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**Federal State Autonomous Educational Institution for Higher Education
PEOPLES' FRIENDSHIP UNIVERSITY OF RUSSIA NAMED AFTER PATRICE
LUMUMBER
(RUDN University)**

Department of National economy

COURSE SYLLABUS

CORPORATE GOVERNANCE

Recommended by the Didactic Council for the Education Field of:

38.04.01 «Economy»

**The course instruction is implemented within the professional education
programme of higher education**

«International Business»

2026 г.

1. THE COURSE GOALS

The goal of the course: Corporate governance 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.

2. REQUIREMENTS FOR LEARNING OUTCOMES

Mastering the course "Corporate governance" is aimed at developing the following competencies (parts of competencies):

Table 2.1. The list of competencies formed by students in the mastering the COURSE

| Competence code | Competence | Competence achievement indicators (within this course) |
|-----------------|--|---|
| GC-5. | Able to analyze and take into account the diversity of cultures in the process of intercultural interaction. | GC-5.2. Finds and uses information about cultural peculiarities and traditions of various social groups in social and professional communication; GC-5.3. Takes into account the historical heritage and socio-cultural traditions of various social groups, ethnic groups and confessions, including world religions, philosophical and ethical teachings, in social and professional communication on a given topic; GC-5.4. Collects information on a given topic, taking into account the ethnicities and confessions most widely represented at the points of the study; GC-5.5. Substantiates the specifics of project and team activities with representatives of other ethnicities and (or) confessions; GC-5.6. Adheres to the principles of non-discriminatory interaction in personal and mass communication in order to fulfill professional tasks and strengthen social integration. |
| PC-1. | Able to analyze and forecast the main socio-economic indicators of the enterprise, industry, region and the economy as a whole | PC 1.1. Able to prepare analytical materials for the evaluation of economic policy measures and strategic decision-making at the micro and macro levels; PC 1.2. Able to analyze and use various sources of information for economic calculations PC 1.3 Able to make a forecast of the main socio-economic indicators of the enterprise, industry, region and the economy as a whole; |
| PC-3. | Able to independently carry out research activities and critically evaluate the results obtained | PC-3.1 Able to generalize and critically evaluate the results obtained by domestic and foreign researchers, identify promising areas, and draw up a research program; PC-3.2 Able to substantiate the relevance, theoretical and practical significance of the chosen topic of scientific research; |

| Competence code | Competence | Competence achievement indicators (within this course) |
|-----------------|------------|--|
| | | PC-3.3 Able to conduct independent research in accordance with the developed program and present the results to the scientific community in the form of an article or report |

3. COURSE IN HIGHER EDUCATION PROGRAMME STRUCTURE

The Course “Corporate governance” refers to the Optional Disciplines formed by the participants in the educational relations of the block Higher Education Programme Structure

As part of the Higher Education Programme Structure , students also master other disciplines and / or practices that contribute to the achievement of the planned results of mastering the Course " Corporate governance " .

Table 3.1. The list of components of the Higher Education Program Structure that contribute to the achievement of the planned results of mastering the Course

| Competence code | Competence | Previous Disciplines (Modules) * | Subsequent Disciplines (Modules)* |
|-----------------|--|---|-----------------------------------|
| GC-5. | Able to analyze and take into account the diversity of cultures in the process of intercultural interaction. | | Doing business in Russia |
| PC-1. | Able to analyze and forecast the main socio-economic indicators of the enterprise, industry, region and the economy as a whole | Business' evaluation and company's cost management International business management Corporate Security | Doing business in Russia |
| PC-3. | Able to independently carry out research activities and critically evaluate the results obtained | Business' evaluation and company's cost management International business management Corporate Security | Doing business in Russia |

* - filled in in accordance with the matrix of competencies

4. COURSE WORKLOAD AND ACADEMIC ACTIVITIES

Course Workload and Academic Activities 3credits.

Table 4.1. Types of academic activities during the period of the HE program(me) mastering

| Types of academic activities during the period of the HE programmastering | | Course workload, academic hours | Semesters | | | |
|---|----------------|---------------------------------|-----------|---|---|---|
| | | | 1 | 2 | 3 | 4 |
| <i>Contact academic hours</i> | | 36 | 36 | | | |
| including: | | | | | | |
| lectures | | | | | | |
| Seminars | | 36 | 36 | | | |
| <i>Self-study, academic hours</i> | | 63 | 63 | | | |
| <i>Evaluation and assessment</i> | | 9 | 9 | | | |
| Course workload | academic hours | 108 | 108 | | | |
| | credits | 3 | 3 | | | |

5. COURSE CONTENTS

Table 5.1. The content of the course (module) by type of educational work

| Name of the course module | Topic Title | Content of the topic | Types of academic activities |
|--|---|---|------------------------------|
| Module 1. Models and standards of corporate governance | Topic 1.1. Corporate governance: definition and meaning | Definition, goals and objectives of corporate governance. The history of corporate governance. Corporate management costs. The effect of corporate governance. | lectures Seminars |
| | Topic 1.2. Theories and models of corporate governance | Agent theory Service theory. Stakeholder theory. Anglo-American model of corporate governance. German model of corporate governance. Japanese corporate governance model. | lectures Seminars |
| | Topic 1.3. International standards of corporate governance and corporate governance in Russia | OECD Principles. Best corporate governance practices. Corporate Governance Code of the Federal Financial Markets Service. | lectures Seminars |
| | Topic 1.4. Management and control bodies of joint stock companies. | Competence of organs. Tasks organs. Shareholder rights. | lectures Seminars |
| Module 2. Corporate Governance System | Topic 2.1. Board of Directors | Aims and objectives, powers, order of formation and termination of powers. Reward and responsibility. Restriction on election. Board Committees. | lectures Seminars |

| Name of the course module | Topic Title | Content of the topic | Types of academic activities |
|---------------------------|---|--|------------------------------|
| | Topic 2.2. Executive bodies of the joint stock company | Aims and objectives, powers, order of formation and termination of powers. Reward and responsibility. Restriction on election. Transfer of authority to the managing organization. | lectures Seminars |
| | Topic 2.3. Information disclosure and transparency in corporate governance. | The value of disclosure. Quarterly reporting and its content. The essential facts. Facts affecting the value of securities. Publicity Financial statements. Types of disclosure. Responsibility for violations in disclosing information | lectures Seminars |
| | Topic 2.4. Integration dynamics in the corporate sector and government regulation of integration processes. | Mergers and acquisitions, concept, types. Antitrust regulation. | lectures Seminars |
| | Topic 2.5. Prospects for the formation and development of the Russian model of corporate governance | The concentration of capital in the hands of management. Strong insider positions. Creating holding structures. | lectures Seminars |

6. CLASSROOM EQUIPMENT AND TECHNOLOGY SUPPORT REQUIREMENTS

Table 6.1. Classroom Equipment and Technology Support Requirements

| Classroom for Academic Activity Type | Classroom equipment | Specialized educational / laboratory equipment, software and materials for mastering the discipline |
|--------------------------------------|--|---|
| Lecture | Classroom, equipped with a set of specialized furniture; whiteboard; a set of devices includes portable multimedia projector, laptop, projection screen, stable wireless Internet connection.. | Laptop, projector, board, screen Software: Microsoft Windows, MS Office / Office 365, MS Teams, Chrome (latest stable release), Skype |
| Seminars | Classroom, equipped with a set of specialized furniture; whiteboard; a set of devices includes portable multimedia projector, laptop, | Laptop, projector, board, screen Software: Microsoft Windows, MS Office / |

| Classroom for Academic Activity Type | Classroom equipment | Specialized educational / laboratory equipment, software and materials for mastering the discipline |
|--------------------------------------|---|---|
| | projection screen, stable wireless Internet connection. | Office 365, MS Teams, Chrome (latest stable release), Skype |
| Self-studies | Classroom, equipped with a set of specialized furniture; whiteboard; a set of devices includes portable multimedia projector, laptop, projection screen, stable wireless Internet connection. | Laptop, projector, board, screen Software: Microsoft Windows, MS Office / Office 365, MS Teams, Chrome (latest stable release), Skype |

7. RESOURCES RECOMMENDED FOR COURSE STUDY

• Main reading(sources)

1. *Corporate governance: a textbook for universities / S. A. Orekhov [et al.]; under the general editorship of S. A. Orekhov. - Moscow: Yurayt Publishing House, 2024. - 312 p. - (Higher education). — ISBN 978-5-534-05902-1. — Text: electronic // Educational platform Urayt [website]. — URL: <https://urait.ru/bcode/539550>*

2. *Rozanova, N. M. Corporate governance: a textbook for universities / N. M. Rozanova. - Moscow: Yurayt Publishing House, 2024. - 339 p. - (Higher education). — ISBN 978-5-534-02854-6. — Text: electronic // Educational platform Urayt [website]. — URL: <https://urait.ru/bcode/536762>*

3. *Zainullin S.B. Corporate governance. Tutorial. M.: RUDN.2023*

• Additional (optional) reading (sources)

1. *Civil Code of the Russian Federation part one of November 30, 1994 N 51-FZ. Adopted by the State Duma on October 21, 1994 (as amended on August 3, 2018 N 339-FZ,) www.garant.ru*

2. *Federal Law No. 208-FZ of December 26, 1995 “On Joint Stock Companies”. Adopted by the State Duma on November 24, 1995. (as amended on July 19, 2018 N 209-FZ,) www.garant.ru*

3. *Federal Law No. 39-FZ of April 22, 1996 “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-FZ,) www.garant.ru*

4. *Federal Law of February 8, 1998 N 14-FZ "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-FZ) www.garant.ru*

5. *Federal Law No. 129-FZ of August 8, 2001 “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-FZ,) www.garant.ru*

6. *Federal Law No. 6-FZ of January 8, 1998 “On Insolvency (Bankruptcy)”. Adopted by the State Duma on September 27, 2002. Approved by the Federation Council on October 16, 2002*

7. *Bank of Russia Regulation No. 454-P dated December 30, 2014 "On Disclosure of Information by Issuers of Equity Securities"*

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

9. *Gokhan P.A. Mergers, acquisitions and restructuring of companies. Moscow: Alpina Publishers, 2018*

10. *Isaev D.E. Corporate governance and strategic management: informational aspect. Moscow: HSE 2017*

• Electronic libraries with access for RUDN students . Databases and search engines EBS of RUDN University and third-party EBS, to which university students have access based on concluded agreements:

- RUDN Electronic Library System - RUDN EBS <http://lib.rudn.ru/MegaPro/Web>
- ELS "University Library Online" <http://www.biblioclub.ru>
- EBS Yurayt <http://www.biblio-online.ru>
- ELS "Student Consultant" www.studentlibrary.ru
- EBS "Lan" <http://e.lanbook.com/>

2. Databases and search engines:

- electronic fund of legal and normative-technical documentation
<http://docs.cntd.ru/>

- Yandex search engine <https://www.yandex.ru/>

- Google search engine <https://www.google.ru/>

- abstract database SCOPUS [http://www.elsevierscience.ru/products/scopus/-](http://www.elsevierscience.ru/products/scopus/)

Educational and methodological materials for independent work of students in the development of the discipline/module:*

1. *A course of lectures on the discipline " Corporate governance "*.

2. *Topics for independent reports*

3. *Essay Topics*

* - *all educational and methodological materials for independent work of students are placed in accordance with the current procedure on the page of the discipline in TUIS!*

<https://esystem.rudn.ru/course/index.php?categoryid=833>

8. EVALUATION MATERIALS AND SCORE-RATING SYSTEM FOR ASSESSING THE LEVEL OF FORMATION OF COMPETENCES IN THE COURSE

Evaluation materials and a point-rating system* for assessing the level of competence formation (part of competences) based on the results of mastering the discipline " Corporate governance " are presented in the Appendix to this Work Program of the discipline.

*** - OM and BRS are formed on the basis of the requirements of the relevant local normative act of the Peoples' Friendship University of Russia.**

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