



Stanisław Rudolf 

WSB University in Gdańsk, Institute of Management and Finance, Department of Management
srudolf@wsb.gda.pl

Opportunism in Corporate Management

Abstract: A growing interest in the phenomenon of economic opportunism can be mainly explained by new institutional economics (NIE). It has changed the limitation of that phenomenon into the main method of increasing the efficiency of business entities. Opportunistic attitudes and behaviour can be particularly observed in a business entity. A tendency towards opportunism should be considered both while entering contracts and while developing a strategy for a company. The article is aimed at presenting the essence of opportunism and at defining its place in new institutional economics. It is also aimed at identifying opportunistic attitudes in corporate operation and at indicating the ways to limit such attitudes.

While analysing the role of opportunism in corporate management, the main focus shall be set on opportunistic interdependencies in corporate governance. Opportunistic attitudes may be presented not only by the management board of a company but also by its other stakeholders. They may use incompleteness of agreements that have been entered into or asymmetry of information in order to increase their gain at the expense of others. The article provides a more detailed analysis of opportunistic attitudes presented by employee organisations in highly developed countries as well as in post-communist countries, where opportunism is manifested in demanding attitudes or in protection of monopolist positions.

Keywords: new institutional economics, opportunism, corporate governance, management, trade unions

JEL: G34, M54

1. Introduction

A growing interest in the phenomenon of economic opportunism can be mainly explained by new institutional economics (NIE). It has changed the limitation of that phenomenon into the main method of increasing the efficiency of business entities (Noorderhaven, 1996). Contrary to neoclassical economics, NIE perceives entities as they are. It recognises the variety of their objectives, tastes and opinions. It also identifies their opportunistic attitudes and behaviour, particularly visible in an enterprise. Their tendency towards opportunism leads to a conclusion that it should be considered both while entering contracts and while developing a strategy for a company¹.

In neoclassical economics, it is assumed that an individual acts rationally and makes rational choices. The individual's actions are based on perfect information and sufficient knowledge. It means that information as well as knowledge do not come as a limitation in the decision-making process. In NIE, considering the complexity of the decision-making process as well as a limited range of knowledge and information, it is possible to discuss limited rationality at its most.

It should be understood in the following way: people who make decisions are able to determine what transaction costs can be incurred to achieve indispensable or additional information. Hence, NIE does not completely reject the assumption referring to rationality of undertaken actions, but it modifies that assumption and brings it closer to the current reality. It assumes that individuals follow their personal interest, with limited reference to the public interest. It is also assumed that such behaviour is of rational nature, because it leads to maximisation of utility. NIE places a lot of emphasis on legal and organisational conditions and stability of routine activities. The way in which information is provided, its quality, etc. is also important. Related to such rationality, the reduction of costs comes as a premise to the theory of transaction costs, which is one of the NIE pillars (Staniek, 2017: 170–176).

The article is aimed at presenting the essence of opportunism and at defining its place in new institutional economics. It is also aimed at identifying opportunistic attitudes in corporate operation.

The study comes as an attempt at the verification of the research hypothesis which assumes an important role of opportunism in corporate management. It is also assumed that during the management process it is necessary to consider opportunistic attitudes inside a company as well as in its environment.

The study refers to abundant specialist literature, including sources mainly in English. The first two parts of the study are particularly focused on the critical

1 The meaning of opportunism in Polish differs from the English term. In Polish, it means agreeableness, self-indulgency, hence it refers to a much more moderate notion than it does in English, where it refers to deception, fraud, lie, etc. (Lissowska, 2008: 61).

analysis of the research conducted in the discussed field. In the third part of the study, which discusses the question of opportunism observed in employee organisations, the Author refers additionally to the knowledge based on his own experience related to employee participation in Poland and in other countries of Central and Eastern Europe.

2. The essence and sources of opportunism

Opportunism is a subtle feature, deeply rooted in human nature, and therefore it should be taken into consideration in research studies on economic organisations. According to O.E. Williamson, opportunism should be understood as “devious pursuance of one’s own interest [...] which refers to incomplete or distorted disclosure of information, especially in a calculated effort to mislead, to disguise, to obfuscate or to otherwise confuse things” (Williamson, 1998: 60). K. Piórkowska defines opportunism as “an attitude which is characterised by resignation from moral rules or ideological beliefs in order to achieve some immediate benefits in life” (Piórkowska, 2013: 338). Hence, it comes as an unusually complex and multi-dimensional phenomenon. Some benign or subtle forms of opportunism can be observed more frequently than such forms as lie, theft or fraud².

In practice, the lack of opportunism would mean that rules would be followed. Let us try to imagine that different parties would agree to disclose all the obtained information and to undertake joint operations aimed at maximisation of profit and also to share the obtained profit, according to the previously accepted rules. This is a picture which seems very remote from reality, however, it is possible to find some examples of such behaviour, among others – for example, interest-based negotiations. This method is applied by employers and trade unions (predominantly in the USA) for collective bargaining negotiations. The aim of such negotiations is to find a solution to current problems in a joint effort (Bowling, 2014). A condition indispensable for starting such negotiations is to disclose all the necessary information by the negotiating parties.

It has been commonly assumed that people tend to behave in an opportunistic way, and that they are not to be fully trusted (Grudzewski et al., 2007). Therefore, transactions which are vulnerable to opportunism should be properly protected before they are signed. The experience obtained in such situations can be used in transactions entered into in the future. According to O. Williamson, opportu-

2 A. Madhok (2006) presents a slightly different opinion on opportunism. He indicates its changing role and believes that opportunism is particularly visible at the initial stage of company operation and also in a situation when a company enters the market, especially a foreign one. Opportunistic attitudes are decreased along with the establishment of the position gained by the company on the market, acquired experience, etc.

ism comes as a source of uncertainty in business transactions which are concluded. The uncertainty disappears only when particular individuals are characterised by an open attitude and honesty in their striving for individual benefit. Such objectives can be also achieved with full subordination or obedience, understood as a resignation from the pursuance of one's own individual interest (Williamson, 1998: 61–62).

It is possible to imagine that organisations based on cooperation or co-management could be destroyed by opportunistic behaviour presented by some of their members. In such a situation, some actions mitigating such behaviour would be necessary. Therefore, opportunism should be taken into consideration during the development of a corporate strategy. A company should also consider opportunistic behaviour of entities it cooperates with. It refers to broadly understood behaviour of customers, their needs or expectations, behaviour of suppliers, banks, public administration offices, self-governments, etc. It means that it is in the best interest of a company to consider their opportunistic – and therefore far from being rational – behaviour in the abovementioned strategies. As a result, the impact of opportunism can be weakened.

Yet, the relations between rationality and opportunism are more complex. In order to define them, NIE refers to the model of economic human behaviour, developed by M.C. Jensen and W.H. Meckling, which tries to relate rationality with opportunism (Jensen, Meckling, 1994). In the abovementioned model, an economic man chooses his aim with consideration of current limitations. Such limitations may refer to his knowledge or possibilities of acquiring information. The model assumes that opportunistic behaviour is possible if it leads to the achievement of previously defined objectives. Such behaviour is also well-justified when the man, with his creativity and adaptability, can adjust better to the current situation.

Opportunism and limited rationality take an important place in O. Williamson's theory of transaction costs. According to the author, opportunism is eliminated or limited by organisational structures (hierarchies). The author strongly emphasises opportunism as a category that explains or justifies the existence of a company. His views on this problem have initiated a discussion among other authors on the possibilities in which a company can function without any opportunistic attitudes (Love, 2005: 381–397; 2010: 479–501). According to O. Williamson, human behaviour characterised by opportunism and limited rationality comes as the main reason why transaction costs appear. G.M. Hodgson, however, does not quite agree with this opinion. He believes that there is a number of other reasons for transaction costs (Hodgson, 2004: 401–418).

It should be emphasised that opportunistic behaviour does not refer to each case when current opportunities are used to pursue one's own interest. Opportunism appears when an individual or a group undermines other people's interests in the pursuit of their own interest by using deception, fraud or lie. Then it can be defined

as defection from the spirit of cooperation (Williamson, 2005: 46). It should be also observed that opportunistic practice is not common. It can be observed more often during the conclusion of insurance agreements or management of public goods. The phenomenon of opportunism acquired its broader meaning in the 1970s.

The primary source of opportunism in a company should be sought in a process of separating ownership from management. In that process, particular corporate bodies have been formed, with generally strong authority of professional managers. On the one hand, their authority has been based on proper professional preparation, and on the other hand, on broad access to information. Both these premises are extremely important for the operation of a company. Considering the complexity of managerial processes, both premises have led to the strengthening of managers' position in a company. It has occurred at the expense of company owners' authority, especially those owners who hold small blocks of shares. At the same time, managers have started to feel uncomfortable with the authority of dominating shareholders, because they have been perceiving it as the limitation of their own activities. It has become a kind of a corset constraining their decisions. The owners' interests, which have mainly involved maximisation of the market value of the invested capital, have been often contradictory to the managers' interests, manifested by their high remuneration, development of their strong positions on the market of managers and inefficient enlargement of the size of a company.

The attempts made at the elimination or limitation of opportunism face some serious difficulties. It is hard to notice a tendency towards opportunism before a transaction is entered into. Hence, there have been some attempts made to control *ex ante* opportunism but also some attempts to develop some *ex post* protection as well³. Without such protection, people with an opportunistic attitude can take advantage of people who faithfully follow the rules.

Further considerations refer to the research studies on the role of opportunism in corporate management. The main focus is on opportunistic interdependencies in corporate governance, with particular consideration of employee organisations.

3. Opportunism in corporate governance

In the past, research studies on opportunism in corporate governance were mainly focused on the relations between shareholders and management, and they were based on the principal-agent (agency) dilemma. Acting as principals, sharehold-

3 Such authors as A. Verbeke and N. Greidanus (2009: 1471–1495) define *ex ante* opportunism and *ex post* opportunism. Considering the first type, opportunistic behaviour can appear before entering the contract, and it can be manifested by hiding information, misleading the partner, etc. In *ex post* opportunism, such behaviour may be observed after the termination of a contract and it may result in additional costs.

ers employed managers as agents to run a company. Considering managers' broad authority and asymmetry of information, a well-justified concern appeared that managers would use the company's resources to pursue their own, private interests at the expense of shareholders' interest. A solution to the principal-agent problem was sought in constructing relevant motivation systems or precise monitoring. It was to combine shareholders' interests and managers' interests so that the agency costs could be reduced.

Over the last few years, two new approaches in research studies on opportunism in corporate governance have been developed (Hambrick, Werder, Zajac, 2008: 381–385). The first one is oriented towards the behavioural perspective and towards the process. The research in this field refers to the nature of authority, social networks, behavioural patterns in decision-making processes, and managerial processes in corporate governance. The abovementioned research has significantly contributed to the strengthening of relations between corporate governance and strategic management, or more broadly – to the theory of organisation.

The other approach is oriented towards company shareholders. In the research, it has been assumed that in the process of corporate management shareholders' interests are not the only ones that should be taken into consideration – also other stakeholders' interests should be considered as well, including suppliers, customers, creditors, employees, etc. They all contribute to the value of the company, they have their specific interests which they would like to pursue. At the same time, it should be noted that their interests can conflict with other stakeholders' interests or with the interests of the company. They can, for example, stop supplying the company with their resources if their interests are not properly secured. It means that in order to provide the company with necessary supplies, managers must take stakeholders' interests into consideration in their decisions. Hence, it is possible to formulate a more general conclusion, namely: maximisation of the value for shareholders should be viewed in a broader context, with consideration of other stakeholders' interests (Donaldson, Preston, 1995: 65–91).

Such an approach indicates that the management board is not the only body which may present an opportunistic attitude. It can be practically presented by all company stakeholders. They may use incompleteness of agreements that have been entered into or asymmetry of information in order to increase their gain at the expense of others. Simultaneously, each stakeholder risks becoming a victim of opportunistic activities performed by other stakeholders. As a result, all the stakeholders of a particular company are opportunistically interdependent (Werder, 2011: 1345).

The abovementioned contracts are usually incomplete by nature, because transactions are too complicated and some of their elements are too difficult to predict and to regulate in a specified way. Such contracts may provide stakeholders with an opportunity to achieve some additional profits by taking advantage of other parties of the transaction in an opportunistic way, however, without breaking

the contracts. It means that all the partners are simultaneously exposed to the risk of opportunistic behaviour of other transaction partners (Pfeffer, Salancik, 2003). Therefore, it is possible to define a company as a network of stakeholders who may present an opportunistic attitude and who may be exposed to the risk of opportunism (Hart, 1998: 119–139).

So far, opportunistic interdependencies of stakeholders have been rarely discussed in research studies. It results from the complex character of the problem and related difficulties in the research on the conflict of interest, not only between various stakeholders or groups of stakeholders but also within their particular groups⁴. Conflicting interests and the resulting opportunistic behaviour may occur, for example, between shareholders who hold a controlling interest and minority shareholders, between active and passive shareholders; they can also occur among employees who are trade union members and employers who do not belong to trade unions, etc.

Let us now consider the role of the management board of a company viewed in the context of opportunistic interdependencies. On the one hand, such a body can try to use other stakeholders, mainly shareholders, in order to increase its own gain. On the other hand, however, the management board may behave in an opportunistic way towards such stakeholders as customers or employees in order to increase gain of other stakeholders, including, first of all, shareholders. In such a case, the management board acts as an agent of the privileged stakeholders, namely: shareholders. It should be also noted that opportunistic interdependencies among stakeholders other than the management board often require its involvement. The management board may facilitate opportunistic practice by defining transaction terms in a specific way.

Opportunistic actions may be observed only when stakeholders use their opportunistic possibilities, and this depends on numerous factors. Undoubtedly, the most important is legal protection of other stakeholders, which comes as a protection against transferring risk of opportunism. General conditions in which the company operates are also important. While making a decision about embarking on an opportunistic action, a stakeholder usually tries to recognise the scope of legal protection of other entities' interest (Mitchell, Agle, Wood, 1997: 853–886). Combined with the stakeholder's impact power, the awareness of such legal protection determines capabilities of undertaking opportunistic actions.

4 Such research studies have been recently performed by T. Mysen, G. Svensson and J.P. Payan (2013: 436–449) in small and medium-sized enterprises in Norway. The research indicates that the intensity of the competition results in market turbulences which are related to opportunism. Furthermore, the research also indicates that the specificity of assets leads to the strengthening of dependencies which are positively correlated with opportunism. Opportunism presented by suppliers is negatively correlated with trust and involvement.

Opportunistic interdependencies can occur inside a particular group of stakeholders as well as among groups of stakeholders. Let us first consider a group of shareholders. The interests of such sub-groups as minority and majority shareholders, institutional and private shareholders, active and passive stakeholders can be fundamentally significant. Considering the abovementioned conflicting interests, opportunistic actions undertaken by a sub-group of shareholders may imply the risk of opportunism for other sub-groups. Research studies indicate that the structure of ownership may become crucial at this point. Its concentration fosters opportunistic attitudes in both: shareholders and other stakeholders (Brown, Krishen, Chekitan, 2014: 31–42).

The analysis of opportunistic behaviour is much more complicated if it covers many groups of stakeholders. A good example comes with opportunistic interdependencies between shareholders and customers which require involvement of the management board. The management board usually has a variety of means to increase the profitability of the company in favour of its shareholders by failing to meet customers' expectations. Such means frequently include, among others, a promise referring to proper quality of a product or a service which is not to be met later on. The company usually goes unpunished for such actions, because it is difficult for customers to assert their rights against the enterprise. Moreover, it takes a lot of time and entails some costs. Let us consider cancelled flights as an example, where the reason stated officially often refers to bad weather conditions or technical failures, but the actual reason is a small number of passengers.

It transpires that customers also have a lot of possibilities to embark on opportunistic actions towards a company. They can undermine the reliability of a transaction, increasing their own unjustified gain at the expense of the company. It often happens that a customer returns a purchased product, for example, a camera which he intended to use only once to film a family event and bought with a refund guarantee. Customers may also use non-official information about a change of shop displays and purchase products taken off the display at a discount, although they intended to buy such products much earlier. Possibilities for opportunistic actions also appear when the market position of a company is weak because of strong competition, for example, a company tries to avoid losing its reputation and agrees to accept its customer's conditions instead of facing a costly confrontation.

4. Opportunism of employee organisations

Opportunistic behaviour can be also observed in a group of workers employed at a particular company. Such a group of employees is not homogenous and its sub-groups pursue different interests. Members of trade unions and employees who do not belong to trade unions pursue different interests, as well as employ-

ees with fixed contracts and seasonal workers, people employed at the headquarters and employees at subsidiaries, workers employed in the country and abroad. Such varied interests are particularly visible when, for example, trans-national corporations decide to downsize. In such a situation, domestic or foreign employees may behave in an opportunistic way⁵.

A specific feature of employee organisations is their varied character. They differ in terms of size, scope or management structure. They have different positions in particular countries. Their level of involvement in economic, social or political problems is also different. It mainly refers to trade unions which – despite numerous transformations which took place after the Second World War – are commonly perceived as monopolist organisations, i.e. organisations which take a monopolist position and present a monopolist attitude in their operations⁶.

In order to explain the way in which they have been perceived, it would be advisable to determine who is particularly interested in establishing trade unions. Undoubtedly, establishing trade unions is in favour of people who wish to establish them, hence it is in favour of individual employees or groups of employees who bring forward such an initiative. Such employees or groups of employees usually need some real support in their negotiations with employers in order to pursue their interest or to implement their individual or collective objectives. As it is to be discussed later on, all the related behaviour may present opportunistic features, and it may involve some particular costs.

The increasing interest in trade unions or other employee organisations was observed in the 1960s, and it was related to a change in the concept of an enterprise. The most significant changes, however, took place in the 1970s, when the position of employees and their organisations in the company was definitely strengthened. It was manifested by the development of various forms of employee participation which became obligatory in many countries. The expansion of participation took place in the name of social peace rather than of increased corporate efficiency⁷, however, according to some scientists, it is possible to observe the impact of so-

5 M. Casson (2000) presents a slightly different opinion in this field. He states that employees rarely have reasons to mislead their partners or conceal information. Opportunistic attitudes can be observed mainly when – considering the mistakes they have made – partners may formulate expectations which are inadequate to the current situation.

6 A model of trade union monopoly was developed in the 1940s and 1950s by J. Dunlop and W. Leontief and even though many years have passed, it still raises a lot of interest. At present, a model of satisfying bargaining by I. McDonald and R. Solow, based on common negotiations of salary levels and employment between employees and employers is widespread. Nowadays some new models have been developed (e.g. a Scandinavian model by T.S. Aidt, V. Sena) which indicate a positive role of trade unions in increasing company profits under some specified conditions (Gardawski, 2009: 448–450).

7 It is indicated in the analysis of the results obtained after empirical research provided by W.E. Gallanger and H.J. Einhorn in the 1970s (Gallanger, Einhorn, 1976: 367–373). Some

cial peace on efficiency. It is also worth noting that such an impact is more difficult to define, and its results are visible after a long period of time.

The preoccupation of NIE with the issues of employee organisations results from the fact that they generate transaction costs and, hence, also possibilities of exerting an impact on the level of such costs, mainly including their reduction. “New institutional economics is occupied with economy of an organisation – not just like neoclassical economics – with economy of production” (Łupnicka, 2016: 24). Let us refer once again to the abovementioned division of transaction costs into *ex ante* and *ex post* costs. Analysed in the context of employee organisations, the first group may include costs of transferred information, costs of negotiations, costs of prepared transactions, costs of employee training courses, etc. Incurring such costs may significantly affect the reduction of costs related to conducted transactions and their results, i.e. it may affect the level of *ex post* costs. *Ex post* costs may be related to weak preparation of contracts and entailed conflicts, employee protests or even strikes. It is often more beneficial to incur higher *ex ante* costs to reduce *ex post* costs significantly. It comes from the fact that saving on *ex ante* costs may result in a general increase in transaction costs (Bednarski, 2010: 247–250).

The level of such costs comes as a derivative of attitudes and behaviour presented by these organisations, and it may result in the improvement in efficiency or competitiveness of a company as well as in the deterioration of these elements (Sullivan, 1986: 17–24). Deterioration of efficiency should be related to aggravation of opportunistic attitudes or behaviour presented by such organisations. The reasons for such attitudes include, among others: limited experience (e.g. in operation in the conditions of a free market economy), pursuing trade union leaders’ interests, a low level of education presented by trade union activists, their political involvement, unhealthy competition between trade unions, demands of increased salaries at the expense of the company’s financial standing, etc. Further considerations present some examples of such opportunistic behaviour observed in highly developed countries and in post-communist countries.

In highly developed countries, employee organisations have had many years of experience, and there are no doubts about the fact that such organisations must function. The opinions provided by employers are particularly reliable. Some employers obviously criticise certain attitudes or behaviour of trade unions, most of them, however, cannot imagine the functioning of their companies without trade unions. Trade unions come as an important channel for the articulation of employees’ views, they indicate current problems or employees’ dissatisfaction. This al-

scientists, however, believe that such effects do occur, and the ambiguity of the results obtained after the research may come from its inappropriate methodology.

lows employers to start searching for some solutions before the situation reaches the point where a threat of a strike or some other kind of protest becomes real.

Another example of opportunistic behaviour presented by employee organisations refers to opportunistic negotiations which are a very serious problem in many countries. Such negotiations not only absorb resources of an organisation but also become a reason for delays in the implementation of efficient solutions or a reason for the lack of such solutions in the first place. Let us have collective bargaining negotiations as an example. They were conducted in the past between trade unions and employees in the USA. They usually lasted for many months and involved very high costs, reaching the level of several million dollars. The expenses were incurred by trade unions as well as by employers. A fundamental change in that situation took place in the USA in the 1970s when the conflict model was largely replaced by the co-operational model. The broad application of this model should be considered as a spectacular result of a decrease in transaction costs and reduction of opportunism⁸.

It is also possible to indicate other areas where institutionalisation of relations between employees and employers leads to a reduction in transaction costs. Let us just mention an area of payment formation, which is important in the discussion concerning opportunistic attitudes. In highly developed countries, where relations between employees and employers are stabilised (and referred to as the industrial relations order), the rate of payment increase is the subject of collective bargaining negotiations, usually at the industry level. The arrangements accepted in this field are upheld by trade union centres and employers' centres with the use of their hierarchical structure.

Opportunistic attitudes presented by employee organisations may affect the scope and reliability of information released by employers. On the one hand, employers should care for providing a wide scope of information to employee organisations, because it can result in reduction of tension and in facilitation of negotiations referring to work organisation, social insurance or remuneration. Decreased in such a way asymmetry of information may lead to reduction of transaction costs. Employers may limit the scope of released information if there is a concern that opportunistic attitudes occur in a particular organisation. They can weaken or ignore employee organisations, or they can look for some short-term benefits for employees, etc.

Opportunistic attitudes may be also affected by the specificity of human resources, i.e. whether employers deal with specialists or employees whose specialist skills are at a low level. According to M. Gancarczyk, opportunism grows with the specificity of human resources and, at the same time, similarly to such specificity,

8 More considerations on models related to trade union behaviour can be found in: Elliott, 1990; Bosworth, Dawkins, Stromback, 1996.

it increases uncertainty, complexity of contracts and the required level of protection against unfair behaviour of partners (Gancarczyk, 2012: 66). High specificity of assets determines high frequency of transactions as well as their complexity and uncertainty. These are important determinants of transaction costs and also determinants of selecting a proper management structure.

Let us consider opportunistic attitudes presented by employee organisations in post-communist countries. The experience of such organisations is relatively limited there, and this fact accounts for opportunistic attitudes which can be observed in those countries and high transaction costs which they entail. The most common manifestation of opportunistic behaviour refers to remuneration claims. At the beginning of their political transformation, all post-communist countries faced a wave of strikes and protests inspired by trade unions. Their main demand was an increase in remuneration, however, there were other numerous strike postulates, such as: an increased scope of trade union authority in a company or maintaining trade union privileges. When viewed from the perspective of many years, it is possible to state that the strikes were mainly aimed at strengthening the position held by trade unions and guaranteeing their monopoly to represent employees.

Considering the situation in Poland, the government initially strongly objected to an accelerated increase in remuneration. However, it changed after 1995, when the Act on Collective Bargaining Agreements was adopted, along with the Act on Negotiable Formation of Remuneration Growth. The abovementioned acts resulted in an increase in activity and efficiency of operations undertaken by trade unions, both in public and private enterprises (Czajka, 1998: 7–70). However, trade union activists' opportunism turned out to be more dangerous, which was particularly noticeable during their attempts at maintaining monopolist positions of trade unions. They were afraid to face competition from other organisations, institutions or bodies which could take over some of their rights related to employee representation. As a result, trade unions did not support or were very reluctant towards the development of various forms of employee participation broadly applied in Western countries. Polish trade unions paid a high price for such an attitude: the actual level of unionisation was decreased to 11% (CEBOS, 2017). A similar level of employee organisation in the form of trade unions can be observed in such countries as Estonia, Lithuania and Hungary.

An example of opportunistic attitudes presented by trade unions may be also their approach towards the participation of employee representatives in corporate supervisory boards. In Western countries, such participation – however differentiated – comes as a standard participation solution in an enterprise, and it is supported by trade unions. Employee representatives are selected by all staff members, hence they are not formally related to trade unions. However, considering the high position of trade unions, their members most frequently become employ-

ee representatives, and in this way they cooperate closely with their trade unions (Wratny, 2010: 371–375).

In post-communist countries, trade unions are generally reluctant towards employee representation. They rarely undertake any action to introduce such representation on an obligatory basis into the Commercial Code. Such attitudes limit the scope of employee participation, and they are contradictory to employees' interest. As a result, employee representation can be found only in four countries, namely: in the Czech Republic, Hungary, Slovakia, and Slovenia. There is no employee representation in Poland, and there is no indication that it would be implemented. Hence, the only thing to do is to wait for an EU directive concerning this issue (Rudolf, 2008: 393–408).

Another example of opportunistic attitudes presented by trade unions is the way in which works councils are established. Works councils can be observed in almost all the countries of Western Europe, hence, it has been expected that they shall be established in post-communist countries as well. Still, they have been established only in half of these countries. They have achieved their strongest position in Slovenia and a slightly weaker position in the Czech Republic, Lithuania and Hungary. The critical attitude presented by trade unions has resulted in the fact that works councils were not been established in Poland until 2005.

In 2005, an EU Directive imposed an obligation to establish works councils. Opportunistic attitudes of Polish trade unions were not able to block the establishment of works councils, but they contributed to the fact that Polish works councils became the weakest in the EU. Furthermore, the act defined works councils as trade union bodies wherever they functioned, because trade unions were granted the right to select the members for works councils (Rudolf, 2007: 173–175). The act was submitted to the Constitutional Tribunal which ordered its amendments in 2008. Amended in 2009, the act mandates general election to works councils, regardless of any trade unions functioning in an enterprise.

5. Conclusions

The abovementioned considerations indicate a significant role of opportunism in corporate management. Opportunistic attitudes can be observed not only inside an organisation but also in its environment. The article presents a broad scope of opportunistic possibilities among stakeholders. In order to manage a company efficiently, it is important to recognise the phenomenon and to become familiar with its determinants. It is possible to discuss external and internal determinants of opportunism. The first group includes the current legislation which may counteract or discourage such attitudes. External determinants are formed by market control functions (product market, financial market, acquisition market, etc.), which may limit opportu-

istic attitudes. The latter group includes the current structure of ownership in the company, moral and ethical attitudes presented by the members of its bodies, etc.

The analysis presented above indicates the fact that opportunistic attitudes can be observed in trade unions and other employee organisations. At the same time, it means that opportunistic behaviour may significantly affect the level of transaction costs, hence it may affect the efficiency of a company or its competitiveness. Therefore, it is in the best interest of a company to limit such behaviour and to decrease the abovementioned costs. It is not easy, because trade unions have already become political institutions. They formally represent their members' interests, they follow a particular political line on their behalf, etc. However, in practice, trade unions have started to express interests of people with low income, people who have been injured or disadvantaged, etc. This means that the position of trade unions cannot be measured with the number of their members. Their position is usually much stronger than it is indicated by the membership in a trade union, and it determines capabilities of a trade union. The reason for that, among others, is the fact that problems dealt with by trade unions are of general nature, and they are important for the political process, as they refer, for example, to health care, social security and other fields.

It is possible to make an attempt at limiting the phenomenon of opportunism, however, as it has been already mentioned, it will not be an easy task. It can be undertaken by broadly understood institutions. These can be institutions of a formal or informal character which limit attitudes or behaviour of individual people or particular organisations. An increase in trust among stakeholders can also be significant here. Undoubtedly, however, the phenomenon of opportunism will last as long as there are differences in the interests of particular stakeholders or groups of stakeholders, and as long as incomplete contracts exist – and this means that the discussed phenomenon will last forever.

References

- Bednarski M. (2010), *Partycypacja pracownicza. Perspektywa ekonomiczna*, [in:] J. Wratny, M. Bednarski (eds.), *Związki zawodowe a niezwiązkowe przedstawicielstwa pracownicze w gospodarce posttransformacyjnej*, Instytut Pracy i Spraw Socjalnych, Warszawa.
- Bosworth D.L., Dawkins P.J., Stromback T. (1996), *The Economics of the Labour Market*, Longman, Harlow.
- Bowling C. (2014), *Interest Based Negotiations Cheat Sheet*, “Journal of Collective Bargaining in the Academy”, vol. 0, Article 37.
- Brown J.R., Krishen A.S., Chekitan S. D. (2014), *The Role of Ownership in Managing Interfirm Opportunism: A Dyadic Study*, “Journal of Marketing Channels”, no. 21, pp. 31–42.
- Casson M. (2000), *The Economics of International Business*, Edward Elgar, Cheltenham.
- CBOS (2017), *Działalność związków zawodowych w Polsce. Komunikat z badań*, no. 87.
- Czajka Z. (1998), *Związki zawodowe wobec polityki płac w okresie transformacji*, Instytut Pracy i Spraw Socjalnych, “Ekspertyzy-Informacje”, no. 1, Warszawa.

- Donaldson T., Preston L.E. (1995), *The Stakeholders theory of the Corporation: Concepts, Evidence, and Implications*, "Academy Management Review", no. 20(1), pp. 65–91.
- Elliott R.F. (1990), *Labor Economics: A Comparative Text*, McGraw-Hill Book Company, London.
- Gallanger W.E., Einhor H.J. (1997), *Motivation Theory and Job Design*, "Journal of Business", no. 49, pp. 367–373.
- Gancarczyk M. (2012), *Koncepcja sieci z perspektywy teorii kosztów transakcyjnych*, "Współczesne Zarządzanie", no. 3, pp. 61–69.
- Gardawski J. (2009), *Związki zawodowe w teorii ekonomii i w gospodarce*, [in:] J. Gardawski (ed.), *Polacy pracujący a kryzys fordyzmu*, Wydawnictwo Naukowe Scholar, Warszawa, pp. 443–460.
- Grudzewski W.M., Hejduk I.K., Sankowska A., Wańtuchowicz M. (2007), *Zarządzanie zaufaniem w organizacjach wirtualnych*, Difin, Warszawa.
- Hambrick D.C., Werder A., Zajac E.J. (2008), *New Directions in corporate governance research*, "Organization Science", no. 19(3), pp. 381–385.
- Hart O.D. (1998), *Incomplete contracts, and the theory of the firm*, "Journal of Law, Economics and Organization", no. 4(1), pp. 119–139.
- Hodson G.M. (2004), *Opportunism is not the only reason why firms exist: why an explanatory emphasis on opportunism may mislead management strategy*, "Industrial and Corporate Change", vol. 13, no. 2, pp. 401–418.
- Jensen M.C., Meckling W.H. (1994), *The Nature of Man*, "Journal of Applied Corporate Finance", vol. 7, no. 2, pp. 4–19.
- Lissowska M. (2008), *Instytucje gospodarki rynkowej w Polsce. Institutions for Market Economy. The Case of Poland*, Wydawnictwo C.H. Beck, Warszawa.
- Love J.H. (2005), *On the opportunism-independent theory of the firm*, "Cambridge Journal of Economics", no. 29, pp. 381–397.
- Love J.H. (2010), *Opportunism, Hold-Up and the (Contractual) Theory of the Firm*, "Journal of Institutional and Theoretical Economics", vol. 166, no. 3, pp. 479–501.
- Łupnicka A. (2016), *Paradygmaty w naukach o zarządzaniu. Potrzeba uściślenia versus bogactwo ujęć paradygmatycznych jako wartość*, "Studia Oeconomica Posnaniensia", vol. 4, no. 1, pp. 18–33.
- Madhok A. (2006), *Opportunism, Trust and Knowledge: The Management of Firm Value and the Value of Firm Management*, [in:] R. Bachmann, A. Zacheer (eds.), *Handbook on Trust Research*, Edward Elgar Publishing, Cheltenham, pp. 107–123.
- Mitchell R.K., Agle B.R., Wood D.J. (1997), *Toward a theory of stakeholder identification and salience: Defining the principle of who and what really counts*, "Academy Management Review", vol. 22, no. 4, pp. 853–886.
- Mysen T., Svensson G., Payan J.P. (2013), *The key role of opportunism in business relationship*, "Marketing Intelligence & Planning", vol. 29, no. 4, pp. 436–449.
- Noorderhaven N.G. (1996), *Opportunism and Trust in Transaction Cost Economics*, [in:] J. Groenewefen (ed.), *Transaction Cost Economics and Beyond*, Kluwer Academic Publisher, Dordrecht, pp. 105–128.
- Pfeffer J., Salancik G.R. (2003), *The External Control of Organizations: A Resource Dependence Perspective*, Stanford University Press, Stanford.
- Piórkowska K. (2013), *Strategie behawioralne wyznacznikiem sukcesu organizacji*, "Zarządzanie i Finanse", vol. 4(2), pp. 333–341.
- Rudolf S. (2007), *Pośrednie formy partycypacji pracowniczej w nowych krajach UE*, [in:] S. Rudolf (ed.), *Perspektywy rozwoju partycypacji pracowniczej w Polsce w warunkach Unii Europejskiej*, Wydawnictwo Uniwersytetu Łódzkiego, Łódź, pp. 161–178.

- Rudolf S. (2008), *Udział przedstawicieli załogi w radach nadzorczych spółek w nowych krajach Unii Europejskiej*, [in:] S. Rudolf (ed.), *Rola nadzoru korporacyjnego w kreowaniu wartości przedsiębiorstwa*, Wydawnictwo Uniwersytetu Łódzkiego, Łódź, pp. 393–408.
- Staniek Z. (2017), *Ekonomia instytucjonalna. Dlaczego instytucje są ważne*, Difin, Warszawa.
- Sullivan T. (1986), *Trade Unions, Labour Markets, Productivity and New Technology: Theory and Policy*, University of Manchester, Working Paper no. 128.
- Verbeke A., Greidanus N. (2009), *The End of Opportunism vs Trust Debate: Bounded Reliability as a New Envelope Concept in Research on MNE Governance*, “Journal of International Business Studies”, vol. 40, no. 9, pp. 1471–1495.
- Werder A. (2011), *Corporate Governance and Stakeholders Opportunism*, “Organization Science”, vol. 22, no. 5, pp. 1345–1358.
- Williamson O.E. (1998), *Ekonomiczne instytucje kapitalizmu. Firmy, rynki, relacje kontraktowe*, Wydawnictwo Naukowe PWN, Warszawa.
- Williamson O.E. (2005), *Transaction Cost Economics*, [in:] C. Menard, M.M. Shirley (eds.), *Handbook of New Institutional Economics*, Springer, New York, pp. 41–65.
- Wrątny J. (2010), *Przedstawiciele pracowników w radach nadzorczych spółek*, [in:] P. Urbanek (ed.), *Nadzór korporacyjny w warunkach kryzysu gospodarczego*, Wydawnictwo Uniwersytetu Łódzkiego, Łódź, pp. 371–385.

Oportunizm w zarządzaniu przedsiębiorstwem

Streszczenie: Rosnące zainteresowanie zjawiskiem oportunistycznym w ekonomii zawdzięczamy głównie nowej ekonomii instytucjonalnej. Uczyniła ona z jego ograniczania główny sposób podnoszenia efektywności podmiotów gospodarczych. Postawy czy zachowania oportunistyczne są szczególnie widoczne w przedsiębiorstwie. Skłonność do oportunistyzmu należy więc uwzględniać zarówno przy zawieraniu kontraktów, jak i przy przygotowywaniu strategii firmy. Artykuł ma na celu przybliżenie istoty oportunistyzmu, określenie jego miejsca w nowej ekonomii instytucjonalnej oraz identyfikację postaw oportunistycznych w działalności przedsiębiorstwa, a także sposobów jego ograniczania.

Przy badaniu roli oportunistyzmu w zarządzaniu przedsiębiorstwem skoncentrowano się na tzw. współzależnościach oportunistycznych w nadzorze korporacyjnym. Postawy oportunistyczne przejawia bowiem nie tylko zarząd spółki, ale również inni jej interesariusze. Mogą oni wykorzystywać niekompletność zawieranych kontraktów bądź asymetrię informacji dla zwiększenia swoich korzyści kosztem innych. Bardziej szczegółowo zanalizowano postawy oportunistyczne organizacji pracowniczych – zarówno w krajach wysoko rozwiniętych, jak i w postkomunistycznych. Oportunizm tych ostatnich przejawia się m.in. w ich postawach roszczeniowych czy obronie pozycji monopolistycznych.

Słowa kluczowe: nowa ekonomia instytucjonalna, oportunizm, nadzór korporacyjny, zarządzanie, związki zawodowe

JEL: G34, M54

 <p>OPEN ACCESS</p>	<p>© by the author, licensee Łódź University – Łódź University Press, Łódź, Poland. This article is an open access article distributed under the terms and conditions of the Creative Commons Attribution license CC-BY (http://creativecommons.org/licenses/by/3.0/)</p> <p>Received: 2018-08-03; verified: 2019-02-04. Accepted: 2020-01-03</p>
 <p>COPE Member since 2018 JM13714</p>	<p>This journal adheres to the COPE's Core Practices https://publicationethics.org/core-practices</p>