

Open University
of Mauritius



DIRECTOR DEVELOPMENT PROGRAMME

**Corporate
Governance**

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Module Overview

Module Code	CG
Module Title	Corporate Governance
Credits	10
Academic year	2020
Tutor	Patricia Day-Hookoomsing or Francoise White
E-mail address	
Skype/phone	
Programme Manager	Dr. Linda Mamet - MloD Mr Mrinal Sohoraye – Open University
Dates	February 2020 – April 2020
Assessment period	April 2020

Module Summary

Aims of the Module:

All organisations are directed and controlled by corporate governance which includes practices, processes and rules. Good governance is a must nowadays for the long term success of any organisation and this is achieved through effective management in terms of power, accountability and decision making. The board of directors plays an important role in the governance of their respective organisations.

The aim of this module is to provide an understanding of the key principles and elements of good corporate governance systems. Participants will be able to identify challenges and ways to respond to corporate governance concerns. The key stakeholders will be introduced in this module and their importance will be discussed. Through this module, participants will also study the ethical part of corporate governance.

Intended Learning outcomes:

By the end of the module students should be able to:

- LO1: Explain the key principles of good corporate governance systems;
- LO2: devise a corporate governance framework and policies and procedures of a corporate governance system;
- LO3: discuss and identify how to respond to concerns and challenges, including ethical and global challenges, associated with corporate governance ;
- LO4: explain the business case for corporate governance;
- LO5: apply good practices in corporate governance with respect to disclosure and insider trading;
- LO6: explain the rights of small and large shareowners;
- LO7: identify and discuss key stakeholders within an organisation and their roles and responsibilities.
- LO8: Define corporate sustainability and identify the local and global environment and societal challenges relevant to corporate sustainability;
- LO9: develop a corporate sustainability strategy for the company with appropriate measurement and reporting tools

Learning and Teaching Strategies

Teaching and Learning methods:

Participants will be given an opportunity to engage with the learning material firstly through guided online learning and secondly through face-to-face sessions.

Online learning will encourage participants to engage with the content through activities such as discussion forums, quizzes, and self and peer-assessed activities. All online activities will be guided by an experienced online tutor.

The independent learning period will be complemented by an immersive and intensive face-to-face session. The purpose of this session is for participants to put in application their learning by engaging in problem-solving activities.

Details of the weekly activities can be found in the Study Plan on page [7](#) of this document.

Study time:

As an indication, participants are expected to provide **250 hours** of study time **16 hours** of which will be face to face, the remaining to be devoted to online e-learning activities, independent study, assessment preparation and work-based learning.

These study times are indicative of the number of hours a typical participant will be required to study in order to acquire and demonstrate the knowledge and skills listed in the learning outcomes of the module.

On a typical study week a participant will be involved in **8 to 10 hours** of study time consisting for example of engagement on the online discussion forum, the completion of online activities and independent study time to review readings, textbooks and relevant sections of the module content.

Work-based learning consists of learning through and at work. For this module, it is estimated that between 100 to 145 hours of your learning time will take place at work.

Participants are guided by experienced tutors throughout their engagement with learning activities on the e-learning platform.

On weeks 1, 3 and 6 of this module, participants will get a chance to immerse themselves in active face-to-face learning with their tutors.

Feedback on assessment

Participants will receive verbal and written feedback on their progress both via the activities on the e-learning platform and during the face-to-face sessions.

Throughout the module you will be receiving **feedback** on your performance through the discussion forums and in class interactions. Feedback should help you self-assess your work as you progress through the module and help you develop a better understanding of your subject.

Reading List

Chapters 1-3 in Coyle B. (2015) Corporate Governance (5th edition)

Chapters 1-6 in Tricker B. (2015) Corporate Governance: Principles, Policies and Practices (3rd edition)

Pierce C. (2016) Mauritian Code of Corporate Governance. Ministry of Financial Services, Good Governance, Institutional Reforms, Technology, Communication and Innovation

Organization for Economic Cooperation and Development (2015) Guidelines for state Owned Enterprises Principles of Corporate Governance. OECD: Paris. Downloadable at: www.oecd.org

Study Plan

Week / date	Online	Class	Student centred learning guidance <i>(provide clear detail of what students are expected to do in their own time for that week)</i>	Assessment Criteria
1 Feb-Apr 2020	√		<ol style="list-style-type: none"> 1. Key principles of good corporate governance systems 2. Corporate governance framework <p>Online: Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants are encouraged to do independent reading.</p>	<p>Participants can define and explain the key principles and elements related to good corporate governance.</p> <p>Participants can explain how a corporate governance framework works effectively within a company.</p>
2 Feb-Apr 2020	√		<ol style="list-style-type: none"> 1. Corporate governance concerns and challenges 2. Policies and procedures of a corporate governance system <p>Online: Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants are encouraged to do independent reading.</p>	<p>Participants can identify and discuss how to respond to the local and global concerns and challenges of corporate governance</p> <p>Participants can explain the policies and procedures of a corporate governance system.</p>
3	√	√	<ol style="list-style-type: none"> 1. Business case 2. Ethical challenges and solutions <p>Online: Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants are encouraged to do independent reading.</p> <p>Face to Face session:</p>	<p>Participants can explain the business case for corporate governance</p> <p>Participants can identify and discuss ethical challenges and how these are addressed through a business ethics system</p>

			<i>The session will consist of reviewing the key concepts, group discussions and mini cases.</i>	
4 Feb-Apr 2020	√		<ol style="list-style-type: none"> 1. Timely and accurate disclosures 2. Company information <p>Online: <i>Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants are encouraged to do independent reading.</i></p>	<p>Participants can describe the benefits of providing timely and accurate disclosures</p> <p>Participants can explain the financial and non-financial information of a company that should be disclosed</p>
5 Feb-Apr 2020	√		<ol style="list-style-type: none"> 1. Insider trading and related-party transactions 2. Shareowner rights 3. Minority shareowners <p>Online: <i>Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants are encouraged to do independent reading.</i></p>	<p>Participants can apply good practices in corporate governance related to insider trading and related-party transactions</p> <p>Participants can identify shareowner rights established by law or mutual agreements</p> <p>Participants can describe how minority shareowners' rights are protected</p>
6 Feb-Apr 2020	√	√	<ol style="list-style-type: none"> 1. Key stakeholders 2. Corporate Sustainability in a global context and its business case 3. Developing a Corporate Sustainability strategy using appropriate measurement and reporting tools <p>Online: <i>Participants should complete the weekly readings and test their acquired knowledge through the online quiz posted on the e-learning platform. Participants will also engage in the discussion forum to explore the different concepts related to the module. Participants will also prepare a corporate sustainability plan for their business to use for</i></p>	<p>Participants can identify and discuss key stakeholders and recognize their roles and responsibilities.</p> <p>Participant can define corporate sustainability and identify the local and global environment and societal challenges relevant to corporate sustainability in any context</p> <p>Participant can develop a corporate sustainability strategy and action plan for a</p>

		<p><i>discussion during the face to face session Participants are encouraged to do independent reading.</i></p> <p>Face to Face session: <i>The session will consist of reviewing the key concepts and group discussions. Participants will also be prepared to work case studies.</i></p>	<p>company using appropriate measurement and reporting tools</p>
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Late submission, Extension and Re-sit Policy

Late-submission

Deadlines for assessments are taken very seriously by the University; they are considered part of the learning process. It is the student's responsibility to manage their time responsibly and ensure that they can submit work on time.

The penalty for late submission is a **2 percentage point deduction** from the final mark for every day late, including weekends.

If the student has special circumstances he/she should follow the procedure as detailed in the Special Circumstances section on page 10 of this document.

Extension request

Students must apply for an extension if, for unavoidable reasons, they are unable to submit their assessment on time. Students should complete the Deadline Extension Request Form available on the e-platform. TMA extensions can only be granted on clear medical/personal grounds (supported by independent documentary evidence) that have affected a student's ability to submit coursework on time. For more information on valid reasons for an extension request please refer to the Special Circumstances section on page 10 of this document.

Students should submit their Deadline Extension Request to their Programme Manager **no later than 3 working days before** the deadline.

In the event that there is clear evidence that the medical/personal circumstances have arisen within this three-day period, student's extension request will be considered. Retrospective requests for extensions will not be considered.

Resit

If a student fails the course, he or she needs to resit the failed component at the next available opportunity. The student will be required to re-register for the module at the next available opportunity.

Special Circumstances

To ensure students are treated equally and fairly, the university has provisions in place to support students with special circumstances. The application of these provisions requires that **students inform the university** of special circumstances that may affect their performance.

The list of special circumstances recognized by the University is as follow:

- a. Chronic physical impairment/disability (e.g. visual impairment, wheelchair users);
- b. Diagnosed chronic neurological impairment or learning difficulties (e.g. dyslexia, dysgraphia, epilepsy);
- c. Diagnosed mental illness (e.g. depression, anxiety disorder/panic attacks);
- d. Long term illness;
- e. Short-term illness at the time, or around the time of assessment;
- f. Child delivery at the time, or around the time of assessment;
- g. Bereavement of a direct relative at the time, or around the time of assessment;
- h. Exceptional hardship (e.g. loss of accommodation as a result of flooding) at the time, or around the time of assessment.

Students who wish to inform the university of special circumstances should submit their request (in person or by mail) to the registrar EXCEPT in the following circumstances:

- a. TMA extension deadlines;
- b. Temporary disability request where the examination-duration extension request is less than 25% of the total duration of the examination, as advised by the Medical Officer/medical Board.

In situations a. and b. Special Circumstances requests should be directed to the Director of Academic Affairs via the Programme Manager.

Special Circumstances Form should be submitted with all supporting evidence in original copy. The student should indicate on the form how his/her special circumstance will/has impact(ed) their performance on the assessment or any special provision they require as a result of the special circumstances.

If relevant, the student should also submit a separate form if his/her special circumstances require special arrangements for other teaching and learning activities such as face-to-face class sessions.

The university policy on special circumstance can be found in the University of the [Rules and Regulations](#).

Academic Misconduct

Academic Misconduct refers to any activity where a student, through unpermitted means, seeks to gain an advantage in the completion of an assessment. Any unpermitted action will be considered as academic misconduct when occurring during a formal examination, a TMA, or any other form of assessment considered by Board of Examiners and undertaken in pursuit of a University qualification or award.

The attention of learners is drawn to the following non-exhaustive list of academic misconducts:

- a. **Plagiarism:** Plagiarism is a situation where a student uses, intentionally or unintentionally, another person's work and presenting it as its own. Examples:
 - i. paraphrasing content without acknowledging the source (including translations);
 - ii. quotation without quotation marks;
 - iii. copying another person's work (including translations);
 - iv. purchase of assessment material via essay banks or equivalent web or non-web services.
- b. **Fabrication of data:** a situation where evidence or data has been artificially created/fabricated or falsified, rather than collected through fieldwork or lab experiments.
- c. **Collusion:** a situation when a piece of work is the result of group work but is submitted as a sole author assessment.
- d. **Sharing:** writing/sharing a piece of assessment with another person with the knowledge that it will be used to deceive the examiner.
- e. **Examination irregularities:** Academic misconduct during examination/class test are detailed in section 24.4.

Note on Plagiarism: Open University uses a text-matching detection software (Turnitin) that supports the detection of plagiarism. Turnitin will be systematically applied to all student work submission.

Any suspected cases of academic misconduct will be reported and investigated. Academic misconduct offences, may lead to suspension or expulsion from the University.

Please take the time to familiarise yourself with the academic guidelines on Academic conduct. For more information, the university regulations on Academic Misconduct and associated penalties can be found on the [University Rules and Regulations](#)].