

Corporate Governance and Financial Analysis

38:578:538:01 Spring 2020

Professor: Peter Rokkos

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Office Hours: Office hours for Professor Rokkos are prior to and immediately after class in classroom; typically, between 5-6pm Monday and 5-630pm Tuesday in his office (although please email to confirm as this time changes) and otherwise by appointment.

Time: Wednesday 7:20 – 10:00pm

Location: Labor Education Center - Room 130

Course Description: Corporate governance issues; financial statement analysis; and cost accounting for collective bargaining and workplace management. Students will become conversant with the major issues of the modern corporation and the major social science questions raised about the corporation in terms of governance and its role in society and the important research questions and sources of evidence on corporate behavior. This course then pivots over to apply these concepts towards corporate financial decision making. We will examine the relationships between corporate finance and labor relations. In addition, you will learn how to use financial decision-making techniques for assessing and developing practices and programs in labor relations.

School of Management and Labor Relations Learning Goals Met by This Course

II) Quantitative, Qualitative and Analytical Skills – Apply appropriate quantitative and qualitative methods for research workplace issues.

V) Understanding Context - Evaluate the context of workplace issues, public policies, and management decisions

VII) Professional Development – Demonstrate an ability to interact with and influence others in a professional manner, and to effectively present ideas and recommendations

Text: *Financial Statements: A Step-by-Step Guide to Understanding and Creating Financial Reports* by Ittelson, Thomas R. 2009

Revised and Expanded Edition Career Press.

Amazon Price ~\$13

This text is referred to below as the “*Financial Statements Text*”

A Real Look at Real World Corporate Governance Paperback by David Larcker (Author), Brian Tayan (Author), Michelle E. Gutman (Editor) 2013

Amazon Price ~\$10

This text is referred to below as the “*Corporate Governance Text*”

Additional materials as indicated below will be made available on Canvas.

Required Software: Adobe Acrobat Reader and Microsoft Word, Excel, and PowerPoint or other software with similar functionality by Google, Apple and others

Prerequisites: An active e-mail account, netid, access to Canvas and basic knowledge of Microsoft Word Excel, Arithmetic, and Algebra (ratios, percentages, and word problems) are required.

Recommended: The reading of business publications such as the Wall Street Journal, New York Times, Fortune, or the Harvard Business Review is highly encouraged. Many business publications are available through the University Library– a service for which you have already paid. Additional web sites offering business insights in general and specific articles on CG&FA will be discussed in class and linked through Canvas. These sources can provide you with details for the Participation component of your grade discussed below.

Class Approach: There will be a lecture at each class and then a discussion of a series of cases. Power Point presentations used during the lecture will be posted shortly prior to class on Canvas so that you can use them as a basis for taking notes or to follow along.

Required Work

Participation. Each student will be required to submit a comment on Canvas during most weeks prior to each class using the Assignments folder on Canvas. **This is part of your Participation grade which accounts for 20% of your overall grade.** These comments should address issues discussed in the current week’s readings, or topics in the news relating to these materials. See Canvas each week for details on a particular week’s submission. Students will be called upon in class to discuss their Participation comment so please come to class prepared to engage on the comment you provided. **Failure to be available in class to discuss your Participation comment if selected will materially impact your grade for your Participation submission during that class.**

In addition to the weekly Participation Assignments, students will take one in class midterm exam and one take home final exam during exam week.

Students will also participate in a group class exercise during the last two weeks of the semester.

Assessment Policy

Grading: Grades will consist of the following components of 100% of the grade:

| | |
|-------------------------------------|-----|
| Midterm Exam (Financial Analysis) | 20% |
| Final Exam (Corporate Governance) | 20% |
| Participation | 20% |
| Class Exercise | 4% |
| Homework Assignments (~6 bi-weekly) | 36% |

Corporate Governance and Financial Analysis

| Letter Grade | Scores Based on Course Components |
|--------------|-----------------------------------|
| A | 90-100 |
| B+ | 85-89 |
| B | 80-84 |
| C+ | 75-79 |
| C | 70-74 |
| D | 60-69 |
| F | < 60 |

Note: Rounding up or down for ‘in between grades’ will be based on multiple factors including participation and attendance; but will only be considered for 1% point. For example, an 84.6% may round up to an 85% for a B+ if attendance and participation are exceptional; an 84.4% will in all but exceptional instances not round up; and a 83.9% will not be considered for rounding up to a B+. The thresholds for final letter grades will be re-scaled if a conventional standard seems unreasonable.

Requests for recommendations must be made in writing after completion of the course.

Attendance and Participation: Participation in the lectures is critical to the class both in terms of being present in class and fully participating. Attendance will be taken during each class, and those not participating will lose points on the Attendance and Participation scores. Materials will be presented in class that are not covered in the readings and they will make up a significant part of the examinations. All additional materials will be available on Canvas.

A student missing more than 50% of the classes will not receive credit for this course. Each student will have one excused absence that will not count towards these missed classes or receive any penalty to their attendance grade. This excused absence can be used for any reason and does not require a note, so it can be used for an absence related to an illness, for example.

At the instructor’s discretion, perfect attendance (attending all classes in full) and consistent contributions to class discussions and homework review may improve your final grade. Conversely, attendance below ~85% will reduce your final grade on a sliding scale. You should track your attendance on Canvas, and your overall attendance percentage (present in class out of total classes where attendance was taken) can be seen on Canvas in the Gradebook under Roll Call Attendance.

Readings and Deadlines: All readings should be completed prior to the date noted on the syllabus. Due dates and deadlines are firm. Unless you can get prior approval, each day late will result in increasing penalties. You must download your assignments and upload your completed written assignments in the Assignments folder on Canvas.

Assigned Readings: Note that the assigned readings indicated below will be revised over the course of the semester; please pay attention during class and on Canvas for specific assignments and due dates.

Week 1: Introduction; Financial Accounting

January 22

- **Financial Statements Text**
 - Chapters 1 and 2
 - Assignment 1 to be posted on Canvas – Target due date February 5 at 11:55pm

Week 2: Accounting Concepts, Statement of Cash Flows and Income Statement

January 29

- **Financial Statements Text**
 - Chapter 3
 - We will analyze major retailers: Wal-Mart, Amazon, Costco, and Target

Week 3: Financial Statements

February 5

- **Financial Statements Text**
 - Chapter 4
 - Assignment 2 to be posted on Canvas – Target due date February 19 at 11:55pm

Week 4: Financial Analysis – the Importance of Free Cash from Operations

February 12

- **Financial Statements Text**
 - Chapters 5
- Julie Hertenstein and Sharon McKinnon “Solving the Puzzle of the Cash Flow Statement.” 1997 *Business Horizons*.

Week 5: Financial Analysis –Ratio Analysis

February 19

- **Financial Statements Text**
 - Chapter 13
 - We will compare Wal-Mart to Target, Costco, and Amazon.
 - Assignment 3 to be posted on Canvas – Target due date March 4 at 11:55pm

Week 6: Introduction to Capital Budgeting: Discounted Cash Flow, Net Present Value, and Internal Rate of Return

February 26

- **Financial Statements Text**
 - Chapters 20 and 21

Week 7: **In Class Mid-term Exam**

March 4

Week 8: Corporate Governance Overview

March 11

- **Corporate Governance Text**
 - Part I and Part II
- “Chapter 2, Financial Markets and Corporate Governance.” 2009. *Managed by the Markets: How Finance Re-Shaped America* by Gerald F. Davis. Oxford University Press
- Assignment 4 to be posted on Canvas – Target due date April 1 at 11:55pm

NO CLASS MARCH 18

Rutgers University Spring Break

Week 9: Accounting and Corporate Governance; Does Corporate Governance Matter in Efficient Capital Markets?

March 25

- **Corporate Governance Text**
 - Part I and Part II
- “Chapter 3, From Institution to Nexus: How the Corporation Got and Lost Its Soul.” 2009. *Managed by the Markets: How Finance Re-Shaped America* by Gerald F. Davis. Oxford University Press

Week 10: Shareholders and Corporate Governance

April 1

- **Corporate Governance Text**
 - Part III and Part IV
- Assignment 5 to be posted on Canvas – Target due date April 15 at 11:55pm

Week 11: Directors and Officers; Duties

April 8

- Readings to be posted on Canvas

Week 12: Officers and Scandals; Executive Compensation

April 15

- Martin J. Conyon. 2006. “Executive Compensation and Incentives.” *Academy of Management Perspectives* February pp 25-44.
- Lucian Bebchuck and Jesse M. Fried, 2005, “Pay without Performance: Overview of the Issues.” *The Journal of Corporation Law* Summer pp. 647-673.
- Charles A. O’Reilly III and Brian G.M. Main. 2007. “Setting the CEO’s Pay: It’s more than Simple Economics.” *Organizational Dynamics*, Vol. 36, No. 1, pp. 1–12
- Understanding Enron: It’s About the Gatekeepers, Stupid, John C. Coffee, Columbia Law School, Center for Law and Economic Studies July 30, 2002
- Assignment 6 to be posted on Canvas – Target due date April 29 at 11:55pm

Week 13: Corporate Governance on a Global Scale; Future of Regulation; M&A

April 22

- Class Presentations
- Rafael LaPorta, Florencio Lopez-de-Sileanes, and Andrei Shleifer, 1998, “Corporate Ownership Around the World,” NBER Working Paper 6625.

- Sanford M. Jacoby. 2005. “Corporate Governance in Comparative Perspective: Prospects for Convergence.” *Comparative Labor Law and Policy Journal* Vol. 22:5, 5-32.
- Klaus Gugler, Dennis C. Mueller, B. Burcin Yurtoglu, Christine Zulehner. 2003. “The effects of mergers: an international comparison.” *International Journal of Industrial Organization* 21 (2003) 625–653
- Michael Jensen. 1987 “The Takeover Controversy: Analysis and Evidence.”
- Gergor Andrade, Mark Mitchell, and Erik Stafford, 2001 “New Evidence and Perspectives on Mergers, *Journal of Economic Perspectives* 15, 103-120

Week 14: Financialization; Class Presentations; Catch up and wrap up

April 29

- Income Dynamics, Economic Rents, and the Financialization of the U.S. Economy. Donald Tomaskovic-Devey and Ken-Hou Lin. *American Sociological Review* 2011 76: 538 originally published online 10 July 2011
- Financialization: What It Is and Why It Matters, Thomas I. Palley, The Levy Economics Institute, December 2007

Final Exam will be a take home final exam to be assigned on the last day of class to be submitted in the Assignments folder on Canvas by 11:55pm ~Friday May 8

Academic Integrity: All students are responsible for locating, reading, and abiding by the University Policy on Academic Integrity for Undergraduate and Graduate Students. The policy is available on-line at <http://cat.rutgers.edu/integrity/policy.html>.

Special Needs: Rutgers University welcomes students with disabilities into all of the University's educational programs. In order to receive consideration for reasonable accommodations, a student with a disability must contact the appropriate disability services office at the campus where you are officially enrolled, participate in an intake interview, and provide documentation: <https://ods.rutgers.edu/students/documentation-guidelines>. If the documentation supports your request for reasonable accommodations, your campus's disability services office will provide you with a Letter of Accommodations. Please share this letter with your instructors and discuss the accommodations with them as early in your courses as possible. To begin this process, please complete the Registration form on the ODS web site at: <https://ods.rutgers.edu/students/registration-form>.