



Course and Examination Fact Sheet: Autumn Semester 2023

9,120: Board Governance

ECTS credits: 6

Overview examination/s

(binding regulations see below)

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

Examination time: Term time

decentral - Active participation, Analog, Individual work individual grade (20%)

Examination time: Term time

decentral - Presentation, Analog, Group work group grade (30%)

Examination time: Term time

Attached courses

Timetable -- Language -- Lecturer

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

Course information

Course prerequisites

Basic knowledge of Corporate Governance is an advantage, but not a necessary precondition.

Learning objectives

You will learn about the importance and complexity of today's roles, responsibilities and the work of the board of directors. Moreover, you 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, AI, 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 reflecting the simulation of underlying board processes and discuss emerging challenges with board members and other 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. Prof. Sutter-Rüdissler also serves as an independent director on boards of various companies (both listed, non-listed).

Examination information

Examination sub part/s

1. Examination sub part (1/3)

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	On Campus
Grading type	Individual work individual grade
Weighting	50%
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 (2/3)

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	20%
Duration	--

Examination languages

Question language: English

Answer language: English

Remark

active participation in class, case discussion

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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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	Off Campus
Grading type	Group work group grade
Weighting	30%
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

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, 24 August 2023);
- Examination information (supplementary aids, examination contents, examination literature) for decentralised examinations: in CW 42 (Monday, 16 October 2023);
- Examination information (supplementary aids, examination contents, examination literature) for centrally organised mid-term examinations: in CW 45 (Monday, 06 November 2023);
- Examination information (regulations on aids, examination contents, examination literature) for centrally organised examinations: two weeks before the end of the de-registration period in CW 45 (Monday, 06 November 2023).