Corporate Governance: Oversight, Strategy and Risk (10 credits)

Assessment Techniques – percentage contribution	
Continuous Assessment	**100%**

On completion of this module a learner will be able to:
1. Demonstrate an understanding of the main corporate governance principles, theories and concepts pertaining to governance best practice.
2. Articulate and apply theories, principles, concepts, and analytical techniques of strategic management to complex organisational issues.
3. Analyse the role and responsibilities of those charged with the corporate governance of an organisation and determine measures for effective governance
4. Investigate and critically evaluate how the organisational aspects of strategy, culture and risk management can result in corporate failings
5. Analyse relevant topical governance issues and investigate the challenges associated with balancing interests of shareholders and stakeholders
6. Analyse and evaluate complex organisational issues within corporate governance and strategic frameworks to remedy organisation issues and sustain value creation.

Indicative Module Content, Organisation and Structure

Significant corporate failures and scandals in recent decades has resulted in considerable regulatory reform in relation not only to how organisations are governed, but also in relation to the expectations of those charged with responsibility for effective corporate governance. As such, corporate governance has evolved significantly throughout the 21st Century. Subsequently, there has been a conscious and significant shift of mindset in corporate governance from the preoccupation with senior management, shareholders, and financial accountability to a primary focus on the role of the governing body/board of directors, integrity, ethical culture, environmental and social issues all of which have driven a desire for increased transparency and accountability.

Those responsibility for governing organisations must act in the best interest of (i) the company itself, (ii) all shareholders, and (iii) all other relevant stakeholders. As such, the role of the board of directors is two-fold; it must drive the organisation forward strategically to ensure long term sustainable success and value creation, whilst simultaneously providing oversight. Paramount and central to this dual responsibility is an in-depth understanding of the organisation's business. Such is the evolved nature of corporate governance that the role of the company secretary has expanded beyond traditional regulatory compliance to become an integral interdisciplinary, cross-functional C-suite role increasingly referred to as the 'Governance Professional.'

The purpose of this module is to provide learners with a thorough understanding of corporate governance, which, as history has taught us, goes beyond regulatory requirements and compliance, to encompass the entire organisation, both internally and externally, thus requiring consideration of the contribution of enterprise risk, strategy, and culture to meet stakeholders' expectations.

The module sets the principles and evolution of corporate governance within various relevant corporate scandals, collapses, and weak governance structures, linking the theories, principles, and concepts of good governance to real-life scenarios, and to the resultant regulation. Learners will explore various regulatory frameworks to gain an understanding of different governance systems and will be challenged to critically evaluate these frameworks. The module places emphasis on the role of effective governance structures within organisations beyond that of regulatory compliance to a focus on ethical culture, effectiveness, and contemporary considerations.

The module is designed to provide learners with relevant theory and concepts of risk management and strategy to further deepen their understanding of the need for good governance as well as understanding more recent contemporary governance issues such as shareholder activism, Environmental, Social, and Governance (ESG) and culture. Learners develop an awareness and understanding of the current challenges and opportunities facing companies in identifying and managing their responsibilities to diverse stakeholders. The aim is to sensitise learners to ethical business issues which, in turn, allows them to recognise potential problems and more responsible business decisions.

Content includes:

Development of Corporate Governance
- Concept and rationale of Corporate Governance
- Scope of corporate governance
- Theories, approaches, and principles of good corporate governance
- Consequences of weak governance practices

Structure, Role and composition of board of directors
- Types of Directors
- Role of the board - Oversight and strategic direction
- Role, independence, and effectiveness of non-executive directors
- Separation of roles of the Chair and CEO
- Board diversity
- Role of the governance professional

Strategic Concepts & Direction
- Basic Concepts in Strategic Management
- Planning and Emergent Strategies
- Strategic frameworks for external & internal analysis of competitive position
- Concepts of Value Creation – Sustainable Competitive Advantage, Critical Success Factors, Core Competences, innovation

Strategic formation, choice, implementation, and evaluation
- Directions of growth and frameworks for development
- Portfolio analysis, international strategy, corporate parenting
- Strategy implementation and evaluation tools
- Strategic change and leadership styles

Regulatory Frameworks
- Corporate Governance principles
- International regulatory frameworks
- Principles versus rules
- Relationship based structure; insider versus outsider systems

Audit & Accountability

- Role of External Audit
- Role of Audit Committee
- Statutory, regulatory, and listing requirements
- Auditor’s report

Board Effectiveness
- Rationale for Sub committees – structures, roles, and responsibilities
- Succession planning, nomination committee
- Director appointment, induction, training, and evaluation
- Effective Board meetings
- Role of the Governance professional in board effectiveness

Risk management and internal control
- Types of Risk, risk appetite, risk tolerance, risk culture
- Risk management systems and internal control
- Risk mitigation
- Role of internal audit

Integrity – Culture & Ethics
- Organisational culture and values
- Corporate sustainability, stakeholders
- Concept and rationale of ESG
- Ethical Leadership
- Conflicts of interest
- Codes of conduct/ethics
- Whistleblowing

Governance-based issues – shareholders, activism, Remuneration
- Global Financial Crisis - governance issues and regulatory reform
- Shareholder rights, stewardship
- Director remuneration, Excessive remuneration and alignment to performance
- Role of remuneration committee
- Contemporary and emerging issues

Transparency and Disclosure
- Reporting on non-financial issues - integrated, non-narrative reporting
- Director’s Report
- Sustainability Reporting & frameworks
- Stakeholder engagement

Application of programme teaching, learning and assessment strategies to this module
A range of delivery methods are adopted including lectures, case study analysis and class exercises using relevant professional, academic, and non-academic sources. Emphasis is placed on the analysis of real-world cases related to governance issues. Tutorials and webinars are used to digest and discuss concepts further within the context of real-life examples. Group work is encouraged in class to promote the development of key skills such as analytical thinking, teamwork, communication skills and presentation skills. Learners are encouraged to utilise information sources such as the textbooks in the reading lists, and related resources. Formative assessment includes research assignments for group and individuals. The module teaching and learning strategy consists of interactive lectures, groups discussions and tutorials. Extensive use is made of the Virtual Learning Environment (VLE) Moodle through which lecture notes, materials and other learning resources are made available, and through which lecturers and learners engage with formative tasks for example, forum discussions, blogs, response to readings, reflective writing, etc. In terms of summative assessment, this module will be fully assessed through continuous assessment, comprising of two parts. The first part consists of a group assignment, a research report and presentation, based on a fictional or real-life case study, whereby learners are required to identify specific governance issues and apply theories, concepts, principles, and knowledge acquired to examine issues and to propose solutions. This assessment technique also includes an individual reflective element. The second part consists of an individual assignment based on a fictional or real-life case study or specific or contemporary governance topics whereby learners will demonstrate an understanding of underlying topics and rationale for application of relevant governance theories, regulation, and principles. In terms of reassessment/repeat assessment strategy, Griffith College regulations stipulate that learners must pass all component elements of the module to be deemed to have passed the module. In the event of a learner failing the assessment component of this module, the learner will be required to submit a new individual repeat assignment at the next available sitting.

Summative Assessment Technique(s)	***Weighting***
Continuous Assessments Part 1: Group Work (50%) Part 2: Individual Report (50%)	100%

Indicative reading lists and other information resources
Primary Reading: Tricker, B. (2025). Corporate Governance. 5th Edition. Oxford University Press Academic UK. Whittington, R. P; Angwin, D.; Scholes K; and Johnson, G. (2024) Exploring Strategy: Text and Cases, 13th edition. Harlow: Pearson. **Secondary Reading:** Solomon, J. (2020). Corporate Governance and Accountability. 5th Edition. Wiley Global Education US. Larcker, D. and Tayan, B. (2020). Corporate Governance Matters. 3rd Edition. Pearson Technology Group. Mallin, C. (2018) Corporate Governance 6th Edition. Oxford University Press Academic UK. Bainbridge, S.M (2016) Corporate Governance after the Financial Crisis. Oxford University Press Academic UK. Wearing, R. (2005) Cases in Corporate Governance. Sage UK.