

NOMINATION AND REMUNERATION COMMITTEE AND FIRM PERFORMANCE: EVIDENCE FROM JORDAN

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ABSTRACT

The study examines how the composition of the nomination and remuneration committee (NRC) affects firm performance in Jordanian publicly traded companies. The study consists of 68 non-financial public companies listed on the Amman Stock Exchange for the years between 2017 and 2020. This study uses four different statistical models to analyse the panel data including fixed effects, pooled OLS, random effects, and robust standard errors. The findings show that committee size, overlap, and expertise have a positive association with Tobin's Q. On the other hand, the committee's independence, meetings, and female membership have an insignificant impact on Tobin's Q. Also, the committee's independence and size have a positive and significant effect on ROA, while the committee's expertise, meetings, overlaps, and female membership have no significant effect on ROA. This study contributes to the Jordanian corporate governance structure, including the composition of the nomination and remuneration committees, and contributes to the insights of regulators and shareholders into the role of NRC features in a developing market, such as Jordan, and their impact on firm performance. This study focuses on setting up an NRC for non-financial firms, it is suggested that for certain firms, but not all public corporations in Jordan and other developing countries. Therefore, exploring whether similar findings would be achieved if financial firms were required to establish such a committee would be a topic of interest for researchers.

Keywords: Nomination and remuneration committee, firm performance, non-financial industry, Jordan.

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1. INTRODUCTION

The importance of the nomination and remuneration committee, as a sub-committee of the board of directors, has been emphasized in terms of diminishing agency conflict by appointing board members who try to achieve the interests of shareholders (Zraiq & Fadzil, 2018). There are two types of board committees. The first type is responsible for monitoring or oversight, while the second is responsible for managerial support and/or operations (Harrison, 1987). The remuneration committee's responsibilities include reviewing the board's decisions regarding corporate executives, including their rewards, salaries, bonuses, share options, superannuation payments, commissions, company cars, private health insurance, participation in profit-sharing with shareholders, and favorable pension contributions (Agyemang-Mintah, 2016). Additionally, the remuneration committee advises the board on issues pertaining to remuneration such as the degree and composition of remuneration, disclosure of remuneration policy, and the procedure for determining and assessing its function. As part of its duties, the committee regularly advises the board on any particular choices, actions, and disclosures that the board ought to take into account with respect to director remuneration. In order to show that the interests of shareholders, performance, and remuneration are aligned, remuneration decisions and actions must be communicated to shareholders (Kanamathippillai et al., 2016). The nomination committee of the board is in charge of selecting and appointing individuals with the appropriate qualifications, talents, and experience to assist in making the best strategic decisions for the company. By selecting devoted and qualified directors, the nomination committee serves to preserve the interests of shareholders (Azar et al., 2018). It is also in charge of evaluating the board's performance regularly (Christensen et al., 2010). The board committees are in charge of offering assessments and comments to management and the board when making significant business decisions (Mintah & Schadewitz, 2015). Despite playing a significant part in the framework of corporate governance, the NRC receives little attention from academics. Additionally, earlier studies failed to investigate NRC comprehensively. As a result, the purpose of the current study is to examine the connection between NRC and firm performance in emerging economies, with an emphasis on Jordan.

Due to regional instability, ever-increasing unemployment, reliance on remittances from the Gulf economies, and ongoing strain on natural resources, Jordan's economy had to deal with numerous difficulties (Alkurdi & Mardini, 2020). As a result, Jordanian firms urgently require robust CG mechanisms (Alodat et al., 2021). The goal of this study is to investigate the connection between NRC and firm performance. A total of 68 non-financial public listed companies on the ASE along with 2 proxy measures of firm performance were studied using 272 observations.

Multiple contributions are offered in the present study. First, it is built on previous research by presenting fresh data on how NRC features influence firm performance. To the best of the researcher's knowledge, this is the first study to investigate the impact of a broad collection of NRC characteristics on firm performance. Second, in the context of Jordan, new variables to the NRC performance literature including NRC size, independence, frequency of meetings, female participation, and industry expertise are introduced. Third, a unique sample period from 2017 to 2020 is explored in the present study allowing the researchers to examine the influence of the updated CG code on non-financial firm performance. Finally, the majority of the previous studies have used agency theory to explain the impact of NRC characteristics on firm performance. Adopting one theory might be quite restrictive in the explanation of a practice (Al Lawati et al., 2021); then it is suggested that there is a need for a set of theories to explain the impact of NRC

characteristics on firm performance. The current study adopts agency, resource-dependence, and social capital theories, which do not compete but complement each other.

2. LITERATURE REVIEW

The separation of management and ownership, according to agency theory, leads to increased agency conflicts and costs, as well as information asymmetry, which enhances managers' self-serving behavior (Sadaa et al., 2020; Ahmed et al., 2021). Hence, it is necessary to control some mechanisms to reduce such conflicts and costs of the agency such as NRC (Agyemang-Mintah, 2016). Along with agency theory, the resource dependence theory assumes that the external environment of a company's activities and its accessibility to key resources strongly impact board structure, giving a leading role to independent directors (Pfeffer, 1972). From the resource dependence perspective, the key functions of board members are enabling access to key external resources, including information networks; controlling the company's internal processes; qualified advising of management; maintaining the company's good reputation; and establishing connections with external partners (Salancik & Pfeffer, 1978). By using these resources to convey information about strong CG and reliable corporate disclosure to the market, they could reduce the information asymmetry between managers and stakeholders (Al Lawati et al., 2021; Sadaa et al., 2023). Moreover, this study also uses social capital theory to explain how NRC members' social networking internally and externally could bridge the board to new resources for advice and counsel, legitimacy, channels for communication, and access to important external markets, thus making a strong argument to be included as a rationale for board diversity.

3. HYPOTHESES DEVELOPMENT

3.1. *Nomination and remuneration committee size and firm performance*

The size of the nomination and remuneration committee has an impact on both the performance and credibility of the organization. The primary duty of committee members is to counsel and support the board of directors in relation to incentive programs and pay scales (Harymawan et al., 2020). The importance of this function in setting pays and rewards is related to rising agency expenses. The agency theory contends that larger committees prevent opportunistic actions and focus on the fair rights of all stakeholders. This is the reason for having such committees to lower these expenses (Zraiq & Fadzil, 2018). The study of Appiah & Chizema (2015) indicated that the size of the board committee is seen by the firm's stakeholders as a solution to particular agency issues, and it facilitates the firm's access to economic resources from its exchange partners (Appiah & Chizema, 2015). It is argued that the size of the board, i.e., the number of directors, ensures the effectiveness of committees (Hoque et al., 2013). Larger committees can be formed on a board with a large number of directors than on a board with fewer directors. The larger the committee size, the better the committee's financial performance. Smaller boards and committee size are two ineffective factors during financial crises because directors' ability to co-opt resources from the environment is limited (Gales & Kesner, 1994). In healthy companies, a smaller board committee may perform better due to lower coordination and free-rider issues (Appiah & Chizema, 2015). In this sense, it is believed that boards and committees should be maintained small so that they can perform more efficiently without the CEO's oversight (Jensen, 1993). Fama and Jensen (1983)

indicate that the size of the nomination committee is linked to the boards' ability to validate CEOs' decisions, which involves screening new appointments based on the following factors: independence, qualification, knowledge, and gender. Furthermore, the size of the nomination committee has a substantial impact on the gender diversity of the nomination committee and the board (Appiah et al., 2016). According to the most updated code on corporate governance in Jordan, a nomination and remuneration committee must have at least three members (Jordan Securities Commission, 2017) Accordingly, the following hypothesis is proposed:

H1. Nomination and remuneration committee size has a positive effect on firm performance.

3.2. Nomination and remuneration committee independence and financial performance

Committee independence is a necessary component for protecting shareholders' interests as it enables for objective appraisal of firm objectives and prohibits CEO opportunistic conduct (Kolev et al., 2019). Its key indicator is the capacity of the remuneration committee to carry out its monitoring tasks being linked to the independence of the CEO's members (Chancharat et al., 2012). The agency theory, which stresses potential conflicts of interest that may result from the separation of ownership and control in organizations, serves as the theoretical foundation for the supervisory function of the board's committees (Jensen & Meckling, 1976). The board committees are a crucial component of the control mechanism for ensuring that the issues brought on by the principal and agent relationship are under control (Fama & Jensen, 1983). In addition to this theory, and in line with the resource dependence theory, NRC independence paves the way for companies to perform better by lowering their reliance on outside contingencies and the surrounding environment. According to this view, the board's committees serve as a crucial conduit between the company and the outside resources it needs to maximize performance (Salancik & Pfeffer, 1978). These theories contend that an effective NRC independence system boosts investor and talent confidence in the organization, which can lead to improved firm performance.

Alkhazaleh et al. (2023) recommended that a majority of non-executive directors join the remuneration committee to accelerate the independent decision-making process over executive pay and reduce conflicts of interest. Furthermore, by improving the monitoring quality of directors, nominating committees can perform more efficiently. Shen and Jia (2005) claimed that an independent nomination committee comprised exclusively of independent directors would be better positioned to nominate independent directors as candidates on behalf of minority shareholders. Moreover, in the absence of an independent remuneration committee, CEOs would also draft and sign their employment contracts (Williamson, 2007). In a similar vein, Alqatamin (2018) found that the audit committee's independence has a positive and significant relationship with firm performance using a sample of 180 companies from the financial, industrial, and service companies listed on the Amman Stock Exchange between 2009 and 2017. Hence, committee independence is crucial for protecting the interests of shareholders since it provides an objective evaluation of corporate initiatives and limits CEO opportunistic behaviour (Kolev et al., 2019). As a result, the following hypothesis is proposed:

H2. Nomination and remuneration committee independence has a positive effect on firm performance.

3.3. *Nomination and remuneration committee meeting and financial performance*

The committee meetings are where the majority of the board's actions take place (Chen & Wu, 2016). The entire board is informed on the committee's work and analyzing the influence of these interactions on not only the committee but also the information and knowledge of the board which could be beneficial (Kolev et al., 2019). Previous studies support the agency theory emphasizing that board committees with regular meetings are more influential in providing the staff with guidance, enforcing rules, and monitoring management. Then, these meetings increase the level of firm performance (Kanakriyah, 2021). Similarly, the resource dependence theory notes that during board meetings, extra outside resources are conveyed. The directors use their knowledge and experience as valuable resources, which enables them to make better-informed decisions and raise the performance of the firms (Qureshi et al., 2022; Zaidan et al., 2023). Independent neds working on the board remuneration committee are calling for more committee meetings to increase their ability to monitor management (Appiah & Chizema, 2015). The importance of committee meetings in increasing efficiency was underlined (Salim et al., 2016). Furthermore, it is stated that effective corporate governance, which may be the outcome of frequent committee meetings, is directly associated with higher stock returns and lower risks (Cheung et al., 2010). Appiah and Chizema (2015) suggest that frequent remuneration committee meetings reflect a higher level of outside directors' involvement, diligence, and dedication to overseeing the CEO. Several studies have also proved a correlation between the frequency of audit committee meetings and firm performance (Danoshana & Ravivathani, 2019). According to the agency theory, more frequent remuneration committee meetings are more likely to perform well in their monitoring roles (Appiah & Chizema, 2015). As a result, the study proposes the following hypothesis:

H3. Nomination and remuneration committee meeting affects the firm performance positively.

3.4. *Nomination and remuneration committee female membership and firm performance*

Agency theory claims that women outperform men in advising and overseeing managers by boosting board independence. Thus, gender diversity is considered a factor in lowering agency costs (Cumming et al., 2015). Increased board diversity may provide links to more resources from a resource dependency standpoint, and diversity provides representation for different stakeholders from a stakeholder perspective (Keasey et al., 1998). The resource dependence theory contends that the differences in viewpoints and skill sets of male and female directors and in particular, women directors might help companies make better decisions (Post et al., 2015). For instance, Kim and Starks (2016) uncovered that female directors are more adept than their male colleagues at specific competencies. According to them, women directors were less likely than men directors to have expertise in some areas such as finance, technology/operations. Nonetheless, women directors are more likely to have skills including risk management, regulatory/legal/compliance, political/government, sustainability, human resources, and CG. Fauzi and Locke (2012) highlighted two advantages of women's presence on boards. To begin with, women are not part of the "old boys" network, allowing them to be more independent. Second, they might have a better grasp of consumer behaviour, customer demands, and the potential for businesses to address those needs. Furthermore, companies with female directors are more likely than their male counterparts to take active positions on the boards (Virtanen, 2012). As a result, shareholders perceive female directors on the remuneration committee as valuable resources in the design of executive remuneration plans. This demonstrates the importance of females, a minority population, in the

long-term success of these businesses. In a similar vein, it is demonstrated that NRC female membership is critical to successful firm performance. As a result, the study proposes the following hypothesis:

H4. Nomination and remuneration committee female membership has a positive impact on firm performance.

3.5. Nomination and remuneration committee industry expertise and firm performance

According to Harymawan et al. (2020), the existence of NRC ensures that relevant abilities, competencies, and talents are introduced into the firm to help maximise shareholder returns. A compensation committee must contain at least one member with the required knowledge to be effective (Kanapathippillai et al., 2019). Moreover, financial experts on NRC are more likely to be effective and have a positive impact on the committee's performance (Krishnan & Visvanathan, 2008). The agency theory claims that a better-governed corporation should produce more and be worth more due to lower agency expenses. Therefore, having NRC members with expertise in finance and accounting should improve control and lower agency costs, which would consequently improve firm performance (Dakhlallah et al., 2020). Nonetheless, it is unknown what kind of additional knowledge or experience helps the NRC to be more effective and profitable. NRC members' diverse knowledge bases contribute to differences in their assessments and relationships with auditors (Kanapathippillai et al., 2016). Consistent with the agency theory's proposition, it has been argued that industry expertise enables directors to better understand the firm's operation and financial conditions, better analyze the relevant information; therefore, provide a better monitoring role (Wang et al., 2015). Bédard and Gendron (2010) pointed out that industry expertise may help AC members in fostering their monitoring competencies resulting in effective overseeing of the firm's financial reporting process. A study gathered data from 50 non-financial enterprises in Pakistan and discovered that the financial expertise of NRC members has a positive impact on the performance of the firm (Chaudhry et al., 2020). As a result, this study focuses on NRC industry expertise, which has received little consideration in the literature or the guidelines of existing corporate governance. Based on the aforementioned notion, the current investigation generates the following hypothesis:

H5. Nomination and remuneration committee industry expertise has positive effect on firm performance.

3.6. Nomination and remuneration committee overlapping and financial performance

Recently, professionals and scholars paid attention to whether overlapping membership, in which at least one member of the nomination and compensation committee is also a member of the other sub-committees, is desirable from the standpoint of governance (Chandar et al., 2012). Information transmission by overlapping directors working on several committees' aids in the fulfillment of management supervisory tasks and is the reason for overlapping membership. To conduct a critical review of the CEO's performance, directors need to understand the metrics on which the CEO's compensation is based, as well as if these metrics have been manipulated. As a result, knowledge sharing among overlapping directors can assist the board in managing the company (Abdelbadie & Salama, 2019). NRC members serving on the board's other sub-committees have a greater conception of management's compensation-related motivations while making accounting decisions (Chandar et al., 2012). According to resource dependence theory, companies benefit from

appointing members serving in multiple committees by bringing the expertise and knowledge gained from one committee and using this knowledge to enhance their monitoring roles in other committees (Alshirah et al., 2020). Thus, they can prove to be superior monitors by minimising management's inclination to make accounting judgments based on their desire to maximise their remuneration.

Moreover, based on the social capital theory, overlapped NRC members bring greater CG experience, valuable confidential information and knowledge, including greater skills due to the complexity and magnitude of the operations overseen (Abdelbadie & Salama, 2019; Khaw et al., 2023). This enables them to perform more diligently and ask more probing questions to management (Sultana et al., 2019). It is argued that because of their business social network, AC is considered an information hub, and AC overlapping are credible channels for transmitting accounting information from one committee to another, interlocked with them through common AC members. Therefore, this study expects that overlapped NRC members increase the likelihood of accounting information transfer because their common committee membership “provides the means, opportunity, and structure that enable members to perform their fiduciary and other corporate governance duties” (Shafer et al., 2007, p. 181). Thus, if the overlap between the committees makes the NRC more effective, then it is expected the NRC's overlap of members makes the committee influential enough to present its independent suggestions without the influence of the CEO or executive directors. Additionally, the presence of overlap between the committees means more experiences and unique ideas, which serves as a foundation for better results in the decision-making process as well as in the process of developing policies to improve financial performance. The study proposes the following hypothesis:

H6. Nomination and remuneration committee overlapping has a positive effect on firm performance

4. RESEARCH DESIGN

4.1. Data and sample selection

The study population includes companies that were registered on the Amman Stock Exchange between 2017 and 2020. Jordanian firms are divided into three categories: 1) services, 2) financial, and 3) industrial sectors. Nonetheless, only two of the three sectors are examined in this study: industrial and services. As a result, this study used a sample size of 272 observations for 68 non-financial public listed firms on the ASE, while financial sector firms, such as banks, insurance, and real estate, were excluded from the sample as they have unique characteristics and regulations that set them apart from the other two sectors (Alshirah et al., 2020). The rationale for selecting this period is based on the Jordanian Code of Corporate Governance (2017) which is a guideline for selecting corporate governance variables. This code is required for firms listed on the Amman Stock Exchange (Jordan Securities Commission, 2017).

Table 1: Descriptive of Sample

Sectors	Number of firms
Industry sector	42
Service sector	46
Total	88

Unavailable	(20)
Sample	68
Final observations (68*4)	272

4.2. *Dependent variables*

Tobin's Q and ROA were employed to assess firm performance in this study. Tobin's Q is a market value-based measure of performance defined as the ratio of the sum of the market value of equity plus total debt divided by the book value of total assets (Black et al., 2015). In addition, ROA is a financial indicator of a firm performance that is determined as net income divided by total assets.

4.3. *Independent variables*

The following are the definitions of the six primary variables of interest. The total number of NRC members is referred to as the NRC size (Azar et al., 2018). Second, the number of NRC members who are independent in a committee is referred to as the committee's independence. Third, the total number of NRC meetings held over the year is referred to as the meeting of the NRC (Salim et al., 2016). Fourth, the percentage of NRC members who also serve on one of the other three committees is known as NRC overlap (Chandar et al., 2012). If the NRC has at least one industry specialist, the measure of industry expertise is assigned as 1; otherwise, it is defined using NRC members equipped with the expertise to one who is currently or formerly employed by another firm in the same industry (Alodat et al., 2021). Finally, the study calculated female membership by dividing the number of female committee members by the total number of committee members (Khan et al., 2020).

4.4. *Control variables*

To improve the model's prediction ability, a set of control variables is integrated. The natural logarithm of total assets is used to calculate firm size (Alodat et al., 2021). Second, the number of years since the firm was set up is used to determine its age (Ajili & Bouri, 2018). Third, total liabilities divided by total assets is how leverage is calculated (Alodat et al., 2021). Fourth, Value 1 refers to audit quality when the firm is audited by an auditor from one of the four audit firms, namely EY, PWC, KPMG, and Deloitte Touche Tohmatsu (al Farooque et al., 2020). Fifth, the dividend per share is calculated by dividing the total amount declared by the number of outstanding shares.

Table 2: Measurement of variables

Dependent variables	Measurement
Tobin's Q	The ratio of the sum of the market value of equity plus total debt divided by the book value of total assets.
ROA	net income divided by total assets.
Independent variables	
Committee size	
Committee independence	The total number of NRC members.

Committee meetings	The number of NRC members who are independent.
Committee overlapping	The total number of NRC meetings held over the year.
Committee industry expertise	The percentage of NRC members who also serve on one of the other three committees. If the NRC has at least one industry specialist, the measure of industry expertise is assigned a 1; otherwise, it is defined using NRC members equipped with the expertise to one who is currently or formerly employed by another firm in the same industry.
Committee female membership	
Control variables	
Firm size	Dividing the number of female committee members by the total number of committee members.
Firm age	
Leverage	
Audit quality	The natural logarithm of total assets. The number of years since the firm was set up. Total liabilities divided by total assets. Value 1 refers to audit quality when the firm is audited by an auditor from one of the four audit firms, namely EY, PWC, KPMG, and Deloitte Touche Tohmatsu.

5. Empirical results and discussion

The descriptive statistical findings are presented in Table 3. The table shows the two financial performance measures (Tobin's Q and return on assets), independent variables (committee size, committee independence, committee meeting frequency, committee overlap, committee industry expertise, and female on committee), and control variables (firm size, firm age, leverage, dividend per share, and audit quality). Tobin's Q value ranges from 0.2070 to 11.55. Tobin's Q has a mean (median) score of 1.125 (0.975) and ROA has a mean (median) score of 1.811 (1.755) in the sample of the current study. Furthermore, NRC features show that the mean score of committee size is 3.290 (3.000), committee independence is 1.698 (2.000), committee meeting frequency is 2.077 (2.000), OVER is 2.654 (3.000), committee industry expertise is 0.650 (1.000), and female on committee is 0.136 (0.000). According to the findings, about 2 out of every 7 directors on the board are independent. At least one female director may be found in each of the sample firms. The findings also show that the committee meets twice a year on average.

Table 3: Descriptive statistics

Variables	N	Mean	Std.	Median	Min.	Max.
1. Tobin's Q	272	1.1259	0.9415	0.9751	0.2070	11.5527
2. ROA	272	1.8116	7.2504	1.7550	-23.7360	38.6680
3. Committee Size	272	3.2904	0.7240	3	2	7
4. Committee Independence	272	1.6985	1.0579	2	0	7
5. Committee Meeting Frequency	272	2.0772	1.5118	2	0	9
6. Committee Overlap	272	2.6544	1.0009	3	0	7
7. Committee industry expertise	272	0.6507	0.4776	1	0	1
8. Female on Committee	272	0.1360	0.3435	0	0	1
9. Firm Size	272	17.4008	1.4117	17.2975	13.7064	21.0881
10. Firm Age	272	29.8088	17.4946	25	7	82
11. Leverage	272	33.2880	21.6979	28.7565	0.2830	95.9010
12. Dividend per Share	272	0.0816	0.1825	0.0000	0.0000	1.2000
13. Audit Quality	272	0.3934	0.4894	0	0	1

The probable multicollinearity problems are tested in addition to assessing the linearity of the variables in Table 4. The correlation coefficients range from -0.2668 to 0.5714 when the dependent variables (Tobin's Q and ROA) are excluded, showing that there is no severe multicollinearity issue among the regressors and that future estimations on the variables may be relied upon.

Table 4: Correlation matrix

Variables	1	2	3	4	5	6	7	8	9	10	11	12	13
1. Tobin's Q	1												
	0.3												
2. ROA	746	1											
	-												
3. Committee Size	0.0	0.0											
	569	296	1										
	-	-											
4. Committee Independence	0.2	0.1	0.1										
	583	560	822	1									
	-	-											
5. Committee Meeting	0.0	0.0	0.4	0.0									
	490	258	244	008	1								
	-	-											
6. Committee Overlap	0.0	0.0	0.4	0.2	0.1								
	709	534	191	950	738	1							

			-	-	-	-							
7. Committee Expertise	0.1 044	0.0 391	0.0 897	0.0 193	0.2 385	0.0 759							1
			-	-	-	-							
8. Female on Committee	0.2 412	0.3 006	0.0 853	0.0 797	0.1 198	0.1 204	0.0 882						1
			-	-	-	-	-						
9. Firm Size	0.0 891	0.1 526	0.4 367	0.0 298	0.3 831	0.0 640	0.0 136	0.0 037	0.0 1				
			-	-	-	-	-	-	-				
10. Firm Age	0.0 899	0.0 304	0.2 523	0.1 293	0.4 006	0.1 486	0.1 542	0.1 916	0.1 464	0.3 1			
			-	-	-	-	-	-	-				
11. Leverage	0.1 476	0.2 668	0.2 229	0.0 305	0.2 124	0.0 697	0.0 925	0.1 618	0.1 432	0.4 477	0.2 1		
			-	-	-	-	-	-	-				
12. Dividend per Share	0.3 595	0.5 714	0.3 253	0.2 118	0.2 032	0.0 846	0.0 611	0.2 387	0.3 809	0.3 040	0.3 627	0.0 1	
			-	-	-	-	-	-	-				
13. Audit Quality	0.0 882	0.1 704	0.2 075	0.2 049	0.2 780	0.0 303	0.0 415	0.0 976	0.4 521	0.5 062	0.1 535	0.2 891	1

Table 5 shows the findings of the correlations between NRC features and firm performance by employing a panel data analysis. Model 1 has results calculated using the pooled OLS, model 2 has fixed-effects model estimations, model 3 has random-effects model estimations, and model 4 has robust standard error estimations. The committee size has a significant and positive association with Tobin's Q at the 5% level. As a result, H1 is supported, based on the assumption of agency theory. The findings are consistent with previous research arguing for a larger committee size to improve financial performance (Appiah & Chizema, 2015; Hoque et al., 2013). According to Appiah and Chizema (2015), a big committee size allows the firm easy access to financial resources, which improves the effectiveness of committee members. Although our finding for committee size contradicts the position of agency theorists (Jensen, 1993), smaller committees do not require powerful managers to govern them, unlike larger committees. According to Alqatamin (2018), a committee with the right size would allow its members to use their expertise in the best interests of stakeholders, which would boost firm performance in Jordan. Tobin's Q revealed that committee independence and meeting frequency have both positive but insignificant correlations with firm performance, rejecting hypotheses H2 and H3. Previous studies found an insignificant impact of the remuneration committee independence on firm performance (Azar et al., 2018). On the contrary, Pucheta-Martnez and Gallego-Alvarez (2020) assert that more external or independent directors enhance internal control of the company, accelerate information disclosure, and improve the investigation for actions and decisions that protect shareholders by applying resource dependence theory and agency theory. The frequency of committee board meetings contradicts previous findings (Hoque et al., 2013; Salim et al., 2016). This could be due to directors who are not proactive and do not care about their reputations (Hoque et al., 2013). This could also indicate a lack of outside directors' involvement and commitment to monitor CEOs (Appiah & Chizema, 2015). This may be related to ineffective board meetings since NEDs spend their limited

meeting time discussing unimportant topics rather than exchanging helpful ideas. This is due to the fact that CEOs frequently oversee meetings (Salim et al., 2016). At the 5% level, committee overlap, and expertise show a significant and positive relationship with Tobin's Q. The committee overlap results support the assumptions of the resource dependence theory and social capital theory. When overlapped NRC members bring greater CG experience, valuable confidential information and knowledge are attested, including greater skills due to the complexity and magnitude of the operations overseen. This enables them to perform their duties more diligently and ask more probing questions to management; thus, improving firm performance (Sultana et al., 2019). Besides, the committee's industry expertise is consistent with the agency theory's proposition, as it has been argued that industry expertise enables directors to better understand the firm's operation and financial conditions, and better analyze the relevant information providing better monitoring roles. This conclusion is consistent with previous research findings that had demonstrated a correlation between board expertise and firm performance (Harymawan et al., 2020).

After correcting for robust standard errors, females on the NRC are significant in model 3 but insignificant in model 4. As a result, H6 is unsupported. Female directors in firms might have insufficient experience and expertise leading to such a conclusion (Kweh et al., 2019). Due to the directors' inability to carry out their allocated duties, firm performance will decrease under this condition. Moreover, the R2 value is acceptable in all of the models. Furthermore, the mean VIF is 1.49, which is lower than the 3.33 threshold value indicated previously (Hair et al., 2019), suggesting that our estimations are not multicollinear. The RMSE scores are low, indicating that the model is well fitted.

Table 5: Relationship between NRC characteristics and firm performance (Tobin's Q)

Variables	(1)	(2)	(3)	(4)
	OLS	FIXED EFFECTS	RANDOM EFFECTS	ROBUST RANDOM EFFECTS
Committee Size	-0.3947* (0.0833)	-0.3169** (0.0243)	-0.2964** (-2.0853)	-0.2964** (-2.0952)
Committee Independence	-0.1513* (0.0548)	0.0256 (0.5952)	0.0023 (0.0432)	0.0023 (0.0585)
Committee Meeting Frequency	-0.0416* (0.0872)	0.0143 (0.3968)	0.0155 (1.0029)	0.0155 (0.8879)
Committee Overlap	0.1706* (0.0636)	0.1230** (0.0259)	0.1125* (1.7542)	0.1125** (2.1868)
Committee Expertise	0.1252* (0.0513)	0.1114* (0.0866)	0.1239* (1.9236)	0.1239** (2.2244)
Female on Committee	0.1060 (0.2334)	0.1243 (0.5648)	0.1505* (1.8144)	0.1505 (0.8254)
Firm Size	-0.0893*** (0.0030)	-0.3521 (0.3252)	-0.1344*** (-2.9463)	-0.1344* (-1.7225)
Firm Age	-0.0017 (0.4378)	-0.0192 (0.1128)	-0.0025 (-0.6623)	-0.0025 (-0.7724)
Leverage	0.0062***	0.0088**	0.0078***	0.0078***

	(0.0003)	(0.0449)	(4.2528)	(2.6627)
Dividend per Share	1.7095***	1.0435**	1.1798***	1.1798***
	(0.0000)	(0.0133)	(4.6751)	(3.0073)
Audit Quality	0.0566	-0.0446	0.0227	0.0227
	(0.4553)	(0.7633)	(0.2384)	(.2908)
Constant	1.5490***	6.3341	2.1503***	2.1503*
	(0.0014)	(0.3056)	(2.8484)	(1.6933)
Observations	225	225	225	225
Adj R ²	19.32%	15.51%	22.50%	22.50%
F-stat/Prob.	5.8758	2.7055	-	-
Wald R ² /Prob.			54.92/0.000	52.39/0.000
Industry Dummies		-	Yes	Yes
Year Dummies		Yes	Yes	Yes
Diagnostic tests:				
Multicollinearity (Mean VIF)	1.49			
RMSE	0.4259	0.1633	0.1619	0.1619
Serial Correlation	16.875			
	(0.001)			
Poolability Test	21.94			
	(0.0000)			
Breusch-Pagan LM Test			188.31	
			(0.0000)	
Hausman Test		15.72		
		(0.2644)		

Notes: p-values are in parentheses. *** p<.01, ** p<.05, * p<.1

Another measure of firm performance was used in this study to assess the consistency of the main results in Table 6.

Table 6: Relationship between NRC and firm performance (ROA)

	(1)	(2)	(3)	(4)
	OLS	FIXED EFFECTS	RANDOM EFFECTS	ROBUST FIXED EFFECTS
Committee Size	-0.3866 (0.8484)	2.8790 (0.2186)	0.1204 (0.0567)	2.8790** (0.0416)
Committee Independence	0.0504 (0.9425)	1.2758 (0.1516)	0.4124 (0.5265)	1.2758* (0.0945)
Committee Meeting Frequency	-0.5851*** (0.0067)	-0.2911 (0.2426)	-0.3691 (-1.6102)	-0.2911 (0.2332)
Committee Overlap	-0.8631 (0.2894)	-0.2561 (0.8093)	-0.6949 (-0.7235)	-0.2561 (0.7636)
Committee industry expertise	-1.2722** (0.0260)	-0.2687 (0.8169)	-1.1866 (-1.4754)	-0.2687 (0.8566)
Female on Committee	1.3470* (0.0878)	-0.3761 (0.7916)	0.9874 (0.9004)	-0.3761 (0.8157)

Firm Size	0.5071*	8.4188***	0.8351*	8.4188***
	(0.0580)	(0.0000)	(1.9314)	(0.0019)
Firm Age	-0.5779	-6.1100	-0.7113	-6.1100
	(0.2789)	(0.2535)	(-0.7363)	(0.2536)
Leverage	-0.0613***	-0.1945***	-0.1007***	-0.1945***
	(0.0001)	(0.0000)	(-4.4836)	(0.0000)
Dividend per Share	18.3895***	24.2533***	16.9200***	24.2533***
	(0.0000)	(0.0000)	(5.5872)	(0.0001)
Audit Quality	0.8793	0.5928	0.3718	0.5928
	(0.1857)	(0.7625)	(0.3559)	(0.8013)
Constant	-1.4932	-121.337***	-6.4085	-121.337**
	(0.7494)	(0.0018)	(-0.8212)	(0.0194)
Observations	225	225	225	225
Adj R ²	.3145	.3604	.3404	.3704
F-stat	10.3409	7.7136	-	7.4109
Wald R ² /Prob.		-	86.93/0.0000	-
Industry Dummies		-	Yes	-
Year Dummies		Yes	Yes	Yes
Diagnostic tests:				
Multicollinearity (Mean VIF)	1.45			
RMSE	3.8003	2.5018	2.5018	2.5018
Serial Correlation	5.787			
	(0.0197)			
Poolability Test	5.66			
	(0.0000)			
Breusch-Pagan LM Test			46.25	
			(0.0000)	
Hausman Test		37.27		
		(0.0004)		

Notes: p-values are in parentheses. *** p<.01, ** p<.05, * p<.1

Table 6 shows that at the 5% level (Beta = 2.879; p=0.0416 5%), committee size has a positive and significant effect, implying that a larger committee accelerates return on assets. The finding supports the notion of the resource dependence theory that as the number of directors on the committee grows, the firm benefits from additional resources. Committee independence, on the other hand, has a positive and significant effect at the 10% level (Beta = 1.2758; p=0.0945 10%). Moreover, committee meeting frequency, committee expertise, committee overlap, and the percentage of women on the committee have little effect on ROA. As regards control variables, firm size has a significant positive relationship with ROA at the 1% level (Beta = 8.8418; p=0.0019 1%), and dividend per share has a substantial positive relationship with ROA at the 1% level (Beta = 24.253; p=0.0001 < 1%) while leverage has a significant negative correlation with ROA at the 1% level (Beta = -0.1945; p=0.0000 < 1%).

6. SUMMARY AND CONCLUSION

According to the most recent modification of the CG code in Jordan issued in 2017, board committees including the nomination and remuneration committee must be established by the firms. The shift from voluntary to compulsory committee formation is seen as crucial. Nonetheless, research on the effectiveness of the nomination and remuneration committee in Jordan has been ignored. This study attempted to fill this gap by identifying the potential impact of the nomination and remuneration committee on the performance of non-financial sector businesses on the ASE. The identified gap in the literature and the dearth of evidence in emerging countries served as the impetus for this study, which used a sample of 272 firm-year observations spanning the years 2017 through 2020. The study discovered a high positive correlation between Tobin's Q and committee size, overlap, and expertise. In addition, Tobin's Q is positively but insignificantly impacted by the committee's independence, female membership, and meeting frequency. On the other hand, the size and independence of the committee are two factors that significantly and constructively influence ROA. There is also no connection between ROA and knowledge, committee meetings, overlaps, or female membership. Therefore, the results suggest that the NRC is a crucial indicator of the sustainability of enterprises in Jordan. By developing the literature on the relationship between nomination and compensation committee features and firm performance, which offers a set of additional characteristics, the findings conceptually contribute to expanding prior CG and firm performance studies.

The findings also appear to be in line with the grounds of the agency theory contending that the nomination and remuneration committee function provides a monitoring function that may improve firm performance, resource dependence, and social capital theories in regulatory reform contexts. The nomination and remuneration committee function offers a monitoring role that may enhance firm performance, according to agency theory. Resource dependence theory also suggests how different nomination and remuneration committee characteristics may bring particular and valuable resources to a firm and enhance firm performance. The social capital theory also suggests how the ties of nomination and remuneration committee members with other committees reveal confidential information, to strengthen firm performance in the business world.

This study has important practical implications for regulatory authorities and the management of non-financial companies in Jordan and other companies in developing markets that are run in an environment similar to Jordan. It showed that the characteristics of the nomination and remuneration committee are directly linked to higher firm performance. Exploring whether the same findings would be reached if financial firms were required to establish such a committee would be an interesting topic for researchers. Although the study focuses on setting up a nomination and compensation committee for non-financial corporations, it is suggested that for certain firms, but not all public corporations in Jordan and other developing countries, having a nomination and remuneration committee in place is the appropriate course of action. By presenting the ideal nomination and remuneration committee composition, which ensures the ideal compensation scheme for managers and executives, the current study can assist businesses in maintaining the sustainability of Jordanian firms. The study also adds to research on pay in Jordan by offering substantial proof that the existence and make-up of the nomination and remuneration committee play a crucial role in coordinating CEO compensation with firm performance. The compensation of boards of directors and executives in Jordan is another potential area for future

study. On wage determinants and executive bonuses, more thorough information is available in other markets. Therefore, additional information concerning the board of directors and compensation packages from Jordanian regulators and non-financial enterprises are required.

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