Topics in Corporate Governance
B40.3160.30
Professor William T. Allen
Stern School of Business
Spring 2005
Thursday 6:00 to 9:00 pm

02/10/05  Class 1
Directing and Controlling the Internal Affairs of Large Scale Private Economic
Actors Though Law and Incentives– An Overview -- Sources of Efficiency in the
Corporate Form of legal and market constraints on agency costs of the corporate form.

02/17/05  Class 2
• Social Aim of Business
  Profits, Jobs, Welfare?
• Review External Sources of Control
  Law and Markets
• Review Internal Controls
  Board of Directors & the Fiduciary Duty of Loyalty

02/24/05  Class 3
Corporate Officers’ and Directors Duty of Care: What it it? How is it meet?
Social Risk it Poses and Director Protections: the Business Judgment Rule, D&O
Insurance, others.

03/03/05  Class 4
Does Governance Matter to Performance? A review of some studies. Why might
it matter?

03/10/05  Class 5
Financial Statements and the New Audit Committee. Sarbanes-Oxley and new
NYSE Listing Standards have changed the world of auditors and directors serving on
audit committees: How?

03/17/05  NO CLASS – SPRING BREAK

03/24/05  Class 6
Shareholder Voting as a Constraint on Agency Costs of Management .
Institutional Investors have significant leverage because (in large part) they can vote. On
meetings, and of the steps (permissible and impermissible) that management sometimes
takes to affect the outcome of elections.
   Final Examination: (90 minutes of short answers)

Text: Materials will be made available on Blackboard