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**Internationalization of Firms: Revitalizing the Board of
Directors After a Cross-Border Acquisition**

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Internationalization of Firms:

Revitalizing the Board of Directors After a Cross-Border Acquisition

Abstract

Purpose - This paper aims to illustrate the importance of introducing the integration manager (i.e., an executive position used to channel the acquiring firm's course of action and strengthen the success of a post-acquisition integration process) within the acquiring firm's board of directors.

Design/methodology/approach – This is a theoretical paper that introduces the integration manager within the board of privately held firms going internationally via acquisitions and serving as an “out-insider” director able to balance the conflicting demands of the previously separated entities during their integration process. The authors present an explanatory case study that empirically contributes to board of directors' design for internationalization.

Findings - We posit that the integration manager serves as an “out-insider” director of the board for privately held firms, possessed by large-block shareholders, going internationally via acquisitions, providing the necessary expertise and knowledge of the target firm's products and industry.

Originality/value – The provided study aims to demonstrate that international acquisitions, even though apparently less risky than greenfield investments, may require additional neutral information flow – both within the due diligence process and the post-acquisition integration – that only outsiders possess. Such outsider has been individuated in the integration manager whose crucial role focuses on smoothing the pre- and post-acquisition integration processes.

Keywords Board of directors, acquisitions, integration manager, corporate governance.

Paper type Research paper

Resumen

Propósito – Este artículo pretende ilustrar la importancia de introducir el gerente de integración (es decir, una posición ejecutiva utilizada para canalizar el curso de acción de la empresa y fortalecer el éxito de un proceso de integración post-adquisición) dentro de la junta directiva de la empresa compradora.

Diseño / metodología / aproximación - Este es un artículo teórico que introduce el gerente de integración dentro de la junta directiva de las empresas privadas que van a nivel internacional a través de adquisiciones y sirviendo como director de "fuera-adentro" capaz de equilibrar las demandas conflictivas de entidades, previamente separadas, durante su proceso de integración. Los autores presentan un caso de estudio explicativo que empíricamente contribuye a el diseño de la junta directiva para la internacionalización.

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3 **Resultados** - Nos postulan que el gerente de integración sirve como director de "fuera-
4 adentro" de la Junta para las empresas privadas, poseído por los accionistas de grandes
5 bloques, pasando a nivel internacional a través de adquisiciones, aportando la necesaria
6 experiencia y conocimientos de los productos y la industria de la empresa objetivo.
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8 **Originalidad / valor** - El estudio provisto demostró que, yendo a nivel internacional a través
9 de adquisiciones, aunque aparentemente menos arriesgado que las inversiones en nuevas
10 instalaciones, puede requerir el flujo de información neutral adicional - tanto dentro del
11 proceso de due diligence y la integración post-adquisición - que sólo los ajenos poseen. Tales
12 ajenos se han individualizado en el gestor de integración cuyo papel en suavizar los procesos
13 de integración antes y después de la adquisición fue descrito.
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17 **Palabras clave:** junta directiva, adquisiciones, gerente de integración, gobierno corporativo.
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19 **Tipo de artigo:** Artigo de investigação
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25 **Resumo**
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27 **Propósito/Objectivo**
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29 **Metodologia**
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31 **Resultados**
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33 **Originalidade/valor**
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35 **Palavras-chave**
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38 **Tipo de artigo** Artigo de investigação
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Introduction

Managing firm growth via internationalization, with a special emphasis on cross-border acquisitions, has been a mainstream of management studies in the last decades (Werner, 2002; Hitt and Pisano, 2003; Aharoni *et al.*, 2011; Reddy, 2014; Hitt *et al.*, 2016). In addition, an attractive subfield at the interface of international business literature and corporate governance relates to the conditions leading international strategy (Tihanyi *et al.*, 2003; Hitt *et al.*, 2006; Oesterle *et al.*, 2013; Dagnino *et al.*, 2014). On the other hand, the choice to internationalize may lead to situations wherein, inevitably, most decisions and actions have to be delegated with the risk of incurring in severe agency conflicts between principals and agents (Nohria and Ghoshal, 1994; Roth and O'Donnell, 1996). This is more evident when firms go internationally via acquisitions, relatively to other entry modes, such as joint ventures (Iborra, 2004) – a strategic choice that could dramatically affect both the acquiring and acquired firm, particularly with regard to the crucial post-acquisition integration process (Iborra and Dolz, 2006; Canabal and White III, 2008).

The risk of potential conflicts between principals and agents calls for a wider application of some traditional effective Corporate Governance Mechanisms (CGMs) serving as tools to align shareholders' and managers' interests. For instance, many studies suggest that *board members* would be better able to exert their advising role if they would possess the right knowledge and expertise of the business and its related industry (Carpenter and Westphal, 2001; Pfeffer and Salancik, 2003; Hillman and Dalziel, 2003).

Drawing on corporate governance theory, this paper proposes the insertion of the integration manager within the acquirer's board of directors as the best qualified individual able to contribute to such crucial CGM through her/his expertise and knowledge of the target firm's industry and products. Previous literature on international business contends that *integration managers* play multiple roles during acquisitions (Dagnino and Pisano, 2008;

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3 Teerikangas *et al.*, 2011). More specifically, on the one hand, the integration manager helps
4 the top management team to better formulate and implement corporate strategy, particularly
5 in the context of cross-border acquisitions (Shimizu *et al.*, 2004); while, on the other hand,
6 s/he might facilitate the acquisition process making it smoother and more effective. Yet, we
7 give recognition to a novel and additional role: indeed, we look forward to introducing such
8 individual within the board of privately held firms going internationally via acquisitions and
9 serving as an “out-insider” director able to balance the conflicting demands of the previously
10 separated entities during their integration process.
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21 After having provided a conceptual response to our research question (namely,
22 whether the role of the “integration manager”, as an additional CGM enhancing the
23 effectiveness of the board of directors, can positively affect the performance of a cross-border
24 acquisition), we though acknowledge that an empirical challenge remains in evaluating the
25 effectiveness of the integration manager’s inclusion within the acquiring firm’s board of
26 directors for strategic and control issues. With a specific focus on this issue, our study is
27 inspired by the qualitative analysis of an acquisition of a Spanish firm by an Italian privately
28 held firm operating in the telecommunication industry. We provide a case study of both
29 explanatory and instrumental nature (Stake, 1995) to empirically illustrate our conceptual
30 arguments and juxtapose the extent to which they are likely to hold true in real life practice.
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43 This paper is organized as follows. Section 2 summarizes the literature on the role of
44 board of directors in the context of international acquisitions describing the integration
45 manager and her/his main traits. From a corporate governance perspective, section 3
46 speculates on the role of the integration manager who may serve as an additional strategic
47 tool providing better information, monitoring and control, especially if taking a seat on the
48 board of the acquirer – yet a largely unexplored topic and main focus of our analysis. Section
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3 we focus on the criteria for theoretical sampling, then we offer a concise case description
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5 illustrating data collection and analysis procedures. Section 5 focuses on a case study
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7 resembling the preliminary assumptions of our paper. The final section summarizes our
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9 conclusions and managerial implications.
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11 12 13 14 **Theoretical Background**

15 16 *The Board of Directors*

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18 Scholars typically describe board of directors as the formal institution linking a firm's
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20 shareholders with the managers entrusted of the daily functioning of a firm (Fama and
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22 Jensen, 1983; Monks and Minow, 1995). Even though they vary considerably depending on
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24 the country in which the firm operates (Charkham, 1994), they are CGMs empowered by
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26 shareholders to exercise ultimate control over top management. Nowadays, the role of boards
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28 has changed a lot from what it used to be in the past. While they previously used to be almost
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30 passive and formal institutions simply able to ratify management decisions, their current
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32 importance/activities have grown exponentially (Golden and Zajac, 2001), particularly when
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34 considering the monitoring action to which they have been exposed by media and investors
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36 (Forbes and Milliken, 1999). Moreover, the expansion of accounting and financial scandals
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38 (such as Enron, Parmalat, and Worldcom) have been pushing for the board's greater
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40 involvement in strategic decisions, such as corporate-level strategies, acquisitions and
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42 alliances. In such standpoint, it is crucial to understand what characteristics boards do need to
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44 exhibit in order to be able to provide a correct evaluation of a cross-border acquisition; or, in
45
46 different words, what peculiarities their directors need to possess in order to have the right
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48 knowledge and expertise to allow such CGM's correct functioning.
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54 The primary role of directors is protecting shareholders' interest and monitoring
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56 management behavior; to perform this task, they are empowered to discipline or remove
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3 ineffective management teams (Williamson, 1984). Therefore, they can be considered as
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5 agents of the owners/shareholders whose fundamental activity is overseeing management
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7 choices. Furthermore, they are supposed to be over-skilled in industry matters and, hence,
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9 able to provide managers of both advice and counsel. Thus, the main difference between
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11 board and management is that the former is primarily responsible to monitor and shape
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13 strategy, while not always for elaborating and implementing strategic choices as the latter
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15 (Fama and Jensen, 1983).
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19 Empirical literature shows the importance of boards of directors in situations of severe
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21 agency costs – for instance, when negotiating and implementing an acquisition – but with
22
23 little evidence in connecting board features to corporate performance (Barnhart *et al.*, 1994).
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25 Instead, board characteristics have been studied to evaluate how they influence acquisition
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27 performance via the CEO tenure (Walters *et al.*, 2007). However, some authors posit that
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29 boards and top management teams represent a legitimation signal able to convince external
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31 investors of the goodness and potential value of a certain investment, such as an acquisition
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33 (Certo, 2003; Cohen and Dean, 2005; Higgins and Gulati, 2006).
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37 In conclusion, we emphasize the analysis performed by Redor (2015). By considering
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39 “four board attributes: (1) board independence, (2) board size and director-specific attributes,
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41 (3) board ownership and compensation, and (4) multiple directorships” (Redor, 2015:1), the
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43 author concludes that “the impact of board attributes on shareholder wealth in mergers and
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45 acquisitions is specific to each firm” (Redor, 2015:1).
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49 50 *The Role of the Board of Directors in the Context of an International Acquisition*

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52 International acquisitions are phenomena through which a firm (the acquirer) decides to buy
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54 the controlling stock of another firm operating in a foreign country (the target) for strategic or
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56 financial motives (Hitt *et al.*, 2015). Since “great difficulties in achieving the expected value
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3 resulting from synergies emerge” (Aureli, 2015: 895), they are financially severe operations
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5 and, as such, subordinated to the board’s approval.
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8 The performance of an acquisition is the measure of its post-transaction effectiveness
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10 (Schoenberg, 2006). However, such measures are various. Actually, “most scholars refer to
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12 «integration» as an umbrella term for different and distinctive acculturation strategies, e.g.
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14 integration, assimilation, separation and marginalization; (...) some studies mix different
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16 levels of analysis with respect to culture constructs, e.g. national vs. organizational culture;
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18 and finally, there exist various definitions of «M&A success», which become manifest in a
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20 plethora of measurement techniques” (Dauber, 2012: 375). Generally speaking, an
21
22 international acquisition may be considered effective when it fulfills the primary objectives
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24 declared by the management to achieve the board’s approval. Such objectives can be of
25
26 financial diversification via internationalization or strategic goals in foreign markets (Hitt *et*
27
28 *al.*, 2015). Managerial literature shows that more than 50% of cross-border acquisitions do
29
30 not maintain their promises getting divested very often (Shimizu *et al.*, 2004). Sometimes
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32 failure occurs as deals are pushed by hubris (Seth *et al.*, 2000; Picone *et al.*, 2014), some
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34 others for cultural incompatibility between the two firms (Datta and Puia, 1995; Björkman *et*
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36 *al.*, 2007; Stahl and Voigt, 2008). Hence, such list of potential problems emphasizes the need
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38 to legitimize the acquiring firm’s board of a more active role in order to be entitled to provide
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40 a better judgment of the deals to be implemented.
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46 Board of directors’ effectiveness is typically function of its independence, size and
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48 leadership structure (Bange and Mazzeo, 2004). To be *independent*, it needs to be mostly
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50 deprived of any kind of ties to the firm’s management and CEO. Therefore, we mainly look
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52 at outside directors whose external position implies the highest level of independence. A
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54 board that is composed of a good average of outsiders is supposed to take decisions
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56 maximizing shareholders’ interests (Cotter *et al.*, 1997). Thus, it should be able to evaluate
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3 the individuated synergies, the target's bidding price and premium, the strategic and
4 organizational fit of the two firms, and any potential issue regarding the overall integration
5 process, especially when the business combination involves firms operating in two different
6 countries.
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11 Of course, considering the complexity of such evaluations and the multifaceted
12 specialization wherein directors should be so competent (members' diversity), it is
13 predictable that, when the *size* of the board increases, its evaluating and monitoring capacity
14 should also proportionally increase (Barthala and Rao, 1995). Since cross-border acquisitions
15 are risky deals, the size of the board can play an important role. Nevertheless, the presence of
16 many outside directors is not necessarily a positive aspect of board composition. In fact, the
17 benefits corresponding to an increase in size could be outweighed by a cost increment due to
18 a harder communication and a slower decision-making process¹. Consequently, a limited
19 number of directors, even though reducing competences' width, should speed up the
20 decision-making process rendering it more efficient and effective (Yermack, 1996). Overall,
21 diversity and size can be considered double-edge swords.
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36 In terms the boards' *leadership* structure, the main issue refers to the individual who
37 is supposed to seat as chairman. Herein, the literature is ambiguous (Baliga *et al.*, 1996;
38 Coles and Hesterly, 2000), but mainly supportive of the idea that, in order to be independent
39 and able to both monitor and judge management actions without any external influence,
40 boards of directors should be led by a person who is different from the CEO (Rechner and
41 Dalton, 1991; Mallette and Fowler, 1992; Daily and Dalton, 1994). Thus, the CEO and the
42 chairman of the board must not coincide onto the same person, otherwise such instrument's
43 ability to function effectively as an internal CGM would be severely curbed. Indeed, by
44 serving simultaneously in both positions, a CEO would exert too much stature and influence
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57 ¹ Congestion in the decision process could cause a reduction in the board of directors' power, leaving the firm's
58 management with major discretion.
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3 on board's members and on their capability to monitor managerial actions in an independent
4 manner (Sundaramurthy *et al.*, 1997). Of course, a board aligned to management interests
5 would try to protect them from the risk of a takeover, attempting to reduce the action of an
6 external CGM such as the market for corporate control. On the contrary, a board aligned to
7 shareholders' interests would always try to maximize the deal's expected value.
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13 14 15 16 *The Role of the Integration Manager in the Context of an International Acquisition*

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18 This paper aims to clarify the role of the integration manager within the acquiring firm's
19 board of directors. In this perspective, we offer an overview of the literature on integration
20 managers.
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25 Whereas only in the last two decades consulting firms have started to suggest the use
26 of integration teams in order to smooth the merging process between the acquiring and
27 acquired firms (Ashkenas *et al.*, 1998; Ashkenas and Francis, 2000; Shelton, 2003), empirical
28 investigation and theoretical modeling regarding these teams are still scant (Dagnino and
29 Pisano, 2008; Teerikangas *et al.*, 2011; Meglio *et al.*, 2015). The importance of appointing
30 integration managers to guide acquisitions was already recognized in the 1980s with some
31 academics discussing the crucial role of a specific team in charge of smoothing the different
32 stages of the acquisition process (Dionne, 1988; De Noble *et al.*, 1988). Teerikangas *et al.*
33 (2011) support such view providing empirical evidence of the integration manager's role by
34 analyzing several cases of cross-border acquisitions. They found that, in most of the
35 examined acquisitions, integration managers affected the results by helping synergies and
36 avoiding *value leakage*. More specifically, by individuating some specific roles – the change
37 agent, staff mobilizer, and knowledge promoter roles – they elucidated the way such manager
38 can align the conflicting demands originating from both the acquirer and the acquired side.
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3 Indeed, from an agency theory perspective, the integration manager's multifaceted role seems
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5 to consistently help the new entity to achieve a new and positive equilibrium.
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8 In order to cover her/his role, this individual should: a) possess specific technical
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10 competences; b) have knowledge of the products/services and of the market of the acquired
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12 firm; c) and own substantial experience of the targeted industry. This latter aspect may reveal
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14 crucial especially with regard to international acquisitions, wherein cultural differences
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16 among dissimilar countries may have a critical impact on the deal's ultimate performance
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18 (Ahammad *et al.*, 2016; Sarala *et al.*, 2014; Datta and Puia, 1995); and, at general level, with
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20 regard to the degree of relatedness of acquisitions, which might require the need of local
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22 experience within an industry with which the acquirer might be unfamiliar (Bettis, 1981;
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24 Chatterjee *et al.*, 1992).
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28 Combined with these technical features, the integration manager should also show
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30 elements of personality and character resembling those of a transformational leader (Conger
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32 and Kanungo, 1987; Van de Ven, 1986; Bass, 1985). For instance, by analyzing the role of
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34 team leaders in supporting ambidexterity within acquisitions, Nemanich and Vera (2009)
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36 examined integration managers specifically focusing on their transformational leadership
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38 behaviors. They contended that, being acquisitions a dynamic context seriously challenging a
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40 current status quo, their success requires the guide of a transformational leader, that is
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42 someone who has a vision and is inspirational, charismatic and intellectually stimulating for
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44 those involved in the integration process. Such peculiarities of transformational leadership
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46 appear to be crucial in the context of an integration process. In fact, they seem to be useful in
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48 order to win the skepticism and distrust typically gripping acquired human resources, helping
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50 them to identify with the new entity's course of action and to develop a common and unique
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52 identity (Smith *et al.*, 2013). In other words, to achieve human resources' trust and respect
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54 stimulating their full commitment to the new course, they need to be led by a leader who is
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3 able to implement a restructuring process organized to capture the value of the combining
4 firms, achieving the best output from the two firms' complementary assets and capabilities
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7 (Antila, 2006). Indeed, restructuring is one of the most typical integration mechanism
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9 employed by acquiring firms in order to eliminate redundancies, reduce costs and exploit
10 synergies through coordination. This is a crucial phase able to destroy value and therefore
11 feared by those involved in the process. When restructuring creates uncertainty among
12 employees, the risk of turnover and loss of crucial capabilities is extremely high (Larsson and
13 Finkelstein, 1999; Ranft and Lord, 2000; Zhang *et al.*, 2015). Hence, it is in this phase that
14 the integration manager has to prove her/his transformational leadership qualities, being able
15 to clearly communicate her/his ideas of the way s/he is going to integrate the two firms
16 (Ullrich and van Dick, 2007). The same applies when the integration manager has to form
17 and lead the transition teams. As another typical integration mechanism (Meglio *et al.*, 2015),
18 transition teams need to include individuals from both integrating entities in order to bring
19 multiple perspectives and experiences to the merging process. The heterogeneity of such
20 perspectives and experiences should help the new entity in identifying the best solutions for
21 achieving synergies and detecting areas of improvement under the coordination ability of the
22 integration manager. Such human resources' integration seems to play a central role for the
23 success of acquisitions (Correia *et al.*, 2013). Therefore, once vested of the legitimacy of such
24 role, the integration manager would be in charge of leading the acquired firm, representing
25 the acquirer's interests within the subsidiary, having care to manage the integration process in
26 order to reach the acquirer's objectives.
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50 Among the roles individuated in the integration manager's theoretical framework
51 (Dagnino and Pisano, 2008), special mention has to be done for the organizational buffer's
52 role. It relates to the network of relationships s/he has with both the board of the acquirer and
53 the management of the acquired firm. Whether, on the one side, s/he is in charge of
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3 implementing the objectives and strategic guidelines received by the acquirer's board, s/he
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5 needs to filter the pressures on the other. Indeed, the board bears continuous pressure from
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7 shareholders asking for the financial results of their investment. Being the board composed of
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9 those same managers who proposed the deal, and being it the CGM that approved the
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11 acquisition, it is likely that there will be a constant request for results even after a short time
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13 from the deal's closure. Such pressure represents a serious risk of compromising the all
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15 integration activity. Managers who are working to exchange their knowledge and achieve
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17 synergies cannot be stressed and put under pressure with a constant request for results.
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19 Therefore, it is the integration manager who needs to filter such pressures and use all her/his
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21 network capabilities and communication skills in order to protect the integration process.
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27 **Conceptual Development: Co-Opting The Integration Manager within the Acquiring** 28 29 **Firm's Board of Directors**

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31 Usual steps when adopting a qualitative research include the collection and analysis of
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33 available data, the emerging conceptual categories with the connected structures and
34
35 frameworks, and then the link for theoretical development. Notwithstanding that, in order to
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37 simplify the reader's comprehension of our case study, we decided to start by illustrating the
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39 conceptual development of the benefits of co-opting the integration manager within the
40
41 acquiring firm's board of directors and interpreting the theoretical implications of our case
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43 later (Suddaby, 2006; Moschieri, 2011).
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48 In view of the complexity of her/his role, no doubt the integration manager needs to
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50 be legitimated from above in order to attempt many different tasks and achieve everybody's
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52 commitment. In fact, being a mediator between the board of the acquirer and the management
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54 of the acquired firm, s/he needs to develop a trustable image at the eyes of the beholders.
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57 More specifically, both sides need to trust her/his activity and competence: to get
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everybody's trust, on the acquirer's side, the board needs to officially vest her/him of the necessary legitimacy, empowering such manager of a leading role within the firm, and approving/following her/his intuitions at both strategic and organizational level; on the acquired firm side, managers need to identify such manager with someone to trust, someone able to provide a solution to any arising problem and, most of all, someone who is retained extremely competent both in terms of the product/market and its technical aspects. This latter characteristic is very important, as people in the acquired firm would always rely on the integration manager's suggestions, as s/he would be competent of the product, thereby knowing how to develop or improve its performance (Dagnino and Pisano, 2008). Moreover, s/he knows the market; thus, s/he knows its customers with their own preferences, the competitors with their alternative offers, and the suppliers with their different strengths and weaknesses. Such manager's "global" knowledge is of extreme importance to our work that, as we anticipated, is contextualized with a primary focus on privately owned firms (Dagnino and Pisano, 2008).

Even though we lack of a wide literature on the role of boards of directors within privately owned firms, we can certainly ascertain that, in such context, their monitoring role – in contrast to publicly held firms – is sensibly minimized, as owners and managers tend to coincide (Cannella and Galvagno, 2002). This means that the control role of the board is less dominating compared to its counseling role. Undeniably, when a single individual or a family controls a major block of stocks or even the majority of the shares, the power of both directors and managers is considerably reduced (Zald, 1969). In the context of privately owned firms, power is centralized as much as for widely dispersed ownership situations. Thus, even though the "forms" of board's actions are kept in order to satisfy legal obligations, the board serves at the discretion of the controlling owners. This means that its monitoring role is mostly deleted becoming a mere ratification task; whereas, instead, it is the

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3 consulting role that is maintained still active. It is for this reason – and because of the
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5 necessity to provide this individual with a legitimated position inside the whole firm – that
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7 the integration manager should be framed as a member of the board of directors. Herein, s/he
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9 could help executives by participating to the strategy process and contributing with her/his
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11 knowledge of the product/service, market and country, particularly in the context of cross-
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13 border acquisitions. In this sense, Leksell and Lindgren (1982) stressed that firms
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15 emphasizing the board's external role tend to structure it around local outside directors who
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17 are well connected in the subsidiary's country – a crucial specificity that is perfectly
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19 resembled by our case study.
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23 Following McDonald *et al.* (2008) suggestions with regard to board composition in
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25 acquisitions, we suggest that the integration manager may be the individual who, if
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27 introduced in the acquirer's board, could improve its capabilities through the necessary
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29 knowledge and expertise. More specifically, McDonald *et al.* (2008) contend the importance
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31 of directors who possess such expertise in the context of related acquisitions. However, when
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33 acquisitions are of cross-border nature, such expertise might become even more crucial given
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35 the heterogeneities of the two related industries and of the countries wherein the two merging
36
37 entities operate. Moreover, as stressed by Coff (1999) who examined uncertainty in the case
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39 of acquisitions within knowledge-intensive industries, this industry typology combined with
40
41 an international acquisition may suggest the identification of a local individual as integration
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43 manager to provide such knowledge and allow the merger of a higher likelihood of success.
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47 However, a key aspect remaining unsolved regards the origin of the integration
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49 manager. Previous studies have considered three possible options (Dagnino and Pisano,
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51 2008). The first option is selecting an individual who was previously working in the acquired
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53 firm. The advantages of such choice could be the degree of trustworthiness s/he would inspire
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55 in the acquired firm's managers, and the knowledge of the firm's product and market s/he
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3 would possess if compared to an outsider. The disadvantages of such choice would mainly
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5 relate to her/his motivation. In fact, nobody can be sure of her/his emotive status before being
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7 appointed to such crucial role.
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10 The second option is selecting an individual who was previously working in the
11
12 acquiring firm. The potential advantage of such choice is connected to the integration
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14 manager's knowledge of the acquiring firm's objectives and culture. Herein, s/he would
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16 exactly know what results to reach and what managing style the acquiring board would
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18 prefer. However, the risk of this choice relates to the probability of acceptance of such figure
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20 within the acquired firm. In order to improve the chance of acceptance, the board should be
21
22 careful in choosing an individual with strong empathy and communication skills, legitimating
23
24 her/his position at the eyes of the all stakeholders.
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28 The third option is selecting the integration manager as an outsider to both firms, as it
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30 occurred in our case study. In such case, the lack of relationships with both firms' individuals
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32 should be compensated by a strong experience of the industry and a brilliant combination of
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34 skills and competences in order to capture everybody's trust and respect.
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INSERT HERE FIGURE 1

41 **Methods**

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43 According to Yin (1994), the case study research approach is a "to be preferred way" of
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45 reconnoitering the "how" and "why" questions referred to a phenomenon occurring in real-
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47 life contexts (Eisenhardt, 1989; Miles and Huberman, 1994; Eisenhardt and Graebner, 2007;
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49 Reddy, 2015). In this paper, the purpose of our case study is to explore whether the role of
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51 the "integration manager" as an additional CGM enhancing the effectiveness of the board of
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53 directors can positively affect the performance of an acquisition.
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Sample case

We conducted a case study about an acquisition regarding an Italian and a Spanish firm in the telecommunication industry. We named the acquirer 2PM SpA and the acquired firm Espanola SA (firms' real denominations were disguised for privacy reasons). The selection of a case study should be grounded on its relevance for investigation aims instead of statistical reasons (Pettigrew, 1990; Golden-Biddle and Locke, 1993). Indeed, the case we are going to present exhibits some aspects we considered crucial for our analysis. First, it is a case of cross-border acquisition in a related industry; this helps us to avoid any difficulties due to industry differences, as widely stressed by managerial literature (the debate of related vs. conglomerate acquisitions) (Bettis, 1981; Haspeslagh and Jemison, 1991). Second, the two merging firms' countries are in the same cluster following Hofstede's and Globe studies (Hofstede, 1980, 1991; House *et al.*, 2004) helping us to avoid any difficulties due to the risk of cultural clashes. Third, the deal can be classified as a friendly acquisition, allowing us to examine the development of each process without the biases determined by the acquired firm's resistance to the deal's positive closure (Teerikangas *et al.*, 2011). Fourth, we selected a case whose data could be verified in the years following the deal's closure helping us avoid any risk of naïve short-term evaluations (Schoenberg, 2006). Finally, we selected a specific case study wherein we ascertained the presence of an integration manager vested of the leadership of the integration process (Dagnino & Pisano, 2008).

Case description

The acquirer was a medium-sized firm with a turnover of Euro 215 million and 2,780 employees. Even if directed by a top management team, 2PM SpA was under the control of Ciltel SpA, the family holding firm. Over the last two decades, its expansion in the ICT industry occurred primarily through greenfield investments, domestic acquisitions and

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3 strategic alliances. Since 1998, the firm became one of the most important players in the
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5 Italian telecommunication industry. By 2008, with the horizontal acquisition of Espanola SA,
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7 a Spanish firm operating in the same business, 2PM strengthened its position in the European
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9 telecommunication market. The due diligence process and the first post-acquisition phase
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11 have been supervised and monitored by the 2PM's board of directors by means of a Spanish
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13 top manager who has been appointed as a member of the board. Such manager, previously
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15 neither working for the Espanola SA nor for 2PM SpA, can be seen as an "integration
16
17 manager". Essentially, the integration manager is an outsider who was selected because of
18
19 her/his industry experience, her/his previous relationships with both firms, and her/his local
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21 connections at both political and institutional level. The importance of this last point is
22
23 dramatic. In fact, being it a cross-border acquisition, getting local legitimacy was required to
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25 avoid potential obstructions at country-level.
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32 *Data collection and analysis*

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34 We collected data at the acquirer's headquarters for approximately one year, starting in early
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36 2007. Our primary data sources were twofold: archives and interviews. We started to collect
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38 data by gathering extensively from both internal and external sources: the former included
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40 internal reports and presentations; the latter included media articles regarding the two firms
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42 involved in the deal.
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45 We perpetuated data collection by means of semi-structured interviews. After the
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47 acquisition, we interviewed multiple senior-level informants from both firms (see Table 1 for
48
49 a list of the interviewees' positions within the two firms). The pilot interviews guided our
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51 identification of the informants who were the most influential in the acquisition process.
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3 The use of multiple informants mitigates subject biases and allows us the triangulation
4 of facts (Miller *et al.*, 1997) leading to richer and more convincing findings (Schwenk, 1985).
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7 The open-ended protocol allowed us to seek for further information and probe unanticipated
8 insights (Yin, 1994). We used such interviews in order to identify major decisions regarding
9 the acquisition of the target firm, which then we combined with those previously identified in
10 the archival information triangulating data. We ended data collection process once a
11 sufficient level of saturation was achieved (Glaser and Strauss, 1967).
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18 The interview guide was organized in two main sections. The first one was made of
19 open-ended questions providing informants with an extensive view of both buyer and target
20 businesses. The second section focused on specific questions about the acquisition process
21 and its governance issues. Examples of questions included: “when did you first begin
22 thinking about the acquisition?”; “what was your first reaction about the M&A?”; “has your
23 reaction changed after some time?”; “and, if yes, why?”; “what potential integration manager
24 did you consider?”; “what kind of interactions did you have with the integration manager?”;
25 “why did you decide to include the integration manager within the board of directors?”;
26 “what was the impact of the integration manager in the decision making process?”; “what is
27 the weight you would attribute to the integration manager’s intervention?”.
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40 The interviews ranged from about one to two hours length.
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42 On the basis of Reddy *et al.* (2015), Table 2 summarizes the main features of the case
43 study protocol.
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47 PLEASE INSERT TABLE 2 ABOUT HERE
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50 51 52 **Case Analysis and Discussion**

53 54 *The Preexisting Structure of the Acquiring Firm* 55 56 57 58 59 60

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3 According to the policy of the acquiring firm, board members and top managers are entitled
4 to own some shares of the firm. Thus, in addition to the board, the executive compensation
5 system serves also as an effective CGM aligning shareholders and top management interests.
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7 According to the CEO, stock option plans contribute to enhance managers' commitment to
8 the firm.
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14 Since 2002, the acquiring firm has primarily grown within its domestic market
15 without overlooking international arenas: for instance, some divisions were opened in
16 Northern Africa and Eastern Europe. Even if moderate, the international expansion has also
17 been strengthened via strategic alliances with notable players of the telecommunication
18 industry.
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25 According to the strategic plan formulated by the CEO for the time horizon 2008-
26 2012 – approved by the board in order to expand the business scope – the firm decided to
27 significantly encourage its international strategy through a cross-border acquisition. The firm
28 identified one of the most important players in the Spanish telecommunication market –
29 temporarily facing some financial constraints – and targeted it for an international horizontal
30 acquisition.
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38 The friendly acquisition involved a Spanish target that was a medium-sized firm (180
39 employees with revenues accounting for more than € 42 millions) owned by a large-block
40 shareholder. As usual, the legal and financial due diligence for this business transaction was
41 delegated to a leading consulting firm, even though assigned to the firm's Spanish branch,
42 since it possessed specific knowledge of domestic procedures.
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49 The acquirer was primarily concerned with harmonizing organizational and cost
50 accounting procedures between the two merging firms; the top management replacement was
51 only restricted to the acquired firm's CEO, who resigned.
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3 Finally, the board of directors selected an external top manager for the integration
4 manager's position in order to facilitate the post-acquisition integration process. He was an
5 external manager with M&A expertise.
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10 The due diligence and post-acquisition processes were supervised and monitored by
11 the board of directors by the means of a Spanish top manager, who was contextually
12 appointed as member of the board. Such manager, previously working neither for the acquirer
13 nor for the acquired firm (not for the consulting firm), was described as the acquiring firm's
14 integration manager. While the integration manager was external to the negotiation process,
15 he was the protagonist of the business combination. When the two firms defined the price for
16 the acquisition, the integration manager was called for managing the combination process
17 between the two firms, for instance the negotiation with labor unions. Interestingly, the
18 selected top manager had a positive reputation in Spain. All of these attributes were told to be
19 very relevant for the entrant's acquisition strategy (Teerikangas *et al.*, 2011). Indeed, the
20 integration manager acted as delegate of the acquirer's board and possessed skills,
21 information and legitimacy that facilitated the integration process (Teerikangas *et al.*, 2011).
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23 Overall, the integration manager was involved in the planning and implementation processes
24 (Teerikangas *et al.*, 2011).
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43 *Findings*

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45 The integration manager is a Spanish top manager that 2PM previously met several times,
46 due to her/his great experience about the Spanish telecommunication market and its domestic
47 customers. S/he had a great reputation as s/he was well known in Spain. All these features
48 can be considered relevant for the 2PM's acquisition strategy. Indeed, such manager acted as
49 a delegate of the acquirer's board and possessed skills, information, and the legitimacy to
50 facilitate the acquisition process. In addition, being it an international acquisition, s/he was
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3 not seen from the acquired firm's employees as a foreign manager of the acquirer who could
4 take advantage of the transaction. Finally, due to her/his expertise, s/he might be considered
5 as a "transformational leader".
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10 Evidence revealed the pivotal role of the integration manager in ensuring the
11 acquiring firm's better entry into the new country. In our case study, the integration manager
12 was specifically hired from the Spanish environment. Our finding that s/he was central to the
13 firm's acquisition performance is strongly consistent with other studies identifying the choice
14 of a local "champion" as crucial in leading acquisition processes (Dagnino and Pisano, 2008).
15
16 Indeed, selecting an integration manager who is alien to both organizations indicates the
17 choice of the buyer to opt for the employment of an impartial managerial figure. Even if
18 initially classifiable as a negative aspect, the lack of relationships with both firms' individuals
19 should though be compensated by a strong industry experience and an excellent combination
20 of skills and competences in order to capture everybody's trust and respect. In the words of
21 the buying firm's CEO: *"The choice of a Spanish manager was strategically important to us.*
22 *It helped us to create a positive atmosphere by the time of our first visits to the target."* In
23 particular, the acquiring firm leaders viewed the choice of a Spanish manager as an
24 opportunity to accrue substantial knowledge of the acquired firm's products/services and of
25 its market; moreover, it was a quicker way to achieve such knowledge, compared to what it
26 could have occurred if the same objectives were to be accomplished through internal
27 solutions. As a business development executive at acquiring firm commented: *"Being able to*
28 *quickly develop the broadest knowledge of the market regarding the acquired firm was*
29 *crucial to us."* Moreover, the integration manager's commonly recognized experience and
30 expertise helped the entrant to be accepted within the local context, avoiding the typical
31 uncertainty and fear characterizing the first 100-days following the deal's closure (Singh and
32 Montgomery, 1987). As affirmed by one of the team managers involved in the due diligence
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3 process, such a decision was taken very carefully and was based on the firm's previous
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5 experience in other domestic deals: *"As this was not our first acquisition, we had certain*
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7 *knowledge of the process. In particular, we were conscious of how important the first*
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9 *occasions are wherein you get introduced to the target firm's environment. The possibility to*
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11 *be walked in by a local and well-respected manager – formally invested of an important*
12
13 *managerial role – gave us the opportunity to enter the room with the right foot."*

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17 After the completion of the negotiation process, the integration manager's expertise
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19 revealed to be very critical. Thus, the acquiring firm almost immediately decided to co-opt
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21 the integration manager by placing him/her within the board of directors. As stated by the
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23 acquiring firm's CEO: *"Deciding to give this person a dedicated position inside the board*
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25 *served as a clear message, publicly advertising our commitment in the eyes of the target*
26
27 *firm's environment."* This choice further entrenched management relations, giving the
28
29 integration manager the opportunity to directly interact with the top-level decision makers.
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33 Although the Spanish telecommunication industry was not unknown to the acquirer's
34
35 management, the aid of a local individual – directly involved in the strategy-making process
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37 and very well networked at local level – was tremendously fruitful in terms of her/his advices
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39 provided along the process. In the words of one of the board members: *"The presence of the*
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41 *integration manager inside the board of directors gave us the possibility to examine*
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43 *influential information before approving the implementation of our market-entering strategy.*
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45 *Such support revealed to be an authentic advantage in explaining from an inside perspective*
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47 *various peculiarities of the Spanish environment we could have never known by ourselves"*.

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50 For instance, the integration manager's personal contacts with a local financial
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52 institution revealed to be very useful in implementing the firm's financial plan. Moreover,
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54 her/his personal acquaintance with one of the major leaders of a local labor union opened up
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56 a new set of potential solutions in human resource management, smoothing the acquirer's
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3 entering strategy. In the words of an acquired firm's manager: *"I remember that meetings*
4 *became immediately intense by the time of the first negotiations. For instance, if the deal was*
5 *to go through, there were a few but quick decisions to take in order to avoid lay-offs. Well, I*
6 *can affirm that after a couple of meetings between a few of us, the new Spanish manager and*
7 *some representatives of labor unions, we had already unraveled our major doubts"*.
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14 And in the words of another acquired firm's manager: *"One of the pillars of our*
15 *previous internal policy was trying to always favor domestic suppliers. Therefore, after the*
16 *deal's closure, one of the main strategic issues on the table was how to reorganize our supply*
17 *chain. I remember that the acquiring firm's CEO was extremely resolute regarding this issue:*
18 *he basically said that, before the decision's approval, the proposal had to be 100% left to the*
19 *new local manager, as s/he benefited of the complete trust of the board in finding the best*
20 *solutions within the network of her/his personal contacts. And that's exactly what happened"*.
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31 Our study shows that the integration manager was very helpful to the acquirer during
32 the all acquisition process. S/he was given the legitimacy to make some important decisions,
33 such as those concerning the downsizing and down-scoping strategies of the target firm.
34
35 Indeed, the integration manager neither laid-off employees nor changed completely the
36 strategy of the acquired firm. Instead, s/he primarily acted as an organizational filter between
37 the acquirer and the acquired firm, in the attempt to slowly align their firms' cultures and cost
38 management procedures.
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46 Furthermore, s/he facilitated the acquisition process by making use of her/his position
47 as member of the board of directors. Our study shows that the external manager hired by
48 2PM SpA to facilitate the acquisition process was invited by the acquiring firm's CEO to take
49 a seat as a member of the 2PM's board of directors. Once the acquisition process was
50 completed, s/he was no longer an outside member of the board, but began to serve as an
51 insider, acting as a delegate of 2PM SpA within the acquired firm. According to the Chair of
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3 the board, the appointment of the integration manager as a director enhanced significantly the
4 effectiveness of 2PM's board of directors, making the governance devices more effective in
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6 the alignment of shareholders and managers' interests. The results of the post-acquisition
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8 integration phase are smooth and soon the acquired firm will change its name into 2PM
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10 Spain.
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13 14 15 16 **Conclusions**

17
18 Notwithstanding their strategic relevance in real life practice, the role of integration managers
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20 is still overlooked by acquisition scholars (Meglio *et al.*, 2015). Even if the results of our
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22 exploratory study cannot be easily generalized and extended to a larger number of firms (also
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24 in different industries and with alternative ownership structures), this paper highlighted the
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26 importance of additional tools enhancing the effectiveness of traditional governance devices
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28 used to align shareholders and managers' interests.
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32 Drawing on corporate governance and international management literature, this paper
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34 focuses on the integration manager employed to strengthen the success of post-acquisition
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36 processes and to mitigate the difficulties due to the presence of entry barriers. Indeed, this
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38 paper demonstrated that, despite the fact that privately held companies are monitored and
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40 controlled by their owners, the effectiveness of the board in counseling and directing the most
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42 important strategic decisions is significantly enhanced when these firms appoint an
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44 integration manager as board director. Indeed, while facilitating the integration process of the
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46 acquired firm, s/he represents a tie with the board of the acquirer wherein s/he takes a seat.
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49 In this paper, we emphasized the relevance of such CGMs even in privately held
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51 firms, which apparently cope with few agency problems due to their concentrated ownership
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53 structure. Indeed, this paper demonstrated that, even though private firms with high level of
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55 ownership concentration were daily monitored and controlled by the owner, the effectiveness
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3 of the board in counseling and directing the most important strategic decisions may be
4 significantly enhanced when, going internationally, firms appoint an integration manager as a
5 new director. Therefore, this paper shows at both theoretical and empirical level that the
6 integration manager might be an additional tool significantly enhancing the effectiveness of
7 traditional CGMs – primarily the board, ownership concentration and executive
8 compensation – to better serve shareholders' interests.
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16 The provided study demonstrated that, going internationally through acquisitions,
17 even if apparently less risky than greenfield investments, may require additional neutral
18 information flow – within both the due diligence process and the post-acquisition integration
19 – that only outsiders possess. Such outsiders have been individuated in the integration
20 manager whose role in smoothing the pre- and post-acquisition integration processes was
21 described. When appointed as a member of the board, the outsider becomes an insider if s/he
22 is in charge to also run the acquired firm. Acting in such a way, any potential divergences
23 between the principal and agent are eliminated even in those firms, like family-owned ones,
24 that by definition encounter some agency problems.
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38 *Managerial Implications*

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40 This paper theoretically develops the idea of introducing the integration manager within the
41 acquiring firm's board of directors, showing her/his empirical contribution to the
42 performance of acquisitions (Teerikangas *et al.*, 2011). Drawing on our findings, it is
43 promising to discern some insights that may guide executives in the deployment of resources
44 (Roth, 1995) and introduce CGMs that epitomize successful cross-border acquisitions.
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52 First, our paper emphasizes the risks underlining the choice to go internationally
53 through acquisitions; thus, it stresses the relevance of the information flows necessary for an
54 effective due diligence process.
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3 Second, the proposed role of the integration manager within the acquiring firm's
4 board of directors appears to be critical for entrenched organizational relations, allowing
5 her/him to cooperate with the top-level decision makers.
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10 Third, this paper proposes a managerial innovation in managing firms' growth via
11 internationalization, i.e., to revitalize the board of directors after a cross-border acquisition.
12 However, "being aware of the integration manager's roles, organizations engaging in [cross-
13 border] M&A are better positioned with regard to the tasks and activities assigned to the
14 integration manager. This understanding can further serve as a means of selecting the
15 integration manager – is the person capable of [covering such] roles?" (Teerikangas *et al.*,
16 2011: 679).
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References

- Aguilera, R.V. and Dencker, J.C. (2004), "The role of human resource management in cross-border mergers and acquisitions", *International Journal of Human Resource Management*, Vol. 15 No 8, pp. 1355-1370.
- Ahammad, M.F., Tarba, S.Y., Liu, Y. and Glaister, K.W. (2016), "Knowledge transfer and cross-border acquisition performance: the impact of cultural distance and employee retention". *International Business Review*, Vol. 25 No. 1A, pp. 66–75.
- Aharoni, Y., Tihanyi, L. and Connelly, B.L. (2011), "Managerial decision-making in international business: A forty-five-year retrospective", *Journal of World Business*, Vol. 46 No. 2, pp. 135-142.
- Angwin, D. (2001), "Mergers and acquisitions across European borders: National perspectives of preacquisition due diligence and the use of professional advisers", *Journal of World Business*, Vol. 36 No.1, pp. 32-57.
- Antila, E. (2006), "The role of HR managers in international mergers and acquisitions: a multiple case study", *International Journal of Human Resource Management*, Vol. 17 No. 6, pp. 999-1020.
- Ashkenas, R.N., DeMonaco, L.J., and Francis, S.C. (1998), "Making the deal real: How GE Capital integrates acquisitions", *Harvard Business Review*, Gen.-Feb., 165-178.
- Ashkenas, R.N., Francis, S.C. (2000), "Integration managers: Special leaders for special times", *Harvard Business Review*, Vol. 78 No. 6, pp. 108-116.
- Aureli, S. (2015), "Performance of unlisted Italian companies acquired by multinationals from emerging markets", *Journal of Organizational Change Management*, Vol. 28 No. 5, pp. 895 – 924.
- Baliga, B.R., Moyer, R.C. and Rao, R.S. (1996), "CEO duality, firm performance and corporate governance", *Strategic Management Journal*, Vol. 17 No. 1, pp. 41-53.
- Bange, M.M. and Mazzeo, M.A. (2004), "Board composition, board effectiveness, and the observed form of takeover bids", *Review of Financial Studies*, Vol. 17 No. 4, pp. 1185-1215.
- Barnhart, S.W., Marr M.W. and Rosenstein, S. (1994), "Firm performance and board composition: Some new evidence", *Managerial and Decision Economics*, Vol. 15 No. 4, pp. 329-340.
- Barthala, C.T. and Rao, R.P. (1995), "The determinants of board composition: An agency theory perspective", *Managerial and Decision Economics*, Vol. 16 No. 1, pp. 59-69.
- Bass, B.M. (1985), *Leadership and performance beyond expectations*, Free Press, New York, NY.
- Bettis, R.A. (1981), "Performance differences in related and unrelated diversified firms", *Strategic Management Journal*, Vol. 2 No. 4, pp. 379-393.
- Bing, G. (2008), *Due diligence: planning, questions, issues*. Praeger Publishers, Westport, CA.
- Birkinshaw, J.M. and Morrison, A.J. (1995), "Configurations of strategy and structure in subsidiaries of multinational corporations", *Journal of International Business Studies*, Vol. 26 No. 4, pp. 729-753.
- Björkman, I., Stahl, G.K. and Vaara, E. (2007), "Cultural differences and capability transfer in cross-border acquisitions: The mediating roles of capability complementarity, absorptive capacity, and social integration", *Journal of International Business Studies*, Vol. 38 No. 4, pp. 658-672.
- Canabal, A. and White III, G. O. (2008), "Entry mode research: Past and future", *International Business Review*, Vol. 17 No. 3, pp. 267-284.

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3 Cannella, A.A. and Galvagno, M. (2002), *Governance and control for firms in transition*, in
4 Schillaci, C.E. and Faraci, F. (ed.), *The ownership and governance of firms in*
5 *transition: The Italian experience*. Giappichelli, Torino, IT, pp. 21-46.
- 6
7 Carpenter, M.A. and Westphal, J.D. (2001), "The strategic context of external network ties:
8 Examining the impact of director appointments on board involvement in strategic
9 decision making", *Academy of Management Journal*, Vol. 44 No. 4, pp. 639-660.
- 10 Certo, S.T. (2003), "Influencing initial public offering investors with prestige: Signaling with
11 board structures", *Academy of Management Review*, Vol. 28 No. 3, pp. 432-446.
- 12 Charkham, J. (1994), *Keeping good company: A study of corporate governance in five*
13 *countries*, Clarendon Press, Oxford, UK.
- 14 Chatterjee, S., Lubatkin, M.H., Schweiger, D.M. and Weber, Y. (1992), "Cultural differences
15 and shareholder value in related mergers: Linking equity and human capital",
16 *Strategic Management Journal*, Vol. 13 No. 5, pp. 319-334.
- 17 Coff, R.W. (1999), "How buyers cope with uncertainty when acquiring firms in knowledge-
18 intensive industries: Caveat emptor", *Organization Science*, Vol. 10 No.2, 144-161.
- 19 Cohen, B.D. and Dean T.J. (2005), "Information asymmetry and investor valuation of IPOs:
20 Top management team legitimacy as a capital market signal", *Strategic Management*
21 *Journal*, Vol. 26 No. 7, pp. 683-690.
- 22 Coles, J.L. and Hesterly, W.S. (2000), "Independence of the chairman and board
23 composition: Firm choices and shareholder value", *Journal of Management*, Vol. 26
24 No. 2, pp. 195-214.
- 25
26 Conger, J.A. and Kanungo, R.N. (1987), "Toward a behavioral theory of charismatic
27 leadership in organizational settings", *Academy of Management Review*, Vol. 12 No.
28 4, pp. 637-647.
- 29 Correia, M., Cunha, R. and Scholten, M. (2013), "Impact of M&As on organizational
30 performance: the moderating role of HRM centrality", *European Management*
31 *Journal*, Vol. 31 No. 4, pp. 323-332.
- 32 Cotter, J.F., Shivdasani, A. and Zenner, M. (1997), "Do independent directors enhance target
33 shareholder wealth during tender offers?" *Journal of Financial Economics*, Vol. 43
34 No. 2, pp. 195-218.
- 35 Cullinan, G., Le Roux, J.-M. and Weddigen, R.-M. (2004), "When to walk away from a
36 deal", *Harvard Business Review*, Vol. 82 No. 4, pp. 96-105.
- 37 Dagnino, G.B. and Pisano, V. (2008), *Unpacking the champion of acquisitions: The key*
38 *figure in the execution of the post-acquisition integration process*, in Cooper, C. and
39 Finkelstein, S. (ed.), *Advances in Mergers and Acquisitions* Vol. 7, Emerald Group
40 Publishing Limited, pp. 51-69.
- 41 Dagnino, G.B., Giachetti, C. La Rocca, M. and Picone, P.M. (2014) "Unveiling the
42 antecedents of international diversification: An agency theory approach", *Academy of*
43 *Management Proceedings*, Philadelphia, pp.1126-1131.
- 44 Daily, C.M. and Dalton, D.R. (1994), "Bankruptcy and corporate governance: The impact of
45 board composition and structure", *Academy of Management Journal*, Vol. 37 No. 6,
46 pp- 1603-1617.
- 47 Datta, D. and Puia, G. (1995), "Cross-border acquisitions: An examination of the influence of
48 relatedness and cultural fit on shareholder value creation in U.S. acquiring firms",
49 *Management International Review*, Vol. 35 No. 4, pp. 337-359.
- 50 Dauber, D. (2012), "Opposing positions in M&A research: culture, integration and
51 performance", *Cross Cultural Management*, Vol. 19 No. 3, pp. 375-398.
- 52 De Noble, A., Gustafson, L. and Hergert, M. (1988), "Planning for post-merger integration:
53 eight lessons for merger success", *Long Range Planning*, Vol. 21 No. 4, pp. 82-85.
- 54
55
56
57
58
59
60

- 1
2
3 Deiser, R. (1994), "Post-acquisition management: A process of strategic and organizational
4 learning", in Von Krog, G., Sinatra, A. and Singh, H. (Ed.), *The management of*
5 *corporate acquisitions*, MacMillan Press, New York, NY.
- 6 Dionne, J. (1988), "The art of acquisitions", *Journal of Business Strategy*, Vol. 9 No. 6, pp.
7 13-17.
- 8 Eisenhardt, K.M. (1989) "Building theories from case study research", *Academy of*
9 *Management Review*, Vol. 14 No. 4, pp. 532-550.
- 10 Eisenhardt, K.M. and Graebner, M.E. (2007), "Theory building cases: opportunities and
11 challenges", *Academy of Management Journal*, Vol. 50 No. 1, pp. 25-32.
- 12 Epstein, M.J. (2004), "The drivers of success in post-merger integration", *Organizational*
13 *Dynamics*, Vol. 33 No. 2, pp. 174-189.
- 14 Fama, E.F. and Jensen, M.C. (1983), "Separation of ownership and control", *Journal of Law*
15 *and Economics*, Vol. 26 No. 2, pp. 301-325.
- 16 Forbes, D.P. and Milliken, F.J. (1999), "Cognition and corporate governance: Understanding
17 board of directors as strategic decision-making groups", *Academy of Management*
18 *Review*, Vol. 24 No. 3, pp. 489-505.
- 19 Glaser, B.G. and Strauss, A.L. (1967), *The discovery of grounded theory: strategies for*
20 *qualitative research*, Aldine, Chicago, IL.
- 21 Golden, B.R. and Zajac, E.J. (2001), "When will board influence strategy? Inclination x
22 Power = Strategic Change", *Strategic Management Journal*, Vol. 22 No. 12, pp.
23 1087-1111.
- 24 Golden-Biddle, K. and Locke, K. (1993), "Appealing work: An investigation of how
25 ethnographic texts convince", *Organization Science*, Vol. 4 No. 4, pp. 595-616.
- 26 Harding, D. and Rouse, T. (2007), Human due diligence. *Harvard Business Review*, Vol. 85
27 No. 4, pp. 124-131.
- 28 Harford, J. (2003), "Takeover bids and target directors' incentives: The impact of a bid on a
29 director's wealth and board seats", *Journal of Financial Economics*, Vol. 69 No. 1,
30 pp. 51-83.
- 31 Harvey, M.G. and Lusch, R.F. (1995), "Expanding the nature and scope of due diligence",
32 *Journal of Business Venturing*, Vol. 10 No. 1, pp. 5-21.
- 33 Haspeslagh, P.C. and Jemison, D.B. (1991), *Managing acquisitions: creating value through*
34 *corporate renewal*. The Free Press, New York, NY.
- 35 Hayward, M. and Hambrick, D. (1997), "Explaining the premiums paid for large
36 acquisitions: Evidence of CEO hubris", *Administrative Science Quarterly*, Vol. 42
37 No.1, pp. 103-27.
- 38 Higgins, M.C. and Gulati, R. (2006), "Stacking the deck: The effects of top management
39 backgrounds on investor decisions", *Strategic Management Journal*, Vol. 27 No. 1,
40 pp. 1-25.
- 41 Hillman, A.J. & Dalziel, T. (2003), "Boards of directors and firm performance: integrating
42 agency and resource dependence perspectives", *Academy of Management Review*,
43 Vol. 28 No. 3, pp. 383-396.
- 44 Hitt M.A. and Pisano, V. (2003), "The Cross-Border Merger and Acquisition Strategy: A
45 Research Perspective", *Management Research: Journal of the Iberoamerican*
46 *Academy of Management*, Vol. 1 No. 2 pp. 133 – 144
- 47 Hitt, M.A., Ireland, R.D. and Hoskisson, R.E. (2015), *Strategic Management:*
48 *Competitiveness and Globalization*, Cengage Learning, Stamford, CT.
- 49 Hitt, M.A., Li, D. and Xu, K. (2016), "International strategy: From local to global and
50 beyond", *Journal of World Business*, Vol. 51 No. 1, pp. 58-73.
- 51 Hitt, M.A., Tihanyi, L., Miller, T. and Connelly, B. (2006), "International diversification:
52 Antecedents, outcomes, and moderators", *Journal of Management*, Vol. 32 No. 6, pp.
53
54
55
56
57
58
59
60

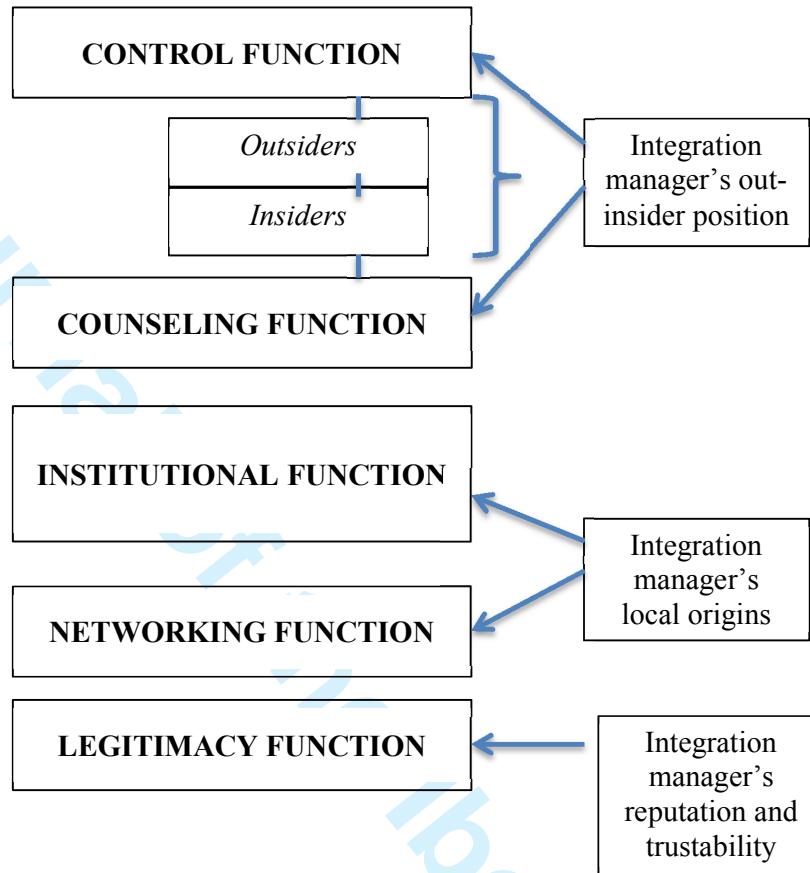
- 831-867.
- Hofstede G., (1991), *Cultures and organizations: software of the mind*, McGraw-Hill, London, U.K.
- Hofstede, G., (1980), *Culture's consequences: international differences in work-related values*, Sage Publications, Beverly Hills, CA.
- House R.J., Hanges P.J., Javidan M., Dorfman P., Gupta V., (2004), *Culture, leadership, and organizations: the GLOBE study of 62 societies*, Sage Publications, Thousand Oaks, CA.
- Ibora, M. and Dolz C., (2006), "Consequences of Integration Heterogeneity in Mergers and Acquisitions", *Management Research: Journal of the Iberoamerican Academy of Management*, Vol. 4 No. 2, pp. 127 – 138
- Iborra, M.C.S. (2004), "Choices in Joint Venture and Acquisition Negotiation Behavior: The Power-Dependence Relationship" *Management Research: Journal of the Iberoamerican Academy of Management*, Vol. 2 No. 3, pp. 219 – 234.
- Jemison, D.B. and Sitkin, S.B. (1986), "Corporate acquisitions: A process perspective", *Academy of Management Review*, Vol. 11 No. 1, pp. 145-163.
- Kaplan, S.N. and Weisbach, M.S. (1992), "The success of acquisitions: Evidence from divestitures", *Journal of Finance*, Vol. 47 No. 1, pp. 107-138.
- Kisgen D.J. and Song, W. (2009), "Are fairness opinions fair? The case of mergers and acquisitions", *Journal of Financial Economics*, Vol. 91 No. 2, pp. 179-207.
- Lajo, A. and Elson, C. (2010), *The art of M&A due diligence: navigating critical steps and uncovering crucial data*, McGraw Hill, New York, NY.
- Larsson, R. and Finkelstein, S. (1999), "Integrating strategic, organizational, and human resource perspectives on mergers and acquisitions: a case survey of synergy realization", *Organization Science*, Vol. 10 No. 1, pp. 1-26.
- Lebedow, A.L. (1999), "M&A: due diligence: more than a financial exercise", *Journal of Business Strategy*, Vol. 20 No. 1, pp. 12-14.
- Leksell, L. and Lindgren, U. (1982), "The board of directors in foreign subsidiaries", *Journal of International Business Studies*, Vol. 13 No. 1, pp. 27-38.
- Mallette, P. and Fowler, K.L. (1992), "Effects of board composition and stock ownership on the adoption of «poison pills»", *Academy of Management Journal*, Vol. 35 No 5, pp. 1010-1035.
- Malmendier, U. and Tate G. (2008), "Who makes acquisitions? CEO overconfidence and the market's reaction", *Journal of Financial Economics*, Vol. 89 No. 1, pp. 20-43.
- Marks, M.L. and Mirvis, P.H. (2001), "Making mergers and acquisitions work: Strategic and psychological preparation", *Academy of Management Executive*, Vol. 15 No. 2, pp. 80-92.
- McDonald, M.L., Westphal, J.D. and Graebner, M.E. (2008), "What do they know? The effects of outside director acquisition experience on firm acquisition performance", *Strategic Management Journal*, Vol. 29 No. 11, pp. 1155-1177.
- Meglio, O., King, D.R. and Risberg, A. (2015), "Improving acquisition outcomes with contextual ambidexterity", *Human Resource Management*, Vol. 54 No. 1, pp. s29–s43.
- Michaely, R. and Womack, K.L. (1999), "Conflict of interest and the credibility of underwriter analyst recommendations", *Review of Financial Studies*, Vol. 12 No. 4, pp. 653-686.
- Miles, M.B. & Huberman, A.M. (1994), *Qualitative data analysis: an expanded sourcebook*, Sage Publishing, Thousand Oaks, CA.

- 1
2
3 Miller, C.C., Cardinal, L.B. & Glick, W.H. (1997), "Retrospective reports in organizational
4 research: a reexamination of recent evidence", *Academy of Management Journal*, Vol.
5 40 No. 1, pp. 189-204.
- 6 Monks, R. and Minow, N. (1995), *Corporate governance*, Blackwell Business, Cambridge,
7 MA.
- 8 Moschieri, C. (2011), "The implementation and structuring of divestitures: the unit's
9 perspective", *Strategic Management Journal*, Vol. 32 No. 4, pp. 368-401.
- 10 Nahavandi, A. and Malekdazeh, A.R. (1988), "Acculturation in mergers and acquisitions",
11 *Academy of Management Review*, Vol. 13 No.1, pp. 79-90.
- 12 Nahavandi, A. and Malekdazeh, A.R. (1994), "Successful mergers through acculturation", in
13 Von Krog, G., Sinatra, A. and Singh, H. (Ed.), *The management of corporate*
14 *acquisitions*, MacMillan Press, New York, NY.
- 15 Nemanich, L. and Vera, D. (2009), "Transformational leadership and ambidexterity in the
16 context of an acquisition", *Leadership Quarterly*, Vol. 20 No. 1, pp. 19-33.
- 17 Nohria, N. and Ghoshal, S. (1994), "Differentiated Fit and Shared Values, Alternatives for
18 Managing Headquarters-Subsidiary Relations", *Strategic Management Journal*, Vol.
19 15 No. 6, pp. 491-502.
- 20 Oesterle, M.J., Richta, H.N. and Fisch, J.H. (2013), "The influence of ownership structure on
21 internationalization", *International Business Review*, Vol. 22 No. 1, pp. 187-201.
- 22 Perry J.S. and Herd, T.J. (2004), "Mergers and acquisitions: Reducing M&A risk through
23 improved due diligence", *Strategy and Leadership*, Vol. 32 No. 2, pp. 12-19.
- 24 Pettigrew, A. M. (1990), "Longitudinal field research on change: Theory and practice",
25 *Organization science*, Vol. 1 No. 3, pp. 267-292.
- 26 Pfeffer, J. and Salancik, G.R. (2003), *The external control of organizations: A resource*
27 *dependence perspective*, Stanford University Press, Stanford, CA.
- 28 Picone, P. M., Dagnino, G. B. and Minà, A. (2014), "The origin of failure: A
29 multidisciplinary appraisal of the hubris hypothesis and proposed research agenda",
30 *Academy of Management Perspectives*, Vol. 28 No. 4, pp. 447-468.
- 31 Porrini, P. (2006), "Are investment bankers good for acquisition premiums?", *Journal of*
32 *Business Research*, Vol. 59 No. 1, pp. 90-99.
- 33 Puranam, P., Powell, B.C. and Singh, H. (2006), "Due diligence failure as a signal detection
34 problem", *Strategic Organization*, Vol. 4 No. 4, pp. 319-348.
- 35 Ranft, A. and Lord, M. (2000), "Acquiring new knowledge: the role of retaining human
36 capital in acquisition of high-tech firms", *Journal of High Technology Management*
37 *Research*, Vol. 11 No. 2, pp. 295-319.
- 38 Rechner, P.L. and Dalton, D.R. (1991), "CEO duality and organizational performance: A
39 longitudinal analysis", *Strategic Management Journal*, Vol. 12 No. 2, pp. 155-160.
- 40 Reddy, K. S. (2014), "Extant reviews on entry-mode/internationalization, mergers &
41 acquisitions, and diversification: Understanding theories and establishing
42 interdisciplinary research", *Pacific Science Review*. Vol 16 No. 4, pp. 250-274.
- 43 Reddy, K. S. (2015), "Beating the Odds! Build theory from emerging markets phenomenon
44 and the emergence of case study research—A "Test-Tube" typology", *Cogent*
45 *Business & Management*, Vol. 2 No. 1, pp. 1-25.
- 46 Reddy, K. S., Xie, E. and Agrawal, R. (2015), Revisiting and reinforcing the Farmers Fox
47 Theory: A study (test) of three cases of cross-border inbound acquisition
48 transactions. *Pacific Science Review B: Humanities and Social Sciences*, 1(1), 22-44.
- 49 Redor, E. (2015), "Board attributes and shareholder wealth in mergers and acquisitions: a
50 survey of the literature", *Journal of Management & Governance*, 1-33.
51 10.1007/s10997-015-9328-y
- 52 Roth K. and O'Donnell S. (1996), "Foreign subsidiary compensation strategy, an agency
53
54
55
56
57
58
59
60

- theory perspective”, *Academy of Management Journal*, Vol. 39 No. 3, pp. 678-703.
- Roth, K. (1995), “Managing international interdependence: CEO characteristics in a resource-based framework”, *Academy of Management Journal*, Vol. 38 No. 1, pp. 200-231.
- Sarala, R., Junni, P., Cooper, C. and Tarba, S.Y. (2014), “A sociocultural perspective on knowledge transfer in mergers and acquisitions”, *Journal of Management*, Vol. 10 No. 3, pp. 496-503.
- Schoenberg, R. (2006), “Measuring the Performance of Corporate Acquisitions: An Empirical Comparison of Alternative Metrics”, *British Journal of Management*, Vol. 17 No. 4, 361-370.
- Schwenk, C.R. (1985), “The use of participant recollection in the modeling of organizational decision processes”, *Academy of Management Review*, Vol. 10 No. 3, pp. 496-503.
- Seth, A., Song, K. P. and Pettit, R. (2000), “Synergy, managerialism or hubris? An empirical examination of motives for foreign acquisitions of US firms”, *Journal of International Business Studies*, Vol. 31 No. 3, pp. 387-405.
- Shelton, M. J. (2003), “Managing your integration manager”, *McKinsey on Finance*, Summer, 12-15.
- Shimizu, K., Hitt, M.A., Vaidyanath, D. and Pisano, V. (2004), “Theoretical foundations of cross-border mergers and acquisitions: A review of current research and recommendations for the future”, *Journal of International Management*, Vol. 10 No. 3, 307-353.
- Singh, H. and Montgomery, C. (1987), “Corporate acquisition strategies and economic performance”, *Strategic Management Journal*, Vol. 8 No. 4, 377-386.
- Smith, P., da Cunha, J.V., Giangreco, A., Vasilaki, A. and Carugati, A. (2013), “The threat of dis-identification for HR practices: An ethnographic study of a merger”, *European Management Journal*, Vol. 31 No. 3, pp. 308-321.
- Stahl, G.K. and Voigt A. (2008), “Do cultural differences matter in mergers and acquisitions? A tentative model and examination”, *Organization Science*, Vol. 19 No. 1, pp. 160-176.
- Stake, R.E. (1995), *The art of case study research*, Sage, Thousand Oaks, CA.
- Suddaby, R. (2006), “From the editors: What grounded theory is not”, *Academy of Management Journal*, Vol. 49 No. 4, pp. 633-642.
- Sundaramurthy, C., Mahoney, J.M. and Mahoney, J.T. (1997), “Board structure, antitakeover provisions, and stockholder wealth”, *Strategic Management Journal*, Vol. 18 No. 3, pp. 231-245.
- Teerikangas, S., Véry, P. and Pisano, V. (2011), “Integration manager’s value-capturing roles and acquisition performance”, *Human Resource Management*, Vol. 50 No 5, pp. 651-683.
- Tihanyi, L., Johnson, R. A., Hoskisson, R. E. and Hitt, M. A. (2003), “Institutional ownership differences and international diversification: The effects of boards of directors and technological opportunity”, *Academy of Management Journal*, Vol. 46 No. 2, pp. 195-211.
- Ullrich, J. and van Dick, R. (2007), “The group psychology of mergers and acquisitions: lessons from the social identity approach”, in Cooper, C. and Finkelstein, S. (ed.), *Advances in Mergers and Acquisitions* Vol. 6, Emerald Group Publishing Limited, pp. 51-69.
- Van de Ven, A.H. (1986), “Central problems in the management of innovation”, *Management Science*, Vol. 32 No. 5, pp. 590-607.

- 1
2
3 Very, P. and Schweiger, D.M. (2001), "The acquisition process as a learning process:
4 Evidence from a study of critical problems and solutions in domestic and cross-border
5 deals", *Journal of World Business*, Vol. 36 No. 1, pp. 11-31.
- 6 Walter, G.A. and Barney, J.B. (1990), "Management objectives in mergers and acquisitions",
7 *Strategic Management Journal*, Vol. 11 No. 1, pp. 79-86.
- 8 Walters, B. A., Kroll, M. J. and Wright, P. (2007), "CEO tenure, boards of directors, and
9 acquisition performance" *Journal of Business Research*, Vol. 60 No. 4, pp. 331-338.
- 10 Werner, S. (2002), "Recent developments in international management research: A review of
11 20 top management journals", *Journal of Management*, Vol. 28 No. 3, pp. 277-305.
- 12 Williamson, O.E. (1984), Corporate governance, *Yale Law Journal*, Vol. 93 No. 7, 1197-
13 1230.
- 14 Yermack, D. (1996), "Higher market valuation of companies with a small board of directors",
15 *Journal of Financial Economics*, Vol. 40 No. 2, 185-211.
- 16 Yin, R. (1994), *Case study research: design and methods* (2nd ed.), Sage Publishing,
17 Thousand Oaks, CA.
- 18 Zald, M.N. (1969), "The power and functions of boards of directors: A theoretical synthesis",
19 *American Journal of Sociology*, Vol. 75 No. 1, pp. 97-111.
- 20 Zhang, J., Ahammad, M.F., Tarba, S.Y., Cooper, C.L., Glaister, K.W. and Wang, J. (2015),
21 "The effects of leadership style on talent retention during merger and acquisition
22 integration: evidence from China", *International Journal of Human Resource
23 Management*, Vol. 26 No. 7, pp. 1021-1050.
24
25
26
27
28
29
30
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33
34
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Figure 1. The functions of the board in the context of internationalization strategies and the advantages of coopting the integration manager for their implementation



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Table 1. Summary of the individuals interviewed

Firm	Interviewees
Acquiring firm	CEO (1) Managers (3)
Acquired firm	Managers (2)
Consultants employed in the acquisition process	Consultants (3)

Table 2: Summary of the main features of the case study protocol. Adaptation from Reddy, Xie and Agrawal (2015)

Area of investigation	Internationalization of firms through cross-border acquisitions
Research setting	This paper proposes the inclusion of the integration manager within the acquirer's board of directors as the best qualified individual able to contribute to such crucial CGM through both her/his expertise and knowledge of the target firm's industry and products
Research scope	International business, corporate governance, organization theory, business planning and evaluation
Research aim	We look at the ability of integration managers to serve as "out-insider" directors able to balance the conflicting demands of two previously separated entities during their integration process
Theoretical and empirical contributions	While the role of integration managers is still overlooked by acquisition scholars (Meglio <i>et al.</i> , 2015), this paper highlighted their importance as additional tools enhancing the effectiveness of traditional governance devices used to align shareholders and managers' interests. Through the aid of a case study, we contributed to such developing literature by testing the success of such managerial figure.
Research methodology	Single case qualitative study
Sampling region	European Union
Sample cases	2PM SpA, an Italian firm operating in the telecommunication industry Espanola SA, a Spanish firm operating in the telecommunication industry
Temporary frame	The Preexisting Structure of the Acquiring Firm The Acquisition of Espanola SA
Data collection and analysis	We collected data at the acquirer's headquarters for approximately one year, starting in early 2007.
Investigator	The interviews and data coding were developed by two authors. Other authors validated the analyses in a second moment and advanced plausible interpretations helpful for improving international business and corporate governance literature. Editors and anonymous reviewers effectively contributed to interpret the results.
Literature review and understanding of the case method	Literature review focuses on the role of board of directors in the context of an international acquisition. The implementation of case study follows Yin (1994).