HEC Montréal, Ph.D. Course
Corporate Governance: An International Perspective
Gouvernance d’entreprise: Une perspective internationale

Professeurs/Professors:

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Description:
This course covers and discusses major topics in corporate governance from an international perspective. In the last 30 years, corporate governance has become a complex and distinct subject matter, but has been discussed mostly in a domestic context, the U.S. Over the last fifteen years, studies of corporate governance have explored the country characteristics, such as law, enforcement, and culture as determinants of corporate governance around the world. New evidence is often limited to a single country setting, and not many studies provide an international perspective, despite the fact that there is no single approach to addressing corporate governance issues around the world. The course is to encourage participants to extend their perspectives to an international level and to consider research agenda that will contribute to the studies of corporate governance from an international perspective.

The course is consists of three parts. Each session will address theories and evidence of international corporate governance by discussing both classic and recent empirical studies. The first part provides a bird’s-eye view on international corporate governance. This part is designed to offer basic discourses in international corporate governance. Participants will discuss agency problems and how the agency issues are implied in different forms of corporate governance in the world, and fundamental relations among owners, shareholders and stakeholders in different country contexts. The second part focuses on the practice of corporate governance around the world. In this part, we will discuss different (internal and external) corporate governance mechanisms across countries and how such mechanisms may work (or not). The last part considers emerging topics in international corporate governance, such as international institutional investors, shareholder activism across countries, cross-listing, and other dynamic issues, such as the press, politics and corruption.

Course Requirements:
This course requires the active participation of all students. Students will be asked either to present some papers in the class or to prepare a brief critic on the papers that are presented. The reading list includes required and optional readings. Each student will prepare a research paper that will be presented and discussed in the last session.

Grade:  
Class Participation: 10%  
Paper Presentations: 30%  
Critics on the readings: 20%  
Research paper: 40%
Course Outline

Part I: International Corporate Governance: Why does it Matter?

Week 1: Overview of International Corporate Governance


Week 2: Agency Problem: Theories and Evidence in International Contexts


Week 3: Legal Origin, Ownership Structure and Shareholder Protection in the World


Week 4: Forms of Corporate Governance around the World


Week 5: Private Benefits of Control: Cross-Country Comparison


Part II: How Do Different Corporate Governance Mechanisms Around the World Work?

Week 6: Board of Directors and Executive’s Compensation


Week 7: International Market for Corporate Control


**Week 8: Institutional Investors as Monitors in the World**


**Part III: Emerging Topics in International Corporate Governance**

**Week 9: Family and Business Groups in Emerging Countries**


**Week 10: The State of Overseas Listing**


**Week 11: Political Economy of International Corporate Governance**


Week 12: Dynamic Issues in International Corporate Governance


Week 13: Term Paper Presentations