

Table of Contents

Abbreviations	9
Tables and figures	12
General introduction.....	13
1. Motives	13
1.1. Democracy within capitalist firms	14
1.2. Democracy within transnational arenas.....	17
1.3. Democracy within worker collective organisation.....	19
1.4. Contextualisation: when industrial democracy is back on the agenda.....	24
2. Object, problematisation and purpose	26
3. Conceptual, theoretical and analytical points of departure	29
3.1. Workers on boards : a contested institution of democracy at work	29
3.2. Industrial relations and worker representation under Europeanisation: a process in the making	45
3.3. An institutional and socio-political perspective.....	55
4. Methodology and research design	60
5. Structure and corpus of publications	63
Part I Worker representation on boards: a conceptual, historical and European overview	67
Chapter 1: Workers' participation in corporate governance: the case of German codetermination.	68
1. Introduction: worker participation in corporate governing bodies.	69
2. Participation in corporate governance through codetermination	70
3. The three key elements of German codetermination: dualistic corporate governance, articulation with influential works councils, and the role of trade unions.....	72
4. Socio-economic contributions and impact of the German codetermination system	74
5. Challenges and perspectives	75
6. Conclusions.....	78
Chapter 2: The road to pan-European codetermination rights: a course that never did run smooth	80
1. Introduction.....	81
2. The SE Directive: a ground-breaking scoop with dubious results	83
3. The SE “no export–no escape” footprint in EU corporate law	88
4. The EU blind spot: protecting codetermination rights in the face of transnationalisation and company mobility	91

5. <i>Erzberger v TUI AG</i> Case: another bump on the road to pan-European codetermination rights?.....	95
6. Conclusion	98
Part II The top-down Europeanisation under the long shadow of German codetermination.....	100
Chapter 3: Negotiated board-level employee representation in European Companies: Leverage for the institutional power of labour?	101
1. Introduction.....	102
2. BLER rules as an institutional power resource for labour	102
3. BLER rights under the SE institutional framework.....	104
4. Analysing BLER in SE agreements	105
5. Description of findings	106
5.1. Assessing the critical mass of labour on SE boards	108
5.2. BLER rights and obligations.....	109
5.3. European channels for interest representation	112
6. Conclusions.....	116
Chapter 4: Can workers' rights ever catch up? The <i>Erzberger</i> case and EU cross-border reality.....	118
1. Introduction: identifying the gaps	119
2. Background: Germany's (unique?) system of co-determination.....	121
3. The judgment: territoriality above all!.....	123
4. Analysis: identifying the main gaps.....	126
4.1. Identifying the cross-border element	127
4.2. Are some workers "more equal" than others?.....	131
4.3. What about EU legislative competence?	133
5. Conclusions.....	134
Part III A bottom-up Europeanisation? The limits of integration by stealth	137
Chapter 5: The Europeanisation of board-level employee representation in France. An emerging role for European Works Councils?	138
1. Introduction.....	138
2. The legal layers of a complex system: the long and winding road towards Europeanising BLER in France.....	142
3. A look at BLER implementation: how far is BLER becoming European in France?	148
3.1. Compliant French companies, or the lack of a "circumvention" effect	149
3.2. Companies prefer having the S-EWC appoint the second BLER member.....	150

4. How are French S-EWCs adapting to corporate practice?.....	155
5. The French case: a “success” story – but with unanswered questions	157
6. Conclusions	160
Chapter 6: The quiet transnationalisation of board-level employee representation in national law and practice: a case for pan-European legislation.....	164
1. Introduction.....	164
2. Partial policy efforts towards BLER Europeanisation	168
3. Methodological considerations for the case studies.....	170
3.1. Case study selection: internationalized economies and BLER at group-level.....	170
3.2. Methods, data collection, analysis.....	172
4. Bottom-up routes to transnationalise BLER: from <i>ad hoc</i> political arrangements to multi-level institutionalization.	173
4.1. Germany: trade unions as gatekeepers of rare symbolic political arrangements ...	173
4.2. Sweden: BLER “Scandinavisation” as condiment of Nordic capitalistic projects ...	177
4.3. Norway: the global arena to negotiate BLER in transnational groups.....	179
4.4. Denmark: BLER Europeanisation in shareholders’ hands.....	183
4.5. France: a new role for European Works Councils decided by shareholders	186
5. Transversal comparative findings	188
5.1. Diverse institutional frameworks.....	189
5.2. Implementation and implications for power relations	191
6. Discussion: imagining alternatives for BLER Europeanisation in MNCs.....	193
7. Conclusion	197
Discussion and general conclusions	199
1. Descriptive summary	199
2. Original contribution and key conclusions.....	200
3. Policy prospects for a democratic Europeanisation of BLER policy: is there a momentum?	205
4. Some avenues for future research	210
References	215
1. Literature.....	215
2. Legal texts.....	252
3. Court cases and opinions.....	257
Annexes	260
Annex 1: Analysis of BLER provisions in 62 SE agreements (Chapter 3)	261
Annex 2: Analytical grid applied to analyse BLER provisions in SE agreements (Chapter 3)	265

Annex 3: Representation of the TUI transnational group in concentric circles and application of territoriality principle to codetermination (Chapter 4)	277
Annex 4: Sample of French MNCs with an EWC analysed (Chapter 5)	279
Annex 5: French S-EWC agreements mentioning employee participation rights in the board (Chapter 5).....	285