

City University of Hong Kong

Course Syllabus

offered by School of Law
with effect from Semester B 2017/18

Part I Course Overview

Course Title: Legal and Operational Aspects of Corporate Governance

Course Code: LW6106E

Course Duration: One semester

Credit Units: 3

Level: P6

Medium of Instruction: English

Medium of Assessment: English

Prerequisites:
(Course Code and Title) Nil

Precursors:
(Course Code and Title) Nil

Equivalent Courses:
(Course Code and Title) Nil

Exclusive Courses:
(Course Code and Title) Nil

Part II Course Details

1. Abstract

This course examines the notion of Corporate Governance, which is usually described as being the governance of large corporations which dominate modern economic life. It is international in outlook as it will look at the main corporate governance and legal regimes around the world.

2. Course Intended Learning Outcomes (CILOs)

(CILOs state what the student is expected to be able to do at the end of the course according to a given standard of performance.)

No.	CILOs	Weighting (if applicable)	Discovery-enriched curriculum related learning outcomes (please tick where appropriate)		
			A1	A2	A3
1.	Demonstrate an understanding of the concept of Corporate Governance;	20%	√	√	
2.	Demonstrate an overall knowledge of the historical and theoretical frameworks underpinning the nature and governance of corporations	20%	√	√	
3.	Explain the differences between shareholder-oriented, Anglo-American governance regimes and the more stakeholder-friendly Continental European and Japanese governance regimes	20%	√	√	
4.	Basic understanding of corporate governance in developing countries and emerging markets	20%	√	√	
5.	Research, collate and evaluate primary and secondary materials on Corporate Governance	20%		√	√
		100%			

A1: Attitude

Develop an attitude of discovery/innovation/creativity, as demonstrated by students possessing a strong sense of curiosity, asking questions actively, challenging assumptions or engaging in inquiry together with teachers.

A2: Ability

Develop the ability/skill needed to discover/innovate/create, as demonstrated by students possessing critical thinking skills to assess ideas, acquiring research skills, synthesizing knowledge across disciplines or applying academic knowledge to self-life problems.

A3: Accomplishments

Demonstrate accomplishment of discovery/innovation/creativity through producing /constructing creative works/new artefacts, effective solutions to real-life problems or new processes.

3. Teaching and Learning Activities (TLAs)

(TLAs designed to facilitate students' achievement of the CILOs.)

TLA	Brief Description	CILO No.					Hours/week (if applicable)
		1	2	3	4	5	
Lecture	The course leader will provide an overview and background of each topic	√	√	√	√	√	2.5
Class Discussion	Students will participate in group discussion on issues relating to each topic	√	√	√	√	√	0.5

4. Assessment Tasks/Activities (ATs)

(ATs are designed to assess how well the students achieve the CILOs.)

Assessment Tasks/Activities	CILO No.					Weighting	Remarks
	1	2	3	4	5		
Continuous Assessment: 50%							
Class participation:	√	√	√	√	√	10%	Assessed in classes
Coursework: 40%	√	√	√	√	√	40%	3,000 words essay
Final Examination: 50 % (duration: 3 hours)						100%	

Students are required to write a 3,000 words assignment as part of their assessment. Topic of the assignment will be set on **week 4** and the due date will be **week 10**.

Students are required to attend at least 70% of the classes (lectures, seminars, presentations). If a student does not meet this requirement, he/she may be disqualified for assessment.

Students must obtain a minimum mark of 40% in both coursework and examination and an overall mark of 40% in order to pass the course.

5. Assessment Rubrics

(Grading of student achievements is based on student performance in assessment tasks/activities with the following rubrics.)

Assessment Task	Criterion	Excellent (A+, A, A-)	Good (B+, B, B-)	Fair (C+, C, C-)	Marginal (D)	Failure (F)
Class participation	Demonstration of ability to identify corporate governance issues	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.	Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.	Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.	Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.
Coursework	Demonstration of ability to research, collate and evaluate primary and secondary materials on Corporate Governance	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.	Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.	Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.	Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.
Final Examination	Demonstration of ability to critically analyse issues relating to corporate governance	Strong evidence of original thinking; good organization, capacity to analyse and synthesize; superior grasp of subject matter; evidence of extensive knowledge base.	Evidence of grasp of subject, some evidence of critical capacity and analytic ability; reasonable understanding of issues; evidence of familiarity with literature.	Student who is profiting from the university experience; understanding of the subject; ability to develop solutions to simple problems in the material.	Sufficient familiarity with the subject matter to enable the student to progress without repeating the course.	Little evidence of familiarity with the subject matter; weakness in critical and analytic skills; limited, or irrelevant use of literature.

Part III Other Information (more details can be provided separately in the teaching plan)

1. Syllabus

1.1 Keyword Syllabus

(An indication of the key topics of the course.)

Topic One

Introduction to the module: What is Corporate Governance?

Topic Two

Current Issues in Corporate Governance

Topic Three

Historical and Theoretical Foundations of Corporate Governance

Topic Four

Models of Corporate Governance (1): Shareholder- Oriented Anglo-American Regimes

Topic Five

Models of Corporate Governance (2): Stakeholder-friendly Continental European and Japanese Regimes

Topic Six

Models of Corporate Governance (3): Family-controlled business models

Topic Seven

Corporate Governance in Developing Countries

Topic Eight

State Capitalism and Corporate Governance

Topic Nine

Shareholder activism and engagement

Topic Ten

The Convergence Debate

1.2 Detailed Syllabus

This course examines the notion of Corporate Governance, which is usually described as being the governance of large corporations which dominate modern economic life. It is international in outlook as it will look at the main corporate governance and legal regimes around the world.

From this perspective, the module will be concentrating on debates about the nature of corporations, the role and duties of corporate managers and about the goal of corporations and the interests in which corporations should be run.

In addition, it will examine the role of international financial institutions, such as the World Bank and the International Monetary Fund, in shaping 'good' corporate governance practices around the world, and in particular, in developing countries.

There will be 10 topics in total, starting from week 1. Classes will be conducted in a seminar-style which will be led by Dr. John Ho (johnksho@cityu.edu.hk , room G5352).

The seminar will last for 3 hours weekly and are meant to be student-led with the course leader acting as a facilitator of discussions. They are designed to be interactive so as to promote student-centred learning.

2. Reading List

2.1 Compulsory Readings

(Compulsory readings can include books, book chapters, or journal/magazine articles. There are also collections of e-books, e-journals available from the CityU Library.)

Christine Mallin, *Corporate Governance* (4th edn OUP, Oxford 2012).

2.2 Recommended Readings

The course leader will recommend readings to the students from time to time in order to prepare for their discussions in the seminars. They will be mainly journal articles and periodicals including the likes of (but not confined to):

Jonathan Charkham, *Keeping Better Company* (2nd edn OUP, Oxford 2005)

Joseph McCahery and others (eds), *Corporate governance regimes: convergence and diversity* (OUP, Oxford 2002)

Students will be assigned to read journal articles that are relevant to different topics by the course leader.

2.3 Online Resources

Students will also be asked to read relevant cases from time to time. These can be downloaded from Westlaw or Lexis Nexis.