Module Title: Corporate Governance
Credit Points: 10 ECTS / 20 UK credits

Overview:
This module deals with the emergence of corporate governance requirements in developed capital markets. It gives students an opportunity to learn the theoretical principles behind corporate governance, but also to examine the application of these principles in specific cases. The module sets out the divergent ways in which corporate governance is applied across the globe, in particular examining the reliance on principles or alternatively rules. The course examines both country specific codes and international practices.

Aims (To provide students with):
- a firm understanding of the concept of corporate governance and the basic principles underlying the implementation of corporate governance codes
- an understanding of the need for corporate governance and the drivers of corporate governance in developed capital markets
- a description of the different approaches taken in different jurisdictions
- an understanding of the emergence of international codes of corporate governance
- a wide knowledge of corporate governance arrangements in the United States (SARBOX) and the UK (2nd Combined Code)
- improved analytical and critical thinking powers by examining case studies and recent developments in the area

Module Content
- Basic Principles-Agency Theory
    - Identifying the agency relationship under principle of delegation.
    - Agency relationship and its disadvantages and self-interest of agent
    - The board of directors as an essential monitoring device
    - Separation of ownership
    - Separation of control
    - Agency relationship of company/creditor and employer / employee
- The emergence of Corporate Governance
    - Theories associated with the development of corporate governance
    - The growth in corporate governance codes
- Stakeholder theory and Corporate Social Responsibility
    - Shareholders and stakeholders
    - Role of stakeholders
    - Stakeholder groups and stakeholders interests
    - Strategies for corporate social responsibility
    - Incorporation of legal, ethical, economical and discretionary expectations of society
    - International guidance on socially responsible investment
    - Definitions and viewpoints on profit and ethics
    - The legal basis of ownership and stakeholders, and civil and criminal liability
- Irish regulatory environment (ODCE, IFSRA)
    - The institutions of the Irish regulatory environment and new regulatory structures
    - Institutional framework
    - Office of the Director of Corporate Enforcement
    - Regulatory enforcement powers
    - Corporate Crime
    - Disqualification orders
    - IFSRA –structure, powers and compliance
    - Prudential supervision and financial regulation of industry sectors
- UK approach (2nd Combined Code)
    - Standards of good practice
    - Board Composition and development
    - Accountability
    - Audit
    - Relations with shareholders

- International approaches
    - Corporate governance in continental Europe
    - Germany, Denmark, France, Italy
    - Convergence or divergence
    - Privatisation process and its implications
    - US approach (SARBOX)
    - The Global Corporate Governance Forum
    - The International Corporate Governance Network
    - OECD and ICGN frameworks

Indicative Reading

- Mallin, C., 2007. Corporate Governance 2nd ed., OUP Oxford.
- Monks, R.A. & Minow, N., 2007. Corporate Governance 4th ed., Blackwell Publishing.
- Salmon, W.J. et al., 2000. Harvard business review on corporate governance, Harvard Business Press.

Assessment methods

50% Coursework
50% Examination