

TECHNICAL SHEET OF THE SUBJECT

| Data of the subject | |
|---------------------|---|
| Subject name | Corporate Governance |
| Subject code | E000008098 |
| Main program | Bachelor's Degree in Business Administration and Management |
| Involved programs | Grado en Administración y Dirección de Empresas (E-2) [Cuarto Curso] Grado en Administración y Dirección de Empresas (E-2) - Bilingüe en inglés [Cuarto Curso] |
| Credits | 6,0 ECTS |
| Type | Optativa (Grado) |
| Department | Departamento de Gestión Empresarial |
| Coordinator | Paloma Bilbao (pbilbao@comillas.edu) |

| Teacher Information | |
|---------------------|-------------------------------------|
| Teacher | |
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SPECIFIC DATA OF THE SUBJECT

| Contextualization of the subject |
|--|
| <p>Contribution to the professional profile of the degree</p> <p>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's survival; it therefore determines the way a company is strategically managed.</p> <p>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.</p> <p>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.</p> |
| <p>Prerequisites</p> <p>Students should have followed courses on the field of Strategic Management, both at a basic level – such as Foundations of Business Management – and an intermediate-advanced level – such as Strategic Planning, Strategic Management and Corporate and Competitive Strategies.</p> <p>The Corporate Governance course is strongly connected to another Business Strategy and Organisation courses such as Ethics and CSR, and to other Management courses such as Organisational Behaviour. We highly recommend students to have passed these two courses to properly benefit from the Corporate Governance course.</p> |



Competencias - Objectives

Competences

GENERALES

| | | |
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| CG01 | Capacidad de análisis y síntesis | |
| | RA01 | Comprende pormenorizadamente el material bibliográfico propio de la materia |
| | RA02 | Ordena, clasifica y resume de manera lógica y coherente los contenidos del material bibliográfico propio de la materia |
| CG02 | Resolución de problemas y toma de decisiones | |
| | RA01 | Es capaz de identificar las limitaciones que afectan a la toma de decisiones y de buscar una decisión satisfactoria |
| | RA02 | Toma decisiones y resuelve problemas prácticos haciendo uso de contenidos teóricos y conforme a metodologías reconocidas de resolución de problemas |
| CG04 | Capacidad de gestionar información proveniente de fuentes diversas | |
| | RA01 | Busca y utiliza documentación de distintas fuentes, proveniente de diversas vías, para sus actividades de aprendizaje, discriminando conforme a su valor y a la utilidad de cada una de ellas |
| | RA02 | Desarrolla pensamiento crítico, cuestionando la información gestionada, generando conclusiones y puntos de vista propios |
| | RA03 | Es claro, preciso, exacto y relevante en el uso de la información, profundizando con lógica e imparcialidad |
| CG06 | Comunicación oral y escrita en la propia lengua | |
| | RA01 | Se expresa por escrito con precisión, con corrección gramatical y ortográfica y de forma estructurada, inteligible y convincente |
| | RA02 | Se expresa oralmente con soltura, fluidez y claridad y de forma estructurada, inteligible y convincente |
| | RA03 | Se comunica eficazmente al idear soluciones a problemas complejos |
| CG07 | Comunicación en una lengua extranjera | |
| | RA01 | Busca e utiliza documentación para sus actividades de aprendizaje en idioma inglés, siendo capaz de realizar una lectura comprensiva |
| | RA02 | Se expresa por escrito y oralmente en idioma inglés con precisión y corrección, con soltura, fluidez y claridad y de forma estructurada, inteligible y convincente |
| CG09 | Habilidades interpersonales: escuchar, argumentar y debatir | |



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| | RA01 | Expone sus opiniones de forma razonada y sintética |
| | RA02 | Se muestra abierto e interesado por las opiniones y aportaciones de los demás, enriqueciendo también así su propia argumentación |
| CG10 | Capacidad de liderazgo y trabajo en equipo | |
| | RA01 | Participa y contribuye de forma activa y profesional al trabajo de grupo, compartiendo con los otros miembros información, conocimientos y experiencias |
| | RA02 | Contribuye al establecimiento de procesos cooperativos y a la consecución de acuerdos y objetivos comunes, con escucha activa y con comunicación eficaz |
| CG11 | Capacidad crítica y autocrítica | |
| | RA01 | Evalúa el trabajo y las ideas propios y los de los demás |
| | RA02 | Es capaz de realizar el proceso de dar y recibir feedback de forma asertiva, mejorando la integración y la confianza de los grupos de trabajo |
| CG14 | Capacidad para aprender y trabajar autónomamente | |
| | RA01 | Busca y encuentra recursos adecuados para el desarrollo eficaz de sus actividades de aprendizaje |
| | RA02 | Desarrolla las habilidades necesarias para la investigación independiente |
| CG17 | Capacidad de elaboración y transmisión de ideas, proyectos, informes, soluciones y problemas | |
| | RA01 | Argumentar de manera independiente y crítica sobre conceptos y teorías diversas |
| | RA02 | Conocer y aplicar diferentes teorías, modelos y herramientas en la resolución de problemas prácticos |
| ESPECÍFICAS | | |
| CEOPT02 | Conocimiento histórico y científico del gobierno corporativo que permita al alumno diseñar un sistema eficiente del gobierno de la empresa | |
| | RA1 | Identifica y comprende las diferencias nacionales de gobierno corporativo en el mundo, y comprende sus ventajas e inconvenientes |
| | RA2 | Conoce las teorías y las herramientas que permiten evaluar un determinado sistema de gobierno corporativo, y sabe aplicarlas desde la perspectiva de cualquier stakeholder |
| | RA3 | Sabe diseñar un sistema de gobierno, y consejo de administración, y sabe definir el papel que han de jugar los principales involucrados en el gobierno de una empresa: el consejo de administración y sus comisiones, los propietarios de la empresa, y los directivos |

Contents - Thematic Blocks

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 BOARD OF DIRECTORS: THE HUMAN SIDE OF CORPORATE GOVERNANCE:

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: Corporate governance in particular forms of business and organisations

TEACHING METHODOLOGY

General methodological aspects of the subject

In-class Methodology: Activities

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.

CG09, CG11, CG17,
CEOPT02

Oral presentations and class participation.

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. 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.

CG01, CG04, CG06

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

CG01, CG04, CG07,
CG11, CG14, CG17,



will simultaneously clarify and complete the different concepts they work on.

CEOPT02

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

Non-Presential Methodology: Activities

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

CG01, CG04, CG06,
CG07, CG14, CG17,
CEOPT02

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: they will have to understand, elaborate, retain and assess all concepts, theories and tools presented and worked in class.

CG01, CG04, CG14,
CEOPT02

Instructors will recommend some complementary readings.

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.

CG01, CG04, CG06,
CG14, CEOPT02

SUMMARY STUDENT WORKING HOURS

| CLASSROOM HOURS | | |
|--|---|--|
| Lecciones de carácter expositivo | Simulaciones, juegos de rol, dinámicas de grupo | Exposición pública de temas o trabajos |
| 26.00 | 28.00 | 6.00 |
| NON-PRESENTIAL HOURS | | |
| Estudio individual y/o en grupo y lectura organizada | Trabajos monográficos y de investigación, individuales o colectivos | |
| 35.00 | 55.00 | |
| ECTS CREDITS: 6,0 (150,00 hours) | | |

EVALUATION AND CRITERIA

| Evaluation activities | Evaluation criteria | Weight |
|-----------------------|---------------------|--------|
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| <p>2 types:</p> <p>1. Tests (25% of COURSE final grade)</p> <p>Students will take 2 multiple choice tests: a mid-term test and a final test</p> <p>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</p> <p>At the end of the semester, students must get a grade of 5 or more in each of the 2 individual exams</p> <p>2. Essay on a theoretical issue (25% of COURSE final grade) - One final written document to hand in</p> | <p>At the end of the semester, students must get a grade of 5 or more in each of the 2 essays</p> | <p>50 %</p> |
| <p>Active participation in class and in the course digital media</p> <p>Class attendance</p> | <p>At the end of the semester, students must get a grade of 5 or more in this activity</p> | <p>10 %</p> |
| <p>Group Portfolio</p> | <p>Weekly assignments (average grade of the different and periodical assignments groups have been handing in) 10%</p> <p>Final portfolio document (see guidelines and instruction in moodle) 20%</p> <p>Students must present in class their Portfolio. The dates of the oral presentation of each group portfolio will be fixed on the course schedule. 10%</p> <p>At the end of the semester, students must get a grade of 5 or more in their group portfolio</p> | <p>40 %</p> |

Ratings

Students will have to pass each and every assessment activity.

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.

· 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:



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2021 - 2022

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.

BIBLIOGRAPHY AND RESOURCES

Basic Bibliography

Larcker, D. y Tayan, B., 2016. Corporate Governance Matters. A Closer Look at Organizational Choices and their Consequences. Old Tappan (NJ): Pearson.

Complementary Bibliography

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., 2019. Corporate Governance (5th edition). Oxford (UK): Oxford University Press.

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