

<b>MOR 545: Corporate Governance and the Role of the Board of Directors (1.5 units)</b>	
<b>Fall 2019</b>	
<b>Schedule</b>	<b>Thursday: 2:00-3:20</b>
Room	BRI 202
Professor	Adjunct Professor Bob Zukis, CPA, MBA
Office and Phone	Outside BRI 202/310-528-9945
eMail	zukis@usc.edu
Office Hours	By Appointment TH 1:00 – 2:00 or 3:20 – 4:00

## **COURSE DESCRIPTION**

Corporate governance is the overall system by which business corporations are directed and controlled. Whether launching a start-up, being a small or mid-size private company, or being a large F1000 public company, corporate governance has a big role to play in the creation and preservation of corporate value. Good corporate governance is about overseeing outcomes and an organization's long-term success and viability and research shows that better corporate oversight drives better business results.

However corporate boards are under attack. Shareholders, customers, regulators, technology risk and many other forces are challenging the effectiveness, composition and objectives of the corporate boardroom. The very principles behind why companies exist and who they serve are being debated anew.

For MBA students, this course will help you understand the changing dynamics of corporate governance and the issues that directors, CEOs and leaders are dealing with in regard to the ultimate authority structure in business. This course will provide you with some very unique, current and real-world insights into the vital, yet often misunderstood and mysterious function of the Board of Directors and its vital role in shaping the future of business and society. This course will focus on the roles and responsibilities of the corporate Board of Directors and the key issues that boards are facing today, and into the future.

This course will expand on the management perspective you have already gained in the MBA program and enable you to understand corporations from the larger perspective of those who hold management accountable for their performance.

## **COURSE OBJECTIVES**

The insights you gain from this course will help you at many stages throughout your career, as you assume increasing responsibility and have opportunities to prepare materials for boards, interact with boards, and eventually serve on boards or are interested in a career in the governance community.

### **Upon successful completion of the course, students will be able to:**

1. Describe the purpose and structures through which corporations are governed and the role and responsibilities of the Board of Directors.
2. Identify issues and alignment problems associated with the interactions of the board, the CEO, and management, as well as shareholders, and other stakeholders of a corporation,
3. Analyze the governance of a company from the perspective of an investor, potential investor, or other stakeholder in the company.
4. Navigate and effectively communicate with the boardroom community on relevant business issues.
5. Apply analytical and critical thinking abilities to complex board issues.
6. Explain current issues in the corporate boardroom and how they impact the organizations they govern

## **REQUIRED COURSE MATERIALS**

### **Required Textbook:**

Goergen, Marc (2018) *Corporate Governance A Global Perspective*, Cengage, ISBN: 978-1-4737-5917-6

### **Additional Readings**

Zukis, Bob (2018) *Information Technology Governance*, The Corporate Board, November/December 2018

Zukis, Bob (2018) Chapter: *Controlling the Uncontrollable Social Media*. Navigating Information Technology in The Boardroom. RMA. ISBN: 978-1-57070-348-5

Chen, Kevin and Wu, Andy (2016), *The Structure of Board Committees*, HBR

Zukis, Bob (2019) *Facebook Knows Less About Data Privacy Than Mr. Potato Head And It Just Cost Them \$5 Billion*, Forbes.com, July 25. <https://www.forbes.com/sites/bobzukis/2019/07/25/facebook-knows-less-about-data-privacy-than-mr-potato-head-and-it-just-cost-them-5-billion/#7eca9e015706>

### **Course Package:**

Assigned cases and additional readings are available on Blackboard, and the text on Amazon and in the USC Library (we're in the process of ordering the text as it's a European publisher).

### **Blackboard (BB):**

I use BB as my primary method of communicating with you. E-mails sent to the class originate from the Blackboard system and will also be archived as Announcements on Blackboard. In addition to direct communications, you will also find other important materials posted to BB, including any syllabus updates, information about class sessions, including preparation requirements, additional required and supplemental reading, as well as news posts. You should check BB *daily* for any new information posted relevant to upcoming sessions.

It is your responsibility to insure that your e-mail address and account settings in Blackboard are correct for you to receive messages. Please insure that your BB account settings forward your messages to your preferred internet provider (IP) account such as your correct USC e-mail address, Gmail, etc.

You can access BB by going through the "My Marshall" portal <http://mymarshall.usc.edu>.

### **Business Press:**

In addition, you are expected to peruse the business press, seeking articles pertaining to the topics covered in the course. and particularly the company you have chosen for your team report. This reading will enable you to contribute examples and applications regularly.

### **Additional Materials:**

Additional materials may be assigned during the semester, which may be posted electronically or require purchase at the USC Bookstore.

## GRADING

The components of the final course grade will be weighted as follows:

Individual Class Contribution	15%
Team Project and Class Presentation: Corporate Governance Analysis and Recommendations (Team)	40%
Final Exam	45%
<b>Total</b>	<b>100%</b>

Final grades represent how you perform in the class relative to other students. Your grade will not be based on a mandated target, but on your performance. Historically, the average grade for this class is about A-/B+ (3.5).

### Class Participation And The Classroom Environment (15% of overall grade)

Case courses work well, and are enjoyable effective learning experiences, if everyone is an active productive participant. To encourage you to participate actively in class, I will call on people on both a random (involuntary) and a rotating voluntary basis, and class participation will provide a material portion of your grade. I do this for several reasons. First, it improves grading accuracy. I can learn a great deal from hearing you share your ideas in a long series of classes. I keep track of participation.

Active class participation encourages students to be well prepared and thus to become active, rather than passive, learners. Participation provides students with the opportunity to gain from the experiences and talents of everyone in the class, and class participation helps students improve their oral communication skills.

Class participation evaluations will be based primarily on the quality of the contributions to our classroom discussions. To help you understand what I am looking for regarding class participation, I have listed below some questions I will try to answer in evaluating class participation:

- (1) Does the class member make points that are especially pertinent to the discussion? Do they increase the understanding of the class or are they simply a regurgitation of the problem or case facts?
- (2) Is there continuity in one's contribution from what has been said previously during class, or are the comments disjointed, isolated, or tangential? The best class contributions are those that reflect not only excellent preparation, but also good listening, interpretive and integrative skills.
- (3) Do the comments reflect a willingness to put forth new, challenging ideas or are they always agreeable and "safe"?
- (4) Is the participant able and willing to interact with others by asking questions, providing supportive comments or challenging constructively what has been said?

I will evaluate participation on an ordinal scale, the end points of which can be described as follows:

**Outstanding Contributor:** This person's contributions reflect exceptional preparation, and the ideas offered are always substantive and provide major insights and direction for the class. If this person were not a member of the class, the quality of the discussions would be diminished significantly.

**Unsatisfactory Contributor:** This person may be absent from class or someone who rarely participates in class discussion. Alternatively, this person's contribution in class reflects inadequate preparation and/or understanding.

Ideas offered are not substantive and provide few, if any, insights and rarely or never a constructive direction for the class. Integrative comments and effective arguments are absent. Class comments are either obvious, isolated from the main discussion, or confusing to the class.

While attendance per se is not graded, it is taken and you cannot contribute to your participation grade without being in class. There are no excused absences. You are accountable for your active participation in each class session. Habitual lateness and/or leaving class early, for whatever reason, will be noted as evidence of low course commitment and penalized. I expect professionalism in this respect. Please notify me by email of any unavoidable absences in advance. Also, if an emergency has prevented you from thorough preparation in a particular class, please let me know in advance to spare us both the embarrassment of my calling on you.

You may also expect an occasional pop-quiz specific to our textbook. This can be short multiple-choice questions that will also comprise part of your class participation assessment.

Finally, a few words about classroom etiquette: An atmosphere of *mutual respect* is in order. So please...

- arrive at class on time: late arrivals are disruptive to your fellow classmates and to the conduct of the class;
- turn off your cell phones and laptops before you enter the classroom;
- do not engage in side conversations during class;
- do not pack up and leave towards the end of the class until it is clear the class is over.

### **Team Project: Governance Issue (40% of overall grade)**

Team sizes will depend on the total class size but will generally be comprised of 2-3 classmates. I will announce teams the second week of class and in week 3 you will meet during class to start your research on your assigned target company.

Your team will analyze the corporate governance approach and issues facing your company and make recommendations. Your team will present (maximum 20-minutes) your findings to the class in November and you will be graded on quality and depth of insight, presentation and quality of deck.

Teams will be assigned through random selection and presentation order will also be randomly chosen. All teams need to be prepared and submit their final presentation by November 14<sup>th</sup>.

**Final Exam:** A final exam will be given comprised of multiple-choice questions primarily based upon our text, although there will also be several case based multiple-choice questions. Anything in our text is fair game for the final exam, regardless of whether it was specifically discussed in class.

### **Peer Evaluations:**

This course relies heavily on teamwork. The *Peer Evaluation* form, which pertains specifically to your team presentation, is included in this syllabus. It must be turned on the day of your group presentation. The form is a course requirement and will be considered part of class participation.

### **No Makeup Examination:**

Except under extraordinary circumstances, no makeups will be given. A student who misses the midterm will be assigned 80% of the score he or she earns on the final paper as a grade for the missed exam. A student must complete the final exam AND all other course requirements to receive a passing grade for the course.

## **COURSE and MARSHALL GUIDELINES**

### **Emergency Preparedness:**

In case of a declared emergency if travel to campus is not feasible, the USC Emergency Information web site (<https://emergency.usc.edu/>) will provide safety and other information, including electronic means by which

instructors will conduct class using a combination of USC's Blackboard learning management system (blackboard.usc.edu), teleconferencing, and other technologies.

## STATEMENT ON ACADEMIC CONDUCT AND SUPPORT SYSTEMS

### Academic Conduct:

Plagiarism – presenting someone else's ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in *SCampus* in Part B, Section 11, "Behavior Violating University Standards" [policy.usc.edu/scampus-part-b](http://policy.usc.edu/scampus-part-b). Other forms of academic dishonesty are equally unacceptable. See additional information in *SCampus* and university policies on scientific misconduct, <http://policy.usc.edu/scientific-misconduct>.

### Support Systems:

*Student Health Counseling Services (SCS) - (213) 740-7711 – 24/7 on call*

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention. <https://engemannshc.usc.edu/counseling/>

*National Suicide Prevention Lifeline - 1-800-273-8255 – 24/7 on call*

Provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week. <http://www.suicidepreventionlifeline.org>

*Relationship & Sexual Violence Prevention Services (RSVP) - (213) 740-4900 - 24/7 on call*

Free and confidential therapy services, workshops, and training for situations related to gender-based harm. <https://engemannshc.usc.edu/rsvp/>

*Office of Equity and Diversity (OED)/Title IX compliance – (213) 740-5086*

Information about how to get help or help a survivor of harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants. The university prohibits discrimination or harassment based on the following protected characteristics: race, color, national origin, ancestry, religion, sex, gender, gender identity, gender expression, sexual orientation, age, physical disability, medical condition, mental disability, marital status, pregnancy, veteran status, genetic information, and any other characteristic which may be specified in applicable laws and governmental regulations. <https://equity.usc.edu/>; [titleix.usc.edu](http://titleix.usc.edu)

*Bias Assessment Response and Support (213) 740-2421*

Incidents of bias, hate crimes and microaggressions need to be reported allowing for appropriate investigation and response. <https://studentaffairs.usc.edu/bias-assessment-response-support/>

*The Office of Disability Services and Programs - (213) 740-0776*

Support and accommodations for students with disabilities. Services include assistance in providing readers/notetakers/interpreters, special accommodations for test taking needs, assistance with architectural barriers, assistive technology, and support for individual needs. [dsp.usc.edu](http://dsp.usc.edu)

USC is committed to making reasonable accommodations to assist individuals with disabilities in reaching their academic potential. If you have a disability which may impact your performance, attendance, or grades in this course and require accommodations, you must first register with the Office of Disability Services and Programs ([www.usc.edu/disability](http://www.usc.edu/disability)). Any student requesting academic accommodations based on a disability is required to register with Disability Services and Programs (DSP) each semester. A letter of verification for approved accommodations can be obtained from DSP. Please be sure the letter is delivered to me (or to your TA) as early in the semester as possible. DSP is located in GFS (Grace Ford Salvatori Hall) 120 and is open 8:30 a.m.–5:00 p.m., Monday through Friday. The phone number for DSP is (213) 740-0776. Email: [ability@usc.edu](mailto:ability@usc.edu).

*USC Support & Advocacy – (213) 821-4710*

Assists students and families in resolving complex issues adversely affecting their success as a student EX: personal, financial, and academic. <https://studentaffairs.usc.edu/ssa/>

*Diversity at USC – <https://diversity.usc.edu/>*

Tabs for Events, Programs and Training, Task Force (including representatives for each school), Chronology, Participate, Resources for Students

*USC Emergency Information – UPC: (213) 740-4321 – HSC: (323) 442-1000 – 24-hour emergency or to report a crime.*

Provides safety and other updates, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible. [emergency.usc.edu](http://emergency.usc.edu)

*USC Department of Public Safety – Non-Emergency: UPC: (213) 740-6000, HSC: (323) 442-120 – 24/7 on call*

Provides overall safety to USC community. [dps.usc.edu](http://dps.usc.edu)

**Technology Policy:**

Laptop and Internet usage is not permitted during academic or professional sessions unless otherwise stated by me. Use of other personal communication devices, such as cell phones, is considered unprofessional and is not permitted during academic or professional sessions. ANY e-devices (cell phones, PDAs, I-Phones, Blackberries, other texting devices, laptops, i-Pads, and i-Pods) must be completely turned off during class time. Upon request, you must comply and put your device on the table in off mode and FACE DOWN. You might also be asked to deposit your devices in a designated area in the classroom. Videotaping faculty lectures is not permitted due to copyright infringement regulations. Audiotaping may be permitted if approved by me. Use of any recorded or distributed material is reserved exclusively for the USC students registered in this class.

**No Recording and Copyright Notice:**

It is a violation of USC's Academic Integrity Policies to share course materials with others without permission. No student may record any lecture, class discussion or meeting with me without my prior express written permission. The word "record" or the act of recording includes, but is not limited to, any and all means by which sound or visual images can be stored, duplicated or retransmitted whether by an electro-mechanical, analog, digital, wire, electronic or other device or any other means of signal encoding. I reserve all rights, including copyright, to my lectures, course syllabi and related materials, including summaries, PowerPoints, prior exams, answer keys, and all supplementary course materials available to the students enrolled in my class whether posted on Bb or otherwise. They may not be reproduced, distributed, copied, or disseminated in any media or in any form, including but not limited to all course note-sharing websites. Exceptions are made for students who have made prior arrangements with DSP and me.

**Students With Disabilities:**

Any student requesting academic accommodations based on a disability is required to register with Disability Services and Programs (DSP) each semester. A letter of verification for approved accommodations can be obtained from DSP. Please be sure the letter is delivered to me as early in the semester as possible. DSP is located in STU 301 and is open 8:30 a.m. – 5:00 p.m., Monday through Friday. The phone number for DSP is (213) 740-0776.

**ABOUT YOUR PROFESSOR**

Bob Zukis is one of the world's leaders on the issues of digital and cybersecurity governance in the corporate boardroom. He is the founder and CEO of [www.digitaldirectors.network](http://www.digitaldirectors.network) the leading advocacy and advisory firm for boardroom digital diversity.

A former PwC Advisory Partner, he's lived and worked on 4 continents across 20 countries solving a wide range of business issues. He's a board member of the National Association of Corporate Directors PSW chapter, a Senior Fellow for The Conference Board's Governance Center and speaks and writes frequently on contemporary business

and leadership issues. He's the author of the book *Social Inc.* (Kauffman Fellows Press, 2013) and has written several book chapters on digital governance. He is a Forbes.com contributor and has also been quoted or published in:

The Financial Times  
FT.com  
Forbes.com  
Risk Professional

Computerworld  
CIO Magazine  
CA Magazine.com  
The Atlantic's Quartz

WSJ Digits and WSJ MarketWatch  
CIO Update  
Info World  
DM Review

He's been an Adjunct Professor in the Management and Organization Department at USC Marshall since 2016 and has taught Strategic Management (BUAD 497), Global Business Issues (MOR 542) and IBEAR IBCP (GSBA 584).

His MBA is from The University of Chicago Booth School of Business and his undergraduate BBA is from Texas Tech University. One of the first professionals working in mainland China in the 1980's, he's lived in Japan, England, Saudi Arabia and the United States. A true global practitioner his clients have included multi-national firms in technology, life sciences, financial services, consumer and industrial products and other sectors.

His academic interests are around the impacts of disruptive technology on competitive advantage and technologies role in the creation and capture of business value. He is a global sports enthusiast whose favorite sporting events are the World Cup, NCAA tournament and the Super Bowl. His wife of 36 years Kimberly and he live in Manhattan Beach, CA and Chicago, IL.

CI	D	Date	Topics <i>Class Activities</i>	Text Readings	Assigned Cases (in CP) and Other Reading
1	Th	8/29	Course Introduction What Is Corporate Governance? <i>Lecture/Discussion</i>	NONE	NONE
2	Th	9/5	The Role of the Corporate Board <i>Lecture/Discussion</i>	<b>Goergen:</b> Ch 1,2,3	<b>BB:</b> Chen, Kevin and Wu, Andy (2016), The Structure of Board Committees, Working Paper 17-032, HBS
3	Th	9/12	<i>Team Project Assignments and Research</i>	Team Meetings and Begin Research	
4	Th	9/19	<i>Case Discussion</i>		<b>CP:</b> The UBER Board Deliberates: Is Good Governance Worth The Firing Of An Entrepreneurial Founder
5	Th	9/26	Macro Issues Shaping Corporate Governance <i>Lecture/Discussion</i>	<b>Goergen:</b> Ch 4, 5, 6	
6	Th	10/3	Digital and Cybersecurity Governance <i>Lecture/Discussion</i>		<b>BB:</b> Zukis, Bob Article: <i>Information Technology Governance</i> , The Corporate Board, November/December 2018 <b>BB:</b> Zukis, Bob (2018) Chapter: <i>Controlling the Uncontrollable Social Media</i> . Navigating Information Technology in The Boardroom. RMA. ISBN: 978-1-57070-348-5
7	Th	10/10	Better Governance Better Business <i>Lecture/Discussion</i>	<b>Goergen:</b> Ch 7, 8, 9	
8	Th	10/17	<b>BREAK NO CLASS</b>		
9	Th	10/24	<i>Case Discussion</i>		<b>CP:</b> Facebook, Inc. – A Look At Corporate Governance <b>Forbes.com:</b> Forbes.com: Facebook Knows Less About Data Privacy Than Mr. Potato Head And It Just Cost Them \$5 Billion <a href="https://www.forbes.com/sites/bobzukis/2019/07/25/facebook-knows-less-about-data-privacy-than-mr-potato-head-and-it-just-cost-them-5-billion/#7eca9e015706">https://www.forbes.com/sites/bobzukis/2019/07/25/facebook-knows-less-about-data-privacy-than-mr-potato-head-and-it-just-cost-them-5-billion/#7eca9e015706</a>
10	Th	10/31	Better Governance Better Business <i>Lecture/Discussion</i>	<b>Goergen:</b> Ch 10,11, 12	
11	Th	11/7	The Future of Governance <i>Lecture/Discussion</i>	<b>Goergen:</b> 13, 14, 15, 16, 17	
12	Th	11/14	<b>Graded Team Presentations</b> (20 Minutes Each; 40% of grade)	<b>All</b> Final Presentations Due Before Class	Teams Will Be Randomly Selected To Present
13	Th	11/21	<b>Graded Team Presentations</b> (20 minutes Each; 40% of grade)		Teams Will Be Randomly Selected To Present
14	Th	11/28	<b>THANKSGIVING NO CLASS</b>		
15	Th	12/5	Course Recap	NONE	NONE
16	Th	12/11-12/18	<b>Final Exam Date/Time TBD</b> (45% of grade)		

**APPENDIX A:**  
**CASE ASSIGNMENT QUESTIONS**

**Uber**

1. TBD
2. TBD

**Facebook**

1. TBD
2. TBD

**Maersk**

1. TBD
2. TBD

## **APPENDIX B: GUIDE TO CASE ANALYSIS**

### **PURPOSE**

Case analysis helps students to develop the kinds of skills that are essential to success in business organizations: identification and analysis of complex business problems, application of judgment in developing solutions, interactive problem-solving, and persuasive presentation of conclusions.

### **THE NATURE OF BUSINESS CASES**

Business cases are detailed descriptions of real company situations in which management is confronted with important issues or problems. Students are required to (1) identify problems or key issues that management needs to address, (2) assemble relevant data, (3) perform appropriate analysis and evaluation, and (4) propose an action plan and a set of recommendations that address the issues identified. Cases contain a rich variety of data, including company background and performance, environmental forces, and points of view of key decision makers. Not unlike real world situations, cases will not contain all the data you would like. Your challenge is to do the best job you can with the information available.

### **HOW TO APPROACH A CASE**

#### **A. GETTING THE LAY OF THE LAND**

1. Read the case quickly to get a sense of layout and form preliminary hypotheses about major issues. Initial impressions can be revised, but this groundwork will provide structure and direction for a more in-depth reading.
2. Read assignment questions and think about where in the case you might discover answers. Assignment questions are provided to help guide your analysis.
3. Reread the case carefully, annotating, highlighting, and distinguishing important information, omissions, and questions.
  - a. Take notes that sort information, facts, and observations under a number of relevant headings.
  - b. Try to formulate theories or hypotheses about what is going on as you read ("the company's exposure to xyz risk as increased as it has..."), modifying or rejecting them as new information surfaces.

#### **B. IDENTIFICATION OF PROBLEMS/ISSUES AND ANALYSIS QUESTIONS**

1. Now decide what the action issues really are. These are the one or two *key* issues and problems that your in-depth analysis will address. Remember, every issue in the case will not rise to the level of a key issue. The true underlying problems/key issues will become further clarified as you gain greater insight through analyses and additional review of the case.
2. Decide exactly what you have to analyze in order to solve the key issues you have identified. Asking focused analysis questions will provide direction on where and how to spend your time. Remember, ask questions whose answers will inform what action needs to be taken.

#### **C. PERFORM ANALYSES**

1. Perform quantitative and qualitative analyses to answer the questions you have identified. You will apply *appropriate* concepts and models in this section. This is not a "dump" of all models you know, but rather an opportunity to apply particular concepts, models, and analytical tools that will enable you to gain insight and advance your analysis. Your objective is to get beyond the level of problem symptoms to analyze underlying issues and causes.

You will support your analysis with case data and any well-informed assumptions you make about necessary but missing information. Be sure to distinguish between factual data from the case, opinions of actors in the case, and assumptions you make. **Use only information that was available at the time the**

**case ends.**

2. Integrate the findings of your analysis. Formulate an analytical synthesis which clarifies the critical issues.

**D. ACTION PLANNING**

1. Alternatives

Identify and evaluate alternative courses of action. Alternatives must address the issues you have identified and follow logically from your analysis. You will explicitly consider and reject various alternatives, based on criteria you identify as most important. Some alternatives may not be effective in addressing the issues you identified, others may cause more problems than they solve or cost more than they are worth, others may not be feasible or acceptable to management (solutions should be compatible with the values and preferences of management and those who will implement them). In formulating alternatives, avoid cop-outs such as: "Hire a new president who can solve the problem," or "Hire a management consultant to solve the problem."

2. Recommendations

Based on your evaluation of alternatives, decide on a course of action. You will develop a plan by which the desired action may be achieved or implemented within the constraints encountered in the situation.

**E. PREPARE NOTES FOR CLASS DISCUSSION**

**TEAM PRESENTATIONS and REPORT**

An effective management report is a document which clearly and concisely communicates the information a manager needs to carry out his or her primary function -- decision making. Your report should be clear and tightly written, unembellished with flowery language, hyperbole, or unsupported personal opinions.

You should begin your report with your key recommendations, and then explain your analysis and assessment in the body of your presentation that led you to arrive at these conclusions. All team members should present and as a general guideline, professional presentations usually benchmark 2-3 minutes per slide, i.e., a 20-minute presentation should target 10-15 slides. Obviously this depends on the style and content of your slide, but you should not have 40 slides and expect to tell a coherent story in 20 minutes.

Your research and source materials and any other supporting material can be presented in an appendix.

**APPENDIX C:  
GUIDE TO ARTICLE ANALYSIS**

The following set of questions is provided to guide your analysis of the readings assigned this semester. Please use this guide to structure your article analyses.

1. What is the purpose or objective of this article? (To challenge or debunk a well-accepted view; to contribute to a body of theoretical work; to explain a puzzling exception; to update theory in response to current phenomena; etc.)
2. What is the article's basic argument/thesis? Its major findings/ conclusions?
3. What is the nature of evidence presented in support of the argument/ thesis? (Impressionistic, theoretical, empirical, etc.) Are the conclusions well supported?
4. Are there important assumptions, assertions, values, or biases that the author expects us to accept without support? Are these explicit or implicit?
5. How does this article contribute to your overall understanding of the subject? How does it relate to other articles you have read and to your own knowledge and experience?
6. How useful is the article for practicing managers?
7. Does the article leave you with any remaining problems or concerns?

**APPENDIX D:  
PEER EVALUATION**

*This form must be completed and submitted to me on the last day of class. Aggregate results may cause me to adjust individual grades for team projects up or down on grade. Please consider overall contribution of team members to team project taking into account the following:*

- Preparation:** Rate the extent to which the member contributed to development of the assignment and the research.
- Input:** Rate the extent to which the member provided valuable input of ideas towards the team’s work.
- Diligence:** Rate the extent to which the member took on the necessary roles to complete the team’s work, his or her timeliness in completing and distributing work, and the quality of the work performed.
- Facilitation:** Rate the extent to which the member helped the team maintain a positive climate and work together effectively.
- Learning:** Rate the extent to which the member contributed to your own learning through the team’s work together.

Please follow directions carefully!

Assess and allocate a share of the final team grade to each team member accordingly: Above/Full/Below.

**Above:** Did more than their fair share and warrants an uplift of the team grade

**Full:** Equally contributed to the team grade

**Below:** Did less than their fair share and warrants a downgrade of the team grade

Please also describe specific observations or points if you have assessed a teammate at Above/Below the team grade. I will treat your assessments and comments as confidential.

**Course Number/Name:** MOR 545/ Corporate Governance and the Role of the Board of Directors

**Your Name:** \_\_\_\_\_

**Group Name:** \_\_\_\_\_

Team Member Name	Above   Full   Below (Circle One)	Comments (Please explain if Above or Below)
	Above   Full   Below	
	Above   Full   Below	
	Above   Full   Below	