ACCY 6801 & SMPP 6215: CORPORATE GOVERNANCE & ETHICS (FALL 2015)

INSTRUCTOR: Tara J. Radin, JD, PhD

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OFFICE: Funger 203

OFFICE HOURS: Tuesdays 2:00 p.m. – 3:30 p.m.

It is helpful to let me know in advance to make sure I am available and do not have conflicting commitments; other times by appointment

COURSE DESCRIPTION

Corporate governance refers to the set of policies, processes and customs that direct an institution. How a company is governed influences rights and relationships among organizational stakeholders. This course examines the nature of corporate governance and the relationship between the firm, management and its stakeholders. The purpose of ACCY 6801/SMPP 6215 is to examine the issues that challenge corporate governance, including concerns linked to boards of directors, senior management, investors, media, shareholders and compensation.

COURSE OBJECTIVES

This course aims to assist in the development of an understanding of the complex relationships between and among managerial decision-makers, stakeholders, stockholders and public policy. We will engage in a series of case conversations and role playing exercises to explore how responsible decisions are made and how executives are responsive to shareholders, directors and laws.

An array of opportunities will be offered:

- To recognize common patterns of success and failure in business;
- To identify and understand the role of laws as they pertain to business conduct;
- To explore relationships between senior managers, shareholders and directors;
✓ To practice interaction between among those who participate in corporate governance;
✓ To examine governance challenges and controversies;
✓ To understand to whom corporations are responsible;
✓ To investigate the four pillars of accountability, transparency, fairness and independence;
✓ To present persuasive reasoning; and
✓ To listen to peers and learn from them.

CLASS FORMAT

This course is conducted according to the “case method.” This means that you will do most of the talking. My primary role is to moderate, not to lecture. We, as a class, will discuss business situations (cases) live and online. Online discussions will be limited. You are expected to have read the assigned materials prior to class. Students should come to class prepared to discuss the cases and share both their analysis and recommendations. Expected participation will involve contributing to case discussions, participating in role playing exercises, taking part in discussions and debates and offering feedback to peers.

PARTICIPATION

Participation is expected and required in this class—it constitutes 50% of the student’s grade. Although good participation involves active listening, listening alone does not constitute satisfactory participation. Both quality and quantity are taken into account. Participation involves making valuable contributions to class discussions through thoughtful comments or questions. Although voluntary class participation is preferred, I will “cold call” individuals when necessary or appropriate to engage the class. Participation is not about impressing me or agreeing with me; when you disagree with me or a peer, please just make sure to frame your arguments respectfully and persuasively. Consider “participation” an evaluation of how much you contribute to moving class discussions forward.

The participation portion of the grade refers primarily to participation in discussions. Participation involves more than simply making a single statement – it encompasses engaging in active discussion (speaking, listening and responding). In online discussions, it involves more than making a single post. And lengthy posts are not required. The emphasis lies on the exchange of thoughts and/or ideas. Participation also involves some group work, as when the case is discussed in small groups before ideas are explored as a class.

Role playing is used extensively in this course. Students are expected to be willing to engage in role playing as part of small groups or the class as a whole.

Interim evaluation of participation, during which students will grade themselves and receive instructor feedback will take place at the student’s request.
PARTICIPATION GRADING

Participation is not about being right or wrong, but about willingness to engage in conversation – i.e., to share insight, thoughts and opinions. The greatest value in this course lies in you – in what you share with and learn from and about your peers. We often implicitly assume that people like us naturally agree. What becomes apparent in case discussions is how seemingly like people see things differently. The goal in our cases discussions is therefore to draw out controversy, and to shine a light on differences in our thinking.

Grading of participation is based on the answer to a simple question: What if everyone were participating at that level – i.e., what sort of discussion would we have? It is not about counting if a student makes a comment in class. It is a measure of both quantity and quality across classes generally. If you would like specific feedback, feel free to let me know at any time. My first question will be: “How would you grade yourself?” After you answer that question, I will then offer my input. The reason I ask you first is to use this opportunity to see if our standards of evaluation are similar so that you will know how to gage your participation going forward.

Factors that increase participation grade

- Meaningful contributions
- Starting discussions (or contributing very early on)
- Game changing comments (i.e., contributions that change the movement of a conversation)
- Willingness to contribute when others are hesitant (i.e., generalizable question)
- High frequency of contributions
- Improvement

Factors that detract from participation grade

- Redundant comments
- Superficial comments
- Not moving beyond case facts
- Infrequent contributions
- Failure to participate
- Giving away what actually happened while the discussion is still open (most of these cases are “real”; please refrain from giving away the “punchline”)

Please keep in mind that the discussions are intended to draw out analysis, not as a way simply of getting to “an answer.” In fact, it is considered poor participation – and significant points will be deducted – for students who “give away” answers (i.e., if you know the ending of a case and share it as a comment). From time to time I will offer hypotheticals for us to discuss. They will be treated as hypotheticals. As a courtesy to your peers, please do not reference in any way the real cases. Our goal is to discuss cases with complete freedom – as if we did not already know the endings.
CLASS POLICIES & PROCEDURES

(Please note that standard GWSB policies and procedures apply as well.)

Attendance

Students are expected to be present and participate in class sessions. Attendance will be taken on a regular basis. Class participation contributes to the student’s grade, and a student cannot participate if he or she is not present. A seating chart will be created in class on the first day and students will be expected to sit in the same seats for the rest of the term. In addition, please write the name by which you would like to be called on a name card (placard) and place it in front of you so that we as a class can refer to one another by name.

If you are late or miss class, it is YOUR responsibility to find out what you missed. After checking with TAs, feel free to contact me with additional questions.

There is no such thing as an “excused” absence—an absence is an absence. A single absence will not affect a student’s final grade; more than TWO absences could result in a grade penalty.

There is no “make up” work for missed classes. Class is where students learn from one another; by missing class, a student deprives class of what he or she would have contributed to the discussion.

Laptops and Cell Phones

Your laptop computer, notepad and cell phone should be turned off during class (except if used specifically for class-related purposes). Refusal to

GRADING

Grading will be at discretion of instructor and in accordance with school policies.

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<tr>
<th>Deliverable</th>
<th>Points</th>
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<tr>
<td>Participation (Discussions)</td>
<td>50</td>
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<tr>
<td>Final Written Assignment (Case Analysis)</td>
<td>35</td>
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<tr>
<td>Topic Assignment (Issue Identification)</td>
<td>15</td>
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Note: Students must earn passing grades on both participation and final written assignment in order to pass the course.
**TOPIC ASSIGNMENT**

Topic assignment is brief identification of a case. Goal in assignment is to write a case like cases analyzed in class.

Assignments submitted after the deadline are penalized 10 points for every 24 hours they are late beginning the minute after the assignment is due. Neither extensions nor incompletes are granted.

**FINAL WRITTEN ASSIGNMENT**

Written assignments will be case analyses in combination with brief short answer questions (typically “thought” questions). Students are required to apply readings as part of case analysis. Specific instructions for written assignments will be posted on Blackboard and/or Study.Net.

Assignments submitted after the deadline are penalized 10 points for every 24 hours they are late beginning the minute after the assignment is due. Neither extensions nor incompletes are granted.

Students are required to submit their completed final assignments electronically via their individual accounts. Assignments are to be submitted via Blackboard unless the class is informed otherwise in advance and an alternative (i.e., Study.Net) is specified.

The final written assignments (i.e., the 2nd assignment and the final assignment) will be made available on Study.Net after the last class session.

**GRADING OF WRITTEN ASSIGNMENT**

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<tbody>
<tr>
<td>Application of readings</td>
<td>40</td>
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<td>Application of corporate governance principles/</td>
<td>30</td>
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<td>themes</td>
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<td>References to cases</td>
<td>30</td>
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**GRADING SCALE**

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<th>Points</th>
<th>Grade</th>
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<tbody>
<tr>
<td>94 – 100</td>
<td>A</td>
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<td>91 – 93</td>
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<td>88 – 90</td>
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<td>84 – 86</td>
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<td>78 – 80</td>
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<td>73 – 76</td>
<td>C</td>
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<td>71 – 73</td>
<td>C-</td>
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COURSE MATERIALS

Students are required to purchase individual access to course materials. Course materials are available for purchase on Study.Net (www.study.net) in lieu of a textbook. A credit card is required to purchase Study.Net materials. This one-time fee allows the purchaser to access materials electronically and print them for individual use. For an additional fee, you can have Study.Net mail a printed and bound copy of course materials. This fee is for individual use only. It is expected that each student will purchase legal access to Study.Net materials for him- or herself. Shared access is considered copyright infringement. Inasmuch as this is an ethics class, copyright infringement will not be condoned. **Publishers reserve the right to seek legal action against copyright infringement and some schools consider theft of course materials a violation of integrity.**

A variety of materials are available on Study.Net

- Cases (required to be read prior to class)
- Notes (written commentary providing background and further exploration of course themes)
- Articles (further examination of topics discussed in class; some of the articles will be mentioned briefly in class)

**COPYRIGHT CAUTION (as articulated by Study.Net):**

“As you know, copyright protection of original intellectual property is a big deal, particularly to the content authors and publishers. Therefore, it should come as no surprise that unauthorized copying or sharing of files, passwords, or access is prohibited. Bluntly, this activity is illegal. As with most things in life, it’s best to just do the right thing.”

Copyright permission for case materials and notes is granted per student per class. In other words, it is considered a violation to share materials with other students in class. Please keep in mind personal accountability as well as the values that underlie the mission of the George Washington School of Business.

If you are experiencing financial difficulty, please contact me so that I can inform Study.Net immediately (by 9/7 at the latest!) so that you can be considered. Study.Net offers limited scholarship assistance at the beginning of each term. Feel free to let me know and I will support your application.

MIDTERM EVALUATION

Students are given opportunity midway during course to discuss performance. Specific information will be provided at that time. Briefly, it involves student first submitting self-evaluation, which serves as basis for instructor feedback. This feedback is strongly encouraged, but remains voluntary.

CLASS EVALUATION

Time will be provided for students to fill out teaching evaluations during the last day of class. These evaluations provide important feedback and everyone is encouraged to participate.
ACADEMIC INTEGRITY

Academic honesty is expected with regard to individual and group work. Incidents of academic dishonesty will not be tolerated. Such incidents will be handled in accordance with school policies. For information about academic integrity at George Washington, please see http://www.gwu.edu/~ntegrity/code.html.