Course content/Course objectives

This practical and interactive workshop explores the inner workings of the board room, how critical business decisions are made and how company directors respond in times of crisis. After an initial introduction to the basic components of corporate governance and directors’ and officers’ duties and responsibilities, the course will take a deep dive on topics including: the board versus management, the rise of shareholder activism and responsibility in emergency situations.

During the workshop, students will have the benefit of a panel discussion on comparative trends in corporate governance, led by representatives of leading Canadian and US law firms. The final day of the workshop will examine a fictitious public company in governance crisis, with students placed in the roles of key actors forced to ‘manage’ their way out of a tough situation.

Students should note that the final day will be held off campus, at Caisse de dépôt et placement du Québec, 1000, place Jean-Paul-Riopelle, Montréal (Québec) H2Z 2B3 (please check in at reception).

Learning Outcomes

By the end of this intensive workshop, students will be able to:

- demonstrate an understanding of the levels of corporate decision making, including the role and responsibility of directors;
- explain the function of internal controls in governance structures and the importance of accountability in decision making;
- analyse and assess the competing interests of the board and management when it comes to managing the corporation;
- demonstrate an understanding of the importance of board structure (including experience, skills and diversity) to effective decision making;
- critically evaluate the role of the board and other key actors in (i) change of control transactions and (ii) situations where internal controls fail.

Instructional Method

Three-day intensive workshop

Reading materials to be confirmed.

Assignments & evaluation:

Evaluation will be based on each student's participation over the duration of the workshop and performance during the Mock Case Study undertaken on the final day.

Students will be expected to employ the knowledge gained over the course of the workshop during the Mock Case Study.

Evaluation will be on a pass-fail basis.

Access to the instructor:
Professor’s coordinates: Darren Baccus, T: +1 514-939-5343, E: dbaccus@investpsp.ca
Preferred method of communication: e-mail

MCGILL POLICY STATEMENTS

The following two statements must be included in all course outlines, in keeping with various Senate resolutions:

1. "McGill University values academic integrity. Therefore, all students must understand the meaning and consequences of cheating, plagiarism and other academic offences under the Code of Student Conduct and Disciplinary Procedures (see www.mcgill.ca/students/srr/honest/ for more information). (approved by Senate on 29 January 2003)

2. "In accord with McGill University’s Charter of Students’ Rights, students in this course have the right to submit in English or in French any written work that is to be graded.” (approved by Senate on 21 January 2009 - see also the section in this document on Assignments and evaluation.)

3. Absences, extensions or any other academic accommodation must be directed to the SAO for approval.