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Osemeke, N, Osemeke, L and Okere, RO The Role of Board in Corporate Social Responsibility: A Normative Compliance Perspective. Corporate Ownership and Control. ISSN 1727-9232 (Accepted)

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The Role of Board in Corporate Social Responsibility: A Normative Compliance Perspective

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Abstract

Purpose: This paper focuses on the board's influence on Corporate Social Responsibility (CSR) among Public Liability Companies (PLCs). The paper uses normative compliance theory to develop the theoretical framework thereby advocating and complementing other theories CSR.

Methodology: The paper adopts balanced random effect regression model to estimate the relationship between board characteristics (such as board composition, diversity and size on CSR, while controlling for firm size, sector and risk). This involved the use of balanced panel data of 174 PLCs from 2003 to 2009. The random effect estimator is used to test the specific effects of the board composition, board size and board diversity on CSR of PLCs in Nigeria. The data are obtained from Nigerian Stock Exchange (NSE) fact book from 2003 to 2009.

Findings: The paper found that Non-executive directors (NEDs) and board size are positively significantly correlated with CSR, while the executive director was negative and significantly related with CSR.

Originality: The testing of the theory in the context of Nigeria contributes to the body of knowledge on sub-Sahara Africa, particularly Nigeria which offers a developing country perspective. The paper explores the relationship between board characteristics and CSR thereby contributing to the governance processes of listed companies and how good governance should be encouraged by understanding the board dynamics.

Study Contribution: The implication is that, for managers and corporations focusing on shareholder interest, must also acknowledge that the society wants companies to accommodate multiple stakeholders interest for them to compete and survive in the long run.

Social Implication: The social implications for companies to understand that business and the society are interwoven. Also efforts should be made by the board and companies to be morally and socially responsible to the society.

Limitations: The data employed for this paper is majorly limited to listed companies on the NSE and the study covers only firms and industrial sectors within a single country but do not cover country to country differences or factors. It nevertheless presents implications for understanding CSR challenges in developing markets and provides insights into how to structure the board of listed companies. Finally, we hope this paper encourages future studies on the board dynamics and social performance of companies.

Keywords: Board of directors, Board size, Board composition, Board diversity, Corporate Social Responsibility, Public Liability Companies, Nigeria.

The Role of Board in Corporate Social Responsibility: A Normative Compliance Perspective

1. Introduction

Corporate Social Responsibility (CSR) is gaining attention and prominence both in the business and academic community (Beesley and Evans, 1978; Carroll, 1991; Rao and Tilt 2016; Hoi et al., 2018; Yuan et al., 2020) thereby putting more pressure on companies to become more accountable to stakeholders (Aras and Crowther, 2008a; Benson *et al*, 2009; Bingham *et al*, 2010; Sandberg, 2011). This development has made the board of directors central to making strategic decisions and policies that not only help the companies better their financial performance but also guarantee their continual survival in a competitive global market (Baysinger and Butler, 1985; Waddock and Graves, 1997).

Broadly speaking, pressure groups and stakeholders are demanding that business organisation formulates CSR policies that favour various stakeholders including employees, shareholders and others (Freeman, 1984; Donaldson and Preston, 1995; Carroll, 1999; Kassinis and Vafeas, 2002; Mahoney and Thorn, 2006, Wahba, 2010). As a result, the society expects companies and their board to be stakeholder oriented by being good corporate citizens (Freeman, 1984; Amaeshi et al, 2006). Recently, stakeholders such as shareholders, employees, communities and public environmentalists, expect companies to manage, mitigate or prevent the adverse social and environmental impacts that may be associated with a company's operations (Mahoney and Thorn, 2006; Altschuller, 2011).

In companies, decisions and influence on CSR policies are being made by employees implying that they are centrally important in deploying CSR strategies (Greening and Turban, 2000; Brammer et al., 2009). As a result, an effective CSR program was implemented through corporate-level policies and standards and supported by oversight mechanisms, training programs and accountability measures. The CSR programs ensure that companies are responsive to these social concerns. Likewise, the top management team (TMT) and the board (Baysinger and Hoskisson, 1990) were responsible for the formulation and implementation of CSR policies that serves the interest of all stakeholders (Coffey and Wang, 1998; McGuire et al, 1988; 2003; Galbreath 2017). In this regard, the paper examines the board co-ordination, influence and orientation towards CSR.

Failure to address stakeholder concerns effectively can expose companies to a range of financial and non-financial risks, including loss of access to finance, poor employee morale, community opposition and heightened exposure to regulatory fines and lawsuits (Del Brio et al, 2006; Altschuller, 2011). Adverse impacts, even those that result from a single incident, expose companies to lasting reputational damage (Brammer et al., 2009). This reputational harm can impair a company's capacity to leverage relationships with key public and private stakeholders and to implement short- and long-term business strategies (Gabrielsson, 2007; Goss and Roberts, 2009). While directors may recognize these concerns and the strategic value of CSR initiatives, recent studies have found that board oversight of social and environmental practices are lacking (Ogbechie et al, 2009; Wahba, 2010; Altschuller, 2011).

It was noted also that CSR is multidimensional in nature (Husted, 2000; Wood, 1991; Carroll, 1991; Maroun 2020) resulting in different CSR meaning and empirical findings (Carroll,

1999; Aguilera et al. 2006). As such, several authors have attempted to define CSR from different perspectives (Coffey and Fryxell, 1991; Carroll, 1979; Griffin and Mahon, 1997; Carroll, 1999). Carroll (1979) defined CSR based on social issues using four principles such as economic, ethical, legal and philanthropy responsibility. Carroll (1979) illustrates this in a pyramid form by stating that the economic responsibility is more important to the company followed by ethical, legal and philanthropic responsibility. Others defined CSR based on stakeholder management (Freeman, 1984; Agle *et al*, 1999), while the European Commission (2006) views CSR as a concept and voluntary practises by firms to widen their responsibility to include social and environmental concern with the goal of satisfying a wider stakeholder group such as shareholders, employees, customers, society, community, environment and suppliers.

Social and environmental issues have been known to cause legitimacy problems for companies in communities where they operate (Webb, 2004; Wahba, 2010; Gul et al., 2020); example of such is the oil spillages by big oil companies such as Shell, Chevron and British Petroleum (BP). The question therefore is whether board characteristics matter to social performance? While the board role on CSR may be the main issue of discourse in the developed countries such as the United States of America (USA) and Europe, coupled with the fact that empirical evidences and research studies abound in these areas, the same cannot be said of the developing countries such as Africa (Ezirim et al, 2005; Amaeshi et al, 2006; Rwabizambuga, 2007; Amaeshi and Amao, 2008; Wahba, 2010).

Hence, this study focuses on Nigeria and the effect of board characteristics on CSR practices of publicly listed companies (PLC) thereby adding to the body of literatures and the debate on CSR. From that rationale, this study discusses the following: the theoretical literature and conceptual framework, methodology, finding and discussion followed by conclusion.

2. Theoretical Literature

In corporate governance and social responsibility extant literature, the agency, stewardship, resource dependence and stakeholder theories have been used frequently to explain the rationale between the role of top management team in this case the board and CSR (Jensen, 1993; Jensen and Meckling, 1976; Fama and Jensen, 1983; Donaldson and Preston, 1995; Kassinis and Vafeas, 2002; McGuire et al, 2003; Webb, 2004; Norman, 2011). While the agency theory focuses on incentives to monitor executive managers and ensure that diversity of opinions promote board independence, the opposite is true for normative compliance theory that view the board as having the moral imperative to make policies that better the environment (Carroll, 1999; Hillman and Dalziel, 2003). Notably, the society places a moral imperative on companies to uplift the community they operate in by making the public a better place. Therefore, this study adopts the normative compliance theory in exploring the link between the board and CSR, thereby contributing to the body of literature.

2.1 Normative Compliance Theory

The normative compliance theory expects the board to influence the company to make contribution to the community (Lunenburg, 2012). The theory derives its meaning from the compliance theory, a psychological theory concerning changing one's behaviour due to a request or direction of another person or group (Breckler et al., 2006; Lunenburg, 2012). Sometimes it involves changing behaviour to fit within the group, while still disagreeing with the group. Breckler et al. (2006) states that compliance refers to a change in behaviour that is requested by another person or group to influence the behaviour of a person in a certain way because others asked him or her to do so while having the choice to refuse or decline.

This means the company and board were originally expected to satisfy shareholders alone (Jensen, 1993; Jensen and Meckling, 1976; Fama and Jensen, 1983) but recently companies are being forced by the society in general to pursue a more inclusive stakeholder oriented approach. Therefore, the normative compliance theory argues that companies have the moral obligation to satisfy various stakeholders including the community, shareholders and employees. It hinges on the fact that businesses and societies are interwoven rather than separate entities. The above definition of CSR highlights and supports this assertion (Carroll, 1979; Agle *et al.*, 1999). However, according to Sacconi (2007) compliance theory suffers from motivational and trust gap thereby rendering enforcement and implementation ineffective. Also, Sutinen and Kuperan (1999) in explaining compliance behaviour by companies argue that compliance to regulation or practice is anchored on not only on the severity and certainty of sanctions but also on moral obligation and social costs.

Some scholars (Norman, 2011) believe that the boards are not only influenced by the society but also by the need to gain legitimacy to engage in CSR. In other words, the fines and also the need to maintain corporate reputation influence companies to engage in CSR (Brammer et al, 2009). Moreover, normative compliance theory expects the board and companies to invest in CSR. Certainly, the directors in the board are expected to use their knowledge, experiences and skills to create policies, strategies and programs that enhance corporate performance of companies (Baysinger and Hoskisson, 1990), such as corporate social performances. If this is not done, companies may be perceived to be indifferent to its corporate and social responsibilities function and therefore adjudged to be irresponsible hurting its legitimacy and reputation (Brammer and Millington, 2005; Brammer and Pavelin, 2006; Wahba, 2010). Therefore, in order to avoid these fines and fees, companies with good social responsibility values strives to satisfy its stakeholders.

2.2 The Relationship between the Board and Corporate Social Responsibility

The board as earlier mentioned is responsible for making decision and policies of companies particularly policies that addresses social concerns (oil spills and climate change). In this regard, the Chief Executive Officer (CEO) who run the day to day affairs of the company are also expected to perform their duties in a way that serves the best interest of not only the shareholders but to other stakeholders (Baysinger and Hoskisson, 1990; Coffey and Wang, 1998). The board have initially been accused for the abuse of power and poor performances of companies (Daily and Dalton, 1994). For instance, corporate scandals have been attributed

to directors such as the case of Enron collapse which further increased the pressure of companies to be more ethical in their approaches (McGuire et al, 2003; Webb, 2004).

Previous studies on the characteristics of the board and CSR are in developed countries and the results are varied and uncertain (Johnson and Greening, 1999; Rodriguez-Dominguez et al, 2009). However, there are very little studies on the effect of the board characteristics on CSR practices in developing countries (Yongqiang, 2008), particularly in Nigeria where there are no studies or scanty research on CSR (Helg, 2007). Hence, there exists a gap on the impact of board characteristics on CSR in developing country. This study attempts to fill this gap using the balanced panel data of 174 Public Listed Companies (PLCs) from Nigeria between 2003 and 2009 on CSR to investigate and identify the effect of the board size, board composition and board diversity on CSR.

2.3 Formation of Hypothesis: *Board Composition and Corporate Social Responsibility*

The variation of composition of board and how it affects CSR has attracted many scholars (Coffey and Wang, 1998; Kassinis and Vafeas, 2002; Webb, 2004, Galbreath 2017). Some argue for directors' independence in the board (Sonnenfeld, 2002; Kemp, 2011), while others suggest board enlargement as a way of addressing the social and environmental concerns (Pfeffer, 1972, 1973; Coffey and Wang, 1998; Wahba, 2010). In their study, Coffey and Wang (1998) argue for the enlargement of board, by introducing more Non-Executive Directors (NEDs) into the board as a way of strengthening their independence and their ability to focus on CSR. They noted that NED helps the board to improve its strategic processes and stakeholder's representations. The presence of NED in the board is one of the solutions offered in the monitoring of management and a way of avoiding corporate collapse (Kesner et al, 1986; Daily and Dalton, 1994).

Furthermore, the NEDs as part of the board help to monitor the executive directors in implementing CSR policies. Still, high expectations are required from the NEDs to create an effective and vigilant board aimed at limiting managerial hegemony and opportunism (Coffey and Wang, 1998; Schaffer, 2002; Sanda et al; 2010) and also enhance corporate and social performances (Kassinis and Vafeas, 2002). The NEDs confer independences to the board (Kesner et al, 1986); help to reduce CEO duality role by encouraging the separation of the joint structure role of CEO and chairperson to be handled by separate individuals and the monitoring role of management (Daily and Dalton, 1994).

Fernandez-Gago et al., (2016) examined Spanish listed companies on IBEX 35 from a period of 2005 to 2010. They found that the percentage of independent directors has an effect on firm CSR activities. On the contrary, Salehi et al (2017) examined the effect of the structure of board of directors and company ownership on CSR disclosure of 125 listed companies on the Tehran Stock Exchange. They found there was no significant relationship between independent board of directors, institutional ownership, managerial ownership, family ownership and the level of CSR disclosure

Empirically, Johnson and Greening (1999) analysed the relationship between board composition and CSR by using secondary data and found a positive relationship between NED and CSR. Other previous empirical studies support the presence of NED in the board (Wang and Coffey, 1992; Coffey and Wang, 1998). Johnson and Greening (1999) found the inclusions of NED in the board to be positively related to CSR. Johnson and Greening (1999) suggest that NEDs bring their skills, connection and contact to the board; thereby encouraging the long-term survival of the company through the enhancement of product quality and good environmental practices with the aim of satisfying a wider group of stakeholders. Based on the above arguments and empirical findings, the following hypothesis was formulated.

Hypothesis 1: There is a positive relationship between NED dominated board and CSR.

However, there is a counter argument that executive directors are believed with time to become self serving or opportunistic (Jensen and Meckling, 1976; Fama and Jensen, 1983). It is noted that the executive directors may suffer from conflict of interest as a result of their desire to retain loyalty from close associates or friends thereby compromising their position and power (Agle et al, 1999). Also, the executive directors may suffer from fear of revenge or retaliation from the CEO, who in most cases, appoint them into the board (Johnson et al, 1996; Slater and Dixon-Fowler, 2009). According to Johnson et al (1996) executive directors find it difficult to blame the CEO in periods of poor performances during boardroom meetings, particularly with CEO in attendance; as their presence, power and influence become prominent.

Moreover, the agency theory usually views CSR activities by companies as anti-profit. Friedman (1970) argues that profit maximization is the sole responsibility of business organisations and the author further detests corporate attempts to invest in other stakeholders' welfare such as environmental concern, consumers' protection and employee welfare. Also supported by the above arguments are Hughes (2001) and Bakan (2004) that pointed out that the legal responsibility of companies is to make a profit for investors by providing goods and services demanded by the society.

Also, oppose to NED pro-CSR agenda is Vance (1964) who argues that executive directors rather than the NEDs help to improve corporation's performance when they are in the majority on the board. By so doing, they create wealth and satisfy shareholder's interest (Fama and Jensen, 1983), given the profit maximisation motives, executive directors find it difficult to engage in CSR. Given the review of the arguments above, the following hypothesis was formulated.

Hypothesis 2: There is a negative relationship between executive directors' dominated board and CSR of companies.

2.4 Board Size and Corporate Social Responsibility

Several authors argue that the board provide pool of potentially valuable resources for the firm (Pfeffer, 1972; Hillman et al, 2000). Among these authors is Pfeffer (1972) who emphasised that larger board size assists the board to connect the corporation to its external stakeholders and gather resources, reputation and good corporate brand (Conyon and Peck, 1998). This assertion is supported by the resource dependence view. Pfeffer (1972) argue that

increased resources could enhance the chances of corporation's boards adopting CSR. Also large board provides enhanced expertise and skills that can be used to monitor an entrenched executive management team. This indicates that larger boards are well positioned to make strategic decisions. In his study, Pfeffer (1972; 1973) found board size to be positively related to CSR and concludes that larger board can act as a linkage between the community and environment because the board are interested in the long term interest of the firm.

Other supporters of large board size were McKendall and Wagner (1997) and Kruger (2010). They argue that expert skills and advice are vital to the board by helping to reduce law suits against the corporation due to violations of environmental and human rights. Harjotoa and Rossi (2019) studied 156 Italian listed companies during the 2002–2014 period and found that there is a positive relationship between the presence of female directors and CSR. Fernandez-Gago et al (2016) found that CSR plays a mediating role on the relation between the independence of the board of directors, board size, women as directors and firm value. Kruger (2010) in examining the relationship between board and CSR using a panel of 2417 PLCs in US between 1999 and 2007 found that the board size was positively related to CSR suggesting board size especially with higher fraction of insider and experienced directors have less negative events that lead to poor performances.

Similarly, Coleman (2007) found board size to be positively related to maximisation of shareholders value and corporate performance arguing that given higher financial performances, managers engage in CSR. This according to the author suggests that the board is not independent. Coleman (2007) uses panel data from 1997-2001 in four (4) African countries namely South Africa, Ghana, Kenya and Nigeria in their study. Based on the above arguments of a positive relationship between board size and CSR, the following hypothesis was formulated.

Hypothesis 3: There is a positive relationship between board size and CSR.

2.5 Board Diversity and Corporate Social Responsibility

Generally, diverse boards help the board to reach decisions quickly concerning environmental and other CSR issues, because the minority groups as members of the board bring their personal experiences, interests and commitments to the board (Baysinger and Butler, 1985; Campbell and Minguez-Vera, 2008). Also, Post et al (2011) argue that female directors favour CSR only if they are more in number on the board. For example, three (3) female directors or more are expected to have an impact on the board, for them to engage in CSR. However, according to the author, if the number falls below a minimum of three (3) female directors on the board, the tendency is that there is little or no impact of female directors on CSR.

Empirically, the inclusion of women, ethnic minorities and people of different racial background into the board were found to be positively related to CSR (Johnson and Greening, 1999; Post et al, 2011). Also, Coffey and Wang (1998) argue that diversity of board was positively related to CSR because charities and donations are in line with the long-term goal of company, and altruistic in nature. Coffey and Wang (1998) and Bear et al (2010) argue that board diversity reduces managerial control, improve board effectiveness in

decision making by checking management excessiveness. Moreover, diversity of board encourages the board to be responsive to a wider group of stakeholders (Goodstein et al, 1994; Coffey and Wang, 1998, Williams, 2003). However, it was noted that in the absence of diversity in the board, managerial opportunism thrives which leads to inefficiency and poor performances (Coffey and Wang, 1998).

Similarly, in their methodological approach, Bear et al (2010), Coffey and Wang (1998), and William (2003) used secondary data and multiple regression models to analyse the relationship between corporate governance and CSR. As a result, they found women in board to be positively correlated to CSR. William (2003) notes that women directors are more inclined in using part of the corporation's fund for charitable causes compared to less inclined male directors. The author concluded that charitable giving by firm maybe a way of enhancing their reputation and image, especially firms with bad corporate image may adopt corporate philanthropy as a way to amend their image and increase societal acceptability (Williams, 2003).

Likewise, the board reaches quick decision concerning environmental issues when the board is diversified, particularly ethnic minorities who have superior knowledge of their communities will encourage the company to invest in CSR as a way of improving their relationship with the communities (Johnson and Greening, 1999; Huse et al, 2009). Therefore, based on the above arguments and their empirical findings, the following hypothesis was proposed.

Hypothesis 4: There is a positive relationship between board diversity and CSR.

3. Methodology

The research is designed to use random effect estimator to test the specific effects of board composition, board size and board diversity on CSR. This involves the use of balanced panel data of 174 PLCs from 2003 to 2009. The data were obtained from Nigerian Stock Exchange (NSE) fact book and supplemented by information from the annual reports.

To ensure validity, reliability and replicability of the research study, the problem of multicollinearity (when two or more independent variables are correlated) were checked using the Variance Inflation Factor (VIF) while heteroscedasticity (when residual error term variance not constant) was checked using Breusch-Pagan test (Baltagi, 2009). These problems were corrected using the robust standard error. The Hausman test was used to discriminate between the fixed effect and random effect estimators (Gujarati, 2007). The Ramsey Reset test results indicate no omitted variables while the Woodridge test for autocorrelation results means there was no autocorrelation (Baltagi, 2009). Stata 11 software was used for the econometric analyses of the panel data.

3.1 Data Collection

This study uses secondary data including CSR investments. The CSR investment is the amount spent by company on CSR activities per year. The amount invested in CSR is measured in Nigerian currency (the naira). In this study, CSR data was obtained from audited annual financial statements and annual reports of companies. This is the pre-tax earnings donated to charities, philanthropic activities and community development projects (Coffey

and Fryxell, 1991; Bartkus et al, 2002). This method of data collection is in line with Chai (2010) that employed philanthropy and charitable funds as a proxy for CSR. Chai states that the data has more reliability because it measures the actual amount spent on CSR.

The NEDs were measured as the percentage of non-executive directors to the total number of directors in the board, while the executive directors were measured as the percentage of executive directors to total number of directors (Berrone and Gomez-Mejia, 2009). The executive directors and NEDs' information were obtained from NSE fact book 2003-2009 (Dalton et al, 1998; Filatotchev and Bishop, 2002; Kassinis and Vafeas, 2002). As for the board size, it is the total sum of all directors at the end of the last fiscal year (Kassinis and Vafeas, 2002) and it was derived from NSE fact book from 2003-2009. The natural logarithm for the board size ($\ln Bsize$) was used.

Gender diversity refers to the presence of women and ethnic minorities in the board (Johnson and Greening, 1999). In this study, due to unavailability of data, the board diversity was measured as the percentage of women in the board compared to the total board members (Coffey and Wang, 1998). Therefore, the number of women in the board was used as a proxy for board diversity. However, the number of ethnic minorities was not considered in this study due to incomplete data. Therefore, the information on board diversity regarding the number of women was obtained from NSE fact book between the period 2003 and 2009.

The following control variables were used, financial performance, firm value, environmental risk, firm size, company age, industry effect, intangible assets and debt. Expectedly, this information was also obtained from the NSE fact book from 2003 to 2009 (Balabanis et al, 1998).

3.2 Model Specification

This study uses balanced panel data of 174 PLCs in Nigeria between 2003 and 2009. The panel data regression is expressed as follows:

$$Y_{it} = \alpha + X_{it} \beta + E_{it} \dots \dots \dots (i)$$

$$i = 1 \dots \dots \dots N; t = 1 \dots \dots \dots T$$

Where i denotes PLC and t denotes time. α is the scalar (constant), β is coefficient of determination and X_{it} is the observation on the independent variables. E_{it} is the error term. Expanding model on equation (i) to include the control variables (Z), the following model is specified as:

The model specification is given as:

$$Y_{it} = \alpha_i + \beta_1 X_{it} + \beta_2 Z_{it} + E_{it} \dots \dots \dots (ii)$$

Where:

Y = CSR Investment (as amount spent on CSR practices per year)

X = Board size, board composition and board diversity

Z = Control variables

i = Public Listed Companies (PLC) observations

t = Time period observation

E = Error or disturbance term

The Error Components Term (E)

$$E_{it} = v_i + u_{it} \dots \dots \dots (iii)$$

The error term E_{it} comprises two parts, namely, the time invariant unobserved variable that does not change with time (Greene, 1993). This time invariant firm specific error term is denoted as v_i (See equation iii). The second part of the error term, u_{it} , is the time variant unobserved variable that varies with time and across firms. For example, factors such as general confidence in the company and board of directors' ability may have an effect on market valuation, and influence managers to engage in CSR. Failure to control this correlation within the model would yield biased results that will be unreliable (Del Brio *et al*, 2006; Ramasamy *et al*, 2007).

More importantly, the panel data study the dynamics of change and help to investigate the behavioural model over a time period. The panel data takes a closer look at the evolution of CSR in Nigeria as it varies from 2003 to 2009. Besides, the panel data enables the researcher to gain insights into the role of BOD as it affects CSR investment among 174 PLCs in Nigeria from 2003 to 2009 (Baltagi, 2009, Goss and Roberts, 2009).

Therefore, adding the time invariant firm specific error term (v_i). The panel data regression is expressed as follows:

$$Y_{it} = \alpha_i + \beta_1 X_{it} + \beta_2 Z_{it} + v_i + u_{it} \dots \dots \dots (vi)$$

3.3 The Effect of Board of Director Characteristics on CSR

Model 1 tests hypothesis 1. Model 1 estimates the effect of NED on CSR when all the control variables are held constant. In this study, Model 1 was illustrated below as:

$$\ln CSR_{it} = \alpha + \beta_1 NED_{it} + \beta_2 \ln compage_{it} + \beta_3 Intang_{it} + \beta_4 \ln Noemployee_{it} + \beta_5 Industry_{it} + \beta_6 beta_{it} + \beta_7 ROA_{it} + \beta_8 Tq_{it} + \beta_9 \ln Debt_{it} + \beta_{10} \ln EPS_{it} + E_{it} \dots \dots \dots (1)$$

Model 2 test hypothesis 2. Model 2 estimates the effect of the executive directors (ED) on CSR when all the control variables are held constant. In this study, Model 2 was illustrated below as:

$$\ln CSR_{it} = \alpha + \beta_1 ED_{it} + \beta_2 \ln compage_{it} + \beta_3 Intang_{it} + \beta_4 \ln Noemployee_{it} + \beta_5 Industry_{it} + \beta_6 beta_{it} + \beta_7 ROA_{it} + \beta_8 Tq_{it} + \beta_9 \ln Debt_{it} + \beta_{10} \ln EPS_{it} + E_{it} \text{-----}(2)$$

Model 3 test hypothesis 3. Model 3 estimates the effect of the board size on CSR when all the control variables are held constant. In this study, Model 3 was illustrated below as:

$$\ln CSR_{it} = \alpha + \beta_1 \ln Bsize_{it} + \beta_2 \ln compage_{it} + \beta_3 Intang_{it} + \beta_4 \ln Noemployee_{it} + \beta_5 Industry_{it} + \beta_6 beta_{it} + \beta_7 ROA_{it} + \beta_8 Tq_{it} + \beta_9 \ln Debt_{it} + \beta_{10} \ln EPS_{it} + E_{it} \text{-----}(3)$$

Model 4 test hypothesis 4. Model 4 estimates the effect of the board diversity on CSR when all the control variables are held constant. In this study, Model 4 was illustrated below as:

$$\ln CSR_{it} = \alpha + \beta_1 Div_{it} + \beta_2 \ln compage_{it} + \beta_3 Intang_{it} + \beta_4 \ln Noemployee_{it} + \beta_5 Industry_{it} + \beta_6 beta_{it} + \beta_7 ROA_{it} + \beta_8 Tq_{it} + \beta_9 \ln Debt_{it} + \beta_{10} \ln EPS_{it} + E_{it} \text{-----}(4)$$

The control variables (Z) = $\ln compage_{it} + \ln Noemployee_{it} + Industry_{it} + Beta_{it} + ROA_{it} + \ln Debt_{it} + \ln EPS_{it}$

INSERT TABLE 1 HERE

Additionally, this study uses the regression instrument, random effect estimator to capture the effect of the board size on CSR and assume that, if the P-value of the coefficient of board size is positively statistically significant, then we cannot reject the null hypothesis.

Therefore, this research expects the coefficients of the following; non-executive directors ($\beta_1 NED_{it}$)>0, executive directors ($\beta_1 ED$)>0, BOD size ($\beta_1 \ln Bsize_{it}$)> 0, BOD diversity ($\beta_1 Div_{it}$)>0, and all to be statistically significant.

Using the aforementioned variables in the model, the non-executive directors ($\beta_1 NED_{it}$) estimate the impact of non-executive directors on CSR. ($\beta_1 ED$) estimates the effect of executive directors on CSR. ($\beta_1 \ln Bsize_{it}$) measures the impact of board size on CSR. ($\beta_1 Div_{it}$) measures the impact of board diversity on CSR.

INSERT TABLE 2 HERE

4. Presentation of Results and Findings

The random effect estimator was used to test the effect of the different board characteristics on CSR because random effect estimator not only measures the effects of the unobserved variables but also reduces the omitted variable bias in the model (Wooldrige, 2003; Stock and Watson, 2007). In this study, the random effect estimator captures the model and the effects of all the independent variables on CSR. Likewise, the random effect estimator captures the

individual level differences among corporate bodies over time leading to a better finding for the regression coefficients (Gujarati, 2003). The next part of this section discusses the findings concerning the effect of NEDs on CSR.

4.1 The Effect of NEDs on CSR

Table 3 presents the findings on the effect of NEDs on CSR. The results show the relationship between NEDs and CSR investment was positive and significant at 1% ($b = 0.78$; $p < 0.01$). The positive correlation means that as proportion of NEDs increases the CSR investments increases. The coefficient of determination of overall R square is 0.07, implying that the explanatory variables in the model accounted for 7% variation in CSR investment (Benson et al, 2009). The R square obtained in this study is higher than the findings of Benson et al (2009), which is 0.0086-0.017, and less than the findings of Andayani *et al* (2008) where R square is 0.37. However, the coefficient of determination (R square within) is 0.21, implying that the explanatory variables in the model account for 21% variation in CSR investment within the firm.

INSERT TABLE 3 HERE

4.2 The effect of Board size on CSR

The effect of board size on CSR is presented in Table 4. The coefficient for board size in the random effect estimation was positive and significant ($b = 0.78$; $p < 0.01$). The effect of board size on CSR investment was positive and statistically significant at (1%). The positive result implies that larger board size increases corporate investment on CSR, whilst for board diversity, the findings reveal the effects of board diversity on CSR as insignificant. The presence of female directors was used as a proxy for board diversity. The random estimator produces insignificant results ($b = -0.010$; $P = 0.92$).

INSERT TABLE 4 HERE

5. Discussion of Results

The findings of a positive and significant relationship to CSR imply that the NEDs favor companies to engage in CSR because of their long term interest for the company. The reasons could be attributed to companies' compliance to the recommendations of the code of best practices earlier established in 2003 and revised in 2011 (SEC code 2003; 2011; Okike, 2007) which provides support for the board to invest in CSR, by recommending that companies be socially, ethically and environmentally responsible in their business conduct (Ibrahim and Angelidis, 1995; Ibrahim et al, 2003). The code also recommends that a minimum of 2 independent NEDs be employ into the board. As a result, the NEDs in the board should at least be 50% of total board members and independent with lot of skills, knowledge and experiences. This empowers the NEDs to enhance board effectiveness by implementing all the code of corporate governance recommendation to the latter and at the same time, influence the board to invest in CSR, particularly if they perceive CSR as a positive tool for achieving competitiveness and corporate reputation (Johnson et al, 1993). These findings are consistent with the results of Johnson and Greening (1999) that found the inclusions of NEDs

in board to be positively related to CSR. In addition, Coffey and Wang (1992) reported a positive and significant correlation between NEDs' and CSR.

For the board size, the findings indicate a positive and significant relationship with CSR. The increase in board size is attributed to the inclusion of NEDs, ethnic minorities and women into the board which helps not only to diversify the board but to improve the board independence and its effectiveness (Coffey and Wang, 1998; Post et al, 2011). This support the work of Harjotoa and Rossi (2019) where they found that there is a positive relationship between the presence of female directors and CSR. In this paper the authors considered only gender diversity, but not the board diversity on a whole.

From international perspectives, increase in board size is viewed as occurring due to the rise of globalizations. Groups such as Non-Governmental Organisation (NGOs), government, media, investors and communities request the board to become stakeholder-oriented especially by including NEDs, women, ethnic minorities and employees into the board, thereby giving them access to influence the board to invest in CSR. Also, the introduction of new directors into the board from diverse background, skills and knowledge can change the overall perception of the board and its directors and further influence them to invest in CSR. In addition, the effect of board size on CSR can also be explained by the perception of the new board members. If the new board members are inclined to CSR, then they are more likely to influence the board to engage in CSR practices. Likewise, the presence of ethnic minorities in the board can also influence the board members to engage in CSR. Certainly, the ethnic minority directors want their community to believe they are using their presence in the board to influence policies that favor the community. By influencing the board, the company invests in projects that create developments in the community they operate (Dunn and Sainty, 2009).

In contrast to both the NEDs and board size, the results for the executive directors show that the executive directors are negative and significantly related to CSR at 1%. This result shows that higher numbers of executive dominated board do not favor CSR. The executive directors are members of the board that run the day to day operations of the company. They are very concern with satisfying the shareholder's interest and making profits. This profit motives may hinder the executive directors from investing in CSR practices of the company. Second, if CEOs are not interested in CSR practices because of negative perception on CSR which the CEO perceives as a fine or cost that reduces profits, then the CEO can influence the board not to invest in CSR. Expectedly, Friedman (1970) along with Hughes (2001) and Bakan (2004) supports the above assertion that the legal responsibility of companies is to make a profit for investors and also that profit maximization is the sole responsibility of business organisations.

6. Conclusion

6.1 Theoretical contribution

This paper focuses on fairness and moral obligation of companies in making contributions to the society. The normative compliance theory supports the findings and expects directors to bring their contacts, experiences and skills to the board for the benefit of the stakeholders. It is true that not every law has to be enforced through mandatory CSR, however so many regulations are still laiz-fair or voluntary CSR. The argument focuses on moral obligation of

the board being in position of power and authority to morally make decision that better the society or community.

The study not only contributes to the understanding of how board characteristics affect CSR, but makes a theoretical contribution concerning the role of companies in society particularly the role of the board in satisfying multiple stakeholders. The normative compliance theory offered an explanation that the board uses its resources and directors' skills to enhance not only social responsibility and firm performances but also the corporate reputation of the firm.

Conversely, the findings between board diversity and CSR contradict the normative compliance theory that argues that the diverse board should invest in CSR. Generally, diverse boards help reach decisions quickly concerning environmental and other CSR issues because the minority directors bring their personal experiences, interests and commitments to the board (Baysinger and Butler, 1985; Post et al, 2011).

6.2 Practical Implications

In practice, companies should change the way they view their responsibilities as solely an economic interest but know that they also have a moral obligation to be stakeholder oriented in their approach. They should extend their philosophies and policies beyond the economic interest to include the social interest. Also, their CSR practices should be embedded in their corporate philosophies and culture for long term survival of the company. The paper also contributes to the literature on corporate governance regulation in sub-Saharan Africa and how companies and managers take CSR, whether seriously or not. The board ensures the implementation of policies, assessment mechanisms and internal oversight and control systems that identifies and addresses the actual CSR practices associated with a company's operations. By this, companies can effectively compete and survive in the long run.

In essence, the board have an important oversight role to play in ensuring that companies have systems in place to effectively manage risks such as reputational harm and legal liability associated with adverse social and environmental impacts. Also, the boards should ensure that they have the information they need to evaluate the effectiveness of a company's existing management systems with regard to social and environmental hazards. As a result, they are in a position to raise questions regarding the processes and criteria by which management personnel evaluate the social and environmental risks that may be associated with a particular operating environments or business relationships, including those with host governments and joint venture partners.

Also, the board members should emphasize the importance of ensuring that management personnel have the needed resources to respond to shifting stakeholder concerns and expectations in a manner consistent with the company's values and strategic priorities. The board should employ their oversight approach that monitors compliance with established governance standards while also evaluating the potential impact of future expectations. Boards have a significant role to play in establishing and reinforcing an overarching set of expectations with regard to the short- and long-term management of social and environmental risks.

6. Summary

This paper contributes to the boards and CSR debates and research by extending the literatures on organisational governance and commitment towards their social obligation. Based on research findings on how the board influences CSR, one can conclude that the social performance of company are very important and should be taking seriously if organisations are to stay competitively. The paper explores this through the normative compliance perspectives noting that the size of the board and Non-executive directors are very effective determinants and bears influence on CSR adoption by listed companies. The results of a positive and significant relationship between Non-executive directors and board size with CSR are similar to what is obtained by authors in developed countries. By this, the study not only contributes to the understanding of how board characteristics affect CSR, but also contributes to knowledge concerning the role of companies in society particularly the role of the board in satisfying multiple stakeholders.

Also, the research points out the implication of the normative compliance theory and how good governance should be encouraged by understanding the board dynamics. The testing of the theory in the context of Nigeria contributes to the body of knowledge on Sub-Sahara Africa, particularly Nigeria which offers a developing country perspective.

However, the limitation from this study is that the number of ethnic minorities was not considered in this study due to incomplete data. Therefore, the information on board diversity regarding the number of women was obtained from NSE fact book between the period 2003 and 2009. Also, data employed for this paper is majorly limited to listed companies on the NSE and the study covers firms and industrial sectors within a single country but do not cover country to country differences or factors.

Finally, the areas of future research should concentrate on the use of other methods such as the interview and survey methods. Also, the research in the future should be extended to cover other developing countries particularly in the Africa region, in order to determine the country to country specific effect in developing countries. Most empirical studies on country specific effects of the relationship between board characteristics and CSR policies and practices as it stands today, appear to be based on developed countries, therefore, calling for the need to examine these factors within the parameters of emerging economies, is important.

References

Agle, B. R., R. K. Mitchell and J. A. Sonnenfeld (1999). 'Who Matters to CEOs? An Investigation of Stakeholder Attributes and Saliency, Corporate Performance and CEO Values', the Academy of Management Journal, **42**(5), pp. 507-525.

Aguilera, R. V., C. A. Williams, J. M. Conley, and D. E. Rupp (2006). 'Corporate Governance and Social Responsibility: A Comparative Analysis of the UK and the US', Corporate Governance: An International Review, **14**(3), pp.147-158.

Altschuller, S. (2011). 'Corporate Social Responsibility and the Role of the Board of Directors', Corporate Secretary, COMPLIANCE & ETHICS AND CSR. Accessed on 22/4/2014
<http://www.corporatesecretary.com/articles/compliance-ethics-csr/11928/corporate-social-responsibility-and-role-board-directors/>

Amaeshi, K. M., C. A. Bongo, C. Ogbechie and O. A. Olufemi (2006). 'Corporate Social Responsibility in Nigeria: Western Mimicry or Indigenous Practices', International Center for Social Responsibility. Research Paper Series - ISSN 1479- 5124, No. 39.

Amao, O and K. Amaeshi (2008). 'Galvanising Shareholder Activism: A Prerequisite for Effective Corporate Governance and Accountability in Nigeria', *Journal of Business Ethics*, **82**(1), pp. 119-130.

Andayani, W., S. Atmini, and J. K. Mwangi (2008). 'Corporate Social Responsibility, Good Corporate Governance and The Intellectual Property: An External Strategy of The Management to Increase the Company's Value', National Conference on Management Research, Makassar, SSRN No. 1327513.

Aras, G. and D. Crowther (2008a). 'Corporate Sustainability Reporting: A Study in Disingenuity? *Journal of Business Ethics*, **87**(1), pp. 279-288.

Aras, G. and D. Crowther (2008b). 'Exploring Frameworks of Corporate Governance', in G. Aras and D. Crowther (eds), *Culture and Corporate Governance, Social Responsibility Research Network*, pp. 3-16, Social Science Research Network NO: 1908659.

Aras, G. and D. Crowther (2009). 'Corporate Social Responsibility in the Micro Enterprise Sector', in G. Aras, D. Crowther and S. Vettori (eds), *Social Responsibility Research Network*, pp. 157-177, Social Science Research Network NO: 1908647.

Bakan, J. (2004). 'The Corporation: Pursuit of Profit and Power', London: Constable.

Balabanis, G., H. C. Phillips and J. Lyall (1998). 'Corporate Social Responsibility and Economic Performance in the Top British Companies: Are They Linked? *European Business Review*, **98**(1), pp. 25-44.

Baltagi, B. H. (2009). *A Companion to Econometric Analysis of Panel Data*, West Sussex: John Wiley and Sons.

Bartkus, R. B., S. A. Morris and B. Seifert (2002). 'Governance and Corporate Philanthropy: Restraining Robin Hood?' *Business and Society*, **41**(3), pp. 319-344.

Baysinger, B. D. and R. Hoskisson (1990). 'The Composition of Board of Directors and Strategic Controls: Effects on Corporate Strategy', *The Academy of Management Review*, **15**(1), pp. 72-87.

Baysinger, B. D. and H. H. Butler (1985). 'Corporate Governance and the Board of Directors: Performance Effects of Changes in Board Composition', *Journal of Law, Economics and Organisation*, **1**(1), pp. 101-124.

Beesley, M. and Evans, T. (1978). *Corporate Social Responsibility: A Reassessment*. London: Croom Helm.

- Bear, S., N. Rahman and C. Post (2010). 'The Impact of Board Diversity and Gender Composition on Corporate Social Responsibility and Firm Reputation', *Journal of Business Ethics*, **97**(2), pp. 207-221.
- Berrone, P. and L. R. Gomez-Mejia (2009). 'Environmental Performance and Executive Compensation: An Integrated Agency-Institutional Perspective', *The Academy of Management Journal*, **52**(1), pp. 103-126.
- Benson, B. W., W. N. Davidson and H. Wang (2009). 'The Relation Between Stakeholder Management, Firm Value and Corporate Governance', *Social Science Research Network* No. 1497205.
- Bingham, J. B., W. D. Gibb, I. Isaac, and G. I. Adams (2010). 'A Stakeholder Identity Orientation Approach to Corporate Social Performance in Family Firms', *Journal of Business Ethics*, **99**(4), pp. 565-585.
- Brammer, S. and A. Millington (2005). 'Corporate Reputation and Philanthropy: An Empirical Analysis', *Journal of Business Ethics*, **61**(1), pp. 29-44.
- Brammer, S. and S. Pavelin (2006). 'Corporate Reputation and Social Performance: The Importance Fit', *Journal of Management Studies*, **43**(3), pp. 435-455.
- Brammer, A. A. Millington and S. Pavelin (2009). 'Corporate Reputation and Women on the Board', *British Journal of Management*, **20**(1), pp. 17-29.
- Breckler, S. J., J. Osion and E. Wiggins (2006). 'Social Psychology Alive. Belmont: C.A: Thomson/Wadsworth.
- Burke, R. J. (1997). 'Women on Corporate Boards of Directors: A Needed Resource', *Journal of Business Ethics*, **16**(9), pp. 909-915.
- Campbell, K. and A. Minguez-Vera (2008). 'Gender Diversity in the Board Room and Firm Financial Performance', *Journal of Business Ethics*, **83**(3), pp. 435-451.
- Carroll, A. B. (1979). 'A Three-Dimensional Conceptual Model of Corporate Performance', *The Academy of Management Review*, **4**(4), pp. 497-505.
- Carroll, A. B. (1991). 'The Pyramid of Corporate Social Responsibility: Towards the Moral Management of Organisational Stakeholders', *Business Horizons*, **34**(4), pp. 39-48.
- Carroll, A. B. (1999). 'Corporate Social Responsibility: Evolution of a Definitional Construct', *Business and Society Journal*, **38**(3), pp. 268-295.
- Chai, D. H. (2010). 'Firm Ownership and Philanthropy', *Centre for Business Research, University of Cambridge, Working Paper* No. 400.
- Code of Best Practices on Corporate Governance in Nigeria (2003). *Security and Exchange Commission (SEC code)*, Abuja, Nigeria.

Code of Best Practices on Corporate Governance in Nigeria (2011). Security and Exchange Commission (SEC code), Abuja, Nigeria.

Coffey, B. S. and J. Wang (1998). 'Board Diversity and Managerial Control as Predictors of Corporate Social Performance', *Journal of Business Ethics*, **17**(14), pp. 1595-1603.

Coffey, B. and G. E. Fryxell (1991). 'Institutional Ownership of Stock and the Dimensions of Corporate Social Performance', An Empirical Examination', *Journal of Business Ethics*, **10**(6), pp. 437-444.

Coleman, K. A. (2007). 'Corporate Governance and Shareholder Value Maximization: An African Perspective', *African Development Review*, **19**(2), pp. 350-367.

Conyon, J. M. and S. I. Peck (1998). 'Board Size and Corporate Performance: Evidence from European Countries', *The European Journal of Finance*, **4**(3), pp. 291-304.

Daily, C. and D. Dalton (1994). 'Corporate Governance and the Bankrupt Firm: An Empirical Assessment', *Strategic Management Journal*, **15** (8), pp. 643-654.

Dalton, D. R., C. Daily, A. Ellstrand and J. Johnson (1998). 'Meta-Analytic Reviews of Board Composition, Leadership Structure and Financial Performance', *Strategic Management Journal*, **19**(3), pp. 269-290.

Davis, K. (1973). 'The Case For and Against Business Assumption of Social Responsibilities', *The Academy of Management Journal*, **16**(2), pp. 312-322.

Del Brio, E. B., G. Gomez and J. Perote (2006). 'Insider Trading and Predictability of Stock Returns: Evidence for the Banking Industry', Available at: <http://www.uibcongres.org>, accessed on the 23/01/2010.

Donaldson, T. and L. E. Preston (1995). 'The Stakeholder Theory and the Corporation: Concepts, Evidence and Implications', *The Academy of Management Review*, **20**(1), pp. 65-91.

Dunn, P. and B. Sainty (2009). 'The Relationship among Board of Director Characteristics, Corporate Social Performance and Corporate Financial Performance', *International Journal of Managerial Finance*, **5**(3), pp. 407-423.

Ezirim, C. B., M. I. Muoghalu and P. Nkwuocha (2005). 'The Political Economy of Multinational Conglomerates in Nigeria', *Journal of African Business*, **6**(1/2), pp. 119-137.

Fama, E. and M. Jensen (1983). 'Separation of Ownership and Control', *Journal of Law and Economics*, **26**(2), pp. 301-325.

Fernandez-Gago, R., Cabeza-Garcia, L., and Nieto, M. (2016) CSR, board of directors, and firm performance: an analysis of their relationships. *Journal of Business Ethics*, 10:85-104

Filatotchev, I. and K. Bishop (2002). 'Board Composition, Share Ownership, and Underpricing of IPO Firms', *Strategic Management Journal*, **23**(10), pp. 941-955.

- Frederick, W. C. (1960). 'The Growing Concern Over Business Responsibility', *California Management Review*, **2**(4), pp. 54-61.
- Freeman, R. E. (1984). *Strategic Management: A Stakeholder Approach*. Boston: Pitman Publishing.
- Friedman M. (1970). 'The Social Responsibility of Business is to Increase its Profits', September 13th, *New York Times*.
- Gabrielsson, J. (2007). 'Boards of Directors and Entrepreneurial Postures in Medium-Size Companies', *International Small Business Journal*, **25**(5), pp. 511-537.
- Galbreath, J. (2017). The Impact of Board Structure on Corporate Social Responsibility: A Temporal View. *Business Strategy and the Environment*, **26**, pp. 358–370
- Goodstein, J., K. Gautam, and W. Boeker (1994). 'The Effects of Board Size and Diversity of Strategic Change', *Strategic Management Journal*, **15**(3), pp. 241-250.
- Goss, A. and G. Roberts (2009). 'The Impact of Corporate Social Responsibility on the Cost of Bank Loans', SSRN No. 955041.
- Greene, W. (1993). *Econometric Analysis*. First edition, New York: Macmillan Publishing.
- Greening, D. G. and D. B. Turban (2000). 'Corporate Social Performance as a Competitive Advantage in Attracting A Quality Workforce', *Business and Society*, **39**(3), pp. 254-280.
- Gul, F.A., Krishnamurtib, K., Shams, S., and Chowdhury, H. (2020) CSR, overconfident CEOs and empire building: Agency and stakeholder theoretic perspectives, *Journal of Business Ethics*, 111:52-68
- Gujarati, D. N. (2003). *Basic Econometrics*, Fourth Edition, New York: McGraw-Hill.
- Gujarati, D. N. (2007). *Basic Econometrics*, Fourth Edition, India: Tata McGraw-Hill.
- Harjotoa, M.A and Rossi, F. (2019) Religiosity, female directors, and corporate social responsibility for Italian listed companies, *Journal of Business Ethics*, **95**:338-346.
- Helg, A. (2007). 'Corporate Social Responsibility from Nigerian Perspective', Goteborg University, available at: <http://www.gubea.ub.gu.se>, accessed on 29/11/2008.
- Hillman, A. J, A. Cannella and R. Paetzold (2000). 'The Resource Dependence Role of Corporate Directors: Strategic Adaptation of Board Composition in Response to Environmental Change', *Journal of Management Studies*, **37**(2), pp. 235-256.
- Hillman, A. J., and T. Dalziel (2003). 'Board of Directors and Firm Performance: Integrating Agency and Resource Dependence Perspectives', *The Academy of Management Review*, **28**(3), pp. 383-396.

Hoi, C. K., Wu, Q., and Zhang, H. (2018) Community Social Capital and Corporate Social Responsibility. *Journal of Business Ethics*, 152:647-665.

Huse, M., S. T. Nielsen and I. M. Hagen (2009). 'Women and Employee-Elected Board Members, and Their Contributions to Board Control Tasks', *Journal of Business Ethics*, **89**(4) pp. 581-597.

Husted, W. B. (2000). 'A Contingency Theory of Corporate Social Performance', *Business and Society*, **39**(1), pp. 24-48.

Ibrahim, A. I., D. P. Howard and J. P. Angelidis (2003). 'Board Members in the Service Industry: An Empirical Examination of the Relationship between Corporate Social Responsibility and Directional Type', *Journal of Business Ethics*, **47**(4) pp. 393-401.

Ibrahim, A. N. and J. P. Angelidis (1995). 'The Corporate Social Responsiveness Orientation of Board Members: Are There Differences Between Inside and Outside Directors', *Journal of Business Ethics*, **14**(5) pp. 405-410.

Jensen, M. C. (1993). The Modern Industrial Revolution, Exit, and the Failure of Internal Control Systems. *Journal of Finance*, **48**(3), pp. 831-880.

Jensen, M. C. and W. Meckling (1976). 'Theory of the Firm: Managerial Behaviour, Agency Costs and Ownership Structure', *Journal of Financial Economics*, **3**(4), pp. 305-360.

Johnson, R. L., C. M. Daily and A. E. Ellstrand (1996). 'Board of Director: A Review and Research Agenda', *Journal of Management*, **22**(3), pp. 409-438.

Johnson, R. L. and D. Greening (1999). 'The Effects of Corporate Governance and Institutional Ownership Types on Corporate Social Performance'. *The Academy of Management Journal*, **42**(5), pp. 564-576.

Johnson, R. L., R. E. Hoskisson and M. A. Hitt (1993). 'Board of Director Involvement in Restructuring: The Effects of Board Versus Managerial Controls and Characteristics', *Strategic Management Journal*, **14**(Special issue), pp. 33-50.

Kassinis, G. and N. Vafeas (2002). 'Corporate Boards and Outside Stakeholders as Determinants of Environmental Litigation', *Strategic Management Journal*, **23**(5), pp. 399-415.

Kemp, S. (2011). 'Corporate Governance and Corporate Social Responsibility: Lessons from the Land of OZ', *Journal of Management and Governance*, **15**(4), pp.539-556.

Kesner, I. F., B. Victor and B. T. Lamout (1986). 'Board Composition and the Commission of Illegal Acts: An Investigation of Fortune 500 Companies', *The Academy of Management Journal*, **29**(4), pp. 789-799.

Kruger, P. (2010). 'Corporate Social Responsibility and the Board of Directors', *The United Nations Principles of Responsible Investment Academic Conference*, Copenhagen, 5-7 May 2010.

- Lunenburg, F. C. (2012). 'Compliance Theory and Organizational Effectiveness, *International Journal of Scholarly Academic Intellectual Diversity*, 14(1), pp. 1-14.
- Mahoney, L. S. and L. Thorn (2006). 'An Examination of the Structure of Executive Compensation and Corporate Social Responsibility: A Canadian Investigation', *Journal of Business Ethics*, 69(2), pp.149-162.
- Maroun, W. (2020) A conceptual model for understanding corporate social responsibility assurance practice. *Journal of Business Ethics*, 161: 187-209
- McGuire, J. B., A. Sundgren and T. Schneeweis (1988). 'Corporate Social Performance and Firm Financial Performance', *The Academy of Management Journal*, 31(4), pp. 854-872.
- McGuire, J. B., S. Dow and K. Argyeyd (2003). 'CEO Incentives and Corporate Social Performance', *Journal of Business Ethics*, 45(4), pp. 341-359.
- McKendall, M. A. and J. A. Wagner (1997). 'Motive, Opportunity, Choice, and Corporate Illegality', *Organisational Science*, 8(6), pp. 624-647.
- Neubaum, D. O. and S. A. Zahra (2006). 'Institutional Ownership and Corporate Social Performance: The Moderating Effects of Investment Horizon, Activism, and Coordination', *Journal of Management*, 32(1), pp. 108-131.
- Norman, W. (2011). 'Business Ethics as Self-Regulation: Why Principles that Ground Regulations Should Be Used to Ground Beyond-Compliance Norms as Well', *Journal of Business Ethics*, 102(1). pp. 43-57.
- Ogbechie, C., D. N. Koufopoulos and M. Argyropoulou (2009). 'Board Characteristics and Involvement in Strategic Decision Making: The Nigerian Perspective', *Management Research News*, 32(2), pp. 169-184.
- Okike, E. N. M. (2007). 'Corporate Governance in Nigeria: The Status Quo', *Corporate Governance: An International Review*, 15(2), pp. 173-193.
- Pfeffer, J. (1972). 'Size and Composition of Corporate Boards of Directors: The Organization and its Environment', *Administrative Science Quarterly*, 17(2), pp. 218-228.
- Pfeffer, J. (1973). 'Size, Composition, and Function of Hospital Boards of Directors: A Study of Organization-Environment Linkage', *Administrative Science Quarterly*, 18(3), pp. 349-364.
- Post, C., N. Rahman and E. Rubow (2011). 'Green Governance: Board of Directors' Composition and Environmental Corporate Social Responsibility', *Business and Society*, 50(1), pp. 189-223.
- Ramasamy, B., H. N. Ling and H. W. Ting (2007). 'Corporate Social Performance and Ethnicity: A Comparison Between Malay and Chinese Chief Executives in Malaysia', *International Journal of Cross Cultural Management*, 7(1), pp. 29-45.

- Rao, K. and C. Tilt (2016). Board Composition and Corporate Social Responsibility: The Role of Diversity, Gender, Strategy and Decision Making. *Journal of Business Ethics*, 138, pp. 327–347
- Rodriguez-Dominguez, L., I. Gallego-Alvarez and I. M. Garcia-Sanchez (2009). Corporate Governance and Codes of Ethics', *Journal of Business Ethics*, **90**(2), pp. 187-202.
- Rwabizambuga, A. (2007). 'Negotiating Corporate Responsibilities Policies and Practices in Developing Countries: An Examination of the Experiences from the Nigerian Oil Sector', *Business and Society Review*, **112**(3), pp. 407-430.
- Sacconi, L. (2007) 'A Social Contract Account for CSR as an Extended Model of Corporate Governance (II): Compliance, Reputation and Reciprocity' *Journal of Business Ethics*, **75**(1), pp. 77–96.
- Salehi, M (2017) The relationship between board of directors' structure and company ownership with corporate social responsibility disclosure. *Humanomics*, 33(4):398-418
- Sanda, A., A. S. Malikailu and T. Garba (2005). 'Corporate Governance Mechanisms and Financial Performance in Nigeria', African Economic Research Consortium, Nairobi. Research Paper 149.
- Sandberg, J. (2011). 'Socially Responsible Investment and Fiduciary Duty: Putting the Freshfields Report into Perspective', *Journal of Business Ethics*, **101**(1), pp. 143-162.
- Schaffer, B. S. (2002). 'Board Assessment of Managerial Performance: An Analysis of Attribution Processes', *Journal of Managerial Psychology*, **17**(2), pp. 95-115.
- Slater, D. J. and H. R. Dixon-Fowler (2009). 'CEO International Experience and Corporate Social Performance', *Journal of Business Ethics*, **83**(3), pp. 473-489.
- Sonnenfeld, J. A. (2002). 'What Makes Great Boards Great', *Harvard Business Review*, 80(9), pp. 106-113.
- Stock, J. M. and M. W. Watson (2007). 'Introduction to Econometrics', Second Edition, California: Pearson Wisley.
- Sutinen, J. G. and K. Kuperan (1999). 'A Socio-Economic Theory of Regulatory Compliance', *International Journal of Social Economics*, 26(1/2/3), pp. 174-193.
- Vance, S. C. (1964). *Board of Directors: Structure and Performances*. Eugene: University of Oregon Press.
- Waddock, S. and S. Graves (1997), 'The Corporate Social Performance-Financial Performance Link', *Strategic Management Journal*, **18**(4), pp. 303-319.

- Wang, J. and B. S. Coffey (1992). 'Board Composition and Philanthropy', *Journal of Business Ethics*, **11**(10), pp. 771-778.
- Wahba, H. (2010). 'How Do Institutional Shareholders Manipulate Corporate Environmental Strategy to Protect Their Equity Value? A Study of the Adoption of ISO 14001 by Egyptian Firms', *Business Strategy and the Environment*, **19**(8), pp. 495-511.
- Webb, E. (2004). 'An Examination of Socially Responsible Firm's Board Structure', *Journal of Management and Governance*, **8**(3), pp. 255-277.
- Werbel, J. D. and S. M. Carter (2002). 'The CEO's Influence on Corporate Foundation Giving', *Journal of Business Ethics*, **40**(1), pp. 47-60.
- Williams, R. J. (2003). 'Women on Corporate Boards of Directors and their Influence on Corporate Philanthropy', *Journal of Business Ethics*, **42**(1), pp. 1-10.
- Wood, D. J. (1991). 'The Corporate Social Performance Revisited', *The Academy of Management Review*, **16**(4), pp. 691-718.
- Wooldridge, J. M. (2003). *Econometric Analysis of Cross Section and Panel Data*. Cambridge, MA: MIT Press.
- Yongqiang, G. (2008). 'An Ethical Judgement Framework for Corporate Political Actions', *Journal of Public Affairs*, **8**(3), pp. 153-163.
- Yuan, Y., Yi, L.Y. Tian, G., and Yu, Y. (2020) Business Strategy and Corporate Social Responsibility. *Journal of Business Ethics*, 162:359–377

Appendix 1: List of Abbreviations

| | |
|------|------------------------------------|
| BOD | Board of Director |
| BP | British Petroleum |
| CEO | Chief Executive Officer |
| CSR | Corporate Social Responsibility |
| ED | Executive Director |
| FP | Financial Performance |
| MNC | Multinational Company |
| NED | Non-Executive Director |
| NGO | Non-Governmental Organisation |
| NSE | Nigerian Stock Exchange |
| PAT | Profit after Tax |
| P/E | Price Per Earnings |
| E/S | Earnings Per Share |
| PLC | Public Liability Company |
| PRO | Public Relations Officer |
| R&D | Research and Development |
| ROA | Return on Assets |
| ROE | Return on Equity |
| ROS | Return on Sales |
| SEC | Security and Exchange Commission |
| SIC | Standard Industrial Classification |
| SMEs | Small and Medium Enterprises |
| TMT | Top Management Team |
| UK | United Kingdom |
| USA | United States of America |

Where:

Table 1 shows that variables and their meaning

| Variables | Meaning |
|----------------|---------------------------------------------------------------------------|
| $\ln CSR_{it}$ | Log of corporate social responsibility investment for ith firm and time t |

| | |
|--------------------------|------------------------------------------------------------------|
| $\ln B_{size_{it}}$ | Log of board size for ith firm and time t |
| ED_{it} | Executive Director for ith firm and time t |
| NED_{it} | Non-Executive Director for ith firm and time t |
| Div_{it} | Board Diversity for ith firm and time t |
| $\ln COMP_{age_{it}}$ | Log of company age for ith firm and time t |
| $Intang_{it}$ | Log of intangible assets for ith firm and time t |
| $\ln No_{employee_{it}}$ | Log of number of employees for firm size for ith firm and time t |
| $Industry_{it}$ | Industry effect or type for ith firm and time t |
| β_{it} | Firm beta or risk for ith firm and time t |
| ROA_{it} | Return on assets for ith firm and time t |
| Tq_{it} | Tobin q for ith firm and time t |
| $\ln Debt_{it}$ | Log of debt for ith firm and time t |
| $\ln EPS$ | Log of earnings per share for ith firm and time t |
| α | Alpha for ith firm and time t |
| E_{it} | Error term or disturbance term |
| \ln | Natural logarithm of variables |

Table 1- Source: Own computation

Table 2: Showing the Hypotheses, variables and model assumptions (A Priori Assumption)

| Hypotheses | Dependent Variable | Explanatory Variable | Model | Model Assumption | Signs |
|------------|--------------------|------------------------|---------|------------------|-------|
| H1 | CSR investment | Non-Executive Director | Model 1 | $B1 > 1$ | +Ve |
| H2 | CSR investment | Executive Director | Model 2 | $B2 > 1$ | +Ve |

| | | | | | |
|-----------|----------------|-----------------|---------|--------|-----|
| H3 | CSR investment | Board Size | Model 3 | B3 > 1 | +Ve |
| H4 | CSR investment | Board Diversity | Model 4 | B4 > 1 | +Ve |

Source: (own computation)

Table 3: Showing the effect of NEDs and Executive Directors on CSR

| Variables | Random effect estimator | |
|----------------------------|--------------------------------|----------------|
| | Model 1 | Model 2 |
| NEDs | 0.78(0.00)** * | |
| Executive directors | | -0.85(0.00)*** |
| Intangible Asset | 0.01(0.10)* | 0.012(0.14)* |
| Number of employee | 0.50(0.00)*** | 0.49(0.00)*** |
| Age of Company | 0.37(0.00)*** | 0.36(0.00)*** |

| | | |
|----------------------------|---------------|-----------------|
| EPS | -0.00(0.99) | -0.00(0.95) |
| Risk | -0.02(0.08) * | -0.24(0.08) * |
| ROA | 0.01(0.07) * | 0.02(0.06) * |
| Industry effect | -0.21(0.23)* | -0.22(0.22) |
| Tobin q | -0.00(0.98) | -0.000(0.98) |
| Debt | 0.01(0.45) | 0.49(0.56) |
| Number of groups(n) | 174 | 174 |
| Number of | 1151 | 1151 |
| Observation(N) | | |
| Within R2 | 0.21 | 0.21 |
| Between R2 | 0.06 | 0.07 |
| Overall R2 | 0.07 | 0.07 |
| Intercept | 9.52(0.00)*** | 11.32(0.00) *** |

Heteroscedasticity (chi²=4.84; p=0.028 i.e. p< 0.05)

Multicollinearity(Mean VIF=1.25)

Ramsey Reset test (chi²=21.83; p=0.00 i.e. p< 0.05)

Woodridge test for autocorrelation results (0.2913)

*** significant at level p<0.1; ** significant at level p<0.05; *** significant at level p<0.01**

The results in parenthesis means that the b value is the coefficient while the p value indicates the level of significance

Table 4: Showing the effect of Board size and Board diversity on CSR

| | Random effect estimator | |
|-------------------------|--------------------------------|-----------------|
| Variables | Model 3 | Model 4 |
| Board size | 0.78(0.00)*** | |
| Board diversity | | -0.010(0.92) |
| Intangible Asset | 0.012(0.13) | 0.492(0.082)*** |

| | | |
|--------------------------------------------------------------------------|---------------|-----------------|
| Number of employee | 0.46(0.00)*** | 0.647(0.241)*** |
| Age of Company | 0.34(0.00)*** | 0.005(0.012) |
| EPS | -0.001(0.90) | -0.022(0.011) * |
| Risk | -0.03(0.07) * | -0.001(0.014) |
| ROA | 0.01(0.09) * | 0.02(0.06) * |
| Tobin q | 0.001(0.87) | 0.001(0.88) |
| Debt | 0.01(0.46) | 0.49(0.55) |
| Number of groups(n) | 174 | 174 |
| Number of Observation(N) | 1151 | 1218 |
| Within R2 | 0.22 | 0.23 |
| Between R2 | 0.07 | 0.08 |
| Overall R2 | 0.08 | 0.08 |
| Intercept | 9.51(0.00)*** | 7.94(0.888)*** |
| Heterosedasticity (chi²=4.84; p=0.028 i.e. p< 0.05) | | 0.88(0.349) |
| Multicollinearity(Mean VIF=1.25) | | 1.49 |
| Ramsey Reset test (chi²=21.83; p=0.00 i.e. p< 0.05) | | 10.08(0.002) |
| Woodridge test for autocorrelation results (0.2913) | | |

* significant at level p<0.1; ** significant at level p<0.05; *** significant at level p<0.01

The results in parenthesis means that the b value is the coefficient while the p value indicates the level of significance
