

Corporate Governance – 8090

Rev. 6/29/11

Fall 2011 – Early Week

11:45 AM – Room 190

Course Text: *Corporate Governance*

Boards that Deliver

Academic Assistant: Barbara Richards

Session	Date	Topic		Assignment
1	M 8/22	Course Introduction	Read:	Chapter 1 in <i>Corporate Governance</i> <i>Capitalism , Free Enterprise and the Corporation</i> <i>Models of Corporate Governance</i> – Stanford CG-11
			Optional Reading:	IRS 990 Form: Not for Profit Report
			Comments:	An introduction to the course and to corporate governance; a discussion of the different models of corporate governance
2	T 8/23	The Legal Obligations of Directors	Guest:	Jeff Gill, LLD, Troutman Sanders, LLP
			Prepare	The Jack Wright Series #2 – UVA-OM-1084
			Read:	Chapters 2 and 9 in <i>Corporate Governance</i> <i>Legal Obligations of Directors</i>
			Comments	Presentation and discussion of the laws that are the rules by which a corporation plays
3	M 8/29	Board Selection and Organization and Board Operations	Read:	Chapter 4 and 5 in <i>Corporate Governance</i> Chapter 11 in <i>Boards That Deliver</i>
			Prepare:	The Jack Wright Series #1, 3 and 4, UVA-OM- 1083, 1085 and 1086
			Comments:	Getting the right people on the board – a live action case that deals with how a board is selected and how it organizes its work and the challenge of having effective meetings

4	T 8/30	The CEO Succession Planning, Selection Performance Appraisal and Compensation	Read:	Chapter 6 & 7 in <i>Corporate Governance</i> Chapter 6 & 7 in <i>Boards That Deliver</i>
			Prepare:	The Jack Wright Series #5, 6(A&B) and 7 UVA-OM- 1087,1088, 1108 & 1089
			Comments:	Getting the right CEO and managing his or her performance
5	M 9/5	The Progressive Board	Read:	Introduction and Chapters 1-5 in <i>Boards That Deliver</i>
			Prepare:	<i>Eastman Chemical Company: Building a Board from Scratch</i> , HBS 496-043
			Comments:	Understanding the concept of the Progressive Board and its building blocks
6	T 9/6	The Progressive Board (con't)	Read:	Chapters 8 & 9 in <i>Boards That Deliver</i>
			Prepare:	<i>The General Mills Board and Strategic Planning and Lukens, Inc.: The Melters' Committee (A)</i> , HBS 491-117
			Comments:	The Board's role in making good decisions about strategy and leadership
7	M 9/12	Board/Management Relationship	Guest :	Mike DeCola, President, CEO, Mississippi Lime Co.
			Read:	Chapter 8 in <i>Corporate Governance</i>
			Comments:	A Live Action Case about a new CEO in a family-owned business

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8	T 9/13	The Progressive Board (con't)	Read:	Chapter 10 in <i>Boards That Deliver</i>
			Prepare:	<i>The Management of Berkshire Hathaway</i> , Stanford CG-16
			Comments:	How the board performs its oversight responsibilities
9	W 9/14	Key Topic Discussion		Topic to be assigned and Groups designated in Session 3
10	M 9/19	By-Laws Make a Difference	Guest:	Tom Farrell, CEO, Dominion Energy
			Read:	Chapter 3 in <i>Corporate Governance</i> <i>Power Play</i> , HBR R1007G
			Comments:	A Live Action Case that deals with an intra-board struggle for control
11	T 9/20	Key Topic Discussion		Topic to be assigned and Groups designated in Session 3
12	M 9/26	Key Topic Discussion		Topic to be assigned and Groups designated in Session 3
13	T 9/27	A Venture Capital Perspective	Guest:	Mike Milligan, CEO of Axel Johnson
			Comments:	A Live Action Case by the CEO of a venture capital firm

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14	M 10/3	Not-For-Profit Organizations: Governing Darden	Guest:	Bob Bruner, Dean of Darden
			Read:	Chapter 12 in <i>Corporate Governance</i>
			Comments	A Live Action Case that deals with the governance of The Darden School of Business
15	T 10/4	Dealing With External Pressures & How Directors Get Into Trouble	Read:	Chapter 10 and 11 in <i>Corporate Governance</i> Chapter 6 in <i>Boards That Deliver</i> <i>Corporate Governance Ratings</i> Stanford CG-08 <i>Shareholder Democracy</i> Stanford CG-09 The Jack Wright Series #9, 10, 11 & 12 UVA-OM- 1091, 1092, 1093 and 1094
			Comments:	A discussion of external pressures and how directors get into trouble
Exam	W 10/12			