



## UNSW Course Outline

# LAWS8028 Corporate Governance - 2024

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## General Course Information

**Course Code :** LAWS8028

**Year :** 2024

**Term :** Term 1

**Teaching Period :** T1

**Is a multi-term course? :** No

**Faculty :** Faculty of Law and Justice

**Academic Unit :** School of Private and Commercial Law

**Delivery Mode :** In Person

**Delivery Format :** Standard

**Delivery Location :** Kensington

**Campus :** Sydney

**Study Level :** Postgraduate

**Units of Credit :** 6

### Useful Links

[Handbook Class Timetable](#)

## Course Details & Outcomes

### Course Description

Corporate governance has become increasingly important in the control of corporations and their behaviour. This course is about the governance of corporations and the inter-section of governance techniques with regulation and corporate law. It is not a course about director's

duties and liabilities, though these play an important role in shaping corporate governance. The course begins with a study of some corporate governance failures, which we refer back to throughout. It continues with a study of various techniques that have been employed in the pursuit of good corporate governance at board level and in the areas of shareholder and stakeholder activity. We also consider corporate governance at the supra-national level, the strengthening link with human rights and corporate social responsibility. Various theories or purposes of the corporation and its decision-makers are considered as we pass through the topics. The course concludes by looking at corporate governance and the financial markets and the remedial and sanctioning implications for corporate governance failures.

### Main Topics:

- Current developments in corporate governance and its environment: an overview of the legal structure of corporate governance; theories of corporate governance
- Comparative dimensions of corporate governance: global convergence or path dependence
- An introduction to corporate ethics
- The objectives of the corporation: defining corporate purposes and responsibilities: global and human rights dimensions
- Discerning the board's role and function and its optimal structure and process
- Board composition and role differentiation: executive versus non-executive directors
- The moderators of board conduct and standards: the respective roles of legal liability rules, markets and of social and ethical norms; the role of directors and officers liability insurance
- Director and executive remuneration
- The role in which shareholders are cast: reconfiguring for efficacy and function
- Encouraging shareholder activism: merits and feasibility
- The function of professional gatekeepers: auditors, financial advisers and lawyers.

## Relationship to Other Courses

There are (at present) no formal pre-requisites to this course. However, all candidates are warned that the course assumes all the knowledge that is usual for an undergraduate LLB student to acquire in an introductory company or corporate law course. Some additional do it yourself online modules on director's duties are provided on Moodle. These are for optional orientation week viewing for those who have been away from company law for a period or who are joining from jurisdictions outside Australia.

# Course Learning Outcomes

Course Learning Outcomes
CLO1 : Demonstrate effective oral communication and collaboration through class discussion of complex legal, theoretical and/or professionally relevant subject matter in a scholarly and insightful manner (PLOs 1a, 3a & 3b)
CLO2 : Show a practical, client-centred approach to creative problem solving by advising on options for Corporate Governance and evaluating possible client choices (PLOs 1a, 2a & 3a)
CLO3 : Examine and engage in advanced critical analysis of the essential elements of corporate law and the formation of governance through an extended research essay (PLOs 1a, 1b, 2a, 2b, 3a & 4)
CLO4 : Demonstrate advanced written communication skills by articulating complex legal concepts, theory and analysis using effective research methodologies by completing research essay (PLOs 1a, 1b, 2a, 2b & 3a)

Course Learning Outcomes	Assessment Item
CLO1 : Demonstrate effective oral communication and collaboration through class discussion of complex legal, theoretical and/or professionally relevant subject matter in a scholarly and insightful manner (PLOs 1a, 3a & 3b)	<ul style="list-style-type: none"><li>• Class Participation</li></ul>
CLO2 : Show a practical, client-centred approach to creative problem solving by advising on options for Corporate Governance and evaluating possible client choices (PLOs 1a, 2a & 3a)	<ul style="list-style-type: none"><li>• Class Participation</li></ul>
CLO3 : Examine and engage in advanced critical analysis of the essential elements of corporate law and the formation of governance through an extended research essay (PLOs 1a, 1b, 2a, 2b, 3a & 4)	<ul style="list-style-type: none"><li>• Research Essay</li><li>• Research Essay Plan</li></ul>
CLO4 : Demonstrate advanced written communication skills by articulating complex legal concepts, theory and analysis using effective research methodologies by completing research essay (PLOs 1a, 1b, 2a, 2b & 3a)	<ul style="list-style-type: none"><li>• Research Essay</li><li>• Research Essay Plan</li></ul>

## Learning and Teaching Technologies

Moodle - Learning Management System | Zoom | Microsoft Teams

## Learning and Teaching in this course

This is a post-graduate research and writing course. The classes will be conducted on a post-graduate seminar basis (no lectures) using questions and discussion and pre-reading. The assessment concentrates on building research and writing skills in this area as well as wider and

deeper understanding of the governance of corporations.

## Additional Course Information

This is a post-graduate research and writing course. The classes will be conducted on a post-graduate seminar basis (no in-person lectures) using questions and discussion and pre-reading. The assessment concentrates on building research and writing skills in this area as well as wider and deeper understanding of the governance of corporations.

# Assessments

## Assessment Structure

Assessment Item	Weight	Relevant Dates
Research Essay Assessment Format: Individual	60%	
Research Essay Plan Assessment Format: Individual	20%	Due Date: End of week 6
Class Participation Assessment Format: Individual	20%	

## Assessment Details

### Research Essay

#### Assessment Overview

Feedback includes formative feedback, peer feedback in class, online and the use of rubric.

#### Course Learning Outcomes

- CLO3 : Examine and engage in advanced critical analysis of the essential elements of corporate law and the formation of governance through an extended research essay (PLOs 1a, 1b, 2a, 2b, 3a & 4)
- CLO4 : Demonstrate advanced written communication skills by articulating complex legal concepts, theory and analysis using effective research methodologies by completing research essay (PLOs 1a, 1b, 2a, 2b & 3a)

### Research Essay Plan

#### Assessment Overview

This task involved a short written outline of the essay

Feedback includes formative feedback, peer feedback in class, online and the use of rubric.

### Course Learning Outcomes

- CLO3 : Examine and engage in advanced critical analysis of the essential elements of corporate law and the formation of governance through an extended research essay (PLOs 1a, 1b, 2a, 2b, 3a & 4)
- CLO4 : Demonstrate advanced written communication skills by articulating complex legal concepts, theory and analysis using effective research methodologies by completing research essay (PLOs 1a, 1b, 2a, 2b & 3a)

### Detailed Assessment Description

Detailed information about the research essay plan is available from orientation week on the course Moodle site.

### Assessment Length

1000 words

### **Class Participation**

#### Assessment Overview

Students are required to write 2 x 750 word notes, one in each half of the Term, reflecting on one of the readings for a selected class. The note must be handed in or emailed by 12 noon on the Monday preceding the class to which the note relates. In addition, students can expect to be asked questions at *any* class, and will need to be able to respond referencing the readings for that day whether or not it is a week in which they have elected to hand in a note. Those readings which are most important are indicated with an asterisk \* in the Class Reading list. 5 marks are the maximum available for each note, and 10 the maximum available for contribution to class discussion in respect of the notes and generally over the Term.

Feedback includes formative feedback, peer feedback in class, online and the use of rubric.

### Course Learning Outcomes

- CLO1 : Demonstrate effective oral communication and collaboration through class discussion of complex legal, theoretical and/or professionally relevant subject matter in a scholarly and insightful manner (PLOs 1a, 3a & 3b)
- CLO2 : Show a practical, client-centred approach to creative problem solving by advising on options for Corporate Governance and evaluating possible client choices (PLOs 1a, 2a & 3a)

## **General Assessment Information**

### Grading Basis

Standard

### **Requirements to pass course**

To pass the course students must gain a pass mark of 50% or more after addition of all the assessment items. Experience in teaching and assessing this course over nearly 20 years has shown that unless students make both adequate time to work on the various components of the course and a sincere effort on the weekly preparation for class and class participation, it is very difficult to pass the course.

## **Course Schedule**

### **Attendance Requirements**

Please see information about attendance requirements in **Law & Justice Assessment Procedure and Student Information** located in the Other Useful Information tab in the Academic Information field.

Please be advised there will be no classes on public holidays. If your class falls on a public holiday, alternative arrangements will be made by the course convenor to make up the missed class.

This course is taught online weekly for 2 hours in weeks 1-5 and 7-10. The additional classes are in-person in three 2 hour classes on the Saturday of Week 4 and are at the Kensington campus. More detailed schedule information is available from orientation week on the course Moodle site.

## **Course Resources**

### **Prescribed Resources**

The prescribed materials, including text book and online resources for this course are set out in detail and available from orientation week on the Moodle site for this course.

### **Recommended Resources**

The recommended materials, including text book and online resources for this course are set out in detail and available from orientation week on the Moodle site for this course.

### **Additional Costs**

Students will need to acquire the text book for weekly readings.

# Course Evaluation and Development

Evaluation in this course is done by the well established and well publicised use of the UNSW MyExperience Questionnaire. Various iterations and up-dates over the last nearly 20 years of teaching it have incorporated this feed-back into the course in both content and approach.

## Staff Details

Position	Name	Email	Location	Phone	Availability	Equitable Learning Services Contact	Primary Contact
Convenor	Dimity King sford Smith		Level 2 UNSW Law & Justice building	N/A	For 30 mins either before or after online classes. The details of this availability are set out from orientation week on the Moodle course site.	Yes	Yes

## Other Useful Information

### Academic Information

Upon your enrolment at UNSW, you share responsibility with us for maintaining a safe, harmonious and tolerant University environment.

You are required to:

- Comply with the University's conditions of enrolment.
- Act responsibly, ethically, safely and with integrity.
- Observe standards of equity and respect in dealing with every member of the UNSW community.
- Engage in lawful behaviour.
- Use and care for University resources in a responsible and appropriate manner.
- Maintain the University's reputation and good standing.

For more information, visit the [UNSW Student Code of Conduct Website](#).

### UNSW Law & Justice Assessment Policy

It is essential that all students undertaking this course read and abide by the [UNSW Law & Justice Assessment Policy & Student Information](#). This document includes information on Class Attendance, Late Work, Word Limits, Marking, Special Consideration, Workload, and Academic Misconduct & Plagiarism. More information can also be found at [Assessment & Exam Information](#).

Information regarding Course Outlines are subject to change and students are advised to check updates. If there is a discrepancy between the information posted here and the handbook or the UNSW Law & Justice website, please contact [Student Services via The Nucleus Hub](#) for advice. UNSW Law & Justice reserves the right to discontinue or vary such courses or staff allocations at any time. If your course is not here, please visit [Handbook](#) for information.

## Academic Honesty and Plagiarism

As a student at UNSW you are expected to display [academic integrity](#) in your work and interactions. Where a student breaches the [UNSW Student Code](#) with respect to academic integrity, the University may take disciplinary action under the Student Misconduct Procedure. To assure academic integrity, you may be required to demonstrate reasoning, research and the process of constructing work submitted for assessment.

To assist you in understanding what academic integrity means, and how to ensure that you do comply with the UNSW Student Code, it is strongly recommended that you complete the [Working with Academic Integrity](#) module before submitting your first assessment task. It is a free, online self-paced Moodle module that should take about one hour to complete.

## Submission of Assessment Tasks

Before submitting assessment items all students must read and abide by the [UNSW Law & Justice Assessment Policy & Student Information](#).

### Special consideration

Special consideration is primarily intended to provide you with an extra opportunity to demonstrate the level of performance of which you are capable. To apply, and for further information, see Special Consideration on the UNSW [Current Students](#) page.

### Feedback

UNSW Law & Justice appreciates the need for students to have feedback on their progress prior to the last date for withdrawal without failure. All courses will therefore provide feedback to students prior to this date, as well as throughout the course. However, students should note that feedback does not take the form only of formal grades and written comments on written assessments. Rather, formative feedback, which helps students to self-assess, to identify misunderstandings, and to identify areas requiring further work, will occur during class and

possibly online. For example, where a teacher asks the class a question, all students should think about how they might answer. Even though not all students will necessarily be able to respond orally, everyone can reflect on their tentative answer in light of the teacher's response and subsequent class discussion. If you are struggling to understand what is being asked in class, or if your tentative answers prove incorrect and subsequent discussion does not clear things up, then you should continue to ask questions (of yourself, your peers or your teacher). Similarly, you can get a sense of your ability in a course through peer feedback during group work, your teacher's responses to your in-class contributions, and your own response to in-class problems and examples (whether or not you are called on to relay your answer to the class) and also your online activities and responses by others to those activities. Students enrolled in this course may check their Moodle course page for details on the specific feedback used in this course.

## Faculty-specific Information

### Additional support for students

- Student support: <https://www.student.unsw.edu.au/support>
- Academic Skills and Support: <https://student.unsw.edu.au/academic-skills>
- Student Wellbeing, Health and Safety: <https://student.unsw.edu.au/wellbeing>
- Equitable Learning Services: <https://student.unsw.edu.au/els>
- UNSW IT Service Centre: <https://www.myit.unsw.edu.au>

### Course improvement

Student feedback is very important to continual course improvement. This is demonstrated within the Faculty of Law & Justice by the implementation of the UNSW online student survey myExperience, which allows students to evaluate their learning experiences in an anonymous way. myExperience survey reports are produced from each survey. They are released to staff after all student assessment results are finalised and released to students. Course convenors will use the feedback to make ongoing improvements to the course. Students enrolled in this course may check their Moodle course page for details on the actions taken in response to evaluation feedback in Student Survey.

## School Contact Information

Please contact [Nucleus Student Hub](#) for all enquiries. The Nucleus acts as a central communications hub for UNSW and will distribute your enquiry to the best person to respond.