

## Corporate Governance and Financial Services Law

<b>Module title</b>			
Corporate Governance and Financial Services Law			
<b>Module NFQ level</b> (only if an NFQ level can be demonstrated)	<b>Module number / reference</b>	<b>ECTS Value</b>	<b>Duration</b>
Level 8 NFQ	LLBH - CGFS	5 ECTS	One semester: 12 weeks.
<b>Parent programme(s).</b> Principal programme title, and embedded(s) if relevant		<b>Stage of parent programme</b>	<b>Semester No.</b>
Bachelor of Laws (Honours)		3	1 or 2
Bachelor of Laws (Honours) in Criminal Justice		3	1 or 2
Bachelor of Laws (Honours) in Commercial Law		3	1 or 2
<b>Teaching and Learning modes</b>	<b>Proportion</b> (% of Total Directed Learning)		
Classroom / Face to Face	19%		
Workplace			
Online			
Other (Identify)	81% (Independent Research and Learning)		
<b>Entry requirements (statement of knowledge, skill and competence)</b>			
Please see section 4.2 for full details of entry requirements.			
<b>Maximum number of learners per instance of the module</b>	Sixty (60)		
<b>Average (over the duration of the module) of the contact hours<sup>1</sup> per week</b>	2		
<b>Pre-requisite module title(s) (if any)</b>	Company Law		
<b>Co-requisite module title(s) (if any)</b>	No		
<b>Is this a capstone module? (Yes or No)</b>	No		
<b>Module-specific physical resources and support required per centre (or instance of the module)</b>			
Requirements are for the lecturer to utilise a PC with Microsoft Office, Zoom and access to the internet through which an individual can gain access to the Griffith College student intranet: Moodle.			

<sup>1</sup> Effort while in contact with staff

Specification of the qualifications (academic, pedagogical and professional/occupational) and experience required of staff working in this module.		
Role e.g. Tutor, Mentor etc	Qualifications & experience required:	# of Staff with this profile (WTEs <sup>26</sup> )
Lecturer	Lecturers expected to hold at least a level 8 legal qualification, preferably with a professional legal qualification. It is an advantage to have completed the Certificate in Education, Learning and Development provided by Griffith College.	0.25 WTE

Analysis of required learning effort		
*Effort while in contact with staff	Minimum ratio teacher / learner	Hours
Classroom and demonstrations	1:60	24
Mentoring and small-group teaching	-	-
Other (specify)	-	-
Independent Learning		
Directed e-learning (hours)		-
Independent Learning (hours)		101
Other hours (specify)		-
Work-based learning hours of learning effort		-
<b>Total Effort (hours)</b>		<b>125</b>

Allocation of Marks					
	Continuous Assessment	Supervised Project	Proctored Practical Exam.	Proctored Written Exam	Total
<b>Percentage Contribution</b>				100	<b>100%</b>

### 6.5.1 Module aims and objectives

In this Module, learners are able to engage in the theory and practice of Corporate Governance and Financial Services Law. The Module begins by discussing the key elements of company law that

<sup>2</sup> WTE is the whole-time equivalent number. The number 1 indicates a fulltime person fully dedicated to the programme. <sup>6</sup>.5 indicates a part-time person available to this programme half of the time.

relate to the creation and liquidation of companies and the relevant procedures that the learners learnt in Company Law module in advance of this module. It aims to develop the learner's practical knowledge on these points before delving into more practical elements of these topics.

This module seeks to give a comprehensive overview of the regulation structure in Ireland as well as a number of other key jurisdictions such as England and New York. From there the objective for the lecturer will be to discuss the important points surrounding self-regulation and the protections in place in law for whistle blowers.

The module aims to assist the learner in investigating the corporate enforcement mechanisms in place under the Company Law Act 2014 along with the different types of white-collar crime that are often found when auditing corporations: bribery, corruption, money laundering and terrorism financing. Following this the discussion will turn to the mechanisms that are in place in relation to reporting on compliance in relation to the relevant EU Directives in this area.

The objective of this module is to also examine the core principles and philosophical underpinnings of corporate governance and are presented, discussed and applied to factual scenarios including the processes around board meetings, correctly keeping set of accounts for organisations and correct means of filing all relevant reports with the relevant authorities.

### 6.5.2 Minimum intended module learning outcomes

On successful completion of this module, learners are able to:

- (i) engage in high-level analysis of a range of corporate governance and financial services regulation issues;
- (ii) articulate an informed view, backed with evidence, on the ultimate interests that financial services regulations should seek to advance;
- (iii) Critically analysis the different regulatory mechanisms in the financial sector;
- (iv) identify and discuss the main themes, perspectives and issues in the area of corporate governance and evaluate them in the context of historical governance issues such as the Irish and global banking crisis of 2008;
- (v) critically evaluate legal and doctrinal scholarship on corporate governance in relation to financial services in the light of current and future developments;
- (vi) communicate effectively recommendations for reform in the area of corporate governance.

### 6.5.3 Rationale for inclusion of the module in the programme and its contribution to the overall MIPLOs

Corporate Governance and Financial Services is an important area of practice and academic interest in Ireland and it builds on the learner's knowledge from their Company Law module that they completed in Stage 2.

#### 6.5.4 Information provided to learners about the module

The learners will have in their possession their Faculty Handbooks from their previous year. The Faculty Handbook provides general information about the faculty, its staffing, resources, and operation. Detailed programme information is supplied through Moodle, including copies of the approved module descriptors from the accredited programme (detailing related teaching, learning and assessment) along with a programme timetable. Another copy will be provided to the learners upon their request.

During the first class of the Module, learners are given a detailed outline of the Module showing the schedule of delivery and the dates when assignments are released and due for submission.

Moodle is used to provide learners with ongoing access to module related information, from the handbooks and module outlines provided in advance of the module commencement, the lecture material and links to related resources provided on a scheduled basis in line with the module delivery.

#### 6.5.5 Module content, organisation and structure

The content comprises:

- Introduction: Theories, Principles, Models of Corporate Governance and Financial Services
- Overview of the Irish Financial System
- Internal and External Auditing Controls and Financial Reporting
- Company Boards and Directors
- Shareholders
- Legal Regulatory Framework;
- Codes of Best Practice: Ireland and U.K.
- Mergers and Acquisitions
- Corporate Criminal Liability
- Institutional Investors
- Corporate Ethics and Social Responsibility

#### 6.5.6 Module teaching and learning (including formative assessment) strategy

This module is delivered by means of participative lectures which consist of tutorial-style discussions, group work sessions and exercises. Formative assessment is provided through tutorial-style discussions, group work and exercises focus on specific case law and problem based learning requiring the learner to analyse the law and apply it to practical Administrative Law disputes or issues. The lectures are supplemented by structured on-line resources and reading.

In order to support learners through the exam process they engage in the answering of sample exam questions and correction of their own or peers' papers, thereby familiarising themselves with the module learning outcomes and marking criteria. Learners also engage in activities whereby they draft their own exam question in order to recap and reconsolidate a particular topic.

### 6.5.7 Work-based learning and practice-placement

Corporate Governance and Financial Services Law is a class based 5 ECTS credit module and does not require work-based learning and practice placement.

### 6.5.8 E-learning

Moodle, the College Virtual Learning Environment is used to disseminate notes, advice, and online resources to support the learners. E-learning activities include learner feedback, forums where learners contribute, formative quizzes and video links. The learners will also have access to a number of other online resources through the library such as access to databases and research tools (Westlaw.ie, Westlaw.uk, JustisOne (vLex) and Hein Online) as well as access to online copies of books published from Bloomsbury Online.

### 6.5.9 Module physical resource requirements

Requirements are for the lecturer to utilise a PC with Microsoft Office, Zoom and access to the internet through which an individual can gain access to the Griffith College student intranet: Moodle. There are no further software requirements for this module. In relation to Microsoft Office the lecturer will require to use PowerPoint or Word to present the information to the learners. Zoom will be required in conjunction with Microsoft Office in order to record the lectures. Zoom will also be required for the seminars through which the module will be taught (block release).

### 6.5.10 Reading lists and other information resources

#### *Primary reading*

- Keane, R and O'Neill, A. (2009), *Corporate Governance and Regulation – an Irish Perspective*. Dublin: Round Hall.
- Bainbridge, S. (2016) *Corporate Governance after the Financial Crisis*. Dublin: Oxford University Press.
- Clarke, T. (2004) *Theories of Corporate Governance*. Abingdon: Routledge.
- Duffy, D. (2014), *A Practical Guide to Corporate Governance*. 1<sup>st</sup> ed. Dublin: Chartered Accountants Ireland
- Calkoen, W. (2018), *The Corporate Governance Review*. 8<sup>th</sup> ed. Dublin: The Law Reviews.
- Mallin, C. (2019), *Corporate Governance*. Oxford: OUP
- Monks, R.A. and Minow, (2011), *N. Corporate Governance*. 5<sup>th</sup> ed. London: John Wiley & Sons
- Smerdon, R. (2010), *A Practical Guide to Corporate Governance*. 4<sup>th</sup> ed. London: Sweet Maxwell.
- Tricker, B. (2012), *Corporate Governance Principles: policies and Practices*. 2<sup>nd</sup> ed. Oxford: OUP

#### *Secondary reading*

- Salmon, W.J. (2000), *Harvard business review on corporate governance*. Harvard Business Press.
- Wearing, R. (2005), *Cases in Corporate Governance*. London: Sage Publication
- Courtney, T.B. (2016) *The Law of Companies*. 4<sup>th</sup> ed. Dublin: Bloomsbury

- Courtney, T.B. (ed.) (2017) *The Bloomsbury Professional Guide to the Companies Act 2014*. Dublin: Bloomsbury
- Prendergast, D. *Dublin University: Law Journal*. Dublin: Clarus Press

#### e-Resources

- *Bloomsbury Professional Online*
- *JustisOne – Vlex*
- *Westlaw.ie*
- *Westlaw UK*
- *Heinonline*
- *Griffith College Library Website*

### 6.5.11 Specifications for module staffing requirements

Lecturers qualified to at least a Level 8 legal qualification (LLB (Honours), preferably with a professional legal qualification and a third level teaching qualification (e.g. Certificate in Education, Learning and Development offered by Griffith College). Learners also benefit from the support of the Programme Director, Faculty Administrators, a dedicated Learning Technologist Office, and the Learning Supports Office, at least one Learner Representative for each Stage, the Students' Union and a free (off campus) Counselling Service.

### 6.5.12 Module summative assessment strategy

The Module is assessed through a written examination worth 100%. The examination consists of a combination of essay and problem style questions. Essay style questions place emphasis on the learners' demonstrating their understanding of the fundamental principles of corporate governance and financial services law. Problem style questions enable learners to apply principles of corporate governance rules and laws to factual scenarios.

The following table indicates the module's learning outcomes' alignment with the assessment used for the module:

No.	Description	MIMLOs	Weighting
1	Exam	I - vi	100

Reassessment/Repeat assessment strategy: Griffith College regulations state that learners must pass all component elements of the module to be deemed to have passed the module.

- In the event of a learner failing components of / this module, they will be required to submit a new individual repeat assignment which will be made available on Moodle to learners, and which must be submitted as per faculty instructions.
- In the event of a learner failing the group assessment element of this module, a new individual repeat assignment will be made available on Moodle to learners which must be submitted as per faculty instructions.
- In the event of the learner failing the exam, learners will take the re-sit exam at the next available sitting, details of which will be made available to learners via Moodle.

### 6.5.13 Sample assessment materials

Please see sample assessment supplementary document.