1. **Title of the module**

LAWS8990 / LAWS8991 (LW899) Corporate Governance

1. **School or partner institution which will be responsible for management of the module**

Kent Law School

1. **The level of the module (e.g. Level 4, Level 5, Level 6 or Level 7)**

Level 7

1. **The number of credits and the ECTS value which the module represents**

20 credits (10 ECTS Credits)

1. **Which term(s) the module is to be taught in (or other teaching pattern)**

Autumn or Spring

1. **Prerequisite and co-requisite modules**

None

1. **The programmes of study to which the module contributes**

Canterbury - LLM in (Specialisation); LLM in Law; PG Diploma in (Specialisation); PG Certificate in Law.

Brussels - LLM in (Specialisation); PG Diploma in (Specialisation); PG Certificate in Law.

1. **The intended subject specific learning outcomes.  
   On successfully completing the module students will be able to demonstrate:**
   1. A critical understanding of the historical origins of contemporary corporate governance regimes;
   2. A critical understanding of different views of the nature and purpose of the public corporation, of the corporate share, and of corporate shareholding;
   3. A critical understanding of the leading contemporary theories of corporate governance, and of the ideologies and views of social and economic life that underpin them;
   4. A critical understanding of the relationship between various corporate governance regimes and different models of capitalist development;
   5. Critical knowledge and understanding of contemporary processes and pressures tending towards convergence of corporate governance regimes, and of the global economic and political context of these processes and pressures, and
   6. A critical understanding of the relationship between issues of corporate governance and wider international debates of law and policy regarding, especially, multinational corporations in such areas as the environment and human rights.
2. **The intended generic learning outcomes.  
   On successfully completing the module students will be able to:**
   1. Present relevant knowledge and understanding in the form of reasoned and supported argument;
   2. Develop and apply their knowledge and understanding in the form of reasoned supported argument;
   3. Carry out thorough research analysing various points of view and using wide sources.
   4. Express themselves to a high standard in a coherent form, with appropriate use of citation, and by the use of computer word processing.
   5. Find relevant primary and secondary material for research in hard copy and through electronic sources.
   6. Undertake further appropriate training or research in the field.
3. **A synopsis of the curriculum**

In recent years corporate governance - meaning the governance of the large corporations which dominate modern economic life - has emerged as a major area of political and academic interest. Increasing attention has come to be focused, in particular, on the comparative aspects of corporate governance and on the different legal regimes found in different parts of the world, with policy makers striving to determine which regimes are most likely to deliver (so-called) `efficiency' and competitive success. In this context much has been made of the differences between shareholder-oriented, Anglo-American governance regimes and the more inclusive (more stakeholder-oriented) regimes to be found in certain parts of continental Europe and Japan. One result is that the increasing interest in corporate governance has re-opened old questions about the nature of corporations, about the role and duties of corporate managers and about the goal of corporate activities and the interests in which corporations should be run.

This module will explore these debates. More generally, the question of corporate governance has become entangled with other important debates, most notably that surrounding the merits (or otherwise) of different models of capitalism: Anglo-American regimes are associated with stock market-based versions of capitalism, while European regimes are associated with so-called welfare-based versions of capitalism.

The question of corporate governance has, therefore, become embroiled with debates about the morality and efficiency of different models of capitalism. These too will be explored in this module.

1. **Reading List (Indicative list, current at time of publication. Reading lists will be published annually)**

* John Cioffi, Public Law and Private Power: Corporate Governance Reform in the Age of Finance Capitalism (Cornell UP 2010)
* Thomas Clarke (ed.), Theories of Corporate Governance- The Philosophical Foundations of Corporate Governance (Routledge 2004)
* Peter Gourevitch and James Shinn, Political Power and Corporate Control- The New Global Politics of Corporate Governance (Princeton UP 2009);
* Reinier Kraakman et al., The Anatomy of Corporate Law- A Comparative and Functional Approach (OUP, 2nd ed., 2009).
* Curtis J. Milhaupt and Katharina Pistor, Law & Capitalism- What corporate crises reveal about legal systems and economic development around the world (University of Chicago Press 2008).
* Peter Muchlinski, Multinational Enterprises and the Law (OUP, 2nd ed, 2007).
* Susanne Soederberg, Corporate Power and Ownership in Contemporary Capitalism: The Politics of Resistance and Domination (Routledge 2009)
* Stephen Tully (ed.), Research handbook on corporate legal responsibility (Cheltenham: Elgar, 2007).
* Cynthia Williams and Peer Zumbansen (eds.), The Embedded Firm: Governance, Labor, and Finance Capitalism (Cambridge UP 2011).

1. **Learning and Teaching methods**

Contact hours: 18

Private study hours: 182

Total study hours: 200

1. **Assessment methods.**

13.1 Main assessment methods

The module will be assessed by 100% coursework as follows:   
  
**In Canterbury:**

A written essay of no more than 5000 words (100%).

**In Brussels:**

An essay of no more than 5,000 words (80%)

Seminar participation (20%)

13.2 Reassessment methods

Reassessment instrument: 100% coursework

1. **Map of Module Learning Outcomes (sections 8 & 9) to Learning and Teaching Methods (section 12) and methods of Assessment (section 13)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Module learning outcome** | 8.1 | 8.2 | 8.3 | 8.4 | 8.5 | 8.6 | 9.1 | 9.2 | 9.3 | 9.4 | 9.5 | 9.6 |
| **Learning / teaching method** |  |  |  |  |  |  |  |  |  |  |  |  |
| Lectures | X | X | X | X | X | X |  |  |  |  |  | X |
| Seminars |  |  |  |  |  |  | X | X | X | X | X |  |
| Private Study | X | X | X | X | X | X | X | X | X | X | X | X |
| **Assessment method** |  |  |  |  |  |  |  |  |  |  |  |  |
| **Canterbury** |  |  |  |  |  |  |  |  |  |  |  |  |
| Essay | X | X | X | X | X | X | X | X | X | X | X | X |
| **Brussels** |  |  |  |  |  |  |  |  |  |  |  |  |
| Essay | X | X | X | X | X | X | X | X | X | X | X | X |
| Seminar participation | X | X | X | X | X | X | X | X | X | X | X |  |

1. **Inclusive Module Design**

The School recognises and has embedded the expectations of current equality legislation, by ensuring that the module is as accessible as possible by design. Additional alternative arrangements for students with Inclusive Learning Plans (ILPs)/declared disabilities will be made on an individual basis, in consultation with the relevant policies and support services.

The inclusive practices in the guidance (see Annex B Appendix A) have been considered in order to support all students in the following areas:

**a) Accessible resources and curriculum**

1. Preference will be given to electronic resources that meet minimum accessibility standards and support the use of assistive technologies.
2. Module outlines will be made accessible at least four weeks before the module starts.
3. Prioritised reading lists will be made available sufficiently in advance to accommodate the provision of alternative formats and support those with a slow reading speed.
4. Lecture/seminar slides/outlines will be made available in electronic format in advance to allow all students to prepare (particularly students with notetaking difficulties).
5. In accordance with the KLS school-level statement on Lecture Capture, in Canterbury, teaching sessions will not be recorded to assist notetaking as they are heavily discussion-based and may contain sensitive material. However, the module convenor will notify students in advance of any lectures that will be recorded. In Brussels, recording will be at the discretion of the module convenor.

**b) Learning, teaching and assessment methods**

The inclusive practices in the guidance (Annex B Appendix A, section b (1) and (2)) have all been considered in order to support all students in their assessments on this module.

1. **Campus(es) or Centre(s) where module will be delivered:**

Canterbury and Brussels

1. **Internationalisation**

Corporate governance is an inherently internationalised topic. The module examines, for example, the relationship between issues of corporate governance and wider international debates of law and policy regarding, especially, multinational corporations in such areas as the environment and human rights.

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**Revision record – all revisions must be recorded in the grid and full details of the change retained in the appropriate committee records.**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Date approved | Major/minor revision | Start date of the delivery of revised version | Section revised | Impacts PLOs (Q6 & 7 cover sheet) |
| April 2016 | Minor | September 2016 | 7, 13 |  |
| 06/01/2020 | Minor | September 2020 | 15 | No |