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Faculty

Corporate law as theater

‘Mysterious’ social structure of the corporation brought to light in new book

It is not unusual for a law professor to write a book about corporate law, but it is unusual that such a book would be so well received by social scientists and legal scholars alike.

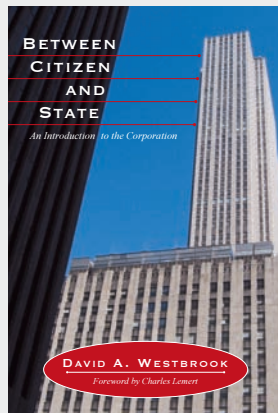
This is the case with *Between Citizen and State: An Introduction to the Corporation* (Paradigm Publishers, 2007) by David A. Westbrook, the Floyd H. and Hilda L. Hurst Faculty Scholar and Professor of Law at UB Law. The book is now available in paperback.

Westbrook’s work is a departure from traditional corporate law books, which typically use statutes, cases and other texts to present the law as an object, if sometimes a tool of “policy.” Westbrook instead focuses on how corporation law presumes and creates a very familiar, yet somewhat mysterious, social structure.

In Westbrook’s view, the corporation can be seen as theater, as a play with three main characters — stockholders, directors and managers — who act out traditional corporate roles, each with their own set of complementary and conflicting motivations, goals and powers. From this perspective, Westbrook provides a unique and accessible account of how corporations are governed, and a way to begin understanding what corporate law means for society at large.

“Recent shenanigans at Enron, Adelphia, Worldcom and numerous other companies illustrate that while people do interesting and often funny things inside their companies, their actions are rarely truly surprising,” Westbrook writes. “Corporate actors have typical motivations and conflicts, and their conflicts tend to be solved in customary ways.”

It is these interactions and customs, as described by Westbrook, which have stirred the interest of sociologists and anthropologists seeking a window on the inner workings of the corporation. Colum-



bia University sociologist Saskia Sassen, for example, writes that “Westbrook makes visible the diverse logics that organize actors even in settings, such as the corporation, where we might assume one single such logic. . . . In this author’s hands, corporate law reveals its logical complexity.”

Westbrook explains, “I wrote the book primarily for law students, so I have been delighted, and a little surprised,

at the enthusiastic reception *Between Citizen and State* has received from social scientists. I think it is useful for them because, instead of a single, monolithic entity, they begin to see the corporation as dynamically composed of many parts. The book gives them a much more detailed view of the actors within the corporation and an understanding of their roles in relation to one another.”

Sociologist Charles Lemert, in a foreword to Westbrook’s book, praises the author for helping to define the “mystery” of what exists “between” an abstract social structure, like the institution of the corpo-



ration, and people’s often deeply felt understanding or imagining of their own lives in a society in which corporations play such vital roles. Corporate law – and law in general – is a “pathway through which the social becomes personal,” according to Westbrook.

From this perspective, the corporation is neither the villain depicted by the politi-



cal left nor the hero depicted by the political right. Westbrook is careful not to inject ideology or policy into this introductory account of the corporation.

“Unless one is a revolutionary or simply a yes-man, it’s a bit foolish to cheerlead for one side or the other of a social institution in the abstract,” he says. “What we’re really talking about with the institution of the

corporation in general — as opposed to some particular corporation — is a set of embedded, and often conflicting, cultural commitments that span our society,” he says. “The purpose of this book is not to preach my political view on particular issues. Instead, I am trying to present the ideas surrounding the corporation, at least as taught to lawyers, maybe with a wry smile. I want to let people decide for themselves how they feel about how the social commitments reflected in our laws are likely to work out, which is not unconnected to how they feel about what is, after all, their own society.”

Although the book is intended primarily for law students as a coherent account of corporation law, a “forest for the trees” overview, Westbrook says anyone with an interest in the corporation would benefit from the book’s approach. “Corporation law is not nearly as difficult as lawyers like to think it is,” he says.

“Sociologists and others outside of the legal profession often have an abstract image of ‘the corporation,’ but are unsure about how it works, and have no idea how their academic conception hooks up with people’s actual lives,” he adds.

“But there is no need to be so abstract. Corporation law tells stories, or presents plays, that people actually live through in their economic lives. What *Between* tries to do is make those characters and their plots accessible. If you understand the plays, then you understand some important things about how our society gets constructed, which after all is what the social sciences are all about.”

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— Professor David A. Westbrook