

International Comparison of Corporate Governance

Assignment #4

Write a mini-case study about the board of directors of a company of your choice.

Please find company data about the following:

1. Size and composition of the board

- is there only one board of directors? Or, is there a management (executive) board and a supervisory (non-executive) board?
- is there an audit committee separate from the board?
- are there any legal requirements about the minimum number of non-executive or independent directors (both in the board and in the board committees)?
- what is the number of executive and non-executive directors? How many of the non-executive directors can be judged as “independent”?
- what are criteria for director independence for that company’s country?

2. Committees in the board

- are there any board committees? If yes, please describe (for example, nomination, remuneration and audit committees).
- are the independent/non-executive directors in the nomination, remuneration and audit committees in majority or no?
- are there any accounting, finance and law experts participating in the board (as directors or in some other quality)?

3. Government or employee representatives in the board

- if there are any such representatives, please describe.

4. The CEO and the chairman of the board

- is the CEO also a member of the board, and are the CEO and the chairman the same person?

- has the chairman served before as an executive (for example, as the CEO) in the same company?
- can the chairman be judged as independent from the CEO?

Please e-mail me the file (ialnazov@econ.kyoto-u.ac.jp) until 6 pm on 1 Dec. (Thu.) and prepare a short talk for the class on 2 Dec. 2011.