

***Federal State Autonomous Educational Institution of Higher Education
"Peoples' Friendship University of Russia"***

***Faculty of Economics
Department of National Economy***

Recommended by MSSN / MO

**Program and Description
of the Course**

CORPORATE GOVERNANCE

**Master Program "International Business"
field 38.04.01 "Economy"
specialization "International Business"**

Qualification (degree) graduate: Master Degree

2021

1. Goals and objectives of discipline:

The goal of the course: CORPORATE GOVERNANCE The purpose of studying the discipline is to familiarize students with the basic theoretical paradigms of corporate governance; to form a holistic understanding of corporate governance among students, its role in the composition of management sciences, give skills in analyzing strategies, and skills in developing strategies.

The main tasks of studying the discipline are:

- reveal the essence, content and structure of corporate governance;
- analysis of the main causes of corporate conflicts, local resistance in the field of entrepreneurship and ways to resolve them;
- analyze the balance of interests, including the need to take into account social responsibility in the formation of corporate strategy;
- reveal the content of strategies - goals, methods and forms of ensuring corporate governance, analyze strategies;
- analyze domestic and foreign experience in the field of corporate governance;
- to give the skill of making managerial decisions taking into account the balance of interests in the corporate environment of the enterprise.

2. Place of discipline in the structure of the study plan:

This course is a variety part course of the curriculum Б1. Б.ДБ.03.01 Knowledge and skills acquired in the study of this course will be used in the study of other disciplines, in writing papers and Master Thesis, in scientific research of students.

Requirements for results of the Master program studying

In accordance with the OS VO RUDN, as a result of mastering the master's program "International Business", the graduate develops the following competencies:

Universal competencies (UC):

UC-1. Able to search for and critically analyze problem situations based on a systematic approach, and develop a strategy for action.

UC-2. Able to manage a project at all stages of its life cycle.

General professional competencies (GPC):

GPC-1. Able to apply knowledge (at an advanced level) of fundamental Economics in solving practical and/or research problems.

GPC-2. Able to apply advanced instrumental methods of economic analysis in applied and/or fundamental research.

Professional competencies (PC):

PC-1. Able to analyze and forecast the main socio-economic indicators of the enterprise, industry, region and the economy as a whole

PC-2. Able to develop design solutions, strategies for the behavior of economic agents and evaluate their effectiveness.

PC-3. Able to independently carry out research activities and critically evaluate the results obtained.

3. Requirements for the results of the studying of disciplines are:

Universal competencies (UC):

UC-1. Able to search for and critically analyze problem situations based on a systematic approach, and develop a strategy for action.

UC-2. Able to manage a project at all stages of its life cycle.

General professional competencies (GPC):

GPC-1. Able to apply knowledge (at an advanced level) of fundamental Economics in solving practical and/or research problems.

GPC-3. Able to generalize and critically evaluate scientific research in Economics.

GPC-6. Able to critically evaluate the capabilities of digital technologies for solving professional problems, work with digital data, evaluate their sources and relevance .

Professional competencies (PC):

PC-1. Able to analyze and forecast the main socio-economic indicators of the enterprise, industry, region and the economy as a whole

PC-2. Able to develop design solutions, strategies for the behavior of economic agents and evaluate their effectiveness.

PC-3. Able to independently carry out research activities and critically evaluate the results obtained.

4. The work load of discipline and types of training activities

Credit hours for the discipline are **3 credit units (one module)**

Type of school work	Total hours	Module			
		1	2	3	4
	4		4		
Including:			-	-	-
Lectures					
Seminars (C)	4		4		
Self-study (total)	104		104		
Including:				-	-
Course project (individual project)					
Cash and graphics					
Review		-			
<i>Other types of independent work:</i>					
Preparation of 3 creative projects					
Independent study of recommended literature					
Preparation for the final certification					
Type of interim assessment (test, exam)					
The overall credit hours	108		108		

Section 1. Models and standards of corporate governance

Topic 1. Corporate governance: definition and significance

Definition, goals and objectives of corporate governance. History of corporate governance. Corporate governance costs. Corporate Governance Effect

Topic 2. Theories and models of corporate governance

Agent theory. Service theory. Stakeholder Theory. Anglo-American corporate governance model. German corporate governance model. Japanese corporate governance model.

Topic 3. International corporate governance standards and corporate governance system in Russia

OECD Principles. Best corporate governance practices. Corporate Governance Code.

Topic 4. Management and control bodies of joint stock companies.

Competence of organs. Tasks of the organs. Shareholder Rights.

Section 2. Corporate Governance System

Topic 5. Board of Directors

Goals and objectives, authority, procedure for the formation and termination of authority. Remuneration and responsibility. Restriction on election. Committees of the Board of Directors.

Topic 6. Executive bodies of a joint stock company

Goals and objectives, authority, procedure for the formation and termination of authority. Remuneration and responsibility. Restriction on election. Transfer of authority to a management organization

Topic 7. Information disclosure and transparency in corporate governance.

The value of disclosure. Quarterly reporting and its content. Essential facts. Facts affecting the value of securities. Publicity of financial statements. Types of information disclosure. Disclosure Responsibility

Topic 8. Integration dynamics in the corporate sector and government regulation of integration processes.

Mergers and acquisitions, concept, types. Antitrust regulation.

Topic 9 Prospects for the formation and development of the Russian model of corporate governance

The concentration of capital in the hands of management. Strong insider position. Creation of holding structures

5.2 Thematic sections and interdisciplinary connection with other disciplines.

Discipline is taught in the second module of the master's program and does not require follow-up training courses.

5.3. Workload composition

Section	TOPIC	lectures (h)	seminars (h)
Section 1. Models and standards of corporate governance	Topic 1. Corporate governance: definition and meaning		2
	Topic 2. Theories and models of corporate governance		
	Topic 3. International standards of corporate governance and corporate governance in Russia		
	Topic 4. Management and control bodies of joint stock companies.		
Section 2. Corporate Governance System	Topic 5. Board of Directors		2
	Topic 6. Executive bodies of the joint stock company		
	Topic 7. Information disclosure and transparency in corporate governance.		
	Topic 8. Integration dynamics in the corporate sector and government regulation of integration processes.		
	Topic 9 Prospects for the formation and development of the Russian model of corporate governance		
	Total 4		4

6. Laboratory workshop. Not provided.

7. . Methodical and informational support

a) main literature:

1. Rozanova, N. M. Corporate governance: a textbook for undergraduate and graduate programs / N. M. Rozanova. - Moscow: Yurayt Publishing House, 2019 .-- 339 p. - (Bachelor and Master. Academic course). - ISBN 978-5-534-02854-6. - Text: electronic // EBU Yurait [site]. - URL: <https://biblio-online.ru/bcode/433451>

7 2. Krasilnikov S.A. Management. Holding Management: a manual for undergraduate and graduate programs / S. A. Krasilnikov, A. S. Krasilnikov; edited by S. A. Krasilnikov. -Moscow: Yurayt Publishing House, 2019 .-- 169 p. - (Bachelor and Master. Module). -ISBN 978-5-9916-8751-5. - Text: electronic // EBU Yurait [site]. - URL: <https://biblio-online.ru/bcode/437072>

b) additional literature:

. The Civil Code of the Russian Federation, part one of November 30, 1994 N 51-Ф3. Adopted by the State Duma on October 21, 1994 (as amended on 03.08.2018 N 339-Ф3,) www.garant.ru

2. Federal Law of December 26, 1995 N 208-Ф3 “On Joint Stock Companies”. Adopted by the State Duma on November 24, 1995. (as amended on July 19, 2018 N 209-Ф3,) www.garant.ru

3. Federal Law of April 22, 1996 N 39-Ф3 “On the Securities Market”. Adopted by the State Duma on March 20, 1996. Approved by the Federation Council on April 11, 1996. (as amended on 03.08.2018 N 295-Ф3,) www.garant.ru

4. Federal Law of February 8, 1998 N 14-Ф3 "On Limited Liability Companies". Adopted by the State Duma on January 14, 1998. Approved by the Federation Council on January 28, 1998. (as amended on April 23, 2018 N 87-Ф3) www.garant.ru

5. Federal Law of August 8, 2001 N 129-Ф3 “On State Registration of Legal Entities and Individual Entrepreneurs”. Adopted by the State Duma on July 13, 2001. Approved by the Federation Council on July 20, 2001. (as amended on 03.08.2018 N 295-Ф3,) www.garant.ru

6. Federal Law of 08.01.1998 No. 6-Ф3 “On Insolvency (Bankruptcy)”. Adopted by the State Duma on September 27, 2002. Approved by the Federation Council on October 16, 2002. (as amended on July 1, 2018 N 175-Ф3,) www.garant.ru

7. Bank of Russia Regulation dated December 30, 2014 N 454-P "On Disclosure of Information by Issuers of Equity Securities"

8. Corporate Governance Code developed by the Bank of Russia, 2014. www.garant.ru

9. Gohan P.A. Mergers, acquisitions and restructuring of companies. M.: Alpina Publishers, 2018

10. Isaev D.E. Corporate governance and strategic management: information aspect. M. : HSE 2017

c) Periodicals:

1. Akhmetova M.E. Consideration of corporate disputes in the civil process [Text] // Comparative law and problems of private law regulation in Russia and foreign countries. - M.: PFUR Publishing House, 2016 PFUR Library

<http://lib.rudn.ru/MegaPro/Web/Search/Simple>

2. Zainullin S.B. Methodological problems of corporate conflict resolution // Internet journal "SCIENCE" Volume 8, No 2 (2016)

3. Zainullin S.B. The need for an integrated approach to resolving corporate conflicts // Internet journal "SCIENCE" Volume 8, No 3 (2016)

d) Electronic sources:

1. Kuznetsova E.I. Economic security. Textbook and workshop for universities. M.: Yurait 2017 <https://www.litres.ru/elena-kuznecova-1084/ekonomicheskaya-bezopasnost-uchebnik-i-prakt-23137299/>
2. Lukash A.Yu. Counteraction to hostile and criminal manifestations and their prevention as a component of ensuring security and business development. Tutorial. M.: Flint 2017 <https://www.litres.ru/uriy-lukash/protivodeystvie-vrazhdebnym-i-prestupnym-proyavleniyam-i-ih-profilaktika-kak-sostavlyauschaya-obespecheniya-bezopasnosti-i-razvitiyaithya>
3. Owl S. Economic security. Textbook for universities. M.: Yurayt, 2015 <https://www.litres.ru/andrey-viktorovich-z/ekonomicheskaya-bezopasnost-uchebnik-dlya-vu-12051811/>

8. Software

OC MS Windows (XP), MS Office 2010, Mentor

Logistical support discipline:

- classrooms (rooms) at the workplace for lectures (depends on the number of students)
and for seminars (the number of students in separate groups);
- board;
- desktop PC with Microsoft Office 2007;
multimedia projector;
portable equipment - a laptop and a projector;
screen (stationary or portable floor).

№ aud.	Name-equipped classrooms	List of main equipment
17	Classroom	Multimedia Projector - 2 pcs., Sound Tribune - 1 pc., Screen - 2 pcs.
19	Computer Class	Computers Pentium 4-1700/256MB/cd/audio - 21 pcs., Multimedia projector PanasonicPT-LC75 - 1 pc., The screen is 1 unit.
103	Classroom	Multimedia Projector - 1 pc.,
105	Classroom	Multimedia Projector - 1 pc.,
1	Classroom	Multimedia Projector - 1 pc.,
2	Classroom	Multimedia Projector - 1 pc.,
Conference hall	Classroom	Multimedia Projector - 1 pc., Sound equipment
Hall 4Library	Classroom	Multimedia Projector - 1 pc.,

There are 770 library workstations in the reading rooms of PFUR library. Reading and lending rooms of the Academic and Research Library are located in 5 university buildings. Some

9 rooms are used for group work, 3 rooms are equipped with multimedia devices. Internet access is provided in the library via Wi-Fi.

There are more than 17000 Library readers. Library fund contains 1.800.000 books and is increased monthly. The funds are universal, they are formed by the discipline principle. It is increased due to departments' orders. The library staff counts 43, 36 of them have university degrees, 90% are computer competent.

Electronic catalogue has been compiled since 1990. Since 2010 PFUR e-library system has provided readers with information and full-text document access.

Book lending is done automatically. The free access room is equipped with self-service lending station applying RFIT-technology.

All PFUR computers provide access to PFUR e-library system and electronic sources.

The platform for information, service and resource access is available at the library website <http://lib.rudn.ru/>.

11. Guidelines on the organization of the discipline:

Types of classes and teaching methods

The implementation of the course includes interactive lectures, practical sessions (workshops) including multimedia equipment and an interactive tutorial, the independent creative works and their subsequent presentation, testing, group discussions on topics of the course.

Lectures	The classroom form of instruction in which the main provisions of the academic discipline are given. The ultimate goal of the lectures is the achievement by students of the degree of mastering the theoretical knowledge they need for further professional activity. The form of the lecture can be both traditional and interactive.
Seminars	A classroom dialogue form of classes on one of the course topics, involving the active participation of students (all or some of them), aimed at developing their skills of independent theoretical analysis of the problems addressed in the course, including by studying texts of primary sources, accumulating practical experience in solving typical professional tasks.
Group academic counseling	The main task of group academic counseling is a detailed or in-depth examination of some theoretical course topics, the development of which, as a rule, makes it difficult for some students. At the request of students, it is possible to introduce additional ones for discussion: topics of particular interest to them that do not receive sufficient coverage in the lecture course. This form of study is mandatory for the teacher, the student has the right not to take part in such a consultation if he has successfully mastered this section of the course on his own or the additional topic being discussed does not interest him.
Individual consultations	An out-of-class form of a teacher's work with an individual student, implying discussion of those sections of the discipline that were not clear to the student, or caused by the student's desire to work on writing

a course or final qualifying work for the course being studied.

Master class	Lecture and / or group counseling by a guest of well-known and highly qualified foreign or domestic scholar (or practice in this field). The task is to show the real side of research and applied work in science and demonstrate to students the standards of professional thinking in their chosen specialty.
Independent work	Reading the recommended literature (mandatory and optional), preparing for oral presentations, preparing for written examinations (midterm, final tests), writing essays, essays, term papers and final qualifying works; as well as other types of work required to complete the curriculum

Terms and criteria for grading

From students are required to attend lectures and seminars, mandatory participation in the certification tests, the performance of the teacher's assignments. Especially appreciated is the active work at the seminar (the ability to lead a discussion, a creative approach to the analysis of materials, the ability to clearly and concisely formulate their thoughts), as well as the quality of the preparation of quizzes (tests) and reports.

Evaluation of the discipline being taught is based on the results of the study, demonstrated by students throughout the entire period of study (usually a module). The final grade is determined by the amount of points received by students for various types of work during the entire period of study provided by the curriculum.

All types of educational work are carried out exactly in the terms stipulated by the training program. If a student, without good reason, did not complete any of the study tasks (he missed the test, passed the abstract later, etc.), then points are not awarded for this type of study, and the works prepared after the due date are not evaluated.

For various types of work during the entire period of study a student can get the maximum amount - 100 points, of which:

The final grade for the discipline is set in accordance with the sum of the points scored, which consists of the following elements:

- Attendance and current work in the classroom - 30 points
- Midterm evaluation - 15 points
- Presentation of homework - 30
- Final evaluation - 25 points

Score-rating system of knowledge assessment, rating scale

BRS points	Traditional RF ratings	ECTS
95 - 100	Excellent - 5	A (5+)
86 - 94		B (5)
69 - 85	Good - 4	C (4)

61 - 68	Satisfactory - 3	D (3+)
51 - 60		E (3)
31 - 50	Unsatisfactory - 2	FX (2+)
0 - 30		F (2)
51 - 100	Test	Passed

Description of ECTS ratings:

A ("Excellent") - the theoretical content of the course has been mastered completely, without gaps, the necessary practical skills of working with the mastered material have been formed, all the training tasks provided by the training program have been completed, the quality of their implementation is estimated by the number of points close to the maximum.

B ("Very Good") - the theoretical content of the course has been fully mastered, without gaps, the necessary practical skills of working with the mastered material are basically formed, all the training tasks provided by the training program are completed, the quality of performance of most of them is assessed by the number of points close to the maximum.

C ("Good") - the theoretical content of the course has been fully mastered, without gaps, some practical skills of working with mastered material are not sufficiently developed, all the training tasks provided for by the training program are completed, the quality of performance of none of them is assessed by the minimum number of 5 dollars, some types of tasks are completed with errors.

D ("Satisfactory") - the theoretical content of the course has been partially mastered, but the gaps are not essential, the necessary practical skills of care with the material mastered are mostly formed, most of the training tasks provided by the training program are completed, some of the completed tasks may contain mistakes.

E ("Mediocre") - the theoretical content of the course has been partially mastered, some practical skills have not been formed, many of the training tasks provided by the training program have not been completed, or the quality of performance of some of them is assessed by the number of points close to the minimum.

FX ("Conditionally unsatisfactory") - the theoretical content of the course is partially mastered, the necessary practical skills are not formed, most of the training tasks provided by the training program are not fulfilled or the quality of their implementation is assessed by the number of points close to the minimum; with additional independent work on the course material it is possible to improve the quality of the performance of training tasks

F ("Certainly unsatisfactory") - the theoretical content of the course is not mastered, the necessary practical skills are not formed, all completed training tasks contain blunders, additional independent work on the course material will not lead to any significant improvement in the quality of the training tasks.

12. Fund of assessment tools for intermediate certification of students in the discipline

Materials for assessing the level of mastering the educational material of the discipline

"Corporate governance" (evaluation materials), including a list of competencies with an indication of the stages of their formation, a description of indicators and criteria for evaluating competencies at various stages of their formation, a description of the assessment scales, typical control tasks or other materials, necessary for the assessment of knowledge, abilities, skills and (or) experience of activities that characterize the stages of the formation of competencies in the process of mastering the educational program, methodological materials that determine the procedures for assessing knowledge, skills, skills and (or) experience of activities that

12 characterize the stages of formation of competencies in full and are available for students on the discipline page at TUIS RUDN. The program has been drawn up in accordance with the requirements of the OS of VO RUDN University.

Developers:

Associate Professor of the Department National Economy _____	S.B. Zainullin.
Associate Professor of the Department Program Supervisor _____	R.O. Voskerchyan
Head of the Department of National Economy, Professor _____	Y.N.Moseykin

The work program of the discipline is recommended for approval by a representative of the employing organization:

LLC Astakhov, Khoroshev, Zainullin and Partners

General Director	SB. Zainullin.
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