



Shanghai Jiao Tong University

EC320 International Corporate Governance

Instructor Information	Jean-Yves Corre Home Institution: Xi'an Jiaotong-Liverpool University Email: bestofmanagement@outlook.com Office Hours: Determined by Instructor		
Term	June 29, 2020 – July 24, 2020	Credits	4 units
Class Hours	Monday through Friday, 120 mins per teaching day		
Discussion Sessions	2 hours each week, conducted by teaching assistant(s)		
Total Contact Hours	66 contact hours (1 contact hour = 45 mins, 3000 mins in total)		
Required Texts (with ISBN)	A Comparative Perspective by Thomas Clarke, publisher: Routledge (Ed 2017) ISBN 9780415586467 Governance and Risk, George S. Dallas , McGraw-Hill Education; 1 edition (February 11, 2004) ISBN-13: 978-0071429542 Tricker, R.I., Corporate Governance: Principles, Policies, and Practices, 3 rd Ed., Oxford University Press, 2015, ISBN-10: 9780198702757 / ISBN-13: 978-0198702757		
Prerequisite	N/A		



Course Overview

Corporate governance is fundamental to the existence and growth of public corporations as it encompasses the mechanisms which help suppliers of finance assure themselves of getting a return on their investment. However, there are different conceptualizations and theoretical lenses of Corporate Governance.

The course objective is to provide students with a basic understanding of what Corporate Governance is and how it plays out internationally in terms of differences in systems and models. The course analyses how different governance mechanisms prevent managerial flaws and add value to corporations. Why does Corporate Governance matters? What are the different theories and models of Corporate Governance? How can Corporate Governance create value for firms? What is the relation between Corporate Governance and risk? How to measure Corporate Governance?

Specific mechanisms of Corporate Governance covered will include: directors' responsibilities, board structure, regulations, auditing, executive compensation; financial ownership and control, and the role of Ethics as well as Corporate Social Responsibility. This course aims to foster critical understanding of the concepts, issues and practices in the governance structures of modern corporations in the global context from both Western and Chinese perspectives, as well as to synthesize and apply the knowledge to different situations and contexts. Several governance systems between countries will be compared, including United States, China, France, U.K, Germany and some other Asian countries.

Learning Outcomes

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

- Understand the global best practice knowledge in corporate governance environment, the corporate forms, proper corporate, legal, and regulatory frameworks necessary to perform the duties of the board in protecting the rights of the shareholders;
- Analyse the causes and consequences of agency problems due to inherent conflicts of interest between shareholders, the board of directors, and the executive management and other stakeholders in governance;
- Evaluate the global best practice principles of corporate governance;
- Understand the basic principles of good corporate governance practices, including the role of ethics;
- Understand the relationship between corporate governance, corporate finance, investments and shareholder wealth maximization, and risk;
- Familiarize with tools for assessment and scoring of corporate governance practices for investors.

Grading Policy

Presentation (individual + team score)	60%
Hand-Out (team score)	30%
Attendance	10%



Grading Scale is as follows

Number grade	Letter grade	GPA
90-100	A	4
85-89	A-	3.7
80-84	B+	3.3
75-79	B	3
70-74	B-	2.7
67-69	C+	2.3
65-66	C	2
62-64	C-	1.7
60-61	D	1
≤59	F (Failure)	0



Class Schedule

Date	Lecture	Readings
Day 1	Course Overview, Information, Introduction to Corporate Governance International	Tricker, Ch.1-2, 4, 7
Day 2	Corporate Governance Theories & Philosophies of Corporate Governance – part I	Tricker, Ch.1-2, 4, 7
Day 3	Corporate Governance Theories & Philosophies of Corporate Governance – part II	Tricker, Ch.1-2, 4, 7
Day 4	Introduction (short introductory case): why does corporate governance matters?	Dallas, Chapt 1-10
Day 5	Theoretical approach of corporate governance; different forms of governance – part I	Dallas, Chapt 1-10
Day 6	Theoretical approach of corporate governance; different forms of governance – part II	Dallas, Chapt 1-10
Day 7	Boards & Directors – part I	Tricker, Clarke, Ch. 2
Day 8	Boards & Directors – part II	Tricker, Clarke, Ch. 2
Day 9	Mechanisms of corporate governance <i>Case studies</i>	Tricker, Clarke, Ch. 2
Day 10	Regulatory Frameworks	Tricker, Ch. 5
Day 11	Internal Governance, Creating value through corporate governance – part I	Tricker, Ch. 8
Day 12	Internal Governance, Creating value through corporate governance – part II <i>Case studies</i>	Tricker, Ch. 8
Day 13	Corporate Risk	Tricker, Ch. 8
Day 14	CSR & Corporate Governance	TrickerCh. 9
Day 15	The role of Ethics - part I	TrickerCh. 9
Day 16	The role of Ethics – part II	TrickerCh. 9
Day 17	Models of Corporate Governance	Dallas, Chapt 1-10
Day 18	Models of Corporate Governance <i>Students presentations. Group discussions</i>	Dallas, Chapt 1-10



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Day 19	Corporate Governance Ranking	Dallas, Chapt 1-10
Day 20	Corporate Governance Ranking Students presentations. Group discussion	Dallas, Chapt 1-10