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Office: Gallagher Hall 3406
Office hours: Appointment or stop by

Materials:

Course objective:
Corporate governance is an exciting and timely topic. This course covers recent and past business and accounting scandals and discusses how corporations can better operate in the interests of shareholders and the public. This course should be valuable to current and prospective shareholders and directors, and to managers who wish to operate their organizations with effective governance. It is directly relevant to people who are or want to be involved in governance—auditors, consultants in compensation and incentives, staff working on mergers and acquisitions, corporate regulators, and shareholder rights’ activists. Although we focus on shareholders as the primary constituent of the organization, our work is also relevant for a broader group of stakeholders.

Class Format:
Most classes will start with a lecture of approximately one hour (more or less). The lecture will parallel (not cover, you are expected to have read the book) material from the book that was assigned for class that day. Most classes will also contain either a presentation from a guest speaker, a film or other video, or an in class project with presentations afterwards. The class will be experiential in that you will not sit the entire time and listen to me, but will be required to get up, search the web, write up a short presentation, or interact with speakers.

Lecture notes:
Other than the outline in this syllabus there are no lecture notes. I will provide you with copies of the powerpoint slides I will use in class. I expect you to read through the assigned sections of the book prior to coming to class.

Tardiness and missed classes:
I do not take attendance. If you miss a class I expect you to get the lecture notes from a fellow classmate. Please turn off all cell phones, beepers, and any other device whose purpose is to make noise. If you must leave such a device on, please set it to “vibrate”. If you arrive late, please be as quiet as possible upon arrival.
Internet Exercises:
There will be five (5) in class Internet Exercises. During these exercises, you will be required to access the web, go to EDGAR, and retrieve specific pieces of information about a corporation assigned to you by me during the class. You will write up your results and turn them in during the class. Each person will also present the results of their writeups once during the term of the class (I will randomly choose during the class). I will drop your lowest Internet Exercise grade, there are no make ups.

Quizzes:
There will be five (5) in class quizzes. They will be taken in the last 15 minutes of class, and are closed book. The material covered by the quizzes will be the book chapters. I will drop your lowest quiz grade, there are no make up quizzes.

Governance Workup:
Each student will prepare a written governance workup that will draw from the entirety of the class material. The goal is to assemble and present information necessary to grade the assigned corporation on its overall corporate governance profile. In addition to handing in a write up (not to exceed 5 pages double spaced), each student will also present a brief discussion of their write up to the class (informal, no Powerpoint slides, no handouts) that will last SIX minutes.

Grading:

<table>
<thead>
<tr>
<th>Component</th>
<th>Weight</th>
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<tbody>
<tr>
<td>Internet Exercises:</td>
<td>20%</td>
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<tr>
<td>4 quizzes, 10 points each :</td>
<td>40%</td>
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<tr>
<td>Governance workup and presentation:</td>
<td>40%</td>
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There are no provisions for extra credit in the class
There are no make up quizzes
There are no make up Internet Exercises
Class 1, January 4  
Book Chapter 1, What is a Corporation?  
Lecture Topics: Governance Framework, SEC, Stock Markets  
Internet Exercise 1: EDGAR Introduction  
Quiz 1: Book Chapter 1  

Class 2, January 11 (next Monday is a Holiday!)  
Book Chapter 2: Shareholders  
Lecture Topics: Blockholders, Pensions, Market for Control  
Internet Exercise 2: Shareholders  
Quiz 2: Book Chapter 2  

Class 3, January 25  
Book Chapter 3: Boards of Directors  
Lecture Topics: Agency Theory  
Internet Exercise 3: Board Composition  
Quiz 3: Book Chapter 3  

Class 4, February 1  
Book Chapter 4: Management and Performance  
Lecture Topics: Pay and Performance Research  
Internet Exercise 4: Managerial Compensation  
Quiz 4: Book Chapter 4  

Class 5, February 8 (next Monday is a Holiday!)  
Book Chapter: Arthur Anderson and Worldcom Cases  
Lecture Topics: Role of auditors and accountants, SOX  
Internet Exercise 5: Auditor and Related Consultants used  
Quiz 5: Arthur Anderson and Worldcom Cases  

Class 6, February 22  
Guest Speaker from CalSTRS
Class 7, March 1
Smartest Guys in the Room (2 hr. Movie)
Debrief movie

Class 8, March 8
Presentations by students of Governance workups, 6 minutes each
Discussion of Presentations

Class 9, March 15
Presentations by students of Governance workups, 6 minutes each
Discussion of Presentations