



COMILLAS

UNIVERSIDAD PONTIFICIA

ICAI

ICADE

CIHS

GUÍA DOCENTE

2024 - 2025

FICHA TÉCNICA DE LA ASIGNATURA

Datos de la asignatura	
Nombre completo	International compliance and corporate governance
Código	E000013128
Impartido en	M.U. en Acceso a la Abogacía y la Procura y Máster de Formación Permanente en Abogacía Internacional [Primer Curso]
Cuatrimestre	Semestral
Créditos	2,0 ECTS
Carácter	Obligatoria
Departamento / Área	Área de Derecho Mercantil
Responsable	Azahara Cots Marfil
Horario de tutorías	Upon request from students

Datos del profesorado	
Profesor	
Nombre	María Azahara Cots Marfil
Departamento / Área	Centro de Innovación del Derecho (CID - ICADE)
Correo electrónico	macots@icade.comillas.edu

DATOS ESPECÍFICOS DE LA ASIGNATURA

Contextualización de la asignatura
Prerrequisitos
Knowledge of the General Principles of the Law.

Competencias - Objetivos
Competencias
<p>In the 'International Compliance and Corporate Governance' course, students will gain a profound understanding of compliance standards and governance principles, fostering the ability to develop original and effective compliance strategies and governance models. They will be skilled in applying this knowledge to diverse and complex legal environments, particularly in corporate and international contexts.</p> <p>Students will learn to integrate various aspects of compliance and governance, formulating well-informed judgments in complex scenarios that include ethical considerations and social responsibilities. This involves understanding the intricate balance between legal requirements and ethical business practices.</p> <p>The course will also enhance students' ability to communicate complex compliance and governance concepts clearly and effectively to both specialized professionals and non-experts, ensuring clarity and precision in legal and corporate language.</p> <p>Finally, the program will equip students with advanced learning skills for continuous, self-directed study, enabling them to autonomously</p>



keep abreast of evolving compliance standards, governance models, and international regulations.

Resultados de Aprendizaje

Students will master key international compliance standards and learn to design and implement robust internal governance frameworks. They will understand the critical role of the board of directors in shaping risk culture and governance structures, employing best practices in governance design. Practical application includes evaluating and enhancing compliance frameworks within organizations.

The course emphasizes the ethical dimensions of corporate governance, exploring best practices and their real-world applications. Students will gain insights into global financial services regulations, enhancing their understanding of the regulatory environment.

A focus on the role and development of compliance functions, including the necessary soft skills for compliance leadership, equips students for practical challenges. They will engage in hands-on activities such as drafting compliance-related contractual clauses and conducting risk assessments.

Additionally, the course covers essential aspects of financial crime prevention and data protection, including the role of the Data Protection Officer under EU law.

Overall, students will develop comprehensive skills in compliance and corporate governance, preparing them for leadership roles in these crucial sectors.

BLOQUES TEMÁTICOS Y CONTENIDOS

Contenidos – Bloques Temáticos

COURSE SYLLABUS AND CONTENT

Content

1. Part I. Main International Compliance Standards.

1. Designing an Internal Governance Framework

1. Best practice approach in the design of internal governance frameworks
2. Three lines of defence
3. Board of directors role
4. Risk culture and risk appetite.

Practice: Design a Governance Framework structure.

Applied Project

evaluate an existing compliance framework. Design and make recommendations on how to develop an optimal compliance model and integrate it effectively within the internal governance framework of the organisation.



Part II. Ethics and Corporate Governance

1. Corporate governance best practice principles and their application.

1. Ethical dimension of corporate governance.

Part III. International Financial Services Regulation

1. Framework of the regulatory landscape from an European and global perspective

Part VI. Managing for Compliance

1. Role of compliance and the compliance manager/officer

1. Development of compliance as an assurance function. Managing a compliance function

1. Compliance leadership. Soft skills of the compliance professional

1. Practise: Contractual clauses for Compliance Officer position.

Part V. Compliance Methodology

1. Compliance cycle

1. Compliance Risk Assessment

1. Practice: Drafting a Compliance Risk Assessment



Part VI. Financial Crime and Data Protection

1. Financial/ White Collar Crime Prevention
2. Financial Crime Regulatory environment
3. Individuals and organizations safeguards.

1. Data Protection environment Policies and Procedures
2. Complex and challenging environment for the controllers and processors of personal data.
3. EU data protection law
4. Data Protection Officer role.

Part VII: Designing an Internal Governance Framework

1. Best practice approach in the design of internal governance frameworks

1. Three lines of defence

1. Board of directors role

1. Risk culture and risk appetite.

Practice: Design a Governance Framework structure.

Applied Project

evaluate an existing compliance framework. Design and make recommendations on how to develop an optimal compliance model and integrate it effectively within the internal governance framework of the organisation.

METODOLOGÍA DOCENTE

Aspectos metodológicos generales de la asignatura



TEACHING METHODOLOGY

General methodology of the subject

Contact hours methodology : Activities

Each class will be divided into two parts: in the first part, the Professor will give a lecture (more theoretical) about the topic of that day (law) will be analysed and discussed together with the students.

The last session will be dedicated to the final closed-book case study. Attendance at class is compulsory.

Outside class methodology : Activities

Every student is required to attend the teaching sessions and to do the preparatory work. The Professor will provide the students with (law) and a concrete schedule of review for these materials. In order to follow the presentation, it is advisable to have examined before each session the doctrine to which the student is directed to for each session according to the bibliography provided.

RESUMEN HORAS DE TRABAJO DEL ALUMNO

SUMMARY OF STUDENT WORK HOURS

NUMBER OF CONTACT HOURS		
Master classes	Solving practical cases	Shortpapers
16	2	2
NUMBER OF INDEPENDENT WORK HOURS		
Study of masterclasses	Solving practical cases, shortpaper and guidework	
20	10	
ECTS CREDITS: 2 (50,00 hours)		

EVALUACIÓN Y CRITERIOS DE CALIFICACIÓN

SUMMARY OF STUDENT WORK HOURS



GRADE EVALUATION AND CRITERIA

Evaluation Activities	Indicators	Evaluation weighting
Attendance	Regular attendance to class	10%
Case studies and participation	The student will be evaluated on the basis of his / her participation and implication during the class, understanding of the concepts and performance of the case studies.	40 %
Evaluation: closed-book final case study	The final case study is designed to prove that the student properly understands the questions, topics and materials analyzed and studied in the course. The student will prepare a term sheet based on a long-form facilities agreement and further instructions provided by a hypothetical client.	50%

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BIBLIOGRAFÍA Y RECURSOS

Bibliografía Básica

It will be provided by the professor.