

## 南臺科技大學 106 學年度第 2 學期課程資訊

課程代碼	N0M01701
課程中文名稱	公司治理與企業倫理
課程英文名稱	Corporate Governance & Business Ethics
學分數	3.0
必選修	必修
開課班級	碩商管國際二甲
任課教師	周德光
上課教室(時間)	週三第 2 節(S404) 週三第 3 節(S404) 週三第 4 節(S404)
課程時數	3
實習時數	0
授課語言 1	英語
授課語言 2	
輔導考照 1	
輔導考照 2	
課程概述	Corporate governance and business ethics have become important issues in modern business society. This course will broadly discuss the processes, customs, policies, legal arrangements, institutions, and mechanisms affecting the way a corporation is directed and controlled. The three most significant players in the corporate process: shareholders, employees (especially the senior managers) and board directors will be the focuses of discussion. On each of the three focuses, major corporate governance issues, analysis and solutions will be addressed and followed by a case study.
先修科目或預備能力	
課程學習目標與核心能力之對應	
中文課程大綱	Corporate governance and business ethics have become important issues in modern business society. This course will broadly discuss the processes, customs, policies, legal arrangements, institutions, and mechanisms affecting the way a corporation is directed and controlled. The three most significant players in the corporate process: shareholders, employees (especially the senior managers) and board directors will be the focuses of discussion. On each of the three focuses, major corporate governance issues, analysis and solutions will be addressed and followed by a case study.
英/日文課程大綱	1 : Introduction: Opening case discussion

	2 : Separation of Ownership and Control: Major governance and ethics issues 3 : Internal Governance Management : CEO & high-rank managers 4 : Executive compensation 5 : Case Study (I): Gerstner’s Pay Package at IBM 6 : Internal Governance: Boards of Directors: Board Composition and Operations 7 : Board-Management Relationship 8 : Board Structure, Ownership and Control 9 : Case Study (II): Sears, Roebuck & Co. 10 : External Governance: Proxy Contests and Markets 11 : CPA firms & auditors 12 : Case Study (III): Arthur Anderson 13 : Stakeholders and Shareholders 14 : Block holders and Institutional Shareholders 15 : The governance of Family firms 16 : Comprehensive Case Study : Governess Problem, Analysis, and Solutions 17 : Conclusion Remark 18 : Final Exam																																								
課程進度表	<table><tr><th>Week</th><th>Date</th><th>Topic</th><th>Readings</th></tr><tr><td>1</td><td>2/28</td><td>National Holiday</td><td></td></tr><tr><td>2</td><td>3/7</td><td>Introduction: Opening case discussion</td><td>Case in points: Should the Chicago Cubs play night games? Case in points: Who pays the penalty when babies drink sugar water?</td></tr><tr><td>3</td><td>3/14</td><td>Separation of Ownership and Control Class rescheduled because of AACSB PRT Visit. Date and time for makeup will be decided in class of week 1.</td><td>Clacher et al. (2010)</td></tr><tr><td>4</td><td>3/21</td><td>Internal Governance: Management CEO &amp; high-rank managers</td><td>Brick et al (2006) iodonline.com</td></tr><tr><td>5</td><td>3/28</td><td>Executive compensation</td><td>Brick et al (2006) iodonline.com Jensen (2003)</td></tr><tr><td>6</td><td>4/4</td><td>National Holiday</td><td></td></tr><tr><td>7</td><td>4/11</td><td>Case Study (I): Gerstner’ s Pay Package at IBM</td><td>Case (I)</td></tr><tr><td>8</td><td>4/18</td><td>Internal Governance: Board of Directors Board Composition and Operations</td><td>Case in points: Compaq Computer Tonello (2010)</td></tr><tr><td>9</td><td>4/25</td><td>Board-Management Relationship No mid-term exam. Class rescheduled because of AACSB Annual Meeting. Date and time for</td><td></td></tr></table>	Week	Date	Topic	Readings	1	2/28	National Holiday		2	3/7	Introduction: Opening case discussion	Case in points: Should the Chicago Cubs play night games? Case in points: Who pays the penalty when babies drink sugar water?	3	3/14	Separation of Ownership and Control Class rescheduled because of AACSB PRT Visit. Date and time for makeup will be decided in class of week 1.	Clacher et al. (2010)	4	3/21	Internal Governance: Management CEO & high-rank managers	Brick et al (2006) iodonline.com	5	3/28	Executive compensation	Brick et al (2006) iodonline.com Jensen (2003)	6	4/4	National Holiday		7	4/11	Case Study (I): Gerstner’ s Pay Package at IBM	Case (I)	8	4/18	Internal Governance: Board of Directors Board Composition and Operations	Case in points: Compaq Computer Tonello (2010)	9	4/25	Board-Management Relationship No mid-term exam. Class rescheduled because of AACSB Annual Meeting. Date and time for	
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	<p>makeup will be decided in class of week 1. Kim et al (2009)</p> <p>10 5/2 Board Structure, Ownership and Control Class rescheduled because of business trip. Date and time for makeup will be decided in class of week 1. Chou (2013; 2015)</p> <p>11 5/9 Case Study (II): Cears, Roebuck &amp; Co. Case (II)</p> <p>12 5/16 External Governance CPA firms &amp; auditors Chou (2012) Romano (2005) Eisenberg &amp; Macey (2004)</p> <p>13 5/23 Case Study (III): Arthur Anderson Romano (2005) Healy &amp; Palepu (2001)</p> <p>14 5/30 Proxy contest and markets</p> <p>15 6/6 Blockholders and Institutional Shareholders Helwege et al (2012)</p> <p>16 6/13 The governance of Family firms</p> <p>17 6/20 Comprehensive case study</p> <p>18 6/27 Thoughts sharing and conclusion remark</p>
教學方式與評量方法	
指定用書	<p>書名：</p> <p>作者：</p> <p>書局：</p> <p>年份：</p> <p>ISBN：</p> <p>版本：</p>
參考書籍	Monks, R. & Minow, N. 2004. Corporate Governance (3rd ed.). N.Y.: Blackwell Publishing.
教學軟體	
課程規範	