



Course and Examination Fact Sheet: Spring Semester 2025

8,240: Corporate Governance (MGM)

ECTS credits: 4

Overview examination/s

(binding regulations see below)

decentral - Active participation, Analog, Individual work individual grade (10%)

Examination time: Term time

decentral - Written work, Digital, Individual work individual grade (50%)

Examination time: Term time

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

Examination time: Term time

Attached courses

Timetable -- Language -- Lecturer

[8,240,1.00 Corporate Governance \(MGM\)](#) -- English -- [Scheef Christine](#)

Course information

Course prerequisites

No formal prerequisites. However, students should show a general interest in corporate governance and ownership.

Learning objectives

The overarching aim of the course is to develop the students' understanding of how governance can contribute to firm success and value creation.

After completing the course, students will be able to:

1. Critically assess a firm's governance structure against the backdrop of important governance theories such as agency theory, team production theory, and incomplete contracting theory.
2. Engage in contemporary debates such as shareholder activism and stakeholder governance and form their own opinions on these debates.
3. Describe the duties and tasks of the board of directors and critically evaluate the impact of a board's composition and structure on the board functioning and firm strategy.
4. Identify opportunities and pitfalls in the use of incentive-based executive compensation and discuss implications of incentive-based compensation for firm strategy and value creation.
5. Evaluate how firm owners influence firm governance and strategy and design effective governance structures suitable for different types of firms.

In addition, students further improve their communication skills through class discussions and debates as well as enhance their teamwork skills through interactive group exercises.

Course content

Corporate governance is more than just rules and compliance, but a powerful means to steer a firm's strategy and value creation. The course offers a look into corporate governance, providing students with an understanding of how companies are managed and controlled in today's world. Drawing on recent examples, the course addresses important governance challenges, from boardroom dynamics, executive compensation, to the influence of ownership structures and the demands of various stakeholders.



The course begins by exploring the development of corporate governance, focusing on how the field of corporate governance and important governance theories have emerged as a response to the rise of the public corporation. Students will study and contrast closely held (i.e. owner-controlled) firms with the public corporation to explain why and how governance challenges differ between both types of firms and how both types of companies approach shareholder versus stakeholder value creation differently.

Further, the course will examine the function of the board of directors, investigating how the composition, structure, and dynamics of boards affect their functioning, drive firm strategy and influence firm performance. Students will also discuss about executive compensation, one of the main tools to incentivize managers and main duties of the board of directors.

The final section of the course explores the influence of ownership on governance, emphasizing how different types of owners – from family owners to institutional investors – shape firm behavior. Student will analyse how large shareholders, or activist investors have transformed companies, revealing the growing role of owners in directing firm strategy, governance, and overall success of firms.

By the end of the course, students will be equipped with knowledge and analytical skills to evaluate and discuss corporate governance across various contexts.

Course structure and indications of the learning and teaching design

Course structure

The modules are organized around the following three main topics:

1. **Foundations of corporate governance:** Discover the origins of corporate governance, the interplay between ownership and control, and how governance balances between shareholder and stakeholder interests. Learn and apply about important theories of corporate governance.
2. **The board of directors:** Learn about the duties and tasks of the board of directors and explore how the composition and structure of the board of directors affects board processes and firm strategies to achieve long-term value creation.
3. **Ownership and governance:** Learn about the dynamic interplay of ownership structures, owner characteristics, and governance structures. Explore how owners exercise more and more power on firm strategies and firm success.

Please note that minor changes and adjustments to the structure of the course may occur before and during the semester.

Teaching formats

The course offers a learning environment with a balance between interesting content from theory and practice and interactive elements. Key teaching elements are:

- **Learning videos:** Pre-class learning videos provide the theoretical foundations for each session and give you the flexibility to study the basic knowledge for each class, when convenient for you. Learning questions guide your learning journey.
- **Class discussions:** Each class starts with an interactive discussion about the learning questions and practical examples of this week's content.
- **Group activity:** To foster the understanding and apply knowledge to practical examples, we use selected case studies and discussion articles that we discuss in plenum or groups.
- **Debates:** Group debates on contemporaneous governance topics will help you to reflect on the topic from various viewpoints and form own opinions on specific topics.
- **Guest speakers:** Selected board directors and owners will join our classes to share their experiences and practical insights into corporate governance and provide you first-hand insights into how governance works in the real world.

Course literature

Relevant literature, articles and case studies will be distributed at the beginning of the course.

Additional course information

--



Examination information

Examination sub part/s

1. Examination sub part (1/3)

Examination modalities

Examination type	Active participation
Responsible for organisation	decentral
Examination form	Oral examination
Examination mode	Analog
Time of examination	Term time
Examination execution	Synchronous
Examination location	On Campus
Grading type	Individual work individual grade
Weighting	10%
Duration	--

Examination languages

Question language: English
Answer language: English

Remark

--

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

--

2. Examination sub part (2/3)

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	50%
Duration	--

Examination languages

Question language: English
Answer language: English

Remark

--



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

--

3. Examination sub part (3/3)

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

--

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

--

Examination content

Oral examination (40%)

- The group examination will take place in form a parliamentary debate about a contemporaneous topic of corporate governance.
- **Timing:** The first debate will take place in the third week of class; every student is expected to be ready to present from the third week of class onwards.
- **Group selection:** Students organise themselves into groups of 3-4 students, depending on the final class size. **The group selection is done in the first week of class. Presence is required.**
- **Topic selection:** The topics will be provided in the first week of class. Student groups are assigned to the topics according to their preferences whenever possible. Students can however not decide whether they will argue in favor or against the topic. The lecturer makes this assignment.
- **Duration:** The debate lasts 30min and each student group has 15min to make their arguments. Details on the procedure of the debate will be given in class.
- Students are asked to independently research on the topic of their debate. No specific literature will be provided.



Written examination (50%)

- **Timing:** The written exam takes place in the week after the break.
- **Content:** The content of the exam questions can cover all parts of the course. The exam questions are in form of short case studies, discussion articles, debate questions, or reflection questions for which the students are asked to develop their own answers based on the content and learnings from the course

Active participation (10%)

- Students will be graded on their involvement in class and how they contribute to class discussions. To give students some guidance on the grading, the lecturer will share grading categories at the start of the course.

Examination relevant literature

See content of exams for details.

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).