

## Overview

<b>Foreword and Acknowledgements .....</b>	<b>V</b>
<b>Abstract .....</b>	<b>VI</b>
<b>Overview .....</b>	<b>VIII</b>
<b>Table of Contents .....</b>	<b>X</b>
<b>List of Figures .....</b>	<b>XVI</b>
<b>List of Tables.....</b>	<b>XXI</b>
<b>Acronyms .....</b>	<b>XXIII</b>
<b>1    <b>Introductory Part.....</b></b>	<b>2</b>
<b>1.1    <b>Problem Analysis.....</b></b>	<b>2</b>
<b>1.2    <b>Research Question and Objectives .....</b></b>	<b>12</b>
<b>1.3    <b>Approaches .....</b></b>	<b>13</b>
<b>1.4    <b>Preconditions and Definitions .....</b></b>	<b>27</b>
<b>2    <b>General Theoretical Part.....</b></b>	<b>38</b>
<b>2.1    <b>The History and the Development of the Company           Secretary's Role and Functions .....</b></b>	<b>38</b>
<b>2.2    <b>The Relation of Corporate Governance to the Role           and Functions of the Company Secretary.....</b></b>	<b>44</b>
<b>2.3    <b>The Company Secretary's Role and Functions in the           Organizational Context .....</b></b>	<b>66</b>
<b>2.4    <b>The Company Secretary's Role and Functions in the           Processual Context.....</b></b>	<b>71</b>
<b>2.5    <b>Conclusions from the General Theoretical Part .....</b></b>	<b>109</b>
<b>3    <b>Specific Empirical Part.....</b></b>	<b>116</b>
<b>3.1    <b>Objectives of the Empirical Part .....</b></b>	<b>116</b>
<b>3.2    <b>Empirical Target Groups .....</b></b>	<b>118</b>
<b>3.3    <b>Empirical Methods.....</b></b>	<b>125</b>
<b>3.4    <b>Empirical Limitations.....</b></b>	<b>135</b>
<b>3.5    <b>Empirical Results .....</b></b>	<b>141</b>
<b>3.6    <b>Conclusions from the Empirical Part.....</b></b>	<b>257</b>

---

<b>4</b>	<b>Concluding Part .....</b>	<b>266</b>
4.1	Revised Conceptual Process Model of the Company Secretary in the reversed KISS Dimensions .....	266
4.2	Implications for the Role and Functions of the Company Secretary in Switzerland .....	268
4.3	Recommendations for the Company Secretary in Switzerland .....	272
4.4	Recommendations for Further Research.....	279
4.5	Just Further Thoughts.....	281
	<b>Bibliography .....</b>	<b>284</b>
	<b>Appendix .....</b>	<b>348</b>

## Table of Contents

<b>Foreword and Acknowledgements .....</b>	<b>V</b>
<b>Abstract .....</b>	<b>VI</b>
<b>Overview .....</b>	<b>VIII</b>
<b>Table of Contents .....</b>	<b>X</b>
<b>List of Figures .....</b>	<b>XVI</b>
<b>List of Tables.....</b>	<b>XXI</b>
<b>Acronyms .....</b>	<b>XXIII</b>
<b>1     <b>Introductory Part.....</b></b>	<b>2</b>
<b>1.1   <b>Problem Analysis.....</b></b>	<b>2</b>
1.1.1   General Introduction .....	2
1.1.2   Practical Perspectives on the Company Secretary Challenge .....	4
1.1.3   Legal Perspectives on the Company Secretary Challenge .....	6
1.1.4   Scientific Perspectives on the Company Secretary Challenge .....	8
1.1.4.1 <i>General Perspectives.....</i>	8
1.1.4.2 <i>Research on Board Administration and                                   Processes .....</i>	11
1.1.4.3 <i>Research on Board Information and                                   Communication.....</i>	11
<b>1.2   <b>Research Question and Objectives .....</b></b>	<b>12</b>
<b>1.3   <b>Approaches .....</b></b>	<b>13</b>
1.3.1   In General.....	13
1.3.2   Hilb's reversed KISS Framework.....	14
1.3.3   Organization Theory and Multiple Paradigms.....	15
1.3.3.1 <i>In General.....</i>	15
1.3.3.2 <i>The Subjective versus Objective Dimension.....</i>	16
1.3.3.3 <i>The Radical Change versus Regulation                                   Dimension.....</i>	19
1.3.4   Research Methodology and Procedures.....	21
1.3.4.1 <i>In General.....</i>	21
1.3.4.2 <i>Research Design.....</i>	22
1.3.4.3 <i>Data Collection.....</i>	24
1.3.4.4 <i>Data Processing .....</i>	24
1.3.5   Research Assumptions and Limitations.....	25

<b>1.4</b>	<b>Preconditions and Definitions .....</b>	<b>27</b>
1.4.1	General Preconditions .....	27
1.4.1.1	<i>The Role Model and its Associated Functions.....</i>	<i>27</i>
1.4.1.2	<i>The Dimensions and Continuum of the Company Secretary and its Functions .....</i>	<i>28</i>
1.4.2	The Company Secretary and the (Chief) (Corporate) Governance Officer as the Chief Administration Officer .....	29
1.4.2.1	<i>Company Secretary: Determination, Basic Duties, and Responsibilities .....</i>	<i>29</i>
1.4.2.2	<i>Governance Officer: Determination, Basic Duties, and Responsibilities .....</i>	<i>30</i>
1.4.2.3	<i>Composition of the Company Secretary and the Governance Officer .....</i>	<i>31</i>
1.4.3	Definitions.....	32
1.4.3.1	<i>Role and Characteristics of the Company Secretary and its Functions .....</i>	<i>32</i>
1.4.3.2	<i>Dimensions of the Company Secretary's Variations and Functions .....</i>	<i>33</i>
<b>2</b>	<b>General Theoretical Part.....</b>	<b>38</b>
<b>2.1</b>	<b>The History and the Development of the Company Secretary's Role and Functions.....</b>	<b>38</b>
2.1.1	In General.....	38
2.1.2	Analogy to the Company Secretary's Predecessor .....	39
2.1.3	The Secretary during the Colonization Period.....	39
2.1.4	The Company Secretary in the Near and Contemporary Period .....	41
<b>2.2</b>	<b>The Relation of Corporate Governance to the Role and Functions of the Company Secretary .....</b>	<b>44</b>
2.2.1	In Relation to its Internal Context.....	44
2.2.1.1	<i>Company, Organization, and Firm.....</i>	<i>44</i>
2.2.1.2	<i>Officers of the Firm .....</i>	<i>44</i>
2.2.1.3	<i>Company Secretary – Analogies.....</i>	<i>45</i>
2.2.1.4	<i>Company Secretary - Typology .....</i>	<i>50</i>
2.2.1.5	<i>Company Secretary - Board System .....</i>	<i>53</i>
2.2.2	In Relation to its External Context.....	56
2.2.2.1	<i>Legal Impact on the Company Secretary's Role and Functions .....</i>	<i>56</i>
2.2.2.2	<i>The Corporate Governance Code's Influence on the Company Secretary's Functions and the Emergence of the (Chief) (Corporate) Governance Officer .....</i>	<i>60</i>

2.2.3	The Influence of Corporate Governance.....	61
2.2.3.1	<i>Corporate Governance Definitions and their Influence on the Company Secretary and (Chief) (Corporate) Governance Officer.....</i>	61
2.2.3.2	<i>Corporate Governance Theories and their Influence on the Company Secretary and (Chief) (Corporate) Governance Officer.....</i>	63
<b>2.3</b>	<b>The Company Secretary's Role and Functions in the Organizational Context .....</b>	<b>66</b>
2.3.1	The Agency Theory as the Principal Agent Theory .....	66
2.3.2	The Principle Agent Theory's Effect on the Company Secretary and its Governance Function .....	67
<b>2.4</b>	<b>The Company Secretary's Role and Functions in the Processual Context.....</b>	<b>71</b>
2.4.1	Towards the Conceptual Processes Related to the Company Secretary and its Governance Function.....	71
2.4.2	The Situational Dimension.....	72
2.4.2.1	<i>The External Context.....</i>	72
2.4.2.2	<i>The Internal Context.....</i>	74
2.4.2.3	<i>The Scanning and Filtering Processes in the Situational Dimension .....</i>	76
2.4.3	The Strategic Dimension.....	78
2.4.3.1	<i>The Board Environment.....</i>	78
2.4.3.2	<i>The Reflected Company Secretary's Processes: Routine &amp; Automation.....</i>	80
2.4.3.3	<i>The Reflected Company Secretary's Processes: Board .....</i>	84
2.4.3.4	<i>The Conceptualized Board Processes .....</i>	91
2.4.4	The Integrated Dimension.....	98
2.4.4.1	<i>The Framework – An Integrated Board Management Concept .....</i>	98
2.4.4.2	<i>The Conditions.....</i>	103
2.4.5	The Controlled Dimension.....	107
<b>2.5</b>	<b>Conclusions from the General Theoretical Part .....</b>	<b>109</b>
<b>3</b>	<b>Specific Empirical Part.....</b>	<b>116</b>
<b>3.1</b>	<b>Objectives of the Empirical Part .....</b>	<b>116</b>
3.1.1	General Considerations .....	116
3.1.2	Relevance in the Literature .....	116
3.1.3	Impact of the Legal System .....	117
3.1.4	Perspectives from the Legal Cases.....	117

3.1.5	Impact of the Corporate Governance Code.....	117
3.1.6	Swiss Perception on the Titles and Terms .....	117
3.1.7	Swiss Perception in the reversed KISS Dimensions.....	118
<b>3.2</b>	<b>Empirical Target Groups .....</b>	<b>118</b>
3.2.1	General Considerations .....	118
3.2.2	Sample related to the Literature .....	119
3.2.3	Sample related to the Legal System.....	119
3.2.4	Sample related to the Legal Cases .....	120
3.2.5	Sample related to the Corporate Governance Codes .....	121
3.2.6	Sample related to the Swiss Perception of the Titles and Terms .....	122
3.2.7	Sample related to the Swiss Perception of the reversed KISS Dimensions.....	123
<b>3.3</b>	<b>Empirical Methods.....</b>	<b>125</b>
3.3.1	General Considerations .....	125
3.3.2	Literature Research Methods .....	125
3.3.3	Legal System Research Methods .....	125
3.3.4	Legal Cases Research Methods.....	126
3.3.5	Corporate Governance Codes Research Methods.....	126
3.3.6	Swiss Perception of the Titles & Terms Resarch Methods.....	126
3.3.6.1	<i>Surveys</i> .....	126
3.3.6.2	<i>Interviews</i> .....	128
3.3.6.3	<i>Proceedings</i> .....	128
3.3.7	Swiss Perception of the reversed KISS Dimension Research Methods.....	128
3.3.7.1	<i>Surveys</i> .....	128
3.3.7.2	<i>Interviews</i> .....	130
3.3.7.3	<i>Proceedings</i> .....	132
3.3.8	Operationalizing the KISS Variables .....	132
3.3.8.1	<i>The Reversed KISS Principle.....</i>	132
3.3.8.2	<i>The Categorization and Coding Approach.....</i>	133
3.3.8.3	<i>The KISS Variables in each Dimension.....</i>	133
<b>3.4</b>	<b>Empirical Limitations.....</b>	<b>135</b>
3.4.1	General Considerations .....	135
3.4.2	Related to the Literature.....	135
3.4.3	Related to the Legal System.....	136
3.4.4	Related to the Legal Cases .....	137
3.4.5	Related to the Corporate Governance Codes .....	138
3.4.6	Related to the Swiss Perception about the Titles & Terms.....	139

3.4.7	Related to the Swiss Perception in the Reversed KISS Dimension .....	140
3.4.8	Related to the Operationalisation .....	141
<b>3.5</b>	<b>Empirical Results .....</b>	<b>141</b>
3.5.1	General Considerations .....	141
3.5.2	Results of the Literature Research .....	141
3.5.3	Results of the Legal System Research Activity .....	148
	3.5.3.1 <i>Tendencies</i> .....	148
	3.5.3.2 <i>Exploration</i> .....	151
3.5.4	Results of the Legal Cases .....	163
	3.5.4.1 <i>Tendencies</i> .....	163
	3.5.4.2 <i>Exploration</i> .....	167
3.5.5	Results of the Corporate Governance Codes Research .....	172
	3.5.5.1 <i>Tendencies</i> .....	172
	3.5.5.2 <i>Exploration - Basic Considerations</i> .....	174
	3.5.5.3 <i>Exploration of the Situational Dimension</i> .....	174
	3.5.5.4 <i>Exploration of the Strategic Dimension</i> .....	182
	3.5.5.5 <i>Exploration of the Integrated Dimension</i> .....	205
	3.5.5.6 <i>Exploration of the Controlled Dimension</i> .....	212
	3.5.5.7 <i>Exploration of the Corporate Governance Officer</i> .....	218
3.5.6	Swiss Perception of Titles and Terms Research .....	221
3.5.7	Swiss Perspectives of the reversed KISS Dimension Research .....	242
<b>3.6</b>	<b>Conclusions from the Empirical Part .....</b>	<b>257</b>
3.6.1	Basic Considerations .....	257
3.6.2	Related to the Literature .....	257
3.6.3	Related to the Legal System .....	258
3.6.4	Related to the Legal Cases .....	259
3.6.5	Related to the Corporate Governance Code .....	260
3.6.6	Related to the Swiss Perception of the Titles and Terms .....	260
3.6.7	Related to the Swiss Perspectives of the reversed KISS Dimension .....	261
<b>4</b>	<b>Concluding Part .....</b>	<b>266</b>
4.1	<b>Revised Conceptual Process Model of the Company Secretary in the reversed KISS Dimensions .....</b>	<b>266</b>
4.2	<b>Implications for the Role and Functions of the Company Secretary in Switzerland .....</b>	<b>268</b>

<b>4.3 Recommendations for the Company Secretary in Switzerland .....</b>	<b>272</b>
4.3.1 Special Considerations for the Situational Dimension .....	272
4.3.1.1 <i>External Service Provider or Internal Employee</i> .....	272
4.3.1.2 <i>Organizational Position</i> .....	273
4.3.1.3 <i>Authority and Liability</i> .....	274
4.3.2 Special Considerations for the Strategic Dimension.....	275
4.3.3 Special Considerations for the Integrated Dimension.....	277
4.3.3.1 <i>Lawyer or Economist</i> .....	277
4.3.3.2 <i>Development Perspectives</i> .....	278
4.3.4 Special Considerations for the Controlled Dimension.....	278
4.3.5 Outlook and Tendencies.....	279
<b>4.4 Recommendations for Further Research.....</b>	<b>279</b>
<b>4.5 Just Further Thoughts.....</b>	<b>281</b>
<b>Bibliography .....</b>	<b>284</b>
<b>Appendix .....</b>	<b>348</b>