

# FB6945: CORPORATE GOVERNANCE, DIRECTORSHIP AND BUSINESS ETHICS

## New Syllabus Proposal

---

### Effective Term

Semester A 2025/26

## Part I Course Overview

### Course Title

Corporate Governance, Directorship and Business Ethics

### Subject Code

FB - College of Business (FB)

### Course Number

6945

### Academic Unit

College of Business (CB)

### College/School

College of Business (CB)

### Course Duration

One Semester

### Credit Units

2

### Level

P5, P6 - Postgraduate Degree

### Medium of Instruction

English

### Medium of Assessment

English

### Prerequisites

NIL

### Precursors

NIL

### Equivalent Courses

NIL

### Exclusive Courses

NIL

## Part II Course Details

### Abstract

The module aims to equip EMBA students a comprehensive understanding of corporate governance frameworks, ethical standards, and directorial responsibilities. The students will explore critical aspects of corporate governance, including board committee functions, fiduciary duties, risk management, internal controls, and the integration of ethics and corporate social responsibility. By examining real-world cases of governance failures, students will develop the skills necessary to enhance organizational resilience and accountability.

### Course Intended Learning Outcomes (CILOs)

| CILOs |                                                                                                                                                                                                                                                                  | Weighting (if app.) | DEC-A1 | DEC-A2 | DEC-A3 |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------|--------|--------|
| 1     | Analyze regional and international corporate governance frameworks and guidelines, examine the roles and responsibilities of directors and board committees, and assess how these frameworks influence board dynamics and decision-making processes.             |                     | x      | x      | x      |
| 2     | Evaluate enterprise risk management strategies and internal control mechanisms, and assess the effectiveness of various strategies in safeguarding organizational assets and ensuring regulatory compliance.                                                     |                     | x      | x      | x      |
| 3     | Formulate strategies to promote ethical leadership and integrate corporate social responsibility and ESG practices into business operations, and develop actionable plans to foster ethical organizational cultures and address corporate governance challenges. |                     | x      | x      | x      |

#### 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 real-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.

### Learning and Teaching Activities (LTAs)

| LTAs | Brief Description |                                                                                                                                                                                              | CILO No. | Hours/week (if applicable) |
|------|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------------------------|
| 1    | Seminars          | Students participate in interactive sessions led by experts or guest speakers, where they discuss and explore specific topics in-depth, sharing knowledge and engaging in critical analysis. | 1, 2, 3  |                            |

|   |                                   |                                                                                                                                                                                                                                                                                                                                        |         |  |
|---|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--|
| 2 | Expert Sharing                    | Students are encouraged to join the sharing session conducted by experts to gain first-hand exposure to real-world practices, industry settings, and insights on corporate strategies.                                                                                                                                                 | 1, 2, 3 |  |
| 3 | Individual Assignments or Project | Students complete tasks or projects individually, applying their knowledge and skills to demonstrate understanding and achieve specific learning objectives.                                                                                                                                                                           | 1, 2, 3 |  |
| 4 | Examination or Group Project      | Examination includes case study analysis to evaluate real-world governance issues, written examinations to assess theoretical knowledge, and reflective essays for personal insights. Students complete projects in groups, applying their knowledge and skills to demonstrate understanding and achieve specific learning objectives. | 1, 2, 3 |  |

**Assessment Tasks / Activities (ATs)**

| ATs |                                | CILO No. | Weighting (%) | Remarks ("- " for nil entry) | Allow Use of GenAI? |
|-----|--------------------------------|----------|---------------|------------------------------|---------------------|
| 1   | Individual Project/ Assignment | 1, 2, 3  | 50            | -                            | Yes                 |
| 2   | Group Project / Examination    | 1, 2, 3  | 50            | -                            | Yes                 |

**Continuous Assessment (%)**

100

**Assessment Rubrics (AR)****Assessment Task**

## 1. Assignments

**Criterion**

Assess students' ability to demonstrate a sound knowledge of the subject matter and its future development, and how that knowledge can be applied to solve real-world problems encountered effectively and creatively.

**Excellent**

(A+, A, A-)

The arguments show a higher degree of originality and internalization to form a well-defined perspective on the subject matter. Strong evidence of reflection on own position based on a comprehensive understanding of principles/ conceptual framework and the contemporary context.

### **Good**

(B+, B, B-)

The arguments demonstrate a good appreciation of the subject matter, principles/ conceptual framework and the contemporary context with indications of reflection on own position.

Some new insights and questions offered with clear evidence of learning from the course.

### **Fair**

(C+, C, C-)

The arguments are highly relevant and accurate with fair appreciation of the subject matter, principles/conceptual framework and the contemporary context.

### **Marginal**

(D)

The arguments are relevant and accurate but isolated, addressing the subject matter only in part and lacking both a strong grounding in principles/ conceptual framework and understanding of the contemporary context.

No originality, weak justification of conclusions and poorly structured.

### **Failure**

(F)

Little evidence of familiarity with the subject matter;

Fail to submit the individual essay.

---

## **Assessment Task**

### **2. Projects**

#### **Criterion**

Assess students' ability to demonstrate a sound knowledge of the subject matter and its future development, and how that knowledge can be applied to solve real-world problems encountered effectively and creatively.

#### **Excellent**

(A+, A, A-)

The arguments show a higher degree of originality and internalization to form a well-defined perspective on the subject matter. Strong evidence of reflection on own position based on a comprehensive understanding of principles/ conceptual framework and the contemporary context.

#### **Good**

(B+, B, B-)

The arguments demonstrate a good appreciation of the subject matter, principles/ conceptual framework and the contemporary context with indications of reflection on own position.

Some new insights and questions offered with clear evidence of learning from the course.

#### **Fair**

(C+, C, C-)

The arguments are highly relevant and accurate with fair appreciation of the subject matter, principles/conceptual framework and the contemporary context.

#### **Marginal**

(D)

The arguments are relevant and accurate but isolated, addressing the subject matter only in part and lacking both a strong grounding in principles/ conceptual framework and understanding of the contemporary context.  
No originality, weak justification of conclusions and poorly structured.

### **Failure**

(F)

Little evidence of familiarity with the subject matter;

Fail to submit the individual essay.

---

## **Assessment Task**

### **3. Essays**

#### **Criterion**

Assess students' ability to demonstrate a sound knowledge of the subject matter and its future development, and how that knowledge can be applied to solve real-world problems encountered effectively and creatively.

#### **Excellent**

(A+, A, A-)

The arguments show a higher degree of originality and internalization to form a well-defined perspective on the subject matter. Strong evidence of reflection on own position based on a comprehensive understanding of principles/ conceptual framework and the contemporary context.

#### **Good**

(B+, B, B-)

The arguments demonstrate a good appreciation of the subject matter, principles/ conceptual framework and the contemporary context with indications of reflection on own position.

Some new insights and questions offered with clear evidence of learning from the course.

#### **Fair**

(C+, C, C-)

The arguments are highly relevant and accurate with fair appreciation of the subject matter, principles/conceptual framework and the contemporary context.

#### **Marginal**

(D)

The arguments are relevant and accurate but isolated, addressing the subject matter only in part and lacking both a strong grounding in principles/ conceptual framework and understanding of the contemporary context.

No originality, weak justification of conclusions and poorly structured.

#### **Failure**

(F)

Little evidence of familiarity with the subject matter;

Fail to submit the individual essay.

---

## **Part III Other Information**

### **Keyword Syllabus**

- Corporate Governance and board committees
- Fiduciary duty of directors and key function managers

- Corporate boardroom dynamics
- Corporate risk management and internal controls
- Ethics, corporate social responsibility, and ESG practices
- Cases of corporate governance failures

## Reading List

### Compulsory Readings

|    | Title                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | Ca#mara, P., & Morais, F. (Eds.). (2022). The Palgrave Handbook of ESG and Corporate Governance (1st ed. 2022.). Springer International Publishing. <a href="https://doi.org/10.1007/978-3-030-99468-6">https://doi.org/10.1007/978-3-030-99468-6</a>                                                                                                                                                                                       |
| 2  | Chen, J. J. (2022). International Cases of Corporate Governance (1st ed. 2022.). Springer Nature Singapore. <a href="https://doi.org/10.1007/978-981-19-3238-0">https://doi.org/10.1007/978-981-19-3238-0</a>                                                                                                                                                                                                                               |
| 3  | Clarke (2024) International Corporate Governance. 3rd Edition. Routledge, Taylor and Francis.                                                                                                                                                                                                                                                                                                                                               |
| 4  | CPA Australia (2023) Ethics and Governance 4th edition. John Wiley & Son Australia                                                                                                                                                                                                                                                                                                                                                          |
| 5  | CSRC (2018) Code of Corporate Governance for Listed Companies <a href="http://www.csrc.gov.cn/csrc_en/c102034/c1372459/1372459/files/P020190415336431477120.pdf">http://www.csrc.gov.cn/csrc_en/c102034/c1372459/1372459/files/P020190415336431477120.pdf</a>                                                                                                                                                                               |
| 6  | HKEX (2020) Making inroads into good Corporate Governance and ESG management. <a href="https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/Practitioners_insights.pdf">https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/Practitioners_insights.pdf</a>                                                                               |
| 7  | HKEX (2021) Corporate Governance Guide for Boards and Directors <a href="https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/guide_board_dir.pdf">https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/guide_board_dir.pdf</a>                                                                                                           |
| 8  | HKEX (2023) A Snapshot of INEDs' Roles and Responsibilities <a href="https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/INEDs_guidance.pdf">https://www.hkex.com.hk/-/media/HKEX-Market/Listing/Rules-and-Guidance/Corporate-Governance-Practices/INEDs_guidance.pdf</a>                                                                                                                 |
| 9  | HKEX (2023) Director' s Handbook <a href="https://www.hkexgroup.com/-/media/HKEX-Group-Site/ssd/Corporate-Governance/Documents/Handbook_website.pdf">https://www.hkexgroup.com/-/media/HKEX-Group-Site/ssd/Corporate-Governance/Documents/Handbook_website.pdf</a>                                                                                                                                                                          |
| 10 | HKIA (2019) Guideline on Enterprise Risk Management. <a href="https://www.ia.org.hk/en/legislative_framework/files/GL21.pdf">https://www.ia.org.hk/en/legislative_framework/files/GL21.pdf</a>                                                                                                                                                                                                                                              |
| 11 | HKICPA (2019) Code of Ethics for Professional Accountants <a href="https://www.hkicpa.org.hk/-/media/HKICPA-Website/Members-Handbook/volumeI/310ncoe06.pdf">https://www.hkicpa.org.hk/-/media/HKICPA-Website/Members-Handbook/volumeI/310ncoe06.pdf</a>                                                                                                                                                                                     |
| 12 | HKIoD (2009) Guidelines for Directors (4th edition) <a href="https://www.hkiod.com/guidelines-for-directors/">https://www.hkiod.com/guidelines-for-directors/</a>                                                                                                                                                                                                                                                                           |
| 13 | HKMA (2017) Management Accountability at Registered Institutions <a href="https://www.hkma.gov.hk/media/eng/doc/key-information/guidelines-and-circular/2017/20171016e1a1.pdf">https://www.hkma.gov.hk/media/eng/doc/key-information/guidelines-and-circular/2017/20171016e1a1.pdf</a>                                                                                                                                                      |
| 14 | ICAC (2007) Toolkit on Directors' Ethics <a href="https://hkbedc.icac.hk/Upload/guides/15/pdf/decb85f1c726449c9666a8a54a9068c8.pdf">https://hkbedc.icac.hk/Upload/guides/15/pdf/decb85f1c726449c9666a8a54a9068c8.pdf</a>                                                                                                                                                                                                                    |
| 15 | Jhunjhunwala, S. (2023). Corporate Governance: Creating Value for Stakeholders (1st ed. 2023.). Springer Nature Singapore. <a href="https://doi.org/10.1007/978-981-99-2707-4">https://doi.org/10.1007/978-981-99-2707-4</a>                                                                                                                                                                                                                |
| 16 | KPMG (2024) Corporate Governance and Business Resilience <a href="https://assets.kpmg.com/content/dam/kpmg/gh/pdf/Corporate%20Governance%20and%20Business%20Resilience%20-%20GARIA.pdf">https://assets.kpmg.com/content/dam/kpmg/gh/pdf/Corporate%20Governance%20and%20Business%20Resilience%20-%20GARIA.pdf</a>                                                                                                                            |
| 17 | Lie, E., & ProQuest. (2022). Applied corporate risk and liquidity management. Oxford University Press.                                                                                                                                                                                                                                                                                                                                      |
| 18 | OECD (2024) OECD Guidelines on Corporate Governance of State-Owned Enterprises. <a href="https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/06/oecd-guidelines-on-corporate-governance-of-state-owned-enterprises-2024_68fa05cd/18a24f43-en.pdf">https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/06/oecd-guidelines-on-corporate-governance-of-state-owned-enterprises-2024_68fa05cd/18a24f43-en.pdf</a> |
| 19 | OECD. (2022). Climate Change and Corporate Governance. (1st ed.). Organization for Economic Cooperation & Development. <a href="https://doi.org/10.1787/272d85c3-en">https://doi.org/10.1787/272d85c3-en</a>                                                                                                                                                                                                                                |
| 20 | PWC (2023) The director's guide to ERM fundamentals: A board primer: foundational elements of effective enterprise risk management. <a href="https://www.pwc.com/us/en/services/governance-insights-center/library/assets/pwc-the-directors-guide-to-erm-fundamentals.pdf">https://www.pwc.com/us/en/services/governance-insights-center/library/assets/pwc-the-directors-guide-to-erm-fundamentals.pdf</a>                                 |

|    |                                                                                                                                                                                                                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 21 | Roberts, P. (2022). Simplifying Risk Management: An Evidence-Based Approach to Creating Value for Stakeholders (1st ed., Vol. 1). Productivity Press. <a href="https://doi.org/10.4324/9781003225157">https://doi.org/10.4324/9781003225157</a>                                                               |
| 22 | SFC (2016) Circular to Licensed Corporations Regarding Measures for Augmenting the Accountability of Senior Management. <a href="https://apps.sfc.hk/edistributionWeb/api/circular/openFile?lang=EN&amp;refNo=16EC68">https://apps.sfc.hk/edistributionWeb/api/circular/openFile?lang=EN&amp;refNo=16EC68</a> |
| 23 | Shrivastava, A., & Bhusan, A. (2023). Sustainable Boardrooms: Democratising Governance and Technology for Society and Economy (1st ed.). Springer. <a href="https://doi.org/10.1007/978-981-99-4837-6">https://doi.org/10.1007/978-981-99-4837-6</a>                                                          |
| 24 | Tricker, R. I. (Robert I., & ProQuest. (2023). The practice of corporate governance (1st Edition.). CRC Press, Taylor & Francis Group.                                                                                                                                                                        |