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Volume Title: Emerging Labor Market Institutions for the Twenty-First Century

Volume Author/Editor: Richard B. Freeman, Joni Hersch and Lawrence Mishel, editors

Volume Publisher: University of Chicago Press

Volume ISBN: 0-226-26157-3

Volume URL: http://www.nber.org/books/free04-1

Conference Date: August 4-5, 2000

Publication Date: December 2004

Title: Union Participation in Strategic Decisions of Corporations

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URL: http://www.nber.org/chapters/c9958

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Union Participation in Strategic Decisions of Corporations

Eileen Appelbaum and Larry W. Hunter

8.1 Introduction

In the United States, the explicit representation of workforce interests in strategic decision-making processes of corporations is rare. Participation in strategic decisions—those that affect the basic direction of the company—is unusual even when workforce interests are represented collectively through unions. In this chapter, we consider U.S. labor-management experiments with two institutions through which strategic participation for unions might be realized: negotiated union-management partnership agreements and union representation on corporate boards.

Legal mandates for works councils and workforce representation on corporate boards of directors (or "codetermination") are characteristic of many European countries. In contrast, there are no legal structures that require American firms to engage workers in participation at either the workplace or the corporate board. Strategic participation for U.S. unions has emerged from an ad hoc set of private initiatives. In this chapter, we examine these initiatives. We begin by considering the problem of corporate governance and reviewing the rationale for strategic partnerships. The next section discusses the prevalence of partnerships in the United States. The following sections report on negotiated partnerships and on union involvement in corporate boards of directors. We discuss the challenges and dilemmas unions face in seeking strategic partnerships and conclude with observations on public policy.

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8.2 Corporate Governance in the United States

Corporate governance is generally understood to refer to the legal and organizational structures that govern the relationship between corporate executives and the shareholders that are the ultimate owners of the company. Through corporate governance structures, firms make decisions about investments in plant and equipment, levels of staff and deployment of workers, location of operations, the allocation of resources, and the distribution of earnings. In theories of the firm that dominate U.S. legal and economic discourse, the purpose of corporate governance structures is to align the interests of corporate executives with those of the shareholders and to assure that managers act in shareholders' best interests (Shleifer and Vishny 1997). Shareholders have legally recognized rights to be represented on corporate boards of directors and to have their assets protected from misuse or misappropriation by the careless or opportunistic behavior of managers.

Shareholder-focused conceptions of the firm and their supporting legal structures sharply differentiate decision-making managers from workers who do not make decisions. Some states have allowed directors to consider the interests of workers and other stakeholders (Orts 1992), but most American corporate boards of directors owe a fiduciary responsibility to the companies' shareholders. Workers typically have no legally guaranteed rights to participation in corporate governance structures or to have their interests taken into account when strategic decisions are made. Shareholder-based theories reduce the relationship between owners and workers to an employment contract that specifies the wage–work effort bargain.

Contemporary practice, however, suggests that effective management requires more than the specification of this bargain because workers also make important decisions about the ways in which work gets done. Workers' engagement in decision making began on a reasonably large scale in the United States with Quality of Work Life (QWL) programs in the 1970s (Appelbaum and Batt 1994). Subsequent competitive pressures and technological developments led firms to adopt self-directed work teams and an array of other practices that facilitated worker participation in operational decisions at work sites. These practices began slowly in the 1980s and became increasingly prevalent in the 1990s (Lawler, Ledford, and Mohrman 1989; Lawler, Mohrman, and Ledford 1992; Osterman 1994; Lawler, Mohrman, and Ledford 1995; Gittleman, Horrigan, and Joyce 1998; Osterman 2000).

At the operational level, the benefits of involvement typically outweigh costs associated with joint decision making. Empirical evidence demonstrates improvements in productivity, quality, delivery times, and even financial performance as a result of worker participation in operational decisions of the enterprise (Katz, Kochan, and Weber 1985; MacDuffie 1995;

Ichniowski, Shaw, and Prennushi 1997; Appelbaum et al. 2000; Rubinstein 2000). (Becker and Gerhart [1996], Ichniowski et al. [1996], and Baker [1999] also review the evidence.) These studies suggest that corporate management has an interest in implementing what have been termed "high-performance work systems." Workers in high-performance work systems also generally find that their jobs are more intrinsically satisfying and rewarding—more challenging and able to make better use of their skills (Appelbaum et al. 2000).

At decision-making levels above that of the day-to-day workplace, however, participation and partnership typically remain the prerogative of management. Managers have resisted calls for joint decision-making forums for decisions that might require downsizing, divesting of parts or whole divisions, or shifting operations to new locations or to other (often nonunion) subsidiaries, for example. Shareholders, similarly, may oppose decision-making processes that make it more difficult for owners to capture rents associated with innovations in technology, work systems, products, or services. Managerial opposition to strategic participation by unions has often been strident (for an example, see Loughran 1985).

Traditional collective bargaining by unions, within the existing framework of labor law, provides some constraints on managerial discretion. Unions have legally protected rights to negotiate over the effects of strategic decisions (though not the decisions themselves), and collective bargaining creates governance structures within firms that affect the distribution of resources, including the extent to which the firm's revenue is shared with the workforce and the ways in which pay is allocated across workers. Unions may also negotiate to establish grievance procedures that provide a voice mechanism for workers who feel they have been treated unfairly by management and for job rules and employment security arrangements that limit employers' ability to hire and fire at will.

Union leaders have been historically reluctant to involve themselves any more deeply in strategic decision making than is called for under traditional collective bargaining. Such involvement might require them to assume responsibility for the performance of the company or to participate in business decisions that may have disparate effects on different groups of union members, and labor leaders have not embraced such a role. Thomas Donahue, then American Federation of Labor-Congress of Industrial Organization (AFL-CIO) secretary-treasurer, summarized the traditional viewpoint in a 1976 speech:

> Because American unions have won equality at the bargaining table, we have not sought it in corporate boardrooms. We do not seek to be a partner in management—to be, most likely, the junior partner in success and the senior partner in failure. We do not want to blur in any way the distinctions between the respective roles of management and labor in the plant. We guard our independence fiercely—independent of govern-

ment, independent of any political party, and independent of management.

8.2.1 The Rationale for Strategic Partnerships

Even as new work practices diffused over the 1980s and 1990s, some union leaders came to believe that neither employee involvement nor collective bargaining provided unions with the means to deal with the turbulence associated with increasingly mobile capital, global competition, and corporate restructuring. For example, some evidence on the diffusion of new work practices suggests that such practices were not typically accompanied by provisions for employment security (Osterman 1994) and that firms that adopted them were, in fact, more likely than others to lay off workers in the 1990s (Osterman 2000).

Workers tended to be favorably inclined toward new work systems, but their responses were less enthusiastic when reforms were coupled with corporate strategies that made jobs more precarious rather than more secure (Hunter, MacDuffie, and Doucet 2002). Union leaders observe that downsizing and restructuring threatened their members even as the work practices they had negotiated were delivering higher performance. These threats prompted more vigorous interest representation through collective bargaining and more skeptical attitudes toward high-performance work systems.

Some unions also began to seek venues for engaging the strategic decisions themselves, looking for influence over the direction of the business, the allocation of resources, and the distribution of revenues, and for access to the financial information and business records upon which such decisions were based. While risky, these strategic partnerships may prove to be popular with union members: the Workplace Representation and Participation Survey (Freeman and Rogers 1999) provides evidence that union members would support such institutions. Past opposition to such involvement may also have been overstated; an earlier survey by Fatehi-Sadeh and Safizadeh (1986), for example, showed that Illinois United Auto Workers (UAW) and AFL-CIO officials were favorably inclined toward strategic engagement.

Strategic partnership not only commands some support among workers but also has an underlying economic rationale. Workers who invest in firm-specific skills—skills that do not transfer easily to other jobs—have a vested interest in the long-term performance of the firm that employs them. This rationale is intensified in the current competitive environment, which features both continued downsizing and increasing use of high-performance work practices; these practices require that workers make large investments in firm-specific skills (Appelbaum and Berg 2000). As with investments by shareholders in firm-specific physical capital, the returns to investments in these skills are earned over an extended time period as the company employs these skills to generate revenue. Should strategic considerations lead companies to lay off workers before they have the chance to recover the value of their investments in skills, U.S. workers, unlike their counterparts in many European countries, have no legally enforceable means to protect their investments. A role for unions in these decisions may therefore enhance the credibility of commitments made by managers, who themselves may be employed for relatively short periods and who may have incentives focused heavily on short-term performance.

8.2.2 The Prevalence of Strategic Labor-Management Partnerships

Gray, Myers, and Myers's (1999) review of the Bureau of Labor Statistics file on contemporary collective-bargaining agreements (those expiring between September 1, 1997 and September 30, 2007 and covering more than 1,000 employees) found that nearly 47 percent of U.S. collective-bargaining agreements contained some form of "partnership." In this chapter, we focus on partnerships that include strategic engagement—negotiated agreements that provide the union with a voice in high-level decisions and with some influence over the governance of the company. Strategic partnerships enable unions to participate along with management in financial planning, in determining competitive strategy, and in decisions governing investments, technology, and production processes.

Gray, Myers, and Myers (1999) located the strategic partnerships that we discuss here at one end of a cooperation continuum, with modest arrangements (such as language indicating the intention of the parties to cooperate) at the other end, and provisions for employee involvement and information sharing somewhere between. A review of the collective-bargaining agreements showed that strategic partnerships were extremely rare: only 27 of 1,041 contracts contained provisions for what Gray, Myers, and Myers termed "full partnership"; these contracts covered about 200,000 workers.

The history of some relatively high-profile labor-management partnerships, such as the one that developed between Xerox and the Amalgamated Clothing and Textile Workers Union ([ACTWU] now the Union of Needletrades, Industrial and Textile Employees [UNITE]), implies that strategic partnerships might evolve from shop-floor cooperation as a result of a sort of natural progression (see Appelbaum and Batt [1994] for an overview of this case). Gray, Myers, and Myers (1999) similarly suggest that partnerships may progress from low levels of cooperation, through more elaborate channels for employee involvement, to full strategic partnership.

We used this premise as a starting point for a small-sample inquiry. In the summer of 1999, we surveyed twenty-five researchers in management, human resources, and labor studies. Each had published studies examining negotiated labor-management cooperation; the studies covered twenty-four different companies.[1] Many of these studies were assessments, negative as well as positive, of "high-performance workplace" practices implemented through negotiated agreements.

Our survey focused on the extent to which negotiated cooperation, or lower-level partnerships, served as a precursor to subsequent involvement of the union in strategic decisions. Because the researchers were well positioned to provide a perspective with a longitudinal element, we asked them to describe the evolution of cooperation in the union-management relationship and the extent to which strategic partnership had developed, emerged, or been negotiated.

We received usable responses from twelve researchers. Of these, five researchers reported that the union-management partnerships they studied led to no strategic participation for the union. At an information technology manufacturing company, for example, a partnership formed between corporate executives at company headquarters and the top levels of the union resulted in no high-level joint decision making at the plant being studied. Similarly, a telephone company that had negotiated more cooperative work practices with its union "never approached [strategic involvement]," according to the researcher who studied it.

Three researchers reported on companies and unions that negotiated cooperative relations, but not strategic partnerships, with the relationship blurring into discussions and consultation on strategic issues. The cooperative relation between the local union and management at one auto plant, for example, was described by a researcher as based on information sharing on business and operational matters. However, the relationship was never meant to be a strategic partnership. On the contrary, the researcher reported that "both parties jealously guard their rights and their obligations to their respective constituencies." This sort of partnership included communication, trust, consultation, and advance notice of changes; there was, however, no shared decision making or union involvement in decisions relating to financial planning, investments, pricing, competitive strategies, or production processes.

Another researcher characterized an auto agreement similarly:

> Dialogue is not the same as negotiation. Above all, it doesn't authorize any claim by the union to a legitimate place at the table. . . . In my opinion, management has been savvy and consistent in its efforts to promote worker participation (and not merely symbolic participation) while at the same time limiting the union to a fairly traditional role.

1. The companies include GTE, NYNEX, NUMMI, AT&T, Lucent, NCR, Saturn, Chrysler, US West, Pac Bell, GM Linden, Alcoa, Levi Strauss, Xerox, Harrison Radiator, Ford, Chrysler Canada, US Steel, Bethlehem Steel, Inland Steel, and companies in semiconductors, trucking, airlines, and steel that wished to remain unidentified.

Here, the union was informed and consulted prior to implementation of management decisions but rarely involved in joint decision making. For example, the company had already decided to adopt participatory workplace practices before it began any discussion with the union. It then involved the workforce extensively in the implementation of these practices.

The remaining four researchers reported on full strategic labor-management agreements that accompanied other kinds of cooperation at five companies. Differences in the origins and evolution of these agreements are instructive. In the steel industry, strategic participation was driven by the United Steelworkers of America (USWA) national bargaining agenda (discussed in more detail in the following). The agenda includes a commitment to build strategic labor-management partnerships wherever possible in order to gain increased control over company decision making. Researchers reported that companies in the steel and aluminum industries entered into strategic partnership agreements with the USWA because they needed to introduce new workplace practices in order to meet heightened global competition. The companies sought to redesign work processes, to increase discretionary effort, and, by doing so, to improve operational performance at the plant level; this required union participation. In practice, these partnerships have been implemented differently across companies and even across plants in the same company.

Telecommunications researchers described a contrasting case. Competition from nonunion companies led one large company to enter into strategic partnership with the Communication Workers of America (CWA). The company wanted union support for favorable legislation and administrative rulings domestically as well as union help when it sought approval to participate in a foreign telephone company. This, it believed, would help the company compete and grow; the union supported these efforts because they were likely to result in more union jobs. The union made company neutrality in union organizing drives and card check recognition for the union key requirements for its participation in a strategic alliance at this and other telecom companies. According to the researchers,

> The striking aspect of the union security clauses is that while the union began to demand [them] soon after divestiture, it met with limited success until the companies began needing union support in the regulatory arena. . . . The union supported their efforts in return for some guarantees for union and job security. . . . The union won the union security clauses by linking regulatory and collective bargaining activities.

Researchers suggested, however, that while CWA is involved in an alliance with the company about strategic issues, unlike the steelworkers, the union does not necessarily see shared decision-making authority as a key piece of its bargaining agenda.

Our survey of researchers is consistent with the data that show that strategic labor-management partnerships are rare. Even in cases where labor and management made commitments to cooperation at other levels, strategic involvement was unusual and did not typically follow other kinds of cooperation as part of an unfolding process. The survey suggested further that where such partnerships exist, they need not necessarily have evolved out of earlier experiences with negotiated cooperative relationships. Rather, there are a variety of paths to strategic partnership. We turn our attention to these paths next.

8.2.3 The Shape of Strategic Engagement: Negotiated Partnerships

Some union leaders and companies have established strategic partnerships through negotiation. In the following we consider in more detail the content of these partnerships as well as the reasons that different unions and firms agreed to construct them. We do so with reference to four different partnerships, negotiated by unions in electrical contracting, telecommunications, steel, and manufacturing.

Two primary kinds of interests—company growth (or stability) and new work practices—have brought companies and their workers' unions together in strategic partnerships. In the following we consider examples of each. First, as competitive pressures continue to intensify, companies and unions may find that they have a common interest in seeing the company grow. Growth of the company and expansion of union jobs, when these are mutually agreed upon goals, can be advanced by a partnership relationship. The cooperation of the union can help management preserve or increase market share, while the union sees involvement in defense or expansion of market share as an opportunity to protect and promote union jobs.

Second, at many companies increased competition also leads managers to introduce participatory management and high-performance workplace practices. Strategic involvement can complement these practices. An active union role in decisions about workplace practices provides workers with a further voice and a forum for addressing the context in which the organization introduces new practices. Unions, like companies, have an interest in the adoption of practices that contribute to organizational viability and success. Mutual respect for both company and union goals can also be advanced by partnership relationships.

Cooperative Efforts in the Electrical Construction Industry

Perhaps the longest standing labor-management joint relationship in the United States is in the electrical contracting industry between the International Brotherhood of Electrical Workers (IBEW) and the National Electrical Contractors Association (NECA). Composed of an equal number of representatives from the IBEW and NECA, the Council on Industrial Relations was established in 1920 as a judicial body to handle labor-management disputes in the electrical construction industry. Disputes are submitted voluntarily, and all decisions are unanimous. The Council on Industrial Relations attempts to keep the industry free of strikes, serves as binding arbitrator for the industry, and meets to discuss safety and training matters. The NECA and the IBEW also jointly operate the National Joint Apprenticeship and Training Committee for the electrical industry. This program was established in 1947 as the national coordinating arm for apprenticeship training. With a budget of approximately $80 million a year, it operates more than 300 local apprenticeship training programs as well as in-service skill-improvement training for electricians.

Building on these experiences with joint programs, NECA and the IBEW responded to competition from nonunion electrical contractors by establishing the National Labor Management Cooperation Committee (NLMCC) in 1995. In addition to more traditional functions, such as promoting mutual-gains bargaining, the NLMCC functions as a strategic partnership between the thousands of union electrical contractors associated with NECA and the IBEW, which represents more than 300,000 electrical construction workers. About 4,200 electrical contractors are members of NECA, and nearly 12,000 other union electrical contractors are "signatory" contractors who have indicated that they would like to be covered by the NECA contract. The NLMCC is funded at one cent per person-hour worked, or at about $3.5 million per year.

Five years ago, in the context of its "Blueprint for the 90s," the NLMCC developed a "market recovery program" to take back market share from the vast number of small, nonunion contractors in the construction industry. Local NECA and IBEW groups work together to administer surveys to determine how much construction work is carried out by union contractors and union workers and to develop programs for increasing the share of union work; the NLMCC helps to finance and conduct the surveys.

The program also includes joint campaigns to increase the number of apprentices, to create pride in the industry and union, and, especially, to promote the advantages of using union contractors. The NECA and the IBEW jointly advertise union contractors and jointly hire sales people to market union contractors to builders and architects. Advertising emphasizes the skills and versatility of union electricians and the pride they take in doing their jobs well. *Quality Connection,* an industry magazine published by the NLMCC, also supports this effort.

The IBEW described the market recovery program and the NLMCC as successful partnerships, noting that the number of union apprentices in the industry rose from 25,000 to 40,000 in the last half of the 1990s. Further, in 1987 only about 28 percent of the electrical construction market was unionized. By 1999, according to IBEW, the market share of union contractors had risen to 37 percent of workers in the electrical construction industry.

The Workplace of the Future in Telecommunications

Concerns over market share and jobs also drove unions to seek strategic engagement in the telecommunications industry. One example comes from AT&T, where the loss of monopoly protection in 1984 and the breakup of the Bell System led to a dramatic decline in union jobs. AT&T eliminated over 60 percent of its unionized workforce between 1984 and 1992, while the regional Bell companies reduced the number of employees by about 30 percent through attrition (Batt, Katz, and Keefe 1999).

More than 100,000 CWA jobs were lost, and union leadership came to believe that traditional collective bargaining was limited in its ability to prevent further job losses. The smaller IBEW presence was also weakened: all IBEW jobs in some units, such as sales, were lost. The unions were concerned not only about the effects of restructuring on their membership but about their own institutional security. In 1991, after acquiring NCR, a company that had aggressively used plant closures and other policies to avoid unionization, AT&T allowed NCR to go forward with a full range of antiunion tactics. This occurred simultaneously with discussions AT&T had begun with CWA about a code of conduct that would commit both the company and union to nonhostile behaviors during union organizing drives (Nissen 1998).

On the management side, AT&T came to believe it would be able to compete more successfully if its union relationships were cooperative rather than adversarial. The company hoped that more cooperative relations with its unions would help it to expand its market share: unionized workers were heavily involved in customer service, and the company found it difficult, in a competitive environment, to gain new business and to retain customers while engaging in adversarial relationships with these workers and their representatives.

The partnership model negotiated between AT&T and its unions, the CWA and the IBEW, known as the Workplace of the Future, was intended to help all parties move from an adversarial to a more cooperative relationship. The partnership was kicked off in March 1993. The agreement states that "[t]he parties share the goals of establishing a world class, high performance organization and protecting employment security through market success," and recognizes that market success will require the company to target customer satisfaction and market flexibility (Communications Workers of America [CWA] 1993, 1). Further, the agreement recognized that "[j]oint training, jointly designed, will be essential to develop common understandings, describe business strategies, and develop union expertise in new technology" (CWA 1993, 1).

The partnership structure of the Workplace of the Future had four components. Workplace models, to be jointly defined by the company and its unions, were charged with identifying and managing the implementation of workplace practices that enhance quality, customer satisfaction, quality of work life, and competitiveness. Business Unit/Division Planning Councils were intended to facilitate participation by the unions in business decisions regarding technology, work organization, job content, training, employment, and in the development of cooperative work and leadership styles. The Constructive Relationship Council, established through bargaining in 1989, would continue to function and would facilitate the work of the Workplace Models and Business Unit/Division Planning Councils. Finally, a Human Resources Board, consisting of three AT&T executives, one union leader each from the CWA and the IBEW, and two distinguished leaders in the field of human resources, was established. The Human Resource Board was to address "broad, strategic, global human resources and business issues within the context of the external environment over long range time frames" (CWA 1993, 1).

The various partnership structures called for in the Workplace of the Future agreement have provided the unions and workers with increased opportunities for participation, but the record has been uneven. The joint committees have not met the unions' expectations. The top-level Human Resources Board has provided only limited opportunities for union participation in strategic decisions. It functions mainly as a means for the unions to obtain information from AT&T.

The record of the partnership in promoting greater security for the workforce and for the union has also been mixed. Employment security language remains weak, and restructuring continues to cause great insecurity for workers. This problem has been especially acute for IBEW; CWA has had more opportunities to try to save jobs by suggesting alternatives to the company or to mitigate the effects of downsizing on workers. The company, however, has not always accepted the unions' job-saving recommendations.

The partnership has been further strained by the unions' perception that AT&T is hostile to the unions' institutional interests. For example, when CWA successfully organized a majority of the potential members at AT&T's American Transtech to sign union cards, the company backed down on its neutrality pledge, embarking on an antiunion campaign. The union lost the 1995 representation election. More recently, the company has been buying into parts of the telecommunications industry that are nonunion and resisting the unions' attempts to organize these workers. For example, AT&T acquired Tele-Communication, Inc. (TCI) and Media One in order to get into the cable business, but these acquisitions were not discussed in the partnership. The long-term prospects of the partnership, in CWA's view, depend largely on whether AT&T agrees to neutrality when the unions undertake organizing drives to represent workers in its cable operations.

New Directions Bargaining in Steel

In the decade following the 1982 collapse of steel production in the United States, integrated steel mills were idled, employment fell, and wage and benefit concessions led to sharp declines in real compensation for steelworkers. In 1992, the USWA adopted its New Directions bargaining program, seeking "an ongoing voice for itself and its members in managerial decisions affecting shop-floor, plant, and corporate performance, all with an eye toward producing business success sufficiently sustained and shared as to serve both company and worker interests on a continuing basis." (Frankel 1997, 3). The program, according to USWA President George Becker, calls for "employment security guarantees and partnership agreements providing for union and worker involvement at every level from a seat on the Board of Directors to problem-solving on the shop floor." (Becker 1998, 120).

Building on its 1986 partnership agreement with National Steel, the USWA introduced New Directions bargaining in the 1993–1994 round of contract negotiations. The main provisions of the New Directions program include a no-layoff guarantee; union involvement in workplace and corporate decision making; restructuring the work place to increase flexibility, improve productivity, and reduce costs; and neutrality and card check recognition when the union seeks to organize nonrepresented employees (Frankel 1997). The program also included a strategic alliance between the company and the union with respect to public policy and joint company and union responses to industry trends. The union successfully negotiated contracts that included these partnership provisions with the major integrated steel companies—Inland, National, Bethlehem, USX, and LTV. Contracts with other companies, including Wheeling-Pittsburgh, Republic Engineered Steels, USS/Kobe, Acme, J&L Specialty, Lukens Steel, Gulf States, and Northwestern Steel and Wire, contained many of the substantive features of the New Directions program. The agreements were for six years and have been renegotiated since August 1, 1999. Partnership agreements remain an important part of the unions' bargaining agenda and have been renegotiated with the major integrated steel companies.

The partnership agreement provides the union with the right to participate, along with company managers, in decisions at multiple levels. At the corporate level, joint strategic partnership committees bring union leaders and company executives together to consider strategic plans, technological change, staffing levels, customer evaluations, major organizational issues, and facilities utilization. The agreements also include mechanisms by which union and plant officials can negotiate over instituting modern work practices; plant steering committees investigate alternative approaches to safety, work redesign, work assignments and scheduling, planning for technological change, training, and process improvement.

The New Directions Bargaining Pattern contains provisions that require the steel companies to remain neutral when the USWA seeks to organize their nonrepresented employees and, in most cases, to recognize the union once a majority of workers has signed union cards. The strength of these provisions was tested quickly after their adoption: in the 1993–1994 contracts, such provisions covered only those affiliates in which the steel company directly or indirectly owned more than 50 percent of the voting power. Subsequently, LTV took exactly a 50 percent stake in a minimill in Gadsden, Alabama—in the union's view, to evade the neutrality provisions—and the USWA put the partnership it had negotiated with the company in 1993 on hold. Both workers and the union refused to participate in problem-solving and decision-making activities. In the 1999 bargaining round, the neutrality provisions were extended to cover any entity in which the steel company owns a material interest and whose business involves steel raw materials or steel production and distribution; LTV agreed to accept these provisions and to withdraw from its joint venture in the Alabama steel mill if its partners refused to remain neutral during a USWA organizing drive.

The acquiescence of LTV to the neutrality provisions suggests that the withdrawal of the workers and union from involvement in decision making and from cooperation in plant committees had consequences for performance at LTV's integrated mills. More generally, Appelbaum and Berg (2000) report that the partnership program of the USWA played an important role in increasing the legitimacy of worker involvement on the shop floor from the perspectives of both workers and managers, observing that employment security provisions assure individual workers that they will not work themselves out of a job if they use their capacities to innovate to contribute to increased productivity. The new workplace practices, these authors show, were associated with significantly higher productivity and contributed heavily to the return to profitability of the integrated mills and to the turnaround in the steel industry.

The extent to which these partnership agreements have been implemented by union and management officials varies widely as does the extent to which union officials participate in strategic decisions at the corporate level. Some local unions and managers have been able to use the partnership agreement to engage in mutual-gains bargaining, but other facilities have experienced resistance from union officials or local managers to the basic elements of cooperation and partnership. Both union officials and managers express skepticism about whether the New Directions partnerships in steel live up to expectations about union participation in top-level strategic decisions. But the partnerships have proven valuable to both steel companies and the USWA as a means to modernize workplace practices, improve the economic viability of the integrated steel mills and the strength of the union as an institution, and preserve or expand union jobs in the industry.

High-Performance Work Organization (HPWO) Partnerships

The International Association of Machinists and Aerospace Workers (IAMAW) has successfully launched HPWO partnerships, or is far along in the process, at approximately fifty (out of several thousand) of the facilities at which it represents workers. Union locals and managers at a far larger number of work sites have taken early steps toward partnerships. Partnerships are being developed not only at leading companies such as Harley Davidson or Weyerhauser, but at smaller companies, often family owned. The union intends the HPWO Partnerships to enhance employers' competitive position and thus its members' job security and welfare. Partnerships have been developed with companies that wanted to increase market share in the face of intense competition as well as with those facing financial problems that pose a threat to their survival.

The IAMAW observes that partnerships must begin with the commitment of management to growth; this commitment enables the union's participation in developing and implementing plans to achieve that growth. In the view of the union, if all management and the union do "is increase productivity and efficiency and do not develop strategies to stabilize and grow the business and get control of costs, employees may improve their way out of employment" (International Association of Machinists and Aerospace Workers [IAMAW] 1999, 1).

In addition to growth, the IAMAW has several other aims for its high performance work organizations. These include agreement on employment security, development of an education and communication plan for all employees, and an implementation plan for replacing traditional top-down decision making by managers with joint decision making by labor and management at the appropriate levels of the organization. The union expects to be "recognized as a valued and trusted partner by management." At the same time, "the institutional support and protection provided by the union for the Partnership helps employees accept new roles and explore new work methods" (IAMAW 1999, 5). The IAMAW thus identifies three components of a successful partnership: a business plan that incorporates long-term returns, market expansion, and growth of the workforce; accurate costing-out of the activities that support production of the firm's products and services; and changes in the work process that improve quality and productivity.

Extensive education, training, and planning go into developing partnerships. Several years may elapse between the time the union and company agree to explore a partnership relationship and the time an agreement is implemented. Partnership agreements establish governance structures to guide the development of a growth strategy. The corporate partnership committee at Harley Davidson, for example, comprises four union and two company representatives. Only after the union and management have agreed on a growth strategy and a system for costing activities will the union agree to assess work processes jointly and to propose improvements. The introduction of high-performance workplace practices follows, rather than precedes, the development of the partnership.

Partnership structures also include decision-making bodies at the workplace, such as business-unit or plant-level teams. These teams determine appropriate performance measures and guide implementation of new in work practices. Shop stewards meet daily with their salaried counterparts, and natural work groups gather and share information, solve problems, and make daily operational decisions. (IAMAW 1999). To assist its local unions, the IAMAW also has a five-person department that provides consulting and training and seven field staff that provide support services. Particularly in smaller companies, top managers have welcomed advice on business-process improvement and the development of alternative products and workplace practices.

Many of the partnerships have been established in firms and plants that have the inefficiencies typical of older manufacturing systems. The trying circumstances have provided a motivation for cooperation but have also made it difficult to establish trust, develop joint decision making, or to make fundamental changes in work processes. Obstacles to successful partnerships include the difficulty of taking on new roles for managers, professionals, other salaried employees, union leaders, and workers. For example, engineers and supervisors may fear that they have much to lose from the partnerships and may be reluctant to participate. Further, under competitive duress, managers experience more pressure to turn to layoffs, and the union may interpret consideration of such options as less than trustworthy. Shop-floor frustration with the pace of change or skepticism about management's motives can lead to rejection of union leaders or of contracts that include partnership agreements.

Yet a partnership that provides a commitment by management and the union to jointly developing a proactive approach to addressing competitive pressures may be the key both to survival for the company and to employment security for workers. The partnership may also increase the union's strength as it comes to be seen by its members as providing real leadership to ensure the employer's long-term survival and growth, thereby preserving jobs.

8.3 Union Representatives on Corporate Boards of Directors

Our reviews and descriptions of partnerships are consistent with the finding that fewer than 3 percent of major collective-bargaining agreements feature these arrangements: full partnerships appear to be extremely difficult for unions to establish and maintain. Negotiated strategic partnerships occupy precarious ground. They are vulnerable to collapse where union members are skeptical of the value of such involvement. Their survival and effectiveness also depend heavily on management commitment to the partnership because information sharing and joint decision making are integral parts of strategic involvement. What is less clear is whether unions can force such commitment upon management given sufficient bargaining power or whether commitment depends in part on the good faith of management.

Several American unions, aware of the tenuous nature of negotiated partnerships, have sought to bolster their strategic influence further by seeking seats on the boards of directors of companies where they represent members. Board seats for unions are not necessarily coupled with other joint approaches or a commitment to partnership in decision making. Throughout the 1970s and 1980s, for example, union-nominated directorships resulted chiefly from negotiations over the institution of Employee Stock Ownership Plans [ESOPs] (Hunter 1998). In these cases, protection of the workers' ownership interests, rather than an increased commitment to shared strategic decision making, motivated union leaders to seek board representation. But board seats can be particularly valuable in strategic partnerships because directorships come with statutory rights to information and involvement in decisions. Such seats have emerged as a target of collective bargaining in programs such as the USWA's New Directions and the IAMAW's HPWO partnerships.

Hunter (1998) identifies three important constraints on union-nominated directors' abilities to use the corporate board to represent workers' interests in strategic decisions. First, union nominees, like all directors on American corporate boards, are required to represent the interests of shareholders (for a more complete description of this responsibility, see Johnson, Daily, and Ellstrand 1996), and are legally liable should they fail to do so effectively. Their fiduciary duties typically proscribe directors from explicit representation of union interests, except where they can argue that meeting such interests is consistent with protecting shareholders' investments.

A second constraint on interest representation in the boardroom is normative: the view of the proper role of corporate boards that pervades American managerial and directors' communities. On typical boards, outside directors—those not part of the executive team—rarely involve themselves with issues of day-to-day governance. Only major events, such as takeovers or changes in top executives, bring forth outside director activism (Useem 1993). Board functioning in less-dramatic circumstances relies on consensus rather than constituency representation or explicit negotiation among competing interests.

Third, managers' interests are not always aligned with those of the firms' shareholders, and managerial opposition to shared control can derail strategic engagement even when it is to the benefit of shareholders. Here the experiences of the International Brotherhood of Teamsters (IBT) with board nominees are instructive. Following deregulation and the weakening of pattern bargaining in the 1980s, trucking companies sought wage concessions. In several firms, workers accepted stock in return for wage concessions; the IBT insisted on board seats to accompany the stock plans. Several of the Teamster-nominated directors envisioned these seats as vehicles to foster joint discussion of the strategic issues facing the firm and union, but this never developed. Instead, the boards became the venues through which the IBT attempted to protect its members' financial investments as the firms struggled. The managers guarded information closely and made as many decisions as possible outside the boardroom. Most of the IBT boards were characterized by considerable mistrust between outside directors and inside managers: one Teamster-nominated director actually sued the managers of his firm. All of the Teamster board schemes eventually disappeared as the firms were acquired or went bankrupt in the fierce competition that followed deregulation.

Awareness of these legal, normative, and practical constraints has dimmed union enthusiasm in board representation as a forum for strategic engagement. Chrysler, for example, was the first large American company to have a union representative on its board, with UAW President Douglas Fraser obtaining a seat following the concessions associated with Chrysler's near bankruptcy in 1980. In 1984, after some wrangling, Fraser's successor as president, Owen Bieber, assumed the seat. The Chrysler-UAW experience illustrated the limits of board representation: both Fraser and Bieber found it difficult to influence management policy in this venue. After several years, the UAW did not emphasize preservation of the board seat as a bargaining objective. The corporation restructured its board, dropping Bieber in 1991.

Nevertheless, experiments with board representation continue. Table 8.1 lists American firms in which union representatives have recently served on corporate boards of directors. Typically, these boards have one or more directors, but fewer than a majority, nominated by a union; the board seats are written into either the collective-bargaining contract or, where backed by share ownership, the ESOP agreement. With the exception of the airlines, the firms have directors representing members of only one union; airline boards comprise members of both the Airline Pilots Association (ALPA) and the IAMAW. In addition to the American firms listed in table 8.1, the UAW is represented on the twenty-person supervisory board of directors of at the German company Daimler-Chrysler. Under German law, the unions that represent Daimler-Chrysler workers in Germany are entitled to three seats; the German union IG Metall has allowed a UAW representative to assume one of the seats.

Though union officials (including presidents of international unions such as Bieber and Fraser) have held directorships, union board represen-

Table 8.1 Some U.S. companies with union-nominated board directors (circa 2000)

Algoma Steel
Allegheny Teledyne
Bethlehem Steel
Cable Systems International
Cleveland Cliffs
Hawaiian Airlines
J&L Specialty
LTV
Maryland Brush Co.
National Steel
Northwest Airlines
TWA
United Airlines
Weirton Steel
Wheeling Pittsburgh

tation does not imply that directors must be active unionists or workers. The IAMAW, for example, discourages active union leaders from serving on boards; among its representatives are a number of retired union officials. Another common approach is the nomination of friendly "neutrals"—consultants, lawyers, even college professors—to serve as directors. Some of these union-nominated directors have been effective in improving firm governance in the interests of shareholders (Hunter 1998). Many union-nominated directors have characteristics that, according to corporate governance theorists, should make directors effective: a strong interest in the well-being of the company; sources of information; independence from management; and ties to important stakeholders (Patton and Baker 1987). Union nominees with the right skills, commitment, and support can be as effective contributors to governance as other outside directors.

A few of the boards of companies in table 8.1 have established themselves as forums for strategic partnerships between labor and management. Most typically, this occurs when the board seats are seen by the parties as part of a broader approach to labor-management cooperation, and the parties have strong reasons for cooperation rooted in the demands of the competitive market. Wever's (1989) case study of the Western Airlines board, for example, showed that board participation was stronger when accompanied by further forms of employee involvement and that all these forms of involvement were stronger when unions were more powerful and secure. As with other partnerships, the institutional security of the union and the perception of the union that management will not (or is not powerful enough to) undermine that security are important prerequisites for success.

Union-nominated directors have had influence on strategic decision making in a number of areas. Cagy, experienced directors can use norms of consensus to stall or delay decisions by withholding approval, for example. Union-nominated directors may discourage managers from implementing plans that will be perceived by the unions as divisive or destructive. Typically, they can do so by using their board positions to raise issues for discussion and by requiring managers to address the argument that plans that provoke union opposition may be bad for the company (and its shareholders) in the long term.

Directors also affect the selection and compensation of top executives. Union nominees can push to hire managers who are relatively more committed to partnership and to protecting the institutional interests of the union, for example, and may be able to stall or block the appointments of managers that they believe would be hostile. Directors can also ensure that executive pay packages are established (and explained to the workforce) in ways consistent with the preservation of partnership rather than in ways that breed distrust or discontent.

Board representatives can also be helpful in preserving a role for collective bargaining while placing it in strategic context. The presence of union representatives on corporate boards can help each side make its position credible to the other: books are relatively more open, for example, and directors can establish additional channels for communication.

While board representation can facilitate aspects of partnership, such as information sharing, it is clear that such representation provides no guarantees that the parties will work together to address joint concerns amicably. In addition to the difficulties at Chrysler and the problems the Teamsters had, there have been other well-publicized fiascos with union board seats. At the Rath Packing Company, the boardroom became yet another locus of destructive labor-management conflict (Hammer and Stern 1986), with the union eventually calling a strike against the firm its members owned. At Hyatt-Clark, similarly, the boardroom featured fierce battles over the distribution of wages and dividends ("Hyatt-Clark ESOP" 1985). At Eastern Airlines, labor-management battles raged even as the company plummeted into bankruptcy (Smaby 1988).

United Airlines provides a recent example of the challenges that union-nominated directorships face. The ALPA and the IAMAW obtained one seat each on the board of directors, along with share ownership, in 1994. (The flight attendants did not join in the plan, though nonunion employees also took partial ownership and one board seat.) Directors struggled to establish their roles. The union nominees owed fiduciary responsibilities to all shareholders. Yet they owed their seats, and their loyalties, to the unions that had nominated them. On the board, directors formally represented employees' ownership interests. In practice, the distinction between these interests; the interests of employees in their jobs, wages, and working conditions; and the interests of the unions as institutions tended to get tangled up.

Following the employee buyout, board representation did not emerge as a catalyst for further cooperative approaches to labor-management relations. Over time, the likelihood that an effective partnership would be established diminished as trust between top managers and the unions eroded. A difficult round of bargaining in 1997 was followed by a dispute over the IAMAW's organizing of passenger service agents. An on again–off again proposal for a merger with USAirways provided further controversy. Eventually, the difficulties in the relationship began to have detrimental effects on company performance. In summer 2000 pilots were accused of engaging in work slowdowns (the pilots' spokesmen denied the accusations), and the 2001 round of bargaining between United and the IAMAW was bitter even by industry standards. The airline's performance did not improve relative to its competitors after the buyout (Gittell, von Nordenflycht, and Kochan 2004), and none of the parties saw the ESOP as a success story.

8.3.1 Dilemmas for Unions

In the United States, it seems unlikely that managers or public policy will act to establish joint participation. Thus strategic partnerships will depend primarily on union initiatives. We therefore turn next to the dilemmas that such partnerships pose for unions and consider the ways in which unions have addressed these challenges.

Unions have brought three different orientations to strategic partnerships. First, where workers have invested in the firm through stock purchases and ESOPs, unions can negotiate for ways to monitor managers more carefully from an investor's point of view. Second, partnerships can be defensive, focused on company growth or stability and on the preservation of union jobs. Third, the partnership may be part of an overall attempt by the union to involve itself more deeply in the management of the firm in which the union and its members seek to deploy their expertise to promote firm performance.

Strategic participation from any orientation, whether exercised through negotiated partnerships or through board seats, raises difficult challenges for unions. Problems with participation at the local level are relatively well understood (Frost 2000): the commitment of local representatives to labor-management participation enhances their chances for success, but such commitment requires local unionists to redefine their roles and to convince their members of the value associated with cooperation (Kochan 1985). At the strategic level, the stakes are high. Issues taken up at the strategic level affect job security and the survival of the firm and the union. Historically, union leaders have been averse to accepting even partial responsibility for managerial decisions. They remain skeptical that partnerships will provide true influence, believing that managers are not willing to share decision-making authority. Successful strategic partnerships therefore require unions to determine either that management is committed to participation or can be forced to engage in partnership.

To gain workers' support, strategic partnerships must protect not only workers' investments but also the institutional security of the union itself. American managers enjoy considerable freedom to oppose workers' right to organize and to move work from union to nonunion settings through outsourcing or investment strategies. This aspect of U.S. industrial relations shapes union leaders' reactions to partnerships. On the one hand, because union leaders are centrally concerned with preserving union jobs, they have incentives to seek a variety of strategies, including partnerships, that might be effective in doing so. On the other hand, continued attention to institutional security on the part of the union leaders can distract from other issues that might be considered jointly. The ability of managers to walk away from labor-management relationships, and, in some cases, their demonstrated willingness to do so, can erode the mutual trust necessary to make partnerships effective.

Union leaders are likely to see any purported benefits of partnership as vacuous in the presence of threats to the continued vitality of labor representation for the firms' workers. One promising area for further research is the relationship between union organizing and strategic partnerships. Through strategic partnerships, unions have sought to establish conditions of neutrality toward further organizing and toward treatment of acquisitions. Where partnerships have floundered, on the other hand, it is often because the unions have been unable to forge this kind of arrangement. Keeping union jobs inside the firm rather than outsourcing them may be a similar precondition for success.

Even where the parties have enough common interests to warrant cooperation, further factors also mitigate against the success of strategic partnerships. Effectiveness of strategic partnerships can be greatly enhanced by the support and involvement of the broader union. International unions have more resources to train and guide local leaders, and they can provide directors and local leaders in partnerships with information and expert advice. International unions, however, are also charged with setting industry frameworks for bargaining and with the establishment of common standards and principles. This creates problems for the international with respect to strategic participation. As one union leader remarked,

> When I talk about a conflict of interest I'm not really talking about the simple union-management problem. The issue is really single enterprise loyalty. I don't want me or the [international] union to be in a position of playing God, to be picking winners in the industry. (Hunter 1998, 564)

Strategic engagement and partnerships confront competitive issues in which decisions that help one firm may harm another. A dilemma for international union leaders is to establish principles for support of partnerships that will enable them to avoid being caught up in such intraindustry competition. Internationals, and hence partnerships, are more likely to be effective where circumstances permit the partnership to focus on competitive challenges that do not raise such internal problems for the union (for example, attacking the nonunion sector in electrical contracting).

Successful partnerships require the commitment of substantial union resources, both to the achievement of the partnership (because management is often opposed) and to its support and maintenance. With the benefits of strategic engagement unclear, unions may be reluctant to provide the required levels of support; few unions besides the USWA, IAMAW, and ALPA, for example, have identified strategic partnerships as an objective of collective bargaining, and the USWA is currently reassessing the prominence it has assigned to this goal. Within the CWA, similarly, the future of partnerships is being debated, with skeptics questioning the commitment of union resources to participation at the expense of activities such as organizing.

Union-management strategic partnerships also may exclude from the discussion parties that are necessary to the long-term success of the firm (Heckscher and Shurman 1997). For example, inside the firm, middle managers and supervisors go unrepresented, yet their reactions strongly affect the success of strategic initiatives or the introduction of new work systems. Further, partnerships must be matched to the appropriate level of organizational decision making: corporate-level partnerships may be ineffectual in a highly decentralized management structure, for example, while effective division- or plant-level partnerships may be undone with a single decision made at corporate headquarters.

Table 8.2 brings together in summary form a range of choices available to unions in the design of these institutions. The choices union leaders make will depend on a number of factors: internal union politics and structure; the particular features of the competitive markets in which the firms seek to compete (the extent of unionization, global competition, or competition on the basis of price, for example); the bargaining power of the union at the local and international levels; and the relationship and history union leaders have with local and corporate-level management.

8.4 Concluding Remarks

Few firms have actively sought the involvement of union leaders in strategic decisions. Rather, the construction of these forums has required unusual circumstances, strong common interests in surviving in difficult competitive environments, and determined union leadership. Nor have strategic partnerships in the United States evolved naturally from other kinds of partnerships or employee involvement programs. Though managers will

Table 8.2 **Choices facing union leaders in the design of institutions for strategic partnership**

Type of choice	International union	International or local union	Local union
Establishment of partnership	• Does the international union advocate partnerships as a matter of policy? • Does the union support board seats? • Does the union support negotiated strategic partnerships? • What policy should the union demand of the company with respect to subsequent organizing campaigns?	• Does the union bargain for partnership structures? • If management is reluctant to agree, how much is partnership worth? • How should future organizing campaigns and acquisition of nonunion operations be handled?	• Should workers buy stock in their own company? • Should partnerships accompany concession bargaining? • What role should employment security guarantees play in the partnership agreement?
Identity of union representatives in strategic level decisions	• Should active international union leaders be permitted to involve themselves in governance decisions of individual companies?	• What criteria will be used to select representatives?	• Who will the representatives be?
Continuing support for representatives	• Will the international union provide training and technical support for the representatives?	• Will the union attempt to coordinate with or instruct the representatives?	• Will structures be established for communication between representatives, local union leaders, and local members?

continue to seek performance advantages from employee involvement in the workplace, they seem less likely to invite unions into the executive suite or other arenas for strategic partnership.

The primary rationale for union-management partnerships is to promote the long-term competitive position of the firm in directions consistent with protection of the workers' investments in the firm, whether in financial or in human capital. In some environments, the parties may not have enough common interests to make partnership viable. As Heckscher and Shurman (1997) note, a potentially "fatal problem" with partnerships is that they cannot address the turbulence outside the firm that seems to be endemic to the current economy.

Management opposition to partnerships may derive from the calculation that the benefits from cooperation are outweighed by the potential costs. There is a self-reinforcing quality to this calculation: the less cooperative the relationship between labor and management, the more likely it is that the parties will not be able to discover or realize joint gains. Nor is it clear that opposition is purely economic. In the absence of clear evidence of advantages, managers may oppose shared control for ideological reasons or believe that partnerships reflect poorly on their ability to manage.

A further consideration is that American labor laws provide relatively weak protection of workers' rights to organize. Even in unionized firms, managers typically oppose vigorously any attempts to extend union representation and seek opportunities to move work from union to nonunion environments. Preserving this ability to oppose unionization also provides another reason for managers' reluctance to purse partnership. Union involvement in strategic decision making tends, on the other hand, to be concentrated heavily on preserving membership. In the absence of such security, union leaders find it difficult to engage in the kinds of cooperation that would permit the parties to confront the kinds of threats to employees' job security and earnings that could be addressed by joint efforts such as those directed toward training or the implementation of high-performance work practices.

More generally, public policy developments that would mandate, or even encourage, strategic partnerships between unions and management also seem exceedingly unlikely. In fact, American unions now confront the issue of strategic participation in a legal environment that fits union-management partnerships poorly. Little legal guidance exists on how partnerships should be conducted even where the parties find ways to establish them—on the extent to which union leaders might compromise their duty of fair representation to their members in the exercise of their fiduciary duties as board directors, for example, or how they might reconcile duties of representation with decisions made in the process of strategic planning. Directors also enjoy little legal guidance on the extent to which they are allowed to share information with the unions that nominate them to boards.

Management lawyers tend to advise union nominees to share nothing, which is hardly consistent with the spirit of the arrangements. Antitrust law governing interlocking directorates is also vague in its application to these contexts and with respect to whether international unions can send representatives to multiple firms. Further, the extent to which conflicts of interest require union-nominated directors to remove themselves from discussions is debatable both in theory and practice. Several boards have considered, with different results, whether the presence of the union representatives in the boardroom is appropriate during discussions of collective-bargaining strategy. Negotiated partnerships, while less burdened by legal requirements than are directorships, operate in a legal vacuum. The further emergence of both these forms of partnership should be considered in the surrounding legal context, and changes in that context merit close attention for those interested in strategic participation.

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