

## CORPORATE GOVERNANCE AND BUSINESS LAW

<b>Course code</b>	<i>MNG240</i>
<b>Compulsory in the programmes</b>	<i>International Business and Communication; Business Management and Marketing; Finance; Industrial Technology Management</i>
<b>Level of studies</b>	<i>Undergraduate</i>
<b>Number of credits</b>	<i>6 ECTS (48 in-class hours + 4 consultation hours + 2 exam hours, 108 individual work hours)</i>
<b>Course coordinator (title and name)</b>	<i>Sergejus Muravjovas, Miglė Petkevičienė, Ieva Dunčikaitė</i>
<b>Prerequisites</b>	-
<b>Language of instruction</b>	<i>English</i>

### THE AIM OF THE COURSE:

Upon the completion of the course, the students will be expected to understand and freely use the concepts of corporate governance and business law in their day-to-day interactions with peers at the university and colleagues at work.

### MAPPING OF COURSE LEVEL LEARNING OUTCOMES (OBJECTIVES) WITH DEGREE LEVEL LEARNING OBJECTIVES (See Annex), ASSESSMENT AND TEACHING METHODS

Course level learning outcomes (objectives)	Degree level learning objectives (Number of LO)	Assessment methods	Teaching methods
CLO1. Students will be able to understand core concepts and methods in the business disciplines	BLO1.1., ELO1.1.	Midterm test, coursework/ presentation, final exam	Lectures, seminars, solving exercises, self- study
CLO2. Students will be able to conduct a contextual analysis to identify a problem associated with their discipline, to generate managerial options and propose viable solutions	BLO1.2., BLO4.2., BLO4.3., ELO1.2.	Coursework/ presentation	Lectures, seminars, solving exercises, self- study
CLO3. Students will be knowledgeable about ethics and social responsibility	BLO2.1., ELO2.1., BLO4.2.	Midterm test, coursework/ presentation, final exam	Lectures, seminars, solving exercises, self- study
CLO4. Students will be able to convey their ideas effectively through an oral presentation	BLO1.1., BLO4.2., ELO4.2., BLO4.3.	Coursework/ presentation	Lectures, seminars, solving exercises, self- study
CLO5. Students will be able to convey their ideas effectively in a written paper	BLO4.3., ELO4.3.	Midterm test, coursework/ presentation, final exam	Lectures, seminars, solving exercises, self- study

**ACADEMIC HONESTY AND INTEGRITY**

The ISM University of Management and Economics Code of Ethics, including cheating and plagiarism are fully applicable and will be strictly enforced in the course. Academic dishonesty, and cheating can and will lead to a report to the ISM Committee of Ethics. With regard to remote learning, ISM remind students that they are expected to adhere and maintain the same academic honesty and integrity that they would in a classroom setting.

**COURSE OUTLINE**

Topic	In-class hours	Required readings
<p><b>Lecture #1: Introduction to the course and Corporate Governance. Governance and Management.</b></p> <p><i>Definitions and main trends. Governance vs management.</i></p> <p><i>Seminar: Corporate governance in practice: interactive casework in groups.</i></p> <p><i>Setting the agenda for the CoGoThon.</i></p>	4	<p>L. S. Paine and S. Srinivasan, "A Guide to the Big Ideas and Debates in Corporate Governance". Harvard Business Review, October, 2019.</p> <p>B. Tricker. Corporate Governance: Principles, Policies and Practices. 2<sup>nd</sup> Edition. Oxford University Press, 2012. Chapter 2.</p>
<p><b>Lecture #2: Main Theories and Concepts. The Governance Partnership.</b></p> <p><i>Theories, philosophies and models of corporate governance. The relationship between various corporate stakeholders.</i></p> <p><i>Seminar: Corporate governance in practice: interactive groupwork. CoGoThon groupwork.</i></p>	4	<p>B. Tricker. Corporate Governance: Principles, Policies and Practices. 2<sup>nd</sup> Edition. Oxford University Press, 2012. Chapters 3, 4.</p>
<p><b>Lecture #3: Boards.</b></p> <p><i>What the board does. Board committees. Board membership. The role of the chairperson. Board styles.</i></p> <p><i>Seminar: Corporate governance in practice: interactive groupwork. CoGoThon groupwork.</i></p>	4	<p>B. Tricker. Corporate Governance: Principles, Policies and Practices. 2<sup>nd</sup> Edition. Oxford University Press, 2012. Chapters 7, 14.</p> <p>J. A. Sonnenfeld. "What Makes Great Boards Great", Harvard Business Review, 2002, <a href="https://hbr.org/2002/09/what-makes-great-boards-great">https://hbr.org/2002/09/what-makes-great-boards-great</a></p>
<p><b>Lecture #4: Dealing with External Stakeholders. Corporate Standards.</b></p> <p><i>Corporate lobbying. Conflicts of interest. Participating in public tenders.</i></p>	4	<p>E. Dolan. "How — and When — Should Companies Engage in the Political Process?", Harvard Business Review, 2023, <a href="https://hbr.org/2023/05/how-and-when-should-companies-engage-in-the-political-process">https://hbr.org/2023/05/how-and-when-should-companies-engage-in-the-political-process</a></p>

<p><i>Transparency and Accountability.</i></p> <p><i>Seminar: Corporate governance in practice: interactive groupwork.</i></p>		<p>Transparency International UK. "Open Business: Principles and guidance for anti-corruption corporate transparency", 2020, Transparency International UK, <a href="https://www.transparency.org.uk/sites/default/files/pdf/publications/TIUK_OpenBusiness_WEB4.pdf">https://www.transparency.org.uk/sites/default/files/pdf/publications/TIUK_OpenBusiness_WEB4.pdf</a></p>
<p><b>Lecture #5: Managing Corporate Risks</b> <i>The governance of corporate risk. Types of corporate risk.</i></p> <p><i>Seminar: Corporate governance in practice: interactive groupwork. CoGoThon groupwork</i></p>	4	<p>M. Laycock. Risk Management At The Top: A Guide to Risk and its Governance in Financial Institutions. Wiley Finance, 2014. Chapters 2, 3.</p>
<p><b>Lecture #6: The Many Facets of Corporate Governance.</b> <i>Governance of startups, fintechs and state-owned enterprises. The evolution of corporate governance.</i></p> <p><i>Seminar: Midterm exam review. Corporate governance in practice: interactive groupwork. CoGoThon groupwork.</i></p>	4	<p>M. Fenwick, J.A. McCahery &amp; E. P. M. Vermeulen, "The End of 'Corporate' Governance: Hello 'Platform' Governance." <i>Eur Bus Org Law Rev</i> 20, 2019. p. 171–199.</p> <p>OECD Guidelines on Corporate Governance for State-owned Enterprises (2015 Edition), p.11-44.</p> <p>G. Subramanian, „Corporate Governance 2.0“. Harvard Business Review, March, 2015.</p>
<p><b>Mid-term exam</b></p> <p><i>Seminar: Corporate ethics in practice: interactive groupwork. CoGoThon groupwork.</i></p>	4	
<p><b>Lecture #7: Introductory discussion: what is law?</b> <i>Business formation. Company types</i> <i>What is "law"? How did it develop over the years? Who shall decide what is "right" and what is "wrong"?</i> <i>How is business formed? What are the possible models of establishment and running a successful business?</i></p> <p><i>Seminar: Legal theories in practice: interactive casework in groups.</i></p>	4	<p>A. Mavrikakis, S. Allison, J. Kempton, N. Hancock. Business Law and Practice 2021/2022, College of Law Publishing, 2021. Chapters: 1, 2. (online access: <a href="https://www.google.lt/books/edition/Business_Law_and_Practice_2021_2022/-9xBEAAAQBAJ?hl=lt&amp;gbpv=1&amp;dq=A.+Mavrikakis,++Business+Law+and+Practice&amp;printsec=frontcover">https://www.google.lt/books/edition/Business_Law_and_Practice_2021_2022/-9xBEAAAQBAJ?hl=lt&amp;gbpv=1&amp;dq=A.+Mavrikakis,++Business+Law+and+Practice&amp;printsec=frontcover</a>)</p>
<p><b>Lecture #8: Importance of negotiations and contracts. Contract Law</b> <i>What is the importance of a contract?</i> <i>Why is the process of contracting as</i></p>	4	<p>R. Merkin QC, S. Saintier. Poole's Casebook on Contract Law. Oxford University Press, 2021. Chapters 1, 2. (online access: <a href="https://www.google.lt/books/edition/Poole_s_Casebook_on">https://www.google.lt/books/edition/Poole_s_Casebook_on</a></p>

<p><i>important as contract itself? What are the potential ways of preventing disputes at negotiation and contract stages? What are the basic contract law principles and regulations?</i></p> <p><i>Seminar: Negotiations strategies in practice: interactive casework in groups.</i></p>		<p><a href="https://www.google.it/books/edition/Contract_Law/pcowEAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+Merkin+QC,+S.+Saintier.+Poole%27s+Casebook+on+Contract+Law.&amp;printsec=frontcover">Contract Law/pcowEAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+Merkin+QC,+S.+Saintier.+Poole%27s+Casebook+on+Contract+Law.&amp;printsec=frontcover)</a></p>
<p><b>Lecture #9: Dispute resolution. Liability</b></p> <p><i>What are the main risks of litigation? What are types of dispute resolution (including forms of ADR)? What are the types of business liability (including personal and corporate)?</i></p> <p><i>Seminar: Interactive casework in groups on different types of liability.</i></p>	<p>4</p>	<p>M. L. Moffitt, R. C. Bordone. The Handbook of Dispute Resolution. John Wiley &amp; Sons, 2012. Parts 1, 2, 3.</p>
<p><b>Lecture #10: Best business/legal practices: intellectual property, data protection, AML and other compliance related topics</b></p> <p><i>What are the recent trends in law? How do these trends interact with international business? What are non-legal consequences of conflicts in these areas? Main frameworks that international businesses shall base their activities on in order to succeed, starting from data protection / cyber security, and ending with AML and other trends to follow.</i></p> <p><i>Seminar: Interactive casework in groups on compliance related topics.</i></p>	<p>4</p>	<p>E. K. Cortez. Data Protection Around the World: Privacy Laws in Action. Springer Nature, 2020. Chapters 1, 11, 12. (online access: <a href="https://www.google.it/books/edition/Data_Protection_Around_the_World/G2gKEAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+K.+Cortez.+Data+Protection+Around+the+World:+Privacy+Laws+in+Action.&amp;printsec=frontcover">https://www.google.it/books/edition/Data_Protection_Around_the_World/G2gKEAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+K.+Cortez.+Data+Protection+Around+the+World:+Privacy+Laws+in+Action.&amp;printsec=frontcover)</a>)</p>
<p><b>Lecture #11: Business ethics, CSR and ESG</b></p> <p><i>What is the meaning and importance of business ethics? What are the ethical challenges faced by businesses in today's globalized and interconnected world? How does corporate social responsibility (CSR) and Environmental, Social Responsibility and Governance (ESG) contribute to sustainable business practices? What are the key components of a responsible and ethical business framework from legal perspectives? How does ethical decision-making impact corporate reputation and stakeholder relationships from legal point of view?</i></p>	<p>4</p>	<p>P. Câmara, F. Morais. The Palgrave Handbook of ESG and Corporate Governance. Springer Nature, 2022. Part 1. (online access: <a href="https://www.google.it/books/edition/The_Palgrave_Handbook_of_ESG_and_Corporate_Governance/p3EAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+C%3%A2mara,+F.+Morais.+The+Palgrave+Handbook+of+ESG+and+Corporate+Governance.&amp;printsec=frontcover">https://www.google.it/books/edition/The_Palgrave_Handbook_of_ESG_and_Corporate_Governance/p3EAAAQBAJ?hl=it&amp;gbpv=1&amp;dq=.+C%3%A2mara,+F.+Morais.+The+Palgrave+Handbook+of+ESG+and+Corporate+Governance.&amp;printsec=frontcover)</a>)</p>

<i>Seminar: Interactive casework in groups on different ethical / legal dilemmas faced by a business.</i>		
	<b>Total: 48 hours</b>	
<b>FINAL EXAM</b>	2	
CONSULTATIONS	4	

### FINAL GRADE COMPOSITION

Type of assignment	%
<i>Group Components 40%</i>	
Coursework, participation	10
Seminar work, presentations	30
<i>Individual Components 60%</i>	
Mid-term test	30
Final exam	30
<b>Total:</b>	<b>100</b>

### DESCRIPTION AND GRADING CRITERIA OF EACH ASSIGNMENT

*(Provide short descriptions and grading criteria of each assignment)*

1. **The final exam** will account for 30% of the final grade: It will be an open book exam. It will consist multiple-choice questions and open questions. The final exam will deal with the topics covered after mid-term exam.
2. **The mid-term test (30%)** will cover the content of Lecture 1-6. It will be an open book exam. It will consist of multiple-choice questions and open questions. The day of the mid-term assessment will be announced in advance.
3. **Lecture and seminar grade (40%).** This grade will consist of 10% assessment of coursework and participation during lecturers and 30% of seminar work, and seminar work, participation in the presentations during seminars, performance in interactive breakout sessions. Group work and interactive breakout sessions will take place during the seminars. More information regarding assessment will be presented during the first course lecture.

### RETAKE POLICY

If final (cumulative) mark of the course, including final exam score, is insufficient, students will be allowed to exercise their right of retake. The retake exam will cover all lectures and case-discussion topics discussed in class during the course. It will be held during the last week of the exam session and will replace the 60% of the mid-term and the final exam. Acquired scores from all assignments will be summed up and the final (cumulative) grade will be given. Lecturers reserve the right to choose the form of the exam.

### REQUIRED READINGS

Clarkson, K. W. and Miller, R. L. Business Law: Text and Cases, 15<sup>th</sup> Edition, 2019.  
Guhan Subramanian, „Corporate Governance 2.0“. Harvard Business Review, March, 2015. <https://hbr.org/2015/03/corporate-governance-2-0>

Dolan, E., "How — and When — Should Companies Engage in the Political Process?", Harvard Business Review, 2023, <https://hbr.org/2023/05/how-and-when-should-companies-engage-in-the-political-process>

Laycock M. Risk Management At The Top: A Guide to Risk and its Governance in Financial Institutions. Wiley Finance, 2014.

Lynn S. Paine and Surah Srinivasan, "A Guide to the Big Ideas and Debates in Corporate Governance". Harvard Business Review, October, 2019. <https://hbr.org/2019/10/a-guide-to-the-big-ideas-and-debates-in-corporate-governance>

Mavrikakis, A., Allison, S., Kempton, J. and Hancock, N. Business Law and Practice 2020/2021, College of Law Publishing, 2020.

OECD Guidelines on Corporate Governance for State-owned Enterprises (2015 Edition), p.11-44.

O'Keefe, M. F., Girard, S. L., Price, M. A., Moon, M. R. Business Law Basics– Learn What You Need in 2 Hours, Red Wheel/Weiser, 2014.

Subramanian, G., „Corporate Governance 2.0“. Harvard Business Review, March, 2015.

Tricker, Bob. Corporate Governance: Principles, Policies and Practices. 2<sup>nd</sup> Edition. Oxford University Press, 2012. *Available at ISM library.*

Tricker, Bob. Corporate Governance: Principles, Policies and Practices. 4<sup>th</sup> Edition. Oxford University Press, 2019. *Available at ISM library.*

"Transparency in Corporate Reporting. Assessing the World's Largest Companies", Transparency International, 2014. [https://images.transparencycdn.org/images/2014\\_TransparencyInCorporateReporting\\_TRAC\\_EN\\_200402\\_090512.pdf](https://images.transparencycdn.org/images/2014_TransparencyInCorporateReporting_TRAC_EN_200402_090512.pdf)

## **ADDITIONAL READINGS**

Câmara, P., Morais, F. The Palgrave Handbook of ESG and Corporate Governance. Springer Nature, 2022.

Chip, H. and Dan Heath, *Made to Stick : Why Some Ideas Survive and Others Die*. 1st ed. Random House, 2007.

Cortez, E. K. Data Protection Around the World: Privacy Laws in Action. Springer Nature, 2020.

EU Whistleblowing Monitor: <https://www.whistleblowingmonitor.eu/>

"Exporting Corruption. Progress Report 2020: Assessing Enforcement of the OECD Anti-Bribery Convention." Transparency International, 2020. [https://images.transparencycdn.org/images/2020\\_Report-Full\\_Exporting-Corruption\\_EN.pdf](https://images.transparencycdn.org/images/2020_Report-Full_Exporting-Corruption_EN.pdf)

Fenwick, M., J.A. McCahery & E. P. M. Vermeulen, "The End of 'Corporate' Governance: Hello 'Platform' Governance." *Eur Bus Org Law Rev* 20, 2019. p. 171–199.

Gallo, C., *Talk like TED*. Pan Books, 2017.

"Global Integrity Report 2022", EY. [https://assets.ey.com/content/dam/ey-sites/ey-com/en\\_gl/topics/assurance/assurance-pdfs/ey-global-integrity-report-2022.pdf](https://assets.ey.com/content/dam/ey-sites/ey-com/en_gl/topics/assurance/assurance-pdfs/ey-global-integrity-report-2022.pdf)

Hesketh, A., Sellwood-Taylor, J., Mullen, S., "Are You Ready to Serve on a Board?", Harvard Business Review, 2020, <https://hbr.org/2020/01/are-you-ready-to-serve-on-a-board>

Merkin Q. C, R. and Saintier R. Poole's Casebook on Contract Law. Oxford University Press, 2021.

Moffitt, M. L., Bordone, R. C. The Handbook of Dispute Resolution. John Wiley & Sons, 2012.

Private Sector Transparency, Transparency International Lithuania. <https://skaidrumas.lt/imones>

Transparency International. Transparency in Corporate Reporting: Assessing Emerging Market Multinationals. 2016. Available at:  
[https://www.transparency.org/whatwedo/publication/transparency\\_in\\_corporate\\_reporting\\_assessing\\_emerging\\_market\\_multinat](https://www.transparency.org/whatwedo/publication/transparency_in_corporate_reporting_assessing_emerging_market_multinat)

Transparency International UK. "Open Business: Principles and guidance for anti-corruption corporate transparency", 2020, Transparency International UK,  
[https://www.transparency.org.uk/sites/default/files/pdf/publications/TIUK\\_OpenBusiness\\_WEB4.pdf](https://www.transparency.org.uk/sites/default/files/pdf/publications/TIUK_OpenBusiness_WEB4.pdf)

Wagner, A. "What really motivates people to be honest in business". Ted conferences, 2017.  
[https://www.ted.com/talks/alexander\\_wagner\\_what\\_really\\_motivates\\_people\\_to\\_be\\_honest\\_in\\_business](https://www.ted.com/talks/alexander_wagner_what_really_motivates_people_to_be_honest_in_business)

"Whistleblower protection in Lithuania. How private sector institutions are implementing the Law on the Protection of Whistleblowers?", Prosecutor General's Office, Transparency International Lithuania, 2021.  
<https://www.prokuraturos.lt/data/public/uploads/2021/06/praneseju-apsauga-lietuvoje-studija.pdf>

Witt, C., *Real Leaders Don't Do PowerPoint: How to Sell Yourself and Your Ideas*. Currency, 1<sup>st</sup> Edition, 2009.

Woods, "The business benefits of doing good". Ted Conferences, 2013.  
[https://www.ted.com/talks/wendy\\_woods\\_the\\_business\\_benefits\\_of\\_doing\\_good?utm\\_campaign=tedspread&utm\\_medium=referral&utm\\_source=tedcomshare](https://www.ted.com/talks/wendy_woods_the_business_benefits_of_doing_good?utm_campaign=tedspread&utm_medium=referral&utm_source=tedcomshare)

**DEGREE LEVEL LEARNING OBJECTIVES**

**Learning objectives for the Bachelor of Business Management**

*Programmes:  
International Business and Communication,  
Business Management and Marketing,  
Finance,  
Industrial Technology Management,  
Entrepreneurship and Innovation*

<b>Learning Goals</b>	<b>Learning Objectives</b>
Students will be critical thinkers	BLO1.1. Students will be able to understand core concepts and methods in the business disciplines
	BLO1.2. Students will be able to conduct a contextual analysis to identify a problem associated with their discipline, to generate managerial options and propose viable solutions
Students will be socially responsible in their related discipline	BLO2.1. Students will be knowledgeable about ethics and social responsibility
Students will be technology agile	BLO3.1. Students will demonstrate proficiency in common business software packages
	BLO3.2. Students will be able to make decisions using appropriate IT tools
Students will be effective communicators	BLO4.1. Students will be able to communicate reasonably in different settings according to target audience tasks and situations
	BLO4.2. Students will be able to convey their ideas effectively through an oral presentation
	BLO4.3. Students will be able to convey their ideas effectively in a written paper

**Learning objectives for the Bachelor of Social Science**

*Programmes:  
Economics and Data Analytics,  
Economics and Politics*

<b>Learning Goals</b>	<b>Learning Objectives</b>
Students will be critical thinkers	ELO1.1. Students will be able to understand core concepts and methods in the key economics disciplines
	ELO1.2. Students will be able to identify underlying assumptions and logical consistency of causal statements
Students will have skills to employ economic thought for the common good	ELO2.1. Students will have a keen sense of ethical criteria for practical problem-solving
Students will be technology agile	ELO3.1. Students will demonstrate proficiency in common business software packages
	ELO3.2. Students will be able to make decisions using appropriate IT tools
Students will be effective communicators	ELO4.1. Students will be able to communicate reasonably in different settings according to target audience tasks and situations
	ELO4.2. Students will be able to convey their ideas effectively through an oral presentation
	ELO4.3. Students will be able to convey their ideas effectively in a written paper