International Journal of Economics, Business and Management Research

Vol. 4, No. 08; 2020

ISSN: 2456-7760

A REVIEW OF THE CORPORATE GOVERNANCE AND PRACTICE IN JORDANIAN BANKS

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Abstract
The good corporate governance gained a lot of attention in the Jordanian banking system. Whereas it is widely accepted by many shareholders, managers, and governments as it is based on property rights and principal agent theories of any firm. Moreover, maximizing the profits and its distribution is the first concern of the shareholders perspective and accordingly they judge or decide if the firm has a good governance or no and accordingly recommends that banks should be managed under the same goal. In particular, the problem of the governance is focused on assessing the impact of the implementation of its systems in Jordanian banks and its application mechanism in accordance, with the Jordanian law and the responsibility of the shareholders. Therefore, the banks rapidly accept these regulations to provide a basis for their corporate performance and future development, to gain trust in its activities. The main objective of this study is to describe tendencies of corporate governance in Jordanian banks form a legal point of view, in parallel with the new regulations and financial market reform. This objective is achieved through a review of prior studies conducted in the banking sector in Jordan. Present studies attempts to examine the extent of corporate governance rules in the Jordanian legislation which regulates the activities of the Jordanian bank sector by achieving justice among shareholders in obtaining information and other rights. As an example, the ownership of employee's shares in the capital is a way to ensure and maintain loyalty to the company, as well as control. Heightened without excessively preventing the firm and its innovations, and thus minimizing the risks that may occur from the misdeeds of corporate officers at the regional, national and global levels. The findings indicate that there is a development in the number of Jordanian banks and their operating branches while the regulations have different effects on bank risk management, depending on the bank's corporate governance structure. This study recommends conducting further studies regarding the development approach of the level of governance in Jordanian banks such as adopting the application of the principles and practices of the institutional governance of information technology.

Keywords: Corporate Governance, Jordanian Regulations, Banks.

JEL classification: G3, K2, G21.

1. Introduction

Corporate governance is the system by which organizations are managed and controlled. It specifies several matters regarding the structure of any incorporation such like the obligations, rights, the way of management, appointing the board of directors, distributing profits and losses among shareholders as well as laying down the rules and procedures of decision making.

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Bank-governance seeks the continuity of banks functions, and protect banks from sliding into hard situation and collapse; through establishing a set of principles that target the vital elements to the success and continuity within a given bank such as: board of directors, management council, shareholders work strategies and policies.

OECD (2004) defined corporate governance as it involves “a set of relationships between a company’s management, its board, its shareholders, and other stakeholders. It also provides the structure through which the objectives of the company are set, achieved and monitoring performance are determined”. Subsequently this is the exact meaning of good practice of management. Haddad (2016) pointed that each member in the organization is responsible to contributes with the organization’s performance governance, risk management and compliance from top management to business process deal with operational challenges and regulatory requirements owners and frontline staff.

REO (2004) stated that the corporate governance has organized relationships starting from the top of the firm, the board of directors, the senior managers, reaching the stockholders. (Al Ramahi et al, 2014) argued about the governance needed to ensure optimizing the resources, reducing risks, delivering benefits, and the existence of stakeholder transparency. The effectiveness of mechanisms that minimize agency convicts involving managers, with particular emphasis on the legal mechanisms that prevent the expropriation of minority shareholders (Shleifer and Vishny, 1997).

This point of view regarding the governance, which is widely accepted by many shareholders, managers, and governments, is based on property rights and principal agent theories of the firm. Thus, principals (owners, shareholders) establish governance systems to ensure that agents (managers) run the organization in the best interests as mentioned earlier (Jensen and Meckling 1976). Zingales (1998) views governance systems as the complex set of constraints that shape the ex-post bargaining over the quasi-rents generated by the firm. Gillan and Starks (1998) defined the corporate governance as the group of legislation, rules, and factors that control the company's operations. Yadav et al (2017) also stated that corporate governance includes the procedures and the process in which corporations' objectives are set and achieved in the context of the social, regulatory and market environment including the mechanisms of monitoring its actions.

Based on the above, we can say that bank governance is a product of inter banks cooperation represented by its management council and monitoring agencies. It is also worth mentioning that the governance is basely established on ideals such like: creating fairness standards, transparency, disclosure, accountability and responsibility in banking function.

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1.1 Data Methodology

A lot of previous studies stipulated further methods of using the measurement of extending corporate social disclosure. Such studies used the analysis to examine and ensure reliability of the corporate governance in its annual reports. In this regard, (Naser, 1998: Gray et al., 1995b: Wallace, 1988: Berelson, 1971: Wallace and Naser, 1995) defined such method as a technique which were employed or been used to measure objectively, systematically, and qualitatively the content of communication. Also, Abbott and Monsen (1979) defined the content analysis as a technique used to gather data that form codifying quantitative information in anecdotal and literary form categories to derive scales of different levels of complexity. In undertaking this study the authors conducted a rigorous literature review including the use of library and e-Journals. Accordingly, this paper is purely based on desktop and library research methodology. Therefore, various journals, research papers and paper articles germane to corporate governance and firms' performance have been surveyed extremely in making this study.

1.2 Problem Formulation

The corporate governance have been occurred after the financial crisis. Especially in financial and banking sectors because of its responsibility for the greatly causes and consequences. (Mulbert, 2010; Kirkpatrick, 2009; Berger et al., 2012; Hopt, 2013).

However, the improvement of corporate governance does not converge within common ground on what good governance means.

Walker, (2009) states, maximizing the profits and its distribution is the first concern of the shareholders perspective and accordingly they judge or decide if the firm has a good governance or no and accordingly recommends that banks should be managed under the same goal. In particular, the problem of the governance is focused on assessing the impact of the implementation of its systems in Jordanian banks and its application mechanism in accordance, with the Jordanian law and the responsibility of the shareholders

1.3 Objective of the study

We set hereby, some major points that we will be focusing on in this study:

1.3.1 Explaining the concept of corporate governance.

1.3.2 Identifying the mechanisms used to implement the principles of governance in Jordanian banks in order to improve the mechanisms of applying governance in accordance with the instructions of the Central Bank of Jordan.

1.3.3 Identifying the impact of the application of governance mechanisms to reduce the risk on Jordanian banks and reduce financial and administrative corruption.

1.3.4 Evaluating the impact of the application of the principles of governance in Jordanian banks on enhancing the confidence and credibility of Jordanian banks through the disclosure of its annual reports.

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1.4 Significance of the study

The importance of this study and its results, as well as its recommendations which will be devised based on our analysis, will be a contribution for the purposes of strengthening the efforts of banks aiming to expand the implementation of governance systems.

In Jordanian banks, many regulatory bodies supervise the implementation of governance mechanisms such like: Banking Supervision Department, Central Bank, Jordan Banks Association and the Audit Bureau. This study will help those whom responsible of the corporate governance to give out some added and needed value to the shareholders in Jordanian banks.

2. Literature Review

2.1 Corporate Governance in a historic context

2.1.1 The Importance of Corporate Governance and effective Boards.

Berle and Means (1968). Back in time, in 1932, the obstacles which are faced nowadays got noticed. The entire argument were based that the gap between the shareholders and the board of directors controlling the incorporations made the shareholders sounds without any value as they did not had any way to get involved in the management of the companies that they has shares in it as the board of directors had all the authorizations and right to control the companies the way they deem appropriate. The importance of what's called "agency theory" which is used by the specialised economists and investors has a lot of importance when it comes to the linking between the way of management by the board of directors and the way of achieving the company's objectives. (Ajanthan,et al. 2013). Wolfgang (2003) mentioned that the good corporate governance will achieve lower capital risks, much better profit distributions, a better percentage of sales as well as the growth of the incorporation. O' Donovan (2003) states that the corporate governance is as an internal system for joining an association's techniques, structures, people which serve the necessities of the speculators and accomplices by organizing and controlling organization practices with extraordinary business canny, objectivity and genuineness. Fama and Jensen (1983). The great act of corporate governance upgrades a decent firm performance. The job of the board is to determine the company's issues among directors and investors by setting supplanting supervisors, managers that makes an incentive for the investors and given them remuneration instead of the one's that does not. (Barako & Tower, 2007: Akyereboah et. al, 2008) expressed that there is a connection between corporate governance and bank performance. Lipton and Lorsch (1992) expressed that the corporate governance isn't working the manner in which it ought to in numerous nations. The primary issue isn't the arrangement of guidelines, legal and laws choices which are the structure of corporate structure. However, it is the disappointment of not achieving good results by the boards that controlled the incorporations.

Long time ago, it was contended by numerous scholastics and agents that the "controls of the capital markets," through the dangers or facts of takeovers, would make the decision makers make remedial move to improve execution. (Lipton and Lorsch 1992). Sabanes-Oxley Act of 2002 SOX improves a corporate executive's legitimate risk or just pursues the generally accepted way to go of protecting its decision makers from lawful obligation, in addition, applies to guarantors of protections that are required to record reports under the U.S. Securities Exchange Act of 1934. Ghoshray (2005) Expressed that the decision makers didn't satisfy their pledge to guide the supervisors, thus, neglected to be acknowledge how the progression of data inside the corporate activities. For example the managers in Enron approved a lot of matters and they had taken choices in regards to profoundly question corporate issues without satisfactorily practicing their essential obligation of care.

(Adam Smith, 1776; Friedrich Hayek, 1945; Kenneth) also mentioned that the corporate governance is a push to actualize the "investigation of good request and functional courses of action" where great request incorporates both unconstrained requests in the market, which is a worshiped custom in financial aspects. Tennyson and Kindness (2014) expressed that the corporate governance is a term that extensively alludes to rules, procedures or laws by which an incorporation are coordinated, worked, managed and controlled. Bank performance leads to the improvement of the offer value, productivity or the present valuation of an organization (Melvin and Hirt, 2005) proposed in the writing wide assortment of meanings of firm execution. Velnampy and Nimalathasan (2008) found a positive connection between the Firm size and Profitability in Commercial Bank of Ceylon Ltd, yet there is no connection between firm size and productivity in Bank of Ceylon. Different studies distinguished the determinants of benefit such like (Islam and Mili, 2012, Velnampy, 2005, 2013, Velnampy and Pratheepkanth, 2012, and Niresh and Velnampy, 2012.

2.1.2 The Functions of the Board of Directors.

According to the Central Bank of Jordan (2007), The board of directors defines the Bank's vital objectives, just as regulating the official way of managing the Bank. The everyday activity of the bank is the obligation of such board of directors, however they all in all guarantees and affirms that interior control frameworks are successful and that the Bank's exercises consent to methodology, approaches and systems endorsed by the Board or as legally necessary or guideline. As a basic piece of these interior controls, the Board guarantees that all elements of the Bank's hazard are overseen appropriately. The Governing body which is the board of directors has in general, an obligation regarding the activities and the budgetary adequacy of the bank and guarantees that the premiums of investors, contributors, lenders, workers, and different partners. The relationship between them is based on the trust between hierarchical chiefs and investors. Tennyson and Benevolence (2014) referenced that the expansion consideration for the relations so as to the relief of irreconcilable situation among partners and the advantage that influence investors, by utilizing the orders of the executives, for example, inward controls, corporate revelation, execution estimation.

2.2 Principles of corporate governance

A lot of studies referred to five line ups for the assessment of corporate governance, the most important one from our point of view is the shareholders rights. Such category includes the right to transfer ownership of shares, voting in the general assembly meetings, the appointment of the election of the board of directors, getting their cut from the distribution of profits and their right to participate effectively in the meetings of the general assembly. According to Al Jazy (2011), there are five groups we can assess the corporate governance upon it:

2.2.1 The Right of Shareholders: it is includes the right for transfer the shares, voting in the general authority meetings moreover, selecting the board members and had a dividends in addition to have a freely fully to practice their rights through the meeting within the year. The linkage between board activity and the degree of monitoring is difficult to isolate. (Jensen 1993).

2.2.2 Equal treatment of shareholders: shareholder equality, to get their freely right of voting in general authority, concerning key important decisions in the company, with, working to protect them from any acquisition, merge doubted, meanwhile, their right to trace all transactions with Board members or executives. OECD (2004) stated that "shareholders exercises their rights openly and effectively communicating information by encouraging participations at general meetings".

2.2.3 The role of stakeholders or parties: respecting the legal rights for shareholders and compensation for any violation of those rights. However, enhancing their role in participating in the control of the company by obtaining the required information. We can define the stakeholders as their: bondholders, banks, customers and others who are associated with the interests of the company. In addition the bank performance is the bank profitability and productivity in banking (Jeon and Miller, 2006).

2.2.4 Disclosure and transparency are intended to disclose for an important information in the Company, the role of the auditor, disclosure of ownership of the majority of shares that related for directors and managers, provided that all such information is disclosed in a fair manner between shareholders and stakeholders without delay. Syam (2009) indicated The entity implementing the governance should maintain a complete and comprehensive file containing all information related to the work to achieve the principle of transparency and fair disclosure. Central bank of Jordan (2007) The Board shall ensure that the Bank complies with the disclosures set by the International Financial Reporting Standards (IFRs), International Accounting Standard (IAS), The instructions of the Central Bank and other related legislations, to ensure that the executive management is aware of changes in international standards of financial reporting.

2.2.5 The responsibility of the Board of Directors it is includes the structure of the Board of Directors and its legal duties, how to choose the members, their functions and roles by supervising the executive management in the company. Diplock (2004) stated that the task of governing a corporate entity is the work of board of directors.

We noticed that the rules of corporate governance includes several types of legislation including but not limited to the Companies Law, Securities Law, Banking Law, Competition Law, Labour, Accounting and other related regulations and directives. Although laws and regulations related to corporate governance vary among countries, but the legal systems are the main safety assurance that achieve good corporate governance. As if all of the disclosure, transparency standards and accounting standards must be the backbone of the principles of corporate governance.

2.3 The corporate governance ethics

The declaration of ethics infer the virtues for each single individual or gathering and it is related by ethical quality for the most part. Without a doubt, the corporate governance is consider as an authoritative and will in general control a joined firms, so as to diminish the extortion of hazard, upgrade to centre their job in social responsibility.(Bloomsbury distributing, 2003).

Tennyson and Mercy (2014) states: "*The term "ethics" is one which has found itself often linked with "morality" and it has sometimes been applied more narrowly to mean the moral principles of a particular individual or group. Ethical conduct strikes at the core of corporate governance*" Decision-production and activities by the organization as indicated by codes of morals and apply it by workers and association.

The association speak to a gathering of individuals cooperating to accomplish a one regular reason, the corporate governance have a moral thinks about, for example, models, rules, advantages and convictions controlling and administering people and hierarchical practices and activities in the mission to accomplish corporate goals. One of the most empowering agents that positively affects the administration and workers, is our connections and our inner voices, that identified with morals, in this manner associations attempt to locate the best moral and conduct guidelines or codes of best practices that will oversee the protected harbour of them.

Ethics and best practices shall satisfy proper laws carefully and adequate that it will be appropriate for the governance. Associations tries to look into the components for address its shortcomings and imperatives, at that point to make sense of a proposals that significantly affect the consistence of good governance practices to achieve its best expectations of straightforwardness, responsibility and divulgence.

As of late, governance has been welcomed with expanded consideration due to prominent corporate outrages in various structures including maltreatment of corporate power, and now and again, claimed crime by corporate officials.

Best governance: the use of rules and guidelines for duty. Be that as it may, the Bassel advisory group (2006) has prescribed that the board and senior administration ought to comprehend the banks operational structure. Likewise, the banks are represented in a straightforward way. That the board ought to consistently guarantee that there is a proper oversight by senior administration, predictable with the board's approaches. Likewise the board should set and uphold clear lines of duty and responsibility all through the association. Also, that the board should establish and guarantee pay strategies in consonance with the banks corporate culture, long haul targets and system.

At long last the board and the executives ought to successfully use the work directed by the interior control and review capacities.

2.4 Companies Law in Jordan

2.4.1 Companies Law 1964, 1989.

The Jordanian Companies Law during the period between 1964 – 1989 identified two types of companies based on the personality of the shareholders and the independency of the capitals. The Companies Act 1964 mentioned the partnerships; and limited shareholder companies. Accordingly, the articles of such law mentioned that the responsibility of the board of directors includes the publishing of the companies the balance sheets/ financial statements which includes the profits and losses accounts whereas such balance sheets shall be audited by a certified auditor. The Law also required the auditor of the company to ensure the correct preparation of the balance sheets and the profit and losses accounts.

From another point of view, and unlike the Companies Law of the year 1964, which was subject to further amendments in the years 1966, 1972, 1973, 1976 and 1978, the Companies Law published in the official gazette on 1989 took into consideration the increase in the number of corporations and the establishment of the first stock exchange in Jordan (the AFM). According to this law, several forms of entities were added. Consequently, the Law of 1989 required shareholding companies to offer its shares to the public. However, the Companies Law 1964 and 1989 provided that the financial statements shall be prepared according to generally accepted accounting principles (GAAP), which were not defined by any extant Law (Suwaidan, 1997, Al-Akra et al., 2009) and that such financial statements shall be available to the public by publishing them in the official gazette issued by the Companies Control Department. However, these were often delayed with no requirements for interim statements (Haddad et al., 2009).

2.4.2 Companies Law No. 22 of 1997.

To encourage foreign and local investments and to limit routine procedures, Companies Law No. 22 of 1997 was issued. This Law consisted of 286 articles. It required companies operating in Jordan to maintain annual audited financial statements. This was applicable to all public shareholding companies, limited partnerships, general partnerships, limited liability companies, private shareholding companies and foreign companies. The Law provided that the board of directors of every public shareholding company was required to prepare a balance sheet and a profit and loss account with comparative figures for the previous year. The financial statements should show a 'true and fair' picture of the financial position of the company in accordance with internationally recognized accounting and auditing principles. There was no specific format or minimum disclosure specified in the Companies Law of 1997. Further, it does not identify internationally recognized accounting and auditing principles. However, other regulations in Jordan clearly defined the principles that they all require IFRS for regulated companies under their jurisdiction (Haddad, 2005; Al-Akra et al., 2009). IFRS is required by regulation for public shareholding companies regulated by the JSC, for financial institutions regulated by the CBJ, and for insurance companies regulated by the Jordan Insurance Commission (JIC)3. The Companies Law also requires that the auditors of any public shareholding company shall audit its accounts in accordance with the said approved audit principles. Finally, the independence of the auditors of the company was also discussed in the Companies Law 1997. The law provided that the auditors of the company must be independent from the company and its directors. However, the independence of the auditor is questionable in Jordan as the majority of corporations are family-controlled, which may influence the appointment of auditor and his/her independence.

2.5 Commitment to Corporate Governance in Jordanian Bank's

Back in 2007, the central bank of Jordan adopted a corporate governance code which allows the formation of a committee consisted by the board specially for the corporate governances. Such committee includes the Chairman of the board and two of the non-executive directors where their role entails preparing, improving and implementing the codes which is approved by them. Also, they can publish it on their website. The central bank of Jordan also issued on an annual basis publicly reports for its compliance with the Code, where necessary detailing how each provision of the code has been implemented and, where relevant, where and why the bank's executive management has adopted procedures that are different from those recommended by the code.

Corporate Governance Definitions		
Author's	**Years**	**Findings**
Adam Smith,; Friedrich Hayek,; Kenneth	1776, 1945	Study of good order and workable arrangements.
Berle and Means	1968	Developed relation between shareholders and management.
Jensen and Meckling	1976	widely accepted by many shareholders, managers, and governments, is based on property rights and principal agent theories of the firm.
Lipton and Lorsch	1992	The main issue is not the system of regulations.
Gillan and Starks	1998	the system of laws, rules, and factors that control operations at a company.
Shleifer and Vishny	1997	emphasis on the legal mechanisms that prevent the expropriation of minority shareholders.
Zingales	1998	The complex set of constraints that shape the ex post bargaining over the quasi-rents generated by the firm.
O' Donovan	2003	internal system encompassing a company policies, processes, people which serve the needs of the shareholders and stakeholders.
OECD	2004	A set of relationships between a company's management, its board, its shareholders, and other stakeholders.
REO	2004	organized relationships at the top of the firm the board of directors, the senior managers, and the stockholders.
Corporate governance code for banks in Jordan	2007	to provide a basis for its future development and corporate performance, to support trust in its activities.
Walker	2009	concerning by the shareholders perspective on good governance and recommends that banks should be managed under the single goal.
Tennyson and Mercy	2014	is a term that broadly refers to rules, processes or laws by which a company's businesses are directed, operated, regulated and controlled.
Yadav et al	2017	The processes through which corporations' objectives are set and pursued in the context of the social, regulatory and market environment.

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As stated in the above table, and based on the studies conducted at various definitions of corporate governance, it is obvious that there is a lot of researchers which agreed among themselves that the corporate governance is a relationship between management and shareholders (Berle and Means, 1968; Jensen and Meckling, 1967; O' Donovan, 2003; OECD, 2004; REO, 2004; Walker 2009). On the other hand many researchers has a different point of view that the corporate governance is a set of regulations (Adam Smith, Friedrich Hayek,1776, Kenneth 1945, Lipton and Lorsch;1992; Gillan and Starks 1998; Shleifer and Vishny 1997; Zingales 1998; Corporate governance code for banks in Jordan 2007; Tennyson and Mercy 2014; Yadav et al 2017). Hence, we can reach a point that according to these definitions, the corporate governance can be defined as a relationship between management and stakeholders with a set of regulations.

3. Discussion

The presence of a guide for Jordanian banks (2007), refers to the mindfulness and a significance of embracing the governance, inside Jordanian banks early contrasted and banks in the neighbouring countries. For example, the Jordanian legislator, Jordanian Banks Association, Ministry of Industry and Trade and the other related parties, got involved into governance for organizations, banks and the open public sector as well. The results of this study are consistent with the most previous studies' results, some banks have implemented an effective corporate governance strategies which have resulted in higher profitability. Most of the studies have been recognized the advantages of corporate governance and its components to banks. Because of it is not exist as a single body. However, there are no studies that have achieved to assess all components of corporate governance.

Flavianus (2015) the legal bodies and committees consist of Directors (Internal and external). In hence to shed light complexity of evaluating corporate governance may researchers has focused on the corporate governance core mixed feedbacks were conducting by researchers in the relation among the bank practices and board composition. (Klein 1998: Bonn 2004) have documented that the relationship has no influence on corporate governance practices, while Mclntyre, et al (2007) stated that there is a strong connection between board and the bank practices.

The rareness of corporate governance practices, indicate the weakness in relationships their ineffectiveness. Many reasons played the key role of that such as awareness of the importance of the governance in addition the bad economic situation in Jordan, the impact of ineffective governance practices effects on the explanation of these results. Despite achieving the principles of governance to optimize the use of available resources and reduce the phenomena of capital flight and speculation. However, strengthening the competitiveness of the banking sector has to

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do with other variables such as bank balance, technology and qualification of cadres. (Syam, 2009)

4. Conclusion

The development of Jordanian banks and their operating branches became clear, which indicates the high level of development awareness among the different segments of society. On the other hand, the feasibility of investment in this sector enhanced the procedures of economic openness and the application of the regulations and principles of governance. Accordingly, foreign banks has been entered the Jordanian market lately three new foreign banks exist.

The profits of Jordanian banks have risen in a good rate, and this gives us the impression that good governance has had an impact on bank profits as well.

The guide for the ethics of work in Jordanian banks keeps pace with developments in the work environment. Also, a financial report of banks on the extent of compliance of corporate departments with the provisions of the guide to institutional control, and the reasons for non-compliance with any item has not been applied. However, periodic reports on the extent to which banks adhere to the principles and standards of institutional control have took place.

Therefore, achieving justice among shareholders in obtaining information and other rights, and ownership of employee's shares in the capital to ensure and maintain loyalty to the company, and maintain and control have been heightened without unduly inhibiting the firm and its innovations. Thus, mitigating the risks may stem from the misdeeds of corporate officers at the regional, national and global levels.

5. Recommendation

Based on this review, we recommend to conduct further studies and submit proposals for the development of the level of governance in Jordanian banks. We highly recommend to adopt the application of the principles and practices of the institutional governance of information technology in Jordanian banks. At the same time, through using control systems on technology by adopting certain laws such as COBIT 5, ITIL, TOGAF, these software lifecycle and architecture management frameworks do help with implementing effective governance process in software development and it is equally important to work and amend some provisions in the laws related to corporate governance guide with Jordanian banks in order to be suitable with the stakeholders ambitions.

Also, sensitize shareholders about their rights by holding training workshops and educational publications and encouraging them to attend meetings of the general authority meetings as they are an integral part thereof and help with building a supervisory model to measure the quality of the organizational governance performance in each single bank scale.

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Finally, we recommend to extent their practices and in addition, full and fair disclosure of all necessary information consistent with the interests of the relevant parties, simultaneously, electing voting electronically in meetings of the general assembly, similar to the electronic confirmation of banking operations and electronic clearing of checks between banks.

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