COURSE GENERAL OVERVIEW

Course details	
Title	CORPORATE GOVERNANCE
Programme	MBA
Year	
Timing	1st SEMESTER and 2ND SEMESTER
ECTS	3 ECTS
Core/elective	Core
Department	Management
Area	Business Strategy and Organisation

Instructors	
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COURSE DESCRIPTION

Context of the course
The course in the professional context
Corporate Governance (CG) deals with the politics, processes and rules through which companies are managed and monitored, and is a topic of very high relevance in the field of Strategic Management. The way a company is governed determines the rights and the relations among all stakeholders involved in the company survival; it therefore determines the way a company is strategically managed.

It is of the highest interest for practitioners to know, understand and use all CG topics, and from their various lenses: monitoring systems, board of directors' decision-making and team-working, power dynamics, proxy dynamics, among others.

Besides, the consulting industry has developed a new business line based on the CG consulting services, a new and very active business line from which our students can profit in their future professional life. |
| **Course objectives** |
| – Introduce students to the basic concepts and tools of CG; the course help them understand that CG is also a strategic management framework.

– Prepare students to work in an environment that requires the ability to understand the problems arising from the ownership-board-management relationships, and the influence of culture in these relationships

– Allow students answer the following question: "who has the ultimate power to manage the company?" |

COURSE CONTENTS

Contents
PART 1: UNDERSTANDING THE RELEVANCE OF CORPORATE GOVERNANCE
Topic 1: Corporate Governance: actors, contexts and ideologies
Topic 2: Ownership and investors
Topic 3: National and cultural differences
PART 2: THE HUMAN SIDE OF CORPORATE GOVERNANCE: THE BOARD OF DIRECTORS
Topic 4: The board: keys to its functioning and performance
Topic 5: The board: compensation, selection, training and evaluation

SKILLS

Skills and abilities to be developed
Generic skills
CG 1. Analysis and synthesis cognitive abilities applied to the business management world

CG 2. Information and data management as a key ability to identify, formulate and solve business problems, that is, to make decisions in organisations

CG 5. Interpersonal skills: listening, negotiating, persuading, team work and leadership

CG 6. Ethical commitment to the moral values and to the corporate social responsibility

CG 8. Critical thinking and debating skills

CG 9. Autonomous learning skills |
| **Course specific skills** |
| CE 1. Holding the historic and scientific knowledge of Corporate Governance that permits students design efficient governance mechanisms for companies.

Student's expected learning outcomes:

    RA1CE1. Students are able to identify and understand the cultural differences of corporate governance in the world, they also understand the pros and cons of the different cultural CG systems

    RA2CE1. Students know and understand the theories and the tools that allow them assess a specific CG system (of a nation, of a company), and apply them from any stakeholder's lens

    RA3CE1. Students know how to design a CG system and an efficient board of directors, they know how to define the different roles assigned to the different CG actors (directors, owners, managers) |

TEACHING METHODOLOGIES

Course teaching activities	

Teaching and learning in the classroom	Skills to be developed
Lectures. Instructors will promote debate during theoretical lectures. Students must come to lectures with all the pre-reading done. Attendance and participation are essential requirements for the effectiveness of the lecturing sessions.	All skills specified above
Portfolio Students work in group on a guided basis; they will elaborate a portfolio focused on one specific real and quoted company of their choice (one per group). During these working sessions, students will research data on the chosen company, and will try to link these data to the CG theory previously read and explained. They will simultaneously clarify and complete the different concepts they work on. Each group will hand in their piece of work at the end of the portfolio session, they will, in exchange, get feedback from instructors regarding their work and their learning process	All skills specified above

Teaching and learning outside the classroom	Skills to be developed
Porftolio Students will work in group on the portfolio of a real quoted company of their choice. The final output will be an argumentative and evaluative paper focused on giving answer to the following questions: "What is the actual company's CG ideology?" "Who are the actual powerful actors in the CG of the company?" "How do they exert their power into the strategic management of the company?" Groups will hand in different parts of their portfolio, usually after the working sessions in the classroom, but they will also hand in a complete final portfolio at the end of the semester	All skills specified above

Essay. At the end of the semester, students will hand in a piece of argumentative writing several paragraphs long written about one CG topic proposed by the instructors. The essay allows students say something for themselves using the contents of the course, to present ideas they have learned in their own way. The emphasis should be on working with other people's ideas, rather than reproducing their words, but the students' voice should show clearly. The ideas and people students refer to in their essay need to be made explicit by a system of referencing. The proposed topics can lead to a descriptive, or explicative, or comparison essay The final paper **should not be longer than 3 pages** (references and appendices excluded)	All skills specified above
Individual study and reading. Each student will need to organise their time outside the class in order to do all the pre-readings of each session, and in order to profoundly study the subject: the will have to understand, elaborate, retain and assess all concepts, theories and tools presented and worked in class. The course instructors will recommend some complementary reading.	All skills specified above
Tutorials. Students will have a chance to meet with the course instructor individually and outside the class if required. These tutorial sessions will help students solve problems and uncertainties faced regarding the course contents, activities and assessment.	All skills specified above
Collaborative learning As students will have to work in groups, each of them will have a chance to develop interpersonal working skills while collaborating with their group mates**.**	CG 5. Interpersonal skills: listening, negotiating, persuading, and team work and leadership

SUMMARY OF STUDENTS' WORKING HOURS		
CONTACT HOURS		
Lectures	Cases, exercises and other practice methods	
10	20	
WORKING HOURS OUTSIDE THE CLASSROOM		
Individual reading and preparation	Preparation of cases, exercises and other practice methods	Collaborative learning (working in groups)
20	15	10
	Total: 3 ECTS:	75 working hours

COURSE EVALUATION AND ASSESSMENT CRITERIA

All assignments must be delivered in the time and date specified by the course instructor, otherwise students will get a grade of "0" in the missed assignment.

Activities to be assessed	Evaluation criteria	weight
Individual examination	2 types: **1. Tests (25% of COURSE final grade)** Students will take 2 multiple choice tests: a mid-term test and a final test In case they fail it (grade < 5), students will be allowed to retake their mid-term test at the end of the semester together with the final test To pass the course students must get a grade of **5 or more in each of the 2 individual exams** **2. Essay (25% of COURSE final grade)** One final written document to hand in To pass the course students must get a grade of **5 or more in their essay**	**50%**
Study case in group: PORTFOLIO of a real and quoted company	Final grade of the **portfolio**: • Average grade of the different and periodical assignments groups have been handing in – 30% • Grade of the complete final written document – 70% To pass the course students must get a grade of **5 or more in their**	**30%**

	portfolio	
Attendance and participation (individual)	Active participation in class and in the course digital media Students can present in class news and data to enrich lectures, some of the course contents, or even the results or conclusions of their own portfolio Class attendance To pass the course students must get a grade of **5 or more in their participation**	**20%**

Resits.

In case of failure, students can re-sit each failed activity. The final grade weighting will be kept as far as the student gets a grade of 5 or more in each resat activity.
Resits are usually scheduled at the end of the academic year.

Students with an attendance waiver

In order to pass the course, these students will have to take the 2 types of individual exams and the final grade of the course will be 100% the average grade of these exams (25% for test #1, 25% for test #2 and 50% for the essay).

They will be allowed to choose between taking the mid-term test and the final test, or to take just one final test covering all course contents.

WORKING SCHEDULE

Session 1:

     Course presentation

     What is Corporate Governance?

     Portfolio: brief report on the relevance of a corporate governance research on a quoted company

Session 2:

     Topic 1 contents

Session 3:

     Topic 1 portfolio to be submitted by the end of the session

Session 4:

     Topic 2 contents

Session 5:

     Topic 2 portfolio to be submitted by the end of the session

Session 6:

     Topic 3 contents

Session 7:

     Topic 3 portfolio to be submitted by the end of the session

Session 8:

     Work on contents of topics 1, 2 and 3

Session 9:

     Individual test # 1: topics 1, 2 and 3

Session 10:

     Topic 4 contents

Session 11:

     Topic 4 portfolio to be submitted by the end of the session

Session 12:

     Topic 5 contents

Session 13:

     Topic 5 portfolio to be submitted by the end of the session

Session 14:

     Work on contents of topics 1, 2 and 3

     How to write an essay

Session 15:

     Individual test # 2: topics 4 and 5

REFERENCES AND OTHER BIBLIOGRAPHIC RESOURCES

References
Books

Major references:

Larcker, D. y Tayan, B., 2015. *Corporate Governance Matters. A Closer Look at Organizational Choices and their Consequences*. Old Tappan (NJ): Pearson.

Tricker, R. B., & Tricker, R. I. (2015). *Corporate governance: Principles, policies, and practices*. Oxford University Press, USA.

Other references:

Huse, M., 2007. Boards, Governance and Value Creation. Cambridge (UK): Cambridge University Press.

Hilb, M., 2012. New Corporate Governance. Successful Board Management Tools (4th edition). Heidelberg: Springer-Verlag.

Mallin, C., 2013. *Corporate Governance (5th edition).* Oxford (UK): Oxford University Press.