

**SEATTLE UNIVERSITY  
CORPORATE GOVERNANCE  
WINTER QUARTER 2018 SYLLABUS**

<b>Course information:</b> Course codes: ACCT 5385-01 Class location: PIGT 201 Classes: Mondays, 6:00 – 9:00 p.m. First class: Monday, January 8, 2018 Lass class: Monday, March 19, 2018 Final project: Due Wed., March 21, 7:50 p.m.	<b>Instructor information:</b> Instructor: Prof. Valentina L. Zamora Email: zamorava@seattleu.edu Office: PIGT414 Office hours: Tues & Thurs, 1:30-3 p.m. & by appt Phone: 206-296-5703 Tutor office: PIGT515B, M-F, 9 a.m. – 6 p.m.
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**Overarching question:**

*How does a company's governance framework balance managerial autonomy with corporate accountability?*

**Course Rationale/Description:**

“**Corporate governance** is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.” ~ Sir Adrian Cadbury, UK, Commission Report: Corporate Governance 1992.

The objective of this course is to develop an integrated knowledge of the corporate governance mosaic, which aims to balance managerial autonomy and corporate accountability. This course introduces students to the responsibilities of and interactions among key governance actors, including shareholders, board of directors and committees, managers, external and internal auditors, the capital markets, and the broader regulatory environment. Topics will be addressed using current readings, team cases, and a final report, with emphasis given to the continued development of skills in critical thinking, decision making, and both oral and written communication. In practical terms, we will (1) discuss and apply corporate governance theories used across multiple business disciplines, including accounting, finance, economics, and management; (2) analyze how incentives and information drive the key choices of corporate governance mosaic actors; and (3) compare and contrast corporate governance practices in the US and abroad.

**Learning Outcomes:** To succeed in this course, you must satisfactorily demonstrate all of the following:<sup>1</sup>

- Comprehensively apply at least one corporate governance theory to one real business decision context
- Comparatively explain the roles of key actors in the corporate governance mosaic in the US and abroad
- Critically evaluate cases of corporate governance using financial reporting and non-financial disclosures

**Learning approach:** Three anchors will characterize our shared responsibilities for learning in this course:

(1) **integration** – we will leverage your prior coursework to develop an understanding of corporate governance; (2) **interaction** – we will actively participate in briefing meetings with experts and in discussions with peers; and (3) **introspection** – we will engage in sense-making by giving new meaning to current readings and team cases as we reflect on our learning experiences. To operationalize these anchors, you should come prepared to ask or answer questions from your work in and outside of class; discuss related issues, other points of view, or even opposing ideas. I rely on you to make the course productive and interesting. You can rely on me to present course materials as clear and relevant to your professional development and personal formation. Hence:

*It is our joint responsibility to present each other opportunities to succeed.  
It is your individual responsibility to take advantage of those opportunities.*

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<sup>1</sup> This course partially fulfills the following Graduate Learning Goals: Exhibit the ability to identify, measure, interpret, and incorporate relevant information in analyzing problems and making effective business decisions.

### Learning Resources:

- **Required reading:** Access e-books and articles via the SU Library. See schedule provided separately.
- **Canvas:** The course site (<https://seattleu.instructure.com/login>) contains class notes, articles, cases, some grades, and other course materials. If you are missing handouts, go here first. You are expected to have reliable access to a computer with internet connection. Please only use the latest version of Firefox rather than Internet Explorer for full functionality. **Please use Canvas to email me.**
- **Technology:** To minimize distractions and disruptions, all electronic devices (cell phones, laptops, recording, etc.), including mine, must be turned off during class except by prior agreement or if deemed course-relevant by the instructor.
- **Class schedule:** Refer below for the due dates for all deliverables and other coursework expectations.
- **Business press:** Access relevant articles (WSJ, NYT, Harvard Business Review, CFO Magazine, Strategic Finance, Business Finance, etc.) via the SU library (<http://www.seattleu.edu/library/>).
- **Email: Please use Canvas to email me.** You are responsible for any and all messages and assignments that I send via Canvas or SU email. If you have a different, preferred email address, then make sure you forward your mail accordingly. Please be sure to maintain free space in your mailboxes so that you can receive messages with attached documents. Email subject heading should read: “ACCT5385” where “XX” indicates the specific subject matter (e.g., question on management control systems). Due to the constant threat of viruses, I delete without reading any messages without a subject, or with a subject that I find suspicious. Please do not email to ask questions that can be answered by first referring to the syllabus, schedule, or Canvas course site. If you practice good business communication skills, you can reasonably expect a response within the next business day (i.e., Mondays to Fridays, except holidays).
- **Instructor:** Drop-in during regular office hours or sign-up for a meeting slot in Canvas Scheduler. I update my availability weekly to match your needs. If these days/times do not work for you, email me to schedule an appointment. Please use the subject heading: “ACCT appointment request” and in the body of your email message provide a few options of days/times in order of your preference, the length of appointment (e.g. 10 minutes), and the specific reason for your appointment or call request.
- **Classmates:** Your classmates are a valuable resource because they have access to the same class materials, notes, etc. Prior students may not. You will be working with your classmates both in and outside of class, so it is to your mutual benefit to get to know each other. You should expect that you can rely on each other as this is the way it works in the real world. I encourage you to form study groups by the first week of class *to depend understanding of readings and work on team cases.*
- **Tutors:** The Department of Accounting maintains tutors for accounting courses. Tutors are in PIGT 515D and schedules are posted by the second week of the quarter. Tutor appointments become scarce especially before exam times so contact them in a timely fashion should you need additional help.

### University Resources and Policies:

- **Library and Learning Commons** (<http://www.seattleu.edu/learningcommons/>) resources include the Research [Library] Services, Learning Assistance Programs, Writing Center, and Math Lab.
- **Academic Integrity Tutorial** (<https://www.seattleu.edu/academicintegrity/>) you are responsible for.
- **Academic Policies** (<https://www.seattleu.edu/registrar/academics/performance/>) you are responsible for including: the Academic Integrity Policy, Academic Grading Grievance Policy, and the Performance Criteria for Undergraduate Albers School of Business & Economics Policy.
- **Notice for students concerning Disabilities** <http://www.seattleu.edu/DisabilitiesServices/>. If you have, or think you may have, a disability (including an ‘invisible disability’ such as a learning disability, a chronic health problem, or a mental health condition) that interferes with your performance as a student in this class, you are encouraged to arrange support services and/or accommodations through Disabilities Services staff in Loyola 100, (206) 296-5740. Disability-based adjustments to course expectations can be arranged only through this process. You are responsible for seeking help in a timely fashion to obtain disability-based adjustments to course expectations.

**Performance assessment:** Grades are assigned based on the following weights and approximate scale:

<u>Component weights:</u>	<u>Percent</u>	<u>Points</u>	<u>Grading scale</u>	<u>Letter Grade</u>
Team cases*	50%	150	95% and higher	A
Selected activities*	10%	30	90% - 94%	A-
Final project*	30%	90	87% - 89%	B+
Professionalism & Participation	10%	30	84% - 86%	B
Total	100%	300	80% - 83%	B-
			77% - 79%	C+
			76% and below	C and below

\* Rubrics provided in Canvas. Limit peer discussion of cases, reports, and the project to instructions, requirements, and guidance. Any unacknowledged sharing or copying any (even partial) solutions among students or teams violates Academic Policies and will be pursued in accordance with SU/Albers policies.

**Team Cases (worth 50%, 150 points):** Team cases deepen hard skills including primary source research, data analysis, model application, coping with ambiguities, and creative problem-solving. There are 6 team cases worth 25 points each. A missed case results in 0 points for the missing member. There are no makeup cases.

**Selected Activities (worth 10%, 30 points):** Selected activities sharpen soft skills including professional communications, interpersonal skills, and personal leadership. There are two activities worth 15 points each. Each student submits a 1-2 page report about each activity, including an introduction, discussion of three course-related confirmations, discussion of three course-related surprises, one overarching question resulting from the activity, and one action item to address the question in the near future. Requirements, grading, and guidance will be distributed separately in a timely fashion. There are no makeup activities.

**Final Project (worth 30%, 90 points):** The final project provides an opportunity to practice analyzing how a company balances managerial autonomy with corporate accountability. Each student will prepare a report analyzing an organization's corporate governance framework as evidenced by financial statements, supplemental disclosures, and other publicly-available information. The report will also provide one, well-reasoned recommendation to better balance managerial autonomy and corporate accountability. Project resources, instructions, requirements, and guidance will be distributed separately in a timely fashion. There are no makeup final projects.

**Professionalism and Participation [P&P] (worth 10%, 30 points):** Professionalism is included as part of your assessment to remind you that professional courtesy is an important success factor in your career. This includes, but is not limited to, being considerate with respect to teamwork, tone, timeliness, and technology use. This may also include the team member evaluations as described in Canvas. Participation is included to encourage you to contribute to and gain from class discussions. Of note, I can only assess your in-class participation if you are in class. If you expect to be late or absent, email me as soon as possible, so I can pass on your apologies to the rest of the class. Although necessarily subjective and finalized ex-post, you are welcome to seek P&P feedback during the course as this evaluation process is similar to what you will encounter throughout your career.

**Elements of success:** We will maintain a learning environment that models expectations for professional conduct and personal accountability. This course makes rigorous demands on your verbal and quantitative skills. It requires you to assimilate material, understand it in some depth and then apply it to various decision contexts. It should therefore not be undertaken casually. You should plan to spend **at least 8-10 hours per week, in addition to time in class, for readings, cases, and other coursework.** Finally, safeguard your integrity by working individually and independently in your tests, submitting original work, and properly citing references (<https://owl.english.purdue.edu/owl/section/2/10/>). When in doubt about what is or is not an academic honesty violation, ask the instructor ahead of time.