

## Syllabus Outline: Advanced Corporate Governance

### NQF7

**Prescribed text: Naidoo R., *Corporate Governance – An Essential Guide for South African Companies* (3<sup>rd</sup> ed.) (2021): LexisNexis<sup>1</sup>**

The overall aim of the module is for students to develop an understanding of and apply concepts of corporate governance which are relevant to the contemporary business environment.

Syllabus topics	Syllabus detailed content	Textbook and readings
<b>Learning Outcome 1: Demonstrate an understanding of the relationship between the company secretary, the board and the shareholders.</b>		
Key roleplayers in corporate governance	• The role of the company secretary	Ch 10: Officers of the company
	• The directors	Ch 9: The individual director
	• The shareholders	Ch 6: The role of shareholders
<b>Learning Outcome 2: Demonstrate an understanding of the legal framework for business operations in the South African context.</b>		
The legal nature of a company in South Africa	• Juristic personality • Piercing the corporate veil	Ch 4: Formation, types and characteristics of companies Ch 9: esp 9.15: Piercing the corporate veil
Company types	• Types of companies • Governance of listed companies • Governance of state-owned companies	Ch 14: The governance of listed companies Ch 15: The governance of state owned entities
<b>Learning Outcome 3: Demonstrate an understanding of company meetings, reports and regulatory compliance.</b>		
Reports and compliance	• Statutory compliance • Financial statements • Auditors • Integrated reports	Ch 12: Transparency and reporting Ch 10: Officers of the company
Meetings	• Basic principles of meetings • Procedural aspects relating to meetings • Stakeholder and board meetings • Minutes and reports	Ch 5: Meetings Ch 6: The role of shareholders
<b>Learning Outcome 4: Demonstrate an understanding of company finance in the context of corporate governance</b>		
Securities and share capital	• Securities and share capital • General principles of the JSE LR • General requirements for ListCos • Obligations of ListCos	Ch 4.7: Share capital Ch 14: The governance of listed companies
<b>Learning Outcome 5: Demonstrate an understanding of key aspects of compliance.</b>		
The implementation of good governance practices	• Corporate citizenship and sustainability • Ethical leadership • The implementation of good governance	Ch 16: Corporate Citizenship and Sustainability Ch 17: Ethical leadership Ch 18: A practical view on implementation

<sup>1</sup> Also prescribed for Principles of Corporate Governance NQF6

## Syllabus Outline: Advanced Corporate Governance

### Practical work

Given different scenarios, the learner must be able to:

- Check compliance with the provisions of the Companies Act and Companies Regulations and other statutes.
- Provide information as requested to the board and its committees, senior management and non-executive directors.
- Check that business of the company is conducted in accordance with its objectives as contained in its memorandum of incorporation.

### Prescribed reading

- King IV Report on Corporate Governance 2016 (IODSA)