

## 61772 - Models of Corporate Governance

### Syllabus Information

**Academic year:** 2023/24

**Subject:** 61772 - Models of Corporate Governance

**Faculty / School:** 109 - Facultad de Economía y Empresa

**Degree:** 555 - Master's in Management, Strategy and Marketing

**ECTS:** 3.0

**Year:** 1

**Semester:** Second semester

**Subject type:** Optional

**Module:**

### 1. General information

The subject attempts to rigorously address corporate governance, an issue that has generated great social, political and academic concern in recent decades. Without losing sight of their practical importance, all topics are developed with a substantial academic orientation, based on research published in scientific journals.

The contents of the subject are structured in three main thematic blocks. The first of them focuses on corporate governance models and presents the theoretical bases that explain the existence of conflicts of interest between the different *stakeholders* involved in the company, thus justifying the importance of corporate governance, as well as the different existing governance models. The second section deals with the figure of the Board of Directors as the main governing body of large corporations. Finally, the third block focuses on the role of transparency. Within this framework, the concept of social responsibility and its connection with the principles of transparency, sustainability and solidarity are studied.

These approaches and objectives are aligned with the following Sustainable Development Goals (SDGs) of the United Nations Agenda 2030 (<https://www.un.org/sustainabledevelopment/es/>), so that the acquisition of the learning results of the subject provides training and competence to contribute to some extent to their achievement: 4.-Quality Education and the 8.-Decent Work and Economic Growth.

### 2. Learning results

Upon completion of this subject, the student will be able to:

- Know the different models of corporate governance and control, within the framework of different institutional environments.
- Understand the relationship between the pluralistic or *stakeholder* model of governance and Corporate Social Responsibility.
- Argue solidly on the functions and composition of the Boards of Directors and the role of the Codes of Good Governance.
- Reflect critically on the role of transparency, ethics and social responsibility.
- Know and understand the main lines of research in the field of corporate governance and social responsibility.
- Use relevant information and documents in the area of corporate governance and social responsibility as well as the appropriate methodology for their analysis.
- Know how to communicate, orally and in writing, the content of a research article in an orderly, clear and rigorous manner.
- Write a preliminary version of an academic research project.

### 3. Syllabus

#### PART I: CORPORATE GOVERNANCE MODELS

Corporate governance in large companies

Corporate control mechanisms

Corporate governance models

#### PART II: THE BOARD OF DIRECTORS

The role of the Board of Directors

Good Governance Codes

Corporate Governance in Non-Listed Companies

#### PART III: THE ROLE OF TRANSPARENCY

Concept of social responsibility

Origin and evolution of CSR management systems. Main tools

#### 4. Academic activities

The methodology of the subject is a combination of lectures by the teacher in which the basic aspects of the topics to be covered are transmitted, and the presentation of students' comments on existing works in the literature.

Each student must personally work on the proposed readings assigned to them. This personal work will be continued in class through oral presentation of the readings and group discussion.

The learning activities are as follows:

1. Face-to-face classes and discussion of content (30 hours; 100% attendance)
2. Seminars, tutorials and student's personal work (45 hours; attendance 0%)

#### 5. Assessment system

**Continuous assessment:** In the first call, the student is offered the possibility of continuous assessment through the following activities developed during the class period:

1. Submission of written summaries of three readings assigned by the teachers (one from each block of the syllabus). Each abstract will be approximately 5 pages long and will follow this outline: a) identify the motivation, objectives and structure of the work; b) explain the theoretical framework; c) present the methodology used; d) summarize the main results and conclusions; e) personal assessment. (40% of the grade).

2. Presentation of the research readings during the sessions established for this purpose, and participation in the debates using academic arguments (40% of the grade).

3. A proposal for a research project of 3-5 pages, in which the objective of the proposed research is correctly explained, as well as the contribution that it implies in relation to the reference literature, as well as a literature review in which the main works related to the subject under study are taken into account.. (20% of the grade).

**Global test:** students who do not opt for continuous assessment, who do not pass the subject through continuous assessment or who wish to improve their grade, are entitled to take the global test, which will consist of a written test. The student is required to answer open-ended questions on the content of the syllabus topics and all readings covered during the term.

In the second call, the assessment will be carried out by means of a global test of the same characteristics as that of the one mentioned above.