



## Course and Examination Fact Sheet: Spring Semester 2025

### 8,712: Recht/Law: Debates in Corporate Governance

ECTS credits: 3

#### Overview examination/s

(binding regulations see below)

decentral - Written work, Digital, Individual work individual grade (60%)

Examination time: Term time

decentral - Presentation, Analog, Group work group grade (40%)

Examination time: Term time

#### Attached courses

Timetable -- Language -- Lecturer

[8,712,1.00 Recht/Law: Debates in Corporate Governance](#) -- English -- [Veldman Jeroen](#)

#### Course information

#### Course prerequisites

None.

#### Learning objectives

After successful completion of the course, students will be able to:

- understand the general history of key features of the modern corporation and their implications for debates in corporate governance, notably in the areas of company law, reporting and finance;
- appreciate how debates in corporate governance and their implementation into institutional contexts affect the context of management and organizational governance;
- explore current debates in the areas of company law, reporting and finance and assess their likely implications;
- critically discuss key issues such as stakeholder representation and sustainability in relation to debates in corporate governance.

#### Course content

Following earlier successful and engaging editions, this course will explore debates concerning the modern corporation and its governance.

Students will engage with links between societal grand challenges, such as climate change, the development of a new institutional setting in interdisciplinary contexts like company law, finance and reporting, and the possible consequences of these changes for business leaders, investors, and regulators.

The course will introduce analytical tools to understand the possibilities and limitations of corporate governance theories and their normative role in structuring relations between diverse actors and interests in the corporate governance area, and to engage with these issues in relation to a changing institutional context of corporate governance.

Through readings, class discussions, short exploratory research projects, group work and individual reflection, students will learn how to approach, make sense of and critically interrogate phenomena of corporate governance.

Students will also be able to use their analytical and problem-solving abilities to propose practical solutions to corporate governance challenges.

#### Course structure and indications of the learning and teaching design



Students will be asked to prepare for the class through a set of readings which will be provided ahead of the course, and will be expected to participate in group discussions, a group research project and presentations, as well as an overall reflection.

In the course we will explore historical backgrounds of corporate governance. Specifically, we will explore how specific ideas about the status, architecture and governance of corporations may be linked to contemporary societal grand challenges. This theoretical background will serve as a key point of reference for the remainder of the course.

We will link this theoretical background to contemporary debates in company law, reporting and finance. Notably, we will use case studies to explore the possible impact of current regulatory developments in the EU and in Switzerland in the areas of company law, reporting and finance on investors and boards.

Students will develop collective research projects in-class, in which they will select, research, explore and reflect upon the ideas, issues and models present in the literature and the cases discussed.

Finally, students will present the findings of their research projects. Though collective and critical reflection on the findings, we will draw some conclusions from the overall course about how we can engage with corporate governance, and perhaps design it differently.

Contextual Studies are considered part of **Contact Learning**; thus, taking part properly implies **regular attendance**. It is the students' own responsibility to ensure that there is **no timetable clash** between the courses they have chosen. A detailed course outline and all relevant documents will be made available on **StudyNet**. Only the current timetable as published on **Courses** does apply.

## Course literature

A full list of required and recommended readings will be made available on StudyNet; among other things, you will read the following:

Lokin, M., & Veldman, J. (2019). The Potential of the Dutch Corporate Governance Model for Sustainable Governance and Long Term Stakeholder Value. *Erasmus Law Review*, 4, 50–60. <https://doi.org/10.5553/ELR.000178>

Pollman, E. (2022). Pollman, Elizabeth, The Making and Meaning of ESG. *European Corporate Governance Institute - Law Working Paper No. 659/2022*. <https://ssrn.com/abstract=4219857>

Rock, E. B. (2020). For Whom is the Corporation Managed in 2020?: The Debate over Corporate Purpose. *SSRN Electronic Journal*. <http://dx.doi.org/10.2139/ssrn.3589951>

## Additional course information

Jeroen Veldman is Professor of Corporate Governance at Nyenrode Business University; Visiting Associate Professor at Mines Paristech, Interdisciplinary Institute for Innovation, Paris; Visiting Associate Professor at Rotterdam School of Management, Erasmus University Rotterdam; Honorary Senior Visiting Fellow at Bayes (formerly Cass) Business School, and Section Editor at the Journal of Business Ethics.

## Examination information

### Examination sub part/s

#### 1. Examination sub part (1/2)

##### Examination modalities

Examination type	Written work
Responsible for organisation	decentral
Examination form	Written work
Examination mode	Digital
Time of examination	Term time
Examination execution	Asynchronous
Examination location	Off Campus
Grading type	Individual work individual grade
Weighting	60%
Duration	--



## Examination languages

Question language: English

Answer language: English

## Remark

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## Examination-aid rule

Free aids provision

Basically, students are free to choose aids. Any restrictions are defined by the faculty members in charge of the examination under supplementary aids.

## Supplementary aids

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## 2. Examination sub part (2/2)

### Examination modalities

Examination type	Presentation
Responsible for organisation	decentral
Examination form	Oral examination
Examination mode	Analog
Time of examination	Term time
Examination execution	Asynchronous
Examination location	On Campus
Grading type	Group work group grade
Weighting	40%
Duration	--

### Examination languages

Question language: English

Answer language: English

### Remark

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### Examination-aid rule

Free aids provision

Basically, students are free to choose aids. Any restrictions are defined by the faculty members in charge of the examination under supplementary aids.

### Supplementary aids

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## Examination content

For the **group presentation** (40%), students will be asked to research a particular debate in corporate governance, to present the key features of how this debate, how corporate governance practices are affected by these debates, and the intended and/or likely changes that may arise from these debates. Presentations will be around 15 minutes plus discussion. Groups will be formed during day 3 at the latest, group size will be around 4, depending on class size.

For the **individual written assignment** (60%), students will be able to discuss and select a specific topic with the lecturer. An assignment should usually focus on a specific example of corporate governance, which can be the same as the one explored for the group presentation. The focus should be on how current debates on corporate governance unfold in the case, how corporate



governance practices are affected by these debates, and how intended and/or likely changes may arise from these debates.  
Length: around 15'000 characters including empty spaces, excluding title, table of contents, figures.

## Examination relevant literature

There is no essential literature required for the group presentation or the individual assignment. However, students are encouraged to use the literature provided and are expected to select suitable literature concerning their specific case (in group presentation) and example (in individual assignment) from the literature provided on StudyNet, in class and beyond. For the individual assignment, students will be able to send essay plans to the lecturer including literature, for which the lecturer will provide feedback and give additional literature suggestions.

### Please note

Please note that only this fact sheet and the examination schedule published at the time of bidding are binding and takes precedence over other information, such as information on StudyNet (Canvas), on lecturers' websites and information in lectures etc.

Any references and links to third-party content within the fact sheet are only of a supplementary, informative nature and lie outside the area of responsibility of the University of St.Gallen.

Documents and materials are only relevant for central examinations if they are available by the end of the lecture period (CW21) at the latest. In the case of centrally organised mid-term examinations, the documents and materials up to CW 13 (Monday, 25 March 2025) are relevant for testing.

Binding nature of the fact sheets:

- Course information as well as examination date (organised centrally/decentrally) and form of examination: from bidding start in CW 04 (Thursday, 23 January 2025);
- Examination information (supplementary aids, examination contents, examination literature) for decentralised examinations: in CW 12 (Monday, 17 March 2025);
- Examination information (supplementary aids, examination contents, examination literature) for centrally organised mid-term examinations: in CW 14 (Monday, 31 March 2025);
- Examination information (regulations on aids, examination contents, examination literature) for centrally organised examinations: two weeks before ending with de-registration period in CW 15 (Monday, 07 April 2025).