



UNIVERSITÀ DEGLI STUDI DI PALERMO

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| DEPARTMENT | Scienze Politiche e delle Relazioni Internazionali | | |
| ACADEMIC YEAR | 2022/2023 | | |
| MASTER'S DEGREE (MSC) | COMPLEX ADMINISTRATIONS AND ORGANIZATIONS SCIENCE | | |
| SUBJECT | CORPORATE GOVERNANCE AND CONTROL SYSTEMS | | |
| TYPE OF EDUCATIONAL ACTIVITY | B | | |
| AMBIT | 50522-giuridico | | |
| CODE | 19570 | | |
| SCIENTIFIC SECTOR(S) | IUS/04 | | |
| HEAD PROFESSOR(S) | GARILLI CHIARA | Professore Ordinario | Univ. di PALERMO |
| OTHER PROFESSOR(S) | | | |
| CREDITS | 6 | | |
| INDIVIDUAL STUDY (Hrs) | 108 | | |
| COURSE ACTIVITY (Hrs) | 42 | | |
| PROPAEDEUTICAL SUBJECTS | | | |
| MUTUALIZATION | | | |
| YEAR | 1 | | |
| TERM (SEMESTER) | 2° semester | | |
| ATTENDANCE | Not mandatory | | |
| EVALUATION | Out of 30 | | |
| TEACHER OFFICE HOURS | GARILLI CHIARA Thursday 10:00 12:00 Il ricevimento verrà svolto presso la stanza del docente (Via Maqueda, 324, piano I) oppure sulla piattaforma Microsoft Teams, previa prenotazione per e-mail (chiara.garilli@unipa.it). Meetings with students must be requested and confirmed via e-mail (chiara.garilli@unipa.it); meetings will be held in person at my office (Via Maqueda, 324, first floor) or on Microsoft Teams platform. | | |

DOCENTE: Prof.ssa CHIARA GARILLI

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| PREREQUISITES | General knowledge and comprehension of the basic concepts of national and European private law |
| LEARNING OUTCOMES | <p>Knowledge and understanding.</p> <p>Advanced and specialized knowledge of corporation law, with particular regard to corporate governance and internal control systems.</p> <p>Applying knowledge and understanding.</p> <p>Ability to apply knowledge and understanding by showing a professional approach to work; competences typically demonstrated through devising and sustaining arguments and solving problems with regard to the internal control systems of corporations.</p> <p>Making judgements.</p> <p>Ability to analyse and evaluate from a juridical standpoint the topics referring to the activity, the corporate governance and the internal control systems of corporations on the basis of the knowledge and methodology learned during the course. Ability to express autonomous judgement</p> <p>Communication skills</p> <p>Ability to communicate information, ideas, problems and solutions to both specialist and non-specialist audiences</p> <p>Learning skills.</p> <p>Development of learning skills to undertake further higher studies and/or to enter the job market with a high degree of expertise</p> |
| ASSESSMENT METHODS | <p>Intermediate test</p> <p>An intermediate test is scheduled consisting in a power point presentation held by students. The candidate is evaluated according to the level of his knowledge and receives an assessment out of thirty as mid-term grade (the pass mark is 18/30).</p> <p>This intermediate test is not mandatory. Only if the student chooses to take the mid-term test, the mark of the latter will affect the final grade, which will be stated and communicated to the student at the end of the oral exam.</p> <p>Oral exam</p> <p>The candidate should answer at least two/three questions regarding the whole syllabus with the exception of the topics covered by the intermediate test.</p> <p>The final assessment aims to value whether the student has acquired the knowledge and the ability to comprehend the topics dealt with during the lessons. The student should also be able to interpret relevant data and to show competence in giving autonomous judgments.</p> <p>Students will pass the final exam if they show knowledge and understanding of the topics in general terms and have minimal application skills to solve concrete cases. The candidate should also be able to communicate his/her knowledge of the topics to the examiner clearly and appropriately.</p> <p>Below this level the assessment will be not sufficient.</p> <p>The candidate is evaluated according to the level of his knowledge and receives an assessment out of thirty (the pass mark is 18/30).</p> <p>The final grade will take into account the marks of the intermediate test eventually passed by the student; in more detail, the final grade will be determined considering the mathematical average of the marks obtained in the intermediate test and in the final oral exam.</p> |
| EDUCATIONAL OBJECTIVES | <p>This course aims to provide students with an advanced knowledge of different corporate governance models in public and private corporations, with particular regard to internal control systems and duties and responsibilities of the different corporate bodies. Furthermore, much attention will be paid to the regulation of some specific areas (e.g. groups of companies; companies listed in regulated markets; corporations owned by the State or other public entities; banks). At the same time, particular consideration will be granted to the models of self-regulation (e.g. the Code of conduct for Italian listed companies) and to the role played by the internal control system in case of economic crisis.</p> |
| TEACHING METHODS | Lessons and practice tests |
| SUGGESTED BIBLIOGRAPHY | <p>G.F. Campobasso, Diritto societario. 2. Diritto commerciale, Utet, 2020, ISBN: 9788859822424.</p> <p>Ulteriori materiali dottrinali e giurisprudenziali saranno forniti agli studenti nel corso delle lezioni.</p> <p>Further doctrinal and jurisprudential materials will be provided to students in the course of lessons.</p> |

SYLLABUS

| Hrs | Frontal teaching |
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| 8 | Introduction to company law. Regulation of different types of companies under Italian company law (s.s., s.n.c., s.a.s., s.p.a., s.r.l., s.a.p.a., coop). |
| 16 | Corporate governance: basic concepts relating to corporate bodies and their functions. |

| Hrs | Practice |
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| 18 | Seminars and practice tests regarding groups of companies, companies listed in regulated markets, corporations owned by the State or other public entities, banks, insurance companies |