

## H8LAWGOV: Law and Governance

Module Code:	H8LAWGOV
Long Title	Law and Governance <b>DRAFT</b>
Title	Law and Governance
Module Level:	LEVEL 8
EQF Level:	6
EHEA Level:	First Cycle
Credits:	10
Module Coordinator:	
Module Author:	KAREN MURRAY
Departments:	School of Business
Specifications of the qualifications and experience required of staff	
<b>Learning Outcomes</b>	
<i>On successful completion of this module the learner will be able to:</i>	
<b>#</b>	<b>Learning Outcome Description</b>
LO1	Demonstrate a detailed understanding of the composition, role & responsibilities of company boards, committees & management.
LO2	Critically assess & evaluate the importance of corporate governance and apply this knowledge in critically analyzing corporate structures, board composition and how boards of directors conduct their affairs
LO3	Demonstrate a detailed knowledge and ability to critically evaluate the codes of best practice pertaining to corporate governance in Ireland and internationally
LO4	Comprehensively understand the duties under both Statute and Common law that apply to Irish Directors, and understand that repercussions in both personal liability and future restriction/disqualification that may flow from a breach of these duties.
LO5	Demonstrate a clear understanding of the current regulatory framework as it pertains to Ireland.
LO6	Discuss and critically evaluate the changes and possible future changes that may be made to this regulatory & code of best practice environment.
LO7	Determine the appropriate measures to be taken in order to minimise legal exposure arising from involvement in this sector.
<b>Dependencies</b>	
<b>Module Recommendations</b>	
No recommendations listed	
<b>Co-requisite Modules</b>	
No Co-requisite modules listed	
<b>Entry requirements</b>	

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Module Content & Assessment			
Indicative Content			
<b>• Overview of Corporate Governance</b> o Definitions of Corporate Governance o Institutional Investors – Types and Dominance o Role of Directors and Shareholders o Changing Face of Corporate Governance o Best Practice vs Legislative Approach o Central Bank - Corporate Governance Code			
<b>• Role and supervision of Company Boards and Directors</b> o Board composition o Board Meetings, Board committees o Directors – Qualifications o Statutory Duties o Restriction and Disqualification Orders o Fraudulent and Reckless Trading o Fraudulent Preferences o Insider Dealing			
<b>• Corporate Governance Theories</b> o Separation of Ownership o Agency Theory, Stakeholder, Stewardship Theory etc o Potential Conflicts of Interest			
<b>• Irish Financial Regulatory Authorities, Ombudsman and Tribunals</b> o Central Bank o Financial Services Ombudsman o Director of Corporate Enforcement o Data Protection Commissioner o Pensions Board and Pensions Ombudsman o The Competition and Consumer Protection Commission o Irish Financial Services Appeals Tribunal			
<b>• European and International Regulatory Authorities and Standard Setting Authorities</b> o European - European Central Bank (ECB), European Securities Markets Authority (ESMA), The European Banking Authority (EBA), European Systemic Risk Board (ESRB) o International - Basel Committee on Banking Supervision (BCBS), International Organisation of Securities Commissions (IOSCO), Bank for International Settlements (BIS), Financial Stability Board (FSB), International Swaps and Derivatives Association (ISDA) o US - The US Federal Reserve (the Fed), Securities Exchange Commission (SEC), Commodity Futures Trading Commission (CFTC)			
<b>• International Financial Regulation</b> o Market in Financial Instruments Directive (MiFID) o Capital and Liquidity Requirements - Basel o Insurance Regulation – Solvency Regulation o UCITS - a European passport for Funds			
<b>• Sectoral Regulation in Ireland</b> o Irish Regulatory Framework and role of Central Bank o Role of Central Bank in implementing international regulation and directives o Consumer Protection – Legislation and Codes of Conduct – Consumer Protection Code o Mortgage Arrears - Code of Conduct o Lending to Small and Medium Enterprises o Minimum Competency Code o Deposit Protection o Life Insurance, Non-Life Assurance and Re-Insurance o Government Guarantee Scheme o Fitness and Probity – Statutory Framework o Credit Unions Data Protection Compliance			
<b>Money Laundering - Financial Crime</b> o Criminal Law Regime - Money laundering and terrorist financing. o Corporate liability for acts of employees o Recipient and accessory liability o Theft and fraud offences o Whistleblowing o Obligations of confidentiality			
Assessment Breakdown			%
Coursework			40.00%
End of Module Assessment			60.00%
Assessments			
Full Time			
Coursework			
<b>Assessment Type:</b>	Assignment	<b>% of total:</b>	40
<b>Assessment Date:</b>	n/a	<b>Outcome addressed:</b>	1,2,3,4
<b>Non-Marked:</b>	No		
<b>Assessment Description:</b> The continuous assessment may be (i) a case study which students will be required to analyse in detail; (ii) a requirement to critically analyse a piece of legislation; and / or (iii) a requirement to research a detailed topical legal or governance issue. Learners will be required to identify the issues at stake, demonstrate their ability to carry out further research & apply their specialist knowledge to the assessment and provide appropriate conclusions, solutions or advice. Learners will be marked according to depth of topic knowledge, relevance of material to the question asked, appropriate structure, clarity of expression and use of appropriate reasoning. It is essential that learners			
End of Module Assessment			
<b>Assessment Type:</b>	Terminal Exam	<b>% of total:</b>	60
<b>Assessment Date:</b>	End-of-Semester	<b>Outcome addressed:</b>	1,2,3,4,5,6,7
<b>Non-Marked:</b>	No		
<b>Assessment Description:</b> The final exam will be two hours in duration. Students will be offered a choice of five questions and required to answer any two questions.			
No Workplace Assessment			

## H8LAWGOV: Law and Governance

Module Workload				
Module Target Workload Hours 0 Hours				
<b>Workload: Full Time</b>				
Workload Type	Workload Description	Hours	Frequency	Average Weekly Learner Workload
Lecture	No Description	3	Every Week	3.00
Independent Learning Time	No Description	211	Once per semester	17.58
Total Weekly Contact Hours				3.00
<b>Workload: Part Time</b>				
Workload Type	Workload Description	Hours	Frequency	Average Weekly Learner Workload
Lecture	No Description	3	Every Week	3.00
Independent Learning Time	No Description	211	Once per semester	17.58
Total Weekly Contact Hours				3.00

Module Resources	
<i>Recommended Book Resources</i>	
<p>Breslin, J. (2013), <i>Banking Law in Ireland</i>, 3rd Ed.. Round Hall, Dublin.</p> <p>Chambers A.. (2014), <i>Chambers' Corporate Governance Handbook</i>, Bloomsbury Professional, London.</p> <p>Callanan,G. (2014), <i>An Introduction to Irish Company Law</i>, 4th. Gill and Macmillian.</p>	
<i>Supplementary Book Resources</i>	
<p>Courtney T.B et al. (2015), <i>Bloomsbury Professional's Guide to the Companies Act 2014</i>, Bloomsbury Professional, Dublin.</p> <p>Donnelly M. &amp; White F.. (2014), <i>Consumer Law: Rights and Regulation</i>, Roundhall, Dublin.</p> <p>Monks Robert A.G., Minow N. (2008), <i>Corporate Governance</i>, Blackwell.</p> <p>Keane R. &amp; O'Neill A.. (2009), <i>Corporate Governance and Regulation</i>, Thomson Round Hall.</p> <p>Keasey K., Thompson S., Wright M. (2009), <i>Corporate Governance – Accountability, Enterprise and International Comparisons</i>, Wiley.</p> <p>Kelleher D.. (2015), <i>Privacy and Data Protection Law in Ireland</i>, 2nd. Ed.. Bloomsbury Professional, Dublin.</p> <p>Kenneth K..A., Nofsinger J.R. (2009), <i>Corporate Governance</i>, 2nd. Pearson..</p> <p>D. Larcker, Tayan B.,. (2011), <i>Corporate Governance Matters: A Closer Look at Organizational Choices and their Consequences,,</i> Pearson Education.</p> <p>Solomon J. (2010), <i>Corporate Governance &amp; Accountability</i>, 3rd. Wiley.</p>	
<i>This module does not have any article/paper resources</i>	
<i>This module does not have any other resources</i>	
Discussion Note:	