

Module Title:	Corporate Governance and Business Practice
Language of Instruction:	English
Credits:	10
NFQ Level:	8
Module Delivered In	1 programme(s)
Teaching & Learning Strategies:	Lectures - communication of knowledge and ideas from the lecturer to the student. Problem Solving Exercises - student will work as part of a team and will work together to resolve various legal scenarios. Class Discussion/Debate - Students will be encouraged to actively participate in the class sessions which will develop their analytical and communication skills. E-Learning - It is envisaged that the module will be supported with on-line learning materials. Self-Direct Independent Learning - the emphasis on independent learning will develop a strong and autonomous work and learning practices.
Module Aim:	The aim of this course is to give students a thorough appreciation of the regulatory environment within which a corporate management team must operate and an ability to address ethical issues that arise in a Corporate environment.

Learning Outcomes	
<i>On successful completion of this module the learner should be able to:</i>	
LO1	Distinguish between companies, partnerships and sole traders, and be able to critically analyse the advantages and disadvantages associated with the various types of business organisations; Demonstrate knowledge of the legal nature of companies and the consequences of incorporation for a business. Analyse the regulatory framework for corporate governance in Ireland and the EU.
LO2	Critically evaluate the rights and duties of corporate members and shareholders and demonstrate an integrated and applied knowledge of the laws regulating corporate management and administration.
LO3	Demonstrate an in-depth comprehension of the laws dealing with receivership, examinership and liquidation, and demonstrate the ability to assess the impact of such events on a company.
LO4	Work as an effective member of a group in analyzing and solving ethical issues faced by companies in managing business in a competitive market
LO5	Demonstrate an ability to research aspects of corporate governance either independently or as part of a group and communicate findings and proposals in written and/or verbal form.
LO6	Identify and evaluate business ethics theory and its applications in diverse leadership decision making situations.

Pre-requisite learning
Module Recommendations <i>This is prior learning (or a practical skill) that is recommended before enrolment in this module.</i>
No recommendations listed
Incompatible Modules <i>These are modules which have learning outcomes that are too similar to the learning outcomes of this module.</i>
No incompatible modules listed
Co-requisite Modules
No Co-requisite modules listed
Requirements <i>This is prior learning (or a practical skill) that is mandatory before enrolment in this module is allowed.</i>
No requirements listed

Module Content & Assessment

Indicative Content

INTRODUCTION TO INCORPORATION AND REGULATION

Types of Company Structure – limited and unlimited, public and private Formation of a company, Constitution of a Company, The Consequences of Incorporation, Separate legal personality. Methods and means of Corporate Regulation and Enforcement in Ireland - the role of the Office of the Director of Corporate Enforcement The role of the Companies Registrar The Role of the Minister The Role of the Central Bank Commission The Role of the Stock Exchange The Role of the DPP The Role of the Auditor

SHAREHOLDERS

Duties of Members and Shareholders Rights and Powers of Members and Shareholders ,relief in cases of oppression (minority protection).

CORPORATE MANAGEMENT

Division of Power, Company Directors; Types, Qualifications, Duties – statutory, common law, fiduciary. Director's powers, Civil and Criminal penalties under the Companies Act. Actions Against Directors - Fraudulent/Reckless Trading, Disqualification and Restriction, Failure to Keep Accounting Records, Company Secretary and Statutory Auditor – Role, Qualifications, Appointment/Removal, Duties, Powers. Criminal and Civil penalties under the Companies Act.

RECEIVERSHIP, EXAMINERSHIP AND LIQUIDATION

Receivership – role of receiver, qualifications, appointment, effect on the company of appointment, resignation and removal of a receiver, receivers' duties and powers. Examinership – role of examiner, qualification, grounds and procedure for appointment, effect on company of appointment of examiner (court protection), examiners' duties and powers. Liquidation – role and qualifications of liquidator, effect of appointment of a liquidator on a company Principal duties of liquidators (duties to Director of Corporate Enforcement and filing duties) Liquidators' powers (general powers and powers of investigation and asset realization and distribution, Fraudulent Preference) Types of Liquidation – Members' Voluntary Liquidation, Creditors' Voluntary Liquidation, Compulsory Liquidation.

INTRODUCTION TO BUSINESS ETHICS & ETHICAL DECISION MAKING

1) Ethics in the World of Business Business Decision Making Ethics, Economics and Management Business Ethics and Ethical Theory 2) Whistle-Blowing What is Whistle-Blowing? The Justification of Whistle-Blowing Is There a Right to Blow the Whistle? Developing a Whistle-Blowing Policy 3) Trade Secrets and Conflict of Interest Trade Secret Protection Competitor Intelligence Gathering Conflict of Interest 4) Privacy Challenges to Privacy The Meaning and Value of Privacy The Privacy of Employee Records Privacy on the Internet

ETHICS IN BUSINESS PRACTICE

1) Marketing, Advertising, and Product Safety Marketing Advertising Product safety Business Ethics and the Media 2) Ethics in Finance and HRM Financial Services Financial Markets Insider Trading Hostile Takeovers Recruitment and Promotion Policies Downsizing 3) Corporate Social Responsibility The Debate Over CSR The Business Case for CSR Implementing CSR 4) International Business Ethics Wages and Working Conditions Foreign Bribery Cultural Differences

Assessment Breakdown	%
Continuous Assessment	60.00%
End of Module Formal Examination	40.00%

Continuous Assessment

Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Other	Critical Research Essay(s). This will assess the student's ability to use analytical and research skills gained to apply knowledge of statute, codes, case law and commentary to a relevant established or evolving area of the law relating to Corporate Governance, through research, critical analysis and reasoning. Students will be expected to demonstrate an ability to argue for both sides of a given hypothesis or problem. The student will be required to research the law relating to the topic and	1,2,3,4	20.00	n/a
Case Studies	Two case studies on Business Ethical issues will be used to assess students' decision making skills. One of these will be based on group work and the final case study will be an individual case study assessment.	4,6	40.00	n/a

No Project

No Practical

End of Module Formal Examination

Assessment Type	Assessment Description	Outcome addressed	% of total	Assessment Date
Formal Exam	End-of-Semester Final Examination	1,2,3,4,5,6	40.00	End-of-Semester

SETU Carlow Campus reserves the right to alter the nature and timings of assessment

Module Workload

Workload: Full Time		
Workload Type	Frequency	Average Weekly Learner Workload
Lecture	Every Week	3.00
Independent Learning Time	Every Week	4.00
Total Hours		7.00

Workload: Part Time		
Workload Type	Frequency	Average Weekly Learner Workload
Lecture	26 Weeks per Stage	1.50
Independent Learning Time	26 Weeks per Stage	6.19
Total Hours		200.00

Module Delivered In

Programme Code	Programme	Semester	Delivery
CW_BRLMB_B	Bachelor of Business(Honours) in Management	4	Mandatory