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Critical Perspectives on Accounting
Analysing corporate governance and accountability practices from an African neo-patrimonialism perspective: Insights from Kenya
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Abstract:	This paper examines corporate governance (CG) and corporate accountability practices in the African context, by focusing on the case of Kenya. Our data comprises a combination of 29 semi-structured interviews, field observations and archival evidence. We reveal how western-originated CG and accountability reforms are constrained or subverted by a vigorous neo-patrimonial regime. The Kenyan corporate sector has well defined legal-rational structures, including an elaborate corporate sector regulatory framework, professionals (i.e. accountants and auditors) and corporate boards. In contrast, however, informal and patronage networks interfere with the nomination and work of non-executive board members, thereby hindering the possibility of an independent monitoring of executive management. A conflictual and inadequately resourced regulatory framework plays a more symbolic than an effective regulative role in enforcing CG and accountability practices. We also find a widespread rent-seeking culture that significantly hinders the exercise of corporate accountability. Furthermore, external auditor independence is problematic due to conflicts of interests and the auditors' dependence on advisory fees, thereby favouring a clientelist association with auditee firms. Overall, our findings reveal that CG and accountability practices, while ostensibly present in Kenya, are largely ineffective due to the influence of neo-patrimonial realities on the mind-set and actions of corporate actors.
Response to Reviewers:	Kindly refer to our attached response letter to the editor comments.

Analysing corporate governance and accountability practices from an African neo-patrimonialism perspective: Insights from Kenya

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Analysing corporate governance and accountability practices from an African neo-patrimonialism perspective: Insights from Kenya

Abstract

This paper examines corporate governance (CG) and corporate accountability practices in the African context, by focusing on the case of Kenya. Our data comprises a combination of 29 semi-structured interviews, field observations and archival evidence. We reveal how western-originated CG and accountability reforms are constrained or subverted by a vigorous neo-patrimonial regime. The Kenyan corporate sector has well defined legal-rational structures, including an elaborate corporate sector regulatory framework, professionals (i.e. accountants and auditors) and corporate boards. In contrast, however, informal and patronage networks interfere with the nomination and work of non-executive board members, thereby hindering the possibility of an independent monitoring of executive management. A conflictual and inadequately resourced regulatory framework plays a more symbolic than an effective regulative role in enforcing CG and accountability practices. We also find a widespread rent-seeking culture that significantly hinders the exercise of corporate accountability. Furthermore, external auditor independence is problematic due to conflicts of interests and the auditors' dependence on advisory fees, thereby favouring a *clientelist* association with auditee firms. Overall, our findings reveal that CG and accountability practices, while ostensibly present in Kenya, are largely ineffective due to the influence of neo-patrimonial realities on the mind-set and actions of corporate actors.

Keywords: accounting; corporate governance; financial transparency; neo-patrimonialism; Africa, less developed countries

1. Introduction

2 Over the last 20 years or so, many less developed countries (hereafter 'LDCs') have adopted
3 western-originated corporate governance (CG) and corporate accountability reforms (e.g.
4 (role of external auditing and International Financial Reporting Standards - IFRSs), with a
5 view to enhance corporate sector efficiency and subsequently drive economic growth (Ntim,
6 Opong, & Danbolt, 2012). These reforms have often been adopted at the behest of western
7 advisors and international institutions such as the World Bank (Siddiqui, 2010; Alawattage,
8 Alsaid, & Ali, 2017). Yet, evidence suggests that the enactment of these CG and
9 accountability practices have hardly led to meaningful improvements (see, for example, Bakre
10 & Lauwo, 2016; Nakpodia & Adegbite, 2018). Some of the explanations provided for this
11 phenomenon are that the reforms are too western-centric, neo-liberal and inappropriate to the
12 contextual realities of LDCs (Uddin & Choudhury, 2008; Adegbite & Nakajima, 2012).
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14 Several studies have sought to articulate the features and nature of these contextual realities,
15 including those related to the African LDC context. For example, the lack of effective CG and
16 accountability practices has been attributed to: concentrated/familial ownership of firms
17 (Young, Peng, Ahlstrom, Bruton, & Jiang, 2008), inadequately trained or skilled accounting
18 practitioners (Wanyama, Burton, & Helliar, 2009), weak regulatory regimes (Adegbite,
19 2015), rampant corruption (Bakre & Lauwo, 2016), and near-absent shareholder engagement
21 (Uche, Adegbite, & Jones, 2016). At the same time, there remains an impetus within many
22 LDCs to persist with the implementation of these reforms, even if this appears to lead to mere
23 selective, symbolic or ritualistic displays of adoption (Soobaroyen and Mahadeo, 2008), since
24 these displays potentially help to placate the continuing pressures from supranational
25 institutions (WB/IMF), global professional organisations (e.g. IFAC; AACPA) and foreign
26 investors. Notwithstanding a handful of studies in the African context (see Lassou & Hopper,
27 2016; Alawattage and Alsaid, 2017; Hopper, Lassou, & Soobaroyen, 2017), we argue that
28 there needs to be a better appreciation and conceptualisation of these contextual realities that:
29 (i) impede the embedding of CG and accountability practices within LDCs but yet (ii)
30 somewhat favour the continuation of an appearance of adoption or continued commitment to
31 implement western governance and accountability reforms.
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33 Informed by the above, we are drawn to the neo-patrimonialist perspective (Eisenstadt, 1973;
34 Kelsall, 2011). Christopher Clapham defines neo-patrimonialism as:
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1 a form of organization in which relationships of a broadly patrimonial type pervade a
2 political and administrative system which is formally constructed on rational-legal
3 lines. Officials hold positions in bureaucratic organizations with powers which are
4 formally defined, but exercise those powers, so far as they can, as a form not of public
5 service but of private property. (Clapham, 1985, p. 48).
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9 According to Hopper (2017, p. 226), neo-patrimonialism “aids corruption and renders official
10 and formal systems of accountability redundant, except arguably to present a veneer of
11 accountability to gain legitimacy from external parties”. Prior studies have adopted a neo-
12 patrimonial framing in Africa to analyse the implications of implementing *government*
13 accounting practices and reforms in a context where resourcing and spending decisions are
14 often underpinned by cultural, tribal and party political arrangements (see Lassou & Hopper,
15 2016; Lassou, 2017). In the present paper, we therefore seek to further these lines of inquiry
16 by exploring the interplay between *private* business/corporate imperatives and practices (e.g.
17 accountability to shareholders, markets and financial providers, corporate governance,
18 external audit and other accountability processes) and the neo-patrimonial features of African
19 systems (Taylor, 2014).
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31 We motivate our interest in this line of inquiry in that well-documented instances of corruption
32 and nepotism in the public sector generally imply the involvement of private sector actor(s)
33 in terms of being the ‘other’ side of the corrupt transaction/dealing, and hence contributing to
34 nepotism and cronyism. In addition, political actors typically seek resources from the private
35 sector (political donations, employment for their kin). In this way, neo-patrimonial influences
36 shift from the public to the private sector, albeit such influences may vary due to the existence
37 of other pressures (e.g. foreign ownership/investment, the need to maintain market
38 competitiveness and reputation, and implications for a firm’s cost of capital). In light of the
39 above observations, we therefore seek to address the following research question: *How do*
40 *neo-patrimonial dynamics interplay with CG and corporate accountability practices in an*
41 *African LDC context?*
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52 To address this research question, the paper focuses on the contemporary case of Kenya for
53 the following reasons. Firstly, Kenya is one of the major African economies and arguably key
54 to the success of the East African region, with significant potential for growth and prosperity
55 considering its existing location and vast resources (Waweru, 2014). Yet, the
56 private/corporate sector’s outcomes continue to be disappointing in terms of unfulfilled
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1 potential (African Development Bank Group, 2019). There are frequent reports of weak CG
2 and accountability practices within Kenya's corporate sector, despite the implementation of
3 the revised code of CG practices that was introduced in 2015 and IFRSs (Outa & Waweru,
4 2016; Outa, Eisenberg & Ozili, 2017). Furthermore, corruption has permeated many sectors
5 of the economy and there is an escalating culture of bribery (Pring & Vrushi, 2019). It is also
6 commonplace for private sector actors to provide vast resources to finance electoral
7 campaigns in Kenya (Mathenge & Wanga, 2017; Wanga, 2020). Consequently, Kenya ranks
8 poorly at position 141 out of 183 in the 2019 *corruption perceptions index*, compared to other
9 countries where neo-patrimonialism-based accounting research has been conducted (i.e.
10 Benin: 83, Ghana: 85) (Transparency International, 2019). This high level of corruption is a
11 "constitutive feature" of neo-patrimonialism (Kelsall, 2011, p. 76) and Kenya's position in
12 corruption rankings, relative to other African countries, potentially points to the existence of
13 different systems and/or dynamics of neo-patrimonialism on the continent (Lassou, Hopper,
14 Tsamenyi, & Murinde, 2019).

15 Secondly, existing neo-patrimonial research in Africa has focused on West African countries
16 (i.e. Benin and Ghana) (see Lassou & Hopper, 2016; Lassou, 2017; Lassou, Hopper,
17 Tsamenyi & Murinde, 2019). We argue that the socio-cultural context does vary considerably
18 across African countries. Some of the cultural differences between Kenya and two of the
19 previously studied West African countries (Benin and Ghana) relate to the fact that leadership
20 in many Kenyan tribes has not been hereditary but rather, revolved around individuals
21 nominated or elected by respective tribes (Igboin, 2016; Cappelen & Sorens, 2018). This
22 therefore makes it very unlikely for one or few individuals/families to amass immense power
23 or resources over an extended duration of time, as espoused in the traditional concept of
24 patrimonialism. Furthermore, unlike Ghana, Nigeria and Benin, where traditional rulers (i.e.
25 kings and chiefs) still wield significant influence, this traditional framework of leadership is
26 rare in Kenya (Awinsong, 2017). Notwithstanding, such traditional structures of leadership
27 are noted in the literature as key enablers of neo-patrimonial systems (Lassou & Hopper,
28 2016; Hopper, 2017). Cognisant of the determining role of cultural arrangements in neo-
29 patrimonialism (Beekers & Van Gool, 2012; Woods, 2012; Mkandawire, 2015; Hopper,
30 2017), the present study thus addresses the scant understanding of how contextual realities of
31 LDCs constrain the workings of western-originated CG models and corporate accountability
32 practices. It relies on a qualitative approach involving 29 semi-structured interviews with key
33 corporate sector stakeholders. Field observations were also carried out and archival evidence
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collected including annual reports, records of AGM proceedings, regulatory and policy reports, media reports, and information published on the websites of various listed firms and regulatory bodies.

Our study seeks to makes two important contributions to literature. First, it enriches the burgeoning literature on critical accounting and governance research within LDCs, and Africa in particular (Nyamori, Abdul-Rahaman, & Samkin, 2017; Soobaroyen, Tsamenyi, & Sapra, 2017), by shedding light on neo-patrimonialism as one of the underlying factors influencing the implementation of CG and accountability reforms adopted in Kenya. Second, we build on, and simultaneously extend, prior critical work (such as Bakre & Lauwo, 2016; Lassou & Hopper, 2016; Alawattage & Alsaid, 2017) which examine the introduction of corporate governance and accounting reforms in other LDCs.

The rest of the paper is organised as follows. The next section provides a discussion of Kenya's context, including the governance and accounting reforms adopted by Kenya. Section 3 presents the paper's theoretical framework and critique of extant literature. Section 4 explains the data and methodological approach utilised in this research. Section 5 presents the results and discussion. Lastly, section 6 concludes the paper and outlines avenues for future research.

2. Corporate Governance and Corporate Accountability reforms in Kenya

2.1 Corporate governance code and regulations

Reforms that set the stage for the introduction of CG reforms in Kenya began in the mid-1980s. For instance, in 1984, the International Finance Corporation (IFC) and the Central Bank of Kenya (CBK) published a joint report that recommended the establishment of a formal regulatory body to supervise and develop capital markets in Kenya. Eventually, with the support of various foreign donor agencies, including financial assistance from the United States Agency for International Development (USAID; US\$775,000), the Kenyan government established the Capital Markets Authority in 1990 (The Office of Economic and Institutional Reform, 1994). The Nairobi Securities Exchange (NSE) was subsequently registered in 1991 as a limited private company.

Kenya nonetheless continued to experience corporate sector crises in the periods following the establishment of the Capital Markets Authority and Nairobi Securities Exchange. These developments led to calls for the need to develop a code of CG practices to protect shareholder

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interests and encourage foreign investments. The World Bank and the International Monetary Fund, for instance, recommended reforms to promote higher levels of accountability and transparency (Mwaura, 2007). There was also interest by various stakeholders to participate in the development of Kenya's CG code. These stakeholders included the donor community, professional accounting associations and the government of Kenya, through the Capital Market Authority (CMA) and Nairobi Securities Exchange (Gatamah, 2002). However, the Kenyan CG development process was viewed with suspicion by a majority of the local public. As Karugor Gatamah further added, 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).

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Notwithstanding, Kenya's first official CG code was adopted in 2002 and overseen by the CMA. The CMA is also responsible for issuing licences to capital market players such as listed firms and stockbrokers and overseeing capital market operations. Kenya's CG code of 2002 was based on the 'comply or explain' principle, and included various provisions relating to: (a) the board of directors; (b) role of board chairman and the Chief Executive Officer; (c) shareholders rights; (d) accountability and audits; and (e) public disclosure (Capital Markets Authority of Kenya, 2002). The CG code of 2002 was later replaced with the revised CG code in 2015 (entitled, the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015) (Capital Markets Authority of Kenya, 2017).

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1 regulations have also undergone extensive revisions in the recent past, including the CMA
2 Act (in 2013), the Banking Act (in 2015) and the State Corporations Act amendments in 2015
3 (Outa & Waweru, 2016). Schedule six of the Companies Act 2015 stipulates the requirements
4 and general framework for financial reporting for registered companies, and the NSE ensures
5 their compliance as a listing requirement on the main market. Furthermore, the Institute of
6 Certified Secretaries of Kenya (ICS) conducts regular stakeholder consultations and promotes
7 good CG by assisting listed companies in areas such as board induction, board development,
8 board evaluation, risk management and strategic planning. The ICS continues to conduct
9 training of company secretaries on various boardroom procedures (such as minutes writing,
10 management of meetings, and other corporate secretarial services) (Institute of Certified
11 Secretaries of Kenya, 2019). In addition to these reforms, the CMA has set up an online
12 Whistle-blower Portal where suspicious corporate activities can be directly reported to the
13 regulatory bodies.¹

14 It is often believed that the firm-level CG reforms introduced in Kenya need to be underpinned
15 by strong formal institutions at the national level. Such institutions, including a robust
16 judiciary and strong investor protection laws, are required to support effective firm-level CG
17 and accountability practices. Unfortunately, Kenya ranks very poorly across several country-
18 level governance measures, including the Transparency International Corruption Perception
19 Index and the World Bank Global Governance Indicators. In *Figure 1* below, we present
20 various governance indicators for Kenya, including measures for political stability,
21 government effectiveness, regulation quality, the rule of law, voice and accountability, control
22 for corruption, strength of investor protection index (World Bank, 2017), and the
23 Transparency International Corruption Perception Index 2018 (Transparency International
24 Corruption Perception Index, 2018). The current ranking of Kenya across all these
25 accountability-related indices certainly raises questions about the rule of law, regulatory
26 quality and capacity of enforcement institutions. Nonetheless, the above ranking systems have
27 been faulted for being oblivious of cultural differences across the world, which influence how
28 the notions of ‘corruption’ and/or ‘good governance’ are constructed by people within and
29 between countries (de Maria, 2008). Furthermore, the use of these global indices in
30 underpinning ‘aid allocation decisions’ by LDCs donor partners (Mkandawire, 2015; Bakre,
31 Lauwo, & McCartney, 2017) may in fact incentivise countries with neo-patrimonial systems

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¹ The URL of the Whistle-Blower Portal is:

https://www.cma.or.ke/index.php?option=com_content&view=article&id=289&Itemid=265

1 to implement ‘good governance reforms’ merely as a façade to maintain the flow of donor aid
2 (see also Bach, 2011; Lassou, 2017).

3
4 Besides, Kenya also faces various other socio-economic challenges including underdeveloped
5 infrastructure and volatile markets. Such challenges are observed in the literature to be
6 impediments to business as well as obstacles to effective CG practices (Mwaura, 2007; Ntim
7 & Soobaroyen, 2013). However, there has been little evidence on how these issues interplay
8 with CG and corporate accountability practices in the corporate sector.

9
10 [Insert Figure 1 here]

11
12 In *Figure 2* below, we also present an integrated framework of internal and external forces
13 that have influenced the development of CG and accountability reforms adopted in Kenya.

14
15 [Insert Figure 2 here]

16
17 Our analysis section will further elucidate the issues discussed in this section, together with
18 the way they impact firm CG and accountability practices in Kenya.

19
20 *2.3 Accounting standards and external audit*

21 Kenya has adopted various accounting reforms to enhance CG and accountability practices in
22 the corporate sector. Table 1 below highlights the key events that have contributed to the
23 development of Kenya’s CG code and other accounting reforms.

24
25 [Insert Table 1 here]

26 Kenya formally adopted International Financial Reporting Standards (IFRSs) in December
27 1999 without modifications, with the aim of improving financial reporting quality and
28 transparency within the corporate sector. Prior to IFRSs adoption, the Institute of Certified
29 Public Accountants Kenya (ICPAK) was responsible for the development and implementation
30 of accounting and auditing standards in Kenya (Barako, Hancock & Izan, 2006). The Nairobi
31 Securities Exchange (NSE) enforces IFRSs implementation for all companies whose
32 securities are traded in Kenya. The accounting literature documents that firms adopting IFRSs
33 enjoy several benefits, including enhanced stock turnover and liquidity, and comparability of
34 annual report information, compared with firms that do not (Barth, Landsman, Lang &
35 Williams, 2018). In 2010, Kenya also introduced IFRSs for small and medium-sized entities.
36 The recent Companies Act of 2015 also offers more flexibility for SMEs by exempting them

1 from audit, while annual filing of financial statements with the registrar of companies is still
2 required. Since February 2014, commercial public sector organisations in Kenya have also
3 implemented IFRSs and partially adopted the International Public Sector Accounting
4 Standards (IPSASs) (Government of Kenya, 2015).

5
6 The external audit industry in Kenya is primarily a self-regulated one with minimal oversight
7 at the national level. Auditors are expected to comply with the quality assurance guidelines
8 and professional code of ethics of the Institute of Certified Public Accountants of Kenya
9 (ICPAK) (The Institute of Certified Public Accountants of Kenya, 2015). In order to
10 encourage compliance with the IFRSs, the ICPAK introduced the Financial Reporting (FiRe)
11 Awards in 2002 (The Institute of Certified Public Accountants of Kenya, 2018). Actual
12 compliance, however, remains low at the firm level, despite the early adoption of IFRSs at
13 the national level (Outa, Eisenberg & Ozili, 2017), and some evidence that listed companies
14 do exhibit a relatively higher degree of IFRS compliance compared to private firms (Mathuva
15 & Chong, 2018).

16
17 **3. Literature review**

18
19 *3.1 Theoretical framework*

20 Neo-patrimonialism as a concept emerged in the 1960s–1970s to explain social and economic
21 developments in sub-Saharan Africa (see Eisenstadt, 1973) and is drawn from classic notions
22 of patrimonialism, whereby the right to rule is ascribed to a person (so-called ‘big man’) rather
23 than to an office (Bach, 2011). In this way, leaders occupy office less to perform a public
24 service than to acquire personal wealth and status (Beekers & Van Gool, 2012; Hopper, 2017).
25 The power of neo-patrimonial leaders tends to be “erratic and incalculable” and occasionally,
26 the exercise of such power goes beyond the provisions laid down by existing laws (Lassou &
27 Hopper, 2016, p.44). Arguably, during the post-colonial era, many LDCs (including African
28 countries) failed to bring robust institutional reforms that could support economic and social
29 development, and instead, this led to hybrid institutions that largely retained patrimonial²
30 power structures rather than deriving authority from legal-rational systems. The consequence
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² Weber proposed patrimonialism as a typology of how power is legitimised in social relations, whether through patriarchal authority of an individual or the impersonal authority of a bureaucracy (Weber, 1968a, p.1006). Weber further notes that a ruler need not to possess any special qualifications to rule as personal loyalty and fidelity of the ruled are the sources of power (Weber, 1968b, p.227).

1 for many countries was a lack of economic development and weakened political frameworks
2 (Eisenstadt, 1973).

3
4 In contemporary terms, one can conceive of neo-patrimonialism as a broader phenomenon
5 encompassing relationships of loyalty and dependency that are embedded in formal political
6 and administrative systems, and as a result, the divide between private and public interests
7 becomes an intentionally blurred one (Bach, 2011; Bratton & van de Walle, 1994). One
8 important feature of neo-patrimonial systems is the continued display and pretence (a façade)
9 of legal-bureaucratic norms and structures (to maintain legitimacy) which co-exists with
10 relations of authority based on interpersonal rather than impersonal interactions (Bach, 2011).
11 According to Bach (2011), the dualism involving patrimonial relationships and formal
12 bureaucratic structures can lead to a wide array of empirical situations in different contexts.
13 In this regard, Taylor (2014) argues that while neo-patrimonialism focuses on the case of the
14 public and/or elected official, these relationships may, to a varying extent, be reflected at
15 every level of society (e.g. companies and businesses). In this way, corporate actors are
16 involved in instances of patronage, *clientelism*, the pursuit of illicit rents and corruption,
17 “where an ethic of responsibility or civic-mindedness scarcely can exist” (Taylor, 2014, p. 7).
18

19 Neo-patrimonial contexts usually lack a clear boundary between indigenous governance
20 systems and legal-rational bureaucratic governance regimes (Cammack, 2007; Hopper, 2017).
21 Indigenous governance systems comprise of traditional power structures that regulate social
22 interactions within a society over extended periods of time and hence become culturally
23 embedded (Mkandawire, 2015). Indigenous governance systems are characterised by, among
24 others, patron-client relations and informal institutions such as ethnic and/or tribal loyalty,
25 cronyism and nepotism (Lassou & Hopper, 2016; Lassou, 2017). These features serve as a
26 basis for decisions and actions of people living in neo-patrimonial contexts and tend to stand
27 in the way of adopted formal institutions. For instance, in the context of our study, the
28 appointment of directors based on their tribal/ethnic connection (informal institution) would
29 clash with CG regulations (formal institution), requiring board appointments to be made on
30 the basis of individual competence, in adherence to CG requirements. Furthermore, while
31 awarding procurement tenders to a CEO’s kinsmen (informal institution) may seem
32 appropriate from the perspective of their community, this practice would be against the arm’s
33 length principle (formal institution). These examples depict the tensions that exist within neo-
34 patrimonial contexts. Notwithstanding, literature suggests that people living in neo-
35 patrimonial contexts tend to be more accustomed to the indigenous ways of life which
36

1 underpin the informal institutions, and predate the legal rational bureaucracy (Woods, 2012).
2 This may thus explain why informal institutions tend to be more prevalent relative to formal
3 institutions (i.e. legal rational bureaucracy).
4

5 Cammack (2007) criticises foreign development agencies for failing to consider the
6 underlying institutional environments of African countries when implementing reforms. The
7 author observes that donors come with externally constructed notions that, because African
8 countries show “signs of a modern, democratic state—i.e., they hold elections and have
9 democratic-style institutions, such as parliament, [...] judiciary, which many assume will
10 function as in the West”, then the objectives of the former will be achieved (Cammack, 2007,
11 p.599). Cammack (2007) refers to this as ‘delusion’, since the presence of such institutions
12 often tends to be symbolic or ritualistic in nature, and there is no guarantee that they will be
13 effective in achieving their intended impact. In a similar vein, Lassou (2017) mobilised the
14 neo-patrimonialism perspective to investigate government accounting reforms in two African
15 contexts - Benin and Ghana (i.e. “Francophone vs Anglophone” countries, see Lassou,
16 Hopper, Tsamenyi, & Murinde, 2019, for a detailed analysis of the two contexts).
17 Consequently, Lassou (2017) found that both countries have adopted detailed accounting
18 reforms, yet substantive improvement in public sector accounting practices is still evidently
19 absent, hence the author concluded that such reforms play a more symbolic role as a *façade*
20 of government accountability. The author further adds that formal accounting regulations are
21 subverted by neo-patrimonial influences, including corruption and deep-rooted clientelist
22 relations and patronage networks whose modus operandi is often incongruous with the former
23 (Lassou, 2017). This discussion explains how the underlying neo-patrimonial contexts of
24 LDCs may potentially neutralise the meaningfulness of CG and accountability reforms.
25

26 Nevertheless, the concept of neo-patrimonialism and its consequences remains contested. For
27 instance, Kelsall (2012) argues that countries can achieve development despite the rent-
28 seeking behaviour associated with neo-patrimonialism. Referring to the economic
29 development of East Asian and some African countries, the author argues that, “clientelism
30 and rent-seeking are not necessarily inimical to development” (Kelsall, 2012, p.681). There
31 are other studies in which the economic and political developments of former-Soviet bloc
32 countries have been examined using the neo-patrimonialism perspective (e.g. Laruelle, 2012).
33 Contrariwise, Hopper (2017) argues that neo-patrimonialism leads to the disregard of formal
34 structures of governance in favour of a more powerful traditional order, while still maintaining
35 an image of compliance and adherence to legal-rational expectations of accountability and
36

transparency. The above conflicting positions concur, however, that rent-seeking behaviour is central to all forms of neo-patrimonialism (e.g. Kelsall, 2012; Hopper, 2017). The key determining factor that makes some neo-patrimonial contexts more economically prosperous than others is because rent-seeking is more “centralised and oriented to the long term”, (Kelsall, 2011, p. 84), as against a decentralized and short-horizon approach to rent management (Cammack & Kelsall, 2011). Notwithstanding, our paper argues that any form of rent-seeking behaviour by corporate executives puts shareholder value at risk and impedes firm efficiency (Ntim & Soobaroyen, 2013; Bakre & Lauwo, 2016; Nakpodia and Adegbite, 2018). Hence, aspects such as clientelism and/or rent-seeking may pre-dispose firm executives to engage in accounting and reporting misrepresentations with a view to conceal contraventions from accounting rules or CG code's provisions (Rezaee, 2005).

The above discussion of neo-patrimonialism to explain economic and social development has been conducted largely at the macro level. To the best of our knowledge, this concept has hardly been considered in relation to CG and accountability practices at the firm level. Yet, considering that CG is essentially about acquiring and using authority to govern corporate affairs, there is a potential link to Weber's proposition on power structures (see, Weber, 1968a; 1968b). For instance, the responsibilities and conduct of board of directors and other corporate professionals (i.e. accountants and auditors) are specified in corporate regulatory frameworks. This expectation, in a legal-rational sense, means that only directors/professionals with the necessary skills, training and knowledge are appointed and operate in line with rational bureaucratic structures (Weber, 1968a). However, the literature suggests that directors in LDCs contexts may put the interests of their kin (i.e. “family/clan”) ahead of other shareholders (Uddin & Choudhury, 2008, p. 1029-30), thus demonstrating how formal CG provisions are superseded by informal relations (Woods, 2012), or (as per Lassou, 2017) neo-patrimonial logic. As a result, widespread corruption in many African countries is noted to be a major hindrance to professional conduct by accounting and auditing practitioners (Hopper, 2017), thus undermining corporate decision-making, control and accountability.

In neo-patrimonial settings, formal institutions are required to facilitate and regulate the conduct of business, and although these are present, they are usually weak and lack independence to oversee market operations (Lassou, Hopper, Tsamenyi, & Murinde, 2019). In the context of our study, such formal institutions comprise corporate sector regulatory bodies, capital market laws, and accounting and corporate governance regulations. Thus, the neo-patrimonialism perspective will allow us to understand how Kenya's context (comprising

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of powerful indigenous governance systems and other informal institutions) constrains effective CG and accountability practices at the firm level. Furthermore, the neo-patrimonial lens can help to shed light on why CG and accountability practices remain weak despite the presence of boards of directors, accounting professionals, and corporate sector laws and regulations. Consequently, the present study seeks to extend current understanding about the implications of neo-patrimonialism in the corporate sector and insofar as its regulatory framework is concerned. This is a departure from prior research, which has focused on the public sector and related accounting reforms (Lassou & Hopper, 2016; Lassou, 2017).

3.2 Empirical literature and propositions

In terms of prior work relating to CG reforms and the role of boards in Africa, Okpara (2011) showed that transparency is still a challenge in Nigeria despite firms having seemingly independent boards. For instance, the author notes that many “shareholders [...] are only allowed to speak during AGMs if they are known to side with the board of directors” (Okpara, 2011, p.195). Similarly, Soobaroyen & Mahadeo (2012) reported that the presence of independent non-executive directors did not always improve board accountability in Mauritius due to the inter-connected nature of the business elite. The above evidence brings into question prior (quantitative-led) literature which argues that board independence has a positive impact on firm transparency (e.g. Ullah, Ahmad, Akbar, & Kodwani, 2018). In addition, Hearn, Strange, & Piesse (2017) observe that corporate boards in many African countries tend to comprise more members of the social elite (i.e. government officials, military chiefs and other influential members of society). Separately, it has been observed that respect for age in African culture makes it very difficult for board members to challenge the authority of elderly executives and directors, thereby hindering the exercise of board accountability (Nakpodia & Adegbite, 2018). From a neo-patrimonialism perspective, the perception of age as a sign of authority bestows a social hierarchy in corporate boardrooms and supplants the formal roles of the individual directors (Mkandawire, 2015). Furthermore, the appointment of influential societal members has the potential to engender and perpetuate neo-patrimonial relations within the corporate sector, whereby director appointments are limited to a specific minority or connected groups rather than strictly based on merit and value to the company. In this regard, we examine the following proposition:

Proposition 1: In a neo-patrimonial-led business context, the extent to which merit-based appointments occur is limited or non-existent, thereby impeding the effective and rational-legal functioning of corporate boards.

1 Hoskisson, Eden, Lau, & Wright (2000) observe that many LDCs suffer from various
2 challenges, such as widespread corruption and rent-seeking activities, and lax property rights
3 protection. The authors attribute these features to weak regulatory environments within LDCs.
4 Politically connected corporate executives have also been found to use their political influence
5 to ‘entrench their corrupt activities’ (Nakpodia & Adegbite, 2018). For instance, Nakpodia &
6 Adegbite (2018) observe that certain politicians, such as the President, Vice-President,
7 Governors, and Deputy Governors in Nigeria, enjoy full ‘political immunity’, which means
8 that they cannot be held accountable for their actions while such persons sit on boards.
9 Klapper & Love (2004) also argue that widespread corruption and the culture of secrecy that
10 it entails, exacerbates the level of information asymmetry amongst market players, leading to
11 a weak CG climate. Other studies on Nigeria also attribute a prevalence of corruption and
12 poor CG practices to the limited role of enforcement bodies, since the latter are often
13 compromised and ignore violations of capital market regulations (Adegbite, 2012; Adegbite
14 & Nakajima, 2012; Adegbite, Amaeshi, & Nakajima, 2013; Bakre & Lauwo, 2016).
15 Paradoxically, the neoliberal reforms advocated by supranational institutions to improve CG
16 and accountability within LDCs, including privatisation and fair value accounting, have been
17 found to aggravate ‘corruption and lack of accountability’ in Nigeria (Bakre & Lauwo, 2016).
18 The evidence reviewed above is consistent with literature suggesting that neo-patrimonialism
19 encumbers the formal structures of governance while at the same time serving as a hotbed for
20 corruption (Beekers & Van Gool, 2012; Mkandawire, 2015; Hopper, 2017). In this regard, we
21 examine the following proposition:
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Proposition 2: In a neo-patrimonial-led business context, formal institutions tasked
with regulating CG and accountability practices fail to act or have little impact, since
their effectiveness is neutralised by powerful informal institutions.

Siddiqui (2010), in a study of Bangladesh, further observes that poorly trained accounting and
auditing professionals contribute to weak CG and accountability practices. Similar concerns
have also been raised regarding the competence of auditors and accountants in Kenya, noting
that many universities lack “financial and manpower capacity”, while teaching materials also
“lack adequate focus on current international accounting and auditing practices” (World
Bank, 2010, p.12). These observations suggest that many accounting graduates in similar
LDCs contexts could be lacking adequate know-how and the experience required to discharge
their duties effectively. Furthermore, Bakre (2007) found that the Institute of Chartered
Accountants of Nigeria (ICAN) did not “investigate or sanction” its members accused of

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violating professional codes of conduct. Another challenge noted in the literature as hindering effective CG and accountability practices is the lack of auditor independence. This is often caused by the desire to please audit clients to sustain business within LDCs embryonic corporate sectors, where clientele is limited and/or there are conflicts of interests (Rezaee, 2005; Uddin & Choudhury, 2008). In this regard, we examine the following proposition:

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Proposition 3: In a neo-patrimonial-led business context, accounting reforms and professions are constrained from operating as reliable institutions to foster accountability and transparency due to conflict of interests and weak oversight.

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In the following section, we discuss the data collection procedures and research methodology utilised in this study.

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21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 4.1 Research design and data collection

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Over the past 30 years, with the emergence of principles-based ('comply-or-explain') CG codes around the world, researchers have predominantly conducted index-based (and positivist) studies³ to capture whether there is adherence to CG and accountability regulations, and if there are any implications for firm performance (e.g., Klapper & Love, 2004; Ntim & Soobaroyen, 2013). However, recent and inconclusive evidence on the CG-performance relationship has led to calls for further methodological scrutiny in CG and accountability research (Wintoki, Linck, & Netter, 2012; Ullah, Akhtar, & Zaefarian, 2018), with researchers suggesting the use of alternative or mixed methodological approaches (e.g., Filatotchev & Wright, 2017). Quantitative studies do not typically uncover complex and dynamic issues, and often find spurious correlations between CG/accountability and firm-specific outcomes, such as transparency or firm valuation (Wintoki, Linck, & Netter, 2012). This study therefore attempts to explore underlying CG and accountability issues in a neo-patrimonial environment by relying on a qualitative methodology.

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However, access to primary data on CG and accountability practices is a significant challenge in LDC contexts (Claessens & Yurtoglu, 2013; Filatotchev & Wright, 2017). Consistent with the scope of our research, we adopted an interpretive qualitative research method. Our

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³Since the 1992 publication of the Cadbury Report in the UK, many studies have attempted to examine the impact of compliance on firm-specific attributes, such as operating and stock performance, risk-taking behaviours, etc.

1 interview data were triangulated (Yin, 2011, p.81-82) with qualitative field observations and
2 archival evidence - including data from annual reports, records of AGM proceedings,
3 regulatory and policy reports, media reports, and information published on the websites of
4 various listed firms and regulatory bodies. The use of triangulation and methodological
5 pluralism in accounting research “has the potential to provide a synergy of being mutually
6 informative and permit a richer portrayal of organizational reality, revealing unique
7 organisational issues or dynamics” (Hoque, Covaleski, & Gooneratne, 2013, p.1188).
8 Furthermore, collecting data from multiple sources (i.e. archival documents, face-to-face
9 interviews, participant observations) helps in understanding the ‘multi-level complexities of
10 a phenomenon’, increases the trustworthiness of empirical evidence, and contributes to
11 ‘theoretical refinements’ (Filatotchev & Wright, 2017; Hoque, Covaleski, & Gooneratne,
12 2013, p. 1189). The multiple sources of data proved extremely useful in capturing the
13 experiences and meanings constructed by the research participants concerning neo-
14 patrimonial influences on CG and accountability practices in Kenya.
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16 Twenty-nine semi-structured interviews were carried out in two phases by the first co-author
17 (an anonymised classification of the interviewees is provided in Table 2). As reported in Table
18 3, a wide range of key stakeholders was identified to gain an overarching understanding of
19 CG and accountability issues. The participants included senior executives of Kenyan listed
20 firms and representatives of regulatory bodies namely, the CMA, ICPAK, ICPSK, and the
21 NSE. These representatives are or have been, influential policy developers and implementers;
22 hence, their views offer insights into the current regulatory reforms and on-going CG and
23 accountability debate in Kenya. We also interviewed a journalist, a CG trainer, and an
24 academic from a Kenyan public sector university. Interviewing senior executives/board
25 directors and officials in regulatory bodies was facilitated by the professional networks and
26 local connections of the first co-author. These interviewees were able to express their opinions
27 relating to the role and effectiveness of CG and corporate accountability reforms implemented
28 in Kenya. We refer to our interview questions in the appendix (see Table 4).
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30 Eight of the interviews were conducted between May and June 2013, and the other 21 between
31 April and June 2015. On average, each interview lasted about an hour and was held at the
32 premises of each interviewee’s organisation. The interviewees were offered the opportunity
33 to express their opinions in loosely guided conversations (O’Dwyer, 2004). Our interview
34 protocol, presented in the appendix, covered a wide range of accounting, accountability and
35 governance issues relating to: the effectiveness of boards of directors, bribery and corruption,
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1 the professionalism of accounting practitioners, auditor independence, and the effectiveness
2 of the corporate sector regulatory framework. Twenty-five of the interviews were tape-
3 recorded and later transcribed. Notes were taken for the other four interviews after the
4 participants expressed objections to being tape-recorded. The interviews were conducted in
5 both English and Swahili (translated into English where relevant) and transcribed. Lastly,
6 detailed written notes were taken regarding observations made during the field research.
7 These comprised both reflective notes about the researcher's personal experiences during the
8 fieldwork, along with handwritten notes taken during six Annual General Meetings (AGMs)
9 observed during the second phase of the research fieldwork. Discussing the significance of
10 field observations in complementing interview findings, Hoque, Covaleski, & Gooneratne
11 (2013, p. 1175) argue that "people in organizations have different backgrounds, sets of
12 experience and motivations [...] they interpret problems differently, have different frames of
13 reference and see different options and solutions [and therefore] representing this complexity
14 in text is not easy".
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23 While negotiating for access to the AGMs, it was made clear that, due to ethical concerns and
24 difficulties in seeking consent by participants, AGM proceedings could not be tape-recorded,
25 and the observing co-author resorted to taking handwritten notes.
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28 *4.2 Approach to data analysis*

29 The data analysis process was iterative in nature and began by conducting an analysis of
30 various documents and archival evidence. This assisted us in identifying potential interview
31 participants, as well as designing an appropriate interview protocol (Saunders, Lewis, &
32 Thornhill, 2009, p.146; Yin, 2011, p.29). Subsequently, the interview transcripts and field
33 observation notes were merged with the documentary data and archival evidence and analysed
34 using the NVivo 11 qualitative data analysis software. Inspired by the procedures adopted in
35 prior empirical research (e.g., O'Dwyer, 2004; Belal, Cooper, & Khan, 2015; Nakpodia &
36 Adegbite, 2018), our data analysis steps included data reduction, data display, and
37 construction of meanings. During the data reduction stage, an open coding process (O'Dwyer,
38 2004) was initially followed whereby (first-order) codes were assigned to the data.
39 Comparable/similar codes were then categorised together to form second-order codes, which
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were later merged further into the high-level themes discussed in section 5 of this paper (see also Yin, 2011).

A second coder also independently coded the data and a comparison of the coding outcome demonstrated a high degree of inter-coder reliability, thereby enabling us to enhance the reliability and validity of the findings reached (Saunders, Lewis, & Thornhill, 2009; Yin, 2011). Lastly, the iterative process adopted in this paper enabled us to immerse in the data and reflect on the meanings constructed by the participants regarding various neo-patrimonial issues that impact on CG and accountability practices in Kenya. The next section presents the key findings of the study.

5. Results and discussion

This section presents and discusses the study's findings. Relevant excerpts are also included in the discussion to emphasise interviewees' accounts and lived experiences, to illuminate how CG and accountability practices (including regulations) are implemented within the purview of Kenya's neo-patrimonial context.

5.1 Neo-patrimonial influences on the appointment and composition of boards

Many interviewees expressed the strong and unequivocal opinion that, irrespective of the new CG reforms, poor director nomination practices have persisted and weaken board effectiveness (e.g., Interviewees: SEK13, SEK 14, RRB2, SEK6, J1, UAA1). Our conversations with various corporate insiders painted a picture of board appointments being decided on the basis of tribal relations, kinship and cronyism, as illustrated below:

Board appointments in this country are influenced by the tribe majority of the people sitting on a particular board come from [...] this may go unnoticed by the general public because we are all deeply immersed in this problem but, as someone who has worked in corporate Kenya all my life and also understands its boardroom intricacies, suitable candidates are occasionally overlooked because they come from the wrong tribe (SEK6).

Another interviewee further noted:

About three or four years ago, I was serving on the board of one of the listed companies and our Chair brought one of his business associates and the nominations committee happily endorsed that person [...] having a nominations committee is one thing, but its members being able to effectively execute their roles is another (SEK14).

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The nomination practices exemplified above reveal a neo-patrimonial character since tribal or kin relations are seen as a key factor determining who can be appointed to the board of directors. This suggests that other, and better qualified, individuals are overlooked during such appointments because they are not affiliated with the appointing authorities. Consistent with these observations, Amoako-Agyei (2009) argues that African people have a strong sense of community and prefer work in coalitions, which comprise of people with shared communal and/or familial values. Such a basis of appointment helps to sustain a culture of patronage and clientelism and these are key constitutive features of neo-patrimonialism (Cammack, 2007; Kelsall, 2011; Kelsall, 2012), while potentially excluding competent, but demographically dissimilar, individuals. Moreover, the appointment of directors based on the patron-client relationship or tribal affiliation does little to improve board independence and while these directors may be labelled, and ‘appear’, as independent, they potentially come more as ‘outside friends’ and less as ‘external monitoring experts’.

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Our analysis also revealed that many corporate boards have directors who are over the age limit (seventy years) as recommended by the CG code (Capital Markets Act, 2015, Principle 2.5) (e.g. see, Kimani, 2016). When this issue was raised with our interviewees, they indicated how impossible (and somewhat ‘unfair’) it would be to exclude corporate founders (or their close relatives) following the listing of family-owned companies on the stock market. These sentiments are aptly captured in one of the interviewee’s comments:

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For many listed companies which were established by the controlling families, most have older members of those families serving on boards...and the founding patriarch would feel discriminated against based on age if you ask them to exit from the leadership of a company which he created (J1).

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Consistent with the evidence above, Behuria (2019) observes that the Africanisation policies implemented in post-independence Kenya resulted in the emergence of an indigenous capitalist class dominated by politically connected families. These domestic capitalists are noted in the literature as wielding significant power and influence that helps in protecting their interests, without facing sanctions from the authorities (Gray & Whitfield, 2014), hence undermining the corporate sector enforcement systems. Kimani (2016) also avers that many Kenyan listed firms are controlled by a handful of families.

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In particular, for companies where family patriarchs sit on the board, it can be extremely difficult to safeguard independence of opinion amongst directors. Typically, younger

members of the board are not expected to contradict the views of the older and more (culturally) senior members (Adu-Amoah, Tsamenyi, & Onumah, 2008; Kimani, 2016). Similarly, Amoako-Agyei (2009, p. 333) argues that in the African context, “advanced age is inherently equated with authority, business wisdom...and experience [and] an older person automatically holds a certain level of superiority, regardless of rank, title, or education”. The dominance of this ‘informal institution’ hence presents another avenue where neo-patrimonialism (i.e. age-determined authority) interplays with legal rational authority (i.e. director responsibilities formally prescribed in the CG code). Insights from a neo-patrimonialism perspective suggest that this “marriage of tradition and modernity” (Mkandawire, 2015, p. 3), or hybridity (as per Beekers & Van Gool, 2012; Hopper, 2017) often favours the status-quo and discourages opportunities for challenge, accountability and transparency around business decisions at the board level. As a result, we find support for Proposition 1.

5.2 Neo-patrimonial influences on the regulatory framework of corporate governance

Insights from interviewees also uncovered various weaknesses that impede the ability of the local regulatory framework to support the development of CG reforms. For instance, some highlighted that while there are several bodies in charge of overseeing adherence to various legal and regulatory requirements, there were many areas of contention between these different agencies. This phenomenon is illustrated by the quotation below:

We see conflicts in regulatory requirements, where one regulator asks you to do one thing and the other regulator threatens to penalise you if you do it [...] there is need to harmonise the regulatory framework because some agencies do more or less similar work [...] and hopefully remove the grey areas in regulation (SEK1).

The above interviewee’s remark is corroborated by a previous World Bank report concerning the state of accounting and auditing in Kenya which noted that:

The CBK and IRA issue prudential requirements that [...] prevail over IFRS [...] Accounting differences do arise between the banking and insurance sectors, such as in loan-loss provisioning of banks and calculation of technical reserves in the insurance sector. Such differences lead to inconsistencies in application of accounting regulations across banks and insurance companies, limiting transparency and comparability (ROSC, 2010, p. 13).

1 The presence of several regulators with duplicative functions provides a delusive perception
2 of a robust regulatory framework but in fact, their presence has a counter impact on the quality
3 of regulation. This is consistent with neo-patrimonial contexts which do have institutional
4 features for the sake of appearances, but where there is little interest on whether/how such
5 institutions work (see, Bakre, Lauwo, & McCartney, 2017; Lassou, 2017). For instance,
6 Cammack (2007, p. 599) argues that exhibiting “signs of a modern state”, i.e. having the
7 above-mentioned regulatory institutions, does not necessarily mean that they will work as
8 expected or that CG practices will improve (see also Wanyama, Burton, & Helliar, 2009;
9 Lassou & Hopper, 2016; Lassou, 2017). Rather, these institutions are merely seen as formal
10 devices projecting a positive external image to the outside observer.
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13 Moreover, our analysis revealed that lax behaviour on the part of regulatory bodies also
14 contributes to poor CG practices. The regulators do little, if anything, even when incidents of
15 malpractice are evident and well publicised. The excerpts below summarise the interviewees’
16 views regarding the corporate sector’s regulatory landscape in Kenya:
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19 Bodies like the registrar of companies and even ICPAK do little to encourage
20 compliance with CG regulations [...] the companies registry is a mess [...] the
21 ICPAK has done nothing when their own members [...] are found to have
22 engineered fraud within companies (SEK12).
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25 Another interviewee added,
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28 The capital markets regulatory authority is not very strict. They should be
29 penalizing wrongdoers or coming up with various strategies and schemes to ensure
30 that we are complying with CG practices [...] but you only see them when there
31 has already been a problem (SEK4).
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34 To put the deficient state of the regulatory infrastructure into perspective, Gatamah (2002),
35 cited in Okeahalam (2004, p. 367), reports that the “Registrar of Companies does not have the
36 resources, technology or capacity to effectively monitor the more than 20,000 companies”
37 registered in Kenya. This evidence is further supported by prior studies, which find that LDCs
38 regulatory environments are generally weak compared to those in developed economies (La
39 Porta, Lopez-de-Silanes, Shleifer, & Vishny, 2000; Claessens & Yurtoglu, 2013), although
40 no country has a flawless regulatory environment, including “the richest countries which have
41 sophisticated regulators commanding ample resources” Chang (2007, p.102). While there are
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1 inherent regulatory weaknesses in virtually all jurisdictions, the additional constraints
2 presented by neo-patrimonialism mean that CG regulatory regimes within LDCs are
3 comparatively weaker, thus rendering them inadequate to support the development of
4 effective CG and accountability practices (see, Cammack, 2007; Woods, 2012; Lassou, 2017).
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7 Moreover, we argue that the International Federation of Accountants (IFAC) and other
8 development partners should take cue concerning the existence of weak legal/regulatory
9 environments within LDCs (Claessens & Yurtoglu, 2013), not to mention powerful neo-
10 patrimonial systems (see Kelsall, 2011; Mkandawire, 2015; Hopper, 2017). In this regard, the
11 existence of corporate statutes and enforcement bodies within LDCs should not be taken to
12 mean that international CG systems (i.e., Anglo-American governance) and other western
13 innovations (i.e., the IFRSs and IASs) can ‘function the same way they do in the West’
14 (Cammack, 2007, p.599). We thus conclude this discussion in support of Proposition 2.
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17 *5.3 Neo-patrimonial influences on accounting and accountability practices*
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20 *5.3.1 Bribery and corruption*
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23 Bribery and corruption emerged as another significant feature of neo-patrimonialism in Kenya
24 that stands in the way of leveraging the potential benefits of accounting and accountability
25 practices. As explained in the analysis below, bribery and corruption permeate the Kenyan
26 corporate sector where firm managers and accounting professionals are seen to be heavily
27 involved in acts of bribery. For instance, an Ernst & Young (EY) report invited managers of
28 Kenyan firms to complete a survey about corruption in the corporate sector and concluded
29 that:
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32 90% of the managers perceived bribery/corrupt practices as happening widely in
33 business [...] 23% agreed that one of these three things happened within their firm:
34 (a) revenues being recorded before they should... (b) customers being required to buy
35 unnecessary stock... [and] (c) underreporting of costs to meet short-term financial
36 targets [while] 41% of companies often report financial performance better than it is
37 (EY, 2015, p. 5-12).
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40 The events reported in the above EY report have the potential to cause ‘market distortions’
41 (Kelsall, 2011), subsequently impeding the economic development of a country. The
42 prevalence of corruption as demonstrated above is consistent with the culture of neo-
43 patrimonialism (see Cammack & Kelsall, 2011; Woods, 2012; Lassou, 2017). For instance,
44 neo-patrimonial systems are noted to suffer from a widespread culture of “corruption,
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1 predation and theft" (Cammack & Kelsall, 2011, p.90), while at the same time exhibiting
2 subversion of formal institutions (Woods, 2012; Lassou, 2017), such as existing accounting
3 and auditing standards (Hopper, Lassou, & Soobaroyen, 2017). Moreover, the indigenous
4 capitalist elites found in many African countries such as Kenya (see Behuria, 2019), are also
5 noted to serve as key enablers of *clientelism* and rent-seeking practices (Mkandawire, 2015).
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8 In addition, the Institute of Certified Public Accountants of Kenya (ICPAK), the body that
9 regulates the accounting profession, has also openly decried widespread corruption as a major
10 hindrance to financial accountability and transparency within the corporate sector. The CEO
11 of ICPAK was quoted in a leading daily stating that:
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14 Fraudulent accounting is a national disaster in Kenya [...] we need the input of every
15 stakeholder including the police, the National Intelligence Service and the Ethics and
16 Anti-Corruption Commission to curb the vice (Ngugi, 2015).
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19 This, however, is unsurprising, given that corruption affects all sectors of the country's
20 economy (Kimani, 2016). Indeed, according to Transparency International's Corruption
21 Perception Index (2019), Kenya ranks as one of the most corrupt countries globally.
22 Consistent with the documentary evidence reported above, our interviewees narrated that the
23 elevated levels of corruption in the country adversely affects the quality of the work performed
24 by accounting practitioners (e.g., Interviewees: CGT1, J1, RB1, RB5, SEK5). There was also
25 an unequivocal opinion that accounting professionals operate in an intimidating climate where
26 they feel coerced to play along in order to protect their jobs and/or even their lives. These
27 views are aptly reflected in one of the interviewee's quote below:
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30 Corrupt individuals do not neglect anything to ensure that they leave no trail, including
31 bribing the accountants of various firms to cover their actions (RRB9).
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34 The events presented in the evidence above are consistent with Barkemeyer, Preuss, & Lee
35 (2015) observation that companies exposed to corruption are less likely to be transparent. This
36 analysis helps us to see why it is difficult to sustain effective accounting and accountability
37 practices in neo-patrimonial-led business contexts. As an instance, and to borrow the words
38 of Cieslewicz (2014, p.519), "corruption has many consequences for accounting...for
39 accountants, corruption means being put in situations where one is expected to conceal and
40 explain away questionable activities...at a minimum, corruption requires the cooking of
41 financial records".
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The above analysis is also consistent with extant literature which observes that exposing corruption in neo-patrimonial contexts such as Africa is tantamount to putting oneself in harm's way (Hopper, 2017). We further argue that firms that abstain from corruption in neo-patrimonial-led business contexts, run the real risk of losing out on business contracts, hence not generating enough wealth for the shareholders. Managers and directors may also view bribes/incentives paid to secure business contracts as a firm survival tactic in highly corrupt business environments. Thus, firms are potentially left with few options except for partaking in corruption to secure business and guarantee their survival. This view is supported by an Ernst & Young (2015, p.21) report that ranked Kenya top in Africa—and second globally—in terms of corruption, noting that “bribery/corrupt practices happen widely in business”. This also suggests that corruption has become ‘embedded’ (Whiteman & Cooper, 2000) as a way of doing business in Kenya, despite being a punishable criminal offence under the law. In this context, the adoption of global accounting standards mainly serves as a façade to external parties, while allowing internal actors to do what they wish with little enforcement constraints.

5.3.2 *Lack of auditor independence*

The lack of auditor independence emerged as another major area of accounting weakness within Kenya's corporate sector. To begin with, several interviewees provided accounts that suggested that external auditors had close—and occasionally questionable—relationships with the firms they audited. For instance, one interviewee narrated that:

You see, we don't have many big companies [in Kenya] [...] we are still a small country [...] the auditors may therefore avoid situations that could lead to fallouts with their clients. Sometimes, they may have to dance to the tune of their clients in order to sustain business (RRB2).

Another interviewee added that:

We don't have many consultants who can provide the advice we would receive from a multinational firm like Deloitte, PWC, or KPMG [...] so, when we go for competitive bidding, we may find that our current auditor has the lowest quote [...] what else can we do? (SEK13).

Interviewees' accounts suggested that Kenya is a relatively small market for audit firms. Consistent with these interviewees' observations, the archival evidence shows that approximately 98% of the total registered firms in Kenya are small-and medium sized entities

(Omondi, 2015) that are also exempt from mandatory external audit (Herbling, 2017). Additionally, Herbling (2017) notes that “the Big Four have effectively locked mid-tier global consultancy firms in Kenya out of the lucrative listed [firms] auditing market”, which the former dominates. When the indigenous firms are included, the ensuing competition leaves several audit firms with a limited market for both audit work and other non-audit services (i.e. consultancy and tax advisory). This paper thus argues that auditor objectivity and independence is inherently imperilled, considering that Kenya’s CG code and company statutes do not prohibit the provision of non-audit services to firms by their auditors, a factor that is documented in literature as potential cause of financial statement fraud (see Rezaee, 2005).

Furthermore, one interviewee made an interesting observation concerning the growing number of corporate collapses in Kenya⁴, as captured in the quote below:

We have seen companies that were being audited by the big four audit firms collapsing overnight and, after scrutinising their affairs, the investigators revealed massive financial improprieties within those companies [one company] went technically insolvent about five years ago, but it had been audited all this time and the auditors had been giving it a clean bill of health [...] what were those auditors doing? (CGT1).

Our analysis further revealed that disciplinary procedures against errant auditors usually take a long time to be concluded. For instance, three of the top four global audit firms have pending investigations for abetting accounting fraud in five of Kenya’s largest firms (The Institute of Certified Public Accountants of Kenya website, 2015). Notwithstanding, the Institute of Certified Public Accountants of Kenya, the body that regulates the activities of auditors and accountants in Kenya, is noted to have only “closed six cases involving its members since 2014” while another 8 are still outstanding since that time, not to mention 6 more cases that emerged in the year 2019 (see, Business Daily Africa, 2019). Instances like these investigations illustrate the counteracting nature of neo-patrimonial regimes and how they render formal systems of accountability (in this case, external audit) ineffective.

⁴ The interviewee’s sentiments are corroborated by a report that observed that, shareholders in eight Kenyan companies lost about Kenya shillings 264.3 billion (approx. 24 billion US dollars at 2020 currency exchange rates), owing to poor CG practices, including fraud and weak board oversight. The report further points out that “for a market with [just] over 60 listed companies to have significant issues with at least 8 companies (i.e. 13%)....[shows] a worryingly high statistic that should call into question our regulatory frameworks and its effectiveness” (Cytonn Corporate Governance Report, 2016, p. 20).

1 The evidence presented in this subsection suggests that external auditors may be constrained
2 from discharging their roles effectively due to close relationship with their auditee companies.
3 This finding also explains why the quality of auditing continues to wane, despite the presence
4 of features that would otherwise be expected to boost the quality of accounting and auditing
5 within the corporate sector (see also Wanyama, Burton, & Helliar, 2009; Kimani, 2016). We
6 therefore argue that appointment (and operations) of external auditors mainly serves as a
7 facade for accountability, as it gives the erroneous perception that one of the most important
8 checks and balances for preventing accounting fraud and financial misconduct in the
9 corporate sector is functioning. The hat that such auditors wear as external third parties
10 potentially only serves as a veil of autonomy, without real professional independence (see,
11 Cammack, 2007; Hopper, 2017).

12 Accordingly, the strong commercial logic in audit practice demonstrated in the above analysis
13 engenders an auditor–auditee relationship steeped in clientelism. This behaviour is a key
14 feature of neo-patrimonial contexts, where “a party with authority, social status, wealth, or
15 some other personal resource [i.e. auditee firms] and another who benefits from their support
16 or influence [i.e. auditors]” are able to derive mutual benefits from each other (Bakre, Lauwo,
17 & McCartney, 2017, p. 1304). This analysis further shows that clientelist and patronage
18 networks borne out of neo-patrimonialism do not only exist in the public sector arena as
19 reported in prior literature (see, Kelsall, 2011; Mkandawire, 2015; Lassou, 2017), but also
20 thrive within the private and external audit sector. The above evidence supports our
21 Proposition 3, that neo-patrimonial-led contexts constrain accounting from operating as a
22 reliable institution for maintaining integrity, owing to conflict of interests and weak oversight.

42 **6. Summary and conclusions**

43 This study has relied on a neo-patrimonialism lens (Eisenstadt, 1973; Kelsall, 2012; Hopper,
44 2017) to uncover the underlying neo-patrimonial features that influence the implementation
45 of CG and accountability reforms adopted in Kenya. This was motivated by insights from the
46 literature on CG and accountability mechanisms in LDCs that have highlighted the challenges,
47 and limited implementation/effectiveness of these mechanisms (e.g. Wanyama, Burton, &
48 Helliar, 2009; Siddiqui, 2010; Okpara, 2011; Bakre & Lauwo, 2016; Lassou & Hopper, 2016;
49 Alawattage & Alsaid, 2017; Lassou, 2017; Nakpodia & Adegbite, 2018). Distinctively, we
50 explore the implications of neo-patrimonialism in the context of the business/private sector
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1 governance and accountability and its regulation thereof, and we draw on contemporary
2 experiences from the Kenyan corporate sector.
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5 Our findings show that while Kenya has developed, over time, a well-defined legal-rational
6 structures, including an elaborate corporate sector regulatory framework, visibly qualified
7 professionals (i.e. accountants and auditors) and corporate boards with appropriate CG
8 subcommittees, CG and corporate accountability practices remain considerably weak and
9 ineffective. We contend that a key reason underlying this state of affairs is that decisions and
10 actions of corporate players (e.g. board members, directors) and regulatory players (e.g. CMA
11 and ICPAK) are driven largely by neo-patrimonial dynamics. For instance, tribalism and
12 powerful networks of patronage and clientelism interfere with board appointment processes,
13 while weak enforcement systems play a more symbolic, rather than regulative role. We also
14 found a widespread culture of bribery and corruption, which presents a significant hindrance
15 to corporate accountability, as involved parties seek to cover up their actions. External auditor
16 independence was also found to be at risk due to conflicts of interest where auditors provide
17 auditing and consultancy services, thus engendering or perpetuating clientelist associations
18 with auditee firms.
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21 Overall, the present paper contributes to the literature along two main fronts. Firstly, the paper
22 adds to literature on CG and accountability practices in emerging economies, using in-depth
23 qualitative evidence from Kenya, to highlight the processes by which the effective
24 implementation of western-based CG and accountability practices is moderated by neo-
25 patrimonial features. By doing so, the paper responds to recent calls for more ‘accounting and
26 accountability research’ on Africa (Nyamori, Abdul-Rahaman, & Samkin, 2017), using ‘in-
27 depth interviews and archival data’ to uncover factors which hamper CG and accountability
28 practices in Kenya (Soobaroyen, Tsamenyi, & Sapra, 2017). Secondly, this paper is one of
29 the first studies to deploy the neo-patrimonialism frame to analyse how informal institutions
30 (e.g. corruption, patron/client relations) influence the conduct of corporate governance and
31 accountability within the private sector. Thus, considering that corruption and rent-seeking
32 continue to escalate in many LDCs (Bakre & Lauwo, 2016; Hopper, 2017), despite the
33 introduction of CG and accountability reforms (O’Brien & Ryan, 2001; Bakre, Lauwo, &
34 McCartney, 2017), this paper calls into question the logic behind such reforms. By mobilising
35 neo-patrimonialism to examine CG and accountability practices within the private (corporate)
36 sector, this article extends prior studies that have deployed this lens to examine accounting
37 within a public sector context (e.g. Lassou & Hopper, 2016; Lassou, 2017; Lassou, Hopper,
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Tsamenyi, & Murinde, 2019). Our paper contributes to the literature by showing how the mechanisms of neo-patrimonialism not only pervade the political systems in African countries, but also impact privately controlled modern enterprises, significantly constraining their efficiency (Taylor, 2014). We suggest that future neo-patrimonial-led research should be sensitive to the fact that private sector actors are important enablers and supporters in the continued dominance of neo-patrimonial systems in Africa.

The paper suggests that LDCs governments and their development partners should work together with stakeholders to ensure adequate systems are put in place to support appropriate CG and accountability practices. For instance, governance rating agencies such as the *Mo Ibrahim Foundation*⁵ or the *World Bank*⁶, could try and give more explicit recognition of the influences of neo-patrimonial regimes on governance and accountability practices in African countries, in order to encourage more proactive policy responses to address them. Also, capital market oversight authorities should be strengthened to enforce regulations regarding transparency of related-party transactions and payments that could be construed as corrupt. External auditors could also specifically be made responsible to report on companies' compliance with disclosures concerning related-party transactions and non-arm's length contracts.

Finally, we call for research to understand how neo-patrimonialism affects internal board processes and board dynamics. Where possible, action research during board meetings may be considered in order to gain deeper and first-hand experience of the LDCs boardroom black box. We also encourage research on accounting pedagogy in Kenya to enable policy makers and professional bodies to understand how accounting education and training can be improved to counteract the influence of informal institutions (e.g. the culture of bribery and corruption) on the work of accounting professionals. Future research could also explore how minority shareholders may be empowered to be able to participate effectively in the CG process and ensure that their interests are safeguarded within Kenya's neo-patrimonial context. Researchers may examine whether shareholders' association/s by virtue of having members

⁵ In 2006, the Mo Ibrahim Foundation established the *Ibrahim Index of African Governance* which uses data from different sources to rank African countries yearly based on their quality of governance. More information about the index is available at <https://mo.ibrahim.foundation/iiag>

⁶ The World Bank collects data and produces yearly ranking for over 200 countries based on six indicators (*Worldwide Governance Indicators*): i.e. voice and accountability, political stability and absence of violence, government effectiveness, regulatory quality, rule of law, control of corruption. More information about this ranking is available at <https://info.worldbank.org/governance/wgi/>

1 from different cultural backgrounds, can help to counteract the dominance of one or a few
2 communities/tribes in corporate boards, thus minimising patronage tendencies within firms.
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References

1 ACCA. (2018). *Drivers of Change and Future Skills in Kenya*. Available at:
2 https://www.accaglobal.com/content/dam/ACCA_Global/professional-insights/drivers-of-
3 <change-and-future-skills/Kenya/Drivers-change-future-skills-kenya.pdf>

4

5 Adams, D., Ullah, S., Akhtar, P., Adams, K. & Saidi, S. (2019). The role of country-level
6 institutional factors in escaping the natural resource curse: Insights from Ghana. *Resources*
7 *Policy*, 61, 433–440.

8

9 Adegbite, E. (2012). Corporate governance regulation in Nigeria. *Corporate Governance: The International Journal of Business in Society*, 12(2), 257–276.

10

11 Adegbite, E. (2015). Good corporate governance in Nigeria: Antecedents, propositions and
12 peculiarities, *International Business Review*. 24(2), 319–330.

13

14 Adegbite, E., Amaeshi, K. & Amao, O. (2012). The politics of shareholder activism in
15 Nigeria. *Journal of Business Ethics*, 105(3), 389–402.

16

17 Adegbite, E., Amaeshi, K. & Nakajima, C. (2013). Multiple influences on corporate
18 governance practice in Nigeria: Agents, strategies and implications. *International Business*
19 *Review*, 22(3), 524–538.

20

21 Adegbite, E. & Nakajima, C. (2012). Institutions and institutional maintenance: Implications
22 for understanding and theorizing corporate governance in developing economies.
23 *International Studies of Management and Organization*, 42(3), 69–88.

24

25 Adu-Amoah, A., Tsamenyi, M. & Onumah, J.M. (2008). The influence of social and
26 political relations on corporate governance systems: The case of rural banks in Ghana.
27 *Research in Accounting in Emerging Economies*, 8(1), 311-334.

28

29 African Development Bank Group (2019). *The State of Kenya's Private Sector: Recommendations for Government, Development Partners and the Private Sector*. Available
30 at: [https://www.afdb.org/en/documents/document/the-state-of-kenyas-private-sector-34094](https://www.afdb.org/en/documents/document/the-state-of-kenyas-private-sector-recommendations-for-government-development-partners-and-the-private-sector-34094)

31

32 Alawattage, C., Alsaid, L. A. & Ali, L. (2017). Accounting and structural reforms: A case
33 study of Egyptian electricity. *Critical Perspectives on Accounting*, 50, 15–35.

34

35 Alon, A. & Hageman, A. M. (2017). An institutional perspective on corruption in transition
36 economies. *Corporate Governance (Oxford)*, 25(3), 155–166.

37

38 Amoako- Agyei, E. (2009). Cross- cultural management and organizational behaviour in
39 Africa, *Thunderbird International Business Review*, 51(4), 329-339.

40

41 Awinsong, M.A. (2017). The colonial and post-colonial transformation of African
42 chieftaincy: A historiography. Available at
43 https://pdfs.semanticscholar.org/51a1/17271cabf1a3085dbf39abde33e19675bc88.pdf?_ga=2.13408244.2970793.1597228149-1237716171.1597228149, Accessed 10-08-2020.

44

45 Bach, D. (2011). Patrimonialism and Neopatrimonialism: Comparative trajectories and
46 readings. *Commonwealth and Comparative Politics*, 49(3), 275-294.

47

48 Bakre, O. M. (2007). The unethical practices of accountants and auditors and the
49 compromising stance of professional bodies in the corporate world: Evidence from
50 corporate Nigeria. *Accounting Forum*, 31(3), 277–303.

51

52 Bakre, O. M. & Lauwo, S. (2016). Privatisation and accountability in a “crony capitalist”
53 Nigerian state. *Critical Perspectives on Accounting*, 39, 45–58.

54

55 Bakre, O. M., Lauwo, S., McCartney, S. (2017). Western accounting reforms and

56

57

58

59

60

61

62

63

64

65

accountability in wealth redistribution in patronage-based Nigerian society, *Accounting, Auditing & Accountability Journal*, 30(6), 1288-1308.

Barako, D. G., Hancock, P. and Izan, H. (2006). Factors influencing voluntary corporate disclosure by Kenyan companies. *Corporate Governance: An International Review*, 14(2), 107-126.

Barkemeyer, R., Preuss, L. & Lee, L. (2015). Corporate reporting on corruption: An international comparison. *Accounting Forum*. 39(4), 349-365.

Barth, M.E., Landsman, W.R., Lang, M.H. & Williams, C.D. (2018). Effects on comparability and capital market benefits of voluntary IFRS adoption. *Journal of Financial Reporting*, 3(1), 1-22.

Beekers, D. & Van Gool, B. (2012). From patronage to neopatrimonialism . Postcolonial governance in Sub-Saharan Africa and beyond. *African Studies Centre Working Paper*, (101), 1-35.

Behuria, P. (2019). African development and the marginalisation of domestic capitalists. *ESID Working Paper No. 115*. Manchester, UK: The University of Manchester.

Belal, A. R., Cooper, S. M. & Khan, N. A. (2015). Corporate environmental responsibility and accountability: What chance in vulnerable Bangladesh? *Critical Perspectives on Accounting*, 33, 44-58.

Bratton, M. & van de Walle, N. (1994). Neopatrimonial regimes and political transitions in Africa. *World Politics*, 46(4), 453-489.

Business Daily Africa (2010). Revealed: The waning value of directors in corporate Kenya. 11 October. Available at: <https://www.businessdailyafrica.com/corporate/Revealed-The-waning-value-of-directors-in-corporate-Kenya/539550-1029938-pow120/index.html>.

Business Daily Africa (2019). Errant accountants on the rise as ICPAK probes fresh cases. Available at: <https://www.businessdailyafrica.com/corporate/companies/Errant-accountants-on-the-rise/4003102-5383676-u96id0z/index.html>.

Cammack, D. (2007). The logic of African neopatrimonialism: What role for donors? *Development Policy Review*, 25(5), 599-614.

Cammack, D. & Kelsall, T. (2011). Neo-patrimonialism, institutions and economic growth: The case of Malawi. *IDS Bulletin*, 42(2), 88-96.

Capital Markets Authority of Kenya. (2002). Guidelines on Corporate Governance practices by Public Listed Companies in Kenya. Available at URL: https://ecgi.global/content/codes?field_country_value%5B0%5D=KE

Capital Markets Authority of Kenya. (2017). *Annual Report & Financial Statements 2017*. Available at URL: https://www.cma.or.ke/index.php?option=com_phocadownload&view=category&id=13&Itemid=191

Cappelen, C. & Sorens, J. (2018). Pre-colonial centralisation, traditional indirect rule, and state capacity in Africa, *Commonwealth & Comparative Politics*, 56(2), 195-215.

Cieslewicz, J. K. (2014). Relationships between national economic culture, institutions, and accounting: Implications for IFRS. *Critical Perspectives on Accounting*. 25(6), 511-528.

Claessens, S. & Yurtoglu, B. B. (2013). Corporate governance in emerging markets: A survey. *Emerging Markets Review*. 15, 1-33.

Clapham, C. (1985). *Third World Politics: An Introduction*. Madison: University of

Wisconsin Press.

1 Companies Act. (2015). Kenya gazette supplement No. 158 (Acts No. 17). Government of
2 Kenya. Available at URL:

3 http://kenyalaw.org/kl/fileadmin/pdfdownloads/Acts/TheCompaniesAct_No17of2015_Revi
4 sedCompressed.pdf

5 Cytonn Corporate Governance Report (2016). Kenya listed companies corporate governance
6 analysis: What is the role of corporate governance in the recent investor losses? Available
7 at: https://cytonn.com/download/Cytonn_Corporate_Governance_Report.pdf

8 De Maria, B. (2008). Neo-colonialism through measurement: A critique of the corruption
9 perception index. *Critical Perspectives on International Business*, 4(2–3), 184–202.

10 Eisenstadt, S. N. (1973). *Traditional patrimonialism and modern neopatrimonialism*.
11 London: SAGE.

12 Engerman, S. L. & Sokoloff, K. L. (2006). *Colonialism, inequality, and long-run paths of*
13 *development, Understanding Poverty*. NBER Working Paper No. 11057

14 Ernst & Young (2015). *Fraud and corruption - the easy option for growth? Europe, Middle*
15 *East, India and African Survey*. Available at:

16 [http://www.ey.com/Publication/vwLUAssets/ey-emeia-fraud-survey/\\$FILE/ey-emeia-fraud-](http://www.ey.com/Publication/vwLUAssets/ey-emeia-fraud-survey/$FILE/ey-emeia-fraud-)
17 survey.pdf.

18 Filatotchev, I. & Wright, M. (2017). Methodological issues in governance research: An
19 editor's perspective. *Corporate Governance: An International Review*, 25(6), 454–460

20 Gatamah, K. (2002). Strengthening corporate governance: The Kenyan experience, in
21 *official development Assistance and Private Finance: Attracting finance and investment to*
22 *developing countries*. Paris: OECD Publishing,

23 Government of Kenya. (2015). *Companies act. No. 17 of 2015*. Available at:
24 http://kenyalaw.org/kl/fileadmin/pdfdownloads/Acts/TheCompaniesAct_No17of2015_Revi
25 sedCompressed.pdf.

26 Gray, H. & Whitfield, L. (2014). Reframing African political economy: Clientelism, rents
27 and accumulation as drivers of capitalist transformation. *LSE International Development*
28 *Working Paper Series*, No. 14–159, London.

29 Greenwood, R., Suddaby, R. & Hinings, C. R. (2002). Theorizing change: The role of
30 professional associations in the transformation of institutionalized fields. *The Academy of*
31 *Management Journal*, 45(1), 58–80.

32 Hearn, B. (2015). Institutional influences on board composition of international joint
33 venture firms listing on emerging stock exchanges: Evidence from Africa. *Journal of World*
34 *Business*. 50(1), 205–219.

35 Hearn, B., Strange, R. & Piesse, J. (2017). Social elites on the board and executive pay in
36 developing countries: Evidence from Africa. *Journal of World Business*, 52(2), 230–243.

37 Herbling, D. (2017). Small private firms spared need to hire external auditors. *Business*
38 *Daily Africa*. Available at:

39 <https://www.businessdailyafrica.com/corporate/companies/Small-private-firms-spared->
40 external-auditors/4003102-4025002-3vnds6/index.html

41 Hopper, T. (2017). Neopatrimonialism, good governance, corruption and accounting in
42 Africa: Idealism vs pragmatism. *Journal of Accounting in Emerging Economies*, 7(2), 225–
43 248.

1 Hopper, T., Lassou, P. & Soobaroyen, T. (2017). Globalisation, accounting and developing
2 countries. *Critical Perspectives on Accounting*, 43, 125–148.

3 Hoque, Z., Covaleski, M. & Gooneratne, T. N. (2013). Theoretical triangulation and
4 pluralism in research methods in organizational and accounting research. *Accounting,
5 Auditing and Accountability Journal*, 26(7), 1170–1198.

6 Hoskisson, R.E., Eden, L., Lau, C.M. & Wright, M. (2000). Strategy in emerging
7 economies. *Academy of Management Journal*, 43(3), 249–267.

8 Igboin, B. O. (2016). Traditional leadership and corruption in pre-colonial africa: how the
9 past affects the present. *Studia Historiae Ecclesiasticae*, 42(3), pp. 142-160.

10 Institute of Certified Secretaries of Kenya. (2019). *Functions of ICS*, Available at:
11 <https://www.ics.ke/consultancy/>.

12 Kelsall, T. (2011). Going with the grain in African development? *Development Policy
13 Review*, 29, 223-251.

14 Kelsall, T. (2011). Rethinking the relationship between neo-patrimonialism and economic
15 development in Africa. *IDS Bulletin*, 42(2), pp. 76–87.

16 Kelsall, T. (2012). Neo-patrimonialism, rent-seeking and development: Going with the
17 grain? *New Political Economy*, 17(5), 677–682.

18 Kimani, D. (2016). *Investigating factors which influence the practice of corporate
19 governance within the Kenyan corporate sector*. The Open University. Available at:
20 <http://oro.open.ac.uk/51777/>.

21 Kinuthia, K. (2020). *SMEs driving Kenya's economy*. Nation Media Group, Available at:
22 <https://nation.africa/kenya/news/politics/smes-driving-kenya-s-economy-253732>

23 Klapper, L. F. & Love, I. (2004). Corporate governance, investor protection, and
24 performance in emerging markets. *Journal of Corporate Finance*, 10(5), 703–728.

25 Kumar, P. & Zattoni, A. (2014). Corporate governance, information, and Investor
26 confidence'. *Corporate Governance (Oxford)*, 22(6), 437–439.

27 La Porta, R., Lopez-de-Silanes, F., Shleifer, A. & Vishny, R. (2000). Investor protection and
28 corporate governance. *Journal of Financial Economics*, 58(1–2), 3–27.

29 Laruelle, M. (2012). Discussing neopatrimonialism and patronal presidentialism in the
30 central asian context. *Demokratizatsiya: The Journal of Post-Soviet Democratization*, 20(4),
31 301–324.

32 Lassou, P.J.C, Hopper, T., Tsamenyi, S., & Murinde, V. (2019). Varieties of neo-
33 colonialism: Government accounting reforms in Anglophone and Francophone Africa –
34 Benin and Ghana compared. *Critical Perspectives on Accounting*, 65, 1–22.

35 Lassou, P. J. C. & Hopper, T. (2016). Government accounting reform in an ex-French
36 African colony: The political economy of neocolonialism. *Critical Perspectives on
37 Accounting*, 36, 39–57.

38 Lassou, P.J.C (2017) State of government accounting in Ghana and Benin: A “tentative”
39 account. *Journal of Accounting in Emerging Economies*, 7(4), 486-506.

40 Mathenge, G. & Wanga, J. (2017). How Uhuru Kenyatta dinner raised millions in two hours.
41 *Daily Nation*, 10 June [Online]. Available at:
42 <https://www.nation.co.ke/kenya/news/politics/how-uhuru-kenyatta-dinner-raised-millions-in-two-hours-408928> (Accessed 15 June 2020).

43 Mathuva, D.M. & Chong, H.G. (2018). Impact of regulatory reforms on compliance with
44

1 mandatory disclosures by savings and credit co-operatives in Kenya. *Journal of Financial
2 Regulation and Compliance*, 26(2), 246-270.

3 Mkandawire, T. (2015). Neopatrimonialism and the political economy of economic
4 performance in Africa: Critical reflections. *World Politics*, 67(3), 563–612.

5 Mwaura, K. (2007). The failure of corporate governance in state owned enterprises and the
6 need for restructured governance in fully and partially privatized enterprises : The case of
7 Kenya, *Fordham International Law Journal* 31(1), 34–38.

8 Nakpodia, F, Adegbite, E. Amaeshi, K & Owolabi, A. (2016). Neither principles nor rules:
9 Making corporate governance work in Sub-Saharan Africa. *Journal of Business Ethics*, 151
10 (2) 1–18.

11 Nakpodia, F. & Adegbite, E. (2018). Corporate governance and elites. *Accounting Forum*,
12 42(1), 17–31.

13 Ngugi, B. (2015). CFOs of listed firms summoned over rising cases of accounting fraud,
14 *Business Daily Africa*, 7 December 2015 [Online]. Available at
15 [https://www.businessdailyafrica.com/markets/CFOs-of-listed-firms-summoned-over-
16 accounting-fraud/539552-2986996-15kmq6oz/index.html](https://www.businessdailyafrica.com/markets/CFOs-of-listed-firms-summoned-over-accounting-fraud/539552-2986996-15kmq6oz/index.html) (Accessed 10 March 2017).

17 Ntim, C. G., Opong, K. K. & Danbolt, J. (2012). The relative value relevance of shareholder
18 versus stakeholder corporate governance disclosure policy reforms in South Africa.
19 *Corporate Governance: An International Review*, 20(1), 84–105.

20 Ntim, C. G. & Soobaroyen, T. (2013). Corporate governance and performance in socially
21 responsible corporations: New empirical insights from a neo-Institutional framework.
22 *Corporate Governance: An International Review*, 21(5), 468–494.

23 Nyamori, R. O., Abdul-Rahaman, A. S. & Samkin, G. (2017). Accounting, auditing and
24 accountability research in Africa: Recent governance developments and future directions
25 Robert. *Accounting, Auditing & Accountability Journal*, 30(6), 1206–1229.

26 O'Brien, F. S. & Ryan, T. C. (2001) 'Mixed reformers: Kenya', in Devarajan, S., Dollar, D.
27 R., and Holmgren, T. (eds) *Aid and reform in Africa: Lessons from ten case studies*.
28 Washington D.C.: The World Bank, 469–532.

29 O'Dwyer, B. (2004). Qualitative data analysis: Illuminating a process for transforming a
30 "messy" but "attractive" "nuisance", in Humphrey, C. and Lee, B. (eds) *The real life guide
31 to accounting research: A behind the scenes view of using qualitative research methods*.
32 391–407.

33 Okeahalam, C. C. (2004). Corporate governance and disclosure in Africa: Issues and
34 challenges. *Journal of Financial Regulation and Compliance*, 12(4), 359–370.

35 Okpara, J. O. (2011). Corporate governance in a developing economy: barriers, issues, and
36 implications for firms. *Corporate Governance*, 11(2), 184–199.

37 Omondi, D. (2015). Number of companies registered in Kenya increases by 53 per cent. *The
38 Standard*, Available at:
39 [https://www.standardmedia.co.ke/business/article/2000181821/number-of-companies-
41 registered-in-kenya-increases-by-53-per-cent?pageNo=2](https://www.standardmedia.co.ke/business/article/2000181821/number-of-companies-
40 registered-in-kenya-increases-by-53-per-cent?pageNo=2)

42 Outa, E. R., Eisenberg, P. & Ozili, P. (2017). The impact of corporate governance code on
43 earnings management in listed non- financial firms: Evidence from Kenya. *Journal of
44 Accounting in Emerging Economies*, 7(4), 428–444.

45 Outa, E. R. & Waweru, N. M. (2016). Corporate governance guidelines compliance and
46 firm financial performance: Kenya listed companies. *Managerial Auditing Journal*, 31(8–9),
47

891–914.

1 Pring, C. & Vrushi, J. (2019). *Global corruption barometer Africa 2019: citizens' views and*
2 *experiences of corruption*. Available at: <https://www.transparency.org/en/gcb/africa/africa->
3 2019

4

5 Rezaee, Z. (2005). Causes, consequences, and deterrence of financial statement fraud.
6 *Critical Perspectives on Accounting*, 16(3), 277–298.

7

8 Samaha, K., Dahawy, K., Hussainey, K. & Stapleton, P. (2012). The extent of corporate
9 governance disclosure and its determinants in a developing market: The case of Egypt.
10 *Advances in Accounting*, 28(1), 168–178.

11

12 Saunders, M., Lewis, P. & Thornhill, A. (2009). *Research methods for business students*.
13 5th Edn. Essex: Pearson Education.

14

15 Siddiqui, J. (2010). Development of corporate governance regulations: The case of an
16 emerging economy. *Journal of Business Ethics*, 91(2), 253–274.

17

18 Soobaroyen, T. & Mahadeo, J. D. (2008). Selective compliance with the corporate
19 governance code in Mauritius: Is legitimacy theory at work? *Research in Accounting in*
20 *Emerging Economies*, 8, 239-272.

21

22 Soobaroyen, T. & Mahadeo, J. D. (2012). Do corporate governance codes improve board
23 accountability?: Evidence from an emerging economy. *Qualitative Research in Accounting*
24 & Management, 9(4), 337–362.

25

26 Soobaroyen, T., Tsamenyi, M. & Sapra, H. (2017). Accounting and governance in Africa -
27 Contributions and opportunities for further research. *Journal of Accounting in Emerging*
28 *Economies*, 7(4), 422–427.

29

30 Taylor, I. (2014). Is Africa rising? *The Brown Journal of World Affairs*, 21(1), 143-161.

31

32 The Institute of Certified Public Accountants of Kenya (ICPAK). (2018) *Financial report*
33 (*FiRe*) award.

34

35 The Institute of Certified Public Accountants of Kenya website. (2015). *ICPAK seeks*
36 *tribunal to discipline errant members*, *ICPAK website*.

37

38 The Office of Economic and Institutional Reform (1994) *Kenya: Evaluation Of Capital*
39 *Markets Authority*. Washington, D.C: U.S. Agency For International Development.

40

41 Transparency International Corruption Perception Index. (2018). *Transparency*
42 *international corruption perception index 2018, Corruption Perceptions Index 2018*,
43 Available at URL: <https://www.transparency.org/cpi2018>

44

45 Transparency International Corruption Perception Index. (2019). *Transparency*
46 *international corruption perception index 2019, Corruption Perceptions Index 2019*,
47 Available at URL: <https://www.transparency.org/en/cpi/2019>

48

49 Uche, C. O., Adegbite, E. & Jones, M. (2016). Institutional shareholder activism in Nigeria:
50 An accountability perspective. *Accounting Forum*. 40(2), 78–88.

51

52 Uche, C. O. & Atkins, J. F. (2015). Accounting for rituals and ritualization: The case of
53 shareholders' associations. *Accounting Forum*. 39(1), 34–50.

54

55 Uddin, S. & Choudhury, J. (2008). Rationality, traditionalism and the state of corporate
56 governance mechanisms. *Accounting, Auditing & Accountability Journal*, 21(7), 1026–
57 1051.

58

59 Ullah, S., Akhtar, P. & Zaefarian, G. (2018). Dealing with endogeneity bias: The

60

61

62

63

64

65

1 generalized method of moments (GMM) for panel data. *Industrial Marketing Management*,
2 71, 69–78.

3 Ullah, S., Ahmad, S., Akbar, S. & Kodwani, D. (2018). International evidence on the
4 determinants of organizational ethical vulnerability. *British Journal of Management*, 28,
5 481–501.

6 United Nations Conference on Trade and Development .(2006). *The least developed
7 countries report 2006*. Geneva. Available at: https://unctad.org/en/Docs/ldc2006_en.pdf.

8 Wanga, J. (2020). Big money and power: The Siamese twins of local politics. *Daily Nation*,
9 2 August [Online]. Available at: <https://www.nation.co.ke/kenya/news/big-money-and-power-the-siamese-twins-of-local-politics-1910996> (Accessed 15 July 2020).

10 Wanyama, S., Burton, B. & Helliar, C. (2009). Frameworks underpinning corporate
11 governance: Evidence on Ugandan perceptions. *Corporate Governance: An International
12 Review*, 17(2), 159–175.

13 Waweru, N. (2014). Determinants of quality corporate governance in Sub-Saharan Africa:
14 Evidence from Kenya and South Africa. *Managerial Auditing Journal*, 29(5), 455-485.

15 Weber, M. (1968a) *Economy and society: Volume 3*. Edited by G. Roth and C. Wittich. New
16 York: Bedminster.

17 Weber, M. (1968b) *Economy and society (2): Volume 1*. Edited by G. Roth and C. Wittich.
18 New York.

19 Were, M., Ngugi, R. & Makau, P. (2006). Understanding the reform process In Kenya', in
20 Mensah, J. (ed.) *Understanding economic reforms in Africa: A tale of seven nations*, p. 292.

21 Whiteman, G. & Cooper, W. H. (2000). Ecological embeddedness', 43(6), 1265–1282.

22 Wintoki, M.B., Linck, J.S. & Netter, J.M. (2012). Endogeneity and the dynamics of internal
23 corporate governance. *Journal of Financial Economics*, 105(3), 581-606.

24 Woods, D. (2012). Patrimonialism (neo) and the kingdom of Swaziland: Employing a case
25 study to rescale a concept. *Commonwealth and Comparative Politics*, 50(3), 344–366.

26 World Bank (2001). *Kenya - report on the observance of standards and codes (ROSC):
27 Accounting and auditing*, Available at URL:
28 [http://documents.worldbank.org/curated/en/323221468048848759/Kenya-Report-on-the-
30 Observance-of-Standards-and-Codes-ROSC-accounting-and-auditing](http://documents.worldbank.org/curated/en/323221468048848759/Kenya-Report-on-the-
29 Observance-of-Standards-and-Codes-ROSC-accounting-and-auditing).

31 World Bank (2007). Report on the observance of standards codes (ROSC): Corporate
32 governance country assessment-Kenya', Avialble at URL:
33 [http://documents.worldbank.org/curated/en/205021468276385648/Kenya-Report-on-the-
35 Observance-of-Standards-and-Codes-ROSC-corporate-governance-country-assessment](http://documents.worldbank.org/curated/en/205021468276385648/Kenya-Report-on-the-
34 Observance-of-Standards-and-Codes-ROSC-corporate-governance-country-assessment).

36 World Bank (2010). *Kenya - report on the observance of standards and codes (ROSC):
37 accounting and auditing*.

38 World Bank (2017). *World development indicators, Kenya country data*. Available at:
39 <https://data.worldbank.org/country/kenya>.

40 Yin, R. (2011). *Qualitative research from start to finish*. London: Guilford Press.

41 Young, M.N., Peng, M.W., Ahlstrom, D., Bruton, G.D. & Jiang, Y. (2008). Corporate
42 governance in emerging economies: A review of the principal-principal perspective. *Journal
43 of Management Studies*, 45(1), 196–220.

44 Zattoni, A., Douglas, T. & Judge, W. (2013). Developing Corporate Governance Theory
45 through Qualitative Research. *Corporate Governance (Oxford)*, 21(2),119–122.

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22 **Figure 1: Country profile and World Bank global governance indicators**
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- Total GDP: US\$74.938 billion
- Population: 49,699,862 million
- Political stability rank*: 12.86
- Government effectiveness rank: 40.87
- Regulation quality rank: 43.75
- Rule of law rank: 37.98
- Voice and Accountability rank: 40.39
- Control of corruption rank: 15.38
- Strength of investor protection index**: 5.8
- Transparency International's Corruption Perception Index of 2018: Ranked 144 out of 180 countries

Notes:

- * Rank definition: Percentile rank among all countries (ranges from 0 (lowest) to 100 (highest) rank)
- ** The strength of investor protection index is an average of three indices—the extent of disclosure index, the extent of director liability index, and the ease of shareholder suit index. The index ranges from 0 (little to no investor protection) to 10 (great investor protection).

Source: Compiled by the authors from World Bank Indicators, and, data on 'Doing Business Project'

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17 **Figure 2: An integrated framework of different forces and pressures constituting the accounting and governance framework**
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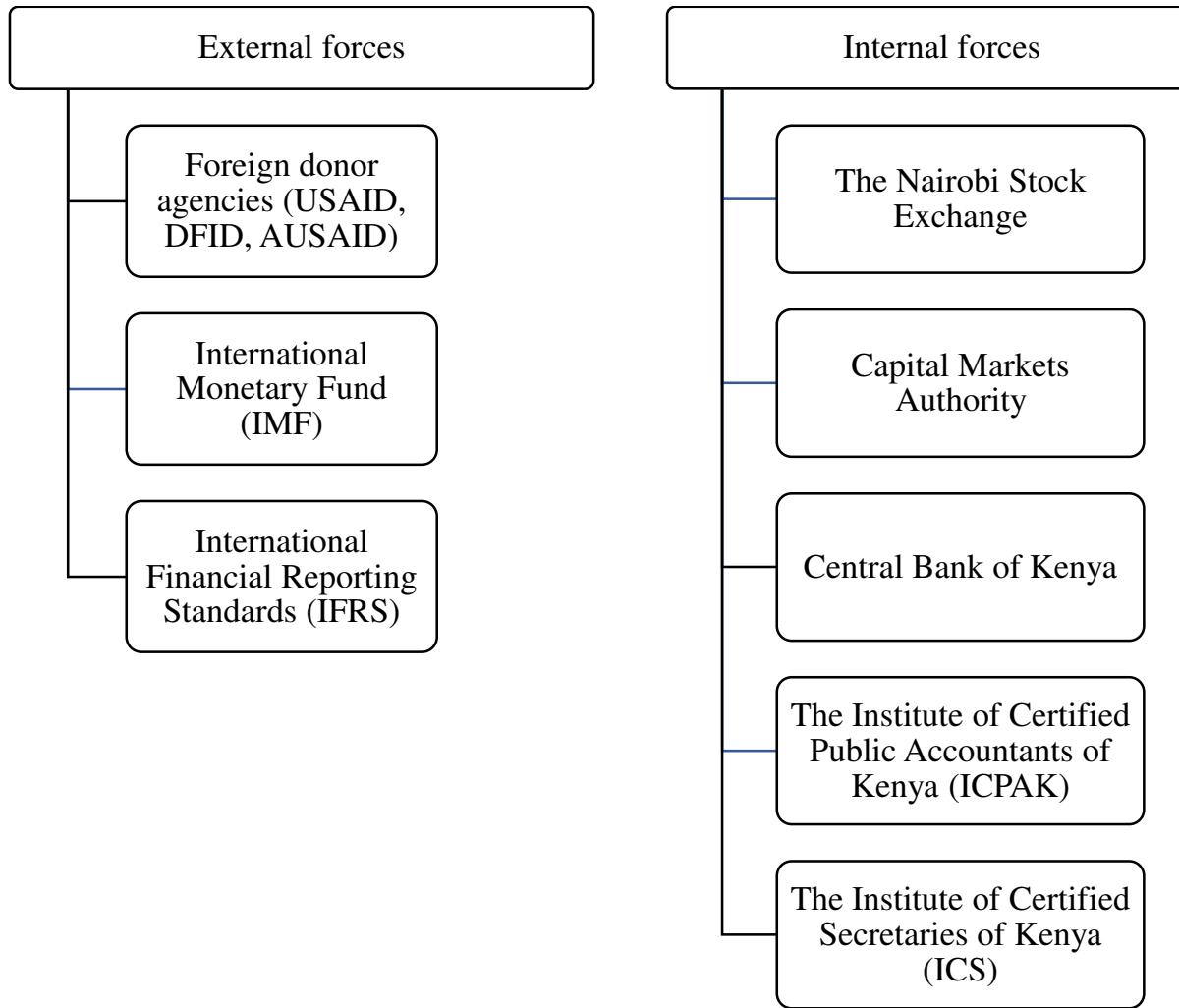


Table 1: Chronology of key accounting and corporate governance reforms in Kenya

Timeline	Event	
1	Early 1980s: 1980-84	First phase of (economic) reforms introduced by the IMF and World Bank—beginning of the privatisation process
2	1984	Joint study by the IFC and the Central Bank of Kenya recommending the creation of a regulatory body for the capital markets
3	1985-1991	Second phase of (economic) reforms spearheaded by the World Bank and IMF—the establishment of the Capital Markets Authority (CMA) and formalisation of the NSE
4	Jun-86	Funding agreement signed between the Government of Kenya (GoK) and donors (USAID) to establish a capital market development authority
5	Nov-89	Kenyan parliament passes a bill to set up the CMA through an act of parliament (Cap 485A, Laws of Kenya)
6	Jan-90	CMA constituted
7	Mar-90	CMA inaugurated
8	1991	NSE formalised as a private company limited by shares
9	1991-1996	Third generation of economic reforms spearheaded by the World Bank and IMF
10	1997	Commonwealth secretariat held a three-day workshop in Kampala, Uganda, on improving company performance
11	Nov-98	First corporate governance workshop in Kenya organised by the NSE, CMA, ICPAK, and ACCA
12	March-August 1999	Private Sector Corporate Governance Trust (PSCGT) reviewed various international codes of CG and drafted a sample Kenyan code
13	Oct-99	PSCGT organised a CG workshop/seminar sponsored by the Ford Foundation, British Department for International Development, and Friedrich Ebert Foundation
14	Nov-99	PSCGT sample code published and distributed in Kenya
15	Dec-99	Institute of Certified Public Accountants of Kenya (ICPAK) adopted the International Standards on Auditing (ISA)
16	Dec-99	ICPAK adopted the IFRSs as issued by the IASB without modifications
17	Jan-02	Kenya Shareholders' Association established
18	Apr-02	Formal adoption of CG code based on 'Comply or Explain', entitled: Guidelines on Corporate Governance Practices by Public Listed Companies in Kenya
19	2009	ICPAK adopted Code of Ethics for Professional Accountants
20	2010	IFRSs became effective for small-and-medium-sized enterprises (SMEs)
21	2014	ICPAK partially adopted International Public Sector Accounting Standards (IPSAS)
22	2015	Kenya Accountants and Secretaries National Examinations Board (KASNEB) adopted the International Education Standards (IES) syllabus for professional accountants.
23	2015	2002 Code amended with Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.
24	2017	Stewardship Code for Institutional Investors was issued by the Capital Markets Authority

Source: Collated from various sources (e.g., The Office of Economic and Institutional Reform, 1994; Capital Markets Authority, 2002; Gatamah, 2002; Were, Ngugi, & Makau, 2006); Capital Markets Authority of Kenya website, 2017).

Table 2: Summary of Interviewees

Codes of Interviewees	Category of interviewees	Number of interviews
1 SEK 1-14	Senior executives of Kenyan listed firms	14
2 RRB 1-12	Representatives of regulatory bodies (Capital Markets Authority (CMA), Institute of Certified Public Accountants of Kenya (ICPAK), Institute of Certified Public Secretaries of Kenya (ICPSK), and Nairobi Securities Exchange (NSE))	12
9 J1	Journalist	1
10 CGT1	Corporate governance trainer	1
11 UAA1	University academic (Accounting)	1
14 Total		29

Table 3: Table of Interviewees

Codes of Interviewees	Job title	Gender	Industry/Company Size
SEK1	Compliance Officer	Female	Energy and Petroleum/Large
SEK2	Executive Director	Male	Insurance/Large
SEK3	Deputy Director	Male	Insurance/Large
SEK4	Executive Director	Male	Investment/Medium
SEK5	Non-executive director	Male	Manufacturing/large
SEK6	General Manager	Male	Telecommunication and Technology/Medium
SEK7	Compliance Officer	Female	Manufacturing/Medium
SEK8	Chief Risk Officer	Male	Telecommunication and Technology/Medium
SEK9	Additional Director	Male	Manufacturing/Medium
SEK10	Executive Director	Female	Banking/Large
SEK11	Compliance Officer	Male	Banking/Large
SEK12	Executive Director	Female	Banking/Medium
SEK13	Executive Director	Female	Manufacturing/Large
SEK14	Executive Director	Male	Commercial and services/Small
RRB1	Vice Chairman	Male	Regulatory Body
RRB2	Council member	Male	Regulatory Body
RRB3	Council member	Male	Regulatory Body
RRB4	Council member	Male	Regulatory Body
RRB5	Enforcement officer	Male	Regulatory Body
RRB6	Legal & Corporate Affairs Director	Male	Regulatory Body
RRB7	Regulatory Affairs Director	Male	Regulatory Body
RRB8	Executive Director	Female	Regulatory Body
RRB9	Deputy Director	Male	Regulatory Body
RRB10	Commissioner	Male	Regulatory Body
RRB11	Executive Director	Male	Regulatory Body
RRB12	Executive Director	Female	Regulatory Body
J1	Journalist	Male	Media
CGT1	Corporate Governance Trainer	Female	Private Training Firm
UAA1	University Academic in Accounting	Male	University of Nairobi

SEK=Senior executives of Kenyan listed firms, RRB=Representatives of regulatory bodies, JI=Journalist, CGT= Corporate governance trainer, UAA1= University academic (Accounting)

Table 4: List of Interview Questions

Boards of Directors

- i. In your opinion, what are the board committees that help in promoting good corporate governance within your organisation?
- ii. How would you define an effective board of directors?
- iii. What are some of the steps taken by the board to supervise and support the management?
- iv. What criterion is used in recruiting new board members? Are the new directors trained for their new roles?
- v. In your opinion, what particular features of the board structure have the greatest effect on corporate governance?
- vi. What factors would you consider as most important regarding the composition of board as well as the board committees?
- vii. Do you think the board of directors should have a greater responsibility for governance and oversight in the event of any corporate scandal?

Bribery and corruption

- i. How would you rate the state of transparency and in Kenya's corporate sector?
- ii. What are some of the challenges that your organisation faces while performing its supervisory roles?
- iii. How you would describe the quality of internal controls and external oversight in minimising the likelihood of bribery and corruption?

Professionalism and inadequate skills of accountancy practitioners

- i. How would you describe the role of professional accounting bodies and higher educational institutions in promoting accounting education?
- ii. Does your company encourage existing employees in pursuing professional accounting qualifications?

Lack of auditor independence

- i. How would you rate the quality of audit work performed by external auditing companies?
- ii. How would you describe the level of auditor independence?
- iii. In your opinion, how you can compare the role of Big 4 auditing firms and local auditing firms in enhancing transparency and accountability in the corporate sector?

Inadequate regulatory regime

- i. How would you rate the commitment from companies to strengthen corporate governance within the Kenyan corporate sector?
- ii. Have you had instances where some corporate governance regulations contradict with other legal requirements in the country?
- iii. In your view, what are some of the weaknesses or weak areas in the current regulatory requirements?
- iv. How good is the coordination between the various supervisory bodies charged with overseeing CG implementation (i.e. Capital Markets Authority, Institute of Certified Public Accountants of Kenya, and Registrar of Companies)?
- v. What are your main concerns regarding the manner in which corporate governance is designed?

Missing shareholder sophistication

- i. What are some of the corporate governance problems that have had direct consequences on the welfare of shareholders?
- ii. How have shareholders made use of available options in seeking redress for their grievances?
- iii. In your opinion, are AGMs well attended? What do you think about the level of shareholder participation and activism at AGMs?

Appendix: List of Acronyms

- ACCA - Association of Chartered Certified Accountants
- AGM - Annual General Meeting
- AUSAID - Australian Agency for International Development
- CBK - Central Bank of Kenya
- CG - Corporate Governance
- CMA - Capital Markets Authority
- CNW - Company Name Withheld
- DFID - Department for International Development
- FiRe - Financial Reporting
- GoK - Government of Kenya
- IASs - International Accounting Standards
- IASB - International Accounting Standards Board
- ICPAK - Institute of Certified Public Accountants Kenya
- ICS - Institute of Certified Secretaries of Kenya
- IES - International Education Standards
- IFAC - International Federation of Accountants
- IFC - International Finance Corporation
- IFRSs - International Financial Reporting Standards
- IMF - International Monetary Fund,
- IPSASs - International Public Sector Accounting Standards
- IRA - Insurance Regulatory Authority
- KASNEB - Kenya Accountants and Secretaries National Examinations Board
- LDCs - Less Developed Countries
- NSE - Nairobi Securities Exchange
- PSCGT - Private Sector Corporate Governance Trust
- ROSC - Report on the Observance of Standards and Codes
- SMEs - Small and Medium-sized Enterprises
- UK – United Kingdom
- USA - United States of America
- USAID - United States Agency for International Development
- WB - World Bank

Dr Philippe Lassou
Professor Trevor Hopper
Professor Collins Ntim

Guest Editors,
Critical Perspectives on Accounting

4 October 2020

Subject: **Submission of Revised Manuscript to Special Issue of CPA on African Accounting and Development: YCPAC-D-18-00024R4**

Dear Editors,

We are grateful to the guest editor Dr Philippe Lassou for his minor comments and feedback on our revised manuscript. We have accepted and incorporated the suggested changes. We have professionally proofread the final revised version. Our final revised version has no typos, grammatical mistakes. In addition, we have carefully checked every single reference to ensure that (a) each cited reference appears in the final reference list (b) in-text references are consistent with CPA reference style, and (c) final reference list is in line with CPA references style for books, article, web pages, and working papers. We believe the paper has now improved significantly after several rounds of reviews.

We hope the paper will be considered for publication in *Critical Perspectives on Accounting*.

We are once again thankful to the editorial team and the two reviewers who have reviewed our paper at the earlier rounds.

We are looking forward to hearing from you.

Yours faithfully,



Dr Subhan Ullah,
University of Nottingham Business School, UK

On behalf of co-authors:

Dr Danson Kimani, Essex Business School, UK
Professor Devendra Kodwani, The Open University Business School, UK
Professor Pervaiz Akhtar, University of Aberdeen Business School, UK

Response to Editor comments

Ms. Ref. No: YCPAC-D-18-00024R4

Title: Analysing corporate governance and accountability practices from an African neo-patrimonialism perspective: Insights from Kenya

Journal: Critical Perspectives on Accounting

1. Please review the few changes suggested (see attachment) and address the comments in the word file. After you have reviewed and accepted the changes, please turn on track changes before addressing the comments and the points below.

Response:

Thank you very much for reading the revised manuscript, and the track changes. We accepted the track changes.

2. In order to be as up to date as possible with the relevant literature, please ensure that you have reviewed recent issues of the major interdisciplinary accounting journals to identify any article(s) which should be incorporated into your argumentation.

Response:

Thank you. We have considered several articles from interdisciplinary accounting journals, and this is now well reflected from a diverse range of references from different outlets, appearing in the reference list.

3. Please be careful in checking the references, making sure that they are consistent with the journal's style. It would also be useful to verify the integrality of the references (in both directions).

Response:

Thank you. We have checked every single intext citation to ensure they appear in the final reference list and they are consistent with CPA referencing style.

4. When these changes are made, then please read the manuscript one last time in order to make sure that you are comfortable with every sentence and word.

Response:

Thank you for this suggestion. We have carefully proof-read the final version from a professional proof-reader. The co-authors have also read the final version and we hope the paper has improved substantially.

We are once again thankful to the editorial team and the reviewer for the earlier feedback.