Re-imagining the corporation

Jerry Davis The University of Michigan August 18, 2012



Or, how did we get from here...





~2007-2011

...to here...

...and where do we go next?

1889-2012*

The high water mark of corporate capitalism in the United States: 1973



A few giant corporations dominated the economy



30 "blue chips," 1974

Allied Chemical	Eastman Kodak	Owens-Illinois Glass
Alcoa	Exxon	Procter & Gamble
American Can	GE	Sears Roebuck
AT&T	General Foods	Swift & Co
American Tobacco	GM	Техасо
Anaconda Copper	Goodyear	Union Carbide
Bethlehem Steel	International Harvester	United Technologies
Chevron	International Nickel	U.S. Steel
Chrysler	International Paper	Westinghouse Electric
Du Pont	Johns-Manville	Woolworth

10% of the private workforce labored at 25 firms

COMPANY	EMPLOYEES (thousands)
GM	810.92
AT&T	798.934
FORD	474.318
SEARS ROEBUCK	439.493
ITT	438
GE	388
IBM	274.108
CHRYSLER	273.254
JC PENNEY	200
GTE	196
WESTINGHOUSE	194.1
US STEEL	184.794
GOODYEAR	155.4
EXXON	137
RCA	126
KMART	125
SINGER	122
EASTMAN KODAK	120.7
DU PONT	118.423
BETHLEHEM STEEL	118
SAFEWAY	117.221
A&P	113.8
UNION CARBIDE	109.417
INTL HARVESTER	107.89
LITTON INDUSTRIES	105.4



5

7

Source: Compustat Annual Industrials

90 white men each served on 5+ corporate boards

ADAMS, CHARLES F. AYERS, THOMAS G. BENNETT, GEORGE F BERCHER, HARRY O. BINGER, JAMES H. BROWN, CHARLES L. BROWN COURTNEY C BROWN, R. MANNING, JR. CARLSON, EDWARD E. CHAMBERS M.R. CHAMPION, GEORGE CISLER, WALKER L CONNOR, JOHN T. COOLEY, RICHARD P COWLES, GARDNER COX. EDWIN L. CUMMINGS, TILDEN CUNNINGHAM, HARRY B DAMON, ROGER C. DONNELLEY, GAYLORD ETHERINGTON, EDWIN D. FINLEY, JAMES D. FREEMAN, GAYLORD FUNSTON, G. KEITH GATES, THOMAS S. GOLDSTON, ELI GRAHAM, DONALD M GRAHAM, WILLIAM B. GRAY, JOHN D. GWINN, ROBERT P.

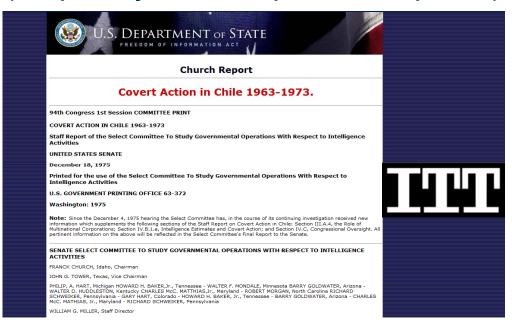
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MORGENS, HOWARD J. MUNROE, GEORGE B. NYROP, DONALD W. OELMAN, ROBERT S. PALMER EDWARD I PEARSON, NATHAN W. PETERKIN DEWITT .IR PHALEN, CLIFTON W. POTTER, KEITH R. PROCKNOW, DONALD E. PYNE, EBEN W. ROMNES, H.I. RUSSELL, GEORGE SCHOENHOFEN, LEO H. SIVAGE, GERALD A. SMILEY, DONALD B STANTON, FRANK STEWART, ROBERT H., III STUART, ROBERT D., JR. THOMAS, FRANKLIN A. THOMAS, JOSEPH A. TYSON, CHARLES R. VENEMA, MAYNARD P. WASSON, E. HORNSBY WATLINGTON, JOHN F., JR. WILLIAMS, ALBERT L. WILSON, KENDRICK R., JR. WORTHINGTON, LESLIE B. WRIGHT, JAMES O. WRISTON, WALTER B

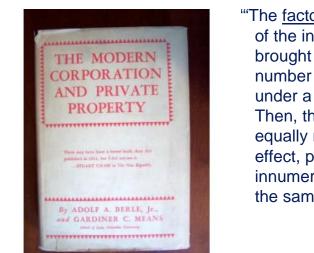
(And probably met at the Bohemian Grove)



(And probably hatched unspeakable conspiracies)



A vision of a corporate-centered society



"The <u>factory system</u>, the basis of the industrial revolution, brought an increasingly large number of workers directly under a single management. Then, the <u>modern corporation</u>, equally revolutionary in its effect, placed the wealth of innumerable individuals under the same central control"

What is a "corporation"?

- A contractual device with limited liability, legal "personality," and unlimited lifespan
- "Public corporation" => ownership shares are traded on a stock market
- Things that are <u>not</u> synonyms for "corporation" or "corporate":
 - Organization
 - Business
 - Market

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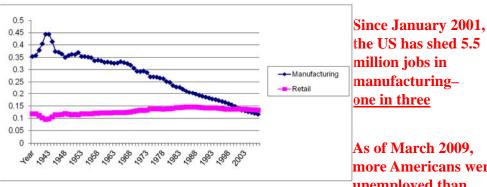
– Finance

Some premises of the corporate-centered society

- 1. The typical corporation makes tangible products
- 2. Corporate ownership is broadly dispersed
- 3. Corporate control is concentrated
- 4. Corporations aim to grow bigger in assets and number of employees
- 5. Corporations live a long time

1. The typical corporation makes tangible products

Manufacturing employment is increasingly rare in the US



Proportion of US private labor force employed in manufacturing and retail, 1939-2010 (Source: BLS)

the US has shed 5.5

As of March 2009, more Americans were unemployed than were employed in manufacturing

The largest US employers have shifted from manufacturing to retail and other services

10 Largest	US Corpora	ite Employers, 19	60-2010
<u>1960</u>	<u>1980</u>	<u>2010</u>	
GM	AT&T	WAL-MART	
AT&T	GM	TARGET	Wal-Mart now
FORD	FORD	UPS	employs roughly
GE	GE	KROGER	as many
US STEEL	SEARS	SEARS HLDGS	Americans as the
SEARS	IBM	"AT&T"	20 largest
A&P	ITT	HOME DEPOT	manufacturers
EXXON	KMART	WALGREEN	combined
BETH. STEEL	MOBIL	VERIZON	
ITT	GTE	SUPERVALU	

Manufacturing Oil Services

Retail jobs are not like manufacturing jobs



- Median hourly wage in **"Motor Vehicle** Manufacturing" for "Production Occupations" (May 2008) : \$27.14
- Median tenure with current employer in "Transportation Equipment Manufacturing" (Jan. 2004 CPS): 8 years

Walmart

- · Median hourly wage in "General Merchandise Stores" for "Sales and Related Occupations" (May 2008) : **\$9.33**
- Median tenure with current • employer in "Retail Trade": 3 years
- Mean weekly hours worked at Wal-Mart: 34
- Estimated annual turnover at Wal-Mart: 40%

2. Corporate *ownership* is broadly dispersed

SHE'S & PARTNER IN A GREAT AMERICAN BUSINESS

There was a time when the owners of corporations were dispersed "widows and orphans"



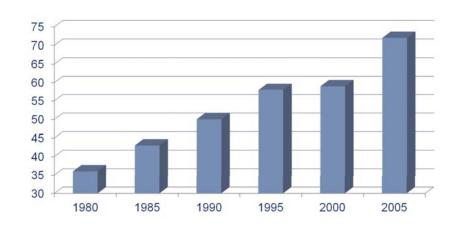
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in business-owned by the people it serv ۲ More that a new set and women work for the field S-pricts that of even and or this assessments A T A 2



Our Stockholders

Now widows and orphans buy mutual funds and ETFs...



Mean ownership by institutional investors of 1000 largest corporations

...and Fidelity is the largest shareholder of one in ten US corporations...

Number of US-listed firms in which

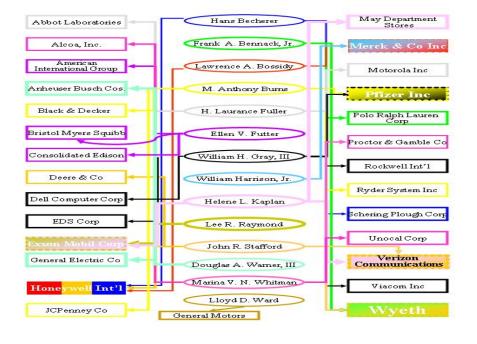


Source: Spectrum 13F database, various years

19

 and BlackRock is the largest shareholder of one in five US corporations BlackRock has \$3.5 trillion in assets under management, including iShares BlackRock owns 5% or more of over 1800 US corporations BlackRock is the single largest shareholder of one in five US corporations, including ExxonMobil, Chevron, GE, AT&T, Verizon, JP Morgan Chase, Citigroupand over 800 others 	3. Corporate control is concentrated
<section-header><section-header><text></text></section-header></section-header>	with banks sitting somewhere in the middle

JP Morgan Chase board, 2001



Who were the top 5 inner circle directors in 2001?





VEDNON F.

CASH RETAINERS: \$298.10

IOPDA

Source: Forbes (2002)

OVERWORKED DIRECTORS

By 2011, only *one* director served on 5+ boards in the S&P 500, and the "inner circle" was now called "overworked directors"



4. Corporations aim to grow bigger in assets and number of employees

Increased ownership by institutions has corresponded to increased devotion to "shareholder value"...

"We exist to create value for our share owners on a long-term basis by building a business that enhances <u>The Coca-Cola Company's</u> trademarks."

"<u>Sara Lee Corporation's</u> mission is to build leadership brands in consumer packaged goods markets around the world. Our primary purpose is to create long-term stockholder value." ...and an orientation to share price has induced massive restructuring favoring the "Nike model"

"<u>Wall Street</u> can wipe you out. They are the rule-setters. They do have their fads, but to a large extent there is an evolution in how they judge companies, and they have <u>decided to</u> give premiums to companies that harbor the most profits for the least assets."

John Bryan, CEO, explaining Sara Lee's "de-verticalization" program

The US economy is at an advanced stage of Nike-fication

Corporation ≠ organization: no fixed boundaries

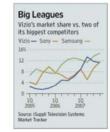
THE WALL STREET JOURNAL

LEADER (U.S.) APRIL 15, 2008

U.S. Upstart Takes On TV Giants in Price War

By CHRISTOPHER LAWTON in San Francisco, YUKARI IWATANI KANE in Tokyo and JASON DEAN in Beijing

But one upstart, Irvine, Calif.-based Vizio Inc., has largely surfed past the industry's woes. Its single focus: churning out low-priced flat-panel TVs.



Vizio is a fraction the size of Sony and Samsung Electronics Co., both leading brands in the U.S. flat-panel market. Yet Vizio shipped 12.4% of North America's liquid-crystal display, or LCD, TVs in the last quarter of 2007. That's just behind Sony's 12.5% share and Samsung's 14.2%, according to research firm iSuppli Corp. Overall, Vizio's sales have multiplied to just under \$2 billion last year, up from \$700 million in 2006 and \$142 million in 2005, according to the closely held company.

The California company's success illustrates the rise of a new business model in the fast-changing TV industry. Big Korean and Japanese consumerelectronics makers spent huge sums developing and marketing their own technology, creating a high barrier to entry for newcomers. They also built many key components in-house, including the all-important LCD and plasma display panels.

But panel technology is becoming ever more commoditized, meaning big brands aren't the only ones controlling the field. The shift has allowed nimble players like Vizio, which handles the design and marketing, to hook up with contract manufacturers and produce their own cheap TVs. At the same time, discount retailers such as Wal-Mart Stores Inc. are increasing their sales in the electronics category, slashing prices in the process.

Vizio now has the largest market share of LCD televisions in the US (22%)—with 196 employees

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Corporation ≠ organization: no fixed identity

WSJ THE WALL STREET JOURNAL.

May 9, 2007

Poisonous pet chow

Ontario-based

containing melamine from

China was made by an

manufacturer but sold

US brand names.

under dozens of different

The global OEM model is

ADVERTISING

101 Brand Names, 1 Manufacturer

The Mass Pet-Food Recall Reveals a Widespread Practice: Many Competing Products Come From the Same Factory

By ELLEN BYRON May 9, 2007

(See Corrections & Amplifications item below.)

Pet owners have been reeling ever since tainted pet food led to the confirmed deaths of more than a dozen dogs and cats and likely sickened many more.

Some owners were also startled to learn that dozens of competing brands, from discount to premium, are all made by the same company, Menu Foods Inc. of Ontario.

Menu has recalled more than 60 million cans of pet food under more than 100 brand names ranging from **Procter & Gamble** Co.'s Iams and Eukanuba brands to Hill's Pet Nutrition Science Diet, owned by **Colgate-Palmolive** Co., to Ol' Roy pet food by **Wal-Mart Stores** Inc. Each was apparently affected by wheat gluten contaminated with melamine, a chemical substance with no approved use in food.

Corporation ≠ organization: no fixed nationality

THE WALL STREET JOURNAL.

J.com

Accenture to Move Base To Ireland From Bermuda

By KATHY SHWIFF

Accenture Ltd. said its board has voted to change the consulting company's place of incorporation to Ireland from Bermuda.

Accenture incorporated in Bermuda in 2001 after the company did an initial public offering.

Several large companies have recently announced plans to reincorporate from Bermuda, helping them avoid what are expected to be significant changes in how the U.S. taxes multinational corporations. Earlier this month, drug maker Warner Chilcott Ltd. said its board approved a plan to relocate to Ireland from Bermuda.

Accenture shareholders will be asked to vote on the proposed move at meetings in the next three to four months.

"We believe that incorporating in Ireland will provide Accenture with economic benefits and help ensure our continued global competitiveness," said Chairman and Chief Executive William D. Green, adding that the company will benefit from Ireland's welldeveloped corporate, legal and regulatory environment.

The technology outsourcing and management consulting company doesn't expect any material change in its operations, financial results or tax treatment as a result of the change.

The company will continue to be registered with the Securities and Exchange Commission and its shares will continue to trade on the New York Stock Exchange.

Corporation ≠ organization: no employees



Spinoffs, layoffs, and outsourcing have shrunk the largest US corporations



36

5. Corporations live a long time

About those dominant corporations...

Allied Chemical	Eastman Kodak	Owens-Winois Class
Alcoa	Exxon	Procter & Gamble
American San	GE	Sears Roobuck
AT&T-	General Poeds	Swift & Co
American Tobacco	GM	Texate-
Anaconda Coppor	Goodyear	Union Carbide
Bethlehem Steel	International Harvester	United Technologies
Chevron	International Nickel	U.S. Steel
Chrysler	International Paper	Westinghouse Electric
Du Pont	Johne Manville	Woolworth

— = gone by 2009

37

- = really "SBC"

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April 12, 2011

For Flip Video Camera, Four Years From Hot Start-Up to Obsolete

By SAM GROBART and EVELYN M. RUSLI

It was one of the great tech start-up success stories of the last decade.

The Flip video camera, conceived by a few entrepreneurs in an office above Gump's department store in San Francisco, went on sale in 2007, and quickly dominated the camcorder market.

The start-up sold two million of the pocket-size, easy-to-use cameras in the first two years. Then, in 2009, the founders cashed out and sold to Cisco Systems, the computer networking giant, for \$590 million.

On Tuesday, Cisco announced it was shutting down its Flip video camera division.

Even in the life cycle of the tech world, this is fast.

From the outset, the acquisition was an odd fit for Cisco, which is known for its enterprise networking services. To some analysts, the decision to shutter Flip was an admission by Cisco that it made a mistake.

"Cisco was swayed by the sexiness of selling to the consumer," said Mo Koyfman, a principal at Spark Capital, a Boston venture capital firm. "They're not wired to do it themselves, so they do it by acquisition. Flip was one of the most visible targets out there. But it's really hard to turn an elephant into a horse. Cisco's an elephant."

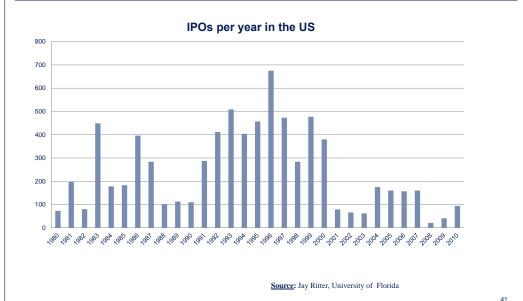
But the rapid rise, and now demise, of Flip is also a vivid illustration of the ferocious metabolism of the consumer marketplace

Some premises of the corporate-centered society

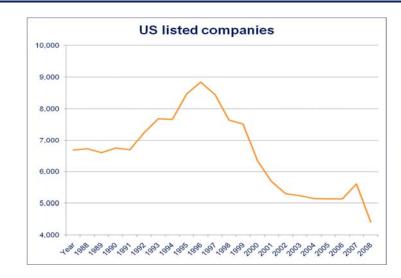
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The "going public" fad of the 1990s is long gone



As a result, the number of public corporations in the US has dropped by over *half* since 1997



Source: World Bank World Development Indicators 2011

And the companies going public today ignore basic standards of corporate governance

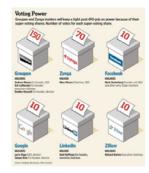
THE WALL STREET JOURNAL.

TECHNOLOGY | October 28, 2011

One Share, One Vote?

Groupon and Zynga Founders Get Extra Clout Before IPOs

The founders of Groupon Inc., the daily deals site expected to launch its initial public offering of stock next week, and Zynga Inc, the social-gaming company whose IPO is expected next month, are bolstering their voting clout over ordinary shareholders, according to regulatory filings.



After Groupon goes public, its three founders will have shares that each carry 150 votes, according to the company's latest regulatory filings. Investors who buy ordinary shares in the IPO or in the market, by contrast, will receive one vote per share for corporate matters such as the election of directors or sale of the company.

At Zynga, founder Mark Pincus has a similar arrangement but his shares carry 70 votes each, according to regulatory filings.

The issue is expected to be on investors' minds as they meet with Groupon management this week, including at lunch in New York on Friday at the St. Regis hotel. Zynga's offering is currently expected to follow on the heels of Groupon's.

Groupon and Zynga declined to comment, as did their respective founders.

Two-tiered share structures skewed toward insiders aren't new in U.S. companies. But the large gap between the voting rights of the two classes of shareholders at Groupon and Zynga breaks new ground not just for the Internet sphere but for companies broadly, investors and corporate-governance experts say. As such, the two IPOs could prove a test of investors' appetite for executive control.

Told you so

"It may be an exaggeration to call this the death rattle of the public corporation in the US. Yet it is certainly striking that these newly-public companies are listing on markets not because they need funds to buy factories and expand their business, but because they need to satisfy their early investors and employees who want to cash out, and/or to have a currency with which to make acquisitions. It is understandable why the founders want to sell; far less obvious is why any long-term investor would ever want to buy."

Me,	Apri	20,	2012
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FB Facebook	Inc. CIA (NASDAQ) Delayed	l quote data			8/17/2012 04:00 PM
Last: 19.05	Change: -0.82	Open: 20.005	High: 20.08	Low: 19.00	Volume: 129,293,342
15.05	Percent Change: -4.13%	Yleid: n/a	P/E Ratio: 70.3212	52 Week F 19.00 to	-
After Hours Tra 8/17/2012 07:59		Last: 19.02	Change:	Volume: 13,520,5	



Shareholder capitalism no longer works for shareholders



How-to guide for an instant startup, ca. 2012

- Product: iPhone "remote drone assassin"
- <u>Target market</u>: neo-mercenary firms

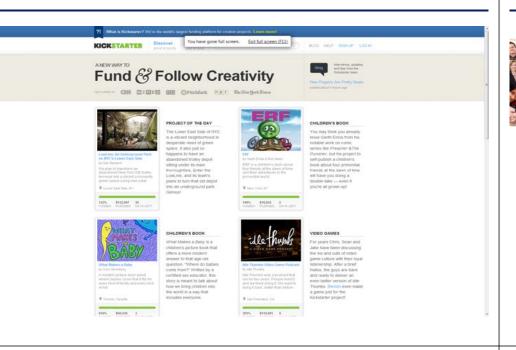
1. Rent a desk in a shared office

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Home	Harren			
About U	ls			
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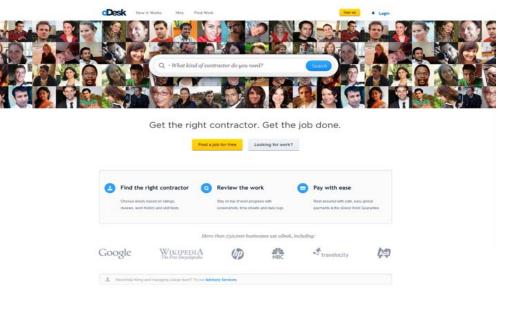
2. Incorporate online in Liberia for \$713.50

	LIBERIAN REGISTRY	
Home Corporate Registry	Naritime Seafarers Online Library Location About Us Contact Us Survey	
	Company formation procedures for Liberia	
	Liberian corporations, LLC's, partnerships, and not for profit businesses are easily formed. Formation will be completed in later than the day following the request for formation. The use of standard artificies of incorporation, certificates of formation and other organizational documents facilitate the formation process so that a company may be formed notive one day.	
* Tonnese Tax Calculator	Choosing a company name	
Regular Your Vessel Bove Security Lovel Creargeous Contact Information	Names may be in any language as long as Roman characters are used. When naming a corporation, any standard corporate suffix is acceptable (inc., Ltd., Coru., etc.). Two adversative names should be included in your application in the event the	
Customer Care 24 hrs	first selection is not available. Name clearance may be achieved by contacting any LISCR office. Names may be reserved in advance of formation at no cost for up to	
Contact Us Mantime FAQs About the Liberson Registry	six months for corporations and 120 days for LLC's. Number of Directors	
Anti-Piracy	Liberian corporations must specify the initial number of directors which can be as low as one initial director.	
Anti-Piracy Checklist Beet Management Practices (BEP4)	Share Structure of corporation	
Center ANTI-PRACY CETI	Shares may be issued either in registered or bearer form, or some combination of	
Newl	both. Shares may be par or no par value. Par value shares may be denominated in	
"Striving for Escalarace" Video Order Publications	am ourrency. A standard formation is 500 registered and/or bearer shares without par value or US\$50,000 of par value stock, additional additional share capital may inverse the amount of capitalization tax due at the time of incorporation.	
Vessel Certificate Verification Costumer Satisfaction Survey	Organizational Activity	
 Payment Details 	If instructed at time of incorporation, the incorporator may take the following action at no additional cost:	
Corporate Law Corporate Newsletter		
* LISCR Investmenter	Elect client directors Appoint client officers	
 DBLC @ Questionname BLC, 2006 	Adopt by-laws	
* Latest Marine Bolice Advisory	Number of Members	
	Liberian LLC's must specify one or more members at formation.	
	After formation, a person acquiring a LLC interest is admitted as a Member at the time provided in and upon compliance with the LLC Apreement or, at the LLC Agreement does not so provide, upon the consent of all Members and when the Person's admission is reflected in the records of the LLC.	
Colore us on Linkedin	LLC Operating Agreement	
	Upon instruction, LISON's nominees can adopt a standard operating agreement for a new LLC. Unlike the Certificate of Formation, the operating agreement is usually mantained instrually but may be publicly field if requested.	
	Costs	
	The formation fee for forming a LLC or incorporating a non-resident domestic corporation in Liberia is US\$713.50 (which includes first year annual fees). Subsequent annual fees - US\$430.00	
	Haddpourten: Verna, VA, UGA New York - Dubar - Hanborg - Ingologi - Manova - Manova, Libera - <u>Princus</u> - Segapore - Telego - <u>Securit</u>	

3. Crowdsource the funding at Kickstarter



4. Hire programmers for the app at oDesk



5. Find a Chinese drone vendor at Alibaba.com

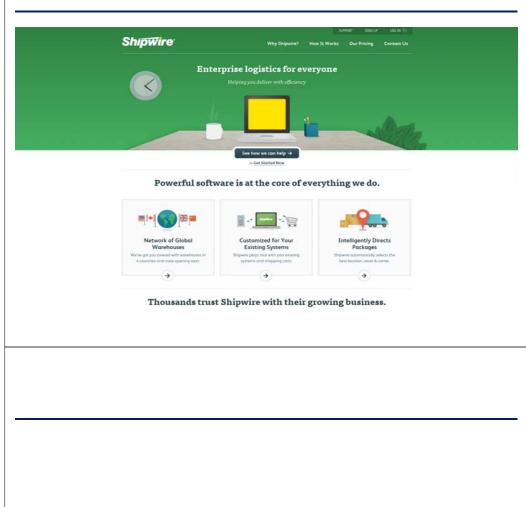
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• Type		B/O railway train toy Skillul manufacture and det design	Chica (Stymand)	Contact Information	Favourite Tays
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Airplane (14070)		OEM is highly welcome Style: Radio Control Toy			
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Province	de la	Nila. Order: 10 Pieces FOB Price: US \$1.4 / Piece	Cheve (Mathlend)	Contact Information	TT -
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	17	 These amazing bird provide hours of remote control indoor fun in even the smallest of rooms (not outdoor). 	~		te.
 Min. Order 					-

6. Set up a payment system at Squareup



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7. Get it shipped from the dock to our customers



NOW WHAT? AN INVENTORY

The story so far:

The public corporation in the US is now unnecessary for production, unsuited for stable employment and the provision of social welfare services, and incapable of providing a reliable long-term return on investment

Some principles for social organization

- 1. The size and location of the institution should match the size of the project
 - Risk sharing (income and health security, climate remediation, defense) => big and centralized
 - Daily life (jobs and production) => small and local
- 2. Form follows function
 - Formal organizations need not be the default
- 3. The constraint of carbon emissions implies a preference for local whenever possible
- 4. Local control is preferable to central control, but lateral connections to the rest of the globe are useful

Possible paths going forward

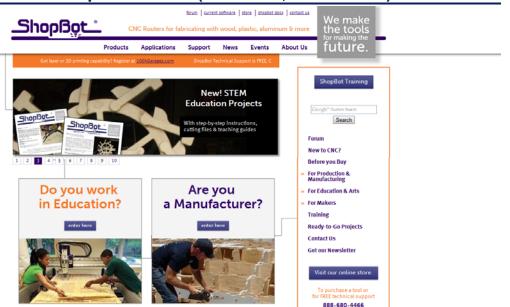
- Dystopian cyber-Fordism: the global online assembly line (brought to you by Amazon's Mturk[™])
- Utopian locavore wiki-everything in which one is a genetic engineer in the morning, an urban fish farmer in the afternoon, and a mash-up DJ in the evening

57

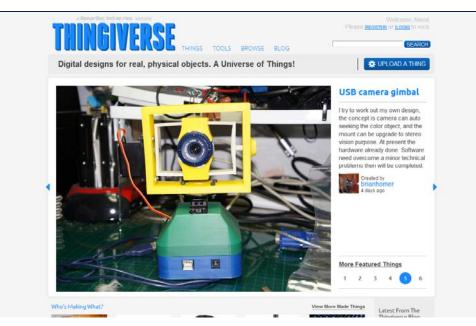
3D printing and the Web enable insta-replication of physical objects...



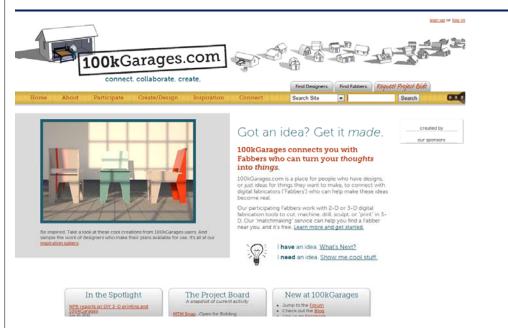
Dramatically cheaper capital goods enable locavore production. (Take that, Braverman)



...whose designs can be shared and modified globally



A local fabrication shop in every neighborhood?



...and in surprising industries (like biotech)



The "maker movement" is emerging in surprising places (like Detroit)...



Um.....

THE WALL STREET JOURNAL

POLITICS | August 16, 2012, 7:11 p.m. ET

Tapping Crowds for Military Design

By JAMES R. HAGERTY

A branch of the Pentagon is looking into whether a bunch of volunteers could design a better amphibious vehicle for the Marines than a defense contractor.

The Defense Advanced Research Projects Agency, known as Darpa, is preparing to assess whether crowdsourcing, a freewheeling collaborative method sometimes used to develop software, can be an effective means of designing military equipment.

The U.S. military hopes crowdsourcing could help counter the enormous costs and long delays that often dog the development of new weaponry and vehicles.



Darpa aims to use crowdsourcing to tap more brainpower than the traditional defensecontractor route, while speeding up development and slashing expenses. The first test of the new approach will be a competition to design a vehicle that would be used to help Marines storm beaches.

Darpa got an opening to test its crowdsourcing theories after the Defense Department in early 2011 canceled another project to create a replacement for 1970s-era Marine amphibious vehicles. The military concluded the project, led by defense contractor <u>General Dynamics</u> Corp., would be too expensive—after sinking in more than \$3 billion toward development. Pursuing the program "would essentially swallow the entire Marine vehicle budget," then-Defense Secretary Robert Gates said at the time.

The Pentagon aims to use a crow dsourcing contest to

Cooperatives have found a new life...in Cleveland



The US has a large set of non-corporate forms that are not all run by hippies

Producer co-operatives



Consumer co-operatives

STATE FARM

INSURANCE

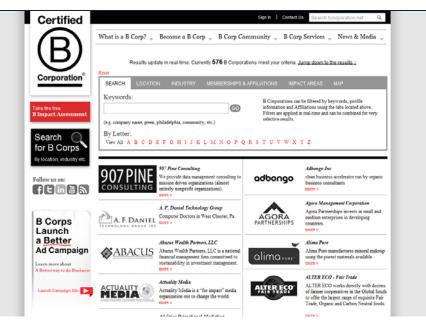


Mutuals



66

New legal forms add to the mix of possibilities



Collaborative consumption apps are widespread



How about "open source institutional design for economic democracy"?



Ubiquitous ICTs enable large-scale collective action (e.g., "The World Says No to War")

Up to 10 million citizens on *every* continent (including Antarctica) marched in protest on the same day (2/15/03) against the imminent US invasion of Iraq



Or "The world says no to the Komen Foundation"?

