

COURSE DESCRIPTION

University: Comenius University in Bratislava	
Faculty: Faculty of Law	
Course ID: PraF.KOPHP/ENm17-3107/17	Course title: Corporate Governance
Educational activities: Type of activities: lecture / seminar Number of hours: per week: 1 / 2 per level/semester: 14 / 28 Form of the course: on-site learning	
Number of credits: 3	
Recommended semester: 2.	
Educational level: II.	
Prerequisites:	
Course requirements: Continuous assessment: written outputs and participation in seminars - 70% Final assessment: written essay or case study - 30% Grading scale: A/1 = 91 – 100 %; B/1,5 = 81 – 90 %; C/2 = 73 – 80 %; D/2,5 = 66 – 72 %; E/3 = 61 – 65 %; FX = 0 – 60 %. During the examination, the students are allowed to use all available sources of legal information, especially legal provisions which are not commented, comments, the decisions of the highest courts, legal literature and legal databases.	
Learning outcomes: Students will be familiar with problems of relationships between company members (investors), members of company's organs, management and other concerned persons. They will learn to evaluate the impact of these relationships on the value of a company. Moreover, they will learn the importance of the company law as to the creation and protection of the value of a company with a focus on public joint stock companies with publicly traded shares in comparison with private joint stocks companies.	
Class syllabus: 1) What kind of costs arise in connection with the governance of companies and how to deal with them? 2) How does the capital market function and how does it influence the corporate governance? 3) What is the role of institutional investors in the governance of corporations? 4) What is the role of the statutory body in the governance of corporations? 5) What other individuals do have impact on the functioning of a company? 6) What should be the purpose of a corporation, in whose interest should a corporation act? 7) What is the role of the company law in the protection of creditors of a company? 8) What is the role of the take-overs and how does the company law influence the take-overs I. (including squeeze outs, sell outs, delisting, mandatory bidding)? 9) What is the role of the take-overs and how does the company law influence the take-overs II. (including squeeze outs, sell outs, delisting, mandatory bidding)? 10) What kind of corporate governance models does our legal system distinguish? What kind of corporate governance models do distinguish other legal systems and the EU law?	

- 11) The importance and the criticism of the separation of a company's property from a property of its owners I.
- 12) The importance and the criticism of the separation of a company's property from a property of its owners II.
- 13) Is the regulation of the company law effective as far as the corporate governance is concerned?
- 14) What is the impact of the implementation of legal arrangements from the EU law into the Slovak company law on the flexibility and transparency of companies and their internal control mechanisms?

Recommended literature:

Douglas Baird, Thomas Jackson, Barry Adler: Bankruptcy, Cases, Problems and Materials 4th edition, Foundation Press, 2007, 811 s., ISBN: 9781587787577

Adriaan F. M. Dorresteyn, Tiago Monteiro, Christoph Teichmann, Erik Werlauff: European Corporate Law, 2nd ed., Wolters Kluwer Law & Business, 2009, 352 s., ISBN 9041124845

Marc Goergen: International Corporate Governance, 1st edition, Prentice Hall, 2012, 336 s., ISBN: 9780273751250

Jr. J. Robert Brown: Corporate Governance Cases and Materials, 1st edition, LexisNexis, 2012, ISBN-10: 1422426815, ISBN-13:978-1422426814

Klaus Hopt, Andreas M. Fleckner (ed.): Comparative Corporate Governance, 1st ed., Cambridge: Cambridge University Press, 2013, ISBN: 9781107025110

Alessio Paces: Rethinking Corporate Governance, 1st ed., New York: Routledge, 2012, 496

Languages necessary to complete the course:

English

Notes:

Past grade distribution

Total number of evaluated students: 0

A	ABS	B	C	D	E	FX
0,0	0,0	0,0	0,0	0,0	0,0	0,0

Lecturers:

Last change: 21.01.2018

Approved by: