in each bank, so this indicator becomes a dummy variable with value next to constant. Another example is a dummy variable reflecting whether the CEO and the Chairman of the Board of Directors is the same person (situation quite common in American banks). Russian legislation prohibits such practice, so all companies in the sample share this feature, therefore inclusion of this variable would not add value. Some of the indicators of corporate governance quality suitable for mature markets (e.g. frequency of Board meetings, the number of Board committees, and proportion of outside Directors) become mutilated by the basic Russian cultural institution of tolerating a huge gap between form and substance. Most of the recorded Board meetings may have never taken place; Board committees can exist on paper only; and many Directors positioned as non-affiliated to the executive management of the company are actually insiders or beneficial owners. Foreign nationals' presence in a Board of Directors as a proxy for good corporate governance [Choi, Hasan, 2005] does not convince us. In the Russian setting where form tends to be detached from substance, foreign prominent figures might be given the title of 'Directors' while their main function and duty is advisory, therefore the presence of such individuals on the Board is highly likely to be a pure window-dressing. In our opinion, an attempt to mislead and manipulate unrelated investors constitutes bad governance practice, not a good one.

We chose price-to-book-value (P/BV) ratio of banks as the *dependent variable* in our model. This indicator has the advantage of being the most commonly used measurement of bank valuation, particularly in the absence of sophisticated stock markets that involve a broad range of equities issued by banks. The choice of P/BV allows to sterilize the effects of bank's sheer size on valuation. At the same time, some of the P/BV multiples result from single large transactions, rather than from an infinite number of small market-based interactions. Large single transactions, especially those

involving shift of control over the bank, are by definition always unique and may be concluded on terms well beyond market-proven price corridors at each point in time.

6. The model and estimation results

In order to quantify the impact of selected indicators on the valuation of banks we tried to build a multiple linear regression model, explaining the dependent variable – P/BV ratio.

Our first step was to run the following multiple least-squares model:

$$(1) \quad P/BV = \beta_0 + \beta_1*ASSETS + \beta_2*AUDITORS + \beta_3*BOD_IND + \beta_4*BOD_SIZE + \beta_5*BOD_STABILITY + \beta_6*MB_STABILITY + \beta_7*RATINGS + \beta_8*SCR + \beta_9*STRATEGIC + \beta_{10}*TIME$$

Having run a least-squares estimation procedure we obtained the following output:

Table 2: Preliminary model: regression statistics

R-squared	0.9935
Adjusted R-squared	0.9870
Standard Error	0.1623
Observations	13

Table 3: Preliminary model: analysis of variance

	Degrees of freedom	Sum of squares	Mean sum of squares	F-value	F-significance
Regression	10	4.0042	0.4004	15.2050	0.0633
Residual	2	0.0527	0.0263		
Total	12	4.0568			

Table 4: Preliminary model: regression coefficients

	Coefficient	Standard Error	T-Statistic	P-Value
INTERCEPT	1.5900	0.8593	1.8504	0.2055
ASSETS	0.9220	0.3733	2.4696	0.1322
AUDITORS	-1.0459	0.3926	-2.6642	0.1167
BOD_IND	0.0072	0.0762	0.0948	0.9331
BOD_SIZE	0.0148	0.0086	1.7310	0.2256
BOD_STABILITY	-0.0863	0.0212	-4.0764	0.0552
MB_STABILITY	0.0069	0.0062	1.1066	0.3838
RATINGS	0.6069	0.2401	2.5279	0.1273
SCR	1.7346	0.4310	4.0244	0.0566
STRATEGIC	0.6503	0.4255	1.5282	0.2660
TIME	-0.0459	0.0254	-1.8094	0.2121

Considering the output we received from the model, we can further improve our model by eliminating the least significant variables, namely BOD_IND and MB_STABILITY. Thus, the new model can be formulated as:

$$(2) \quad P/BV = \beta_0 + \beta_1*ASSETS + \beta_2*AUDITORS + \beta_3*BOD_SIZE + \beta_4*BOD_STABILITY + \beta_5*RATINGS + \beta_6*SCR + \beta_7*STRATEGIC + \beta_8*TIME$$

Running the estimation procedure again we get the following results (Tables 5, 6 and 7).

Table 5: Final model: regression statistics

R-squared	0.9754
Adjusted R-squared	0.9262
Standard Error	0.1580
Observations	13

Table 6: Final model: analysis of variance

	Degrees of freedom	Sum of squares	Mean sum of squares	F-value	F-significance
Regression	8	3.9570	0.4946	19.8186	0.0058
Residual	4	0.0998	0.0250		
Total	12	4.0568			

Table 7: Final model: regression coefficients

	Coefficient	Standard error	T-Statistic	P-Value
INTERCEPT	1.6219	0.6267	2.5880	0.0608
ASSETS	-0.0865	0.0206	-4.2048	0.0136
AUDITORS	1.0551	0.1371	7.6954	0.0015
BOD_IND	-1.0639	0.2836	-3.7511	0.0199
BOD_STABILITY	0.0212	0.0030	7.0710	0.0021
RATINGS	0.6679	0.1305	5.1176	0.0069
SCR	1.9438	0.3571	5.4433	0.0055
STRATEGIC	0.4568	0.1380	3.3111	0.0296
TIME	-0.0528	0.0173	-3.0412	0.0384

7. Interpretation of results

Our results might be interpreted in the following way.

The model appears to have an excellent fit, i.e. it explains nearly all variation in the dependent variable (P/BV). The model thus successfully passes the F-test⁴, and all its regressors (including the intercept) are statistically significant at 10% confidence level.

Holding all else equal, a 1% increase in the value of total assets leads to a decrease of 0.09 of the P/BV multiple at acquisition. The presence of reputed auditors tends to increase the valuation multiple by 1.05. Complete independence of the Board of Directors would (quite unexpectedly) reduce the valuation multiple by 1.06. The increase in stability of the Board of Directors (measured in extra months of average tenure of members) by one month boosts valuation by 0.02, which admittedly is a rather negligible (but still statistically significant) contribution. Having one extra

⁴ F-test is a statistical test of null hypothesis that all regression coefficients are simultaneously equal to zero. Failure to accept the null hypothesis means that at least one of our regressors is linearly related to the dependent variable.

rating agency covering the bank increases the P/BV by 0.67. The strategic nature of acquisition (STRATEGIC) increases the premium paid by acquirer to book value of equity by further 0.46. It appears that as time advances, valuation premia tend to decrease by 0.05 per quarter. Finally, by far the greatest contribution comes from shareholder concentration ratio (SCR). A closely held company with 3 shareholders owning 100% of shares would instantly yield a 1.94 P/BV multiple.

Acquirers are likely to attach positive value to the fact that the target bank is closely held, i.e. to the degree of control exercised by top 3 shareholders (SCR). The higher the ownership concentration, the lower the bargaining power of minority shareholders and less cost for the controlling owner to re-align his new subsidiary.

The variable ASSETS has changed its sign from positive, in the preliminary version of our model, to negative in the final version. Discount for larger amount of assets could mean that investors shy away from too large institutions perhaps due to the managerial complexity and the accompanying moral hazard issues.

The premium paid by investors for high quality audit (AUDITORS) could indicate that acquirers mistrust local accounting firms and wish to pay up for the comfort provided by an established auditor.

Stability of the Board of Directors of the target bank (BOD_STABILITY) increases its valuation. This outcome of our modeling does not come as a surprise - the general practice in Russia is the complete replacement of the board with representatives of the new owner (a remarkable exception to this would be the case of Rosbank where the composition of the Board of Directors was only slightly changed). By paying a premium for BOD_STABILITY, are investors wasting their money on an asset they will not be able to take full advantage of?

It appears that in transactions of a strategic nature (STRATEGIC), the acquirer is keener to acquire the target than in speculative transactions. This could stem from the desire to gain quick access to the Russian banking market and thus be less concerned with the economics of acquisition. Our previous research in this area [Bokov, Vernikov, 2008a] showed total lack of significance of profitability ratios, which further reinforces this argument.

RATINGS (the number of rating agencies covering the bank) as a proxy for bank transparency has shown a sizable impact in line with our expectations. Ratings are, *per se*, a proxy for credit risk and generally substitute rigorous credit analysis. It appears that investors trust the rigor of the rating process and place value on the efforts of the bank's management to attain better transparency. However, given that any acquisition requires a very thorough due diligence that may reveal more information than a credit opinion from a ratings agency, it is rather strange that ratings coverage tends to boost valuation so significantly. Another explanation is that international credit ratings remain a rarity among Russian banks beyond the first tier, thus ratings coverage could be seen a sign of bank's leading position in the industry.

Our study has found a statistically significant correlation between Board of Directors' independence (BOD_IND), on the one hand, and bank valuation, on the other. What we did not expect was the sign. From what we see it appears that having a Board of Directors comprised of non-executive directors actually tends to destroy shareholder value and do it fast. Such an outcome might serve as a reality check for the promoters of Western-style corporate governance in Russia.

This matter requires further analysis – our guess is that our sample is heavily influenced by outlying transactions with *Rosbank* shares. Anyhow, the rationale for setting up strong corporate boards with high degree of independence now looks shakier if there are other options besides an IPO – such expense may not be adequately recovered from a strategic investor.

Finally, the significance of TIME, the variable measuring the dynamics of valuations could be seen as an indicator of gradual maturity of the Russian market for bank M&A as the new entrants into the market are less keen on entering the market at all costs. An alternative explanation could be that as investors set their sights on larger Russian banks, the discount effect identified for asset size variable (ASSETS) could come into play.

8. Conclusions

We attempted to quantify the impact of quality of governance on valuation of banking firms in Russia. In order to formalize the measurement of the quality of governance and management we suggest an original set of variables. A least squares multiple linear regression model includes statistically significant factors and is applied to explain differences in valuation of banks in 13 different transactions in our sample. Methodological imperfections notwithstanding, our attempt yielded some interesting findings.

First, investors clearly prefer closely held banks, probably with the view of avoiding additional hassle of dealing with minority stakeholders and the absence of reliable institutions of corporate law and corporate governance in Russia.

Second, size matters. The larger the assets size, the lower the P/BV multiple, *ceteris paribus*.

Third, investors disregard the stability of the management team in charge of the target bank and are not prepared to pay extra for it. Having in place a strong coherent management team creates value, although in practice the chances of such a team remaining in place after an ownership change are slim.

Fourth, efforts and expenses incurred in the process of upgrading corporate governance to ‘best international standards’ do not necessarily pay off. Investors seem to be adverse to the idea of independence of the Board of Directors. They prefer highly stable boards and give no regard to the size of the Board of Directors, maybe because the intention is to reappoint the Board in any case.

Fifth, with regard to transparency, investors place high value on a bank’s exposure to the scrutiny of rating agencies, while the quality of external auditors adds even more value to the bank.

As a *direction for future research*, we plan to broaden the coverage and increase the sample size. M&A activity in the Russian banking sector has picked up in 2007-2008 in the context of consolidation triggered by the global financial crisis, so we anticipate more deals throughout the rest of 2008 and 2009. We must learn to control for price differences between transactions implying shift of control (acquisitions) and those not affecting control (IPOs, SPOs and stock trading). Data on stock market valuation of publicly-traded Russian banks will be added at a later stage. We may also try going beyond price-to-book-value multiples to employ alternative methods of valuation of the banking business, e.g. by considering yields on senior bonds or hybrid capital products issued by the Russian banks [Bokov, 2007]. We will study the impact of a stable set of explanatory variables on bank ‘price’ resulting from different valuation techniques.

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Appendix

Appendix 1: Sample of transactions*

Target	Acquirer	Date	P/BV	Type
<i>Absolut Bank</i>	<i>KBC</i>	<i>September 2007</i>	<i>3.80</i>	<i>sale</i>
<i>Bank SPB</i>	--	<i>November 2007</i>	<i>2.90</i>	<i>IPO</i>
DeltaCredit	Société Générale	August 2005	3.20	sale
<i>Expobank</i>	<i>Barclays</i>	<i>March 2008</i>	<i>4.00</i>	<i>sale</i>
Extrobank	Banco Santander	June 2007	4.40	sale
Gorodskoy Ipotechny Bank	Morgan Stanley	December 2006	5.00	sale
<i>Impexbank</i>	<i>Raiffeisen</i>	<i>January 2006</i>	<i>2.90</i>	<i>sale</i>
International Moscow Bank	Unicredit	October 2006	2.90	sale
Investsberbank	OTP	November 2006	3.90	sale
Investtorgbank	hedge funds	June 2008	4.20	sale
KMB-Bank	Intesa	April 2005	3.90	sale
Monchebank	DnB NOR	October 2005	2.20	sale
National Standard	OEMK-Invest	September 2006	1.15	sale
<i>Orgresbank</i>	<i>Nordea</i>	<i>November 2006</i>	<i>4.30</i>	<i>sale</i>
<i>Probusinessbank</i>	<i>Merril Lynch</i>	<i>November 2006</i>	<i>3.00</i>	<i>sale</i>
<i>Probusinessbank</i>	<i>Renaissance Capital</i>	<i>November 2006</i>	<i>3.00</i>	<i>sale</i>
<i>Promsvyazbank</i>	<i>Commerzbank</i>	<i>December 2006</i>	<i>3.40</i>	<i>sale</i>
PSB	VTB	September 2006	2.20	sale
PSB	VTB	September 2004	1.20	sale
Renaissance Capital	Onexim	September 2008	1.00	sale
<i>Rosbank</i>	<i>Société Générale</i>	<i>June 2006</i>	<i>4.50</i>	<i>sale</i>
<i>Rosbank</i>	<i>Société Générale</i>	<i>September 2006</i>	<i>4.50</i>	<i>sale</i>
<i>Rosbank</i>	<i>Société Générale</i>	<i>February 2008</i>	<i>3.67</i>	<i>sale</i>
Sberbank	--	March 2007	3.70	SPO
<i>Uniastrum Bank</i>	<i>Bank of Cyprus</i>	<i>June 2008</i>	<i>3.10</i>	<i>sale</i>
<i>Vozrozhdenie</i>	--	<i>August 2006</i>	<i>4.00</i>	<i>IPO</i>
<i>Vozrozhdenie</i>	--	<i>May 2007</i>	<i>3.80</i>	<i>SPO</i>
VTB	--	May 2007	2.40	IPO

* transactions included in the modeling and calculations are shown in italics

Sources: public disclosure; media; our database