

THE UNIVERSITY OF  
NEW SOUTH WALES



Australian School of Business  
Schools of Banking & Finance and Accounting

**FINS 3626**  
**INTERNATIONAL CORPORATE GOVERNANCE**

**COURSE OUTLINE**  
**SESSION 1, 2008**

<u>1. COURSE STAFF</u>	<u>3</u>
1.1 Lecturers	3
1.2 Tutors	3
1.3 Communication with Staff	3
<u>2. INFORMATION ABOUT THE COURSE</u>	<u>4</u>
2.1 Teaching times and Locations	4
2.2 Units of Credit	4
2.3 Relationship of this course to other course offerings	4
2.5 Approach to learning and teaching	4
<u>3. COURSE AIMS AND OUTCOMES</u>	<u>5</u>
3.1 Course Aims and Overview of Corporate Governance	5
3.2 Student Learning Outcomes	5
3.3 Teaching Strategies	6
<u>4. STUDENT RESPONSIBILITIES AND CONDUCT</u>	<u>6</u>
4.1 Workload	6
4.2 Attendance	6
4.3 General Conduct and Behaviour	7
4.4 Keeping informed	7
<u>5. LEARNING ASSESSMENT</u>	<u>7</u>
5.2 Assessment Details	7
5.3 Assignment Format and Group Arrangement	8
5.4 Late Submission	8
5.5 Special Consideration and Supplementary examinations	8
<u>6. ACADEMIC HONESTY AND PLAGIARISM</u>	<u>10</u>
<u>7. STUDENT RESOURCES</u>	<u>11</u>
7.1 Textbook	11
7.2 Compulsory Readings	11
7.3. Lecture Notes and Tutorial Materials	11
7.4 Other Resources, Support and Information	11
<u>8. CONTINUAL COURSE IMPROVEMENT</u>	<u>12</u>
<u>9. COURSE SCHEDULE</u>	<u>13</u>

## 1. COURSE STAFF

### 1.1 Lecturers

Peter Pham (lecturer-in-charge)  
Teaching period: Weeks 7 to 12  
Room: QUAD 3040  
Ph: 9385 5952  
Email: [p.pham@unsw.edu.au](mailto:p.pham@unsw.edu.au)  
Consultation: Thursday 2 – 4 pm

Gary Pflugrath (lecturer)  
Teaching period: Weeks 1 to 6  
Room: QUAD 3096  
Ph: 9385 5840  
Email: [g.pflugrath@unsw.edu.au](mailto:g.pflugrath@unsw.edu.au)  
Consultation: Tuesday 5 – 6pm, Wednesday 10-11am, Thursday 5-6pm

### 1.2 Tutors

Gary Pflugrath (weeks 1 to 6)  
Contact details: as above

Clare Xu (weeks 7 to 12)  
Email: TBA  
Consultation: TBA

### 1.3 Communication with Staff

- General and administrative enquiries should be directed to course coordinator, Peter Pham.
- Specific enquiries regarding course materials should be directed to the lecturer (Peter Pham/Gary Pflugrath) teaching each section of the course.
- Questions regarding tutorial problems should be directed to your tutors (Gary Pflugrath or Clare Xu)
- Announcements will be made periodically on WebCT Vista (<https://vista.elearning.unsw.edu.au>).
- Questions can also be posted on WebCT Vista message board. We will try to follow the discussion regularly. You should check the board regularly and do not hesitate to help out other students. All postings must be strictly related to the course and issues about corporate governance.

## **2. INFORMATION ABOUT THE COURSE**

### **2.1 Teaching times and Locations**

Lecture time: Tuesday 9 – 11 am

Location: Electrical Engineering G25

Tutorial times and locations:

<b>Tutorial No</b>	<b>Time</b>	<b>Location</b>
1	Tue 11 – 12 am	Quad GO32
2	Tue 12 – 1 pm	Quad GO32
3	Tue 3 – 4 pm	Quad GO34
4	Tue 4 – 5 pm	Quad 1046
5	Wed 11 – 12 am	Quad GO32
6	Wed 12 – 1 pm	Quad GO32

### **2.2 Units of Credit**

This course has 6 units of credit and 3 contact hours per week.

### **2.3 Relationship of this course to other course offerings**

Prerequisites: to pursue this course, you must have completed both ACT1511 Accounting and Financial Management 1B and FINS1613 Business Finance.

Course mapping: This is a third year course, which builds upon your previously acquired knowledge in both the accounting and finance disciplines. The focus on practical aspects and contemporary issues of corporate governance aims to help you prepare for your next challenge, which is entering the workforce. The course also provides some background theories which will be helpful to those that plan to pursue the Honours program in either Accounting or Finance.

### **2.4 Approach to learning and teaching**

As a year-3 course, independent learning from students is expected. The course will draw on concepts, issues and practical information from various readings, including academic and financial press articles, as well as websites of relevant regulators. Students are therefore required to read and understand these materials and their relevance. Students are also expected to extend and apply their knowledge acquired in the lecture to current issues discussed in the financial press.

A large part of the course and its assessment components requires students to critically analyse and apply lecture materials to real cases and issues. This reflects the skills required to work in today financial services environment. Tutorial sessions are designed so that students can practice their analytical and problem-solving skills, and then receive appropriate feedbacks. It is essential that students utilise these tutorial times to actively participate in the discussion of prescribed tutorial questions and raise questions to tutors regarding areas where further reviews are necessary.

### **3. COURSE AIMS AND OUTCOMES**

#### **3.1 Course Aims and Overview of Corporate Governance**

The course aims to foster your critical understandings of the concepts, issues and practices in the governance structures of modern corporations, as well as your ability to synthesise and apply this knowledge in a cooperative working environment.

A narrow view of the topic of corporate governance is that it is concerned with 'how corporations are controlled'. This concept of corporate governance emphasises legal and other regulatory arrangements and formal arrangements for such matters as the appointment of directors, auditors and the conduct of annual meetings of shareholders.

This course attempts to take a broader view of the way organisations are established and operated. The course:

- views 'corporate governance' as involving the establishment of sets of arrangements affecting the internal conduct of a firm, and its relationship with external stakeholders – and the on-going management and review of those arrangements;
- reviews the formal responsibilities of participants in the management of corporations: directors, managers, auditors, and regulatory bodies;
- explores recent literature on the subject of corporate governance, and whether certain types of arrangements or practices currently prescribed by law or advocated by interest groups are likely to be effective in improving the conduct and management of organisations or in establishing safeguards for stakeholders;
- examines instances of breakdowns in governance arrangements – as may have become apparent in the wake of company failures, or in the aftermath of official investigations;
- recognises that while Corporations Law tends to view corporations as separate legal entities, in practice modern firms operate through the use of complex structures involving a variety of entities of different legal form – while the actual management of those businesses may have regard to the performance of groupings of those entities into 'divisions' (which may be unrelated to the relations between those vehicles);
- explores what types of arrangements (and views about the role of stakeholders) may be appropriate for different types of organisations – whether 'one size fits all'.
- analyses how the stock market and its various participants assess and value firms with different types of corporate governance arrangements.

#### **3.2 Student Learning Outcomes**

By the completion of this course, you should be able to

- understand and critically evaluate the principles of corporate governance and how they are applied in Australia and internationally;
- understand and critically evaluate the role and responsibilities of directors of public corporations;

- assess the strengths and weaknesses of different internal corporate governance mechanisms, such as ownership structure and executive compensation;
- assess different external pressures on corporate governance, such as hostile takeovers and regulations;
- consider the impact of corporate governance mechanisms on financial reporting practices and the audit process;
- consider the impact of corporate governance mechanisms on financing practices;
- apply your knowledge to the analysis of real corporate examples and cases.

### 3.3 Teaching Strategies

Lectures: The 2 hours of lectures each week will complement the compulsory readings for the course by (1) outlining the main issues relevant to the topic, (2) reinforcing the analytical material in the required readings, (3) introducing relevant material not adequately covered in the readings, and (4) drawing on recent developments and cases of corporate governance scandals.

Tutorials: The 1-hour tutorial aims to assist students in problem solving, clarifying lecture materials, and facilitating discussions on topics covered in the lecture of the previous week. After each lecture, students are required to attempt to answer the prescribed tutorial questions before the corresponding tutorial. These questions are based on the relevant articles for each week, which can be found in the ***FINS3626 INTERNATIONAL CORPORATE GOVERNANCE COURSE MATERIALS*** booklet. You are encouraged to provide feedbacks to tutors regarding issues and problems in understanding any part of the course materials or readings.

## 4. STUDENT RESPONSIBILITIES AND CONDUCT

### 4.1 Workload

It is expected that you will spend at least **ten hours** per week studying this course. This time should be made up of reading, research, working on exercises and problems, and attending classes. In periods where you need to complete assignments or prepare for examinations, the workload may be greater.

Over-commitment has been a cause of failure for many students. You should take the required workload into account when planning how to balance study with employment and other activities.

### 4.2 Attendance

Lectures: your regular and punctual attendance at lectures is expected in this course. University regulations indicate that if students attend less than eighty per cent of scheduled classes they may be refused final assessment.

Tutorials: attendance at all tutorials is compulsory. The prescribed tutorial questions (check WebCT and the Course Material booklet for detail) must be attempted before each tutorial. The tutors will keep attendance records for all tutorials.

### 4.3 General Conduct and Behaviour

You are expected to conduct yourself with consideration and respect for the needs of your fellow students and teaching staff. Conduct which unduly disrupts or interferes with a class, such as ringing or talking on mobile phones, is not acceptable and students may be asked to leave the class. More information on student conduct is available at: [www.my.unsw.edu.au](http://www.my.unsw.edu.au)

### 4.4 Keeping informed

You should take note of all announcements made in lectures, tutorials or on the course web site. From time to time, the University will send important announcements to your university e-mail address without providing you with a paper copy. You will be deemed to have received this information.

## 5. LEARNING ASSESSMENT

### 5.1 Formal Requirements

In order to pass this course, you must:

- achieve a composite mark of at least 50; and
- make a satisfactory attempt at all assessment tasks (see below).

### 5.2 Assessment Details

Tutorial Activities and Participation (weeks 1 to 12)	10%
Mid-Session Class Test ( <b>Week 6, 22<sup>nd</sup> April, in the lecture</b> )	30%
Group Assignment ( <b>due Week 11, Monday 26<sup>th</sup> May, 5pm</b> )	30%
Final Examination (TBA)	30%

Explanatory notes:

- Tutorial Activities and Participation: An important learning objective of the course is to facilitate open dialogue and discussion among students and between students and lecturers/tutors about important corporate governance issues. Tutorial activities will be structured around the questions related to the relevant prescribed articles (see the Course Schedule on page 12). Active participation in the discussion of these questions (and **not** mere attendance of tutorials) is essential to obtain a good mark for this assessment component. The first feedback will be given to you after week 7 regarding your level of participation. Gary Pflugrath and Clare Xu will clarify their expectations regarding this assessment task in Week 1
- Mid-Session Class test: covers materials in Weeks 1 to 5 and comprises three questions. Students shall be required to complete any two (of their choice) of the three questions. All questions involve short answer/essay responses. It will be of 80 minutes duration with 10 minutes of reading time. Test to be conducted at the start of the lecture in Week 6. Further details will be provided during session. Venue to be advised.
- Group Assignment is a compulsory written group assignment. The due-date is 5 pm on Monday the 26<sup>th</sup> May 2008 (Week 11). See section 5.3 below. More details about the topic will be provided in class.

- The venue and time of the final examination will be announced by the university. The scope of coverage will include materials from week 7 to week 12. While materials of Weeks 1 – 6 are not directly examinable, they are considered “assumed knowledge”, and should also be reviewed for the purpose of final exam preparation.

### **5.3 Assignment Format and Group Arrangement**

For each group assignment, students will be required to complete a ‘cover sheet’ indicating the level of contribution of each student to the assignment, including the number of meetings attended and percentage contribution in three areas: research, synthesis and writing. This cover sheet will be available on WebCT Vista. **Each student must ensure that they sign the cover sheet before the submission of the assignment. Failure to do so will result in the mark of ZERO** due to the assumption that the student has made no contribution towards the assignment.

There may be instances where individual students, through sickness or misadventure, were unable to make an appropriate contribution. If this becomes an issue, such students may be given the option to complete an individual assignment on a new topic to be nominated. Otherwise ‘individual’ assignments are discouraged. Each group should be made up of **no more than 4 students**.

It is encouraged that students raise issues and conflicts related to group work (e.g. lack of contribution from a group member) early to the lecturers so that we can intervene quickly and make group work fair and enjoyable. The lecturers will not resolve any group conflicts that are brought to their attention later than **two weeks** before the submission date. **Students should keep copies of all of their individual contributions (e.g., research materials, draft writing), which could be marked separately if there are serious group conflicts.**

All assignment reports should follow a formal style of presentation and must include an executive summary, introduction, main body, conclusion, appendices (where their main supporting articles are attached) and list of references. A consistent style of referencing should be used. Marks will be deducted for inadequate presentation.

### **5.4 Late Submission**

Late submission will attract a penalty of 2 marks (out of 30) per calendar day. An assignment will not be accepted if it is submitted 5 calendar days later than the submission date.

### **5.5 Special Consideration and Supplementary examinations**

#### **Special Consideration Policies of the School of Banking and Finance**

Information and policy about special consideration and supplementary examinations follows a standard policy of the School of Banking and Finance, which is available on the School website (<http://banking.web.unsw.edu.au/>)



## **UNSW Policy and Process for Special Consideration**

UNSW policy and process for Special Consideration also applies (see <https://my.unsw.edu.au/student/atoz/SpecialConsideration.html>). Specifically:

- Applications for special consideration (including supplementary examinations) must go through UNSW Central administration (within 3 working days of the assessment to which it refers) – applications will **not** be accepted by teaching staff;
- Applying for special consideration does not automatically mean that you will be granted additional assessment or that you will be awarded an amended result;
- If you are making an application for special consideration (through UNSW Central Administration) please notify your Lecturer in Charge;
- Please note: a register of applications for Special Consideration is maintained. History of previous applications for Special Consideration is taken into account when considering each case.

## **ASB Policy and Process for Special Consideration and Supplementary Exams in Undergraduate Courses**

In the ASB, requests for special consideration are determined by a Faculty wide panel which will advise the Lecturer in Charge of appropriate action.

If the Faculty panel (see above) grants a special consideration request, this may entitle the student to sit a supplementary examination. In such cases the following procedures will apply:

- Supplementary exams will be scheduled centrally and will be held approximately two weeks after the formal examination period. Actual date will be advised by mid-semester.
- Where a student is granted a supplementary examination as a result of a request for special consideration, the student's original exam (if completed) will not be marked and only the mark achieved in the supplementary examination will count towards the final grade.

Further information concerning supplementary examinations is available on the 'Policies and Guidelines for Current Students' page of the ASB website: [www.business.unsw.edu.au/currentstudents](http://www.business.unsw.edu.au/currentstudents).

## 6. ACADEMIC HONESTY AND PLAGIARISM

The University regards plagiarism as a form of academic misconduct, and has very strict rules regarding plagiarism. For full information regarding policies, penalties and information to help you avoid plagiarism see:

<http://www.lc.unsw.edu.au/plagiarism/index.html>

Plagiarism is the presentation of the thoughts or work of another as one's own.\* Examples include:

- direct duplication of the thoughts or work of another, including by copying work, or knowingly permitting it to be copied. This includes copying material, ideas or concepts from a book, article, report or other written document (whether published or unpublished), composition, artwork, design, drawing, circuitry, computer program or software, web site, Internet, other electronic resource, or another person's assignment without appropriate acknowledgement;
- paraphrasing another person's work with very minor changes keeping the meaning, form and/or progression of ideas of the original;
- piecing together sections of the work of others into a new whole;
- presenting an assessment item as independent work when it has been produced in whole or part in collusion with other people, for example, another student or a tutor; and,
- claiming credit for a proportion a work contributed to a group assessment item that is greater than that actually contributed.†

Submitting an assessment item that has already been submitted for academic credit elsewhere may also be considered plagiarism.

The inclusion of the thoughts or work of another with attribution appropriate to the academic discipline does *not* amount to plagiarism.

Students are reminded of their Rights and Responsibilities in respect of plagiarism, as set out in the University Undergraduate and Postgraduate Handbooks, and are encouraged to seek advice from academic staff whenever necessary to ensure they avoid plagiarism in all its forms.

The Learning Centre website is the central University online resource for staff and student information on plagiarism and academic honesty. It can be located at:  
[www.lc.unsw.edu.au/plagiarism](http://www.lc.unsw.edu.au/plagiarism)

The Learning Centre also provides substantial educational written materials, workshops, and tutorials to aid students, for example, in:

- correct referencing practices;
- paraphrasing, summarising, essay writing, and time management;
- appropriate use of, and attribution for, a range of materials including text, images, formulae and concepts.

Individual assistance is available on request from The Learning Centre.

Students are also reminded that careful time management is an important part of study and one of the identified causes of plagiarism is poor time management. Students should allow sufficient time for research, drafting, and the proper referencing of sources in preparing all assessment items.

\* Based on that proposed to the University of Newcastle by the St James Ethics Centre. Used with kind permission from the University of Newcastle

† Adapted with kind permission from the University of Melbourne.

## 7. STUDENT RESOURCES

### 7.1 Textbook

There is no prescribed textbook for this course.

### 7.2 Compulsory Readings

Course Materials booklet: The main study materials of this course consist of relevant readings from various business, governmental and academic publications compiled in the ***FINS3626 INTERNATIONAL CORPORATE GOVERNANCE COURSE MATERIALS*** booklet. This booklet is available for purchase from the UNSW Bookshop and it is compulsory that each student obtains a copy. Other compulsory readings will also be distributed from time to time in lectures or on WebCT Vista ([vista.elearning.edu.au](http://vista.elearning.edu.au)).

Additional compulsory readings and/or online resources: will be distributed or mentioned in the lectures. These will be available on WebCT Vista, and when specified, these materials will also be examinable

Cases: can be found in the Course Materials booklet and will be discussed in relevant tutorials.

### 7.3. Lecture Notes and Tutorial Materials

The subject home page is available at WebCT Vista ([vista.elearning.edu.au](http://vista.elearning.edu.au)) under the subject code FINS 3626. It includes the course outline, relevant lecture notes, tutorial questions, assignment topics/hints/resources, important announcements, exam results and Internet references.

### 7.4 Other Resources, Support and Information

Information about other services available for students. This can be detailed either on a School website and referred to in the course outline or provided as in the example below.

The University and the Faculty provide a wide range of support services for students, including:

- **Learning and study support**
  - FCE Education Development Unit (<http://education.fce.unsw.edu.au> )
  - UNSW Learning Centre (<http://www.lc.unsw.edu.au> )
  - EdTec – WebCT information (<http://www.edtec.unsw.edu.au> )
- **Counselling support** - <http://www.counselling.unsw.edu.au>
- **Library training and support services** - <http://info.library.unsw.edu.au>
- **Disability Support Services** – Those students who have a disability that requires some adjustment in their teaching or learning environment are encouraged to discuss their study needs with the Course Coordinator or the Equity Officer (<http://www.equity.unsw.edu.au/disabil.html>). Early notification is essential to enable any necessary adjustments to be made.

In addition, it is important that all students are familiar with University policies and procedures in relation to such issues as:

- **Examination procedures** and advice concerning illness or misadventure  
<https://my.unsw.edu.au/student/academiclife/assessment/examinations/examinationrules.html>
- **Occupational Health and Safety** policies and student responsibilities;  
<http://www.riskman.unsw.edu.au/ohs/Policies%20&%20Procedures/UNSW%20OHS%20Accountability.pdf>

## **8. CONTINUAL COURSE IMPROVEMENT**

Each year feedback is sought from students and other stakeholders about the courses offered in the School and continual improvements are made based on this feedback. UNSW's Course and Teaching Evaluation and Improvement (CATEI) Process ([http://www.ltu.unsw.edu.au/ref4-5-1\\_catei\\_process.cfm](http://www.ltu.unsw.edu.au/ref4-5-1_catei_process.cfm)) is one of the ways in which student evaluative feedback is gathered. Significant changes to courses and programs within the School are communicated to subsequent cohorts of students.

You are also encouraged to provide constructive feedbacks to the lecturers and tutors directly in class, during consultation times or via email. We greatly value these suggestions, and even criticisms. In the past, students' comments did help to improve FINS3626 substantially.

## 9. COURSE SCHEDULE

<b>LECTURE OUTLINE AND PRESCRIBED READINGS</b>	
<p><b>Week 1 (11 March)</b> Gary Pflugrath</p>	<p><b>Topics: Introduction to corporate governance.</b> <b>Focus on corporate governance in the new millennium</b></p> <p><b>Readings:</b></p> <p>Dellaportas. S. et al, "<i>Ethics, governance &amp; accountability: a professional perspective</i>", 2005, John Wiley &amp; Sons Australia, Ltd, Chapter 5, pp. 117-143.</p> <p>Solomon. J. and Solomon. A. "<i>Corporate Governance and Accountability</i>", 2004, John Wiley &amp; Sons Australia, Ltd, Chapter 1, pp. 11-30.</p> <p>CCH Australia Limited, "<i>Collapse Incorporated: Tales, Safeguards &amp; Responsibilities of Corporate Australia</i>", 2001, CCH Australia Limited, Chapter 3, pp. 71-98.</p> <p>The HIH Royal Commission, "<i>The Failure of HIH Insurance</i>", Commonwealth of Australia, 2003, Vol. 1, Part 3 (Direction for the future), Section 6 (Corporate Governance).</p> <p><b>Refer:</b></p> <p>Organisation for Economic Co-operation and Development (OECD), "<i>Improving corporate governance standards: the work of the OECD and the Principles</i>", 2004.</p> <p>Organisation for Economic Co-operation and Development (OECD), "<i>OECD Principles of Corporate Governance</i>", 2004.</p>
<p><b>Week 2 (18 March)</b> Gary Pflugrath</p>	<p><b>Topics: Regulation and internal arrangements</b></p> <p><b>Readings:</b></p> <p>ASX Corporate Governance Council, "<i>Principles of Good Corporate Governance and Best Practice Recommendations</i>", Australian Stock Exchange, 2003.</p> <p>Barned. J. , "<i>Don't leave IT to the experts</i>" in INTHEBLACK, December 2005, CPA Australia, pp. 40-43.</p> <p>Blake Dawson Waldron, "<i>The BDW Guide to CLERP 9: Practical guide to Corporate Law Reform Program (Audit Reform and Corporate Disclosure) Act 2004</i>", Blake Dawson Waldron, 2004.</p> <p>Lander. G. P., "<i>What is Sarbanes-Oxley?</i>", 2004, McGraw-Hill, Chapter 1, pp. 1-9.</p>

	<p><b><u>Other References</u></b></p> <p>Corporate Law Economic Reform Program (Audit Reform and Corporate Disclosure) Act 2004  <a href="http://scaleplus.law.gov.au/html/pasteact/3/3673/top.htm">http://scaleplus.law.gov.au/html/pasteact/3/3673/top.htm</a></p>
<p><b>Week 3 (1 April)</b> Gary Pflugrath</p>	<p><b>Topics: Board structures and the role of directors</b></p> <p><b>Readings:</b></p> <p>Monks. R. A. G. and Minow. N., <i>“Corporate Governance”</i>, Second Edition, 2001, Blackwell Publishers Ltd, Chapter 3, pp. 165-214.</p> <p>Solomon. J. and Solomon. A. <i>“Corporate Governance and Accountability”</i>, 2004, John Wiley &amp; Sons Australia, Ltd, Chapter 4, pp. 65-87.</p> <p>Tricker. R. I., <i>“International Corporate Governance”</i>, 1998, Prentice Hall, Chapter 3 (Roles and Responsibilities of Directors), pp. 98-103.</p> <p><b><u>Refer:</u></b></p> <p>Corporations Act 2001, Chapter 2D (Officers and employees), pp. 209-267.</p>
<p><b>Week 4 (8 April)</b> Gary Pflugrath</p>	<p><b>Topics: Corporate governance and financial reporting: The role of accounting</b></p> <p><b>Readings:</b></p> <p>Australian Accounting Research Foundation, <i>“Statement of Accounting Concepts 2: Objective of General Purpose Financial Reporting”</i>, 1990.</p> <p>Duska. R. F. and Duska. B. S., <i>“Accounting Ethics”</i>, 2003, Blackwell Publishing Ltd, pp. xviii-li, and Chapter 1, pp. 7-23.</p> <p>Whittington. G., <i>“Corporate Governance and the Regulation of Financial Reporting”</i>, Accounting and Business Research, Vol. 2, 1993, Corporate Governance Special Issue, pp. 311-319.</p>

<p><b>Week 5 (15 April)</b> Gary Pflugrath</p>	<p><b>Topics: Corporate governance and auditing</b></p> <p><b>Readings:</b></p> <p>Gay. G. and Simnett. R., “<i>Auditing and Assurance Services</i>”, Third Edition, 2003, McGraw-Hill Australia Pty Limited, pp. 89-109.</p> <p>Johnson. R. (Ed), “<i>Readings in Auditing</i>”, 2004, John Wiley &amp; Sons Australia, Ltd, Chapter 12, pp. 150-164</p> <p>Psaros. J. and Seamer. M., “<i>Australian Audit Committees – Do They Meet Best Practice Guidelines?</i>”, Australian Accounting Review, Vol. 14, No. 3, 2004, pp. 77-85.</p> <p><b><u>Other References</u></b></p> <p>Australian Securities &amp; Investments Commission, July 2004, “<i>ASIC Policy Statement 34: ‘Auditors’ obligations: reporting to ASIC</i>”. <a href="http://www.asic.gov.au/asic/asic.nsf/lkuppdf/ASIC+PDFW?op=endocument&amp;key=pn34_pdf">http://www.asic.gov.au/asic/asic.nsf/lkuppdf/ASIC+PDFW?op=endocument&amp;key=pn34_pdf</a></p> <p>Australian Securities &amp; Investments Commission, July 2004, “<i>ASIC Policy Statement 180: ‘Auditor registration’</i>”. <a href="http://www.asic.gov.au/asic/asic.nsf/lkuppdf/ASIC+PDFW?op=endocument&amp;key=ps180_pdf">http://www.asic.gov.au/asic/asic.nsf/lkuppdf/ASIC+PDFW?op=endocument&amp;key=ps180_pdf</a></p>
<p><b>Week 6 (22 April)</b> Gary Pflugrath</p>	<p><b>MID SESSION TEST</b> <b>Venue to be Advised</b></p>
<p><b>Week 7 (29 April)</b> Peter Pham</p>	<p><b>Topics: Ownership Structure</b></p> <p><b>Readings:</b></p> <p>Dallas, G., Chapter 3, ‘Ownership Structure and External Influences’, <i>Governance and Risk</i>, edited by Dallas, G., Standard and Poor’s, 2005.</p> <p>Mayer, Colin, <i>Ownership Matters</i>, University of Oxford, 2000.</p> <p>La Porta, R., F. Lopez-De-Silanes and A. Shleifer, ‘Corporate Ownership Around the World’, <i>Journal of Finance</i>, 1999, Vol. 54, 471-517.</p>
<p><b>Week 8 (6 May)</b> Peter Pham</p>	<p><b>Topics: Board Structures and Managerial Compensation</b></p> <p><b>Readings:</b></p> <p>Milgrom, P. and J. Roberts, <i>Economics, Organization and Management</i>, Chapter 13 Executive and Management Compensation, Prentice Hall, Englewood Cliffs, 1992.</p> <p>Hall, B.J., ‘What you need to know about stock options’, <i>Harvard Business Review</i>, March-April 2000.</p>

<p><b>Week 9 (13 May)</b> Peter Pham</p>	<p><b>Topics: Takeovers and Leveraged Buy-Outs</b></p> <p><b>Readings:</b> Jensen, M., 'Eclipse of the Public Corporation', <i>Harvard Business Review</i>, 1989, Vol. 89(5).</p> <p>Gaughan, P. A., <i>Mergers, Acquisitions, and Corporate Restructurings</i>, 2<sup>nd</sup> ed., Ch. 6 Takeover Tactics, John Wiley &amp; Sons, Inc., 1999.</p>
<p><b>Week 10 (20 May)</b> Peter Pham</p>	<p><b>Topics: Shareholder Activism and Value Creation</b></p> <p><b>Readings:</b> Konigsburg, D., Chapter 4, 'Shareholder Rights and Stakeholder Relation, <i>Governance and Risk</i>, edited by Dallas, G., Standard and Poor's, 2005.</p> <p>Murphy, P., <i>Developing a Corporate Governance and Proxy Voting Policy</i>, County Investment Management.</p> <p>Van-Nuys, K., 'Corporate Governance through the Proxy Process: Evidence from the 1989 Honeywell Proxy Solicitation', <i>Journal of Financial Economics</i>, 1995, Vol. 34, 101-132.</p>
<p><b>Week 11 (27 May)</b> Peter Pham</p>	<p><b>Topics: Japanese and European Corporate Governance Practices – The Role of Banks Governance Issues and Reforms in Asia</b></p> <p><b>Readings:</b> Charkham, J. P., <i>Keeping Good Company</i>, Ch. 3 'Japan', Oxford University Press, 1994.</p> <p>Underwood, M., Chapter 17-3, 'Germany', <i>Governance and Risk</i>, edited by Dallas, G., Standard and Poor's, 2005.</p>
<p><b>Week 12 (3 June)</b> Peter Pham</p>	<p><b>Topics: Governance Issues and Reforms in Asia (cont) Corporate Governance Research and its Applications: Constructing Governance Index Exam Review</b></p> <p><b>Readings:</b> Prowse, S. D., <i>Corporate Governance: Emerging Issues and Lessons from East Asia</i>, The World Bank, 1998.</p>

For tutorial program and questions, refer to the Course Materials Booklet, WebCT and tutorial handouts in lectures.