



Course and Examination Fact Sheet: Autumn Semester 2022

9,120: Board Governance

ECTS credits: 6

Overview examination/s

(binding regulations see below)

Decentral - Active participation (20%)

Examination time: term time

Decentral - Presentation (in groups - all given the same grades) (30%)

Examination time: term time

Decentral - examination paper written at home (individual) (50%)

Examination time: term time

Attached courses

Timetable -- Language -- Lecturer

[9,120,1.00 Board Governance](#) -- Englisch -- [Sutter Rüdissler Michèle Florence](#)

Course information

Course prerequisites

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Learning objectives

Students will learn about the importance and complexity of today's roles, responsibilities and the work of the board of directors. Moreover, they will understand different board theories and their underlying effect in practice. The course addresses the following topics, amongst others:

- Different Board Structures around the world and their impact on "Good Corporate Governance"
- The essence of an effective board composition (cognitive diversity as a key element) and board committees (nomination, remuneration, audit, digitalisation, sustainability etc.)
- National and international Governance Codices and their interconnection with ownership structures
- Board working style: what are effective and efficient ways a board works together as a team (including board agendas, calendars, strategy retreats, sparring partnerships with senior management etc.)
- Board activity and performance, board processes (rethinking the value and impact of board of directors, including board evaluations)
- The interaction of the board of directors with different stakeholders "wider stakeholder community" (for example, proxy advisors, regulators, institutional investors, (minority and large) shareholders, employees, society)
- The board's role as regards ESG (Environmental, Social, Governance), digitalization, new work, Web 3.0, metaverse and many more.

Course content

Board work matters. Scientific literature has highlighted the board as a central pillar of corporate governance. It is argued that boards are more flexible than external governance mechanisms when collecting and processing information. However, boards are also confronted with the issues of time limitations and availability of information. Ongoing legal and governance reforms worldwide require boards to demonstrate the quality of their work, namely, boards' contributions to corporate strategy, their



proficiency in exercising and monitoring organizational controls, as well as demonstrating institutional competence.

This course is focused on developing students' awareness of the roles, responsibilities, and work of boards of directors. In the first step, students are asked to critically analyze diverse theories of boards of directors within continuously changing environments. Based on the respective theoretical groundwork, students will further approach and elaborate on practical issues adapted from case scenarios. Finally, course meeting time is devoted to reflect the simulation of underlying board processes and discuss emerging board challenges with external experts.

Course structure and indications of the learning and teaching design

The course is structured into an introductory session, two theory sessions, and a block-seminar:

- The course starts with an introductory session where a general overview on the respective topic is given and ideas, mutual expectations, and course tasks are clarified. Moreover, student groups will be formed for the theory sessions.
- In two theory sessions, the background of major board theories will be provided both through lectures and student's presentations of the relevant readings.
- A three-day block-seminar during fall semester break engrosses thoughts, critically reflects, and puts knowledge to work. The block-seminar will include a mixture of lectures (including guest speakers), case discussions, and small in-class assignments.

Course literature

Key literature, references as well as further readings (i.a., recommended text books, case studies, assigned journal articles and reports) will be provided through Canvas in due time.

Additional course information

Prof. Dr. oec. Michèle F. Sutter-Rüdissler is an Adjunct Professor for 'Organizational Control and Governance' at the University of St. Gallen as well as a long-term Guest Professor for 'Governance of Banking and Insurance' at the School of Management at the Università Commerciale Luigi Bocconi in Milano. Prof. Sutter-Rüdissler also serves as an independent director on boards of different companies (both listed, non-listed).

Examination information

Examination sub part/s

1. Examination sub part (1/3)

Examination time and form

Decentral - Active participation (20%)

Examination time: term time

Remark

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Examination-aid rule

Active classroom participation

In the "Active classroom participation" examination form, regular participation in class is assessed.

The assessment criteria can be as follows:

- Requests to speak enrich the discussion (productive) / requests to speak disturb the discussion (counterproductive);
- Requests to speak are correct/requests to speak are incorrect;
- Requests to speak are frequent/average/rare;



- No requests to speak, but students follow the lesson/no requests to speak and students do not noticeably follow the lessons.

Supplementary aids

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Examination languages

Question language: English

Answer language: English

2. Examination sub part (2/3)

Examination time and form

Decentral - Presentation (in groups - all given the same grades) (30%)

Examination time: term time

Remark

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Examination-aid rule

Practical examination

No examination-aid rule is necessary for such examination types. The rules and regulations of the University of St. Gallen apply in a subsidiary fashion.

Supplementary aids

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Examination languages

Question language: English

Answer language: English

3. Examination sub part (3/3)

Examination time and form

Decentral - examination paper written at home (individual) (50%)

Examination time: term time

Remark

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Examination-aid rule

Term papers

Written work must be written without outside help according to the known citation standards, and a declaration of authorship must be attached, which is available as a template on the StudentWeb.

Documentation (quotations, bibliography, etc.) must be carried out universally and consistently according to the requirements of the chosen/specified citation standard such as e.g. APA or MLA.

The legal standard is recommended for legal work (cf. by way of example: FORSTMOSER, P., OGOREK R., SCHINDLER B., Juristisches Arbeiten: Eine Anleitung für Studierende (the latest edition in each case), or according to the recommendations of the Law School).

The reference sources of information (paraphrases, quotations, etc.) that has been taken over literally or in the sense of the original text must be integrated into the text in accordance with the requirements of the citation standard used. Informative and bibliographical notes must be included as footnotes (recommendations and standards e.g. in METZGER, C., Lern- und Arbeitsstrategien (latest edition)).

For all written work at the University of St.Gallen, the indication of page numbers is mandatory, regardless of the standard chosen. Where page numbers are missing in sources, the precise designation must be made differently: chapter or section title,



section number, article, etc.

Supplementary aids

none

Examination languages

Question language: English

Answer language: English

Examination content

Relevant to the written examination paper are all lectures (including guest lecturers), lecture notes, discussions, and all required readings and documents published on the UniSG learning platform.

Examination relevant literature

See above.

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 (CW51) at the latest. In the case of centrally organised mid-term examinations, the documents and materials up to CW 42 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 34 (Thursday, 25 August 2022);
- Examination information (regulations on aids, examination contents, examination literature) for decentralised examinations: in CW 42 (Monday, 17 October 2022);
- Examination information (regulations on aids, examination contents, examination literature) for centrally organised mid-term examinations: in CW 42 (Monday, 17 October 2022);
- Examination information (regulations on aids, examination contents, examination literature) for centrally organised examinations: two weeks before the end of the registration period in CW 45 (Monday, 7 November 2022).