

## INTERNATIONAL CORPORATE GOVERNANCE SYLLABUS – EMLE

### *Course description*

The aim of the course is to present the interdisciplinary concept of corporate governance by analyzing institutions and mechanisms of corporation supervision as well as institutions and mechanisms ensuring management accountability. In different economic systems, different mechanisms and institutions of management supervision have emerged. Hence, the course takes the systemic view of the governance structures found around the world. A systems view tries to discover the "internal logic" of a set of corporate governance mechanisms and institutions - how well do the components fit together? After the course students are capable of blocks building of corporate governance system as well as know the corporate governance mechanisms and their appropriateness of an entire system.

### *Topics*

1. Roots and perspectives of corporate governance;  
L. Paine and S. Srinivasan, A Guide to the Big Ideas and Debates in Corporate Governance, Harvard Business Review, 2019.
2. Market governance I;  
D. Denis and J. McConnell: International Corporate Governance, ECGI paper, 2003.  
D. Larcker, Tayan B., Seven Myths of Corporate Governance. STANFORD CLOSER LOOK SERIES, 2011.
3. Managerial incentives and corporate governance.  
Bebchuk, L., Fried, J., Walker, D., 2002. Managerial Power and Rent Extraction in the Design of Executive Compensation. University of Chicago Law Review 69 (3), 751-846.  
Darouichi, A., Kunisch, S., Menz, M., & Cannella, A. A. CEO tenure: An integrative review and pathways for future research. Corporate Governance: An International Review, 29(6), 661–683, 2021  
<https://doi.org/10.1111/corg.12396>
4. Ownership around the globe.  
Connelly, B.L., Hoskisson, R.E., Tihanyi, L. and Certo, S.T. (2010), Ownership as a Form of Corporate Governance. Journal of Management Studies, 47: 1561-1589.  
<https://doi.org/10.1111/j.1467-6486.2010.00929.x>
5. Debt governance;  
K. John, De Masi S., Paci A. Corporate governance of banks, Corporate Governance: An International Review, 2016.
6. Internal corporate governance - composition, structure and tasks of board of directors.

A Pugliese, PJ Bezemer, A Zattoni, M Huse, FAJ Van den Bosch, Boards of directors' contribution to strategy: A literature review and research agenda, *Corporate Governance: An International Review* 17 (3), 292-306.

F Zona, A Zattoni Beyond the black box of demography: Board processes and task effectiveness within Italian firms *Corporate Governance: An International Review* 15 (5), 852-864

7. Board leadership: how people, power and politics affect practice. Banerjee, A, Nordqvist, M, Hellerstedt, K.. The role of the board chair—A literature review and suggestions for future research. *Corporate Governance International Review*; 28: 372– 405, 2022.

8. Whether and how gender diversity matters for corporate governance: international experience.

Terjesen S, Sealy R, Singh V. 2009. Women Directors on Corporate Boards: A Review and Research Agenda, *Corporate Governance: An International Review*, 17 (3): 320-337.

Słomka-Gołębiowska, A., De Masi, S., & Paci, A. (2022). Women on boards and corporate environmental performance in Italian companies: The importance of nomination background. *Business Ethics, the Environment & Responsibility*, 31, 981– 998. <https://doi.org/10.1111/beer.12467>

Słomka-Gołębiowska A., De Masi S., Paci A., (2022). Board dynamics and board tasks empowered by women on boards: Evidence from Italy, *Management Research Review*, 1-23. DOI 10.1108/MRR-09-2021-0678.

9. The rise of compliance, internal audit and risk functions after the financial crisis. The role of gate keepers.

Słomka-Gołębiowska, A., Kose, J., De Masi, S., Urbanek P. (2023), Regulation and post-crisis pay disclosure strategies of banks in sustainability era, *Review of Quantitative Finance and Accounting*, 3-07-2023, Original Research

10. Corporate governance and economic development; Corporate governance in transition economies and other emerging markets.

Allen, F., *Corporate Governance in Emerging Economies*, „Oxford Review of Economic Policy”, 21, 2005.

Zattoni A., Cuomo F. *Why Adopt Codes of Good Governance? A Comparison of Institutional and Efficiency Perspectives*, "Corporate Governance", Vol. 16, No.1, January, 2008, 1-15.

P., Raaijmakers T., Renneboog L.: *Corporate Governance Regime, Convergence and Diversity*, Oxford University Press, 2002.