

LEADING ORGANIZATIONS
CORPORATE GOVERNANCE
SYLLABUS

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Written & Delivered By:



PEREGRINE

— GLOBAL SERVICES —

ACADEMICS • LEADERSHIP • PUBLICATIONS

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CORPORATE GOVERNANCE

OVERVIEW

Corporate governance is a legal and regulatory compliance issue. In the 21st century landscape, a purely legal and regulatory framework is counterproductive. Respecting the law of the country is important. However, it is not sufficient for the sustained success of the business. Being legal and complying with regulation is not the same as being ethical or even socially responsible. Evidence suggests that organizations that follow the Triple Bottom Line concept (TBL) – of profit, people, and planet – outperform their peers. Profit with purpose and shared value are alternative constructs used to define the scope of corporate governance today.

The roots of corporate governance go back to the 1930s and the seminal work of Adolf Berle and Gardiner Means. Corporate governance as we know it today began in the 1970s. First, corporate efforts shifted from profit maximization to shareholder wealth maximization. Second, there was a distinct shift from producers to customers. Third, regulation created new boundaries for organizations. Over time, the term stakeholder replaced the word shareholder. Today's organizations need to satisfy competing stakeholders. Shareholders expect good returns on their investment, and they value appreciation.

Customers expect quality products and exemplary services. Employees expect a fair compensation, benefits, a safe work environment, and a culture that fosters creativity and excellence. Suppliers expect stable and mutually beneficial relationships. Regulators expect compliance with the laws of the country. Society expects organizations to be good corporate citizens, espouse community interests, and improve the quality of life for everyone. Activists expect organizations to follow practices that do not harm the environment.

This module is designed for managers and junior executives seeking to make the transition to organizational leader at the director, chief, vice president, or president levels. The module is based on our book, *Leading Organizations: Innovating for Performance Excellence* published in 2019. This book is used in conjunction with our Executive Education Program for new or emerging CEOs.

The module would also qualify for Continuing Education Units (CEU) for professional certifications with most any profession.

LEARNING OUTCOMES

The learning outcomes for the module are as follows. With the completion of this module, learners should be able to:

1. Understand the concept of governance and its importance.
2. Know how to build a more effective board of directors.
3. Recognize the best practices in corporate governance.
4. Appreciate the role of the board and the role of shareholders and stakeholders.
5. Develop a template for successful board management.

CURRICULUM

<u>Section</u>	<u>Topics</u>
Introduction	<ul style="list-style-type: none"> • Module Purpose • Module Overview
What is Corporate Governance?	<ul style="list-style-type: none"> • Introduction • Responsibilities of the Board of Directors Video • The Challenges of Governance • Best Practices in Governance • Case Studies in Corporate Governance • The Purpose of Corporate Governance • Compensation Issues • Summary
How to Build Better Boards	<ul style="list-style-type: none"> • Introduction • Effective Board Governance Video • Board Composition • The Role of Shareholders • Case Study in Monitoring the Monitors • Principles of Good Governance • Summary
Perspectives on the Role of the Board of Directors	<ul style="list-style-type: none"> • Introduction • A Legal Perspective • A Governance Perspective • An Alternate Perspective • Enlightened Value Maximization • Readings on the Role of the Board of Directors • Summary
Module Summary, Reflective Questions, Case Studies, and Final Quiz	<ul style="list-style-type: none"> • Summary • Reflective Questions • Case Studies • Final Quiz

RESOURCES

Oedekoven O. O., K. B. Venkateshiah, D. J. Gilbert, & D. K. Robbins (2019). Leading Organizations: Innovating for Performance Excellence. Gillette, Wyoming: Peregrine Pathways.

Downloads:

- A. Selection and Orientation for New Members to the Board of Directors
- B. Responsibilities of the Board of Directors
- C. Position Description for a Member of the Board of Directors
- D. Committee Template for the Board of Directors
- E. Key Terms and Definitions for the Board of Directors
- F. Developing a Manual for the Board of Directors

ASSESSMENT

Throughout the module, there are in-progress quizzes and short exercises to ensure understanding of the instructional content. A completion certificate is issued when the learner obtains at least 80% on the final exam.

The learner must complete each module, case study questions, and reflection questions to be awarded a completion certificate for the program.

HOURS AND ARTICULATION

Learner hours are shown in the following table. The hours are based on both the time within the module and time away from the module conducting application activities.

<u>Section</u>	<u>Hours</u>
Introduction	0.5
What is Corporate Governance?	2
How to Build Better Boards	1.5
Perspectives on the Role of the Board of Directors	1
Module Summary, Reflective Questions, Case Studies, and Final Quiz	1
Total Hours	6