

## COURSE GENERAL OVERVIEW

Course details	
Title	<b>CORPORATE GOVERNANCE</b>
Code	<b>E000003236</b>
Degree	<b>Business Management</b>
Year	<b>4th year</b>
Timing	<b>Semester course (both 1<sup>st</sup> and 2<sup>nd</sup> semesters)</b>
ECTS	<b>6 ECTS</b>
Core/elective	<b>Elective</b>
Department	<b>Management</b>
Area	<b>Business Strategy and Organisation</b>
University	<b>Pontificia Comillas (Madrid, Spain)</b>
Contact hours	<b>4 hours/week</b>
Lecturers	<b>Paloma Bilbao-Calabuig (coordinator), María Rosa Aquerreta-Ferraz</b>
Course description	<p>The Corporate Governance course aims at fulfilling the following goals:</p> <ul style="list-style-type: none"> <li>– Introduce students to the basic concepts and tools of CG; the course help them understand that CG is also a strategic management framework.</li> <li>– 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</li> <li>– Allow students answer the following question: “who has the ultimate power to manage the company?”</li> </ul>

Instructors' details	
<b>Course coordinator:</b>	
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<b>Lecturer:</b>	
Name	<b>MARÍA ROSA AQUERRETA-FERRAZ (Ms)</b>
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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.

#### Pre-requisites

Students should have followed courses on the field of Strategic Management, both at a basic level – such as *Fundamentos de Gestión Empresarial* – and an intermediate-advanced level – such as *Análisis Estratégico* and *Estrategias Empresariales* (the 3 cited courses are core courses of the same Degree curriculum, the same department and the same knowledge field)

The Corporate Governance course is strongly connected to another Business Strategy and Organisation course: *Ética y Responsabilidad Social Empresarial* (core course), and to another Human Resources course: *Comportamiento Organizacional* (core course). We highly recommend students to have passed these two courses to properly benefit from the Corporate Governance course.

## SKILLS

### Skills and abilities to be developed

#### Generic skills

CG 01. Analysis and synthesis cognitive abilities applied to the business management world

CG 02. Problem solving and decision making

CG 04. Managing Information and data collected from diverse sources

CG 06. Written and oral communication in mother tongue

CG 07. Written and oral communication in foreign languages

CG 09. Interpersonal skills: listening, negotiating, debating

CG 10. Team work and leadership

CG 11. Critical thinking and critical self-assessment

CG 14. Autonomous learning skills

CG 17. Elaborating and transmitting ideas, projects, reports, solutions and problems

### Course specific skills

CEOPT 02. 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)

## COURSE CONTENTS

### Contents

#### PART 1: WHAT IS CORPORATE GOVERNANCE?

Topic 1: Corporate Governance: actors, contexts and ideologies

Topic 2: The power to control and manage the company

#### PART 2: THE CONTEXTUAL DIMENSION OF CORPORATE GOVERNANCE

Topic 3: Ownership and investors

Topic 4: National, geographical and cultural differences

#### PART 3: THE HUMAN SIDE OF CORPORATE GOVERNANCE: THE BOARD OF DIRECTORS

Topic 5: The board of directors: structure and duties

Topic 6: The board of directors: composition, interactions and decision making

Topic 7: The board of directors: compensation, selection and training

Topic 8: The board of directors: monitoring and risk management

## TEACHING METHODOLOGIES

Course teaching activities	
Teaching and learning in the classroom	Skills to be developed
<p><b>AF1. Lectures.</b>            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.</p>	<p>CG 09            CG 13            CG 17            CEOPT 02</p>
<p><b>AF2. Oral presentations and class participation.</b> Each student will orally present at least some portion of the portfolio he/she has been working on. Presentations will take place in class and will be addressed to the rest of class mates who are expected to ask questions to and evaluate those presenting.</p> <p>Generally speaking, students are expected to actively participate in the classroom by communicating to their audience all relevant concepts and theories identified in their portfolio, as well as their positions and thesis regarding governance news, and the results of their own individual and group learning processes.</p>	<p>CG 01            CG 04            CG 06</p>
<p><b>AF 3. Portfolio</b>            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</p>	<p>CG 01            CG 04            CG 07            CG 11            CG 14            CG 17            CEOPT 02.</p>

Teaching and learning outside the classroom	Skills to be developed
<p><b>AF4. Essay.</b>            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</p>	<p>CG 01            CG 04            CG 06            CG 07            CG 14            CG 17            CEOPT 02.</p>
<p><b>AF5. Individual study and reading.</b>            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: they 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.</p>	<p>CG 01            CG 04            CG 14            CEOPT 02.</p>
<p><b>AF6. Tutorials.</b>            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.</p>	<p>CG 01            CG 04            CG 06            CG 14</p>

SUMMARY OF STUDENTS' WORKING HOURS		
CONTACT HOURS		
Lectures	Group work sessions	Presentations
26	28	6
WORKING HOURS OUTSIDE THE CLASSROOM		
Individual reading and preparation	Assignments (individual or group)	
35	55	
Total: 6 ECTS:		150 working hours

## COURSE EVALUATION AND ASSESSMENT CRITERIA

Students **will have to pass each and every assessment activity** shown in the table below.

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.

Course final grade weights:

Activities to be assessed	Evaluation criteria		weight
<b>Final exam</b>	<p>2 types:</p> <p><b>1. Tests (30% of COURSE final grade)</b> Students will take 2 multiple choice tests: a mid-term test and a final test In case they fail it (grade &lt; 5), students will be allowed to retake their mid-term test at the end of the semester together with the final test At the end of the semester, students must get a grade of <b>5 or more in each of the 2 individual exams</b></p> <p><b>2. Essay (20% of COURSE final grade)</b> One final written document to hand in</p>		<b>50%</b>
<b>Individual work and class participation</b>	<p>Active participation in class and in the course digital media</p> <p>Class attendance</p>		<b>10%</b>
<b>Group work: Portfolio</b>	<b>Weekly assignments</b> (average grade of the	10%	<b>40%</b>

	different and periodical assignments groups have been handing in)		
	<b>Final portfolio document</b> (see guidelines and instruction in moodle)	20%	
	Students <b>must present in class their Portfolio</b> . The dates of the oral presentation of each group portfolio will be fixed on the course schedule.	10%	

- **RE-SITS:**

In case of failure, students must re-sit each failed activity. The final grade weighting will be kept as far as it improves the student's final grade.

- **STUDENTS WITH AN ATTENDANCE WAIVER:**

In order to pass the course, these students will have to take the individual exams, and the final grade of the course will be 100% the average grade of these exams.

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

## WORKING PLAN SUMMARY AND COURSE SCHEDULE

In-class and out-class activities	Date	Output submission date
<b>Individual exams</b>	One at the middle of the term (around weeks 7 or 8 of course schedule) One at the end of the term, during the official exams period	At the end of the exam time
<b>Portfolio</b>	Throughout the course	9 weekly assignments 1 final document to be submitted at the official exam date
<b>Portfolio oral presentations</b>	At the end of the term (last sessions)	1 presentation
<b>Essay</b>	Can be worked since week 7	1 final document to be submitted at the official exam date

## REFERENCES AND OTHER BIBLIOGRAPHIC RESOURCES

### References

#### Books

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

#### Articles and other bibliographic resources

The course instructor will provide students with a series of academic and consulting readings related with each of the topics covered by the course.

### Complementary references

#### Books

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.