

ACC3611 Corporate Governance and Ethics
(Semester 1, AY2016/2017)

Teaching Team

Name	Role	Email	Office
A/P Mak Yuen Teen (MYT)	Coordinator/Lecturer	bizmakyt@nus.edu.sg	BIZ1 7-27
A/P Richard Tan (RT)	Lecturer	biztclr@nus.edu.sg	BIZ2 3-20

Time and Venue:

Section	Time	Venue
K1	9 am -12 noon on Thursdays	BIZ2 413B

Workload (hours per week):*

Seminar (Lecture/Case presentations):	3
Project, tutorial assignments, etc:	4
Preparatory work :	6

Modular Credits: 4

Pre-requisites: ACC1002 Financial Accounting
BSP1004 Legal Environment of Business

*Classes will consist of one three-hour session per week. Seven of the classes will be a combination of lecture and case presentations by students. The last week of classes will be for presentation of the case projects.

AIM

There are many definitions of corporate governance. One definition states that corporate governance involves “a set of relationships between a company’s management, its board, its shareholders and other stakeholders [and that which] provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined” (OECD Principles of Corporate Governance, 2004). This module covers corporate governance from a multi-disciplinary perspective, including law, finance, accounting and economics; discusses ethical dilemmas and challenges faced by managers and employees; and examines the tools that organisations use to institutionalise a strong ethical culture and the effectiveness of these tools.

OBJECTIVES

- To enable students to understand the conceptual framework and key rules, regulations, and guidelines governing the corporate governance of companies in Singapore and internationally.
- To enable students to understand the impact the global forces, such as multilateral organisations, foreign governments, multinational corporations and global investors, on corporate governance

- To equip students with knowledge of key corporate governance practices, issues and challenges that is relevant to accountants, corporate executives and other industry professionals involved in corporate governance-related work
- To enable students to understand the board's responsibility over the governance of risk and the risk management framework that helps the board to fulfil this role.
- To enable students to understand ethical, corruption and fraud risks in Singapore and the region, and the role and limitations of anti-fraud, bribery and corruption programmes in mitigating these risks

POSITION OF THE MODULE IN THE OVERALL SYLLABUS

This module builds on and complements students' knowledge and understanding acquired through the several accounting modules (such as Financial Accounting and Assurance and Attestation), finance modules such as corporate finance and investments, and modules on the legal environment of business and corporate and securities laws.

LEARNING APPROACH

Corporate governance is a very practical subject. Companies and various stakeholders deal with corporate governance issues on a daily basis. In this module, students will be exposed to both the theory and practice of corporate governance. In addition to textbook readings and journal articles, many practical examples of corporate governance practices and issues will be discussed to ensure that students' knowledge is grounded in practice. Extensive use will be made of media articles and commentaries. The practical approach is reinforced through the involvement of lecturers and speakers who have extensive practical experience, videos/case studies involving real corporate governance issues, and projects requiring students to develop hands-on understanding of the corporate governance of companies.

ASSESSMENT

Group project: 30%^{*,**}

Class/tutorial participation (10%) and tutorial presentation (10%): 20%

Final test (open book): 50%^{***}

*Written group project report and powerpoint for presentation of project due on Mon, 7 Nov, 5 pm

**Presentation of group project in week beginning 7 Nov

*** Date and time to be confirmed

Please note that dates are subject to change.

KEY AREAS OF THE SYLLABUS

- Alternative "models" of corporate governance globally
- Forces impacting corporate governance of companies
- Internal and external governance mechanisms
- The corporate governance regulatory framework in Singapore (with some comparisons with other major countries)
- Singapore Code of Corporate Governance
- Corporate governance framework and key corporate governance issues in listed companies

- Key regulatory and governance issues in foreign listings, financial institutions, real estate investment trusts and business trusts
- Corporate governance framework of a listed company and the key players
- Roles and composition of board of directors and key board practices
- Executive and director remuneration
- The role of internal control and risk management in corporate governance
- Ethics, fraud, bribery and corruption
- Tone at the top, codes of conduct and whistleblowing
- Role and limitations of anti-fraud and anti-corruption programmes

PRESCRIBED TEXT

Corporate Governance Case Studies, edited by Mak Yuen Teen, CPA Australia (<http://www.cpaaustralia.com.au>; <http://www.governanceforstakeholders.com>)

Corporate Governance Case Studies: Volume Two, edited by Mak Yuen Teen, CPA Australia (<http://www.cpaaustralia.com.au>; <http://www.governanceforstakeholders.com>)

Corporate Governance Case Studies: Volume Three, edited by Mak Yuen Teen, CPA Australia (<http://www.cpaaustralia.com.au>; <http://www.governanceforstakeholders.com>)

Corporate Governance Case Studies, Volume Four, edited by Mak Yuen Teen, CPA Australia (<http://www.cpaaustralia.com.au>; <http://www.governanceforstakeholders.com>)

SUPPLEMENTARY MATERIALS

Corporate Governance: Principles, Policies, and Practices, Bob Tricker, 2012, 2nd Edition, Oxford.

Corporate Governance Matters, D. Larcker and B. Tayan. 2015, 2nd Edition, Pearson.

Risk Governance Guidance for Listed Boards, Corporate Governance Council, 10 May 2012, Singapore

OTHER SUPPLEMENTARY READINGS

As recommended for each topic

DETAILED SYLLABUS

1. Introduction and overview

- a. What is corporate governance and why is it important?
- b. Key corporate governance mechanisms
- c. Shareholder versus stakeholder models
- d. Key differences in corporate governance around the world

2. Corporate governance regulatory approaches, regulatory framework, rules and enforcement

- a. Regulatory approaches to corporate governance
- b. Overview of the corporate governance regulatory framework and key sources of CG rules
- c. The Singapore Code of Corporate Governance
- d. The “comply or explain” approach
- e. Implementation and enforcement of corporate governance rules

3. Overview of corporate governance issues in listed companies

- a. Corporate governance framework of a listed company and the role of key players
- b. Corporate governance challenges for different types of companies
- c. Corporate governance issues for foreign listings and financial institutions

4. Board of directors

- a. Board powers, duties and responsibilities
- b. Board composition – competencies and independence
- c. Board diversity
- d. Board leadership
- e. Board size
- f. Board committees
- g. Other key corporate governance practices

5. Executive and director remuneration

- a. Overview of rules, principles and guidelines
- b. Structure (mix) of executive remuneration
- c. Performance measures
- d. Different types of performance-based remuneration
- e. Risks associated with pay for performance
- f. Non-executive director remuneration

6. Role of internal control and risk management in corporate governance

- a. Board responsibility over the governance of risk
- b. Board risk management assurance framework and enterprise risk management framework
- c. Role of audit and risk committees
- d. Role of internal audit and external audit functions
- e. Integrated assurance

7. Ethics, fraud, bribery and corruption

- a. Value of ethical corporate culture
- b. Corporate social responsibility
- c. Ethical issues in business

- d. Professional ethics
- e. Business conduct risks
- f. Fraud management

8. Tone at the top, codes of conduct and whistleblowing

- a. Establishing the right tone from the top
- b. Codes of ethics for management, staff and external service providers
- c. Management of conflict of interest
- d. Whistleblowing policies and channels

9. Role and limitations of anti-fraud and anti-corruption programmes

- a. The profile of a fraudster
- b. Bribery and corruption laws in Singapore and foreign regulations affecting Singapore businesses
- c. Corruption and anti-money laundering
- d. Fraud and corruption risk management programmes
- e. Red flags
- f. Limitations of a risk management and control in detecting fraud and corruption

BIOGRAPHIES OF INSTRUCTORS

A/P Mak Yuen Teen

Mak Yuen Teen was founding director of the Corporate Governance and Financial Reporting Centre (CGFRC) and is Associate Professor of Accounting. In the last few years, he has held the position of Asia-Pacific Research Director in Watson Wyatt (now Towers Watson), a global consulting firm, and also the position of Head of Research at KPMG Singapore. He holds First Class Honours, Masters and PhD degrees in accounting and finance and is a fellow of CPA Australia.

Prof Mak served as Chairman of SATA CommHealth and was also Deputy Chairman of the National Kidney Foundation, joining the board after the NKF scandal before retiring at the end of 2011. He served as a member of the audit advisory committee of the United Nations Population Fund based in New York between 2006 and 2012, and is currently a member of the audit advisory committee of UN Women, also based in New York.

Prof Mak was a member of the Corporate Governance Committee which released Singapore's first Code of Corporate Governance for listed companies, and was a member of the Council on Corporate Disclosure and Governance (the predecessor of the Accountancy Standards Council) which set accounting standards and revised the Code in Singapore in 2005. He was a member of the Charity Council from its establishment in late 2006 until completing 3 terms in early 2013. Prof Mak chaired the subcommittee that developed and revised the code of governance for charities.

Prof Mak developed the Governance and Transparency Index (GTI) which rates the corporate governance of listed companies in Singapore, published by the Business Times, and was the Singapore expert on a project to develop an ASEAN corporate governance scorecard and ranking, which is driven by the regional securities regulators. He has chaired the investor relations award under the Singapore Corporate Awards organised by Business Times and the Singapore Exchange from its inception in 2006 until 2014. He was also a member of the Charity Governance Awards judging panel and the advisor to the Charity Council on the development of Charity Transparency Framework. He is also advisor for a new governance evaluation rating for listed SMEs in Singapore.

His report on improving the implementation of corporate governance practices in Singapore, commissioned by the Monetary Authority of Singapore and Singapore Exchange, was published in June 2007. He recently led a project on gender diversity in boards and senior management of Singapore companies and statutory boards, commissioned by the government, and made a number of recommendations to the Diversity Task Force. His book "From Conformance to Performance: Best Corporate Governance Practices for Asian Companies" was published by McGraw-Hill in 2005. He has published a primer on governance for social enterprises in Singapore commissioned by the Social Enterprise Association, and edits an annual collection of corporate governance case studies published by CPA Australia. In 2014, he was given the Corporate Governance Excellence Award by the Securities Investors Association (Singapore) [SIAS] for his contributions to corporate governance, and is only the second individual in the 15-year history of SIAS to receive the award. In 2015, he received an award from the Minority Shareholders Watchdog Group of Malaysia for his contributions to raising corporate governance standards in the region.

Mr Richard Tan

Richard has almost 40 years of governance, risk and control experience in both the financial services and non-financial services industries, and in risk consulting. He recently retired from KPMG as an Advisory Partner where he led in the provision of governance, internal audit, and enterprise risk management services. He has advised boards and senior management on corporate governance, risk and control assurance, and risk management matters. Richard has worked extensively across the Asian markets and has a good knowledge of risks in the Asian markets and in key industry sectors such as banking, real estate, REITS & business trusts, construction, consumer, charitable organisations/PCs, education, etc.

Richard commenced his career with Peat, Marwick & Mitchell & Co (now KPMG) and later worked in the banking sector for more than 20 years in internal auditing and risk management. He has been the head of regional internal audit functions of major financial institutions such as Standard Chartered Bank and Chase Manhattan Bank covering the Asia Pacific region. Prior to re-joining KPMG, he worked in DBS Bank as deputy to the Head of Group Audit where he played a key role in the audit transformation programme. He later moved on to be Head of DBS Group Technology & Operations Risk Management where his responsibilities included control self-assessment, operational risk management and reporting, group reconciliation control services, as well as the group-wide business continuity management programme. A key responsibility in the latter role was to ensure that the Bank maintains a high level of business continuity readiness at all time so as to minimise the risk of service disruptions which may pose a systemic risk to the banking industry. Richard was also a member of various risk-related committees in DBS Bank including the Group Operating Risk Committee, Group Outsourcing Risk Management Committee, and chaired the T&O Policy & Standards Committee.

In voluntary service, Richard serves on the board of several charities and the management committee of two schools. He is currently Audit Committee chairman of the Singapore Repertory Theatre and the Boys' Brigade of Singapore, and an Audit Committee member of the Singapore Heart Foundation and All Saints Home.

Richard served on the Board of Governors of the Institute of Internal Auditors Singapore for 10 years, holding the position of either Honorary Secretary or Treasurer. He had also collaborated as a trainer with the New York Institute of Finance, spoke at regional conferences of the Institute of Internal Auditors and provided internal audit training. He also lectured at the Singapore Management University on risk and control and business continuity management.

Richard is a Certified Internal Auditor (CIA) and holds the Certification in Risk Management Assurance (CRMA) and the Certification in Control Self Assessment (CCSA) from The Institute of Internal Auditors Inc (USA). He is a non-practising fellow member of The Institute of Singapore Chartered Accountants (ISCA), a fellow member of The Association of Chartered Certified Accountants (UK), an associate member of The Chartered Institute of Management Accountants (UK) and holds a Master of Business Administration (MBA) from Henley Management College/Brunel University at West London, UK. Richard has almost 40 years of governance, risk and control experience in both the financial services and non-financial services industries, and in risk consulting. He recently retired from KPMG as an Advisory Partner where he led in the provision of governance, internal audit, and enterprise risk management services. He has advised boards and senior management on corporate governance, risk and control assurance, and risk management matters. Richard has worked extensively across the Asian markets and has a good knowledge of risks in the Asian markets

and in key industry sectors such as banking, real estate, REITS & business trusts, construction, consumer, charitable organisations/PCs, education, etc.

DETAILED LECTURE AND TUTORIAL SCHEDULE

Class	Week beginning	Lecture/Tutorial	Lecturer	Topics
1	8 August	Lecture	MYT	Lecture topic: Introduction and overview
2	15 August	Lecture	MYT	Lecture topic: Corporate governance regulatory approaches, regulatory framework, rules and enforcement
3	22 August	Lecture (Note: Class will be on Saturday, 27 August, 9-12)	MYT	Lecture topic: Corporate governance regulatory approaches, regulatory framework, rules and enforcement/ Corporate governance of foreign listings and financial institutions
4	29 August	Lecture	MYT	Lecture topic: Board of directors
5	5 September	Lecture/ Case presentations	MYT	Lecture topic: Board of directors Case presentations
6	12 September	Lecture/ Case presentations	MYT	Lecture topic: Executive and director remuneration Case presentations
Recess Week – 17 Sep – 25 Sep				
7	26 September	Lecture/Case presentations	MYT	Lecture topic: Executive and director remuneration Case presentations
8	3 October	Lecture	RT	Lecture topic: Board risk governance
9	10 October	Lecture/ Case presentations	RT	Lecture topic: Enterprise risk management Case presentations
10	17 October	Lecture/ Case presentations	RT	Lecture topic: Ethics & Fraud Case presentations
11	24 October	Lecture/ Case presentations	RT	Lecture topic: Ethics & Fraud Case presentations
12	31 October	Lecture/ Case presentations	RT	Lecture topic: Anti-fraud and anti-corruption programmes Case presentations

13	7 November	Presentations of Group Project	RT	Group project presentations
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