

**AMERICAN UNIVERSITY OF CENTRAL ASIA  
DEPARTMENT OF BUSINESS ADMINISTRATION**

**CORPORATE GOVERNANCE**

**FALL 2017**

**Course Name:** CORPORATE GOVERNANCE

**Number of Credits:** 6

**Language of instruction – English**

**COURSE DESCRIPTION AND OBJECTIVES**

This course will teach the fundamental theories and practice of corporate governance. This course covers the history of the corporation, boards of directors, and shareholder rights and interests. This class evaluates corporate governance from an international perspective. The course will be divided into geographical units covering Anglo-American, European and Russian, and Asian corporate governance. Class will be a mix of lecture, case and topic discussion.

**LEARNING OUTCOMES**

Upon successful completion of the course, students should be able to:

- Comprehend the main principles of corporate governance;
- Understand the importance of corporate governance, including its benefit to various stakeholders
- Appreciate the ongoing weaknesses of corporate governance, including ways in which corporate governance could be improved
- Explain how corporate governance is similar, and different, across geographically dispersed corporations;
- Understand how corporate social responsibility relates to, and builds upon, corporate governance
- Analyze and answer questions using the case study method

**COURSE REQUIREMENTS AND POLICIES**

1. Class sessions are a mixture of class discussion based on the reading assignments, lecture and interactive student-focused activities (presentations, case-study analysis, etc.). Students are expected to

come to classes prepared and ready to discuss the assigned materials. Students may be called on at random to discuss the assigned materials, case or hypothetical, or to perform any other tasks in furtherance of the course objectives.

2. Class participation includes participation in class that shows the student's preparation for class through either the use of and/or reference to the materials assignment that the student was assigned to read or to prepare prior to class. Class participation also includes presentations as noted in the syllabus.

3. Class attendance is required. For each unexcused absence exceeding three (3) classes, students will receive a 5% deduction from the attendance and participation grade (up to -20%).

4. Students will be on time for every class. Students regularly arriving late to any class will be marked as "absent" for that class period. For each student absence exceeding three (3) classes will receive a 5% deduction from the attendance and participation grade (up to -20%).

5. Students will submit all written assignments and homework on the "due date". The grade for late submissions will be deducted 10% for each day the assignment is late. After ten (10) days, students will be given a grade of "zero" (0) for the assignment.

6. The use of cell phones (talking, texting, etc.) during class is strictly prohibited. Students violating this policy will be given one (1) warning. A second violation of this policy will result in the student being counted absent for the class.

7. The use of any other electronic devices during class for any purpose not related to the furtherance of the class objectives is strictly prohibited. Students violating this policy will be given one (1) warning. A second violation of this policy will result in the student being counted absent for the class.

8. Students are expected to follow the AUCA ACADEMIC HONESTY code. All types of plagiarism are strictly prohibited. If a student fails to observe this requirement, the instructor may assign an "F" for the work or an "F" for the whole class, depending on the type of assignment and relevant circumstances. Students are expected to read and follow the section on the Student Academic Dishonesty of the AUCA Code of Student Rights, Responsibilities and Conduct.

**9. This syllabus is subject to change. Any changes to the syllabus will be announced in class and the updated version of the written syllabus may be found on the "e-course". It is each student's responsibility to stay informed of any changes made.**

### GRADING POLICY

The final course grade will be determined based on the following components:

Class attendance and participation	20%
Quizzes	20%
Mid-Term assessment of Assignments	25%

Final assessments of Assignments 35%

TOTAL 100%

#### GRADING CRITERIA

A 94-100%	B- 80-83%	D+ 67-69%
A- 90-93%	C+ 77-79%	D 64-66%
B+ 87-89%	C 74-76%	D- 60-63%
B 84-86%	C- 70-73%	Failing Grade: below 60%

#### UNDERSTANDING THE COURSE SYLLABUS

Below is an outline of the course content. Each class session identifies the general topic to be discussed during that meeting. Required readings and homework will be posted on the "e-course" at least one week prior to class. The "e-course" may also identify "supplemental" readings that, while not required to be read, may be helpful in better understanding a particular topic or may provide a different perspective not discussed in class.

Required readings and homework, if any, are to be completed before the beginning of each class meeting (not after). Each session's lecture and discussion will be based on these materials. In order to understand the day's topic and be better prepared for discussion of the same, you will need to have read the assigned materials and completed the homework assignments.

#### COURSE DESCRIPTION AND OBJECTIVES

This course will teach the fundamental theories and practical application of corporate governance. It is more concerned with the dynamic that exists between boards of directors, and shareholder rights and interests. Taking that Dynamic it examines and expands how those practical applications refer to developing nations and how those international learnings can shape how policies are developed in the future. There will also be a number of international guest speakers as well as practical workshops and participative exercises to help you better understand how governance works in the real world.

#### LEARNING OUTCOMES

Upon successful completion of the course, students should be able to:

- Comprehend the main principles of corporate governance and its application;
- Understand the role of corporate governance in all types of business, including its benefit to all stakeholders;

- Appreciate the ongoing weaknesses of corporate governance, including ways in which corporate governance could be improved;
- Explain how corporate governance is similar, and different, across geographically dispersed corporations;
- Understand how you would handle and administer the responsibilities of Corporate Governance in a business environment as a stakeholder;
- Understand how corporate social responsibility relates to, and builds upon, corporate governance;
  - Analyze and answer questions using the case study method

#### COURSE CONTENT

Class	Course Topic(s)
1	Introduction to Course, and History of Corporate Governance <i>Class One: No Homework</i>
2	The difference between governance and management
3,4	Theories and philosophies of corporate governance <i>Read page 58-76</i>
5,6	The governance partnership: investors, companies and director. Read page 86- 107 Case study “ marks and spencer”
7	<b>Quiz#1</b>
8,9	The Regulatory framework Read page 110 – 148
10	<b>Class work shop</b>
11,12	Case study: China Unicom and SOX, page 113 Case study: The Hermes Principles, page 139 Case study: CLP Holdings Ltd: corporate governance report, page 144
13, 14	Models of Corporate Governance, page 151 – 165
15,	Policies
16	<b>Mid-Term Assignment</b>
17,18	Practices
	The future of Corporate Governance, page 466
15, 16	<b>Class Work shop</b>
18, 19	Practices
20	<b>Quizz#2</b>

21,22	Board membership, board leadership, board activity, board effectiveness, board assessment.
23	Corporate governance around the world
24	<b>Guest speaker</b>
25,26	The Future of corporate governance
27	<b>Guest speaker</b>
28	<b>Class Work shop</b>
29	<b>Guest speaker</b>
30	<b>Work on Final Examination</b>
31	<b>Final Exam</b>

### **COURSE MATERIALS**

You will be required to read materials distributed in class or via the "e-course". The primary textbook is: Bob Tricker, *Corporate Governance: Principles, Policies and Practices*