Department of Finance
College of Management
National Chung Cheng University
Course Syllabus
Fall 2026

Course Name:	Seminar in Corporate Governance
Class Location/Time:	Room 101/Wednesday 10:10-13:00
Professor:	Liang-wei Kuo
Office Location:	Room 338
Tel:	05-272-0411 ext. 24208
E-Mail Address:	glendalw@ccu.edu.tw
Office Hours:	TBA or by appointment

Course Description

Corporate governance concerns how corporations are directed, monitored, and controlled. Governance mechanisms influence managerial incentives, corporate decision-making, investor protection, firm performance, and long-term value creation. This graduate seminar introduces students to the major theories, institutions, and mechanisms of corporate governance, with emphasis on both academic research and practical corporate issues.

Rather than focusing solely on internal governance mechanisms such as boards and executive compensation, the course also examines external governance mechanisms, including product market competition, the market for corporate control, debt governance, institutional investors, and legal institutions. Students will discuss how these mechanisms complement or substitute for one another in disciplining managers and shaping corporate behavior.

This seminar emphasizes active learning through guided discussions, collaborative analysis of journal articles, and corporate case studies. While students are encouraged to preview assigned materials, substantial reading, analysis, and discussion will take place during class. The instructor will provide the conceptual framework necessary for students to engage critically with the literature and cases.

Learning Objectives

- Explain major theories of corporate governance and agency relationships.
- Evaluate the effectiveness of different governance mechanisms in reducing agency conflicts.

- Analyze governance problems using evidence from academic research and corporate cases.
- Assess the roles of boards, shareholders, creditors, executives, regulators, and product markets in corporate governance.
- Compare governance systems across different institutional environments.
- Critically discuss current issues in governance, including ESG, stakeholder governance, and corporate risk oversight.

Texts:

- Tricker, B. (2025). Corporate Governance: Principles, policies, and practices, OUP Oxford.
- Edmans, A. (2020). *Grow the Pie: How Great Companies Deliver Both Purpose and Profit*, Cambridge University Press.
- Brealey, R., Myers, S., Allen, F. and Edmans, A. *Principles of Corporate Finance*, 2025 Release ISE, 15th Edition., McGraw-Hill Publication.

Assessments

Class Attendance & Participation	20%
Weekly In-Class Reflection Note	40%
Case Presentation	20%
Journal Article Presentation	20%
Total	100%

Course Schedule

Week	Date	Topic	Notes
1	9/9	Course Overview	
2	9/16	Why Corporate Governance Matters	
3	9/23	The Corporation, Ownership, and Control	
4	9/30	Agency Theory and Alternative Governance Perspectives	
5	10/7	Boards of Directors and Decision Authority	
6	10/14	Executive Compensation and Managerial Incentives	
7	10/21	Institutional Investors and Shareholder Activism	
8	10/28	Product Market Competition as a Governance Mechanism	
9	11/4	Mid-term week	
10	11/11	Controlling Shareholders and Minority Shareholder Protection	
11	11/18	Debt Governance, Covenants, and Creditor Rights	
12	11/25	M&A, Takeovers, and the Market for Corporate Control	
13	12/2	Disclosure, Transparency, and Financial Reporting Governance	
14	12/9	Stakeholder Governance, ESG, and Climate Oversight	

15	12/16	Comparative Corporate Governance and Institutional Context	
16	12/23	Final exam week	
17	12/30	*Self-learning Week*	
18	2027/1/6	*Self-learning Week*	