

COURSE SPECIFICATION DOCUMENT

Academic School / Department:	Richmond Business School
Programme:	MA International Business Law
FHEQ Level:	7
Course Title:	Comparative Corporate Governance
Course Code:	MBL 7101
Course Leader:	Inma Ramos
Student Engagement Hours:	200 (standard 4 credit MA course)
Lectures:	39
Seminar / Tutorials:	6
Independent / Guided Learning:	155
Semester:	Fall
Credits:	20 UK CATS credits 10 ECTS credits 4 US credits

Course Description:

The course defines corporate governance as the set of policies, processes and customs by which a company is directed and controlled. The way a company is governed influences the rights and relationships among organizational stakeholders, and ultimately how an organisation is managed. This course teaches the fundamentals of Corporate Governance from a variety of angles – the board of directors, senior management, investors, the media, proxy advisors, regulators and other stakeholders – and focusses on assessing the effectiveness and execution of governance roles and responsibilities from a comparative international perspective. The main legal systems covered are the EU, UK and US corporate governance with the possibility of extending this fundamental knowledge to other areas in the world.

Prerequisites:

N/A

Aims and Objectives:

- Acquire an in-depth knowledge of the key elements of a corporate governance system and the rational underpinning it.
- Assess the different systems of corporate governance in major industrialised countries.

- Examine one and two-tier corporate boards with special reference to stakeholders representation including employees.
- Compare and contrast different strategies regarding executive pay.
- Evaluate critically the effectiveness of the different legal systems in terms of minority shareholders protection.

Programme Outcomes:

A1, A2, A3, A5

B1, B4, B5,

C1, C2, C3, C4,

D1, D2, D3, D5

A detailed list of the programme outcomes are found in the Programme Specification.

This is located at the archive maintained by the Academic Registry and found at:

<http://www.richmond.ac.uk/admitted-students/programme-and-course-specifications/>

Learning Outcomes:

By the end of this course, successful students should be able to:

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Knowledge and Understanding

- Acquire an in-depth and systematic understanding of the theoretical basis and development of corporate governance internationally
- Identify the various structures, functions and tasks of the Board of Directors including the remuneration role in the corporate governance of the company
- Evaluate the different governance codes and their applicability in the UK, EU and US particularly regarding the functioning of the board of directors.
- Assess the mechanisms available to improve corporate governance and how that has impacted companies' performance.

Cognitive Skills

- Critically analyse the concepts learnt, anticipate solutions or other changes that could implemented by companies at the board level.
- Extend the corporate governance knowledge acquired in the main jurisdictions to any other country globally by critically extracting the main corporate governance principles that might be underpinning such system.
- Judge the control mechanisms that exist in corporate governance derived from principles such as 'complain or explain' together with their effectiveness.

Subject specific, practical and professional skill

- Be able to present a critical analysis of a given company in view of the documentation presented and publicly available
- Offer an analysis of a company being affected by a multiplicity of jurisdictions, particularly when some might not have a developed system of Corporate Governance Code in place.

General/transferable skills

- Present orally the critical findings regarding the success or failure of corporate governance when applied to a company operating in the international business environment.
- Maintain constructive discussions within members of one's team or different teams regarding improvements on the corporate governance strategy of a given company.

Indicative Content:

- Corporate governance theory and its realisation in Western Europe, USA, Asia and the transitional economies
- Analysis of international case studies that highlight the pitfalls of existing corporate governance systems and their reform.
- Tools of corporate governance including dividend policy, board of directors, compensation policy, ownership, including employee participation, with an international and comparative approach
- Corporate governance in IPOs, mergers and acquisitions and former state-owned enterprises.
- The globalisation of Corporate Governance

Assessment:

This course conforms to the Richmond University Standard Assessment Norms approved at Academic Board (formerly Learning & Teaching Policy Committee) and located at: <http://www.richmond.ac.uk/admitted-students/>

Teaching Methodology:

The course will be taught through lectures, seminars tutorials, workshops and practical sessions. Guest speakers will complement the course providing a practical approach.

Bibliography:

Goergen, M. (2012) International corporate governance. Marlow, England: Pearson.

