

# CORPORATE GOVERNANCE

Spring Semester 2024 (Master course)

Friday 10:15 am-1:00 pm, PER 21, Room A230

## Course description:

The separation of ownership and control in modern corporations raises several problems. Corporate governance involves a series of mechanisms that are designed to protect investor rights in this context. However, solutions to the agency problems are not unique and there is an ongoing debate on corporate governance issues and reforms. This course takes an economic and financial approach to this multidisciplinary topic. It describes the major issues and solutions adopted so far. The course presents in detail the case of corporate governance in Switzerland. It also discusses some important research questions that have been addressed in the academic literature.

## Course outline:

Chapter 1: Introduction

### **Part I: The general framework**

Chapter 2: The corporation

Chapter 3: Conflicts of interests

Chapter 4: Corporate governance mechanisms

Chapter 5: The rise of corporate governance

Chapter 6: Ownership structures

### **Part II: Corporate governance in Switzerland**

Chapter 7: The institutional framework

Chapter 8: The Swiss code of best practices and the SIX directive

Chapter 9: Analysis of the quality of corporate governance

### **Part III: Academic research in corporate governance**

Chapter 10: Law and finance

Chapter 11: Governance, firm value and stock returns

Chapter 12: Corporate governance in Switzerland

## Teaching methods:

Every course includes formal lectures that are followed by an exercise session. Active student participation is encouraged. Students are also required to read scientific articles.

### Prerequisites:

It is assumed that students taking this master course are familiar with the financial and statistical concepts exposed in the 2nd and 3rd year of the Bachelor program at the University of Fribourg (or equivalent). This means that the standard notions in these fields are assumed to be mastered by the students.

### Grading:

Grading is based on a 90 minutes written exam. Documentation is not authorized except for a one-side A4 sheet with personal hand-written notes. This course is worth 4.5 ECTS. During the semester, students have the possibility to analyze the corporate governance of Swiss listed companies. The analysis is graded and is worth 0.50 points. These points are added to the mark of the final exam.

### References:

Goergen M., 2018, Corporate Governance: A Global Perspective, Cengage.  
Kim K. A., Nofsinger J. R. and D. Mohr, 2010, Corporate Governance, 3<sup>rd</sup> edition, Pearson Prentice-Hall.  
Mallin C., 2019, Corporate Governance, 6<sup>th</sup> edition, Oxford University Press.  
Monks R. and N. Minow, 2011, Corporate Governance, 5<sup>th</sup> edition, Blackwell Publishing.  
Tricker B., 2019, Corporate Governance, Principles, policies, and practices, 4<sup>th</sup> edition, Oxford University Press.

### Course material:

All course material is available from the dedicated Moodle platform. This platform can be accessed at the address <http://moodle.unifr.ch/>. Course material access is reserved to students following this course. The access key can be obtained by request from the assistant. No paper version of the course material will be provided

### Communication with the instructors:

#### ***Instructor:***

Prof. Dr. Dušan Isakov, Office # E440, PER21, email: [dusan.isakov@unifr.ch](mailto:dusan.isakov@unifr.ch), phone: 026-300 83 00. Office hours are on Thursday from 9am-12pm. Note that appointments must be arranged by email

#### ***Assistant:***

Lovaniaina Randriamoria, MA, Graduate Assistant, Office # E433, PER21, email: [lovaniaina.randriamoria@unifr.ch](mailto:lovaniaina.randriamoria@unifr.ch), phone: 026-300 82 99. Office hours are from Wednesday to Friday during the semester. Note that appointments must be arranged by email.

#### ***Website:***

[www.unifr.ch/cgf](http://www.unifr.ch/cgf)

#### ***Postal address:***

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