



ACCT5014
Governance and Accountability
Winter 2022

Instructor: Ajay M. Pangarkar CTPD, FCPA, FCMA
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Phone: 514 836 2392
Office: None
Office Hours: By appointment – via Zoom

Class Meeting: March 10th to April 14th, 8:35-11:25am, NI 4030 / HyFlex

Learning Modality: In total, attending class for this course will require the following approximate time commitment (excluding readings and assignments):

- 18 hours in-person or through HyFlex
- 10 hours online, asynchronous (*i.e., recorded content*)

Information for Remote Learners

This course will employ *HyFlex delivery*. Although in-person attendance is preferred, remote learners will be able to participate remotely via Zoom.

Course Calendar Description:

Corporate governance functions including management and controllership, boards of directors, auditors, security commissions and the control of enterprise-wide risk management. Historical development and evaluation of current practices, including Sarbanes Oxley and its implications.

Course Learning Objectives:

By the end of this course, you should be able to:

- Identify and describe key corporate governance and accountability concepts.
- Discuss the relationships between key players in promoting governance.
- Identify and discuss current legislative and regulatory requirements for corporate governance in Canada.
- Discuss key theories, models, principles, and guidelines of corporate governance.
- Describe, analyze, and evaluate the internal and external mechanisms of corporate governance.
- Recognize the historical context for governance and some significant governance failures.
- Foster critical thinking on governance issues

Course Prerequisites:

Enrolment in the MBA program. The Sprott School of Business enforces all prerequisites.

Required Materials:

This course does not have a textbook, but you will need to be able to attend online synchronous class discussions. Make sure you have access to a computer that will allow you to work with your group, use Zoom, and record your presentation.

Final Exam Date: Take home exam during the official exam period.

Drop Course Policy: The deadline for academic withdrawal is the last day of classes (each term).

Grading Scheme:

Participation	10%
Group work submissions as follows:	
Group Seminar/Memo #1	10%
Group Seminar/Memo #2	10%
Group Presentation	15%
Group Final Written Project	25%
Take-Home Final Exam	30%
TOTAL	100%

Each component of your grade will be assigned a percentage score. Your final course grade will be a weighted average of each of these components.

The distribution of the group work over the six weeks follows:

Class	Groups	Deliverable	Grade
2	1 & 2	Seminar on assigned governance topics & memo	10%
3	3 & 4	Seminar on assigned governance topics & memo	10%
4	1 & 2	Seminar on assigned governance topics & memo	10%
5	3 & 4	Seminar on assigned governance topics & memo	10%
6	All groups	Group presentations	15%
6	All groups	Group project report	25%

Participation (10%) Individual

The class will actively discuss topic, concepts, and present analyses and recommendations. Participation marks depends on overall attendance during classes and class participation during presentations and discussions. Attendance is an integral part of class participation. The mark you receive reflects the quantity and quality of your contribution to the course.

Students who do not attend class OR arrive late/leave early will not be awarded attendance participation marks for that week. Students who attend class but do not contribute in a positive manner to class discussions will also lose marks. Preparation and active participation in this hands-on and practice-focused course, is the expectation. A student who attends all class regularly yet does not actively participate in class activities and discussions should expect a participation grade of no more than 5.0/10.

Marks will be allocated as follows:

- 3.0% for attendance (6 classes, 0.5% each week)
- 7.0% (or 1.67% per class) for participation from week to week (includes being prepared for class, discussions, feedback during presentations, etc.) – instructor will allocate grades according to level and frequency of engagement)

Group Seminar/Memo (2 x 10% each)

Each group will be required to deliver a 30-minute teaching seminar to the class on an assigned governance topic. Groups should present the seminars in a consultant's role where the class is the board of a company. These seminars will take place during weeks 2 to 5.

In addition to leading the seminar, each group must prepare and distribute to the class (board) a 3-to-6-page handout (including appendices) summarizing key aspects of their seminar and to make their overheads available to the class (board) via Brightspace prior to the class session. The references provided by session in the class schedule below are intended to be a starting point for your research.

The seminar, handouts, and any assigned readings presented by the group related to the topic, is graded together based upon the seminar's content, interpretation or analysis, presentation style, visual aids, and handouts (see [Appendix 2](#)). All students are expected to participate in the group work, though the degree to which each student is involved in the seminar presentation is a group decision. All members are expected to present. The seminar material is subject to test and examination.

Final Group Project (25%) and Presentation (15%)

The Sprott School of Business encourages group assignments in the school for several reasons. They provide you with opportunities to develop and enhance interpersonal, communication, leadership, followship and other group skills. Group assignments are also good for learning integrative skills for putting together a complex task. Before embarking on a specific problem as a group, it is your responsibility to ensure that the problem is meant to be a group assignment and not an individual one.

All group members are required to complete a peer evaluation form at the end of the group projects. See details in [Appendix 3](#). Peer evaluations will be used in determining whether individual deviations from group grades are necessary.

The professor will form groups (2 to 4 people depending on class size) prior to the first class. In addition to the seminar topic, each group will be assigned one final group project in this course. The project will comprise a report (worth 25%), and a group presentation (worth 15%), both are due Week 6. All group members are required to take an active part in the group presentation. The details for the final group project are provided in [Appendix 1](#) to this curriculum.

Final Examination (30%) Due April 16th

The final examination (30%) is a take home examination. Students are provided with a text (research paper, consultation paper, etc.) that they are to analyze and respond to using course concepts. Your submission must be your own work. Use citations and provide a bibliography. Any sign of plagiarism or evidence of re-work/manipulation of any other student's work will result in a zero grade for the exam and failure in the course. It will be reported to the MBA administration. The take home examination must be submitted by 6:00 p.m. on April 16th.

Late Assignments:

To ensure fairness for all students, penalties will be applied to late assignments.

- Group seminar/memo (2) is expected to be submitted by the due date since the class (board representatives) expect to receive a document and see a presentation. No submission will be accepted after the due date.
- For the group presentation or final written project, failure to submit on time will result in a penalty of ten (10) percentage points per day.
- Not submitting the final exam by the due date and time will result in a zero grade.
- Requests for extensions will be considered in exceptional circumstances. Remember that it is easier for us to resolve problems and issues BEFORE the due date.
- Requests for extension will be considered in cases of illness, family emergency, or other exceptional circumstances.

Preparation and Participation:

How to do well in this course:

- Do assigned readings and submit all assignments as scheduled.
- Follow all lectures and participate in class discussions.
- Take notes of lectures, presentations, and other materials presented in class.
- Seek help when you need it (from me, the TA, Student Academic Success Centre, Writing Services, etc.).
- Take responsibility for your learning (i.e., discuss any issues relevant to the course with me ASAP);
- Form study and/or writing groups.
- Pursue learning strategies that best suit your learning style and preferences, and which are compatible with the course expectations.
- Do not hesitate to ask me with any questions.
- Stay in touch!

Contribution to Program Learning Goals ([MBA](#)):

MBA Learning Goal	Not Covered	Introduced	Taught but Not Assessed	Taught and Assessed
MB1 Leadership and Collaboration <i>Graduates will be equipped for leadership and collaboration.</i>			✓	
MB2 Communication <i>Graduates will be effective communicators</i>				✓
MB3 Critical Thinking and Problem Solving <i>Graduates will be skilled in critical thinking and problem solving.</i>				✓
MB4 Functional Knowledge <i>Graduates will have functional knowledge of all areas of business.</i>			✓	
MB5 Global Business <i>Graduates will have an appreciation of the global environment of business.</i>		✓		
MB6 Ethical Reasoning <i>Graduates will be skilled in ethical reasoning and decision-making.</i>				✓

ADDITIONAL INFORMATION

Course Sharing Websites:

Materials created for this course (including presentations and posted notes, labs, case studies, assignments and exams) remain the intellectual property of the author(s). They are intended for personal use and may not be reproduced or redistributed without prior written consent of the author(s).

Recommended Calculator for Examinations:

If you are purchasing a calculator, we recommend any one of the following options: Texas Instruments BA II Plus (including Pro Model), Hewlett Packard HP 12C (including Platinum model), Staples Financial Calculator, Sharp EL-738C & Hewlett Packard HP 10bII

Group Work:

The Sprott School of Business encourages group assignments. They provide you with opportunities to develop and enhance interpersonal, communication, leadership, followership and other group skills. Group assignments are also an effective way to learn integrative skills for putting together a complex task. Your professor may assign one or more group tasks, assignments, or projects in this course. Before embarking on a specific problem as a group, it is your responsibility to ensure that the problem is meant to be a group assignment and not an individual one.

Peer Evaluation for Group Work

To deter social loafing and ensure fairness in grading, you will be asked to assess the contribution of your fellow group members. This information will be used when assigning the grade for the final project. The procedure is as follows: Each student should take 100 points and allocate those points to the various members of the group (including him/her/themself) to reflect the contributions made by each member. For instance, if there are four members in a group and everyone contributed equally, each individual would receive 25 points. Conversely, if an individual contributed relatively little, the remaining group members might allocate few points to that member. To ensure that these peer evaluation scores are reasonable and free from personal bias, you will be asked to provide a detailed written explanation for your point allocation.

Letter Grades:

In accordance with the Carleton University Undergraduate Calendar (p. 34), the letter grades assigned in this course will have the following percentage equivalents:

A+ = 90-100	B+ = 77-79	C+ = 67-69	D+ = 57-59	F = Below 50
A = 85-89	B = 73-76	C = 63-66	D = 53-56	
A - = 80-84	B - = 70-72	C - = 60-62	D - = 50-52	

Grades entered by Registrar:

WDN = Withdrawn from the course
DEF = Deferred

Academic Regulations:

University rules regarding registration, withdrawal, appealing marks, and most anything else you might need to know can be found on the university's website, here:

<http://calendar.carleton.ca/undergrad/regulations/academicregulationsoftheuniversity/>

Requests for Academic Accommodation:

You may need special arrangements to meet your academic obligations during the term. For an accommodation request, the processes are as follows:

- **Pregnancy**

Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details, visit the Equity Services website: <https://carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf>

- **Religious Obligations**

Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. For more details, visit the Equity Services website: <https://carleton.ca/equity/wp-content/uploads/Student-Guide-to-Academic-Accommodation.pdf>

- **Students with Disabilities**

If you have a documented disability requiring academic accommodations in this course, please contact the Paul Menton Centre for Students with Disabilities (PMC) at 613-520-6608 or pmc@carleton.ca for a formal evaluation or contact your PMC coordinator to send your instructor your Letter of Accommodation at the beginning of the term. You must also contact the PMC no later than two weeks before the first in-class scheduled test or exam requiring accommodation (if applicable). After requesting accommodation from PMC, meet with your instructor as soon as possible to ensure accommodation arrangements are made. <https://carleton.ca/pmc/>

- **Survivors of Sexual Violence**

As a community, Carleton University is committed to maintaining a positive learning, working and living environment where sexual violence will not be tolerated, and its survivors are supported through academic accommodations as per Carleton's Sexual Violence Policy. For more information about the services available at the university and to obtain information about sexual violence and/or support, visit: <https://carleton.ca/sexual-violence-support/>

- **Student Activities**

Carleton University recognizes the substantial benefits, to both the individual student and the university, that result from participating in activities beyond the classroom experience. Reasonable accommodation will be provided to students who compete or perform at the national or international level. Please contact your instructor with any requests for academic accommodation during the first two weeks of class, or as soon as possible after the need for accommodation is known to exist. <https://carleton.ca/senate/wp-content/uploads/Accommodation-for-Student-Activities-1.pdf>

For more information on academic accommodation, please contact the departmental administrator or visit: <https://students.carleton.ca/course-outline/>

Academic Integrity:

Violations of academic integrity—presenting another’s ideas, arguments, words or images as your own, using unauthorized material, misrepresentation, fabricating or misrepresenting research data, unauthorized co-operation or collaboration or completing work for another student—are a serious academic offence, weaken the quality of the degree, and will not be tolerated. Penalties may include; a grade of Failure on the submitted work and/or course; academic probation; a refusal of permission to continue or to register in a specific degree program; suspension from full-time studies; suspension from all studies at Carleton; expulsion from Carleton, amongst others. Students are expected to familiarize themselves with and follow the Carleton University Student Academic Integrity Policy which is available, along with resources for compliance at: <https://carleton.ca/registrar/academic-integrity/>

Centre for Student Academic Support:

The Centre for Student Academic Support (CSAS) is a centralized collection of learning support services designed to help students achieve their goals and improve their learning both inside and outside the classroom. CSAS offers academic assistance with course content, academic writing and skills development. Visit CSAS on the 4th floor of MacOdrum Library or online at: <https://carleton.ca/csas/>

Other Important Information:

- Students must always retain a hard copy of all work that is submitted.
- All final grades are subject to the Dean’s approval.
- For us to respond to your emails, we need to see your full name, CU ID, and the email must be written from your valid CARLETON address. Therefore, in order to respond to your inquiries, please send all email from your Carleton cmail account. If you do not have or have yet to activate this account, you can do so by visiting <https://carleton.ca/its/get-started/new-students-2/>

WEEK	DATE	TOPIC	PRECLASS PREPARATION
1	Mar 10 th	Overview of the principles of governance	<p>Canadian Coalition for Good Governance - Creating a High Performance Board</p> <p>http://www.ccg.ca/site/ccgg/assets/pdf/building_high_performance_boards_august_2013_v1_2_formatted.pdf</p> <p>Replacing the Board – cfo.com http://www2.cfo.com/governance/2014/08/replacing-board/</p>
2	Mar 17 th	<p><i>Seminar 1</i> - Role of the Audit Committee</p> <p><i>Seminar 2</i> - Effective governance of executive compensation</p>	<p>Canadian Coalition for Good Governance - Executive Compensation Principles http://www.ccg.ca/site/ccgg/assets/pdf/ccgg_publication_-_2013_executive_compensation_principles.pdf</p> <p>CPA Canada - Guidance to help audit committees oversee the external auditor and enhance audit quality https://www.cpacanada.ca/en/connecting-and-news/blogs/audit-quality-blog/2014/march/guidance-to-help-audit-committees-oversee-the-external-auditor-and-enhance-audit-quality</p> <p>Oversight for the External Auditor: Guidance for Audit Committees (CPA Canada) https://www.icd.ca/getmedia/ac88804a-db90-4cf5-a006-a674a944ac59/item78035_Guidance_EN.pdf.aspx</p>
3	Mar 24 st	<p><i>Seminar 3</i> – Corporate sustainability and social responsibility</p> <p><i>Seminar 4</i> – Shareholder activism</p> <p><i>Seminar 5</i> – Long term value creation through effective governance</p>	<p>Industry Canada – Governance for Sustainability https://www.ic.gc.ca/eic/site/csr-rse.nsf/eng/h_rs00577.html</p> <p>CPA Canada - Directors Briefing — Shareholder Engagement Questions for Directors to Ask (posted to CULearn)</p>
4	Mar 31 st	<p><i>Seminar 6</i> – Fraud</p> <p><i>Seminar 7</i> – Risk Management</p>	<p>CPA Canada’s 20 Questions Directors should ask about Risk</p> <p>Conference Board of Canada - The Role of the Board in Fraud Risk Management</p>

			https://www.conference-board.org/retrievefile.cfm?filename=TCB-DN-V3N21-111.pdf&type=subsite
5	April 7 th	<p><i>Seminar 8</i> – International perspectives on governance</p> <p><i>Seminar 9</i> – Evaluating board performance</p>	<p>CPA Canada’s 20 questions directors should ask about governance assessment</p> <p>London Stock Exchange’s Corporate Governance for Main Market and AIM Companies - <i>Chapter 25</i></p> <p>http://www.londonstockexchange.com/companies-and-advisors/aim/publications/documents/corpgov.pdf</p>
6	April 14 th	Final group project reports and presentations	N/A

Appendix 1:

Final Group Project Guidelines – Corporate Governance Analysis

Each group is required to select a company to analyze. The company you select for this project can be the same as from ACCT5011 financial statement analysis group project or you can select another company of your choice. For the selected company, perform each of the following for the Corporate Governance Analysis project report and presentation.

Preparation: Obtain the Annual Information Form and Management Information Circular for the most recent year for the selected company. Research the company in recent newspaper and magazine articles. Obtain a copy of the company's Corporate Governance Disclosures. Obtain relevant Corporate Governance Guidelines (Ontario Securities Commission's National Instrument NP58-201).

Objective: To enhance your understanding of the context in which the company operate thorough a detailed analysis of its corporate governance structure.

The following (Parts A, B, and C) is taken from Professor Aswath Damodaran's website <http://pages.stern.nyu.edu/~adamodar/>

Required:

Part A: "To understand the relationship between managers and stockholders, try answering the following questions for your company. Note that you may not have the information to answer every question, but try to keep your focus on the big questions.

1. *The Chief Executive Officer*

- Who is the CEO of the company? How long has he or she been CEO?
- If it is a family run company, is the CEO part of the family? If not, what career path did the CEO take to get to the top? (Did he or she come from within the organization or from outside?)
- How much did the CEO make last year? What form did the compensation take? (Break down by salary, bonus and option components)
- How much stock and options in the company does the CEO own?

2. *The Board of Directors*

- Who is on the board of directors of the company? How long have they served as directors?
- How many of the directors are inside directors? (i.e. employees or managers of the company)
- How many of the directors have other connections to the firm (as suppliers, clients, customers, etc.)?
- How many of the directors are CEOs of other companies?
- Do any of the directors have large stockholdings or represent those who do?

3. *Share Voting Structure*

- Are there differences in voting rights across shares?
- If so, do incumbent managers own a disproportionate share of the voting shares?

Part B: To understand the relationship between the firm and financial markets, try answering the following questions:

1. *Financial Market Concerns*

- How many analysts follow the firm?
- How much trading volume is there on this stock?

Part C: To understand the relationship between the firm and society try answering the following questions:

1. *Societal Constraints*

- Does the firm have a particularly good or bad reputation as a corporate citizen?
- If it does, how has it earned this reputation?
- If the firm has been a recent target of social criticism, how has it responded?

Part D: To understand the role and importance each firm ascribes to its corporate governance practices:

- Critically evaluate each firm's corporate governance disclosures.
- Briefly compare these disclosures to the corporate governance guidelines you obtained earlier.
- Conclude on your overall impression of each firms' corporate governance practices.

It is essential for you to apply the courses concepts appropriately and, when possible, suggest/provide practical solutions for the company to implement. Please treat this as if you are writing to and addressing the company's board of directors and key stakeholders. Formal report guidelines apply, and marks will be deducted.

Appendix 2

Seminar Presentation Evaluation

Presenter: _____

Topic: _____

Factor	Grade	Comments
Case Overview <ul style="list-style-type: none">• completeness• focus on key issues• demonstrated understanding	/10	
Analysis/ Interpretation/ Conclusions <ul style="list-style-type: none">• analysis vs mere description• critical and knowledgeable interpretations• Incorporation of emerging topics and trends• connection to course• conclusion	/15	
Presentation/Style <ul style="list-style-type: none">• clarity of ideas• use of examples when appropriate• speaking style• time management• able to engage audience• professionalism• creativity	/15	
Visual aids <ul style="list-style-type: none">• appropriate use of overheads/slides/board• clarity• quality of visual aids• grammar & spelling	/10	
Class involvement <ul style="list-style-type: none">• encourage active participation by class• pose questions to class• elicit input from the class• incorporate class comments in subsequent discussions• manage class discussions	/10	
Total	/60	

Appendix 3

Peer Evaluation for Group Work

To deter social loafing and ensure fairness in grading, you will be asked to assess the contribution of your fellow group members. This information will be used when assigning the grade for the final project. The procedure is as follows: Each student should take 100 points and allocate those points to the various members of the group (including him or herself) to reflect the contributions made by each member. For instance, if there are four members in a group and everyone contributed equally, each individual would receive 25 points. Conversely, if an individual contributed relatively little, the remaining group members might allocate few points to that member. To ensure that these peer evaluation scores are reasonable and free from personal bias, you will be asked to provide a detailed written explanation for your point allocation.

PLEASE COMPLETE THIS FORM AND SUBMIT IT WITH YOUR FINAL REPORT

Name of Group Member <i>(please include yourself)</i>	Points	Rationale <i>(if point allocation is not equal)</i>
YOU:		
TOTAL	100	

Additional Comments *(if any)*

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