Compreendendo a Dinâmica de Fusões e Aquisições em Cooperativas: Propriedade, Gestão e Estruturas de Controle [1]

Understanding Mergers and Acquisition Dynamics in Cooperatives: Ownership, Management, and Control Structures

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Resumo
Este estudo explora a dinâmica de fusões e aquisições (F&A) em cooperativas, com foco em como essas estratégias — frequentemente adotadas para enfrentar desafios financeiros e de governança — reconfiguram as estruturas de propriedade, gestão e controle. Embora as F&A possam proporcionar alívio financeiro de curto prazo e ampliar o acesso a recursos, elas frequentemente desencadeiam problemas de governança no longo prazo, como a redução da participação dos membros, a perda do controle local e o desalinhamento cultural. Com base na teoria institucional e na teoria da firma, esta pesquisa analisa como os processos de F&A afetam a governança e o engajamento dos cooperados. A partir de dois estudos de caso de cooperativas brasileiras — uma do setor de crédito e outra da agricultura — o trabalho examina motivações, transformações estruturais e os resultados pós-aquisição. Por meio da análise de documentos e entrevistas, o estudo destaca a importância de gerir os desafios culturais e de governança para preservar a identidade cooperativista e garantir a sustentabilidade de longo prazo. Os resultados oferecem contribuições teóricas e práticas sobre os limites e o potencial das F&A como estratégia de transformação no setor cooperativo.

Palavras-chave: Fusões; Aquisições; Cooperativas; Associativismo

Abstract
This study explores the dynamics of mergers and acquisitions (M&A) in cooperatives, focusing on how these strategies—often adopted to address financial and governance challenges—reshape ownership, management, and control structures. While M&A can provide short-term financial relief and enhance resource access, they frequently trigger long-term governance issues, including reduced member participation, erosion of local control, and cultural misalignment. Drawing on institutional theory and theory of the firm, this research analyzes how M&A processes affect cooperative governance and member engagement. Through two case studies of Brazilian cooperatives—one in the credit sector and the other in agriculture—the study examines motivations, structural changes, and post-acquisition outcomes. Using documents and interviews, it highlights the importance of managing cultural integration and governance structures to preserve cooperative identity and ensure long-term sustainability. The findings offer theoretical and practical insights into the value and limits of M&A as a transformation strategy in the cooperative sector.

***Key words**: Fusion; Acquisition; Cooperative Organizations; Associative Organizations*

1. Expanded Abstract

Mergers and Acquisitions (M&A) strategies are often driven by the need to address capital constraints, particularly in smaller cooperatives facing liquidity challenges. These cooperatives may be compelled to merge with larger, financially stronger entities to secure necessary resources and remain competitive (Grashuis 2023). However, while M&A can alleviate short-term financial difficulties, they also present significant long-term governance and cultural integration challenges. Although efficiency is a central reason for M&A, the impact on governance is significant. When smaller cooperatives merge with larger entities, the power structure and decision-making processes can change drastically, which can compromise the values of active member participation, trust and local control.

After an acquisition, the acquired cooperative may gain access to increased capital and resources, improving profitability. However, it may also face challenges such as reduced

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autonomy, operational restructuring, and potential loss of identity (Vandeburg et al. 2000). The acquiring cooperative typically seeks to enhance its market position and financial performance, benefiting from integrated resources and capabilities. However, it may experience slower sales growth and problems related to territorial expansion (Richards and Manfredo 2003).

A central concern is the potential erosion of the cooperative's identity and its member-centric ethos, especially when the operational models and organizational cultures of the larger acquiring cooperative diverge significantly from those of the acquired entity (Melia Marti and Martinez Garcia 2015).

In Brazil, recent research has examined how structural transformations, such as M&A, often arise in response to financial underperformance or governance challenges within cooperatives, as a strategic move to keep competitive (Chaddad 2007). These transformations are viewed as a means of transferring control, avoiding liquidation, and reinforcing the cooperative sector (Canassa, Costa, and Bonacim 2022).

Building on this context, this study examines M&A within cooperatives through institutional theory and theory of the firm frameworks, analyzing how these processes affect governance practices and member engagement. The research focuses particularly on the challenges of aligning organizational cultures and maintaining member trust during and after structural changes. By investigating cooperative characteristics, especially the ownership-management separation in organizations with diverse control structures, the study evaluates both value-enhancing and non-value-enhancing perspectives of M&A activities. This analysis aims to understand how these transformations align with cooperatives' dual objectives: meeting member needs while ensuring long-term economic sustainability.

To illustrate these theoretical frameworks, two case studies of Brazilian cooperatives—one in the credit sector and the other in agriculture—are presented. These case studies provide an examination of the acquisition process, including motivations, financial challenges, and post-acquisition outcomes. Supporting documents, such as board meeting minutes, executive reports, and financial statements, are analyzed to understand the decision-making process. Additionally, interviews with current and former directors, as well as cooperative members, offer valuable insights into the lived experiences of those involved.

The expected results highlight the importance of managing cultural and the governance challenges during M&A in cooperatives. They provide elements for evaluating sustainability of future mergers. Additionally, results contribute to the literature by examining the impacts of these transformations.

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