**Qubatova Vüsalə\_Korporativ idarəetmə**

1. What is Corporate Governance? Its definitions provided by OECD and Sir Adrian Cadbury.
2. What are the important features of Corporate Governance?
3. Who mostly influence the corporate governance of the company?
4. In general, why is Corporate Governance important? Explain with examples.
5. What is the difference between Corporate Governance and Corporate Management.
6. Which factors determine the most appropriate theories for the countries at different times?
7. Do you think that different theories are more appropriate to different types of ownership structure? Why?
8. Summary of theories affecting Corporate Governance development (briefly describe all the theories affecting corporate governance development)
9. Main theories influencing the development of corporate governance and their description.
10. Describe the main characteristics of Agency Theory.
11. Describe the main characteristics of Stakeholder Theory.
12. Describe the main characteristics of Transaction Cost Economics.
13. What are the key factors affecting the development of Corporate Governance Codes?
14. Write the most influential Corporate Governance Codes and their main purposes.
15. Inform about the development of Corporate Governance in the UK (mainly about Cadbury, Greenbury and Hampel reports)
16. What are the main recommendations of Cadbury Code?
17. Write the main areas that the OECD Principles encompass.
18. Inform about the Sarbanes-Oxley Act and the main areas it covers.
19. Critically discuss whether it would be desirable to have one model of corporate governance applicable to all countries.
20. Describe the difference between shareholders and stakeholders.
21. Which stakeholder groups are directly related to the company? Explain their interests on the company’s activities.
22. Which stakeholder groups are indirectly related to the company? Explain their interests on the company’s activities.
23. Explain the interests of internal stakeholders on the company’s activities.
24. Explain the interests of external stakeholders on the company’s activities.
25. ‘Directors as a board are responsible for relations with stakeholders; but they are accountable to shareholders’ (Hampel 1998). Critically discuss this statement.
26. What is the key factor affecting the ownership structure of businesses in different countries, and how might this impact on the development of a business?
27. What are the advantages of a family-owned ﬁrm?
28. How might the corporate governance structure in a family ﬁrm develop?
29. What are the advantages of a formal governance structure for the family-owned firms?
30. ‘The need for a professional business approach is arguably even greater in a family than in a non-family ﬁrm’ (Sir Adrian Cadbury, 2000). Critically discuss this statement.
31. Who are institutional investors? Write about the influence of institutional investors according to Cadbury, Greenbury and Hampel reports.
32. How do SWFs (Sovereign Wealth Funds) differ from ‘traditional’ institutional investors?
33. What ‘tools of governance’ do institutional investors have at their disposal? Explain each of them.
34. What is CSR (Corporate Social Responsibility) and SRI (Socially Responsible Investment)?
35. Why might institutional investors and others be interested in SRI?
36. Inform about three basic strategies for SRI.
37. Write some examples of social, ethical and environmental policies of the companies.
38. In what ways might institutional investors decide on which companies to invest in when considering their social responsibility policies?
39. ‘Companies are about making money, not about social responsibility.’ Critically discuss this statement.
40. Write the areas that the Corporate Responsibility Index covers.
41. What are the main differences between a unitary board system and a dual board system?
42. What are the commonalities between unitary and dual board structures?
43. What are the main responsibilities of the board?
44. What are the responsibilities of senior independent director and company secretary?
45. What is the difference between Chairman and CEO?
46. What are the main subcommittees of the board and what role does each of these subcommittees play?
47. Who are non-executive directors and how would you explain their contribution to the company?
48. How might the ‘independence’ of non-executive (outside) directors be deﬁned?
49. Write about the importance of board evaluations, succession planning, and board diversity (include both potential benefits and costs of board diversity) for the effectiveness of the board.
50. ‘Non-executive directors are a waste of time. They often have little involvement with a company and are not aware of what is really going on.’ Critically discuss this statement.
51. What are the main components of executive directors’ remuneration packages?
52. What are the roles of the remuneration committee and remuneration consultants in setting executive directors’ remuneration.
53. Critically discuss the performance criteria that may be used in determining executive directors’ remuneration.
54. Explain the importance of executive director remuneration disclosure.
55. What factors have inﬂuenced the executive directors’ remuneration debate?
56. Write the main areas that the directors’ remuneration debate has tended to focus on.
57. What factors have inﬂuenced the development of corporate governance codes in Continental European countries?
58. How might the employees’ interests be represented in a company’s corporate governance structure?
59. To what extent is there an emphasis on the role of non-executive directors in Continental European countries?
60. To what extent are the needs of various stakeholder groups satisﬁed by corporate governance structures in Continental Europe?
61. Write about the board structure in some Continental European countries.
62. Critically discuss the extent to which you believe that corporate governance systems are converging or diverging. How might the global ﬁnancial crisis have affected this?
63. Write about the main business forms in some Central and Eastern European countries.
64. Write about the predominant ownership structures in some Central and Eastern European countries.
65. Write about the board structure in some Central and Eastern European countries
66. What do you think a foreign investor would be looking for when it comes to investing in a country in CEE?
67. Write about the main business forms in some Continental European countries.
68. Write about the predominant ownership structures in some Continental European countries.
69. How might improving corporate governance help to restore investor conﬁdence in countries in the Asia-Paciﬁc region affected by ﬁnancial collapse?
70. What are the deﬁning features of the Japanese corporate governance system? Compare it with the Korean corporate governance system.
71. Write about the predominant ownership structures in some Asia-Pacific countries.
72. Write about the main business forms in some Asia-Pacific countries.
73. Write about the corporate governance system in Australia.
74. Critically discuss the impact of ownership structure on the development of corporate governance in the Asia-Paciﬁc region.
75. Write about the board structure in some Asia-Pacific countries.