

Certificate in Financial Regulation Course Syllabus 2011

Teaching methodology
Lectures
Class Discussions

Assessment Details

Allocation of marks	
Continuous Assessment	30%
Final Examination	70%
Total	100%



Overview of Corporate Governance

- Definitions of Corporate Governance
- Patterns of Company Ownership
- Institutional Investors – Types and Dominance
- Role of Directors and Shareholders
- Changing Face of Corporate Governance
- Best Practice versus legislative approach

Corporate Governance Theories

- Separation of Ownership & Control
- Agency Theory, Stakeholder Theory, Stewardship Theory etc.
- Potential Conflicts of Interest

Role of Company Boards

- Theories of Boards
- Board Composition – Chairperson, company secretary, Exec & Non Exec Directors, Shadow Directors etc.
- Role & Responsibilities of Directors
- Board Meetings, agendas, minutes
- Board Committees

Codes of Best Practice –Ireland/UK

- The Cadbury Report - Executive versus Non-Executive Directors and Audit Committees
- The Greenbury Code – Executive Remuneration
- The Hampel Report -
- The Combined Code – Comply or Explain
- The Higgs Report – Non-Executive Directors
- Recent Development – e.g. The Walker Review etc.
- Review of Corporate Governance Section of Annual Reports for Key Companies Listed on the Irish Stock Exchanges

Board Management Risk Control & Strategies

- Risk /Internal Control and the role of the Board
- Types of Risk
- Risk Management & Role Audit Committee

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- Turnbull Report on Principle D2 of the Combined Code
- Business Strategy and the role of the Board of Directors
- Influences on Strategic Decision Making

Corporate Governance outside Ireland & UK

- Key Influential bodies – OECD, World Bank, EU, Global Corporate Governance Form etc.
- OECD Principles of Corporate Governance
- Examples of board structures & Corporate Governance Codes in Continental Europe – for example in Germany, France, Italy
- Corporate Governance in US - Sarbanes-Oxley Act etc.
- Corporate Governance in Asia Pacific – SE Asia, Japan China
- Recent Developments

Study of Relevant Case Studies for example

- Enron, Barings, Northern Rock etc.
- Recent Developments or cases

Legal Framework

- Irish Regulatory Framework including Regulator powers and duties & the Consumer Director
- Role of IFSRA
- Role of the Central Bank Regulation of credit institutions
- Financial Regulation/ Statutory regulation of banks - including Basel I/II
- Building societies and credit unions
- Money Laundering obligations & Directives

Duties and Powers of (Irish) Directors

- What is a Company Director
- Qualifications to become a Company Director
- Directors Duties and Obligations
- Statutory Duties, the 1963 Act and the 1990 Act – Distinctions between the two pieces of legislation (Disclosures versus Prohibitions)
- Common Law Duties (Bona Fide/Skill, care & diligence, Conflict of Interest).
- Directors Compliance Statements

Restriction and Disqualification of Directors

- Purpose of Restriction (Phoenix Syndrome)
- Powers to restrict - Liquidators/creditors/ODCE
- Test for Restriction – La Moselle Clothing case
- Effect of Restriction
- Grounds for Disqualification
- Effect of Disqualification: Court Discretion

Reckless, Fraudulent and Insider dealing

- Statutory regime - Fraudulent Trading - (Section 297 of the 1963 Act – Fraudulent Trading – a “Double Subjective” test)
- Statutory Regime – Reckless Trading (Section 297A of the 1963 Act as amended by 1990 Act – Easier to prove, both Objective and Subjective. More lenient penalties)

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- Statutory Regime – Insider Dealing (Section 198 – wide definition of Insider, Dealing and all related definitions to ensure tippers and tippees are easily inculpated)
- Prohibition
- Exemptions
- Liability

Competition law

- Offers to the public
- Competition Law

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