Fall 2021

Gender Diversity in the Boardroom and Firms Effectiveness: A Comparative Analysis between the Nigerian and Canadian Corporate Governance Framework

Blessing C. Madu

GENDER DIVERSITY IN THE BOARDROOM AND FIRMS EFFECTIVENESS: A COMPARATIVE ANALYSIS BETWEEN THE NIGERIAN AND CANADIAN CORPORATE GOVERNANCE FRAMEWORK

by

Blessing C. Madu

A Thesis

Submitted to the Faculty of Graduate Studies

through the Faculty of Law

in Partial Fulfillment of the Requirements for

the Degree of Master of Laws at the University of Windsor

Windsor, Ontario, Canada

2021

GENDER DIVERSITY IN THE BOARDROOM AND FIRMS EFFECTIVENESS: A COMPARATIVE ANALYSIS BETWEEN THE NIGERIAN AND CANADIAN CORPORATE GOVERNANCE FRAMEWORK

by

Blessing C. Madu

APPROVED BY:

____
J. Ku
Department of Sociology, Anthropology and Criminology

____
M. Kianieff
Faculty of Law

____
S. Senthe, Co- Advisor
Faculty of Law

____
P. Ocheje, Co- Advisor
Faculty of Law

23 August, 2021

DECLARATION OF ORIGINALITY

I hereby certify that I am the sole author of this thesis and that no part of this thesis has been published or submitted for publication.

I certify that, to the best of my knowledge, my thesis does not infringe upon anyone's copyright nor violate any proprietary rights and that any ideas, techniques, quotations, or any other material from the work of other people included in my thesis, published or otherwise, are fully acknowledged in accordance with the standard referencing practices. Furthermore, to the extent that I have included copyrighted material that surpasses the bounds of fair dealing within the meaning of the Canada Copyright Act, I certify that I have obtained a written permission from the copyright owner(s) to include such material(s) in my thesis and have included copies of such copyright clearances to my appendix.

I declare that this is a true copy of my thesis, including any final revisions, as approved by my thesis committee and the Graduate Studies office, and that this thesis has not been submitted for a higher degree to any other University or Institution.

ABSTRACT

This study examined the corporate governance legislative framework on gender diversity in Nigeria and Canada's corporate boards. Despite gender disparity recognized internationally and several attempts have been made to close the gap, gender diversity in the corporate world in Nigeria still seem to experience the disparity. Thus, this study investigated why Nigerian corporate boardrooms are not gender heterogeneous, provided a comparative analysis with Canada's corporate governance framework and provided recommendations from the comparative analysis. It further explored how Nigeria can achieve gender diversity in the boardroom. This study adopted the resource dependency and agency theory theoretical framework and used the doctrinal research design. This includes existing corporate governance legal framework, scholarly literature, parliamentary debates, data, relevant textbooks, journal articles and e-resources. This study also adopted the comparative research approach as the most suitable to carry out this study. This paper therefore concludes that a gender diverse board operates to reduce agency costs, facilitates access to untapped resources, networks and serve as an external linkage to the firms, and improves performance. This means that sufficient reform needs to be done in Nigeria to provide a positive change in the legal framework that promotes female participation in the corporate sector. Finally, the study recommended that the Federal Government of Nigeria provide a primary legislative mandatory quota for a phased period, as a legal measure to combat the issue of boardroom gender diversity in Nigeria.

DEDICATION

To my husband, Daniel Obiora Udenze

To my parents, Innocent & Evelyn Madu

ACKNOWLEDGMENTS

Prof. Shanthi Senthe, my thesis supervisor, deserves my deepest gratitude. Thank you, Prof. Shenthe, for your constant guidance, support, and words of encouragement throughout my LL.M programme, especially for actively assisting me in meeting my objective of finishing this thesis within a year. I also thank my co-supervisor, Prof. Paul Ocheje and other members of my committee especially Profs. Ku and Kianeff.

I am grateful for the generous funding I received from the University of Windsor and Law School. I am particularly grateful to Professor Laverne Jacobs, my Legal Method instructor for her very insightful classes and words of advice which formed the foundation of my research. Thanks also go to Dr. William Conklin for very lively legal theory classes that helped shape my understanding of theoretical underpinnings of the law with an emphasis on Critical Legal Theory.

I also thank Dylan Margerison and other staff and faculty of LLM, University of Windsor for always being available to answer my questions and for making my LL.M program memorable.

Special thanks to my awesome siblings—Ijeoma, Chidinma, Ifeanyi and Amarachi, for your love and support throughout this program. I am most importantly grateful to my wonderful husband and best friend, Daniel Udenze for his constant words of encouragement throughout this journey

TABLE OF CONTENTS

LIST OF ABBREVIATIONS

“BOFIA”	Banking and Other Financial Institution Act
“CAMA”	Companies and Allied Matters Act
“CBCA”	Canada Business Corporation Act
“CBDC”	Canada Business Diversity Council
“CBN”	Central Bank of Nigeria
“CSA”	Canada Securities Act
“FRCN”	Financial Reporting Council of Nigeria
“ISA”	Investments and Securities Act
“ISS”	Institutional Shareholder Services
“NAICOM”	National Insurance Commission
“NCA”	Nigerian Communications Act
“NCC”	National Communications Commission
“NCCG”	Nigerian Code of Corporate Governance
“NDIC”	Nigeria Deposit Insurance Corporation
“OBCA”	Ontario Business Corporation Act
“OECD”	Organization for Economic Co-operation and Development
“OSC”	Ontario Securities Commission
“PRA”	Pension Reform Act
“SEC”	Securities and Exchange Commission

CHAPTER 1

INTRODUCTION

"We need to bring more diversity in the boardroom – and this includes welcoming more women, ready to take on the challenges of Executive Leadership positions"

- *Mechtild Walser, Ertel Executive Vice-President Global Human Resources and Corporate Social Responsibility*[1]

1.1 Research Overview

Corporate Governance is a global burning issue and its importance to the economy cannot be overemphasized. This is because it enables organizations achieve their goals, control risks and assure compliance.[2] Corporate Governance was defined by the Organization for Economic Cooperation and Development (OECD)[3] as a framework that defines the business relationship that exists between company shareholders, management teams, board of directors and other key stakeholders.[4]Strong, effective, and efficient corporate governance contributes to the development of the company's culture, resulting in favourable results, a competitive edge, and a long-term business.[5]An important element of the OECD definition of corporate governance is the role of the board as an organ that makes strategic decisions for the company. The need for an

[1]Mechtild Walser-Ertel, "Gender Diversity is at the heart of our business" (2019) Online: <https://www.orange-business.com/en/blogs/gender-diversity-heart-of-our-business>. This was an internal message to members of Orange Business Services on International Women's Day. She is an advocate of board gender diversity and professional equality.
[2]Lakshna Rathod, "Why is Corporate Governance Important?" (2018), Online: <https://diligent.com/en-gb/blog/why-is-corporate-governance-important/>.
[3] OECD (1999) Principles of Corporate Governance, Paris: OECD.
[4] Supra note 2.
[5]SpriggHr, "The Importance of Corporate Governance" (2020), online: https://sprigghr.com/blog/board-management/the-importance-of-corporate-governance/.

effective board is fundamental to the success of a company and essential to good corporate governance.[6]

The composition and structure of a board play a very important role in the overall success of the company in achieving its objectives. Over the years, emphasis has been placed on "board diversity". There is no uniform definition of board diversity but it has been explained to include age, gender, race, educational and professional qualifications to promote heterogeneity in the board. [7]The most important of all in a company is gender diversity in the board. Gender diversity in the boardroom is a central issue in corporate governance because globally, companies are encouraged to appoint women to the board[8].

The inclusion of women in the boardroom is an essential part of corporate governance. Gender diversity has been defined as "the presence of female directors on the board of directors of a company."[9] It has been shown that the presence of women brings about a thorough and effective board through proper vetting of ideas, policies, strategies which also include sound decision making when dealing with a diverse range of issues.[10] Women seem to have the unique characteristics of making strategic decisions that positively influence the progress and growth of

---

[6] A. Lincoln and O. Adedoyin, "Corporate Governance and Gender Diversity in Nigerian Boardrooms" (2012) 6:11 International Journal of Humanities and Social Sciences.

[7] Ibid

[8] JP Cornerstone, "What's keeping women off the board? (2012) Online: https://jp-cornerstone.com/2012/03/23/whats-keeping-women-off-the-board/.

[9] Carter et al, "Corporate Governance, Board Diversity and Firm Value" (2003) 38 The Financial Review 33-53.

[10]Anthony Garcia, "Director Skills: Diversity of Thought and Experience in the Boardroom", (10 October 2018), online: Harvard Law School Forum on Corporate Governance and Financial Regulation https://corpgov.law.harvard.edu/2018/10/10/director-skills-diversity-of-thought-and-experience-in-the-boardroom/.

a company.[11] Despite these findings, women are often denied the opportunity of being directors and attaining executive and key management positions in the Board of the company.[12]

This research aims to contribute to the literature by comparison of gender diversity within the Corporate Governance framework of Nigeria and Canada and providing an investigation into the relationship between gender diversity and firms effectiveness in these two jurisdictions. Most of this underrepresentation stems from the fact that Nigeria is a highly patriarchal society that often subjugates women because of its traditional, social and cultural beliefs.[13]

The study highlights key recommendations derived from the comparative analysis and in particular the lessons both countries can learn from each other in relation to gender diversity in the board and the steps Nigeria can take to achieve gender diversity on the boardroom.

My study is important for the following reasons. First, it employs the comparative approach which is the most important method in distinguishing between the corporate governance framework of Nigeria and Canada. Second, it is relevant and timely due to the sudden disappearance of this topic in Nigeria as most resources on this topic are extant. Finally, because the Nigerian market is characterized by a weak corporate governance framework on gender diversity in the board, it provides a unique environment for determining the nexus between gender diversity in the boardroom and board effectiveness.

1.2 Research Problem

It has been proven that the presence of three or more women in the boardroom is positively correlated with factors such as stronger organizational health, better decision making and greater

---

[11] Supra footnote 3.

[12] Ibid

[13] EnaseOkonedo, in Franklin N Ngwu et al, eds, “Enhancing Board Effectiveness: Institutional, Regulatory, and Functional Perspectives for Developing and Emerging Markets”, 1st ed (Routledge, 2019) at 330.

diversity of thoughts.[14] Gender diversity in the boardroom is lacking in Nigeria due to two key factors: the country's insufficient corporate governance framework, and the country's cultural and patriarchal ethos. There is a lot of previous study on boardroom gender diversity, but there is not much new material on the subject. This study was motivated by the scarcity of literature on the issue in Nigeria.[15]

1.3 Research Question

This research study seeks to answer the following questions: Does gender diversity in the boardroom improve firms effectiveness? What are the lessons Canada and Nigeria can learn from each other's corporate governance framework? While answering this question, I will address the central research question which is:

(i) Is gender diversity in the boardroom achievable in Nigeria?

1.4 Research Methodology

This research methodology adopted in this research is the doctrinal research methodology. This study shall investigate the existing codes and framework of corporate governance in both Nigeria and Canada. It shall examine the historical background and in particular, the role played by institutional investors and proxy firms in developing both countries corporate governance framework. It shall also examine literature reviews of other authors on this subject. This research would further employ a comparative methodology to compare and contrast the corporate governance codes and framework in Canada and Nigeria in a bid to answer the question posed.

[14] MellisaBennando, "How Canada Stacks Up on Women's Representation on Corporate Boards", (2019), CBC News, Online: https://www.cbc.ca/news/business/women-corporate-boards-globally-1.5131113.
[15] This problem would also be examined based on my perspective as a young African (Nigerian).

The comparative analysis aims to provide insights into the workings of the Nigerian corporate governance framework by interacting with the Canadian corporate governance framework.

1.5 Research Outline

This thesis is structured into five chapters which altogether address the research questions posed. **Chapter 1** provides a background to this study by outlining the problem context and questions sought to be answered. It provides an overview of the thesis by setting out the research problem, research questions and research methodology.

Chapter 2 provides the theoretical framework which is agency theory and resource dependency theory. It also provides the methodology that the research seeks to use.

Chapter 3 provides a literature review on the subject matter. The connectivity between board gender diversity and the boardroom, local and foreign approach to board gender diversity, a discourse on board gender diversity in Nigeria and Canada and the major reason for under-representation of women on board in both countries.

Chapter 4 examines the history and evolution of corporate governance in Canada and Nigeria, from customary law to colonialism and post-colonial developments, with a focus on board gender diversity. In Canada, parliamentary discussions and NI 58-101F1 received special attention, while in Nigeria, the Companies and Allied Matters Act ("CAMA"), Securities and Exchange Commission ("SEC") Code 2011, and Nigerian Code of Corporate Governance ("NCCG") 2018 were addressed. It went on to compare the Nigerian and Canadian corporate governance systems, which embodied the essence of this research study. The comparison research found that there is still potential for development in Nigeria in terms of gender diversity.

Chapter 5 concludes the thesis with a review of important findings from the comparative analysis as well as areas for improvement.

CHAPTER 2

THEORETICAL FRAMEWORK AND METHODOLOGY

2.1 Theoretical Perspectives on Board Gender Diversity and Firms Effectiveness

There are several theories underpinning gender diversity in the boardroom. Extant literatures identified several theories pertaining to board gender diversity, namely, human capital theory, social identity theory, critical mass theory, feminist theory, resource dependence theory and agency theory. I have provided a summary of each theory below.

2.1.1 Human Capital Theory

Human capital theory founded by Becker[16] provides a basis for understanding inequalities, and it is applied to explain the continued exclusion of women from corporate boardrooms. Human capital can also be connected with resource dependency theory which provides that as a result of increasingly uncertain business environment, boards should be composed of individuals who can provide access to a breadth of resources.[17] Human capital theory is therefore concerned with how an individual's investments in education, knowledge, skills and experiences enhance cognitive and productive capabilities for individual and firms' benefit.[18]

2.1.2 Social Identity Theory

Social Identity theory identified by Tajfel & Turner[19] borders on how individuals converse with one another based on how they categorize their own individual identity. Mathisen et al has confirmed that a board will act differently when it is comprised of individuals who exemplify

[16] Becker, G.S, "Human Capital" 1964, University of Chicago Press, Chicago.
[17] Val Singh et al, "Human and Social Capital of Female Directors" (2008) 26 Eur Mgmt J 48.
[18] Ibid.
[19] Tajfel H. & Turner J.C, "An integrative theory of intergroup conflict" in W.G Austin & S. Worchel eds, *The social psychology of inter-group relations* (Montery CA: Brooks/Cole 1979) 33.

multiple identity categories than if the board is comprised of a singular category.[20] When there are different types of people making decisions there's a lower probability of making wrong decisions and a greater chance that decisions will be made in a more comprehensive manner.[21] Since gender is associated with salient features, social categorization of based on these features are certain.[22] According to social identity theory, people will usually exhibit a favorable bias toward others who they perceive as members of their in-group, while they will view themselves as being in disagreement with out-group members.[23]

2.1.3 Critical Mass Theory

The critical mass theory developed by Kanter[24]contends that when minority gender members make up less than 35% of a team, they are reduced to symbolic representation, or symbols, of their social category, and hence are not as productive as they may be. For a gender balanced board, at least 3 men and 3 women directors should be in attendance, a condition term which an author described as dual critical mass.[25] Based on the critical mass theory, it has been argued by several authors like Shrader[26] and Kramer[27]that in board meetings, a critical mass of at least 3 women directors (which constitutes approximately one-third of most boards) will catalyze board activeness and performance.

---

[20] Gro Ellen Mathisen et al, "Women in the Boardroom: How do Female Directors of Corporate Boards Perceive Boardroom Dynamics?" (2013) J Bus Ethics 116:1 87.
[21] ibid
[22] ibid
[23]Sudheer Reddy & Aditya Mohan Jadhav, "Gender Diversity in the Boardroom – A Literature Review" (2019) Cogent Econ & Fin 7:1, DOI: 10.1080/23322039.2019.1644703
[24]Kanter, R.M. (1977), "Some Effects of Proportions on Group Life: Skewed Sex Ratios and Responses to Token Women", Am J of Soc, 82:5 965.
[25] Miriam Schwartz-Ziv, "Gender and Board Effectiveness: The Role of Critical Mass" (2017) J Financ Quant Anal 52.
[26] Shrader et al. "Women in Management and Firm Financial Performance: An Exploratory Study." (1997) J Manag Issues, 9 355.
[27] V.W. Kramer et al. "Critical Mass on Corporate Boards: Why Three or More Women Enhance Governance" (2007) Directors Monthly 31 19.

2.1.4 **Feminist Theory**[28]

This is an emerging theory in corporate governance and it stipulates that all human beings have equal worth and the entitlement of such ought to be equal treatment under the law. Feminist theory has advanced over time with crucial themes and concerns such as liberty, equality, difference, dominance, globalization and diversity.[29] Contemporary theorists draw from the international human rights theory amongst others in addressing their goal of development and contextual analysis. In the legal system, feminist legal scholars recognise the impact of patriarchy and masculinity on corporate boardrooms and pose questions about how to accept diversity without falling into stereotypes.[30] The feminist philosophy of law theory supports the idea that the boardroom of a corporation should not be dominated by men, but rather should be diverse.[31]

2.1.5 **Agency Theory**[32]

Agency theory defines the relationship that exists between the shareholders and directors of the company.[33] One of the key characteristic of agency theory is separation of ownership and control.[34]Berle and Means argue that the ownership and management of many corporations are always two separate persons which give rise to agency problems.[35] Given the large size of firms as well as the global exposure many of them face, it is not feasible to run companies as owner-operated firms. No individual would decide to single handedly operate a firm. Rather, companies

---

[28] Feminist theory first emerged in 1794 in publications by Mary Wollstonecraft.

[29] Adewunmi Eyitayo et al, "Legal Appaisal of Corporate Governance and Gender Diversity on Nigeria's Corporate Board" (2020) IJL 6:2 186.

[30] Ibid.

[31] Ibid.

[32] This theory was developed byAlchian&Demsetz in 1972 and Jensen &Meckling in 1976.

[33] Jensen, M. C. &Meckling, H. W. "Theory of the Firm: Managerial Behaviour, Agency Costs and University Structure." (1976) J Fin Econ 3 305.

[34] Ibid

[35]Weinstein Olivier, "Firm, Property and Governance: From Berle and Means to the Agency Theory, and Beyond," (2012) Accounting, Economics, and Law: A Convivium, De Gruyter, vol. 2(2), 1.

or individuals would acquire shares and therefore ownership stakes in that firm. As it is nearly impossible that every single shareholder participates in the day to day management of the firm, shareholders elect a board of directors which in turn hires and supervises the management of the firm. Most organisations, particularly public businesses, have a common structure in which the owners of the company, referred to as principals, hire management, referred to as agents, to operate the company on their behalf. This agency relationship i.e. separation of ownership and control, yields potential conflicts of interest[36]. This brings about the need for agents to be controlled via monitoring mechanisms that checkmate deviant behaviours.[37]Agents are typically expected to act and make choices in the best interests of the principal, but this is not always required.[38] The agent may be succumbed to opportunistic behavior, self-interest, and may fall short of expectations of the principal.[39]Agency problems arise as agents may therefore not always act in the best interest of the company. Scholars have suggested several governance mechanisms like monitoring to mitigate these.[40] These governance mechanisms should be designed in such a way as to ensure principal and agent alignment, protect shareholders interests and minimize agency costs.[41]

According to agency theory, board characteristics such as size and composition lead to increased board monitoring capacities, and research suggests that female directors contribute favourably to the board and its function in monitoring management.[42] Females unlike male counterparts are

---

[36] Aguilera, R. V. et al, "An organizational approach to comparative corporate governance: Costs, contingencies, and complementarities" (2008) Organization Science, 19(3), 475.

[37] Duncan M. Wagana& Joyce D. Nzulwa, "Corporate Governance, Board Gender Diversity and Corporate Performance: A Critical Review of Literature" (2016) Euro Sci J 12:7.

[38]Saeid Homayoun &Sakine Homayoun, "Agency Theory and Corporate Governance" (2015) Intl Bus Mgmt 9 805.

[39] Ibid.

[40]Bathula, H., "Board Characteristics and Firm Performance: Evidence from New Zealand" (2008) (Doctor of Philosophy (PhD)), Auckland University of Technology.

[41] Davis, J. H., et al, "Toward a Stewardship Theory of Management" (1997) Academy of Management Review, 22(1), 20.

[42] Carter et al, 'Corporate Governance, Board Diversity, and Firm Value" (2003) Financial Review, 38: 33–53.

more likely to take active roles on boards[43], show better board attendance records[44] and are more prepared for meetings.[45] Authors have shown that boards with women have greater level of public disclosure[46], better oversight of management reporting that enhances earning quality[47] and more board development evaluations and programs.[48]It has also been argued that board balance comprising representation from diverse groups such as different gender provides a more balanced board that is likely to prevent an individual or a small group of individuals from dominating the decision-making process.[49]

The agency view of the board is that gender diversity reinforces the monitoring role. For instance, some authors[50]draw on agency theory to explore the link between gender diversity on a board and firm value and found a positive relationship between gender diversity and firm performance.

Theorists have argued that gender diversity in the firm should be an area of concern because as gender diversity increases, there will be a greater number of outside directors on the board who will act independently from the inside directors and hence monitor the actions and intentions of the managers for ensuring the interests of the shareholders.[51] These actions result in keeping agency costs to a minimum level, hence increasing the profits of the firm.[52]Thus, agency theory

---

[43] Virtanen A., "Women on the boards of listed countries: Evidence from Finland" (2012) J Mgmt& Gov 16 571.
[44] Adams R.B & Ferreira D., "Women in the Boardroom and their Impact on Governance and Performance" (2009) J Fin Econ 94 291.
[45] Pathan S. & Faff R., "Does Board Structure in Banks really affect their Performance?" (2013) J Banking & Fin 37 1573.
[46] Gul F.A et al, "Does Board Gender Diversity Improve the Informativeness of Stock Prices?" (2011) Journal of Accounting and Economics 51 314.
[47]Srindhi B. et al, "Female Directors and Earnings Quality" (2011) Contemporary Accounting Research 28 1610.
[48] Nielsen S. &Huse M., "The Contribution of Women on Board of Directors: Going beyond the surface" (2010) Corporate Governance: An International Review 18 136.
[49] Hampel, R., "Report of the Committee on Corporate Governance, Final Report" (1998) London: Gee Publish Ltd.
[50] Ibid fn 25, 27
[51] Ibid footnote 25
[52] Ibid footnote 25

predicts the presence of women directors on board to improve corporate performance and effectiveness.

Building on agency theory, I argue that gender diverse boards may help reduce agency problems between managers and shareholders.

2.1.6 <u>Resource Dependency</u>

Apart from the previously discussed function of monitoring management which aims at reducing agency conflicts in a corporation, the second main function of the board is to provide resources to the firm. The resource provision function of the board is embedded in the resource dependence theory, which was greatly shaped by the work of Pfeffer J. &Salancik R.[53]The Resource Dependency Theory examines the function of board directors in ensuring that the firm has access to the resources it requires. It states that through their connections to the outside world, directors play a crucial role in delivering or acquiring crucial resources to a company.[54] The provision of resources enhances organizational functioning, firm's performance and its survival.[55] The directors bring resources to the firm, such as information, skills, access to key constituents such as suppliers, buyers, public policy makers, social groups as well as legitimacy[56]. Insiders, business experts, support specialists, and community influencers are the four types of directors.[57]This theory is a management theory that borders on organization and strategy. Prior literature suggests that this theory is an effective framework to understand and examine boards.[58] Directors bring four benefits to a firm, namely: (i) information in the form of advice and counsel

---

[53] Pfeffer, J., &Salancik, G., "The External Control of Organisations, A Resource Dependence Perspective" (1978) New York: Harper and Row.

[54] Hillman, M. C et al "Corporate governance: Decades of dialogue and data" (2000) Academy of Management Review 28(3) 371.

[55] Daily, C. M et al "Corporate Governance: Decades of Dialogue and Data" (2003) Academy of Management Review, 28(3), 371.

[56] Ibid, fn 33.

[57] Jensen &Mecking, Ibid footnote 37.

[58]Hillman et al, "Boards of Directors and Firm Performance: Integrating Agency and Resource Dependence Perspectives." (2003) The Academy of Management Review 28(3) 383.

(ii) access to channels of information between the firm and environmental contingencies (iii) preferential access to resources and (iv)legitimacy.[59] This theory has been extended to suggest that a diverse board represents a valuable set of resources and may achieve better economic outcomes.[60]Recent studies on board gender diversity grounded in resource dependency theory focus on gender and the impact of gender on economic outcomes of a company.[61] Differences in gender are very likely to produce unique information that is available to management for better decision making.[62] Generally speaking, women will bring different expertise, experience, knowledge as well as other ways of solving problems.[63] Based on these intrinsic characteristics of women, female directors may add value to boards by offering different perspectives.[64] An author stated that female directors contribute to boards through the provision of legitimacy which results in an improved image of a firm and the provision of expertise which includes the provision of internal firm information by direct insiders and administering advice and counsel.[65]It can also be argued that female members on the board benefit the firm's governance through an influx of skills, abilities and fresh perspectives and by bringing new dynamics to

---

[59] Ibid, fn 37

[60] Ibid, fn 37

[61]Carter et al, "The gender and ethnic diversity of US boards and board committees and firm financial performance" (2010) *Corporate Governance: An International Review*, 18(5), 396–414;García-Meca et al, "Board diversity and its effects on bank performance: An international analysis"(2015) *Journal of Banking & Finance*, 53, 202–214; Isidro, H., & Sobral, M., "The effects of women on corporate boards on firm value, financial performance, and ethical and social compliance" (2015) *Journal of Business Ethics*, 132(1), 1–19; M., & Martínez-Ferrero, J., "Board diversity and its effects on bank performance: An international analysis"(2015) *Journal of Banking & Finance*, 53, 202–214.

[62] D.A Carter et al, "The Gender and Ethnic Diversity of US Boards and Boards Committees and Firm Financial Performance", Corporate Governance: An International Review, 18(5) 2010, pg 396-414.

[63] Farrell, K. A., & Hersch, P. L., "Additions to corporate boards: the effect of gender" (2005) Journal of Corporate finance, 11(1-2), 85-106.

[64].Ibid

[65] Hillman A. J., & Dalziel, T., "Boards of directors and firm performance: Integrating agency and resource dependence perspectives" (2003) Academy of Management review, 28(3), 383-396.

board deliberations.[66]From resource dependency theory perspective, it can be predicted that a well diversified board improves board effectiveness and firm performance.

Theorists have argued that decision making may be slower and more conflicted in diverse boards,[67] time consuming[68] and less co-operative. [69]

Based on resource dependence theory, I claim that female directors contribute distinct human resources than male directors. Thus, gender diversity in the boardroom leads to better firm performance and effectiveness by providing a greater pool of resources. From a theoretical perspective, the agency theory and the resource dependency theory, can explain the positive effect of board diversity on firm effectiveness and performance. The agency theory as stated earlier emphasizes the role of the board of directors in monitoring and controlling managers and suggests that gender-diverse boards may help reduce agency problems between managers and shareholders. The resource dependency theory views a firm as an open system that is dependent on external organisations and environmental contingencies, implying that the presence of female directors in boardrooms aids firms in maximising access to critical resources by virtue of their skills, competences, and knowledge, which differ from that of male directors.

Thus, corporate governance theories support board gender diversity on the basis that a gender diverse board operates to reduce agency costs, facilitates access to untapped resources, networks and serve as an external linkage to the firms, and improves performance.

---

[66] Jamali et al "Corporate Governance and Women: An Empirical Study of Top and Middle Women Managers in Labanese Banking Sector" (2007). Corporate Governance: An International Review 7(5) 574.

[67]Litz, R.A. & C.A. Folker, "When He and She Sell Seashells: Exploring the Relationship Between Management Team, Gender-Balance and Small Firm Performance", (2002) Journal of Developmental Entrepreneurship, 7:341-359

[68] Smith et al, "Do women in top management affect firm performance? A panel study of 2,500 Danish firms", (2006) International Journal of Performance Management, 55:569-593

[69] Williams, K. & C.A. O'Reilly, "Demography and diversity: A review of 40 years of research" (1998) in B. Staw and R. Suttton (Eds.) Research in organizational behavior, JAI Press: Greenwich; 77-140 (Vol 20)

This study shall be based on the agency and resource dependency theory of corporate governance.

For the purpose of this study, I have extensively examined resource dependency theory and agency theory. These two theories were chosen because they are both extensively and often used, as well as because they see the company through an institutional lens and perspective rather than the individuals that make up the company.

2.2 Evaluation of methodological choice

The scope of this thesis employs doctrinal research of a comparative nature. This research begins with a doctrinal methodology. This means that the research is based on analyzing the corporate governance framework under board gender diversity, the wording and interpretation of the framework alongside existing literature.[70] This approach enables the researcher to critically analyze the meanings and implications of these rules and principles which underpin them.[71]

This study also adopts a comparative methodology. It seeks to compare board gender diversity within the corporate governance frameworks of Nigeria and Canada and provide an investigation into the relationship between gender diversity and firms' effectiveness in these two jurisdictions. The study would also highlight key recommendations derived from the comparative analysis and in particular the lessons both countries can learn from each other in relation to board gender diversity and the steps Nigeria can take to achieve gender diversity in the boardroom.

2.3 Doctrinal Methodology

Doctrinal research has been defined as, 'a detailed and highly technical commentary upon, and systematic exposition of the context of legal doctrine'.[72] This approach is acceptable as company

[70] Michael Salter & Julie Mason, *Writing Law Dissertations: An Introduction and Guide to the Conduct of LegalResearch* 2nd ed (London: Pearson & Longman 2007) at 31.
[71] Ibid.
[72]Ibid.

law and corporate governance framework is based on the interpretation of statutes. However, it is necessary to note that even though company law and corporate governance legal framework are based on logical conclusions, these conclusions are not rigid. Instead they are formed on judgment, which can be influenced by other factors, such as history, culture, politics and economics.[73] Vick describes these overlapping factors as ‘interdisciplinarity’, a convergence of different academic areas of study[74] and further states that, ‘[m]any interdisciplinarians perceive doctrinalists to be intellectually rigid, inflexible, and inward looking; many doctrinalists regard [socio-legal] interdisciplinary research as amateurish dabbling with theories and methods the researchers do not fully understand’.[75] The thesis aims to be neither rigid nor inflexible, rather looking to establish any claims to socio-legal research and providing its primary aim is to provide a thorough, in-depth examination of the corporate governance legal framework of board gender diversity. I intend to look beyond the law by taking into consideration the social, cultural and political beliefs of each jurisdiction. However, that is not to say that the thesis is interdisciplinary, it is not seeking to answer the research questions from a socio-legal perspective, instead the researcher is using a set of interpretative tools and methods to bring order and to assess a particular area of the law.[76]

The main source of data for doctrinal research is the legal instrument itself, in this case the Canada Business Corporations Act (CBCA), Disclosure of Corporate Governance Practices for Canada, Companies and Allied Matters Act (CAMA) and Nigerian Code of Corporate Governance (NCCG) for Nigeria and those rules and policies generated under it. The provisions of the legal frameworks are examined in a bid to answer the research questions. In doing so it is

[73] Oliver Wendell Holmes Jr, “The Path of the Law” (1897) 10:8 Harv L Rev 457, 465–6.
[74] Douglas Vick, ‘Interdisciplinarity and the Discipline of Law’ (2004) 31 JL & Soc 163, 164
[75] ibid
[76] ibid

necessary to look at the wording and legislative history of that provision. In examining the legislative history of the board gender diversity provisions, the thesis may identify the various debates that took place amongst delegates when it was drafted. To examine only the legislative history and legal framework is insufficient, it is imperative to also examine and review existing literatures on board gender diversity. The purpose of examining existing literature is to identify similarities and differences that may exist in the findings of other scholars. Also, it demonstrates a wider understanding of the relevant issues to be discussed. This approach helps to clarify the meanings of ambiguous wording and phrases like board gender diversity and effectiveness as well as classify the various issues within clearly defined parameters. The information will be gathered from a variety of sources including textbooks, referenced journals, conference papers, legislative history and other industry and professional publications.

The use of doctrinal research methodology has several advantages; doctrinal approach can provide a sound structural basis from which the thesis can proceed.[77] Specifically it provides continuity and coherence on the subject matter and gives insight into the history and subsequent development of law and reveals gaps and inconsistencies in the law.

However, doctrinal approach has been subject to criticisms. For example, it has been described as being too formalistic, technical, conservative, rigid and without due consideration of the social, economic and political importance of the legal process in its approach.[78]Also, in studying the context which the law operates and how the law relates to and affects that context, doctrinal methodology does not offer an adequate framework for addressing issues that arise because it assumes that the law exists in an objective doctrinal vacuum rather than within a social

[77] Matt Henn et al, "A Critical Introduction to Social Research" (2nd edn, Sage 2006) 10.

[78]Ali Salim et al, "Legal Research of Doctrinal and Non-Doctrinal" (2017) Intl J of Trend in Research and Development 4 2394-9333.

framework or context.[79] The law does not and cannot exist in a vacuum. It operates and functions within society and affects the society.

2.4 Comparative Approach

This thesis also incorporates a comparative approach in a bid to answer the research question. A comparative methodology is one that aims to "compare and contrast nations, cultures, societies and institutions".[80] It is upon this precept that this thesis which seeks to compare board gender diversity corporate governance frameworks of Canada and Nigeria is based. Comparative analysis draws the researcher's attention to specific qualities of the subjects under comparison which would otherwise not be easily detectable.[81]Accordingly, the comparative analysis in this thesis aims to provide insights into the workings of the Nigerian corporate governance framework on board gender diversity by interacting with the Canadian corporate governance framework on board gender diversity.

It has been argued that a legal rule is a product of historical and social development of that country and that a direct transplant of a rule or body of law may not have the same measure of success as it did in its home jurisdiction.[82]This point was reiterated by Van Hoecke who posits that apart from the legislations of the two legal systems to be compared, there is a need to also take into account the socio-economic and historical aspect of the law when carrying out comparative legal research.[83] He stresses that comparing only legislation is risky when there is no information available on how it works in practice.

---

[79] Ashish Kumar Singhal &Ikramuddin Malik, "Doctrinal and Socio-legal Methods of Research: Merits and Demerits" (2012) 2:7 Educational Research J 253.

[80]Masamichi Sasaki, "Comparative Research" in Michael Lewis-Beck, Alan Bryman & Tim Futing Liao, eds, The SAGE Encyclopedia of Social Science Research Methods (Thousand Oaks: Sage Publications, Inc., 2004) at 153.

[81]Melinda Mills, Gerhard G van de Bunt & Jeanne de Bruijn, "Comparative Research: Persistent Problems and Promising Solutions" (2006) 21:5 Int'l Soc 619 at 621.

[82] Otto Kahn-Freund, "On Uses and Misuses of Comparative Law" (1974) 37 MLR 1.

[83]Mark Van Hoecke, "Methodology of Comparative Legal Research" (2015) Law Method at 3

In carrying out this research, I intend to look beyond the law as merely formally written text in a bid to have a better understanding of what the law really is and how it actually functions in a society. Inso doing, this thesis will examine both the written text of the law as well as the corporate governance practices that have been recognized and carried on by other agents apart from the law. Thus, this thesis will primarily examine Nigerian and Canadian corporate governance framework on board gender diversity and their respective historical and cultural backgrounds.

In going beyond legal science, Michaels suggests that there is a need for contemporary comparative law to endorse extralegal sciences to achieve neutrality. He asserts that this will assist comparatists to develop a way of measuring the law.[84]For the purposes of this study, I will be implementing Michaels' call to "transnationalize" comparative law. This will entail not only examining existing legislative intervention in board gender diversity in Nigeria and Canada, but also considering the legislative history and the role played by non-state actors such as institutional investors in shaping both countries' board gender diversity corporate governance frameworks. It shall further compare the board composition and structure of these jurisdictions, the decision making of the board and how the laws in these jurisdictions reflect on board gender diversity. Finally, it shall compare the policies and rules put in place in these countries.

The effectiveness of the comparative methodology has however been challenged by scholars who believe that globalization has rendered comparative law useless.[85] Michaels debunks this view by reiterating the importance of comparative law and advocates for comparative law to take on a transnational approach by looking beyond the state, beyond positive law and beyond legal

---

[84] Ibid fn 64.

[85]Ralf Michaels, "Transnationalizing Comparative Law" (2016) 23:2 MJECL 352 at 358.

science. In looking beyond positive law, Michaels[86] suggests that comparative law needs to "take functional equivalents of positive law into account—cultural norms and societal practices, rituals, traditions etc." and that if such developments are ignored, our comparative law studies would "become both less accurate and less relevant".

In carrying out this research, I will also adopt a normative comparative approach. Monateri[87] explains that the normative approach is useful for comparing laws with the aim of highlighting policy goals. Accordingly, this research study will compare how both Nigeria and Canada have addressed board gender diversity. The result of this comparative analysis will inform recommendations that would foster the development of Nigeria's board gender diversity.

[86] Ibid.

[87] Monateri P.G., Methods of Comparative Law (Cheltenham, UK: Edward Elgar Publishing Limited, 2012) at 307-8.

CHAPTER 3

LITERATURE REVIEW

In industrialised countries such as the United Kingdom, the United States of America, and Canada, research on board gender diversity is routinely conducted. It's unsurprising that most developing countries and emerging markets have done very little research on the subject. This is due to gender-based inequality, which presents itself in numerous facets of social life, from family to political representation, playing specific roles in work and education, and is mostly due to differences in gender roles in traditional and modern societies of various countries. Gender diversity on boards has been an important legislative emphasis in many countries, as well as a source of heated debate in academic and professional literature on its implications on corporate governance and firm effectiveness.

The goal of this study is to look at the board of directors' composition and determine if women are appropriately represented in terms of board gender diversity in both the Canadian and Nigerian corporate governance frameworks. This research will examine how Nigeria and Canada have dealt with gender diversity in the boardroom. The findings of this comparative study will be used to produce recommendations that both countries can use.

This chapter discusses the definition of board gender diversity, the role of the board, and review writers' works on how gender diversity in the boardroom increases corporate effectiveness. Finally, this chapter shall review literature on gender diversity in the boardroom both in Canada and Nigeria and also take a peak on how board gender diversity is implemented in Africa and worldwide.

3.1 Definition of Board Gender Diversity

The term “board diversity” refers to all differences within the workforce including and not limited to differences in age, race, ethnicity, gender, sexual orientation, geography, independence, skills, expertise and experience, nationality and so on[88]. Creary et al expressed the term in relation to social (nationality, race, age, gender) and professional diversity. [89]While board diversity may generally be defined as the variety inherent in a board's composition, gender diversity may be considered as being among the issues that have generated more debate and controversy with regard to its influence on boardroom dynamics and on company effectiveness.

There is no primary definition of gender diversity in the boardroom as corporate governance framework of both Nigeria and Canada failed to define it. Gender diversity has been defined as the proportion of males to females in an organization that can affect the way in which they interact and behave with one another at the work place, and thereby impact the social and cultural environment.[90] This author defined this concept in relation to entrepreneurship and business generally but not specifically the boardroom. Gender diversity is thus usually not only a social or legal issue, but also a commercial case.

Gender representation on corporate boards of directors refers to the proportion of men and women who occupy board member positions.[91]Gender diversity in the boardroom has been

[88]Deloitte, “Diversity in the Boardroom”, (2015) Online: https://www2.deloitte.com/content/dam/Deloitte/za/Documents/governance-risk-compliance/ZA_Board_Diversity_1.PDF.
[89]Stephanie J Creary et al, “When and Why Diversity Improves Your Board’s Performance”, 2019, online: Harvard Business Review https://hbr.org/2019/03/when-and-why-diversity-improves-your-boards-performance/
[90]Nair, Suja R. "Women Entrepreneurship across Nations: Opportunities and Challenges" In *Handbook of Research on Entrepreneurship in the Contemporary Knowledge-Based Global Economy.* edited by Neeta Baporikar, 189-216. Hershey, PA: IGI Global, 2016.
[91] Osler

defined as the presence of female directors on the board of directors of corporations.[92] It was further defined by Perrault as the proportion of women on the board.[93] The most common definition given by authors on board gender diversity is the presence of female directors on the board. For the purposes of this study, I shall adopt same definition. To measure gender diversity on corporate boards, studies often use the percentage of women holding corporate board seats and the percentage of companies with at least one woman on their board.[94]

The importance of gender diversity in the boardroom cannot be overemphasized. Having women on boards encourages more creativity and innovation and encourages board members to consider a broad range of ideas and possibilities whereby they serve as role models and therefore improve female employees' performance and boost firms' images.[95]

3.2 Importance of the Board

The impact of increasing gender diversity in the boardroom is dependent upon the influence of the board.[96]Dhir provides some explanation for starting with the board when discussing the underrepresentation of women in the upper echelons of corporate Canada and its regulation. First, he notes that corporate law in Canada provides directors with a great deal of power and responsibility and places the board at the top of the corporate hierarchy. The primary legislation of corporate law in Canada is the Canada Business Corporations Act and it requires board

---

[92] Carter et al

[93] Perrault, Elise, "Why Does Board Gender Diversity Matter and How Do We Get There? The Role of Shareholder Activism in Deinstitutionalizing Old Boys' Networks" (2014) J Bus Ethics 128 10.1007/s10551-014-2092-0.

[94] James A Fanto, Lawrence M Solan & John M Darley, "Justifying Board Diversity Board Diversity and Corporate Performance: Filling in the Gaps" (2010) 89 NC L Rev 901 at 906; Sonja S Carlson, "Women Directors: A Term of Art Showcasing the Need for Meaningful Gender Diversity on Corporate Boards Student Scholarship" (2012) 11 Seattle J Soc Just [i] at 338.

[95]Shrivastav, Shikha. (2017). Gender Diversity in the Boardroom and Company Financial Performance: A Review of Research & Perspectives. JOURNAL OF IPEM. 11. 59-69.

[96] Aaron A Dhir, Challenging Boardroom Homogeneity (2015) at 28, 29 & 165.

members to be of certain age, have mental capacity, be financially stable and be Canadian residents. Also, the most important aspect of corporate oversight is bestowed only on the board. Examples of such include voting on mergers and acquisitions, approving financial statements and issuing dividends. The board is precluded from delegating some of these powers to management. The board also advises executives and provides important external networks and signal to the public.[97]

In Nigeria as well, the board of directors of a company is a very important organ not only responsible for management but also for adopting good corporate governance and practice in the company. The principal legislation that governs corporate law is Companies and Allied Matters Act (the "CAMA").[98]The law is that the board of directors is the sole organ of the company responsible for the management of the company.[99]The board is the most important decision making body of the company in Nigeria.

When there is a corporate governance failure or controversy, the board is frequently implicated. This is because management informs the CEO of any dangers or issues. Such risks or difficulties are presented to the board by the CEO in his report.[100] Thus, it can be argued that the board plays an important role in corporate governance. Its subsequent composition is of utmost importance in capital markets as well as corporate governance.

However, some authors do not agree with the above position and view the board's role as superfluous. On this view, the board's role is largely to sign off on the actions of management. Executives hold the true power. Directors do not have any impact on a company's performance

[97] Ibid
[98] Cap C20 Laws of the Federation 2004 (referred to as CAMA)
[99] Section 63(3) Companies and Allied Matters Act 2004.
[100] Jim Crocker, "Three Factors Driving Corporate Governance Failure" (2018) online <

and so the board's composition should make little difference either to individual corporate performance or to capital markets generally.[101] The argument posited is that if boards do not hold the true power, there is no need for gender diversity. However, it can also be said that if boards perform little task and do not hold the true power of a company, there is no disadvantage if women are represented on such boards.

Thus, to improve gender diversity in the corporate boardroom, the board is the most important place to begin. This is because the board is the centre of a company and a change in the boardroom would bring about an overhaul of the company. The board "offers a contained and sensible place to begin diversification initiatives".[102]

3.3 Gender Diversity and Firms Effectiveness

Firms' effectiveness is measured by effective decision making and strategy choices of members of the board of directors in a company. Several studies have been conducted to provide insight on gender diversity in boards of directors and its relation to effectiveness or corporate performance.

This raises an important question as to the connectivity between gender diversity in the boardroom and firms' effectiveness. Vast majority of research on gender diversity in the boardroom focus on the impact of gender diversity on firm financial performance and others focus on the impact of gender diversity on firms' performance or value. While some authors find that a positive relationship exists between board gender diversity and various measures of firm performance, others find a negative relationship, and still in others, results are inconclusive.

---

[101] Kimberly Krawiec, John Conley & Lissa Broome, "A Difficult Conversation: Corporate Directors on Race and Gender" (2014) Pace International Law Review 416 at 23.

[102] Aaron Dhir, Supra note 9.

Research has shown that gender diversity in the boardroom improves decision making, increases business outcomes and contributes effectively to an organizational bottom line and encourages innovation.[103]

According to Garcia, women directors not only bring gender diversity to the board but a diversity of skillset[104]. She noted that women are more qualified than men in many skills categories ranging from audit to strategic planning, technology, sales, risk management, legal matters, corporate social responsibility and human resources.[105]According to Li et al, board gender diversity has a favourable effect on a firm's performance in terms of the employer/employee relationship, which is linked to improved organisational performance.[106] In Spain, Abad-Diaz et al looked on the link between gender diversity and top management salaries. Their findings reveal that gender diversity has a beneficial impact on board effectiveness in terms of composition, structure, size, and function, as well as top manager compensation, all of which are linked to firm performance.[107]

According to the annual survey conducted by PWC[108], it was discovered that having gender diversity in the board brings about diverse views to diverse issues. It enhances strategy and risk oversight and improves the overall performance of the company. Women have been seen to be

---

[103]Dan Konisburge and Sharon Thorne, "Women in the boardroom: A Global Perspective", 6th edition Online: https://www2.deloitte.com/content/dam/Deloitte/global/Documents/Risk/gx-risk-women-in-the-boardroom-sixth-edition.pdf

[104]Anthony Garcia, "Director Skills: Diversity of Thought and Experience in the Boardroom", (10 October 2018), online: Harvard Law School Forum on Corporate Governance and Financial Regulation https://corpgov.law.harvard.edu/2018/10/10/director-skills-diversity-of-thought-and-experience-in-the-boardroom/.

[105] Ibid

[106]Li, Haishan& Chen, Peng,"Board Gender Diversity and Firm Performance: The Moderating Role of Firm Size" (2018) 27 Business Ethics A European Review.

[107]Abad-Diaz et al, "Does gender diversity on corporate boards reduce information asymmetry in equity markets?" (2017) 20 Business Research Quarterly 192.

[108]PWC Annual Corporate Directors Survey, Supra note 21

more diligent in attending board meetings, monitoring board performance and joining board committees and sub committees than their male counterparts.[109]

It has been expressed that one of the key barriers to gender diversity in the boardroom is inconsistent effort on the part of some countries.[110] Men have a crucial role to play in achieving gender diversity in the boardroom.[111] The culture of masculine men who still believe in stereotypes and traditional roles should be eradicated.[112] Women should be urged to attain board levels and where possible assume leadership roles on the board.[113] According to PWC, having more women in the board would likely give more attention to social issues like corporate social responsibility and environmental or sustainability concerns than male directors.[114]

On the negative side, dissenting view was made by Creary[115] who stated that gender diversity does not guarantee a better performing board and improve firms' effectiveness, rather the culture of the board is what can affect how well boards can perform their duties and oversee their firms. The author clearly believes in the board culture of the company. This position was somehow supported by Lori Hackbert who applied behavioral economics to explain gender gaps in the corporate world.[116] She explained that behavioral economics concepts of "bounded rationality bounded willpower, bounded self interest and endowment effect articulate the persistence and

---

[109]IrgeSener and Abubakar BalarabeKaraye, "Board Composition and Gender Diversity: Comparison of Turkish and Niigerian Listed Companies (2014) Procedia - Social and Behavioral Sciences 150 1002 – 1011.
[110] Sharon Thorne and Dan Konigsburg, "Gender Parity in the Boardroom won't happen on its own" (2020) HBR.
[111]Dilitrust, "Gender Diversity in the Boardroom: How do men play a crucial role" (2020), Online: https://www.dilitrust.com/en/blog/gender-diversity-in-the-boardroom-how-do-men-play-a-crucial-role/.
[112] ibid
[113] ibid
[114]PWC Annual Corporate Directors Survey, "The gender divide: Where views on Governance differ'' 2019,online: https://www.pwc.com/us/en/services/governance-insights-center/assets/pwc-2019-annual-corporate-directors-survey-gender-report-v2.pdf
[115]Stephanie J Creary et al, Supra note 14.
[116]Lori Anne Heckbert, "Closing the Gender Gap in Corporate Advancement: Insights andSolutions from Behavioral Economics", (2018) 35 Windsor Y.B. Access to Jus. 187 (WestLawNext).

perceptions about gender gap in the corporate world"[117]. She further asserted that gender gaps can be closed through behavioral and organizational culture change.[118]

Chapple and Humphrey compared the performance of organisations with gender diverse boards versus those with homogeneous boards using a market-level approach. They found no evidence of a substantial link between gender diversity on boards and performance in general.[119]Gregory-Smith et al also did not find any link between gender diverse boards and firm performance measures, and argued that proposals favoring board diversity should be structured around the moral value of diversity and equal opportunity, rather than the expectation of improved company performance.[120]

Though the results are conflicting, the author posits that women possess unique characteristics that can positively increase the growth and development of a company and they can also make informed strategic decisions. [121]

3.4 Gender Diversity in the Boardroom in Canada

There has been under-representation of women in the corporate boardroom in Canada as this does not reflect the current labor market availability[122]. It has been reported that 56.8% of

---

[117] Ibid.
[118] Ibid.
[119]Larelle Chapple & Jacquelyn Humphrey, "Does Board Gender Diversity have a Financial Impact? Evidence Using Stock Portfolio Performance" (2013) 4 J Bus Ethics 122.
[120] Gregory-Smith et al, "Appointments, Pay and Performance in UK Boardrooms by Gender" (2014) 124 Econ J 574: Fernadez- Temprano et al, "Types of Director, Board Diversity and Firms Performance" (2020) 20.2 Corporate Governance International Journal of Business in Society.
[121]Adebimpe Lincoln, Oluwatofunmi Adedoyin, "Corporate Governance and Gender Diversity in Nigerian Boardrooms (2012) 6:11 International Journal of Humanities and Social Sciences.
[122] Aaron A. Dhir "Towards a Race and Gender-Conscious Conception of the Firm: Canadian Corporate Governance, Law and Diversity", (2010), 35 Queen's LJ 569 - 624.

companies in Canada have no women on the board[123]. According to Canada Statistics Regulator, in a report by TSX-Companies, women represent a total of 18.2% in the corporate board as at 2019[124]. In a study of gender diversity in private company boardrooms[125], it was discovered that 60% of companies do not have a single women on the board, only 7% of board seats were occupied by women, the directors' seat which was occupied by 80% of executives and investors, only 5% were held by women.

One study found that 51% of director respondents believed that a lack of diversity of thought was a barrier to innovation and growth of the Canadian economy[126], and a recent Institutional Shareholder Services (ISS) global survey revealed that over 80% of investors think all-male boards are problematic[127].

It has also been shown that since Canada introduced the diversity disclosure requirements in 2015, there have been an increase in women representation on corporate boards by 5% since 2018[128]. Another study provided that the percentage of female directors on the board as at 2019 was 29.1%[129]. A reason for the under-representation of women boardroom in Canada was described as the "pool problem" by a Ronald Burke which literally means "the shortage of qualified women".[130] This was further explained by Aaron Dhir. However, this position does not

---

123 Advisors Edge, "StatsCan Finds Women are Under-represented on all Corporate Boards, Including Private Companies", (2019), online: https://www.advisor.ca/news/industry-news/statscan-finds-women-are-underrepresented-on-all-corporate-boards-including-private-companies/.
124 Andrew MacDougall et al, "2019 Diversity Disclosure Practices Report – Women in Leadership Roles at TSX-listed Companies" (2019), online: https://www.osler.com/en/resources/governance/2019/2019-diversity-disclosure-practices-report-women-in-leadership-roles-at-tsx-listed-companies.
125 Gene Treare, "2019 Study of Gender Diversity in Private Company Boardrooms" (December 2019), Online: https://news.crunchbase.com/news/2019-study-of-gender-diversity-in-private-company-boardrooms/.
126 Institute of Corporate Directors, Environics "2017 Director Outlook Study", 2017
127 2018 Governance Principles Survey – ISS, September 18, 2018
128 Ibid.
129 Olga Emelianova and Christina Milhomen, "MSCI Women on Boards 2019 Progress Reports", Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.
130 Aaron A. Dhir, Supra note 33

reflect true state of affairs because there are well educated and qualified women in Canada. In 2018, the Canadian Board Diversity Council (CBDC) released an annual list of 50 highly qualified and diverse candidates in search of board positions and 44 out of 50 were women[131]. According to the data that has been shown, it is seen that progress is made but[132] very slow compared to other developed jurisdictions like Norway and Australia.

In a research to track board diversity globally, Canada was among the countries placed on the list of champions[133]. This means countries making significant progress in gender diversity on the board. The criteria for meeting this target is as a result of Canada having at least one woman in 60% of company's board, having 15% of female new hires and two or three women on 30% of company's board[134]. The study further stated that in order for companies to attain gender diversity on the board, there should be at least three women on that board[135]. The MSCI study conducted also discovered that having at least three women on the board would bring about gender diversity in the boardroom[136].

It can be seen that gender diversity in the board is still a prominent issue in Canada and there is work in progress being carried out to achieve gender diversity in the board. This can be seen in the "comply and explain" diversity requirements for companies listed under the Toronto Stock

---

[131]PhaseNyne, "Diversity 50: PhaseNyne Announces New Cohort of 50 Diverse Candidates to Impact Canada's Corporate Boards and Improve Global Competitiveness" (2018) Online: https://www.newswire.ca/news-releases/diversity-50-phasenyne-announces-new-cohort-of-50-diverse-candidates-to-impact-canadas-corporate-boards-and-improve-global-competitiveness-669542843.html.
[132]MellisaBennando, "How Canada Stacks Up on Women's Representation on Corporate Boards", (2019), CBC News, Online: https://www.cbc.ca/news/business/women-corporate-boards-globally-1.5131113.
[133] Cynthia Soledad et al, "2018 Global Board Diversity Tracker, Who's Really on Board?" (2018), Online: <https://www.egonzehnder.com/global-board-diversity-tracker>.
[134] ibid
[135] ibid
[136] Olga Emelianova and Christina Milhomen, Supra note 37.

Exchange[137]. Institutional investors are not left out as they have been clamoring for more female representation in the boardroom through proxy voting guidelines[138]. There was also an amendment to the national instrument requiring companies to disclose policies put in place for female representation on the board[139]. Unfortunately, progress has been slow because the diversity disclosure rules are not based on a true "comply or explain" model. However, it is safe to conclude that the diversity disclosure requirement is a good step in the right direction for Canada because progress is made to ensure gender diversity in the boardroom.

In a journal article written by Dunn, he stipulated that Canada can achieve gender diversity in the boardroom through legislation and encouraging woman to develop knowledge and skills especially in the areas of banking and law.[140] However, there is no general approach in achieving gender diversity in Canada. In some countries, mandatory quotas have improved board gender diversity while in others, voluntary targets and corporate governance recommendations have increased board gender diversity. The most appropriate approach to achieve gender diversity in Canada is to ensure that there is at least three qualified females present in every board of a company[141] and this can be achieved through the use of mandatory quota prevalent in Norway[142].

The current literature examined Canada's approach to achieving gender diversity in the boardroom, as well as its progress thus far. Despite various attempts to promote board gender diversity, women are still underrepresented in boardrooms, according to the findings of the

---

137 Osler, Hoskin and Harcourt LLP, "Board Diversity Disclosure: A gender gap still exists but is there a change on the horizon?" Online: https://www.osler.com/en/resources/in-focus/board-diversity-disclosure-a-gender-gap-still-exi.

138 Ibid

139 ibid

140 Paul Dunn, "Breaking the boardroom gender barrier: The human capital of female corporate directors" (2012) J Manag& Gov, 16(4), 557-570. doi:http://dx.doi.org.ledproxy2.uwindsor.ca/10.1007/s10997-010-9161-2.

141 Supra note 37

142 Aaron A. Dhir, "Challenging Boardroom Homogeneity: Corporate Law, Governance and Diversity" (Newyork, Cambridge University Press, 2015) at 17

literature review. The majority of current study is quantitative, focusing on specific features such as age, board size, and other factors rather than the whole profiles of board members. The qualitative study concentrated on the hiring process and individual perspectives of board members.As a result, there is a gap in doctrinal-based research that analyses thelegislative history of board gender diversity, examines the existing codes and framework of corporate governance in Canada as well as the role played by institutional investors and proxy firms in developing Canada's corporate governance framework.

3.5 Gender Diversity in the Boardroom in Nigeria

It is worthy to note that there are dearth resources on this topic in Nigeria as most resources are old and outdated. According to data collated by World Bank, Nigeria ranks 87 out of 187 countries on the global ranking on women in the workforce[143]. The major reason for the underrepresentation of women stems from the traditional and cultural beliefs of the country as it is highly patriarchal and believes in traditional roles[144]. Culture plays a very important role in the under-representation of women on the board of a company[145]. Another reason for the disproportionate representation of women in the boardroom is that men tend to always occupy the senior managerial position which is often a prerequisite for board membership.[146] The average Nigerian woman works in an unsupportive environment and finds it difficult to balance family responsibilities and career life.[147] In a survey carried out by DCSL in 2017 on 132 diverse

---

[143] Council on Foreign Relations, "Women Workplace Equality Index" (2018) Newsletter, Online, https://www.cfr.org/legal-barriers/.

[144]EnaseOkonedo, in Franklin N Ngwu et al, eds, "Enhancing Board Effectiveness: Institutional, Regulatory, and Functional Perspectives for Developing and Emerging Markets", 1st ed (Routledge, 2019) at 330.

[145]IrgeSener and Abubakar BalarabeKaraye, "Board Composition and Gender Diversity: Comparison of Turkish and Niigerian Listed Companies (2014) Procedia - Social and Behavioral Sciences 150 1002 – 1011.

[146] A. Lincoln and O. Adedoyin, "Corporate Governance and Gender Diversity in Nigerian Boardrooms" (2012) 6:11 international Journal of Humanities and Social Sciences.

[147]Ibid

companies, an analysis of the collated data indicate that female directors occupy only 14% out of the 915 directors on the boards of these companies.[148] Every other director on the board was the male counterpart. This is a major underrepresentation of women on the board.

In 2019, a recent study carried out on diverse business sectors in Nigeria by International Financial Corporation, participants to the interview unanimously agreed there was gender imbalance in the boardroom and they also considered women to be at a greater disadvantage because of social and cultural restraints, family obligations and lack of support.[149] Study has shown that women knowingly avoid promotion to top executive position because of emergency travels and strenuous time schedule.[150] Yemisi et al noted that it would be difficult for women to attain executive positions in the board of a company and thus would continue to remain in "purgatory" until the culture frees them[151]. Gender diversity can be achievable in the boardroom in Nigeria not only by implementing policies and guidelines but also eradicating the social and cultural norms prevalent in the society.

It is worth noting that research on this topic in Nigeria has failed to look into the possibility that the insufficiency of Nigeria's corporate governance legal framework is a major reason for women's underrepresentation in the boardroom. Several studies have pointed to Nigerian society's patriarchal and cultural attitudes as the cause of women's underrepresentation on boards.Similarly, the bulk of studies in Nigeria on gender diversity in the boardroom do not provide an explicit theoretical framework to investigate the issue at hand. In recent

[148] DCSL Corporate Services Limited, "Gender Diversity on Corporate Boards in Nigeria" (2017), Online, <https://portal.dcsl.com.ng/data/resources/_1584619088_T8KAZ5Y7L6.pdf>.

[149] International Finance Corporation, "Women on Boards in Nigeria" (2019), Online, https://www.ifc.org/wps/wcm/connect/7f01fe3c-21e2-4653-98f6-b82e0f8833cb/Women_on_Boards_in_Nigeria.pdf?MOD=AJPERES&CVID=mLyez0p.

[150] A. Lincoln and O. Adedoyin, Supra note 58.

[151] A. Lincoln and O. Adedoyin, Supra note 58.

investigations, some of the theoretical frameworks discussed have lost traction (social network theories).

3.6 Reasons for the board gender gap

The major root or cause of women's under-representation in the boardroom in Africa, particularly Nigeria, is socio-cultural or patriarchal factors. The attitude toward women in Nigeria can be described as a traditional African mindset that stifles women's initiation. Furthermore, limitations, religion, unemployment, and the never-ending family chores and duties to which women are committed sometimes obstruct access to equal opportunities for men and women.[152]Due to a lack of employment prospects, financial resources, and assets and possessions, women are subjected to poverty oppressive policies and are regarded weak economic agents.[153]The ‘glass ceiling,' the ‘double-barrel load,' and the ‘queen bee' are all phrases used to characterise these impediments.[154] The glass ceiling refers to the invisible yet ubiquitous hurdles that prohibit women from progressing further up the corporate ladder.[155] The perceived contradiction between women's biological/social duties and their work ambition is referred to as the "double-barrel burden."The metaphor of the 'queen bee' alludes to top-level women's unwillingness to help other women get to the top of the corporate ladder.[156]

---

[152] A. Lincoln and O. Adedoyin, Supra note 58.
[153] Ibid.
[154] David Olusegun Sotola, “Women On Corporate Boards in Africa: Beyond Tokenism (2019), online <https://www.researchgate.net/profile/Sotola-O/publication/335207083_Executive_summary_Women_on_Corporate_Boards_in_Africa_Beyond_Tokenism/links/5d56b19892851cb74c7005b9/Executive-summary-Women-on-Corporate-Boards-in-Africa-Beyond-Tokenism.pdf>.
[155] Ibid
[156] Ibid

On the other hand, the under-representation of women in the boardroom in Canada does not stem from lack of interestor the "pool problem" as suggested earlier by Burke[157], It is, however, the result of an inadvertent business culture that reinforces gender stereotypes. Stereotypical beliefs limit acknowledgement of women's leadership qualities and effectiveness.[158]The question that arises is, are these reasons sufficient to justify a stronger regulation on the part of Canada and a coherent regulatory framework on the part of Nigeria? These questions may be answered not only in terms of fairness,equality and social justice but also in terms of the benefits of having women on the board to reduceagency costs, facilitates access to untapped resources, networks and serve as an external linkage to the firms, and improve performance of the company.

3.7 Approaches to Board Gender Diversity – The Nigerian Landscape

In some African business boardrooms like Nigeria, Ethiopia and Morocco, women are significantly underrepresented. Gender diversity in these countries especially Nigeria boardrooms is a herculean task due to the existing patriarchal attitude as well as cultural and traditional beliefs. Culture has a significant influence in keeping women from realising their full potential. A patriarchal society denies women the opportunity to flourish in any field.According to the African Development Bank (ADB), only 12.7% of corporate board positions in Africa are filled by women.[159]At least one woman serves on the board of directors in the majority of African enterprises.[160] However, roughly one-third (32.9 percent) of African firms have no women on their boards, and another one-third (33.6 percent) have only one female director,

---

[157] Aaron, Supra note 118.
[158]Loprespub, "Women's Representation on Corporate Boards in Canada (2015) online: <https://hillnotes.ca/2015/03/05/womens-representation-on-corporate-boards-in-canada/>.
[159]AfDB (African Development Bank), "Where are the Women Inclusive Boardrooms in Africa's Top Listed companies? 2015 online:<https://www.afdb.org/fileadmin/uploads/afdb/Documents/Publications/Where_are_the_Women_Inclusive_Boardrooms_in_Africa%E2%80%99s_top-listed_companies.pdf>.
[160] Ibid.

indicating that the majority of African companies have very few women on their boards.[161]According to the ADB analysis, some African companies, such as Kenya's Safaricom (mobile phone behemoth), East African Brewies, and South Africa's Sasko (food makers), have more than 30% female representation on their boards. While this is a significant representation, it falls far short of accurately portraying women's contributions to Africa's economy as a whole.[162]In Africa, studies have been conducted to track the advancement of women on corporate boards. Rwanda has one of the greatest ratio of women on corporate boards in Africa, according to a 2019 study.[163] Rwandan women have risen above disputes and hardships since the genocide in 1994, and now hold many board posts in Rwanda. Women represent 30% of all boards' members in public companies.[164]

Following Rwanda closely is Kenya with female representation at 20% which outlines the Code of Corporate Governance Practices for Listed Companies in Kenya and requires companies to take gender into consideration when appointing board members of a company[165] and has made it mandatory for all listed companies to report the number of women serving on their boards at their annual meetings.[166]South Africa has 19.8% of women on corporate boards[167] and provided in the Johannesburg Stock Exchange (JSE) that JSE-listed companies disclose their targets for gender and race representation at the board level as well as the progress made against these targets.[168]

---

[161] Ibid
[162] Ibid
[163] David Olusegun Sotola, Supra note142.
[164] Ibid.
[165] The Capital Markets Act (Cap. 485a), Code of Corporate Governance Practices for Public Listed Companies in Kenya, 2015
[166] Ibid
[167] David Olusegun Sotala, supra note 58.
[168] Johannesburg Stock Exchange, JSE Limited Listings Requirements, 2019.

According to new study from the International Monetary Fund, most African countries, including major African economies such as Nigeria, Ethiopia, and Morocco, ranks in the bottom half of the world for gender equality.[169]

Even in the political sphere, there is no gender parity in most African countries. There are notable variances among the continent's 54 countries, with Rwanda having the greatest female legislator participation in the globe at 61 percent, compared to Nigeria's 6%.[170] This shows that Nigeria is lagging far behind in achieving gender parity in its entirety, both in the boardroom and in politics.

Although mandatory quotas are effective in increasing the representation of women on the corporate boards, many African countries have taken proactive steps to increase female representation on boards without mandatory quotas. This was done by legislating or incorporating gender elements in regulatory policies. For instance, Kenya and South Africa constitutionally reserve board positions for women in state-owned enterprises.[171]

3.8 International Approaches to Board Gender Diversity

Catalyst reports incremental increase in female representation among S&P 500 companies in the United States in 2020: Women currently hold 21.2% of directorships[172], which indicates a meager 2.1% increase since 2014.[173] In Brazil, women directors are rarer to find, as they only comprise about 5% of Brazilian directors in the GMI Rating sample, a figure which is below the

[169]World Economic Forum, "Global Gender Gap Report", (2018) Online:<http://www3.weforum.org/docs/WEF_GGGR_2018.pdf>.

[170] Thomas Reuters, "Africa lags on 2030 global goal of gender parity in politics", (March 18 2021), Online: https://www.reuters.com/article/us-africa-women-politics-idUSKBN2BA2DR.

[171] AFDB, Supra note 140

[172] Catalyst Report, "Women on Corporate Boards: Quick Take" (2020), online <https://www.catalyst.org/research/women-on-corporate-boards/>.

[173] Ibid.

emerging markets collective percentage of 7.4%.[174] Currently in Brazil is a bill pending in the Brazilian Senate that would impose a 40% female quota on the boards of state-owned enterprises by 2022.[175]

In contrast to the above, Australia has been more proactive than many other countries in increasing the number of women on boards.[176] By August 2014, there were 18.3% of female directors on ASX 200 boards, up from 8.3% in 2008.[177] There has been significant improvement in the percentage which has nearly tripled from 10.7% in 2010[178]

To boost the board gender diversity in the corporate sector and promote boardroom heterogeneity, many countries across the globe, especially in Europe, have introduced laws mandating that a specific number of corporate board seats be filled by women.[179] This is one of the major reasons Europe is currently leading the globe on gender diversity on boards. An example is Norway. In 2004, Norway was the first country that provided a compulsory 40% representation of female directors on the board of publicly limited liability companies. Following Norway's lead are countries such as Germany, France, Italy, Belgium while other countries like Finland, Netherlands, Spain, Sweden, UK have all passed voluntary targets for female representation ranging from 25% to 40%. France, Sweden and Norway currently lead the

---

[174] Gladman Kimberly & Michelle Lamb, "Governance Metrics International Ratings: Women on Boards Survey" (April 2013), online <http://www.gmi3d.com/>.
[175] Matt Orsagh, "Women on Corporate Boards: Global Trends for Promoting Diversity" (24 September 2014), online <https://blogs.cfainstitute.org/marketintegrity/2014/09/24/women-on-corporate-boards-global-trends-for-promoting-diversity/>.
[176] Ibid.
[177] Ibid.
[178] Ibid.
[179] Deloitte, "Women in the Boardroom: A Global Perspective" (2019) Online <https://www2.deloitte.com/global/en/pages/risk/cyber-strategic-risk/articles/women-in-the-boardroom-global-perspective.html>.

developed world in their percentage of female directors with 44.3%, 39.6% and 39.2%, respectively.[180]

3.9 Countries Legislative Approach to Board Gender Diversity

3.9.1 *Mandatory Quotas*

It is believed that gender quotas have brought about a greater diversity in the board in some countries while in other countries, setting targets and corporate governance recommendations have brought about greater diversity in the boardroom.[181]The idea of mandating gender quotas on corporate boards has its controversy. It has been claimed that "mandatory quotas are necessary to overcome existing 'demand-side' barriers and reverse the persisting discrimination of female candidates".[182]Opponents of mandatory quotas are concerned that perceptions of unfairness will lead to resentment.[183]Research suggests that mandatory quotas might influence the board structure, board size, number of new members, leadership styles and also individual attitudes, team dynamics, and group decision making process.[184] These features are important while evaluating whether corporate governance will benefit from mandatory quotas.

In 2014, the German coalition government passed legislation requiring that corporate board be comprised of at least 30% women by 2016 (or else the seat would be left vacant). In Germany,

---

[180] Olga Emelianova& Christina Milhomen, "MSCI Women on Boards 2019 Progress Reports", Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.
[181] Dan and Sharon
[182]Gorriz, Carlos, "Women on Boards: A European Proposal" 14 Global Jurist.
[183] Six Degrees Executive, "Is it Time to Stop Arguing against Gender Quotas?" (February 2019) Online <https://www.sixdegreesexecutive.com.au/blog/2019/02/is-it-time-to-stop-arguing-against-gender-quotas#:~:text=Opponents%20to%20quotas%20are%20concerned,to%20ensure%20'diversity'%E2%80%9D>.
[184]Leszczynska, M., "Mandatory Quotas for Women on Boards of Directors in the European Union: Harmful to or Good for Company Performance?" (2018) 19 Eur Bus Org Law Rev 35.

women now hold 33.3% of total director board's seats.[185] Even in the United States, where gender board quotas were often deemed impossible by corporate governance experts, the state of California passed a law in 2018 (Senate Bill No. 826) that required public companies to have at least one female director by the end of 2019.[186] The law also requires that public company boards have a minimum of two women on five-person boards, and a minimum of three women on six(or more)-person boards by the end of 2021.[187]Other countries operating the quota system are Norway and France.

While mandatory quotas are thought to improve fundamental gender equality,[188]sparking social and cultural change that leads to higher gender equality is a difficult process.Change is viewed as a collaborative societal activity that requires broad society support as well as situational 'fit'.[189]Moreover, the design of the laws might affect their mandate for change.[190]As a result, research reveals that mandatory designs differ, and the contexts in which they operate hint at acceptability and change potential.[191]

Mandatory quotas, as implemented in Germany, should be applied equally in Nigeria and Canada, resulting in increased diversity as well as a more professional and formal approach to board selection. In Canada, legislation has attempted a voluntary approach, which has had little impact over the years due to slow progress.Legislation should be enacted to provide for a short-

---

[185] Olga Emelianova& Christina Milhomen, "MSCI Women on Boards 2019 Progress Reports", Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.

[186]Greene et al, "Do board gender quotas affect firm value? Evidence from California Senate Bill No. 826" (2020) 60:C J Corp Fin.

[187] Ibid.

[188]Seierstad et al, "Increasing the Number of Women on Boards: The Role of Actors and Processes" (2017) 141 J Bus Ethics 289.

[189] Burnes B., "No such thing as….a "one best way" to manage organizational change" (1996), 34 Mgmt Dec.11.

[190] Hughes M. et al, "Gender Quotas for Legislatures and Corporate Boards, (2017) 43 Annual Review of Sociology 331.

[191]Lepinard, E & Rubio- Marin, "Introduction, Completing the unfinished task? Gender Quotas and the Ongoing Struggle for Women's Empowerment in Europe" in Lepinard E. and Rubio- Marin (eds), *Transforming gender citizenship, the irresistible rise of gender quotas* (London: Cambridge University Press, 1)

term goal of increasing the number of women on boards of directors. The longer-term goal is to achieve gender balance on the board through diffusion effects. Higher diversity and capabilities are seen in organisations that are compelled by national legislation to have significant female representation on their board of directors.Nigeria, on the other hand, does not appear to have been successful in combating this problem as a result of incoherent legislative framework. As a result, quotas should be implemented to ensure that skilled women are not barred from boardroom roles due to their gender. Women's under-representation in prominent positions is addressed by quotas, which make it perfectly acceptable for women to take on a variety of jobs, including those in the corporate boardroom.

3.9.2 *Voluntary Approach*

The assumption behind ‘comply-or-explain' corporate governance codes is that requiring companies to disclose will lead to the investment market enforcing code principles. The idea is that there is a market for good governance: investors will evaluate each company's disclosures, and good governance will be reflected in the share price.[192]In other words, the idea is predicated on the notion that "shareholders will view non-compliance or non-compliance with inadequate explanations adversely."[193] This approach is prevalent in Canada, UK, Australia, Hong-Kong and so on. Despite the establishment of a “comply or explain” disclosure policy in Canada to promote gender diversity on boards of directors, 45% of firms still have no women on their

[192]Klettner Alice, “Corporate Governance Codes and Gender Diversity: Management-Based Regulation in Action” (2016) 39 The University of New South Wales law journal 715.
[193] Ibid

boards of directors.[194]Despite considerable research and numerous diversity programs, gender representation in business leadership and the workforce remains a chronic issue.[195]

The research clearly shows that quotas and penalties for non-compliance are the only way to ensure fast change. If we assess success by an increase in women's representation on corporate boards, compliance-or-explain and other disclosure-based approaches have been far less successful than quotas. Before National Instrument 58-10 Disclosure of Corporate Governance Practices was amended to include the principles of disclosure requirements, Canadian Securities Administrators were aware that the “comply or explain” approach or voluntary target would be insufficient in achieving gender diversity in the boardroom. In their Consultation Paper, they gave a full summary of multinational board diversity efforts, including particular terminology from policies used around the world[196] and noted that a comply-or-explain policy without concrete benchmarks is ineffective in increasing the number of women on boards.

[194] CSA Multilateral Staff Notice 58-308 Staff Review of Women on Boards and in Executive Officer Positions – Compliance with NI 58-101 Disclosure of Corporate Governance Practices, September 28, 2016.
[195] Ibid
[196] Disclosure Requirements Regarding Women on Boards and in Senior Management, OSC Staff Consultation Paper:58-401 (30, July 2013)[Consultation Paper] 2.

CHAPTER 4

ANALYSIS OF CORPORATE GOVERNANCE FRAMEWORK ON GENDER DIVERSITY IN NIGERIA AND CANADA

4.1 Evolution of Corporate Governance in Canada

Canada like Nigeria operates a federal system of government. The founding of the Hudson Bay Company,[197] Royal African Company[198] and British North America can be said to have started the history of corporate governance in Canada. The trade between the West Indies, Africa and England was handled by these three companies. On May 2 1960, the Hudson Bay Company was established by Royal Charter and was in some ways run in a similar fashion to the modern corporation.[199] The royal charter was subsequently phased out in favour of the use of letters patent for company formation, which finally led to incorporation by registration.[200] Following that, the federal government, ten provinces, and three territories implemented corporate legislation that allowed corporations to be formed through registration.[201]

A number of reforms were enacted as a result of committees formed to strengthen Canada's corporate governance system.[202] The Dickerson committee was established by the federal

---

[197] Elle Andra-Warner, Hudson's Bay Company Adventures: Tales of Canada's Fur Traders (Heritage House Publishing, 2011) at 30.

[198] William A Pettigrew, Freedom's Debt : The Royal African Company and the Politics of the Atlantic Slave Trade, 1672- 1752. (Chapel Hill: University of North Carolina Press, 2016) at 11.

[199]Fenner L Stewart, "A History of Canadian Corporate Law: A Divergent Path from the American Model?" in Harwell Wells, ed, Research Handbook on the History of Corporate and Company Law (Massachusetts: Edward Elgar Publishing, 2018) at 454.

[200] Ibid

[201] Taylor R Gray, "A Corporate Geography of Canada: Insights into a Multi-Jurisdictional Model of Corporate Governance." (2010) 41:4 Growth Change 467 at 473

[202] Stéphane Rousseau, "Canadian Corporate Governance Reform: In Search of a Regulatory Role for Corporate Law" in Janis Sarra, ed, Corporate Governance in Global Capital Markets (Vancouver: UBC Press, 2014) at 3.

government in 1967 to study the federal business law.[203] The Dickerson Report was produced after the committee completed its review.[204] The study included, among other things, oppression remedy recommendations for the protection of minority shareholders and stakeholders. These suggestions were accepted with modifications and led to the promulgation of the Canadian Business Corporations Act (CBCA).[205] Following this, the majority of the provinces changed their company laws to reflect the CBCA's rules.

The Canadian diversity policy rose as a result of social justice concerns about the underrepresentation of women on boards. These concerns were identified long before amendments to NI 58-101F1 were implemented. Senator Celine Hervieux-Payette attempted several times, prior to the NI 51-101 amendments, to pass federal legislation that would have imposed mandatory female quotas on public corporation boards.[206]

Hervieux-Payette introduced the first of four nearly identical bills in 2009, all with the goal of increasing women's representation on corporate boards in Canada. Bill S-238[207] was the first of these, introduced in the aftermath of the financial crisis and during the time when the US Securities and Exchange Commission was putting in place its diversity disclosure policy and creating regulations to execute it. This bill proposes amending the CBCA to include a clause requiring distributing corporations to have boards constituted of at least 40% males and 40%

---

[203] PM Vasudev, "Corporate Stakeholders in Canada - An Overview and a Proposal" (2014) 45:1 Ottawa L Rev 137 at 146.

[204] Robert WV Dickerson, John L Howard & Leon Getz, Proposals for a New Business Corporations Law for Canada (Ottawa: Information Canada, 1971)

[205] *Canada Business Corporations Act*, RSC 1985, c C-44.

[206] *Debates of the Senate*, 41st Parl, 2nd Sess, No 149 (1 May, 2014) at 1430 (Hon Celine HervieuxPayette)["Senate Debate May 2014"].

[207] Bill S-238, An Act to establish gender parity on the board of directors or certain corporations, financial institutions and parent Crown corporations, 2nd Sess, 40th Parl, 2009, cl 2.

women, among other things.[208] A “distributing corporation” is defined as a reporting issuer, or a corporation who has filed a prospectus in Canada or outside, a corporation which has publicly traded shares, or one which is involved in an amalgamation with a distributing corporation.[209] The preamble of this bill lists a number of reasons why women should be fairly represented on corporate boards.

The first is that women are considered consumers as well as members of the corporate community. The second point is that many women in Canada possess the necessary qualifications and expertise to serve as directors.[210] Aside from stating that there is no pool problem, the preamble claims that women deserve to be fairly represented in the economy because they are active participants.[211] Regrettably, this Bill was not passed.

Bill S-206[212], sponsored by Senator Hervieux-Payette, was nearly identical to Bill S-238. Bill S-206 has the same long title, preamble, and relevant parts as Bill S-238. Senator Hervieux-Payette spoke in favour of this bill in nearly the same way she spoke in support of Bill S-238. This time, a senator added her voice to the debate. Senator Linda Frum stated that there has been an increase in the number of women on boards without the involvement of the government, and that if the law is implemented, it will establish "gender police."[213] This is a rather poor argument against Bill S-206, considering it is based solely on opinion and not on facts. In the Senate, Bill S-206 did not make it past the second reading.

---

[208] Ibid
[209] Section 2 of the Canada Business Corporations Regulations, 2001 (SOR/2001-512).
[210] Supra note 11.
[211] Ibid
[212] Bill S-206, An Act to establish gender parity on the board of directors or certain corporations, financial institutions and parent Crown corporations, 3rd Sess, 40th Parl, 2010.
[213] *Debates of the Senate*, 40th Parl, 3rd Sess, No 17 (28 April 2010) at 413 (Hon Linda Frum)[“Senate Debate April 2010”].

Senator Hervieux-Payette introduced Bill S-217 in 2014, which was titled "An Act to Modernize the Composition of the Boards of Directors of Certain Corporations, Financial Institutions, and Parent Crown Corporations, and to Ensure the Balanced Representation of Women and Men on Such Boards."[214] This bill, too, failed to pass in the Senate. If it had been successful, the CBCA would have been changed to include a part demanding that distributing corporations have at least 40% of each gender represented on their boards, similar to the other bills mentioned.

C-473 was also a private member's bill introduced in the House of Commons by Anne-Marie Day. C-473 would establish a 50 percent quota for women on Crown company boards, which would be phased in over six years. Day confirmed that only 27% of Crown corporate directors are women, and she cited Quebec's achievements in significantly boosting women's representation on boards. The response from other senators was critical and ambiguous, with the parliamentary secretary for the status of women, for example, stating that "the voluntary method is the best approach."[215] In its second reading, the bill was defeated with 125 votes in favour and 151 votes against.[216]

In Canada's situation, a parliamentary session on board gender diversity was organised to hear views and ideas on the subject. Even though Celine and Day's initiatives were not passed, they demonstrate that legislative efforts to enhance female participation on the board were considered and debated, which a positive step in the right direction.

---

[214] 2nd Sess, 41st Parl, 2014 (first reading 26 March, 2014).
[215]Chandler Andrea. "Women on Corporate Boards: A Comparison of Parliamentary Discourse in the United Kingdom and France." *Politics & Gender* 12, no. 3 (June 13, 2016): 443–68. doi:10.1017/S1743923X15000574
[216] House of Commons Debates, Edited Hansard, vol. 147, no. 42, February 5, 2014, http://www.parl.gc.ca/HousePublications/Publication.aspx?Pub=Hansard&Doc=42&Parl=41&Ses=2&Language=E&Mode=1 (accessed April 22, 2021).

4.1.1 Board Composition and Role of the Corporate Board

There are still divergent views about the board importance in relation to the overall effectiveness of the firm. In common law, the boards were merely seen as agents of a company.[217] However, in recent times, the expectations from the board have expanded rapidly. Whether or not there would be an impact in increasing board diversity or a regulation or legislative framework solely depends on the board.[218] When discussing the underrepresentation of women in the higher echelons of corporate Canada and the regulation of this situation, Dhir justified the relevance of the board.[219] He claims that Canadian corporate law gives directors a lot of power and responsibility, putting the board of directors at the pinnacle of the company hierarchy.[220] This is the position of many jurisdictions today. The board is seen as the alter-ego of the company. The Canada Business Corporations Act (CBCA), as well as provincial regulations, stipulate that board members must be of a specific age, financial standing, and mental ability, with at least a quarter of the directors being Canadian residents.[221] Furthermore, directors are responsible for a variety of critical components of corporate governance, including voting on mergers and acquisitions, approving financial statements and bylaws, and awarding dividends, all of which they are barred from delegating to management.[222] The board is equally responsible for monitoring management and approving the actions of management.[223]

---

[217] Stikeman Elliot LLP, "Directors and Officers in Canada" (2018) Online: <file:///C:/Users/BLESSING%20PC/Downloads/Directors%20and%20Officers%20in%20Canada.pdf>.
[218] Aaron A Dhir, "Challenging Boardroom Homogeneity" (2015) at 28, 29 & 165.
[219] Ibid
[220] Ibid
[221] Canada Business Corporations Act RSC, 1985, c-C44, sections 105(1), 105(3), and 106(3) ["CBCA"]; Ontario Business Corporations Act RSO, 1990 c B16, sections 116(1), 127, and 133
[222]Dhir, supra note 22.
[223] Ibid

In the aftermath of business scandals and failures, the board of directors is sometimes accused for failing to do enough to save the company.[224] As a result, boards (particularly those of public businesses) are thought to play an essential role in corporate governance and capital markets. As a result, board membership matters a great deal in the worlds of securities, corporate governance, and regulation.[225]

Other experts, on the other hand, believe that the board's role is unnecessary. According to this viewpoint, the board's duty is primarily to sign off on management's actions, with executives wielding genuine power. Because directors have no impact on a company's performance, the makeup of the board should have no impact on individual business performance or capital markets.[226] The notion is that diversifying boards makes little sense because they do the bare minimum of work in a corporation. The counter-argument is that having a diverse board has no disadvantages, even if it does little work. As a result, if you want to enhance diversity in Canadian public firms, you should start with the board. This is due to the fact that it is the legal centre of the corporation. Also, if it is agreed that changes in the boardroom can lead to changes in the rest of the company, board diversity regulation should have a far-reaching impact. As a result, it appears that the board "provides a confined and sensible environment in which to undertake diversification initiatives."[227]

[224] TSX-published report in the 1990s entitled "Where Were the Directors?" See National Policy 58-201: Proposed National Policy 58-201 Effective Corporate Governance (2004).
[225] Angela Foster, "A quest to increase women in corporate board leadership: comparing the law in Norway and the U.S." (2017) 26:2 Washington International Law Journal, online: at 382
[226] Kimberly Krawiec, John Conley & Lissa Broome, "A Difficult Conversation: Corporate Directors on Race and Gender" (2014) Pace International Law Review 416 at 23; Aaron A Dhir, Challenging Boardroom Homogeneity (2015) at 28, 29 & 165
[227]Dhir, supra note 30

4.1.2 **Review of legislative and Regulatory Framework on Board Gender Diversity in Canada**

At the request of the Ontario government, the Ontario Securities Commission ("OSC")launched a public consultation process in July 2013 aimed at increasing the participation of women on boards of directors and in senior management of TSX listed businesses.[228] The OSC produced Consultation Paper 58-401 Disclosure Requirements Regarding Women on Boards and in Senior Management as a foundation for the public consultation.[229]The Securities Regulatory Authorities of Ontario, Manitoba, New Brunswick, Newfoundland and Labrador, the Northwest Territories, Nova Scotia, Nunavut, Québec, Saskatchewan, and Yukon (collectively, the "Participating Jurisdictions") adopted amendments to National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101") in 2014 to improve corporate governance disclosure.[230]

Bill C-25[231], a legislative and regulatory change to the Canada Business Corporations Act ("CBCA"), was submitted by the Federal Government of Canada in an effort to provide gender diversity in the boardroom. The Bill was signed into law on May 1, 2018. The Act included revisions to strengthen shareholder democracy and involvement, encourage efforts to expand diversity on corporate boards and in senior management, improve corporate transparency and business certainty, and simplify the distribution of meeting materials to shareholders. The regulatory amendments would specify that "the new obligations to disclose this information would apply to all distributing corporations, including venture issuers; and the information to be described is:

---

[228] Mark Wilson & David Wang, "Initiatives to Accelerate Gender Diversity on Boards and in Senior Management" (2017) online, <https://www.wildlaw.ca/resource-centre/legal-updates/2017/initiatives-to-accelerate-gender-diversity-on-boards-and-in-senior-management/>.
[229] Ibid
[230] Ibid
[231] Canada Bill C-25, An Act to amend the Canada Business Corporations Act, the Canada Cooperatives Act, the Canada Not-for-profit Corporations Act and the Competition Act, 1st Sess, 42nd Parliament, 2018 (assented to 1 May 2018).

- Whether the corporation has implemented term limits or other procedures for board renewal, as well as an explanation of such mechanisms or, if no policy has been adopted, the reasons for not doing so;
- whether the corporation has a written policy relating to the identification and nomination of directors from the designated groups and either the reasons for not adopting such a policy or if there is a policy, the following information:
  - i. brief statement of the policy's goals and main section,
  - ii. a description of the steps taken to ensure that the policy is implemented effectively.
  - iii. a description of the annual and cumulative progress in achieving the objectives of the policy, and
  - iv. whether or not the effectiveness of the policy is measured and, if so, a description of how it is measured;
- Whether or not the level of representation of the designated groups is taken into account when nominating individuals for directorships, and if so, an explanation of how that level is taken into account or, if not, why not;
- Whether or not the level of representation of specified groups is taken into account when choosing senior management, with either an explanation of how that level is taken into account or, if it isn't, the reasons why;
- whether there are targets for representation on the board and among senior management for each group referred to in the definition of designated groups, and if so, progress toward those targets; and, if there are no targets, either the annual and cumulative progress toward those targets, or the reasons for not adopting a target.; and

- the number of directors from each group indicated to in the definition of designated groups on the board and in senior management, as well as their proportion (in percentage terms)."[232]

It is important to note that designated groups here means women, Aboriginal peoples, persons with disabilities and members of visible minorities.[233] This information would be provided by companies registered under CBCA to not only the shareholders but also to Corporation Canada.

These revisions mandate that publicly traded companies disclose specific diversity information concerning their board of directors and senior management to shareholders.[234]Every five years, the federal government of Canada would perform a progress assessment, and if diversity in the boardroom and C-suite has not improved during that time, it could set specific targets on federal firms.[235]

It should also be mentioned that on March 7, 2017, the Legislative Assembly of Ontario received Bill 101, Enhancing Shareholder Rights Act, 2017, a private member's bill, for consideration.[236] Bill 101 proposes a number of changes to the Business Corporations Act (Ontario) ("OBCA"), including a new requirement that some OBCA corporations present mandated information about diversity among directors and senior management members to their shareholders at each annual

---

[232] Section 24 of CBCA Amendment Act.

[233]"Green Light for CBCA Amendments on Board Diversity, Director Elections and Online Meeting Materials", online: Stikeman Elliott <https://www.stikeman.com/en-ca/kh/canadian-ma-law/Green-Light-for-CBCA-Amendments-on-Board-Diversity-Director-Elections-and-Online-Meeting-Materials>.

[234] Katherine Prusinkiewicz, "New CBCA diversity disclosure requirements confirmed", (July 2019), Online <https://www.nortonrosefulbright.com/en-ca/knowledge/publications/806cb42e/new-cbca-diversity-disclosure-requirements-confirmed>.

[235] Katherine Prusinkiewicz, "Fewer than 20% of Canadian Directors are Women'', (January 2020), online <https://www.nortonrosefulbright.com/en/knowledge/publications/bf8b87c4/fewer-than-20-percent-of-canadian-directors-are-women>.

[236] John M. Tuzyk& Victoria Locke, "Bill 101 Aims to Bring Mandatory Compensation Voting, Majority Voting and Diversity Disclosure to Ontario Companies" (2018) online <https://www.blakes.com/insights/bulletins/2018/bill-101-aims-to-bring-mandatory-compensation-voti>.

meeting. Bill 101 has now been forwarded to the Standing Committee on Finance for a second reading.[237]

Some viewed the diversity policy as a social justice initiative that fell outside the OSC's and other provincial securities regulators' mandates.[238]It is believed, on the other hand, that the policy was a solid starting step but wished for further regulatory intervention.As a result, in the Canadian context, gender diversity can be justified from both an ethical (doing the right thing) and a utilitarian (profitability) standpoint.

The diversity policy is still a "comply or explain" approach. That is, if the company does not have diversity policies in place or targets, such company is required to explain why it does not. The voluntary nature of the regulation raises concerns as to whether gender diversity would be achievable in the boardroom through this approach. Its key benefit is its flexibility, which allows companies to tailor their corporate governance methods to their unique circumstances. The effectiveness of the comply-or-explain strategy, on the other hand, is dependent on the quality of the explanation provided in non-compliance disclosures. The majority of company justifications for why they were unable to reach targets or comply are insufficient because there is no oversight body to ensure that the justifications are justifiable.

Although this is a positive start toward increasing gender diversity in the boardroom in Canada, more work needs to be done to achieve substantial progress. The Canadian federal government, provincial and territorial governments, securities regulators, proxy advisors, and other capital market participants have continued to advance initiatives to improve the representation of

[237] Ibid

[238] Neil Mohindra, "Who could object to the OSC promoting gender equality? Actually we all should", Financial Post (2017), online: <https://financialpost.com/opinion/who-could-object-to-the-osc-promoting-gender-equality-actually-we-all-should>.

women on Canada's corporate boards since the amendments to NI 58-101 were adopted. NI 58-101F1 should be revised to include a tighter comply-or-explain policy, or even stricter regulatory involvement may be required and justified. If the federal government, provincial governments, and securities regulators all want to see the thread move in the right way, issuers may need a nudge in the right way.

Although this comply or explain method might be considered as one of the ways forward, it should be underlined that achieving boardroom gender diversity with this technique would take a long time.

4.2 Evolution of Corporate Governance in Nigeria

Corporate governance is frequently regarded as a recent development in Nigeria, and it is a consequence of the country's colonial history with the United Kingdom.[239] However, some academics disagree with this viewpoint. Nigeria, according to Nnona, had a customary corporate law system prior to colonisation. He argues that traditional corporate law existed in the form of family property holding structures and apprenticeships, in which an apprentice (typically a teenager or a child) works for a length of time with a master with the objective of receiving a part of the business when the duration is over.[240] He compares this arrangement to the western concept of "sweat equity," which refers to a person's labor-based contribution to a project rather than financial equity.[241] The ideas of customary law, on the other hand, have been completely abolished since the arrival of British administration. Although it still exists in some form, its application has been limited compared to customary family law and succession doctrines.[242]

[239] Boniface Ahunwan, “Corporate Governance in Nigeria” (2002) 37:3 J Bus Ethics 269 at 270.
[240] Ibid
[241] Ibid
[242] Ibid

Following the enactment of the UK Companies Ordinances of 1912 during British rule, the aforesaid movement from traditional corporate law to western corporation law took root in Nigeria.[243] Following Nigeria's independence in 1960, the United Kingdom's Company Ordinances of 1922 were repealed, and the Companies Act of 1968 (which was based on the English Companies Act of 1948) was established. This Act was the principal legislation regulating companies in Nigeria. It was subsequently repealed and this led to the establishment of the Companies and Allied Matters Act (CAMA) 2020,[244] which is still the principal legislation in Nigeria. Although the phrase "corporate governance" is not directly used in the Act, it does contain regulations that specify how businesses should be run. It establishes the obligations of directors, the procedure for forming firms, company names, and incorporated trustees in Nigeria, as well as the norms that govern their operation.[245]

It is also important that, apart from CAMA, Nigeria also have a number of laws which was enacted to regulate companies in specific industries. These laws include: Central Bank of Nigeria Act (CBN Act),[246] Banks and Other Financial Institutions Act (BOFIA),[247] Nigerian Deposit Insurance Corporation Act 2006 (NDIC Act),[248] National Insurance Commission Act 2004 (NAICOM Act),[249] Pension Reform Act 2014 (PRA),[250] Nigerian Communications Act 2003 (NCA)[251] and Investment and Securities Act 2007 (ISA).[252]

---

[243] "Guide to Business in Nigeria", online: Nigeria Law <http://www.nigeria-law.org/BusinessInNigeria.htm>.
[244] Companies and Allied Matters Act 1990 (Nigeria), Cap C 20 Laws of the Federation 2004.
[245] See ss. 18-26 of CAMA which provide for the incorporation of a company limited by shares (private and public companies), companies limited by guarantee, and unlimited companies.
[246] Companies and Allied Matters Act 2020.
[247] Cap B3, LFN, 2004.
[248] CAP N102 LFN 2004.
[249] CAP N53 LFN 2004.
[250] CAP P4 LFN 2004.
[251] CAP N97 LFN 2004.
[252] CAP 124 LFN 2004.

Corporate crises around the world pushed countries to reassess their corporate governance procedures and adopt corporate governance standards not particularly covered by company legislation soon after CAMA was enacted. Nigeria was not left out and this led to the issuance of Nigeria's first Code of Corporate Governance which is the Code of Best Practices on Corporate Governance in Nigeria 2003 (the SEC Code).[253] This Code was replaced with the Code of Corporate Governance for Public Companies 2011 and was designed to provide "the greatest standards of transparency, accountability, and good corporate governance, without unnecessarily impeding business and innovation."[254]

Other regulatory agencies in certain industries have developed corporate governance codes to guide the functioning of corporations, in addition to the SEC Code. This comprises the CBN Code of Corporate Governance for Banks Post Consolidation 2006[255], the Code of Corporate Governance for Licensed Pension Operators 2008, the Code of Corporate Governance for National Insurance Commission (NAICOM), the Code of Corporate Governance for Banks and Discounts Houses in Nigeria and Guidelines for Whistle Blowing in the Nigerian Banking Industry 2014, the Code of Corporate Governance for National Communications Commission (NCC).[256]

The existence of all of these codes resulted in a plethora of corporate governance codes within a single legal system, which inevitably leads to conflict. On this basis, the Financial Reporting Council of Nigeria produced the Nigerian Code of Corporate Governance (NCCG) in 2016, with

---

[253] The Securities and Exchange Commission's Code of Best Practices on Corporate Governance in Nigeria 2003.

[254] The Code was made applicable to all public companies in Nigeria and it is regarded as the minimum standard for public companies in Nigeria.

[255] Junaidu Bello Marshall, "Corporate Governance Practices: An Overview of the Evolution of Corporate Governance Codes in Nigeria" (2015) 3:3 Int'l J Bus & L Res 49 at 51-52.

[256] Ibid.

the goal of resolving the controversy by unifying the existing codes of corporate governance.[257] The NCCG contained codes of conduct for the private sector, not-for-profit and public sector.[258] However, the NCCG 2016 was met with opposition due to the inclusion of some clauses in the private sector code, namely the not-for-profit code, that were not acceptable to the companies/organizations covered by the code.[259]

Following this, on January 15, 2019, the Nigerian Code of Corporate Governance 2018 (NCCG 2018) went into force. The NCCG 2018 is the first national corporate governance code that applies to all industries. Unlike the NCCG 2016, which attempted to harmonise all of the previously listed codes, the NCCG 2018 only acknowledges their existence and indicates that it intends to "institutionalize corporate governance best practices in Nigerian companies."[260]

The NCCG 2018 takes a principle-based approach that emphasises "apply and explain." This means that, while the NCCG 2018 is not portrayed as an obligatory code, the apply and explain method anticipates that organisations will take effort to comply with the Code's principles and also lays out steps that may be taken to make these ideals a reality. It is worth noting that, according to the NCCG 2018, gender diversity in corporate boardrooms existed in general and was not specifically addressed in any of the provisions. The NCCG 2018 contains limited provisions on board gender diversity which would be discussed in this section and further expounded upon in the comparative analysis.

[257] Emmanuel Adegbite, "A Review of the Financial Reporting Council Code of Corporate Governance 2018", BusinessDay (2018), online: <https://businessday.ng/analysis/article/review-financial-reporting- councils-nigerian-code-corporate-governance-2018/ >.

[258] Ibid

[259] Louise Osemeke& Emmanuel Adegbite, "Regulatory Multiplicity and Conflict: Towards a Combined Code on Corporate Governance in Nigeria" (2016) 133:3 J Bus Ethics 431 at 431.

[260] Joseph Onele, "What is Wrong with the Nigerian Code of Corporate Governance 2018?", Businessday NG (27 February 2019), online: <https://businessday.ng/opinion/article/what-is-wrong-with-the-nigerian- code-of-corporate-governance-2018/>.

4.2.1 Board Composition and the Role of the Corporate Board

It was earlier stated that the board of a company is seen as the alter ego and not merely as an agent in common law. This is the same position in Nigeria. The board composition and role of the board is specified in the code of corporate governance.

Because the board plays such a significant role in controlling the company's operations, it is critical that the board be made up of people who are willing and capable of handling the obligations that come with the post of director.[261] It is also beneficial to the company to have a varied board of directors made up of people from many walks of life who can give their share to the company's strategic goals.[262] This covers the number of women on the board of directors.

Principle 2 of the NCCG 2018 recognises the importance of board structure and composition, stating that "an appropriate balance of skills and diversity (including experience and gender) is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence, and integrity".

The NCCG 2018 further provides that the board "should be of a sufficient size to successfully undertake and fulfill its business; to oversee, supervise, and regulate the company's activities; and to be proportional to the magnitude and complexity of the company's operations."[263]Gender diversity in the boardroom was not particularly stated in the clause. The provision merely mentioned gender as one of several criteria to examine when deciding board composition, as well as requiring that diversity targets be considered when deciding board composition without any mention of gender. The particular provision of NCCG 2018 states that the following factors be taken into consideration in deciding on board composition:

---

[261]Muqaddas Khalid et al, "Board Composition and Size, Firm Ownership and Performance" (2019) 37:4 HSM 433.

[262] Stephanie J Creary et al, "When and Why Diversity Improves Your Board's Performance", Harvard Business Review (27 March 2019), online: <https://hbr.org/2019/03/when-and-why-diversity-improves- your-boards-performance>.

[263] NCCG 2018, Principle 2.1

a. appropriate mix of knowledge, skills and experience, including the business, commercial and industry experience needed to govern the company;

b. appropriate mix of Executive, Non-Executive and Independent Non- Executive members such that majority of the board are Non- Executive Directors. It is desirable that most of the Non-Executive Directors are independent;

c. need for a sufficient number of members that qualify to serve on the committees of the board;

d. need to secure quorum at meetings; and

e. diversity targets relating to the composition of the board.[264]

The Code makes no provision for women's representation and simply mentions diversity goals and policies without specifying how they should be attained. The declared diversity goals were broad and not gender specific.

In Nigeria, the problem of gender diversity in the boardroom has yet to receive significant attention. One of the main reasons for this is because, unlike other countries across the world, the Federal Government of Nigeria (FGN) does not consider board gender diversity to be a priority in Nigeria. In Nigeria, board gender diversity is handled incorrectly. The FGN and businesses work to promote boardroom gender diversity by providing directors with training and education to help them overcome biases. Trainings, on the other hand, do not erase biases. The FGN's main goal in expanding boardroom gender diversity is to establish legal standards that require women to be represented on boards. Women are underrepresented in corporate policies. As a result, if corporations were left to their own devices, gender diversity in the boardroom would not be realised.

Furthermore, legislators should be aware of global challenges influencing corporate governance and make appropriate adjustments. It was a mistake on their side not to include a provision on

[264] Principle 2.3 of NCCG 2018

boardroom gender diversity that affect companies all around the world. It's unheard of that the updated NCCG in 2018 failed to recognise the importance of gender diversity in the boardroom and create provisions to address it.

4.2.2 Review of Legislative Framework on Board Gender Diversity in Nigeria

The most recently launched NCCG 2018 provides that companies pay attention to issues relating to board diversity and develop a policy to achieve gender diversity. This code has no legal obligation as it is a "comply or explain" code. Principle 2 of the NCCG 2018 mentioned previously in this study seeks to ensure that companies pay attention to issues relating to board diversity. The Code recommends the following practices on board gender diversity:

"The board should promote diversity in its membership across a variety of attributes relevant for promoting better decision-making and effective governance. These attributes include field of knowledge, skills and experience as well as age, culture and gender. The board should have a policy to govern this process and establish measurable objectives for achieving diversity in gender and other areas."[265]

This provision is inadequate as it merely stated that corporate boards should take cognizance of board diversity during board composition. It made no direct provision on gender diversity and how it could be achieved. Companies should be mandated to not only have a diversity policy but also disclosure requirements. However, the Nigerian code of corporate governance does not operate as a mandatory quota. This means there are no legal sanctions or penalties in the event of a breach by erring companies. It is necessary to evaluate whether or not, the apply or complain approach is the best way to combat the issue of board gender diversity in Nigeria.

[265] Principle 2 of NCCG 2018.

Gender diversity in Nigeria is progressing very slowly, and even when women are appointed to boards, their tenures are generally brief, and they are unlikely to hold significant positions such as chairmanship.[266]This is as a result of the difficulty of women balancing family life with work, general subjugation of women which stems from social, religious and cultural practices. The issue of gender diversity in Nigeria requires more attention as statistics reveal that there are relatively few gender balanced boards in Nigeria.

It has been argued that having a gender-balanced boardroom improves transparency and corporate governance compliance; "having at least one female on the board of directors can mitigate the risk of bankruptcy, foster accountability, and ensure more effective communication among corporate boards and stakeholders".[267]

It is as a result of this revelation that the researcher aims to conduct a comparative analysis of the legislative/regulator frameworks of these two jurisdictions and provide recommendations on Nigeria's approach to board gender diversity.

4.3 Comparative Analysis between Nigeria and Canada

The previous sub-chapters detailed the evolution of corporate governance frameworks and board gender diversity in Canada and Nigeria and analyzed their respective board composition and role. In this sub-chapter, a comparative analysis detailing each country's approach to improve board gender diversity. Essentially, the aim of this comparative study is to identify challenges within the Nigerian corporate governance framework on board gender diversity and to determine if it is a matter of inadequacy or one of enforcement or no laws at all in place. The final chapter

[266] Cynthia Soledad et al, Global Board Diversity Tracker 2018: Who's Really on Board? (Egon Zehnder).
[267]Sila V et al, "Women on Board: Does Boardroom Gender Diversity Really Affect Firm Risk?" (2015) 36:C J Corp Fin 23.

primarily involves highlighting key recommendations derived from the comparative analysis that can be adapted to enhance the Nigerian corporate governance framework on board gender diversity.

The difference in approach taken by the Canadian and Nigerian government in a bid to achieve gender diversity in the boardroom is discussed below.

4.3.1 *Parliamentary Debate*

Both Parliaments of Canada - the Senate and the House of Commons - debate government policy, new laws, and tropical problems. This can be seen in Hervieux-Payette's efforts, which included proposing three Bills on board gender diversity[268], all of which were ultimately rejected, as well as Day's[269] efforts, which included sponsoring a private Bill calling for female representation on the board. Despite the fact that these Bills did not become law, positive efforts were undertaken and put in place to achieve it. In Nigeria, on the other hand, the Senate and House of Representatives debated matters such as social justice, new legislation, and government policy. Nigeria had a bill called the Gender and Equality Opportunities bill 2016.[270]The legislation's stated goal was to put parts of the Nigerian Constitution (including the chapter on fundamental rights) and international treaties to which Nigeria is a signatory, such as the Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW) and the Protocol to the African Charter on the Rights of Women in Africa, into effect.[271] These included a demand that at least 35% of all political offices, jobs, credit lines, and other economic

[268] Debates of the Senate, 41st Parl, 2nd Sess, No 149 (1 May, 2014) at 1430 (Hon Celine HervieuxPayette)["Senate Debate May 2014"].
[269]Chandlar Andrea, Supra note 204.
[270] S.B 116.
[271] Library of Congress, "Nigeria: Gender Equality Bill Fails in the Senate" (2016) Online: <https://www.loc.gov/law/foreign-news/article/nigeria-gender-equality-bill-fails-in-the-senate/>.

opportunities in public and private enterprises be reserved for women for at least ten years but not more than 25 years.[272]Unlike the legislation filed by Celine and Day, this bill did not include clauses that expressly address women's representation in corporate boardrooms. It was more focused on women in politics and traditional law. Unfortunately, the Bill was not passed on the basis of religion as most of the opposition was Muslim Senators from the Northern part of Nigeria.[273]This invariably means that there has been no parliamentary debate in Nigeria on boardroom gender diversity and no senator or private individual has sponsored an exclusive bill to promote gender diversity in the boardroom. It takes someone like Celine to make a difference, and whether the Bill will be passed or not is a matter of time and patience.

It is critical that an individual propose a more practical bill on women's representation in business boardrooms. A bill like this should stand on its own, disclosing the women's quota on boards and the penalty for non-compliance.

4.3.2 *Coherent legal framework*

Canada, like other nations, has a regulatory framework based on the principle of gender parity, as well as the Canadian Securities Administrators' Diversity Disclosure Regime, which promotes the above-mentioned presence of women on boards. According to the findings, there is no comprehensive legal framework for board gender diversity in Nigeria, and no attempts have been made by companies listed on the stock exchange. The CAMA which is a primary legislation that regulates the administration of companies in Nigeria is silent on board gender diversity. The effort of SEC as stated in the SEC Code exists as a toothless bulldog because first, it is sector regulated and does not apply to other public companies and second, no effort has been made to

[272] Section 6, S.B 116.
[273] Supra note 258.

increase gender diversity via this code. It merely stated board composition without any reference to gender diversity.

The establishment of the NCCG 2018 offers a ray of hope for female diversity in Nigeria's boardrooms, yet this code is insufficient to achieve this. From 2018 to the present, the code presented a soft approach (comply or explain) that has not resulted in any changes in the boardroom. In Canada, the statutory approach is also that of comply or explain, but regulators have put in place certain measures, such as a disclosure policy, which will be described later. In Nigeria, this is still a problem, and little progress has been made through the years. Although it is clear that the FRCN has made little progress, it has left a lot of work to be done, as there have been no substantial adjustments to board gender diversity in comparison to progress made in Canada and throughout the world. In a country like Nigeria, a soft law or voluntary approach to achieving gender diversity in the boardroom as is the case of Canada is impractical. In the final chapter, this research would provide recommendations as to the most suitable approach to increase gender diversity in the boardroom. As a result, there is no consistent legal framework in Nigeria that establishes gender diversity standards in Nigeria.

4.3.3 *Diversity Policy and Principle of Disclosure*

In 2014, the Canadian Securities Administrators implemented a “comply or explain” diversity disclosure policy, in addition to Canadian corporate legislation. Publicly listed firms will be required to publish information on their diversity strategies and targets beginning in January 2020, according to modifications to Sections 24 of Canada Business Corporations Act (CBCA).[274] The move is in line with a global movement to increase women and minorities'

[274] Manini Sheker, “Canada’s top firms now have to disclose figures on diversity in the boardroom, but is sunlight the best defendant?” (2019) online

participation on business boards. Corporate governance in Canada, like in the United States, is generally governed by mandated disclosure requirements rather than direct government intervention.[275]Under this policy, companies listed on the TSX (Toronto Stock Exchange) are required to disclose information on gender diversity policies.[276] There have been significant improvements on the representation of women on the board of directors from published data released every fall from the Canadian Securities Administrators.[277] This diversity disclosure requirement is a huge relief to Canada and has blossomed although with slow growth and advancement.

A few Canadian corporations have gone so far as to state a particular aim or goal for the percentage of women on their boards of directors or in senior management. Several companies voluntarily developed their own goal concentrating on the proportion of women on boards of directors.[278] These companies and their targets for the proportion of women on the board include: Cameco Corporation (25%), Bank of Montreal (33%), Emera Incorporated (25%), Royal Bank of Canada (25%), Telus Corporation (25%), Cineplex Incorporation (30%), Dream Unimited (50%), Canadian Real Estate Investment Trust (33%).

The Johnston Centre (previously the Clarkson Centre for Business Ethics) produced a research in 2018 that looked at whether the 2014 disclosure rules for women on boards had any impact on

---

<https://www.rotman.utoronto.ca/FacultyAndResearch/ResearchCentres/JohnstonCentre/JohnstonCentre/2019/9/3/Canadas-top-firms-now-have-to-disclose-figures-on-diversity-in-the-boardroom-but-is-sunlight-the-bes>

[275] Ibid.

[276] Ibid.

[277] Ibid.

[278] Andrew MacDougall & Michelle Qu, "Gender Diversity on Boards and in Senior Management Planning for 2015: A 2015 Canadian Proxy Season Retrospective" (2014) Online: <https://www.osler.com/osler/media/Osler/reports/corporate-governance/Proxy-2014-Women-On-Boards-in-Canada.pdf>.

the actual number of women on boards.[279] Despite the fact that transparency had vastly improved from 2014 to 2017, the total number of female directors on TSX 60 boards had only climbed marginally from 21% to 25%.[280] This means that more work remains to be done in Canada, including the government's consideration of mandated quotas. Canada should go one step farther and establish a quota for publicly traded corporations.

The NCCG 2018 in Nigeria only stated that the board should have a gender diversity policy, but did not specify how this should be implemented. It is not enough for the board to have a policy on gender diversity; actions must be made to guarantee that the policy is appropriately disclosed to the company's shareholders and the government.

4.3.4 *Mandatory Quota in Quebec*

One of Quebec Premier Jean Charest's first acts was to demand that more women be nominated to the province's Crown enterprises' boards of directors. His plan was formalised in 2006, when legislation was passed requiring women to hold 50% of board seats by the end of the year. The goal was achieved. Female board representation has increased from 27.5% in 2006 to 52.4% today.[281]Quebec pioneered this by changing the Act, Respecting the Governance of State-owned Enterprises in 2011[282] to require that boards of directors of provincial Crown corporations be made up of an equal number of men and women and reflect the diversity of Quebec

[279] ibid
[280] Ibid
[281] Financial Post Magazine,"Mandated Diversity Quotas wont make Corporate Board any Better", (2012) Online: <https://financialpost.com/financial-post-magazine/mandated-diversity-quotas-wont-make-%E2%80%A8corporate-board-governance-any-better>.
[282] Chapter G-1.02.

society.[283]Since that amendment took effect, the vast majority of Quebec's Crown enterprises' boards of directors have achieved gender parity.[284]While Quebec has a higher proportion of women on corporate boards than the rest of Canada, many believe this is due to newly revised rules governing provincial Crown enterprises.

This is not the case with Nigeria, which has a single piece of legislation rather than province or state-level laws. The position of Quebec, on the other hand, should encourage other governments to enact a required quota for all public corporations.

4.3.5*Proxy advisors*

Other gender diversity policies and guidelines are already accessible in Canada from corporate groups and proxy advisory services. For example, Institutional Shareholder Services (ISS)[285] and Glass Lewis[286]both have Canadian proxy voting guidelines related to board gender diversity. According to ISS votes for the head of the nomination committee or the chair of the board of directors of S&P/TSX Composite index issuers with no female directors and a suitable gender diversity policy should be withheld.[287] Glass Lewis will often advise withholding votes for the head of the nominating committee if the firm has no female directors (regardless of whether the firm has a gender diversity policy).[288] If the issuer has not implemented a formal written gender diversity policy, Glass Lewis may advise withholding votes.[289] Others include Canada Pension Investment Board and Ontario Teachers Pension Plan. It is unfortunate that such requirements by

---

[283] Avocat, "Gender Parity on Boards of Directors: Mission Not Yet Accomplished! (2014) Online: https://langlois.ca/gender-parity-on-boards-of-directors-mission-yet-accomplished/>.
[284] Ibid
[285] ISS is a proxy advisory firm.
[286] Glass Lewis is an independent provider of global governance services.
[287] Richard Liu &Micheal Small, "ISS and Glass Lewis Update Guidelines 2021 (Canada)", (2021), online <https://www.hugessen.com/en/news/iss-glass-lewis-update-guidelines-2021-canada>.
[288] Ibid
[289] Ibid

institutional investors like Nigeria Sovereign Investment Authority (NSIA), ARM Investment Managers, Pension Fund Administrators (to mention a few)on board gender diversity in Nigeria to encourage women on board has not been made.

4.3.6 *Not-for-profits organizations*

In 2019, the Canadian Coalition for Good Governance published a new guideline on gender diversity on boards of directors. According to the regulation, firms should set self-imposed gender diversity targets of 30 percent as a "best practice."[290] Furthermore, "an alliance of Canadian not-for-profit organizations" released the Directors' Playbook in October 2018 that contains perspectives, guidance and templates to help companies achieve greater gender balance on boards.[291] Catalyst, a global nonprofit organisation dedicated to strengthening women's rights and inclusion in leadership roles, is another option. Through research and practical tools, the group works with CEOs and businesses to remove barriers and create transformation. Catalyst Canada focuses on collaborating with the federal and provincial governments to support research that promotes gender-balanced board composition. Others include Canada Top 100[292], Women's Executive Network[293], and #GoSponsorHer.[294] All of these are initiatives that Canada is taking to ensure gender diversity on its boards of directors.

Nigeria, on the other hand, has non-profit organisations such as the Women Corporate Directors Foundation, which helps members with training and networking opportunities, and Women in

[290] Canadian Coalition for Good Governance (CCGG), "2018 Best Practices for Proxy Circular Disclosure" (2018), online <file:///C:/Users/BLESSING%20PC/Downloads/2018_best_practices.pdf>.
[291] Katherine Prusinkiewicz, "Fewer than 20% of Canadian Directors are Women'', (January 2020), online <https://www.nortonrosefulbright.com/en/knowledge/publications/bf8b87c4/fewer-than-20-percent-of-canadian-directors-are-women>.
[292] It is an annual competition that recognizes Canadian companies for their diversity and inclusivity program
[293] It promotes the advancement and professional development of women in Canada
[294] It was created to provide sponsorship and mentorship of women in leadership roles.

Management, Business, and Public Service, which works to increase the representation of women in positions of authority in the business environment and the public service sector. These two organisations only exist on paper; little has been done via them to improve gender diversity in Nigerian boardrooms.

4.3.7 *Proposals*

According to press reports, institutional shareholders have lately filed petitions with select Canadian public corporations, requesting that women be appointed to their boards of directors. Major shareholders have threatened to withhold votes for directors on the nominating committees of these businesses if they do not add women to their boards. Although this initiative would not bind the firms in question, they would demonstrate strong shareholder support for resolving diversity concerns. This is worthy to be emulated by the Nigerian institutional shareholders.

CHAPTER 5

RECOMMENDATIONS AND FINDINGS

The purpose of this paper has been to compare the Canadian and Nigerian corporate governance framework on board gender diversity, the failure of the Nigerian Government and regulators to have a coherent legislative framework or draft a comprehensive policy on board gender diversity and properly implement the law, the importance of gender diversity in the boardroom and ways to improve gender diversity in the boardroom in Nigeria.

5.1 Summary

Chapter 1 provided a background to this study by outlining the problem context and questions sought to be answered. It provided an overview of the thesis by setting out the research problem, research questions and research methodology.

Chapter 2 provided the theoretical framework which is agency theory and resource dependency theory. It also provided the methodology that this research seeks to use.

Chapter 3 provided a literature review on the subject matter. The connectivity between board gender diversity and the boardroom, local and foreign approach to board gender diversity, a discourse on board gender diversity in Nigeria and Canada and the major reason for under-representation of women on board in both countries. It also provided the various regulatory options adopted by other countries.

Chapter 4 provided the history and evolution of Canada's and Nigeria's corporate governance framework, from customary law, to the colonization era and post-colonial developments in particular, with respect to board gender diversity. Specific attention was paid to parliamentary debates and N1 58-101F1 in Canada while CAMA, SEC Code 2011 and NCCG 2018 were discussed in relation to Nigeria. It further encapsulated the essence of this research study by undertaking a comparative analysis of the Nigerian and Canadian corporate governance frameworks. The comparative analysis revealed that there is room for improvement for Nigeria to be able to achieve gender diversity in the country.

5.2 Findings

Overall, from the comparative analysis, it appears that even though Nigeria has a viable corporate governance framework, it has no coherent legislative framework on board gender diversity. That of Canada is covered by the CBCA and its regulators, as opposed to Nigeria's, which has no provision in its main statute and an ambiguous clause in the NCCG 2018. For one, the absence of a coherent legal framework in Nigeria reveals the challenges faced by women in attaining boardroom positions as it seems patriarchy and culture is not enough.

Furthermore, as a result of slow progress towards promoting boardroom gender heterogeneity in Nigeria, legislatures and policymakers should consider the possibility of implementing mandatory quotas as done in Quebec, particularly at the level of board directors, to achieve gender parity in the boardroom. Mandatory quotas is not about companies appointing unqualified women to the board but by selecting well qualified women by granting priority to female candidates that have equal or better qualifications than the male candidates. The imposition of quotas would bring not an increase of female directors in the boardroom but would also provide a more professional and ceremonial approach to board selection. Canada is currently in the process of adopting a mandatory quota regime as this has already been done in Quebec. Ideally, mandatory quotas for a phased period should be an interim action while social reform challenging patriarchy and traditional roles continues to gather pace.

Nigeria must learn from Canada’s corporate governance framework by ensuring publicly traded corporations disclose to shareholders diversity information about the board of directors and senior management to ensure gender parity in the boardroom. There should be a form of stricter disclosure put in place as done in Australia. A measurable aim of not less than 30% representation of each gender on the board of directors could be mandated for Nigeria's largest corporation. As with the quotas outlined above, the quantifiable aim might be particular numbers of each gender based on board size. Alternatively, the measurable objective recommended could be 40% of each gender by a certain period. If reporting issuers are unable to meet this deadline, they may explain why. The NI 58-101F1 policy in Canada should be revised to incorporate precise guidelines for the number or proportion of female directors. Issuers should be provided a defined set of rules to follow.

Hervieux-Payette and Day's legislative debate, which was broadcast in Canada, revealed a roadmap to gender diversity in the boardroom. Should Nigeria continue to debate this subject, it would be deemed progressive. A bill on gender diversity in the boardroom sponsored by a Senator or private member would make a difference.

There are other gender diversity related policies and guidance provided by corporate organizations and proxy advisory firms and also proposals currently available in Canada which can be adequately provided in Nigeria. Effective corporate governance policies on board gender diversity, according to this study, can benefit shareholders and society as a whole. This is especially important in a country like Nigeria, where considerable socioeconomic volatility, combined with an endemic culture of inadequate governance from both corporate and public bodies, has resulted in a pervasive practice of unethical behaviour. In order to improve the situation and raise the number of women achieving top executive and board positions, the mandatory quota solutions is critical. However, in a country like Nigeria, with weak and ineffective legal regulatory structures, as well as a lack of accountability and transparency, this may be challenging.

As previously noted, the "comply or explain" mode may not be practicable in Canada. Because Canada is striving for gender diversity in the boardroom, it requires a more stringent level of compliance, not necessarily mandatory quota but voluntary targets. If Canadian securities authorities are unable to adopt required quotas to promote board gender diversity, they may establish a voluntary quota, which has significantly less impact than required quotas. For a voluntary quota, the numbers and percentages for gender representation could be the same. For example, a voluntary quota would advocate the same minimum gender representation as the proposed required quota, which would require a reporting issuer to have at least three men and three women on a board of directors for a board of six members. Whatever regulatory adjustments are chosen, they must be chosen quickly in order to begin bringing about change. Women have been waiting for this moment for a long time.

4.3 Recommendations

To increase gender diversity in the boardroom in Nigeria, everyone have a role to play.

Nigerian Government – In many countries, companies are encouraged to disclose their gender diversity policies and set targets to drive market-led progress in achieving gender diverse boards while in others, countries put in mandatory quota in a bid to increase women on the board. It is highly recommended for the government to put legislative quotas in place and this quota should be provided in CAMA which is the primary legislation governing the administration of companies in Nigeria.

SEC Regulators – It is not sufficient that the SEC Code recommends that publicly listed companies consider gender when selecting board members, and the NCCG encourages the board to set diversity goals and to be mindful of them when filling board vacancies. This provision is vague and limited. Regulators should encourage board gender diversity by providing guidelines on disclosure requirements how this should sufficiently increase women in the boardroom. Companies should provide gender diversity policy and disclosure document. A skills matrix, matched with the company's long-term strategic needs and succession planning, should be made public by the board. The regulator should also ensure that this information be disclosed in its annual report to the shareholders and government.

Corporate Organizations/Proxy Advisory Firms–Institutional investors and other corporate organizations should unite and provide initiatives on how to increase women on the board. They can take proactive steps to promote gender diversity in the boardroom by ensuring companies provide disclosure of gender data and other initiatives.

Companies/boards - boards should set targets for the next three to five years and report on their success by specifying the particular percentage of women on their boards and in senior management. Companies should encourage women by appointing women who possess the required skillset and necessary experience to the board.

Society - It is about changing Nigerians' traditional mindsets, particularly among the older generation, who believe that a woman's function should be limited to the kitchen. It is also about ending the oppression of women by religious, cultural, and traditional views. To achieve this, we need education, practice, and patience.

These recommendations are modest in our opinion, and they are in line with global best practices in practically all countries that have taken efforts.

4.4 Areas for Further Research

Gender diversity is not just a good social ideal, but it is also an economic need. Increased gender diversity in the boardroom is a goal shared by shareholders, legislators, and regulators. Diverse boards make better judgments, which leads to higher financial returns and the creation of long-term value. To achieve such diversity, executives, investors, and policymakers must all make a commitment. In conclusion, this study identifies a number of prospective research directions, which are addressed in the preceding section. Future work should perform surveys or interviews of female board members, as these methods can be useful tools for capturing team- and individual-level observations; focus on other board diversity metrics, not just gender diversity, and their interactions and focus on mandatory quotas.

“

BIBLIOGRAPHY

Primary Sources

Banks and Other Financial Institutions Act Cap B3, LFN, 2004.

Canada Business Corporations Act, RSC 1985, C-44.

Central Bank of Nigeria Act CAP C4 LFN 2004.

Code of Corporate Governance for Banks and Discount Houses in Nigeria

Code of Corporate Governance for Licensed Pension Operators

Code of Corporate Governance for National Communication Commission

Code of Corporate Governance for National Insurance Commission

Companies and Allied Matters Act Cap C20 Laws of the Federation 2020

Investments and Securities Act CAP 124 LFN 2004

Johannesburg Stock Exchange, JSE Limited Listings Requirements, 2019..

National Insurance Commission Act CAP N53 LFN 2004.

Nigeria Deposit Insurance Commission Act CAP N102 LFN 2004

Nigerian Code of Corporate Governance 2018

Nigerian Communications Act CAP N97 LFN 2004.

Nigerian Communications Act CAP N97 LFN 2004.

OECD (1999) Principles of Corporate Governance, Paris: OECD.

Ontario Business Corporations Act

Pension Reform Act CAP P4 LFN 2004.

The Capital Markets Act (Cap. 485a), Code of Corporate Governance Practices for Public Listed Companies in Kenya, 2015

The Securities and Exchange Commission's Code of Best Practices on Corporate Governance in Nigeria 2003.

Secondary Sources

2018 Governance Principles Survey – ISS, September 18, 2018

A. Lincoln and O. Adedoyin, ”Corporate Governance and Gender Diversity in Nigerian Boardrooms” (2012) 6:11 International Journal of Humanities and Social Sciences.

A. Lincoln and O. Adedoyin, ”Corporate Governance and Gender Diversity in Nigerian Boardrooms” (2012) 6:11 international Journal of Humanities and Social Sciences.

Aaron A Dhir, Challenging Boardroom Homogeneity (2015) at 28, 29 & 165.

Aaron A Dhir, Challenging Boardroom Homogeneity (2015) at 28, 29 & 165

Aaron A. Dhir "Towards a Race and Gender-Conscious Conception of the Firm: Canadian Corporate Governance, Law and Diversity", (2010), 35 Queen's LJ 569 - 624.

Aaron A. Dhir, "Challenging Boardroom Homogeneity: Corporate Law, Governance and Diversity" (Newyork, Cambridge University Press, 2015) at 17.

Abad-Diaz et al, "Does gender diversity on corporate boards reduce information asymmetry in equity markets?" (2017) 20 Business Research Quarterly 192.

Adams R.B & Ferreira D., "Women in the Boardroom and their Impact on Governance and Performance" (2009) J Fin Econ 94 291.

Adebimpe Lincoln, Oluwatofunmi Adedoyin, "Corporate Governance and Gender Diversity in Nigerian Boardrooms (2012) 6:11 International Journal of Humanities and Social Sciences.

Adewunmi Eyitayo et al, "Legal Appaisal of Corporate Governance and Gender Diversity on Nigeria's Corporate Board" (2020) IJL 6:2 186.

Advisors Edge, "StatsCan Finds Women are Under-represented on all Corporate Boards, Including Private Companies", (2019), online: https://www.advisor.ca/news/industry-news/statscan-finds-women-are-underrepresented-on-all-corporate-boards-including-private-companies/.

AfDB (African Development Bank), "Where are the Women Inclusive Boardrooms in Africa's Top Listed companies? 2015 online:<https://www.afdb.org/fileadmin/uploads/afdb/Documents/Publications/Where_are_the_Women_Inclusive_Boardrooms_in_Africa%E2%80%99s_top-listed_companies.pdf>.

Aguilera, R. V. et al, "An organizational approach to comparative corporate governance: Costs, contingencies, and complementarities" (2008) Organization Science, 19(3), 475.

Ali Salim et al, “Legal Research of Doctrinal and Non-Doctrinal” (2017) Intl J of Trend in Research and Development 4 2394-9333.

Andrew MacDougall & Michelle Qu, “Gender Diversity on Boards and in Senior Management Planning for 2015: A 2015 Canadian Proxy Season Retrospective” (2014) Online: <https://www.osler.com/osler/media/Osler/reports/corporate-governance/Proxy-2014-Women-On-Boards-in-Canada.pdf>.

Andrew MacDougall et al, “2019 Diversity Disclosure Practices Report – Women in Leadership Roles at TSX-listed Companies” (2019), online: https://www.osler.com/en/resources/governance/2019/2019-diversity-disclosure-practices-report-women-in-leadership-roles-at-tsx-listed-companies.

Angela Foster, “A quest to increase women in corporate board leadership: comparing the law in Norway and the U.S.” (2017) 26:2 Washington International Law Journal, online: at 382

Anthony Garcia, “Director Skills: Diversity of Thought and Experience in the Boardroom”, (10 October 2018), online: Harvard Law School Forum on Corporate Governance and Financial Regulation https://corpgov.law.harvard.edu/2018/10/10/director-skills-diversity-of-thought-and-experience-in-the- boardroom/

Anthony Garcia, “Director Skills: Diversity of Thought and Experience in the Boardroom”, (10 October 2018), online: Harvard Law School Forum on Corporate Governance and Financial Regulation https://corpgov.law.harvard.edu/2018/10/10/director-skills-diversity-of-thought-and-experience-in-the- boardroom/.

Ashish Kumar Singhal &Ikramuddin Malik, “Doctrinal and Socio-legal Methods of Research: Merits and Demerits” (2012) 2:7 Educational Research J 253.

Avocat, “Gender Parity on Boards of Directors: Mission Not Yet Accomplished! (2014) Online: https://langlois.ca/gender-parity-on-boards-of-directors-mission-yet-accomplished/>.

Bathula, H., “Board Characteristics and Firm Performance: Evidence from New Zealand” (2008) (Doctor of Philosophy (PhD)), Auckland University of Technology.

Becker, G.S, “Human Capital” 1964, University of Chicago Press, Chicago.

Boniface Ahunwan, “Corporate Governance in Nigeria” (2002) 37:3 J Bus Ethics 269 at 270.

Burnes B., “No such thing as….a “one best way” to manage organizational change” (1996), 34 Mgmt Dec.11.

Canadian Coalition for Good Governance (CCGG), “2018 Best Practices for Proxy Circular Disclosure” (2018), online <file:///C:/Users/BLESSING%20PC/Downloads/2018_best_practices.pdf>.

Carter et al, ‘Corporate Governance, Board Diversity, and Firm Value” (2003) Financial Review, 38: 33–53.

Carter et al, “Corporate Governance, Board Diversity and Firm Value” (2003) 38 The Financial Review 33-53.

Carter et al, “The gender and ethnic diversity of US boards and board committees and firm financial performance” (2010) *Corporate Governance: An International Review*, 18(5), 396–414.

Catalyst Report, “Women on Corporate Boards: Quick Take” (2020), online <https://www.catalyst.org/research/women-on-corporate-boards/>.

Chandler Andrea. “Women on Corporate Boards: A Comparison of Parliamentary Discourse in the United Kingdom and France.” *Politics & Gender* 12, no. 3 (June 13, 2016): 443–68. doi:10.1017/S1743923X15000574

Council on Foreign Relations, “Women Workplace Equality Index” (2018) Newsletter, Online, https://www.cfr.org/legal-barriers/.

CSA Multilateral Staff Notice 58-308 Staff Review of Women on Boards and in Executive Officer Positions – Compliance with NI 58-101 Disclosure of Corporate Governance Practices, September 28, 2016.

Cynthia Soledad et al, “2018 Global Board Diversity Tracker, Who’s Really on Board?” (2018), Online: <https://www.egonzehnder.com/global-board-diversity-tracker>.

Cynthia Soledad et al, Global Board Diversity Tracker 2018: Who’s Really on Board? (Egon Zehnder).

D.A Carter et al, “The Gender and Ethnic Diversity of US Boards and Boards Committees and Firm Financial Performance”, Corporate Governance: An International Review, 18(5) 2010, pg 396-414.

Daily, C. M et al “Corporate Governance: Decades of Dialogue and Data” (2003) Academy of Management Review, 28(3), 371.

Dan Konisburge and Sharon Thorne, “Women in the boardroom: A Global Perspective”, 6th edition Online: https://www2.deloitte.com/content/dam/Deloitte/global/Documents/Risk/gx-risk-women-in-the-boardroom-sixth-edition.pdf

David Olusegun Sotola, “Women On Corporate Boards in Africa: Beyond Tokenism (2019), online <https://www.researchgate.net/profile/Sotola-O/publication/335207083_Executive_summary_Women_on_Corporate_Boards_in_Africa_Beyond_Tokenism/links/5d56b19892851cb74c7005b9/Executive-summary-Women-on-Corporate-Boards-in-Africa-Beyond-Tokenism.pdf>.

Davis, J. H., et al, “Toward a Stewardship Theory of Management” (1997) Academy of Management Review, 22(1), 20.

DCSL Corporate Services Limited, “Gender Diversity on Corporate Boards in Nigeria” (2017), Online, <https://portal.dcsl.com.ng/data/resources/_1584619088_T8KAZ5Y7L6.pdf>.

Debates of the Senate, 40th Parl, 3rd Sess, No 17 (28 April 2010) at 413 (Hon Linda Frum)[“Senate Debate April 2010”].

Debates of the Senate, 41st Parl, 2nd Sess, No 149 (1 May, 2014) at 1430 (Hon Celine HervieuxPayette)[“Senate Debate May 2014”].

Debates of the Senate, 41st Parl, 2ndSess, No 149 (1 May, 2014) at 1430 (Hon Celine HervieuxPayette)[“Senate Debate May 2014”].

Deloitte, “Diversity in the Boardroom”, (2015) Online: https://www2.deloitte.com/content/dam/Deloitte/za/Documents/governance-risk-compliance/ZA_Board_Diversity_1.PDF.

Deloitte, “Women in the Boardroom: A Global Perspective” (2019) Online <https://www2.deloitte.com/global/en/pages/risk/cyber-strategic-risk/articles/women-in-the-boardroom-global-perspective.html>.

Dilitrust, “Gender Diversity in the Boardroom: How do men play a crucial role” (2020), Online: https://www.dilitrust.com/en/blog/gender-diversity-in-the-boardroom-how-do-men-play-a-crucial-role/.

Disclosure Requirements Regarding Women on Boards and in Senior Management, OSC Staff Consultation Paper:58-401 (30, July 2013)[Consultation Paper] 2.

Douglas Vick, ‘Interdisciplinarity and the Discipline of Law’ (2004) 31 JL & Soc 163, 164

Duncan M. Wagana& Joyce D. Nzulwa, “Corporate Governance, Board Gender Diversity and Corporate Performance: A Critical Review of Literature” (2016) Euro Sci J 12:7.

Elle Andra-Warner, Hudson’s Bay Company Adventures: Tales of Canada’s Fur Traders (Heritage House Publishing, 2011) at 30.

Emmanuel Adegbite, "A Review of the Financial Reporting Council Code of Corporate Governance 2018", BusinessDay (2018), online: <https://businessday.ng/analysis/article/review-financial-reporting- councils-nigerian-code-corporate-governance-2018/ >.

EnaseOkonedo, in Franklin N Ngwu et al, eds, “Enhancing Board Effectiveness: Institutional, Regulatory, and Functional Perspectives for Developing and Emerging Markets”, 1st ed (Routledge, 2019) at 330.

Farrell, K. A., & Hersch, P. L., “Additions to corporate boards: the effect of gender” (2005) Journal of Corporate finance, 11(1-2), 85-106.

Fenner L Stewart, “A History of Canadian Corporate Law: A Divergent Path from the American Model?” in Harwell Wells, ed, Research Handbook on the History of Corporate and Company Law (Massachusetts: Edward Elgar Publishing, 2018) at 454.

Financial Post Magazine,”Mandated Diversity Quotas wont make Corporate Board any Better”, (2012) Online: <https://financialpost.com/financial-post-magazine/mandated-diversity-quotas-wont-make-%E2%80%A8corporate-board-governance-any-better>.

García-Meca et al, “Board diversity and its effects on bank performance: An international analysis”(2015) *Journal of Banking & Finance*, 53, 202–21.

Gene Treare, “2019 Study of Gender Diversity in Private Company Boardrooms” (December 2019), Online: https://news.crunchbase.com/news/2019-study-of-gender-diversity-in-private-company-boardrooms/.

Gladman Kimberly & Michelle Lamb, “Governance Metrics International Ratings: Women on Boards Survey” (April 2013), online <http://www.gmi3d.com/>.

Gorriz, Carlos, “Women on Boards: A European Proposal” 14 Global Jurist.

Greene et al, “Do board gender quotas affect firm value? Evidence from California Senate Bill No. 826” (2020) 60:C J Corp Fin.

“Green Light for CBCA Amendments on Board Diversity, Director Elections and Online Meeting Materials”, online: Stikeman Elliott <https://www.stikeman.com/en-ca/kh/canadian-ma-law/Green-Light-for-CBCA-Amendments-on-Board-Diversity-Director-Elections-and-Online-Meeting-Materials>.

Gregory-Smith et al, “Appointments, Pay and Performance in UK Boardrooms by Gender” (2014) 124 Econ J 574: Fernadez- Temprano et al, “Types of Director, Board Diversity and Firms Performance” (2020) 20.2 Corporate Governance International Journal of Business in Society.

Gro Ellen Mathisen et al, “Women in the Boardroom: How do Female Directors of Corporate Boards Perceive Boardroom Dynamics?” (2013) J Bus Ethics 116:1 87.

“Guide to Business in Nigeria”, online: Nigeria Law <http://www.nigeria-law.org/BusinessInNigeria.htm>.

Gul F.A et al, “Does Board Gender Diversity Improve the Informativeness of Stock Prices?” (2011) Journal of Accounting and Economics 51 314.

Hampel, R., “Report of the Committee on Corporate Governance, Final Report” (1998) London: Gee Publish Ltd.

Hillman A. J., & Dalziel, T., “Boards of directors and firm performance: Integrating agency and resource dependence perspectives” (2003) Academy of Management review, 28(3), 383-396.

Hillman, M. C et al “Corporate governance: Decades of dialogue and data” (2000) Academy of Management Review 28(3) 371.

House of Commons Debates, Edited Hansard, vol. 147, no. 42, February 5, 2014, http://www.parl.gc.ca/HousePublications/Publication.aspx?Pub=Hansard&Doc=42&Parl=41&Ses=2&Language=E&Mode=1 (accessed April 22, 2021).

Hughes M. et al, “Gender Quotas for Legislatures and Corporate Boards, (2017) 43 Annual Review of Sociology 331.

Institute of Corporate Directors, Environics “2017 Director Outlook Study”, 2017

International Finance Corporation, “Women on Boards in Nigeria” (2019), Online, https://www.ifc.org/wps/wcm/connect/7f01fe3c-21e2-4653-98f6-b82e0f8833cb/Women_on_Boards_in_Nigeria.pdf?MOD=AJPERES&CVID=mLyez0p.

IrgeSener and Abubakar BalarabeKaraye, “Board Composition and Gender Diversity: Comparison of Turkish and Niigerian Listed Companies (2014) Procedia - Social and Behavioral Sciences 150 1002 – 1011.

IrgeSener and Abubakar BalarabeKaraye, “Board Composition and Gender Diversity: Comparison of Turkish and Niigerian Listed Companies (2014) Procedia - Social and Behavioral Sciences 150 1002 – 1011.

Isidro, H., & Sobral, M., “The effects of women on corporate boards on firm value, financial performance, and ethical and social compliance” (2015) *Journal of Business Ethics*, 132(1), 1–19.

Jamali et al “Corporate Governance and Women: An Empirical Study of Top and Middle Women Managers in Labanese Banking Sector” (2007). Corporate Governance: An International Review 7(5) 574.

James A Fanto, Lawrence M Solan & John M Darley, “Justifying Board Diversity Board Diversity and Corporate Performance: Filling in the Gaps” (2010) 89 NC L Rev 901 at 906;

Jensen, M. C. &Meckling, H. W. "Theory of the Firm: Managerial Behaviour, Agency Costs and University Structure." (1976) J Fin Econ 3 305.

Jim Crocker, “Three Factors Driving Corporate Governance Failure” (2018) online<https://www.boardroommetrics.com/blog/three-factors-driving-corporate-governance-failure-20180607.htm

John M. Tuzyk& Victoria Locke, “Bill 101 Aims to Bring Mandatory Compensation Voting, Majority Voting and Diversity Disclosure to Ontario Companies” (2018) online <https://www.blakes.com/insights/bulletins/2018/bill-101-aims-to-bring-mandatory-compensation-voti>.

Joseph Onele, “What is Wrong with the Nigerian Code of Corporate Governance 2018?”, Businessday NG (27 February 2019), online: <https://businessday.ng/opinion/article/what-is-wrong-with-the-nigerian- code-of-corporate-governance-2018/>.

JP Cornerstone, “What’s keeping women off the board? (2012) Online: https://jp-cornerstone.com/2012/03/23/whats-keeping-women-off-the-board/.

Junaidu Bello Marshall, “Corporate Governance Practices: An Overview of the Evolution of Corporate Governance Codes in Nigeria” (2015) 3:3 Int’l J Bus & L Res 49 at 51-52.

Kanter, R.M, “Some Effects of Proportions on Group Life: Skewed Sex Ratios and Responses to Token Women”, (1997) Am J of Soc, 82:5 965.

Katherine Prusinkiewicz, “Fewer than 20% of Canadian Directors are Women’’, (January 2020), online <https://www.nortonrosefulbright.com/en/knowledge/publications/bf8b87c4/fewer-than-20-percent-of-canadian-directors-are-women>.

Katherine Prusinkiewicz, “Fewer than 20% of Canadian Directors are Women’’, (January 2020), online <https://www.nortonrosefulbright.com/en/knowledge/publications/bf8b87c4/fewer-than-20-percent-of-canadian-directors-are-women>.

Katherine Prusinkiewicz, “New CBCA diversity disclosure requirements confirmed”, (July 2019), Online <https://www.nortonrosefulbright.com/en-ca/knowledge/publications/806cb42e/new-cbca-diversity-disclosure-requirements-confirmed>.

Kimberly Krawiec, John Conley & Lissa Broome, “A Difficult Conversation: Corporate Directors on Race and Gender” (2014) Pace International Law Review 416 at 23.

Kimberly Krawiec, John Conley & Lissa Broome, “A Difficult Conversation: Corporate Directors on Race and Gender” (2014) Pace International Law Review 416 at 2.

Klettner Alice, “Corporate Governance Codes and Gender Diversity: Management-Based Regulation in Action” (2016) 39 The University of New South Wales law journal 715.

Lakshna Rathod, “Why is Corporate Governance Important?” (2018), Online: <https://diligent.com/en-gb/blog/why-is-corporate-governance-important/>.

Larelle Chapple & Jacquelyn Humphrey, "Does Board Gender Diversity have a Financial Impact? Evidence Using Stock Portfolio Performance" (2013) 4 J Bus Ethics 122.

Lepinard, E & Rubio- Marin, "Introduction, Completing the unfinished task? Gender Quotas and the Ongoing Struggle for Women's Empowerment in Europe" in Lepinard E. and Rubio- Marin (eds), *Transforming gender citizenship, the irresistible rise of gender quotas* (London: Cambridge University Press, 1)

Leszczynska, M., "Mandatory Quotas for Women on Boards of Directors in the European Union: Harmful to or Good for Company Performance?" (2018) 19 Eur Bus Org Law Rev 35.

Li, Haishan& Chen, Peng, "Board Gender Diversity and Firm Performance: The Moderating Role of Firm Size" (2018) 27 Business Ethics A European Review.

Library of Congress, "Nigeria: Gender Equality Bill Fails in the Senate" (2016) Online: <https://www.loc.gov/law/foreign-news/article/nigeria-gender-equality-bill-fails-in-the-senate/>.

Litz, R.A. & C.A. Folker, "When He and She Sell Seashells: Exploring the Relationship Between Management Team, Gender-Balance and Small Firm Performance", (2002) Journal of Developmental Entrepreneurship, 7:341-359

Loprespub, "Women's Representation on Corporate Boards in Canada (2015) online: <https://hillnotes.ca/2015/03/05/womens-representation-on-corporate-boards-in-canada/>.

Lori Anne Heckbert, "Closing the Gender Gap in Corporate Advancement: Insights and Solutions from Behavioral Economics", (2018) 35 Windsor Y.B. Access to Jus. 187 (WestLawNext).

Louise Osemeke& Emmanuel Adegbite, "Regulatory Multiplicity and Conflict: Towards a Combined Code on Corporate Governance in Nigeria" (2016) 133:3 J Bus Ethics 431 at 431.

M., & Martínez-Ferrero, J., "Board diversity and its effects on bank performance: An international analysis"(2015) *Journal of Banking & Finance,* 53, 202–214.

Manini Sheker, "Canada's top firms now have to disclose figures on diversity in the boardroom, but is sunlight the best defendant?" (2019) online <https://www.rotman.utoronto.ca/FacultyAndResearch/ResearchCentres/JohnstonCentre/JohnstonCentre/2019/9/3/Canadas-top-firms-now-have-to-disclose-figures-on-diversity-in-the-boardroom-but-is-sunlight-the-bes>

Mark Van Hoecke, "Methodology of Comparative Legal Research" (2015) Law Method at 3

Mark Wilson & David Wang, "Initiatives to Accelerate Gender Diversity on Boards and in Senior Management" (2017) online, <https://www.wildlaw.ca/resource-centre/legal-updates/2017/initiatives-to-accelerate-gender-diversity-on-boards-and-in-senior-management/>.

Masamichi Sasaki, “Comparative Research” in Michael Lewis-Beck, Alan Bryman & Tim Futing Liao, eds, The SAGE Encyclopedia of Social Science Research Methods (Thousand Oaks: Sage Publications, Inc., 2004) at 153.

Matt Henn et al, “A Critical Introduction to Social Research” (2nd edn, Sage 2006) 10.

Matt Orsagh, “Women on Corporate Boards: Global Trends for Promoting Diversity” (24 September 2014), online <https://blogs.cfainstitute.org/marketintegrity/2014/09/24/women-on-corporate-boards-global-trends-for-promoting-diversity/>.

Mechtild Walser-Ertel, “Gender Diversity is at the heart of our business” (2019) Online: <https://www.orange-business.com/en/blogs/gender-diversity-heart-of-our-business>.

Melinda Mills, Gerhard G van de Bunt & Jeanne de Bruijn, “Comparative Research: Persistent Problems and Promising Solutions” (2006) 21:5 Int'l Soc 619 at 621.

MellisaBennando, “How Canada Stacks Up on Women’s Representation on Corporate Boards”, (2019), CBC News, Online: https://www.cbc.ca/news/business/women-corporate-boards-globally-1.5131113.

MellisaBennando, “How Canada Stacks Up on Women’s Representation on Corporate Boards”, (2019), CBC News, Online: https://www.cbc.ca/news/business/women-corporate-boards-globally-1.5131113.

Michael Salter & Julie Mason, *Writing Law Dissertations: An Introduction and Guide to the Conduct of LegalResearch* 2nd ed (London: Pearson & Longman 2007) at 31.

Miriam Schwartz-Ziv, “Gender and Board Effectiveness: The Role of Critical Mass” (2017) J Financ Quant Anal 52.

Muqaddas Khalid et al, “Board Composition and Size, Firm Ownership and Performance” (2019) 37:4 HSM 433.

Nair, Suja R. "Women Entrepreneurship across Nations: Opportunities and Challenges" In *Handbook of Research on Entrepreneurship in the Contemporary Knowledge-Based Global Economy.* edited by Neeta Baporikar, 189-216. Hershey, PA: IGI Global, 2016.

Neil Mohindra, “Who could object to the OSC promoting gender equality? Actually we all should", Financial Post (2017), online: <https://financialpost.com/opinion/who-could-object-to-the-osc-promoting-gender-equality-actually-we-all-should>.

Nielsen S. &Huse M., “The Contribution of Women on Board of Directors: Going beyond the surface” (2010) Corporate Governance: An International Review 18 136.

Olga Emelianova& Christina Milhomen, “MSCI Women on Boards 2019 Progress Reports”, Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.

Olga Emelianova& Christina Milhomen, “MSCI Women on Boards 2019 Progress Reports”, Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.

Olga Emelianova and Christina Milhomen, “MSCI Women on Boards 2019 Progress Reports”, Online: <https://www.msci.com/documents/10199/29f5bf79-cf87-71a5-ac26-b435d3b6fc08>.

Oliver Wendell Holmes Jr, “The Path of the Law” (1897) 10:8 Harv L Rev 457, 465–6.

Osler, Hoskin and Harcourt LLP, “Board Diversity Disclosure: A gender gap still exists but is there a change on the horizon?” Online: https://www.osler.com/en/resources/in-focus/board-diversity-disclosure-a-gender-gap-still-exi.

Otto Kahn-Freund, “On Uses and Misuses of Comparative Law” (1974) 37 MLR 1.

Pathan S. & Faff R., “Does Board Structure in Banks really affect their Performance?” (2013) J Banking & Fin 37 1573.

Paul Dunn, “Breaking the boardroom gender barrier: The human capital of female corporate directors” (2012) J Manag& Gov, 16(4), 557-570. doi:http://dx.doi.org.ledproxy2.uwindsor.ca/10.1007/s10997-010-9161-2.

Perrault, Elise, “Why Does Board Gender Diversity Matter and How Do We Get There? The Role of Shareholder Activism in Deinstitutionalizing Old Boys’ Networks” (2014) J Bus Ethics 128 10.1007/s10551-014-2092-0.

Pfeffer, J., &Salancik, G., “The External Control of Organisations, A Resource Dependence Perspective” (1978) New York: Harper and Row.

PhaseNyne, “Diversity 50: PhaseNyne Announces New Cohort of 50 Diverse Candidates to Impact Canada’s Corporate Boards and Improve Global Competitiveness” (2018) Online: https://www.newswire.ca/news-releases/diversity-50-phasenyne-announces-new-cohort-of-50-diverse-candidates-to-impact-canadas-corporate-boards-and-improve-global-competitiveness-669542843.html.

Pier Giuseppe Monateri, Methods of Comparative Law (Cheltenham, UK: Edward Elgar Publishing Limited, 2012) at 307-8.

PM Vasudev, “Corporate Stakeholders in Canada - An Overview and a Proposal” (2014) 45:1 Ottawa L Rev 137 at 146.

PWC Annual Corporate Directors Survey, "The gender divide: Where views on Governance differ'' 2019,online: https://www.pwc.com/us/en/services/governance-insights-center/assets/pwc-2019-annual-corporate-directors-survey-gender-report-v2.pdf

Ralf Michaels, "Transnationalizing Comparative Law" (2016) 23:2 MJECL 352 at 358.

Richard Liu &Micheal Small, "ISS and Glass Lewis Update Guidelines 2021 (Canada)", (2021), online <https://www.hugessen.com/en/news/iss-glass-lewis-update-guidelines-2021-canada>.

Robert WV Dickerson, John L Howard & Leon Getz, Proposals for a New Business Corporations Law for Canada (Ottawa: Information Canada, 1971)

Saeid Homayoun &Sakine Homayoun, "Agency Theory and Corporate Governance" (2015) Intl Bus Mgmt 9 805.

Seierstad et al, "Increasing the Number of Women on Boards: The Role of Actors and Processes" (2017) 141 J Bus Ethics 289.

Sharon Thorne and Dan Konigsburg, "Gender Parity in the Boardroom won't happen on its own" (2020) HBR.

Shrader et al. "Women in Management and Firm Financial Performance: An Exploratory Study." (1997) J Manag Issues, 9 355.

Shrivastav, Shikha. (2017). Gender Diversity in the Boardroom and Company Financial Performance: A Review of Research & Perspectives. JOURNAL OF IPEM. 11. 59-69.

Sila V et al, "Women on Board: Does Boardroom Gender Diversity Really Affect Firm Risk?" (2015) 36:C J Corp Fin 23.

Six Degrees Executive, "Is it Time to Stop Arguing against Gender Quotas?" (February 2019) Online <https://www.sixdegreesexecutive.com.au/blog/2019/02/is-it-time-to-stop-arguing-against-gender-quotas#:~:text=Opponents%20to%20quotas%20are%20concerned,to%20ensure%20'diversity'%E2%80%9D>.

Smith et al, "Do women in top management affect firm performance? A panel study of 2,500 Danish firms", (2006) International Journal of Performance Management, 55:569-593

Sonja S Carlson, "Women Directors: A Term of Art Showcasing the Need for Meaningful Gender Diversity on Corporate Boards Student Scholarship" (2012) 11 Seattle J Soc Just [i] at 338.

SpriggHr, "The Importance of Corporate Governance" (2020), online: https://sprigghr.com/blog/board-management/the-importance-of-corporate-governance/.

Srindhi B. et al, “Female Directors and Earnings Quality” (2011) Contemporary Accounting Research 28 1610.

Stéphane Rousseau, “Canadian Corporate Governance Reform: In Search of a Regulatory Role for Corporate Law” in Janis Sarra, ed, Corporate Governance in Global Capital Markets (Vancouver: UBC Press, 2014) at 3.

Stephanie J Creary et al, “When and Why Diversity Improves Your Board’s Performance”, 2019, online: Harvard Business Review https://hbr.org/2019/03/when-and-why-diversity-improves-your-boards-performance/

Stephanie J Creary et al, “When and Why Diversity Improves Your Board’s Performance”, Harvard Business Review (27 March 2019), online: <https://hbr.org/2019/03/when-and-why-diversity-improves- your-boards-performance>.

Stikeman Elliot LLP, “Directors and Officers in Canada” (2018) Online: <file:///C:/Users/BLESSING%20PC/Downloads/Directors%20and%20Officers%20in%20Canada.pdf>.

Sudheer Reddy & Aditya Mohan Jadhav, “Gender Diversity in the Boardroom – A Literature Review” (2019) Cogent Econ & Fin 7:1, DOI: 10.1080/23322039.2019.1644703

Tajfel H. & Turner J.C, “An integrative theory of intergroup conflict” in W.G Austin & S. Worchel eds, *The social psychology of inter-group relations* (Montery CA: Brooks/Cole 1979) 33.

Taylor R Gray, “A Corporate Geography of Canada: Insights into a Multi-Jurisdictional Model of Corporate Governance.” (2010) 41:4 Growth Change 467 at 473

TSX-published report in the 1990s entitled “Where Were the Directors?” See National Policy 58-201: Proposed National Policy 58-201 Effective Corporate Governance (2004).

V.W. Kramer et al. “Critical Mass on Corporate Boards: Why Three or More Women Enhance Governance” (2007) Directors Monthly 31 19.

Val Singh et al, “Human and Social Capital of Female Directors” (2008) 26 Eur Mgmt J 48.

Virtanen A., “Women on the boards of listed countries: Evidence from Finland” (2012) J Mgmt& Gov 16 571.

Weinstein Olivier, "Firm, Property and Governance: From Berle and Means to the Agency Theory, and Beyond," (2012) Accounting, Economics, and Law: A Convivium, De Gruyter, vol. 2(2), 1.

William A Pettigrew, Freedom's Debt : The Royal African Company and the Politics of the Atlantic Slave Trade, 1672- 1752. (Chapel Hill: University of North Carolina Press, 2016) at 11.

Williams, K. & C.A. O'Reilly, "Demography and diversity: A review of 40 years of research" (1998) in B. Staw and R. Suttton (Eds.) Research in organizational behavior, JAI Press: Greenwich; 77-140 (Vol 20)

World Economic Forum, "Global Gender Gap Report", (2018) Online:<http://www3.weforum.org/docs/WEF_GGGR_2018.pdf>.

VITA AUCTORIS

NAME:	Blessing Madu
PLACE OF BIRTH:	Lagos, Nigeria
YEAR OF BIRTH:	1995
EDUCATION:	Inglewood Academy, Lagos, Nigeria 2006 – 2011
	University of Lagos, Lagos, Nigeria 2011 – 2016 LL.B.
	Nigerian Law School, Lagos, Nigeria 2016 – 2017 B.L.
	University of Windsor, Windsor, Ontario 2020 – 2021 LL.M.