



APPLIES TO ACADEMIC YEAR 2012/2013

## MAN 3107/3108/3109/3110 The Board, Corporate Governance and Value Creation - RE-SIT EXAMINATION

### Programme

Final Master of Management Program, Master of Management Program

### Responsible for the course

Tore Bråthen

### Department

Department of Innovation and Economic Organisation

### Term

According to study plan

### ECTS Credits

30

### Language of instruction

Norwegian

### Introduction

The students will be able to increase their understanding of the board's diversity, significance and challenges, and will in the course of the programme develop their in-depth knowledge of boards and board work. The course focuses on issues related to development phases, processes, the composition of the board, legislation, ethics, crises, company structure and type of ownership.

With a growing focus on the board's significance for business development, there is an increased need for improved board competence. This includes an understanding of the board's role and the work methods of everyone impacted by board functions, such as the owners, the public policy makers, employee representatives, banks and financial institutions, consultants, the top management of organisations, politicians, etc. Active board members, potential board members and people who need to relate to boards make up the target group for this programme.

### Learning outcome

This programme will provide the students with a greater understanding of the diversity, significance and challenges of boards as regards developing "the value-creating board". Based on research, theory and literature, and through discussions and debate, the participants will together develop their knowledge of various aspects of a board, its processes and structure. Networks will be developed, and opportunities will be created for greater participation in international board work.

#### Acquired Knowledge

The participants should be able to identify the differences in the way the Board works in various types of companies

The participants should be able to identify the different challenges that a Board may face

The participants should be able to evaluate what actions the Board may initiate to advance results for a value creating Board

The participants should be familiar with the judicial framework for Board work

#### Acquired Skills

The participants should be able to carry out observation studies of a Board

The participants should be able to execute the role as a Board member

The participants should be able to assist Board members, so that the accumulated knowledge in the Board room is useful in the Boards work

#### Reflection

The participants should acquire knowledge so that good practice of Board work develops

The participants should acquire knowledge so that good ethical standards are enforced in a good way in the work of the Board

The participants should acquire knowledge so that the Board work reflects the company values

### **Prerequisites**

Bachelor degree or equivalent and 4 years work experience. Please read our Student regulations.

### **Compulsory reading**

#### **Books:**

Bråthen, Tore. 2008. Selskapsrett. 3. utg. Oslo: Focus : Universitetsforlaget  
Clarke, Thomas. 2007. International corporate governance : a comparative governance. London : Routledge  
Huse, Morten. 2007. Boards, governance and value creation : the human side of corporate governance. Cambridge : Cambridge University Press  
Høivik, Heidi von Weltzien, ed. 2002. Moral leadership in action : building and sustaining moral competence in European organizations. Cheltenham : Edward Elgar

#### **Articles:**

Bøhren, Øyvind og Bernt Arne Ødegaard. 2003. Norske eierskap : Særtrekk og sære trekk. Praktisk Økonomi og Finans. 20 (2). 3-17  
Bøhren, Øyvind, Samir Shama and Tonje Vegarud. 2004. Eierstyring i store norske selskaper : oppsigelse av toppleder. I: Thorsby, Øyvind ... [et al.], Corporate governance i et norsk perspektiv : fagdel, intervjuer, praktiske. Oslo : Abstrakt forl  
Bøhren, Øyvind. 2005. Eierskap og lønnsomhet. Økonomisk Forum. nr. 5  
Daily, C, D. Dalton & A Cannella. 2003. Corporate governance: Decades of dialogue and data. Academy of Management Review. 28. s. 371-382  
Eisenhardt, K.M.. 1989. Agency theory: An assessment and review?. Academy of Management Review 14 (1): 57-74  
Gabrielsson, Jonas, Morten Huse and Alessandro Minichilli. 2007. Understanding the leadership role of the board chairperson through a team production approach. International Journal of Leadership Studies. Vol 3 (1). p. 21-39  
Hermalin, B.E. and M.S. Weisbach. 2003. Boards of directors as an endogenously determined institution. A survey of the economic literature. Economic Policy Review, 9: 7-26  
Hillman, A & T. Dalziel. 2003. Boards of directors and firm performance : integrating agency and resource dependence perspectives. Academy of Management Review. 28. s. 383-396  
Hillman, A., A.A. Cannella and R.L. Paetzold. 2000. The resource dependence role of corporate directors: Strategic adaptation of board composition in response to environmental change. Journal of Management Studies, 37: 235-255  
Huse, Morten. 2004. Styrearbeid I Norge – innsikt fra corporate governance virkeligheten?. Magma. Februar  
Kaufman, A. and E. Englander. A team production model of corporate governance. Academy of Management Executive. 19. p. 9-22  
Lynall, M, B. Golden & A. Hillman. 2003. Board composition from adolescence to maturity: A multitheoretical view. Academy of Management Review. 28. s. 416-431  
Minichilli, Alessandro, Jonas Gabrielsson and Morten Huse. 2007. Board evaluations : making a fit between the purpose and the system. Corporate Governance an International Review. 15 (4). 0964-8410. 609-622  
Mitchell, R.K., B.R. Agle and D.J. Wood. 1997. Towards a theory of stakeholder identification and salience : defining the principle of who and what counts. Academy of Management Review. 22 (4). 853-886  
Randøy, Trond and Sanjay Goel. 2003. Ownership Structure, Founding Family Leadership, and Performance in Norwegian SMEs. Journal of business venturing. 18 (5). s. 619-637  
Randøy, Trond og Steen Koekebakker. 2002. Verdiskapende eierstyring i norske børsnoterte selskaper. Praktisk økonomi & finans. s. 57 - 64  
Ruud, Flemming. 2000. Assurance services: nye muligheter for revisors yrkesutøvelse. Revisjon og Regnskap. nr. 8 (og nr. 3 2001)  
Warren McFarlan, F. 1999. Working on nonprofit boards: Don't assume the shoe fits. Harvard Business Review. Nov/Dec. s. 65-80  
Westphal, J.D. and E.J. Zajac. 1997. Defections from the inner Circle: Social Exchange, Reciprocity, and the Diffusion of Board Independence in U.S. Corporations. Administrative Science Quarterly. 42. 161-183  
Westphal, J.D. and P. Khanna. 2003. Keeping directors in line: Social distancing as a control mechanism in the corporate elite. Administrative Science Quarterly. 48. 361-398  
Williams, Karel. 2000. From shareholder value to present-day capitalism. Economy and Society. 29(1). s. 1-12

### **Recommended reading**

### Books:

Bråthen, Tore. 2009. Styremedlem og aksjonær. 2. utg. Bergen: Fagbokforlaget  
Huse, Morten, ed. 2009. The value creating board : corporate governance and organizational behaviour. London : Routledge  
Huse, Morten. 2007. Styret : tante, barbar eller klan?. 3. utg. Bergen : Fagbokforlaget  
Levorsen, Stein O. 2009. Styrearbeid i praksis : Innføring i styrets hovedoppgaver og arbeidsform med eksempler og bedriftshistorier. 6. utg. Oslo: Universitetsforlaget  
Standal, Elbjørg Gui og Arild I. Søland. 2009. Håndbok i økonomi for styremedlemmer. 2. utg. Oslo : Universitetsforlaget. 121 sider  
Vinnicombe, Sue, Val Sing, Ronald Bruke, Diana Bilimoria and Morten Huse, eds. 2008. Women on corporate boards of directors : international research and practice. Cheltenham : Elgar

### Course outline

1st course module requirements	Why do we need a board? The role of the board and formal requirements
2nd course module:	The overall control perspective
3rd course module:	The chairman of the board and chairman perspectives
4th course module:	The international board arena
5th course module	The current debate on boards

### Computer-based tools

The course uses IT's learning as tools of communication. The students need a PC to be able to access the network.

### Learning process and workload

The programme takes a comprehensive approach to the topic of "boards", using lecturers from a variety of disciplines. This allows for a systematic and cross-discipline review of topics based on research, literature, legislation and practice, making extensive use of discussion and the sharing of experiences.

As for practical board work, current cases and topics will be presented by experienced chairs and members of boards.

The programme is conducted through five course modules, a total of 150 lecturing hours.

Project tutorials differ in each Master of Management programme. They will consist of personal tutorials and tutorials given in class. Generally the students may expect consulting tutorials rather than evaluating tutorials. The total tutorials offered are estimated to one hour per student in an ordinary Master of Management programme. For students taking the programme as their final Master of Management programme, the tutorials offered are estimated to a total of three hours per student.

Participation in the lectures	150 hours
Preparation for lectures	300 hours
Term paper	178 hours
Written tasks	50 hours
Individual work/group work	50 hours
Exam	72 hours

Use of resources:	Classroom	Local	Central	Total
Lectures	134			134
Guidance of groups	8	20		28
Individual tutoring		8		8
Group tutoring	8			8
Student presentations	12			12
Total				180

### Examination

The students are evaluated through a term paper, counting for 18 credit hours and an individual 72 hours home exam, working on a case, counting for 12 credit hours. Both evaluations must be passed to obtain a certificate for the programme. The term paper may be written individually or in groups of maximum three persons.

For students taking this programme as the final Master of Management Program the following applies:

The students are evaluated through an individual term paper, counting for 24 credit hours and an individual 72 hours home exam, working on a case, counting for 6 credit hours. Both evaluations must be passed in order to obtain a certificate for the programme.

**Examination code(s)**

MAN 31071 - Term paper; accounts for 100 % to pass the programme MAN 3107, 18 credits  
MAN 31081 - Individual home exam; accounts for 100% to pass the programme MAN 3108, 12 credits

Both evaluations must be passed to obtain a certificate for the programme.

For students taking this program as the final Master of Management Program the following applies:

MAN 31091 - Individual term paper; accounts for 100 % to pass the programme MAN 3109, 24 credits

MAN 31101- Individual home exam; accounts for 100 % to pass the programme MAN 3110, 6 credits

Both evaluations must be passed to obtain a certificate for the programme.

**Examination support materials**

All written aids

**Re-sit examination**

At the next ordinary exam.

**Additional information****1st course module – Why do we need a board? The role of the board and formal requirements to the board****Sub-goals**

- To increase the students' understanding of the board mandate
- To understand the board's position in organisations and society at large
- To gain an overview of relevant theory for this area
- To gain an insight into the different management schools regarding board work
- To gain an insight into the different legal frameworks a board might have

**Topics**

- A value-creating board – what does it mean?
- Introduction and overview of the program
- Challenges for the boards
- Theoretical framework
- Management schools and different approaches
- Regulatory framework conditions and structures
- Forms of ownership

**2nd course module – The overall control perspective - corporate governance****Sub-goals**

- To increase the understanding of boards and companies seen in an overall perspective
- To clarify what it means that the board is considered a corporate body
- To show how boards and board work are presented and discussed by different stakeholders and schools of thought

**Topics**

- The board in a financial corporate governance perspective – shareholder value
- The board in a strategic perspective
- Control, reporting and consolidation
- Active/passive and institutional owners
- Ownership structure, distribution of power
- Acquisitions, defence mechanisms

**3. course module – The board and chairing the board work****Sub-goals**

- To increase the understanding of the chairperson's role and importance in developing "the value-creating board"
- To gain an insight into the particular tasks of the chairperson
- To gain an insight into the board's forms of work and processes
- To gain an insight into ethical issues and corporate governance

**Topics**

- The board, the company and the society
- Ethics and values in the board work
- Recruiting members to the board
- Evaluating the board and its work
- The structure and chairing of the board and its work
- Composition of the board and quorum
- Decision-making processes inside and outside the boardroom
- The working climate of the board room
- Relationships between the board and the management

**4. course module – The international board arena****Sub-goals**

- To learn about corporate governance and boards in an international context
- To gain an insight into how globalisation affects the board work
- To increase the understanding of how international processes can lead to renewal and development of Norwegian boards
- To see boards in a socio-critical perspective

**Topics**

- Current trends: globalisation and multinational ownership
- Control models used in other countries
- International organisations with a parent company/subsidiary in another country
- Cross-cultural relations

**5. course module – The current board debate****Sub-goals**

- To gain more insight into the boards of different companies and companies in different phases – boards in context
- To be updated on current scientific developments regarding new knowledge on board work

**Topics**

- Entrepreneur/family-controlled companies
- The board's role in SMBs versus larger companies
- Boards in the public sector and non-profit organisations
- Boards in fledgling companies
- CEO compensation, options agreement, etc.
- Women and boards
- Other current topics
- The boards of the future

**OTHER INFORMATION**

The following academic staff are key contributors to the programme:  
Professor and doctor of law Tore Bråthen, BI Norwegian Business School  
Industrial professor Elbjørg Gui Standal, BI Norwegian Business School  
Professor Morten Huse, BI Norwegian Business School  
Professor Heidi v.Weltzien Høivik, BI Norwegian Business School  
Associate Professor Ragnhild Kvålshaugen, BI Norwegian Business School  
Professor Trond Randøy, Agder University College  
Professor Torger Reve, BI Norwegian Business School  
Professor T. Flemming Ruud, professor at Universität St. Gallen, Switzerland and BI Norwegian Business School