

2015

# MACC 690-01 Corporate Governance

Matthew Swendiman  
swendimanm@xavier.edu

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**Xavier University**  
**Williams College of Business**  
**BUAD 690-01/MACC 690-01: Corporate Governance**  
**Fall 2015**

<b>Instructor:</b>	Mr. Matt Swendiman, CFA
<b>Credit Hours:</b>	3
<b>Course Number:</b>	BUAD/MACC 690-01
<b>Location:</b>	Smith Hall 249
<b>Course Prerequisites:</b>	All required MBA courses (Or, with permission of MBA advisor for elective credit)
<b>Office Hours:</b>	By appointment
<b>Contact Information:</b>	Mr. Swendiman 513.629.2750 (office) 859.468.7044 (cell) <a href="mailto:mwendiman@graydon.com">mwendiman@graydon.com</a>
<b>Course Materials:</b>	Course materials to be posted on Canvas

Williams College of Business Mission Statement

*We educate students of business, enabling them to improve organizations and society, consistent with the Jesuit tradition.*

This course contributes to this mission by preparing MBA students to become leaders able to serve on or work with boards. Boards are subject to increased scrutiny and the concepts learned in this course, coupled with the Jesuit philosophy, are designed to be helpful and applicable to all types of organizations.

Office of Student Success

Location: 514 Conaton Learning Commons  
Phone: 513-745-3036  
Email: [studentretention@xavier.edu](mailto:studentretention@xavier.edu)

The Staff in the Office of Student Success is available to assist students to make the most of their Xavier experience. Personal staff consultations, success coaching, referrals to on-campus Solution Centers, and guiding students to effectively navigate their college experience are central to the Office's work. Please visit [www.xavier.edu/student-success](http://www.xavier.edu/student-success) to learn more.

## **Class Expectations**

- Students are expected to attend each class. Please contact me by e-mail or at 513.629.2750 at the earliest possible time to inform me if you will not be able to attend class.
- Students should be prepared to discuss all assigned readings in class. Thorough preparation leads to active discussion, greater understanding, and a more enjoyable class experience for all.
- Students will submit only their own work product.

## **Course Description**

This course provides an introduction to corporate governance that applies to publicly held corporations, privately owned corporations and non-profit organizations. The course emphasizes the development, implementation, monitoring, and evaluation of effective governance strategies.

## **Student Assessment and Evaluation**

- 1) Class Participation and Discussion (25%)
- 2) Periodic Quizzes (20%)
- 3) Final Exam (15%)
- 4) Class Assignments (30%)
- 5) ETS (MBA Capstone) Testing (10%)

Any late assignments will receive a 25% point reduction every day after the due date of the assignment unless prior arrangements are made.

## **Submitting Assignments and Projects to Canvas**

Please note that the majority of class assignments will be submitted on Canvas and that your course work will be transparent to other students. We will learn from benchmarking, collaborating and sharing our work. Please be sure to include your last name on all files that are posted to Canvas.

## **Class Schedule / Important Dates (Subject to Change)**

### AUGUST 2015

- August 24, 2015: First Class  
Introductions  
Syllabus, grading, class expectations, etc.
- August 31, 2015: Principal / Agency problem  
Duties (care, loyalty, fiduciary duty)  
Meeting formats (*e.g.*, timing, agenda, location, etc.)  
Board processes (*e.g.*, policies, bylaws, term limits)

### SEPTEMBER 2015

- September 7, 2015: No Class – Labor Day
- September 14, 2015: Board committees (*e.g.*, audit, nominating, etc.)  
Third parties (*e.g.*, officers, counsel, accountants, etc.)
- September 21, 2015: In Class Presentation – *Barbarians at the Gate*
- September 28, 2015: ETS (MBA Capstone) Testing

### OCTOBER 2015

- October 5, 2015: Board composition (*e.g.*, diversity, recruitment, remuneration, etc.)  
Board activities (*e.g.*, strategic planning, risk management, financial review, etc.)
- October 12, 2015: Structuring (*e.g.*, poison pills, term staggering, etc.)  
Board / CEO relations (*e.g.*, mentorship, performance and compensation review, Say on Pay)
- October 19, 2015: No Class
- October 26, 2015: Public filings (*e.g.*, 10-K, EDGAR, etc.)  
Board's use of Finance and Accounting

### NOVEMBER 2015

- November 2, 2015: Impact of poor board performance on shareholder value  
Impact of good governance on value (*e.g.*, ESG, etc.)  
Board improvement (*e.g.*, self-assessment, training, education)
- November 9, 2015: Directors and officers liability insurance  
Board “bad behavior”  
Whistleblowers

November 16, 2015:	Domestic v. Global Governance
November 23, 2015:	For-Profit v. Non-Profit Governance
November 30, 2015:	Topics in Non-Profit Governance
<u>DECEMBER 2015</u>	
December 7, 2015:	No Reading Assignment – Final Class DSAGC Site Visit
December 14, 2015	Final Exam