Do corporate governance codes matter in Africa?

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Abstract

Africa is often depicted in the literature as the 'patron late to the party' on account of her low uptake of corporate governance codes. Notwithstanding, countries that have an existing corporate governance code continue to exhibit weak corporate accountability and governance practices. This prompted a critical analysis based on a detailed review of published articles and existing codes in the African multiple-contexts. Our findings reveal that the efficacy of many codes remains very limited in terms of pragmatic outcomes whilst firms in countries that have adopted codes continue to face uneven performance and poor accountability. We conclude by urging for an understanding of the reasons underlying such results. We recommend an African-led re-think (independence, ownership, board processes) of existing codes to make them more aligned with the governance needs of African firms and their complex sociocultural background. We call for further research to illuminate Africa's actual governance experiences and necessities.

Keywords: Corporate governance; Codes; African principles; Africa; Board of directors; Boardroom processes; Neo-colonialism; Developing countries

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1. Introduction

"No matter how long a log stays in water, it cannot become a crocodile" (African proverb)

The study of corporate governance practices continues to attract interest globally, and in the context of emerging and developing countries. In particular, the past two decades have witnessed a notable number of African countries introducing corporate governance codes (hereinafter 'CG codes'), ostensibly with a view to enhance the efficiency of their corporate (and state-owned enterprise) sectors, improve private inward investment attractiveness, systematise board processes and decision-making, and eventually help support effective socio-economic development (ACCA, 2017; Nakpodia et al., 2018). South Africa, which is widely viewed as a forerunner of CG reforms in Africa with its emphasis on stakeholder models, also introduced the King Reports (first time in 2002) to replace the previous King I report of 1994. Global policy makers and international institutions (e.g., World Bank; IMF, European Union; Financial Stability Board), aided by pan-African institutions (African Union; Pan-African Federation of Accountants; Good Governance institutes; African Development Bank) had anticipated that the implementation of 'international' 'best practices' would help the continent to overcome its traditional lacklustre image from the perspective of foreign investors and multinationals; while fostering change and improved decision-making processes at the board level and underpinning relationships between board and ultimate owners. Very recent initiatives at the African Union (AU)[1] suggest a realisation that an African set of principles and guidelines would be more appropriate. At the same time, sustainability and other transparency initiatives (e.g., Corporate Social Responsibility; Sustainable Development Goals; Integrated Thinking/Reporting; climate change disclosure, ethics of supply chain) have become weaved in with CG code reforms, leading to renewed expectations and pressures on boards and directors (Ntim and Soobaroyen, 2013; Wang et al., 2020; Sorour et al., 2020).

From a functionalist perspective, CG codes are intended to, inter alia, strengthen good/best practices/processes within the board of directors, promote corporate accountability and transparency, safeguard shareholders' rights and mitigate corporate failures. Since the enactment of these codes, a number of academic studies have been published in the African context to examine the role and/or effectiveness of CG codes. Amidst changing economic environments, and social and political upheavals, there however seems to be limited as well as mixed evidence in support of CG codes (e.g., Samaha et al., 2012; Tshipa et al., 2018). Corporate governance and board practices, borne out of these codes, remain often weak or inefficient (Nakpodia et al., 2018) and do not appear to deliver the expected benefits outlined earlier. There have also been a number of costly corporate failures attributed to poor governance, including in contexts where a CG code had been implemented and/or enforced (Kimani et al., 2020; Nweke et al., 2020).

Deeper insights into the reasons for such failures or weaknesses, typically from an interpretive perspective, point to a lack of a 'fit' between the provisions of CG codes and the contextual reality of some of the African countries (Wanyama et al., 2013), reflected for instance in terms of how boards and directors reach decisions. The continent encompasses different, and somewhat idiosyncratic, regional, cultural and/or political settings e.g., North Africa, Sub-Saharan Africa, colonial heritage, ownership structure, different stages of economic and stock market development, language, post-colonial influence (e.g., Britain, France, Belgium and Portugal) and other religious/cultural affiliations (e.g., Islamic traditions; Farah et al., 2021). Some scholars (e.g. Wanyama et al., 2009) suggest that African countries may have hastily adopted CG codes as a means to obtain financial aid from international donors or attract foreign investors to fill severe capital shortages locally, without a genuine intention (including companies) to live up to the spirit of the CG codes. This view chimes with international cross-country studies of CG code adoption (e.g., Aguilera and Cuervo-Cazurra, 2004, 2009) which suggest that country-level adoption is not only motivated by an effectiveness motive but also by a legitimation motive. Yet very few (if any) African countries were included in prior cross-country studies of CG codes since their level of adoption at the time was quite low (Haxhi and Van Ees, 2010). A recent review (Cuomo et al., 2016) highlights a marked increase in adoption by developing/emerging economies, albeit that it does not focus on the specific case of African countries.

Other observers, mainly from a critical standpoint, argue that it is unreasonable to expect CG codes to have an impact on corporate governance practices in contextual environments that can otherwise be characterised by weak legal enforcement and regulatory systems (Uddin et al., 2017; Ahmed and Uddin, 2018). Relatedly, some provisions of CG codes borrowed from Western countries, seem unable to address various CG challenges, such as the abuse of minority investors rights (Okpara, 2011), board and executive malpractices (Adegbite et al., 2012), and firm-stakeholders conflicts (Wanyama et al., 2013). Furthermore, actual corporate board practices and decision-making processes, which may for example reflect local ties bound by family, politics, ethnicity/nationalities, colonial heritage, tend to diverge from those stipulated in mainstream CG codes. For example, notions of 'board accountability', 'board oversight', 'independent non-executive directors', 'independent chair' and 'balanced board', often collide with established leadership styles, historical decision-making habits, informality of processes and personal relationships between shareholders, business partners, political elites and/or family members (Areneke and Kimani, 2019). Transparency and disclosure requirements (a key facet of CG codes) may be shunned due to the impact such information could have on existing ties (Samaha et al., 2012) or are selectively implemented to provide a modicum of legitimacy (Aguilera and Cuervo-Cazurra, 2004) to international market-led audiences (e.g., improving CG indicators; scorecard assessments). At the same time, CG codes themselves become the subject of a process of local change, 'capture' and/or adaptation. Even an appreciation of which African countries have adopted (and on what basis) a CG code is unclear; save for a report by the Association of Chartered Certified Accountants (ACCA, 2017)[2].

After nearly two decades of multiple experiences with the CG codes, in particular for some of the major African economies and a number of academic studies, we therefore raise the following questions: *To what extent have these codes made a difference in Africa? If so, how? And if not so, why is this the case and which alternatives may need to be considered, alongside any need for further research - including for board decision-making and processes*? Consequently, this chapter seeks to contribute to the debate on the relevance of mainstream CG codes in the African context by:

(a) Identifying the different CG codes adopted in Africa (up to and including 2020) and analysing their evolution (or lack thereof) in relation to different country-level characteristics aspects (origin, content, scope, political systems, and stock market development).

(b) Reviewing some of the academic literature to assess to what extent (if at all) CG codes in African settings have had an influence on corporate outcomes (e.g., performance, disclosure, market liquidity, shareholder rights, sustainability performance, board processes/decision-making), with due consideration of the theoretical underpinnings, empirical approaches, and key findings.

(c) Documenting how local CG code(s) have developed in selected African countries (e.g., Kenya, Nigeria, South Africa and Tunisia), with a view to highlight some of the specific factors/forces behind adoption/implementation.

In addressing the above questions and objectives, the authors draw upon a desk-based research of applicable CG codes and academic/professional articles, supported by their own empirical forays in selected African countries. The next section reviews the state of CG codes in Africa, followed by a review of prior studies and an assessment of the factors underpinning the adoption of CG codes in four selected countries. We conclude with a discussion of these existing insights, the relevance of CG codes in Africa and implications for further research in the field.

2. Corporate governance codes in Africa: evolution and current status

We carry out a documentary review to assess which African countries have issued one or more CG codes in relation to private sector companies (including banks). Since the European Corporate Governance Institute (ECGI) website is often highlighted in the literature as providing a detailed record of applicable codes worldwide (Enrione et al., 2006; Nordberg, 2020; Haxhi and Van Ees, 2010), this was our starting point to survey codes pertaining to African jurisdictions. However, it became apparent that existing codes for some of the African countries were not available on the ECGI website. We therefore extended our search to a range of other authoritative sources (e.g., World Bank's *World Development Indicators,* Reports on Observance of Standards and Codes (ROSC), African Development Bank), a recent report by the Association of Chartered Certified Accountants (ACCA, 2017) and the worldwide survey by Cuomo et al. (2016). Finally, we reviewed the academic literature (including Francophone articles) to identify any reference to codes of corporate governance in the African context, typically as part of country studies.

This combined search and review process enabled us to identify that 24 African countries (out of 55 recognised states) have one or more existing corporate governance codes (refer to Appendix 1). A further two countries, Sao Tome & Principe and Lesotho, appear to have respectively a code issued for banks (which could not be sourced) and a soon-to-be-issued code for companies/public interest entities. Furthermore, most of the Francophone African countries incorporate CG code-related clauses in company, banking and/or commercial laws. In particular, l'*Organisation pour l'Harmonisation en Afrique du Droit des Affaires*[3] (OHADA), through an "*Acte Uniforme Révisé relatif au Droit des Sociétés Commerciales et du Groupement d'Intérêt Economique*[4]", has sought to establish a common set of legal provisions relative to companies. In its most recent version (2014), the *Acte Uniforme* refers to some rules on board composition and structure (e.g., board size, audit committee) for listed companies but it does not prescribe detailed provisions one would usually find in mainstream corporate governance codes. Finally, the West African Economic and Monetary Union[5], consisting of eight (mainly French speaking) West African countries, has issued a stand-alone corporate governance code applicable to banks and financial institutions (2017) operating in these countries.

What is first noted from the list is that early adopters on the continent (i.e., up to and including 2005) - namely Egypt, Ghana, Kenya, Malawi, Mauritius, Nigeria, Uganda, Tanzania, Zambia), alongside pioneering South Africa - are either the continent's largest, or more active economies. These countries may be viewed as part of the diffusion stage associated with the rapid institutionalisation of codes of governance worldwide (Enrione et al., 2006; Aguilera and Cuervo-Cazurra, 2004, 2009; Wanyama et al., 2009). In an empirical study of the cultural factors underpinning the adoption of CG codes in 67 countries, Haxhi and Van Ees (2010) found that a (national) individualist culture was associated with the adoption of CG code. Furthermore, for countries indicative of a high receptivity to power differences (i.e., high power distance), government, directors' or professional association tend to be spearheading the adoption of a code while the stock exchange authority and/or other investor-led groups are at the forefront in the case of lower distance countries. Given the very few African countries included in previous empirical studies (Kenya, South Africa and Nigeria), and arguably the limitation of relying on narrow conceptions of national culture, it is rather difficult to extend these insights to the African continent. From the above-mentioned ten African countries, a stock exchange or capital market authority developed the code in six instances. One country constituted a joint government-private sector committee to formulate the code while three countries relied on their local institute of directors. Hence, it would be fair to conclude that the 'hand of the state' is more than often involved (directly or indirectly) in such initiatives. More pertinently the role of transnational institutions (Aguilera and Cuervo-Cazurra, 2009), such as the World Bank (WB), the International Monetary Fund (IMF) and the Organisation for Economic Cooperation and Development (OECD), has been central in bringing about reforms in many developing countries (e.g., Hopper et al., 2017; Wanyama et al., 2009; Samaha et al., 2012). These efforts were partly a response to the 1997 Asian Financial Crisis, whose consequences affected many developing countries and led to calls for 'global financial stability' (Financial Stability Forum, thereafter Financial Stability Board[6]), leading to the 1999 OECD principles of corporate governance being heavily promoted (Aguilera and Cuervo-Cazurra, 2009) worldwide. The ROSC (Report on Standards and Codes) scheme, jointly managed by the WB and IMF's Financial Sector Assessment Programme (FSAP)[7], was the equivalent of a detailed 'audit' of a country's financial system. It set the scene for multiple recommendations and reforms in the corporate, stock market and financial sectors (e.g., accounting, auditing, company law and corporate governance) of developing countries, ostensibly with a view to 'modernise' the oversight and enforcement regimes. The institutionalisation of the mainstream CG principles can be evidenced by the adoption of the 'comply or explain' regime in seven of the ten countries, albeit that the 'half-way house' discourse it reflected led to mixed messages with boards, directors and companies in both civil and common-law countries (e.g., Soobaroyen and Mahadeo, 2008; Asplund, 2020; Farah et al., 2021). In particular, it is argued that the 'comply' term may have led to an instrumental and narrow-minded 'box-ticking' behaviour amongst companies while the statements to 'explain' were either poor quality or non-existent explanations. In contrast, Ghana, Egypt and Nigeria articulated a rather more 'voluntary' approach for their codes.

Secondly, signs of the accelerated diffusion of CG codes in Africa are visible within the next decade (2006 to 2015) with thirteen countries issuing a code, albeit with some notable commonalities and variations. First, there appears to be a mimetic behaviour at play within the North African countries since Algeria, Libya, Morocco, Tunisia all implemented a code by 2010. At the same time, variations emerge, with Libya only mandating (on a 'comply' basis) a code for banks (2007 and revised 2010), Algeria[8] and Tunisia issuing one on a voluntary basis for companies and a 'comply or explain' version for Morocco. Second, a group of countries, associated with the SADC (South African Development Community) region (Botswana, Mozambique, Namibia, and Zimbabwe) introduced a CG code that is closely aligned to the South African code (including an 'Apply or Explain' regime)[9]. Third, further variations exist across other regions, with Rwanda implementing a voluntary code for all companies while South Sudan and Liberia (for banks) mandate full compliance. Distinctively, Senegal is the only Francophone West African country that has an 'apply or explain' code in addition to the legal implications set out in the OHADA law. The 'comply or explain' regime is noted only in the case of Ethiopia, and reflective of the shifting opinions away from this approach. Fourthly, from these thirteen cases, there is more pluralism in terms of the issuing or 'championing' authorities, classified in terms of stock exchange/capital market authorities (2), central banks (2), government ministry (1), institute of directors (3), and national 'purpose-built' institutions or committees (5). The preponderance of the latter suggests a different strategy of seeking consensus and building on normative/mimetic circuits to design and implement a CG code. Lastly, beyond 2015, there is little evidence of a continued trend in first time adoption on the continent. Sierra Leone adopted a 'comply or explain' code in 2018 which was issued by a corporate regulator. Lesotho's Institute of Directors appears to be completing the development of its code, following financial support from the African Development Bank, but it has yet to be made public[10].

Thirdly, eleven African countries have also gone through the process of revising their codes. In particular, Egypt and South Africa have made multiple revisions. The application regime has also shifted for some countries, towards a 'comply or explain' approach (Egypt, Rwanda) while the 'apply or explain' regime became slightly more widespread (Kenya, Mauritius and Nigeria). Conversely, some of the original adopters have not considered any change over the best part of 15 to 20 years (Tanzania, Zambia). Furthermore, while Ghana and Tunisia did revise their code, the application regime has remained the same (voluntary) and somewhat at odds with the approaches adopted by their neighbouring countries.

Fourthly, given the small number of observations, it is somewhat challenging to consider elaborate statistical analyses such as those performed by studies examining the spread of codes on worldwide basis (e.g., Aguilera and Cuervo-Cazurra, 2004; Haxhi and Van Ees, 2010), and its relationship to national variables. Notwithstanding, it is noted that the average Democracy Index (compiled by the Economic Intelligence Unit) for the 24 adopting countries is 5.11 over 10, with 14 countries classified as either a hybrid regime, flawed or full democracy. Contrastingly, the average index for non-adopting countries (data available for 25 countries) was 3.5, with most countries (20) classified as authoritarian regimes. Hence, there seems to be a concurrence between democracy-based indicators and the decision to adopt a corporate governance code. Furthermore, as already highlighted in the literature (Zattoni and Cuomo, 2008), common law countries tend to be more able to adopt and incorporate subtler notions of guidelines and codes (soft law) relative to civil law countries. However, exceptions have been noted in our sample i.e. Senegal, Rwanda, and Tunisia. One can also observe that countries with a sizable stock market (market capitalization as a percentage of GDP) have adopted a code. Lastly, when it comes to ownership, it is well established that the majority of African businesses tend to have a concentrated ownership structure either involving large private (e.g., family; block ownership) or state shareholders, with key implications for minority shareholders, board composition, decision-making and processes, and stakeholders. Hence, the intentions of a mainstream code may not easily be transposed to such settings.

In conclusion, while we note the diffusion of corporate governance codes has reached just under half of African countries (43%) over a 20-year period, there are notable variations in terms of the application regime, issuing entity, extent of revision/reform and scope of the codes. These findings extend the recent report by the ACCA (2017) and Cuomo et al. (2016) in identifying more code-adopting African countries. A further point to consider is the extent to which there is actual 'activity' and 'engagement' in the field (e.g., review of board composition, setting up board committees, adoption of director training, evaluation, and assessments by boards) and consequences of their application for companies and stakeholders more widely. One wonders whether the adoption of the code is primarily an end in itself or whether it is a means by which change (e.g. at board decision-making level) can happen, bringing us to a review of the evidence on the consequences/implications of the code.

3. Review of (empirical) studies on the CG code in Africa.

We have extracted 40 articles from 2000 to 2020 on the EBSCO and SCOPUS databases by relying on these three keywords: Codes, corporate governance, Africa. We have also accessed five edited book chapters related to these keywords. Finally, we sought French language articles from the CAIRN and HAL Databases.

First, a descriptive observation relates to the adopted perspectives on corporate governance codes and the extent to which these perspectives have been explored in scholarly work. The articles reflect three main perspectives underpinning a discussion of the CG code: (1) the links between business and society (12 articles in 4 journals); (2) the legal perspective (3 articles in 3 journals) and (3), the consequences of the codes in general, albeit mainly from an accounting and finance perspective (25 articles in 18 journals). There are two main periods of publication during 2011-2012 (6 articles) and 2019-2020 (7 articles). Otherwise, articles are scattered over the entire studied period with one or two articles per year. In general, articles either adopt a normative approach or seek to validate agency or institutional theory-led theories. South Africa, Nigeria and Kenya are the three most researched contexts. Finally, virtually all the articles are published in English. We briefly review the three key above-mentioned themes.

3.1 Links between business and society (12 articles in 4 journals)

Most of the articles in this theme approach the national codes of corporate governance in terms of their relationship with ethics in general and business ethics in particular (e.g., Rossouw, 2005, 2019). The potential for codes to act as a mechanism of 'sensitisation' or awareness to signal (and address) concerns about the role and (often deleterious) impact of business on society has been at the core of such discussions. This is notable in the case of South Africa, where about half of the articles focus on the case of the King Report, in terms of studying its evolution over the years e.g., the gradual integration of ethical requirements and of 'stakeholder inclusivity' in board deliberations (van der Merwe, 2020; Rossouw, 2019). Some of the findings show how initiatives (e.g. code of ethics) become more meaningful if they can be related to the corporation's CSR initiatives (Painter-Morland, 2006), reporting practices or shareholders' activism (Amao and Amaeshi, 2008). Other authors look at the fit of the codes in comparison with the 'inspiring' Western models. For example, on one hand, Andreasson (2011) considered the emergence of an 'African' model of corporate governance, and the role of international and domestic factors in shaping South Africa's ongoing reform process. On the other hand, Nakpodia et al. (2018) suggest the need for an integrated system that combines elements of both rule-based and principle-based regulation, supported by a multi-stakeholder co-regulation strategy.

Finally, only one article looks at the level of corporate engagement with the code's requirements, including corporate social responsibility initiatives. Mahadeo and Soobaroyen (2016) found that, in Mauritius, the level of engagement is high in the first year of enactment and starts to level off by the years. The authors contend that companies "appear to have appreciated and rationalized the extent to which implementation would be sufficiently "acceptable" to their "constituents" (p.767). The articles in this section tend to draw on institutional theory as a theoretical perspective to recognise the various pressures that are at play.

3.2 Legal perspective (3 articles in 3 journals)

The literature from the legal perspective tends to adopt a normative perspective and argues that to improve CG practices within Sub-Saharan African firms, efforts need to be targeted at the board of directors as the foremost CG actors within firms (Kiggundu and Havenga, 2004). Scholars who study CG codes from the legal perspective are mainly engaged in deliberations as to whether a 'hard' law regime presents a more appropriate foundation for the implementation of national CG codes, compared with a 'soft' law approach or even a mixture of both approaches. This is also highlighted by Farah et al. (2021) in a review of CG studies in the Middle East and North Africa (MENA). Those who argue in favour of a hard law regime posit that it is almost impossible for firms located in countries with weak legal environments to adopt appropriate CG practices without the ability of government and regulators to sanction and/or prosecute wrongdoing by non-complying boards and/or firm executives. For instance, Croucher and Miles (2010) propose the enactment of an active enforcement of CG standards as an ideal way to improve CG practices in South African firms arguing that other approaches, such as the use of a soft law, are unlikely to improve the situation. The authors however focus only on the provisions relating to a board's responsibility towards employees in their analysis. This makes it difficult to appreciate whether the directors' mandate to shareholders and lenders, should be governed through hard law, or soft law, or a combination of both. In a similar vein, Nakpodia et al. (2018) reviewed evidence from Nigeria and argued in favour of a CG regime that is gradual in nature, progressing from a rules-based approach that integrates aspects of soft regulation and hard law. These observations illustrate the mixed views about how national CG codes could be operationalized and enforced. We also argue that the enforceability of CG codes implemented in many African countries relies on several factors, such as safeguarding shareholders' rights, board conduct/process and quality of board decision making; aspects that have been far less researched on the continent.

3.3 Accounting and finance perspective (25 articles in 18 journals)

The majority of the reviewed studies on corporate governance codes in Africa have been published in accounting and finance outlets. This research tends to assume two broad dimensions. Firstly, some authors examine the impact of adopting national codes of CG practices on various firm performance metrics. Such metrics include return on corporate investments, share price movements, cost of capital and ability to secure affordable capital/leverage (e.g., see, Waweru, 2014). Scholars who focus on the performance-related metrics have assumed a predominantly shareholder-centric viewpoint, with many such studies utilising agency theory as the tool of analysis as well as being grounded in the quantitative tradition (e.g., Munisi and Randøy, 2013; Ntim, 2013; Waweru, 2014).

Secondly, the other significant strand of literature within the accounting and finance domain focuses on the influence of national corporate governance codes on various governance outcomes, including board and director accountability, firm transparency, and disclosure (Okike, 2007; Mahadeo and Soobaroyen, 2016). Researchers set out to analyse how embedding corporate governance provisions can enable firms to identify and recruit appropriate board talent, navigate through crises and/or complex business environments, as well as building mutually beneficial relations with important stakeholder constituencies, including shareholders and other resource providers (see, for instance, Adegbite and Nakajima, 2012; Adegbite, 2015; Kimani et al., 2020). Noticeably, this strand of research moves beyond agency theory to drawing on diverse theoretical frameworks, such as institutional theory, legitimacy theory, and other 'social' theories (Wanyama et al., 2009; Soobaroyen and Ntim, 2013; Kimani, 2016;

Uche et al., 2016). Efforts by these mainly qualitatively driven studies have been instrumental in understanding issues that impede the efficacy of corporate governance codes adopted in various African countries. For example, Mahadeo and Soobaroyen (2016) highlight how companies in Mauritius respond to the requirements of the CG code, adopting aspects that appear to be beneficial to the small and local business elite, that are fairly uncontroversial (e.g., independent directors) and that signal good societal intentions/contributions. However, aspects that are more contentious e.g., disclosure of executive compensation, nomination and appointment policies, related party disclosures, are ignored for fear of upsetting local perceptions. Nakpodia and Adegbite (2018) also report that the boards of many Nigerian firms, despite consisting of a majority of non-executive directors, fail to enact effective boardroom practices. One key reason is that the majority of outside director's hail from social elites (e.g., politicians and military officials) who are themselves known to be involved in unethical/corrupt practices and/or tend to disregard capital market regulations with impunity. Furthermore, Kimani et al. (2020) find that the adoption of a CG code in Kenya has hardly improved board processes, since the work of non-executive directors and accounting and auditing professionals is constrained by powerful neo-patrimonial culture involving patronage and informal relations. In such cases, accountability towards shareholders and other firm stakeholders is superseded by loyalty towards family relatives and/or friends. These examples illustrate cases of companies showing 'apparent' and symbolic compliance with corporate governance codes, such as appointing independent directors or employing qualified accounting/auditing professionals. However, the actions of these CG actors remain constrained by local factors thus leading to CG outcomes that are either limited in scope/impact or diverging from the intended objectives of developing/adopting national codes of CG practices. A deeper appreciation of these local factors can be developed by considering some country case studies.

4. Case studies: Kenya, Nigeria, South Africa, and Tunisia

Mindful of the rather limited work on the role of corporate governance codes in Africa and the influence of various political, cultural and social factors, we draw on the following case studies to deepen our understanding of the circumstances leading to the development (and reforms, where relevant) of the code in Kenya, Nigeria, South Africa and Tunisia.

4.1 Kenya - The long (neo-liberal) march towards a code

The development of CG code in Kenya can be seen as part of the initial ground-breaking efforts to implement neo-liberal development policies imposed by international institutions, which was subsequently promoted as part of the UK Commonwealth initiatives and rationalised on the basis of local corporate failures. The events, which culminated in the development of an official CG code, began in the mid-1980s, when Kenya approached the IMF and the World Bank for financial assistance to address the fiscal challenges the country was experiencing. The financial assistance provided to Kenya was linked to a raft of reforms that were intended to 'correct' Kenya's previous economic policies, thought to have contributed to the fiscal difficulties (Were et al., 2006). These reforms included privatisation of several non-strategic state-owned companies, which were identified as significant sources of government fiscal haemorrhaging (Mwega, 2006; Mwaura, 2007). Other than addressing the issue of inefficient SOEs draining public resources (Were et al., 2006) and advancing the case for neoliberalism (Levi-Faur, 2005), the privatisation process was also aimed at raising capital for the Kenyan government (Rono, 2002).

The next step involved the creation of a stock exchange market where shares for the privatised state-owned companies are traded as well as a corporate sector regulatory framework to promote effective management of the listed firms and safeguard shareholders rights. This second phase of the economic reforms saw the involvement of several other international institutions, including the International Finance Corporation (IFC) and United States Agency for International Development (USAID). These agencies provided both financial and technical assistance and led to the establishment of capital market institutions in Kenya, including the Capital Markets Authority of Kenya and the Nairobi Stock Exchange (The Office of Economic and Institutional Reform, 1994; Capital Markets Authority of Kenya, 2020; Nairobi Securities Exchange, 2017). The Capital Markets Authority of Kenya and the Nairobi Stock Exchange would later play a leading role in the drafting of the Kenyan CG code.

Table 1 below provides a chronological illustration of the major events, which culminated in the process of developing Kenya's corporate governance code.

Table 1: Chronology of events leading to the current CG code in Kenya (CMA 2002 code)

Timeline	Event
Early 1980s: 1980-84	First phase of (economic) reforms introduced by the IMF and World Bank – the beginning of privatisation process
1984	Joint study by the International Finance Corporation (IFC) and the Central Bank of Kenya recommending creation of a regulatory body for the capital markets
1985-1991	Second phase of (economic) reforms spearheaded by the World Bank and IMF – the establishment of Capital Markets Authority and formalisation of NSE

June 1986	Funding agreement signed between the Government of Kenya (GoK) and donors (USAID) to establish a capital market development authority
November 1989	Kenyan parliament passes a bill to set up the Capital Markets Authority of Kenya (CMA) through an act of parliament (Cap 485A, Laws of Kenya)
January 1990	Capital Markets Authority of Kenya (CMA) constituted
March 1990	Capital Markets Authority of Kenya (CMA) inaugurated
1991	Nairobi Securities Exchange formalised as a private company limited by shares
1991-1996	Third generation of economic reforms spearheaded by World Bank and IMF
1997	Commonwealth secretariat held 3-day workshop on improving performance of companies, held in Kampala, Uganda
November 1998	First corporate governance workshop in Kenya organised by NSE, CMA, ICPAK and ACCA
March-August 1999	Private Sector Corporate Governance Trust (PSCGT) reviews various international codes of CG and drafted a sample Kenyan code
October 1999	PSCGT organised a CG workshop/seminar sponsored by the Ford Foundation, British Department for International Development, and Friedrich Ebert Foundation
November 1999	PSCGT sample code published and distributed in Kenya
January 2002	Kenya Shareholders' Association established
April 2002	Formal adoption of Kenya's CG code

Source: Collated from various sources (*see* The Office of Economic and Institutional Reform, 1994; Capital Markets Authority, 2002; Gatamah, 2002; Were et al., 2006; Capital Markets Authority of Kenya, 2017).

In addition to the privatisation endeavours, other undesirable occurrences led to further thoughts on developing a national code of corporate governance. The Kenyan banking sector had experienced several crises and failures, attributed to widespread insider lending (i.e. large loans to insiders without collateral), excessive government ownership, and interference from politicians (Brownbridge, 1998; Were et al., 2006). Such events, alongside an urgent need for foreign aid and investment, prompted support for a local code of corporate governance; thereby reflective of a strategy of unlocking capital rather than directly being concerned about improving local accountability and corporate governance practice (ActionAid International Kenya, 2009). At the same time, the development of the code was a protracted one because of strained relations between the key donors. Interestingly, it was through the Commonwealth Secretariat that satisfactory progress ensued due to a more deliberative process (involving the market regulator, stock exchange, professional bodies, and corporate owners/managers), thereby preventing dissenting voices from taking prominence. The donor community also provided financial and technical assistance, involving for instance the funding of various CG workshops/seminars and funding international speakers, to sensitise local stakeholders on the importance of good CG practices (Gatamah, 2002).

These local events became instrumental to the drafting of a code by the Private Sector Corporate Governance Trust (PSCGT) (Gatamah, 2002). Within 6 months, the PSCGT completed a draft CG code Kenya and *"distributed it to over four hundred corporate organisations, development agencies, embassies and government departments"* (Private Sector Corporate Governance Trust, 1999, p.iii), albeit that this was a private initiative with no legal backing or enforceability. As a result, the CG development process was viewed with suspicion. As Gatamah (2002) notes:

> *…[there was] fear that good CG practices [were] an imposition by the donor community to facilitate enhanced dominance of the market by the foreign community [and] to facilitate rent seeking by foreigners in the process of liberalisation and privatisation…*(Gatamah, 2002, p.50-51).

The above statement highlighted a key concern of reforms during the privatisation of state-owned companies i.e., that foreigners stood to benefit at the expense of local people, such that the flow of foreign capital within LDCs '*is often perceived as a neo-colonialist threat'* (Smith and Trebilcock, 2001, p. 238). It was therefore unsurprising to find that local public suspicion ensued when the PSCGT code was issued. Thereafter, the Kenya Capital Markets Authority (CMA) took a keen interest and formed a technical committee to draft an official CG code for Kenya, ostensibly in a bid to address concerns about the misappropriation of resources by their controlling shareholders. The choice of an Anglo-American governance model may have been informed by several considerations, including perceived suitability with Kenya's common law orientation (La Porta et al., 2000), and closeness to the neo-liberal economic order advocated by the Bretton Woods institutions (Reed, 2002). It is also likely that Kenya may have been trying to mimic the then prevailing dominant global economic order, in order to enhance the credibility of her financial markets (Zattoni and Cuomo, 2008).

Despite similarities in the two CG codes - the PSCGT code issued in 1999 and the CMA code issued in 2002 - the privately issued PSCGT code was unable to curb the poor CG practices confronting Kenya's corporate sector. The PSCGT code lacked any legal backing, compared to the (enforceable) CMA code issued by the capital market regulator. CMA thus ensured the code would be obligatory for firms to minimise non-compliance. More recently, a new code entitled "The Code of Corporate Governance Practices for Issuers of Securities to the Public" was issued in 2015. Overall, the Kenyan's experience reveals the gradual and pervasive use of neo-liberal ideals (privatisation, ensuring efficient/transparent management) promoting the need for a code. The code did not initially progress due to local concerns that such reforms may embolden foreign ownership and a (dominant) control of local companies. Gradually however, the code was accepted through a process of dissemination and acculturation within local professional bodies and institutions. Whether the different incarnations of the code have led to significant changes and consequences, including at board level, remains less clear.

4.2 South Africa - Pioneering a stakeholder-led model

Historically, due to the oppressive political environment and notably the Apartheid policies, international trade sanctions were imposed against South Africa, thereby stifling the country's economic development (Vaughn and Ryan, 2006). The forced isolation also shielded South African firms from outside competition as sanctions kept international companies out of the country's domestic market and national firms out of the global capital market (Ntim, 2013; Ntim et al., 2015; Vaughn and Ryan, 2006). Gradually, corporate practices, regulations, and domestic laws fell far behind global standards, and, by the late 1980s, many of the country's firms were described as 'fuzzy' entities led by self-righteous and entrenched executives (Ntim, 2013; Vaughn and Ryan, 2006). However, the repeal of Apartheid and the release of Nelson Mandela from prison allowed the country to be welcomed back to the international economy (Areneke, 2018; Vaughn and Ryan, 2006). Faced with the challenges of returning to the international market and attracting investors, South African firms were compelled to implement corporate governance reforms. Indeed, the South African government and firms equally acknowledged that an improvement in corporate governance rules and policies could enhance the country's ability to achieve increased productivity growth and economic stability; crucial factors for long-term national development (Andreasson, 2011; Areneke, 2018; Vaughn and Ryan, 2006).

In this light, the King Committee on Corporate Governance was formed in 1992 with the task of developing CG codes. Its first report was published in 1994 (King I) and substantially inspired by the UK 1992 Cadbury Committee Report (Andreasson, 2011; Areneke, 2018; Machokoto et al., 2020; Ntim, 2013; Ntim et al., 2015; Vaughn and Ryan, 2006). The South African first corporate governance regime (King I report) was oriented towards a traditional Anglo-American model with a shareholder wealth-maximisation approach. In particular, King I reaffirmed a general commitment to market-driven economic course of action, with little explicit consideration of the legacy of Apartheid. However, in 2002, King II moved away from the Anglo-American model to a somewhat *'hybrid model'* incorporating both the shareholder and stakeholder-oriented CG practices. In this respect, "Triple-bottom-line" reporting

(Andreasson, 2011; Ntim, 2013; Ntim et al., 2014; Vaughn and Ryan, 2006) was introduced, requiring firms to report on environmental sustainability and social aspects in addition to traditional reporting on the economic and financial "bottom line" (Andreasson, 2011; Ntim, 2013; Ntim et al., 2015; Vaughn and Ryan, 2006). Both the "Triple-bottom-line" reporting standard and the implementation of a Socially Responsible Investment Index by the JSE in 2004 are praised to be the first of its kind in the World (Andreasson, 2011; Areneke and Kimani, 2019; Vaughn and Ryan, 2006).

In 2009, a third report (King III) was developed with the aim of the continuous promotion of the principles-based approach of King I and King II (Andreasson, 2011) with some of the principles of the King report legislated in law. In contrast to King, I, and II, the King III applied to all entities, be it private and non-profit or public. More so, its orientation was towards a hybrid CG system that encompasses elements of both "comply and explain" and "comply or else". Indeed, King III at the time of release covered a number of global emerging trends in governance including; alternative dispute resolution, shareholder approval of directors' remuneration, evaluation of directors and board performance and risk-based internal auditing, IT governance and business rescue (Areneke, 2018; Esser, 2009; Gstraunthaler, 2010; Ioannou and Serafeim, 2014; Posthumus et al., 2010).

In November 2016, the King Committee released the King IV report. This report moved from an "apply or explain" orientation in King III to "apply and explain". In addition, King IV reduced the 75 requirements in King III to 17 with one that only applied to institutional investors. The other 16 principles were oriented towards providing detailed and substantiated evidence that good governance was being practised rather than merely signal compliance. There is also an emphasis on the roles and responsibilities of stakeholders in holding organisations accountable. Furthermore, King IV's preference for an "explanation" of practical CG structures reflected a priority for outcomes-based targets instead of a compliance- and rules-based approach from previous King reports. Specifically, the report encourages organisations to view corporate governance not as an act of "ticking the box", but as practices that will yield positive outcomes if approached mindfully - while taking into account organisational circumstances.

In summary, the principal objective of the King Report was to encourage the highest corporate governance standards in South Africa by promoting an assimilated approach to corporate governance in the interest of a wide range of stakeholders. Some of these recommendations included encouraging shareholder activism, revising the Companies Act, implementing accounting standards into company law and calling on stakeholders to improve the enforcement of existing rules and regulations (Esser, 2009; Gstraunthaler, 2010; Ioannou and Serafeim, 2014; Posthumus et al., 2010). Indeed, the South African CG code became a pioneering example of how emerging markets in Africa can develop their own solutions and yet align, if not contribute significantly, to 'international best practices' in corporate governance. At the same time, the code sought to address national needs by dovetailing its application with other accountability and social reforms, relating for instance to corporate social responsibility, integrated reporting (recently value reporting) and black economic empowerment as a means for a broader-based and more inclusive development in the country. Notwithstanding the gradual 'maturation' of the code and a number of studies highlighting satisfactory levels of adoption, there remains a long path to greater stakeholder involvement in South African corporate activities.

4.3 Corporate Governance in Nigeria: A story of multiple CG codes and reforms

Similar to other African countries adopting post-colonial reforms in the 1960s, the country pursued an interventionist development strategy, which entailed restrictions on foreign ownership of firms and an active role of the state in strategic sectors of the economy particularly oil, and gas and infrastructure (Ahunwan, 2002). Operating with this type of strategic initiative in a context characterised by weak market-based institutions and the absence of a healthy political democracy did not result in the practice of 'good' corporate governance (Ahunwan, 2002; Areneke and Kimani, 2019).

The Nigerian Stock Exchange (NSE) went operational with under ten stocks in 1961 (Sanda, et al., 2005) and as of 2016, it has about 188 listed firms (Areneke and Kimani, 2019) with a total market capitalization of about N12.88 trillion ($80.8 billion). Although this is remarkable growth, this number is arguably lower than those from other emerging markets such as Malaysia and South Korean exchanges (Sanda et al., 2005). Furthermore, the stock exchange began operations without any regulatory body until 1979 when the Securities and Exchange Commission (SEC) was established (Sanda et al., 2005; Sanda et al., 2010). It took a further 20 years for the Securities and Investment Act (1999) to be adopted.

International economic pressures prompted the country to take on a program of deregulation and economic liberalization (Ahunwan, 2002). Supporters of these changes point to the potential not only for accelerating economic growth, but also for enhancing responsible corporate governance (Ahunwan, 2002; Akinkoye and Olasanmi, 2014). As a result, in June

2000, the Nigerian Securities and Exchange Commission (SEC) established a Committee on Corporate Governance of Public Companies in Nigeria (Okike, 2007). This committee was charged with reviewing corporate governance practices in Nigeria and thereafter, providing recommendations for a code of best practice to be implemented by public firms listed in the NSE. The code provided recommendations for directing the firm, the supervision of management actions, transparency and accountability in the firm's governance within the regulatory framework and NSE rules (Okike, 2007).

In 2003, the SEC inaugurated a code of best practices in corporate governance. This code was issued due to the banking crises of the 1990s, which led to the failure of 75 out of the 105 banks operating in Nigeria and a new wave of fraud in the sector that resulted in the failure of an additional 33 banks. In 2006, the Central Bank of Nigeria (CBN) implemented another code of corporate governance for Nigeria banks post consolidation (Adekoya, 2011; Akinkoye and Olasanmi, 2014). These codes were aimed at supplementing the provisions of the Company and Allied Matters Act of 1990 enacted during the military administration era to regulate all corporate entities in Nigeria (Adekoya, 2011; Akinkoye and Olasanmi, 2014). The Nigeria 2003 code emphasized responsibilities and the structure of the board of directors (Adekoya, 2011; Areneke and Kimani, 2019; Areneke and Tunyi, 2020; Areneke, 2018; Okike, 2007). The 2003 code was derived largely from the UK Cadbury Report and the King I report of South Africa, and thus reflective of Anglo-American CG regime. It stipulated the responsibilities of boards for efficient, effective and lawful oversight to ensure that firms are constantly enhancing their value creation for shareholders (Adekoya, 2011; Areneke and Tunyi, 2020; Okike, 2007).

A revised code was introduced in 2011 with a similar emphasis on the responsibilities and the structure of the board of directors (Adekoya, 2011; Akinkoye and Olasanmi, 2014; Areneke and Tunyi, 2020; Okike, 2007). The board was also tasked to ensure that the value created by the firms is shared among the shareholders and employees while meeting the interests of the other stakeholders of the firm (Adekoya, 2011; Akinkoye and Olasanmi, 2014; Okike, 2007). In addition, the 2011 code included global trends in CG practices including appraisal of management's strategic planning, selection, performance, executive compensation and succession planning among other aspects of the board's activities (Adekoya, 2011; Akinkoye and Olasanmi, 2014; Okike, 2007).

Nigeria's public limited companies are required to have a unitary board system. Although the code specifies a minimum number of five directors on the board, it does not specify an upper limit. The code suggests that the constitution of a corporate board should reflect the scale and complexity of a firm, ensuring diversity of experience without undermining integrity, availability, independence and compatibility with the firm’s needs (Okike, 2007). The code also recommended a mix of non-executive and executive directors under the leadership of the chairperson who should be a non-executive director (Okike, 2007; Areneke and Tunyi, 2020; Areneke, 2018). Furthermore, the 2011 code required triple-bottom-line reporting including sustainability issues, which are similar to South Africa’s King II & III reports. Shifting from the shareholder-centric perspective of the 2003 code, the 2011 code included stakeholder CG provisions and global CG trends, including; alternative dispute resolution, shareholder approval of remuneration of directors, evaluation of directors’ and board performance, risk-based internal auditing, social, ethical, cultural diversity, corruption, strategies for HIV/AIDS and other diseases and environmental reporting (Areneke and Tunyi, 2020; Areneke, 2018). At the time of the 2011 CG code, companies were expected to comply or explain their reasons for non-compliance, in line with the UK ‘comply or explain’ and the South African King I and II CG orientation. A seventh CG code in Nigeria was issued in 2016, as an attempt by the government to harmonize existing CG codes. Intervention arose because of the concerns raised by some stakeholders who argued that the proliferation of codes did not appear to promote good CG practices in Nigeria.

On 5 January 2019, a revised code was introduced by the Federal Government of Nigeria. In contrast to the 2011 code, which was applicable only to listed firms, the 2018 code is applicable to all public and private firms, with no clear firm size threshold. However, the code continued with the “comply or explain” principles of the 2011 code. Furthermore, the 2018 code included principles to limit institutional influence by politicians and elites. Specifically, the code required transactions between related parties to be disclosed prior to their execution especially when it is likely to result in a conflict of interest. Moreover, it prohibited firms from appointing individuals at director or top management level if they are involved with regulatory institutions; particularly when the company is under the supervision of the relevant regulatory body. Furthermore, the code includes more emphasis on environmental, social and governance (ESG) responsibilities of firms beyond those set out in the 2011 code.

Table 2 summarises the evolution of CG codes in Nigeria (Nweke et al., 2020).

Table 2. CG codes issued in Nigeria from 2003-2018

Name of code	Year of issuance/revision	Issuing agency	Sector	Trigger

Code of CG for Banks and Other Financial Institutions in Nigeria	2003	Bankers' Committee	Financial Services	Banking crisis due to corporate fraud
Code of CG for Public companies in Nigeria	2003 (revised 2008, 2011)	SEC	All sectors	external influence/fraud
Code of CG for banks in Nigeria-post consolidation	2006 (replaced 2003 Bankers Committee code). (Revised 2014)	CBN	Financial Service	Corporate fraud
Code of CG for licensed insurance companies in Nigeria	2008	PENCOM	Financial Service	Corporate fraud
Code of CG for the insurance industry in Nigeria	2009	NAICOM	Financial Service	Corporate fraud
FRCN CG Code	2016 (Suspended 2017)	FRCN	All sectors	Harmonization of existing codes
Code of CG for the telecommunication industry	2014 (revised 2016)	NCC	Telecommunication	Corporate fraud
Nigerian code of CG (NCCG)	2018	FRCN	All sectors	Institutionalization of CG norms/checkmate fraud

While the 2018 code is applicable to firms irrespective of industry, there are other industry/sectoral specific codes enacted by various regulatory bodies. This includes the Code of Corporate Governance for the Telecommunication Industry 2016 issued by the Communications Commission to replace the 2014 Code. In 2014, the Central Bank of Nigeria issued the Code of Corporate Governance for Banks and Discount Houses in Nigeria to replace its 2006 code. Similarly, the National Pension Commission released a CG code in 2008 known as the "Code of Corporate Governance for Licensed Pension Fund Operators" to regulate pension entities. The National Insurance Commission followed suit in 2009 to issue its own CG code known as "Code of Good Corporate Governance for Insurance Industry in Nigeria" to regulate the CG practices of insurance companies. This multiplicity of codes without a clear uniform corporate governance standard across firms and sectors led to organisations facing more than one corporate governance regime that are not necessarily consistent with each other (Adegbite, 2015; Adegbite et al., Nakajima, 2013; Adegbite and Nakajima, 2012; Nakpodia et al., 2018). It appears that the different codes, rather than being a means to improving corporate governance and accountability, have themselves become the subject of a 'political football' between different parties - stakeholders, regulators and the State.

4.4 Corporate Governance in Tunisia - a 'symbolic' guide rather than a code

After its independence from France in 1956, Tunisia suffered two waves of authoritarian regimes until 2011. Under the first regime and the pressure from the WB and the IMF, Tunisia undertook a vast program of structural reforms (Structural Adjustment Program, SAP) to restore overall macroeconomic equilibrium, to improve the efficiency and competitiveness of the national economy, and to ease inflationary pressures. The second authoritarian regime, which took power in 1987 decided to fully 'liberate' the economy to embrace economic development reforms dictated by the international financial institutions. However, in the Arab political context, domination is an implicit pact built by the regimes with their society with the latter agreeing to leave the public sphere, in return for social development and integration into modern modes of consumption and production, (Ben-Hamouda, 2012). For this purpose, the regime uses repression not necessarily in a physically violent way, but rather the practice is to exclude dissidents from economic benefits and rents (Hibou, 2011). Hence, economic institutions remain largely controlled by authoritarian leaders who negotiate socio-economic advantages with economic actors to maintain their dominant situation internally and to project an image of stability externally.

After a few public cases of corruption and mismanagement, and especially the mythical case of BATAM in 2002[11], the government issued the 2005 law on the security of financial transactions. Several laws and legal texts[12] were promulgated in order to guarantee greater transparency in financial transactions. In the mid-2000s, the authoritative Tunisian government integrated in its discourse the concept of corporate governance to enhance future development strategies, promoting the country's image and easing international pressures on the country's development. Tunisia began to follow the international movement and, among others (NEPAD[13]), the AfDB Corporate Governance Strategy (2005)[14] whose main objective was "the respect of three key principles by companies: transparency, responsibility and accountability. In 2008, The IACE[15] (Arab Institute of Business Leaders) and the American Centre for International Private Enterprise (CIPE) proposed a 'Guide to Good Corporate Governance Practices for Tunisian Companies''. The document summarizes several proposals made within different workshops where CEOs, scholars and civil servants discussed the global topic of good governance. In 2009, the Tunisian Centre for Corporate Governance was created with the heavy support of CIPE. Their motto was clear: *"Beyond good intentions, we need to move on to implementation"*.

Following the above, Law 2009-16 of 16/03/2009, amending and supplementing the Commercial Companies Code, revised certain provisions relating to public limited companies. This law made the "avoidance of conflicts of interest" a main topic around which the provisions of Article 200 (new) are structured. Likewise, the scope of application has been extended to certain transactions made even with third parties outside the company. This debate on the conflicts of interest is mostly an 'imported' one as the Tunisian economic sector largely consists of SMEs and the financial market is quite embryonic. In fact, the Tunisian stock exchange was created in 1969, remained inactive until 1999 with only 16 listed banks and state-owned companies, representing only 1% of the country's GDP. Ten years later, 56 companies were listed on the market even though more than half of them are financial institutions, with an overall contribution of 16% of GDP. In 2020, the number of listed companies increased to 80 representing different sectors. In the main, three largely concentrated ownership structures exist on the Tunisian market: state-owned companies, family groups and foreign investors.

In 2011, the rules of good governance in financial institutions were reinforced. However, this law was considered more political than economic in terms of reflecting the precarious and dubious context in which Tunisian banks operated during the rule by the former authoritative president and his relatives (non-disclosed mortgages, oligarchical behaviours). This law was the first step towards establishing legal provisions for governance mechanisms, primarily focusing on the board of directors and its prerogatives. In 2012, "Guide to Good Corporate Governance Practices for Tunisian Companies" was updated with provisions for not only listed companies but also for small and medium enterprises (SMEs). The OECD and the IFC (World Bank) joined as "supportive partners". The code, formally labelled as a 'guide', aimed to "make the Tunisian corporate governance system more transparent and understandable. Its objective is to promote national and international investors, customers, employees and the public's trust in the management and control of Tunisian companies".

The main provisions of corporate governance outlined in the Guide are shareholder rights (highlighting the minorities), board structure and responsibilities, internal audit, external audit, managerial privileges and stakeholder relations. A Tunisian idiosyncrasy is the inclusion of elements of good governance within family businesses and the development of the role of managers, ethics in the conduct of business and the governance of partnerships. However, it remains a ‘guide’ for companies to adopt on a voluntary basis, while companies adopting such a “guide” are expected to adhere to the “adopt or explain” principle.

To illustrate the political rather than the economic perspective of the guide, the Tunisair case is a very appropriate one. Tunisair is the state-owned airline company listed on the Tunisian Stock Exchange, which provides for an up to 2-year delay for the publication of the financial statements. Although the company has adopted the code since inception, it is rather difficult to conceive of a Western representation of good governance when such a prominent company did not publish its financial statements on time and continued to be traded on the stock market; with little explanation from its board. Arguably, the Tunisian code appears to be more of a ‘signal’ of ‘change’ in relation to economic and political systems, and in the way, the country seeks to renew its portrayal; and thus, the code has little or nothing to do with the adoption of practices at the organisational level.

5. Discussion and reflections on codes in Africa: the oxen before the cart?

Based on the case insights and review of the literature provided in the preceding sections, we provide a discussion and reflections on the role and implications of CG codes in Africa.

5.1 What we can one surmise from existing studies and cases?

In conceptualising how and why codes have been established in Africa, the literature often refers to the ‘emerging governance’ models, which either display a combination of market-centric or relationship-based features (sometimes within the same country) or only one of the two features. Some of the characteristics and features of the “emerging governance” model (Bhasa, 2004, p. 14; Mahadeo and Soobaroyen, 2016) are: existence of active capital markets; transition from state-held to widely held firms; emergence of a managerial labour class; formal and functional legal systems; existence of family-held and widely held firms; nascent market for corporate control; and more able regulatory agencies. Our country studies, as well the evidence from the reviewed literature, highlight that many of these structural aspects have remained dominant in Africa and have not significantly changed/been reformed, except for a handful of contexts. This begs the question as to the potential for corporate governance code/reforms to challenge the status-quo. There is also little understanding in terms of how board practices and processes occur in the emerging governance model, and how some of these practices/processes are more beneficial in improving governance practices.

Furthermore, and while a notable degree of resistance in the Kenyan context was noted and the South African example remains a rather idiosyncratic case of internal 'regime change', the pressures from the WB and the IMF (aided by other international agencies) are at the centre of the implementation of African CG codes with some (or without) modifications. Since CG reforms have become part of development goals, the IMF and WB have significantly enhanced their monitoring of CG in emerging economies, emphasising not only adoption, but also more recently the use of scorecard assessments to motivate reforms (International Finance Corporation, 2014). Early instances of pressures to implement codes have been linked to conditionalities in country-level funding and debt agreements (Siddiqui, 2010; Adegbite et al., 2013; Windsor, 2014; Hopper et al., 2017). However, the emphasis seems to have shifted to a gradual and more subtle embedding of practices via a route of 'normative' pressures and the concomitant popularity of governance indicators, indices and ratings (e.g., as part of environmental, social and governance - ESG metrics). This is made possible by the efforts of a range of professional or other 'intermediary' bodies (e.g., professional accountancy organizations, 'Big Four' firms, Institute of Directors, Corporate Secretaries, universities, corporate governance institutes, suppliers of governance data) pursuing 'well-intentioned' initiatives to promote governance, ethics, accountability and transparency. Yet these aspirations towards better standards of (corporate) behaviour often collide with the 'realities' on the ground and in practice, they become narrowed down to '*what can be (pragmatically) done'* (e.g., voluntary codes, non-binding guidance, no willingness to enforce) as opposed to *'what ought to be done*'. These pronouncements can become implemented as 'best practice' until a jolt to the system (e.g., a corporate collapse) leads to further questions of relevance and efficacy. Despite the multiplicity of these codes to regulate economic and managerial behaviours in different economic sectors, the African business environment also continues to witness several high-profile corporate scandals, which have resulted in the failure of many companies.

As a recent illustration of this issue, the 2015 collapse of the BAI (British American Insurance) Group in Mauritius[16] revealed long-standing governance, audit and regulatory weaknesses although the country regularly tops African governance rankings. One important factor is the closely-knit personal or familial relationships between the different businesses, professional, state or political spheres in Mauritius, which can lead to 'grand coalitions' (Soobaroyen and Mahadeo, 2016) aimed at the sharing of economic wealth, maintaining social welfare and promoting peaceful inter-ethnic/religious relations. Equally however, such closeness provides spaces for collusion and secrecy to enable fraud, disables independent board oversight, breeds an unwillingness to challenge due to 'reputational risks' and potential negative consequences for the stability of elite networks, and weakens or compromises external regulatory checks and balances. In the latter circumstances, a corporate governance code visibly brings distinctive 'labels' to various actors, players and institutions (e.g., independent director/chairperson, audit committee, external auditors, institutional shareholders, regulator) that in fact mask the underlying (and sometimes nepotistic) interrelationships between parties and substantive, rather than rational, motivations of dominant economic, political and social elites. To a similar extent, Kimani et al. (2020) highlights the role of ethnic considerations in the appointment of directors on corporate boards and the limited efficacy of board oversight.

Most of the reviewed literature highlighted two main reasons for the inefficacy of western-inspired CG codes in African and other emerging countries. Firstly, some scholars attribute it to a cultural mismatch and one's inability to reflect the institutional peculiarities of emerging economies (Kimani et al., 2015; Nakpodia et al., 2018; Areneke et al., 2019). For example, will an independent non-executive director be able to adequately challenge the chief executive officer, without a consideration of the consequences of operating within a well-connected business and political elite? As Kimani et al. (2020) suggest, patronage-led appointments, the dominance of social/political networks, and cultural norms (e.g., respect for the elders) often trump the board-level formalities and processes associated with codes. Codes can also be re-interpreted or selectively applied to meet local imperatives. In view of the latitude offered by comply/apply and/or explain regimes, and while companies can legitimately not comply and explain the reasons for non-compliance, such an approach does foster a perception that none of the code's provisions are crucial or 'serious' enough to matter if these can be 'explained away'.

Secondly, a lack of enforcement has been attributed to so-called institutional voids (Okike and Adegbite, 2012; Okike et al., 2015; Kimani et al., 2015), mainly in terms of a lack of capacity (including legal powers to investigate and sanction) by the state and oversight institutions. Although many African countries have also been encouraged to establish or reform appropriate oversight bodies (e.g., Financial Reporting Council-type and other sectoral commissions/agencies), the evidence as to the potency of these institutions (inclusive of the purpose-built national committees on corporate governance e.g., refer to Section 2) is unclear to say the least. Paradoxically, the case of Nigeria has demonstrated a mushrooming of overlapping regulatory agencies, each vying to issue 'their' own code but with little evidence of coordination and effectiveness in addressing governance concerns and failures. Contrastingly, there appears to be little evidence from the African Francophone settings in terms of the implications of the OHADA regime of corporate governance, and there is even less in the case of African state-owned enterprises (SOEs). Although SOEs can be prominent economic actors on the continent and are sometimes expected to adopt a CG code (e.g. Kenya), there is little appreciation of how directors, managers and state actors (officials, politicians) engage with the requirements and expectations.

Furthermore, research evidence on the implications and consequences of a code has led to questions about the relevance of agency theory, and the need to consider theories that incorporate other actors and a consideration of institutionalised practices and habits. As we have noted from the case studies, corporate governance developments in emerging economies are not merely the result of a perceived principal-agent problem, and even so such a 'problem' occurs in a context where the overarching social contract is largely different from the one in Western societies. A related point is the emphasis on quantitative studies and the use of proxies/variables that originate from the mainstream (Western) literature that are often uncritically applied to the African context. In so doing, there appears to be very few variables that 'emerge' from the field to reflect the specificities of African countries, whether from North African, Sub-Saharan African, Anglophone, Francophone or Lusophone settings. For example, do African institutional investors (e.g., pension funds) operate in the same way as their European or US counterparts? Also, ownership blocks (family, state, foreign) are typically conceptualised as having 'single-mindedness' while they might more realistically reflect a combination of (varying) local factors and considerations. Furthermore, what is the relevance of a split of roles between the Chair of the board and the Chief Executive Officer (duality) if this merely offers the opportunity for local cultural, social and political norms to fuel tensions between these two (nominally) powerful positions? What does it take to be an independent director in Africa, and do we know if such a profile/function is important in terms of bringing change? What distinctive board decision-making processes exist in African contexts where there has not been any mainstream code adopted? Are independent directors really able to represent broader stakeholder concerns and bring them to the boardroom? What does (gender) diversity refer to in an African context and board? Therefore, notwithstanding that more diverse directors have become part of African boards, what is the extent of their influence, if any? These are some of the questions we argue that have yet to be unearthed in the African context and need to be explored from a multiplicity of theoretical perspectives.

5.2 What should we also think (differently) about?

Building on the above, it is argued that many facets of the current African corporate governance environment could be seen as mere ritualistic practice with a view to maintain the status quo. Most researchers and policymakers do seem to be detached from the articulation of some key questions: why do reforms, such as the ones set out in CG codes, fail to deliver? Are such 'lessons', which have been known to be repeatedly problematic even in the Western world, useful in 'educating' African business elites? One critical path underlying those questions leads us to the neo-colonial perspective, given the already well-established work on the role of accounting in the pursuance of imperialism and colonialism, and how such influences have been 'maintained' in ex-colonies (e.g., Anisette and Neu, 2004; Lassou and Hopper, 2016; Hopper et al., 2017). As a result, many Arab (Kamla, 2007) and African (Agyemang et al., 2020) countries have continued to be influenced by Western systems and experiences. From this perspective, the importing of 'best practice' codes of corporate governance reinforces the asymmetrical power relationships between Africa and the Western world. The pseudo-benevolence of western aid (e.g., Bakre and Lauwo, 2016) becomes embodied in knowledge exchange activities (Hopper et al., 2017), technical cooperation/advice and aid work by development agencies (Lassou et al., 2019; Goddard, 2020), and results in the propagation of a single view/model of 'good governance'. Hence, African directors and boards may unwittingly become part of the continuation of the neo-colonial project.

In this light, we note the work of Mudimbe (1988) in our reflections. While the colonial period of 'occupation' represents, time-wise, an insignificant moment in African history, its repercussions have been nothing short of a grand project to "organise and transform non-European areas into fundamentally European constructs" (Mudimbe, 1988). The seminal work of Mudimbe thus presents three complementary hypotheses: 1/ the domination of physical space, 2/ the reformation of the natives' mind and 3/ the integration of local economic histories into the Western perspective (Mudimbe, 1988). From a research perspective, these hypotheses can be added to the dual constraint of a reliance on dominant theories (prioritising an interaction with western-oriented literature) and gatekeeping by academic journals that define what are the relevant issues and terrain for debate. One should also add the scarcity of funding which leads many researchers to work as entrepreneurs (at the mercy of philanthropic "desires") favouring quantitative production rather than qualitative or critical analysis (Mbembe, 2018). We argue that such research prioritisations have resulted in a somewhat atrophic intellectual debate towards envisioning and establishing different ways of modernity, inclusive of governance practices, for Africa.

Admittedly, for a long time, indigenous African thinking has been marginalised (Emmanuel, 1969) and disintegrated (Turnbull, 1962; Mair, 1975) and this led to an "incoherent establishment of new social arrangements and institutions" (Mudimbe, 1988, p.6). Indeed, the first economic modern contact with Africa "had fallen into the hands of the most unscrupulous financiers and captains of industry" (Césaire, 1972, p.23). Since colonial conquest has been built on profit increase without any moral limitations, such thinking has been instilled into African institutions, and arguably board processes, as a direct heritage of that behaviour. Hence, this economic dependence assumes underdevelopment (Mazurui, 1974) and a tendency to see capitalism and corporate board decision-making merely as a search for higher profits regardless of broader consequences. Mudimbe (1988) proposed three points explaining this state: "1/ the capitalist world system is such that parts of the system always develop at the expense of other parts, either by trade or by the transfer of surpluses; 2/ the under-development of dependencies is not only an absence of development, but also an organisational structure created under colonialism by bringing non-Western territory into the capitalist world, and 3/ despite their economic potential, dependencies lack the structural capacity for autonomy and sustained growth, since their economic fate is largely determined by the developed countries." (Mudimbe, 1988, p.3).

Under the colonial era, explorers sought to confirm African inferiority by providing "proofs" feeding the "epistemological ethnocentrism" that stops the "other" from becoming someone equal and different. Moreover, Western "influence" places African actors under a form of "symbolic violence" (Bourdieu, 1998), implying that the dominated - here African board members - are keen to acquire aspects of the dominant thinking that justify and normalize the exerted domination. A weak or insufficient independent and indigenous African thinking on CG and board practices thus allows for the intensification of Western influence. which is reflected in a continuous reliance on 'international' institutions (e.g. OECD, IFAC, EU) and multinationals to frame revisions to local accounting, board, governance and reporting practices. The use of the imperialistic languages (mainly French and English, see Ngugi wa Thiong'o, 1986) for many of the economic activities (accounting, reporting, contracts, certification of professional accountants and governance experts) also serves to embody a form of subjugation that helps to perpetuate colonialism (Kimani et al., 2020). Currently, the balance of power remains tilted towards western countries as originators of prescriptions for "good governance" agendas (see Chang, 2007; Lassou et al., 2019; Kimani et al., 2020), while more recent forays into Africa by other powerful countries (e.g., China) are barely underpinned by such discourses. The propagation of universalised reforms (Anglo-American model of governance) assumes that all countries have similar needs and behaviours. The challenge for the so-called "developing" countries is to put in place the appropriate institutions" often inspired by the Western liberal state/market model as a shortcut to economic progress (Yousfi, 2017). One therefore asks: is there an alternative to this mainstream governance thinking?

According to Mary Douglas (1986), a cultural analysis (of risk) in finding an alignment or at least a congruence between social codes and corporate governance codes is possible. A culturalist hypothesis puts the norms and the theory that claims to be 'standard' under tension and enriches the possible translations of economic realities. The codes can thus reflect an emergent embedded movement by reconsidering a new indigenous version of capitalism reconnecting with traditional thinking and economic behaviours. The core of this capitalism may rather be determined by the 'traditional' goal of subsistence rather than the drive for growth and whereby demands for labour and capital would be reduced when the subsistence needs of the family and community are assured. What Hyden (1980; 1983) called an "economy of affection", broadly defined by networks of socio-economic relationships of reciprocity (Sugimora, 2007) and the multiplicity of lifestyles, makes African societies a unique case for a possible redefinition and recasting of capitalism - particularly in view of the contemporary implications of sustainability and climate change. Recent African Union efforts to develop an African set of guidelines and principles seem to be a step in the right direction. In the short term, this may also imply lesser importance to local equity capital markets across Africa. A code could also apply to non-listed companies or other corporate entities.

In the longer term, the colonial past can be used as a communication platform for converging interests and calling for localities and practices to become Africanised - as a way to subjugate this common scar and transform it. This is reminiscent of the collective work initiated by Bernard Stiegler (2020), which he refers to as a process of "internation". *Internation* designates the entity that would link various localities, through scientific and political exchanges and based on re-functionalized and reticulated technologies; these would allow the circulation of different knowledge, but also their confrontation, their debate and their argumentative discussion. In short, *internation* constitutes a process of international trans-individuation based on the opening of localities to each other and their reticulation. To some extent therefore, could the pioneering achievements of the South African example serve as a beginning of a "liberation"? In this way, Africa could initiate a transition to scale, by constituting an effective public power and a collective decision-making capacity at the continental level, capable of facing up to the multiplicity of political legal diversity, by making a transition that is at once ecological, economic, technological and social. It can also take example from the richness of the globalisation from below (Falk, 2003) movement which emerges from the network of people undergoing development evident in their everyday lives and practices; far from international institutional pressure. Within this movement, individuals recognize their diversity but also their common interests. In this way, a re-definition of capitalism and governance around the needs of the individual and communities becomes possible.

6. Conclusion

"When kings lose direction, they become servants" (African proverb)

This chapter sought to examine the spread and relevance/efficacy of corporate governance codes in the African context. While we find evidence of the spread of codes in 24 African countries, empirical evidence on the design, implications and consequences of these codes remains very limited, both in terms of outcomes, board processes/decision-making and of the different African regional contexts. Empirical work has in the main considered larger economies i.e., South Africa, Nigeria and Egypt. Furthermore, although there is an emerging evidence base from other code-adopting and/or code-revising countries (e.g., Kenya, Uganda, Ghana, Mauritius), one valuable aspect would be to document practices in other non-adopting countries and in non-private sector contexts (e.g. state-owned enterprises) to understand the nature of corporate governance arrangements, board decision-making challenges and benefits. Internationally as well, there is a certain 'taken-for-granted'-ness associated with notions of 'good governance' and the adoption of so-called best practices in developing countries, with little critical reflections on its continued relevance (in its current form). Illustratively, the case studies from Nigeria, Tunisia and Kenya not only reveal the circuits through which codes have been disseminated and the underlying neo-liberal motivations, but also the symbolic / political nature of their adoption, thereby resulting in very little substantive change to corporate arrangements on ownership and board processes/decision-making.

At the same time, we do acknowledge the pioneering features of South Africa's experience, whose reforms have been (and are still) happening alongside a raft of what we refer to as 'economic democratisation' policies and laws fostering corporate accountability, integrated thinking and responsibility. Yet, without a similar consideration of the structural arrangements that are often borne out of history, colonial legacy and financial or political crises, corporate governance codes and pronouncements in other parts of the continent appear to serve very limited and technical purposes. More fundamentally, however, we contend that contemporary academic and policy-making concerns about a technical compliance or application of international codes may also be distracting attention away from examining the indigenous facets and foundations of an African form of corporate governance, and from tackling more explicitly the constraints/logics of neo-colonial and neo-liberal thinking in board processes and decision-making.

In a similar vein, an area that has so far been largely trivialized within corporate governance scholarship in African settings concerns board behaviour and decisions making processes. Driven by a research agenda set in the context of developed economies, studies have generally concentrated on the impact of CG mechanisms on firm performance, from an input-output perspective - thereby consciously or unconsciously conceiving of board decision making, behavioral processes and directors to be similar to the corporate boardrooms in developed economies. Thus, the reality of how African corporate boards function and their decision-making process remains unclear. We believe that attempts towards making sense of the impact of corporate governance practices on firm performance should not be limited to the mere factoring of more corporate governance proxies in the pursuit of 'value creation'; instead one has to explicitly acknowledge and understand how board members lead and make decisions in a given social, regulatory and political environment. For codes of corporate governance to have any meaningful influence on firm level corporate governance practices, it is therefore crucial to delve into the behaviour of, and dynamics within, boardrooms. Only then can codes be reviewed and adapted to reflect the peculiarities of African leadership, management, ownership and board processes. We therefore invite more "alternative" research, debate and reflections on these points.

Notes

1. In May 2019, the AU commenced efforts to develop a corporate governance framework for member countries that is to be hinged on African realities and values, hence the proposed title of 'African (corporate governance) principles.' More information and background about this development is available via this link:

https://au.int/sites/default/files/newsevents/workingdocuments/38223-wd-framework_cg_au_guidance_note_oct_19_1.pdf

2. The ACCA report reports on the case of 15 African countries. As reported later in the chapter, we have identified more cases.
3. Translated as “The Organisation for the Harmonisation of Business Laws in Africa”.
4. Translated as “Revised Uniform Act relative to Commercial Companies and Economic entities”.
5. Union Économique et Monétaire Ouest Africaine (UEMOA).
6. Refer to https://www.fsb.org/about/history-of-the-fsb/
7. As an illustration, out of the 77 Corporate Governance and 195 Accounting and Auditing assessments carried out so far, 18 and 50 respectively have focused on African countries (Source: World Bank).
8. There are very few listed companies in Algeria (3) and the intention of the code is to target smaller enterprises, although it is not clear to what extent such entities will find it worthwhile to engage.
9. The exception being Mozambique, whose local institute of directors issued a voluntary code.
10. Refer to: https://www.maserumetro.com/news/news/corporate-governance-code-complete-but/
11. A group that took advantage of privileged relations with some banks and the political regime to expand too quickly thanks to multiple acquisitions - clearly contrasting with the financial imbalances that the group is carrying. With unpaid debts, unpaid suppliers, poor internal management and a cyclical stagnation of the market from 2000 onwards, Batam sank into indebtedness and attempted to cover it up by resorting to new bond loans, in particular to feed the working capital of its main ailing subsidiaries. The government tried to 'save' the group with a court-ordered reorganisation without much success.
12. These include the provisions of Article 262 of the Commercial Companies Code, the decree of the Ministers of National Economy and Finance approving the scale of fees for chartered accountants and auditors of Tunisian companies, as amended by the decree of the Ministers of Finance and National Economy of 23 January 1995.
13. New Partnership for Africa's Development in French.
14. Stratégie en matière de gouvernance d’entreprise du Groupe de la BAD. https://www.afdb.org/fr/news-and-events/african-development-bank-afdb-group-corporate-governance-strategy-2656

15. Institut Arabe des Chefs d'Entreprises.
16. For example, refer to https://www.mondaq.com/shareholders/575140/the-collapse-of-a-giant

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Appendix 1 - List of African Corporate Governance Codes

Country	Year (1st introduced)	Subsequent revision/s	Title of (most recent) CG code	Produced by/Issuing Entity:	Language/s	Application regime	Application regime (for any new version)
Algeria	2008		2008 : Le Code Algérien de Gouvernance d'Entreprise	Algerian Corporate Governance Task Force	French /Arabic	Voluntary	
Botswana	2013		2013: Botswana Code of Corporate Governance 2016: Botswana Accountancy Oversight Authority (BAOA), in 2016 directed public companies in Botswana to adopt King III Report	Directors Institute of Botswana	English	Apply or Explain	
Egypt	2005	2011 and 2016	2016: Egyptian Code of Corporate Governance	Egyptian Institute of Directors	Arabic /English	should seek to abide	Comply or Explain
Ethiopia	2011	2018	Ethiopian Code for Corporate Governance	Corporate Governance Institute	English	Comply or Explain	Comply or Explain
Ghana	2002	2010	2010: CG Guidelines on Best Practices 2018: The Banking Business - CG Directive	Securities & Exchange Commission Ghana Bank of Ghana	English	Voluntary Mandatory	
Kenya	2002	2015	Code of CG Practices for Issuers of Securities to the Public	Capital Markets Authority	English	Comply or Explain	Apply or Explain
Liberia	2012		Corporate Governance Regulation for Financial Institutions	Central Bank of Liberia (CBL)	English	Mandatory	
Libyan Arab Jamahiriya	2007 2010		2007: Corporate governance regulation. 2010: Corporate governance code for the banking sector	Libyan Stock Market. Central Bank of Libya	Arabic	Comply (2010)	
Malawi	2001	2010	The Malawi Code II (Code of Best Practice for Corporate Governance in Malawi)	Institute of Directors	English	Comply or Explain*	Comply or Explain
Mauritius	2003	2004, 2016	The National Code of Corporate Governance for Mauritius	National Committee on Corporate Governance	English	Comply or Explain	Apply and Explain
Morocco	2008		2008: Moroccan Code of Good Corporate Governance Practices; 2008: Code for SMEs; 2012: Code for state-owned enterprises	The National Corporate Governance Commission	French	Comply or Explain	

Mozambique	2011		Mozambique Corporate Governance Code	Directors Institute of Mozambique *(Instituto de Directores de Moçambique)*	Portuguese	Voluntary	
Namibia	2014	2016	Corporate governance Code for Namibia (NamCode)	Namibian Stock Exchange (NSX) & the Institute of Directors in Southern Africa (IoDSA).	English	Apply or Explain	
Nigeria	2003	2016	Nigerian Code of Corporate Governance *(suspended & published updated version in 2018)*	Financial Reporting Council of Nigeria	English	Apply or Explain	
Rwanda	2009	2012	Guiding Code of Corporate Governance (2009) The Capital Market Corporate Governance Code (2012)	Private Sector Foundation (PSF) Capital Market Authority	English English, French / Kinyarwanda	Voluntary	Comply or Explain
Senegal	2011		*Code de Gouvernance des Entreprises*	*Institut Sénégalais des Administrateurs*	French	Apply or Explain	
Sierra Leone	2018		National Corporate Governance Code for Sierra Leone	Corporate Affairs Commission	English	Comply or Explain	
South Africa	1994	2002, 2009 & 2016	King Report on Corporate Governance	Institute of Directors in Southern Africa (IoDSA)	English	Apply or Explain	
South Sudan	2012		The Code of Good Corporate Governance *(appended to the Company Laws, 2012)*	Ministry of Justice	English	Mandatory	
Tunisia	2008	2012	2008: Guide de Bonnes Pratiques de Gouvernance des Entreprises Tunisiennes (the new version in 2012)	Centre Tunisien de Gouvernance d'Entreprises	French	Voluntary	Voluntary (and explain if applying partially)
Uganda	2003		Capital Markets Corporate Governance Guidelines *(Note: CG Guidelines of the private Institute of Corporate Governance first introduced in 2002 and revised in 200.)*	Capital Market Authority	English	Comply or Explain	

United Republic of Tanzania	2002		Guidelines of Corporate Governance practices by Public Listed Companies	Capital Markets and Securities Authority (CMSA)	English	Comply or Explain	
Zambia	2005		The Lusaka Stock Exchange Corporate Governance Code	Lusaka Stock Exchange (LuSE)	English	Comply or Explain	
Zimbabwe	2014		The National Code on Corporate Governance (ZimCode)	ZIMCODE Trust	English	Apply or Explain	

Notes:
* According to the World Bank's Report on Observance of Standards and Codes (2007), this requirement was not compatible with the stock market's listing requirements.
** Out of the 55 African countries, 24 including one OHADA country (Senegal) have issued at least one corporate governance code. 16 OHADA countries have incorporated basic CG requirements in their company law. 1 country has seemingly adopted (Sao Tome and Principe) but no evidence was found. Another country (Lesotho) is in the process of issuing a code. For the 13 final countries, there is no indication of a code having been adopted.