

Table of Contents

<i>Table of Contents</i>	<i>ii</i>
<i>Abbreviations</i>	<i>vi</i>
<i>List of Figures</i>	<i>x</i>
<i>List of Tables</i>	<i>xi</i>
Chapter 1 Introduction	1
1.1 After the Financial Crisis	1
1.2 Objectives and Motives of the Thesis	4
Chapter 2 The role of Financial institutions in the Financial market.....	9
2.1 Special characteristics of Financial Institutions	10
2.2 Transaction Cost and Information Asymmetry	11
2.3 Risk management	14
2.4 Summary	15
Chapter 3 Corporate Governance of Financial institutions	17
3.1 Governance within the context of the ‘Principal – Agent’ problem ..	18
3.2 Overlap between regulation and corporate governance.....	24
3.3 Regulation by the Basel Committee	28
3.4 Corporate Governance Mechanism: Monitoring within Financial Institutions	32
3.4.1 Board of directors and their role in financial institutions	34
3.4.2 Auditing (Supervisory) Committee	42
3.4.3 Risk management with Authority	46
3.5 Summary	47
Chapter 4 Financial Institutions in Korea: the Status quo	49
4.1 Types of Financial Institutions in Korea	52
4.2 Regulations governing Financial Institutions	56
4.3 Non-banking institutions and dominance of Chaebol	58
4.3.1 Ownership structure of Chaebol	61
4.3.2 Management structure of Chaebol.....	70
4.4 Ownership structure of banks: Financial Holding Company structure ..	71

4.4.1	Amendment to the Financial Holding Company Act	71
4.4.2	Bank holding companies vs. Non-Bank holding companies.....	75
4.4.3	Bank Holding Companies: Management Structure	78
4.5	Savings Banks	80
4.5.1	Savings Union Act.....	81
4.5.2	Saving Bank Run.....	82
4.6	Monitoring within Financial Institutions: Board of Directors.....	85
4.6.1	Board of Directors: Supervisory vs. Advisory.....	85
4.6.2	Board of Directors: Outside directors	88
4.6.3	Internal Control	97
4.6.3.1	Definition of Internal Control	97
4.6.3.2	Duty of board to monitor: Economic framework	99
4.6.3.3	Duty of the board to monitor: Legal framework	101
4.6.4	Compliance officer, Audit committee and Risk management	104
4.7	Summary	114
Chapter 5	Review of the Corporate Governance of Financial Institution Bill ..	117
5.1	Introduction	117
5.2	The United States and its state.....	119
5.2.1	Federal Law	119
5.2.2	State Law	120
5.2.3	ExchangeLaw.....	120
5.3	Scope of the “Corporate Governance of Financial Institution Bill” ..	122
5.4	Board of Directors	123
5.4.1	Rights and responsibilities of the board of directors in the bill....	123
5.4.2	Outside director system in the bill.....	124
5.4.3	Board of directors in the United States	127
a)	Conflict-reducing standard.....	128
b)	Action-inducing standards.....	132
c)	Implementation of “publicization”	133
5.4.4	Policy Implications for Korea	135
a)	Strengthened conflict-reducing standards	136
b)	Strengthened action-inducing standards	138

c)	Increasing the role of institutional investor	140
5.5	Audit (Supervisory) Committee	142
5.5.1	Audit Committee in the Bill	142
5.5.2	Audit committee in the United States	146
a)	Definition of Expertise	147
b)	Definition of Independence	149
c)	Communication between external auditor and audit committee	151
5.5.3	Policy Implication for Korea	153
a)	Redefined role of audit committee with expertise	153
b)	Redefined role of audit committee with independence	155
5.6	Officer System	156
5.6.1	De Facto Officer and executive officer in the bill	156
5.6.2	Duties of the Executive officer under Korean Commercial Code	160
a)	Relationship with board of directors	160
b)	Liabilities and protection of the executive officer	163
5.6.3	Rights, duties and liabilities of Corporate Officers in the United States	163
a)	Definition of an officer	163
b)	Duties of an officer	165
c)	Liability of an officer	168
d)	Protection from liability: Business Judgment Rule	170
5.6.4	Policy implication for Korea	173
5.6.4.1	Duties and liabilities of the de facto officer at financial institutions	173
5.6.4.2	Protection from liabilities	174
5.7	Risk Committee	178
5.7.1	Risk Committee in the Bill	178
5.7.2	Independence and qualification of Risk committee and Chief Risk Officer	181
5.7.3	Risk Committee in the United States	182
a)	Uniqueness of risk management	183
b)	Independence of the risk committee	187
c)	Expertise of risk committee	189
d)	Procedural requirements	190

5.7.4	Policy implications for Korea	191
a)	Independence and expertise of the risk committee	191
b)	Risk Culture	192
5.8	Internal Control System	195
5.8.1	Internal Control System in the bill	195
5.8.2	Definition and Scope of internal control system	196
5.8.3	Architecture of Internal Control in the United States	197
a)	Ex-post mechanism: Internal accounting control	197
b)	Ex-ante mechanism: Legal Compliance	201
5.8.4	Policy implications for Korea	204
a)	Reframing internal accounting control	204
b)	Promotion of legal compliance	210
c)	Redefined role of the Compliance Officer	212
5.9	Summary	214
Chapter 6	Conclusion	215
Chapter 7	Corporate Governance of Financial Institutions in Korea in 2014 . . .	219
Appendix 1:	COSO Internal Control Definition	xiii
Appendix 2:	NYSE Listed Company Manual, 3030A, 09 Corporate Governance Guidelines	xiv
Appendix 3:	The Report of the Blue Ribbon Committee 1999	xvi
Appendix 4:	SOX 407 on the disclosure of Audit Committee Financial Expert	xix
Appendix 5:	SOX 301 on the Public Company Audit Committees	xx
Appendix 6:	Internal Control under the Bank Act Article 23-3	xxii
Appendix 7:	Internal Control under Korean Capital and Financial Markets Act Article 28	xxiv
Appendix 8:	U.S. Federal Sentencing Guidelines	xxvii
Bibliography	xxix